HMCapital

Strategic Acquisitions to Seed Global DigiCo Platform & $300m Equity Raising

DigiCo Infrastructure REIT

24 October 2024

Agenda

ACKNOWLEDGEMENT OF COUNTRY

HMC Capital acknowledges the Traditional Custodians of Country throughout Australia and celebrates their diverse culture and connections to land, sea and community. We pay our respect to their Elders past and present and extend that respect to all Aboriginal and Torres Strait Islander peoples

"Journey of Creation" Artwork by Billy Reynolds

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This Presentation has been prepared in relation to:

- the proposed establishment of the global DigiCo Infrastructure REIT (**DigiCo REIT**) and HMC's acquisition of 100% of the issued share capital of Global Switch Australia Holdings Pty Ltd (**Global Switch**) (**Acquisition**) in connection with the proposed establishment of DigiCo REIT and;
- a fully underwritten placement of new fully paid ordinary shares in HMC (**New Shares**) to institutional investors and certain existing institutional shareholders under section 708A of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73* (**Placement** or **Offer**).

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DigiCo REIT IPO
This presentation refers to the DigiCo REIT IPO. Once it is established, it is proposed that DigiCo REIT will be a stapled entity consisting of a company and a registered managed investment scheme. Shares in the company will be stapled to units in the managed investment scheme on a one for one basis to form stapled securities (**Stapled Securities**). The issuer of the shares in DigiCo REIT is intended to be a company named HMC Digital Infrastructure Ltd (once it has been incorporated). The issuer of the units in DigiCo REIT (which has yet been established as a managed investment scheme for the purposes of the Corporations Act) will be Equity Trustees Limited. The target market for the Stapled Securities is consumers seeking income and capital growth who have a very high risk and return profile, who have a minimum investment timeframe of 5 years and who are seeking to allocate less than 10% of their total investable assets in Stapled Securities. A disclosure document, comprising a prospectus under Chapter 6D of the Corporations Act and a product disclosure statement under Part 7.9 of the Corporations Act (**PDS**) (the prospectus and PDS together the **Disclosure Document**) will be made available on the website of the responsible entity of DigiCo REIT when the Stapled Securities become available for issue and distribution. The Disclosure Document is expected to be made available in December 2024 at www.asx.com.au. Investors should consider the Disclosure Document in deciding whether or not to acquire, or continue to hold, the Stapled Securities.

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Executive Summary

Strategic initiatives to establish a global digital infrastructure platform

1 **HMC Capital to establish Global DigiCo Platform across ASX listed and unlisted funds & Acquisition of Global Switch**	▪ HMC Capital (**HMC**) is establishing a Global Digital Infrastructure Platform (**DigiCo**) comprising: – The global DigiCo Infrastructure REIT (**DigiCo REIT**) intended to be listed on the ASX alongside a new institutional Unlisted Fund (**Unlisted Fund**) – A best-in-class global management team assembled with >20 years' average experience in the data centre sector ▪ HMC is acquiring Global Switch Australia (**Acquisition**)[1] as a seed asset for DigiCo REIT, a highly strategic 26MW data centre located in the Sydney CBD – Net acquisition price of $1.937bn[2] – Significant growth opportunity with large-scale capex development pipeline identified, providing scope for expansion of existing IT capacity to 88MW[3] over the medium-term ▪ Objective to create a world-class global platform providing investors with unique exposure to both yield and growth
2 **Additional assets under exclusive due diligence**	▪ HMC has identified multiple seed assets, predominately based in the United States, which are currently under exclusive due diligence – These assets include Tier 1 hyperscale and enterprise data centres, colocation facilities and higher returning development opportunities
3 **Balance sheet capacity**	▪ The Acquisition will be funded by asset level debt and an equity underwrite from HMC ahead of the proposed establishment and funding of the Acquisition by the DigiCo REIT and Unlisted Fund. HMC Group has ~$3.0bn of balance sheet underwriting capacity and liquidity including: – HMC has secured a $800m debt facility and received terms for a further $300m of asset financing – HMC balance sheet liquidity of $1.9bn following the Placement and upsizing of the senior facility to $535m with credit approved commitments received from three lenders to increase the senior facility by $150m ▪ Positive early feedback from potential third-party institutional investors seeking exposure to high quality digital infrastructure assets at scale
4 **Equity Raising to underwrite the Global Switch acquisition**	▪ To underwrite the Acquisition, HMC is undertaking a $300m fully underwritten institutional placement (**Placement**) at an issue price of $8.75 (**Issue price**). The issue price represents a: – 5.0% discount to the last close price of $9.21 on 23 October 2024
5 **Trading update**	▪ Based on HMC performance YTD, annualised FY25 Operating EPS (pre-tax) is 46 cents, representing growth of 24% on FY24[4] ▪ FY25 DPS guidance of 12 cents is reaffirmed ▪ Placement proceeds are intended to deliver 20%+ ROIC target from new funds management and co-investment income in the medium term

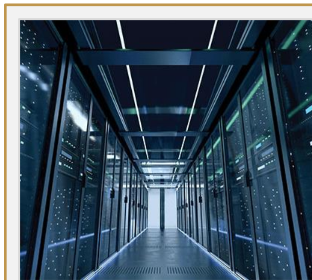
Notes: 1. Subject to the satisfaction of certain conditions precedent, the transaction is expected to reach financial close in 1Q CY25. HMC may nominate another entity (such as DigiCo REIT) to acquire Global Switch Australia. 2. Net of $184m cash as at 18-Oct-24. 3. Target IT power and utility power supply post completion of densification & optimisation capex program. 4. Adopts the gross fair value movement of HMCCP and financial assets as at 23-Oct-24 plus the annualised operating earnings YTD Oct-24 (excl. HMCCP / Equity investment fair value movements). 44 cents on a diluted basis for the Placement and assuming Placement proceeds are placed in an interest-bearing account.

HMC Capital Platform

Scalable platforms supported by market leading investment capability and track record







	REAL ESTATE	PRIVATE EQUITY	PRIVATE CREDIT	ENERGY TRANSITION	DIGITAL INFRASTRUCTURE
$15.4bn Current AUM[1]	**$9.7bn**	**$0.9bn**	**$1.8bn**	***In development***	**$3.0bn+[2]**
Divisional Leadership	 **Sid Sharma** *Head of Real Estate* *15+ years experience*	 **Victoria Hardie** *Head of Private Equity* *15+ years experience*	 **Matt Lancaster** *Chair of Private Credit* *25+ years experience*	 **Angela Karl** *Head of Energy Transition* *20+ years experience*	 ***Damon Reid*** *CEO of DigiCo REIT* *20+ years experience*
FY25 Key objectives	✓ Deploy remaining capacity (~$500m) in LML Fund I ✓ Launch new $1bn+ LML Fund with 2-3 anchor investors identified ✓ Ongoing deployment into value accretive acquisitions and developments across core listed and unlisted daily needs & healthcare strategies	✓ Grow HMCCP AUM to $1bn+ and generate 15%+ total shareholder returns ✓ Establish new traditional unlisted private equity fund with potential seed assets identified	✓ Grow private credit platform to $3bn of AUM across CRE (Payton) and new Corporate and Asset-based private credit capability ✓ ASX listing of diversified private credit LIT	✓ Secure additional seed assets (second opportunity in advanced due diligence) for energy transition platform to create “green-energy gentailer” ✓ Launch $2bn+ fundraising with institutional investors	✓ Global DigiCo Infrastructure REIT (DigiCo REIT) intended to be listed on the ASX alongside new institutional Unlisted Fund ✓ Seed assets secured or under exclusive due diligence ✓ Best-in-class management team onboarded
$20bn+ Medium-term AUM target	**~$14bn+**	**~$2bn+**	**~$5bn+**	**~$2bn+**	**~$4bn+**

Note: 1. As at Oct-24. AUM includes undrawn equity plus debt for LML Fund I, $1.6bn real estate development pipeline and private credit opportunities currently under exclusive due diligence. 2. Includes both contracted acquisitions and assets currently under exclusive due diligence. Includes Stratcap which settled in 1Q FY25.

