

MinterEllison

13 November 2019

**PRIVATE & CONFIDENTIAL – NOT FOR PUBLIC RELEASE
BY HAND**

Principal Adviser Listings Compliance (Melbourne)
ASX Compliance Pty Limited
Level 4, North Tower Rialto
525 Collins Street
MELBOURNE VIC 3000

Dear Sir/Madam

Project Indigo – Listing application

As you know, we act for Think Childcare Limited ACN 81 600 793 388 (**TNK**).

1. ASX Listing Application

As previously disclosed to ASX, it is proposed that TNK will create a stapled structure with Think Childcare Development Limited ACN 635 178 166 (**TND**) (**Restructure Proposal**) in conjunction with which TND will seek admission to the official list of ASX.

We enclose with this letter a copy of the following documents:

- (a) Appendix 1A '*ASX Listing Application and Agreement*' in relation to TND;
- (b) a completed Information Form and Checklist (ASX listing) together with associated annexures;
- (c) supporting documents referred to in the Information Form and Checklist (ASX Listing) tabbed according to the attached table listed as Annexure A to this letter; and
- (d) a USB containing electronic copies of the documents set out in the attached table listed as Annexure A to this letter.

We note that the Company is not able to provide certain supporting documents as at the date of this letter and accordingly, these documents are intended to be provided to ASX as soon as practicable after the date of this letter. The documents to which this relates are marked accordingly in the attached table listed as Annexure A to this letter.

We understand that TNK, on behalf of TND, will arrange for the payment of the initial listing fee for TND to ASX by way of electronic funds transfer this week and we will provide confirmation of such transfer in due course. As advised by ASX, we have calculated the initial listing fee for TND as \$72,955.95 based on:

- (e) the proposed issue of 60,862,889 TND shares;
- (f) a 5 day VWAP of \$1.4218 for TNK shares between 4 November 2019 and 12 November 2019;¹ and
- (g) as set out in ASX Listing Rules Guidance Note 15A (including a reduction in the initial listing fee calculated of 50%).

¹ Please note that no TNK shares were traded on 5 November 2019 and 8 November 2019. Accordingly, a 5 day VWAP has been calculated over the period from 4 November 2019 to 12 November 2019.



2. ASX Waivers

We also refer to ASX's response to MinterEllison's request for waivers on behalf of TNK dated 6 September 2019 (**ASX Waiver Letter**) and the in-principle indicative waivers granted by ASX on receipt of an application for admission to the official list in connection with the Restructure Proposal.

A copy of the ASX Waiver Letter is tabbed at 11(b) in the supporting documents annexed to this letter.

We request that ASX now grant the waivers set out in the ASX Waiver Letter in connection with the Restructure Proposal.

Please let us know if you have any questions or would like to discuss.

Yours faithfully

MINTERELLISON



Contact: Michael Watts: +61 3 8608 2243

Michael.watts@minterellison.com

Partner: Bart Oude-Vrielink T: +61 3 8608 2908

OUR REF: BFO MBW | 1244876

Annexure A – Table of Contents – ASX listing supporting documents

Item	Document	Status
1.	Certificate of incorporation	Final
2.	Constitution	Final
3.	Explanatory Booklet	Final
4.	ASX Online Agreement	Final
5.	Security Trading Policy	To be provided to ASX as soon as practicable after this letter
6.	Corporate Governance Statement	To be provided to ASX as soon as practicable after this letter
7.	National Police Certificates	To be provided to ASX as soon as practicable after this letter
8.	Bankruptcy searches	Dated 7 November 2019
9.	Statutory declarations	Dated 7-11 November 2019
10.	Specimen holding certificate	Template
11.	Material Documents: (a) Stapling Deed (b) ASX letter dated 6 September 2019 granting in-principle waivers (c) Board resolution regarding alteration of existing TNK Performance Rights (d) A statement setting out the names of the existing 20 largest holders in each class of TNK Shares (as at 18 October 2019) and the number and percentage of each class of securities held by those holders (e) A distribution schedule of each class of TNK Shares (as at 18 October 2019), setting out the number of holders in the categories	Final
12.	5 copies of the Explanatory Booklet relating to the Restructure Proposal	Final

Information Form and Checklist

(ASX Listing)

Name of entity

ABN/ARBW/ARSN

Think Childcare Development Limited ("TND")

635 178 166

We (the entity named above) supply the following information and documents to support our application for admission to the official list of ASX Limited (ASX) as an ASX Listing.

Note: the entity warrants in its Appendix 1A ASX Listing Application and Agreement that the information and documents referred to in this Information Form and Checklist are (or will be) true and complete and indemnifies ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of that warranty.

Any Annexures to this Information Form and Checklist form part of the Information Form and Checklist and are covered by the warranty referred to above.

Terms used in this Information Form and Checklist and in any Annexures have the same meaning as in the ASX Listing Rules.

Part 1 – Key Information

Instructions: please complete each applicable item below. If an item is not applicable, please mark it as "N/A".

All entities – corporate details¹

Place of incorporation or establishment	Victoria
Date of incorporation or establishment	29 July 2019
Legislation under which incorporated or established	Corporations Act 2001 (Cth)
Address of registered office in place of incorporation or establishment	Suite 3, 1 Park Avenue Drummoyne NSW 2047
Main business activity	The provision of child care services.
Country where main business activity is mostly carried on	Australia
Other exchanges on which the entity is listed	N/A
Street address of principal administrative office	Suite 3, 1 Park Avenue Drummoyne NSW 2047
Postal address of principal administrative office	Suite 3, 1 Park Avenue Drummoyne NSW 2047
Telephone number of principal administrative office	+61 2 9712 7444

¹ If the entity applying for admission to the official list is a stapled structure, please provide these details for each entity comprising the stapled structure.

E-mail address for investor enquiries	IR@thinkchildcare.com.au
Website URL	www.thinkchildcare.com.au

All entities – management details²

Full name and title of CEO/managing director	N/A
Email address of CEO/managing director	N/A
Full name and title of CFO	N/A
Email address of CFO	N/A
Full name and title of chairperson of directors	Mark Gregory Kerr
Full names of all existing directors	Mark Gregory Kerr, Mathew Graeme Edwards, Joe Leonard Dicks, Michael Frederick Doble
Full names of any persons proposed to be appointed as additional or replacement directors	N/A
Full name and title of company secretary	Trinh Bui

All entities – ASX compliance contact details³

Full name and title of ASX contact(s)	Trinh Bui
Business address of ASX contact(s)	Suite 3, 1 Park Avenue Drummoyne NSW 2047
Business phone number of ASX contact(s)	02 8880 3494
Mobile phone number of ASX contact(s)	0499 116 610
Email address of ASX contact(s)	trinhb@thinkchildcare.com.au

All entities – investor relations contact details

Full name and title of person responsible for investor relations	Mathew Edwards
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² If the entity applying for admission to the official list is a trust, enter the management details for the responsible entity of the trust.

³ Under Listing Rule 1.1 Condition 13, a listed entity must appoint a person responsible for communication with ASX on listing rule matters. You can appoint more than one person to cater for situations where the primary nominated contact is not available.

Email address of person responsible for investor relations	IR@thinkchildcare.com.au
Business phone number of person responsible for investor relations	02 9712 7444

All entities – auditor details⁴

Full name of auditor	KPMG
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All entities – registry details⁵

Name of securities registry	Computershare Investor Services Pty Limited
Address of securities registry	Yarra Falls, 452 Johnson Street, Abbotsford VIC 3067
Phone number of securities registry	(03) 9415 5000
Fax number of securities registry	+61 03 9473 2500
Email address of securities registry	web.queries@computershare.com.au
Type of subregisters the entity will operate ⁶	CHESS and issuer sponsored sub register

All entities – key dates

Annual balance date	31 December
Month in which annual meeting is usually held (or intended to be held) ⁷	May
Months in which dividends or distributions are usually paid (or are intended to be paid)	March & September (in respect of Think Childcare Limited (TNK)). Payment of a dividend by TND (if any) is intended to be at the same time as any dividend paid by TNK

Trusts – additional details

Name of responsible entity	N/A
Full names of the members of the compliance committee (if any)	N/A

⁴ In certain cases, ASX may require the applicant to provide information about the qualifications and experience of its auditor for release to the market before quotation commences (see Guidance Note 1 section 2.10).

⁵ If the entity has different registries for different classes of securities, please indicate clearly which registry details apply to which class of securities.

