



18 April 2019

**ASX Limited**  
**MARKET ANNOUNCEMENT**

**Think Childcare Limited**

**2018 Annual Report and  
2019 Annual General Meeting  
Confirmation of Dispatch of Documentation**

Attached for release to the market is the documentation for the 2019 Annual General Meeting (**AGM**).

The 2019 AGM is to be held on Tuesday, 28 May 2019 commencing at 10.30 a.m. at:

RACV City Club  
Bayside Room 4, Level 2  
501 Bourke Street  
Melbourne VIC 3000

The AGM documentation, inclusive of the Notice of Meeting; Explanatory Statement, Proxy Form and member's nomination of proposed new auditor, together with a copy of the Annual Report for those members who have opted to receive a printed copy of the Report, will be dispatched to members later today.

In addition, electronic notification of the availability of the Annual Report will also be broadcast via the Share Registrar later today.

All the above-mentioned documentation can be viewed on the Company's webpage on the ASX Company Announcement Platform either directly under security code 'TNK' or by following the link provided on the Company's corporate website under the Investor section.

***END RELEASE***

For further information contact:

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**Think Childcare Limited**

ABN 81-600-793-388

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# Think Childcare Limited

ABN 81 600 793 388

## Notice of 2019 Annual General Meeting

and

## Explanatory Statement

The Annual General Meeting is to be held  
on Tuesday, 28 May 2019 at 10.30 a.m. (Melbourne time)  
at the RACV City Club, Bayside Room 4, Level 2, 501 Bourke Street, Melbourne, Victoria, Australia

### Important Notice

Shareholders who opted in writing to receive a printed Annual Report will have received it. All shareholders can view the Annual Report either by visiting the Company's website at:  
[www.thinkchildcare.com.au](http://www.thinkchildcare.com.au)

OR

by visiting the Company's webpage on the ASX website under the ASX Security Code "TNK"

### THIS IS AN IMPORTANT DOCUMENT

If you are in doubt as to the action you should take, please consult with your stockbroker, solicitor, accountant, bank manager or other professional adviser immediately

## Important notice

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### General

You should read this Notice of Annual General Meeting and accompanying Explanatory Statement in its entirety before making a decision on how to vote on the Resolutions set out in the Notice. The Notice is contained on page 4 and the Explanatory Statement on page 11 and the proxy form for this AGM accompanies this Booklet.

### Defined terms

Capitalised terms in this Booklet are defined either in the Glossary or where the relevant term is first used.

### Purposes of the Explanatory Statement

The purposes of the Explanatory Statement which forms part of the Notice of Annual General Meeting are to:

- (a) explain the terms and effect of each Resolution to Shareholders;
- (b) explain the manner in which each Resolution is to be considered and, if approved, implemented; and
- (c) provide such information as is prescribed by the Corporations Act, Corporations Regulations and ASX Listing Rules or as is otherwise material to the decision of Shareholders about how to vote on the Resolutions.

### Investment decisions

This document does not take into account the investment objectives, financial situation or particular needs of any Shareholder or any other person. This document should not be relied on as the sole basis for any investment decision in relation to Shares. Shareholders should consider obtaining independent advice before making any decision in relation to the Resolutions. The Company is not licensed to provide financial product advice in relation to its Shares or any other financial products.

### Forward looking statements

Certain statements in this document relate to the future. Such statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the Company to be materially different from expected future results, performance or achievements expressed or implied by such statements. Such risks, uncertainties and other important factors include among other things, general economic conditions, specific market conditions, exchange rates, interest rates and regulatory changes. These statements reflect the expectations of relevant parties only as of the date of this Booklet.

## Glossary

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In this Booklet, including in the Notice:

**AGM** means the annual general meeting of Think Shareholders, notice of which is given in the Notice.

**Associate** has the meaning given in Division 2 of Part 1.2 of the Corporations Act as if section 12(1) of that Act included a reference to this document and the Company was the designated body.

**ASX** means ASX Limited ACN 008 624 691 or the financial market it operates, as the context requires.

**Board** means the board of Directors of the Company.

**Booklet** means this Booklet, comprising the Notice of Annual General Meeting and the Explanatory Statement.

**Company** or **Think** means Think Childcare Limited ACN 600 793 388.

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Corporations Regulations** means the *Corporations Regulations 2001* (Cth).

**Current Auditor** means the Company's current auditor, Bentleys NSW Audit Pty Ltd.

**CY** means a period of 12 months ending on 31 December.

**Director** means a director of the Company.

**ESOP** means the Think Childcare Limited Employee Share Option Plan.

**Explanatory Statement** means the explanatory statement contained in this Booklet in relation to the Resolutions to be considered at the AGM and which accompanies and forms part of the Notice.

