

ASX ANNOUNCEMENT

Buy-Back of Unmarketable Parcels of Shares

Brisbane, 6 February 2024: Health and Plant Protein Group Limited (ASX: HPP) (**HPP**) is pleased to announce that it intends to undertake a minimum holding buy-back (**Buy-Back**), to buy-back unmarketable parcels of shares in HPP at a price of A\$0.042 per share (**Buy-Back Price**), being the last closing price of HPP's shares prior to its suspension on 28 August 2023.

Under the ASX Listing Rules, any shareholding valued at less than A\$500 is considered to be an 'unmarketable parcel' of shares (**Unmarketable Parcel**). Based on the Buy-Back Price, an Unmarketable Parcel of shares in HPP is any shareholding of 11,904 shares or less.

The Buy-Back will enable holders of Unmarketable Parcels (**Eligible Shareholders**) as at 7.00pm (Sydney time) on Tuesday, 6 February 2024 (**Record Date**) to sell and realise their shares without having to act through a broker or incur brokerage or handling fees. HPP will pay for all costs related to the Buy-Back (excluding tax consequences from the Buy-Back, which remains the relevant shareholder's responsibility) and expects to reduce administrative costs associated with maintaining a large number of very small holdings.

Eligible Shareholders will have their HPP shares bought back by HPP at the Buy-Back Price in full unless they opt-out or (if applicable) arrange to have multiple shareholdings merged into one shareholding that is noted on the HPP register as being more than 11,904 shares by 5:00pm (Sydney time) on Friday, 22 March 2024 (**Closing Date**). Shares purchased by HPP under the Buy-Back will be cancelled in accordance with the *Corporations Act 2001* (Cth).

HPP is sending the attached letter and share retention form (**Shareholder Letter**) to Eligible Shareholders. The Shareholder Letter encloses relevant documents and provides more information about the Buy-Back, including the procedure for opting-out of the Buy-Back. Eligible Shareholders who wish to retain their shares must complete and sign their personalised Share Retention Form and forward it to HPP's share registry, Computershare Investor Services Pty Limited (**Computershare**), by mail to GPO Box 52, Melbourne, Victoria, 3001 or online, so that it is received by the Closing Date.

Key dates for the Buy-Back

Event	Date
Record Date for determining holders of Unmarketable Parcels	7.00pm (Sydney time) Tuesday, 6 February 2024
ASX announcement regarding Buy-Back	Tuesday, 6 February 2024
Shareholder Letter and Share Retention Form despatched to holders of Unmarketable Parcels	Friday, 9 February 2024
Closing Date for receipt of completed Retention Forms	5.00pm (Sydney time) Friday, 22 March 2024
ASX announcement of outcome of the Buy-Back	Monday, 25 March 2024
Remittance of proceeds to Eligible Shareholders whose shares are bought back under the Buy-Back Proceeds will be remitted to the bank account that the Eligible Shareholder has registered with Computershare. If no bank account is registered, proceeds will be remitted by cheque mailed to the address that the shareholder has registered with Computershare.	Wednesday, 3 April 2024

HPP reserves the right to change any of the dates referred to in this announcement or the enclosed Shareholder Letter and Share Retention Form, or to vary, cancel or delay the Buy-Back at any time before your shares are sold, by making an announcement to ASX. HPP does not provide any recommendation or advice as to whether Eligible Shareholders should sell or retain their shares.

This announcement has been authorised for release to ASX by the Board of HPP.

ENDS

Investor enquiries:

Deane Conway
Company Secretary
Health and Plant Protein Group Limited
Ph: (07) 3067 4828

9 February 2024

Dear Shareholder

Health and Plant Protein Group Limited – Offer to Buy-Back Unmarketable Parcel of shares

I am writing to you as a shareholder with an unmarketable parcel of shares in Health and Plant Protein Group Limited (**HPP**), as at 7.00pm (Sydney time) on Tuesday, 6 February 2024 (**Record Date**).

