



5 December 2019

ASX Limited
Market Announcement

Think Childcare Limited (ASX Code: TNK)

Results of Scheme Meeting and General Meeting

TNK Shareholders approve Scheme of Arrangement and Stapling Proposal

At the Scheme Meeting of Think Childcare Limited (ASX:TNK) (TNK) held in Melbourne today, TNK Shareholders have voted in favour of the Scheme Resolution. In addition, at the General Meeting of TNK held immediately following the conclusion of the Scheme Meeting, TNK Shareholders have voted in favour of the Supporting Resolutions (**Supporting Resolutions**).

Capitalised terms used in this ASX announcement have the meaning given to them in the Explanatory Booklet announced to ASX on 1 November 2019, unless otherwise defined in this ASX announcement.

Next steps

TNK has applied to the Federal Court of Australia for approval of the Scheme at a hearing scheduled for Thursday, 12 December 2019. If the Scheme is approved by the Court, TNK Shareholders who hold shares on the Special Dividend Record Date (currently proposed to be 7.00pm on Tuesday, 17 December 2019) will be entitled to receive the Special Dividend. Registration of transfers of unstapled TNK Shares will cease on and from the Special Dividend Record Date. TNK Shareholders who hold TNK Shares on the Record Date (currently proposed to be 7:00pm on Friday, 20 December 2019) will receive the Special Dividend by having it automatically applied by TNK on their behalf, and paid to TND, in consideration for the issue of one TND Share for each TNK Share they held on the Record Date (in accordance with the terms of the Scheme, as set out in Appendix 2 to the Explanatory Booklet).

Voting results – Scheme Meeting

For the purpose of ASX Listing Rule 3.13.2 and sections 251AA(1) and (2) of the *Corporations Act 2001* (Cth), TNK states that the Scheme Resolution to approve the Scheme, as set out in the



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Notice of Scheme Meeting in Appendix 3 to the Explanatory Booklet, was passed by the requisite majority of shareholders and majority of votes, with:

- 95.52% of TNK Shareholders present and voting (either in person or by proxy) in favour of the Scheme Resolution; and
- 99.93% of votes cast in favour of the Scheme Resolution.

The poll report submitted by the Returning Officer as appointed by TNK is set out below.

The results of the poll were as follows:

	For	Against	Total Votes	Abstain*
Votes	48,906,090	34,277	48,940,367	1,000
Percentage of Votes	99.93%	0.07%	100%	N.A.
Holders	192	9	201	1
Percentage of Holders	95.52%	4.48%	100%	N.A.

* Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities

The proxies received were as follows:

	For	Against	Undirected	Total Votes	Abstain*
Votes	48,608,057	34,277	298,033	48,940,367	1,000
Percentage of Votes	99.32%	0.07%	0.61%	100%	N.A.
Holders	167	9	19	201**	1
Percentage of Holders	85.2%	4.59%	9.68%	100%	N.A.

* Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities

** Including 6 split votes which have not been included in the count of proxies of any group.

Voting results – General Meeting

For the purpose of ASX Listing Rule 3.13.2 and sections 251AA(1) and (2) of the *Corporations Act 2001* (Cth), TNK states that the Supporting Resolutions, as set out in the Notice of General Meeting in Appendix 4 to the Explanatory Booklet, was passed by the requisite majorities of shareholders.

The poll report submitted by the Returning Officer as appointed by TNK is set out below.

1. Stapling Deed Resolution

The Stapling Deed Resolution was passed by the requisite majority of shareholders as an Ordinary resolution, with 99.93% of TNK Shares on behalf of TNK Shareholders present and voting (either in person or by proxy) in favour of the Stapling Deed Resolution.

The results of the poll were as follows:

	For	Against	Total Votes	Abstain*
Votes	48,402,727	33,048	48,435,775	2,212
Percentage of Votes	99.93%	0.07%	100%	N.A.

* Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities

The proxies received were as follows:

	For	Against	Undirected	Total Votes	Abstain*
Votes	48,348,914	33,048	53,813	48,435,775	2,212
Percentage of Votes	99.82%	0.07%	0.11%	100%	N.A.

* Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities

2. Constitution Replacement Resolution

The Constitution Replacement Resolution was passed by the requisite majority of shareholders as a Special resolution, with 99.93% of TNK Shares on behalf of TNK Shareholders present and voting (either in person or by proxy) in favour of the Constitution Replacement Resolution.

The results of the poll were as follows:

	For	Against	Total Votes	Abstain*
Votes	48,404,675	32,100	48,436,775	1,212
Percentage of Votes	99.93%	0.07%	100%	N.A.

* Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities

The proxies received were as follows:

	For	Against	Undirected	Total Votes	Abstain*
Votes	48,349,862	32,100	54,813	48,436,775	1,212
Percentage of Votes	99.82%	0.07%	0.11%	100%	N.A.

* Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities

3. Management Deed Resolution

The Management Deed Resolution was passed by the requisite majority of shareholders as an Ordinary resolution, with 99.93% of TNK Shares on behalf of TNK Shareholders present and voting (either in person or by proxy) in favour of the Management Deed Resolution.

The results of the poll were as follows:

	For	Against	Total Votes	Abstain*
Votes	48,404,675	32,100	48,436,775	1,212
Percentage of Votes	99.93%	0.07%	100%	N.A.

* Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities

The proxies received were as follows:

	For	Against	Undirected	Total Votes	Abstain*
Votes	48,350,862	32,100	53,813	48,436,775	1,212
Percentage of Votes	99.82%	0.07%	0.11%	100%	N.A.

* Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities

Mathew Edwards

Managing Director and Chief Executive Officer

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