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REIT Securities Issuer

Healthcare & Medical Investment Corporation (HCM)

3-3, Kanda-ogawamachi, Chiyoda-ku, Tokyo

Representative: Executive Director Yuji Fujise
(Securities Code: 3455)

Asset management company

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Notice Concerning Issuance and Secondary Offering of New Investment Units

We would like to announce that Healthcare & Medical Investment Corporation (hereinafter, “HCM”) resolved, at the board of directors’ meeting of HCM held on August 19, 2026, to issue and make a secondary offering of new investment units as follows.

Details

1. Issuance of new investment units by public offering (primary offering)

(1) Number of investment units issued 92,858 units

(2) Paid-in amount (issue value) TBD

Paid-in amount (issue value) will be decided at the board of directors’ meeting of HCM to be held on any date between August 26, 2026 (Wed.) and August 28, 2026 (Fri.) (hereinafter, the “Date of Determining Issue Price and Other Matters”). Paid-in amount (issue value) refers to the amount per unit that HCM is to receive as the amount paid in for new investment units.

(3) Total paid-in amount (total issue value) TBD

(4) Issue price (offer price) TBD

Issue price (Offer price) will be decided on the Date of Determining Issue Price and Other Matters after considering the demand and other matters with the closing price in regular trading of the investment units of HCM (hereinafter referred to as the “Investment Units”) on Tokyo Stock Exchange, Inc. (hereinafter referred to as “Tokyo Stock Exchange”) on the Date of Determining Issue Price and Other Matters (if there is no closing price on that date, then the most recent closing price preceding that date) and multiplying by a factor between 0.90 and 1.00 (rounded down to the nearest yen) set as provisional conditions.

(5) Total issue price (total offer price) TBD

(6) Offering method

New investment units will be offered as a primary offering and will be underwritten in full by certain underwriters (hereinafter, collectively the “joint lead managers”) and another underwriter (hereinafter, with the joint lead managers, collectively the “underwriters”).

Healthcare & Medical Investment Corporation

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| (7) Details of underwriting agreement | The Underwriters will pay to HCM the amount paid-in (total issue value) on the payment date as described in (11) below, and the difference between the total issue price (offer price) and the total paid-in (total issue value) will be the proceeds the Underwriters will receive. HCM will not pay an underwriting fee to the Underwriters. |
| (8) Subscription unit | One unit or more by unit |
| (9) Period of application | The business day following the Date of Determining Issue Price and Other Matters. |
| (10) Payment period for deposit in securities | From the business day following the Date of Determining Issue Price and Other Matters to the date two business days after the Date of Determining Issuing Price and Other Matters. |
| (11) Payment date | Any date between September 1, 2026 (Tue.) and September 3, 2026 (Thu.). However, this is the date following four business days after the Date of Determining Issue Price. |
| (12) Delivery date | The business day following the Payment date |
| (13) Paid-in amount (issue value), issue price (offer price) and other matters necessary to issue new investment units by public offering will be determined at upcoming board of directors' meetings of HCM. | |
| (14) Each item above is subject to effectuation of notification based on the Financial Instruments and Exchange Act. | |
2. Secondary offering of investment units (by over-allotment) (Please see <Reference> “1. Secondary offering by over-allotment, etc.” below.)
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| (1) Number of investment units offered | 4,642 units
The number of investment units offered mentioned above represents the upper limit of the number of investment units offered by over-allotment by certain underwriter which is the bookrunner of the primary offering, separate from the primary offering, after considering the demand and other matters concerning the primary offering. The number of investment units offered mentioned above may decrease, or secondary offering by over-allotment may not be implemented at all depending on the demand and other matters for the primary offering. The number of investment units offered will be decided at the board of directors' meeting of HCM to be held on the Date of Determining Issue Price and Other Matters, after considering the demand and other matters for the primary offering. |
| (2) Underwriter | Certain underwriter. |
| (3) Secondary offer price | TBD
Secondary offer price will be decided on the Date of Determining Issue Price and Other Matters. Secondary offer price will be the same as the issue price (offer price) of the primary offering. |
| (4) Total secondary offer value | TBD |
| (5) Offering method | Secondary offering of the Investment Units that certain underwriter which is the bookrunner of the primary offering, borrows from Sumitomo Mitsui Banking Corporation |