ACQUISITION OF GLOBAL SWITCH AUSTRALIA

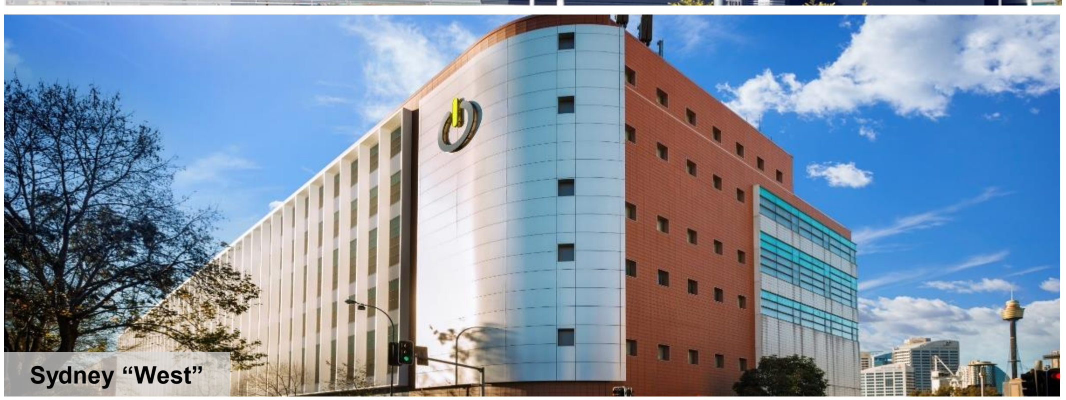
Global Switch Australia

Only large-scale data centre campus in the Sydney CBD

Overview of Global Switch

- Global Switch Australia currently comprises two adjoining data centre sites in Sydney, representing **the only large-scale data centre campus in the densely-connected Sydney CBD** and one of the largest data centre campuses in Australia
- The Sydney Campus' CBD location, in close proximity to telecommunications exchanges, submarine cable Points of Presence ("**PoPs**") and Sydney's financial and commercial districts, has enabled it to establish a position as one of the **premier carrier hotels in Sydney**
- The connectivity ecosystem, which includes 110 Tier 1 and Tier 2 service providers[1], 3 cloud on-ramps[2] and access to key inter and intra city fibre networks is **highly attractive to connectivity and latency-sensitive customers**


Sydney "East"


Sydney "West"

Description	Two adjacent operating data centre sites with significant densification & optimisation opportunity, representing the only large-scale data centre campus within the Sydney CBD
Location	Sydney, Australia Less than 1km from the centre of the Sydney CBD
Gross Floor Area (GFA)	72,800 sqm
Current Capacity and Planned Development	26MW existing with scope to increase to 88MW post densification and optimisation capex project[3]
Type	Hyperscale, Enterprise, Connectivity
EBITDA	A$86m (CY23)
Utility Power Supply	120MVA confirmed electrical capacity via Ausgrid[3]
Connectivity	Direct access to intracity and intercity fibre networks

Notes: 1. Source: Peeringdb (January 2024) plus three additional Global Switch direct providers who are not listed with Peeringdb. 2. Source: Cloudscene (January 2024). 3. Target IT power and utility power supply post completion of Densification and Optimisation Capex Project.

Global Switch Australia

High quality and diverse customer base with key hyperscalers already on site

110
Tier 1 and Tier 2 service providers[1]

9
Accessible submarine cable systems

3
Cloud on-ramps to leading global hyperscalers

4
Internet exchanges[2]

Direct access to intracity and intercity fibre networks

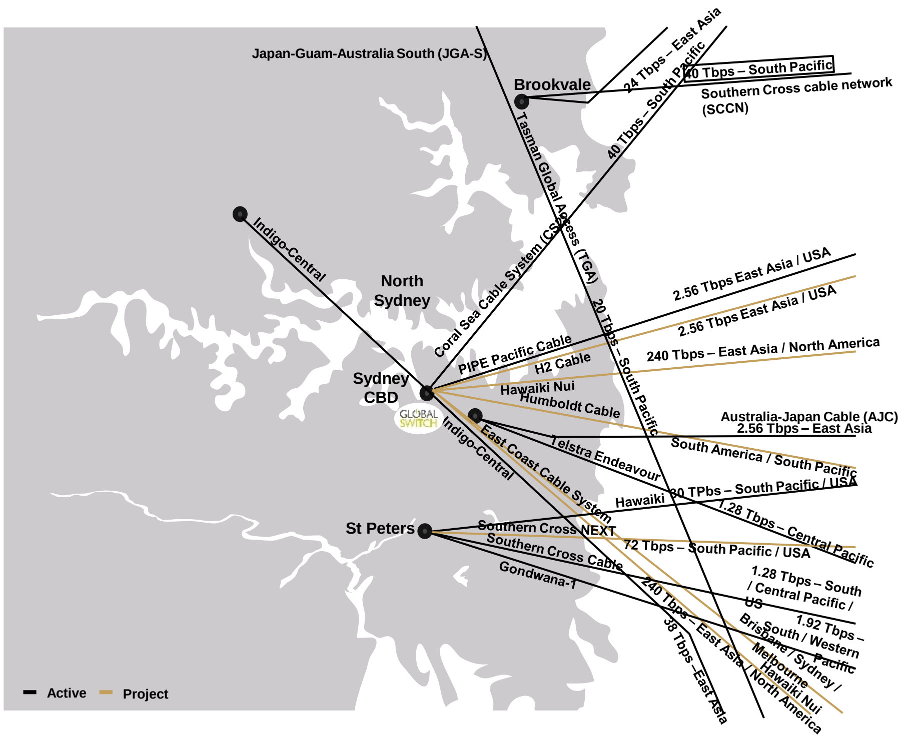
Substantial recent investment in structured fibre to support interconnections

Customer Diversification

- **86** unique customers[2]
- **182** unique contracts[2]
- **~16 year** weighted average customer lifespan[2]

Hyperscale	*17%*
Enterprise	*47%*
Connectivity and Networks	*37%*

Submarine cable Points of Presence (POP)



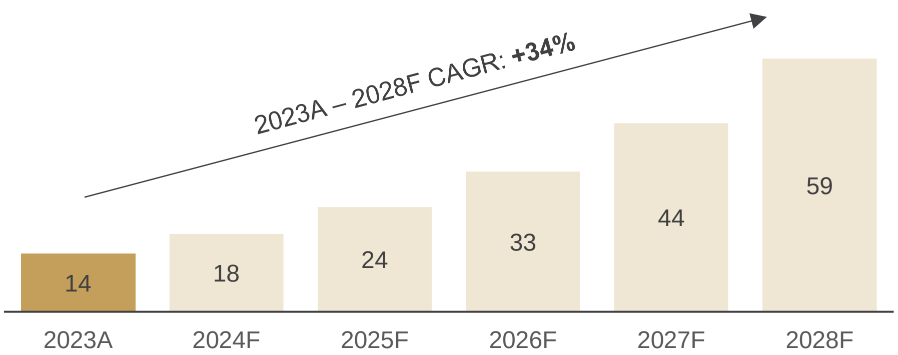
Unique freehold ownership in a location that cannot be replicated, being the only large-scale data centre campus in the Sydney CBD

Notes: 1. Source: Peeringdb, January 2024 plus three additional Global Switch direct providers who are not listed with Peeringd. 2. As at 31 May 2024.

