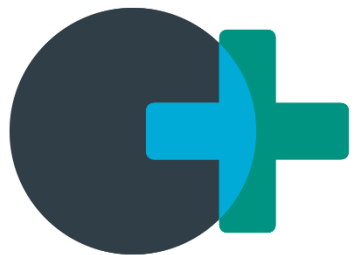




**Investor Briefing - Acquisition of
Back In Motion & Equity Raising
30 September 2021**

Healthia Limited
ACN 626 087 223

1. Acquisition Summary



ACQUISITION HIGHLIGHTS

ACQUISITION OF BACK IN MOTION

#1 Physio¹

Positions Healthia as the #1 provider of physio services in Australia with a total 122² physio clinics



Healthia Model

Back In Motion to operate under Healthia's Clinic Class Share³ ownership model



Market Expansion

Geographic expansion of physio into other AU states and NZ



Organic Growth

Back In Motion strong organic revenue growth in recent years – c.8%⁴ in FY21



Revenue Contribution

Adds \$62.9 million⁵ of FY21 Underlying Revenue, or an increase of 45%



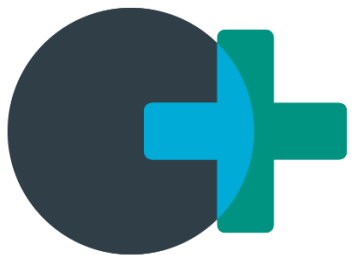
EPS Accretive

>12% EPS accretion on an FY21 Underlying EPS⁶ basis



Notes: (1) Based on portfolios of standalone clinic locations. (2) Excludes Satellite Physiotherapy Clinics and Healthia's hand therapy clinics. (3) Clinic Class Shares are non-voting shares issuable by certain subsidiaries of Healthia Limited. These shares enable the holder to participate in dividends declared, calculated on the performance of the clinic in which the Clinic Class Shares are issued. The Clinic Class Shares are designed to create alignment between the interests of clinicians and shareholders. (4) BIM organic revenue growth has been calculated as the movement in FY21 Underlying Revenue and FY20 Underlying Revenue comparing only those clinics held for a full 12 months during both corresponding periods. Underlying Revenue reflects reported revenue as adjusted to reflect the Directors' assessment of the result for the ongoing business activities of BIM which include adjustments for the impact of COVID-19. Underlying Revenue has not been audited. (5) See page 26 for further details on FY21 Underlying Revenue for BIM. (6) Underlying EPS means underlying earnings per share and is calculated as UNPATA attributable to shareholders divided by the weighted average ordinary shares on issue for a combined HLA and BIM. See page 26 for further details.

2. Overview of Back In Motion

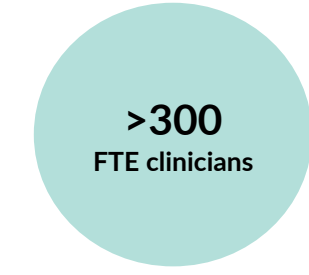
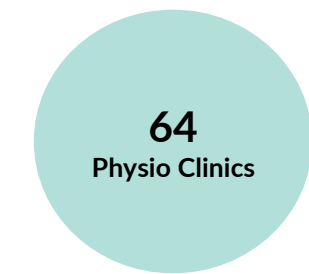
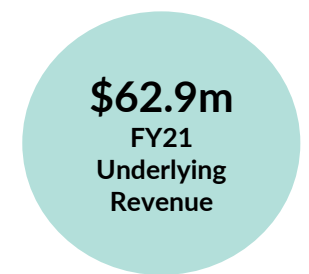


BIM OVERVIEW

SYNOPSIS AND HIGHLIGHTS



20+ year track record	✓ Founded in 1999 by physiotherapist Jason Smith, who will be a strategic consultant and shareholder in Healthia
Scale and growth	✓ One of the largest physiotherapy businesses in AUS and NZ. Its >300 FTE clinicians generated total FY21 Underlying Revenue of \$62.9 million, or on average \$200k per FTE clinician (includes retail sales, podiatry revenue and other allied health services revenue)
AUS and NZ coverage	✓ Geographically diverse network in AUS and NZ, with 64 physiotherapy clinics and Satellite Physiotherapy Clinics operating under the Back In Motion banner in AUS and Motion Health Group in NZ
BIM clinic performance	✓ The BIM Clinic network has delivered strong organic growth in recent years – circa 8% ¹ in FY21, driven by increasing average fees per consultation, consultation volumes and growth in clinician numbers
Patient retention	✓ BIM's patient centric, and clinician focus, aligns well to the Healthia operating model. Patient loyalty underpins strong patient retention of ~85%

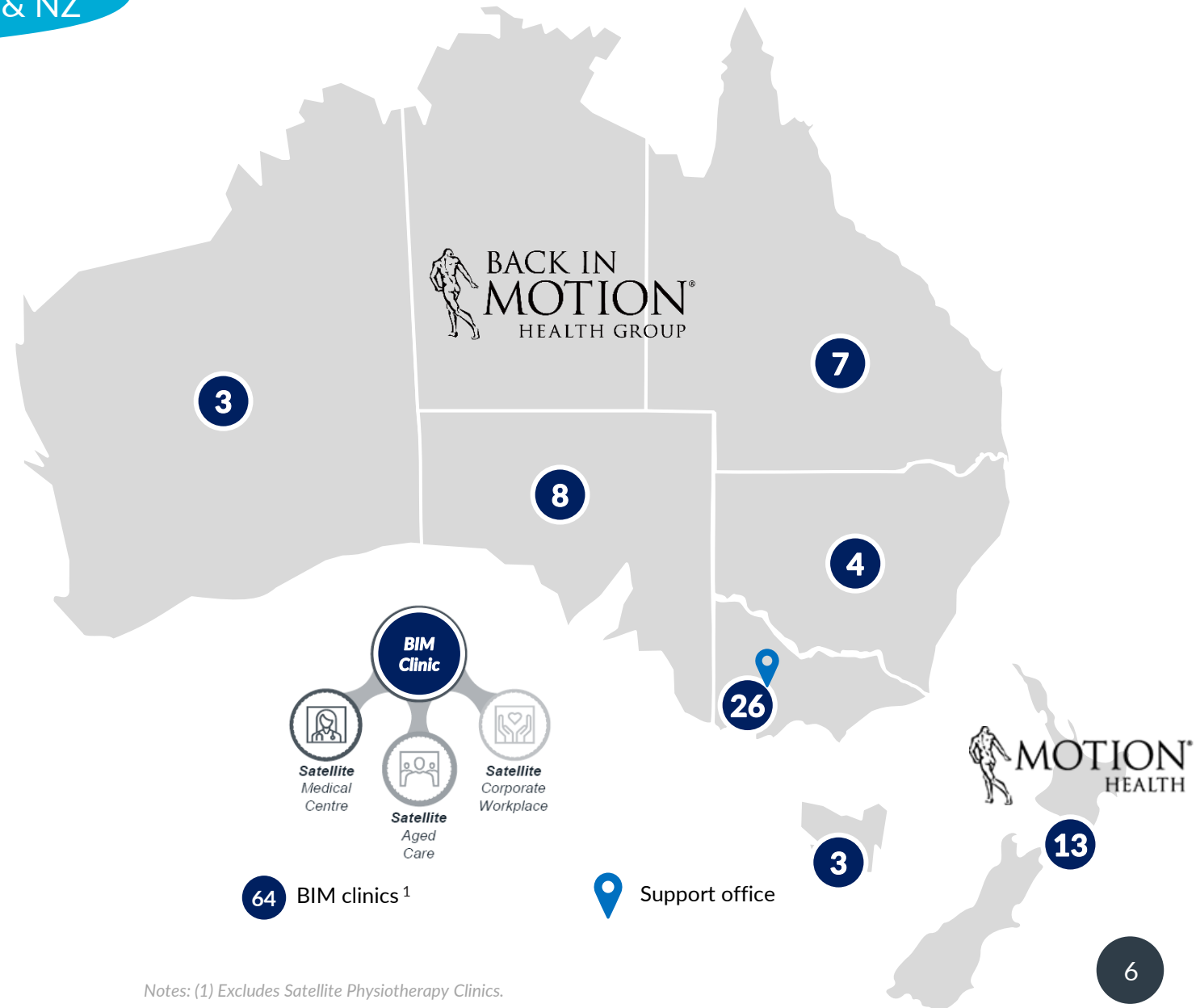


Notes: (1) BIM organic revenue growth has been calculated as the movement in FY21 Underlying Revenue and FY20 Underlying Revenue comparing only those clinics held for a full 12 months during both corresponding periods. Underlying Revenue reflects reported revenue as adjusted to reflect the Directors' assessment of the result for the ongoing business activities of BIM which include adjustments for the impact of COVID-19. Underlying Revenue has not been audited.

