



Austco Healthcare Limited (ACN 108 208 760)

Entitlement Issue Offer Document

For a non-renounceable pro-rata entitlement issue by Austco Healthcare Limited to Eligible Shareholders of one (1) New Share for every twenty-two (22) Shares held on the Record Date at an issue price of \$0.185 per New Share, to raise up to approximately \$2.82 million before costs.

The Offer closes at **5.00 pm (AEST) on Friday 17 May 2024.**

The Entitlement Issue is fully underwritten by Bell Potter Securities Limited.

Important Notice

This document is not for release or distribution in the United States or elsewhere outside Australia or New Zealand.

This is an important document and requires your immediate attention. If you are in any doubt about how to deal with this document (**Offer Document**), you should consult your stockbroker, accountant, lawyer or other professional advisor.

You are encouraged to carefully read this Offer Document in its entirety before making any investment decision in relation to the Entitlement Issue. If you apply for New Shares under the Entitlement Issue you will be agreeing to be bound by the terms of the Offer Document, and you will confirm that you have read, understood and agreed to the terms of the Offer Document.

This Offer Document is not a prospectus or other form of disclosure document. It does not contain all of the information that an investor may require to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered under this Offer Document.

This Offer Document does not provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs.

Participation in the Entitlement Issue is only open to holders of fully paid ordinary shares in Austco at **7:00pm (AEST) on Thursday 2 May 2024 and whose address in the share register is in Australia or New Zealand.**

Table of Contents

IMPORTANT INFORMATION..... 2

CHAIRMAN’S LETTER..... 5

KEY OFFER DETAILS..... 6

KEY DATES 7

ANSWERS TO KEY QUESTIONS 8

1 THE OFFER AND ELIGIBILITY 10

2 HOW TO APPLY FOR NEW SHARES..... 22

3 ADDITIONAL INFORMATION 25

4 DEFINITIONS..... 27

5 CORPORATE DIRECTORY 29

IMPORTANT INFORMATION

This Entitlement Issue Offer Document (the **Offer Document**) has been prepared by Austco Healthcare Limited (ACN 108 208 760) (**Austco** or the **Company**) and is dated 3 May 2024.

This Offer Document is not a prospectus or other disclosure document under the Corporations Act and has not been lodged with ASIC.

The Offer contained in this Offer Document is being made without disclosure in accordance with section 708AA of the Corporations Act, as modified by ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84.

In general terms, section 708AA permits certain companies to undertake entitlement issues without being required to use or provide to shareholders a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Document is significantly less than the level of disclosure required in, and what you would expect in, a prospectus. Eligible Shareholders should rely on their own knowledge of the Company, refer to disclosures made by the Company to ASX, and consult their professional advisors before deciding to accept the Offer.

The Offer Document does not constitute financial product advice and has been prepared without taking into account Eligible Shareholder's investment objectives or financial circumstances. The Offer Document does not purport to contain all the information that Eligible Shareholders may require to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered under this Offer Document.

Securities will only be issued on the basis of this Offer Document in accordance with the terms set out in this Offer Document.

As at the date of this Offer Document, the Company has complied with:

- (a) the provisions of Chapter 2M of the Corporations Act, as they apply to the Company; and
- (b) section 674 of the Corporations Act.

The Offer is made only to those Shareholders on the Record Date and who have registered addresses in Australia or New Zealand (**Eligible Shareholders**).

Before deciding whether to apply for New Shares, each Eligible Shareholder should consider whether Austco is a suitable investment for them in light of their own investment objectives and financial circumstances and should seek professional advice from their accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest.

This is an important document

It is important that you carefully read this Offer Document in its entirety before deciding to invest in Austco and, in particular, that you consider the risk factors that could affect the financial performance of Austco. In addition to the general risks applicable to all investments in listed companies, there are specific risks associated with an investment in Austco. You should carefully consider these factors in light of your personal circumstances (including financial and taxation issues) and seek professional advice from your accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest.

Disclaimer

No person is authorised to give any information or to make any representation in connection with the Offer contained in this Offer Document. Any information or representation not contained in this Offer Document may not be relied on as having been authorised by Austco in connection with the Offer. Neither Austco nor any other person warrants the future performance of Austco or any return on any investment made under this Offer Document, except as required by law and then only to the extent so required.

Information about Austco

The Investor Presentation lodged with ASX on 24 April 2024 includes information about Austco and its current activities as at the date stated on that document. It is information in summary form and does not purport to be complete. It should be read in conjunction with Austco's other periodic and continuous disclosure announcements including Austco's annual report lodged with ASX on 18 September 2023, available at www.asx.com.au or www.austcohealthcare.com.

Future performance and forward looking statements

Applicants should note that the past share price performance of Austco provides no guidance as to its future share price performance. Any financial information provided in this Offer Document is for illustrative purposes only and is not represented as being indicative of Austco's future financial performance.

Any forward looking statements in this Offer Document are based on Austco's current expectations about future events. They are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of Austco and its Directors, which could cause actual results, performance and achievements to differ materially from future results, performance or achievements expressed or implied by any forward looking statements in this Offer Document.

Excluded Information

As at the date of this Offer Document, the Company is not aware of any excluded information of the kind that would require disclosure in this Offer Document pursuant to sections 708AA(8) and (9) of the Corporations Act.

Ineligible shareholders and appointment of nominee

The Offer contained in this Offer Document is only an offer to persons (including individuals and corporate entities) with registered addresses in Australia or New Zealand. The Offer is not extended to, and no New Shares are offered or will be issued to, persons with registered addresses outside Australia or New Zealand (**Ineligible Shareholders**).

Austco has determined, pursuant to ASX Listing Rule 7.7.1, that it would be unreasonable on this occasion to extend the Offer to Ineligible Shareholders having regard to the number of securities held by Ineligible Shareholders and the costs of complying with the legal and regulatory requirements which would apply to an offer of securities to Ineligible Shareholders in those jurisdictions.

Foreign jurisdictions and restrictions on the distribution of this Offer Document

This Offer Document and accompanying Entitlement and Acceptance Form do not, and are not intended to, constitute an offer of New Shares in any place outside Australia or New Zealand. The distribution of this Offer Document and the accompanying Entitlement and Acceptance Form outside of Australia or New Zealand may be restricted by law and persons who come into possession of this Offer Document and the accompanying Entitlement and Acceptance Form should seek advice on and observe those restrictions. Any failure to comply with those restrictions may constitute a violation of applicable securities laws. Neither this Offer Document nor the accompanying Entitlement and Acceptance Form may be sent or passed to persons outside Australia or New Zealand or otherwise distributed outside Australia or New Zealand.