Attractive growth tailwinds supported by industry megatrends and a supply constrained Sydney market

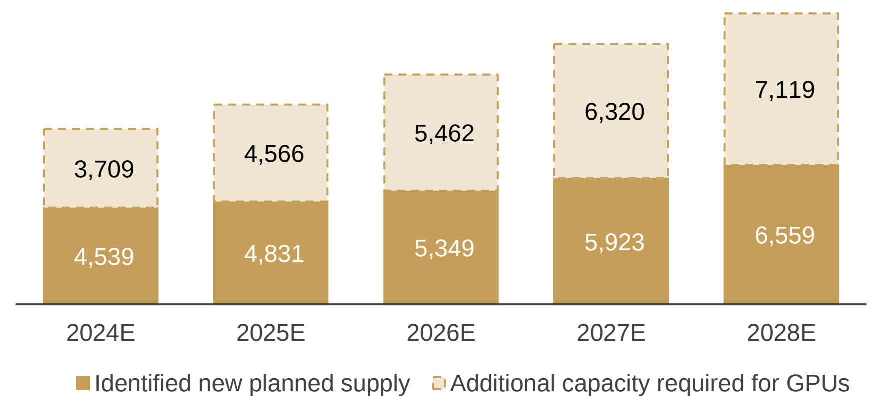
Rapid increase in data centre-dependent generative AI …

Global generative AI market size (US$bn)



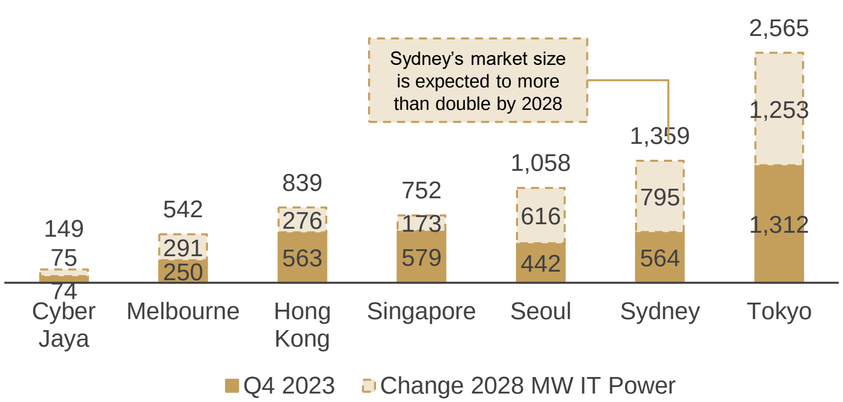
… has led to a significant increase in IT power capacity required

Incremental GPU-driven demand in additional planned supply (MW)



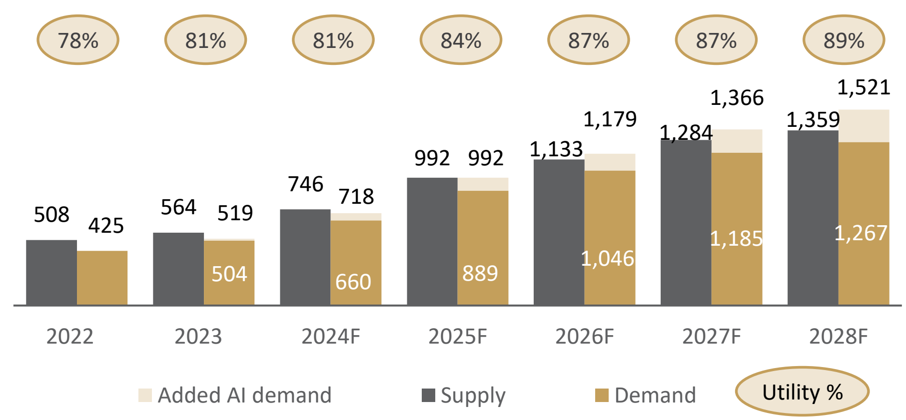
Despite Sydney market supply doubling by 2028…

Estimated data centre supply (MW of IT power)



… a supply shortfall in Sydney is still expected over the next 5 years

IT capacity (MW)



Rapid adoption of generative AI is resulting in a step change for required data centre capacity

Source: IBM, Visual Capitalist, OpenAI, Market.US, 451 Research, part of S&P Global Market Intelligence, Custom Study (January 2024), Statista

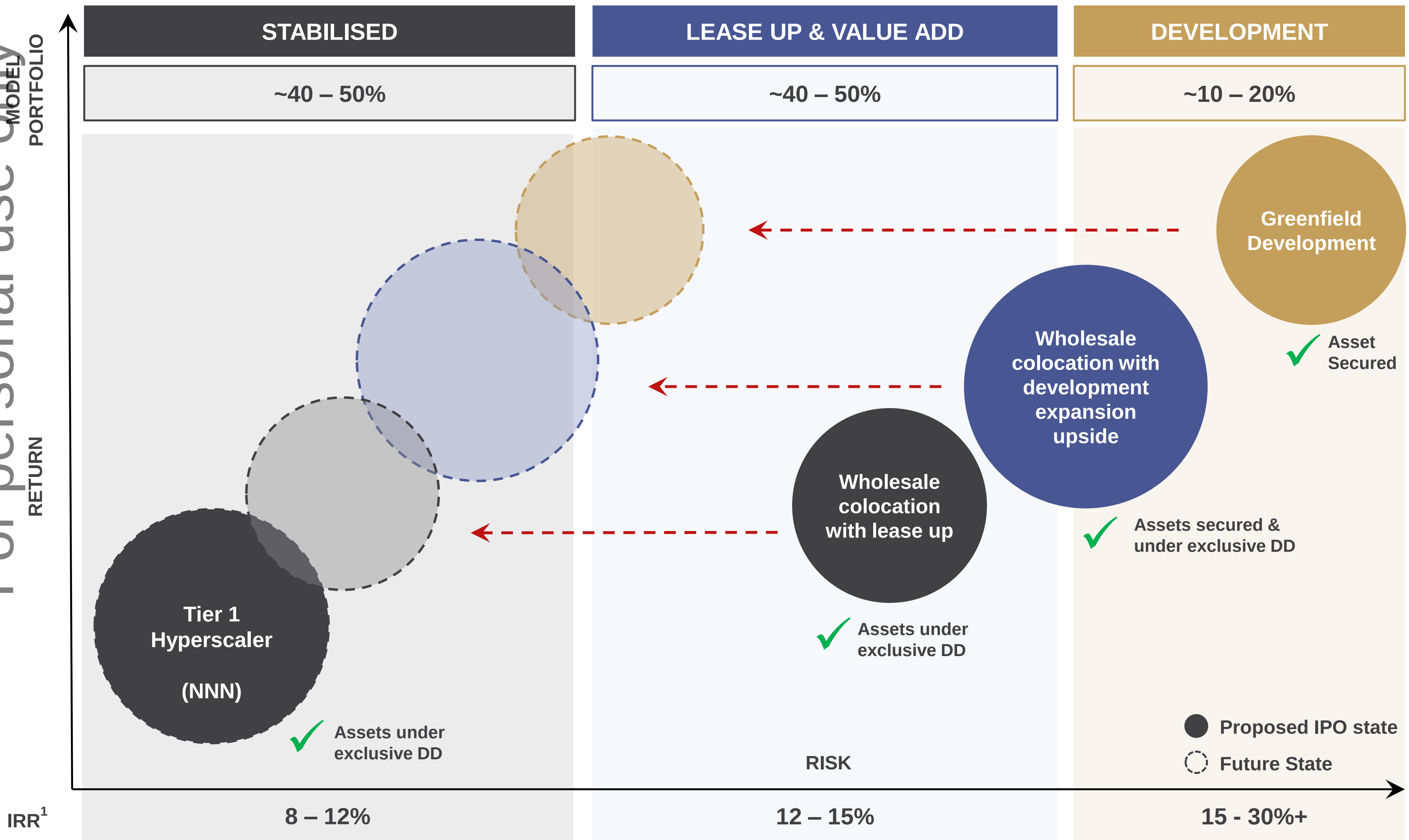
GLOBAL DigiCo REIT

DigiCo REIT – Investment Highlights

Differentiated investment strategy	✓ Investment strategy comprising a **model portfolio of stabilised assets, lease-up/value-add assets and value accretive developments**
Unique listed investment proposition	✓ **Targeting a stable distribution yield** with earnings growth being driven through escalations, lease up & development pipeline ✓ Lease-up potential across existing assets **driving mid-teens EBITDA growth**
High quality, diversified tenant base	✓ Well diversified, global tenant portfolio with **high quality credit counterparties and low churn rates** ✓ **Contracted annual escalations** across portfolio ✓ Global portfolio of assets under exclusive due diligence
Highly credentialed management team	✓ Global management team across Australia and North America with average >20 years' experience in data centre sector ✓ Track record of **operational excellence, delivering 99.999% uptime over past 10 years**
Significant growth pipeline	✓ Significant growth pipeline through exposure to **value-add and development assets**

DigiCo REIT – Model Portfolio

Multiple seed assets secured or under exclusive due diligence across the digital infrastructure value chain



Notes: 1. Levered project IRR (pre-fees).