As announced on 6 February 2024, the Board of HPP intends to undertake a minimum holding buy-back (**Buy-Back**), to buy-back all unmarketable parcels of shares held by shareholders in HPP as at the Record Date (**Eligible Shareholders**). Shares will be bought back at a price of A\$0.042 per share (**Buy-Back Price**), being the last closing price of HPP's shares prior to its suspension on 28 August 2023.

HPP has the ability to undertake the Buy-Back under its Constitution and the ASX Listing Rules. The Buy-Back will be undertaken under the terms set out in this letter and the procedure in Division 2 of Part 2J.1 of the *Corporations Act 2001* (Cth) (**Corporations Act**). Shares that are purchased by HPP under the Buy-Back will be cancelled in accordance with section 257H the Corporations Act.

Under the ASX Listing Rules, any shareholding in HPP valued at less than A\$500 is considered to be an 'unmarketable parcel' of shares (**Unmarketable Parcel**). Based on the Buy-Back Price of A\$0.042 per share, an Unmarketable Parcel of shares in HPP is any shareholding of 11,904 shares or less.

The Buy-Back will enable holders of Unmarketable Parcels to sell and realise their shares without having to act through a broker or incur brokerage or handling fees. HPP will pay for all costs related to the Buy-Back (excluding tax consequences from the Buy-Back, which remains the relevant shareholder's responsibility) and expects to reduce administrative costs associated with maintaining a large number of very small holdings.

This letter provides more information about the Buy-Back and the choices that are available to Eligible Shareholders. The directors wish to remind you that HPP will not buy-back your shares if you wish to retain your shareholding.

You should be aware that the fact that your shareholding is described in this letter as an Unmarketable Parcel does not mean that you cannot sell your shares at any time (noting however that HPP's shares are currently suspended from trading on ASX). The use of the term 'Unmarketable Parcel' in this letter is to identify the value of shares which are eligible for sale through the Buy-Back.

Key dates

The key dates in relation to the Buy-Back are set out below:

Event	Date
Record Date for determining holders of Unmarketable Parcels	7.00pm (Sydney time) Tuesday, 6 February 2024
ASX announcement regarding Buy-Back	Tuesday, 6 February 2024
Shareholder Letter and Share Retention Form despatched to holders of Unmarketable Parcels	Friday, 9 February 2024
Closing Date for receipt of completed Share Retention Forms	5.00pm (Sydney time) Friday, 22 March 2024
ASX announcement of outcome of the Buy-Back	Monday, 25 March 2024
Remittance of proceeds to Eligible Shareholders whose shares are bought back under the Buy-Back Proceeds will be remitted to the bank account that the Eligible Shareholder has registered with Computershare. If no bank account is registered, proceeds will be remitted by cheque mailed to the address that the shareholder has registered with Computershare.	Wednesday, 3 April 2024

HPP reserves the right to change any of the dates referred to in this letter or the enclosed Information Sheet or Share Retention Form, or to vary, cancel or delay the Buy-Back at any time before your shares are sold, by making an announcement to ASX.

What do you need to do?

As a holder of an Unmarketable Parcel as at the Record Date, your options are described below:

- Buy-Back of Unmarketable Parcel** – if you want HPP to buy-back your Unmarketable Parcel at the Buy-Back Price of A\$0.042 per share, without incurring any brokerage or handling costs, **you do not need to take any action.**
- Retention of Unmarketable Parcel** – if you do not wish HPP to buy-back your Unmarketable Parcel, then **you must:**
 - complete the enclosed, personalised Share Retention Form and return it in accordance with the instructions on that form. Your completed Share Retention Form must be received by our share registry, Computershare Investor Services Pty Limited (**Computershare**), online or by mail to GPO Box 52, Melbourne, Victoria 3001, by no later than 5.00pm (Sydney time) on Friday, 22 March 2024 (**Closing Date**); or
 - if you hold shares in multiple shareholdings that together constitute a parcel of more than 11,904 shares, arrange to have those holdings merged into one shareholding that is noted on HPP's share register as being greater than 11,904 shares (that is, a marketable parcel) as at the Closing Date.

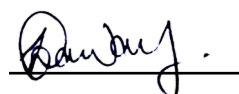
If you choose to complete and return the Share Retention Form as outlined in step 2(a) above, you are advised to allow reasonable time for it to be received by Computershare by the Closing Date.

