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ASX ANNOUNCEMENT

22 November 2023

SCHEME MEETING – CHAIRMAN'S ADDRESS AND PRESENTATION

Healthia Limited (ASX:HLA) (**Healthia**) refers to the proposed acquisition of Healthia Limited by Harold BidCo Pty Ltd ACN 670 606 827, an entity ultimately owned by funds advised by Pacific Equity Partners, by way of scheme of arrangement (**Scheme**).

In accordance with ASX Listing Rule 3.13.3, attached to this announcement are the following documents to be presented at Healthia's Scheme Meeting commencing at 10.00am AEST (Brisbane time) today:

- Chairman's Address; and
- Scheme Meeting Presentation Slides.

Healthia shareholders may attend, participate in and vote at the scheme meeting in person at the Inchcolm by Ovolo at 73 Wickham Terrace, Spring Hill Queensland and virtually through the online meeting platform at https://meetings.linkgroup.com/HLASM23.

The voting results of the Scheme Meeting will be communicated to the ASX shortly after the conclusion of the Scheme Meeting.

Unless otherwise indicated, capitalised terms used in this announcement have the meaning given to them in the Scheme Booklet.

Further information

If you require any further information, please call the Healthia Shareholder Information Line on 1800 990 475 (within Australia) or +61 1800 990 475 (outside Australia) on Business Days at any time between 8.30am and 5.30pm AEDT (Sydney) on Monday to Friday.

CONTACT

Investors are encouraged to keep up to date with Healthia news and research by subscribing at: https://www.healthia.com.au/join-us/.

Healthia Limited	
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Healthia Limited
Scheme Meeting – Chairperson's Address
Wednesday 22 November at 10.00 am (Brisbane time)

Welcome and introductions (Slide 1)

Good morning everyone.

My name is Glen Richards and I am the Chairman of Healthia and on behalf of the Board, I am delighted to welcome you to Healthia's Scheme Meeting.

Before we get started, I would like to acknowledge the traditional owners of the land upon which we each gather and I pay my respects to their Elders past, present and emerging.

As it is now past 10.00 am (Brisbane time), being the scheduled start time for the Scheme Meeting and, given a quorum is present, I declare the Scheme Meeting open. I will be chairing today's Scheme Meeting.

I would like to introduce Non-Executive Director, Lisa Dalton, Managing Director & Group CEO, Wesley Coote and Executive Directors Colin Kangisser, Lisa Roach and Darren Stewart. I note that Non-Executive Director, Paul Wilson is an apology as he is unable to attend today.

I would also like to introduce our Chief Financial Officer, Damien Peters and Company Secretary, Julia Murfitt, and welcome other members of Healthia's executive team and its clinician partners.

Representatives of Healthia's registry Link Market Services are also present to assist in the poll process of the Scheme Meeting.

On behalf of the Healthia Board and management team, I would like to welcome our shareholders or their proxies, attorneys or representatives who are present for the purpose of this Scheme Meeting. Thank you for joining us either in person or virtually today.

Welcome to the Scheme Meeting (Slide 2)

The purpose of the Scheme Meeting is to discuss and vote on the proposed scheme of arrangement under which Harold BidCo Pty Limited, an entity ultimately wholly owned by funds managed or advised by Pacific Equity Partners, will acquire 100% of the shares in Healthia. I will refer to this as the "Scheme".

This meeting has been called under the Notice of Scheme Meeting dated Monday 16 October 2023, which is contained in Appendix A of the Scheme Booklet sent to all shareholders. I will take the Notice of Scheme Meeting as read.

The Notice of Scheme Meeting is to be read in conjunction with the Scheme Booklet.

The meeting has been convened in accordance with the orders made by the Supreme Court of New South Wales on Monday 16 October 2023.

Procedural Matters (Slide 3)

Before commencing the formal business of today's Scheme Meeting, I would like to outline the procedural matters of the Scheme Meeting.

Today's meeting is being held as a hybrid meeting with those in person joining us at the Inchcolm by Ovolo in Brisbane and we also have a number of shareholders joining us online via the Link Market Services online meeting platform.

All attendees attending the meeting virtually are currently watching a live webcast of the meeting, and have the ability to ask questions and submit votes through the platform. This meeting is also being recorded and by remaining on this broadcast you are providing your consent to being recorded.

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Q&A Procedure - asking questions online (Slide 4)

Shareholders will be able to ask questions in-person, online and via teleconference during the meeting by dialling in and asking questions by voice i.e. by speaking.

Online attendees can submit questions at any time. You can submit a question by clicking on the "Ask a Question" button at either the top or the bottom of the online platform.

Please note that while you can submit questions from now on, I will not address them until the relevant time in the meeting.