- (hereinafter, “SMBC”), SHIP HEALTHCARE HOLDINGS, INC. (hereinafter, “SHIP HEALTHCARE”) and NEC Capital Solutions Limited (hereinafter, “NEC Capital”) which are unitholders of HCM, with 4,642 units as an upper limit (hereinafter, the “Investment Units Borrowed”) will be implemented, separate from the primary offering, after considering the demand and other matters concerning the primary offering.
- (6) Subscription unit One unit or more by unit
 - (7) Period of application Period of application will be the same as the period of application of the primary offering.
 - (8) Payment period for deposit in securities Payment period for deposit in securities will be the same as the payment period for deposit in securities of the primary offering.
 - (9) Delivery date Delivery date will be the same as the delivery date of the primary offering.
 - (10) Secondary offer price and other matters necessary for the secondary offering of investment units will be determined at upcoming board of directors’ meetings of HCM.
 - (11) Each item above is subject to effectuation of notification based on the Financial Instruments and Exchange Act.
3. Issuance of new investment units by third-party allotment (Please see <Reference> “1. Secondary offering by over-allotment, etc.” below.)
- (1) Number of investment units issued 4,642 units
 - (2) Paid-in amount (issue value) TBD
Paid-in amount (issue value) will be decided at the board of directors’ meeting of HCM to be held on the Date of Determining Issue Price and Other Matters. Paid-in amount (issue value) will be the same as the paid-in amount (issue value) of the primary offering.
 - (3) Total paid-in amount (total issue value) TBD
 - (4) Allotted party Certain underwriter
 - (5) Subscription unit One unit or more by unit
 - (6) Period of application (Application deadline) September 28, 2026 (Mon.)
 - (7) Payment date September 29, 2026 (Tue.)
 - (8) For investment units that no investor will subscribe for during the period of application (application deadline) mentioned in (6) above, issuance will be canceled.
 - (9) Paid-in amount (issue value) and other matters necessary to issue new investment units by the third-party allotment will be determined at upcoming board of directors’ meetings of HCM.
 - (10) In the case that the primary offering is suspended, the issuance of new investment units by third-party allotment will also be suspended.
 - (11) Each item above is subject to effectuation of notification based on the Financial Instruments and Exchange Act.



<Reference>

1. Secondary offering by over-allotment, etc.

Upon the primary offering, secondary offering by over-allotment of the Investment Units that certain underwriter which is the bookrunner of the primary offering, borrows from SMBC, SHIP HEALTHCARE and NEC Capital, which are unitholders of HCM, with 4,642 units as an upper limit may be implemented, separate from the primary offering, after considering the demand and other matters concerning the primary offering. The number of investment units offered by over-allotment represents the maximum number of investment units which can be offered and may decrease, or secondary offering by over-allotment may not be implemented at all depending on the demand and other matters.

In relation to secondary offering by over-allotment, in order to allow certain underwriter to acquire the Investment Units necessary to return the Investment Units Borrowed, HCM resolved, at the board of directors' meeting of HCM held on August 19, 2026 (Wed.), to newly issue 4,642 units of the Investment Units by third-party allotment (hereinafter, the "Third-Party Allotment") with certain underwriter as an allotted party with September 29, 2026 (Tue.) as a payment date.

In addition, certain underwriter may buy the Investment Units up to the number of units subject to secondary offering by over-allotment on Tokyo Stock Exchange (hereinafter, the "Syndicate Cover Transaction") for the purpose of returning the Investment Units Borrowed during a period from the day following the date on which the period of application of the primary offering and secondary offering by over-allotment to September 25, 2026 (Fri.) (hereinafter, "Syndicate Cover Transaction Period"). All the Investment Units certain underwriter buys by the Syndicate Cover Transaction will be used to return the Investment Units Borrowed. At the discretion of certain underwriter they may not execute the Syndicate Cover Transaction at all or may stop the Syndicate Cover Transaction before the number of units bought reaches the number of units subject to secondary offering by over-allotment during the Syndicate Cover Transaction Period.

