



24 December 2020

**ASX Limited
Market Announcement**

Think Childcare Group (ASX Code: TNK)

Revised indicative proposal from Alceon Group Pty Ltd to acquire 100% of the Think Childcare Group

Think Childcare Group (ASX:TNK) ("**Group**") advises that it has received a revised non-binding and indicative proposal from Alceon Group Pty Ltd ("**Alceon Private Equity**" or "**Alceon**") pursuant to which Alceon or an affiliate would acquire all the issued stapled securities ("**Securities**") of the Group (the "**Revised Alceon Proposal**").

The Revised Alceon Proposal is at an offer price of \$1.75 per security.

Alceon has also confirmed that through associated company NKT Investments Pty Ltd ("**NKT**") it has acquired a relevant interest in approximately 19.23% of Securities in the Group (which has been disclosed to the Group and ASX pursuant to section 671B of the Corporations Act). A copy of Form 603 from NKT dated 23 December 2020 is attached for reference.

The Revised Alceon Proposal includes an offer of all cash consideration or a combination of cash and unlisted shares (subject to caps, scale back provisions and legal/regulatory considerations) in a newly incorporated holding company of the proposed bid vehicle ("**Rolled Equity**").

The Revised Alceon Proposal is subject to securityholders holding at least 20% of Securities agreeing to accept consideration in the form of Rolled Equity. Should securityholders holding more than 30% of Securities elect to receive consideration in the form of Rolled Equity, Alceon would have the right to scale back the Rolled Equity on a pro-rata basis to 30%.

Alceon's preferred structure is to acquire the Securities via Schemes of Arrangement (in conjunction with the acquisition, exercise or cancellation of all outstanding performance rights).



The Revised Alceon Proposal is subject to a number of conditions, including:

- Alceon receiving final credit committee approval from the Group's financiers to roll-over the existing debt facilities;
- entering into mutually acceptable transaction documentation;
- unanimous and continuing recommendation of the Group Directors and their agreement to vote in favour of the proposed Scheme of Arrangement (subject to customary qualifications);
- customary protections to changes in conduct of business;
- all outstanding performance rights being converted into shares, cancelled or acquired;
- Think securityholder approval; and
- court approval.

In addition to the above, Alceon have proposed that the Scheme Implementation Deed would include a break fee payable of 1% of equity value where:

- a third party completes, implements or consummates a competing proposal;
- any Group director recommends that TNK securityholders support a competing proposal;
- a Group director ceases to recommend that TNK securityholders vote in favour of the Revised Alceon Proposal or announces that they do not intend to vote their TNK securities in favour of the Revised Alceon Proposal; or
- TNK Securityholders do not approve the Revised Alceon Proposal.

The Alceon Revised Proposal is also conditional upon the Group ceasing all discussions and due diligence in relation to alternate proposals, in the absence of the Group receiving a new proposal from a third party that is demonstrably superior to the Revised Alceon Proposal.

Next steps

The Revised Alceon Proposal is non-binding and therefore the Board recommends that TNK Securityholders do not need to take any action in relation to the Revised Alceon Proposal at this time.

The Group will keep the market informed in accordance with its continuous disclosure obligations as matters progress.

Moelis Australia is acting as financial adviser and MinterEllison is acting as legal adviser to Think Group.

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For further information, please contact:

Mark Kerr

Chairman, Think Childcare Limited
Chairman of the Independent Board Committee
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This announcement was authorised for release by Board of Think Childcare Limited and the Board of Think Childcare Development Limited

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Form 603

Corporations Act 2001 Section 671B

Notice of initial substantial holder

To Company Name/Scheme Think Childcare Group, a stapled entity comprising Think Childcare Limited and Think Childcare Development Limited

ACN/ARSN Think Childcare Limited ACN 600 793 388
Think Childcare Development Limited ACN 635 128 166