⁶ Example: CHESS and issuer sponsored subregisters (see Guidance Note 1 section 3.20).

⁷ May not apply to some trusts.

Entities incorporated or established outside Australia – additional details

Name and address of the entity's Australian agent for service of process	N/A
Address of registered office in Australia (if any)	N/A
	N/A

Entities listed or to be listed on another exchange or exchanges

Name of the other exchange(s) where the entity is or proposes to be listed	N/A
Is the ASX listing intended to be the entity's primary or secondary listing	N/A

Part 2 – Checklist Confirming Compliance with Admission Requirements

Instructions: please indicate in the "Location/Confirmation" column for each item below and in any Annexures where the information or document referred to in that item is to be found (eg in the case of information, the specific page reference in the Offer Document where that information is located or, in the case of a document, the folder tab number where that document is located). If the item asks for confirmation of a matter, you may simply enter "Confirmed" in the "Location/Confirmation" column. If an item is not applicable, please mark it as "N/A".

In this regard, it will greatly assist ASX and speed up its review of the application if the various documents referred to in this Checklist and any Annexures (other than the 5 copies of the applicant's Offer Document referred to in item 4) are provided in a folder separated by numbered tabs and if the entity's constitution and copies of all material contracts are provided both in hard copy and in electronic format.

Note that completion of this Checklist and any Annexures is not to be taken to represent that the entity is necessarily in full or substantial compliance with the ASX Listing Rules or that ASX will admit the entity to its official list. Admission to the official list is in ASX's absolute discretion and ASX may refuse admission without giving any reasons (see Listing Rule 1.19).

A reference in this Checklist and in any Annexures to the "Offer Document" means the listing prospectus, product disclosure statement or information memorandum lodged by the applicant with ASX pursuant to Listing Rule 1.1 Condition 3.

If the applicant lodges a supplementary or replacement prospectus, product disclosure statement or information memorandum with ASX, ASX may require it to update this Checklist and any Annexures by reference to that document.

All entities – key supporting documents

N ^o Item	Location/Confirmation
1. A copy of the entity's certificate of incorporation, certificate of registration or other evidence of status (including any change of name)	See documents enclosed at Annexure A to the cover letter to ASX
2. A copy of the entity's constitution (Listing Rule 1.1 Condition 2) ⁸	See documents enclosed at Annexure A to the cover letter to ASX
3. Either: (a) confirmation that the entity's constitution includes the provisions of Appendix 15A or Appendix 15B (as applicable); or (b) a completed checklist that the constitution complies with the Listing Rules (Listing Rule 1.1 Condition 2) ⁹	The substantive contents of Appendix 15A are contained at item 119 of the Constitution.
4. An electronic version and 5 copies of the Offer Document, as lodged with ASIC (Listing Rule 1.1 Condition 3)	See documents enclosed at Annexure A to the cover letter to ASX
5. Where in the Offer Document is the prominent statement that ASX takes no responsibility for the contents of the Offer Document (Listing Rule 1.1 Condition 3)?	Under the Important Notice section, sub paragraph "ASIC and ASX" - " <i>Neither ASX nor any of its officers takes any responsibility for the contents of this Explanatory Booklet.</i> "
6. Original executed ASX Online agreement confirming that documents may be given to ASX and authenticated electronically (Listing Rule 1.1 Condition 14) ¹⁰	See Online Agreement enclosed
7. If the entity's corporate governance statement ¹¹ is included in its Offer Document, the page reference where it is included. Otherwise, a copy of the entity's corporate governance statement (Listing Rule 1.1 Condition 16)	Not covered in the Explanatory Booklet. Corporate Governance Statement to be provided to ASX after the date of this Information Form and Checklist

⁸ It will assist ASX if the copy of the constitution is provided both in hard copy and in electronic format.

⁹ An electronic copy of the checklist is available from the ASX Compliance Downloads page on ASX's website.

¹⁰ An electronic copy of the ASX Online Agreement is available from the ASX Compliance Downloads page on ASX's website.

¹¹ The entity's "corporate governance statement" is the statement disclosing the extent to which the entity will follow, as at the date of its admission to the official list, the recommendations set by the ASX Corporate Governance Council. If the entity does not intend to follow all the recommendations on its admission to the official list, the entity must separately identify each recommendation that will not be followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it intends to adopt in lieu of the recommendation.

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N° Item	Location/Confirmation
8. If the entity will be included in the S & P All Ordinaries Index on admission to the official list, ¹² where in its Offer Document does it state that it will have an audit committee (Listing Rule 1.1 Condition 17)?	N/A
9. If the entity will be included in the S & P / ASX 300 Index on admission to the official list, ¹³ where in its Offer Document does it state that it will comply with the recommendations set by the ASX Corporate Governance Council in relation to composition and operation of the audit committee (Listing Rule 1.1 Condition 17)?	N/A
10. If the entity will be included in the S & P / ASX 300 Index on admission to the official list, ¹⁴ where in its Offer Document does it state that it will have a remuneration committee comprised solely of non-executive directors (Listing Rule 1.1 Condition 18)	N/A
11. If the entity's trading policy is included in its Offer Document, the page reference where it is included. Otherwise, a copy of the entity's trading policy (Listing Rule 1.1 Condition 19)	Not covered in the Explanatory Booklet. Corporate Governance Statement to be provided to ASX after the date of this Information Form and Checklist
12. For each director or proposed director and the CEO or proposed CEO (together "relevant officers") of the entity, ¹⁵ a list of the countries in which they have resided over the past 10 years (Listing Rule 1.1 Condition 20 and Guidance Note 1 section 3.19) ¹⁶	Each director has only resided in Australia over the past 10 years
13. For each relevant officer, ¹⁷ any other name which they have used or by which they have been known over the past 10 years (Listing Rule 1.1 Condition 20 and Guidance Note 1 section 3.19) ¹⁸	N/A
14. For each relevant officer who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a national criminal history check obtained from the Australian Federal Police, a State or Territory police service or a broker accredited by the Australian Criminal Intelligence Commission which is not more than 12 months old (Listing Rule 1.1 Condition 20 and Guidance Note 1 section 3.19)	Certified true copy of national criminal history for each relevant officer to be provided following this application when returned by the relevant authorities
15. For each relevant officer who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national criminal history check to that mentioned in item 14 above for each country in which the officer has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or, if such a check is not available in any such country, a statutory declaration from the officer confirming that fact and that he or she has not been convicted in that country of: (a) any criminal offence involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of their duties as an officer of an entity; or	N/A

¹² If the entity is unsure whether they will be included in the S & P All Ordinaries Index on admission to the official list, they should contact ASX or S & P.

¹³ If the entity is unsure whether they will be included in the S & P / ASX 300 Index on admission to the official list, they should contact ASX or S & P.

¹⁴ See note 13 above.

¹⁵ If the entity applying for admission to the official list is a trust, references in items 12, 14, 15, 16 and 17 to a relevant officer mean a relevant officer of the responsible entity of the trust.

¹⁶ The information referred to in items 12, 13, 14, 15, 16 and 17 is required so that ASX can be satisfied that the relevant officers are of good fame and character under Listing Rule 1 Condition 20.

¹⁷ See note 15 above.

¹⁸ See note 16 above.