Certain underwriter may conduct a stabilizing transaction in conjunction with the primary offering and secondary offering by over-allotment. All or part of the Investment Units bought by the stabilizing transaction may be used to return the Investment Units Borrowed.

For the number of units calculated by deducting the number of units bought by the stabilizing transaction and Syndicate Cover Transaction and used to return the Investment Units Borrowed from the number of units subject to secondary offering by over-allotment, certain underwriter plans to acquire the Investment Units based on the allotment determined by the Third-Party Allotment in whole or part, and as a result, the final number of units issued by the Third-Party Allotment may decrease by that extent, or issuance may not be implemented at all, due to forfeiture.

Whether or not the secondary offering by over-allotment will be implemented and the number of investment units offered in the event that the secondary offering by over-allotment is implemented will be determined on the Date of Determining Issue Price and Other Matters. In the event that the secondary offering by over-allotment is not implemented, the borrowing of the Investment Units by certain underwriter from SMBC, SHIP HEALTHCARE and NEC Capital will not take place. Accordingly, certain underwriter will not accept or subscribe for allotment pertaining to the Third-Party Allotment and, as a result, the issuance of new investment units by the Third-Party Allotment will not be implemented at all, due to forfeiture. In addition, the Syndicate Cover Transaction on Tokyo Stock Exchange, too, will not take place. Regarding to the transactions above, certain underwriter carries them out after consultation with the other certain underwriter.



2. Changes in the total number of outstanding investment units by the issuance of new investment units

Current total number of outstanding investment units	359,500 units	
Number of investment units		
added by issuance of new investment units by primary offering	92,858 units	
Total number of outstanding investment units		
after issuance of new investment units by primary offering	452,358 units	
Number of investment units		
added by issuance of new investment units by the Third-Party Allotment	4,642 units	(Note)
Total number of outstanding investment units		
after issuance of new investment units by the Third-Party Allotment	457,000 units	(Note)
(Note) The number of units certain underwriter subscribes for and to be issued subsequently of all investment units offered by the Third-Party Allotment.		

3. Purpose and reason for issuance

After consideration while keeping market trends, the level of distribution per unit, the level of LTV and other factors in mind, HCM decided to issue new investment units in view of acquisition of new specified assets (as set forth in Article 2, Paragraph 1 of the Act on Investment Trusts and Investment Corporations, the same applies hereinafter) leading to expansion of asset size and stabilization of financial base.

Due diligence revealed that the assets to be acquired (14 properties) are healthcare facilities in which stable revenue over the medium to long term can be expected and conforms to the basic policy of asset management specified in HCM's Articles of Incorporation and the management policy of HCM. Furthermore, these are located in places where sustained demand is anticipated, given the business environment shaped by regional characteristics such as demographic trends and demand for medical and care services. Therefore, HCM decided to acquire and lease these healthcare facilities upon evaluating the feasibility, public nature, scarcity, and profitability. In addition, the tenants of the assets to be acquired conform to the tenant selection criteria indicated in "Report on the Management Structure of the Issuer of Real Estate Investment Trust Units" dated April 27, 2026. On the occasion of this acquisition of the assets, HCM considered issuance of new investment units as the most suitable option of finance.

(Note) For details of the real property and other assets to be newly acquired, please see "Notice Concerning Acquisition and Leasing of Trust Beneficiary Interests in Domestic Real Estate" separately announced today.