**Group** means the Company and its controlled entities.

**Listing Rules** means the Listing Rules of ASX.

**Notice** means the notice of AGM contained in this Booklet.

**Ordinary Share** or **Share** means a fully paid ordinary share in Think.

**Ordinary Shareholder** or **Shareholder** means a holder of at least one Ordinary Share.

**Placement** means the issue of 11,479,114 Shares to professional, sophisticated and institutional investors at \$1.58 per Share announced by the Company to ASX on 26 March 2019.

**Proposed Auditor** means KPMG (a firm) currently of Level 38 Tower Three, 300 Barangaroo Avenue, Sydney, NSW, 2000.

**Register of Members** means the register of members of the Company.

**Resolutions** means the resolutions set out in the Notice.

**Trading Day** has the meaning given in the Listing Rules.

**VWAP** has the meaning given in the Listing Rules.

A reference to **dollars, \$, AUD, cents, A\$ or \$A** is to the lawful currency of Australia.

# Think Childcare Limited

ABN 81 600 793 388

## Notice of Annual General Meeting

Notice is given that the 2019 Annual General Meeting (**AGM**) of Think Childcare Limited (**Company**) will be held on:

Date : Tuesday, 28 May 2019

Time : 10:00 a.m. Registration  
10.30 a.m. Commencement of AGM

Venue : RACV City Club  
Bayside Room 4, Level 2  
501 Bourke Street  
Melbourne, Victoria, Australia

### ORDINARY BUSINESS

#### 1 Financial Statements and Reports

To receive and consider the Consolidated Financial Report and the Reports of the Directors and of the Auditor for the financial period ended 31 December 2018 which are contained in the 2018 Annual Report.

#### 2 Election of Director

**Resolution 1** - To consider and, if thought fit, pass the following resolution:

##### **Election of Mark Kerr as a Director**

*“That Mr M Kerr, a Director retiring in accordance with Clause 59.2 of the Constitution of the Company and the Listing Rules of ASX Limited, being eligible and having offered himself for re-appointment, be re-appointed as a Director of the Company”.*

**Resolution 2** – To consider and, if thought fit, pass the following resolution:

##### **Election of Joe Dicks as a Director**

*“That Mr J Dicks, who was appointed as a Director by the Board on 4 May 2018 retires as a Director in accordance with Clause 58.2 of the Constitution and the Listing Rules of ASX Limited and, being eligible offers himself for appointment, be appointed as a Director of the Company”.*

**Resolution 3** – To consider and, if thought fit, pass the following resolution:

##### **Election of Evonne Collier as a Director**

*“That Mrs E Collier who was appointed as a Director by the Board on 4 May 2018 retires as a Director in accordance with Clause 58.2 of the Constitution and the Listing Rules of ASX Limited and, being eligible offers herself for appointment, be appointed as a Director of the Company”.*

### **3 Adoption of Remuneration Report**

**Resolution 4** - To consider and, if thought fit, pass the following resolution:

*"That the Remuneration Report for the financial period ended 31 December 2018 as disclosed in the Directors' Report be adopted".*

*Note – the vote on this Resolution is advisory only and does not bind the Directors or the Company. Voting restrictions apply to this Resolution.*

*Note – A voting exclusion applies to this Resolution.*

### **4 Resignation of current auditor and appointment of Proposed Auditor as the Company's auditor**

**Resolution 5** – To consider and, if thought fit, pass the following resolution:

*"That, subject to the consent of the Australian Securities and Investments Commission to the Current Auditor resigning, to appoint the Proposed Auditor having been nominated by a shareholder in accordance with Section 328B(1) of the Corporations Act 2001 and having given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this meeting until it resigns or is removed from the office of auditor of the Company".*

## **SPECIAL BUSINESS**

### **5 Subsequent approval of Placement**

**Resolution 6** - To consider and, if thought fit, pass with or without modification the following resolution:

*"That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve the issue of the Shares comprising the Placement."*

*Note – A voting exclusion applies to this Resolution.*

### **6 Approval of additional 10% placement capacity**

**Resolution 7** – To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

*"Subject to the passing of Resolution 6, that for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve that the Company have the additional capacity to issue Shares up to the maximum calculated in accordance with Listing Rule 7.1A."*

*Note – A voting exclusion applies to this Resolution. Resolution 6 must be passed for this Resolution, if passed, to take effect.*

## OTHER BUSINESS

To transact any other business that may be legally brought forward.

Dated: 29 March 2019

## BY ORDER OF THE BOARD

Mathew Edwards, Managing Director and CEO

## NOTES:

### 1 Proxies

A member entitled to attend and vote at this meeting is entitled to appoint a proxy. If a member is entitled to cast two or more votes, the member may appoint two proxies. If two proxies are appointed, each proxy may be appointed to represent a specific proportion or number of the member's voting rights. If no proportions are specified, each proxy may exercise half the available votes. Fractions of votes are to be disregarded. A proxy need not be a member of the Company. A proxy may be an individual or a body corporate.

