



## Announcement Summary

### Entity name

MAYFIELD CHILDCARE LIMITED

### Announcement Type

New announcement

### Date of this announcement

1/11/2021

### The Proposed issue is:

☒ A placement or other type of issue

### Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
MFD	ORDINARY FULLY PAID	29,324,325

### Proposed +issue date

10/12/2021

Refer to next page for full details of the announcement



## Part 1 - Entity and announcement details

### 1.1 Name of +Entity

MAYFIELD CHILDCARE LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

### 1.2 Registered Number Type

ABN

### Registration Number

53604970390

### 1.3 ASX issuer code

MFD

### 1.4 The announcement is

☒ New announcement

### 1.5 Date of this announcement

1/11/2021

### 1.6 The Proposed issue is:

☒ A placement or other type of issue



## Part 7 - Details of proposed placement or other issue

### Part 7A - Conditions

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

☒ Yes

#### 7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	6/12/2021	<input checked="" type="checkbox"/> Estimated	No

#### Comments

### Part 7B - Issue details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

☒ Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

☒ No

#### Details of +securities proposed to be issued

##### ASX +security code and description

MFD : ORDINARY FULLY PAID

##### Number of +securities proposed to be issued

7,619,978

##### Offer price details

**Are the +securities proposed to be issued being issued for a cash consideration?**

☒ Yes



**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 1.05000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

☒ Yes

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

☒ Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

☒ No

Details of +securities proposed to be issued

**ASX +security code and description**

MFD : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

21,704,347

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

☒ No

**Please describe the consideration being provided for the +securities**

Part consideration for the acquisition of 14 Genius Childcare centres

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

24,960,000.000000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

☒ Yes



## Part 7C - Timetable

### 7C.1 Proposed +issue date

10/12/2021

## Part 7D - Listing Rule requirements

### 7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☒ Yes

### 7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

6/12/2021

### 7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ Yes

### 7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

☒ No

### 7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

☒ Yes

### 7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

21,704,347 hares are escrowed for 24 months from date of completion of the acquisition, with 50% to be released if the Earn-Out Hurdle is achieved and after CY22 audited results are released.

## Part 7E - Fees and expenses

### 7E.1 Will there be a lead manager or broker to the proposed issue?

☒ Yes

### 7E.1a Who is the lead manager/broker?

Canaccord Genuity (Australia) Limited

### 7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

5% commission on the 7,619,078 placement shares

### 7E.2 Is the proposed issue to be underwritten?

☒ No



**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

Part 7F - Further Information

**7F.01 The purpose(s) for which the entity is issuing the securities**

- ι Upfront cash consideration of the acquisition of the 14 Genius Childcare centres;
- ι General working capital; and
- ι Costs of the Offer

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

☒ No

**7F.2 Any other information the entity wishes to provide about the proposed issue**

**7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

☒ The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)