



HMC Digital Infrastructure Ltd (ACN 682 024 924) and  
Equity Trustees Limited (ACN 004 031 298; AFSL 240975)  
as responsible entity for the  
HMC Digital Infrastructure Trust (ARSN 682 160 578)

12 December 2024

## ASX announcement

### DigiCo Infrastructure REIT (DGT) – Pre-quotation disclosure

The following information is required to be provided to ASX Limited (ASX) for release to the market in connection with the admission to the official list and official quotation of fully paid stapled securities in DigiCo Infrastructure REIT, consisting of shares in HMC Digital Infrastructure Ltd (ACN 682 024 924) (**DigiCo StapleCo**) and units in HMC Digital Infrastructure Trust (ARSN 682 160 578) (**DigiCo Trust**), stapled together on a one-for-one basis.

Equity Trustees Limited (ACN 004 031 298; AFSL 240975) is the responsible entity of DigiCo Trust (**Responsible Entity**) (together, the Responsible Entity and DigiCo StapleCo are the **Issuers**).

Unless otherwise defined, capitalised terms used in this announcement have the meaning given to them in the replacement disclosure document lodged by the Issuers with the Australian Securities and Investments Commission on 5 December 2024 (**Disclosure Document**).

#### 1 Basis of allocation and procedures for determining allocations

The basis of allocation of Securities under the Disclosure Document for each component of the Offer was as follows:

- (a) **Broker Firm Offer:** The allocation of Securities to Brokers was determined by the Joint Lead Managers and DigiCo Infrastructure REIT. Securities that have been allocated to Brokers for allocation to their retail clients will be issued to the Applicants nominated by those Brokers (subject to the right of the Joint Lead Managers and DigiCo Infrastructure REIT to reject, aggregate or scale back Applications).
- (b) **Priority Offer:** The allocation of Securities among Applicants in the Priority Offer was determined by DigiCo Infrastructure REIT in consultation with the Joint Lead Managers.
- (c) **Institutional Offer:** The allocation of Securities among Applicants in the Institutional Offer was determined by agreement between the Joint Lead Managers and DigiCo Infrastructure REIT, in their absolute discretion.

Applicants can confirm their allocation of Securities under the Offer by contacting the Offer Information Line on 1800 678 246 (toll free within Australia) between 8.30 am and 5.30 pm (Sydney Time) Monday to Friday (excluding public holidays).

It is the responsibility of each person who trades in Securities to confirm their holding before trading in Securities. If you sell Securities before receiving a holding statement, you do so at your own risk (even if you obtained details of your holding from the Offer Information Line or confirmed your allocation through your Broker).

#### 2 Conditions for the conditional market

It is expected that trading of the Securities on ASX, on a conditional and deferred basis, will commence on or about Friday, 13 December 2024.

As described in section 8.17.3 of the Disclosure Document, the conditions for the conditional market are:

- (a) settlement under the Underwriting Agreement;
- (b) the allotment and issue of Securities to Applicants under the Disclosure Document; and
- (c) completion of the IPO Portfolio acquisitions,
- which are expected to be satisfied on or about Wednesday, 18 December 2024.

**3 Offer Price and number of Securities to be issued under the Offer**

The Offer Price for the Securities to be issued under the Broker Firm Offer, Priority Offer and Institutional Offer is \$5.00 per Security (other than 60,000 Securities to be issued under the Priority Offer to certain directors in lieu of cash consulting fees as described in Section 5.4.6 of the Disclosure Document).

The number of Securities to be issued under each component of the Offer is set out below.

Component of Offer	Number of Securities
Broker Firm Offer	214,720,000
Priority Offer	5,980,000
Institutional Offer	178,427,878
<b>Total</b>	<b>399,127,878</b>

**4 Holding statements**

The Issuers confirm that CHES and issuer sponsored holding statements and any refund monies will be despatched by Thursday, 19 December 2024.

**5 Indicative distribution schedule**

Please refer to Attachment 1 for an indicative distribution schedule of securityholders.

**6 Indicative statement of the 20 largest securityholders**

Please refer to Attachment 2 for an indicative statement of the 20 largest securityholders.

**7 Escrow arrangements**

As described in section 8.15 of the Disclosure Document, certain securityholders have entered into voluntary escrow arrangements with DigiCo Infrastructure REIT in relation to all of the Securities they hold or held by entities they control at Completion.