Nº Item	Location/Confirmation
<p>(b) any other criminal offence which at the time carried a maximum term of imprisonment of five years or more (regardless of the period, if any, for which he or she was sentenced), or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved (Listing Rule 1.1 Condition 20 and Guidance Note 1 section 3.19)</p>	
<p>16. For each relevant officer who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a search of the Australian Financial Security Authority National Personal Insolvency Index which is not more than 12 months old (Listing Rule 1.1 Condition 20 and Guidance Note 1 section 3.19)</p>	<p>See documents enclosed at Annexure A to the cover letter to ASX</p>
<p>17. For each relevant officer who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national bankruptcy check to that mentioned in item 16 above for each country in which the officer has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or if such a check is not available in any such country, a statutory declaration from the officer confirming that fact and that he or she has not been declared a bankrupt or been an insolvent under administration in that country or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved (Listing Rule 1.1 Condition 20 and Guidance Note 1 section 3.19)</p>	<p>N/A</p>
<p>18. A statutory declaration from each relevant officer confirming that:</p> <ul style="list-style-type: none"> (a) the officer has not been the subject of any criminal or civil penalty proceedings or other enforcement action by any government agency in which he or she was found to have engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty; (b) the officer has not been refused membership of, or had their membership suspended or cancelled by, any professional body on the ground that he or she has engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty; (c) the officer has not been the subject of any disciplinary action (including any censure, monetary penalty or banning order) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with his or her obligations as an officer of a listed entity; (d) no listed entity of which he or she was an officer (or, in the case of a listed trust, in respect of which he or she was an officer of the responsible entity) at the time of the relevant conduct has been the subject of any disciplinary action (including any censure, monetary penalty, suspension of trading or termination of listing) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with its obligations under the Listing Rules applicable to that entity; and (e) the officer is not aware of any pending or threatened investigation or enquiry by a government agency, professional body, securities exchange or other authority responsible for regulating securities markets that could lead to proceedings or action of the type described in (a), (b), (c) or (d) above, <p>or, if the officer is not able to give such confirmation, a statement to that effect and a detailed explanation of the circumstances involved (Listing Rule 1.1 Condition 20 and Guidance Note 1 section 3.19)</p>	<p>See documents enclosed at Annexure A to the cover letter to ASX</p>
<p>19. A specimen certificate/holding statement for each class of securities to be quoted or a specimen holding statement for CDIs (as applicable)</p>	<p>See documents enclosed at Annexure A to the cover letter to ASX</p>
<p>20. Please either:</p>	

N ^o Item	Location/Confirmation
(a) enter "Confirmed" in the column to the right to confirm that the entity has not previously applied for, and been refused or withdrawn its application for, admission to the official list of another securities exchange, or (b) attach a statement explaining the circumstances and state the location of that statement	Confirmed.
21. Please enter "Confirmed" in the column to the right to confirm that the entity has paid its initial listing fee ¹⁹	Confirmed. A payment of \$72,955.95 plus GST has been made to the ASX for the initial listing fee by electronic funds transfer.

All entities – group structure

22. Where in the Offer Document is there a diagram showing the group structure of the entity, identifying (where applicable) each material child entity and the nature and location of the business activities it undertakes?	Section 5.1 at Figure 11 ' <i>Think Childcare Group Structure</i> ' and at section 8, which outlines the states in which TND will own and operate child care services (for completeness, each such child care service will be operated by separate child entities of TND incorporated for the special purpose of operating that child care service)
23. If the entity has child entities, where in the Offer Document is there a list of all material child entities stating, in each case, its name, where it is incorporated or established, the nature of its business and the entity's percentage holding in it?	Not specifically covered in the Explanatory Booklet. See answer to question 22 above. Special purpose child entities that are wholly owned subsidiaries of TND will be incorporated for each child care service that TND owns and operates.
24. If the entity has investments in associated entities for which it will apply equity accounting, where in the Offer Document is there a list of all associated entities stating, in each case, its name, where it is incorporated or established, the nature of its business and the entity's percentage holding in it?	N/A
25. If the entity has a material interest in a joint venture, where in the Offer Document is there a description of the joint venture agreement, including the parties to the agreement and their respective rights and obligations under the agreement?	N/A

All entities – capital structure"

26. Where in the Offer Document is there a table showing the existing and proposed capital structure of the entity, broken down as follows:	See sections 13.2 ' <i>Capital structure and Securityholders</i> ' and 13.3 ' <i>Treatment of</i>
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¹⁹ See Guidance Notes 15 and 15A for the fees payable on the application. You can also use the ASX online equity listing fees calculator: <http://www.asx.com.au/prices/cost-listing.htm>. Payment should be made either by cheque made payable to ASX Operations Pty Ltd or by electronic funds transfer to the following account:

Bank: National Australia Bank
Account Name: ASX Operations Pty Ltd
BSB: 082 057
A/C: 494728375
Swift Code (Overseas Customers): NATAAU3202S

If payment is made by electronic funds transfer, please email your remittance advice to ar@asx.com.au or fax it to (612) 9227-0553, describing the payment as the "initial listing fee" and including the name of the entity applying for admission, the ASX home branch where the entity has lodged its application (ie Sydney, Melbourne or Perth) and the amount paid.

Nº Item	Location/Confirmation
<p>(a) the number and class of each equity security and each debt security currently on issue; and</p> <p>(b) the number and class of each equity security and each debt security proposed to be issued between the date of this application and the date the entity is admitted to the official list; and</p> <p>(c) the resulting total number of each class of equity security and debt security proposed to be on issue at the date the entity is admitted to the official list; and</p> <p>(d) the number and class of each equity security proposed to be issued following admission in accordance with material contracts or agreements?</p> <p>Note: This applies whether the securities are to be quoted on ASX or not. If the entity is proposing to issue a minimum, maximum or oversubscription number of securities, the table should be presented to disclose each scenario.</p>	<p><i>TNK Securities under the Stapling Proposal</i></p> <p>and</p> <p>Independent Expert's Report, paragraph 1.7 '<i>Capital structure of Stapled Group</i>'</p> <p>and</p> <p>See Independent Expert's Report, paragraph 13.2 '<i>Capital structure and Securityholders (TNK Shares)</i>'</p>
<p>27. If any of the securities referred to in the table mentioned in item 26 are not ordinary securities, where in the Offer Document does it disclose the terms applicable to those securities?</p> <p>Note: This applies whether the securities are to be quoted on ASX or not.</p> <p>For equity securities (other than options to acquire unissued securities or convertible debt securities), this should state whether they are fully paid or partly paid; if they are partly paid, the amount paid up and the amount owing per security; voting rights; rights to dividends or distributions; and conversion terms (if applicable).</p> <p>For options to acquire unissued securities, this should state the number outstanding, exercise prices; exercise terms and expiry dates.</p> <p>For debt securities or convertible debt securities, this should state their nominal or face value; rate of interest; dates of payment of interest; date and terms of redemption; and conversion terms (if applicable).</p>	<p>N/A</p>
<p>28. If the entity has granted, or proposes to grant, any rights to any person, or to any class of persons (other than through the holding of securities referred to in the table mentioned in item 26), to participate in an issue of the entity's securities, where in the Offer Document are details of those rights set out?</p>	<p>See section 13.2.2 for the performance rights currently on issue by TNK, which entitle performance rights holders to new shares in TNK</p> <p>and</p> <p>Section 13.3.2 '<i>TNK Performance Rights</i>' for the terms relating to the performance rights</p>
<p>29. Details of all issues of securities (in all classes) in the last 2 years and the consideration received by the entity for such issues</p>	<p>1 redeemable preference shares held by TNK, which was issued for nominal consideration of \$1</p>
<p>30. A copy of every prospectus, product disclosure statement or information memorandum issued by the entity in connection with any issue of securities (in all classes) in the last 2 years</p>	<p>N/A</p>

Nº Item	Location/Confirmation
<p>31. Please either:</p> <p>(a) enter "Confirmed" in the column to the right to confirm that the entity has not undertaken a placement of securities in the last 2 years in which a related party or their associates,²⁰ a promoter or their associates, or an adviser involved in the offer or their associates, have participated, or</p> <p>(b) attach a statement:</p> <p>(1) explaining the circumstances of the placement;</p> <p>(2) listing the names and addresses of the participants in the placement, the number of securities they received in the placement and the consideration they provided for those securities; and</p> <p>(3) identifying the participants in the placement who are a related party or associate of a related party, a promoter or associate of a promoter, or an adviser or an associate of an adviser, and state the location of that statement.</p>	<p>Confirmed.</p>
<p>32. A copy of any court order in relation to a reorganisation of the entity's capital in the last 2 years</p>	<p>N/A</p>
<p>33. Where in the Offer Document does it confirm that the entity's free float at the time of listing will be not less than 20% (Listing Rule 1.1 Condition 7)?</p>	<p>Not specifically covered in the Explanatory Booklet. This will be satisfied on listing on the basis that TNK's free float will be not less than 20% and Stapled Securityholders will be all eligible TNK shareholders on the Record Date for the Scheme (ie. TND will have the same free float as TNK on the Record Date)</p>
<p>34. Where in the Offer Document does it confirm that the issue/sale price of all securities for which the entity seeks quotation is at least 20 cents in cash (Listing Rule 2.1 Condition 2)?</p>	<p>ASX has granted a waiver from condition 2 of Listing Rule 2.1 to the extent necessary not to require the issue price or value of each ordinary share in TND to be at least 20 cents, on condition that each ordinary share in TND is stapled to an ordinary share in the TNK</p>
<p>35. If the entity has or proposes to have any options on issue, where in the Offer Document does it confirm that the exercise price for each underlying security is at least 20 cents in cash (Listing Rule 1.1 Condition 12)?</p>	<p>N/A</p>
<p>36. If the entity has any partly paid securities and it is not a no liability company, where in the Offer Document does it disclose the entity's call program, including the date and amount of each proposed call and whether it allows for any extension for payment of a call (Listing Rule 2.1 Condition 4)?</p>	<p>N/A</p>
<p>37. If the entity has or proposes to have any debt securities or convertible debt securities on issue, a copy of any trust deed applicable to those securities</p>	<p>N/A</p>
<p>38. Is the entity proposing to offer any securities by way of a bookbuild? If so, please enter "Confirmed" in the column to the right to indicate that the entity is aware of the disclosure requirements for bookbuilds in Annexure A to Guidance Note 1</p>	<p>N/A</p>

²⁰ Note that under the Listing Rules a person's related parties are deemed to be their associates unless the contrary is proven.