DigiCo REIT – Update

Global DigiCo Infrastructure REIT proposed to be listed on the ASX alongside unlisted fund with seed portfolio secured or under exclusive due diligence

DigiCo seed portfolio secured or under exclusive DD

- ✓ Acquisition of Global Switch Australia, a highly strategic colocation data centre located in the Sydney CBD, for net consideration of $1.937bn. Global Switch Australia represents the first seed asset for HMC Capital's proposed global DigiCo Infrastructure REIT ("DigiCo REIT")
  - Highly connected, premier carrier hotel with connectivity to 9 submarine cables
  - Majority investment grade tenants across hyperscalers, telcos, global corporates and financial services companies
  - Transformational upgrade opportunity to maximise the potential of the campus with secured power supply of up to 120MVA
- ✓ HMC is currently in exclusive due diligence on a further $2bn of seed DigiCo assets, including:
  - New 30MW+ facility in a Tier 1 North American market leased to a hyperscaler
  - Enterprise mission critical facilities leased to a high investment grade North American financial institution
  - Portfolio of Australian co-location data centres
  - Development site in North America supporting a 70MW+ hyperscaler campus expected to commence construction in 2025
- ✓ Strong pipeline of stabilised and growth assets

The only large-scale data centre campus in Sydney CBD

Hyperscaler facility in Tier 1 North American market

DigiCo REIT – Proposed Structure

HMCapital

2 underwriting options

IPO INVESTORS	UNLISTED INSTITUTIONAL INVESTORS
↓	↓
DigiCo REIT	**HMC UNLISTED DIGITAL INFRASTRUCTURE FUND (HDIF)**

DigiCo REIT

- Proposed ASX listed vehicle, holding direct ownership of both stabilised, yield generating data centre assets with high quality credit counterparties, and facilities offering longer term growth through lease-up and value-add development

Ownership stake in HMC Unlisted Digital Infrastructure Fund (HDIF) to be driven by IPO demand

HMC UNLISTED DIGITAL INFRASTRUCTURE FUND (HDIF)

- HDIF will hold operating and greenfield assets with significant development pipeline and value-added lease up opportunities
- Global investor soft sounding process highlighting demand for digital infrastructure assets

DigiCo REIT – Management Team

Highly credentialed management team with an average of >20 years' experience in the data centre sector

DigiCo Infrastructure REIT – Australia

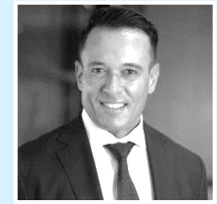
Damon Reid
CEO, DigiCo REIT

Kate Mitchell
Operations & Customer Service Director

Emma Hayward
Commercial Director

Aaron Smith
Project Director

Murray Goldring
Operations Director



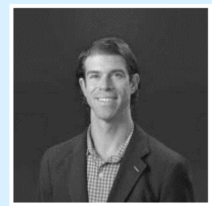
George Gashovski
Sales Manager

DigiCo Infrastructure REIT – North America

Bryan Marsh
Managing Director

Chris Flynn
Managing Director

Jim Condon
Managing Director



Scott Jacobs
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Vice President

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CFO, DigiCo REIT

Jamie Sun
Group Corporate Finance Manager

Rita Mikhael
Senior Legal Counsel

Saj Howpage
Senior Associate

Bernice Tan
Senior Associate

EQUITY RAISING

Offer Terms

Offer structure	▪ HMC is undertaking a $300m fully underwritten institutional placement (**Placement**) ▪ Issue of approximately 34 million New Shares under the Placement, representing 9.07% of HMC's ordinary shares on issue ▪ The Placement will be conducted by way of bookbuild process, opening and closing on Thursday, 24th October 2024
Offer price	▪ The issue price of $8.75 per share represents: – 5.0% discount to the last traded price of $9.21 on Wednesday, 23rd October 2024
Ranking	▪ New shares issued under the Placement will rank equally in all respects with existing ordinary shares on issue from the date of allotment and will be entitled to the dividend of 6.0 cents per share that is expected to be declared for the half ending 31 December 2024
Risks	▪ Please refer to Appendix A for Key Risks

Sources & Uses

Sources of funds	$m
Equity Raising – Institutional Placement	300.0
Total sources of funds	**300.0**

Uses of funds	$m
Cash at bank (underwriting support)	295.0
Transaction costs	5.0
Total uses of funds	**300.0**

Indicative timetable

Event	Date
Trading halt and announcement of Placement	Thursday, 24 October 2024
Shares recommence trading on ASX (trading halt lifted and announcement of completion of Placement)	Friday, 25 October 2024
Settlement of New Shares issued under the Placement	Tuesday, 29 October 2024
Allotment and normal trading of New Shares issued under the Placement	Wednesday, 30 October 2024

APPENDIX A: KEY RISKS

Key Risks

This Appendix discusses some of the key risks associated with an investment in HMC shares. A number of risks and uncertainties may adversely affect the operating and financial performance or position of HMC and, in turn, affect the value of HMC shares. These include specific risks associated with an investment in HMC, risks in relation to the Acquisition and general risks associated with any investment in listed securities. The risks and uncertainties described below are not an exhaustive list of the risks facing HMC now or in the future. Potential investors should carefully consider these risks, as well as those risks common in the industry in which the HMC Group operates, in deciding whether an investment in HMC is suitable having regard to their own personal investment objectives and financial circumstances and publicly available information (including this Presentation). Additional risks and uncertainties that HMC is unaware of, or that it currently considers to be immaterial, may also become important factors that adversely affect HMC's operating and financial performance.

You should note that the occurrence or consequences of many of the risks described in this Appendix are partially or completely outside the control of HMC and any entity, body corporate or trust managed or controlled by HMC (**HMC Group**), its directors and senior management. It is also important to note that there can be no guarantee that HMC will achieve its stated objectives or that any forward-looking statements or forecasts contained in this Presentation will be realised or otherwise eventuate. All potential investors should satisfy themselves that they have a sufficient understanding of these matters, including the risks described in this Appendix, and have regard to their own investment objectives, financial circumstances and taxation position.

1 Key business risks

1.1 Fund performance
HMC's financial performance is linked to the performance of the funds that it manages. The success of HMC's stated strategy to grow a diversified funds management platform is in part linked to the underlying investment performance of HMC managed funds.

There is also the risk that HMC managed funds do not meet their investment objectives or fail to achieve consistent long-term performance, which may adversely affect HMC's strategy to grow its managed funds. HMC also invests its own balance sheet into HMC managed funds. Any adverse fund performance of HMC managed funds may affect HMC's financial position and earnings.

1.2 Potential loss of management rights
Certain entities within the HMC Group are the responsible entity, investment manager and/or property manager across HMC's real estate, private equity funds and digital infrastructure funds.

These relevant entities within the HMC Group have and will continue to provide a high level of service as responsible entity, investment manager and property manager to each of their funds in accordance with the terms of the underlying agreements. Despite this, there is a risk that the equity holders of these funds may vote to remove the relevant entity within the HMC Group as the responsible entity. HMC maintains an ownership interest in the majority of its funds, which accordingly provides it with the ability to have significant influence over any resolutions put to equity holders, including any resolutions to remove the responsible entity.

1.3 Capital raising and underwriting risk
There is a risk that the HMC Group is unable to raise external third-party capital on favourable terms, or at all, to execute its strategy of growing a diversified funds management platform.

HMC may also at times acquire assets on its balance sheet to be sold or sold down to new HMC managed funds that manage new third-party capital. Any inability to raise third-party capital could adversely affect HMC's financial position and earnings.

1.4 Key personnel risk
HMC's success depends on its ability to retain and attract senior management (key personnel). Key personnel are an important part of HMC's business strategy and success, as they have extensive industry experience and knowledge of HMC's business. If HMC were to lose any of its senior management team or if it were unable to employ replacement personnel with the requisite level of experience to adequately operate HMC's business, its operations and financial performance could be adversely affected.

1.5 General economic conditions
The financial performance of HMC and its managed funds may fluctuate due to various factors, including movements in the Australian and international capital markets, interest rates, exchange rates, inflation, Australian and international economic conditions, changes in government, fiscal, monetary and regulatory policies, prices of commodities, global geo-political events and hostilities, global health pandemics, acts of terrorism, investor perceptions and various other factors which may affect HMC's financial position and earnings.

