



Update Summary

Entity name

SIGMA HEALTHCARE LIMITED

Announcement Type

Update to previous announcement

Date of this announcement

24/1/2024

Reason for update to a previous announcement

Changes to sub-underwriting arrangements described in section 3E.2e(i).

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

SIGMA HEALTHCARE LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ABN

Registration Number

15088417403

1.3 ASX issuer code

SIG

1.4 The announcement is

Update/amendment to previous announcement

1.4a Reason for update to a previous announcement

Changes to sub-underwriting arrangements described in section 3E.2e(i).

1.4b Date of previous announcement to this update

11/12/2023

1.5 Date of this announcement

24/1/2024

1.6 The Proposed issue is:

An accelerated offer

1.6b The proposed accelerated offer is

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



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

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

No

Part 3B - Offer details

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

ASX +security code and description

SIG : ORDINARY FULLY PAID

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

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

No

Details of +securities proposed to be issued

ASX +security code and description

SIG : ORDINARY FULLY PAID

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

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

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

Has the offer ratio been determined?

Yes

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

**to be issued**

100

held

185

What will be done with fractional entitlements?

Fractions rounded up to the next whole number

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

572,581,847

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

AUD - Australian Dollar

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

AUD 0.70000

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

AUD - Australian Dollar

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

AUD 0.70000

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

25% of entitlement (available where the full entitlement is taken up).
The 25% cap will be applied at the beneficial shareholding level and Sigma reserves all rights in its absolute discretion to determine which applications for additional shares are made validly within cap.

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

Additional new shares will only be available under the over-subscription facility to the extent that there is any shortfall under the retail offer.
Note that shortfall will exclude the HMC Priority Sub-underwriting, described below.
Scale back will be on a pro-rata basis, or to the extent considered necessary to prevent the issue of securities contrary to law or ASX Listing Rules.

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



Part 3D - Timetable

3D.1a First day of trading halt

11/12/2023

3D.1b Announcement date of accelerated offer

11/12/2023

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

13/12/2023

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

11/12/2023

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

12/12/2023

3D.8 Announcement of results of institutional offer

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

13/12/2023

3D.9 +Record date

13/12/2023

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

19/12/2023

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

20/12/2023

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

20/12/2023

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

18/12/2023

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

19/1/2024

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

16/1/2024



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

29/1/2024

Part 3E - Fees and expenses

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

Yes

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

Goldman Sachs Australia Pty Ltd (ACN 006 797 897) (Goldman Sachs)

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

Management fee of 0.30% of the gross proceeds of the offer.
This is in addition to the underwriting fee as described in Section 3E.2c below.

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

Yes

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

Goldman Sachs

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

Fully Underwritten

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

Underwriting fee of 1.2% of the gross proceeds of the offer.

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

Refer to Appendix G of the Investor Presentation lodged with ASX today titled *Underwriting Agreement Summary* for a summary of the termination events under the underwriting agreement.

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

Yes

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

HMC Capital Limited (HMC), the manager of Sigma's largest shareholder, HMC Capital Partners Fund I (Major Shareholder), held 19.07% of Sigma shares on issue on the date of the Appendix 3B (11 December 2023). As disclosed in that Appendix 3B, under the HMC Priority Sub-underwriting arrangements, HMC has the right to assign the HMC Priority Sub-underwriting to a fund managed by HMC. HMC exercised its right to assign the HMC Priority Sub-underwriting to the Major Shareholder. This means that the Major Shareholder subscribed in full for the value of the Major Shareholder's entitlements under the HMC Priority Sub-underwriting. HMC also has the right to assign the HMC Additional Sub-underwriting to its related bodies corporate or to a fund which is managed by HMC or one of its related bodies corporate. There have been no further changes to the HMC Priority Sub-underwriting and HMC Additional Sub-underwriting arrangements so described in that Appendix 3B.

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



have underwritten or sub-underwritten)?

HMC, as manager of the Major Shareholder, has provided a priority sub-underwriting commitment for c\$76 million equivalent to the value of the Major Shareholders entitlements under the Entitlement Offer (HMC Priority Sub-underwriting).

The HMC Priority Sub-underwriting is conditional on the Underwriting Agreement not being terminated.

In addition to the HMC Priority Sub-underwriting, HMC has also agreed with Goldman Sachs to partially sub-underwrite the Retail Entitlement Offer up to c\$27 million (HMC Additional Sub-underwriting).

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

The HMC Priority Sub-underwriting does not involve payment of any sub-underwriting fees and, save for its priority allocation, is otherwise on the same terms as other sub-underwriters to the Offer.

HMC will receive a fee of 1.0% (including GST) on the value of securities sub-underwritten under the Retail Entitlement Offer.

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

No

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

N/A

Part 3F - Further Information

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

For additional working capital and to fund new business initiatives

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

No

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

No

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

Refer to Appendix F ¿International Offer Restrictions¿ in the Investor Presentation released on ASX today.

Ineligible security holders will be sent a notice which states that those security holders are not eligible to participate in the Offer.

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

Yes

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

Offer will be made to nominees/custodians. Share registry to send letter to nominees to detail beneficiaries.

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

<https://investorcentre.sigmahealthcare.com.au/asx-announcements>



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

N/A

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

No

3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)