

ASX ANNOUNCEMENT

30 October 2020

Notice under Section 708AA(2)(f) of the *Corporations Act 2001* (Cth)

This notice is given by Healthia Limited (ASX:HLA) (**Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Act**) as modified by as modified by applicable legislative instruments including ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 (the **ASIC Instruments**).

The Company has today announced that it is proposing to:

- a) acquire The Optical Company Pty Ltd (**TOC**) for a purchase price of \$43.0 million, which includes upfront cash consideration of approximately \$31.1 million, the issue of 9.4 million shares in Healthia to the TOC vendors (**Placement**) and deferred consideration of \$3.0 million (**Acquisition**); and
- b) conduct a pro-rata accelerated non-renounceable entitlement offer to raise approximately \$15.3 million (**Entitlement Offer**).

Under the Entitlement Offer, eligible shareholders will be invited to subscribe for 1 fully paid share in the Company (**New Shares**) for every 4 shares held as at 7.00pm (Sydney time) on Tuesday 3 November 2020 by shareholders with a registered address in Australia and New Zealand and certain other jurisdictions nominated by the Company and in compliance with local securities law.

Shares will be offered at an issue price of \$0.95 per New Share under the Entitlement Offer.

Further details regarding the Acquisition and Entitlement Offer are set out in the ASX announcement and Investor Presentation released earlier today (Friday 30 October 2020).

For purposes of section 708AA(7) of the Act, the Company confirms in relation to the Entitlement Offer, that:

- c) the New Shares will be offered without disclosure to investors under Part 6D.2 of the Act;
- d) this notice is being given under section 708AA(2)(f) of the Act, as modified by the ASIC Instruments;
- e) as at the date of this notice, the Company has complied with:
 - i) the provisions of Chapter 2M of the Act as they apply to the Company; and
 - ii) section 674 of the Act; and
- f) As at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Act that is required to be set out in this notice under section 708AA(7) of the Act; and
- g) The potential effect that the issue of the New Shares will have on the control of the Company and the consequences of that effect will depend on a number of factors, including investor demand and existing shareholdings. However, it is not expected that the issue of the New Shares under the Entitlement Offer will have any material effect or consequence on the control of the Company, and it is not expected that any shareholder will acquire voting power to 20% or more of the Company as a result of participating in the Entitlement Offer.

Contact

If you have any further questions, please contact:

Company	Company
Wesley Coote Group CEO & MD Tel: 07 3180 4900 E: wes.coote@healthia.com.au	Chris Banks CFO & Company Secretary Tel: 07 3180 4900 E: chris.banks@healthia.com.au

-END-