



Announcement Summary

Entity name

HEALTHCO HEALTHCARE AND WELLNESS REIT

Announcement Type

New announcement

Date of this announcement

30/3/2023

The Proposed issue is: An accelerated offer A placement or other type of issue**Total number of +securities proposed to be issued for an accelerated offer**

ASX +security code	+Security description	Maximum Number of +securities to be issued
HCW	ORDINARY UNITS FULLY PAID	171,417,619

Trading resumes on an ex-entitlement basis (ex date)

31/3/2023

+Record date

3/4/2023

Offer closing date for retail +security holders

20/4/2023

Issue date for retail +security holders

28/4/2023

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
HCW	ORDINARY UNITS FULLY PAID	65,619,419

Proposed +issue date

18/4/2023

Refer to next page for full details of the announcement





Part 1 - Entity and announcement details

1.1 Name of +Entity

HEALTHCO HEALTHCARE AND WELLNESS REIT

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

ARSN

Registration Number

652057639

1.3 ASX issuer code

HCW

1.4 The announcement is

New announcement

1.5 Date of this announcement

30/3/2023

1.6 The Proposed issue is:

An accelerated offer

A placement or other type of issue

1.6b The proposed accelerated offer is

Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO)



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?

No

Part 3B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +security code and description

HCW : ORDINARY UNITS FULLY PAID

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

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

No

Details of +securities proposed to be issued

ASX +security code and description

HCW : ORDINARY UNITS FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

ISIN Code for the entitlement or right to participate in the offer (if Issuer is foreign company and +securities are non CDIs)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

Has the offer ratio been determined?

Yes

The quantity of additional +securities For a given quantity of +securities

**to be issued**

100

held

190

What will be done with fractional entitlements?

Fractions rounded down to the nearest whole number or fractions disregarded

Maximum number of +securities proposed to be issued (subject to rounding)

171,417,619

Offer price details for retail security holders**Has the offer price for the retail offer been determined?** Yes**In what currency will the offer be made?**

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 1.35000

Offer price details for institutional security holders**Has the offer price for the institutional offer been determined?** Yes**In what currency will the offer be made?**

AUD - Australian Dollar

What is the offer price per +security for the institutional offer?

AUD 1.35000

Oversubscription & Scale back details**Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?** Yes**Describe the limits on over-subscription**

The maximum number of additional new securities will be capped at 25% of an eligible retail securityholder's entitlement. However, the additional new securities will only be issued to the extent there is sufficient shortfall, and applications may be scaled back in accordance with the policy which will be detailed in the Retail Offer Booklet. Additional new securities will not be issued to an applicant if it would contravene the Listing Rules or any applicable law.

Will a scale back be applied if the offer is over-subscribed? Yes**Describe the scale back arrangements**

See above.

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



Part 3D - Timetable

3D.1a First day of trading halt

29/3/2023

3D.1b Announcement date of accelerated offer

30/3/2023

3D.2 Trading resumes on an ex-entitlement basis (ex date)

31/3/2023

3D.5 Date offer will be made to eligible institutional +security holders

30/3/2023

3D.6 Application closing date for institutional +security holders

30/3/2023

3D.8 Announcement of results of institutional offer

(The announcement should be made before the resumption of trading following the trading halt)

31/3/2023

3D.9 +Record date

3/4/2023

3D.10a Settlement date of new +securities issued under institutional entitlement offer

17/4/2023

3D.10b +Issue date for institutional +security holders

18/4/2023

3D.10c Normal trading of new +securities issued under institutional entitlement offer

18/4/2023

3D.11 Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue

6/4/2023

3D.12 Offer closing date for retail +security holders

20/4/2023

3D.13 Last day to extend retail offer close date

17/4/2023



3D.19 +Issue date for retail +security holders and last day for entity to announce results of retail offer

28/4/2023

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

Yes

3E.1a Who is the lead manager/broker?

Macquarie Capital (Australia) Limited and J.P. Morgan Securities Australia Limited are acting as joint lead managers and Morgans Financial Limited is acting as retail lead manager (together, the Lead Managers).

Bell Potter Securities Limited, Wilsons Advisory and Stockbroking Limited, LGT Crestone Wealth Management Limited and Credit Suisse Private Wealth acting as retail co-managers.

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

The Lead Managers will receive an aggregate offer management fee of 0.50% of the institutional and retail entitlement offer proceeds.

The Lead Managers may receive a discretionary incentive fee of up to 0.50% of the institutional and retail entitlement offer proceeds.

Bell Potter Securities Limited and Wilsons Advisory and Stockbroking Limited will each receive a co-manager naming fee of \$150,000.

The retail lead manager will receive a fee of 1.00% on broker firm allocations received under the shortfall bookbuild for institutional entitlement offer.

The retail co-managers will receive a fee of 0.50% on broker firm allocations received under the shortfall bookbuild for institutional entitlement offer.

3E.2 Is the proposed offer to be underwritten?

Yes

3E.2a Who are the underwriter(s)?

Macquarie Capital (Australia) Limited and J.P. Morgan Securities Australia Limited

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

Fully underwritten with the exception of the Bonus Units.