In particular, the Offer has not been, and will not be, registered under the *Securities Act of 1933* (US) or the securities laws of any state of the United States and is not being made in the United States or to persons resident in the United States. Neither this Offer Document nor the accompanying Entitlement and Acceptance Form may be sent to investors in the United States or otherwise distributed in the United States.

The New Shares being offered to residents of New Zealand under this Offer Document are offered in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021* (NZ). This Offer Document and the Entitlement and Acceptance Form have not been registered, filed or

approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013* (NZ). This Offer Document is not an investment statement or prospectus under New Zealand law and may not contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

In any event, the Offer is only made to and may only be accepted by Eligible Shareholders. No offer is made pursuant to this Offer Document in any place in which, or to any person to whom, it would be unlawful to make such an offer.

Notice to nominees and custodians

The Offer is being made to all Eligible Shareholders. Austco is not required to determine whether or not any Eligible Shareholder is acting as a nominee or the identity or residence of any beneficial owners of Shares. Where any registered holder that qualifies as an Eligible Shareholder is acting as a nominee for a foreign person, that registered holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those laws.

Privacy Act

If you complete an Entitlement and Acceptance Form, you will be providing personal information to the Company (directly, or by the Company's share registry). The Company collects, holds, and uses that information to assess your application, service your needs as a shareholder, facilitate distribution payments and corporate communications to you as a shareholder, and carry out administration.

The information may be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct, and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so, at the relevant contact numbers set out in this Offer Document.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act, and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your application.

Defined terms and abbreviations

Terms and abbreviations used in this Offer Document are defined in section 4 of this Offer Document.

Governing law

This Offer Document, the Offer and the contracts formed on acceptance of the Applications are governed by the laws of Victoria, Australia. Each Applicant submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

Queries

If you have not received a personalised Entitlement and Acceptance Form or have any queries on how to complete the Entitlement and Acceptance Form, please contact Austco's share registry, Computershare Investor Services Pty Limited, on +61 (0)3 9415 4000 or 1300 850 505 (within Australia).

CHAIRMAN'S LETTER

3 May 2024

Dear Investor,

On behalf of the Directors of Austco Healthcare Limited (ACN 108 208 760) (ASX: AHC) (**Austco** or the **Company**) I am pleased to offer you the opportunity to acquire New Shares in the Company.

This Offer Document contains an offer to existing Eligible Shareholders of the Company to subscribe for one (1) New Share for every twenty-two (22) Shares you hold as at the Record Date at an Offer Price of \$0.185 per New Share to raise approximately \$2.82 million (before costs). This is the **Offer**.

Further information about Austco is also contained in the Investor Presentation in connection with the Offer, which was released to the ASX on 24 April 2024. A copy of the Investor Presentation is available from the ASX website (www.asx.com.au) and on Austco's website (www.austcohealthcare.com), professional and sophisticated investors (**Placement**) of 37,297,297 Shares at \$0.185 per Share, that raised a total of \$6.9 million. Settlement of the Shares under the Placement occurred prior to the Record Date, and accordingly those investors are entitled to participate in the Offer as Eligible Shareholders on the basis of their total shareholdings as at the Record Date.

The Offer is also fully underwritten by Bell Potter.

The funds raised under the Placement and this Offer Document (net of expenses) will be used by the Company for the following:

- (a) fund the acquisition of Amentco and its related business operations;
- (b) pay out the existing debt facility; and
- (c) fund the ongoing working capital requirements of the Company and costs of the Offer.

This Offer Document contains detailed information about the Offer and the Company's business, as well as the risks of investing in the Company. I encourage you to read it carefully.

Yours sincerely,



Graeme Billings
Chairman
Austco Healthcare Limited

KEY OFFER DETAILS

Key data relating to the Offer

The Offer to Eligible Shareholders	1 New Share for every 22 Shares held on the Record Date
Issue Price per New Share	\$0.185
Discount of the Issue Price to the price of the Shares on the ASX at the close of trade on 19 April 2024 (being the last trading day before announcement of the Offer)	5.1%
Maximum number of New Shares to be offered under the Offer	15,239,628*
Proceeds from the Offer (excluding costs associated with the Offer)	\$2,819,331*
Total number of Shares on issue following the Placement and Offer (assuming full subscription)	360,767,856**

* These figures are approximate only, are subject to rounding

**This figure is subject to rounding and includes 10,256,410 Shares allotted on 3 May 2024 pursuant to Austco's acquisition of Amentco Enterprise Group Pty Ltd as announced to the ASX on 1 May 2024, and noting these Shares are not eligible to participate in the Entitlement Offer.

KEY DATES

Key Dates	
Announcement of Placement and Entitlement Offer Lodgement of Appendix 3B (Placement and Entitlement Offer) Lodgement of Investor Presentation Lodgement of Cleansing Notice (Entitlement Offer)	Wednesday, 24 April 2024
Placement Settlement Date	Tuesday, 30 April 2024
Placement Issue Date Issue Placement shares and lodgement of Appendix 2A and Cleansing Notice (Placement) with ASX	Wednesday, 1 May 2024
Ex Date	Wednesday, 1 May 2024
Record Date The date that eligibility to participate in the Entitlement Offer is determined	Thursday, 2 May 2024
Offer Opening Date Lodgement of Offer Document with ASX	Friday, 3 May 2024
Last day to extend offer closing date	Tuesday, 14 May 2024
Closing Date	Friday, 17 May 2024
Announcement of Entitlement Offer Results	Tuesday, 21 May 2024
Issue Date Issue of New Shares taken up under Entitlement Offer Lodgement of Appendix 2A	Before 12pm AEST Thursday, 23 May 2024
Trading Date	Friday, 24 May 2024

The timetable above is indicative only and may be subject to change. Austco reserves the right to amend any or all of these dates and times, subject to the Corporations Act, the ASX Listing Rules, and any other applicable laws. In particular, Austco reserves the right, to extend or otherwise vary the Closing Date or to withdraw the Offer without prior notice. Any extension or variation of the Closing Date will have a consequential effect on the date for the allotment of New Shares.

The commencement of quotation of New Shares is subject to confirmation from ASX.

