

Home Consortium

ASX RELEASE

14 October 2019

HOME CONSORTIUM - PRE-QUOTATION DISCLOSURE

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with the admission of Home Consortium Limited (ACN 138 990 593) (**HCL**) and Home Consortium Developments Limited (ACN 635 859 700) (**HCDL**) (together, **HomeCo**) to the official list of ASX and the quotation of stapled securities comprised of one ordinary share in HCL stapled to an ordinary share in HCDL (**Securities**).

Capitalised terms which have not been otherwise defined in this document have the meaning given to them in the prospectus lodged by HomeCo with the Australian Securities and Investments Commission on 23 September 2019 (**Prospectus**).

1. Basis of allocation and procedures for determining allocations

The basis for allocation of Securities under the Offer and the procedures by which Applicants can determine their precise allocations is set out below:

- (a) **Institutional Offer:** Allocations to Institutional Investors were determined by the Joint Lead Managers and HomeCo prior to the lodgement of the Prospectus with ASIC. Successful applicants under the Institutional Offer have been advised of their allocations.
- (b) **Broker Firm Offer:** The allocation of Securities to Brokers was determined by the Joint Lead Managers and HomeCo. It was a matter for the Brokers as to how they allocated Securities amongst their eligible clients. Applicants under the Broker Firm Offer can confirm their allocation of Securities by telephoning their Broker.
- (c) **Priority Offer:** The allocation of Securities under the Priority offer was determined by HomeCo, in consultation with the Joint Lead Managers. Applicants under the Priority Offer received a personalised invitation to apply for Securities. Applications under the Priority Offer were for a minimum of \$2,000 worth of Securities in aggregate and in multiples of \$500 worth of Securities thereafter. Applicants under the Priority Offer have been advised of their allocations.

Applicants can also telephone the HomeCo Offer Information Line on 1800 237 687 (within Australia) or +61 1800 237 687 (outside Australia), between 8.30am and 5.30pm (Sydney time), Monday to Friday.

It is the responsibility of each person who trades in Securities to confirm their holding before trading in Securities. If you sell Securities before receiving a holding statement, you do so at your own risk (even if you obtained details of your holding from the HomeCo Offer Information Line or confirmed your allocation through a Broker).

2. Conditions for the conditional market

The conditions to the conditional market are:

- (a) settlement under the Underwriting Agreement;

- (b) conversion of the Convertible Notes; and
- (c) the issue of a total of 97,014,911 Securities to successful Applicants under the Offer.

Conditional and deferred trading will continue until the Company has advised ASX that the above conditions have been satisfied, which is expected to be on or around Wednesday, 16 October 2019.

3. Issue price and number of Securities to be issued under the Offer

The issue price for each Security under the Institutional Offer, Broker Firm Offer and Priority Offer is \$3.35.

The number of Securities to be allocated and issued under each part of the Offer is as follows:

Offer component	Number of Securities
Institutional Offer	44,023,872
Broker Firm Offer	48,955,220
Priority Offer	4,035,819
Total Securities to be Issued	97,014,911

4. Number of Securities issued on conversion of the Convertible Notes

7,462,687 Securities will be issued to the holders of Convertible Notes on Completion.

5. Despatch date

The intended date for despatch of:

- (a) in relation to all holdings on the CHESS sub-register, a notice from HomeCo under ASX Settlement Operating Rule 8.9.1;
- (b) in relation to all other holdings, issuer sponsored holding statements; and
- (c) any refunded money,

is Thursday, 17 October 2019.

6. Indicative statement of the 20 largest Securityholders

Refer to Attachment 1 for an indicative statement of the 20 largest Securityholders.

7. Indicative distribution schedule

Refer to Attachment 2 for an indicative distribution schedule of Securityholders.

8. Securities subject to voluntary escrow arrangements

93,333,335 Securities (representing 100% of the Securities held by Home Investment Consortium Company Pty Ltd ATF the Home Investment Consortium Trust and HICC 2 Pty Ltd ATF the Home Acquisition Trust) are subject to voluntary escrow until 4.15pm on the date that is two years after the date of issue and allotment of new Securities under the Offer.

9. Capital structure

HomeCo's capital structure as at Completion is set out as follows:

Class	Number
Stapled Securities	197,810,933
Rights with nil exercise price	783,583

10. Institutional Bookbuild

HomeCo confirms that in relation to the funds raised pursuant to the institutional bookbuild under the Institutional Offer (**Institutional Bookbuild**):

- (a) the number of Securities allocated under the Institutional Bookbuild is 44,023,872 at a price of \$3.35 per Security;
- (b) 7,579,404 Securities have been allocated to Spotlight Group Holdings (or its nominees) and 6,716,418 Securities have been allocated to Chemist Warehouse Group (or its nominees) who are related parties, under the Institutional Bookbuild. No other promoters or related parties will be taking up a material number of Securities;
- (c) no concessionary fee or other arrangements have been entered into which have had the result that the effective transfer price paid by some allottees differs materially from the Institutional Bookbuild price announced by the Company;
- (d) no arrangements have been entered into which have had the result that some allottees receive a material benefit for agreeing to participate in the Institutional Bookbuild at the Institutional Bookbuild price announced by HomeCo and which is not received by other allottees; and
- (e) no arrangements have been entered into with associates of HomeCo or the bookrunner to avoid a shortfall, or the appearance of a shortfall, in the Institutional Bookbuild.

