



17 May 2021

ASX Limited  
Market Announcement

Think Childcare Group (ASX Code: TNK)  
Appendix 3Y - Change of Director's Interest Notice  
Form 604 - Notice of change of interests of substantial holder

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*Attached* for release to the market are the following:

- (a) an Appendix 3Y - *Change of Director's Interest Notice* on behalf of Mr M. Edwards, to record the formal issue to the Executive Director on the 13 May 2021 of the Performance Rights as granted by the security holders at the Group's 2021 Annual General Meeting.
- (b) A form 604 - *Notice of change of interests of substantial holder* which covers the overall change in the Substantial Security Holding relevant interest in the Securities of the Company, in percentage terms to date and takes into account the 278,271 Performance Rights issued to Mr Edwards and the 462,765 fully paid ordinary stapled securities issued on 13 May 2021.

Notice has been provided with respect to the Performance Rights issued to Mr Edwards on 13 May 2021. Mr Edwards overall relevant interest in percentage terms has decreased by 0.157% per cent due to the dilutive impact of the 462,765 fully paid ordinary stapled securities issued by the Group on 13 May 2021.

END

For further information, please contact:

Trinh Bui  
Joint Company Secretary  
T +61 2 9712-7444  
E [ir@thinkchildcare.com.au](mailto:ir@thinkchildcare.com.au)

*This announcement has been authorised for release by Mathew Edwards, Managing Director and Chief Executive Officer of Think Childcare Limited.*

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

|                       |  |
|-----------------------|--|
| <b>Name of entity</b> | <b>Think Childcare Group<sup>1</sup></b> |
| <b>ABN</b>            | <b>81 600 793 388</b>                    |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |                            |
|----------------------------|----------------------------|
| <b>Name of Director</b>    | EDWARDS, Mathew Graeme     |
| <b>Date of last notice</b> | 31 July 2020 (Appendix 3Y) |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |                    |
|--|--------------------|
| <b>Direct or indirect interest</b>   | Refer Annexure "A" |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>                        | Refer Annexure "A" |
| <b>Date of change</b>  | Refer Annexure "A" |
| <b>No. of securities held prior to change</b>  | Refer Annexure "A" |
| <b>Class</b>   | Refer Annexure "A" |
| <b>Number acquired</b>   | Refer Annexure "A" |
| <b>Number disposed</b>   | Refer Annexure "A" |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>   | Refer Annexure "A" |
| <b>No. of securities held after change</b>   | Refer Annexure "A" |
| <b>Nature of change</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | Refer Annexure "A" |

<sup>1</sup> A stapled entity comprising Think Childcare Limited ACN 600 793 388 and Think Childcare Development Limited ACN 635 128 166

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|   |                |
|---|----------------|
| <b>Detail of contract</b>   | Not applicable |
| <b>Nature of interest</b>   |                |
| <b>Name of registered holder (if issued securities)</b>   |                |
| <b>Date of change</b>   |                |
| <b>No. and class of securities to which interest related prior to change</b><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> |                |
| <b>Interest acquired</b>  |                |
| <b>Interest disposed</b>  |                |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>   |                |
| <b>Interest after change</b>  |                |

## Part 3 – <sup>+</sup>Closed period

|   |    |
|---|----|
| <b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b> | No |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>  |    |
| <b>If prior written clearance was provided, on what date was this provided?</b>   |    |

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**Appendix 3Y**  
**Change of Director's Interest Notice**