BIM OVERVIEW

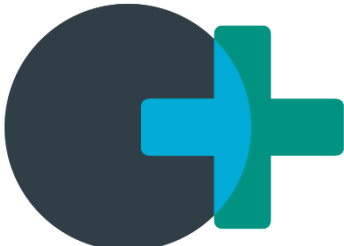
PORTFOLIO OF PHYSIO CLINICS ACROSS AUS & NZ

- ✓ BIM has expanded by more than 60 physiotherapy clinics over the last 20 years
- ✓ The vast majority of sites are located in metro areas; however, there remains opportunities within both metro and regional locations for continued growth
- ✓ New Zealand represents a relatively recent expansion for BIM with the 13 physiotherapy clinics and Satellite Physiotherapy Clinics still in early ramp-up phase of growth
- ✓ Each Satellite Physiotherapy Clinic is linked to a main physiotherapy clinic (i.e. revenue and costs are recorded in the main physiotherapy clinics profit and loss statement), which encourages growth through referrals from the Satellite Physiotherapy Clinic to the main physiotherapy clinic. This also allows Satellite Physiotherapy Clinics to “grow” into scale before converting into a main clinic location over time



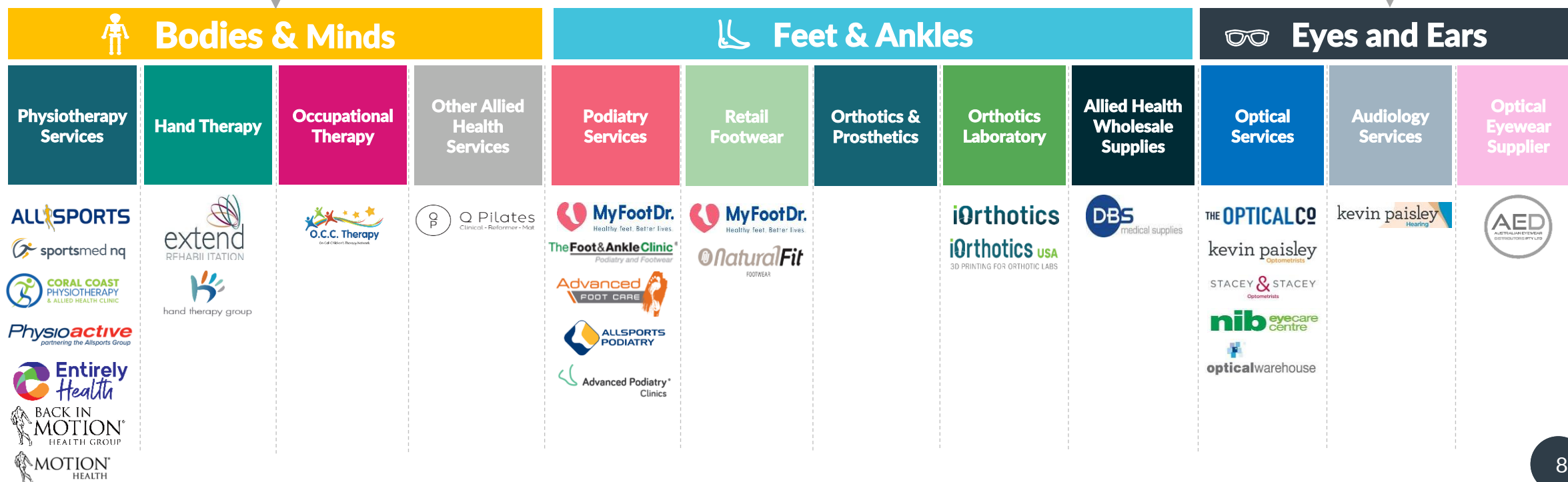
Notes: (1) Excludes Satellite Physiotherapy Clinics.

3. Healthia Growth Strategy



ALIGNED TO STRATEGY

- ✓ **Vision:** Healthia aims to be Australia's leading diversified healthcare provider
- ✓ **#1 physio network:** The Acquisition increases HLA's physio network to 122 clinics¹, making it the largest stand-alone network of physiotherapy clinics in Australia
- ✓ **Co-location opportunities:** Co-location opportunities exist within the BIM network for podiatry, hand therapy services and other complimentary allied health services
- ✓ **Platform:** Scale creates further opportunities for growth

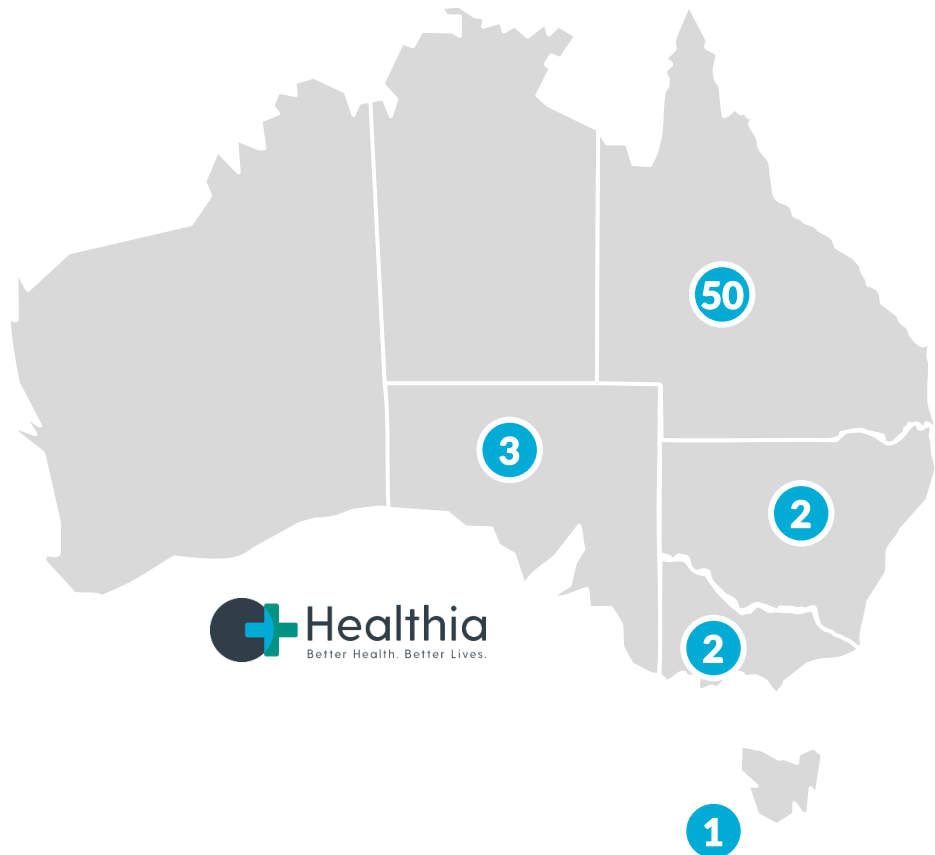


Notes: (1) Excludes Satellite Physiotherapy Clinics.

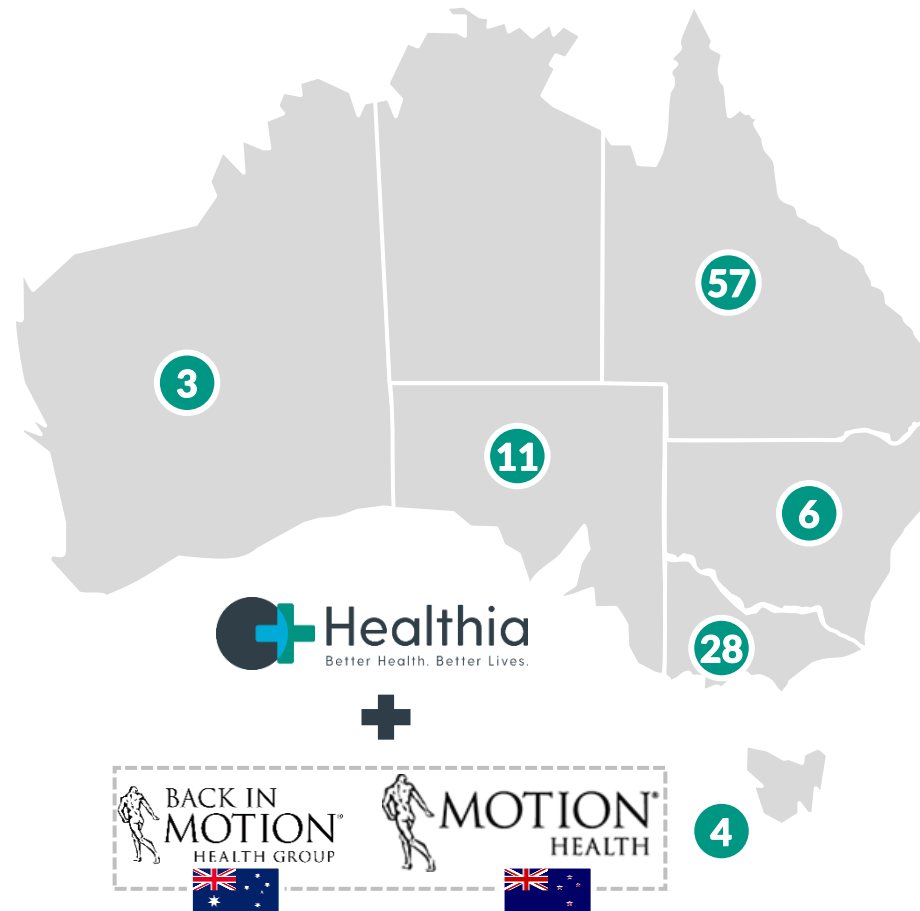
MARKET LEADERSHIP

SOLIDIFYING MARKET LEADERSHIP IN PHYSIO

Healthia: 58 physio clinics^{1, 3}



Healthia + BIM : 122 physio clinics^{2,3}



✓
Significantly expanded presence and entry into VIC, SA, WA and NZ

✓
Growth opportunities still exist in the largest markets of QLD, VIC, NSW and Auckland