If members wish to appoint one proxy, please use the form provided. If you want to appoint two proxies please follow the instructions set out on the reverse side of the proxy form.

To be effective, a proxy form and an original or certified copy of the authority (if any) under which it is signed may be lodged with the Company's Share Registrar as follows:

**By hand or by post** at the Share Registry with Computershare Investor Services Pty Ltd  
452 Johnston Street, Abbotsford, Vic 3067, Australia or by post- GPO Box 242, Melbourne, Vic,  
3001, Australia; or

**By Facsimile:** within Australia 1800 783 447 OR outside Australia + 61 3 9473 2555; or

**Online:** for Intermediary Online Subscribers only (custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com);

**Enquiries** – call: within Australia 1300 850 505 OR outside Australia + 61 3 9415 4000

All proxy forms must arrive (in either case) no later than 10.30 a.m. (Melbourne time) on Sunday, 26 May 2019.

### 2 Corporate Shareholders, Proxies and Attorneys

A body corporate which is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act.

Corporate shareholders and proxies wishing to appoint a representative to attend and vote at the meeting on their behalf must provide the representative with:

- (a) a properly executed letter or certificate authorising the person to act as the corporate shareholder's or proxy's representative; or
- (b) a copy of the resolution of the corporate shareholder or proxy appointing the representative, certified by a secretary or director of the shareholder or proxy.

The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

A shareholder may appoint an attorney to vote on his/her behalf. For an appointment to be effective for the meeting, the instrument effecting the appointment (or a certified copy of it) must be received by Computershare at the address listed above for the receipt of proxy appointments by no later than 10.30am (Melbourne time) on Sunday, 26 May 2019.

### **3 Explanatory Statement**

An explanation of each resolution is included in the accompanying Explanatory Statement. The Explanatory Statement forms part of the Notice.

### **4 Voting Entitlements**

The Board of Directors of the Company, pursuant to Section 1074E(2)(g) of the *Corporations Act 2001*, Regulation 7.11.37 of the *Corporations Regulations 2001* and ASX Settlement Operating Rule 5.6.1, and as the convenor of the meeting, has determined that the shareholding of each member for the purpose of ascertaining voting entitlements for the AGM will be as it appears on the Register of Members at 7.00 p.m. (Melbourne time) on Sunday, 26 May 2019.

On a show of hands, every person present and qualified to vote will have one vote. If members appoint one proxy then that proxy may vote on a show of hands. However, if members appoint two proxies, neither may vote on a show of hands.

If members appoint a proxy who is also a shareholder or also a proxy for another shareholder, your directions may not be effective on a show of hands. However, upon a poll and upon your proxy voting on the poll then your voting direction will be fully counted. Should a poll be taken then the Company's Share Registrar will conduct the poll and the Company's external Auditor, Bentleys NSW Audit Pty Ltd, will act as scrutineer.

### **5 Voting Exclusion and Restriction Statements**

#### **Resolution 1: Election of Mark Kerr as a Director**

There are no voting exclusions in relation to Resolution 1.

#### **Resolution 2: Election of Joe Dicks as a Director**

There are no voting exclusions in relation to Resolution 2.

#### **Resolution 3: Election of Evonne Collier as a Director**

There are no voting exclusions in relation to Resolution 3.

#### **Resolution 4: Adoption of Remuneration Report**

The Company will disregard any votes cast on the proposed Resolution for the adoption of the Remuneration Report for (Resolution 4) by or on behalf of:

- (a) a member of the key management personnel of the Company, details of whose remuneration are included in the remuneration report for the year ended 31 December 2018 (**KMP**); or
- (b) a closely related party of the KMP,

whether the votes are cast as a Shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote cast by a KMP or closely related party of the KMP if it is cast as a proxy and it is not cast on behalf of a KMP or closely related party of a KMP and either:

- (a) the proxy is appointed in writing that specifies how the proxy is to vote on Resolution 4; or
- (b) the proxy is the person chairing the meeting and the appointment of the chair as proxy does not specify the way the proxy is to vote on Resolution 4 and expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the proxy.

**If you are a KMP or a closely related party of a KMP (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as indicated above), you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.**

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of key management personnel include its directors and certain senior executives.

A closely related party of a member of the key management personnel means any of the following:

- a spouse, child or dependant of the member;
- a child or dependant of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company; or
- a company the member controls.

The proxy form accompanying this Notice contains detailed instructions regarding how to complete the proxy form if a Shareholder wishes to appoint the chair of the meeting as his or her proxy. You should read those instructions carefully.

#### **Resolution 5 – Subsequent approval of Placement**

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who participated in the Placement; or
- (b) an Associate of any such person.