1.6 Environmental, social, and governance (ESG)
HMC has outlined its ESG strategy, including certain environmental targets, and there is a risk that HMC fails to adequately progress on executing its ESG strategy, fails to meet its environmental targets or fails to adequately meet evolving ESG stakeholder expectations and regulatory requirements.

Key Risks

1.7 Liquidity risk
Funding and liquidity are material risks to HMC because of the need to adequately fund operations, investments and future growth. An inability to adequately fund business operations, investments and growth plans may lead to difficulty in executing HMC's funds management strategy.

In an economic environment of high inflation and higher interest rates, HMC may be affected by increases in the cost of debt and any instability in international banking markets. These could lead to a risk that HMC may be unable to refinance or renew banking facilities following expiry or will only be able to refinance or renew those facilities on terms that are less favourable than the existing terms. Further, if HMC fails to meet any of the covenants on its debt facilities, there is a risk that it may be required to repay outstanding debt on notice or take other actions to remedy the breach. Any requirement to repay outstanding debt on notice, or inability to refinance banking facilities or obtain capital or financing generally, on favourable terms or at all, may have a material adverse effect on financial performance and position.

1.8 Movements in Interest rates, foreign exchange and equity markets
In addition to the risk factor set out in '1.5 General economic conditions', HMC's financial performance and position may be directly affected by movements in interest rates, foreign exchange and equity markets. While HMC Group deploys some risk management measures, including interest rate hedging for any long duration debt, certain risks such as equity markets performance and foreign exchange movements are unpredictable, and any adverse movements may affect HMC's financial performance and position.

1.9 Credit and counterparty risk
HMC enters into various agreements with counterparties for activities linked to key strategy initiatives such as financing (eg equity, debt), property leasing and development, and acquisitions and divestments. While HMC undertakes a due diligence process to assess the credit worthiness of key counterparties and their ability to deliver services and functions as per the agreements, there is a risk that the counterparties may be unable to deliver their obligations under the agreements.

1.10 Cybersecurity risk
HMC collects, processes and stores, through the ordinary course of its operations, a wide range of data, including confidential data. HMC and its service providers and networks are required to adhere to their own and their stakeholders' security and compliance standards. If adequate safeguards and measures to mitigate breaches are not provided and maintained, it could negatively affect HMC's reputation and operations.

Any systemic failure and/or data security breaches could result in significant disruption to HMC's services, loss of system integrity, breaches of HMC's obligations under applicable data protection laws or contractual agreements, an obligation under privacy laws to notify individuals and the Australian Information Commissioner of the breach, reputational damage, and could reduce its ability to operate, each of which could have a material adverse effect on HMC's financial performance and dividends.

1.11 Reputational risk and stakeholder trust
HMC's reputation, brand, products and services are important to HMC's standing in the market. HMC's failure to protect its reputation could have a material adverse effect on its business, including its brand and profitability. HMC's brand could be jeopardised if it fails to maintain quality services or if HMC, or the third parties with whom it does business, fail to comply with regulations or accepted business practices (including but not limited to ethical, social, product, labour and environmental standards, or related political considerations).

If damage was to occur to HMC's reputation, the demand for HMC's services may be reduced and/or HMC's services may be boycotted. This will likely have an adverse effect on revenue margins, profitability and operations of HMC.

Similarly, any negative publicity regarding HMC, or its board, officers or employees, or the performance of its funds, will adversely affect HMC's ability to generate revenue.

1.12 Risk relating to issues with outsourcing
The HMC Group engages with several providers to obtain outsourced services, in particular, services in relation to its property management, registry services, custody services and information technology services. Despite undertaking best practice in terms of pre-contracting due diligence, HMC is unable to directly control quality assurance and the level of service provided by these outsourced providers. Any failure by one or more of the outsourced providers to maintain the level of service required is likely to affect HMC's ability to meet operational expectations and needs.

1.13 Insurance risk
HMC maintains appropriate insurance coverage in respect of its business where insurance coverage is available on commercial terms and at acceptable prices. Insurance cover may not be available for certain types of losses (eg losses caused by pandemics, war, riots and civil commotion) or even if it is available, it may be too expensive. Any losses incurred due to uninsured risks, or a loss more than the insured amounts, could lead to a loss of some of the capital invested by HMC, and could adversely affect the financial performance of HMC. Increases in insurance premiums because of insurance claims or otherwise may also adversely affect HMC's financial performance. HMC cannot guarantee that its existing insurances (which are provided by third-party insurance providers) will be available or offered in the future. An inability of HMC to maintain such insurance coverage in the future could limit the ability of HMC to conduct its business, which could have a negative impact on the financial results and prospects of HMC.

1.14 Failure to effectively diligence acquisitions
In connection with seeking to execute its strategy, the HMC Group periodically considers acquisition opportunities. There can be no assurance that the HMC Group will identify suitable acquisition opportunities at acceptable prices or successfully execute those opportunities. While HMC undertakes substantial due diligence on the expected benefits of any acquisition, including via the engagement of independent legal, accounting, taxation, regulatory and technical due diligence, HMC is only able to estimate the benefits expected to be achievable as part of any acquisition. There is a risk that the actual benefits able to be realised as part of any acquisition may be less than expected or even delayed, or that the expected benefits of any acquisition may not materialise at all, or the costs to achieve those benefits may be higher than originally expected.

Key Risks

1.15 Failure to complete or effectively integrate acquisitions
If key conditions or warranties under any acquisition agreements are not satisfied, completion of the acquisitions may be deferred or delayed, may not occur on the terms of the acquisition agreements or may not occur at all. The completion of acquisitions may also be affected because certain deliverables may be outside of the vendors' control, such as obtaining required regulatory approvals or third-party consents.
Further, the integration of acquisitions that HMC undertakes carries risk, including potential delays or costs in implementing necessary changes, and difficulties in integrating various operations. The success of acquisitions is dependent on the effective and timely integration of the target entities alongside HMC's existing business following completion.

Successful integration of acquisitions includes ensuring processes, policies and procedures are aligned with HMC's existing processes, policies and procedures. Additionally, integration of information technology and financial reporting systems and processes is typically a complex exercise. As such, there is a risk that the integration is more complex than currently anticipated, resulting in unexpected challenges or issues which may take longer or cost more than expected and may divert management's time and attention from maintaining HMC's existing operations.

A failure to fully integrate the target entities, or a delay in the integration process, including because of a cultural misalignment between HMC and the staff of the target entities or the loss of certain key members of staff of the target entities, could impose unexpected costs that may adversely affect the financial performance and position of HMC.

1.16 Occupational, health and safety risk
The HMC Group is committed to providing a healthy and safe environment for its personnel, contractors and visitors. However, there is a risk that an incident could lead to a fatality or serious harm to an employee, a contractor, a third-party employee or a member of the public. While HMC provides appropriate instructions, equipment, preventative measures, first aid information and training to all stakeholders through its occupational, health and safety management systems, health and safety incidents may nevertheless occur.

1.17 Government policy risk, change in law and regulatory approvals
The HMC Group is required to comply with a number of regulatory requirements, including with respect to financial services, financial reporting, tax, work health and safety, environmental, workplace industrial relations, modern slavery, privacy and security and anti-money laundering. Any regulatory breach could have a material negative impact on the operational performance, reputation or financial results of HMC. Changes in relevant legislative and administrative regimes and government policies in Australia may also have a material negative impact on the operational performance, reputation or financial results of HMC.

Activities by the HMC Group may require approvals from regulatory authorities, which may be delayed, not be forthcoming or which may not be able to be obtained on terms acceptable to HMC. While HMC has no reason to believe that all requisite approvals will not be forthcoming or will not be renewed, HMC cannot guarantee any requisite approvals will be obtained or maintained. A delay or failure to obtain any approvals or renewals may mean the ability of HMC to operate its business may be limited or restricted either in part or absolutely.

Furthermore, the regulatory environment for HMC's activities could change in ways that could substantially increase HMC's liabilities, tax liability or costs of compliance. This could materially and adversely affect HMC's financial position.