Key:

Healthia physiotherapy clinics

Healthia + BIM's physiotherapy clinics

Notes: (1) Includes clinics acquired post 30 June 2021. (2) Vast majority of HLA and BIM sites are in different trade areas except 4 clinics (~0.5km to ~3.7km between those sites). (3) Excludes Satellite Physiotherapy Clinics.

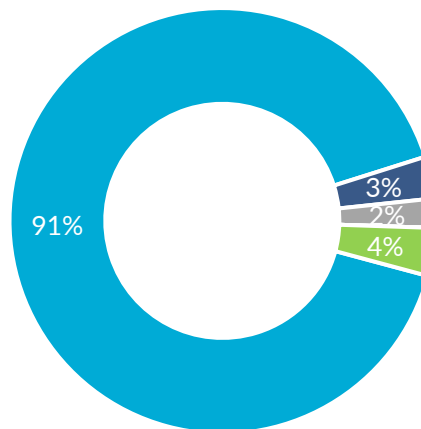
BUSINESS MIX

DIVERSIFICATION AND GROWTH

- ✓ Significantly increase geographic diversification for Healthia's Bodies & Minds division
- ✓ Expanded and 'step change' presence in VIC
- ✓ Entry into WA and NZ

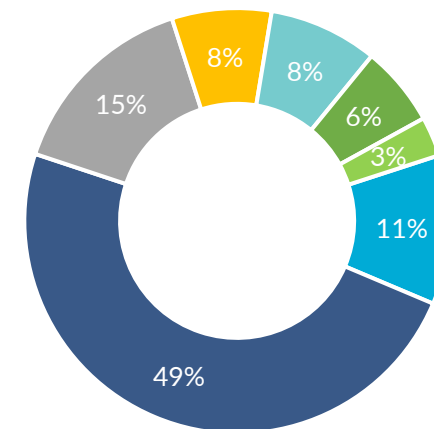
- ✓ Significant increase in scale for Healthia's Bodies & Minds division, taking the Combined Group Underlying Revenue to c.\$123m¹ for FY21
- ✓ Accelerates the Bodies & Minds division growth strategy
- ✓ Significant scope to continue to grow in the largest markets of NSW and VIC

HLA Physio FY21 Underlying Revenue by Region²



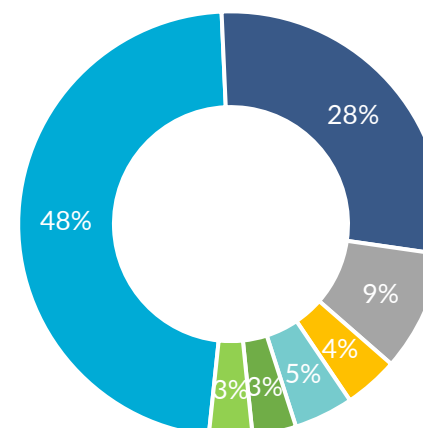
■ QLD ■ VIC ■ SA ■ NZ ■ TAS ■ WA ■ NSW

BIM FY21 Underlying Revenue by Region



■ QLD ■ VIC ■ SA ■ NZ ■ TAS ■ WA ■ NSW

Combined Group FY21 Physio Underlying Revenue by Region²



■ QLD ■ VIC ■ SA ■ NZ ■ TAS ■ WA ■ NSW

ADDRESSABLE MARKET

Following the acquisition of BIM, HLA still has less than 3.5% market share in B&M addressable industry revenue with capacity for continued growth

FEET & ANKLES



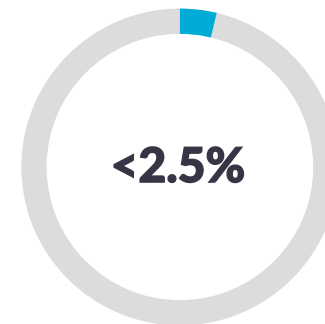
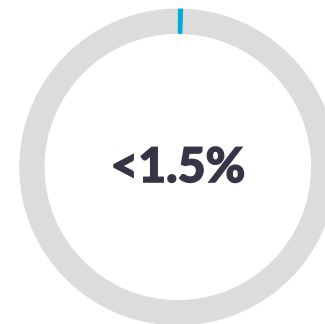
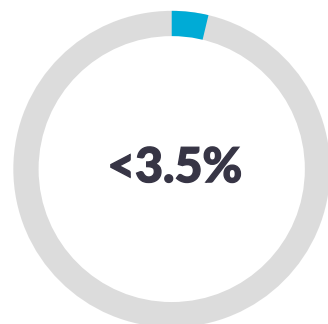
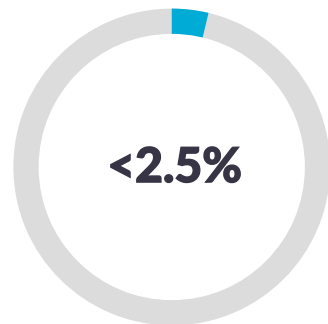
BODIES & MINDS



EYES & EARS



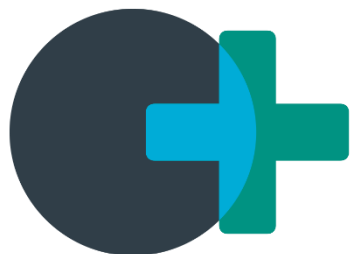
HEALTHIA MARKET SHARE OF INDUSTRY REVENUE - POST ACQUISITION OF BIM



Significant headroom for growth continues with less than 2.5% share of total addressable industry revenue

Notes: (1) Australian Podiatry Industry Revenue of \$864m (Source: IBISWorld Industry Report Q8539 dated December 2016) + Insole United States Industry Revenue of \$1.8bn (Source: Transparency Market Research, "Foot Orthotic Insoles Market - Global Industry Analysis, Size, Share, Growth, Trends, and Forecast, 2018-2026"). The author has not provided their consent for the statement to be included. (2) Australian Physiotherapy Industry Revenue of \$2.5bn (Source: IBISWorld Industry Report Q8533 dated September 2020) + Other Allied Health Services in Australia Industry Revenue of \$1.3bn (Source: IBISWorld AU Industry (ANZSIC) Report Q8533 dated September 2020). Information excludes the addressable industry revenue for physiotherapy in New Zealand as accurate information was not available. The author has not provided their consent for the statement to be included. (3) Australian Optometry Industry Revenue of \$2.2bn which is equal to the industry revenue of \$3.8bn less the market share held by Luxottica and Specsavers (Source: IBISWorld Industry Report Q8532 dated February 2020) + Audiology AUD Industry Revenue of \$1.1bn (Source: IBISWorld Industry Report Q8539 dated December 2016). The author has not provided their consent for the statement to be included. (4) Total addressable revenue has only been included for industries where information was available or reliable. Addressable industries revenue excludes address industry revenue from Australian insole market, Australian allied health wholesale supplies, Australian optical eyewear supplies and Australian retail footwear.

