

6 June 2022

Despatch of Offer Document and Rights Offer Now Open

EVE Health Group (ASX:EVE, EVE or the Company) is pleased to confirm the despatch today of letters to shareholders providing details of how to access the Offer Document and the Entitlement and Acceptance Form for the pro-rata non-renounceable rights offer announced on 30 May 2022 ("Rights Offer").

Eligible Shareholders are advised that the Offers under the Offer Document are now open for subscription with the proposed Closing Date being 5.00pm (WST) on Monday, 20 June 2022 (unless extended or withdrawn by the Company).

Eligible Shareholders are invited to subscribe for 1 new share ("New Share") for every 1 share held at the record date on 2 June 2022 at an issue price of \$0.001 per New Share.

Any Eligible Shareholder who wishes to participate in the Rights Offer will need to follow the "Actions required by Shareholders" instructions in Section 6 of the Offer Document. Eligible Shareholders who elect not to participate should be aware that their shareholding interest in EVE will be diluted as a result.

Shareholders should carefully consider the Offer Document in deciding whether to acquire any New Shares.

* * *

Shareholders may view all the Company's ASX announcements, including those relating to the Offers, on the ASX's website at **www.asx.com.au** or alternatively on the Company's website at **www.evehealthgroup.com.au**.

If you have any questions please do not hesitate to contact the Company.

This announcement is authorised for release by Company Secretary, Steven Jackson.

— ENDS —

For more information, please contact:

Company enquiries

Steven Jackson, Company Secretary
Eve Health Group Ltd
+61 8 6465 5500
info@evehealthgroup.com.au

6 June 2022

Dear Shareholder,

OFFER TO PARTICIPATE IN NON-RENOUNCEABLE RIGHTS ISSUE

On 30 May 2022, **EVE Health Group (ASX:EVE, EVE or the Company)** announced to the Australian Securities Exchange (**ASX**) its intention to conduct a non-renounceable pro-rata entitlement offer of up to approximately 4,309,808,557 fully paid ordinary shares (**New Shares**) in the Company at an issue price of \$0.001 per New Share, on the basis of one (1) New Share for every one (1) existing Share held at the Record Date (5:00pm WST on 2 June 2022), to raise up to \$4,309,808.56 (before costs) (**Rights Offer**). In addition, the Company is offering the New Shares which comprise the shortfall to the Rights Offer, also at an issue price of \$0.001 per share (**Shortfall Offer**).

The Rights Offer and the Shortfall Offer (together, the **Offers**) are being made without a prospectus or other disclosure document in accordance with section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**). A copy above announcement, with further details of the Offers is available on the Company's website <http://www.evehealthgroup.com.au> and also on the ASX Announcements Platform. A copy of the Offer Document dated 6 June 2022 in relation to the Offers has also been lodged with the ASX and is available for viewing on the ASX Announcements Platform and the Company's website. Capitalised terms used in this letter which are otherwise not defined have the same meaning as given to those terms in the Offer Document.

The Rights Offer opens for Eligible Shareholders on Monday, 6 June 2022 and is expected to close at 5.00pm (WST) on **Monday, 20 June 2022** (unless otherwise extended or withdrawn by the Company) (**Closing Date**).

Purpose of the Offers

The Rights Offer provides all Eligible Shareholders the opportunity to participate in an equity raising to continue the Company's activities, whilst either maintaining their position, or increasing it by participating in the Shortfall Offer. The proceeds of the Offers will be used to fund the growth of the Meluka® Australia brand and in particular, the development and rollout of its growing probiotics product range through various distribution channels in Australia and overseas. Funds will also be used for general working capital purposes across the Company's businesses and to pay the costs of the Offers. The Company also intends to explore complimentary businesses that could be acquired as part of the Company's health and wellness portfolio.

Following completion of the Rights Offer, the Company intends to explore the option to undertake a share consolidation to provide a more appropriate and effective capital structure for the Company and a more appropriate share price for a wider range of investors. Any share consolidation would be subject to board and shareholder approval prior to being completed.

Eligibility

The Rights Offer is made to all shareholders registered on the Record Date with registered address in Australia and New Zealand (**Eligible Shareholders**). The Rights Offer is not being extended to any shareholders with addresses outside these jurisdictions. The Directors may accept applications under the Shortfall Offer from persons to whom securities may be offered without disclosure.