Please also note that your questions may be moderated or amalgamated to avoid repetition and, if questions are particularly lengthy, we may need to summarise them in the interest of time.

Q&A Procedure - asking questions by phone (Slide 5)

To utilise the teleconference facility, Shareholders must use their unique PIN provided to them by Link Market Services.

If you don't have a phone PIN and would like to ask a question via the phone, please contact Link on 1800 990 363 now to get your PIN.

When you dial in online you will be asked to mute your online sound and listen to the meeting by phone. If you wish to ask a question, you will need dial 'STAR 1' on your keypad that will indicate to the moderator you wish to ask a question.

The teleconference moderator requires your name and will introduce you prompting you to ask your question by unmuting your line at the relevant time.

For those shareholders' participating in person, I will advise when it is time for questions and ask that you raise your hand and wait until a representative from Healthia attends you with a microphone.

Finally, due to time constraints, we may not get to answer all of your questions. If this happens, we will answer them in due course via email or posting responses on our website.

How to vote online (Slide 6)

In accordance with the orders of the Supreme Court of New South Wales, voting in relation to the Scheme resolution will be conducted by way of a poll.

Only shareholders, proxies, corporate representatives and authorised attorneys are entitled to vote on the Scheme resolution.

For those attending online, you can select the "Get a Voting Card" button at the top or bottom of your screen. You will need to register and provide validation by entering your securityholder number and postcode. Proxyholders, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the 'SUBMIT DETAILS AND VOTE' button. To cast a vote, select one of the options and select "submit vote". You may submit your votes at any time.

Slide 7 - How to vote in person (Slide 7)

For those attending in person and holding yellow admission cards, you can record your vote by marking the box either "for", "against" or "abstain".

All proxy appointments in favour of the chairperson of this meeting that do not contain a direction will be voted in favour of the Scheme resolution.

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Voting is now open and will remain open until I close the poll. I will give you a warning before I move to close voting.

Questions relating to FY23 Financial Report

As announced to the ASX on 23 October 2023, ASIC has formally granted an extension, under section 250P of the Corporations Act 20021 (Cth), to the time by which Healthia must hold its Annual General Meeting for the financial year ended 30 June 2023 by three months, from 30 November 2023 to 29 February 2024. If the Scheme is implemented,

Healthia will no longer be required to hold an AGM under the Corporations Act.

As stated in the announcement, Healthia will provide shareholders with a reasonable opportunity to ask questions about, and make comments on, the management of Healthia and its Annual Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2023 at the Scheme Meeting.

Given this, I will now provide Healthia shareholders with the opportunity to raise any questions that they may have in this regard before we continue with the formal business of today's Scheme Meeting.

If you have any questions, please raise your hand and wait until a representative from Healthia attends you with a microphone.

Thank you for your questions, I will now provide some background to the Scheme, and then we will move to consider the formal business set out in the Notice of Scheme Meeting.

Overview of the Scheme (1/2) (Slides 8 and 9)

On 31 August 2023 Healthia announced that it had entered into the Scheme Implementation Deed with Harold BidCo, under which Harold BidCo agreed to acquire 100% of the issued share capital of Healthia by way of the Scheme.

The Scheme Booklet includes, among other things, an overview of the scheme, the key considerations relevant to each Healthia shareholder's vote, including reasons to vote in favour of, or against, the Scheme, the risks associated with the scheme, the tax implications and a notice convening today's meeting.

The Scheme Booklet also attaches the scheme transaction documents, including the Scheme of Arrangement, Deed Poll and the Independent Expert Report prepared by Lonergan Edwards & Associates Limited. I will take these documents as read.

Scheme Consideration

Healthia shareholders have the option to receive either $1.80 cash per Healthia share, unlisted scrip consideration or a combination of cash and unlisted scrip consideration.

Cash consideration is the default consideration under the Scheme. If the Scheme is implemented, Healthia Shareholders that do not elect an unlisted scrip consideration option will receive cash consideration for their Healthia shares.

The Cash Consideration of $1.80 per share implies an equity value of approximately $260.0 million and represents a 84.6% premium to Healthia's closing share price prior to announcement of scheme on 30 August 2023.

As an alternative to receiving all Cash Consideration, Healthia Shareholders had the option to elect to receive one of the scrip consideration options below that would enable Healthia Shareholders to retain an interest in the Healthia business after the proposed Scheme has been implemented:

- All Scrip Consideration: 1 Class B share in Harold Topco, an unlisted newly incorporated Australian entity, for each Healthia Share held, subject to any scale back to ensure that the total number of Class B Shares do not exceed 30% of the total shares on issue in TopCo; or

- Mix-and-Match: Healthia Shareholders could elect to receive Class B Shares in TopCo in exchange for between 30% and 100% of their Healthia Shares (subject to the Scrip Scale Back) and the Cash Consideration for each remaining Healthia Share.

