

## ASX RELEASE

6 April 2023

**NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

### **HMC CAPITAL SHARE PURCHASE PLAN OFFER OPENS**

HMC Capital Limited (ASX: HMC) (**HMC Capital**) is pleased to announce that its Share Purchase Plan (**SPP**) announced on Thursday, 30 March 2023 opens today. The SPP follows the completion of a \$125 million institutional placement on Friday, 31 March 2023 (**Placement**).

Under the SPP, eligible shareholders have the opportunity to subscribe for up to \$30,000 worth of new, fully paid, ordinary shares in HMC Capital (**SPP Shares**) free of any brokerage or other transaction costs.

The SPP is offered to holders of Shares at 7.00pm (Sydney time) on Wednesday, 29 March 2023 who have a registered address in Australia or New Zealand and who are not in the United States and are not acting for the account or benefit of a person in the United States (**Eligible Shareholders**). The SPP is also being extended to Eligible Shareholders who are custodians to participate in the SPP on behalf of certain eligible beneficiaries on the terms and conditions set out in the SPP booklet.

The issue price of SPP Shares will be \$3.50 per SPP Share, being the issue price under the Placement.

The SPP Shares will rank equally in all respects with HMC Capital's existing ordinary shares from the date of allotment.

HMC Capital has determined to cap the size of the SPP at \$30 million, in aggregate. As the SPP is not underwritten, the SPP may raise more or less than this amount. If the SPP raises more than \$30 million, HMC Capital may decide in its absolute discretion to accept applications (in whole or in part) that result in the SPP raising more than \$30 million. If HMC Capital decides to conduct any scale back of applications, for example because the aggregate amount applied for the SPP exceeds HMC Capital's requirements, the scale back will be applied on a pro rata basis to shareholdings of participating eligible shareholders at the record date of the SPP.

Copies of the letter to Eligible Shareholders and the SPP booklet, which contains full details of the terms and conditions of the SPP and a timetable, are attached and have been dispatched to Eligible Shareholders today. The closing date for SPP applications is 5.00pm (Sydney time) on Thursday, 20 April 2023.

For further information, Eligible Shareholders can contact the Registry, Link Market Services Limited, from 8.30am to 5.00pm Monday to Friday on 1300 369 266 (callers within Australia) or +61 1300 369 266 (callers outside Australia) or consult your financial or other professional adviser.



This announcement is authorised for release by the Board.

For further information, please contact:

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#### **About HMC Capital**

*HMC Capital is an ASX-listed diversified alternative asset manager which invests in high conviction and scalable real asset strategies on behalf of individuals, large institutions, and super funds. HMC Capital manages approximately \$7.5bn of assets under management across real estate and private equity.*

*In August 2022, HMC established HMC Capital Partners Fund I, an open-ended unlisted fund providing exposure to a high-conviction investment strategy seeking to generate superior risk-adjusted returns. HMC Capital Partners Fund I targets public and private companies in Australia and New Zealand with real asset backing.*

#### **Not for distribution or release in the United States**

*This announcement may not be distributed or released in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or any other jurisdiction in which such an offer would be illegal. The securities referred to in this announcement have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the Securities Act), or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of any person in the United States unless the securities have been registered under the Securities Act (which HMC Capital Limited has no obligation to do or procure) or are offered or sold pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable securities laws of any state or other jurisdiction of the United States.*

#### **General**

*In addition, this announcement is subject to the same "Important Notice and Disclaimer" as appears on pages 9 to 12 of the ASX announcement released on 30 March 2023 with any necessary contextual changes.*

6 April 2023

Dear Shareholder

On behalf of the Directors, I am pleased to offer you the opportunity to participate in HMC Capital Limited's (**HMC Capital**) share purchase plan (**SPP**), which was previously announced on Thursday, 30 March 2023 and follows shortly after the successful placement of shares to sophisticated and professional investors (**Placement Shares**) which raised \$125 million (**Placement**).

The SPP provides each Eligible Shareholder the opportunity to subscribe for up to \$30,000 worth of new, fully paid, ordinary shares in HMC Capital (**SPP Shares**), without incurring brokerage or other transaction costs. The SPP is capped at \$30 million (subject to rounding) and is not underwritten.<sup>1</sup>

The SPP gives you the opportunity to subscribe for additional fully paid ordinary shares in HMC Capital (**Shares**) at the same issue price as Shares issued under the Placement, being \$3.50 per SPP Share.

Participation in the SPP is optional and open to Eligible Shareholders, being holders of Shares at 7.00pm (Sydney time) on Wednesday, 29 March 2023 (**Record Date**) and whose address on the Register is in Australia or New Zealand. The SPP is also being extended to Eligible Shareholders who are custodians to participate in the SPP on behalf of certain eligible beneficiaries on the terms and conditions set out in the SPP offer booklet (**Offer Booklet**).

You may apply for a parcel of SPP Shares in multiples of \$1,000 with a minimum of \$1,000 and a maximum of \$30,000. Applications may be scaled back at the absolute discretion of HMC Capital, with any scale-back being applied on a pro-rata basis based on the size of existing shareholdings on the Record Date.