However, the Company need not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (d) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

#### **Resolution 6 – Approval of additional 10% placement capacity**

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares); or
- (b) an Associate of any person referred to in (a).

However, the Company need not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (d) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

## **6 Undirected Proxies**

The chairman of the Company (or if he is unable to attend a Director nominated by the Board) will chair the AGM.

If the appointment of the proxy specifies the way the proxy is to vote on the resolution the Chair of the AGM will vote in accordance with that direction. If the appointment of the proxy does not specify the way the proxy is to vote, subject to the instructions in this document and any applicable voting restrictions, the Chair will vote ***in favour*** of each resolution.

The Company recommends that shareholders who submit proxies should consider giving 'how to vote' directions to their proxyholder on each resolution.

## **7 Voting – General Comment**

Each resolution will be moved, and then will be open to the meeting for discussion.

Following the completion of discussion the Chair will inform the meeting of the details of the valid proxy voting received by the Company. The resolutions will then be put to the vote.

## **8 Questions and Comments by members and proxyholders at the meeting**

A reasonable opportunity will be given to members and proxyholders to ask questions about or make comments on the management of the Company at the meeting.

Similarly, a reasonable opportunity will be given to Shareholders and proxyholders to ask the Current Auditor, questions relevant to:

- (a) the conduct of the audit;

- (b) the preparation and content of the Auditors' Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to the Current Auditor via the Company, no later than 5 business days before the meeting, if the question is relevant to the content of Audit Report or the conduct of its audit of the Company's Financial Report for the financial period ended 31 December 2018.

Relevant written questions for the Current Auditor must be received no later than 5.00 p.m. (Melbourne time) on Tuesday, 21 May 2019. A list of those relevant written questions will be made available to Shareholders attending the meeting. The Current Auditor will either answer the questions at the meeting or table written answers to them at the AGM. If written answers are tabled at the meeting, they will be made available to Shareholders as soon as practicable after the meeting.

Please send any written questions for the Current Auditor to the Company at the address on the proxy form of:

Think Childcare Limited  
Suite 3, 1 Park Avenue, Drummoyne NSW 2047

or by email to [trinhb@thinkchildcare.com.au](mailto:trinhb@thinkchildcare.com.au)  
by no later than 5.00 p.m. (Melbourne time) on Tuesday, 21 May 2019.

# Think Childcare Limited

ABN 44 009 157 439

## Explanatory Statement

*This Explanatory Statement accompanies and forms part of the  
Notice of Annual General Meeting dated 29 March 2019*

### ORDINARY BUSINESS

#### Item 1 - Receive and Consider the Financial and Other Reports

The *Corporations Act 2001* (Cth) requires that the Financial Report, Directors' Report and Auditor's Report be laid before the meeting. However, there is no requirement for the shareholders to vote on, approve or adopt these Reports. Shareholders will be given an opportunity to ask questions with respect to these reports.

Shareholders have been provided with all relevant information concerning the Company's financial statements in the Annual Report of the Company for the year ended 31 December 2018. A copy of the 2018 Annual Report has been forwarded or made available to each Shareholder. A copy of the financial statements and the associated reports will also be tabled at the meeting.

Shareholders should note that the sole purpose of tabling the financial statements of the Company at the Annual General Meeting is to provide the shareholders with the opportunity to be able to ask questions or discuss matters arising from the financial statements at the meeting. It is not the purpose of the meeting that the financial statements be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt the Company's financial statements will be put to the shareholders at the meeting.

Shareholders will be allowed a reasonable opportunity to ask questions about, or make comments on, the management of the Company.

It is proposed that the Company's auditor will be present at the meeting. Shareholders present at the meeting will be allowed a reasonable opportunity to ask the auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditors in relation to the conduct of the audit.

#### Item 2 - Election of Directors

Details of the Directors seeking election and all other Directors are contained in the 2018 Annual Report.

#### Election of Mr Mark Kerr as a Director (Resolution 1)

##### *Information about Mr Kerr*

**Mr Kerr - LLB**

**Non-Executive Director— Appointed 21 July 2014 and last re-elected 04 May 2018**

Mark Kerr is the Chairman of Think. Mark is an experienced director whose other current roles include Non-executive Chairman of Contango Income Generator Ltd (ASX: CIE) (October 2012 to present); Chairman and Managing Director of Hawthorn Resources Limited (ASX: HAW) (November 2007 to present); non-executive director of Alice Queen Ltd (ASX: AQX) (November 2015 to present).

He is also a director of Baker Street Childcare Education Pty Ltd, which was acquired by the consolidated entity. Mark is a director of Berkeley Consultants Pty Ltd which specialises in public relations and reputation management consultancy. Mark's community involvement currently extends to being a member of the Victorian Committee for the Juvenile Diabetes Research Foundation. He is also a committee member of the St. Vincent's Institute Charity Golf Day Committee and a volunteer Board Member at International Specialised Skills Institute.