ANSWERS TO KEY QUESTIONS

Question	Answer
What is the Offer?	One (1) New Share for every twenty-two (22) Shares held on the Record Date at an Issue Price of \$0.185 per New Share.
Who can participate in the Offer?	Only Eligible Shareholders can participate in the Offer. Eligible Shareholders are persons with registered addresses in Australia or New Zealand, and who are registered holders of Shares at 7:00 pm (AEST) on the Record Date.
How much do I have to pay to participate in the Offer?	The Issue Price for each New Share is \$0.185. You may subscribe for all, or part, of your Entitlement.
What are the terms of the New Shares?	The New Shares issued under the Offer will rank equally with all existing Shares.
What is the purpose of the Offer?	<p>Proceeds from the Offer and the Placement (net of expenses) will be used by the Company for the following:</p> <ul style="list-style-type: none"> (a) fund the acquisition of Amentco and its related business operations; (b) pay out existing debt facility; (c) fund the ongoing working capital requirements of the Company; and (d) costs of the Offer.
Is the Offer underwritten?	The Offer is fully underwritten by Bell Potter Securities Limited.
Can I apply for shares in excess of my Entitlement?	<p>No. Eligible Shareholders may not apply for New Shares in excess of their Entitlement shown on their Entitlement and Acceptance Form.</p> <p>Any New Shares not subscribed for by way of an Entitlement and Acceptance Form pursuant to this Offer Document by the Closing Date will be allocated to the Underwriter in accordance with the terms of the Underwriting Agreement.</p>
What are the risks associated with applying for New Shares under the Offer?	<p>Any investment in Austco involves general risks associated with any investment in shares, including that the price of the New Shares may rise or fall.</p> <p>There are also a number of risk factors, both specific to Austco and of a general nature, which may affect the future operating and financial performance of Austco and the value of an investment in Austco. These specific risks include, but are not limited to, business risks,</p>

Question	Answer
	<p>increased or new competition, funding, loss of key management, loss or changes of distribution rights to key suppliers, intellectual property protection rights, technology risk generally, foreign exchange movements, acquisitions and other strategic investments as well as the risk of future financings.</p> <p>See section 1.13 for further information regarding the risks associated with investing in the Company.</p>
What are my options?	<p>You may:</p> <ul style="list-style-type: none"> (a) take up all, or part, of your Entitlement; or (b) do nothing and allow all of your Entitlement to lapse, in which case the New Shares comprising your Entitlement may be allocated to the Underwriter in accordance with the Underwriting Agreement.
How do I accept my Entitlement?	<p>If you are an Eligible Shareholder, and you wish to subscribe for all or some of the New Shares making up your Entitlement, you must complete the Entitlement and Acceptance Form and lodge it together with a cheque, or make payment through BPAY® for the Application Money.</p> <p>Please refer to section 2 for further details on how to accept your Entitlement.</p> <p>If you have not received an Entitlement and Acceptance Form, please call Computershare Investor Services Pty Ltd on (03) 9415 4000 (within Australia) or +61 3 9415 4000 (outside Australia).</p>
Can I sell or transfer my Entitlement?	<p>No. The Offer is non-renounceable and, accordingly, you cannot sell or transfer any of your Entitlement.</p>
How can I obtain further information?	<p>Austco encourages you to seek advice from your financial or other professional adviser in respect of the Offer.</p>

1 THE OFFER AND ELIGIBILITY

1.1 The Offer

Austco is offering Eligible Shareholders the opportunity to subscribe for one (1) New Share in Austco for every twenty-two (22) Shares held on 7.00PM (AEST) on the Record Date at an Issue Price of \$0.185 per New Share, to raise approximately \$2.82 million (before costs).

Based on the number of Shares on issue as at the date of this Offer and those Shares to be issued pursuant to the Placement and settled prior to the Record Date, a maximum of approximately 15,239,628 New Shares will be issued pursuant to this Offer.

1.2 Your Entitlement

The number of New Shares to which you are entitled to subscribe is shown on the enclosed Entitlement and Acceptance Form. Fractional Entitlements have been rounded up to the nearest whole Share, except where the rounding up of a fractional Entitlement would result in the Eligible Shareholder increasing their voting power in the Company from 20% or below to more than 20% in which case the fractional Entitlement has been rounded down. Holdings on different registers or sub-registers will not be aggregated to calculate entitlements.

All of the New Shares offered under this Offer Document will rank equally with the Shares on issue at the date of this Offer Document.

1.3 Issue Price

The Issue Price payable for each New Share is \$0.185, being a 5.1% discount to the market price of Shares on the ASX at the close of trade on Friday 19 April 2024 (being the last trading day before announcement of the Offer).

Eligible Shareholders will not be obliged to pay brokerage or other fees in respect of New Shares acquired under the Offer, although the Company will pay certain professional and other fees to third parties (please refer to section 3.3 for total expenses of the Offer and section 1.14 for the fees payable to the Underwriter).

Eligible Shareholders should note that the market price of Shares may rise and fall between the date of this Offer and the date when New Shares are allotted under the Offer. Accordingly, the price you pay per New Share pursuant to this Offer may be either higher or lower than the market price of Shares at the time of this Offer or at the time the New Shares are allotted under this Offer.

Austco recommends that you monitor the price of Shares, which can be found in the financial pages of major Australian metropolitan newspapers, or on the Australia Securities Exchange website at www.asx.com.au (ASX Code: AHC).

1.4 Eligibility to participate in the Offer

A person will be eligible to participate in the Offer (**Eligible Shareholders**) if:

- (a) the person was a registered holder of Shares at 7:00pm (AEST) on the Record Date; and
- (b) the person's registered address is in Australia or New Zealand.

1.5 Shareholders outside Australia and New Zealand

All shareholders who are not Eligible Shareholders are ineligible shareholders (**Ineligible Shareholders**). Austco has determined, pursuant to ASX Listing Rule 7.7.1, that it would be unreasonable on this occasion to extend the Offer to Ineligible Shareholders having regard to the number of securities held by Ineligible Shareholders and the costs of complying with

the legal and regulatory requirements which would apply to an offer of securities to Ineligible Shareholders in those jurisdictions.

Shareholders resident in Australia or New Zealand holding shares on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement under the Offer does not breach regulations in the relevant overseas jurisdiction.

1.6 Ineligible Shareholders

Ineligible Shareholders will not be entitled to participate in the Offer.

1.7 Closing Date

The Offer is scheduled to close on **5.00pm (AEST) on Friday 17 May 2024**. Please refer to section 2 below for details on how to accept your Entitlement.

Please note that Austco reserves the right, subject to the Corporations Act and the ASX Listing Rules, to amend the Closing Date of the Offer. Any extension or other variation of the Closing Date will have a consequential effect on the date for the allotment of New Shares.

1.8 Trading of Entitlements

The rights to New Shares under the Offer are non-renounceable. Accordingly, there will be no trading of rights on the ASX, and you may not dispose of your rights to subscribe for New Shares under the Offer to any other party. If you do not take up your Entitlement to New Shares under the Offer by the Closing Date, the Offer to you will lapse.

1.9 No Shortfall

Any New Shares not subscribed for by way of an Entitlement and Acceptance Form by the Closing Date (**Shortfall Shares**) will be allocated to the Underwriter in accordance with the terms of the Underwriting Agreement.

1.10 Allotment of New Shares

The Company will proceed to allocate New Shares as soon as possible after the Closing Date, subject to receiving ASX permission for official quotation of the New Shares. Allotment of the New Shares is expected to take place on Thursday 23 May 2024.

