



9 April 2020

ASX Limited  
Market Announcement

Think Childcare Group (ASX Code: TNK)  
2020 Annual General Meeting  
Confirmation of Dispatch of Documentation

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*Attached* for release to the market is the documentation for the 2020 Annual General Meeting (AGM) of Think Childcare Group (ASX: TNK) (TNK). A copy of TNK's printed Annual Report for the financial year ended 31 December 2019 was released to the market on 26 February 2020.

The 2020 AGM is scheduled to be held on Thursday, 14 May 2020 commencing at 10.30 a.m. at the offices of MinterEllison:

Level 23  
525 Collins Street  
Melbourne VIC 3000

The AGM documentation, inclusive of the Notice of Meeting; Explanatory Statement and Proxy Form, 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 these documents will also be broadcast via the Share Registrar later today and all of the documentation can be viewed via the Company's website and following the link to the ASX announcements at:

<http://thinkchildcare.com.au/investors>

In planning for the AGM, TNK has prioritised the health and wellbeing of its security holders, clients and employees. In the event that it is necessary or appropriate for TNK to make alternative arrangements for the AGM, information will be lodged with the ASX at [asx.com.au](http://asx.com.au) (stock code: TNK), and TNK's website at <http://thinkchildcare.com.au/investors>.

Given current uncertainty and to minimise health risks created by the rapidly evolving coronavirus (COVID 19) pandemic, **TNK strongly encourages security holders to consider lodging a directed proxy rather than attending the meeting in person.**



Security holders are encouraged to continue to participate in the AGM and engage with the Board by:

- lodging a directed proxy in advance of the meeting by following the instructions below.
- lodging questions in advance of the meeting for either the Board members or the Group's Auditor by emailing questions to [trinhb@thinkchildcare.com.au](mailto:trinhb@thinkchildcare.com.au) by 5.00pm (Melbourne time) on Thursday, 7 May 2020.

*How to lodge your proxy vote:*

- **Online lodge a proxy online**

Go to: [www.investorvote.com.au](http://www.investorvote.com.au) and enter the 6 digit control number (183731) and your TNK holder number;

- **By post** at the Share Registry with Computershare Investor Services Pty Ltd

GPO Box 242, Melbourne, Vic, 3001, Australia; or

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

To be valid, your Proxy Form or electronic voting instructions must be received by 10:30am (Melbourne time) on Tuesday, 12 May 2020.

Security holders who are considering attending the AGM physically, should take note of government warnings and advice (including the size of gatherings/social distancing) and monitor TNK's website for any updates about the AGM, including with respect to the location. The Australian government is implementing a range of measures to contain or delay the spread of COVID-19, which may be wide ranging and include prohibiting large gatherings.

Please note that, given the concerns noted above, food and refreshments will not be served at the AGM. Other restrictions and precautionary measures may also be imposed on attendance, including limiting or refusing entry to visitors.

If it becomes necessary or appropriate to make alternative arrangements for the meeting, we will provide further information on TNK's website [www.thinkchildcare.com.au](http://www.thinkchildcare.com.au).

*END*

**For further information:**

**Trinh Bui**

Company Secretary

T +61 2 9724 7444

E [trinhb@thinkchildcare.com.au](mailto:trinhb@thinkchildcare.com.au)

This announcement was authorised for release by Mathew Edwards, Managing Director and CEO, Think Childcare Limited and Director, Think Childcare Development Limited.



A stapled entity comprising  
Think Childcare Limited ABN 81 600 793 388 and  
Think Childcare Development Limited ABN 55 635 178 166

## **Notice of 2020 Annual General Meeting of security holders**

**and**

### **Explanatory Statement**

**The Annual General Meeting (being a combined meeting of each Group Entity) is to be held on Thursday, 14 May 2020 at 10.30 a.m. (Melbourne time) at the Boardroom of MinterEllison, Level 23, Rialto Towers, 525 Collins Street, Melbourne, Victoria, 3000 Australia**

#### **Important Notice**

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

**OR**

**by visiting the Group'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 Security Holders;
- (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 security holders 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 Security Holder or any other person. This document should not be relied on as the sole basis for any investment decision in relation to Stapled Securities. Security holders should consider obtaining independent advice before making any decision in relation to the Resolutions. The Group is not licensed to provide financial product advice in relation to its Stapled Securities or any other financial products.