1. Details of substantial holder (1)

Name NKT Investments Pty Ltd and its associates listed in item 3 below

ACN (if applicable) ACN 646 647 814

The holder became a substantial holder on 21/12/2020

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities(4)	Number of securities	Persons' votes(5)	Voting power (6)
Stapled Shares	11,739,083	11,739,083	19.23%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
NKT Investments Pty Ltd ACN 646 647 814	Relevant interest under section 608(1)(a) of the Corporations Act as NKT Investments is the registered holder of 11,739,083 Stapled Shares acquired on-market	11,739,083 Stapled Shares
TNK Finco Pty Ltd ACN 646 643 807	Relevant interest under section 608(3) of the Corporations Act as NKT Investments Pty Ltd is a wholly-owned subsidiary of TNK Finco Pty Ltd	11,739,083 Stapled Shares
TNK Holdco Pty Ltd ACN 646 641 018	Relevant interest under section 608(3) of the Corporations Act as TNK Finco Pty Ltd is a wholly-owned subsidiary of TNK Holdco Pty Ltd	11,739,083 Stapled Shares
Alceon Group Pty Ltd ACN 122 365 986 as trustee for TNK Trust	Relevant interest under section 608(3) of the Corporations Act as Alceon Group Pty Ltd as trustee for TNK Trust has voting power above 20% in TNK Holdco Pty Ltd	11,739,083 Stapled Shares
Alceon Group No.24 Pty Ltd ACN 169 442 960 as trustee for TNK No.2 Trust	Relevant interest under section 608(3) of the Corporations Act as Alceon Group No.24 Pty Ltd as trustee for TNK No.2 Trust has voting power above 20% in TNK Holdco Pty Ltd	11,739,083 Stapled Shares

Alceon Group No.20 Pty Ltd ACN 167 169 762 as trustee for TNK No.3 Trust	Relevant interest under section 608(3) of the Corporations Act as Alceon Group No.20 Pty Ltd as trustee for TNK No.3 Trust has voting power above 20% in TNK Holdco Pty Ltd	11,739,083 Stapled Shares
Alceon Holdings Pty Ltd	Relevant interest under section 608(3) of the Corporations Act as Alceon Group No.24 Pty Ltd and Alceon Group No.20 Pty Ltd are wholly-owned subsidiaries of Alceon Holdings Pty Ltd	11,739,083 Stapled Shares
Alceon GT Pty Ltd ACN 122 362 458 as trustee for the Alceon Group Trust	Relevant interest under section 608(3) of the Corporations Act as Alceon Group Pty Ltd and Alceon Holdings Pty Ltd are wholly-owned subsidiaries of Alceon GT Pty Ltd as trustee for the Alceon Group Trust	11,739,083 Stapled Shares
TFLT Pty Ltd ACN 119 289 664 as trustee for the Loewensohn Family Account, and the company's controller Susan Loewensohn	Relevant interest under section 608(3) of the Corporations Act as TFLT Pty Ltd as trustee for the Loewensohn Family Account is a 1/3 shareholder of Alceon GT Pty Ltd and holder of more than 20% voting power in Alceon Group Trust	11,739,083 Stapled Shares
GOLP Investments Pty Ltd ACN 117 625 073 as trustee for the GOLP Family Trust, and the company's controller Paul Platus	Relevant interest under section 608(3) of the Corporations Act as GOLP Investments Pty Ltd as trustee for the GOLP Family Trust is a 1/3 shareholder of Alceon GT Pty Ltd and holder of more than 20% voting power in Alceon Group Trust	11,739,083 Stapled Shares
Porapa Pty Ltd ACN 122 362 494 as trustee for the Porapa Investment Trust, and the company's controller Morris Symonds	Relevant interest under section 608(3) of the Corporations Act as Porapa Pty Ltd as trustee for the Porapa Investment Trust is a 1/3 shareholder of Alceon GT Pty Ltd and holder of more than 20% voting power in Alceon Group Trust	11,739,083 Stapled Shares
Trevor Loewensohn	Relevant interest under section 608(3) of the Corporations Act as Trevor Loewensohn is an associate of TFLT Pty Ltd, GOLP Investments Pty Ltd and Porapa Pty Ltd such that he has voting power of 1/3 in Alceon GT and more than 20% in Alceon Group Trust	11,739,083 Stapled Shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
NKT Investments Pty Ltd	Various - Stapled Shares acquired by way of numerous on-market transactions	NKT Investments Pty Ltd	11,739,083 Stapled Shares