Nº Item

Location/Confirmation

All entities – other information and documents

39. Where in the Offer Document is there a description of the history of the entity?

See '*Letter from Chairman and Managing Director of Think Childcare*'

and

Section 4, specifically section 4.1.2 '*Think Childcare Development*'

40. Where in the Offer Document is there a description of the entity's existing and proposed activities?

See '*Letter from Chairman and Managing Director of Think Childcare*'

and

Section 4, specifically section 4.1.2 '*Think Childcare Development*'

and

Section 8

41. Where in the Offer Document is there a description of how the applicant holds or derives its interest in its material assets and business operations and, if it does not do so directly or through a child entity, an explanation of why that structure has been employed, as well as any risks arising from the fact that its assets or business operations are held in that way rather than being directly owned by the entity itself or a child entity?

See section 1 '*Key reasons to vote in favour of the Stapling Proposal*' and section 2 '*Key reasons to vote against the Stapling Proposal*'

and

Section 4.1.2 '*Think Childcare Development*' and 4.3.3(b) '*Role of Think Childcare and Think Childcare Development*'

and

Section 5.8(a) '*Alternatives considered by your Directors*'

and

Section 7 '*Risks*'.

42. Where in the Offer Document is there a description of the material business risks the entity faces?

See section 4.3.5 '*The trade-up process and the risks assumed by Think Childcare and Think Childcare Development*'

and

Section 7 '*Risks*'.

43. Where in the Offer Document is there a table setting out the proposed use of the proceeds of the offer?

N/A

44. Where in the Offer Document is there a description of the entity's proposed dividend/distribution policy?

N/A

Nº Item	Location/Confirmation
45. Does the entity have or propose to have a dividend or distribution reinvestment plan?	
If so, where are the existence and main terms of the plan disclosed in the Offer Document?	See section 3.3 ' <i>What are the implications for TNK's existing dividend reinvestment plan?</i> '
A copy of the terms of the plan	TNK's existing dividend reinvestment plan to be amended as per section 3.3 ' <i>What are the implications for TNK's existing dividend reinvestment plan?</i> ' to provide for reinvestment of dividends in Stapled Securities (rather than TNK Shares) following implementation of the Stapling Proposal
	and
	See 11.3.3(b) bullet point labelled ' <i>dividend reinvestment</i> '
	and
	Independent Expert's Report, paragraph 5.4 ' <i>Dividend policy</i> '
46. Does the entity have or propose to have an employee incentive scheme?	
If so, where are the existence and material terms of the scheme disclosed in the Offer Document?	TNK's existing ESOP to be amended as disclosed in section 12.4.1(l) bullet point labelled ' <i>TNK Performance Rights</i> ' and section 13.3.2 ' <i>TNK Performance Rights</i> '
Where in the Offer Document is there a statement as to whether directors ²¹ are entitled to participate in the scheme and, if they are, the extent to which they currently participate or are proposed to participate?	TNK's existing ESOP to be amended as disclosed in the Explanatory Booklet. See Section 13.3.2 ' <i>TNK Performance Rights</i> ' for terms and the table at section 13.4.1 which sets out the number of TNK Performance Rights held by TNK directors as at 18 October 2019.
A copy of the terms of the scheme	TNK's existing ESOP to be amended as disclosed in the Explanatory Booklet. See attached proposed board resolution approving the amendment to TNK's existing ESOP.
47. Has the entity entered into any material contracts (including any underwriting agreement relating to the securities to be quoted on ASX)? ²²	
If so, where are the existence and main terms of those material contracts disclosed in the Offer Document?	No.
Copies of all of the material contracts referred to in the Offer Document	N/A

²¹ If the entity applying for admission to the official list is a trust, references to a director mean a director of the responsible entity of the trust.

²² It will assist ASX if the material contracts are provided both in hard copy and in electronic format.

Nº Item

Location/Confirmation

48. If the following information is included in the Offer Document, the page reference where it is included. Otherwise, either a summary of the material terms of, or a copy of, any employment, service or consultancy agreement the entity or a child entity has entered into with:
- (a) its CEO or proposed CEO;
 - (b) any of its directors or proposed directors; or
 - (c) any other person or entity who is a related party of the persons referred to in (a) or (b) above (Listing Rule 3.16.4)

Note: if the entity applying for admission to the official list is a trust, references to a chief executive officer, director or proposed director mean a chief executive officer, director or proposed director of the responsible entity of the trust. However, the entity need not provide a summary of the material terms of, or a copy of, any employment, service or consultancy agreement the responsible entity or a related entity has entered into with any of the persons referred to in (a), (b) or (c) above if the costs associated with the agreement are borne by the responsible entity or the related entity from out of its own funds rather than from out of the trust.

N/A

49. Please enter "Confirmed" in the column to the right to indicate that the material contracts summarised in the Offer Document include, in addition to those mentioned in item 48, any other material contract(s) the entity or a child entity has entered into with:
- (a) its CEO or proposed CEO;
 - (b) any of its directors or proposed directors; or
 - (c) any other person or entity who is a related party of the persons referred to in (a) or (b) above

Confirmed.

50. If an adviser to the offer has a material interest in the success of the offer over and above normal professional fees for services rendered in connection with the offer, where in the Offer Document is there a clear and concise statement explaining in one location all of the interests that adviser has in the success of the offer, including (without limitation):
- (a) the number and type of securities in the entity in which the adviser and its associates²³ currently have a relevant interest;
 - (b) details of the consideration paid or provided by the adviser or its associates for the securities referred to in (a) above;
 - (c) the fees or other consideration the adviser or an associate may receive for services provided in connection with the offer;
 - (d) the fees or other consideration the adviser or an associate may receive under any ongoing mandate they may have with the entity post the offer;
 - (e) if the consideration in (c) or (d) above includes any convertible securities (including options, performance shares or performance rights), details of the number and terms of those securities, the percentage of the entity's issued capital at listing they will convert into if they are converted, the value the entity believes the convertible securities are worth and the basis on which the entity has determined that value;
 - (f) if the adviser or any of its associates have participated in a placement of securities by the entity in the preceding 2 years, full details of the securities they received in the placement and the consideration they paid or provided for those securities (Guidance Note 1 section 4.2).

Note: if there is an adviser who has a material interest in the success of the offer over and above normal professional fees for services rendered in connection with the offer, ASX expects this information to be clearly disclosed immediately after the "use of proceeds" section of the entity's listing prospectus or PDS.

N/A

51. Please enter "Confirmed" in the column to the right to indicate that all information that a reasonable person would expect to have a material effect on the price or value of the securities to be quoted is included in or provided with this Information Form and Checklist

Confirmed.

²³ See note 20 above.

