
8 June 2017

COMPULSORY ACQUISITION OF REMAINING UNITS IN GENERATION

OFFER CLOSING

NorthWest Australia¹ today announces it has acquired a relevant interest in 91.45% of all units (**Units**) in Generation Healthcare REIT (ASX:GHC) (**Generation**) as at close of trade on 7 June 2017.

Northwest Australia will now proceed to compulsorily acquire all Units not acquired under its off-market takeover offer (**Offer**).

Generation unitholders who have not yet accepted the Offer continue to be able to accept the Offer until the Offer closes at 7:00pm (Sydney time) today. The Offer will not be extended.

Generation unitholders who accept the Offer will receive the consideration² under the Offer within 5 business days after receipt of valid acceptance. Those Generation unitholders who do nothing will, subject to the Corporations Act, have their Units compulsorily acquired and receive the consideration for their Units in approximately 6 weeks.

Attached, in accordance with section 661B(1)(d) of the *Corporations Act 2001* (Cth), is a copy of the Australian Securities and Investments Commission (**ASIC**) Form 6021 (Notice of compulsory acquisition following takeover bid) (**Compulsory Acquisition Notice**) and a sample copy of the accompanying documents being sent to Generation unitholders.

The Compulsory Acquisition Notice was lodged with ASIC today and will be dispatched to Generation unitholders tomorrow.

Further Information

For further information please contact the NorthWest Offer Information Line from within Australia on 1800 129 431 or from outside Australia on +61 1800 129 431.

¹ NorthWest Australia AssetCo Pty Ltd as trustee for NWH Australia Asset Trust (**NorthWest Australia**), a controlled entity of NorthWest Healthcare Properties Real Estate Investment Trust (**NorthWest**).

² The Offer consideration is \$2.30 cash per Unit. The cash consideration will be reduced by the amount or value of any rights attaching to Units which arise or are paid on or after 24 April 2017 which NorthWest Australia does not receive.

Notice of compulsory acquisition following takeover bid

Notice

To each holder of:

Description of class of securities to which the bid relates

Ordinary units

('Bid Class Securities')

in

Name of target company or body

Name ('the Company')

Generation Healthcare REIT

ACN/ARBN/ARSN

118 712 584

Tick applicable box(es)

- and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related.
- and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

Name of bidder

1. Under a takeover bid offers were made by

NWH Australia AssetCo Pty Ltd (ACN 617 449 948) as trustee for NWH Australia Asset Trust

in respect of the acquisition of Bid Class Securities in the company.

Tick one box

The offers

- closed
- are scheduled to close

Date offers closed or are scheduled to close

on

Date

0 8 / 0 6 / 1 7
[D] [D] [M] [M] [Y] [Y]

Tick applicable box(es).
(see subsection 661A(4) and (4A))

2. You are, as at the date of this notice, the holder of one or more of the following

- securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)
- securities to which the bid related issued after the end of the offer period and before the date of this notice
- securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being

the following securities in the bid class in which the bidder has a relevant interest

Description of securities

Description of securities

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

- 661A(1)
- 661A(3)

Tick one box

of the Act to compulsorily acquire your securities and desires to acquire those securities.

Continued... Notice

Date of lodgement

- 4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

This notice was lodged with ASIC on

Date

0	8	/	0	6	/	1	7
[D	D]		[M	M]		[Y	Y]

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

Details of alternative terms

- 4A. You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

N/A

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Set out the terms that will apply

N/A

- 5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.

- 6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

Tick one box

- this notice was given.
- the end of the offer period.

- 7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.