5. Consideration

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The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the 4 months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
NKT Investments Pty Ltd and its associates listed in item 3	21 and 22 December 2020	See Annexure A		11,739,083 Stapled Shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
TNK Finco Pty Ltd ACN 646 643 807	Associate of NKT Investments Pty Ltd by virtue of section 12 of the Corporations Act
TNK Holdco Pty Ltd ACN 646 641 018	Associate of NKT Investments Pty Ltd by virtue of section 12 of the Corporations Act
Alceon Group Pty Ltd ACN 122 365 986 (in its own capacity and as trustee for TNK Trust)	Associate of NKT Investments Pty Ltd by virtue of section 12 of the Corporations Act
Alceon Group No.24 Pty Ltd ACN 169 442 960 as trustee for TNK No.2 Trust	Associate of NKT Investments Pty Ltd by virtue of section 12 of the Corporations Act
Alceon Group No.20 Pty Ltd ACN 167 169 762 as trustee for TNK No.3 Trust	Associate of NKT Investments Pty Ltd by virtue of section 12 of the Corporations Act
Alceon Holdings Pty Ltd ACN 160 100 069	Associate of NKT Investments Pty Ltd by virtue of section 12 of the Corporations Act
Alceon GT Pty Ltd ACN 122 362 458 as trustee for the Alceon Group Trust	Associate of NKT Investments Pty Ltd by virtue of section 12 of the Corporations Act
TFLT Pty Ltd ACN 119 289 664 as trustee for the Loewensohn Family Account, and the company's controller Susan Loewensohn	Associate of NKT Investments Pty Ltd by virtue of section 12 of the Corporations Act
GOLP Investments Pty Ltd ACN 117 625 073 as trustee for the GOLP Family Trust, and the company's controller Paul Platus	Associate of NKT Investments Pty Ltd by virtue of section 12 of the Corporations Act
Porapa Pty Ltd ACN 122 362 494 as trustee for the Porapa Investment Trust, and the company's controller Morris Symonds	Associate of NKT Investments Pty Ltd by virtue of section 12 of the Corporations Act
Trevor Loewensohn	Associate of NKT Investments Pty Ltd by virtue of section 12 of the Corporations Act

7. Addresses

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

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

Name	Address
NKT Investments Pty Ltd	C:/ Alceon Group Pty Ltd Level 26, 1 O'Connell Street, Sydney NSW 2000
TNK Finco Pty Ltd	C:/ Alceon Group Pty Ltd Level 26, 1 O'Connell Street, Sydney NSW 2000
TNK Holdco Pty Ltd	C:/ Alceon Group Pty Ltd Level 26, 1 O'Connell Street, Sydney NSW 2000
Alceon Group Pty Ltd (in its own capacity and as trustee for TNK Trust)	C:/ Alceon Group Pty Ltd Level 26, 1 O'Connell Street, Sydney NSW 2000
Alceon Group No.24 Pty Ltd as trustee for TNK No.2 Trust	C:/ Alceon Group Pty Ltd Level 26, 1 O'Connell Street, Sydney NSW 2000
Alceon Group No.20 Pty Ltd as trustee for TNK No.3 Trust	C:/ Alceon Group Pty Ltd Level 26, 1 O'Connell Street, Sydney NSW 2000
Alceon Holdings Pty Ltd	C:/ Alceon Group Pty Ltd Level 26, 1 O'Connell Street, Sydney NSW 2000
Alceon GT Pty Ltd 458 as trustee for the Alceon Group Trust	C:/ Alceon Group Pty Ltd Level 26, 1 O'Connell Street, Sydney NSW 2000
TFLT Pty Ltd as trustee for the Loewensohn Family Account, and the company's controller Susan Loewensohn	C:/ Alceon Group Pty Ltd Level 26, 1 O'Connell Street, Sydney NSW 2000
GOLP Investments Pty Ltd as trustee for the GOLP Family Trust, and the company's controller Paul Platus	C:/ Alceon Group Pty Ltd Level 26, 1 O'Connell Street, Sydney NSW 2000
Porapa Pty Ltd as trustee for the Porapa Investment Trust, and the company's controller Morris Symonds	C:/ Alceon Group Pty Ltd Level 26, 1 O'Connell Street, Sydney NSW 2000
Trevor Loewensohn	C:/ Alceon Group Pty Ltd Level 26, 1 O'Connell Street, Sydney NSW 2000

Signature

print name MELANIE HEDGES capacity SECRETARY
sign here *Melanie* date 23/12/20

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 7 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.