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The time for making an election to receive scrip consideration has now passed.

Scheme Overview (2/2) (Slide 10)

Independent Expert's Conclusion

The Independent Expert, Lonergan Edwards & Associates Limited, has concluded that the Scheme is fair and reasonable and therefore in the best interests of Healthia shareholders in the absence of a superior proposal.

The Independent Expert has assessed the underlying value of Healthia Shares on a 100% controlling interest basis at between $1.59 and $1.83 per Healthia Share. The Cash Consideration amount of $1.80 per Healthia Share is towards the top end of this range. The Independent Expert has evaluated the Scheme by reference to the value of the Cash Consideration only.

The Independent Expert's Report is set out in full in Appendix B of the Scheme Booklet.

Status of Conditions Precedent

The Scheme remains primarily subject to the following conditions precedent:

- Shareholders passing the scheme resolution at this meeting – determined today;
- Approval of the Scheme by the Supreme Court of New South Wales at the Second Court Hearing, which is scheduled to be held at 9.15am (Sydney time) on Wednesday 29 November 2023; and
- Healthia receiving valid Elections to receive Scheme Scrip Consideration from certain Key Rolling Shareholders for some or all of their shares which will represent at least 15.74 million Healthia Shares in aggregate.

  The Key Rolling Shareholders have elected to receive Scheme Scrip consideration for some or all of their holdings which are expected to exceed that amount, and so this condition is therefore expected to be satisfied.

The Scheme is also subject to other customary operational and procedural conditions precedent which are described further in the Scheme Booklet.

The Healthia Board is not aware of any circumstances which would cause any of the outstanding conditions precedent not to be satisfied.

Unanimous Board support (Slide 11)

As set out in the Scheme Booklet, the Healthia Directors unanimously recommend that Healthia shareholders vote in favour of the resolution to approve the Scheme in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Healthia Shareholders

This recommendation is only made in respect of the Cash Consideration. The Healthia Directors make no recommendation in relation to the Scrip Consideration.

Each Healthia Director intends to vote all Healthia shares in which they hold a relevant interest in favour of the resolution to approve the Scheme. Details of the shares and performance rights held in Healthia by the Directors is disclosed in the Scheme Booklet.

I can confirm that Healthia has not received a superior proposal or a superior offer since the Scheme was announced. The Healthia Directors are also not aware of any Superior Proposal that is likely to emerge.

The reasons to vote in favour or against the Scheme are set out in the Scheme Booklet.

Your vote is important and I encourage those present to participate at this meeting.

Implementation Timetable (Slide 12)

If the Scheme is approved by Healthia Shareholders today, Healthia will apply to the Supreme Court of New South

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Wales for an order approving the Scheme. If that approval is obtained, the Scheme will be unconditional.

The expected timetable for the process following today's Scheme Meeting is set out on the slide.

Scheme Vote (Slide 13)

I will now move to the substantive part of today's meeting.

Scheme Resolution and voting threshold (Slide 14)

The purpose of this meeting is for Healthia shareholders to consider and, if thought fit, to pass the resolution shown on the screen which is as follows:

"That, pursuant to and in accordance with section 411 of the Corporations Act, the Scheme (the terms of which are contained in and more particularly described in the Scheme Booklet of which this Notice of Scheme Meeting forms part), is approved (with or without modifications, alterations or conditions as approved by the Court to which Healthia and PEP BidCo agree in writing) and the Healthia Board is authorised, subject to the terms of the Scheme Implementation Deed, to (a) agree to any such modifications, alterations or conditions, and (b) subject to approval of the Scheme by the Court, implement the Scheme with any such modifications, alterations or conditions."

In accordance with the requirements of the Corporations Act, for the Scheme resolution to be passed, votes "in favour" of the Scheme resolution must be received from:

- a majority in number of Healthia shareholders present and voting at this meeting (either in person, by proxy or attorney or by corporate representative); and
- at least 75% of the votes cast on the Scheme resolution at this meeting.

The Directors have determined that, pursuant to regulation 7.11.37 of the Corporations Regulations, Healthia shareholders who were registered on the Healthia share register as at 7.00 pm (Sydney time) on Monday 20 November 2023 are eligible to vote on the Scheme resolution.

Questions (Slide 15)

I will now provide the opportunity for shareholders to ask questions and comment on the Scheme resolution. I will endeavour to answer your questions straight away, or I may take a question on notice if necessary.

I propose that the order of taking questions will be as follows:

Firstly, from any Shareholders in attendance today;

Secondly, from Shareholders using the teleconference facility by voice; and

Finally, from any Shareholders who have asked a question online via written text.