1.18 Related-party transactions
The HMC Group has a number of key contractual relationships with related parties. If these relationships breakdown and the related party agreements are terminated, there is a risk that the HMC Group may not be able to find a satisfactory replacement. For example, Aurrum Kids, Aurrum Aged Care and the Spotlight Retail Group (through the Spotlight and Anaconda brands), which are controlled by persons who are also on the board of HMC, are tenants of HDN and HCW (as applicable). Each lease was entered into on arm's length terms and, to mitigate risk, the HMC Group has put in place and adopts related party protocols to address any related party issues.

Further, the operations of HMC require involvement of related parties and other third parties. With respect to these persons and despite applying best practice in terms of pre- contracting due diligence, HMC is unable to completely avoid the risk of financial failure or default by a counterparty or a counterparty experiencing an insolvency event.

1.19 Disputes or litigation
HMC Group and related funds may, from time to time, be the subject of complaints from or litigation by shareholders, tenants, landlords, governmental agencies or other third parties (including regulators). For example, tenants may claim that rent and/or outgoings are not due and payable, landlords may allege that a clause of a lease has not been complied with and may issue a notice of default, governmental agencies may claim that the relevant funds have not paid rates or other taxes or is not compliant with applicable planning or zoning laws and third parties may claim for breach of contract or object to the use of the property.

Any complaints, disputes, claims or litigation with third parties (including regulators) in which HMC Group or its related funds are involved may result in a financial penalty, the inability of HMC Group or its related funds to conduct their business or implement their strategy and/or damage their reputation and may divert financial and managerial resources away from running their business. Any of these potential outcomes may adversely affect HMC's financial performance and position.

1.20 Geographic risk
HMC's existing digital infrastructure funds management business, (being the StratCap business) is based in the United States. There are risks involved in investing internationally, including political and social instability, governmental interference, liquidity risks, currency risks or foreign exchange controls.

Furthermore, local and regional regulatory environments in international jurisdictions can change, affecting HMC's operations. This may include changes in environmental regulations, land use policies and other legal requirements. Navigating the regulatory landscapes of multiple jurisdictions adds complexity and potential compliance costs.

Key Risks

2 Risks in relation to the Acquisition

2.1 Reliance on information provided by the vendors
HMC undertook a due diligence process in respect of the Acquisition, which relied in part on the review of financial (including unaudited and other financial information), operational and other information provided to HMC by Global Switch Australia and the relevant vendors. Despite making reasonable efforts, HMC has not been able to verify the accuracy, reliability or completeness of all the information that was provided to it against independent data.

Similarly, HMC has prepared (and made assumptions in the preparation of) the financial information related to Global Switch Australia (each on a standalone basis and also combined with HMC) included in this Presentation from financial (including unaudited and other financial information) and other information provided by Global Switch Australia and the relevant vendors. If any of the data or information provided to and relied upon by HMC in its due diligence process and its preparation of this Presentation proves to be incomplete, incorrect, inaccurate or misleading, there is a risk that the performance of Global Switch Australia may be materially different to the performance expected by HMC and reflected in this Presentation.

Investors should also note that there is no assurance that the due diligence conducted was conclusive and that all material issues and risks in respect of the Acquisition have been identified and avoided or managed appropriately. Therefore, there is a risk that the financial effect of any issues and risks may be greater than HMC’s current assessment or that unforeseen issues and risks may arise, which may also have a material impact on HMC. This could adversely affect the operations, financial performance or position of HMC.

The information reviewed by HMC included forward-looking information. While HMC has been able to review some of the foundations for the forward-looking information relating to Global Switch Australia, forward-looking information is inherently unreliable and based on assumptions that may change in the future.

2.2 Analysis of the Acquisition
HMC has undertaken financial, business and other analyses of Global Switch Australia to determine its attractiveness to HMC and DigiCo REIT and whether to pursue the Acquisition. It is possible that such analysis, and the best estimate assumptions made by HMC, draw conclusions and forecasts that are inaccurate, or which will not be realised in due course. To the extent that the actual results achieved by Global Switch Australia is different than those indicated by HMC's analysis, there is a risk that the profitability and future earnings of the operations of Global Switch Australia, DigiCo REIT and HMC in general may be materially different from the profitability reflected in this Presentation.

2.3 Acquisition may not complete or may be delayed
There is a risk that the Acquisition does not complete. Completion of the Acquisition is subject to satisfaction of certain conditions precedent, including the vendors obtaining a no-objection notification from the Foreign Investment Review Board. If any of the conditions precedents are not satisfied or waived, or take longer than anticipated to satisfy, completion may be deferred or delayed, or may not occur on the current terms or at all.

Further, if the completion deliverables under the sale agreement are not satisfied, completion may be deferred or delayed, or may not occur on the current terms or at all.

If the Acquisition does not complete because of a failure to satisfy conditions (or otherwise), HMC will need to consider alternative uses for the proceeds of the Offer, or ways to return such proceeds to shareholders via a share buy-back or other capital return mechanism.

If completion of the Acquisition is delayed, HMC and/or DigiCo REIT may incur additional costs, and it may take longer than anticipated for HMC or DigiCo REIT to realise the benefits of the Acquisition. Any failure to complete, or delay in completing, the Acquisition and/or any action required to be taken to return capital raised to shareholders may have a material adverse effect on HMC's financial position and performance.

2.5 The financial capacity of, and recourse to, the vendors and the warranty and indemnity insurer may be limited
As noted above, warranty and indemnity insurance is in the process of being purchased for HMC in connection with the Acquisition. If the Acquisition completes, and if a warranty or other claim is made under the sale agreements, the warranty and indemnity policy may not respond on all matters and is subject to a maximum liability cap along with time and other limitations. This may therefore provide limited or no coverage on a particular liability or loss. If a warranty or other claim is made under the sale agreements, to the extent the warranty and indemnity insurance does not cover the particular claim (or is not met by the insurer), there is a risk that funds may not be available or sufficient to meet that claim.

Further, there can be no guarantee as to the ongoing financial capacity of the vendors (and in any case there may be no or limited recourse against the vendors, as opposed to warranty and indemnity insurance).
Any inability to recover amounts claimed could materially adversely affect HMC’s financial position and performance. Further, if HMC were to take legal action to enforce a claim under any of the warranty and indemnity policies or against any of the vendors, there is a risk that the enforcement process is protracted, costly and diverts management’s time and attention away from running the HMC business, each of which could materially adversely impact HMC’s financial position and performance.

Key Risks

2.6 Global Switch Australia may not be successfully integrated
The integration of Global Switch Australia carries risk, including potential delays or costs in implementing necessary changes, and difficulties in integrating various operations. The success of the Acquisition, and the ability to realise the expected benefits of the Acquisition outlined in this Presentation, is dependent on the effective and timely integration of Global Switch Australia into the acquirer.

Integration of Global Switch Australia, including ensuring their processes, policies and procedures are in accordance with those of the acquirer as well as integration of their information technology and financial reporting systems and processes, is expected to be a complex exercise. As such, there is a risk that the integration is more complex than currently anticipated, encountering unexpected challenges or issues, taking longer than expected, costing more than expected and divert management's time and attention from running the existing business.

While HMC undertook analysis on the expected benefits of the Acquisition, they remain HMC's estimate of the benefits expected to be achievable as part of the Acquisition. There is a risk that the actual benefits able to be realised as part of the Acquisition may be less than expected or delayed, or that the expected benefits of the Acquisition may not materialise at all or cost more to achieve than originally expected.

A failure to fully integrate Global Switch Australia, or a delay in the integration process, including because of a cultural misalignment between the acquirer and the staff of Global Switch Australia or the loss of certain key members of staff of Global Switch Australia, could impose unexpected costs that may adversely affect the financial performance and position of HMC.

2.7 Underwriting risk
HMC has entered into an underwriting agreement with the Joint Lead Managers pursuant to which the Joint Lead Managers have agreed to underwrite the Placement (Underwriting Agreement), subject to the terms and conditions of the Underwriting Agreement. If certain conditions are not satisfied or if certain termination events occur, the Joint Lead Managers may terminate the Underwriting Agreement. Those termination events are summarised in Appendix C of this Presentation.

Termination of the Underwriting Agreement could have an adverse impact on the amount of proceeds raised under the Placement. As noted above, if the proposed IPO of DigiCo REIT does not proceed or is delayed and less funds are raised under the Offer than anticipated, HMC may need to seek alternative funding sources that may result in HMC incurring additional costs (eg by way of interest payments on debt) and/or potential restrictions being imposed on the way HMC conducts its business and deals with its assets.