### Forward looking statements

Certain statements in this document may 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 Group 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 the Group Security Holders, notice of which is given in the Notice, being a combined meeting of each entity in the Group.

**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 each Group Entity was the designated body.

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

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

**Boards** means the board of Directors of Think Childcare and Think Childcare Development.

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

**Constitution** means the constitution of a Group Entity.

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

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

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

**Director** means a director of a Group Entity.

**ESOP** means the Think Childcare Group 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 stapled entity comprising of Think Childcare and Think Childcare Development and their respective controlled entities.

**Group Entity** means Think Childcare or Think Childcare Development.

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

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

**Ordinary Stapled Security** or **Stapled Security** means a fully paid ordinary stapled security in the Group.

**Ordinary Security Holder** or **Security Holder** means a holder of at least one Ordinary Stapled Security.

**Register of Members** means the register of Security Holders.

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

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

**Think Childcare Development** means Think Childcare Development Limited ACN 635 178 166.

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

**VWAP** means the volume weighted average market price as defined in the Listing Rules of Stapled Securities.

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



Think Childcare Limited ABN 81 600 793 388  
Think Childcare Development Limited ABN 55 635 178 166

## Notice of Annual General Meeting

Notice is given that the 2020 Annual General Meeting (**AGM**) of Think Childcare Group (**Group**) (being a combined meeting of each Group Entity) will be held on:

Date : Thursday, 14 May 2020

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

Venue : Boardroom of MinterEllison  
Level 23, Rialto Towers, 525 Collins 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 2019 which are contained in the 2019 Annual Report.

#### 2 Election of Director

**Resolution 1** - To consider and, if thought fit, pass the following resolution as a resolution of Think Childcare:

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

*“That Mr J Dicks, a Director retiring in accordance with the Constitution of Think Childcare and the Listing Rules, being eligible and having offered himself for re-appointment, be re-appointed as a Director of Think Childcare”.*

**Resolution 2** - To consider and, if thought fit, pass the following resolution as a resolution of Think Childcare Development:

##### **Election of Joe Dicks as a Director of Think Childcare Development**

*“That Mr J Dicks, a Director retiring in accordance with the Constitution of Think Childcare Development and the Listing Rules, being eligible and having offered himself for re-appointment, be re-appointed as a Director of Think Childcare Development”.*

**Resolution 3** - To consider and, if thought fit, pass the following resolution as a resolution of Think Childcare Development:

**Election of Michael Doble as a Director of Think Childcare Development**

*"That Mr M Doble, who was appointed as a Director by the Board on 14 October 2019 retires as a Director in accordance with the Constitution and the Listing Rules and, being eligible offers himself for appointment, be appointed as a Director of the Company".*

**3 Adoption of the Remuneration Report**

**Resolution 4** - To consider and, if thought fit, pass the following resolution as a resolution of each Group Entity:

*"That the Remuneration Report for the financial period ended 31 December 2019 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 Group. Voting restrictions apply to this Resolution.*

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

**SPECIAL BUSINESS**

**4 Renewal of ESOP**

**Resolution 5** – To consider and, if thought fit, pass with or without modification the following resolution as a resolution of each Group Entity:

*"That for the purposes of Exception 13 in Listing Rule 7.2 and for all other purposes, Shareholders approve the issue of securities (comprising Options, Performance Rights and Share Appreciation Rights) under the Think Childcare Group Employee Share Option Plan as an exception to Listing Rule 7.1."*

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

**5 Approval of additional 10% placement capacity**

**Resolution 6** – To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution of each Group Entity:

*"That for the purposes of Listing Rule 7.1A and for all other purposes, Security Holders approve that the Group have the additional capacity to issue Stapled Securities up to the maximum calculated in accordance with Listing Rule 7.1A."*

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

**OTHER BUSINESS**

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

Dated: 27 March 2020

**BY ORDER OF THE BOARD**

Mathew Edwards

Managing Director and CEO, Think Childcare Limited

Non-Executive Director, Think Childcare Development Limited

## 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 Group. 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 Group'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** lodge a proxy online via  
[www.investorvote.com.au](http://www.investorvote.com.au) using the control number noted on the front of your proxy form which accompanies this Explanatory Booklet along with your SRN/HIN number (as applicable) and your postcode and by following the instructions on that website or if you are a custodian (for intermediary online subscribers only), via [www.intermediaryonline.com](http://www.intermediaryonline.com), and following the instructions on that website.