No issue of New Shares will be made unless permission is granted for quotation of the New Shares on ASX. Applications Monies will be held in trust for applicants until New Shares are allotted. Interest earned on Applications Monies (if any) will be for the benefit of Austco and will be retained by Austco irrespective of whether New Shares are issued.

Trading of New Shares will, subject to ASX approval, occur on or about the date specified in the timetable. Successful Applicants will be notified in writing of the number of New Shares allotted to them as soon as possible following the allotment being made.

1.11 ASX listing

Austco has applied for the listing and official quotation of the New Shares on ASX. If granted, official quotation of the New Shares will commence as soon as practicable after allotment of the New Shares to Applicants. It is the responsibility of Applicants to determine their allocation of New Shares prior to trading. The sale by an Applicant of New Shares prior to receiving their Holding Statement is at the Applicant's own risk.

If the New Shares are not granted official quotation on the ASX within 3 months after the date of this Offer Document, none of the New Shares under this Offer Document will be issued and all Application monies will be refunded without interest to Applicants within the time prescribed by the Corporations Act.

1.12 Rights attaching to New Shares

New Shares will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements at the date they are issued.

1.13 Risks

An investment in the Company carries risks, including those specific to the Company's operations, those broader risks which affect the industry in which it operates and those more general risks associated with investing in the share market.

This section identifies some of the major risks associated with an investment in the Company. Intending applicants should consider the risk factors described below, together with information contained elsewhere in this Offer Document, before any decision is made to subscribe for New Shares.

There are numerous risks which could materially and adversely affect the financial and operating performance of the Company, which in turn could impact the value of the Shares. The Directors and management have implemented internal controls and processes to mitigate some of these risks. There are however risks over which the Company, the Directors and management will be unable to exert significant influence.

Any potential investor should be aware that subscribing for New Shares involves various risks. The New Shares to be issued pursuant to the Offer Document carry no guarantee with respect to the payment of dividends, return of capital or the market value of those Shares.

An investment in Shares of the Company should therefore be considered speculative. The following risk factors in this Section 1.13 are not intended to be an exhaustive list of the risk factors to which the Company is exposed. In addition, this section has been prepared without taking into account Applicants' individual financial objectives, financial situation and particular needs. Applicants should seek professional investment advice if they have any queries in relation to making an investment in the Company.

(1) *Currency risk*

As many of the Company's revenue streams are denominated in foreign currency, fluctuations in the exchange rate between the Australian dollar and the relevant international currency may impact on the profitability of the Company.

Other macro-economic factors such as changes in taxation, monetary policy, interest rates and statutory requirements may also have an impact on the profitability of the Company.

(2) *Operating risks*

The operations of Austco may be affected by various factors, including (without limitation) contractual disputes, disruptions, supply shortages and labour conditions where the Company provides services.

(3) *Regulatory changes*

Austco and many of its products that are sold are regulated by various national and local regulations. Changes in those regulations could result in additional costs, seizures, confiscations, recall or fines, any of which could prevent Austco from development and distribution of its products.

(4) *Reliance on key personnel*

Austco currently employs a number of key management personnel, and Austco's future depends on retaining and attracting suitably qualified personnel. The loss of

key personnel could adversely affect Austco and its activities. Austco's success depends, in part, on its ability to identify, attract, motivate and retain suitably qualified management personnel. Competition for qualified staff is strong, and the inability to access and retain the services of a sufficient number of qualified staff could be disruptive to the Austco's development efforts or business development and could materially adversely affect its operating results.

Austco has, as far as legally possible, established contractual mechanisms through employment and consultancy contracts to limit the ability of key personnel to join a competitor or compete directly with Austco. Despite these measures, however, there is no guarantee that Austco will be able to attract and retain suitably qualified personnel.

(5) *Reliance on third parties*

Austco may pursue a strategy that forms strategic business relationships with other organisations in relation to potential products and services. There can be no assurance that Austco will be able to attract such prospective organisations and to negotiate appropriate terms and conditions with these organisations or that any potential agreements with such organisations will be complied with.

(6) *Reliance on Key Clients*

The Company relies on several key clients for a material proportion of its revenue. In the event that these clients reduce their operations, terminate the relationship, default on a contract or fail to enter into new contracts going forward, this may have an adverse impact on the financial performance or financial position of the Company.

(7) *Technology*

The Company operates computer systems and other information technology systems designed to maximise the efficiency of operations. If the systems are not adequately maintained, secured or updated, there may be a negative impact on the Company's performance.

(8) *External suppliers*

Austco relies on a number of external suppliers for the provision of its products. Austco notes that many external suppliers can appoint other distributors or cancel existing agreements with notice. There can be no assurance given that the failure of an external supplier(s) will not adversely affect the business of Austco.

(9) *Competition*

The market in which Austco operates within is competitive, and include companies with greater financial, technical, human, research and development and marketing resources than Austco. As a result, Austco's current and future technologies and products may become obsolete or uncompetitive, resulting in adverse effects on revenue, margins and profitability.

(10) *Failure to Win New Projects*

The Company's performance is influenced by its ability to win new projects and complete these projects in a timely manner. The failure to win new projects may adversely impact the Company's financial performance.

(11) *Forecasts*

The Directors consider that it is not possible to accurately predict the future revenues or profitability of Austco's business or whether any revenues or profitability will

eventuate. The business of Austco is dependent upon a number of factors and many of these factors are outside the control of Austco. Consequently, Austco and the Directors do not make any forecast or representation in relation to the Austco's future financial position or performance.

(12) *Unforeseen expenditure*

Austco may need to incur unforeseen expenditure. Although Austco is not currently aware of any additional expenditure required, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of Austco.

(13) *Litigation risk*

Legal proceedings may arise from time to time in the course of Austco's business and Austco cannot preclude the possibility that litigation may be brought against it, or that Austco may be impelled to initiate litigation against other parties in order to protect its legal rights. Litigation involves considerable cost, uncertain outcomes and possibly adverse publicity which negatively impact on the trading price and liquidity of Shares.

(14) *Force majeure*

Force majeure describes events including acts of God, fire, flood, earthquakes, war and strikes beyond the control of a party claiming the occurrence of any such event. To the extent that a Force Majeure event occurs, it may have a detrimental effect on the ability of Austco to operate, its financial performance and the value and price of Shares.

(15) *Future financing*

To the extent that Austco may be required in the future to raise additional equity or debt capital there can be no assurance that Austco will be able to raise that finance on acceptable terms or in a timely manner.

Any additional equity financing will dilute shareholders, and debt financing, if available, may involve restrictions on financing and operating activities. If Austco is unable to obtain additional financing as needed, Austco may be required to reduce the scope of its activities.