The total number of Securities subject to voluntary escrow is 149,363,203. The voluntary escrow restrictions apply to the escrowed Securities as follows:

Number of Securities	Voluntary escrow period
100,000,009	Until 4.30pm (Sydney time) on the date that the audited financial reports of DigiCo Infrastructure REIT for FY25 are released to the ASX.
30,279,303	<ul style="list-style-type: none"> <li>in respect of 25% of these escrowed Securities, until the date that is 3 months after allotment of Securities under</li> </ul>

	<p>the Offer and completion of the IPO Portfolio acquisitions; and</p> <ul style="list-style-type: none"> <li>in respect of 75% of these escrowed Securities, until 4.30pm (Sydney time) on the date that the audited financial reports of DigiCo Infrastructure REIT for FY25 are released to the ASX.</li> </ul>
19,083,891	<ul style="list-style-type: none"> <li>in respect of 25% of these escrowed Securities, until 4.30pm (Sydney time) on the date that the audited financial reports of DigiCo Infrastructure REIT for FY25 are released to the ASX; and</li> <li>in respect of 75% of these escrowed Securities, until 4.30pm (Sydney time) on the date that the audited financial reports of DigiCo Infrastructure REIT for FY26 are released to the ASX.</li> </ul>

## 8 Global Switch (SYD1)

Each Issuer confirms that:

- it is not aware of any information that indicates that DigiCo Infrastructure REIT will not be able to expend funds as indicated in the Disclosure Document to acquire Global Switch Australia Holdings Pty Ltd (**SYD1 HoldCo**) on or before 30 April 2025; and
- DigiCo Infrastructure REIT will release an announcement on the market announcements platform confirming that it has expended its funds to complete the acquisition of SYD 1 HoldCo as contemplated in the Disclosure Document no later than 30 April 2025.

## 9 Documents enclosed for release to the market

Enclosed for release to the market are the following documents:

- DGT's Appendix 1A, Information Form and Checklist, Annexure 4 (Externally Managed Entities) and Annexure 5 (Stapled Entities);
- the Disclosure Document;
- the constitutions of DigiCo StapleCo and DigiCo Trust;
- the audited financial statements for BoxCo Holdco Pty Ltd, iSeek-KDC Services Pty Limited and Global Switch Australia Holdings Pty Limited / SYD 1 HoldCo for the full years ended 31 December 2022 and 2023;
- the audited financial statements for Your DC Pty Ltd for the full year ended 30 June 2022;
- reviewed financial statements for the half year ending 30 June 2024 for each of BoxCo HoldCo Pty Ltd and Global Switch Australia Holdings Pty Limited / SYD 1 HoldCo;
- the Non-Executive Director Equity Plan; and
- the securities trading policy of Equity Trustees Limited and HMC Capital Limited.

## 10 Terms of ASX waivers granted

### 10.1 Listing Rule 1.1 Condition 8

ASX has granted the Issuers a waiver from Listing Rule 1.1 condition 8, on condition that there is at least 300 holders of stapled securities of DigiCo Infrastructure REIT each holding a parcel of stapled securities with a value of at least \$2,000.

### 10.2 Listing Rule 1.1 condition 9

ASX has granted the Issuers a waiver from Listing Rule 1.1 condition 9 to the extent necessary not to require each of the DigiCo Trust and DigiCo StapleCo to comply with Listing Rule 1.3, on condition that DigiCo Infrastructure REIT meets the tests in that listing rule.

**10.3 Listing Rule 6.24 – Clause 1 of Appendix A**

ASX has granted the Issuers a waiver from Listing Rule 6.24 in respect of clause 1 of Appendix 6A to the extent necessary that the rate and amount of a dividend or distribution need not be advised to ASX by the DigiCo Trust when announcing a dividend and record date, on condition that an estimated dividend rate is advised to ASX at the time of the announcement and the actual rate is advised to ASX as soon as it becomes known.

**10.4 Listing Rule 7.1**

ASX has granted the Issuers a waiver from Listing Rule 7.1 to the extent necessary to permit DigiCo Infrastructure REIT to issue securities in DigiCo Infrastructure REIT to HMC Digital Infrastructure Investment Management Pty Ltd (**Manager**) (or their nominee) in lieu of payment of base management fees and reimbursement of expenses in connection with the operation of DigiCo Infrastructure REIT under the terms of the investment management agreement with the Manager (**Management Agreement**), without obtaining DigiCo Infrastructure REIT securityholder approval, subject to the following conditions:

- (a) DigiCo Infrastructure REIT makes full disclosure to any person who may subscribe for securities under a prospectus and product disclosure statement or offer document of the provisions which provide for the periodic issue of securities in lieu of fees or expenses payable to the Manager (**Provisions**);
- (b) a completed Appendix 2A is lodged for release to the market for each issue of securities pursuant to the Provisions;
- (c) the securities are issued in accordance with the Provisions;
- (d) details of the securities issued in lieu of fees and expenses are disclosed in DigiCo Infrastructure REIT's annual report each year in which securities are issued; and
- (e) securityholder approval is sought every third year for the issue of securities in lieu of any fees or expenses payable to the Manager under the Management Agreement.