Although Mark was last re-elected as a Director at the 2018 AGM on 4 May 2018, and has therefore held office for less than the period specified in Rule 59.4 of the Company's Constitution as the maximum period that a Director may hold office before seeking re-appointment, Listing Rule 14.5 requires the Company to hold an election of Directors each year. Accordingly, Mark is retiring and offering himself for re-election as a Director.

### **Directors' Recommendations**

The Directors (with Mr Kerr abstaining) unanimously recommend that Shareholders vote in favour of the re-election of Mr Kerr.

### **Election of Mr Joe Dicks as a Director (Resolution 2)**

Clause 58.2 of the Constitution provides that any Director, except the managing director, appointed by the Directors during the year under clause 58.1 will hold office until the end of the next annual general meeting of the Company at which time the Director may be re-elected, and will be eligible for re-election at, the next annual general meeting.

Mr Dicks was appointed during the year as a Director pursuant to clause 58.1 of the Constitution. Accordingly, Mr Dicks retires as a Director of the Company in accordance with clause 58.2 of the Constitution and, being eligible, offers himself for election as a Director of the Company.

### ***Information about Mr Dicks***

#### **Mr Dicks**

#### **Non-Executive Director - Appointed 4 May 2018 by the Board**

Mr Dicks is a Chartered Accountant and holds a Bachelor of Commerce, and Postgraduate Diploma in Accountancy. He is an Accredited Business Valuations Specialist and member of the Institute of Chartered Accountants in Australia and the Australian Institute of Company Directors. Mr Dicks has 18 years' multi-national experience as a Non-Executive Director in a broad range of industries. Mr Dicks was one of the founding Partners of PPB Advisory. He also has in-depth experience in government funded and regulated industries, infrastructure and the education and aged care sectors.

Mr Dicks currently serves on the boards of Campus Living Funds Management Limited and Melbourne Polytechnic. Mr Dicks is also a director of the old PPB Advisory legacy companies and is overseeing the winddown of this group. Prior to these appointments, Mr Dicks was Chair of the Audit and Risk Committee and board member of Retirement Village Group and Wesley Mission Victoria, founding board member and Finance Committee Chair of Uniting Aged Care Victoria and Tasmania, President of the National Australia Africa Business Council and former Chair of the Victorian Chapter of the Forensic Accounting Special Interest Group.

## **Directors' Recommendations**

The Directors (with Mr Dicks abstaining) unanimously recommend that Shareholders vote in favour of the election of Mr Dicks.

### **Election of Mrs Evonne Collier as a Director (Resolution 3)**

Mrs Collier was appointed during the year as a Director pursuant to clause 58.1 of the Constitution. Accordingly, Mrs Collier retires as a Director of the Company in accordance with clause 58.2 of the Constitution and, being eligible, offers herself for election as a Director of the Company.

#### ***Information about Mrs Collier***

##### **Mrs Collier**

##### **Non-Executive Director - Appointed 4 May 2018 by the Board**

Evonne holds a Bachelor of Arts, Master of Business, Graduate Certificate in Applied Finance and is a Graduate member of the Australian Institute of Company Directors.

Evonne is a professional Non-Executive Director and an experienced leader in business scale-up and transformation, branding strategies, new to world and category innovation, digital disruption and B2B and B2C customer experience. She has 25 years' senior executive experience working within blue-chip multinational companies and brands in the FMCG, Packaged goods, Pharmaceutical and Entertainment/Technology sectors.

Evonne is the Chair of Vault Intelligence (ASX: VLT) and Chair of Digital, HR and Remuneration and Legal and Compliance committees within a number of large private and publicly listed companies, including 1300SMILES (ASX: ONT), Catch Group and Motorama Automotive Group.

Her previous executive roles include C-suite marketing, innovation and digital roles with blue-chip multinationals including Goodman Fielder, PepsiCo Foods, Kimberly Clark and Fox Entertainment.

## **Directors' Recommendations**

The Directors (with Mrs Collier abstaining) unanimously recommend that Shareholders vote in favour of the election of Mrs Collier.

### **Item 3 – Adoption of the Remuneration Report (Resolution 4)**

The Company must put to a vote a resolution to adopt the Remuneration Report as disclosed in the Directors' Report. A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Directors' Report must include a Remuneration Report containing prescribed information about the Board's policy for determining the nature and amount of the remuneration of Directors and other key management personnel. The Remuneration Report must also explain the relationship between the remuneration policy of the Board and the Company's performance. The Remuneration Report of the Company for the financial period ended 31 December 2018 is set out in pages 36 – 47 of the Directors' Report as incorporated in to the Company's 2018 Annual Report.