(16) *Loss of key customers*

There is no guarantee that Austco will be able to retain existing customers or attract new customers in the future. This would materially adversely impact the Austco's operating results and viability.

(17) *Market conditions*

A number of factors affect the performance of share market investments that could also affect the price at which the Shares trade on the ASX. The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general such as acts of terrorism, currency fluctuations and interest rate movements. These factors may materially affect the market price of the Shares regardless of the Company's operational performance.

(18) *Economic risk*

General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's business activities and potential development programmes, as well as their ability to fund those activities.

(19) *Government factors*

The introduction of new legislation or amendments to existing legislation by governments, and the decisions of courts and tribunals, can impact adversely on the assets, operations and, ultimately, the financial performance of Austco.

Any adverse developments in political and regulatory conditions in Australia could materially affect the Austco's prospects. Political and environmental policy changes, such as changes in both monetary and fiscal policies, expropriation, methods and rates of taxation and currency exchange controls may impact the performance of Austco as a whole.

1.14 Underwriting

Any New Shares not subscribed for by way of an Entitlement and Acceptance Form by the Closing Date (**Shortfall Shares**) will be allocated to the Underwriter in accordance with the terms of the Underwriting Agreement.

The issue price of each Shortfall Share will be \$0.185, being the same price for New Shares under the Offer.

The Underwriter has agreed to underwrite all Shortfall Shares in accordance with the agreement dated 23 April 2024 (**Underwriting Agreement**). The key terms of the Underwriting Agreement are as follows:

- (a) (**consideration**) the Underwriter will be paid the following fees:
 - (i) An underwriting of 5% of the gross proceeds raised under the Offer and the Placement, comprising of:
 - (A) a management fee of 1.5% of the gross proceeds raised under the Offer and Placement;
 - (B) a selling fee of 3.5% of gross proceeds raised under the Offer and Placement¹;
- (b) (**conditions precedent**) the Company must achieve certain conditions precedent, the most notable of which is a requirement that ASX not indicating to the Company or the Underwriter that it will not grant permission for the official quotation of the Offer Shares;
- (c) (**warranties**) the Company and the Underwriter have given representations, warranties and undertakings in connection with (among other things) the conduct of the Offer;
- (d) (**indemnity**) the Company has (subject to certain limitations, including where the loss arises through the fraud, wilful misconduct, recklessness or gross negligence of the Underwriter or contravention of an applicable law) agreed to indemnify the Underwriter, its Related Bodies Corporate and each of any of their respective directors, officers, employees and representatives against losses which refer or relate to or arise from, whether directly or indirectly, the Offer, the performance of the Underwriter's obligations under the Underwriting Agreement, and the Underwriting Agreement;
- (e) (**termination rights**) the Underwriter may (in certain circumstances, including having regard to the materiality of the relevant event) terminate the Underwriting Agreement and be released from their obligations under it on the occurrence of certain events which are typical for an underwriting agreement, including (but not

¹ The applicable selling fee excludes amounts raised from certain shareholders nominated from the top 20 Shareholders.

limited to) where:

- (i) **(market fall)** the ASX/S&P 200 Index or ASX/S&P 300 Index is at any time more than 10% below its level as at 5.00pm on the Business Day immediately preceding the date of the Underwriting Agreement;
- (ii) **(default)** a default by the Company in the performance of any of its obligations pursuant to the Underwriting Agreement;
- (iii) **(change in law)** any of the following occurs which does or is likely to prohibit, materially restrict or regulate the Offer or materially reduce the likely level of valid applications or materially affects the financial position of the Company or has a material adverse effect on the success of the offer;
- (iv) **(indictable offence)** a director of the Company is charged with an indictable offence, fraudulent conduct or is disqualified from managing a corporation under the Corporations Act;
- (v) **(board or key management personal changes)** there is any change to the board or key management personal of the Company, or a prospective change is announced.
- (vi) **(listing):**
 - (A) the Company ceases to be admitted to the official list of ASX or the Shares cease trading or are suspended from quotation on ASX;
 - (B) ASX makes any official statement to any person, or indicates to the Company or the Underwriter that official quotation on ASX of the Shares will not be granted; or
 - (C) approval is refused or approval is not granted which is unconditional to the official quotation of the Shares on ASX as required under the Offer;
- (vii) **(debt facilities)** The Company 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 has or is likely to have a material adverse effect on the Company;
- (viii) **(takeover)** there is a material change in the major or controlling shareholdings of the Company or any its subsidiaries or a takeover offer or scheme of arrangement pursuant to Chapter 5 or 6 of the Corporations Act is publicly announced in relation to the Company or any its subsidiaries;
- (ix) **(insolvency)** the Company or a member of the Group is or becomes insolvent or there is an act or omission which is likely to result in the Company or a member of the Group becoming insolvent;
- (x) **(litigation):** litigation, arbitration, administrative or industrial proceedings of any nature are after the date of the Underwriting Agreement commenced against the Company or its subsidiaries or against any director of the Company in their capacity as such;
- (xi) **(force majeure)** there is an event or occurrence, including an official directive or request of any government agency which makes it illegal or commercially impractical for the Underwriter to satisfy any obligation under the Underwriting Agreement, or to market, promote or settle the Offer, or delays the Underwriter from doing any of the foregoing;

- (xii) **(disruption in financial markets)** either:
 - (A) A general moratorium on commercial banking activities in Australia New Zealand, Hong Kong, Singapore, Cayman Islands, the North Atlantic Treaty Organisation, Finland Sweden, Ukraine, Israel, Palestine, Iran, The Unites States, Canada, the United Kingdon, China, Japan or any member of the European Union is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries; or
 - (B) Trading in all securities quoted or listed on ASX, the London Stock Exchange, the Hong Kong Stock Exchange, the Tokyo Stock Exchange, the Singapore Stock Exchange or the New York Stock Exchange is suspended or limited for more than 1 trading day.
- (xiii) **(hostilities)** Major hostilities not existing at the date of this agreement commence or an escalation in existing hostilities occurs involving any one or more of Australia, New Zealand, Hong Kong, Singapore, Caymen Islands, the North Atlantic Treaty Organisation, Finland, Sweden, Russia, Ukraine, Israel, Palestine, Iran, the United States, Canada, the United Kingdom, China, Japan or any member of the European Union or a national emergency is declared by any of those countries, or a major terrorist act is perpetrated anywhere in the world;
- (xiv) **(pandemic)** a pandemic, epidemic or large-scale outbreak of a disease (including without limitation SARS, swine or avian flu, H5N1, H7N9, COVID-19 or a related or mutated form of these) not presently existing occurs or in respect of which there is a major escalation, involving any one or more of Australia, New Zealand, Hong Kong, Singapore, Caymen Islands, the North Atlantic Treaty Organisation, Finland, Sweden, Russia, Ukraine, Israel, Palestine, Iran, the United States, Canada, the United Kingdom, China, Japan or any member of the European Union;
- (xv) **(political or economic conditions)** the occurrence of any adverse change or disruption to financial, political or economic conditions, or controls or financial markets in Australia, New Zealand, Hong Kong, Singapore, Caymen Islands, the North Atlantic Treaty Organisation, Finland, Sweden, Russia, Ukraine, Israel, Palestine, Iran, the United States, Canada, the United Kingdom, China, Japan or any member of the European Union or elsewhere or any change or development involving a prospective adverse change in any of those conditions or markets;
- (f) **(sub-underwriting)** the Underwriter has agreed to appoint one substantial investor, Australian Ethical Investments Limited, as a sub-underwriter of Shortfall Shares equal to 5,405,405 or approximately \$1,000,000 of the Offer.