**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 Tuesday, 12 May 2020.

### 2 Corporate Security Holders, Proxies and Attorneys

A body corporate which is a Security Holder, 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 Security Holders 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 security holder's or proxy's representative; or
- (b) a copy of the resolution of the corporate Security Holder or proxy appointing the representative, certified by a secretary or director of the Security Holder 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 Group.

A Security Holder 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 Tuesday, 12 May 2020.



### 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 Think Childcare and Think Childcare Development, 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 security holding of each Security Holder for the purpose of ascertaining voting entitlements for the AGM will be as it appears on the Register of Security Holders at 7.00 p.m. (Melbourne time) on Tuesday, 12 May 2020.

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 Security Holder or also a proxy for another Security Holder, 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 Group's Share Registrar will conduct the poll and the Group's external Auditor, KPMG, will act as scrutineer.

### 5 Voting Exclusion and Restriction Statements

#### Resolution 1: Election of Joe Dicks as a Director of Think Childcare

There are no voting exclusions in relation to Resolution 1.

#### Resolution 2: Election of Joe Dicks as a Director of Think Childcare Development

There are no voting exclusions in relation to Resolution 2.

#### Resolution 3: Election of Michael Doble as a Director of Think Childcare Development

There are no voting exclusions in relation to Resolution 3.

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

The Group 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 Group, details of whose remuneration are included in the remuneration report for the year ended 31 December 2019 (**KMP**); or
- (b) a closely related party of the KMP,

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

However, the Group 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 Group (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 Group, 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 Group; or

a company the member controls.

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

#### **Resolution 5: - Renewal of ESOP**

The Group will disregard any vote cast in favour of Resolution 5 by or on behalf of:

- (a) a person who is eligible to participate in the ESOP; or
- (b) an Associate of such a person.

However, this does not apply to a vote cast in favour of the Resolution by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- (e) a holder acting solely as a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition a person appointed as proxy must not vote, on the basis of that appointment, on Resolution 5 if:

- (a) the person is either:
  - (i) a member of the key management personnel for the Company; or
  - (ii) key management personnel for the Company; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, this proxy voting restriction does not apply if:

- (a) the person is the chair of the AGM; and
- (b) the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

**Resolution 6:** Approval of additional 10% placement capacity

The Group 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 Stapled Securities); or
- (b) an Associate of any person referred to in (a).

However, this does not apply to a vote cast in favour of the Resolution by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- (e) a holder acting solely as a nominee trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on, the resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 6 Undirected Proxies

The chairman of Think Childcare (or if he is unable to attend a Director nominated by the Boards) 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 Group recommends that Security Holders 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 Group. 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 Security Holders and proxyholders to ask questions about or make comments on the management of the Group at the meeting.

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

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

Security Holders may also submit a written question to the Auditor via the Group, no later than 5 business days before the meeting, if the question is relevant to the content of the Audit Report or the conduct of its audit of the Group's Financial Report for the financial period ended 31 December 2019.

Relevant written questions for the Auditor must be received no later than 5.00 p.m. (Melbourne time) on Thursday, 7 May 2020. A list of those relevant written questions will be made available to Security Holders attending the meeting. The 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 Security Holders as soon as practicable after the meeting.

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

Think Childcare Group  
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 Thursday, 7 May 2020.



Think Childcare Limited ABN 81 600 793 388  
Think Childcare Development Limited ABN 55 635 178 166

## Explanatory Statement

*This Explanatory Statement accompanies and forms part of the  
Notice of Annual General Meeting dated 27 March 2020*

### 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 Security Holders to vote on, approve or adopt these Reports. Security Holders will be given an opportunity to ask questions with respect to these reports.

Security Holders have been provided with all relevant information concerning the Group's financial statements in the Annual Report of the Group for the year ended 31 December 2019. A copy of the 2019 Annual Report has been forwarded or made available to each Security Holder. A copy of the financial statements and the associated reports will also be tabled at the meeting.

