

Probiotec Limited

ABN 91 075 170 151

ASX ANNOUNCEMENT

8 April 2024

DISTRIBUTION OF SCHEME BOOKLET

Probiotec Limited (ASX:PBP) ("Probiotec") refers to the proposed acquisition by PYFA Australia Pty Ltd ("**Pyridam Sub**") (which, as at the date of the Scheme Booklet, is a wholly-owned subsidiary of PT Pyridam Farma TBK ("**Pyridam**")) of 100% of the issued shares in Probiotec pursuant to a scheme of arrangement ("**Scheme**").

A copy of the scheme booklet in connection with the Scheme ("**Scheme Booklet**") was released to the ASX on 27 March 2024.

DISTRIBUTION OF SCHEME BOOKLET

Probiotec is pleased to announce that the Scheme Booklet, together with a personalised proxy form, has now been distributed to Probiotec shareholders ("**Probiotec Shareholders**").

Probiotec Shareholders who have previously elected to receive communications electronically were sent an email to their nominated email address containing links to access the Scheme Booklet and a personalised proxy form.

Probiotec Shareholders who have previously elected to receive communications in physical form, whose registered address is in Australia, will receive a hard copy of the Scheme Booklet, enclosing a proxy form for the Scheme Meeting.

All other Probiotec Shareholders will receive a letter, together with a personalised proxy form, with instructions about how to receive, view or download a copy of the Scheme Booklet. A copy of the letter is attached to this announcement.

RECOMMENDATION OF THE IBC AND WESLEY STRINGER (PROBIOTEC CEO AND EXECUTIVE DIRECTOR)

The Probiotec Independent Board Committee, comprised of non-executive directors Jonathan Wenig and Simon Gray ("**IBC**"), unanimously recommend that Probiotec Shareholders vote in favour of the Scheme, in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Probiotec Shareholders. Subject to those same qualifications, each member of the IBC intends to vote all their Probiotec shares, whether held or controlled by them, in favour of the Scheme. The interests of each IBC Director are set out in the Scheme Booklet. Probiotec Shareholders should have regard to those matters when considering the recommendation of each IBC Director to vote in favour of the Scheme.

Wesley Stringer (Probiotec CEO and Executive Director) also recommends that Probiotec Shareholders vote in favour of the Scheme, subject to the same qualifications set out above. As previously announced, Wesley Stringer entered into a binding voting agreement confirming that he will vote all of the Probiotec shares held or controlled by him in favour of the Scheme, subject to the same qualifications set out above. The interests of Wesley Stringer in securities in Probiotec (including Probiotec shares and performance rights to receive Probiotec shares) and the arrangements in respect of his ongoing role with Probiotec post-implementation of the Scheme (including employment arrangements and associated future incentive arrangements) which have been substantially agreed

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with Pyridam, are set out in the Scheme Booklet. Probiotec Shareholders should have regard to those matters when considering the recommendation of Wesley Stringer to vote in favour of the Scheme.

FURTHER INFORMATION

Probiotec Shareholders should read the Scheme Booklet in its entirety, and consider its contents carefully, before deciding whether or not to vote in favour of the Scheme. If Probiotec Shareholders are in any doubt about how to deal with the Scheme Booklet, Probiotec Shareholders should contact their broker or financial, taxation, legal or other professional adviser immediately.

For more information, please refer to the Scheme Booklet. If you have any questions in relation to your shareholding in Probiotec, the Scheme Booklet or the Scheme, please contact the Probiotec Share Registry, Boardroom Pty Limited, on 1300 737 760 (within Australia) or +612 9290 9600 (outside Australia), Monday to Friday (excluding public holidays) between 8:15am and 5:30pm (Melbourne time).

This announcement is authorised for release by the Independent Board Committee of Probiotec.

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About Probiotec

Probiotec Limited is a manufacturer, packer and distributor of a range of prescription and over-the-counter (OTC) pharmaceuticals, complementary medicines, consumer health products, and fast-moving consumer goods. The company owns 6 manufacturing facilities in Australia and distributes its products both domestically and internationally. Products are manufactured by Probiotec on behalf of a range of clients, including major international pharmaceutical companies.

Further details about Probiotec are available at www.probiotec.com.au.

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28 March 2024

Dear Probiotec Shareholder,

Important information regarding distribution of Scheme Booklet for Probiotec Shareholders

On behalf of Probiotec Limited (ASX:PBP) (**Probiotec**), I provide the following update on the proposed acquisition by PYFA Australia Pty Ltd (a wholly-owned subsidiary of PT Pyridam Farma Tbk, as at the date of this document) of 100% of the issued shares in Probiotec by way of a scheme of arrangement (**Scheme**).

As announced by Probiotec to the ASX on 26 March 2024, the Federal Court of Australia has ordered that Probiotec convene and hold a meeting of all Probiotec shareholders (**Probiotec Shareholders**) to consider and vote on the Scheme (**Scheme Meeting**).

Scheme Booklet

Probiotec is pleased to provide you with a copy of the scheme booklet in connection with the Scheme (**Scheme Booklet**), which contains important information for your consideration about the Scheme and contains the notice of Scheme Meeting (**Notice of Scheme Meeting**).

To view and download the Scheme Booklet (which includes the Notice of Scheme Meeting), please visit <https://probiotec.com.au/investor-centre/asx-announcements/>.

You should read the Scheme Booklet in full before you decide whether or not to vote in favour of the Scheme. If you are in any doubt about what you should do, you should consult with a financial, legal, taxation or other professional adviser.

Details of the Scheme Meeting

The Probiotec Scheme Meeting will be held at **10:00am (Melbourne time) on Wednesday 29 May 2024** simultaneously as a hybrid meeting on the online Lumi platform at <https://web.lumiagm.com/349-152-731> and Zoom (accessed through the online Lumi platform), and physically at the following address:

Arnold Bloch Leibler
Level 21, 333 Collins Street
Melbourne VIC 3000

All Probiotec Shareholders registered on the Probiotec register as at 7.00pm (Melbourne time) on Monday 27 May 2024 will be eligible to vote at the Scheme Meeting.

Details on the Scheme, and how to attend and vote at the Scheme Meeting, are set out in the Scheme Booklet.

Appointing a proxy

Shareholders are strongly encouraged to submit their proxies as early as possible and, in any event, no later than **10:00am (Melbourne time) on Monday 27 May 2024**. Proxies received after this time will not be valid for the scheduled Scheme Meeting.

To lodge your proxy, please follow the directions on your personalised proxy form.

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To lodge your proxy online, please follow the instructions below:

- STEP 1:** Visit <https://www.votingonline.com.au/probiotecscheme2024>
- STEP 2:** Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3:** Enter your Voting Access Code (VAC)

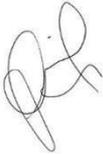
Alternatively, you may appoint a proxy online by mobile device by scanning the QR code on the Proxy Form. To scan the QR code, you will need a QR code reader application which can be downloaded for free on your mobile device.

Further queries and support

Unless you have elected to receive a hard copy of the Scheme Booklet, we will not be sending you such a copy by post.

If you would like to receive a hard copy of the Scheme Booklet, or if you have any queries regarding your holding or the upcoming Probiotec Scheme Meeting, please contact our share registry, Boardroom, on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia), Monday to Friday (excluding public holidays) between 8.15am and 5.30pm (Melbourne time).

Yours sincerely,



Jonathan Wenig

Chair, Independent Board Committee

Probiotec Limited