

10 September 2018

ASX Release - Healthia Limited Initial Public Offering

Pre-quotation Disclosure

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with the:

- (a) initial public offering of 34.3 million ordinary shares (**Shares**) in Healthia Limited ACN 626 087 223 (**Healthia** or **Company**) by the Company pursuant to a prospectus lodged with the Australian Securities and Investments Commission on 31 July 2018 (**Prospectus**) (**Offer**); and
- (b) admission of the Company to the official list of ASX.

Capitalised terms in this pre-quotation disclosure have the same meaning given to them in the Prospectus unless explicitly stated below.

1. **Conditions precedent to the Company being admitted to the official list of ASX Limited.**

1.1 Healthia confirms:

- (a) the Offer under the Prospectus has closed; and
- (b) the completion of the issue of:
 - (i) 26,849,009 Shares at an issue price of \$1.00 per Share; and
 - (ii) 7,534,518 Shares to Eligible Clinicians as part consideration for the acquisitions of their businesses under the Acquisition Agreements.

1.2 Healthia has received cleared funds for the complete amount of the issue price of every security issued to every successful applicant for securities under the Underwritten Offer under the Prospectus.

1.3 The Company has an appropriate spread of at least 300 non-affiliated Shareholders, each having a parcel of Shares with a value of at least \$2,000.00 which are not restricted securities or subject to voluntary escrow.

1.4 The Company confirms that there is a free float of at least 20%.

1.5 Healthia confirms that all of the acquisitions under the Acquisition Agreements have been completed.

1.6 Healthia confirms that the acquisition of all of the ordinary shares in My FootDr (Australia) Pty Ltd (**MFDA**) has been completed and total consideration of \$30,567,703 comprising \$28,073,246 million fully paid ordinary shares in the Company and \$2,494,457 in elected cash

has been paid. In addition, the sellers of the MFDA ordinary shares are entitled to receive their share (pro rata to the MFDA ordinary shares sold) of a cash earn-out equal to \$2.5 million if the podiatry Operating Segment EBITDA for FY19 is greater than \$11 million.

1.7 The Company confirms that the number of Shares issued under each of the following is as follows:

- (a) Institutional Offer : 18,108,140 Shares;
- (b) Broker Firm Offer : 6,775,219 Shares;
- (c) Chairman's List Offer : 1,965,650 Shares; and
- (d) Clinician Participation Offer : 7,534,518 Shares.

2. **Conditions precedent to the quotation of 63,034,657 Shares.**

2.1 The Company confirms that holding statements were dispatched to Shareholders on Thursday, 6 September 2018.

2.2 The distribution schedule of Shareholders and a statement of the 20 largest holders of Shares are annexed to this statement at Annexure A and Annexure B.

2.3 The Company confirms that the number of Clinic Class Shares on issue are as follows:

- (a) My FootDr (Aust) Pty Limited : 383 Clinic Class Shares;
- (b) Physiotherapy Group Holdings Limited : 673 Clinic Class Shares; and
- (c) A.C.N. 146 471 678 Pty Limited (to be renamed Extend Rehabilitation (Aust) Pty Limited: 216 Clinic Class Shares.

A breakdown of the classes of Clinic Class Shares is set out in Annexure C

2.4 The number of Shares that are subject to voluntary escrow for a period of 24 months from listing of the Company is 34,254,904 Shares.

HEALTHIA LIMITED**INVESTOR RANGES
WEDNESDAY 5 SEPTEMBER 2018**

<u>Ranges</u>	<u>Investors</u>	<u>Securities</u>	<u>% Issued Capital</u>
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Security Group: FPO HLA & ESC

Totals for Security Group FPO

1 to 1000	2	1,000	.00
1001 to 5000	155	544,145	.86
5001 to 10000	86	758,621	1.20
10001 to 100000	286	11,176,429	17.73
100001 and Over	83	50,554,462	80.20
Total	612	63,034,657	100.00

end of report

HEALTHIA LIMITED
FIRST 20 INVESTORS REPORT
WEDNESDAY 5 SEPTEMBER 2018

<u>Rank</u>	<u>Investor</u>	<u>Current Balance</u>	<u>% Issued Capital</u>
Sec. Group: FPO - HLA & ESC			
1	MY FOOTDR HOLDINGS PTY LTD <FOOTDR HOLDINGS UNIT>	6,990,694	11.09%
2	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	3,850,000	6.11%
3	DLH TRADING PTY LTD <DEAN HARTLEY BUSINESS>	3,787,676	6.01%
4	MAXIMUM (NQ) PTY LTD <MAXIMUM (NQ)>	3,387,323	5.37%
5	ROM GROUP PTY LTD <EVANGELISTA FAMILY>	3,037,674	4.82%
6	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	2,050,000	3.25%
7	CHRISTOPHER ANGEL + GINA RICHMAN <ISPAHAN PODIATRY>	1,158,030	1.84%
8	NATIONAL NOMINEES LIMITED	1,110,381	1.76%
9	J P MORGAN NOMINEES AUSTRALIA LIMITED	1,089,619	1.73%
10	DPC INVESTMENTS PTY LTD <D & P STEWART FAMILY>	962,317	1.53%
11	LEGGS PTY LTD <DOWER FAMILY>	962,317	1.53%
12	GF & LH RICHARDS SUPER PTY LTD <RICHARDS SUPERANNUATION FUND>	942,246	1.49%
13	NATIONAL NOMINEES LIMITED <DB A/C>	900,000	1.43%