Proxy Results (Slide 16)

I will now display on the screen the proxy votes received from Healthia shareholders as at the time of proxy close in respect of the Scheme resolution being considered.

A total of 265 valid proxies, representing 106,682,123 votes in favour, against or open, were lodged in respect of the resolution, of which:

- 99.85%, representing 106,522,312 votes, are in favour;
- 0.06%, representing 68,920 votes, are against; and
- 0.09%, representing 90,891 votes, are open to be cast by proxies present.

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In addition, 2 holders representing 15,533 possible votes abstained.

I note that with respect to the open votes, any proxy appointments in favour of the Chairman will be voted in favour of the Scheme Resolution.

Voting on the Scheme Resolution

If you have not already done so, Shareholders participating virtually should now submit your votes.
Shareholders who are in attendance, please mark your votes on your Yellow voting card. A representative of Link Market Services will be collecting your Yellow voting card at the conclusion of this meeting.

If you have any questions concerning the voting process, please do not hesitate to ask one of the team from Link.

I will close the poll in a couple of minutes, so please ensure that you have cast your vote on the Scheme resolution. While you are finalising your vote, let me take a few minutes to explain what will happen after this meeting.

After this meeting, the results of the poll will be announced to the ASX. If the requisite majorities of Healthia shareholders approve the Scheme resolution, the Scheme will be taken to be approved by Healthia shareholders.

The proposed Scheme will be able to proceed, subject to the satisfaction or waiver of the other conditions to the Scheme, including the approval of the Supreme Court of New South Wales.

Orders approving the Scheme will be sought from the Supreme Court of New South Wales at 9.15am (Sydney time) on Wednesday 29 November 2023. An announcement will be made to the ASX after the Court has ruled.

Any shareholder who wishes to oppose the approval of the Scheme by the Court may do so by filing with the Court and serving on Healthia a notice of appearance, in the prescribed form, together with any affidavit on which that shareholder wishes to rely on at the hearing. The notice of appearance and any affidavit must be served on Healthia at its address for service at least one day before Wednesday 29 November.

I now declare the poll closed. Healthia will release an announcement with the results of the poll after this meeting.

Thank You (Slide 17)

This closes the formal part of the meeting. Assuming shareholders approve the Scheme, this will be the last time I speak to you as Chairman, so I wanted to take the opportunity to make a few concluding comments.

I wanted to thank the other directors of Healthia. The directors have worked effectively and constructively to bring the company to where it is today. It has been a privilege to work with the board. I would also like to acknowledge the talents and energies of the Healthia management team. They have built one of the leading allied health companies in Australia and should be proud of their achievements.

The scheme transaction is an excellent outcome for shareholders. But it is also a good transaction for Harold Bid Co and PEP who acquires an amazing company with good prospects and talented staff. With PEP's backing I believe there will be increased avenues to expand Healthia's presence in its target markets and verticals, offering our team members further career progression and growth opportunities.

Close of meeting

Thank you for your attendance. There being no further business for consideration at this meeting, this meeting is now closed.

ENDS

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Scheme Meeting

Scheme of arrangement with Harold Bidco Pty Ltd, an entity ultimately owned by funds advised by Pacific Equity Partners

Wednesday, 22 November 2023

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Welcome to the Scheme Meeting

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1 Procedural Matters

Q&A procedure – asking questions online

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Asking questions

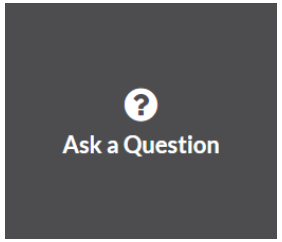
Only Shareholders and Proxyholders are able to ask questions