Your right to participate in the SPP is not transferable.

All SPP Shares will rank equally with existing Shares.

The terms and conditions of the SPP are provided in the Offer Booklet. I urge you to read these materials in their entirety and seek your own financial and taxation advice in relation to the SPP, before you decide whether to participate.

The SPP opens at 9:00am on Thursday, 6 April 2023 and will close at 5.00pm (Sydney time) on Thursday, 20 April 2023. SPP Shares are expected to commence trading on ASX on Friday, 28 April 2023.

**To Participate:**

1. Visit <https://hmccapital.com.au>
2. Enter your Shareholder validation information (refer below).
3. Download and carefully read a copy of the Offer Booklet and your personalised Application Form, which includes:
  - a. BPAY® payment details, if you wish to pay via BPAY®; and

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<sup>1</sup> The capital raising structure balances the need for certainty of proceeds received through the Placement with HMC Capital's desire to provide its retail shareholders with the opportunity to participate through the SPP. The \$30 million SPP cap is considered appropriate to provide the opportunity for the majority of HMC Capital's retail shareholders to achieve a pro rata allocation, or potentially increase their relative percentage shareholding, having regard to the total capital raising size and the construct of HMC Capital's Register.

- b. The contact details of the Registry, Link Market Services Limited, if you wish to make a payment via EFT.

4. Make payment before the Closing Date of the Offer.

You will be required to provide the following validation information to download your Application Form:

- Securityholder Reference Number (SRN) or Holder Identification Number (HIN) or Employee ID
- Surname/Company Name
- Country
- Postcode (if applicable)

When payment is made via BPAY® or EFT, you do not need to return your Application Form.

Cash payments and cheques will not be accepted.

If you have any questions in relation to how to participate in the SPP, please contact the Registry, Link Market Services Limited, from 8.30am to 5.00pm, Monday to Friday on 1300 369 266 (callers within Australia) or +61 1300 369 266 (callers outside Australia) or consult your financial or other professional adviser. If you have any questions in relation to whether an investment in HMC Capital through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

On behalf of the Board, I thank you for your continued support, and invite you to consider participating in the SPP.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Chris Saxon', written in a cursive style.

**Christopher Saxon**  
Chair



HMC Capital Limited  
ACN 138 990 593  
[www.hmccapital.com.au](http://www.hmccapital.com.au)  
Level 7  
1 Macquarie Place  
Sydney NSW 2000

**HMC Capital Limited (ASX: HMC)**

# Share Purchase Plan (SPP) Offer Booklet

This Booklet is not for release or distribution in the United States or, except with the consent of HMC Capital Limited, elsewhere outside Australia and New Zealand.

## Letter from the Chair

6 April 2023

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Dear Shareholder

On behalf of the Directors, I am pleased to offer you the opportunity to participate in HMC Capital's share purchase plan (**SPP**), which was previously announced on Thursday, 30 March 2023 and follows shortly after the successful placement of shares to sophisticated and professional investors (**Placement Shares**) which raised \$125 million (**Placement**).

The SPP provides each Eligible Shareholder the opportunity to subscribe for up to \$30,000 worth of new, fully paid, ordinary shares in HMC Capital (**SPP Shares**), without incurring brokerage or other transaction costs. The SPP is capped at \$30 million (subject to rounding) and is not underwritten.<sup>1</sup>

The SPP gives you the opportunity to subscribe for additional fully paid ordinary shares in HMC Capital (**Shares**) at the same issue price as Shares issued under the Placement, being \$3.50 per SPP Share.

Participation in the SPP is optional and open to Eligible Shareholders, being holders of Shares at 7.00pm (Sydney time) on Wednesday, 29 March 2023 (the **Record Date**) and whose address on the Register is in Australia or New Zealand. The SPP is also being extended to Eligible Shareholders who are custodians to participate in the SPP on behalf of certain eligible beneficiaries on the terms and conditions set out in this Booklet.

You may apply for a parcel of SPP Shares in multiples of \$1,000 with a minimum of \$1,000 and a maximum of \$30,000. Applications may be scaled back at the absolute discretion of HMC Capital, with any scale-back being applied on a pro-rata basis based on the size of existing shareholdings on the Record Date.

Your right to participate in the SPP is not transferable.

All SPP Shares will rank equally with existing Shares.

The terms and conditions of the SPP are provided in this booklet (**Booklet**). I urge you to read these materials in their entirety and seek your own financial and taxation advice in relation to the SPP, before you decide whether to participate.

The SPP opens at 9:00am on Thursday, 6 April 2023 and will close at 5.00pm (Sydney time) on Thursday, 20 April 2023. SPP Shares are expected to commence trading on ASX on Friday, 28 April 2023.

To apply for SPP Shares, you must make a payment directly:

- via BPAY®; or
- by EFT, if you do not have an account that supports BPAY® transactions.

Cash payments and cheques will not be accepted.