11. Waiver of ASX Listing Rules

ASX has granted HomeCo a waiver from:

- (a) Listing Rule 1.1 condition 8 to the extent necessary that there need not be the minimum number of holders of securities with a value of at least \$2,000 in each of HCL and HCDL, on condition that each ordinary fully paid share in each of HCL and HCDL are stapled together to form the Securities, and there is at least the minimum number of holders of securities, each holding a parcel of Securities with a value of at least \$2,000;
- (b) Listing Rule 1.1 condition 9 to the extent necessary not to require each of HCL and HCDL to comply with Listing Rule 1.3, on condition that each ordinary fully paid share in each of HCL and HCDL are stapled together to form the Securities, and together HomeCo meet the tests in that Listing Rule;
- (c) Listing Rule 1.1 condition 12 to the extent necessary to permit HomeCo to have 783,583 performance rights on issue with a nil exercise price, on the condition the material terms and conditions of the performance rights are clearly disclosed in the Prospectus;

- (d) Listing Rule 2.1 condition 2 to the extent necessary not to require the issue or sale price of shares in each of HCL and HCDL separately to be at least 20 cents in cash, on condition that each ordinary fully paid share in each of HCL and HCDL are stapled together to form the Securities, and each Security has an issue or sale price of at least 20 cents;
- (e) Listing Rule 8.10 to the extent necessary to permit HomeCo to refuse to register a transfer of a share of HCL, if it is not accompanied by a transfer of a share in HCDL, and vice versa;
- (f) Listing Rule 10.1 to the extent necessary to allow the transfer of substantial assets between the HCL and HCDL, and their wholly-owned subsidiaries, without security holder approval, on condition that each ordinary fully paid share in each of HCL and HCDL are stapled together to form the Securities, and neither of HCL or HCDL issues any other equity securities that are not stapled to corresponding securities of the other entity; and
- (g) Listing Rule 10.1 to the extent necessary to permit HomeCo not to seek security holder approval in relation to the rental payments made during the remaining initial term of the related party leases with Spotlight Pty Ltd and Anaconda Group Pty Ltd as set out in Section 13.3.1 of the Prospectus.

12. ASX reservation of right

ASX reserves the right (but without limiting its absolute discretion) to remove any or both of HCL and HCDL from the official list of ASX if any of the shares in HCL and HCDL comprising the Securities cease to be stapled together or any equity securities are issued by an entity in HomeCo which are not stapled to equivalent securities in the other entity.

13. ASIC Financial Reporting Relief

As described in Section 14.11.1 of the Prospectus, HCDL sought relief to allow its first financial half-year to end on 31 December 2019, rather than six months after its incorporation or registration.

On 23 September 2019, ASIC made an order under section 340(1) of the Corporations Act relieving HCDL from Divisions 2 and 5 of Part 2M.3 of the Corporations Act to the extent those Divisions apply to the half year of HCDL commencing 29 August 2019 (the date of its incorporation) and ending on 29 February 2020 on the basis that HCDL must instead comply with Divisions 2 and 5 of Part 2M.3 of the Corporations Act for a new notional first half-year commencing on 29 August 2019 and ending on 31 December 2020.

HCDL was incorporated on 29 August 2019 and its first half year is deemed to be from 29 August 2019 to 29 February 2020. As such, the Corporations Act would ordinarily require HCDL to prepare and lodge an interim financial report and directors' report for this half-year period.

Given the stapled structure of HomeCo, it would be beneficial and practical for securityholders in HomeCo to receive the financial report and directors' report for each entity at the same time in order to make informed investment decisions in relation to HomeCo.

The effect of the ASIC order, for financial reporting purposes, is that the first half-year of HCDL will be treated as having ended on 31 December 2019, rather than 29 February 2020.

Attachment 1

Indicative statement of the 20 largest Securityholders

No	Securityholder	Securities	% of Securities
1.	Home Investment Consortium Company Pty Ltd	62,222,223	31.5%
2.	HICC 2 PTY LTD	31,111,112	15.7%
3.	HSBC Bank Ltd	25,066,263	12.7%
4.	Morgans Financial Limited	11,940,298	6.0%
5.	HSBC Custody Nominees (Australia) Limited	11,376,022	5.8%
6.	Northern Trust	10,014,439	5.1%
7.	Pershing	8,955,223	4.5%
8.	Goat Properties Pty Ltd	6,716,418	3.4%
9.	Bell Potter Securities Limited	6,388,616	3.2%
10.	Computershare Clearing Limited	6,268,656	3.2%
11.	CW Properties Nominees Pty Ltd	2,238,806	1.1%
12.	Balmoral Financial Investments Pty Ltd	2,238,805	1.1%
13.	Bridgebox Pty Ltd	2,238,805	1.1%
14.	Almavijo Pty Ltd	1,791,045	0.9%
15.	EL&C Baillieu	1,791,044	0.9%
16.	UBS ECS	1,349,420	0.7%
17.	Credit Suisse Australia	634,350	0.3%
18.	James Shaw FT Pty Ltd	597,015	0.3%
19.	Victoria Shaw FT Pty Ltd	597,015	0.3%
20.	Joanna Shaw FT Pty Ltd	597,015	0.3%
Top 20 holders of Securities		194,132,590	98.1%
Balance of Securities		3,678,343	1.9%
Total Securities on issue		197,810,933	100.0%

Attachment 2

Indicative distribution schedule of Securityholders

Range	Holders
1 to 1,000	32
1,001 to 5,000	1,123
5,001 to 10,000	1,044
10,001 to 100,000	1,059
100,001 and over	105
Total	3,363