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1 November 2023

The Manager
Market Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

Takeover bid by Australian Clinical Labs Limited for Healius Limited – Extension of Offer Period

We act for Australian Clinical Labs Limited (ACN 645 711 128) (**ACL**) in relation to its off-market takeover bid under Chapter 6 of the *Corporations Act 2001* (Cth) (**Corporations Act**) for all of the ordinary shares in Healius Limited (ACN 064 530 516) (**Healius**) (**Offer**).

We attach a notice:

- of variation of the Offer in accordance with section 650D of the Corporations Act extending the period during which the Offer will remain open for acceptance to 7.00pm (Sydney time) on Thursday, 29 February 2024 (unless further extended or withdrawn in accordance with the Corporations Act); and
- in accordance with section 630(2) of the Corporations Act, of the new date for giving notice on the status of the conditions of the Offer set out in section 11.9 of ACL's replacement bidder's statement dated 14 April 2023 as a result of the extension of the period during which the Offer will remain open for acceptance.

The notice was lodged with the Australian Securities and Investments Commission and sent to Healius today.

Yours faithfully
Gilbert + Tobin

A handwritten signature in blue ink that reads 'John Williamson-Noble'.

John Williamson-Noble
Partner
T +61 2 9263 4030
JWilliamson-Noble@gtlaw.com.au

A handwritten signature in blue ink that reads 'Chris Morse'.

Chris Morse
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Notice of variation of Offer – extension of Offer Period
Sections 650D and 630(2)(b) of the Corporations Act 2001 (Cth)

Off-market takeover bid by Australian Clinical Labs Limited (ACN 645 711 128) for Healius Limited (ACN 064 530 516)

To: Australian Securities and Investments Commission (ASIC)

ASX Limited

Healius Limited (ACN 064 530 516) (Healius)

Each Healius Shareholder, and other person, referred to in section 650D(1)(c) of the Corporations Act 2001 (Cth) (as modified by ASIC Corporations (Takeover Bids) Instrument 2023/683)

Australian Clinical Labs Limited (ACN 645 711 128) (**ACL**) gives this notice in relation to its off-market takeover bid for all of the ordinary shares in Healius Limited (ACN 064 530 516), the terms and conditions of which are set out in ACL's replacement bidder's statement dated 14 April 2023 (**Bidder's Statement**) (as varied by ACL's notice of variation under section 650D(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) dated 20 July 2023 (**First Notice of Variation**)) (the **Offer**). Capitalised terms used in this notice have the same meaning given in the Bidder's Statement, unless the context requires otherwise.

1 Variation of Offer – extension of Offer Period

ACL gives notice under section 650D(1) of the Corporations Act that, pursuant to section 650C(1) of the Corporations Act, the Offer is varied by:

- (a) extending the period during which the Offer will remain open for acceptance (being the Offer Period) to 7.00pm (Sydney time) on Thursday, 29 February 2024 (unless further extended or withdrawn in accordance with the Corporations Act); and
- (b) replacing "17 November 2023" with "29 February 2024" in each place that the closing date of the Offer, or the end of the Offer Period, is referred to in the Bidder's Statement (including in the Acceptance Forms) (as varied by the First Notice of Variation).

2 New date for giving notice as to the status of Conditions

In accordance with section 630(2)(b) of the Corporations Act, ACL gives notice that:

- (a) as a result of the extension of the Offer Period, the new date for giving notice on the status of Conditions of the Offer set out in section 11.9 of the Bidder's Statement, as required by section 630(2) of the Corporations Act, is 21 February 2024 (subject to any further variation(s) in accordance with the Corporations Act). Accordingly, the reference to "9 November 2023" in the Bidder's Statement (as varied by the First Notice of Variation) as the date for giving the notice on the status of the Conditions is replaced with "21 February 2024"; and
- (b) as at the date of this notice:
 - (i) the Offer (and each contract resulting from acceptance of the Offer) is free from the Conditions contained in sections 11.9(g)(i) (relating to the Healius Group's free cash flow less growth capex for FY23) and 11.9(h) (*Accounting policies*) of the Bidder's Statement (as those Conditions have been fulfilled, as stated in the notice given by ACL under section 630(4) of the Corporations Act on 9 October 2023) (**Fulfilled Conditions**);

- (ii) the Offer (and each contract resulting from acceptance of the Offer) has not been freed from any Conditions contained in section 11.9 of the Bidder's Statement, other than the Fulfilled Conditions; and
- (iii) so far as ACL knows, none of the Conditions set out in section 11.9 of the Bidder's Statement (other than the Fulfilled Conditions) have been fulfilled at the time of giving this notice,

and, accordingly, the Offer remains subject to the Conditions (other than the Fulfilled Conditions).

3 Withdrawal rights

The variation of the Offer to extend the Offer Period will postpone for more than one month the time by which ACL must satisfy its obligations under the Offer. Accordingly, in addition to the withdrawal rights of Healius Shareholders under the terms of the Offer set out in section 11.10 of the Bidder's Statement, in accordance with section 650E of the Corporations Act, each Healius Shareholder who has validly accepted the Offer on or before the date of this notice has the right to withdraw their acceptance of the Offer by giving written notice to ACL (**Withdrawal Notice**) within one month beginning on the day after the day on which this notice is received by the relevant Healius Shareholder (**Withdrawal Period**).

A Healius Shareholder may withdraw their acceptance of the Offer:

- (a) if that Healius Shareholder's Healius Shares are held in a CHESS Holding, by having that Healius Shareholder's Controlling Participant transmit a Valid Originating Message (as defined in the ASX Settlement Operating Rules) to ASX Settlement specifying the Healius Shares to be released from Subposition (as defined in the ASX Settlement Operating Rules), in accordance with Rule 14.16 of the ASX Settlement Operating Rules; or
- (b) if that Healius Shareholder's Healius Shares are not held in a CHESS Holding, by sending a notice to that effect signed by that Healius Shareholder (or on that Healius Shareholder's behalf, in which case documentation proving that the person or persons signing the notice are authorised to do so must accompany the notice) to any of the following addresses:

Mailing address	Hand delivery	Email delivery
Link Market Services Limited Takeover Bid for Healius Locked Bag A14 SYDNEY SOUTH NSW 1235	Link Market Services Limited Takeover Bid for Healius Parramatta Square, Level 22, Tower 6, 10 DARCY STREET, PARRAMATTA NSW 2150	Takeover@linkmarketservices.com.au

If a Healius Shareholder is entitled to give, and gives, a Withdrawal Notice within the Withdrawal Period, before the end of 14 days after the day on which ACL receives the Withdrawal Notice, ACL will:

- (a) return to that Healius Shareholder any documents that were sent by the Healius Shareholder to ACL with that Healius Shareholder's acceptance of the Offer; and
- (b) if that Healius Shareholder's Healius Shares are held in a CHESS Holding, transmit to ASX Settlement a Valid Message (as defined in the ASX Settlement Operating Rules) that authorises the release of those Healius Shares from the Offer Accepted Subposition (as defined in the ASX Settlement Operating Rules) in which the CHESS Holding has been reserved in accordance with Rule 14.16.3 or Rule 14.16.5 of the ASX Settlement Operating Rules (as applicable).

Healius Shareholders who have any questions in relation to the Offer or who require further information should call the Offer Information Line on 1800 882 147 (from within Australia) or +61 1800 882 147 (from outside Australia) between 8.30am and 5.00pm (Sydney time), Monday to Friday.

4 Lodgement with ASIC

A copy of this notice was lodged with ASIC on Wednesday, 1 November 2023. ASIC takes no responsibility for the contents of this notice.

Date: 1 November 2023

Signed for and on behalf of **Australian Clinical Labs Limited** pursuant to a unanimous resolution of the ACL Directors.

A handwritten signature in black ink, appearing to read 'M Alscher', with a long horizontal flourish extending to the right.

Michael Alscher
Chair and Non-executive Director
Australian Clinical Labs Limited