

Funds Management

Facsimile

<b>To</b>	Company Announcements Office	<b>From</b>	Callum Sinclair
<b>Fax</b>	1300 135 638	<b>Pages</b>	4
<b>Company</b>	Australian Securities Exchange	<b>Date</b>	18 April 2018
<b>Re</b>	Think Childcare Limited		

Please find attached a Form 603 – Notice of Initial Substantial Shareholder

Kind regards

A handwritten signature in black ink, appearing to read "Callum Sinclair".

Callum Sinclair  
Investment Analyst

Form 603  
Corporations Law  
Section 671B

## Notice of initial substantial holder

To: Think Childcare Limited  
ACN: 600 793 388

### 1. Details of Substantial holder

Name Celeste Funds Management Limited  
ACN 098 628 605

The Holder became a substantial holder on: 16 April 2018

### 2. Details of Voting Power and relevant interests

The total number of votes attached to all the voting shares in the company that the holder had a relevant interest in on the date the holder became a substantial holder are as follows:

Class of Securities	Number of Securities	Persons Votes	Voting Power
Ordinary	2,521,513	2,521,513	5.20%

### 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 holder became a substantial holder are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Number of securities	Person's votes
Celeste Funds Management on behalf of its clients				2,521,513	2,521,513
Pacific Current Group Limited (PAC) and each of its subsidiaries holds over 20% of the voting power in its investment managers pursuant to Section 608(3)(a)				As above	As above

#### 4. 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 holder became a substantial holder is as follows:

Date of change	Person whose relevant interest changed	Nature of change	Consideration in relation to change	Class and number of securities affected		Person's votes affected
See Annexure A						
Pacific Current Group Limited (PAC) and each of its subsidiaries	As above	As above	PAC holds over 20% of the voting power in its investment managers pursuant to Section 608(3)(a)			

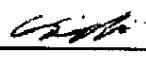
#### 5. Addresses

The addresses of persons named in this form are:

Name	Address
Celeste Funds Management Limited	Level 14, 15 Castlereagh Street, Sydney NSW 2000
Pacific Current Group Limited	Level 29, 259 George Street, Sydney 2000

**Name:** Callum Sinclair

**Capacity:** Investment Analyst

**Signature:** 

**Date:** 18 / 04 / 2018

## ANNEXURE A

## CELESTE FUNDS MANAGEMENT LIMITED ACN: 098 628 605

Date of change	Persons whose relevant interest changed	Nature of changes	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
5/02/2018	Celeste Funds Management Limited	Buy	918,380.18	450,916	450,916
9/02/2018	Celeste Funds Management Limited	Buy	892,789.63	427,814	427,814
12/02/2018	Celeste Funds Management Limited	Buy	79,828.57	39,783	39,783
13/02/2018	Celeste Funds Management Limited	Buy	16,363.10	8,162	8,162
14/02/2018	Celeste Funds Management Limited	Buy	413,495.13	202,027	202,027
19/02/2018	Celeste Funds Management Limited	Buy	822,706.01	400,000	400,000
8/03/2018	Celeste Funds Management Limited	Buy	1,605,930.00	807,000	807,000
16/03/2018	Celeste Funds Management Limited	Buy	91,719.12	45,311	45,311
23/03/2018	Celeste Funds Management Limited	Buy	19,062.70	10,000	10,000
27/03/2018	Celeste Funds Management Limited	Buy	15,213.87	8,109	8,109
28/03/2018	Celeste Funds Management Limited	Buy	9,682.92	5,161	5,161
3/04/2018	Celeste Funds Management Limited	Buy	8,874.29	4,730	4,730
16/04/2018	Celeste Funds Management Limited	Buy	220,098.92	112,500	112,500

This is Annexure A of 1 page referred to in Form 603 - Notice of Initial Substantial Holder

  
 Callum Sinclair  
 Investment Analyst

18-Apr-18  
 Date