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

The underwriters will receive an aggregate underwriting fee of 2.00% of the institutional and retail entitlement offer proceeds, however for any institutional offer proceeds received in respect of or in relief of Home Consortium Developments Pty Ltd's sub-underwriting commitment of the institutional entitlement offer, the underwriting fee is amended as follows:

- Where such institutional proceeds are received from a party other than from the retail joint lead manager or the retail co-managers, no underwriting fee is payable;
- Where such institutional proceeds are received from the retail joint lead manager, an underwriting fee of 1.0% of the institutional offer proceeds will be payable in respect of those institutional offer proceeds; and
- Where such institutional proceeds are received from any or all of the retail co-managers, an underwriting fee of 0.50% of the institutional offer proceeds will be payable in respect of those institutional offer proceeds.



3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

Please refer to pages 53 to 55 of the ASX Investor Presentation released by HCW on 30 March 2023.

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

Yes

3E.2e (i) What is the name of that party?

Home Consortium Developments Pty Limited

3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?

A commitment of \$48.4 million in the institutional component of the entitlement offer and a commitment of \$75 million of any shortfall in the retail component of the entitlement offer.

3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?

Home Consortium Developments Pty Ltd will receive a sub-underwriting fee equal to 1.00% of its sub-underwriting commitment in respect of the retail component of the entitlement offer, payable by the underwriters.

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

Yes

3E.3a Will the handling fee or commission be Dollar based or Percentage based?

Percentage based (%)

3E.3b Amount of any handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible security holders

1.000000 %

3E.3c Please provide any other relevant information about the handling fee or commission method

Handling fee will be paid only to Morgans Financial Limited, Bell Potter Securities Limited, Wilsons Advisory and Stockbroking Limited, LGT Crestone Wealth Management Limited and Credit Suisse Private Wealth. Aggregate fees capped at \$750,000, with fee pool allocated to the relevant broker based on relative size of HIN holding.

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Standard share registry, external advisers and ASX administrative fees.

Part 3F - Further Information

3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

To fund the acquisition of assets and associated transaction costs.

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

No



3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

Retail unitholders - all countries other than Australia and New Zealand.
Institutional unitholders - all countries other than Australia, New Zealand, Hong Kong and Singapore.

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

Yes

3F.5a Please provide further details of the offer to eligible beneficiaries

Retail Entitlement Offer is available to nominees/custodians with a registered address in Australia or New Zealand who are registered unitholders at 7.00 pm on 3 April 2023 and who hold units on behalf of underlying beneficial holders (wherever they reside), except to the extent such beneficial holder are not eligible retail unitholders.

Retail Entitlement Offer is not available to registered unitholders in the United States of America or who are, or are acting for the account or benefit of, persons in the United States of America.

3F.6 URL on the entity's website where investors can download information about the proposed issue

<https://www.hmccapital.com.au/our-funds/healthco-healthcare-wellness-reit/>

3F.7 Any other information the entity wishes to provide about the proposed issue

Unitholders or investors who are issued new units under the entitlement offer ("New Units") will also receive, without any further action, up to 1 bonus unit ("Bonus Unit") for every 28 New Units issued to them, provided they hold a number of units in excess of their holding as at the Record Date on 30 October 2023 (being the date 6 months after the issue of New Units under the Retail Entitlement Offer). Up to a total of 6,122,058 Bonus Units may be issued to unitholders or investors under the Entitlement Offer.

Refer to (i) the announcement and Investor Presentation released to ASX on 30 March 2023 and (ii) the Retail Entitlement Offer Booklet expected to be released on 6 April 2023, for further details relating to the issue of Bonus Units.

3F.8 Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

No

3F.9 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)



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?

No

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

HCW : ORDINARY UNITS FULLY PAID

Number of +securities proposed to be issued

65,619,419

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 1.35000

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

18/4/2023

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?

No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

All securities that are the subject of the placement, being up to 65,619,419 securities.

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

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

No

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?

No

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?

Macquarie Capital (Australia) Limited and J.P. Morgan Securities Australia Limited are acting as joint lead managers and Morgans Financial Limited is acting as retail lead manager (together, the Lead Managers).
Bell Potter Securities Limited, Wilsons Advisory and Stockbroking Limited, LGT Crestone Wealth Management Limited and Credit Suisse Private Wealth are acting as retail co-managers.

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

The Lead Managers will receive an aggregate offer management fee of 0.50% of the placement proceeds.
The Lead Managers may receive a discretionary incentive fee of up to 0.50% of the placement proceeds.



The retail lead manager will receive a fee of 1.00% on broker firm allocations received under the placement.
The retail co-managers will receive a fee of 0.50% on broker firm allocations received under the placement.

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

Yes

7E.2a Who are the underwriter(s)?

Macquarie Capital (Australia) Limited and J.P. Morgan Securities Australia Limited

7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?

Fully underwritten with the exception of the Bonus Units.

7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?

The underwriters will receive an aggregate underwriting fee of 2.00% of the placement proceeds.

7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.

Please refer to pages 53 to 55 of the ASX Investor Presentation released by HCW on 30 March 2023.

7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?

No

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

Standard share registry, external advisers and ASX administrative fees.

Part 7F - Further Information

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

To fund the acquisition of assets and associated transaction costs.

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

Investors who are issued new units under the placement (New Units) will also receive, without any further action, up to 1 bonus unit ("Bonus Unit") for every 28 New Units issued to them, provided they hold a number of units in excess of their holding as at the Record Date of 30 October 2023 (being the date that is 6 months after the issue of New Units under the Retail Entitlement Offer). Up to a total of 2,343,550 Bonus Units may be issued to investors under the Placement.

Refer to the announcement and Investor Presentation released to ASX on 30 March 2023.

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)