If you have any questions in relation to how to participate in the SPP, please contact the Registry, Link Market Services Limited, from 8.30am to 5.00pm Monday to Friday on 1300 369 266 (callers within Australia) or +61 1300 369 266 (callers outside Australia) or consult your financial or other professional adviser. If you have any questions in relation to whether an investment in HMC Capital through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

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<sup>1</sup> The capital raising structure balances the need for certainty of proceeds received through the Placement with HMC Capital's desire to provide its retail shareholders with the opportunity to participate through the SPP. The \$30 million SPP cap is considered appropriate to provide the opportunity for the majority of HMC Capital's retail shareholders to achieve a pro rata allocation, or potentially increase their relative percentage shareholding, having regard to the total capital raising size and the construct of HMC Capital's Register.

On behalf of the Board, I thank you for your continued support, and invite you to consider participating in the SPP.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Chris Saxon', written in a cursive style.

**Christopher Saxon**  
Chair

### **Important notice and disclaimer**

*This Booklet contains important information. You should read this Booklet in full and seek advice from your stockbroker, accountant or other professional adviser if you have any questions about your investment in HMC Capital or about the impact of the transactions described in this Booklet. This Booklet does not provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.*

*If you apply for SPP Shares under the SPP, there is a risk that the market price of Shares may change between the date you apply for SPP Shares and the date when the SPP Shares are issued to you under the SPP. This means there is a risk that HMC Capital's market price at the time the SPP Shares are issued will be less than the Issue Price. By applying for SPP Shares under the SPP, you will be acknowledging and accepting this risk.*

*If you have any questions in relation to how to participate in the SPP after reading this Booklet, please contact the Registry, Link Market Services Limited, from 8.30am to 5.00pm Monday to Friday on 1300 369 266 (callers within Australia) or +61 1300 369 266 (callers outside Australia).*

*Participation in the SPP is only open to holders of fully paid ordinary shares in HMC Capital at 7.00pm (Sydney time) on Wednesday, 29 March 2023, whose address on the Register is in Australia or New Zealand. The SPP is also being extended to Eligible Shareholders who are custodians to participate in the SPP on behalf of eligible beneficiaries on the terms and conditions set out in this Booklet.*

*The offer of SPP Shares under the SPP is made in accordance with the ASIC Instrument which grants relief from the requirement for HMC Capital to issue a prospectus in relation to the SPP. This Booklet is not a prospectus under Chapter 6D of the Corporations Act.*

*The laws of some countries prohibit or make impracticable participation in the SPP by certain overseas Shareholders. Shareholders who are not resident in Australia or New Zealand will not be able to participate in the SPP. The SPP does not constitute an offer of Shares for sale in any other jurisdiction.*

### **New Zealand**

*The SPP Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders at the Record Date with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand).*

*This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority. This Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.*

### **Important information for Shareholders outside Australia and New Zealand**

*This Booklet does not constitute an offer of securities in any place outside Australia or New Zealand. In particular, this Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The SPP Shares have not been and will not be registered under the US Securities Act of 1933, as amended, (the **Securities Act**) or the securities laws of any state or other jurisdiction of the United States. The SPP Shares may not be offered, sold or otherwise transferred in the United States except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and the applicable securities laws of any state or other jurisdiction in the United States.*

*Because of these legal restrictions, you must not send copies of this Booklet or any other material relating to the SPP to any person resident in the United States or elsewhere outside Australia and New Zealand.*



## A Key Dates

<b>Record Date</b> (the date that eligibility to participate in the SPP is determined)	7.00pm on Wednesday, 29 March 2023
<b>Opening Date</b>	9.00am on Thursday, 6 April 2023
<b>Closing Date</b>	5.00pm on Thursday, 20 April 2023
<b>Announce results of SPP</b> (including scale-back policy if applicable)	By Wednesday, 26 April 2023
<b>Issue of SPP Shares</b>	Friday, 28 April 2023
<b>SPP Shares commence trading on ASX</b>	Friday, 28 April 2023

*This timetable is indicative only and HMC Capital may, at its discretion, vary any of the above dates by sending a revised timetable to ASX. All times are Sydney time.*

*Refer to the Glossary in Part D for a description of any capitalised terms that are used but not otherwise defined in this Booklet.*

## B Key SPP Information

*You should read this section in conjunction with the attached Terms and Conditions of the SPP.*

### 1. What is the Share Purchase Plan or SPP?

The SPP is an offer to Eligible Shareholders to each subscribe for up to \$30,000 worth of SPP Shares without brokerage or other transaction costs.

Under the SPP, Eligible Shareholders may each apply for SPP Shares in parcels valued at a minimum of \$1,000 up to a maximum of \$30,000 in multiples of \$1,000. Applications may be scaled back at the absolute discretion of HMC Capital, with any scale-back being applied on a pro-rata basis based on the size of existing shareholdings on the Record Date.

### 2. Do I have to participate in the SPP?

No. Participation in the SPP is entirely voluntary.

Before you decide whether to participate in the SPP, HMC Capital recommends you seek independent financial advice from your stockbroker, accountant or other professional adviser.

If you do not wish to participate in the SPP, you do not need to take any action.

If you do not participate in the SPP, you will receive no value or other benefit in respect of any SPP Shares to which you may have been entitled under the SPP.