- 8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Signature

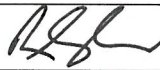
Name of person signing

Rupert Smoker

Capacity

Director

Signature



Date signed

0	8	/	0	6	/	1	7
[D	D]		[M	M]		[Y	Y]

For personal use only

9 June 2017

[Unitholder name]
[address]

Dear Madam / Sir,

Off-market takeover bid by NWH Australia AssetCo Pty Ltd as trustee for NWH Australia Asset Trust for all of the units in Generation Healthcare REIT - Notice of Compulsory Acquisition

We refer to the off-market takeover offer by NWH Australia AssetCo Pty Ltd (ACN 617 449 948) as trustee for NWH Australia Asset Trust (**NorthWest Australia**) for all the units (**Units**) in Generation Healthcare REIT (ARSN 118 712 584) (**GHC**) (**Offer**). The Offer closed at 7:00 pm (Sydney time) on 8 June 2017.

Please ignore this letter and the Notice if you have already accepted the Offer or sold your Units.

NorthWest Australia has now acquired over 90% of all of the Units. NorthWest Australia will now proceed to compulsorily acquire all Units that it has not yet acquired under the Offer.

We enclose for your information, under section 661B(1)(c) of the *Corporations Act 2001* (Cth) (**Corporations Act**), a copy of the Australian Securities and Investments Commission (**ASIC**) Form 6021 (Notice of compulsory acquisition following takeover bid) lodged with ASIC on 8 June 2017 (**Notice**).

The Notice is being sent to all remaining GHC Unitholders (other than NorthWest Australia) and is to inform you that we propose to compulsorily acquire your Units under the Corporations Act.

You do not need to do anything if you want your Units to be acquired by NorthWest Australia, as compulsory acquisition will occur in due course as described below. Please note that, in accordance with ASX Listing Rule 17.4, NorthWest Australia expects ASX to suspend trading in GHC Units on Friday, 16 June 2017.

The offer consideration that you will receive for your Units is the same as that under the Offer.

Therefore, you will receive \$2.30 cash per Unit that you hold (which will be reduced consistently with the terms of the Offer). In accordance with the terms of the Offer set out in NorthWest Australia's replacement bidder's statement dated 8 May 2017, this cash consideration will be reduced by the amount or value of any rights attaching to Units which arise or are paid on or after 24 April 2017 which NorthWest Australia does not receive.

For the avoidance of doubt, if a distribution is declared and the record date arises before the compulsory acquisition process is complete, the intention is that the consideration payable to any remaining Unitholders will be reduced by an amount equal to the amount of the distribution.

For personal use only

Procedure for compulsory acquisition and objections

You may obtain the names and addresses of other GHC Unitholders on the GHC unitholder register by writing to us at the following address within 1 month of receipt of this notice:

Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000

You may apply to the Court for an order that your Units not be compulsorily acquired under section 661A(1) of the Corporations Act within 1 month of receipt of the Notice or within 14 days of having been provided the names and addresses of other GHC Unitholders (whichever is the later).

Unless you apply to the Court within the timeframe specified above, NorthWest Australia will be entitled and bound to compulsorily acquire your Units.

You do not need to do anything if you want your Units to be acquired by NorthWest Australia. Once the compulsory acquisition procedure is complete, you will receive a further letter explaining how to claim the consideration for your Units. On completion of the compulsory acquisition process, NorthWest Australia will pay the consideration¹ for the Units that it compulsorily acquires. Unitholders whose Units are compulsorily acquired will be sent a claim form advising them how to claim the consideration to which they are entitled under the compulsory acquisition process. Subject to the Corporations Act, this will occur in approximately 6 weeks.

The enclosed Notice sets out more details regarding the compulsory acquisition procedure and your rights.

If you have any queries regarding this letter, the Notice or require any other information, please contact the NorthWest Offer Information Line from within Australia on 1800 129 431 or from outside Australia on +61 1800 129 431.

Yours sincerely,



Bernard Crotty
Director

NWH Australia AssetCo Pty Ltd (ACN 617 449 948)
as trustee for NWH Australia Asset Trust

¹ The Offer consideration is \$2.30 cash per Unit. The cash consideration will be reduced by the amount or value of any rights attaching to Units which arise or are paid on or after 24 April 2017 which NorthWest Australia does not receive.