The vote on this resolution is advisory only and non-binding. However, if at least 25% of the votes cast on the resolution are voted against the Remuneration Report at the meeting, then:

- (a) if comments are made on the report at the meeting, the Company's Remuneration Report for the following financial year will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- (b) if at the following year's annual general meeting, at least 25% of the votes cast on the resolution for the adoption of the Remuneration Report for that year are against adoption, the Company will be required to put to shareholders a resolution proposing that a general meeting be called to consider the election of directors of the Company (**Spill Resolution**). If a Spill Resolution is passed, all of the directors (other than the managing director, if any) will cease to hold office at a subsequent general meeting (**Spill Meeting**), unless re-elected at that meeting; such meeting to be held within 90 days of the Annual General Meeting (AGM) that passed the Spill Resolution.

If at the Spill Meeting, the resolutions are all passed against re-electing the relevant directors, the legislation includes a mechanism to ensure the Board continues with the statutory required minimum of 3 directors. After the managing director, the remaining two positions will be filled by the directors whose re-election resolutions at the Spill Meeting received the highest percentage of votes in favour of re-election. If the number of votes is the same for two directors, the Managing Director and any other director whose re-election has been confirmed at the Spill Meeting, can choose who is to become the third director, with such appointment to be confirmed by shareholders at the AGM following the Spill Meeting.

The resolution gives the members the opportunity to ask questions or make comments concerning the Remuneration Report during the meeting. As noted above the Remuneration Report is set out in the Company's 2018 Annual Report at pages 36 – 47.

The report:

- explains the Board's policies in relation to the nature and level of remuneration paid to directors and key management personnel within the Think Childcare Limited group;
- discusses the link between the Board's policies and the Company's performance;
- sets out remuneration details for each director and for each of the Company's key management personnel; and
- makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives, including executive directors.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

**Please note that at the 2018 Annual General Meeting the number of votes cast against the adoption of the Remuneration Report for the year ended 31 December 2017 was less than 25 per cent of the total number of shares cast at the meeting on the resolution proposing the adoption of the Remuneration Report. Accordingly and as such a "first strike" was not recorded.**

## **Directors' Recommendation**

### *Remuneration Report*

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4. The Chairman has informed the Board that he intends to vote any open and available proxies given to him in favour of Resolution 4.

## SPECIAL BUSINESS

### Item 4 – Resignation of current auditor and appointment of KPMG as auditor of the Company (Resolution 5)

Subject to ASIC's consent, the Current Auditor has agreed to resign from office as the Company's auditor with effect from the conclusion of the AGM. The Directors thank the Current Auditor for its services.

Following a competitive tender process involving several prospective audit firms, the Proposed Auditor has consented at the Company's request to be the auditor of the Company from the time that the resignation of the Current Auditor takes effect. The Directors look forward to the new relationship with the Proposed Auditor.

#### Directors' Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 5.

### Item 5 - Subsequent approval of Placement (Resolution 6)

Listing Rule 7.4 allows the Company to refresh its placement capacity if a resolution of Shareholders is passed to approve a previously made issue of Shares. If Resolution 6 is passed:

- (a) the Company will have a refreshed capacity to issue securities equal to 15% of the total number of issued Shares; and
- (b) the number of Shares issued in the Placement will be added to the number of Shares against which the 15% limit is calculated for the purposes of a subsequent issue of Shares.

The following information is provided for the purposes of Listing rule 7.5, which is a prescribed disclosure requirement for a resolution proposed for the purposes of Listing Rule 7.4:

- (a) The number of Shares issued in the Placement: 11,479,114 Shares;
- (b) The Price at which the Shares were issued: \$1.58 per Share;
- (c) The terms of the Shares: Shares ranking equally in all respects with existing Shares except that the Shares will not be entitled to participate in the CY2018 dividend;
- (d) The names of the persons to whom the Company issued the Shares or the basis on which those persons were determined: Participants in the Placements were investors introduced by and clients to Canaccord Genuity (Australia) Limited and Wilsons Corporate Finance Limited; and
- (e) The use (or intended use) of the funds raised: the funds from the Placement will be used to fund:
  - the acquisition of four newly constructed, purpose-built Nido childcare services in Perth;
  - six expected further acquisitions and two greenfield roll-outs in 2019, as previously outlined as part of the TNK strategy;
  - capital investment program;
  - replacement of the \$3.2m underwritten DRP;
  - working capital, earnouts, and transactions costs.

Further details are set out in the Company's ASX announcement made on 26 March 2019.

## Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

### Item 6 - Approval of additional 10% placement capacity (Resolution 7)

#### 1 General

Listing Rule 7.1A enables eligible entities to issue Shares up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1. An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

By proposing Resolution 7, the Company seeks Shareholder approval by way of a special resolution to have the ability to issue Shares under the 10% Placement Facility. The exact number of Shares to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2. The Company may use funds raised from any 10% Placement Facility for funding of further childcare centre acquisitions to further strengthen the balance sheet and/or general working capital. It may also use the 10% Placement Facility for non-cash consideration purposes such as the acquisition of additional childcare centres.

