



20 December 2019

BY EMAIL

Mr Gerald Mimery
ASX Listings Compliance (Melbourne)
Level 4, Rialto North Tower
525 Collins Street
Melbourne VIC 3000

Dear Mr Mimery

Think Childcare Development Limited ACN 635 178 166 ("Company" or "TND") - Admission decision - Responses

We refer to ASX's admission decision in relation to the Company dated 10 December 2019 (**Admission Letter**).

Set out below and attached is the information or responses from the Company and on behalf of Think Childcare Limited ACN 600 793 388 (**TNK**) with respect to the conditions precedent set out in the Admission Letter. Unless otherwise defined terms in this letter have the same meaning as given in the Admission Letter.

Conditions of Admission and Quotation

In accordance with the requirements of ASX:

1. TNK confirms that:
 - (a) all conditions precedent to the implementation whereby each ordinary share in TNK will be stapled to an ordinary share in TND, forming stapled securities (**Stapled Securities**) in a stapled entity (the **Group**) (together, the **Stapling Proposal**) (other than the approval of ASX for quotation of the Stapled Securities, those conditions (restraints and no regulatory actions) that can only be satisfied on the implementation date and completion under the Stapling Deed (as defined in the explanatory memorandum dated 31 October 2019 (**Explanatory Memorandum**)) have been satisfied and that the Stapling Proposal will proceed;
 - (b) the Stapling Deed remains in force and effect; and
 - (c) it is in compliance with Listing Rule 3.1 at the time TND is admitted to the Official List.



Think Childcare Group

Think Childcare Limited ABN 81 600 793 388
Think Childcare Development Limited ABN 55 635 178 166

Suite 3, 1 Park Avenue, Drummoyne NSW 2047
(PO Box 465, Drummoyne NSW 1470)

p +61 2 9712-7444 | e enquiries@thinkchildcare.com.au | www.thinkchildcare.com.au

2. TNK and TND acknowledge and agree that ASX reserves the right (but without limiting its absolute discretion) to remove TNK and/or TND from the Official List if any of their ordinary shares cease to be stapled together or any equity securities are issued by TNK or TND which are not stapled to equivalent securities in the other entity comprising the Group;
3. TND's Appendix 1A, Information Form, Checklist and Annexure 5 (Stapled Entities) are attached;
4. TND's constitution is attached;
5. the terms and conditions of the Group's employee securities option plan are attached;
6. a statement disclosing the extent to which the Group will follow, as at the date of TND's admission to the Official List, the recommendations set by the ASX Corporate Governance Council (being the Group's Corporate Governance Statement) is attached;
7. the Group's securities trading policy is attached;
8. the top 20 largest holders of Stapled Securities to be quoted and distribution schedule of Stapled Securities is attached; and
9. an undertaking from TND and TNK for the purpose of compliance with condition of quotation 2.2 is attached.

It is currently proposed that the Stapling Proposal will be implemented on Monday, 23 December 2019 on which date shares in the Company will be issued and stapled to shares in TNK on a one for one basis.

Yours sincerely



Mathew Edwards

Managing Director and CEO, Think Childcare Limited
Director, Think Childcare Development Limited



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