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5. The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
6. The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
7. Include details of:
- (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and 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.

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. Details of the consideration must include any and all benefit, 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.

Annexure A

This is Annexure A of 1 page referred to in Form 603 ("Notice of initial substantial holder")

Sign here: Melanie Hedges

Print name: MELANIE HEDGES

Capacity: SECRETARY

Date: 23/12/20

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Consideration per Security	Number of Securities	Person's Votes Affected
21-Dec-2020	NKT Investments Pty Ltd (and its associates listed in item 3)	Buy	5,320,000	1.75	3,040,000	3,040,000
21-Dec-2020	as above	Buy	14,772,699	1.75	8,441,542	8,441,542
21-Dec-2020	as above	Buy	33,000	1.65	20,000	20,000
21-Dec-2020	as above	Buy	33,000	1.65	20,000	20,000
21-Dec-2020	as above	Buy	19,800	1.65	12,000	12,000
21-Dec-2020	as above	Buy	9,702	1.65	5,880	5,880
21-Dec-2020	as above	Buy	4,950	1.65	3,000	3,000
21-Dec-2020	as above	Buy	5,763	1.65	3,493	3,493
21-Dec-2020	as above	Buy	416	1.65	252	252
21-Dec-2020	as above	Buy	8,214	1.65	4,978	4,978
21-Dec-2020	as above	Buy	332	1.65	201	201
21-Dec-2020	as above	Buy	1,101	1.65	667	667
21-Dec-2020	as above	Buy	8,088	1.65	4,902	4,902
21-Dec-2020	as above	Buy	6,562	1.65	3,977	3,977
21-Dec-2020	as above	Buy	3,338	1.65	2,023	2,023
21-Dec-2020	as above	Buy	124	1.65	75	75
21-Dec-2020	as above	Buy	7,920	1.65	4,800	4,800
21-Dec-2020	as above	Buy	86	1.65	52	52
21-Dec-2020	as above	Buy	6,720	1.65	4,073	4,073
21-Dec-2020	as above	Buy	10,605	1.65	6,427	6,427
21-Dec-2020	as above	Buy	4,950	1.65	3,000	3,000
21-Dec-2020	as above	Buy	945	1.65	573	573
21-Dec-2020	as above	Buy	3,997	1.64	2,437	2,437
21-Dec-2020	as above	Buy	2,563	1.64	1,563	1,563
21-Dec-2020	as above	Buy	8,780	1.65	5,321	5,321
21-Dec-2020	as above	Buy	15,970	1.65	9,679	9,679
21-Dec-2020	as above	Buy	3,250	1.64	1,982	1,982
21-Dec-2020	as above	Buy	29,550	1.64	18,018	18,018
22-Dec-2020	as above	Buy	1,700	1.70	1,000	1,000
22-Dec-2020	as above	Buy	62,859	1.70	36,976	36,976
22-Dec-2020	as above	Buy	15,300	1.70	9,000	9,000
22-Dec-2020	as above	Buy	1,666	1.70	980	980
22-Dec-2020	as above	Buy	6,800	1.70	4,000	4,000
22-Dec-2020	as above	Buy	2,210	1.70	1,300	1,300
22-Dec-2020	as above	Buy	3,400	1.70	2,000	2,000
22-Dec-2020	as above	Buy	6,397	1.70	3,763	3,763
22-Dec-2020	as above	Buy	2,550	1.70	1,500	1,500
22-Dec-2020	as above	Buy	25,500	1.70	15,000	15,000
22-Dec-2020	as above	Buy	1,700	1.70	1,000	1,000
22-Dec-2020	as above	Buy	5,100	1.70	3,000	3,000
22-Dec-2020	as above	Buy	5,950	1.70	3,500	3,500
22-Dec-2020	as above	Buy	5,695	1.70	3,350	3,350
22-Dec-2020	as above	Buy	42,500	1.70	25,000	25,000
22-Dec-2020	as above	Buy	6,800	1.70	4,000	4,000
22-Dec-2020	as above	Buy	4,758	1.70	2,799	2,799
Total			20,523,310	1.75	11,739,083	11,739,083