

29 September 2021

**ASX Limited
Market Announcement**

**Think Childcare Group (ASX Code: TNK)
Results of Meetings**

Think Childcare Group (ASX:TNK) ("**Think Group**") is pleased to announce that at the meetings held earlier today, Think Group Securityholders voted to approve both the TNK Scheme and the TND Scheme, and voted in favour of all of the General Meeting Resolutions, as referred to in the Explanatory Booklet dated 19 August 2021.

Defined terms in this announcement have the meanings given to them in the Explanatory Booklet.

Voting results for the Meetings

For the purpose of ASX Listing Rule 3.13.2 and subsections 251AA(1) and (2) of the *Corporations Act 2001* (Cth) (**Act**):

- the TNK Scheme Resolution was passed by the requisite majorities of TNK Shareholders with:
 - 97.55% of TNK Shareholders (other than the MGE Entities) present and voting (either in person or by proxy) in favour of the resolution; and
 - 99.85% of votes cast by TNK Shareholders (other than the MGE Entities) present and voting (either in person or by proxy) in favour of the resolution.
- the TND Scheme Resolution was passed by the requisite majorities of TND Shareholders with:
 - 97.55% of TND Shareholders (other than the MGE Entities) present and voting (either in person or by proxy) in favour of the resolution; and
 - 99.85% of votes cast by TND Shareholders (other than the MGE Entities) present and voting (either in person or by proxy) in favour of the resolution.

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- each of the General Meeting Resolutions were passed by the requisite majorities of Think Group Securityholders with:
 - 99.85% of votes cast by Think Group Securityholders (other than the MGE Entities) present and voting (either in person or by proxy) in favour of the MGE Acquisition Resolution;
 - 99.89% of votes cast by Think Group Securityholders present and voting (either in person or by proxy) in favour of the Unstapling Resolution; and
 - 99.89% of votes cast by TNK Shareholders present and voting (either in person or by proxy) in favour of the Appointor Structure Approval Resolution.

The poll report for each of the Meetings by the Returning Officer appointed by Think Group is attached.

Next steps

Think Group will now apply to the Federal Court of Australia for approval of the TNK Scheme and the TND Scheme. The Court hearing is scheduled to commence at 9.00am on Wednesday, 6 October 2021 as a virtual (online only) hearing. Independent Securityholders have the right to appear and be heard at that Court hearing and may oppose the approval of the Schemes at that Court hearing. For information on how to attend the hearing, visit <https://www.fedcourt.gov.au/> or telephone the Federal Court of Australia (Victoria District Registry) on (03) 8600 3333 Monday to Friday between 8.30am and 5.00pm (Melbourne time).

Independent Securityholders wishing to oppose the approval of the Schemes by the Court at the Court hearing must file with the Court, and serve on Think Group, a notice of appearance in the prescribed form, together with any affidavit on which they wish to rely at the hearing. Please refer to the Explanatory Booklet for further details on these requirements.

Remaining Dates (subject to Court approval)

Time (Melbourne) and date	Event
Thursday, 7 October 2021	Lodgement by Think Group with ASIC of an office copy of the Court orders approving the TNK Scheme and the TND Scheme (Effective Date)
4.00pm, Thursday, 7 October 2021	Suspension of trading in Think Group Securities on ASX



Time (Melbourne) and date	Event
7.00pm, Monday, 11 October 2021	Time and date for determining entitlements to the Permitted Dividend (Permitted Dividend Record Date)
7.00pm, Thursday, 14 October 2021	Time and date for determining entitlements to the Scheme Consideration (Scheme Record Date)
Thursday, 21 October 2021	Implementation Date and payment date for Permitted Dividend

END

For further information, please contact:

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This announcement was authorised for release by the Board of Think Childcare Limited and the Board of Think Childcare Development Limited



Think Childcare Group

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**Think Childcare Group
2021 Scheme and General Meetings
Wednesday, 29 September 2021
Results of Meeting**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1. TNK Scheme Meeting - Scheme Resolution	33,027,498 99.05%	49,565 0.15%	266,815 0.80%	0	33,396,231 99.85%	49,565 0.15%	1,831	Carried
					Number of shareholders voting on the poll			
					For	Against	Abstain*	
					318 97.55%	8 2.45%	1	

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1. TND Scheme Meeting - Scheme Resolution	33,064,698 99.04%	49,565 0.15%	268,615 0.81%	0	33,385,231 99.85%	49,565 0.15%	0	Carried
					Number of shareholders voting on the poll			
					For	Against	Abstain*	
					318 97.55%	8 2.45%	0	

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1. General Meeting - MGE Acquisition Resolution - TNK and TND shareholders	33,002,846 98.99%	49,565 0.15%	286,837 0.86%	4,630	33,341,601 99.85%	49,565 0.15%	6,461	Carried
2. General Meeting - Unstapling Resolution - TNK and TND shareholders	32,993,469 98.97%	49,565 0.15%	291,744 0.88%	9,100	46,971,583 99.89%	49,565 0.11%	10,931	Carried
3. General Meeting - Appointor Structure Approval Resolution - TNK shareholders only	32,996,669 98.98%	49,565 0.15%	288,544 0.87%	9,100	46,971,583 99.89%	49,565 0.11%	10,931	Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

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