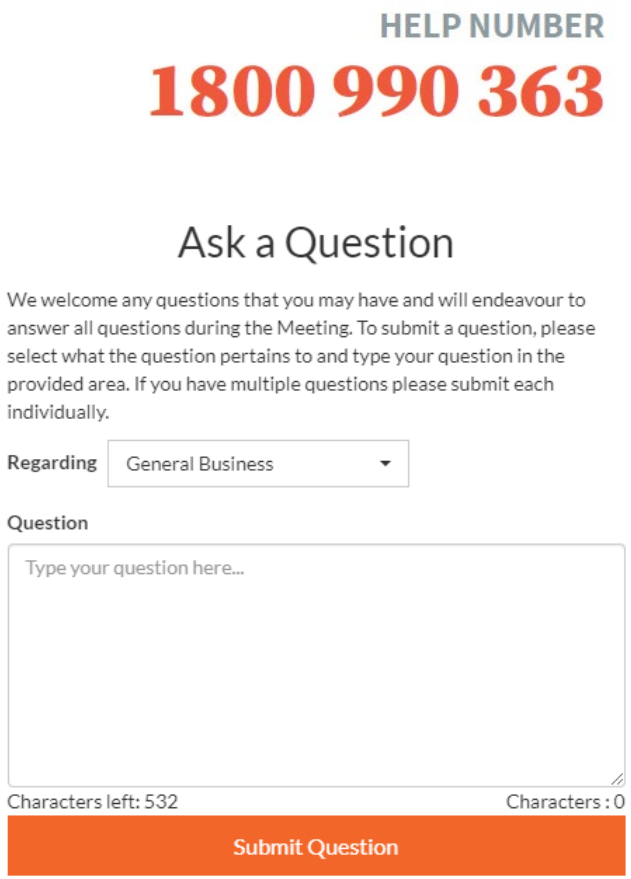
Click on **"Ask a Question"**

Select **"General Business"** or the specific resolution

Type in your question and click **"Submit"**

Comments on the resolution can also be submitted through **"Ask a Question"**





Q&A procedure – asking questions by phone

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Shareholders must **register for a unique PIN** to ask live questions during Scheme Meeting

If you don't have a PIN call **Link's 1800 990 363 Helpline**

Only questions or comments pertaining to the Scheme Meeting will be addressed

Call 'Questions Line' on 1800 957 050 (from Australia) or +61 2 8016 6131 (from overseas)

******** The moderator will request your unique PIN

Dial *1 On your keypad to ask a question

A teleconference moderator will introduce you at the right time

When your line is unmuted ask your question or make a comment

How to vote online

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Lodging your votes

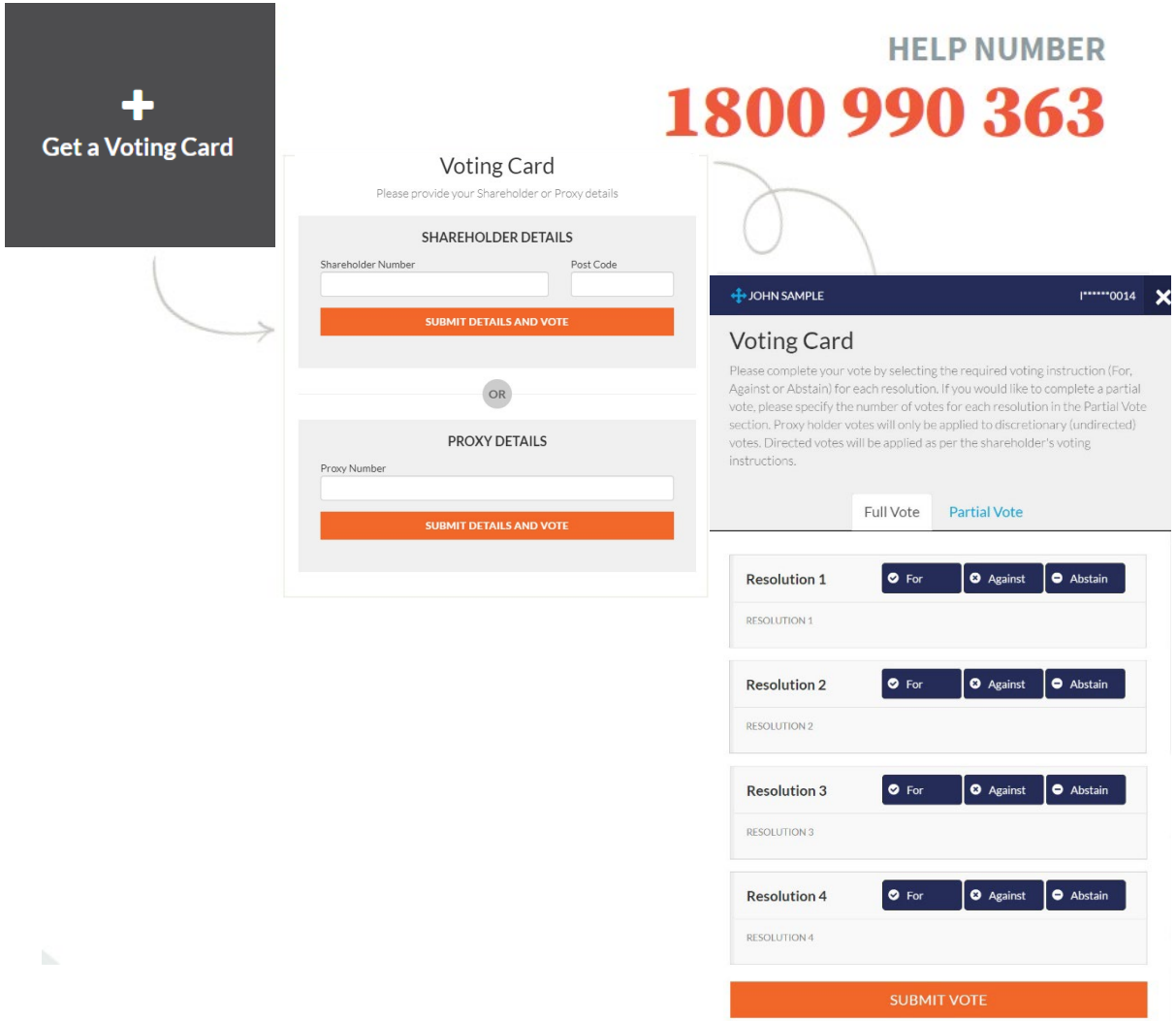
Click **"Get a Voting Card"**
(top or bottom of the platform)