1.15 Proposed use of funds

Completion of the Offer will result in an increase in cash at hand of up to approximately \$2.82 million (before the payment of costs associated with the Offer).

The Company intends to apply the net funds raised from the Offer and from the Placement for the following:

Use of Funds	Amount (A\$)
Fund Amentco Acquisition Purchase Price	5.0 m
Payout existing debt facility	1.6 m
Working Capital	2.5 m
Costs of the Offer	0.6m
Total	9.7 m

The above is a statement of the Board's current intentions as at the date of this Offer Document. However, Shareholders should note that, as with any budget, the allocation of funds set out above may change depending on a number of factors, including the outcomes of operational and development activities, regulatory developments, market and general economic conditions. The Board therefore reserves the right to alter the way the funds are applied.

Further information about the proposed use of funds is also contained in the Investor Presentation in connection with the Offer, which was released to the ASX on 24 April 2024 which is available from the ASX website (www.asx.com.au) and on Austco's website (www.austcohealthcare.com).

1.16 Effect of the Offer on the control of Austco

Present position

As at close of trade on 1 May 2024, the top 20 Shareholders of the Company are as follows:

Name	Units	% Units
National Nominees Limited	60,014,837	17.90
Bnpp Noms Pty Ltd Hub24 Custodial Serv Ltd	41,824,809	12.47
Asia Pac Holdings Pty Ltd	19,488,748	5.81
Asia Pac Technology Pty Ltd	17,868,863	5.33
Mr Robert Edward Grey <Austco A/C>	11,015,141	3.29
Hsbc Custody Nominees (Australia) Limited	10,982,750	3.28
Moat Investments Pty Ltd <Moat Investment A/C>	9,690,731	2.89
Dixon Trust Pty Ltd	9,091,196	2.71
Asia Pac Holdings Pty Ltd <Asia Pac Holdings A/C>	8,948,764	2.67
Mast Financial Pty Ltd <A To Z Investment A/C>	5,808,982	1.73
Lz New Century Pty Ltd	5,000,000	1.49
Bill Brooks Pty Ltd <Bill Brooks Super Fund A/C>	4,735,179	1.41

Name	Units	% Units
Sean Elias Family Investments Pty Ltd <Sean Elias Family Inv A/C>	4,348,773	1.30
Mrs Emma Jane Gracey	4,151,987	1.24
Asia Pac Technology Pty Ltd <John Bennetts S/F A/C>	4,083,245	1.22
Gliocas Investments Pty Ltd <Gliocas Growth Fund A/C>	4,005,724	1.19
Rokatel Pty Ltd	3,888,889	1.16
Third Party Nominees Pty Ltd <Accumulation A/C>	3,506,757	1.05
Asia Pac Holdings Pty Ltd	3,502,738	1.04
Mr Erich Gustav Brosell	3,318,897	0.99

Capital structure

Subject to rounding up of fractional Entitlements, the capital structure of Austco following the issue of New Shares under the Offer (assuming full subscription under the Offer) is expected to be as follows:

Key Data	No.
Shares on issue as at 24 April 2024 (announcement of the Offer)	297,974,521
Shares allotted on 3 May 2024 pursuant to Austco's acquisition of Amentco Enterprise Group Pty Ltd as announced to the ASX on 1 May 2024	10,256,410
Maximum number of Shares to be issued to sophisticated and professional investors under the Placement	37,297,297
Maximum number of New Shares to be issued under the Offer	15,239,628*
Total number of Shares on issue following the close of the Placement and the Offer (assuming full subscription)	360,767,856**

* These figures are approximate only, are subject to rounding

**This figure is subject to rounding and includes 10,256,410 Shares allotted on 3 May 2024 pursuant to Austco's acquisition of Amentco Enterprise Group Pty Ltd as announced to the ASX on 1 May 2024, and noting these Shares are not eligible to participate in the Entitlement Offer..

Potential effects of the Offer on control of Austco

Under section 606 of the Corporations Act, a person cannot acquire a relevant interest in the issued voting shares of a company if, because of the transaction, a person's voting power in the company increases from 20% or below to more than 20% (or from a starting point that is above 20% and below 90%).

The potential effect that the issue of New Shares under the Offer will have on control of the Company is as follows:

- (a) if all Eligible Shareholders take up their Entitlements under the Offer, the issue of New Shares under the Offer will have no effect on the control of the Company and all shareholders will hold the same percentage interest in the Company, subject only to changes resulting from Ineligible Shareholders being unable to participate in the Offer;
- (b) if there is a Shortfall, Eligible Shareholders who do not subscribe for their full Entitlement of New Shares under the Offer, and Ineligible Shareholders unable to participate in the Offer, will be diluted relative to those shareholders who subscribe for some or all of their Entitlement; and
- (c) if there is a Shortfall, Eligible Shareholders who are not allotted Shortfall Shares will be diluted relative to those shareholders (if any) who are allotted Shortfall Shares above their entitlement by the Underwriter in accordance with the terms of the Underwriting Agreement.

The final percentage interests held by shareholders of the Company is entirely dependent on the extent to which other Eligible Shareholders take up their Entitlements. The Company is not presently aware of any other person who will, as a result of taking up their Entitlements, acquire a relevant interest in voting shares that will result in that person's voting power increasing from:

- (a) below 20% to more than 20%; or
- (b) from a starting point that is above 20% and below 90%.

Potential Control Scenarios following the Entitlement Issue

As at the date of the Offer Document, the following three shareholders of Austco are the only shareholders who have notified the Company that they are substantial shareholders (**Existing Substantial Shareholders**).

The table below, as at close of trade on 1 May 2024, is intended to illustrate the maximum potential effect the Placement and Offer could have on the control of the Company held by the Existing Substantial Shareholders in the event that:

- (a) the Existing Substantial Shareholders who are participants in the Placement, are issued their respective Shares applied for under the Placement;
- (b) all other shares under the Offer are accepted either by Shareholders or subscribed for pursuant to the Underwriting Agreement;
- (c) the Existing Substantial Shareholders take up their full entitlement at the percentage shown in the table under the Offer.