Security Holders should note that the sole purpose of tabling the financial statements of the Group at the Annual General Meeting is to provide the Security Holders 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 Group's financial statements will be put to the Security Holders at the meeting.

Security Holders will be allowed a reasonable opportunity to ask questions about, or make comments on, the management of the Group.

It is proposed that the Group's Auditor will be present at the meeting. Security Holders 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 Group in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

## Item 2 - Election of Directors

Details of the Director seeking election and all other Directors are contained in the 2019 Annual Report.

### **Election of Joe Dicks as a Director of Think Childcare (Resolution 1)**

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

##### **Mr Dicks**

**Non-Executive Director - Appointed 4 May 2018 by the Board of Think Childcare and elected 28 May 2019**

Joe is a Chartered Accountant and holds a Bachelor of Commerce, 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. Joe has 19 years' multi-national experience as a Non-Executive Director in a broad range of industries. Joe 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.

Joe currently Chairs Campus Living Funds Management Limited board and is a Director of Melbourne Polytechnic. Joe is also a Director of the PPB Advisory legacy group of companies and is overseeing the wind down of this group. Prior to these appointments, Joe 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 of Think Childcare (with Mr Dicks abstaining) unanimously recommend that Security Holders vote in favour of the re-election of Mr Dicks.

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

##### **Mr Dicks**

**Non-Executive Director – Appointed on the incorporation of Think Childcare Development, 29 July 2019**

***Further Information about Mr Dicks*** is set out above.

#### **Directors' Recommendations**

The Directors of Think Childcare Development (with Mr Dicks abstaining) unanimously recommend that Security Holders vote in favour of the re-election of Mr Dicks.

### **Election of Michael Doble as a Director of Think Childcare Development (Resolution 3)**

Clause 75.2 of the Constitution provides that unless the Director is the Managing Director and the ASX Listing Rules do not require that Director to be subject to retirement as set out in this clause, a Director appointed under clause 75.1 (being a Director appointed by the Board) will hold office until the end of the next annual general meeting of the Company, at which the Director may be re-elected.

Mr Doble was appointed during the year as a Director pursuant to clause 75.1 of the Constitution. Accordingly, Mr Doble retires as a Director of the Company in accordance with clause 75.2 of the Constitution and, being eligible, offers himself for election as a Director of the Company.

## **Information about Mr Doble**

### **Mr Doble**

#### **Non-Executive Director - Appointed 14 October 2019 by the Board of Think Childcare Development**

Michael has a Bachelor of Business (Property) and an Associate Diploma in Valuations from RMIT University, and a Graduate Diploma in Applied Finance and Investment from the Financial Services Institute of Australasia. He is a Fellow of the Australian Property Institute, a Senior Fellow of the Financial Services Institute of Australia and a Member of the Australian Institute of Company Directors.

Michael has enjoyed a long and distinguished career in the Australian property market. With over 32 years' experience, he started as a valuer with Knight Frank, moved into funds management with ANZ Funds Management and for the last 16 years has been at APN Fund Management Ltd (**APN**). Michael has been the Chief Executive Officer (Real Estate Securities) and more recently transitioned to Chief Investment Officer (Real Estate Securities) at APN.

In the last 25 years in funds management, Michael has successfully invested in a range of listed (including stapled structures) and unlisted property entities in Australia across core asset classes and newer sectors in the listed property environment such as healthcare and child care. His experience dealing with large and small listed property entities has helped him develop a strong focus on strategy, governance, compliance and risk management.

### **Directors' Recommendations**

The Directors of Think Childcare Development (with Mr Doble abstaining) unanimously recommend that Security Holders vote in favour of the election of Mr Doble.

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

The Group 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 Boards' 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 Boards and the Group's performance. The Remuneration Report of the Group for the financial period ended 31 December 2019 is set out in pages 36 – 53 of the Directors' Report as incorporated in to the Group's 2019 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 Group's Remuneration Report for the following financial year will be required to include an explanation of the Boards' proposed action in response or, if no action is proposed, the Boards' 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 Group will be required to put to Security Holders a resolution proposing that a general meeting be called to consider the election of Directors of the Group (**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 each group entity 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 Security Holders 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 Group's 2019 Annual Report at pages 36 – 53.