How to apply for New Shares

The Company will not be despatching hard copies of the Offer Document or Entitlement and Application Forms, except in response to a specific request by a Shareholder (please refer below). Instead, an electronic copy of the Offer Document and your personalised Entitlement and Acceptance Form is accessible by you (by either using your Security Reference Number (**SRN**) or Holder Identification Number (**HIN**) from your latest Holding Statement and your postcode) by following the instructions set out in the table below.

Shareholders should read the Offer Document in full prior to making an application under the Offers.

Your application under the Offers must be made by making payment in accordance with the personalised payment instructions on your Entitlement and Application Form. Your acceptance of the Offers should be made using this online service.

To download the Offer Document and your Entitlement and Application Form you have the following 3 choices:

I already have an online account with Automic share registry	I don't have an online account with Automic - but wish to register for one	I don't have an online account with Automic – but want to use Automic for these Offers only
https://investor.automic.com.au	https://investor.automic.com.au/#/signup	https://investor.automic.com.au/#/loginsah
Select: "Existing Users Sign In"	Select: EVE HEALTH GROUP from the dropdown list in the ISSUER field	Select: EVE HEALTH GROUP from the dropdown list in the ISSUER field
Once you have successfully signed in, click "Documents and Statements"	Enter your SRN or HIN (from your latest Holding Statement)	Enter your SRN or HIN (from your latest Holding Statement)
Download the Offer Document and Entitlement and Acceptance Form.	Enter your postcode (Australia only) or Country of Residence (if not Australia)	Enter your postcode (Australia only) or Country of Residence (if not Australia)
	Tick box "I am not a robot" then NEXT	Tick box "I am not a robot" then NEXT
	Complete prompts	Once you have successfully signed in, click "Documents and Statements"
	Once you have successfully signed in, click "Documents and Statements"	

Download the Offer Document and Entitlement and Acceptance Form.

Download the Offer Document and Entitlement and Acceptance Form.

If you are unable to access <https://investor.automic.com.au/>, you can obtain a copy of the Offer Document and your Entitlement and Acceptance Form – initially by calling Automic Group on +61 8 9324 2099 or emailing hello@automicgroup.com.au and asking them to mail a paper copy of the Offer Document and your Entitlement and Acceptance Form to you free of charge. You will need to provide your SRN or HIN and postcode with your request. To accept an Offer using these paper copy documents, you will still need to make payment via BPAY or via Electronic Funds Transfer (EFT), details of which are set out in the Offer Document.

Indicative timetable*

The indicative timetable and important dates for the Rights Offer is as follows:

Rights Offer announced	Monday, 30 May 2022
New Shares quoted on an "ex" basis (date from which the New Shares commence trading without the entitlement to participate in the Offer).	Wednesday 1 June 2022
Record Date (date for identifying Shareholders entitled to participate in the Offer).	Thursday 2 June 2022
Dispatch of Eligible Shareholders access letter	Monday, 6 June 2022
Offer opens	Monday, 6 June 2022
Closing Date (5.00pm WST) (last date for lodgement of Entitlement and Acceptance Forms and Application Money)	Monday, 20 June 2022
Trading of New Shares commence on a deferred settlement basis	Tuesday, 21 June 2022
Company to notify ASX of the Shortfall (if any)	Thursday, 23 June 2022
Quotation of New Shares and end of deferred settlement trading	Friday, 24 June 2022

** The indicative timetable above is subject to change without notice. The Company reserves the right to amend any or all of these dates and times, subject to the Corporations Act 2001 (Cth), the ASX Listing Rules and other applicable laws.*

Capital structure

Assuming that no Options are exercised before the Record Date, the effect of the Offers on the Company's issued share capital at Full Subscription is shown in the following table:

Shares	Full Subscription
Existing Shares	4,309,808,557
New Shares issued under the Offers	4,309,808,557
Total Shares on issue after completion of the Offers	8,619,617,114

Actions available to Eligible Shareholders to be completed before the Closing Date

As an Eligible Shareholder, you may:

- (a) apply for some or all of your Entitlement under the Rights Issue;
- (b) if you have applied for your full Entitlement under the Rights Offer, apply for additional New Shares under the Shortfall Offer; or
- (c) if you do not wish to accept any part of your Entitlement under the Rights Issue, you do not need to do anything.

