

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Think Childcare Group (TCG), a stapled entity comprising Think Childcare Limited (ACN 600 793 388) (TNK) and Think Childcare Development Limited (ACN 635 128 166) (TND)

ACN/ARSN See above

1. Details of substantial holder (1)

Name Ontario Teachers' Pension Plan Board (OTPP) and each body corporate controlled by OTPP (other than Busy Bees Early Learning Australia Pty Ltd (ABN 20 168 187 979) (Busy Bees)) (OTPP Group), and Temasek Holdings (Private) Limited (Temasek), Esta Investments Pte. Ltd. and each other body corporate controlled by Temasek (together, Temasek Group)

ACN/ARSN (if applicable) See above

The holder became a substantial holder on 16 June 2021

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Persons' votes (5)	Voting power (6)
Ordinary Stapled Shares	13,634,452	13,634,452	22.1491%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
OTPP	Deemed relevant interest by virtue of section 608(3)(b) of the Corporations Act 2001 (Cth) (Corporations Act) in respect of the Ordinary Stapled Shares that Busy Bees has a relevant interest in, as disclosed in 'Form 604 – Notice of change of interests of substantial holder' given by Busy Bees dated 17 June 2021, by virtue of its control of Busy Bees.	13,634,452 Ordinary Stapled Shares.
Each member of the OTPP Group	Deemed relevant interest pursuant to section 608(3)(a) of the Corporations Act by virtue of being controlled by OTPP.	
Temasek	Relevant interest by virtue of section 608(3)(a) of the Corporations Act in respect of the Ordinary Stapled Shares that Busy Bees has a relevant interest in, as disclosed in 'Form 604 – Notice of change of interests of substantial holder' given by Busy Bees dated 17 June 2021.	
Each member of the Temasek Group	Deemed relevant interest pursuant to section 608(3)(a) of the Corporations Act by virtue of being controlled by Temasek.	

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
OTPP Group, Each member of the OTP Group, Temasek Group, Each member of the Temasek Group	Mathew Edwards	Mathew Edwards	6,797,482 Ordinary Stapled Shares
	Issamax Pty Ltd (ACN 156 123 241)	Issamax Pty Ltd (ACN 156 123 241)	6,661,427 Ordinary Stapled Shares
	Seuss Tpywg Pty Ltd (ACN 608 961 637)	Seuss Tpywg Pty Ltd (ACN 608 961 637)	175,543 Ordinary Stapled Shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities
Refer to 'Form 604 – Notice of change of interests of substantial holder' given by Busy Bees dated 17 June 2021'			

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Each member of the OTP Group	Each member of the OTP Group is a controlled body corporate of OTP and is therefore an associate of OTP and each other member of the OTP under section 12(2)(a) of the Corporations Act. As a result each member of the OTP Group has the same voting power and relevant interest in TCG as OTP.
Each member of the Temasek Group	Each member of the Temasek Group is a controlled body corporate of Temasek and is therefore an associate of Temasek and each other member of the Temasek Group under section 12(2)(a) of the Corporations Act. As a result each member of the Temasek Group has the same voting power and relevant interest in TCG as Temasek.

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
OTPP	5650 Yonge Street, Toronto, Ontario M2M 4H5, Canada
Temasek and Esta Investments Pte. Ltd.	60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891

Signature

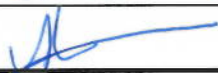
print name

ABHIJEET GUPTA

capacity

Authorised Signatory
(OTPP Group)

sign here



date

17 June 2021

Signature

print name Zhi Liang Yap

capacity Authorised Signatory
(Temasek Group)

sign here 

date 17 June 2021