Substantial holder	Shares	%	Post Placement Shares	Post Placement shareholding %	100% of Entitlement & Sub Underwrite	50% of Entitlement & Sub Underwrite	0% of Entitlement & Sub Underwrite
Mr Robert Edward Grey ¹	52,839,950	17.7%	52,839,950	15.8%	15.8%	15.4%	15.1%
Asia Pac Holdings Pty Ltd ²	54,672,799	18.3%	56,024,150	16.7%	16.7%	16.3%	16.0%
Australian Ethical Investment Limited ³	53,992,326	18.1%	56,695,029	16.9%	18.5%	17.3%	16.2%

1. As per the holder's last Substantial Shareholder Notice.

2. As per the Company's Share Register.

3. As advised by the Shareholder held through a nominee.

1.17 Rights issue exception not available

No nominee has been appointed for Ineligible Shareholders under section 615 of the Corporations Act and, as such, Eligible Shareholders will not be able to rely on the exception for rights issues in item 10 of Section 611 of the Corporations Act. Accordingly, when an Eligible Shareholder applies for some or all of their Entitlement, they must have regard to section 606 of the Corporations Act. Eligible Shareholders who may be at risk of exceeding the 20% voting power threshold in Section 606 as a result of acceptance of the Entitlement Offer should seek professional advice before completing and returning the Entitlement and Acceptance Form.

1.18 Shareholders' intentions for the Company

Other than as disclosed elsewhere in this Offer Document and as arising pursuant to the Offer, the Company understands that the Substantial Shareholders:

- (a) have no intention of making any significant changes to the business of the Company;
- (b) have no intention to inject further capital into the Company;
- (c) have no intention of making changes regarding the future employment of the present employees of the Company;
- (d) do not intend to redeploy any fixed assets of the Company;
- (e) do not intend to transfer any property between the Company and themselves or any entity associated with any one of them;
- (f) do not intend to significantly change the financial policy of the Company; and
- (g) have no intention to change the composition of the Board.

These intentions are based on the Company's understanding of the Shareholders' intentions as at the date of this Offer Document and on information concerning the Company, its businesses and the business environment which is known to the Shareholders at the date of this document. Accordingly, the statements set out above are statements of current intention only, which may change as new information becomes available or as circumstances change.

1.19 Director intentions for the Offer

The Company's Australian Directors have shown their support for the Offer by indicating that they intend to subscribe for all of their Entitlements under the Offer.

2 HOW TO APPLY FOR NEW SHARES

2.1 What Eligible Shareholders may do

The number of New Shares to which you are entitled is shown on the enclosed Entitlement and Acceptance Form.

You may:

- (a) take up all of your Entitlement (refer to section 2.2 below);
- (b) take up part of your Entitlement and allow the balance of your Entitlement to lapse (refer to section 2.2 below); or
- (c) allow all of your Entitlement to lapse (refer to section 2.5 below).

2.2 Applying for New Shares

An Eligible Shareholder may take up all or part of their Entitlement. Please note that if you have more than one holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

If you allow part of your Entitlement to lapse, your shareholding in Austco will be diluted.

2.3 Form of payment

Payment of Application Monies will only be accepted in Australian currency and as follows:

- (a) by BPAY®.

Eligible Shareholders can make their payment by BPAY® in accordance with the instructions set out in accompanied personalised Entitlement and Acceptance Form.

It is the responsibility of the Eligible Shareholder to ensure that their BPAY® payment is received by no later than 5.00pm (AEST) on the Closing Date using the reference number on the Entitlement and Acceptance Form. 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.

The reference number is used to identify your holding. If you have multiple holdings, you will have multiple reference numbers. You must use the reference number on each Entitlement and Acceptance Form to pay for each holding separately.

Eligible Shareholders making a payment by BPAY® are not required to return their Entitlement and Acceptance Form;

- (b) by bank cheque drawn on and redeemable at any Australian bank; or
- (c) by personal cheque drawn on and redeemable at any Australian bank.

Cheques or bank cheques should be made payable to “**Austco Healthcare Limited**” and crossed “**Not Negotiable**”.

An Eligible Shareholder may take up all or part of their Entitlement by completing the Entitlement and Acceptance Form which accompanies this Offer Document and returning it to:

Computershare Investor Services Pty Limited
GPO Box 505
MELBOURNE VICTORIA 3001 AUSTRALIA

by no later than 5.00 pm (AEST) on the Closing Date.

A separate Entitlement and Acceptance Form and payment of Application Monies must be completed for each separate Entitlement you hold.

The Company may, but is not obliged to, accept an Application received after the Closing Date. If the Company does not accept an Application for any reason, the Company will refund any excess Application Monies to the Eligible Shareholder, without interest, not later than 10 Business Days after the New Shares are allotted.

Eligible Shareholders are asked not to forward cash, as cash payments will not be accepted. Receipts for payment will not be provided.

You should ensure that sufficient funds are held in the relevant account(s) to cover the full Application Monies.

If the amount of Application Monies is insufficient to pay in full for the number of New Shares you applied for, or is more than the number of New Shares you applied for, you will be taken to have applied for such whole number of New Shares (rounded down to the nearest whole New Share) which is covered in full by your Application Monies. Alternatively, the Company may in its discretion reject your Application, in which case any Application Monies will be refunded to you (without interest).

2.4 Effect of Application

By applying for New Shares under an Offer (including by way of a payment through BPAY®), an Eligible Shareholder is taken to:

- (a) represent that they are an Eligible Shareholder, and are not outside Australia and New Zealand and are not a person (including nominees or custodians) acting for the account or benefit of a person outside Australia or New Zealand and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Offer;
- (b) agree to be bound by the terms and conditions set out in this Offer Document and the Entitlement and Acceptance Form;
- (c) represent on behalf of each person on whose account you are acting that you acknowledge that the New Shares have not been, and will not be, registered in any jurisdiction outside Australia or New Zealand, and accordingly the New may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, any other applicable securities laws;
- (d) authorise the Company to place the Eligible Shareholder's name on the Company's shareholder register in respect of those New Shares; and
- (e) agree to be bound by the Company's constitution.

2.5 Allowing your Entitlement to lapse

If you do nothing, all of your Entitlement will lapse, in which case the New Shares comprising

your Entitlement will form part of the Shortfall Shares and will be dealt with in accordance with the terms of this Offer (refer to section 1.14 above). If you allow part of your Entitlement to lapse, your shareholding in Austco will be diluted.