Nº Item	Location/Confirmation
52. A copy of the entity's most recent annual report	N/A

Entities that are trusts

53. Evidence that the entity is a registered managed investment scheme or has an exemption from ASIC from that requirement (Listing Rule 1.1 Condition 5(a))	N/A
54. If the entity is exempted from the requirement to be a registered managed investment scheme, evidence that its responsible entity is either an Australian company or registered as a foreign company carrying on business in Australia under the Corporations Act (Listing Rule 1.1 Condition 5(b))	N/A
55. Please enter "Confirmed" in the column to the right to indicate that the responsible entity is not under an obligation to allow a security holder to withdraw from the trust (Listing Rule 1.1 Condition 5(c))	N/A

Entities applying under the profit test (Listing Rule 1.2)

56. Evidence that the entity is a going concern or the successor of a going concern (Listing Rule 1.2.1)	Waiver granted by ASX from listing rule 1.1 condition 9 to the extent necessary not to require TND to comply with listing rules 1.2 and 1.3. See attached ASX letter dated 6 September 2019
57. Evidence that the entity has been in the same main business activity for the last 3 full financial years (Listing Rule 1.2.2)	See answer to question 56.
58. Audited accounts for the last 3 full financial years, including the audit reports (Listing Rule 1.2.3(a))	See answer to question 56.
59. If the entity's last financial year ended more than 6 months and 75 days before the date of this application, audited or reviewed accounts for the last half year (or longer period if available), including the audit report or review (Listing Rule 1.2.3(b))	See answer to question 56.
60. A reviewed pro forma statement of financial position, including the review (Listing Rule 1.2.3(c)) ²⁴	See answer to question 56.
61. Evidence that the entity's aggregated profit from continuing operations for the last 3 full financial years has been at least \$1 million (Listing Rule 1.2.4)	See answer to question 56.
62. Evidence that the entity's profit from continuing operations in the past 12 months to a date no more than 2 months before the date of this application has exceeded \$500,000 (Listing Rule 1.2.5)	See answer to question 56.
63. A statement from all directors ²⁵ confirming that they have made enquiries and nothing has come to their attention to suggest that the entity is not continuing to earn profit from continuing operations up to the date of the application (Listing Rule 1.2.6)	See answer to question 56.

²⁴ Note: the review must be conducted by a registered company auditor (or if the entity is a foreign entity, an overseas equivalent of a registered company auditor) or independent accountant.

²⁵ If the entity applying for admission to the official list is a trust, the statement should come from all directors of the responsible entity of the trust.

Entities applying under the assets test (Listing Rule 1.3)

- | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|
| <p>64. Evidence that the entity has:</p> <ul style="list-style-type: none"> (a) net tangible assets of at least \$4 million (after deducting the costs of fund raising) or a market capitalisation of at least \$15 million; or (b) if it is an investment entity other than pooled development fund, net tangible assets of at least \$15 million; or (c) if it is a pooled development fund, net tangible assets of at least \$2 million (Listing Rule 1.3.1 and 1.3.4) | See answer to question 56. |
| <p>65. Evidence that:</p> <ul style="list-style-type: none"> (a) at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash;²⁶ or (b) there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (Listing Rule 1.3.2) | See answer to question 56. |
| <p>66. Is there a statement in the Offer Document setting out the entity's stated objectives and that the entity has enough working capital to carry out its stated objectives?</p> <p>If so, where is it?</p> <p>If not, attach a statement by an independent expert confirming that the entity has enough working capital to carry out its stated objectives (Listing Rule 1.3.3(a))</p> | See answer to question 56. |
| <p>67. Evidence that the entity's working capital is at least \$1.5 million or, if it is not, that it would be at least \$1.5 million if the entity's budgeted revenue for the first full financial year that ends after listing was included in the working capital (Listing Rule 1.3.3(b))²⁷</p> | See answer to question 56. |
| <p>68. Audited accounts for the last 2 full financial years, including the audit reports (Listing Rule 1.3.5(a))</p> | See answer to question 56. |
| <p>69. If the entity's last financial year ended more than 6 months and 75 days before the date of this application, audited or reviewed accounts for the last half year (or longer period if available), including the audit report or review (Listing Rule 1.3.5(b))</p> | See answer to question 56. |
| <p>70. If the entity has in the 12 months before the date of this application acquired, or is proposing in connection with its application for admission to acquire, another entity or business that is significant in the context of the entity, audited accounts for the last 2 full financial years for that other entity or business, including the audit reports (Listing Rule 1.3.5(c) first bullet point)</p> | See answer to question 56. |
| <p>71. If the entity has in the 12 months before the date of this application acquired, or is proposing in connection with its application for admission to acquire, another entity or business that is significant in the context of the entity and the last full financial year for that other entity or business ended more than 6 months and 75 days before the date of this application, audited or reviewed accounts for the last half year (or longer period if available) from the end of the last full financial year for that other entity or business, including the audit report or review (Listing Rule 1.3.5(c) second bullet point)</p> | See answer to question 56. |

²⁶ In deciding if an entity's total tangible assets are in a form readily convertible to cash, ASX would normally not treat inventories or receivables as readily convertible to cash.

²⁷ The amount must be available after allowing for the first full financial year's budgeted administration costs and the cost of acquiring any assets referred to in the entity's Offer Document, to the extent those costs are to be met out of working capital. The cost of acquiring assets includes the cost of acquiring and exercising an option over them.

N ^o Item	Location/Confirmation
72. A reviewed pro forma statement of financial position, including the review (Listing Rule 1.3.5(d)) ²⁸	See answer to question 56.

Entities with restricted securities

73. A statement setting out a list of any person (either on their own or together with associates) who has held a relevant interest in at least 10% of the entity's voting securities at any time in the 12 months before the date of this application	See section 13.2.1, which sets out the substantial holders of TNK shares as at 18 October 2019, including two shareholders with holdings greater than 10%.
74. A completed ASX Restricted Securities Table ²⁹	N/A
75. Copies of all restriction agreements (Appendix 9A) entered into in relation to restricted securities ³⁰	N/A
76. Copies of all undertakings issued by any bank, recognised trustee or the provider of registry services to the entity in relation to such restriction agreements	N/A

Entities (other than mining exploration entities and oil and gas exploration entities) with classified assets³¹

77. Within the 2 years preceding the date of the entity's application for admission to the official list, has the entity acquired, or entered into an agreement to acquire, a classified asset? If so, where in the Offer Document does it disclose: <ul style="list-style-type: none"> • the date of the acquisition or agreement; • full details of the classified asset, including any title particulars; • the name of the vendor; • if the vendor was not the beneficial owner of the classified asset at the date of the acquisition or agreement, the name of the beneficial owner(s); • details of the relationship between the vendor (or, if the vendor was not the beneficial owner of the classified asset at the date of the acquisition or agreement, between the beneficial owner(s) and the entity or any related party or promoter of the entity; and • details of the purchase price paid or payable and all other consideration (whether legally enforceable or not) passing directly or indirectly to the vendor. 	N/A
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²⁸ Note: the review must be conducted by a registered company auditor (or if the entity is a foreign entity, an overseas equivalent of a registered company auditor) or independent accountant.

²⁹ An electronic copy of the ASX Restricted Securities Table is available from the ASX Compliance Downloads page on ASX's website.

³⁰ Note: ASX will advise which restricted securities are required to be escrowed under Listing Rule 9.1.3 as part of the admission and quotation decision. If properly completed restriction agreements and related undertakings have not been provided for all such securities advised by ASX, that will need to be rectified prior to admission occurring and quotation commencing.

³¹ A "classified asset" is defined in Listing Rule 19.12 as:

- (a) an interest in a mining exploration area or oil and gas exploration area or similar tenement or interest;
- (b) an interest in intangible property that is substantially speculative or unproven, or has not been profitably exploited for at least three years, and which entitles the entity to develop, manufacture, market or distribute the property;
- (c) an interest in an asset which, in ASX's opinion, cannot readily be valued; or
- (d) an interest in an entity the substantial proportion of whose assets (held directly, or through a controlled entity) is property of the type referred to in paragraphs (a), (b) and (c) above.

/cont.

Nº Item	Location/Confirmation
<p>Is the vendor (or, if the vendor was not the beneficial owner of the classified asset at the date of the acquisition or agreement, are any of the beneficial owner(s)) a related party or promoter of the entity?</p> <p>If so, please enter "Confirmed" in the column to the right to indicate that the consideration paid by the entity for the classified asset was solely restricted securities, save to the extent it involved the reimbursement of expenditure incurred by the vendor in developing the classified asset³² or the entity was not required to apply the restrictions in Appendix 9B under Listing Rule 9.1.3 (Listing Rule 1.1 Condition 11)</p>	N/A
<p>If cash is being paid or proposed to be paid in connection with the acquisition of a classified asset from a related party or promoter, please provide supporting documentation to demonstrate that it was for the reimbursement of expenditure incurred by the vendor in developing the classified asset</p>	N/A
<p>Please provide a copy of the agreement(s) relating to the acquisition and any expert's report or valuation obtained by the entity in relation to the acquisition</p>	N/A

Mining entities

78. A completed Appendix 1A Information Form and Checklist Annexure 1 (Mining Entities) ³³	N/A
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Oil and gas entities

79. A completed Appendix 1A Information Form and Checklist Annexure 2 (Oil and Gas Entities) ³⁴	N/A
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Entities incorporated or established outside of Australia

80. A completed Appendix 1A Information Form and Checklist Annexure 3 (Foreign Entities) ³⁵	N/A
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Externally managed entities

81. A completed Appendix 1A Information Form and Checklist Annexure 4 (Externally Managed Entities) ³⁶	N/A
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Stapled entities

82. A completed Appendix 1A Information Form and Checklist Annexure 5 (Stapled Entities) ³⁷	See documents enclosed at Annexure A to the cover letter to ASX
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Further documents to be provided before admission to the official list

Please note that in addition to the information and documents mentioned above, all entities will be required to provide the following before their admission to the official list and the quotation of their securities commences:

³² ASX may require evidence to support expenditure claims.

