



18 August 2021

**ASX Limited
Market Announcement**

**Think Childcare Group (ASX Code: TNK)
Think Group Securityholders to vote on Busy Bees transaction**

Think Childcare Group (ASX:TNK) ("**Think Group**") refers to its announcement of 17 June 2021 that it had entered into an Implementation Agreement with Busy Bees Early Learning Australia Pty Ltd ("**Busy Bees**"), under which Busy Bees proposes to acquire 77.85% of the issued capital of Think Childcare Limited ("**TNK**"), and Busy Bees' subsidiary FEL Child Care Developments Pty Ltd ("**FEL Dev**") proposes to acquire 77.85% of the issued capital of Think Childcare Development Limited ("**TND**"), by way of two inter-conditional schemes of arrangement ("**TNK Scheme**", "**TND Scheme**" and together, the "**Schemes**").

Court has made orders convening Scheme Meetings

Earlier today, the Federal Court of Australia made orders directing Think Group to convene meetings of Think Group securityholders (other than Mathew Edwards (Think Group's Chief Executive Officer and Managing Director) and his controlled entities) to consider and vote on the Schemes ("**Scheme Meetings**"). The Scheme Meetings, as well as the combined general meetings of TNK and TND Shareholders to consider and vote on resolutions seeking approval for certain transactions involving Mathew Edwards, the unstapling of TNK shares and TND shares, and amendments to the constitution of TNK necessary for Busy Bees to be able to acquire TNK shares under the TNK Scheme ("**General Meeting**"), will be held on Wednesday, 29 September 2021.

Meetings to be held as virtual (online only) meetings

Having regard to the health and wellbeing of Securityholders, clients and employees and to minimise health risks created by the COVID-19 global pandemic generally, the Scheme Meetings and the General Meeting will be conducted as virtual (online only) meetings with online facilities using the Lumi AGM platform that allows for remote participation. There will be no physical venue for the meetings.



The TNK Scheme Meeting will commence at 11.00am (Melbourne time). The TND Scheme Meeting will commence at 11.30am (Melbourne time) or as soon as reasonably practicable after the conclusion or adjournment of the TNK Scheme Meeting (whichever time is later). The General Meeting will commence at 12 noon (Melbourne time) or as soon as reasonably practicable after the conclusion or adjournment of the TND Scheme Meeting (whichever time is later).

Explanatory Booklet to be despatched shortly

Information relating to the Schemes including the notices convening the Scheme Meetings and the General Meeting, information on how to participate in the virtual (online only) meetings, as well as an independent expert's report, will be included in an Explanatory Booklet expected to be sent to Think Group Securityholders on or before Monday, 30 August 2021, following registration of the Explanatory Booklet by the Australian Securities and Investments Commission ("**ASIC**").

A further announcement attaching the Explanatory Booklet will be made by Think Group following registration of the Explanatory Booklet by ASIC.

END

For further information, please contact:

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This announcement was authorised for release by the Board of Think Childcare Limited and the Board of Think Childcare Development Limited