**ANNEXURE "A"**

**17 May 2021**

**Schedule of Director's Interest**  
**DIRECTOR: EDWARDS, Mathew Graeme**

|  |  | <b>PRESENT<br/>APPENDIX 3Y<br/>17 05 21<br/>ASX Code: TNK</b> | <b>PREVIOUS<br/>APPENDIX 3Y<br/>31 07 20<br/>ASX Code: TNK</b> | <b>CHANGES</b>   |
|--|--|---|--|------------------|
| <b>Director's interest in stapled securities of the Think Childcare Group held in the name of:</b> |  |   |  |                  |
| <b>(A) Fully Paid Stapled Securities</b>   |  |   |  |                  |
| 1  | <b>DIRECT</b> – Mathew Graeme Edwards                                      | <b>6,797,482</b>  | 6,797,482  | <b>nil</b>       |
| 2  | <b>INDIRECT</b> - Isamax Pty Ltd <as trustee for the Edwards Family Trust> | <b>6,661,427</b>  | 6,661,427  | <b>nil</b>       |
| 3  | <b>INDIRECT</b> – Seuss Tpywg Pty Ltd <as trustee for EDSUPER>             | <b>175,543</b>  | 175,543  | <b>nil</b>       |
| <b>4</b>   | <b>TOTAL DIRECTOR'S INTEREST</b>   | <b>13,634,452</b>   | 13,634,452   | <b>nil</b>       |
| 5  | Think Childcare Group – Number of Securities on Issue                      | <b>61,557,633</b>   | 61,058,636   | <b>498,997</b>   |
| <b>6</b>   | <b>TOTAL DIRECTORS INTEREST IN SECURITIES AS PERCENTAGE</b>                | <b>22.1491%</b>   | 22.3061%   | <b>(0.1570)%</b> |

**(B) Non-Quoted Performance Rights**

|          |  |                |       |                |
|----------|--|----------------|-------|----------------|
| 1        | <b>DIRECT</b> – Mathew Graeme Edwards                                      | <b>nil</b>     | nil   | <b>nil</b>     |
| 2        | <b>INDIRECT</b> - Isamax Pty Ltd <as trustee for the Edwards Family Trust> | <b>278,271</b> | nil   | <b>278,271</b> |
| <b>3</b> | <b>TOTAL DIRECTOR'S INTEREST</b>   | <b>278,271</b> | nil   | <b>278,271</b> |
| 4        | Think Childcare Group – Number of Rights on Issue                          | <b>478,638</b> | nil   | <b>478,638</b> |
| <b>5</b> | <b>TOTAL DIRECTORS INTEREST IN RIGHTS AS A PERCENTAGE</b>                  | <b>58.14%</b>  | 0.00% | <b>58.14%</b>  |

**COMMENT:**

Mr Edwards has an interest in the above Think Childcare Group stapled securities for the following reasons:

**1 DIRECT**

Mr Edwards is the legal and beneficial holder of the 6,797,482 stapled securities registered in his name in the Register of Members of the Think Childcare Group; and

**2 INDIRECT**

Mr Edwards as director and sole shareholder of Isamax Pty Ltd <ATF the Edwards Family Trust> has a relevant interest in the 6,661,427 stapled securities registered in its name in the register of members of the Think Childcare Group, together with a relevant interest in 278,271 Performance Rights as granted by security holders at the Group's 2021 Annual General Meeting.

**3 INDIRECT**

Mr Edwards as director and shareholder of Seuss Tpywg Pty Ltd <ATF EDSUPER> and a member of the fund, has a relevant interest in the 175,543 stapled securities registered in its name in the register of members of the Think Childcare Group.

**Movements in Entitlements – (A) QUOTED Stapled Securities**

**(A.1) DIRECT**

No Change

Balance, per Appendix 3Y, 31 July 2020 6,797,482

Balance, per Appendix 3Y, 17 May 2021 **6,797,482**

**(A.2) INDIRECT – Isamax Pty Ltd**

No Change

Balance, per Appendix 3Y, 31 July 2020 6,661,427

Balance, per Appendix 3Y, 17 May 2021 **6,661,427**

**(A.3) INDIRECT – Seuss Tpywg Pty Ltd**

No Change

Balance, per Appendix 3Y, 31 July 2020 175,543

Balance, per Appendix 3Y, 17 May 2021 **175,543**

**Movements in Entitlements - (B) Non-Quoted Performance Rights**

Change

INDIRECT - Isamax Pty Ltd

Balance, per Appendix 3Y, 31 July 2020 Nil

Add

On 13 May 2021, 278,271 Performance Rights granted per security holders' resolution at the 2021 Annual General Meeting held 13 May 2021 per the terms and conditions set out in the Notice of Meeting and Explanatory Statement dated 24 March 2021. 278,271