There is no guarantee that alternative funding could be sourced on satisfactory terms and conditions or at all. Failure to source alternative funding could result in HMC being unable to perform its obligations to complete the Acquisition. Any of these outcomes could have a material adverse impact on HMC's financial position, prospects and reputation.

2.8 Inability to obtain debt financing for the Acquisition
The Acquisition is to be partially funded through debt financing.

While debt commitments have been secured, the ability of the acquirer to complete the Acquisition is contingent on agreeing full form documents for debt financing facilities. Any failure to obtain the necessary debt financing facilities for the Acquisition could delay or prevent the completion of the Acquisition, which may adversely affect HMC's operations and strategic growth plans.

HMC may need to seek alternative, potentially more expensive, financing options, which could increase financial strain and adversely impact on the profitability of HMC.

2.9 Historical liability
The acquirer is acquiring the shares in Global Switch Australia. As such, the acquirer may become directly or indirectly liable for liabilities incurred by Global Switch Australia, or is liable for, in the past, which are contingent or of an uncertain amount, were not identified during HMC's due diligence or which are greater than expected, or for which the protection (in the form of representations and warranties and indemnities, and deferred consideration) negotiated by HMC under the sale agreements may be inadequate in the circumstances. Historical liabilities may include compliance by Global Switch Australia with contractual obligations or laws and regulations, including tax and duty laws, rules and regulations. Such liability may adversely affect the financial performance or position of HMC following completion.

2.10 Acquisition accounting
The acquirer is required to undertake an assessment of the fair value of the tangible and intangible assets acquired as well as the actual and contingent liabilities of Global Switch Australia at the date of the Acquisition. Accounting standards provide 12 months from completion for this assessment to be finalised. The outcome of this assessment could give rise to different values being applied than those currently anticipated. Such an outcome will impact the values of assets and liabilities reported in the consolidated balance sheet by the acquirer. There will also be differences in the depreciation and amortisation charges recognised in the consolidated profit or loss account which may impact reported profit before tax and net profit after tax.

Key Risks

3 Risks in relation to the proposed IPO of DigiCo REIT

3.1 DigiCo REIT listing risk
While DigiCo REIT is intended to list on the ASX in December 2024, there is a risk that the DigiCo REIT initial public offering (IPO) may not proceed as planned (or may not proceed at all) or is delayed. This could be due to a variety of factors including unfavourable market conditions, regulatory hurdles or internal challenges. If the IPO does not occur or is delayed, it may adversely affect HMC and DigiCo REIT's ability to raise capital, fund the Acquisition, execute its growth strategy and achieve its financial objectives.

3.2 Impact on the proposed IPO of DigiCo REIT if the Acquisition does not complete
In addition to the risk factor set out in '2.3 Acquisition would not complete or may be delayed', if the Acquisition does not proceed, DigiCo REIT may not achieve its expected digital growth strategy and financial targets, which would affect the overall success of any potential IPO.

Further, any valuation and pricing in relation to the IPO would be affected if the Acquisition does not complete, which would adversely affect DigiCo REIT's valuation, leading to a potential adverse adjustment in the IPO pricing and/or terms.

Any failure to complete the Acquisition could also have a negative effect on market perception and investor sentiment. This in turn may lead to reduced demand for DigiCo REIT's securities, reducing the overall success of the IPO and potentially leading to a lower subscription rate at IPO.

If the Acquisition does not complete, DigiCo REIT may face challenges in achieving its projected revenue, profitability and operational efficiencies, which could affect its financial performance and growth prospects.

3.3 Execution of proposed strategy
DigiCo REIT's financial performance and success is contingent on the effective execution of its proposed digital growth strategy. Any delays, inefficiencies or failures in executing this strategy could adversely affect DigiCo REIT's performance and financial results.

For example, the proposed digital growth strategy may be affected by unforeseen changes in market conditions, including economic downturns, fluctuations in property values and shifts in demand. These factors could hinder DigiCo REIT's ability to execute its strategy as planned.

Effective execution of DigiCo REIT's digital growth strategy requires an appropriate allocation of resources, including capital, personnel and technology. If the allocation is insufficient, this could impede DigiCo REIT's ability to implement its strategy successfully and in full.

DigiCo REIT may face operational challenges such as delays in property development, difficulties in securing financing or issues with property management. These challenges could disrupt the execution of the proposed digital growth strategy and negatively affect DigiCo REIT's performance.

DigiCo REIT will also need to manage the expectations of its stakeholders, including securityholders, tenants and lenders. A failure to meet these expectations due to poor execution of its digital growth strategy could lead to a loss of confidence and support from key stakeholders.

3.4 Dependence on external responsible entity
Subject to the listing of DigiCo REIT on ASX, an external responsible entity will operate the managed investment scheme that forms part of the DigiCo REIT staple.

The performance of DigiCo REIT is dependent on the expertise, experience and performance of the external responsible entity who must work in tandem with the company that forms the other part of the DigiCo REIT. Any decline in the responsible entity's performance or loss of key personnel at the responsible entity or any inefficiency arising from the operation of the two components of the staple by different entities applying different processes and practices could adversely affect DigiCo REIT's operations and financial performance.

There is also the possibility that the fee structure agreed upon with the external responsible entity may lead to higher costs compared to internally managed REITs. These fees, which may include management, performance and transaction fees, can affect the overall returns to securityholders.

Lastly, the external responsible entity is subject to regulatory requirements and compliance obligations. Any failure by the external responsible entity to comply with these requirements and obligations may adversely affect the responsible entity's ability to continue to operate the managed investment scheme that forms part of the DigiCo REIT staple. If that occurred, it may adversely affect the responsible entity's ability to continue to operate the managed investment scheme that forms part of the DigiCo REIT staple, which may then result in legal and financial repercussions for DigiCo REIT, or potentially a change of responsible entity for the scheme, any of which may affect the external responsible entity's reputation and financial stability and the financial performance of DigiCo REIT.

Key Risks

4 Key general and share related risks

4.1 Risks associated with an investment in shares
There are general risks associated with investments in equity capital. The trading price of shares may fluctuate with movements in equity capital markets in Australia and internationally. Generally applicable factors which may affect the market price of shares over which HMC and HMC directors have no control include:

- general movements in Australian and international stock markets;
- investor sentiment;
- Australian and international economic conditions and outlook;
- changes in interest rates and the rate of inflation;
- changes in government regulations and policies;
- announcement of new technologies; and
- geopolitical stability, including international hostilities and acts of terrorism.

No assurances can be given that the new shares offered under the Placement will trade at or above the issue price. None of HMC, its directors or any other person guarantees the market performance of the new shares.

The operational and financial performance and position of HMC and HMC’s share price may be adversely affected by general rather than company-specific factors, including the general state of the economy, investor uncertainty, geopolitical instability, and global hostilities and tensions. Any of these events and resulting fluctuations may materially adversely impact the market price of HMC shares.

4.2 Equity raising dilution risks
The percentage shareholding of shareholders in HMC will be diluted because of the issue of new shares under the Offer.

APPENDIX B: SUMMARY OF EQUITY UNDERWRITING ARRANGEMENTS

Summary of Equity Underwriting Arrangements

Goldman Sachs Australia Pty Ltd, J.P. Morgan Securities Australia Limited, Macquarie Capital (Australia) Limited and UBS Securities Australia Limited (**Joint Lead Managers**) are acting as joint lead managers, underwriters and bookrunners of the Placement. HMC has entered into an underwriting agreement with each of the Joint Lead Managers in respect of the Placement (**Underwriting Agreement**).