Enter your SRN/HIN and Post Code
or Proxy Number

Click **"Submit Details and Vote"**

Fill out your voting card
for each item of business

Click **"Submit Vote"**



How to vote in person

Please complete the YELLOW voting card

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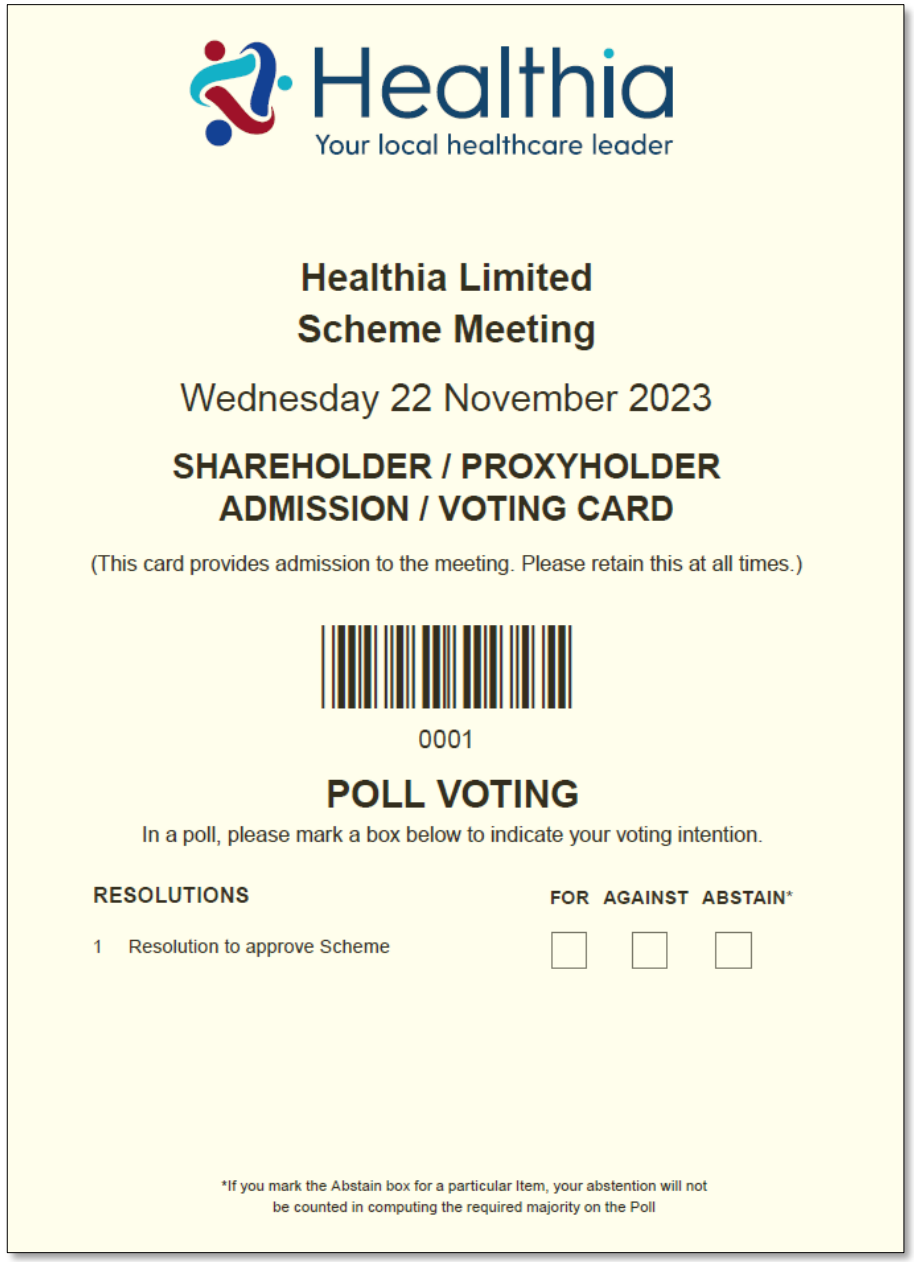

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Healthia Limited
Scheme Meeting

Wednesday 22 November 2023

SHAREHOLDER / PROXYHOLDER ADMISSION / VOTING CARD

(This card provides admission to the meeting. Please retain this at all times.)