4. Deal & Equity Raising Summary



COMBINED GROUP

UNDERLYING FINANCIAL SUMMARY

Table 1: FY21 Underlying Financial Profile

\$'000	HLA FY21 Underlying ¹	BIM FY21 Underlying ¹	Combined Group FY21 Underlying ¹	% Change
Underlying Revenue	140,407	62,878	203,285	44.8%
Underlying EBITDA ^{2, 3, 4}	21,468	12,349	33,817	57.5%
UNPATA (pre-NCI) ^{5, 6, 7, 8}	11,856	7,289	19,145	61.5%
Underlying NCI ⁹	2,995	1,579	4,574	52.7%
UNPATA (attributed to shareholders) ^{5, 6, 10}	8,861	5,709	14,570	64.4%
Weighted average number of ordinary shares on issue (millions) ¹¹	79.63	36.55	116.18	45.9%
Underlying EPS (cents) ¹²	11.13	NA	12.54	12.7%
Net Debt ¹³	44,188	NA	53,188	20.4%

Notes: (1) Underlying results reflects statutory results as adjusted to reflect assessment of the result for the ongoing business activities of HLA and BIM, in accordance with AICD/Finsia principles of recording underlying results. Underlying results have not been audited or reviewed. (2) Underlying EBITDA is a non-IFRS measure and equals earnings before interest, tax, depreciation and amortization. (3) Underlying EBITDA has been adjusted to remove the impacts of AASB16 and adjusted for the impacts from COVID-19. (4) Underlying EBITDA includes the Clinic Class Shareholders ownership interest. (5) UNPATA is a non-IFRS measure and equals underlying net profit after income tax expense plus amortisation of customer list intangibles. (6) UNPATA has been adjusted to remove the impacts of AASB16 and for impacts from COVID-19 for the Combined group. (7) UNPATA for BIM has been adjusted to include the estimated finance costs of the \$16.0 million of additional debt drawn to fund the Acquisition. (8) UNPATA (pre- NCI) is UNPATA including the Clinic Class Shareholders ownership interest. (9) Underlying NCI means underlying non-controlling interest. Underlying non-controlling interest excludes distributions related to non-recurring payments such as JobKeeper payments. Underlying NCI for BIM has been assumed by calculating them in accordance with the terms of the Clinic Class Shares and as if BIM operated under this ownership model in FY21. (10) UNPATA (attributed to shareholders) excludes the Clinic Class Shareholders ownership interest. (11) Shares equal the weighted average number of shares on issue in HLA as at 30 June 2021. The weighted average number of ordinary shares on issue differs to the actual number of ordinary shares on issue. On completion of the capital raising and the Acquisition it is expected that HLA will have approximately 126.8 million ordinary shares on issue. (12) Underlying EPS means underlying earnings per share and is calculated as UNPATA attributable to shareholders divided by the weighted average number of ordinary shares on issue. (13) Net debt is calculated as total draw debt less cash on hand. HLA net debt is represented as at 30 June 2021. BIM net debt is calculated as the \$16.0 million drawn to fund the Acquisition less the \$7.0 million of Growth Funds.

Profit and Loss

- ✓ Acquisition expected to deliver >12% EPS accretion on a FY21 Underlying EPS basis, excluding transaction and integration costs
- ✓ Strong underlying metrics and margins of the BIM Clinics, with FY21 Underlying EBITDA contribution prior to Clinic Class Shares adjustment of \$12.3 million
- ✓ The Acquisition implies an EV/EBITDA multiple of 7.16x on a post-support basis and 6.18x on a pre-support basis¹ (both multiples are pre AASB16 and pre minorities interest²)

Balance Sheet

- ✓ Maintenance of leverage profile – combined net debt to EBITDA on completion of the Acquisition is expected to be less than 2.0x³ (with a covenant requirement of less than 2.5x)
- ✓ \$7.0 million of additional cash injected for the purpose of future acquisitions and working capital

Funding

- ✓ Upsized facility limit to \$100 million to support future growth⁴
- ✓ Facility term also extended to September 2024, providing renewed three-year tenor
- ✓ The lenders remain unchanged as Australia and New Zealand Bank (ANZ), the National Australia Bank (NAB) and the Bank of Queensland Limited (BOQ)
- ✓ Following the Acquisition, the Company will have drawn finance facilities of \$66.1 million, providing undrawn headroom of \$33.9 million

Notes: (1) See slide 27 for further detail on BIM EBITDA pre-support and post-support. (2) BIM Clinic Vendors will continue to own, via Clinic Class Shares, approximately 22% of the Acquisitions FY21 UNPATA. (3) Estimated based on the principles of calculation for debt covenants per HLA's debt facility with ANZ, NAB and BOQ. (4) Formal approval has been obtained from financiers, however, remains subject to new facility documentation being executed.

TRANSACTION FUNDING

HEALTHIA LIMITED

Funding mix

Completion Acquisition Consideration	<ul style="list-style-type: none"> Completion Acquisition consideration of \$86.5 million (subject to customary closing adjustments) comprising of: <ul style="list-style-type: none"> – cash consideration of approximately \$64.6 million; – Issue of 3.2 million Healthia shares to the BIM IP vendor and certain BIM Clinic Vendors to the value of \$5.8 million¹; – Issue of 1,582 Clinic Class Shares, in 63 different classes, to the BIM Clinic Vendors, or their associates, to the value of \$16.1 million Cash consideration of \$64.6 million to be funded with debt and proceeds from the Offer
Equity Raising (the Offer)	<ul style="list-style-type: none"> Fully underwritten Placement and Accelerated Non-Renounceable Entitlement Offer to raise gross proceeds of \$60.0 million (the Offer)
Vendor Equity	<ul style="list-style-type: none"> Issue of 3.1 million Healthia shares to the BIM IP vendor to the value of \$5.52 million¹, to be held in voluntary escrow for 24 months Issue of 0.1 million Healthia shares to certain BIM Clinic Vendors to the value of \$0.24 million¹, to be held in voluntary escrow for 24 months Issue of 1,582 Clinic Class Shares, in 63 different classes, to the BIM Clinic Vendors, or their associates, to the value of \$16.1 million, and subject to the terms of the Clinic Class Shares
Deferred Consideration	<ul style="list-style-type: none"> Deferred consideration of \$1.7 million to the BIM IP vendor, payable 12 months following the Acquisition Deferred consideration of \$0.2 million payable to the BIM Clinic Vendor who owns the Back In Motion Mt Gravatt clinic, no later than 6 months after completion subject to certain conditions Expected to be funded from future operating cash flows
Contingent Consideration	<ul style="list-style-type: none"> Estimated contingent consideration of \$4.2 million² to certain BIM Clinics conditional on exceeding earnings targets and payable between 6 month and 36 months following the Acquisition Expected to be funded from future operating cash flows

Notes: (1) The value of HLA shares issued to the vendors as consideration for the Acquisition assumes a closing share price on the day of settlement equal to the Offer Price. In accordance with AASB3, the acquisition-date fair value of the consideration transferred will be measured in accordance with the closing share price on the relevant settlement date. (2) It is not possible to determine the maximum amount payable, because it is contingent on the actual financial performance at the businesses being acquired. The amount paid may be more or less than that estimated by Directors.

Sources & uses

Sources	\$ million
The Offer ¹	60.0
Vendor Equity ²	5.8
Clinic Class Shares	16.1
Debt drawn down	16.0
Total sources	97.9

Sources	\$ million
Completion Acquisition consideration ³	86.5
Growth Funds ⁴	7.0
Transaction costs	4.4
Total uses	97.9

Notes:

(1) The Offer is fully underwritten. (2) The value of HLA shares issued to the vendors as consideration for the Acquisition assumes a closing share price on the day of settlement equal to the Offer Price. In accordance with AASB3, the acquisition-date fair value of the consideration transferred will be measured in accordance with the closing share price on the relevant settlement date. (3) Total Consideration for BIM IP, BIM Clinics and 33% equity interest in EVO. Excludes deferred consideration of \$1.7 million for BIM IP vendor and \$0.2m for the Back in Motion Mt Gravatt clinic. It also excludes any potential contingent consideration payable to the BIM Clinics which is estimated by the Directors to be \$4.2 million and is expected to be funded from HLA's future operating cash flows. (4) \$7.0 million of additional cash injected for the purpose of future acquisitions and working capital.

EQUITY RAISING UPDATE

ACQUISITION OF BACK IN MOTION

The Placement

Oversubscribed Institutional Placement
completed and shares issued.