The Underwriting Agreement contains precedent, representations, warranties, undertakings and indemnities in favour of each of the Joint Lead Managers. A Joint Lead Manager may, in certain circumstances, terminate its obligations under the Underwriting Agreement on the occurrence of certain events, including the following:

- (*) HMC is in breach of any terms and conditions of the Underwriting Agreement or an obligation of HMC becomes incapable of being performed or observed or unlikely to be performed or observed by the required time for observance or performance;
- (*) any representation or warranty made by HMC in the Underwriting Agreement is or becomes incorrect, untrue or misleading;
- (*) a contravention by HMC of the Corporations Act, its constitution, any of the Listing Rules, any other applicable law or regulation (as amended or varied) or order or request made by or on behalf of ASIC, ASX or any government agency;
- (*) any aspect of the Placement does not comply with the Corporations Act, the Listing Rules or any applicable laws;
- (*) if any of the obligations of the relevant parties under any of the contracts that are material to the business of the HMC Group (excluding the acquisition agreements for the acquisition of Global Switch Australia Holdings Pty Ltd (**Acquisition Agreements**) and any material debt or financing arrangement, including the debt commitment letter and accompanying term sheet setting out the terms of the debt financing in relation to the Acquisition (**Debt Facility Commitments**)), are not capable of being performed in accordance with their terms (in the reasonable opinion of the terminating Joint Lead Manager) or if all or any part of any of such contracts: (i) is terminated; (ii) is materially breached; (iii) ceases to have effect, otherwise than in accordance with its terms; or (iv) is or becomes void, voidable, illegal, invalid or unenforceable (other than by reason only of a party waiving any of its rights) or capable of being terminated, rescinded or avoided or of limited force and effect, or its performance is or becomes illegal;
- if any of the obligations of the relevant parties under the Acquisition Agreements or the Debt Facility Commitments, are not capable of being performed in accordance with their terms (in the reasonable opinion of the terminating Joint Lead Manager) or if all or any part of any Acquisition Agreements or Debt Facility Commitment: (i) is amended or varied in a material respect without the consent of the Terminating Joint Lead Manager; (ii) is terminated; (iii) is breached in a material respect; (iv) ceases to have effect, otherwise than in accordance with its terms; or (v) is or becomes void, voidable, illegal, invalid or unenforceable (other than by reason only of a party waiving any of its rights) or capable of being terminated, rescinded or avoided or of limited force and effect, or its performance is or becomes illegal;
- (*) a member of HMC Group, breaches, or defaults under any provision, undertaking, covenant or ratio of a material debt or financing arrangement or any related documentation to which that entity is a party which is not promptly waived by the relevant financier or financiers;
- (*) an event of default or event which gives a lender or financier the right to accelerate or require repayment of a material debt or financing, or other similar material event occurs under or in respect to any such material debt or financing arrangement or related documentation which is not promptly waived by the relevant financier or financiers;
- HMC is unable or unlikely to be able to issue the Placement shares on the issue date specified in the timetable or, if the timetable is delayed, such revised issue date as the Joint Lead Managers consent to;
- any event specified in the timetable: (i) up until the announcement of the results of the Placement to ASX and the trading halt is lifted, is delayed for one or more business day; or (ii) from the time specified in (i) above up to and including the Placement settlement date is delayed by more than one business day, in each case without the prior written consent of the Joint Lead Managers;
- HMC alters its capital structure (other than as contemplated in the Underwriting Agreement) or its constitution without the prior consent of the Joint Lead Managers;
- HMC or a material subsidiary becomes Insolvent, or there is an act or omission which is likely to result in HMC or a material subsidiary becoming insolvent;
- (*) there is an adverse change in the assets, liabilities, financial position, results, general affairs, business, operations or prospects of the HMC Group from the position fairly disclosed by HMC to ASX before the date of the Underwriting Agreement or provided to the Joint Lead Managers immediately prior to execution of the Underwriting Agreement or in the drafts of the ASX announcements;
- HMC or its respective directors or officers (as these terms are defined in the Corporations Act) engage, or have engaged since the date of the Underwriting Agreement, in any fraudulent conduct or activity whether or not in connection with the Placement;
- any Key Person (being David Di Pilla, William McMicking, Andrew Selim and Misha Mohl) or director of HMC vacates its office or there is any change in the persons holding the offices that it holds on the date of the Underwriting Agreement or there is any other change in the Key Persons or the board of directors of HMC (other than as disclosed to the Joint Lead Managers by the Issuer prior to the date of this Agreement or with the prior consent of the Joint Lead Managers);
- HMC withdraws the Placement or indicates that it does not intend to or is unable to proceed with the Placement;
- there are not, or there ceases to be, reasonable grounds for any statement or estimate by HMC in the offer materials (including any financial forecasts);
- (*) responses to the due diligence questionnaire, the due diligence reports related to the Acquisition or any other information supplied by or on behalf of HMC to the Joint Lead Managers in relation to the HMC Group, the offer materials or the Placement, is not, at the time of supply, and will not when provided in its final form be, false, misleading or deceptive, or is or becomes likely to mislead or deceive (including, in each case, by omission);
- a statement contained in the offer materials is or becomes misleading or deceptive (including by omission) or likely to mislead or deceive, or the offer materials omit any material information they are required to contain (having regard to section 708A of the Corporations Act and any other applicable requirements);
- (i) there is an application to any Government Agency (including, without limitation, any court and the Takeovers Panel but excluding ASIC) for any order, declaration (including, in relation to the Takeovers Panel, of unacceptable circumstances) or other remedy, or any other government agency commences any other investigation or hearing or announces its intention to do so, in each case in connection with the Placement (or any part of it); or ASIC issues; or (ii) threatens to issue proceedings in relation to the Placement or commences any formal inquiry or investigation into the Placement or offer materials (or announces its intention to do so), and such application or commencement of any investigation, prosecution or proceedings (as applicable) becomes public or is not withdrawn within 2 business days after it is made or if it is made within 2 business days of the settlement date of the Placement, it has not been withdrawn by 8.00am on the settlement date of the Placement;
- ASX announces that HMC will be removed from the official list or that any Placement shares will be delisted or suspended from quotation by ASX for any reason;
- a director of HMC is charged with an indictable offence;
- (*) a Key Person is charged with an indictable offence;
- ASIC or any other government agency commences or gives notice of an intention to commence:
  - a prosecution of HMC or any director of HMC;
  - (*) a prosecution of any Key Person; or
  - a hearing or investigation into HMC;
- a director of HMC is disqualified from managing a corporation;
- (*) hostilities not presently existing commence (whether war has been declared or not) or an escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Australia, Russia, United States of America, Israel, Palestine, Ukraine or Iran, or a major terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries or anywhere else in the world;
- (*) there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State or Territory of Australia or New Zealand (as applicable), a new law, or the Reserve Bank of Australia, or any Commonwealth or State authority or ASIC, adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the date of the Underwriting Agreement); or
- (*) any of the following occurs: (i) a general moratorium on commercial banking activities in Australia, the United States, Hong Kong or Singapore is declared by the relevant central banking authority or there is a material disruption in commercial banking or securities settlement or clearance services in that country; or (ii) trading in all securities quoted or listed on ASX, New York Stock Exchange, the Hong Kong Stock Exchange or the Singapore Exchange is suspended or limited in a material respect for 1 day (or a substantial part of 1 day) on which that exchange is open for trading.
- The ability of a Joint Lead Manager to terminate the Underwriting Agreement in respect of the above termination events denoted with an asterisk (*) will depend on whether the event:
- has, or is likely to have, individually or in the aggregate, a material adverse effect on the success, marketing or settlement of the Placement, or on the likely price at which the Placement shares will trade on ASX or the willingness of investors to subscribe for or to settle their obligations to subscribe for Placement shares; or
- leads, or is likely to lead: (i) to a contravention by that Joint Lead Manager (or one of its Affiliates) of, or that Joint Lead Manager (or one of its affiliates) being involved in a contravention of, the Corporations Act or any other applicable law; or (ii) to a liability for that Joint Lead Manager (or one of its affiliates) under the Corporations Act or any other applicable law.
- If a Joint Lead Manager terminates its obligations under the Underwriting Agreement, it will not be obliged to perform any of its obligations that remain to be performed. Termination of the Underwriting Agreement could have an adverse impact of the amount of proceeds raised under the Placement. If HMC withdraws the Placement, it will not receive any proceeds. In each of these circumstances, HMC would need to utilise alternative funding options to achieve its objectives as described in this Presentation.
- See the Appendix 3B released to ASX by HMC on the date of this Presentation for details of the fees payable by HMC to the Joint Lead Managers in connection with the Underwriting Agreement.

APPENDIX C: INTERNATIONAL OFFER RESTRICTIONS

International Offer Restrictions

This document does not constitute an offer of new ordinary shares ("New Shares") of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA.

This document has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Further Information

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