#### 2 Description of ASX Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Shares under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Shares issued under the 10% Placement Facility must be in the same class as existing quoted Shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

**A** is the number of shares on issue 12 months before the date of the issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rules 7.1 and 7.4;

(D) less the number of fully paid shares cancelled in the 12 months.

Note that A is has the same meaning as in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 60,474,763 Shares and therefore has a capacity to issue:

- (i) subject to the passing of Resolution 6, 9,071,214 Shares and other equity securities under the 15% placement limit in Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under Resolution 6, Shares under Listing Rule 7.1A.

The actual number of Shares that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Shares in accordance with the formula prescribed in Listing Rule 7.1A.2.

(e) Minimum Issue Price

The issue price of Shares issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Shares calculated over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Shares are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Shares are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of this meeting; and
- (ii) if applicable, the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

**(10% Placement Period).**

### 3 ASX Listing Rule 7.1A

The effect of the passing of Resolution 7 will be to allow the Directors to issue Shares under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 7 is a special resolution and therefore requires that at least 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder or proxy, by a corporate representative) are cast in favour of the Resolution.

### 4 Specific Information required by Listing Rule 7.3A

As required by Listing Rule 7.3A, the following information is provided:

- (a) The Shares will be issued at an issue price of not less than 75% of the VWAP Shares over the 15 Trading Days immediately before:
  - (i) the date on which the price at which the Shares are to be issued is agreed; or
  - (ii) if the Shares are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Shares are issued.
- (b) If Resolution 7 is passed by the Shareholders and the Company issues Shares under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of unlisted options, only if the unlisted options are exercised). There is a risk that:
  - (i) the market price for the Company's Shares may be significantly lower on the date of the issue of the Shares than on the date of this meeting; and
  - (ii) the Shares may be issued at a price that is at a discount to the market price for the Shares on the issue date,

which may have an effect on the amount of funds raised by the issue of the Shares.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice of Meeting.

The table also shows:

- (i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer that is required to comply with Chapter 6 of the Corporations Act) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

		Dilution		
Variable "A" in ASX Listing Rule 7.1A.2		\$0.85 50% decrease in Deemed Price	\$1.70 Deemed Price	\$3.40 100% Increase in Deemed Price
Current Variable A 60,474,763 Shares	10% Voting Dilution	6,047,476	6,047,476	6,047,476
	Funds raised	\$5,140,354	\$10,280,709	\$20,561,418
50% increase in current Variable A 90,712,144 Shares	10% Voting Dilution	9,071,214	9,071,214	9,071,214
	Funds raised	\$7,710,532	\$15,421,063	\$30,842,127
100% increase in current Variable A 120,949,526 Shares	10% Voting Dilution	12,094,952	12,094,952	12,094,952
	Funds raised	\$10,280,709	\$20,561,418	\$41,122,836

The table has been prepared on the following assumptions:

- (iii) The Company issues the maximum Shares available under the ASX Listing Rule 7.1A being 10% of the Shares on issue at the date of the Meeting;
  - (iv) No unlisted options or performance rights are exercised into fully paid Shares before the date of the issue of Shares under Listing Rule 7.1A. The Company has nil unlisted options and 75,906 performance rights on issue at the date of this Notice of Meeting;
  - (v) The table does not demonstrate an example of dilution that may be caused to a particular shareholder by reason of placements under Listing Rule 7.1A, based on that Shareholder's holding at the date of the Meeting;
  - (vi) The table only demonstrates the effect of issues of Shares under Listing Rule 7.1A. It does not consider placements made under Listing Rule 7.1, the "15% rule";
  - (vii) The price of Shares is deemed for the purposes of the table above to be \$1.70, being approximately, the closing price of the Company's listed securities on ASX on Tuesday, 26 March 2019 (**Deemed Price**). The Deemed Price is indicative only and does not consider the 25% discount to market that the Shares may be placed; and
  - (viii) The table does not demonstrate the effect of listed or unlisted options being issued under Listing Rule 7.1A, it only considers the issue of the fully paid ordinary securities.
- (c) The Company will only issue and allot the Shares during the 10% Placement Period. The approval under Resolution 7 for the issue of the Equity Securities will cease to be valid if Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Shares for the following purposes:

- (i) non-cash consideration including for childcare centre acquisitions where cash consideration is not provided (although the Company presently has no proposal to do so). In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards funding the purchase price of childcare centre acquisitions, further strengthening the Company's balance sheet, including by retiring debt, and general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Shares will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues (such as a share purchase plan) in which existing security holders can participate;
- (ii) the effect of the issue of the Shares on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new resources assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

- (f) The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its 2018 AGM.