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POLL VOTING

In a poll, please mark a box below to indicate your voting intention.

RESOLUTIONS	FOR	AGAINST	ABSTAIN*
1 Resolution to approve Scheme	☐	☐	☐

*If you mark the Abstain box for a particular Item, your abstention will not be counted in computing the required majority on the Poll

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2 Scheme Overview

Scheme overview (1/2)

Overview

- Healthia has entered into a Scheme Implementation Deed with Harold BidCo Pty Ltd, an entity owned by funds advised by Pacific Equity Partners, to acquire 100% of the fully diluted share capital in Healthia by way of a scheme of arrangement
- Under the terms of the Scheme, Healthia shareholders will have the option to receive either **$1.80 cash per Healthia share**, unlisted scrip consideration or a combination of cash and unlisted scrip consideration

Cash Consideration

- If the Scheme is approved and implemented, Healthia Shareholders (other than those who made a valid Election to receive a Scrip Consideration Option described below) will receive $1.80 cash per Healthia Share (**Cash Consideration**) in respect of all their Healthia Shares held on the Scheme Record Date
- The Cash Consideration of $1.80 per share implies an equity value of approximately $260.0 million and represents a **84.6% premium** to Healthia's closing share price prior to announcement of scheme on 30 August 2023

Scrip Consideration Options

- As an alternative to receiving all Cash Consideration, Healthia Shareholders have the option to elect to receive one of the scrip consideration options below that would enable Healthia Shareholders to retain an interest in the Healthia business after the proposed Scheme has been implemented
  - All Scrip Consideration: 1 Class B share in Harold Topco (**TopCo**), an unlisted newly incorporated Australian entity, for each Healthia Share held, subject to any scale back to ensure that the total number of Class B Shares do not exceed 30% of the total shares on issue in TopCo (**Scrip Scale Back**); or
  - Mix-and-Match: Healthia Shareholders can elect to receive Class B Shares in TopCo in exchange for between 30% and 100% of their Healthia Shares (subject to the Scrip Scale Back) and the Cash Consideration for each remaining Healthia Share

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Scheme overview (2/2)

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Independent Expert's Conclusion

- The Independent Expert, Lonergan Edwards & Associates Limited, has concluded that the Scheme is fair and reasonable and therefore in the best interests of Healthia shareholders in the absence of a superior proposal
- The Independent Expert has assessed the underlying value of Healthia Shares on a 100% controlling interest basis at between $1.59 and $1.83 per Healthia Share. The Cash Consideration amount of $1.80 per Healthia Share is towards the top end of this range. The Independent Expert has evaluated the Scheme by reference to the value of the Cash Consideration only
- The Independent Expert's Report is set out in full in Appendix B of the Scheme Booklet

Status of Conditions

- The Scheme remains primarily subject to the following conditions precedent:
  - Shareholders passing the scheme resolution at this meeting – determined today;
  - Approval of the Scheme by the Supreme Court of New South Wales at the Second Court Hearing, which is scheduled to be held at 9.15am (Sydney time) on Wednesday 29 November 2023; and
  - Healthia receiving valid Elections to receive Scheme Scrip Consideration Options from Key Rolling Shareholders for some or all of their shares which will represent at least 15.74 million Healthia Shares in aggregate[1]

    The Key Rolling Shareholders have elected to receive Scheme Scrip consideration for some or all of their holdings which are expected to exceed that amount, and so this condition is therefore expected to be satisfied
- The Scheme is also subject to other customary operational and procedural conditions precedent which are described further in the Scheme Booklet
- The Healthia Board is not aware of any circumstances which would cause any of the outstanding conditions precedent not to be satisfied

1 Harold Bidco Pty Ltd and Healthia have agreed, through a conditional waiver of this condition, that the Healthia Shares which the Key Rolling Shareholders will receive if the Scheme becomes Effective and the Performance Rights vest will be included in determining whether this condition has been satisfied

Unanimous Board support

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Reasons to vote in favour of the Scheme