2.6 Enquiries concerning Entitlement and Acceptance Form

If you have any questions on how to complete the Entitlement and Acceptance Form or take part or all of your Entitlement, please contact Austco's share registry, Computershare Investor Services Pty Ltd, on +61 (0)3 9415 4000 or 1300 850 505 (within Australia).

3 ADDITIONAL INFORMATION

3.1 Reliance on Offer Document

This Offer Document has been prepared pursuant to section 708AA of the Corporations Act, as modified by ASIC Corporations (**Non-Traditional Rights Issue**) Instrument 2016/84, for the offer of New Shares without disclosure to investors under Part 6D.2 of the Corporations Act.

This Offer Document was lodged with ASX on 3 May 2024.

Section 708AA of the Corporations Act requires an entity who seeks to rely on the disclosure exemption in section 708AA to lodge a “cleansing notice” with ASX which:

- (a) sets out any information that had been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules and that investors and their professional advisers would reasonably require, and would reasonably expect to find in a disclosure document, for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of Austco; or
 - (ii) the rights and liabilities attaching to the New Shares; and
- (b) states the potential effect of the issue of the New Shares on control of Austco and the consequences of that effect.

Austco lodged a cleansing notice in respect of the Offer with ASX on 24 April 2024.

In deciding whether or not to apply for New Shares under the Offer, you should rely on your own knowledge of Austco, refer to the documents lodged and the disclosures made by the Company on ASX (which are available on the ASX website at www.asx.com.au (Austco ASX Code: AHC)) and seek advice from your financial or professional adviser.

3.2 Interest of the Directors

The interest of the Directors and their related parties of the Company at the date of this Offer Document are as follows:

Director	Number of Shares held in Austco
Clayton Astles	3,965,993
Brett Burns	1,226,204
Anthony Glenning	1,012,833
Graeme Billings	507,698

3.3 Expenses

The total expenses of the Offer and Placement are estimated by Austco to be \$600,000.

3.4 Taxation

The Directors do not consider it appropriate to give shareholders taxation advice regarding the taxation consequences of subscribing for New Shares under this Offer Document. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to shareholders.

Shareholders should be aware that there may be taxation implications of participating in the Offer. Shareholders should consult their own professional taxation advisers to obtain advice in relation to the taxation laws and regulations applicable to their personal circumstances.

3.5 Alteration of terms

The Company reserves the right, at its discretion, to vary, suspend or cancel the Offer at any time, subject to the Corporations Act, the ASX Listing Rules and any other law or regulation to which the Company is subject.

Any variation, suspension or cancellation does not give rise to any liability on the part of or any action against, the Company or any Director and will be binding on all Eligible Shareholders.

If the Directors determine to suspend or cancel the Offer during the currency of the Offer, any Application Monies received by the Company will be refunded to Eligible Shareholders, without interest, as soon as reasonably practical after the suspension or cancellation and in any event within ten (10) Business Days after the Closing Date.

3.6 Enquires

If you have any questions in respect of the Offer, please contact the Austco's share registry, Computershare Investor Services Pty Limited, on **(03) 9415 4000** (within Australia) or **+61 3 9415 4000** (Outside Australia).

3.7 Directors' statement

This Offer Document is issued by Austco Healthcare Limited. Each Director has consented to the lodgement of the Offer Document with ASX.

Signed on the date of this Offer Document on behalf of Austco Healthcare Limited by:



Clayton Astles
Chief Executive Officer – Austco Healthcare Limited

4 DEFINITIONS

Terms and abbreviations used in this Offer Document have the following meaning:

AEST	Australian Eastern Standard Time.
Applicant	An Eligible Shareholder who has applied to subscribe for New Shares by submitting an Entitlement and Acceptance Form or arranging for payment through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form.
Application	A valid application by way of an Entitlement and Acceptance Form accompanied by the relevant Application Monies or arranging for payment of the relevant Application Monies through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form.
Application Monies	The aggregate amount payable for the New Shares applied for in a duly completed Entitlement and Acceptance Form or through BPAY®, calculated as the Issue Price multiplied by the number of New Shares applied for.
ASIC	Australian Securities and Investments Commission.
ASX	Australian Securities Exchange or ASX Limited (ABN 98 008 624 691) as the context requires.
Austco or the Company	Austco Healthcare Limited (ACN 108 208 760) (ASX:AHC).
Bell Potter or Underwriter	Bell Potter Securities Limited.
Business Day	Has the same meaning as in the ASX Listing Rules.
Closing Date	5.00pm 17 May 2024
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Directors	The board of directors of the Company.
Eligible Shareholder	A person who meets the requirements set out in section 1.4.
Entitlement	The entitlement of an Eligible Shareholder to apply for one (1) New Share for every twenty-two (22) Shares held on the Record Date.
Entitlement and Acceptance Form	The entitlement and acceptance form which accompanies this Offer Document.
Group	The Company and each entity controlled by the Company.
Investor Presentation	The Austco investor presentation uploaded to the ASX on 24 April 2024.
Issue Price	\$0.185 per New Share.

Listing Rules or ASX Listing Rules	The Listing Rules of ASX.
New Share	A Share to be issued pursuant to the Offer.
Offer or Entitlement Issue	The fully underwritten, non-renounceable pro rata offer to Eligible Shareholders to subscribe for one (1) New Share for every twenty-two (22) Shares of which the Shareholder is the registered holder on the Record Date, at an Issue Price of \$0.185 per New Share pursuant to this Offer Document.
Offer Document	This document dated 3 May 2024, including the Entitlement & Acceptance Form.
Placement	The placement of up to approximately 37,297,297 Shares at an issue price of \$0.185 per Share to institutional, professional and sophisticated investors raising \$6.9 million as announced to the ASX on 24 April 2024.
Record Date	7.00pm (AEST) on 2 May 2024.
Share	A fully paid ordinary share in the Company.
Shortfall or Shortfall Shares	Those New Shares not subscribed for by way of an Application pursuant to this Offer Document by the Closing Date.
Voting Power	Has the meaning given to that term in the Corporations Act.

5 CORPORATE DIRECTORY

Directors

Mr Graeme Billings (Chairman) – Non-Executive Director

Mr Clayton Astles (CEO) – Chief Executive Officer and Executive Director

Mr Brett Burns – Non-Executive Director

Mr Tony Glenning – Non-Executive Director

ASX Code: AHC

Company Secretary

Mr Brendan Maher

Registered Office

Unit 1, 31 Sabre Drive
Port Melbourne VIC 3207
Australia

Legal Advisers to the Offer

CBW Partners

Level 6 67 Palmerston Crescent
SOUTH MELBOURNE VIC 3205
Phone: +61 (0)3 8646 3833
www.cbwpartners.com

Share Registry

Computershare Investor Services Pty Limited

Yarra Falls
452 Johnston Street
ABBOTSFORD VIC 3067
Phone: 03 9415 4000
www.computershare.com