The report:

- explains the Boards' policies in relation to the nature and level of remuneration paid to Directors and key management personnel within Think Childcare Group;
- discusses the link between the Boards' policies and the Group's performance;
- sets out remuneration details for each Director and for each of the Group'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 2019 Annual General Meeting the number of votes cast against the adoption of the Remuneration Report for the year ended 31 December 2018 was less than 25 per cent of the total number of Stapled Securities 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**

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

#### **SPECIAL BUSINESS**

##### **Item 4 - Renewal of ESOP (Resolution 5)**

Under Exception 13 in Listing Rule 7.2, an issue of equity securities under the ESOP is excepted from the 15% placement limit in Listing Rule 7.1 and, if Resolution 6 is passed, the 10% Placement Facility under Listing rule 7.1A if:

- (a) Security Holders have approved the issue of Shares under the ESOP as an exception to Listing Rule 7.1; and
- (b) the notice of meeting includes:
  - (i) a summary of the terms of the ESOP;
  - (ii) the number of securities issued under the ESOP since the date of the last approval;
  - (iii) the maximum number of Stapled Securities proposed to be issued under the ESOP following the approval; and
  - (iv) a voting exclusion statement.



Since the date of last approval in May 2018 (the notice of meeting in respect of which contained a summary of the terms of the ESOP) 47,619 performance rights have been granted; 83,037 have lapsed, 108,420 have been cancelled, 90,491 have vested and 46,367 are unvested and remain outstanding. The Boards have adopted the ESOP. The purpose of the ESOP is to:

- (a) assist in the reward, retention and motivation of Eligible Employees;
- (b) link the reward of Eligible Employees to Security Holder value creation; and
- (c) align the interests of Eligible Employees with Security Holders by providing an opportunity to Eligible Employees to receive Awards.

A summary of the terms of the ESOP is set out below.

Under the ESOP the Board may invite Eligible Employees by offering Awards.

An Eligible Employee is a director or employee of any member of the Group or any other person the Board determines may participate in the ESOP.

An Award may comprise:

- (a) an Option – a right to acquire a Stapled Security by way of issue or transfer subject to vesting and payment of an exercise price;
- (b) a Performance Right – a right to acquire a Stapled Security by way of issue or transfer, or the value in cash of a Stapled Security subject to vesting; or
- (c) a Security Appreciation Right – a right to receive subject to vesting a cash payment equal to the growth in market value of the Stapled Security, which right may be satisfied by delivery of Stapled Securities or a cash payment.

The Boards may offer and grant Awards in its absolute discretion including setting performance hurdles, vesting conditions, exercise conditions and other conditions such as whether and the amount of any exercise price, the expiry date, and in certain cases whether the Award is to be settled in cash or by the delivery of Shares on vesting.

The Boards have the power under the ESOP to use an employee share trust or other mechanisms for the purposes of holding Awards or Plan Shares.

The ESOP rules provide for what happens when a holder of Awards become a 'Good Leaver' when they leave employment with the Group as well as what constitutes a Good Leaver and a Bad Leaver.

The ESOP rules also provides when Awards lapse and what happens on lapsing. Included in circumstances when Awards lapse are if the holder leaves employment as a Bad Leaver if applicable vesting conditions, performance hurdles or exercise conditions are not satisfied by the relevant time or the Expiry Date.

Awards will not be quoted. Plan Securities delivered on the vesting and/or exercise of Awards may be subject to disposal restrictions for a period. Otherwise Plan Securities will rank equally with then existing Stapled Securities.

On the occurrence of a change of control of the Group, the Boards will determine in their sole and absolute discretion, the manner in which all unvested and vested Awards will be dealt with.

The ESOP rules contain standard adjustment provisions to account for bonus issues, pro rata issues and reorganisations. Prior to vesting, Awards do not carry any right to participate in any new issue of Securities.

The Group may buy-back Awards or Plan Securities for:

- (a) an amount agreed with the holder not exceeding market value;
- (b) market value; and

(c) in certain cases where the Group is subject to a takeover bid.

The Boards may amend the ESOP rules including retrospectively. It may also terminate or suspend the ESOP.