\$22.3 million



Institutional Entitlement Offer

Completed and shares issued

\$22.2 million



Retail Entitlement Offer

Now open for Eligible Retail Investors
to acquire 1 share per 4.3 shares.
Closes Wednesday 6th of October 2021



EQUITY RAISING

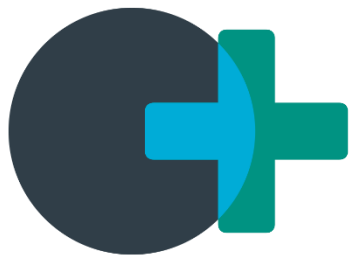
TIMETABLE

Event	Date
Announcement of the Placement and Entitlement Offer	Monday, 20 September 2021
Entitlement Offer Record Date (7:00pm)	Wednesday, 22 September 2021
Placement and Institutional Entitlement Offer	Date
Placement and Institutional Entitlement Offer opens	Monday, 20 September 2021
Placement and Institutional Entitlement Offer closes	Tuesday, 21 September 2021
Announcement of results of Placement and Institutional Entitlement Offer	Wednesday, 22 September 2021
Shares recommence trading	Wednesday, 22 September 2021
Settlement of New Shares issued under the Placement and Institutional Entitlement Offer	Monday, 27 September 2021
Issue and commence of trading of New Shares under the Placement and Institutional Entitlement Offer	Tuesday, 28 September 2021
Retail Entitlement Offer	Date
Retail offer booklet despatched to Eligible Retail Shareholders and Retail Entitlement Offer opens	Monday, 27 September 2021
Retail Entitlement Offer closes	Wednesday 6 October 2021
Announcement of results of Retail Entitlement Offer	Friday, 8 October 2021
Settlement of New Shares issued under the Retail Entitlement Offer	Wednesday, 13 October 2021
Issue of New Shares under the Retail Entitlement Offer	Wednesday, 13 October 2021
Commencement of trading of New Shares issued under the Retail Entitlement Offer	Thursday, 14 October 2021
Holding statements in respect of New Shares issued under the Retail Entitlement Offer despatched	Monday, 18 October 2021

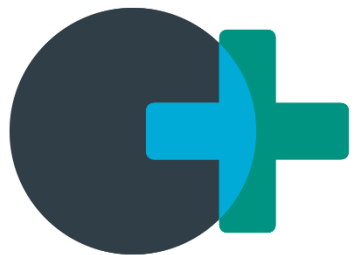


The timetable (and each reference in this presentation to a date specified in the timetable) is indicative only and HLA may, at its discretion, vary any of the above dates by lodging a revised timetable with the ASX. All times referred to in this presentation are Sydney time.

Appendices



A. Risks



RISKS

RISKS SPECIFIC TO THE ACQUISITION

Prior to deciding whether to apply for New Shares under the Entitlement Offer, you should read this presentation and the Entitlement Offer booklet (as applicable) in their entirety and review all announcements made to the ASX and other information available on HLA's website in order to gain an understanding of HLA, its activities, operations, financial position and prospects. You should be aware that there are risks associated with an investment in HLA. These can be categorised as specific risks (that is, matters that relate directly to the Acquisition or HLA's business) and general risks (those that relate to the industries in which HLA operates in general). Many of these risks are outside the control of HLA and cannot be mitigated by the use of safeguards or any controls. The New Shares carry no guarantee in respect of profitability, return of capital or the price at which they will trade on ASX. An investment in HLA is speculative. The following is not an exhaustive summary but identifies the areas the Board of Directors of HLA regards as the major risks related to an investment in HLA.

Completion Risk	<p>Completion of the Acquisition is conditional on various matters as set out in the definitive sale agreements in respect of the Acquisition and various completion deliverables. If the condition is not satisfied or waived, or any of the completion deliverables are not delivered, completion of the Acquisition may be deferred or may not occur on the current terms or may occur in parts or not at all.</p> <p>If the Acquisition is not completed, HLA will need to consider alternative uses for the proceeds from the Offer, or ways to return such proceeds to shareholders.</p> <p>If completion of the Acquisition is delayed, HLA may incur additional costs and it may take longer than anticipated for HLA to realize the benefits of the Acquisition. Any failure to complete, or delay in completing, the Acquisition could materially and adversely affect HLA's operational and financial performance and the price of its shares.</p>
Reliance on Information Provided	<p>HLA undertook a due diligence process in respect of the Acquisition, which relied in part on the review of financial and other information provided by BIM. Despite making reasonable efforts, HLA has not been able to verify the accuracy, reliability or completeness of all the information which was provided.</p> <p>If any information provided and relied upon by HLA in its due diligence and preparation of this presentation proves to be incorrect, incomplete or misleading, there is a risk that the actual financial position and performance of BIM and the Combined Group may be materially different to the expectations and targets reflected in this presentation.</p> <p>Investors should also note that there is no assurance that the due diligence conducted was conclusive, and that all material issues and risks in respect of the Acquisition have been identified and avoided or managed appropriately (for example, because it was not always possible to negotiate indemnities or representations and warranties from BIM to cover all potential risks). Therefore, there is a risk that issues and risks may arise which will also have a material impact on the Combined Group (for example, HLA may later discover liabilities or defects which were not identified through due diligence or for which there is no contractual protection for HLA). This could adversely affect the operations, financial performance or position of HLA.</p>
Integration	<p>The Acquisition will be material for HLA's business, operational profile, capital structure and size compared to that of HLA on a standalone basis. There is a risk that the success and profitability of HLA following completion could be adversely affected if BIM is not integrated effectively. There is a risk that integration could take longer, be more complex or cost more than expected, encounter unexpected challenges or issues, divert management attention or that the anticipated benefits of the integration may be less than estimated. Possible problems may include:</p> <ol style="list-style-type: none">differences in management culture between the businesses being integrated;unanticipated or higher than expected costs, delays or failures relating to integration of businesses, information technology, accounting or other systems;loss of, or reduction in, key personnel, or employee productivity, or failure to procure or retain employees; anddisruption of ongoing operations of other HLA businesses. <p>Any failure to achieve an effective integration may impact on the financial performance, operation and position of HLA and the future price of HLA shares.</p>
Impairment of Intangible Assets	<p>As part of the acquisition, HLA will need to perform a fair value assessment of BIM's assets (including intangibles) and liabilities. In the event that goodwill or any other intangible assets are required to be impaired under the Australian Accounting Standards post Completion, this will result in an additional expense in the income statement of the Combined Group.</p>

RISKS

RISKS SPECIFIC TO THE ACQUISITION (cont'd)

Funding Risk	It is intended that the Acquisition will be funded through a combination of debt and equity. There is a risk that HLA does not raise the anticipated amounts under the Offer, and that the underwriting agreement that HLA has entered into with the underwriter is terminated in accordance with its terms (a list of key termination events under the underwriting agreement is set out on pages 51 - 54). Furthermore, there is a risk that debt funding is not available or sufficient to fund the Acquisition. If so, this could result in HLA not having access to sufficient capital to fund the Acquisition. In this event, HLA may need to seek alternative sources of funding, which may result in HLA incurring additional costs (for example, by way of interest payments on debt) and/or restrictions being imposed on the manner in which HLA conducts its business and deals with its assets (for example, by way of restrictive covenants binding upon HLA). There is no guarantee that alternative funding could be sourced on satisfactory terms and conditions or at all. Failure to source alternative funding could result in HLA being unable to perform its obligations to complete the Acquisition. Any of these outcomes could have a material adverse impact on HLA's financial position, prospects and reputation.
Dilution	Entitlement rights cannot be traded on ASX or otherwise transferred. If you do not participate in the Offer, or do not take up all of your entitlements to acquire New Shares under the Offer, your percentage shareholding in shares will be diluted.
Historical Liability	If the Acquisition is successfully completed, there is a risk that HLA, as the new owner of BIM, may become directly or indirectly liable for any liabilities that BIM has incurred in the past, which were not identified or able to be quantified during due diligence or which are greater than expected, and for which there is no protection for HLA (either in the form of insurance or by way of representations, warranties and indemnities, which, as is customary, were not available for the Acquisition).
Risk Associated with the Materiality of the Acquisition	BIM, if acquired by HLA, will become a material part of HLA's business. The increased exposure to the BIM business could adversely impact HLA's financial position and performance if BIM does not perform as expected.
Key management personnel	An investment in BIM is in large an investment in experienced BIM Clinic Vendors and senior management team of BIM. The loss of key members of the BIM Clinic Vendor network and senior management team, a change in the BIM Clinic Vendors in a large number of the clinics, a change in the senior management team or the failure to attract additional skilled individuals to key roles, could have a material adverse effect on BIM's operations, including its relationships with Clinicians, key industry contacts and suppliers.
Retention of Clinicians	BIM's earnings are reliant on employing qualified Clinicians. BIM's performance will be influenced both by its ability to attract and retain, and by the efforts and actions of, its Clinicians. Under BIM's business model, it has limited control over the actions of Clinicians. Furthermore, under the terms BIM's standard employment agreement, Clinicians can generally terminate their employment agreement without cause, subject to the provision of an agreed period of written notice. If a significant number of Clinicians ceased their employment with BIM, and BIM were unable to adequately replace these Clinicians, this could have a material detrimental impact on the HLA's ability to generate revenue, its ability to deliver on its business strategy, and its future financial performance.
Availability of Clinicians and quality staff	BIM requires access to high quality Clinicians in order to deliver product and services to derive revenue. An inability to attract and retain high quality staff may adversely impact on the financial performance of HLA.
Future acquisitions	HLA's growth strategy includes the acquisition and integration of further physiotherapy clinics. There is a risk that HLA may be unable to identify and/or execute suitable opportunities, and a failure to do so could have an adverse impact on the value of HLA and its Shares. Any further acquisitions will also expose HLA to the risks commonly associated with making business acquisitions.