### 3. What is the Issue Price of the SPP Shares?

The Issue Price of the SPP Shares will be \$3.50 per SPP Share, which is the price at which Placement Shares were issued to investors under the Placement.

If you apply for SPP Shares under the SPP, there is a risk that the market price of Shares may change between the date you apply for SPP Shares and the date when the SPP Shares are issued to you under the SPP. This means there is a risk that HMC Capital's market price at the time the SPP Shares are issued will be less than the Issue Price. By applying for SPP Shares under the SPP, you will be acknowledging and accepting this risk.

Your application is unconditional and may not be withdrawn even if the market price of Shares is less than the Issue Price.

#### **4. Who is eligible to participate in the SPP?**

Shareholders who were registered holders of Shares at 7.00pm on Wednesday, 29 March 2023 with a current registered address in either Australia or New Zealand provided that such Shareholder is not in the United States, or acting for the account or benefit of a person in the United States (**Eligible Shareholder**).

The SPP is also being extended to Eligible Shareholders who are Custodians to participate in the SPP on behalf of Eligible Beneficiaries on the terms and conditions provided in this Booklet.

#### **5. Can my offer under the SPP be transferred to a third party?**

No. The offer cannot be transferred.

#### **6. How much can I invest under the SPP?**

Eligible Shareholders may apply for SPP Shares in parcels valued at a minimum of \$1,000, and then in multiples of \$1,000, up to a maximum of \$30,000.

The number of SPP Shares issued to an applicant will be rounded up to the nearest whole number after dividing the application monies by the Issue Price. Applications may be scaled back at the absolute discretion of HMC Capital, with any scale-back being applied on a pro-rata basis based on the size of existing shareholdings on the Record Date.

#### **7. How do I apply for SPP Shares?**

If you wish to participate in the SPP, you need to do one of the following. Cash payments and cheques will not be accepted.

##### **Option 1: Pay via BPAY®**

To pay via BPAY you will need to:

- be an account holder with an Australian financial institution;
- use the personalised reference number shown on your Application Form which is required to identify your shareholding; and
- ensure that your payment for the appropriate amount is received by the Registry before the Closing Date of 5.00pm on Thursday, 20 April 2023.

You should take into account the cut-off times your financial institution has to ensure your payment is received in advance of the Closing Date.

You can only make payment via BPAY if you are the holder of an account with an Australian financial institution that supports BPAY transactions.

Instructions about how to make a BPAY payment (including your unique BPAY reference number) is included on your personalised Application Form. Your personalised Application Form may be downloaded from the SPP offer website accessible from [www.hmccapital.com.au](http://www.hmccapital.com.au). You will need to provide your Shareholder Reference Number or Holder Identification Number to download your personalised Application Form.

If you are paying via BPAY there is no need to return the Application Form but you will be taken to have made the acknowledgements, representations, statements and certifications that are set out in the Application Form as well as in this Booklet.

##### **Option 2: Payment by EFT**

If you do not have an account that supports BPAY transactions, please contact the Registry, Link Market Services Limited, from 8.30am to 5.00pm Monday to Friday on 1300 369 266 (callers within Australia) or +61 1300 369 266 (callers outside Australia) to obtain the relevant EFT details.

You will need to provide your Shareholder Reference Number or Holder Identification Number as your reference for your EFT. Your personalised Application Form may be downloaded from the SPP offer website accessible from [www.hmccapital.com.au](http://www.hmccapital.com.au). If you have multiple holdings, when making an application in respect of one of those holdings only use the Shareholder Reference Number or Holder Identification Number specific to that holding. If you do not use the correct Shareholder Reference Number or Holder Identification Number specific to that holding your application will not be recognised as valid.

If you are paying via EFT there is no need to return the Application Form but you will be taken to have made the acknowledgements, representations, statements and certifications that are set out in the Application Form as well as in this Booklet.

It is your responsibility to ensure that your EFT payment is received by the Registry by no later than 5.00pm (Sydney time) on Thursday, 20 April 2023. You should be aware that your financial institution may implement earlier cut off times with regards to electronic payment and you should therefore take this into consideration when making payment.

## 8. What are the key dates for the SPP?

<b>Record Date</b> (the date that eligibility to participate in the SPP is determined)	7.00pm Wednesday, 29 March 2023
<b>Opening Date</b>	9.00am Thursday, 6 April 2023
<b>Closing Date</b>	5.00pm Thursday, 20 April 2023
<b>Announce results of SPP</b> (including scale-back policy if applicable)	By Wednesday, 26 April 2023
<b>Issue of SPP Shares</b>	Friday, 28 April 2023
<b>SPP Shares commence trading on ASX</b>	Friday, 28 April 2023

HMC Capital reserves the right to vary these times and dates in its absolute discretion by sending a revised timetable to ASX. All times are Sydney times.

## 9. What are the rights attached to SPP Shares issued under the SPP?

SPP Shares will rank equally with other Shares as at the date of issue.

## 10. What do I do if I am a Custodian?

The SPP is being extended to Eligible Shareholders who are Custodians and who wish to apply for SPP Shares on behalf of certain Eligible Beneficiaries.