- ✓ **The Healthia Directors unanimously recommend that you vote in favour of the Scheme in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Healthia Shareholders**
- ✓ The Independent Expert has concluded that the Cash Consideration is fair and reasonable and that the Scheme in the best interests of Healthia Shareholders in the absence of a Superior Proposal
- ✓ The Cash Consideration of $1.80 per Healthia Share represents a significant premium to the trading price of Healthia Shares prior to the announcement of the transaction
- ✓ The Cash Consideration of $1.80 per Healthia Share is towards the top end of the Independent Expert's valuation range of $1.59 to $1.83 per Healthia Share
- ✓ The Cash Consideration provides Healthia Shareholders with certainty of value and the opportunity to immediately realise their investment for cash, avoiding the uncertainties and risks associated with Healthia's business
- ✓ No Superior Proposal has emerged since the date of the Scheme Booklet
- ✓ If the Scheme does not proceed, you will continue to be subject to the risks and uncertainties associated with Healthia's business and general market risks
- ✓ Healthia's share price may fall in the near-term if the Scheme is not implemented and in the absence of a Superior Proposal
- ✓ You will not incur any brokerage charges on the transfer of your Healthia Shares if the Scheme proceeds

Potential reasons to vote against the Scheme

- × You may disagree with the Healthia Directors' unanimous recommendation and the Independent Expert's conclusion and believe that the Scheme is not in your best interests
- × You may wish to maintain a direct investment in Healthia as an ASX listed company
- × You may believe it is in your best interests to maintain your current investment and risk profile
- × Class B Shares have very different features compared to Healthia Shares
- × The tax consequences of the Scheme may not suit certain Healthia Shareholders
- × You may believe that there is potential for a Superior Proposal to be made in the foreseeable future

Each Healthia Director who holds or controls Healthia shares (collectively representing approximately 18.6% of all Healthia Shares on issue) has instructed their shares be voted IN FAVOUR of the Scheme

Implementation timetable

If the scheme is approved by the Healthia Shareholders at the Scheme Meeting	
Event	**Date and Time**
Scheme Meeting	10.00am AEST (Brisbane) Wednesday 22 November 2023
Second Court Date to seek Court orders approving the Scheme	9.15am AEDT (Sydney) Wednesday 29 November 2023
Effective Date The date on which the Scheme becomes Effective and is binding on Healthia Shareholders	Thursday 30 November 2023
Scheme Record Date Time and date for determining entitlements to Scheme Consideration	7.00pm Monday 4 December 2023
Implementation Date The date on which the Scheme becomes Effective and is binding on Healthia Shareholders	Monday 11 December 2023

Please note that all of the above times and dates are indicative only and subject to change. Any changes will be announced by Healthia through the ASX and notified on Healthia's website at https://www.healthia.com.au/.

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3 Scheme Vote

Scheme Resolution and voting threshold

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> **The General Scheme Resolution**

- "That, pursuant to and in accordance with section 411 of the Corporations Act, the Scheme (the terms of which are contained in and more particularly described in the Scheme Booklet of which this Notice of Scheme Meeting forms part), is approved (with or without modifications, alterations or conditions as approved by the Court to which Healthia and PEP BidCo agree in writing) and the Healthia Board is authorised, subject to the terms of the Scheme Implementation Deed, to (a) agree to any such modifications, alterations or conditions, and (b) subject to approval of the Scheme by the Court, implement the Scheme with any such modifications, alterations or conditions."

> **Voting Threshold**

- In accordance with the requirements of the Corporations Act, for the Scheme resolution to be passed, votes "in favour" of the Scheme resolution must be received from:
  - a majority in number of Healthia shareholders present and voting at this meeting (either in person, by proxy or attorney or by corporate representative); and
  - at least 75% of the votes cast on the Scheme resolution at this meeting.

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4 Questions?

Proxy results

	Number of proxy votes cast	% of proxy votes cast	Number of shareholders	% of shareholders
For	106,522,312	99.85%	245	92.45%
Open[1]	90,891	0.09%	14	5.28%
Against	68,920	0.06%	6	2.26%
Total	106,682,123	100.00%	265	100.00%
Abstain[2]	15,533	-	2	-
Requisite majorities for scheme resolution to pass	At least 75%		More than 50%	

Please note that the above table only shows the numbers and percentages of shareholders who appointed a proxy and votes covered by proxies lodged prior to this Scheme Meeting. Not all shareholders have lodged a proxy and shareholders retain the discretion to vote in person rather than by an appointed proxy. Certain validation procedures will also be run following the close of the poll. Accordingly, the results of this Scheme Meeting will not be known until after the meeting.

(1) Open proxies in favour of the Chair will be voted in favour of the scheme resolution

(2) Votes relating to shareholders who abstain from voting are not counted in determining the requisite majorities

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Thank You

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