RISKS

RISKS SPECIFIC TO HLA (cont'd)

Competition	<p>There is a risk that increased competition from existing and new industry participants may impact BIM's revenue and profits. HLA may also face competition from other participants in the acquisition of physiotherapy clinics. This competition may increase the price that HLA must pay in order to secure the acquisition of new physiotherapy clinics or limit the physiotherapy clinics that HLA can acquire.</p> <p>BIM, and its revenue, is also affected by competition between individual physiotherapy clinics operating within the same trade area of any of the BIM clinics. Competition may relate to factors such as price, responsiveness, range of product and services available and quality of service. Patients are generally able to change clinics at will, including in response to competitive pressures.</p> <p>The actions of existing and new competitors could, among other things, affect the growth of BIM, result in a decline in the number of patients that visit the BIM businesses and/or result in BIM experiencing lower than anticipated revenue and earnings.</p>
Private healthcare insurance coverage and membership	<p>Material reductions in private health insurance coverage, composition of policy coverage and/or decreases in membership rates could impact total expenditure in the physiotherapy industry which BIM operates in. If private health insurance membership, or the insured amounts, reduce, then this could potentially impact demand for BIM's products and services and put downward pressure on fees charged to patients. This could negatively impact BIM's revenues and financial performance, as the revenue generated by the clinics may decrease.</p>
Renewal of lease and sub-lease	<p>The BIM clinics operate from leased and sub-leased premises. The leases and sub-leases agreements have different legal terms, expiry dates and renewal options. There is a risk that one or more of these leases or sub-leases may not be transferred or renewed on terms acceptable to HLA. If this were to occur it may result in the Acquisition not proceeding or HLA ceasing operations from the premises which the BIM clinic operates. This could adversely impact HLA's business, operating results and financial position while the clinic in question seeks alternative premises to relocate to or rebranding occurs.</p>
Technology risks	<p>HLA intends to use a consistent information communications technology and systems across the Combined Group. The technology will be critical in managing employees, Clinicians, patients/customers and reporting requirements. Any significant interruption to these systems could adversely impact HLA's business, operating results and financial position.</p> <p>HLA will also need to ensure that EVO has appropriate security measures and risk management systems in place to maintain the confidentiality and privacy of patients and personnel information. There is a risk that if such measures and systems are not adequate, then data (including sensitive information) may be compromised, which could cause financial and reputational damage or penalties where regulatory action is brought.</p> <p>HLA will rely on a number of other third-party software and hardware providers to assist with the running of BIM and the Combined Group. There is a risk that the third-party software provider may not be able to continue to provide HLA with these services. Any significant interruption to the use of software and hardware provided by these third parties could adversely impact HLA's business, operating results and financial position.</p>
Security or Privacy of Data	<p>Failures or breaches of data protection and systems security can cause reputational damage, regulatory impositions and financial loss. The legal and regulatory environment surrounding information security and privacy is increasingly complex and demanding. Australian Privacy Principles govern privacy and data protection throughout Australia and significantly enhance privacy and data protection regulation.</p> <p>The protection of patients/customers, employee, third party and company data is critical to HLA's operations. HLA retains a significant amount of patient/customer, employee and third party information, including through its practice management software databases. patients, customers, employees and third parties will also have high expectations that HLA will adequately protect their personal information.</p>

RISKS

RISKS SPECIFIC TO HLA (cont'd)

COVID-19	<p>HLA is currently monitoring the actual and potential impact of COVID-19 on its business and the broader economy. However, given the high degree of uncertainty surrounding the extent and duration of government and regulatory responses to COVID-19, it is not currently possible to accurately assess the full impact of COVID-19 on HLA's business. In Australia, measures have been introduced, and may be further extended, to control the spread of the COVID-19 outbreak, including prolonged periods of social distancing, travel and trade restrictions, restrictions on public gatherings and business closures, which may directly or indirectly impact on HLA's business.</p> <p>There is a risk that the economic consequences of COVID-19 could become more severe and far reaching across the economy, leading to a more widespread downturn in business and economic activity. This would likely result in a significant loss of revenue for many businesses across a wide range of industry sectors, in turn potentially leading to further increased unemployment and decline in wealth and income. HLA's financial position, performance and prospects would be significantly impacted in such a scenario.</p> <p>Some of HLA's assets and liabilities comprise financial instruments that are carried at fair value, with changes in fair value recognised in HLA's income statement. Market declines or weakened trading conditions could negatively impact the value of such financial instruments (including the impairment of goodwill).</p>
Financing risk	<p>HLA intends to rely on a combination of funding options including equity, Clinic Class Shares, seller deferred consideration and debt to finance its operations and future acquisitions. An inability to raise capital (through the issue of Shares and Clinic Class Shares) or secure funding or drawdown on finance facilities or subsequently refinance current debt facility, or any increase in the cost of such funding, may adversely impact the performance and financial position of HLA.</p> <p>Failure to meet financial covenants under HLA's finance facilities, and the occurrence of other specified events (including goodwill being impaired by 5% or more or certain changes in key personnel occurring), may lead to an event of default or review event under the finance facilities. If an event of default or a review event applicable to any given facility occurs, there may be a requirement to make repayments in advance of the relevant maturity dates and/or termination of the facility. An event of default or review event and the requirement to make early repayments and/or the termination of the facility may impact on the financial performance and position of HLA and its ability to operate in the ordinary course of business.</p>
Insurance	<p>HLA holds insurance policies, including professional indemnity, public and products liability and Directors and officers insurance, which HLA regards as commensurate with industry standards, and adequate having regard to its business activities. These policies provide a degree of protection for HLA's assets, liabilities, officers and employees. However, no assurance can be given that any insurance that HLA currently maintains will:</p> <ol style="list-style-type: none">i. be available in the future on a commercially reasonable basis; orii. provide adequate cover against claims made against or by HLA, noting that there are some risks that are uninsurable (e.g. nuclear, chemical or biological incidents) or risks where the insurance coverage is reduced (e.g. cyclone, earthquake, flood, fire). <p>HLA also faces risks associated with the financial strength of its insurers to meet indemnity obligations when called upon which could have an adverse effect on earnings. If HLA incurs uninsured losses or liabilities, its assets, profits and prospects may be adversely affected.</p>
Future Payment of Dividends	<p>The payment of dividends on HLA shares is dependent on a range of factors including the profitability of the Group, the availability of cash, capital requirements of the business and obligations under debt instruments. Any future dividend levels will be determined by the HLA board having regard to its operating results and financial position at the relevant time and there is no guarantee that any dividend will be paid by HLA or, if paid, that they will be paid or franked.</p>

RISKS

RISKS SPECIFIC TO HLA (cont'd)

Inability to successfully execute growth strategies	<p>The future financial performance of HLA is contingent on its ability to execute its growth strategies.</p> <p>Consistent with HLA's announced long-term strategy of pursuing growth through accretive acquisitions, HLA discusses potential opportunities for investments on a regular basis. HLA shareholders should note that there is no guarantee that such a strategy will be successful and that acquisition transactions undertaken by HLA involve inherent risks, including:</p> <ol style="list-style-type: none">i. accurately assessing the value, strengths, weaknesses, contingent and other liabilities and potential profitability of acquired businesses;ii. integration risks including the risk that integration could take longer or cost more than expected or that the anticipated benefits and synergies of the integration may be less than estimated;iii. diversion of management attention from existing business;iv. potential loss of key personnel; andv. decline in the value of, and unanticipated costs, problems or liabilities associated with, the acquired business. <p>Any of these risks could result in a failure to realise the benefits anticipated to result from any acquisition of new business and could have a material adverse impact on the HLA's financial position.</p> <p>Apart from acquisitions and divestments, the key strategies of HLA, as previously disclosed to the market, include:</p> <ol style="list-style-type: none">i. organic growth activities including the co-location of the various allied health products and services offered by the Group in one location, the introduction of additional services into the allied health business, targeted marketing and patient/customer retention strategies, cross referrals and other patient/customer engagement strategies;ii. the roll out of additional multi-discipline allied health centres and optometry stores;iii. the expansion of iOrthotics 3D orthotics printing to the United States of America; andiv. expanding the vertically integrated services provided by HLA such as the orthotics manufacturing laboratory, optical eyewear supplier and podiatry wholesale supplier. <p>These are material strategies and a failure of part or all of those strategies may materially impact on HLA's financial position, performance and prospects.</p>
Development and maintenance of reputation and brand	<p>HLA's success will depend on the maintenance of its reputation and brands.</p> <p>HLA's reputation and brands may be affected by factors within and outside of its control, including actions of staff and Clinicians, and the experience and actions of patients/customers. In particular, while Clinicians are contractually responsible for the manner in which they provide clinical services to patients/customers, any clinical incidents could affect the reputation of, and result in potential liability for HLA (including vicarious liability or where the Group or its employees have contributed to harm). Any issues or events in relation to individual clinics could also have the potential to impact the reputation and brands of HLA, which may affect future growth and profitability.</p>
Foreign Exchange Risk	<p>Healthia operates an orthotics manufacturing lab in the United States of America. Furthermore, products for the podiatry wholesale business (DBS) and optical eyewear distributor (AED) businesses are purchased from overseas suppliers. The value of asset, liability, commitments or earnings held or transacted in foreign currency may be impacted by changes in currency exchange rates.</p>
Governance	<p>The HLA Group has structures in place to manage governance issues such as conflicts of interest, board independence, appropriate audit and review, among others. If these are inadequate, it may not meet its legal, compliance and regulatory responsibilities, and the expectations the community has of a listed company.</p>