Balance, per Appendix 3Y, 17 May 2021 **278,271**

## Movements in Entitlements – (A) Quote Stapled Securities –

### (A.1) DIRECT

#### No Change

Balance, per Form 604, 02 July 2020 6,797,482

Balance, per Form 604, 17 May 2021 6,797,482

### (A.2) INDIRECT – Isamax Pty Ltd

#### Change

Balance, per Form 604, 2 July 2020 6,646,806

#### PLUS

On 31 July 2020, 14,621 Securities transferred to Isamax Pty Ltd to settle vested Performance Rights 14,621

Balance, per Form 604, 17 May 2021 6,661,427

### (A.3) INDIRECT - Seuss Tpywg Pty Ltd

#### Nil Change

Balance, per Form 604, 02 July 2020 175,543

Balance, per Form 604, 17 May 2021 175,543

## Movements in Entitlements - (B) Non-Quoted Performance Rights

### INDIRECT - Isamax Pty Ltd

#### Change

Balance, per Form 604, 02 July 2020 14,621

#### Less:

On 31 July 2020, 14,621 Performance Rights vested and Securities transferred to Isamax Pty Ltd (14,621)

#### Add:

On 13 May 2021, 278,271 Performance Rights granted per security holders' resolution at the Group's 2021 Annual General Meeting held 13 May 2021 per the terms and conditions set out in the Notice of Meeting and Explanatory Statement dated 24 March 2021 278,271

Balance, per Form 604, 17 May 2021 278,271

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme **Think Childcare Group (a stapled entity comprising Think Childcare Limited ACN 600 793 388 ('TNK') and Think Childcare Development Limited ACN 635 178 166 ('TND'))**

ACN/ARSN **as above**

**1. Details of substantial holder (1)**

Name **Mathew Edwards, Isamex Pty Ltd ACN 156 123 241 <ATF Edwards Family Trust> and Seuss Tpywg Pty Ltd ACN 608 961 637 <ATF EDSUPER>**

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on **13/05/2021**

The previous notice was given to the company on **02/07/2020**

The previous notice was dated **02/07/2020**

**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   |                  | Present notice    |                  |
|--|-------------------|------------------|-------------------|------------------|
|  | Person's votes    | Voting power (5) | Person's votes    | Voting power (5) |
| <b>Stapled securities (each comprising 1 ordinary share in TNK stapled to 1 ordinary share in TND)</b> | <b>13,619,831</b> | <b>22.3061%</b>  | <b>13,634,452</b> | <b>22.1491%</b>  |
|  |                   |                  |                   |                  |

**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 |
|-----------------|--|----------------------|---|---|-------------------------|
| <b>REFER TO</b> | <b>ANNEXURE 'A'</b>                    |                      |   |   |                         |
|                 |  |                      |   |   |                         |
|                 |  |                      |   |   |                         |

**4. Present relevant interests**

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

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
| <b>REFER TO</b>             | <b>ANNEXURE 'A'</b>             |  |                                 |                                |                |
|                             |                                 |  |                                 |                                |                |

|  |  |  |  |  |  |
|--|--|--|--|--|--|
|  |  |  |  |  |  |
|--|--|--|--|--|--|

## 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 |
|-----------------------------------|-----------------------|
|                                   | REFER TO 'ANNEXURE A' |
|                                   |                       |

## 6. Addresses

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

| Name | Address               |
|------|-----------------------|
|      | REFER TO 'ANNEXURE A' |
|      |                       |

## Signature

|            |   |          |   |
|------------|---|----------|---|
| print name | <b>MATHEW GRAEME EDWARDS</b>  | capacity | <b>SELF &amp; as Sole Director of ISAMAX Pty Ltd and a Director of Sues Tpywg Pty Ltd</b> |
| sign here  |  | date     | <b>17/05/2021</b>   |

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".

- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

## ANNEXURE "A"

17 May 2021

**Schedule of Substantial Securityholder's Interest**  
**DIRECTOR: EDWARDS, Mathew Graeme**

|  |   | PREVIOUS<br>TNK Securities<br>Form 604<br>02 07 20<br>ASX Code: TNK | PRESENT<br>TNK Securities<br>Form 604<br>17 05 21<br>ASX Code: TNK | CHANGES          |
|--|---|---|--|------------------|
| <b>Director's interest in stapled securities of the Think Childcare Group held in the name of:</b> |   |   |  |                  |
| <b>(A) Fully Paid Stapled Securities</b>   |   |   |  |                  |
| 1  | <b>DIRECT</b> - M Edwards, 18 Fortescue Street Chiswick NSW 2046  | 6,797,482   | <b>6,797,482</b>   | <b>Nil</b>       |
| 2  | <b>INDIRECT</b> - Isamax Pty Ltd <as trustee for the Edwards Family Trust>, 18 Fortescue Street Chiswick NSW 2046 | 6,646,806   | <b>6,661,427</b>   | <b>14,621</b>    |
| 3  | <b>INDIRECT</b> - Seuss Tpywg Pty Ltd <as trustee for EDSUPER> 18 Fortescue Street Chiswick NSW 2046              | 175,543   | <b>175,543</b>   | <b>Nil</b>       |
| <b>4</b>   | <b>TOTAL DIRECTOR'S INTEREST</b>  | 13,619,831  | <b>13,634,452</b>  | <b>14,621</b>    |
| 5  | Think Childcare Group – Number of Securities on Issue   | 61,058,636  | <b>61,557,633</b>  | <b>498,997</b>   |
| <b>6</b>   | <b>TOTAL DIRECTORS INTEREST IN SHARES AS PERCENTAGE</b>   | 22.3061%  | <b>22.1491%</b>  | <b>(0.1570%)</b> |

**(B) Non-Quoted Performance Rights**

|          |  |        |                |                |
|----------|--|--------|----------------|----------------|
| 1        | <b>DIRECT</b> – Mathew Graeme Edwards                                      | nil    | <b>nil</b>     | <b>nil</b>     |
| 2        | <b>INDIRECT</b> - Isamax Pty Ltd <as trustee for the Edwards Family Trust> | 14,621 | <b>278,271</b> | <b>263,650</b> |
| <b>3</b> | <b>TOTAL DIRECTOR'S INTEREST</b>   | 14,621 | <b>278,271</b> | <b>263,650</b> |
| 4        | Think Childcare Group – Number of Rights on Issue                          | 46,367 | <b>478,638</b> | <b>432,271</b> |
| <b>5</b> | <b>TOTAL DIRECTORS INTEREST IN RIGHTS AS A PERCENTAGE</b>                  | 31.53% | <b>58.14%</b>  | <b>26.61%</b>  |

**COMMENT:**

Mr Edwards has an interest in the above Think Childcare Group stapled securities for the following reasons:

**1 DIRECT**

Mr Edwards is the legal and beneficial holder of the 6,797,482 stapled securities registered in his name in the Register of Members of the Think Childcare Group; and

**2 INDIRECT**

Mr Edwards as director and sole shareholder of Isamax Pty Ltd <ATF the Edwards Family Trust> has a relevant interest in the 6,661,427 stapled securities registered in its name in the register of members of the Think Childcare Group, together with a relevant interest in 278,271 Performance Rights as granted by security holders at the Group's 2021 Annual General Meeting.

**3 INDIRECT**

Mr Edwards as director and shareholder of Seuss Tpywg Pty Ltd <ATF EDSUPER> and a member of the fund, has a relevant interest in the 175,543 stapled securities registered in its name in the register of members of the Think Childcare Group.