The maximum number of Awards or Plan Securities proposed to be issued following the approval (which will be given if Resolution 5 is passed) are as follows:

- (a) 2,200,000 Awards; and
- (b) 2,200,000 Plan Securities.

## Item 5 - Approval of additional 10% placement capacity (Resolution 6)

### 1. General

Listing Rule 7.1A enables the Group to issue Stapled Securities up to 10% of its issued Stapled Security 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 Group'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 Group is an eligible entity.

By proposing Resolution 6, the Group seeks Security Holder approval by way of a special resolution to have the ability to issue Stapled Securities under the 10% Placement Facility. The exact number of Stapled Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2. The Group 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) Security Holder approval

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

#### (b) Equity Securities

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

#### (c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained Security Holder 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 Stapled Securities on issue 12 months before the date of the issue or agreement:

- (A) plus the number of fully paid Stapled Securities issued in the period under an exception in Listing Rule 7.2 other than exception 9 (conversion of convertible securities), 16 (issue under an agreement) or 17 (issue subject to security holder approval);

- (B) plus the number of fully paid Stapled Securities issued in that period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
  - (I) the convertible securities were issued or agreed to be issued before the commencement of that period; or
  - (II) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing rules to have been approved under Listing Rule 7.1 or 7.4;
- (C) plus the number of fully paid Stapled Securities issued in the period under an agreement to issue Stapled Securities where:
  - (I) the agreement was entered into before the commencement of the period; or
  - (II) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4.
- (D) plus the number of any other fully paid Stapled Securities issued in the period with approval of holders of Stapled Securities under Listing Rule 7.1 or 7.4;
- (E) plus the number of partly paid Stapled Securities that became fully paid in the period;
- (F) less the number of fully paid Stapled Securities cancelled in the periods.

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 period where the issue or agreement to issue has not been subsequently approved by the holders of Stapled Securities under Listing Rule 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 Group has on issue 61,058,636 Stapled Securities and therefore has a capacity to issue:

- (i) 9,158,795 Stapled Securities and other equity securities under the 15% placement limit in Listing Rule 7.1; and
- (ii) Stapled Securities under Listing Rule 7.1A.

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

(e) Minimum Issue Price

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

- (i) the date on which the price at which the Stapled Securities are to be issued is agreed; or
- (ii) if the Stapled Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Stapled Securities are issued.

Note, Stapled Securities can only be issued under Listing Rule 7.1A for cash consideration.

(f) 10% Placement Period

Security Holder 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 the following:

- (i) the date that is 12 months after the date of this meeting;
- (ii) the time and date of the Group's next AGM; and
- (iii) if applicable, the date of the approval by Security Holders 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 6 will be to allow the Directors to issue Stapled Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 6 is a special resolution and therefore requires that at least 75% of the votes cast by Security Holders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Security Holder or proxy, by a corporate representative) are cast in favour of the Resolution.

### 4. Additional Information required by Listing Rule 7.3A

As required by Listing Rule 7.3A, the following additional information (not disclosed above) is provided:

- (a) If Resolution 6 is passed by the Security Holders and the Group issues Stapled Securities under the 10% Placement Facility, the existing Security Holders' voting power in the Group 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 Group's Stapled Securities may be significantly lower on the date of the issue of the Stapled Securities than on the date of this meeting; and
  - (ii) the Stapled Securities may be issued at a price that is at a discount to the market price for the Stapled Securities on the issue date,

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

The table below shows the dilution of existing Security Holders on the basis of the current market price of Stapled Securities 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:

- (iii) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary Stapled Securities the Group has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Security Holder 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 Security Holders' meeting; and

- (iv) 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                               |                     | \$0.32<br>50% decrease in Deemed Price | \$0.64<br>Deemed Price | \$1.28<br>100% Increase in Deemed Price |
| Current Variable A<br>61,058,636 Stapled Securities                   | 10% Voting Dilution | 6,105,864                              | 6,105,864              | 6,105,864                               |
|   | Funds raised        | \$1,953,876                            | \$3,907,753            | \$7,815,505                             |
| 50% increase in current Variable A<br>91,587,954 Stapled Securities   | 10% Voting Dilution | 9,158,795                              | 9,158,795              | 9,158,795                               |
|   | Funds raised        | \$2,930,815                            | \$5,861,629            | \$11,723,258                            |
| 100% increase in current Variable A<br>122,117,272 Stapled Securities | 10% Voting Dilution | 12,211,727                             | 12,211,727             | 12,211,727                              |
|   | Funds raised        | \$3,907,753                            | \$7,815,505            | \$15,631,011                            |