**10.5 Listing Rule 8.10**

ASX has granted the Issuers a waiver from Listing Rule 8.10 to the extent necessary to permit an entity in the DigiCo Infrastructure REIT stapled group to refuse to register a transfer of a security in a stapled entity if not accompanied by a transfer of a security in each other stapled entity.

**10.6 Listing Rule 10.11**

ASX has granted the Issuers a waiver from Listing Rule 10.11 to the extent necessary to permit DigiCo Infrastructure REIT to issue securities in DigiCo Infrastructure REIT to the Manager (or their nominee) in lieu of payment of base management fees and reimbursement of expenses in connection with the operation of DigiCo Infrastructure REIT under the terms of the Management Agreement, without obtaining DigiCo Infrastructure REIT securityholder approval, subject to the following conditions:

- (a) DigiCo Infrastructure REIT makes full disclosure to any person who may subscribe for securities under a prospectus and product disclosure statement or offer document of the Provisions;
- (b) a completed Appendix 2A is lodged for release to the market for each issue of securities pursuant to the Provisions;
- (c) the securities are issued in accordance with the Provisions;

- (d) details of the securities issued in lieu of fees and expenses are disclosed in DigiCo Infrastructure REIT's annual report each year in which securities are issued; and
- (e) securityholder approval is sought every third year for the issue of securities in lieu of any fees or expenses payable to the Manager under the Management Agreement.

**10.7 Listing Rule 10.14**

ASX has granted the Issuers a waiver from Rule 10.14 to the extent necessary to permit DigiCo Infrastructure REIT to issue rights to all current and future non-executive directors of DGT under the Non-Executive Director Equity Plan (**NEDEP**) without securityholder approval on condition that:

- (a) the information set out in Listing Rules 10.15.2 to 10.15.10 is disclosed in the Disclosure Document; and
- (b) the Disclosure Document sets out the names of the persons who are currently eligible to participate in the NEDEP, a statement that the non-executive directors in office from time to time may participate in the NEDEP, and a statement that details of any securities issued under the NEDEP will be published in the annual report relating to the period in which they were issued.

The release of this announcement was authorised by the Board of HMC Digital Infrastructure Ltd.

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**Attachment 1 – Indicative distribution schedule**

<b>Number of Securities held</b>	<b>Number of holders</b>
1 – 1,000	876
1,001 – 5,000	6,917
5,001 – 10,000	3,929
10,001 – 100,000	2,697
100,001 and over	234
<b>Total</b>	<b>14,653</b>

**Attachment 2 – Indicative Statement of the 20 largest securityholders**

	<b>Name</b>	<b>Number of Securities</b>	<b>% of Issued Capital</b>
	HMC Capital	100,000,009	18.21%
	AEIF Investment 1 Limited	30,279,303	5.51%
	J.P. Morgan Nominees Australia Pty Limited	27,948,368	5.09%
	UBS Nominees Pty Ltd	27,800,000	5.06%
	National Nominees Pty Ltd (A/C 2)	21,400,000	3.90%
	Citicorp Nominees Pty Ltd	19,900,314	3.62%
	HSBC Custody Nominees (Australia) Limited	19,900,000	3.62%
	Citicorp Nominees Pty Ltd (A/C 2)	18,000,000	3.28%
	Northern Trust Nominees (A/C 2)	17,058,009	3.11%
	Third Party Nominees (A/C 2)	16,600,000	3.02%
	Alray Investments Pty Ltd	11,577,015	2.11%
	Bond St Custodians Limited	10,983,000	2.00%
	BNP Paribas Nominees Pty Limited <DRP A/C>	8,100,000	1.48%
	HSBC Custody Nominees (Australia) Limited <DRP A/C>	8,000,000	1.46%
	WealthHub Securities Ltd	7,385,634	1.34%
	Citicorp Nominees Pty Ltd (A/C 1)	6,400,000	1.17%
	Northern Trust Nominees (A/C 1)	6,055,197	1.10%
	BNP Paribas Nominees Pty Limited	5,982,498	1.09%
	HSBC Custody Nominees (Australia) Limited <A/C 2>	5,000,000	0.91%
	Finclear Services Nominee	4,898,350	0.89%
	<b>Indicative top 20 total</b>	<b>373,267,697</b>	<b>67.97%</b>
	<b>Total Issue</b>	<b>549,127,888</b>	<b>100.00%</b>