RISKS

RISKS SPECIFIC TO HLA (cont'd)

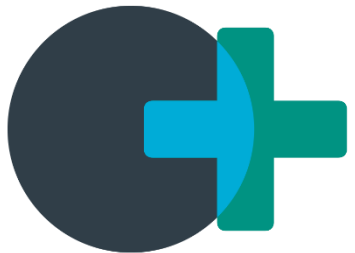
Retention of Clinicians	HLA's earnings are reliant on employing qualified Podiatrists, Physiotherapists, Optometrists and other registered allied health professionals (collectively know as Clinicians). HLA's performance will be influenced both by its ability to attract and retain, and by the efforts and actions of, its Clinicians. Under HLA's business model, it has limited control over the actions of Clinicians. Furthermore, under the terms of HLA's standard employment agreement, Clinicians can generally terminate their employment agreement without cause, subject to the provision of an agreed period of written notice. If a significant number of Clinicians ceased their employment with HLA, and HLA were unable to adequately replace these Clinicians, this could have a material detrimental impact on the HLA's ability to generate revenue, its ability to deliver on its business strategy, and its future financial performance.
Availability of Clinicians and quality staff	HLA requires access to high quality Clinical staff in order to deliver product and services to derive revenue. An inability to attract and retain high quality staff may adversely impact on the financial performance of HLA.
Competition	<p>There is a risk that increased competition from existing and new industry participants may impact HLA's revenue and profits. Healthia may also face competition from other participants in the acquisition of allied health clinics. This competition may increase the price that HLA must pay in order to secure the acquisition of new allied health clinics or limit the allied health clinics that HLA can acquire.</p> <p>HLA, and its revenue, is also affected by competition between individual allied health clinics operating within the same trade area of any of the HLA allied health clinics. Competition may relate to factors such as price, responsiveness, range of product and services available and quality of service. Patients/customers are generally able to change allied health clinics at will, including in response to competitive pressures.</p> <p>The actions of existing and new competitors could, among other things, affect the growth of the HLA brands, result in a decline in the number of patients/customers that visit the HLA businesses and/or result in HLA experiencing lower than anticipated revenue and earnings.</p>
Private healthcare insurance coverage and membership	Material reductions in private health insurance coverage, composition of policy coverage and/or decreases in membership rates could impact total expenditure in the allied health industries which HLA operates in. If private health insurance membership, or the insured amounts, reduce, then this could potentially impact demand for HLA's products and services and put downward pressure on fees charged to patients/customers. This could negatively impact HLA's revenues and financial performance, as the revenue generated by the stores may decrease.
Renewal of lease agreements	The HLA allied health clinics operate from leased and sub-leased premises. The leases and sub-leases have different legal terms, expiry dates and renewal options. There is a risk that one or more of these leases or sub-leases may not be renewed on terms acceptable to HLA. If this were to occur it may result in HLA ceasing operations from the premises. This could adversely impact HLA's business, operating results and financial position while the allied health clinic in question seeks alternative premises to relocate to.
Technology risks	<p>HLA intends to use a consistent information communications technology and systems across the Combine Group. The technology will be critical in managing employees, Clinicians, patients/customers and reporting requirements. Any significant interruption to these systems could adversely impact HLA's business, operating results and financial position.</p> <p>HLA intends to utilize the BIM software, EVO across the Combine Group. If the EVO software is unable to provide the services that HLA has identified during due diligence of the Acquisition. Any significant interruption to the use of the EVO could adversely impact HLA's business, operating results and financial position.</p> <p>HLA will also need to ensure that EVO has appropriate security measures and risk management systems in place to maintain the confidentiality and privacy of patients and personnel information. There is a risk that if such measures and systems are not adequate, then data (including sensitive information) may be compromised, which could cause financial and reputational damage or penalties where regulatory action is brought.</p> <p>HLA will rely on a number of other third-party software and hardware providers to assist with the running of the Combined Group. There is a risk that the third-party software provider may not be able to continue to provide HLA with these services. Any significant interruption to the use of software and hardware provided by these third parties could adversely impact HLA's business, operating results and financial position.</p>

RISKS

GENERAL RISKS

General Share Investment Risk	There are various risks associated with investing in any form of business and with investing in listed entities generally. The value of HLA shares following the Entitlement Offer will depend on general share market and economic conditions as well as the specific performance of HLA. There is no guarantee of profitability, dividends, return of capital, or the price at which HLA shares will trade on the ASX. The past performance of HLA shares is not necessarily an indication as to future performance as the trading price of HLA shares can go down or up in value..
General Economic and Political Conditions	Factors such as, but not limited to, domestic political changes (including policy responses to COVID-19), interest rates, exchange rates, inflation levels, commodity prices, industrial disruption, environmental impacts, international competition, taxation changes, changes in employment levels, consumer and business spending, employment rates and labour costs may all have an adverse impact on HLA's revenues, operating costs, profit margins and share price. These factors are beyond the control of HLA and its board and HLA cannot, to any degree of certainty, predict how they will impact on HLA.
General Regulatory Risk	HLA is subject to a range of regulatory controls imposed by government (federal and state) and regulatory authorities (for example, ASX and ASIC). The relevant regulatory regimes are complex and are subject to change over time, depending on changes in the laws and the policies of the governments and regulatory authorities. HLA is exposed to the risk of changes to applicable laws and/or the interpretation of existing laws, which may have a negative effect on HLA, or the risks associated with non-compliance with these laws (including reporting or other legal obligations). Non-compliance may result in financial penalties being levied against HLA.
Share Market Conditions	As HLA is a listed company, the price at which its shares trade will be subject to the numerous influences that may affect both the broad trend in the share market and the share prices of individual companies and sectors. Investors should recognise that the price of New Shares may fall as well as rise.
Operational and Controls Risks	Operational risk relates to the risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events which impact on HLA's business. HLA is exposed to operational risk present in the current business including risks arising from process error, fraud, system failure, failure of security and physical protection systems. Operational risk has the potential to have an effect on HLA's financial performance and position as well as reputation.
Capital Availability	Current economic conditions can impact on the availability of debt and equity funding that may be required to support the growth strategies of HLA, including the acquisition of additional allied health clinics. HLA's growth may be affected by availability of funding which would impact on its ability to acquire allied health clinics in the expected time frame and/or at expected levels.
Taxation	Future changes in taxation law in Australia including changes in interpretation or application of the law by the courts or taxation authorities in Australia, may impact the future tax liabilities of HLA or may affect taxation treatment of an investment in HLA shares, or the holding or disposal of those shares.
Accounting Standards	<p>HLA prepares its general purpose financial statements in accordance with IFRS and with the Corporations Act. Australian Accounting Standards are not within the control of HLA or its board and are subject to amendment from time to time, and any such changes may impact on HLA's statement of financial position or statement of financial performance.</p> <p>Preparation of HLA's financial statements requires management to make estimates and assumptions and to exercise judgement in applying relevant accounting policies, each of which may directly impact the reported amounts of assets, liabilities, income and expenses. A higher degree of judgement is required for the estimates used in the calculation of provisions, the valuation of goodwill and intangible assets and the fair value of financial instruments. Changes in the methodology or assumptions on which the assessment of goodwill and intangible balances is based, together with expected changes in future cash flows, could result in the potential write-off of a part of or all of that goodwill or intangible balances.</p> <p>If the judgements, estimates and assumptions used by HLA in preparing financial statements are subsequently found to be incorrect, there could be a significant loss to HLA beyond that anticipated or provided for, which may adversely impact HLA's reputation and financial performance and position.</p>
Force Majeure Events	Events may occur within or outside Australia that could impact upon the global and Australian economies, the operations of HLA and the price of the HLA shares. These events include but are not limited to terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease and biosecurity threats such as COVID-19 or other man-made or natural events or occurrences that can have an adverse effect on the demand for HLA's services.

B. International Entitlement Offer Restrictions



INTERNATIONAL ENTITLEMENT OFFER RESTRICTIONS

This document does not constitute an offer of new ordinary shares ("New Shares") of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an "institutional investor" (as defined in the SFA) or (ii) an "accredited investor" (as defined in the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

INTERNATIONAL ENTITLEMENT OFFER RESTRICTIONS

United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" (within the meaning of Article 2(e) of the UK Prospectus Regulation. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

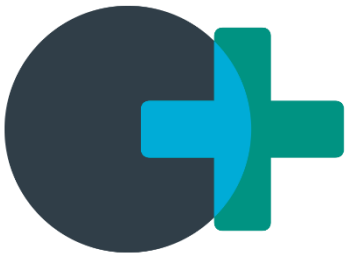
United States

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

The New Shares will only be offered and sold in the United States to:

- institutional accredited investors (as defined in Rule 501(a)(1), (2), (3), (7), (8), (9) and (12) under the US Securities Act); and
- dealers or other professional fiduciaries organized or incorporated in the United States that are acting for a discretionary or similar account (other than an estate or trust) held for the benefit or account of persons that are not US persons and for which they exercise investment discretion, within the meaning of Rule 902(k)(2)(i) of Regulation S under the US Securities Act.