HEALTHIA LIMITED

FIRST 20 INVESTORS REPORT WEDNESDAY 5 SEPTEMBER 2018

Rank	Investor	Current Balance	% Issued Capital
14	LISA SILVER <SILVERADO>	874,550	1.39%
15	MR ANTHONY PETER GANTER + MS DEBORAH LEE HUBER <GANTER HUBER SUPER FUND A/C>	863,212	1.37%
16	UBS NOMINEES PTY LTD	800,000	1.27%
17	VASSALLO CORPORATE HOLDINGS PTY LTD <MINGOOLA FAMILY>	763,654	1.21%
18	ABC INVESTING PTY LTD <ABC INVESTING>	749,731	1.19%
19	MATTHEW JOHN ROACH <ROACH BUSINESS A/C>	630,548	1.00%
20	LIONHEARTS (QUEENSLAND) LIMITED	500,000	.79%

TOTAL FOR TOP 20:	35,409,972	Investors 20	56.18%
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TOTAL IN THIS REPORT:	35,409,972	Investors 20	56.18%
TOTAL OTHER INVESTORS:	27,624,685	592	43.82%
GRAND TOTAL:	63,034,657	612	100.00%

end of report

Annexure C Clinic Class Shares

my FootDr (Aust) Pty Ltd ACN 608 550 607

Clinic Class Share Number	No of shares in class
Clinic 1 Class Shares	0
Clinic 2 Class Shares	20
Clinic 3 Class Shares	13
Clinic 4 Class Shares	13
Clinic 5 Class Shares	25
Clinic 6 Class Shares	13
Clinic 7 Class Shares	13
Clinic 8 Class Shares	0
Clinic 9 Class Shares	0
Clinic 10 Class Shares	0
Clinic 11 Class Shares	0
Clinic 12 Class Shares	0
Clinic 13 Class Shares	0
Clinic 14 Class Shares	0
Clinic 15 Class Shares	0
Clinic 16 Class Shares	25
Clinic 17 Class Shares	25
Clinic 18 Class Shares	25
Clinic 19 Class Shares	0
Clinic 20 Class Shares	0
Clinic 21 Class Shares	0
Clinic 22 Class Shares	0
Clinic 23 Class Shares	0
Clinic 24 Class Shares	0
Clinic 25 Class Shares	0
Clinic 26 Class Shares	15
Clinic 27 Class Shares	15
Clinic 28 Class Shares	25
Clinic 29 Class Shares	48
Clinic 30 Class Shares	48
Clinic 31 Class Shares	20
Clinic 32 Class Shares	20
Clinic 33 Class Shares	20
TOTAL ISSUED	383

Physiotherapy Group Holdings Ltd ACN. 161 205 983

Clinic Class Share Number	No of shares in class
Clinic 1 Class Share	15
Clinic 2 Class Share	48
Clinic 3 Class Share	32
Clinic 4 Class Share	45
Clinic 5 Class Share	30
Clinic 6 Class Share	40
Clinic 7 Class Share	13
Clinic 8 Class Share	35
Clinic 9 Class Share	32
Clinic 10 Class Share	40
Clinic 11 Class Share	38
Clinic 12 Class Share	48
Clinic 13 Class Share	20
Clinic 14 Class Share	0
Clinic 15 Class Share	20
Clinic 16 Class Share	20
Clinic 17 Class Share	20
Clinic 18 Class Share	20
Clinic 19 Class Share	21
Clinic 20 Class Share	25
Clinic 21 Class Share	27
Clinic 22 Class Share	27
Clinic 23 Class Share	27
Clinic 24 Class Share	30
TOTAL ISSUED	673

**A.C.N. 146 471 678 Pty Ltd A.C.N. 146 471 678
(to be renamed Extend Rehabilitation Pty Ltd)**

Clinic Class Share Number	No of shares in class
Clinic 1 Class Share	24
Clinic 2 Class Share	24
Clinic 3 Class Share	24
Clinic 4 Class Share	24
Clinic 5 Class Share	24
Clinic 6 Class Share	24
Clinic 7 Class Share	24
Clinic 8 Class Share	24
Clinic 9 Class Share	24
TOTAL ISSUED	216