³³ An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.

³⁴ An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.

³⁵ An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.

³⁶ An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.

³⁷ An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.

- A statement setting out the names of the 20 largest holders in each class of securities to be quoted, and the number and percentage of each class of securities held by those holders;
- A distribution schedule of each class of equity securities to be quoted, setting out the number of holders in the categories:
 - 1 - 1,000
 - 1,001 - 5,000
 - 5,001 - 10,000
 - 10,001 - 100,000
 - 100,001 and over
- The number of holders of a parcel of securities (excluding restricted securities or securities subject to voluntary escrow) with a value of more than \$2,000, based on the issue/sale price;
- Any outstanding restriction agreements (Appendix 9A) and related undertakings;³⁸ and
- Any other information that ASX may require under Listing Rule 1.17.³⁹

³⁸ See note 30 above.

³⁹ Among other things, this may include evidence to verify that an entity has met Listing Rule 1 Condition 8 and achieved minimum spread without using artificial means (see Guidance Note 1 section 3.8).

Appendix 1A

ASX Listing Application and Agreement

*This form is required by listing rule 1.7 to be used by an entity seeking admission to the *official list as an ASX Listing (for classification as an ASX Debt Listing use Appendix 1B and for classification as an ASX Foreign Exempt Listing use Appendix 1C).*

*All entity's seeking admission to the *official list as an ASX Listing must also provide to ASX the information and documents referred to in the Information Form and Checklist (ASX Listing) published on the ASX website.*

The Appendix 1A and the Information Form and Checklist (ASX Listing) given to ASX become ASX's property and will be made public by way of release on ASX Markets Announcement Platform.

*Supporting documents may also be made public. This may occur prior to admission of the entity and *quotation of its *securities. If it does, publication does not mean that the entity will be admitted or that its *securities will be quoted.*

Introduced 01/07/96 Origin: Appendix 1 Amended 01/07/97, 01/07/98, 01/09/99, 13/03/00, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 20/07/07, 01/01/12, 01/05/13, 02/11/15, 19/12/16

Name of entity

ABN/ARBN/ARSN

Think Childcare Development Limited

635 178 166

We (the entity named above) apply for admission to the *official list of ASX Limited (ASX) as an ASX Listing and for *quotation of the following *securities:

	Number to be quoted	*Class
*Main class of *securities	60,862,889	Fully paid ordinary shares
Additional *classes of *securities to be quoted (if any) [Do not include *CDIs]		

We agree:

- Our admission to the *official list and classification as an ASX Listing is in ASX's absolute discretion. ASX may admit us on any conditions it decides. *Quotation of our *securities is in ASX's absolute discretion. ASX may quote our *securities on any conditions it decides. Our removal from the *official list, the suspension or ending of *quotation of our *securities, or a change in the category of our admission is in ASX's absolute discretion. ASX is entitled immediately to suspend *quotation of our *securities or remove us from the *official list if we break this agreement, but the absolute discretion of ASX is not limited.

2. We warrant the following to ASX:
 - The issue of the *securities to be quoted complies with the law and is not for an illegal purpose.
 - The *securities to be quoted comply with listing rule 2.1 and there is no reason why the *securities should not be granted *quotation.
 - An offer of the *securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 and section 1016E of the Corporations Act do not apply to any applications received by us in relation to any *securities to be quoted and that no-one has any right to return any *securities to be quoted under sections 601MB(1), 737, 738, 992A, 992AA or 1016F of the Corporations Act at the time that we request that the *securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the *securities to be quoted under section 1019B of the Corporations Act at the time that we request that the *securities be quoted.
3. We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties in this agreement.
4. We give ASX the information and documents required by this form, including the information and documents referred to in the *Information Form and Checklist (ASX Listing)* published on the ASX website. If any information or document is not available now, we will give it to ASX before *quotation of the *securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (or will be) true and complete.
5. We will comply with the listing rules that are in force from time to time, even if *quotation of our *securities is deferred, suspended or subject to a *trading halt.
6. The listing rules are to be interpreted:
 - in accordance with their spirit, intention and purpose;
 - by looking beyond form to substance; and
 - in a way that best promotes the principles on which the listing rules are based.
7. ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.
8. A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to ASX in support of the listing application or in compliance with the listing rules.
9. In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.
10. We acknowledge that this application also operates as an application to the *approved CS facility for approval for the entity to act as an issuer under the operating rules of the *approved CS facility and:
 - In the case of an entity established in a jurisdiction whose laws have the effect that the entity's *securities cannot be registered or transferred under the operating rules of the *approved CS facility, to have CDIs issued over the entity's *securities and to have those *CDIs approved for participation in the *approved CS facility.

- In all other cases, for the approval of the entity's *securities under those operating rules for participation in the *approved CS facility.
11. Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's *securities cannot be registered or transferred under the operating rules of the *approved CS facility:
- The *approved CS facility is irrevocably authorised to establish and administer a subregister in respect of the *securities for which *quotation is sought.
 - We will satisfy the *technical and performance requirements of the *approved CS facility and meet any other requirements the *approved CS facility imposes in connection with the participation of our *securities in the *approved CS facility.
 - When *securities are issued we will enter them in the *approved CS facility's subregister holding of the applicant before they are quoted, if the applicant instructs us on the application form to do so.
12. In the case of an entity established in a jurisdiction whose laws have the effect that the entity's *securities cannot be registered or transferred under the operating rules of the *approved CS facility:
- We appoint CHESSE Depository Nominees Pty Ltd (CDN) to act as the depository nominee in respect of any *CDIs issued over the *securities for which *quotation is sought and acknowledge the indemnity given by us to CDN as the depository nominee, and accept the power of attorney given to us by CDN as the depository nominee, under the operating rules of the *approved CS facility.
 - The *approved CS facility is irrevocably authorised to establish and administer a subregister in respect of *CDIs over the *securities for which *quotation is sought.
 - We will satisfy the *technical and performance requirements of the *approved CS facility and meet any other requirements the *approved CS facility imposes in connection with the participation of our *CDIs in the *approved CS facility.
 - When *CDIs are issued we will enter them in the *approved CS facility's subregister holding of the applicant before the *securities they are over are quoted, if the applicant instructs us on the application form to do so.
 - We will make sure that *CDIs are issued over *securities if the holder of quoted *securities asks for *CDIs.

Dated: 12 November 2019

Executed as a deed:

Signature.....

Name..... **Mathew Graeme
Edwards**.....

Position (Director of *company/responsible entity).....

**Cross out the description that does not apply*

Signature.....

Name:..... **Trinh Tuyet Bui**.....

Position (*Director/Secretary of *company/responsible entity).....

**Cross out the description that does not apply*

Date ... *12 November 2019*

You must complete, date and sign this agreement so that it takes effect as a deed. If the entity is an Australian company, the signatures of a director and a director/company secretary will be required. If the entity is an Australian trust, the signatures of a director and a director/company secretary of the responsible entity of the trust will be required. If the entity is established outside Australia, execution will have to comply with requirements for a deed in both the place of establishment of the entity and in Australia. If this agreement is signed under a power of attorney, please attach a copy of the power of attorney.

Annexure A: Application and agreement for use of electronic lodgement facility and entity details facility

Part 1 – Application to use electronic lodgement facility and entity details facility

Name of entity	ASX Code	ABN
Think Childcare Development Limited	TNK	635 178 166

We (the entity) apply to use the electronic lodgement facility and entity details facility and agree to comply with the terms of this agreement.