4. Electronic Delivery of the Prospectus

As a general rule, the Underwriters shall provide the prospectus related to the primary offering and secondary offering through over-allotment electronically rather than via a printed copy.(Note)

(Note) HCM refers to the provision of matters indicated in a prospectus via electronic means as "electronic delivery of the prospectus." If a prospectus provider, having obtained the consent of the prospectus recipient, provides the information indicated in the prospectus by electronic means, the prospectus shall be considered as delivered (Article 27-30-9(1) of the Financial Instruments and Exchange Act (Act No. 25 of Shōwa 23, including subsequent amendments); Article 32-2(1) of the Cabinet Office Ordinance on the Disclosure of Details of Specified Securities (Ministry of Finance Ordinance No. 22 of Heisei 5, including subsequent amendments)). investors may not choose to receive a printed copy of the prospectus. In cases where the Underwriters deliver the prospectus electronically, it cannot be delivered to an investor by such means if consent has not been obtained from said investor or if consent has been withdrawn. Furthermore, for the primary offering and secondary offering through over-allotment, investment units will only be sold to investors who have given such consent and not withdrawn it.



5. Amount to be raised, use of funds and scheduled expenditure date

(1) Amount of funds raised (estimated net amount)

10,100,000,000 yen (upper limit)

(Note) The sum of the proceeds from the primary offering of 9,610,000,000 yen and the maximum proceeds from the issuance of new investment units by the Third-Party Allotment of 490,000,000 yen. The above mentioned amount is the estimate calculated based on the closing price in regular trading of the Investment Units on Tokyo Stock Exchange as of July 21, 2026 (Tue.).

(2) Specific usage and planned date of disbursement of funds raised

HCM will use the proceeds from the primary offering (9,610,000,000 yen) and the issuance of new investment units by the Third-Party Allotment resolved on the same date as the primary offering (490,000,000 yen (upper limit)) to pay part of the funds for acquisition of the assets that HCM plans on acquiring as outlined in “Notice Concerning Acquisition and Leasing of Assets” separately announced today or will use as cash on hand to pay part of the funds for acquisition of specified assets (as defined in Article 2, Paragraph 1 of the Act on Investment Trusts and Investment Corporations; the same shall apply hereinafter) in the future or to repay borrowing.

(Note) HCM plans to deposit the funds raised with a financial institution until disbursement.

6. Designation of allocated party

The Underwriters plans to sell 4,000 units respectively of the Investment Units subject to the public placement to TOKYU LAND CORPORATION (hereinafter, “TOKYU”) and Keihanshin Building Co., Ltd. (hereinafter, “Keihanshin Building”). shareholders of HCM and Healthcare Asset Management Co., Ltd., which are designated as buyers by HCM.

7. Restriction of sale and additional issuance

- (1) SMBC, SHIP HEALTHCARE, NEC Capital, Sumitomo Mitsui Finance and Leasing Company, Limited, Yoei Co., Ltd., Ginsen Co., Ltd., Kobe Tochi Tatemono Co., Ltd. and Muromachi Building Co., Ltd., which are unitholders of HCM, have agreed with the joint lead managers upon the primary offering not to sell the Investment Units without prior approval from the joint lead managers in writing during a period from the Date of Determining Issue Price and Other Matters to a date 180 days after the delivery date of the primary offering.

In the abovementioned case, the joint lead managers has a right to remove this restriction in whole or part or to shorten the restriction period at its own discretion.

- (2) The joint lead managers will request that TOKYU and Keihanshin Building agree with the joint lead managers upon the primary offering not to sell the Investment Units, which TOKYU and Keihanshin Building will buy without prior approval from the joint lead managers in writing during a period from the Date of Determining Issue Price and Other Matters to a date 180 days after the delivery date of the primary offering.

In the abovementioned case, the joint lead managers has a right to remove this restriction in whole or part or to shorten the restriction period at its own discretion.

- (3) HCM has agreed with the joint lead managers upon the primary offering not to issue the Investment Units (however, excluding issuance of the Investment Units by the Third-Party Allotment or by split of investment units) without prior approval from the joint lead managers in writing during a period from



the Date of Determining Issue Price and Other Matters to a date 90 days after the delivery date of the primary offering.

In the abovementioned case, the joint lead managers has a right to remove this restriction in whole or part or to shorten the restriction period at its own discretion.

* Website of HCM: <https://www.hcm3455.co.jp/en/>