The Company reserves the right to scale back any Application for New Shares at its discretion. For further information, please refer to sectiond 3.11 and 3.12 of the Offer Document.

For all enquiries regarding the Offers, please contact the Company Secretary, Steven Jackson, on +61 8 6465 5500 and for all general shareholder enquiries, please contact the Company's Share Registry, Automic RegistryServices, on +61 8 9324 2099.

On behalf of the Board, I invite you to consider this opportunity to participate in the Offers.

Yours faithfully



Steven Jackson
Company Secretary
EVE HEALTH GROUP LTD

6 June 2022

Dear Shareholder,

NON-RENOUNCEABLE RIGHTS ISSUE – NOTIFICATION TO INELIGIBLE SHAREHOLDERS

On 30 May 2022, **EVE Health Group (ASX:EVE, EVE or the Company)** announced to the Australian Securities Exchange (**ASX**) its intention to conduct a non-renounceable pro-rata entitlement offer of up to approximately 4,309,808,557 fully paid ordinary shares (**New Shares**) in the Company at an issue price of \$0.001 per New Share, on the basis of one (1) New Share for every one (1) existing Share held at the Record Date (5:00pm WST on 2 June 2022), to raise up to \$4,309,808.56 (before costs) (**Rights Offer**). In addition, the Company is offering the New Shares which comprise the shortfall to the Rights Offer, also at an issue price of \$0.001 per share (**Shortfall Offer**).

The Rights Offer and the Shortfall Offer (together, the **Offers**) are being made without a prospectus or other disclosure document in accordance with section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**). A copy above announcement, with further details of the Offers is available on the Company's website <http://www.evehealthgroup.com.au> and also on the ASX Announcements Platform. A copy of the Offer Document dated 6 June 2022 in relation to the Offers has also been lodged with the ASX and is available for viewing on the ASX Announcements Platform and the Company's website. Capitalised terms used in this letter which are otherwise not defined have the same meaning as given to those terms in the Offer Document.

Purpose of the Offers

The Rights Offer provides all Eligible Shareholders the opportunity to participate in an equity raising to continue the Company's activities, whilst either maintaining their position, or increasing it by participating in the Shortfall Offer. The proceeds of the Offers will be used to fund the growth of the Meluka® Australia brand and in particular, the development and rollout of its growing probiotics product range through various distribution channels in Australia and overseas. Funds will also be used for general working capital purposes across the Company's businesses and to pay the costs of the Offers. The Company also intends to explore complimentary businesses that could be acquired as part of the Company's health and wellness portfolio.

Following completion of the Rights Offer, the Company intends to explore the option to undertake a share consolidation to provide a more appropriate and effective capital structure for the Company and a more appropriate share price for a wider range of investors. Any share consolidation would be subject to board and shareholder approval prior to being completed.

Eligibility

The Rights Offer is made to all shareholders registered on the Record Date with registered address in Australia and New Zealand (**Eligible Shareholders**). The Rights Offer is not being extended to any shareholders with addresses outside these jurisdictions. The Directors may accept

applications under the Shortfall Offer from persons to whom securities may be offered without disclosure.

Ineligible Shareholders

A shareholder who has a registered address outside Australia or New Zealand (**Ineligible Shareholder**) will not be eligible to participate in the Rights Offer.

This decision has been made pursuant to ASX Listing Rule 7.7.1(a) and section 9A(3)(a) of the Corporations Act after taking into consideration the costs of complying with the legal and regulatory requirements in jurisdictions outside of Australia and New Zealand compared with the small number of Ineligible Shareholders and the number and value of New Shares to which they would otherwise be entitled.

This letter is to inform you that according to our records, under the terms of the Offer you are an Ineligible Shareholder and therefore are not eligible to subscribe for New Shares and no Entitlements will be issued to you. Accordingly, the Company is not extending the Offers to you and this letter is no an offer to issue New Shares or Entitlements to you, not an invitation for you to apply for New Shares.

You are not required to do anything in response to this letter.

For all enquiries regarding the Offers, please contact the Company Secretary, Steven Jackson, on +61 8 6465 5500 and for all general shareholder enquiries, please contact the Company's Share Registry, Automic Registry Services, on +61 8 9324 2099.

Yours faithfully



Steven Jackson
Company Secretary
EVE HEALTH GROUP LTD