

# Form 604

Corporations Act 2001

Section 671B

## Notice of change of interests of substantial holder

To: Company Name/Scheme HealthCo Healthcare and Wellness REIT

ACN/ARSN 652 057 639

### 1. Details of substantial holder (1)

Name Home Consortium Developments Pty Ltd ACN 635 859 700 and the persons listed in Annexure A.

ACN (if applicable) As stated above and in Annexure A.

There was a change in the interests of the substantial holder on: 18/04/2023

The previous notice was given to the company on: 06/09/2021

The previous notice was dated: 06/09/2021

### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of Securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary units (Units)	65,500,010	20.14%	92,325,240	18.98%

### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest or the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
18/04/2023	Home Consortium Developments Pty Ltd ACN 635 859 700 (HCDPL)	Dilution of voting power as a result of the issue of additional Units as part of (i) the institutional component of the Entitlement Offer, (ii) early acceptances under the retail component of the Entitlement Offer and (iii) the Placement, each announced on 30 March 2023.	N/A	N/A	N/A
18/04/2023		Acquisition of Units by HCDPL pursuant to sub-underwriting of the institutional component of the Entitlement Offer announced on 30 March 2023.	\$32,000,000.40	23,703,704 Units	23,703,704
01/03/2022	HMC Capital Limited ACN 138 990 593 (HMC)	On-market purchase of Units by HMC	\$178,134.50	93,755 Units	93,755
02/03/2022			\$133,784.00	70,000 Units	70,000
03/03/2022			\$687,568.96	347,960 Units	347,960
10/03/2022			\$432,657.07	220,811 Units	220,811
11/03/2022			\$285,886.05	147,760 Units	147,760
14/03/2022			\$274,994.28	141,240 Units	141,240
28/04/2022			\$375,311.15	192,487 Units	192,487
29/04/2022			\$787,960.27	401,018 Units	401,018
02/05/2022			\$468,651.88	241,486 Units	241,486
03/05/2022			\$318,945.90	165,009 Units	165,009
04/05/2022			\$2,039,589.72	1,041,936 Units	1,041,936

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
05/05/2022			\$109,775.80	58,064 Units	58,064
18/04/2023		Dilution of voting power as a result of the issue of additional Units as part of (i) the institutional component of the Entitlement Offer, (ii) early acceptances under the retail component of the Entitlement Offer and (iii) the Placement, each announced on 30 March 2023.	N/A	N/A	N/A
18/04/2023		Acquisition of Units by HCDPL pursuant to sub-underwriting of the institutional component of the Entitlement Offer announced on 30 March 2023.	N/A	23,703,704 Units	23,703,704
Various dates between 01/03/2022 to 05/04/2023 as set out above for HMC.	Home Investment Consortium Company Pty Ltd ACN 614 090 818 as trustee for the Home Investment Consortium Trust (HICT)	On-market purchase of Units by HMC	N/A	3,121,526 Units	3,121,526
18/04/2023		Dilution of voting power as a result of the issue of additional Units as part of (i) the institutional component of the Entitlement Offer, (ii) early acceptances under the retail component of the Entitlement Offer and (iii) the Placement, each announced on 30 March 2023.	N/A	N/A	N/A
18/04/2023		Acquisition of Units by HCDPL pursuant to sub-underwriting of the institutional component of the Entitlement Offer announced on 30 March 2023.	N/A	23,703,704 Units	23,703,704
Various dates between 01/03/2022 to 18/04/2023 as set out above for HMC.	Aurum Holdings Investment Company Pty Ltd ACN 614 090 603 as trustee for Aurum Holdings Investment Trust (Aurum)	As above for HICT.	N/A	26,825,230 Units	26,825,230
Various dates between 01/03/2022 to 18/04/2023 as set out above for HMC.	Mez Pty Limited ACN 166 758 032 as trustee for Di Pilla Family Trust (Mez)	As above for HICT.	N/A	26,825,230 Units	26,825,230
Various dates between 01/03/2022 to 18/04/2023 as set out above for HMC.	David Di Pilla (DDP)	As above for HICT.	N/A	26,825,230 Units	26,825,230

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
HCDPL	HCDPL (as to 88,703,714 Units)	HCDPL (as to 88,703,714 Units)	Relevant interest held under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) ( <b>Corporations Act</b> ) as a result of being the registered holder of Units.	88,703,714 Units	88,703,714
HMC	HMC (as to 3,121,526 Units) HCDPL (as to 88,703,714 Units)	HMC (as to 3,121,526 Units) HCDPL (as to 88,703,714 Units)	Relevant interest held under section 608(1)(a) of the <i>Corporations Act</i> as a result of being the registered holder of Units.  Relevant interest under sections 608(1)(b) and 608(1)(c) of the <i>Corporations Act</i> , being a relevant interest arising from HMC having control of HCDPL and hence the power to exercise, or control the exercise of, a right to vote attached to the relevant Units.	91,825,240 Units	91,825,240