		Information in relation to LR 7.3A.6
(i)	The total number of +equity securities issued in the 12 months preceding the date of the meeting, and the percentage they represent of the total number of +equity securities on issue at the commencement of that 12 month period.	<p>Number of equity securities issued in the 12 months from 29 May 2018: <b>12,020,437</b> comprising:</p> <p><b>Under 7.1</b> (exemption): 541,323 (13,333 issued to settle vested Performance Rights and 527,990 issued under the Company's Dividend Reinvestment Plan)</p> <p><b>Private Placement Under 7.1:</b> 6,632,349 (issued on 29 March 2019)</p> <p><b>Private Placement Under 7.1A:</b> 4,846,765 (issued on 29 March 2019),</p> <p>and represents 24.807% of the total number of equity securities on issue as at 29 May 2018.</p> <p>Number of equity securities on issue as at 29 May 2018: <b>48,454,326</b></p>

(ii)	Details of all issues of +equity securities by the +eligible entity during the 12 months preceding the date of the meeting, including for each such issue:	-
	(A) the number of +equity securities issued;	12,020,437
	(B) the +class of +equity securities issued, and a summary of the terms of that +class;	Fully paid ordinary shares, rank equally in all respects from the date of issue with the existing quoted fully paid ordinary shares of the Company, except that shares issued under the Private Placement on 29 March 2019 but will not be entitled to the CY2018 final dividend.
	(C) the names of the persons to whom the entity issued the +securities or the basis on which those persons were determined;	Private Placement
	(D) the price at which the +equity securities were issued and the discount (if any) that the issue price represented to +closing market price on the date of issue;	<b>Under 7.1</b> (exemption): 541,323 (13,333 issued to settle vested PR @\$1.28 and 527,990 issued under DRP @ \$1.755) <b>Under 7.1:</b> 6,632,349 @ \$1.58 <b>Under 7.1A:</b> 4,846,765 @1.58
	(E) if the issue was for cash: the total cash consideration, the amount of that cash that has been spent, what it was spent on, and what is the intended use for the remaining amount of that cash (if any); and	Under Private Placement: \$18,137,000 (i.e. 11,479,114 shares @ \$1.58 per share). (As per Appendix 3B dated 29 March 2019), the funds from the issue will be used to fund: <ul style="list-style-type: none"> <li>• the acquisition of four newly constructed, purpose-built Nido childcare services in Perth;</li> <li>• six expected further acquisitions and two greenfield roll-outs in 2019, as previously outlined as part of the TNK strategy;</li> <li>• capital investment program;</li> <li>• replacement of the \$3.2m underwritten DRP; and</li> <li>• working capital, earn outs, and transactions costs.</li> </ul>
	(F) if the issue was for non-cash consideration: the non-cash consideration that was paid and the current value of that non-cash consideration.	Non-cash for shares issued to settle vested Performance Rights and Shares issued under the Company's Dividend Reinvestment Plan.

- (g) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

#### **Directors' recommendation**

The Directors unanimously recommend Shareholders vote in favour of Resolution 7.

**Lodge your vote:**



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

TNK

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**Proxy Form**

**XX**

**For your vote to be effective it must be received by 10.30 am (Melbourne time) on Sunday, 26 May 2019**

**How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

**Appointment of Proxy**

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

**Signing Instructions**

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**

**SRN/HIN: I9999999999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Think Childcare Limited hereby appoint

the Chairman of the Meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Think Childcare Limited to be held at the RACV City Club, Bayside Room 4, Level 2, 501 Bourke Street, Melbourne, Victoria, Australia on Tuesday, 28 May 2019 at 10.30 a.m. (Melbourne time) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 4 (except where I/we have indicated a different voting intention below) even though Resolution 4 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 4 by marking the appropriate box in step 2 below. The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Re-election of Director - Mark Kerr	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director - Joe Dicks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director - Evonne Collier	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Resignation of current auditor and appointment of Proposed Auditor as the Company's auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Subsequent approval of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of additional 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

TNK

2 4 8 3 4 8 A

Computershare +

**MATHEW GRAEME EDWARDS**

**18 Fortescue Street Chiswick NSW 2046**

**Tel: 0419 440 791**

9 April 2019

Ms Trinh Bui  
Company Secretary  
Think Childcare Limited  
Suite 3, 1 Park Avenue  
Drummoyne NSW 2047

Dear Trinh

**Notice of nomination of auditor**

I am a shareholder of Think Childcare Limited ACN 600 793 388 (**Company**), holding 7,538,405 ordinary fully paid shares in the Company.

I hereby give the Company notice under section 328B (1) of the *Corporations Act 2001 (Cth)* of my nomination of KPMG of Level 38 Tower Three, 300 Barangaroo Avenue, Sydney, NSW, 2000 for appointment as auditor of the Company at the 2019 Annual General Meeting of the Company.

Yours sincerely



**Mathew Edwards**