Part 2 – Agreement

ASX policy requirements

1. The ASX policy requirements as in force from time to time form part of this agreement and we agree to comply with them.
2. We acknowledge that ASX may vary the ASX policy requirements at any time by publishing notice of the variation on the ASX web site.

Licence to ASX

3. We grant ASX a licence to use, copy, redistribute, transmit and publish any information given by us to ASX using the entity details facility.

Validify and reliance

4. If ASX receives an electronic document in accordance with the ASX policy requirements and the electronic document has been eLodged using the authentication procedures, each of the following apply.
 - (a) The electronic document is as valid, effective and enforceable as if it had been written on paper and signed by us.
 - (b) The electronic document is taken to be authorised and sent by us.
 - (c) The electronic document is taken to be an identical copy of the document that we sent.
 - (d) ASX is entitled to act and rely on the electronic document.
 - (e) If the electronic document contains any representations or warranties, we (the entity) make those representations or warranties.
 - (f) The electronic document complies with the requirements of the ASX Listing Rules, the ASX Operating Rules and the Corporations Act (as applicable).
5. Clause 4 does not apply in the case of a particular document if each of the following apply.
 - (a) Before the electronic document is received by ASX, we give ASX a notice stating that the electronic document is not authorised by us.
 - (b) ASX has a reasonable time to act on that notice before it receives the electronic document.
6. We warrant that where the authentication procedures have been used to enter information using the entity details facility that the information is true and accurate. We acknowledge each of the following.
 - (a) ASX is entitled to act and rely on that information.
 - (b) Entry of the information is not compliance with an obligation to give that information to ASX under the ASX Listing Rules or ASX Operating Rules (as applicable).

7. We warrant that where the authentication procedures have been used to enter information using the entity details facility or eLodge documents that the information is not defamatory of any person and release of the information to the market would not be a contempt of court.

Limitation of liability

8. Except to the extent that a warranty is implied by law or liability by law cannot be excluded, each of the following apply.
- (a) ASX does not warrant that the electronic lodgement facility or entity details facility provided will be available or will function or perform as expected or required.
 - (b) ASX is not liable to us or any other person for any loss, damage, costs or expenses of any kind arising out of or in connection with any delay, omission, default or error by ASX in relation to the availability, functionality or performance of the ASX web site, the electronic transmission, receipt or any other dealing with an eLodged document, or any dealing with the information entered using the entity details facility, except where such loss, damage, costs or expenses are due to a wilful, unlawful or negligent act or omission on the part of ASX.
 - (c) ASX is not liable to us or any other person for any indirect or consequential loss or damage, or loss of data or profits, whether or not ASX was aware of the possibility of such loss or damage.
9. We shall at all times indemnify and hold harmless, ASX, its subsidiary companies and their officers, employees and agents from and against any loss (including reasonable legal costs and expenses) or liability incurred or suffered by any of them arising from any proceedings against them where such loss or liability was caused by any of the following.
- (a) A breach by us of our obligations (including warranties) under this agreement.
 - (b) Any wilful, unlawful or negligent act or omission by us.

Termination of this agreement

10. ASX may terminate this agreement in any of the following cases.
- (a) At any time, by giving us not less than 14 days written notice.
 - (b) Immediately, if we are in breach of any term of this agreement.
 - (c) Immediately, if ASIC terminates our ability to lodge documents electronically with ASX as agent for ASIC (if applicable).
11. We may terminate this agreement at any time by giving ASX not less than 14 days' notice.

Governing law

12. This agreement is governed by the law of New South Wales.

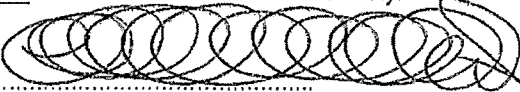
Definitions

13. Expressions that are not defined in this agreement, but have a particular meaning in the ASX Listing Rules or ASX Operating Rules (as applicable) have the same meaning in this agreement.
14. The following expressions have the meanings set out below.

Expressions	Meanings
agreement	this agreement for use of the electronic lodgement facility and entity details facility, including the ASX policy requirements
ASIC	Australian Securities and Investments Commission

Expressions	Meanings
ASX	ASX Limited, ACN 008 624 691
ASX policy requirements	the document described as "ASX policy requirements" available on the ASX web site which further outlines our obligations. ASX may amend this document from time to time by publishing notice of the variation on the ASX web site
ASX web site	means the web site at the address https:// www.asxonline.com or such other address as notified by ASX
authentication procedures	the procedures set out in the ASX policy requirements for ensuring secure use of the electronic lodgement facility and the entity details facility
electronic document	a document in the form of a digital representation of information generated, sent, received or stored by electronic, optical or similar means, but excluding a facsimile.
electronic lodgement facility	the facility which enables a listed entity, AQUA Product Issuer or Warrant-Issuer (as applicable) to transmit electronic documents to ASX in accordance with the ASX policy requirements available at https://www.asxonline.com or such other address as notified by ASX
eLodgement	electronic lodgement of a document using the electronic lodgement facility
entity details facility	the facility which enables a listed entity, AQUA Product Issuer or Warrant-Issuer (as applicable) to enter details regarding the listed entity, AQUA Product Issuer or Warrant-Issuer (as applicable) in accordance with the ASX policy requirements available at https://www.asxonline.com or such other address as notified by ASX
personal information	means information or an opinion.(including information or an opinion forming part of a database), whether true or not, and whether in material form or not, about an individual whose identity is apparent, or can reasonably be ascertained from the information or opinion

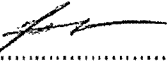
EXECUTED for and on behalf of the above entity.

Signature..... 

Name..... MATHEW EDWARDS

Position (Director of *company/responsible entity).....

**Cross out the description that does not apply*

Signature..... 

Name..... TRINH BUI

Position (*Director/Secretary of *company/responsible entity).....

**Cross out the description that does not apply*

Date 12 November 2019

Note: In the case of a company, the agreement must be signed by two authorised officers. In the case of a trust, it must be signed by two authorised officers of the responsible entity.

In the case of a company or responsible entity to which the Corporation Act applies, the two authorised officers must be two directors or a director and secretary (in the document must be executed in accordance with section 127 of the Corporations Act).

ASX policy requirements for use of electronic lodgement facility and entity details facility

Current: 14 April 2014

Part 1 – Documents that may be given to ASX electronically

- 1.1 Documents required to be given to ASX by a listed entity for release to the market under the ASX Listing Rules or the Corporations Act must be eLodged, *with the exception of the following*.
 - Record of proxy votes under section 251AA of the Corporations Act.

A record of proxy votes under section 251AA of the Corporations Act may be eLodged but it is not mandatory for this to occur.
- 1.2 Documents required to be given to ASX by someone other than a listed entity under the Corporations Act for release to the market may be eLodged.
- 1.3 Documents required to be given to ASX by a Warrant-Issuer or AQUA Product Issuer for release to the market under the ASX Operating Rules may be eLodged.
- 1.4 No other documents may be eLodged.

Part 2 – Access to the electronic lodgement facility and entity details facility

- 2.1 We must obtain and operate our own internet access, computer, hardware, software and all other equipment required to access the electronic lodgement facility and entity details facility.
- 2.2 We must obtain and pay for our own reliable internet access and communications links to ASX.
- 2.3 We must use software that converts documents into pdf such as Adobe Acrobat.
- 2.4 We must convert a document to pdf before transmitting it to ASX.

Part 2A – Online forms

- 2A.1 Where ASX makes available an online form relating to a matter, we must generate a document for release to the market by completing the relevant online form made available by ASX and lodging it through the part of the electronic lodgement facility provided for the lodgement of online forms.
- 2A.2 We must provide the information in the online form within the timeframes specified in the online form.
- 2A.3 Where we have lodged an online form in respect of a matter, we must make any change to the information in the online form by lodging an online form which is an update to or cancellation of the original online form.
- 2A.4 Where we have lodged an online form which contains information inconsistent with information we have provided in a PDF announcement, we acknowledge that ASX will treat the information in the online form as being accurate unless we advise ASX otherwise and undertake to immediately lodge an update to the online form which corrects the inconsistency.

Part 3 – Authentication procedures

- 3.1 In order to access the electronic lodgement facility and entity details facility each user must enter a unique username and password.
- 3.2 We will ensure our users do not disclose their username or password to any person not authorised by us to use them.
- 3.5 If we suspect that a user's username or password has been disclosed to a person not authorised by us to use ASX Online, we must immediately de-activate the user or change the password and notify the ASX Help Desk by telephone and email to the following number and email address.