C. Glossary



GLOSSARY

Term	Definition
Acquisition	The acquisition by HLA of BIM
AUS	being the country of Australia
Back In Motion Group	being the intellectual property, goodwill, assets of the clinics and businesses owned and operated by BIM
BIM	<p>The Back In Motion Group of clinics and businesses being the following:</p> <ul style="list-style-type: none"> • the 51 Back In Motion physiotherapy clinics located throughout Australia • the 13 Motion Health Group physiotherapy clinics located throughout New Zealand • The BIM IP • A 33% interest in EVO <p>as further described on in section 2 and 3 of this Presentation.</p>
BIM Clinics	being the 51 Back In Motion physiotherapy clinics and their associated Satellite Physiotherapy Clinics located throughout Australia and the 13 Motion Health Group physiotherapy clinics and their associated Satellite Physiotherapy Clinics located throughout New Zealand, each owned by the BIM Clinic Vendors
BIM Clinic Vendors	Those vendors of BIM Clinics listed at Appendix D, who are the sellers of the 51 Back In Motion physiotherapy clinics and their associated Satellite Physiotherapy Clinics located throughout Australia and the 13 Motion Health Group physiotherapy clinics and their associated Satellite Physiotherapy Clinics located throughout New Zealand.
BIM IP	BIM IP Pty Ltd (ACN 652 803 748) being the owner of the BIM brands, trademarks and other intellectual property and certain other assets used by the Back in Motion Group.
Clinic Class Shares	<p>Clinic Class Shares are designed to create alignment between the economic interests of Clinicians and Healthia shareholders by providing Clinicians with an economic interest in the performance of clinics. Clinic Class Shares are non-voting shares issued by certain subsidiaries of Healthia that own the clinics. Clinic Class Shares have and will be issued to:</p> <ul style="list-style-type: none"> • Clinicians (or their nominees approved by the relevant board) as part consideration for the acquisition of a clinic by the HLA Group; • Clinicians (or their nominees approved by the relevant board) for consideration; and • Any other holder that is approved by the relevant board for consideration <p>Holders of Clinic Class Shares will receive a cash dividend calculated by reference to the earnings derived from the clinic relating to that class of Clinic Class Share in circumstances where, at the directors' discretion, a dividend is declared by the relevant subsidiary of Healthia. Each Clinic Class Share will entitle the holder to a dividend of up to 1% of the earnings generated by the clinic to which that Clinic Class Share relates.</p>
Clinicians	Includes physiotherapist, podiatrist, exercise physiologist, massage therapist, occupational therapist, chiropractor or such other person who provides services to the HLA Group under a services agreement.
Combined Group	The financial aggregation of HLA and BIM.
Completion	Date by which ownership of BIM transfers to HLA, expected to be between 27 September 2021 and 31 December 2021.
EBITDA	Earnings before interest, tax, depreciation and amortisation (excluding the impacts of AASB 16).
Eligible Institutional Shareholder	A Shareholder as at the Entitlement Offer Record Date who is an Institutional Investor who the Underwriters determine in consultation with the Company may receive (and in fact receives) an offer on behalf of the Company under the Institutional Entitlement Offer (including where the offer is made to a person for whom the Institutional Shareholder holds Shares) and who is not an Ineligible Institutional Shareholder.

GLOSSARY

Term	Definition
Eligible Retail Shareholder	A Shareholder at the Entitlement Offer Record Date who: <ul style="list-style-type: none"> • is a registered holder of Shares; • has a registered address in Australia or New Zealand or is a Shareholder that the Company has otherwise determined is eligible to participate in the Retail Entitlement Offer; • is not an Eligible Institutional Shareholder or an Ineligible Institutional Shareholder; • is not in the United States and is not acting for the account or benefit of a person in the United States; and • is eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without any requirement for a prospectus any other disclosure document to be lodged or registered.
Entitlement Offer	The Institutional Entitlement Offer and the Retail Entitlement Offer
Entitlement Offer Record Date	As at 7:00pm on Wednesday, 22 September 2021
EPS	Earnings per share.
EVO	Software Group Holdings Pty Ltd (ACN 652 812 765) being the owner of the BIM practice management software program, Evo® Software
Finance Facility	The syndicated finance facility agreement of \$100.0 million between HLA and the Australian and New Zealand Banking Group, National Australia Bank and the Bank of Queensland. Formal approval has been obtained from financiers, however, remains subject to new facility documentation being executed
FTE	Full time equivalent
FY21	Financial year ended 30 June 2021.
Growth Funds	The \$7.0 million of additional funds raised are expected to be used to assist future acquisitive growth opportunities and working capital
HLA	Healthia Ltd (ACN 626 087 223).
Ineligible Institutional Shareholder	A Shareholder (or beneficial holder of Shares) that is, or the person for whom it holds Shares is, an Institutional Investor and who: <ul style="list-style-type: none"> • has a registered address outside the Permitted Jurisdictions; • the Underwriters and the Company otherwise determine will be an Ineligible Institutional Shareholder for the purposes of the Institutional Entitlement Offer; and • is not an Eligible Retail Shareholder.
Ineligible Retail Shareholder	A Shareholder who is not: <ul style="list-style-type: none"> • an Eligible Retail Shareholder; • an Eligible Institutional Shareholder; or • an Ineligible Institutional Shareholder.
Institutional Investor	A person to whom the Underwriters reasonably believe to be a person to whom offers and issues of Offer Shares may be made: <ul style="list-style-type: none"> • if the person is in Australia, without the need for disclosure under Part 6D.2 of the Corporations Act because of the operation of sections 708(8) to 708(12) (inclusive); or • in any other Permitted Jurisdiction, lawfully without the need for a lodged prospectus or other disclosure document or other lodgement, registration, approval or filing with a government agency in accordance with the laws of that particular foreign jurisdiction (other than one with which the Company is willing to comply).

GLOSSARY

Term	Definition
Institutional Offer	The Institutional Entitlement Offer and the Placement
New Shares	The new shares to be issued pursuant to the Offer and the Acquisition.
NZ	Being the country of New Zealand
Offer	The Placement, the Institutional Entitlement Offer and the Retail Entitlement Offer (all fully underwritten) to be conducted by HLA as described on page 25.
Offer Price	\$1.80 per New Share
Permitted Jurisdictions	Australia, New Zealand, United States, Hong Kong, Singapore and the United Kingdom or any other jurisdiction agreed between the Company and the Underwriters.
Placement	The placement of New Shares to Institutional Investors at the Offer Price to raise approximately \$22.3 million
Sale Agreements	The various sale agreements between HLA, BIM IP, EVO and BIM Clinics in relation to the Acquisition.
Satellite Physiotherapy Clinics	A physiotherapy clinic which is considered by the Director's as a part time clinic
Shareholder	A registered holder of Shares
Retail Entitlement Offer	The 1 for 4.30 pro rata non-renounceable entitlement offer of new fully paid ordinary shares in HLA to Eligible Retail Shareholders as described on page 25.
Underwriters	Canaccord Genuity (Australia) Limited (ACN 075 071 466) and Shaw and Partners Limited (ACN 003 221 583).
Underlying Revenue	Underlying Revenue reflects statutory revenue as adjusted to reflect the Directors' assessment of the result for the ongoing business activities of the HLA, BIM and the Combined Group, in accordance with AICD/Finsia principles of recording underlying results and includes adjustments for the impacts from COVID-19 for both HLA and BIM. Underlying revenue has not been audited.
Underlying EBITDA	Underlying EBITDA reflects statutory EBITDA as adjusted to reflect the Directors' assessment of the result for the ongoing business activities of the HLA, BIM and the Combined Group, in accordance with AICD/Finsia principles of recording underlying EBITDA. Underlying EBITDA has not been audited.
UNPATA	Underlying net profit after tax and before amortization of customer lists and reflect the Directors' assessment of the result for the ongoing business activities of the HLA and/ or BIM, in accordance with AICD/Finsia principles of recording underlying profits. UNPATA has not been audited.
VWAP	Volume Weighted Average Price

For more info please contact us

(07) 3180 4900

wes.coote@healthia.com.au

chris.banks@healthia.com.au



healthia.com.au
myfootdr.com.au
allsportphysio.com.au
theopticalcompany.com.au



Healthia
Myfootdr
Allsports Physiotherapy
The Optical Company