

**Form 604
Corporations Act 2001
Section 671B**

Notice of Change of Interests of Substantial Holder

To: **THINK CHILDCARE LIMITED**

ACN/ARSN:

1. Details of substantial holder (1)

Name: FIL Limited and the entities listed in Annexure A ("FIL")
ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on	29 March 2019
The previous notice was given to the company on	13 December 2017
The previous notice was dated	13 December 2017

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of Securities (4)	Previous Notice Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
COMMON STOCK	3,861,933	9.04%	6,100,335	10.09%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
			AUD	COMMON STOCK	COMMON STOCK
12-Dec-2017	FIL	BUY	1.9200	13,349	13,349
06-Feb-2018	FIL	BUY	1.9916	25,174	25,174
09-Feb-2018	FIL	BUY	2.0000	2,560	2,560
12-Feb-2018	FIL	BUY	2.0000	39,766	39,766
13-Feb-2018	FIL	BUY	2.0000	23,886	23,886
15-Mar-2018	FIL	Institutional Placement	1.9900	131,664	131,664
15-Mar-2018	FIL	Institutional Placement	1.9900	307,785	307,785
15-Mar-2018	FIL	Institutional Placement	1.9900	12,551	12,551
27-Mar-2018	FIL	BUY	1.8948	51,691	51,691
04-Apr-2018	FIL	BUY	1.9430	17,783	17,783

04-May-2018	FIL	BUY	1.8600	81,702	81,702
04-May-2018	FIL	BUY	1.8600	195,868	195,868
18-May-2018	FIL	BUY	1.6966	39,095	39,095
28-May-2018	FIL	BUY	1.6876	6,951	6,951
29-May-2018	FIL	BUY	1.6948	33,674	33,674
28-Mar-2019	FIL	Dividend Reinvestment	1.7550	50,697	50,697
28-Mar-2019	FIL	Dividend Reinvestment	1.7550	118,693	118,693
28-Mar-2019	FIL	Dividend Reinvestment	1.7551	10,069	10,069
29-Mar-2019	FIL	Institutional Placement	1.5800	303,811	303,811
29-Mar-2019	FIL	Institutional Placement	1.5800	711,288	711,288
29-Mar-2019	FIL	Institutional Placement	1.5800	60,345	60,345
			Total Buys	531,499	531,499
			Total Institutional Placement	1,527,444	1,527,444
			Total Dividend Reinvestment	179,459	179,459
			Total Movement	2,238,402	2,238,402

4. Present Relevant Interest

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Refer to Annexure A

5. Changes in Association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

6. Addresses

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

Refer to Annexure A



Sign Here _____

Dated: 02 April 2019

Jen Li

Head of Regulatory Reporting, Asia Pacific

Duly authorized under Powers of Attorney by and on behalf of FIL Limited

Annexure A

Investment Manager	Address	Custodian	Nature of Relevant Interest	Sum of Numerator Shares
FIL INVESTMENT MANAGEMENT (SINGAPORE) LIMITED	8 Marina View, #35-06, Asia Square Tower 1, 018960, Singapore	BROWN BROS HARRIMN LTD LUX (C)	Investment Discretion / Voting Power	4,034,702
		JP MORGAN, BOURNEMOUTH (C)		1,723,333
FIL PENSIONS MANAGEMENT	Oakhill House, 130 Tonbridge Road, Hildenborough, Kent, England TN119DZ	STATE STR BK AND TR CO LNDN (C)		342,300
Grand Total				6,100,335