

Invitation to and Notice of 2021 Annual General Meeting And Explanatory Notes



The Annual General Meeting (AGM) of Healthia Limited ACN 626 087 223 (the Company) will be held at:

Time: 11:00am (Brisbane Time)

Date: Wednesday 17 November 2021

Location: Virtual meeting held through the AGM Live online platform

If you are unable to attend the AGM, we encourage you to complete and return the enclosed Proxy Form by no later than 11:00am **(Brisbane time) on Monday, 15 November 2021**

Information to assist Shareholders to complete the Proxy Form and details of where to send the completed Proxy Form can be found on page 7 of the notice under the heading "Appointment of Proxies"

The accompanying Explanatory Notes which start on page 9 provide information about the items of business, voting, a summary of important information and Defined Terms and form part of this Notice and should be read in conjunction with it.

The Directors recommend that Shareholders read the Notice of Meeting and the Explanatory Notes in full before making a decision in relation to the Resolutions.

Healthia Limited | NOTICE OF 2021 ANNUAL GENERAL MEETING

11:00AM (BRISBANE TIME)

17 NOVEMBER 2021

Dear Shareholder,

The Company's 2021 Annual General Meeting (AGM) will be held at **11:00am (Brisbane time) on Wednesday 17 November 2021**.

In light of continuing restrictions and having regard to the continuing developments in relation to the coronavirus (COVID-19), we have once again adopted measures to allow Shareholders to participate in the AGM virtually this year.

The AGM will be made accessible to Shareholders via:

- an online platform (<https://agmlive.link/HLA21>) which will allow you to listen to the meeting, and also includes the facility for Shareholders to ask questions in relation to the business of the meeting and to vote in real time at the meeting. These processes are set out in this Notice of Meeting; or
- a live webcast (also at <https://agmlive.link/HLA21> where you can listen but not participate in or vote at the meeting.

By participating in the AGM virtually, you will be able to:

- watch and listen to the presentations and discussions during the meeting;
- vote on the resolutions to be considered at the AGM;
- ask questions of the Board during the meeting via the online platform; and
- ask questions via telephone.

To ask a question via telephone, Shareholders will need to contact Link Market Services on 1800 990 363 or +1800 990 363 prior to the meeting to obtain a personalised PIN number. Please refer to the Virtual Meeting Online Guide for further information on how to participate virtually.

The Directors of Healthia encourage Shareholders to participate in the meeting via the online platform. Whilst Shareholders will be able to vote online during the meeting, Shareholders are encouraged to lodge a proxy ahead of the meeting, even if they are participating online. However, if you do actually attend the meeting via the online platform, you will be taken to be present at the meeting and will have to vote through that platform even though you have appointed a proxy.

If you are unable to attend, or intend to listen to the live webcast, please lodge your proxy online at www.linkmarketservices.com.au or otherwise in accordance with the instructions in this Notice of Meeting.

As always, we invite Shareholders to submit questions in advance of the meeting. Questions may be submitted by completing an online Shareholder question form on Healthia's website at www.healthia.com or submitting an online question when voting online at www.linkmarketservices.com.au.

This Notice of Meeting (which includes the agenda, eligibility to vote and Explanatory Notes) details the formal business to be dealt with at the AGM.

Briefly, this will be to:

Ordinary Business

- receive and consider the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2021;
- re-elect two Directors;

Remuneration matters

- adopt the 2021 Remuneration Report;
- approve grants of Performance Rights to Executive Directors under the Performance Rights Plan for the purposes of Listing Rule 10.14;

Acquisition matters

- approve the agreements to issue of shares to vendors of certain acquisitions undertaken by the Company for the purposes of Listing Rule 7.4;
- approve the giving of financial assistance by certain companies to be acquired by the Company in connection with that acquisition; and
- approve the placement of shares for the purposes of Listing Rule 7.4.

How to participate in the AGM via the online platform

Shareholders can participate in the AGM and listen to the webcast online using one of the following methods:

Enter <https://agmlive.link/HLA21> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN); and
- Proxy holders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Further information on how to participate virtually is set out in this Notice and the Online Platform Guide at www.healthia.com.

If you are planning to listen to the live webcast only, we encourage you to submit a proxy and any questions ahead of the meeting.

How to submit your vote in advance of the meeting

Proxies must be received by **11:00am (Brisbane Time) on Monday, 15 November 2021** to be valid for the meeting.

Instructions on how to appoint a proxy are on the online voting website, www.linkmarketservices.com.au.

Your proxy may be appointed in a variety of ways described on page 7 of the Notice of Meeting under 'Appointment of Proxies'.

Please see Healthia's website www.healthia.com.au for the following documents:

- a link from the page to our share registry to register your e-mail address in order to receive all Shareholder information electronically and to obtain standard Shareholder forms, including a direct dividend advice, a change of address advice and a request to consolidate holdings;
- Healthia's 2021 Annual Report, Healthia's Corporate Governance Statement and Notice of Meeting 2021; and
- Copies of news releases and financial presentations.

Limited Audience

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With Government guidance continually updating, Healthia is closely monitoring the developments relating to COVID-19. Shareholders are encouraged to check Healthia's website at www.Healthia.com.au and the ASX for updates in relation to the AGM.

We look forward to engaging with Shareholders in this new way, and I hope that you will participate in the meeting online.

Yours sincerely



Dr Glen Richards
Chairperson
Healthia Limited
18 October 2021

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ORDINARY BUSINESS

FINANCIAL AND OTHER REPORTS

To receive and consider the Company's 2021 Annual Report comprising the Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2021.

Note: There is no requirement for Shareholders to approve these reports.

RESOLUTION 1

RE- ELECTION OF DIRECTOR - Glen Richards

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That Mr Glen Richards, who retires as a Director in accordance with the Company's Constitution and, being eligible, be re-elected as a Director of the Company".

RESOLUTION 2

RE- ELECTION OF DIRECTOR - Lisa Dalton

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That Ms Lisa Dalton, who retires as a Director in accordance with the Company's Constitution and, being eligible, be re-elected as a Director of the Company".

REMUNERATION MATTERS

RESOLUTION 3

ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2021 be adopted."

Note: this resolution is:

- advisory only and does not bind the Directors or the Company; and
- subject to voting exclusions as set out in the Explanatory Notes for the resolution.

RESOLUTION 4

APPROVAL OF A GRANT OF PERFORMANCE RIGHTS TO MANAGING DIRECTOR UNDER THE PERFORMANCE RIGHTS PLAN - WESLEY COOTE

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That for the purpose of Listing Rule 10.14 and for all other purposes, Shareholder approval is given for the grant of 187,500 Performance Rights under the Performance Rights Plan to Wesley Coote, Managing Director, and the issue of up to 187,500 Shares upon the exercise of those Performance Rights, subject to Vesting and Service Conditions as set out in the Explanatory Notes."

Note: A voting exclusion statement applies to Resolution 4. Further details of this exclusion are set out in the Explanatory Notes for the Resolution.

RESOLUTION 5

APPROVAL OF A GRANT OF PERFORMANCE RIGHTS TO EXECUTIVE DIRECTOR UNDER THE PERFORMANCE RIGHTS PLAN - ANTHONY GANTER

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That for the purpose of Listing Rule 10.14 and for all other purposes, Shareholder approval is given for the grant of 36,000 Performance Rights under the Performance Rights Plan to Anthony Ganter, Group Chief Business Development and Strategy Officer, and the issue of up to 36,000 Shares upon the exercise of those Performance Rights, and subject to Vesting and Service Conditions as set out in the Explanatory Notes."

Note: A voting exclusion statement applies to Resolution 5. Further details of this exclusion are set out in the Explanatory Notes for the Resolution.

RESOLUTION 6

APPROVAL OF A GRANT OF PERFORMANCE RIGHTS TO EXECUTIVE DIRECTOR UNDER THE PERFORMANCE RIGHTS PLAN - COLIN KANGISSER

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That for the purpose of Listing Rule 10.14 and for all other purposes, Shareholder approval is given for the grant of 45,000 Performance Rights under the Performance Rights Plan to Colin Kangisser, Chief Executive Officer, Eyes & Ears division, and the issue of up to 45,000 Shares upon the exercise of those Performance Rights, and subject to Vesting and Service Conditions as set out in the Explanatory Notes."

Note: A voting exclusion statement applies to Resolution 6. Further details of this exclusion are set out in the Explanatory Notes for the Resolution.

ACQUISITION MATTERS

RESOLUTION 7

RATIFICATION OF PREVIOUS ISSUE OF SHARES TO THE VENDOR OF BIM IP

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the agreement to issue 3,069,444 fully paid ordinary shares to the BIM IP Vendor in connection with the BIM IP Acquisition, as set out in the Explanatory Notes."

Note: A voting exclusion statement applies to Resolution 7. Further details of this exclusion are set out in the Explanatory Notes.

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RESOLUTION 8

RATIFICATION OF AGREEMENT TO ISSUE SHARES TO THE VENDOR OF THE CRANBOURNE BIM CLINIC

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the agreement to issue 15,578 fully paid ordinary shares to Cranbourne Vendor in connection with the acquisition of the Cranbourne BIM Clinic, as set out in the Explanatory Notes."

Note: A voting exclusion statement applies to Resolution 8. Further details of this exclusion are set out in the Explanatory Notes for the Resolution.

RESOLUTION 9

RATIFICATION OF AGREEMENT TO ISSUE SHARES TO THE VENDOR OF THE POINT COOK AND WERRIBEE BIM CLINICS

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the agreement to issue 119,581 fully paid ordinary shares to PCW Vendor in connection with the acquisition of the Point Cook and Werribee BIM Clinics, as set out in the Explanatory Notes."

Note: A voting exclusion statement applies to Resolution 9. Further details of this exclusion are set out in the Explanatory Notes for the Resolution.

RESOLUTION 10

RATIFICATION OF PREVIOUS ISSUE OF PLACEMENT SHARES

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 12,371,320 Shares at \$1.80 per Share to certain professional and sophisticated investors, on the terms and conditions set out in the Explanatory Memorandum."

Note: A voting exclusion statement applies to Resolution 10. Further details of this exclusion are set out in the Explanatory Notes for the Resolution.

RESOLUTION 11

APPROVAL OF FINANCIAL ASSISTANCE BY BIM IP

To consider and, if thought fit, pass the following resolution as a special resolution:

"That for the purposes of sections 260A and 260B(2) of the Corporations Act and for all other purposes, approval is given for BIM IP (which is a wholly owned subsidiary of the Company) to give financial assistance in relation to the acquisition by the Company of shares in BIM IP described in the Explanatory Notes."

OTHER BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By Order of the Board



Christopher Banks
Company Secretary
18 October 2021

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Voting Notes and Explanatory Notes accompany and form part of this Notice of Meeting. Shareholders should read these documents in full.

VOTING NOTES

Voting Exclusion Statements

In accordance with the Listing Rules and the Corporations Act, the Company will disregard any votes cast on each Resolution (as applicable) by certain persons identified as being excluded from voting on that Resolution. Applicable voting exclusion statements are set out in the Explanatory Notes.

Please refer to the 'Important information on appointing a Proxy for Resolutions 3, 4, 5 and 6' below for important information if you are appointing a proxy for these items.

Eligibility to Vote and Attend the Meeting

For the purpose of the AGM and voting at the AGM, the Board has determined that a person's entitlement to vote at the AGM will be determined as those persons who are registered holders of shares in the Company as at 6.00pm (Brisbane time) **Monday, 15 November 2021**.

Accordingly, persons who become Shareholders after this time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Meeting.

How to Participate and Vote at the Meeting Online

Shareholders can submit questions in relation to the business of the meeting, and vote on the Resolutions in real time during the meeting via the Virtual AGM online platform

<https://agmlive.link/HLA21>

Shareholders participating in the meeting using the Virtual AGM platform will be able to vote between the commencement of the meeting and the closure of voting as announced by the Chairman during the meeting.

By participating in the meeting online you will be able to:

- hear and view meeting slides;
- submit online questions at the appropriate time whilst the meeting is in progress;
- ask questions verbally; and
- vote during the meeting.

Instructions on how to log on and how to ask questions during the meeting are outlined below and available on Healthia's website at www.healthia.com.

Please note, only Shareholders may ask questions online and verbally and only once they have been verified. It may not be possible to respond to all questions raised during the meeting. Shareholders are therefore encouraged to lodge questions prior to the AGM, as outlined on page 2.

If you choose to participate in the meeting online, registration will open at **10:30am (Brisbane time) on Wednesday, 17 November 2021**. To participate in Healthia's AGM online, you can log in to the meeting in the following ways:

Enter <https://agmlive.link/HLA21> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN); and
- Proxy holders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Further information on how to participate virtually is set out in this Notice and the Online Platform Guide at www.healthia.com.

Further information regarding participating in the AGM online, including browser requirements, is detailed in the AGM Online Meeting Guide available on Healthia's website:

www.healthia.com.au

Webcast

You can also view a live webcast of the meeting on: <https://agmlive.link/HLA21>

Poll

All Resolutions will be by poll.

The Chairman intends to call a poll on each of the Resolutions set out in this Notice of Meeting.

The results of the voting on Resolutions requiring a Shareholder vote at the meeting will be announced to the ASX promptly after the meeting.

Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of Shareholders impacted and the extent to which participation in the business of the meeting is affected.

Where he considers it appropriate, the Chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy by 11.00am (Brisbane time) on **Monday, 15 November 2021** even if you plan to attend online.

However, if you do actually attend the meeting via the online platform, you will be taken to be present at the meeting and will have to vote through that platform even though you have appointed a proxy.

Voting by Proxy

If you wish to vote by proxy, your proxy form must be received by the Company no later than **11.00am (Brisbane time) on Monday, 15 November 2021**. Any proxy form received after that time will not be valid for the scheduled Meeting. Proxy forms can be lodged:

By Mail: Healthia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

By Hand: delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000

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By Fax: +61 2 9287 0309

Lodging it online at Link Market Services website

www.linkmarketservices.com.au and logging in using the SRN/HIN found on the front of your accompanying Holding Statement.

Note: You will be taken to have signed your proxy form if you lodge it in accordance with the instructions on the website during Monday to Friday, 9:00am–5:00pm (Sydney time).

Appointment of Proxies

- A Shareholder may appoint a body corporate or an individual as its proxy;
- A proxy need not be a Shareholder;
- A body corporate appointed as a Shareholder's proxy may appoint an individual as its corporate representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, a certificate of the appointment of corporate representative should be completed and lodged in the manner specified below.

If proxy holders vote on a poll, they must vote all directed proxies as directed. Any directed proxies which are not voted on a poll will automatically default to the person chairing the Meeting, who must vote the proxies as directed.

If you appoint a proxy, we encourage you to direct your proxy how to vote on each item by marking the appropriate boxes on the Proxy Form.

Shareholders are encouraged to notify an appointed proxy of their appointment to enable them to participate in the meeting online and to exercise your voting instructions.

Appointed proxies will need to contact Healthia's share registry, Link Market Services on:

Phone: 1300 554 474 (within Australia),
Phone: +61 1300 554 474 (outside Australia).
Fax: Phone: +61 2 9287 0309 (within Australia),

to obtain a proxy number to vote online. Further details are available in the online meeting guide available at www.healthia.com.au.

If you do not specify a proxy in your completed proxy form or if the person you appoint does not participate in the AGM, the Chair of the meeting will be taken to be your proxy by default. In accordance with the Corporations Act, any directed proxies that are not voted as directed on a poll at the meeting will automatically default to the Chair of the meeting, who is required to vote proxies as directed.

Proxy forms must be lodged by 11:00am (Brisbane time) on **Monday, 15 November 2021**.

The **enclosed** Proxy Form provides further details on appointing proxies and lodging proxy forms.

If you appoint the Chair of the Meeting as your proxy but you do not direct the Chair how to, you will be authorising the Chair to cast your vote on all the Resolutions.

The Chair intends to vote all undirected proxies in favour of all Resolutions. If there is a change in the way the Chair intends to vote, the Company will make an announcement to ASX.

Important Information on appointing a Proxy for Resolutions 3, 4, 5 and 6

The Corporations Act places certain restrictions on the ability of Key Management Personnel and their CRP to vote on Resolutions 3, 4, 5 and 6, including where they are voting as proxy for another Shareholder.

If you appoint any member of Key Management Personnel (other than the Chair) or their CRP as your proxy, they will not be able to vote your proxy on Resolution 3 (Remuneration Report), Resolution 4 (Grant of performance rights to Managing Director), Resolution 5 (Grant of performance rights to Executive Director) or Resolution 5 (Grant of performance rights to Executive Director) unless you have directed them how to vote.

To ensure that your votes are counted, you are encouraged to direct your proxy as to how to vote on Resolutions 3, 4, 5 and 6 by indicating your preference by completing any of the 'For', 'Against' or 'Abstain' boxes on the proxy form.

Corporate representatives

Any:

- a) corporate Shareholder; or
- b) corporate proxy appointed by a Shareholder,

that has appointed an individual to act as its corporate representative at the AGM should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative.

The authority may be sent to the Company or its share registry, Link Market Services, in advance of the AGM.

An Appointment of Corporate Representative form is available by contacting the Company's share registry:

Link Market Services
Phone: 1300 554 474 (within Australia),
Phone: +61 1300 554 474 (outside Australia).
Fax: Phone: +61 2 9287 0309 (within Australia),

Questions on how to cast your votes

If you have any queries on how to cast your votes, please call the Company's share registry.

QUESTIONS FROM SHAREHOLDERS

In accordance with the Corporations Act and the Company's past practice, a reasonable opportunity will be given to Shareholders at the meeting to ask questions about, or make comments on, the

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management of the Company and the Remuneration Report.

Similarly, a reasonable opportunity will also be given to Shareholders at the meeting to ask Healthia's auditor, BDO, questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the Auditor in relation to the conduct of the audit.

Written questions may be submitted by Shareholders in advance of the meeting, including questions for the company's auditor BDO.

Shareholders can submit their questions in advance of the meeting in a number of ways:

1. by completing an online Shareholder question form on Healthia's website at www.healthia.com.au; or
2. submitting an online question when voting online prior to the meeting at www.linkmarketservices.com.au.

Please submit questions by no later than **5:00pm on Wednesday, 10 November 2021**.

Explanatory Notes

EXPLANATORY NOTES

These Explanatory Notes are provided to Shareholders of the Company to explain the Items of business and Resolutions to be put to Shareholders at the Annual General Meeting to be held at **11:00am (Brisbane time) on Wednesday, 17 November 2021**.

The Directors recommend that Shareholders read the accompanying Notice of Meeting and these Explanatory Notes in full before making any decision in relation to the Resolutions.

Terms used in these Explanatory Notes are defined in the Glossary on page 18 of this document.

Annual Financial Report and Directors' and Auditor's Reports

Healthia's Annual Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Consolidated Statement of Profit and Loss and Other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to the financial report for the Company and its controlled entities for the financial year ended 30 June 2021 were released to ASX Limited 30 August 2021. You can access a copy of the Annual Report at: <https://investors.healthia.com.au/investor-centre/?page=asx-announcements>

The Company's Annual Report is placed before the Shareholders for discussion.

Shareholders will be given a reasonable opportunity to ask questions about, and make comments on, the reports and Healthia's management, businesses, operations, financial performance and prospects, however there will be no formal resolution put to the meeting. Healthia's auditor will also attend the meeting to answer questions in relation to the conduct of the audit (including the independence of the auditor), the preparation and content of the auditor's report and the accounting policies adopted by Healthia. Shareholders may also submit questions in advance of the meeting in accordance with the instruction on page 7 of the Notice of Meeting.

No voting is required for this item.

Resolution 1 and 2 | Re-election of Mr Glen Richards and Ms Lisa Dalton

Article 47 of the Constitution requires the Company to hold an election of directors whenever required by the Corporations Act or the Listing Rules. The Listing Rules require the Company to hold an election of directors at each annual general meeting. Accordingly, Mr Glen Richards and Ms Lisa Dalton being eligible, offer themselves for re-election by the Company Shareholders.

The experience, qualifications and other details in relation to Mr Glen Richards are set out below.

Glen Richards Non-Executive Chairman	Glen is a veterinary surgeon and the founder and former CEO of Greencross Limited, Australia's largest pet care company. Glen has spent over 20 years building a multi-million-dollar integrated pet care empire, which now operates more than 180 veterinary hospitals and 230 pet care retail stores in Australia and Animates in New Zealand. Glen is a member of the Remuneration and Nomination Committee and a member of the Audit and Risk Committee.
Current directorships of listed entities	People Infrastructure Ltd Australia - Non-Executive Chairman
Directorships of listed entities over last 3 years	Non-Executive Director of Regeneus Ltd (ASX code: RGS) (24 February 2015 to 3 June 2020) Non-Executive Director of Greencross Ltd (ASX code: GXL) (26 April 2007 to 27 February 2019)
Bankruptcy and Criminal Records Searches	Nil to Report

The experience, qualifications and other details in relation to Ms Lisa Dalton are set out below.

Lisa Dalton Non-Executive Director	Lisa is an experienced director, senior executive and company secretary with expertise in the healthcare, medical, utilities, manufacturing, childcare, energy, mining and construction sectors. She has experience in leading teams responsible for strategy, governance, risk management, human resources, communication, stakeholder relations and program management. Lisa has participated in 4 successful ASX listings in the past 5 years. Lisa has strong practical experience in fit for purpose governance, risk management, strategic planning and motivating teams to find solutions to complex issues. Lisa is the Chairman of the Remuneration and Nomination Committee and a member of the Audit and Risk Committee.
Current directorships of listed entities	None
Directorships of listed entities over last 3 years	None
Bankruptcy and Criminal Records Searches	Nil to Report

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Board recommendation:

The Board, with Mr Glen Richards and Ms Lisa Dalton abstaining, recommend that you vote in favour of Resolution 1 and Resolution 2 and the Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 3 | Remuneration Report

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory resolution.

The Remuneration Report is in the Directors' Report and set out on pages 23-33 of the Annual Report for the period ended 30 June 2021.

The 2021 Annual Report is available on the Company's website: <https://investors.healthia.com.au/investor-centre/?page=asx-announcements>

The Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of executives of the Company including the Managing Director; and
- sets out remuneration details for each Director and the other Key Management Personnel of the Company.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, and make comments on, the Remuneration Report and the Company's remuneration arrangements.

The Board believes that the Company's remuneration arrangements, as set out in the Remuneration Report, are fair, reasonable and appropriate and support achievement of the strategic objectives of the Company.

Board recommendation:

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report. A vote on this Resolution is advisory only and does not bind the Directors.

Voting Exclusion for Resolution 3

The Company will disregard any votes cast on this Resolution:

- by or on behalf of a member of the Key Management Personnel named in the Remuneration Report, or that Key Management Personnel's CRP, regardless of the capacity in which the vote is cast
- as a proxy by a member of the Key Management Personnel, or that Key Management Personnel's CRP.

However, the relevant exclusion will not apply if the vote is cast on that Resolution:

- as proxy or attorney for a person entitled to vote on the Resolution in accordance with their directions of how to vote as set out in the proxy appointment;
- as proxy for a person entitled to vote on the Resolution by the Chair pursuant to an express authorisation to exercise the proxy to vote as the Chair thinks fit; or

- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolutions 4, 5 and 6 | Grant of Performance Rights to Executive Directors, Wesley Coote, Anthony Ganter and Colin Kangisser

Resolutions 4, 5 and 6 seek Shareholder approval for the purpose of Listing Rule 10.14 and for all other purposes to grant Performance Rights to Mr Wesley Coote (Group Managing Director and CEO), Mr Anthony Ganter (Group Chief Business Development and Strategy Officer) and Mr Colin Kangisser (Chief Executive Officer, Eyes & Ears division) pursuant to the Company's Performance Rights Plan. The Performance Rights will be issued no later than 30 June 2022. Each Performance Right will entitle Mr Coote, Mr Ganter and Mr Kangisser to acquire one Share, subject to meeting Vesting Conditions and the Service Condition (see below).

The Performance Rights Plan was approved by Shareholders at the Annual General Meeting on 20 November 2019 for the purpose of Listing Rule 7.2 (Exception 13) and for all other purposes.

If the shareholders do not approve of the proposed issue of the Performance Rights under Resolutions 4, 5 and 6, the proposed issue will not proceed. This may impact the Company's ability to incentivise the Executive Directors and align their interests with the interests of shareholders and with the remuneration arrangements of the Company's other executives. In this instance, the Board may need to consider alternative remuneration arrangements.

Group Managing Director Remuneration

Wesley Coote is the Group Managing Director and CEO of the Company.

The Company's remuneration strategy for Mr Coote comprises:

- Total fixed remuneration (TFR), consisting of base salary, superannuation and other benefits;
- Short-term incentives (STI) with a maximum opportunity of 50% of base salary; and
- Long Term Incentives (LTI) with a maximum opportunity of 100% of base salary.

The Board (other than Mr Coote) considers it appropriate to award Performance Rights to Mr Coote. Details of Mr Coote's remuneration entitlements for the financial year ended 30 June 2021 are set out in the Company's 2021 Annual Report on page 21.

The Board (other than Mr Coote), subject to Shareholder approval of Resolution 4, proposes to grant 187,500 Performance Rights (2022 Performance Rights) to Mr Coote.

Group CBDSO Remuneration

Anthony Ganter is the Group Chief Business Development and Strategy Officer for the Company.

The Company's remuneration strategy for Mr Ganter comprises:

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- Total fixed remuneration (TFR), consisting of base salary, superannuation and other benefits;
- Short-term incentives (STI) with a maximum opportunity of 50% of base salary; and
- Long Term Incentives (LTI) with a maximum opportunity of 40% of base salary.

The Board (other than Mr Ganter) considers it appropriate to award Performance Rights to Mr Ganter. Details of Mr Ganter's remuneration entitlements for the financial year ended 30 June 2021 are set out in the Company's 2021 Annual Report on page 21.

The Board (other than Mr Ganter), subject to Shareholder approval of Resolution 5, proposes to grant 36,000 2022 Performance Rights to Mr Ganter.

CEO Eyes and Ears Remuneration

Colin Kangisser is the Chief Executive Office, Eyes and Ears Division for the Company.

The Company's remuneration strategy for Mr Kangisser comprises:

- Total fixed remuneration (TFR), consisting of base salary, superannuation and other benefits;
- Short-term incentives (STI) with a maximum opportunity of 50% of base salary; and
- Long Term Incentives (LTI) with a maximum opportunity of 40% of base salary.

The Board (other than Mr Kangisser) considers it appropriate to award Performance Rights to Mr Kangisser. Details of Mr Kangisser's remuneration entitlements for the financial year ended 30 June 2021 are set out in the Company's 2021 Annual Report on page 21.

The Board (other than Mr Kangisser), subject to Shareholder approval of Resolution 6, proposes to grant 45,000 2022 Performance Rights to Mr Kangisser.

Why is Shareholder Approval Required?

Listing Rule 10.14 requires a listed company to obtain Shareholder approval prior to the issue of securities under an employee incentive scheme to a director of a Company or his or her Associates. As Mr Coote, Mr Ganter and Mr Kangisser are Directors of the Company, in accordance with Listing Rules, any issue of Performance Rights to them requires prior approval of Shareholders.

Once approval is obtained pursuant to Listing Rule 10.14, the Company is entitled to rely on Listing Rule 10.12, Exception 8 as an exception to any requirement that may otherwise apply requiring Shareholder approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1 (Listing Rule 7.2 Exception 14).

Listing Rule 7.1 sets an aggregate limit on the number of equity securities a listed entity can issue over any 12 month period without security holder approval. This limit, broadly equivalent to 15% of the entity's fully paid ordinary issued capital, is often referred to as the entity's 15% Placement Capacity. The 15% Placement Capacity under LR 7.1 is available to all listed entities, and is automatically replenished every 12 months on a rolling basis. There are no conditions on the type of equity securities that can be issued under a listed entity's 15% Placement Capacity or the price at which they can be issued.

Due to exception 14 in Listing Rule 7.2, if Shareholder approval is given under Listing Rule 10.14, the issue of equity securities to the Executive Directors will not count towards the Company's 15% Placement Capacity or require separate approval under Listing Rule 7.1.

2022 Performance Rights

Resolutions 4, 5 and 6 seek approval for the purposes of Listing Rule 10.14 and for all other purposes, to make the grant of 187,500 2022 Performance Rights to Mr Coote, 36,000 2022 Performance Rights to Mr Ganter and 45,000 2022 Performance Rights to Mr Kangisser respectively and the issue of Shares to them on the exercise of any such Performance Rights, in accordance with the terms and conditions of the Performance Rights Plan.

Conditions and Important Dates

The vesting date for the 2022 Performance Rights will be 31 August 2024 (**Vesting Date**), subject to meeting the Vesting Conditions and Service Conditions (set out below). The 2022 Performance Rights will expire on 31 October 2024, if not exercised, lapsed or forfeited earlier.

Vesting Conditions

The number of 2022 Performance Rights which will vest in accordance with the Performance Rights Plan rules is dependent on, and subject to, satisfaction of the following conditions (together, the **Vesting Conditions**):

1. EPS Growth

- Compounding annual growth in underlying Earnings Per Share (**underlying EPS**) for the period from 1 July 2021 to 30 June 2024 must be greater than 10% per annum.
- The underlying EPS results to be used will be the Basic EPS recorded in the Company's audited financial statements in the relevant years, adjusted for one-off and non-recurring items and the amortisation of customer lists, as determined by the Board in its discretion.
- 50% of the Performance Rights will be exercisable if this condition is achieved.

2. Total Shareholder Return

- Total Shareholder Return (**TSR**) to exceed 150% for the period from 1 Jul 2021 to 30 June 2024, with TSR calculated as follows:
 - $TSR = (Price\ End - Price\ Begin + Dividends) / Price\ Begin$
- Where:
 - Price Begin = share price as at 1 July 2021;
 - Price End = share price as at 30 June 2024, and
 - Dividends = total dividends paid per share during the period from 1 July 2021 to 30 June 2024.
- 50% of the Performance Rights will be exercisable if this condition is achieved.

Any 2022 Performance Rights which fail to meet the relevant Vesting Conditions before the relevant Vesting Date shall immediately lapse. There will be no re-testing.

Service Conditions

All of the 2022 Performance Rights are subject to Mr Coote, Mr Ganter and Mr Kangisser respectively satisfying the service conditions, being continuous employment with the Company from the date of grant of the 2022 Performance Rights until the Vesting Date, subject to the Board exercising its discretion to determine otherwise.

Other information

If either Mr Coote, Mr Ganter or Mr Kangisser cease employment before the Vesting Conditions are satisfied, the number of Performance Rights available to be exercised will be determined by

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the Board in their absolute discretion depending on the circumstances of that person's resignation.

If, in the Board's opinion, Mr Coote, Mr Ganter or Mr Kangisser has acted fraudulently or dishonestly or is in breach of their material obligations to the Company, the Board may determine that any or all of the 2022 Performance Rights granted to that person which have not yet vested, lapse.

Specific information required under the Listing Rules

The following additional information is provided in accordance with Listing Rule 10.15 in relation to Resolutions 4, 5 and 6.

LR10.15.2: Which category in Listing Rules 10.14 is applicable	Mr Wesley Coote, Mr Anthony Ganter and Mr Colin Kangisser are each Directors of the Company and fall within the Listing Rule 10.14.1 category.
10.15.3: Maximum number of 2022 Performance Rights to be issued	The Company is seeking approval to issue: <ul style="list-style-type: none"> Mr Wesley Coote: 187,500 2022 Performance Rights; Mr Anthony Ganter: 36,000 2022 Performance Rights; and Mr Colin Kangisser: 45,000 2022 Performance Rights
LR 10.15.4: Details (including the amount) of the Directors' current total remuneration package	Current total remuneration package: <ul style="list-style-type: none"> Mr Wesley Coote: \$370,000 per annum (inclusive of superannuation) plus short and long-term incentives; Mr Anthony Ganter: \$218,000 per annum (inclusive of superannuation) plus short and long-term incentives; and Mr Colin Kangisser: \$320,000 per annum (inclusive of superannuation) plus short and long-term incentives.
LR 10.15.5: Number of securities that have previously been issued to Mr Coote, Mr Ganter and Mr Kangisser under the Performance Rights Plan	<ul style="list-style-type: none"> Mr Wesley Coote: 364,963 Performance Rights; Mr Anthony Ganter: 218,115 Performance Rights; and Mr Colin Kangisser: nil Performance Rights. <p>No consideration has been paid in respect of these Performance Rights.</p>
LR10.15.6: Summary of material terms of Performance Rights	The key terms of the 2022 Performance Rights are set out in this Explanatory Note and in the summary of the Performance Rights Plan set out in Schedule 1 to the Explanatory Notes.
LR10.15.6: Why Performance Rights are being used	The Company considers the Performance Rights to be an effective incentive as they will only vest and become exercisable where relevant performance hurdles and employment service conditions have been met.
LR10.15.6: Value of Performance Rights	The 'fair value' of the Performance Rights for accounting purposes will be determined at the date of grant of the 2022 Performance Rights and the value expensed over the relevant service periods after taking account of any market

	and non-market vesting conditions in accordance with AASB-2. The fair value of Performance Rights to be issued is estimated to be between \$150,000 and \$300,000.
LR 10.15.7: Date of issue	If the Resolutions are passed, the 2022 Performance Rights will be issued no later than 30 June 2022.
LR 10.15.8: Issue Price	The Issue Price for the 2022 Performance Rights is nil.
LR 10.15.9: Summary of the material terms of the Performance Rights Plan	A summary of the material terms of the Performance Rights Plan is set out in Schedule 1 to the Explanatory Notes.
LR 10.15.10: Loan	No loan will be provided by the Company in relation to the grant or exercise of the 2022 Performance Rights.
LR 10.15.11:	<ul style="list-style-type: none"> Details of any 2022 Performance Rights granted to Mr Coote, Mr Ganter and Mr Kangisser (and Shares issued upon their vesting) will be published in the annual report of the Company relating to the period in which they have been granted or issued, together with a note that approval of the grant and issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Performance Rights Plan after these Resolutions are approved and who were not named in this Notice of Meeting and Explanatory Notes will not participate until approval is obtained under that Listing Rule.
Other information:	<ul style="list-style-type: none"> Any dealing in Shares is subject to the constraints of Australian insider trading laws and the Company's Share Trading Policy. Participants are specifically prohibited from hedging their Company share price exposure in respect of their Performance Rights during the vesting period

Non-Executive Directors' views and recommendations

The Non-Executive Directors believe that the success of the Group will largely depend on the leadership, skills and motivation of Mr Coote, Mr Ganter and Mr Kangisser in overseeing the management of the Group's operations and strategy implementation. In deciding to recommend the issue of 2022 Performance Rights to Mr Coote, Mr Ganter and Mr Kangisser, the Non-Executive Directors:

- took into account the nature of Mr Coote's, Mr Ganter's and Mr Kangisser's leadership positions within the Group, the function and purpose of the LTI component of the Company's remuneration framework and have considered these against the practices of other ASX listed companies
- consider that the grant of the 2022 Performance Rights is an appropriate form of remuneration and is part of a reasonable remuneration package taking into account the Group's circumstances and the circumstances of Mr Coote, Mr Ganter and Mr Kangisser, and

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- (c) believe that it is in the best interests of Shareholders to approve Resolutions 4, 5 and 6 as the grant of the 2022 Performance Rights appropriately aligns Mr Coote's, Mr Ganter's and Mr Kangisser's remuneration and Shareholder return due to the Vesting Conditions and Service Conditions that must be achieved for the 2022 Performance Rights to vest.

Non-Executive Directors' Recommendation

The Non-Executive Directors recommend that Shareholders vote in favour of Resolutions 4, 5 and 6, and the Chairman of the Meeting intends to vote undirected proxies in favour of this resolution.

Voting Exclusion Statement for Resolutions 4, 5 and 6

The Company will disregard any votes cast in favour of Resolutions 4, 5 or 6 by or on behalf of:

- Mr Coote, Mr Ganter or Mr Kangisser; or
- an Associate of either Mr Coote, Mr Ganter or Mr Kangisser, regardless of the capacity in which the vote is cast; or
- any person who is referred to in Listing Rule 10.14 and is eligible to participate in the 2022 Performance Rights.

However, this does not apply to a vote cast in favour of any of Resolutions 4, 5 or 6 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- the Chair of the meeting as proxy for a person entitled to vote on the Resolution in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will also disregard any votes cast in favour of Resolutions 4, 5 or 6 by a member of the Key Management Personnel, or a closely related party of that Key Management Personnel, that is appointed as proxy where the proxy appointment does not specify the way the proxy is to vote on each Resolution, unless:

- the proxy is the Chair of the meeting at which the Resolution is voted on; and
- the proxy appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Resolution 7 | Ratification of agreement to issue Shares to the Vendor of BIM IP

As announced on 20 September 2021, the Company has entered into an agreement to acquire the Back In Motion Health Group (the **Acquisition**).

As part of the Acquisition, the Company will acquire 100% of the shares in BIM IP Pty Ltd ACN 652 803 748 (**BIM IP**) from BIM Management Services Pty Ltd ACN 115 323 469 as trustee for The BIM Investment Trust (**BIM IP Vendor**), (**BIM IP Acquisition**).

The Company has agreed to issue Shares in the Company to the directors of the BIM IP Vendor valued at approximately \$5.525m as part consideration for the BIM IP Acquisition (**BIM IP Consideration Shares**).

Listing Rule 7.1 generally restricts listed companies from issuing equity securities in any 12 month period, in excess of 15% of the number of issued securities of the company at the beginning of the 12 month period, without prior Member approval or under an exception in Listing Rule 7.2.

Listing Rule 7.4 provides that where the holders of ordinary securities in a company subsequently approve a previous issue of, or agreement to issue, securities, those securities will be deemed to have been made with Member approval for the purpose of Listing Rule 7.1 provided the previous issue did not breach Listing Rule 7.1.

This Resolution seeks ratification of the issue of the BIM IP Consideration Shares on the terms as outlined below.

The BIM IP Consideration Shares were issued on 5 October 2021 pursuant to the Company's 15% placement capacity under Listing Rule 7.1. However, ratification of the agreement is being sought from Shareholders pursuant to Listing Rule 7.4 to provide flexibility for the Company to issue further Shares without Shareholder approval, including for future issues of Shares as part consideration to vendors in connection with the Company's continued acquisition strategy.

If Resolution 7 is passed, the BIM IP Consideration Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

If Resolution 7 is not passed, the BIM IP Consideration Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

Additional information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the BIM IP Consideration Shares:

- (a) the BIM IP Consideration Shares were issued to the BIM IP Vendor;
- (b) the BIM IP Consideration Shares were issued at completion of the BIM IP Acquisition. Completion occurred on the 30 September 2021;
- (c) the issue price was \$1.80 per Share;

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- (d) the total value of the BIM IP Consideration Shares was \$5,524,999.20 and a total of 3,069,444 Shares were issued;
- (e) the purpose of the issue was to provide part of the consideration for the BIM IP Acquisition and no cash will be received by the Company for the issue of the BIM IP Consideration Shares; and
- (f) the BIM IP Consideration Shares were issued under an agreement, the material terms of which are summarised in Schedule 2.

Board recommendation:

The Board recommends that Shareholders vote in favour of Resolution 7, and the Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusion for Resolution 7

The Company will disregard any votes cast in favour of the Resolution by:

- the BIM IP Vendor, and any other person who will receive a material benefit as a result of the proposed issue of the BIM IP Consideration Shares, (except a benefit solely by reason on being a holder of Shares); and
- any Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to them to vote on the Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolutions 8 and 9| Ratification of agreement to issue Shares to the BIM Clinic Vendors

As part of the Acquisition announced on 20 September 2021, the Company has entered into an agreement to acquire the Back In Motion Health Group (the **Acquisition**).

As part of the Acquisition, the Company will acquire 100% of the business and assets in the following BIM Clinics:

- Cranbourne from Dr Andrew B. Arnold Pty Ltd ACN 080 885 141 as trustee for Arnold Family Trust (**Cranbourne Vendor**);

- Point Cook and Werribee from Wyndham Wellness Centre Pty Ltd ACN 601 568 594 (**PCW Vendor**),

(the Cranbourne Vendor and the PCW Vendor together the **BIM Clinic Vendors**).

The Company has agreed to issue:

- 15,578 Shares to the Cranbourne Vendor as consideration for the acquisition of the Cranbourne BIM Clinic; and
 - 119,581 Shares to the PCW Vendor as consideration for the acquisition of the Point Cook and Werribee BIM Clinics,
- (**Clinic Consideration Shares**).

Listing Rule 7.1 generally restricts listed companies from issuing equity securities in any 12 month period, in excess of 15% of the number of issued securities of the company at the beginning of the 12 month period, without prior Member approval or under an exception in Listing Rule 7.2.

Listing Rule 7.4 provides that where the holders of ordinary securities in a company subsequently approve a previous issue of, or agreement to issue, securities, those securities will be deemed to have been made with Member approval for the purpose of Listing Rule 7.1 provided the previous issue or agreement did not breach Listing Rule 7.1.

This Resolution seeks ratification of the agreement to issue the Clinic Consideration Shares on the terms as outlined below.

The agreement to issue the Clinic Consideration Shares was entered into pursuant to the Company's 15% placement capacity under Listing Rule 7.1. However, ratification of the agreement is being sought from Shareholders pursuant to Listing Rule 7.4 to provide flexibility for the Company to issue further Shares without Shareholder approval, including for future issues of Shares as part consideration to vendors in connection with the Company's continued acquisition strategy.

The agreement to issue, and the issue of, the Clinic Consideration Shares is not conditional upon Shareholders passing Resolutions 8 and 9.

If Resolutions 8 and 9 are passed, the Clinic Consideration Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

If Resolutions 8 and 9 are not passed, the Clinic Consideration Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

Additional information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the Clinic Consideration Shares:

- (a) the Clinic Consideration Shares will be issued to the Clinic Vendors;
- (b) the Clinic Consideration Shares will be issued at completion of the respective BIM Clinic's acquisition by the Company. Completion of the Point Cook and Werribee BIM Clinics is currently targeted for on or before 31 October 2021 and the

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Cranbourne BIM Clinic is currently targeted for on or before 31 October 2021 but that date may change. If the Clinic Consideration Shares are issued more than 3 months after the date of the AGM, the approval under Resolutions 8 and 9 will not apply to those Shares;

- (c) the issue price will be \$1.80 per Share, representing a total value of \$243,289.26 (\$1.80 x 135,161);
- (d) the purpose of the issue is to provide part of the consideration for the acquisition of the business and assets in the Cranbourne, Point Cook and Werribee BIM Clinics, and no cash will be received by the Company for the issue of the Clinic Consideration Shares; and
- (e) the Clinic Consideration Shares are to be issued pursuant to each agreement entered into by the Company and each BIM Clinic Vendor, the material terms of which are summarised in the Company's ASX announcement dated 20 September 2021, which is available at <https://investors.healthia.com.au/investor-centre/> and set out below:
 - (i) *(conditions)* each BIM Clinic Acquisition is conditional on the Company satisfactorily completing its due diligence enquiries, receiving third party and lessor consent, board approval by the Company, approval by the Company's financiers. certain vendors entering into employment contracts with the Company etc.;
 - (ii) *(Restrictive covenants)* each BIM Clinic Vendor and each of their directors are subject to customary non-compete obligations for a period of up to 2 years within an area of up to 10km's from any place which the business is conducted from by that BIM Clinic Vendor.
 - (iii) *(Key employees)* 100% of the professional employees and 90% of the administrative employees of each of the BIM Clinic Vendors are required to accept employment with the Company on no less favourable terms as their current employment with the BIM Clinic Vendors.
 - (iv) *(Warranty & Indemnity insurance)* customary warranties relating to the conduct of the businesses and their assets.
 - o Time Limit: Claims for breaches of warranties and indemnities under the agreement may be made up to 12 months after completion.
 - o The maximum amount recoverable by the Company for its losses for any claims for breaches of warranties or indemnities is the aggregate of 50% of the purchase price and any amount received by the Company from a restricted party in relation to a claim which it is required to reimburse.

Board recommendation:

The Board recommends that Shareholders vote in favour of Resolutions 8 and 9, and the Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusion for Resolutions 8 and 9

The Company will disregard any votes cast in favour of the Resolution by:

- each BIM Clinic Vendor, and any other person who will receive a material benefit as a result of the proposed issue of the Clinic Consideration Shares, (except a benefit solely by reason on being a holder of Shares); and
- any Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to them to vote on the Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 10| Ratification of previous issue of Placement Shares

As announced on 20 September 2021, the Company undertook a fully underwritten institutional placement (**Placement**). Under the Placement, 12,371,320 Shares were issued at a price of \$1.80 per Share to certain professional and sophisticated investors (**Placement Shares**).

This resolution seeks ratification of the issue of the Placement Shares to the allottees set out below, for the purpose of Listing Rule 7.4 and for all other purposes.

Listing Rule 7.1 generally restricts listed companies from issuing equity securities in any 12 month period, in excess of 15% of the number of issued securities of the company at the beginning of the 12 month period, without prior Member approval or under an exception in Listing Rule 7.2.

Listing Rule 7.4 provides that where the holders of ordinary securities in a company subsequently approve a previous issue of, or agreement to issue, securities, those securities will be deemed to have been made with Member approval for the purpose of Listing Rule 7.1 provided the previous issue did not breach Listing Rule 7.1.

Placement Shares were issued pursuant to the Company's 15% placement capacity under Listing Rule 7.1. However, ratification of the agreement is being sought from Shareholders pursuant to Listing Rule 7.4 to provide flexibility for the Company to issue further Shares without Shareholder approval, including for future issues of Shares as part consideration to vendors in connection with the Company's continued acquisition strategy.

If Resolution 10 is passed, the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without

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Shareholder approval over the 12 month period following the Issue Date.

If Resolution 10 is not passed, the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

Additional information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the Placement:

- (a) the Placement Shares were allotted to new institutional investors and existing institutional investors;
- (b) the issue price was \$1.80 per share, which represented a 9.3% discount per share to the 5-day VWAP price of \$1.985 for trading up to and including Friday, 17 September 2021;
- (c) the total number of Placement Shares was 12,371,320 Shares, representing a total value of \$22,268,376.00;
- (d) the Placement Shares were allotted on Tuesday, 28 September 2021;
- (e) the Placement Shares were issued as fully paid ordinary shares ranking equally with existing Shares; and
- (f) the purpose of the Placement was to partly fund the Acquisition, for future acquisitive growth opportunities and for working capital purposes.

Further details can be found in the Company's ASX announcement dated 20 September 2021, which is available at <https://investors.healthia.com.au/investor-centre/>.

Board recommendation:

The Board recommends that Shareholders vote in favour of Resolution 10, and the Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusion for Resolution 10

The Company will disregard any votes cast in favour of the Resolution by:

- an allottee who participated in the issue of Shares under the Placement, and any other person who will receive a material benefit as a result of the Placement; and
- any Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to them to vote on the Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of

a person excluded from voting, on the Resolution; and

- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 11 - Approval of Financial Assistance - BIM IP Acquisition

Financing

The Company will fund the consideration payable in respect of the Acquisition by a combination of Shares, debt under the Debt Facility Agreement and existing cash reserves.

A condition of the Debt Facility Agreement is that the following completion of the Acquisition the Company's Financiers will take a General Security Agreement security over BIM IP.

Requirements for Shareholder approval

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company, or its holding company, only in certain circumstances, one of which is where the assistance is approved by shareholders under section 260B of the Corporations Act.

Section 260B(2) of the Corporations Act provides that if the company providing financial assistance will become a subsidiary of a listed domestic corporation immediately after the acquisition referred to in section 260A occurs, approval will also be required (by way of a special resolution) from the shareholders of the listed corporation. Accordingly, for BIM IP to give financial assistance in connection with the BIM Acquisition, the approval of Shareholders is required under Resolution 11. For Resolution 11 to be passed, at least 75% of the votes cast by members entitled to vote on the Resolution present in person, or by proxy or representative must be in favour of the Resolution.

It is a requirement of the Debt Facility Agreement that BIM IP has entered into, or proposes to enter into, that BIM IP and the Company obtain shareholder approval so that BIM IP may give security to the Financiers over their assets and undertaking.

The Company and its subsidiaries may, from time to time, arrange refinancing and additional financing facilities (including working capital facilities) of an amount to be decided in the future. In order to secure and to regulate the obligations of the Company and any subsidiary in relation to such financing facilities, BIM IP may be asked to enter into new facilities agreements as an obligor or give one or more of a guarantee, indemnity or security interest over its assets (whether by way of mortgage, charge or otherwise) to secure each obligor's obligations under any new facilities agreement and any related document.

The entering into and performing of obligations under any of these documents by BIM IP may constitute the giving of financial assistance to the Company in connection with the acquisition by the Company of the shares in BIM IP and approval for such financial assistance is also being sought by Resolution 11.

Effects of the proposed financial assistance

The adverse effects that may result in the case of each of the TOC Entities due to that company entering into the security are that:

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- (a) BIM IP will become liable (as a guarantor) under the Debt Facility Agreement and that BIM IP's assets may become subject to enforcement action by the Financiers under the Debt Facility Agreement if a default under that agreement occurs;
- (b) it may affect BIM IP's ability to borrow money in the future because a financier may be deterred by the existence of the security;
- (c) if the Company or other obligors fail to pay amounts due or perform obligations in accordance with the Debt Facility Agreement then the Financiers may enforce the security against BIM IP; and
- (d) in the event of the winding up of BIM IP, the Financiers under the Debt Facility Agreement will rank ahead of the Company and other unsecured creditors with respect to the amounts payable in connection with the security.

The Board considers that BIM IP will benefit from becoming subsidiaries (directly or indirectly) of the Company in that each may gain access to:

- (a) working capital or inter-company loans at beneficial rates; and/or
- (b) management's expertise and business strategies developed by the Company and its subsidiaries.

Accordingly, the Board has formed the view that the giving of financial assistance and entering into the security by BIM IP will not materially prejudice the interests of BIM IP or their shareholders. However, the Board considers it prudent and consistent with good business practice to seek Shareholders' approval.

The Board has also formed the view that the giving of financial assistance and entering into the security is in the best interests, and for the corporate benefit, of the Company and its Shareholders because (among other things):

- (a) the Group's financing arrangements will be more flexible and secured; and
- (b) if Resolution 11 is not approved, BIM IP may not be able to give the security contemplated by the Debt Facility Agreement. In those circumstances, the conditions of the Debt Facility Agreement may be breached, whereupon the Company may need to seek alternative funding to replace the funding provided under the Debt Facility Agreement, which funding may not be available on terms as favourable as those provided under the Debt Facility Agreement (or at all), and further, the Company could expect to incur significant transaction costs in connection with such a refinance.

This information has been provided in accordance with section 260B(4) of the Corporations Act, being all information known to the Company that is material to the decision of a Shareholder whether to approve the financial assistance (other than information which the Company has previously disclosed to Shareholders).

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 11, and the Chairman of the Meeting intends to vote undirected proxies in favour of this resolution.

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GLOSSARY

Defined Terms	Meaning
2022 Performance Rights	The Performance Rights proposed to be granted to Mr Coote, Mr Ganter and Mr Kangisser as described in the Explanatory Notes for Resolutions 4, 5 and 6.
Acquisition	The Company's acquisition of the Back In Motion Health Group.
Associate	The meaning given in the Listing Rules.
Auditor	BDO.
Annual General Meeting or AGM	The annual general meeting of Shareholders of the Company.
ASX	ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
BDO	BDO Audit Pty Ltd ACN 134 022 870.
BIM Clinic	Back In Motion Physiotherapy Clinic.
BIM Clinic Acquisitions	The meaning given in the Explanatory Notes for Resolutions 8 and 9.
BIM Clinic Vendors	the Cranbourne Vendor and the PCW Vendor.
BIM IP	BIM IP Pty Ltd ACN 652 803 748.
BIM IP Acquisition	The meaning given in the Explanatory Notes for Resolution 7.
BIM IP Consideration Shares	The meaning given in the Explanatory Notes for Resolution 7.
BIM IP Vendor	BIM Management Services Pty Ltd ACN 115 323 469 as trustee for The BIM Investment Trust.
Board	The board of Directors of the Company.
Chairman or Chair	The person appointed to chair the Meeting.
Clinic Consideration Shares	The meaning given to it in the Explanatory Notes for Resolutions 8 and 9.
Closely Related Party or CRP	(As defined in the Corporations Act) of a member of the Key Management Personnel for an entity means: a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or the member's spouse; or d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this paragraph.
Corporations Act	The Corporations Act 2001 (Cth).
Company or Healthia	Healthia Limited ACN 626 087 223.
Constitution	The constitution of the Company, as amended from time to time.
Cranbourne Vendor	Dr Andrew B. Arnold Pty Ltd ACN 080 885 141 as trustee for Arnold Family Trust
Debt Facility Agreement	the Syndicated Facilities Agreement with Australia and New Zealand Banking Group Limited, National Australia Bank and the Bank of Queensland Limited (as amended from time to time).
Directors	The directors of the Company from time to time (each a Director).
Financiers	Australia and New Zealand Banking Group Limited, National Australia Bank and the Bank of Queensland Limited.
Group	Healthia Limited and its wholly owned subsidiaries from time to time.
Key Management Personnel	(As defined in the Corporations Act) those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group.
Listing Rules	The Listing Rules of ASX.
Managing Director	The managing director of the Company.
Meeting	This meeting.
Non-Executive Directors	The non-executive directors of the Company.
Notice	The Notice of Meeting which accompanies the Explanatory Notes.
Performance Right	A right to acquire or to be transferred a Share in accordance with the terms of which they are granted by the Board, at its discretion, and the rules of the Performance Rights Plan.
Performance Rights Plan	The Healthia Ltd Performance Rights Plan, approved by the Shareholders at the Annual General Meeting on 20 November 2019.
Placement	The meaning given to it in the Explanatory Notes for Resolution 10.
Placement Shares	The meaning given to it in the Explanatory Notes for Resolution 10.
PCW Vendor	Wyndham Wellness Centre Pty Ltd ACN 601 568 594.
Remuneration Report	The section of the Directors' Report contained in the annual Financial Report of the Company for the year ended 30 June 2021 entitled 'Remuneration Report'.
Service Conditions	The service conditions that must be satisfied before 2022 Performance Rights can vest, as described in the Explanatory Notes for Resolutions 4, 5 and 6.
Shareholder	A registered holder of shares in the Company.
Shares	Fully paid ordinary shares in the capital of the Company (each a Share).
TSR	The meaning given in the Explanatory Notes for Resolutions 4, 5 and 6.

Explanatory Notes

Defined Terms	Meaning
Underlying EPS	The meaning given in the Explanatory Notes for Resolutions 4, 5 and 6.
Vesting Condition	The performance hurdles or other conditions that must be satisfied before 2022 Performance Rights can vest, as described in the Explanatory Notes for Resolutions 4, 5 and 6.
Vesting Date	31 August 2024.
Volume Weighted Average Market Price	The meaning given in the Listing Rules.

Schedule 1 - Summary of Performance Rights Plan

The key terms of the Performance Rights Plan are set out below:

Plan Terms/Conditions	Details
Purpose	The purpose of the Plan is to encourage employees to share in the ownership of the Company and to promote the long-term success of the Company as a goal shared by all employees.
Eligibility	Permanent employees or executive directors of the Company or any related body corporate of the Company.
Form of awards	Awards may be paid in the form of cash or equity (which may include Shares, rights, options or other securities). A right is a right to acquire a Share and can take the form of: Performance Rights, which, once issued are subject to vesting conditions specified in the offer that must be satisfied before an award can be exercised or is no longer subject to forfeiture; and Service Rights, which, once issued are subject to vesting conditions that relate only to the continued employment of the employee that must be satisfied before an award can be exercised or is no longer subject to forfeiture.
Offers of awards	The Company may, at the discretion of the Board, offer and issue awards to eligible employees. Each offer must be in writing, including an application if acceptance is required, and specify details of the offer including: <ul style="list-style-type: none"> the type of awards being offered; the number of awards being offered; any vesting conditions for the awards; the issue price and/or exercise price for the awards, or the manner in which the issue price and/or exercise price is to be determined; the expiry date (if any); any restriction period; any other terms or conditions that the Board decides to include, which may include the terms and conditions of a clawback or other policy approved by the Board from time to time; and any other matters required to be specified in the offer by either the Corporations Act or the Listing Rules.
Vesting and exercise awards	Awards will vest and become exercisable upon the satisfaction of any vesting conditions specified in the offer and in accordance with the rules of the Plan. Vesting conditions may include performance conditions and/or service conditions, as determined by the Board. Vesting conditions may be waived at the absolute discretion of the Board (and subject to the terms of the award).
Settlement of awards that have vested	Vested awards may be settled by equity and/or cash as specified by the offer or as determined at the discretion of the Board. Rights issued under the Plan will not be quoted on the ASX and do not carry any dividend or voting rights prior to vesting. All Shares issued or transferred to participants will be quoted on the ASX and will rank equally on and from the date of issue or transfer with all existing Shares then on issue.
Forfeiture of awards	Unless the Board determines otherwise, unvested awards will be forfeited if the vesting conditions in the offer are not satisfied.
Award restrictions	Subject to the Board determining otherwise, an award must not be sold, transferred or otherwise disposed of during the vesting period. The holders of awards are prohibited from entering into transactions or arrangements, including by way of derivatives or similar financial productions, which limit the economic risk of holding unvested awards. Participants are specifically prohibited from hedging their Company share price exposure in respect of their Performance Rights during the vesting period.
Change of control	In the event of a change of control, the Board will determine in its absolute discretion the manner in which all unvested and vested awards will be dealt with, including with consideration to the nature and circumstances of the change of control
Adjustments	Subject to the Listing Rules and applicable law, if the Company makes any new issue of securities or alterations to its capital by way of bonus issue or reorganisation of capital, the Board may in its absolute discretion make adjustments to an award as it sees fit with regard to the circumstances of the alteration to capital.

Schedule 1 - Summary of Performance Rights Plan

Plan Limit	<p>The Company must only offer an award under the Plan in reliance on ASIC Co 14/1000 if it has reasonable grounds to believe that the number of underlying Shares that may be issued under the offer, and underlying Shares issued or that may be issued as a result of offers made at any time during the previous three year period under certain employee incentive schemes, will not exceed 5% of the total number of underlying Shares in that class on issue.</p> <p>In no circumstances will awards be granted under the Plan if it is an issue of securities that combined with all other outstanding employee share scheme interests would exceed 10% of the Company's then outstanding issued capital.</p>
Use of a share trust	The Board may use a share trust or other mechanism for the purpose of holding Shares as relevant to the delivery of Shares on the exercise of any awards.
Administration of the Plan	The Plan will be administered by the Board. Any powers or discretions conferred on the Board by the Plan rules may be exercised by the Board (or its delegate) in its absolute discretion.
Amendment of the Plan	<p>The Plan may be suspended, terminated or amended at any time by the Board, subject to any resolution of the Company required by the Listing Rules and provided that no amendment to the Plan may be made which materially prejudices the rights of existing Participants other than an amendment introduced primarily:</p> <ul style="list-style-type: none"> • for the purpose of complying with or conforming to present or future State, Territory or Commonwealth legislation or the Listing Rules; • to correct any manifest error or mistake; or • for the purpose of enabling Participants to receive a more favourable taxation treatment in respect of their participation in the Plan.

Schedule 2 - Summary of BIM IP Acquisition

Item	Key terms
1. Acquisition	<p>Healthia's subsidiaries BIM Physiotherapy Group Holding Pty Ltd (Buyer) will acquire the Back In Motion Group which includes the BIM IP Acquisition, under which BIM Physiotherapy has entered into a sale and purchase agreement for the acquisition of:</p> <ul style="list-style-type: none"> 100% of the issued capital in BIM IP Pty Ltd which owns the brands, trademarks and other intellectual property used and other assets used in the Back in Motion Group; and 33% of the share capital in Software Group Holdings Pty Ltd which develops and operates the EVO software used in the BIM Clinics.
2. Parties	<p>The following entities are party to the sale and purchase agreement:</p> <ul style="list-style-type: none"> Healthia; the Buyer; BIM Management Services Pty Ltd (ACN 115 323 469) as trustee for The BIM Investments Trust (BIM IP Vendor); Back In Motion Physiotherapy Pty Ltd ACN 109 945 388; and Jason T. Smith (BIM Founder)
3. Transaction Price and Consideration	<p>Purchase consideration of approximately \$23.8 million before adjustments comprised of:</p> <ul style="list-style-type: none"> Issue of \$5.525 million of New Shares to the BIM IP Vendor at \$1.80 per New Share, being 3,069,444 New Shares fully paid ordinary shares in Healthia to be held in voluntary escrow¹; Cash consideration of \$16.6 million; and Deferred consideration of \$1.7 million payable no later than 12 months after completion <p><i>Notes: (1) New Shares issued to the BIM Seller to be held in voluntary escrow for 24 months.</i></p>
4. Conditions	The BIM Acquisition is conditional on assignment of the head office licence or entry into a new licence.
5. Restrictive covenants	The BIM IP Vendor, BIM Founder and their related entities are subject to customary non-compete and non-solicitation obligations for a period of up to 3 years throughout Australia and New Zealand following Completion.
6. Key employees	The BIM Founder will be engaged as a consultant and continue to advise the operations of the BIM business
7. Estimated time for Completion	The BIM Acquisition is estimated to complete during the period between 1 and 2 weeks following the date of the announcement of this Acquisition.
8. Warranties and indemnities	<p>The sale agreement contains customary warranties relating to the conduct of the businesses and their assets.</p> <ul style="list-style-type: none"> Claim thresholds: Healthia is only entitled to recover its losses for any claims for breaches of warranties or indemnities once the aggregate of claims exceeds \$250,000. Time Limit: Claims for breaches of warranties and indemnities under the agreement may be made up to 18 months after completion.
9. Termination events	The parties may terminate the agreement in the event the Conditions are not satisfied prior to 8 October 2021 or in the event a party fails to perform its obligations to complete the transaction.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Healthia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND*

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

*during business hours Monday to Friday (9:00am - 5:00pm)
and subject to public health orders and restrictions



ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +61 1300 554 474

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **11:00am (Brisbane time) on Monday, 15 November 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of Healthia Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy (an email will be sent to your appointed proxy with details on how to access the virtual meeting)

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (Brisbane Time) on Wednesday, 17 November 2021** (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/HLA21> (refer to details in the Virtual Annual General Meeting Online Guide).

Important for Resolutions 3, 4, 5 and 6: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 3, 4, 5 and 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 RE- ELECTION OF DIRECTOR - GLEN RICHARDS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 RATIFICATION OF AGREEMENT TO ISSUE SHARES TO THE VENDOR OF THE POINT COOK AND WERRIBEE BIM CLINICS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 RE- ELECTION OF DIRECTOR - LISA DALTON	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 RATIFICATION OF PREVIOUS ISSUE OF PLACEMENT SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 ADOPTION OF REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 APPROVAL OF FINANCIAL ASSISTANCE BY BIM IP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 APPROVAL OF A GRANT OF PERFORMANCE RIGHTS TO MANAGING DIRECTOR UNDER THE PERFORMANCE RIGHTS PLAN - WESLEY COOTE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 APPROVAL OF A GRANT OF PERFORMANCE RIGHTS TO EXECUTIVE DIRECTOR UNDER THE PERFORMANCE RIGHTS PLAN - ANTHONY GANTER	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 APPROVAL OF A GRANT OF PERFORMANCE RIGHTS TO EXECUTIVE DIRECTOR UNDER THE PERFORMANCE RIGHTS PLAN - COLIN KANGISSER	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 RATIFICATION OF PREVIOUS ISSUE OF SHARES TO THE VENDOR OF BIM IP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 RATIFICATION OF AGREEMENT TO ISSUE SHARES TO THE VENDOR OF THE CRANBOURNE BIM CLINIC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HLA PRX2101N