ASX Online Help Desk
ASX Limited
20 Bridge Street
Sydney NSW 2000

Ph: 1800 028 302
Email: asxonline@asx.com.au

Part 4 – Using the electronic lodgement facility and entity details facility

- 4.1 We agree to comply with all directions issued by ASX which relate to access and use of the electronic lodgement facility or entity details facility.
- 4.2 ASX is not obliged to provide training in use of the electronic lodgement facility or entity details facility. We acknowledge that if ASX does provide any training to us, ASX takes no responsibility for that training.

Part 5 – Acknowledgment of release

- 5.1 After an eLodged document has been released to the market, ASX will email an acknowledgment of release to the email address or addresses nominated by us using the entity details facility.

Part 6 – Nominating an email address for acknowledgment

- 6.1 Before eLodging a document we must nominate an email address or addresses using the entity details facility.

Part 7 – Compliance with the Privacy Act 1988 (Cth)

- 7.1 We acknowledge that documents given to ASX via the electronic lodgement facility and/or the entity details facility, may contain personal information about individuals, such as directors or employees of the listed entity, AQUA Product Issuer or Warrant-Issuer (as applicable).
- 7.2 We agree that unless otherwise directed by ASX, we will take all reasonable steps to ensure individuals whose personal information we disclose to ASX via the electronic lodgement facility and/or the entity details facility, are aware of the following information:-
- (a) the personal information has primarily been collected by ASX for the purpose for which the listed entity, AQUA Product Issuer or Warrant-Issuer (as applicable) provided it and may have been collected by ASX pursuant to the Corporations Act 2001 (Cth) and/or the ASX Listing Rules and/or the ASX Operating Rules (as applicable);
 - (b) a failure to provide the personal information may result in the listed entity, AQUA Product Issuer or Warrant-Issuer (as applicable) being in breach of the Corporations Act 2001 (Cth) and/or the ASX Listing Rules and/or the ASX Operating Rules (as applicable);
 - (c) ASX may be required to disclose the personal information to ASIC pursuant to the Corporations Act 2001 (Cth). Users of the electronic lodgement facility and/or the entity details facility may also be able to view personal information of relevant individuals that relates to the listed entity, AQUA Product Issuer or Warrant-Issuer (as applicable) via a search facility. ASX will not otherwise disclose the personal information that is collected to any other organisation or individuals unless the relevant individual consents or ASX is permitted to do so under the Privacy Act 1988 (Cth); and
 - (d) the individual can seek access to personal information provided to ASX via the electronic lodgement facility and the entity details facility by contacting the ASX Chief Privacy Officer – Legal Services Division at privacy@asx.com.au, or on (02) 9227 0878, or by writing to the Chief Privacy Officer at PO Box H224, Australia Square, NSW, 1215.
- 7.3 We acknowledge that ASX will rely on the accuracy, completeness and currency of any personal information that we provide to ASX via the electronic lodgement facility and the entity details facility.

- 7.4 We will use our best endeavours to contact ASX if any of the personal information provided to ASX via the electronic lodgement facility and/or the entity details facility should change.

Part 8 – Notices

- 8.1 Unless otherwise specified in this agreement, to give a notice to ASX under this agreement, we must tell ASX in writing at the following facsimile number.

ASX Online Help Desk
ASX Limited
20 Bridge Street
Sydney NSW 2000

Ph: 1800 028 302
Fax: (02) 9227 0885

- 8.2 Unless otherwise specified in this agreement, to give a notice to us under this agreement, ASX must tell us in writing at the facsimile number given to ASX under ASX Listing Rule 3.14 or ASX Operating Rule 6901 (as applicable).

- 8.3 A notice is taken to be given on production of a transmission report by the machine from which the facsimile was sent which indicates that the facsimile was sent in its entirety to the facsimile number of the recipient.

PLEASE NOTE:

On completion of the Agreement, please forward to:

**ASX Online Help Desk
ASX Limited
20 Bridge Street
SYDNEY NSW 2000**

Information Form and Checklist

Annexure 5 (Stapled Entities)

Name of entity	ABN/ARBN/ARSN
Think Childcare Development Limited	635 178 166

This Annexure forms part of the Information Form and Checklist supplied by the entity named above to support its application for admission to the official list of ASX Limited (ASX) as an ASX Listing.

N ^o Item	Location
1. Where in the Offer Document does it include a diagram illustrating the way in which the entities in the stapled structure are structured and related (eg twin structure or parent/subsidiary structure)?	See Figure 11 at section 5.1 ' <i>Think Childcare Group Structure</i> '
2. Where in the Offer Document does it include a clear and concise summary explaining the ownership structure and legal and commercial relationships between the various entities in the stapled structure (eg inter-entity holdings of securities or debt, inter-entity agreements etc)?	<p style="text-align: center;">See section 3.1 '<i>What are TNK Shareholders being asked to consider</i>' and '<i>What is the Special Dividend and Inter Company Loan</i>'</p> <p style="text-align: center;">and</p> <p style="text-align: center;">Section 4.3 '<i>The Stapling Proposal</i>', specifically sections 4.3.2 '<i>Key features of the Stapled Group</i>', 4.3.3 '<i>Role of Think Childcare and Think Childcare Development</i>' and 4.3.4 '<i>Financing structure pre and post-implementation of the Stapling Proposal</i>'</p>
3. Where in the Offer Document does it include a clear and concise summary of the operations of each of the stapled entities (ie which entity does what)?	See section 4.3.3 ' <i>Role of Think Childcare and Think Childcare Development</i> '
4. Where in the Offer Document does it include a clear and concise summary of the management arrangements of the stapled entities (including the extent to which the stapled entities have common management and control and how this is maintained)?	<p style="text-align: center;">See sections 4.4 '<i>Boards and governance of TNK and TND</i>' and 4.5 '<i>Governance of Stapled Group</i>'</p> <p style="text-align: center;">and</p> <p style="text-align: center;">Section 12.1 '<i>Summary of Management Deed</i>'</p>
5. A copy of the stapling agreement between the various entities in the stapled structure	See Stapling Deed enclosed at Annexure A to the cover letter to ASX
6. Where in the Offer Document does it include a clear and concise summary of the stapling agreement?	See section 12.3 ' <i>Summary of the Stapling Deed</i> '
7. Where in the Offer Document does it describe when and how the stapling can be undone and what occurs if the stapling is undone?	See section 3.1 ' <i>Can Stapled Securities be 'unstapled'?</i> '
8. Has any ruling or advice been obtained in relation to the taxation consequences for investors of holding stapled securities? If so, where is that ruling or advice summarised in the Offer Document?	See section 9 ' <i>Taxation implications</i> '

N° Item	Location
<p>9. Will each entity in the stapled structure separately comply with Listing Rule 1.1 Condition 8 (spread)?</p> <p>If not, where in the Offer Document does it disclose that a waiver has been provided by, or is being sought from, ASX from that requirement?</p>	<p>No.</p> <p>See section 13.7.2.</p>
<p>10. Will each entity in the stapled structure separately comply with Listing Rule 1.1 Condition 9 (profit or assets test)?</p> <p>If not, where in the Offer Document does it disclose that a waiver has been provided by, or is being sought from, ASX from that requirement?</p>	<p>No.</p> <p>See section 13.7.2.</p>
<p>11. Will each entity in the stapled structure separately comply with Listing Rule 2.1 Condition 2 (issue price of 20 cents)?</p> <p>If not, where in the Offer Document does it disclose that a waiver has been provided by, or is being sought from, ASX from that requirement?</p>	<p>No.</p> <p>See section 13.7.2.</p>
<p>12. Have the entities sought any other waivers from the requirements of the ASX Listing Rules in relation to the stapled structure?</p> <p>If so, where in the Offer Document does it include a summary of these waivers?</p>	<p>Yes.</p> <p>See section 13.7.2.</p>
<p>13. Have the entities sought any waivers or modifications from the requirements of the Corporations Act in relation to the stapled structure?</p> <p>If so, where in the Offer Document does it include a summary of these waivers or modifications?</p>	<p>Yes, permission under section 224 of the Corporations Act for TNK, as the sole shareholder of TND, to pass resolutions on behalf of TND approving resolutions corresponding to the Management Deed Resolution and the Stapling Deed Resolution for the purposes of sections 208(2) and 217 – 227 of the Corporations Act.</p> <p>See section 13.7.1.</p>