If you choose to consolidate multiple shareholdings as outlined in step 2(b) above, you are advised to allow reasonable time for the consolidation to be effected on HPP's share register by the Closing Date.

For further information about the Buy-Back, please read the Information Sheet below. If, after reading the Information Sheet, you still have questions or need further information, you may contact the **HPP Buy-Back Information Line** on **1300 850 505** (from within Australia) or **+61 3 9415 4000** (from outside Australia) between the hours of 8.30am to 5.00pm Monday to Friday (Sydney time).

HPP does not provide any recommendation or advice as to whether you should sell or retain your shares.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Deane Conway', is written over a horizontal line.

Deane Conway
Company Secretary

INFORMATION SHEET

UNMARKETABLE PARCEL BUY-BACK

1 Who is eligible to participate in this Buy-Back?

Health and Plant Protein Group Limited (**HPP**) shareholders are eligible to participate in the Buy-Back if they held an 'Unmarketable Parcel' of shares as at 7.00pm (Sydney Time) on Tuesday, 6 February 2024 (**Record Date**). An Unmarketable Parcel is a holding of fully paid ordinary shares in HPP that is valued at less than A\$500. Based on the Buy-Back Price of A\$0.042, an Unmarketable Parcel is equivalent to a shareholding of 11,904 shares or less.

2 Why has the Buy-Back been established?

HPP has decided to undertake the Buy-Back to enable you to sell your Unmarketable Parcel without incurring brokerage or handling costs that could otherwise make a sale of your Unmarketable Parcel uneconomic or difficult. HPP also expects that the Buy-Back will reduce its administrative costs associated with maintaining a large number of very small holdings.

3 Why have I received this letter?

You have received this letter because our records indicate that you held an Unmarketable Parcel of shares as at the Record Date.

4 What do I need to do to sell my shares?

If you wish to sell your shares you should **take no action**. Your shares will be bought back by HPP through the Buy-Back unless you return a Share Retention Form or (if applicable) arrange to have multiple shareholdings merged into one shareholding that is noted on the HPP register as being more than 11,904 shares by the Closing Date.

5 What if I do not wish to sell my shares?

If you do not wish to sell your shares, you must opt-out of the Buy-Back by completing and returning the enclosed Share Retention Form to the address provided in the Share Retention Form so that it is received by HPP's Share Registry (Computershare) prior to the Closing Date. If Computershare has not received your Share Retention Form by the Closing Date, your shares will be sold through the Buy-Back.

Alternatively, if you hold shares in multiple shareholdings that together constitute a parcel of more than 11,904 shares, you may arrange to have those shareholdings merged into one shareholding that is noted on HPP's share register as being greater than 11,904 shares as at the Closing Date.

6 What price will I receive for shares sold through the Buy-Back?

The Buy-Back will allow Eligible Shareholders to sell their shares back to HPP for A\$0.042 per share (**Buy-Back Price**). The total price that you will receive for an Unmarketable Parcel if it is bought back through this Buy-Back will be the number of shares in that Unmarketable Parcel multiplied by the Buy-Back Price.

7 Do I need to pay anything if I participate in the Buy-Back?

HPP will pay all costs and expenses arising in connection with the Buy-Back. Any tax payable, or other tax consequences from the Buy-Back, will be your responsibility.

8 When will I receive the proceeds for the shares sold?

If your Unmarketable Parcel is bought back through the Buy-Back, the proceeds will be remitted to you on Wednesday, 3 April 2024.

Proceeds will be remitted to the bank account that you have registered with Computershare. If no bank account is registered, proceeds will be remitted by cheque mailed to the address that you have registered with Computershare. You will also receive documentation detailing the number of your shares sold and the amount of proceeds remitted to you. This documentation will be sent by mail or email if you have previously nominated to receive communication electronically.

9 What if I hold multiple Unmarketable Parcels of shares?

If you hold multiple Unmarketable Parcels of shares, you must complete and return a Share Retention Form for each separate Unmarketable Parcel that you wish to retain.