HICT	HMC (as to 3,121,526 Units) HCDPL (as to 88,703,714 Units)	HMC (as to 3,121,526 Units) HCDPL (as to 88,703,714 Units)	Relevant interest held under section 608(3)(a) of the Corporations Act, being a relevant interest from HMC and HCDPL, being the registered holder of Units.  HICT has a "voting power" in HMC of more than 20% and so has a "deemed" relevant interest under section 608(3)(a) of the Corporations Act.	91,825,240 Units	91,825,240
Aurum	HMC (as to 3,121,526 Units) HCDPL (as to 88,703,714 Units)	HMC (as to 3,121,526 Units) HCDPL (as to 88,703,714 Units)	Relevant interest under sections 601(1)(b) and 608(1)(c) of the Corporations Act, being a relevant interest arising from having control over HICT, and hence the power to exercise, or control the exercise of, a right to vote attached to the relevant Units.	91,825,240 Units	91,825,240
Mez	HMC (as to 3,121,526 Units) HCDPL (as to 88,703,714 Units) Mez (as to 250,000 Units)	HMC (as to 3,121,526 Units) HCDPL (as to 88,703,714 Units) Mez (as to 250,000 Units)	Relevant interest under section 601(1)(a) of the Corporations Act as a result of being the registered holder of Units.  Relevant interest under sections 601(1)(b) and 608(1)(c) of the Corporations Act, being a relevant interest arising from having control over Aurum and HICT, and hence the power to exercise, or control the exercise of, a right to vote attached to the relevant Units.	92,075,240 Units	92,075,240
ZEM Super Pty Ltd ACN 635 321 907 as trustee for Di Pilla Superannuation Fund (ZEM)	ZEM (as to 25,000 Units)	ZEM (as to 25,000 Units)	Relevant interest under section 601(1)(a) of the Corporations Act as a result of being the registered holder of Units.	25,000 Units	25,000
DDP Capital Pty Ltd ACN 163 122 978 (DDPC)	DDPC (as to 225,000 Units)	DDPC (as to 225,000 Units)	Relevant interest held under section 608(1)(a) of the Corporations Act as a result of being the registered holder of Units.	225,000 Units	225,000
DDP	HMC (as to 3,121,526 Units) HCDPL (as to 88,703,714 Units) Mez (as to 250,000 Units) ZEM (as to 25,000 Units) DDPC (as to 225,000 Units)	HMC (as to 3,121,526 Units) HCDPL (as to 88,703,714 Units) Mez (as to 250,000 Units) ZEM (as to 25,000 Units) DDPC (as to 225,000 Units)	Relevant interest under sections 608(1)(b) and 608(1)(c) of the Corporations Act, being a relevant interest arising from having control over DDPC, ZEM, Mez, Aurum and HICT, and hence the power to exercise, or control the exercise of, a right to vote attached to the relevant Units.	92,325,240 Units	92,325,240

## 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN (if applicable)	Nature of association
N/A	

## 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See Annexure A	

## Signature

print name ANDREW SELIM

Capacity Company Secretary

sign here



date

19 April 2023

## Directions

1. If there are a number of substantial shareholders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members, is clearly set out in paragraph 6 of the form.
  2. See the definition of "associate" in section 9 of the Corporations Act 2001.
  3. See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
  4. The voting shares of a company constitute one class unless divided into separate classes.
  5. The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
  6. Include details of:
    - (a) any relevant agreement or other circumstances by which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
    - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
  7. Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
  8. If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
  9. Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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**Annexure A**

This is annexure A referred to in Form 604, Notice of change of interests of substantial holder dated 19 April 2023



COMPANY SECRETARY

19 APRIL 2023

**Signature**

**Capacity (director / company secretary)**

**Date**

**Print name: ANDREW SELIM**

<b>Name</b>	<b>Address</b>
HCDPL (ACN 635 859 700)	Level 7, Gateway, 1 Macquarie Place, Sydney NSW 2000
HMC (ACN 138 990 593)	Level 7, Gateway, 1 Macquarie Place, Sydney NSW 2000
HICT (ACN 614 090 818)	c/- Baker McKenzie, Tower One – International Towers Sydney, Level 46, 100 Barangaroo Avenue, Barangaroo NSW 2000
Aurum (ACN 614 090 603)	c/- Baker McKenzie, Tower One – International Towers Sydney, Level 46, 100 Barangaroo Avenue, Barangaroo NSW 2000
Mez (ACN 166 758 032)	c/- Frank Clune & Son, Level 8, 60 Carrington Street, Sydney NSW 2000
ZEM (ACN 635 321 907)	c/- Frank Clune & Son, Level 8, 60 Carrington Street, Sydney NSW 2000
DDPC (ACN 163 122 978)	c/- Frank Clune & Son, Level 8, 60 Carrington Street, Sydney NSW 2000
DDP	c/- Frank Clune & Son, Level 8, 60 Carrington Street, Sydney NSW 2000