The SPP is being offered to Custodians as the registered Shareholder. Custodians are not required to participate on behalf of their Eligible Beneficiaries. Custodians may choose whether or not to extend the SPP to their Eligible Beneficiaries. If you wish to apply as a Custodian under the SPP to receive SPP Shares for one or more Eligible Beneficiaries, you must complete and submit an additional Custodian Certificate that contains further certifications and details (as required under the terms of the ASIC Instrument) before your application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected. By applying as a Custodian on behalf of Eligible Beneficiaries to purchase SPP Shares, you certify (amongst other things) that each

Eligible Beneficiary has not exceeded, and will not exceed by applying for SPP Shares, the \$30,000 limit.

To request a Custodian Certificate or for further information about the custodian application process, please contact the Registry, Link Market Services Limited, from 8.30am to 5.00pm Monday to Friday on 1300 369 266 (callers within Australia) or +61 1300 369 266 (callers outside Australia).

Each Custodian must not participate in the SPP on behalf of, and must not distribute this Booklet or any documents relating to this SPP to, any person in the United States.

A custodian will be ineligible to participate in the SPP if their participation would be in breach of the ASIC Instrument.

#### **11. Will I receive notification of my issue?**

Yes. HMC Capital currently intends to issue the SPP Shares on Friday, 28 April 2023. The Registry will send you a holding statement in due course following the issue of the SPP Shares which will include details of the number of SPP Shares issued to you, your total holding of Shares and the Issue Price of the SPP Shares. However, these dates are indicative only and may be varied by HMC Capital in its absolute discretion. You can confirm your total holding of Shares by contacting the Registry from 8.30am to 5.00pm Monday to Friday on 1300 369 266 (callers within Australia) or +61 1300 369 266 (callers outside Australia).

#### **12. When can I trade my SPP Shares?**

You can trade your SPP Shares after the Issue Date. However, given the possibility that applications may be scaled back, you should confirm your holding on or after the Issue Date before trading any SPP Shares you believe you have acquired under the SPP. You can confirm your total holding of Shares by contacting the Registry from 8.30am to 5.00pm Monday to Friday on 1300 369 266 (callers within Australia) or +61 1300 369 266 (callers outside Australia).

#### **13. Where can I get more information on the SPP?**

If you have any questions in relation to how to participate in the SPP, please contact the Registry, Link Market Services Limited, from 8.30am to 5.00pm Monday to Friday on 1300 369 266 (callers within Australia) or +61 1300 369 266 (callers outside Australia) or consult your financial or other professional adviser. If you have any questions in relation to whether an investment in HMC Capital through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

#### **14. What will happen if the SPP is oversubscribed?**

The amount that each Eligible Shareholder can apply for under the SPP is capped at \$30,000. The SPP is capped at \$30 million (subject to rounding). The \$30 million cap is considered appropriate to provide the opportunity for the majority of HMC Capital's retail shareholders to achieve a pro rata allocation, or potentially increase their relative percentage shareholding, having regard to the total capital raising size and the construct of HMC Capital's Register. HMC Capital may decide to accept applications (in whole or in part) that result in the SPP raising less than this amount in its absolute discretion.

HMC Capital may, at its absolute discretion, scale back the number of SPP Shares that will be allotted to individual Shareholders under this SPP, with any scale-back being applied on a pro-rata basis based on the size of existing shareholdings on the Record Date.

# C Terms and Conditions of the SPP

## *Important Notice*

***If you participate in the SPP by completing and returning the Application Form or by making a payment by BPAY, you are accepting the risk that the market price of Shares may change between the Record Date, the date on which you send in the Application Form or make a payment by BPAY, and the Issue Date. This means that, up to and/or after the Issue Date, you may be able to buy Shares on the ASX at a lower price than the Issue Price.***

***Please read these terms and conditions carefully, as you will be bound by them in participating in the SPP. Shareholders accepting the SPP Offer will also be bound by the constitutions of HMC Capital.***

***The Important notice and disclaimer, Key Dates, and Key SPP Information sections of this Booklet form part of these terms and conditions.***

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## **1. Offer**

- 1.1 HMC Capital Limited (**HMC Capital**) offers each Eligible Shareholder the opportunity to purchase up to \$30,000 worth of SPP Shares under the Share Purchase Plan (**SPP**) subject to and in accordance with the terms and conditions set out below.
- 1.2 In these terms and conditions, "**SPP**" means the offer in clause 1.1.
- 1.3 The SPP opens at 9.00am on Thursday, 6 April 2023 and closes at 5.00pm on Thursday, 20 April 2023 (or such other date as HMC Capital determines, in its absolute discretion).
- 1.4 If you choose not to participate in the SPP, your right to participate lapses at the Closing Date, being 5.00pm on Thursday, 20 April 2023 (or such other date as HMC Capital determines, in its absolute discretion).
- 1.5 The SPP is non-transferable and, therefore, Eligible Shareholders cannot transfer their right to purchase SPP Shares to a third party.
- 1.6 The SPP to each Eligible Shareholder (whether as a Custodian or on its own account) is made on the same terms and conditions.
- 1.7 All references to \$ or dollars in this Booklet are references to Australian dollars unless otherwise indicated.
- 1.8 All references to time are to Sydney times unless otherwise indicated.

## **2. Eligible Shareholders**

- 2.1 You are eligible to participate in the SPP if you:
  - (a) were registered on the Register as a Shareholder at 7.00pm on Wednesday, 29 March 2023 (**Record Date**);
  - (b) currently have a registered address in either Australia or New Zealand; and
  - (c) are not in the United States and are not acting for the account or benefit of a person in the United States.
- 2.2 The SPP is also extended to Eligible Shareholders who are Custodians, in accordance with clauses 3.2 and 4.5 below.
- 2.3 The SPP is not made to Shareholders with a registered address outside of Australia or New Zealand.

### **3. Joint holders/Custodians**

- 3.1 If two or more persons are registered on the Register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification given by any of them is taken to be a certification given by all of them.
- 3.2 Subject to these terms and conditions, Eligible Shareholders who are Custodians may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf the Custodian is holding Shares.

### **4. Applications for SPP Shares**

- 4.1 Eligible Shareholders may apply for a minimum value of \$1,000 of SPP Shares and a maximum value of \$30,000 of SPP Shares, in multiples of \$1,000.
- 4.2 No brokerage or other transaction costs will apply to the acquisition of SPP Shares.
- 4.3 Eligible Shareholders who wish to apply for SPP Shares may not pay by cash or cheque and must either:
  - (a) make a payment for the appropriate amount via BPAY in accordance with the instructions on the Application Form (which may also be downloaded from the SPP offer website accessible from [www.hmccapital.com.au](http://www.hmccapital.com.au)) so that it is received prior to 5.00pm on Thursday, 20 April 2023; or
  - (b) make a payment for the appropriate amount via EFT in accordance with the instructions provided by the Registry so that it is received prior to 5.00pm on Thursday, 20 April 2023.
- 4.4 Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for SPP Shares but may not apply for SPP Shares with an aggregate value of more than \$30,000.
- 4.5 If you wish to subscribe for SPP Shares as a Custodian for one or more Eligible Beneficiary, you must also complete and submit a Custodian Certificate that contains further certifications and details (required under the terms of the ASIC Instrument) before your application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected.
- 4.6 HMC Capital and its officers and agents, may accept or reject your application for SPP Shares in whole or in part at their discretion including, without limitation, if:
  - (a) your application does not comply with these terms and conditions;
  - (b) it appears you are not an Eligible Shareholder;
  - (c) your BPAY or EFT payment is not received by the Registry by the Closing Date;
  - (d) it appears that you are applying to purchase more than \$30,000 worth of SPP Shares in aggregate or your application is not in multiples of \$1,000;
  - (e) payment of the application monies is not submitted in Australian currency; or
  - (f) the amount of your BPAY or EFT payment is not equal to the amount of your application. If this occurs, HMC Capital will:
    - (i) refund in full your application monies and not allot any SPP Shares to you; or
    - (ii) allot to you the number of SPP Shares that would have been allotted had you applied for the highest designated amount that is less than the amount of your payment and refund to you the excess of your application monies.

4.7 If you are entitled to a refund of all or any of your application monies, the refund will be paid to you, without interest, as soon as is practicable, by direct credit to your nominated account (as recorded on the Register).

## **5. Issue Price**

5.1 The Issue Price per SPP Share will be \$3.50 per SPP Share, which is the price at which Placement Shares were issued to investors under the Placement.

5.2 The current Share price can be obtained from the ASX at [www.asx.com.au](http://www.asx.com.au).

5.3 By applying for SPP Shares, you agree to pay the Issue Price per SPP Share for the number of SPP Shares calculated under clause 6.1 or, if there is a scale back, the number of SPP Shares calculated under clause 9.

## **6. Number of SPP Shares to be issued**

6.1 If you apply for SPP Shares, you will apply for a certain value, rather than a certain number, of SPP Shares. If your application is accepted, HMC Capital will divide the value of your application monies by the Issue Price (as determined under clause 5.1) in order to determine the number of SPP Shares which, subject to scale back, will be issued to you.

6.2 If this calculation produces a fractional number, the number of SPP Shares issued will be rounded up to the nearest whole SPP Share.

6.3 HMC Capital will not issue SPP Shares to an applicant if the issue of those SPP Shares, either alone or in conjunction with the issue of Shares under any other applications, would contravene any law, the Corporations Act, the listing rules of the ASX, or the ASIC Instrument.

## **7. Issue**

7.1 SPP Shares will be issued on the Issue Date.

7.2 SPP Shares will rank equally with existing Shares as at the Issue Date.

7.3 HMC Capital will apply to ASX for the quotation of SPP Shares. It is anticipated that SPP Shares will be quoted on the ASX on or around Friday, 28 April 2023.

7.4 The Registry will send you a holding statement, confirming the issue of SPP Shares in due course following their issue.

## **8. Acknowledgements**

8.1 By making a payment via BPAY or EFT, you:

- (a) are deemed to have accepted the SPP offer and you irrevocably and unconditionally agree to the terms and conditions of the SPP and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- (b) warrant that all details and statements in your application are true and complete and not misleading;
- (c) agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn);
- (d) agree that your application is only effective when received by HMC Capital and not when it is posted;
- (e) warrant that you are an Eligible Shareholder and are eligible to lawfully participate in the SPP and apply for SPP Shares, in each case in accordance with these terms and conditions as well as any applicable laws;

- (f) acknowledge that no interest will be paid on any application monies held pending the issue of SPP Shares or subsequently refunded to you for any reason;
- (g) acknowledge that HMC Capital and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;
- (h) agree to pay the Issue Price per SPP Share up to the maximum of:
  - (i) the value you have selected on the Application Form; or
  - (ii) the maximum value of your BPAY or EFT payment;
- (i) acknowledge and agree that:
  - (i) you are not in the United States and are not acting for the account or benefit of a person in the United States;
  - (ii) the SPP Shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the SPP Shares may not be offered, sold or otherwise transferred without registration under the Securities Act or unless the SPP Shares are offered, sold or otherwise transferred in a transaction exempt from, or not subject to, the registration requirements of the Securities Act, and the securities laws of any state or any other jurisdiction in the United States;
  - (iii) you have not, and will not, send this Booklet or any materials relating to the SPP to any person in the United States or to any person located in any other country outside Australia and New Zealand;
  - (iv) if in the future you decide to sell or otherwise transfer the SPP Shares, you will only do so in the regular way for transactions on the ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, or is acting or the benefit or account of, a person in the United States; and
  - (v) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand, and you have not sent this Booklet, or any materials relating to the SPP, to any person outside Australia and New Zealand;
- (j) if you are applying on your own behalf (and not as a Custodian), acknowledge and agree that:
  - (i) you are not applying for SPP Shares with an application price of more than \$30,000 under the SPP (including by instructing a Custodian to acquire SPP Shares on your behalf under the SPP);
  - (ii) the total of the application price for the following does not exceed \$30,000:
    - (A) the SPP Shares the subject of the application;
    - (B) any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the application;
    - (C) any other SPP Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
    - (D) any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the SPP;



- (k) if you are a Custodian and are applying for SPP Shares on behalf of an Eligible Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
  - (i) you are a Custodian (as that term is defined in the ASIC Instrument);
  - (ii) you held Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for SPP Shares on their behalf under the SPP and that that Eligible Beneficiary has been given a copy of this Booklet;
  - (iii) you are not applying for SPP Shares on behalf of any Eligible Beneficiary with an application price of more than \$30,000 under the SPP;
  - (iv) your application will not be accepted unless you duly complete and submit a Custodian Certificate in accordance with clause 4.5; and
  - (v) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
- (l) accept the risk associated with any refund that may be dispatched to you by direct credit to your address shown on the Register;
- (m) agree to be bound by the constitutions of HMC Capital (as amended and as they may be amended from time to time in the future);
- (n) acknowledge that neither HMC Capital or its officers, advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
- (o) acknowledge that HMC Capital may at any time irrevocably determine that your application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective; and
- (p) authorise HMC Capital, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail.

## **9. Scale Back**

- 9.1 HMC Capital may in its absolute discretion undertake a scale back of applications for SPP Shares as it sees fit, with any scale-back being applied on a pro-rata basis based on the size of existing shareholdings on the Record Date.
- 9.2 If there is a scale back you may receive less than the parcel of SPP Shares for which you have applied.
- 9.3 If a scale back produces a fractional number of SPP Shares when applied to your parcel, the number of SPP Shares you will be allotted will be rounded up to the nearest whole number of SPP Shares.
- 9.4 If there is a scale back, the difference between the application monies received from you, and the number of SPP Shares allocated to you multiplied by the Issue Price, will be refunded to you without interest.

## **10. ASIC relief**

- 10.1 This offer of SPP Shares under the SPP is made in accordance with the ASIC Instrument, which grants relief from the requirement to prepare a disclosure document for the SPP subject to certain requirements.
- 10.2 HMC Capital has, prior to the release of this Booklet, given a notice to ASX that complies with the requirements of the ASIC Instrument.

## **11. Dispute resolution**

- 11.1 HMC Capital may settle, in any manner it determines, any difficulties, anomalies, or disputes which may arise in connection with, or by reason of, the operation of the SPP whether generally or in relation to any participant or any application for SPP Shares, and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.
- 11.2 The powers of HMC Capital under these terms and conditions may be exercised by the Directors or any delegate or representative of the Directors.

## **12. Variation and termination**

- 12.1 HMC Capital reserves the right at any time to:
- (a) amend or vary these terms and conditions;
  - (b) waive strict compliance with any provision of these terms and conditions;
  - (c) withdraw the SPP or suspend or terminate the SPP;
  - (d) vary the timetable for the SPP, including the Closing Date; and
  - (e) not accept an application, not issue SPP Shares or issue SPP Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a Custodian applying on behalf of its Eligible Beneficiaries).
- 12.2 In the event that the SPP is withdrawn or terminated all application monies will be refunded. No interest will be paid on any money returned to you.

## **13. Privacy policy**

- 13.1 HMC Capital values your privacy and will take reasonable steps to protect your personal information in accordance with applicable data privacy laws and regulations. HMC Capital and the Registry are bound by the *Privacy Act 1988* (Cth) in relation to the collection, use and disclosure of personal information about you. Chapter 2C of the Corporations Act requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. This information must continue to be included in the public register if you cease to be a shareholder.
- 13.2 HMC Capital and the Registry may collect personal information to process your application, implement the SPP and administer your holding of Shares. The personal information contained in the Register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to Shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.
- 13.3 Your personal information may be disclosed to joint investors, the Registry, securities brokers, third party service providers (including print and mail service providers), technology providers and professional advisers, related entities of HMC Capital and its agents and contractors, as well as ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas where such personal information may not receive the same level of protection as under Australian law.
- 13.4 Link Market Services Limited's privacy policy is available on their website: [www.linkmarketservices.com.au/](http://www.linkmarketservices.com.au/)

## **14. Underwriting**

- 14.1 The SPP is not underwritten.

**15. Governing law and inconsistencies**

- 15.1 These terms and conditions are governed by the laws in force in New South Wales. Any dispute arising out of, or in connection with, these terms and conditions, or the SPP, will be determined by the courts of New South Wales. By accepting the SPP, you agree to submit to the non-exclusive jurisdiction of the courts in New South Wales. Other terms and conditions, rights and obligations of SPP Shares are contained in the constitutions of HMC Capital. The terms and conditions of the SPP prevail to the extent of any inconsistency with the Application Form.

## D Glossary

The following definitions apply throughout this Booklet unless the context requires otherwise.

<b>Application Form</b>	your personalised application form enclosed with this Booklet, which may also be downloaded from the SPP offer website accessible from <a href="http://www.hmccapital.com.au">www.hmccapital.com.au</a> .
<b>ASIC</b>	Australian Securities and Investments Commission.
<b>ASIC Instrument</b>	ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.
<b>ASX</b>	ASX Limited ACN 008 624 691 or the market operated by it as the context requires.
<b>Beneficiary</b>	a person on whose behalf a Custodian is holding Shares at 7.00pm on Wednesday, 29 March 2023.
<b>Closing Date</b>	5.00pm on Thursday, 20 April 2023 (or such other date as HMC Capital determines, in its absolute discretion).
<b>Corporations Act</b>	the <i>Corporations Act 2001</i> (Cth).
<b>Custodian</b>	a custodian as defined in section 4 of the ASIC Instrument.
<b>Custodian Certificate</b>	a certificate complying with section 8 of the ASIC Instrument.
<b>Director</b>	a director of HMC Capital.
<b>EFT</b>	Electronic Funds Transfer
<b>Eligible Beneficiary</b>	a Beneficiary of a Custodian with a registered address in either Australia or New Zealand, provided that such Beneficiary is not in the United States or acting for the account or benefit of a person in the United States.
<b>Eligible Shareholder</b>	a Shareholder who was a registered holder of Shares at 7.00pm on Wednesday, 29 March 2023 with a current registered address in either Australia or New Zealand, provided that such Shareholder is not in the United States or acting for the account or benefit of a person in the United States.
<b>HMC Capital</b>	HMC Capital Limited (ACN 138 990 593).
<b>Issue Date</b>	Friday, 28 April 2023.
<b>Issue Price</b>	\$3.50 per SPP Share, which is the price at which Placement Shares were issued to investors under the Placement.
<b>Opening Date</b>	9.00am on Thursday, 6 April 2023.
<b>Placement</b>	the placement of fully paid ordinary shares by HMC Capital to sophisticated and professional investors, raising \$125 million, announced on Wednesday, 30 March 2023.
<b>Placement Shares</b>	Shares issued under the Placement.
<b>Record Date</b>	7.00pm on Wednesday, 29 March 2023.
<b>Register</b>	the register of Shareholders.
<b>Registry</b>	Link Market Services Limited ABN 54 083 214 537.

<b>Securities Act</b>	U.S. Securities Act of 1933, as amended.
<b>Share</b>	a fully paid ordinary share in HMC Capital.
<b>Shareholder</b>	a registered holder of Shares.
<b>SPP</b>	the Share Purchase Plan being offered to Eligible Shareholders under this Booklet.
<b>SPP Offer</b>	the Share Purchase Plan offer made to Eligible Shareholders under this Booklet, as described in clause 1.1 of the terms and conditions of the SPP.
<b>SPP Shares</b>	new Shares to be offered to Eligible Shareholders under the SPP.

# E Corporate Directory

## **Company**

HMC Capital Limited  
ACN 138 990 593  
Level 7, Gateway  
1 Macquarie Place  
Sydney NSW 2000  
[www.hmccapital.com.au](http://www.hmccapital.com.au)

## **Registry**

Link Market Services Limited  
Level 12, 680 George Street  
Sydney, NSW 2000

## **SPP Information Line**

1300 369 266 (callers within Australia)  
+61 1300 369 266 (callers outside Australia)