Alternatively, you may aggregate your multiple holdings to avoid them being sold. To do this, please contact Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia). If you wish to sell your Unmarketable Parcels, you should take no action.

10 What if my holding of shares in HPP is a CHESS Holding?

If your shares remain in a CHESS Holding, HPP may move those shares to an Issuer Sponsored Holding and the shares will then be sold under the Buy-Back.

11 Does HPP have the authority to undertake the Buy-Back?

HPP has the ability to establish the Buy-Back and facilitate the transfer of Unmarketable Parcels under its Constitution and the ASX Listing Rules.

12 Where can I obtain further information?

For further information about the Buy-Back, you may contact the **HPP Buy-Back Information Line** on **1300 850 505** (from within Australia) or **+61 3 9415 4000** (from outside Australia), between the hours of 8.30am to 5.00pm Monday to Friday (Sydney time).

13 What if I am unsure of what to do?

If you are in doubt about what to do, you should consult a financial, legal or taxation adviser. This Information Sheet does not constitute advice, nor is it a recommendation to sell, buy or hold shares.

14 Important notes

HPP reserves the right to change any of the dates referred to in this letter or the enclosed Information Sheet or Share Retention Form, or to vary, cancel or delay the Buy-Back at any time before your shares are sold, by making an announcement to ASX.



Health and Plant Protein Group Limited
ABN 68 010 978 800

HPP

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Return your Form to the Company's share registry:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 52
Melbourne Victoria 3001
Australia

For all enquiries:

Phone:



(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Unmarketable Parcel Buy-Back – Share Retention Form



If you wish to retain your shares, your form must be received by 5:00pm (Sydney time) on Friday, 22 March 2024

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Step 1: Shareholding Details

Use this form if you wish to retain your shares in Health and Plant Protein Group Limited. If you have recently bought or sold shares your shareholding may differ from that shown. If you have already sold all your shares in Health and Plant Protein Group Limited, do not complete or return this form. If you have more than one shareholding on Health and Plant Protein Group Limited's register and you do not wish to sell your shares under the unmarketable parcel share buy-back (**Buy-Back**), you should consider consolidating them. For further advice on how to do this, contact Computershare Investor Services Pty Limited on the number above.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESSE sponsored shareholding, please contact your Controlling Participant to notify a change of address.

Step 2: Signing Instructions

Individual: Where the shareholding is in one name, the shareholder must sign.

Joint Shareholding: Where the shareholding is in more than one name, all of the shareholders must sign.

Power of Attorney: Where signing as Power of Attorney (**POA**), you must attach an original certified copy of the POA to this form.

Companies: Where the shareholding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and a Company Secretary.

Overseas Companies: Where the shareholding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: Where the shareholding is in the name of a deceased estate, all executors must sign; and a certified copy or original, of the required documentation must accompany this form. Details of the documentation required can be found by searching "deceased estates" on our website www.computershare.com or by calling Computershare Investor Services Pty Limited on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia). If the shareholding is in more than one name the surviving shareholder may sign the form and return it together with a certified copy of the death certificate of the other joint shareholder.

Step 3: Contact Details

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form →


Health and Plant Protein Group Limited
Unmarketable Parcel Buy-Back – Share Retention Form



I 1111111111

I ND

STEP 1 Shareholding Details

 For your security keep your SRN/
HIN confidential.

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001



Change of address. If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

Shares held as at 7:00pm (Sydney time)
on Tuesday, 6 February 2024:

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STEP 2 Signature of Shareholder(s) *This section must be completed.*

By signing and returning this form, in accordance with the requirements set out in 'Step 2: Signing Instructions' overleaf, I/we confirm that I/we understand that my/our **SHARES WILL NOT BE SOLD** under the Buy-Back.

Individual or Shareholder 1

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Shareholder 2

Director

Shareholder 3

Director/Company Secretary
(cross out titles as applicable)

STEP 3 Contact Details

Contact
Name

Contact
Daytime
Telephone

Date / /

Email

Address

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (**CIS**), as registrar for the securities issuer (**the issuer**), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.