The table has been prepared on the following assumptions:

- (v) The Group issues the maximum Stapled Securities available under the ASX Listing Rule 7.1A being 10% of the Stapled Securities on issue at the date of the Meeting;
- (vi) No unlisted options or performance rights are exercised into fully paid Stapled Securities before the date of the issue of Stapled Securities under Listing Rule 7.1A. The Group has nil unlisted options and 46,367 performance rights on issue at the date of this Notice of Meeting;
- (vii) The table does not demonstrate an example of dilution that may be caused to a particular Security Holder by reason of placements under Listing Rule 7.1A, based on that Security Holder's holding at the date of the Meeting;
- (viii) The table only demonstrates the effect of issues of Stapled Securities under Listing Rule 7.1A. It does not consider placements made under Listing Rule 7.1, the "15% rule";
- (ix) The price of Stapled Securities is deemed for the purposes of the table above to be \$0.64, being approximately, the closing price of the Company's listed securities on ASX on Thursday, 26 March 2020 (**Deemed Price**). The Deemed Price is indicative only and does not consider the 25% discount to market that the Stapled Securities may be placed; and
- (x) 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.
- (b) The Group will only issue and allot the Stapled Securities during the 10% Placement Period. The approval under Resolution 6 for the issue of the Equity Securities will cease to be valid if Security Holders 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).

- (c) The Group may seek to issue the Stapled Securities for the following purposes:
- (i) to (part) fund cash consideration for childcare centre acquisitions. In such circumstances, the Group intends to use the funds raised towards funding the purchase price of childcare centre acquisitions; and
  - (ii) further strengthening the Company's balance sheet, including general working capital, including retirement of debt.

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

- (d) The Group'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 Stapled Securities 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 Group, including but not limited to, rights issues or other issues (such as a security purchase plan) in which existing security holders can participate;
  - (ii) the effect of the issue of the Stapled Securities on the control of the Group;
  - (iii) the financial situation and solvency of the Group; 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 Security Holders and/or new Security Holders who are not related parties or associates of a related party of the Group.


Further, if the Group 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.


- (e) Think Childcare (then being an unstapled entity) has previously obtained Security Holder approval under Listing Rule 7.1A at its 2019 AGM but has not yet issued or agreed to issue any equity securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the meeting. Securities were not so issued as the Company's key focuses in the 12 months preceding the date of the meeting were shifted to: (i) implementing the Stapling to deliver its NIDO strategy; and (b) responding to the potential impact on the Company of its main incubator party falling into receivership.
- (f) A voting exclusion statement is included in the Notice. At the date of the Notice, the Group has not approached any particular existing Security Holder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Security Holder's votes will therefore be excluded under the voting exclusion in the Notice.

### **Directors' recommendation**

The Directors unanimously recommend Security Holders vote in favour of Resolution 6.

## Need assistance?

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

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



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30 am (Melbourne time) on Tuesday, 12 May 2020.**

# Proxy Form

## 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 FOR POSTAL FORMS

**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

**If you are attending in person, please bring this form with you to assist registration.**

#### Corporate Representative

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

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 183731**

**SRN/HIN:**

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

### By Mail:

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

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



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

**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.

# Proxy Form

Please mark  to indicate your directions

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

I/We being a member/s of Think Childcare Group 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 Group to be held at Boardroom of MinterEllison, Level 23, Rialto Towers, 525 Collins Street, Melbourne, Victoria, 3000 on Thursday, 14 May 2020 at 10:30 am (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 Items 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Items 4 and 5 are 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 Item 4 and 5 by marking the appropriate box in step 2.

## 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 | Election of Joe Dicks as a Director of Think Childcare                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Election of Joe Dicks as a Director of Think Childcare Development     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Election of Michael Doble as a Director of Think Childcare Development | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Adoption of the Remuneration Report                                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Renewal of ESOP  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 | Approval of additional 10% placement capacity                          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

Mobile Number  Email Address  By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically