

30 May 2022

Notice Under Section 708AA(2)(f) of the Corporations Act

This notice is given by **Eve Health Group Limited** ("**Eve**" or the "**Company**") (ASX: **EVE**) pursuant to section 708AA(2)(f) of the *Corporations Act 2001* (Cth) ("*Corporations Act*") (as modified by the *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*).

On 30 May 2022, the Company announced that it launched a pro-rata non-renounceable rights offer ("**Rights Offer**") of up to approximately 4,309,808,557 shares on the basis of 1 new share ("**New Share**") for every 1 share held at an issue price of \$0.001 per New Share to raise up to \$4,309,808.56 before costs.

Shareholders with a registered address in Australia or New Zealand on the Record Date of Thursday, 2 June 2022 ("**Eligible Shareholders**") will be eligible to participate in the Rights Offer. In addition, the Company is offering Eligible Shareholders the New Shares which comprise the shortfall to the Rights Offer at the same issue price of \$0.001 ("**Shortfall Offer**").

Further details regarding the Rights Offer and the Shortfall Offer (together, the "**Offers**") are set out in the ASX announcement accompanying this notice.

Notice under Section 708AA(2)(f) of the Corporations Act

The Company hereby notified ASX under the Corporations Act that:

1. The Company will offer the New Shares under the Offers for issue without disclosure to investors under Part 6D.2 of the Corporations Act.
2. The Company is providing this notice under paragraph (2)(f) of section 708AA of the Corporations Act.
3. As at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Corporations Act, as they apply to the Company.
4. As at the date of this notice, the Company has complied with section 674 of the Corporations Act, as they apply to the Company.
5. As at the date of this notice, there is no information:
 - a. that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - b. that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - i. the assets and liabilities, financial position and performance, profits and losses and prospectus of the Company; or
 - ii. the rights and liabilities attaching to the New Shares.
6. The potential effect that the issue of the New Shares will have on the control of the Company are as follows:

- a. Assuming that no existing options are exercised before the Record Date, the maximum number of New Shares which will be issued under the Offers is 4,309,808,557. This equates to approximately 50% of all the issued shares in the Company following completion of the Rights Offer.
- b. If all shareholders as at the Record Date are Eligible Shareholders and take up their full entitlements, the Rights Offer will have no effect on the control of the Company.
- c. If some shareholders do not participate in the Rights Offer (whether because they are ineligible shareholders or otherwise), their shareholding interest in the Company will be diluted. The interest of shareholders who only take up part of their entitlement will also be diluted but to a lesser extent.
- d. Based on substantial holdings notices that have been given to the Company and lodged with ASX on or before the date of this notice, the current substantial shareholders of the Company as at the date of this notice are:

Shareholder	Shares	% Held
Everhoney Biotech Australia Pty Ltd (Everhoney)	663,638,954	15.4%
Hong Kong Jusheng Bolang Technology Co Limited (HK Jusheng)	507,488,612	11.8%

- e. If Everhoney subscribed for its entitlement but no other New Shares were issued, it would increase its voting power above 20%. Whilst this is technically possible, it is considered very unlikely that no other New Shares will be issued under the Offers. In addition, the Company will only issue the New Shares to an applicant where the Directors are satisfied, in their sole discretion, that the issue of new Shares will not result in a person's voting power increasing above 20%. The Company does not intend to appoint a nominee to sell ineligible shareholder entitlements for the purposes of section 615 of the Corporations Act and therefore Eligible Shareholders will not be able to rely on the exception for rights issues in item 10 of section 611 of the Corporations Act.
- f. HKJusheng's registered address is outside of Australia and New Zealand and therefore is not an Eligible Shareholder.
- g. The Company notes that each of Everhoney and HK Jusheng has certain board representation rights under subscription agreements entered into on 25 September 2019 for so long as those shareholders hold at least 10% in the Company's issued Shares. For further details of these arrangements, please refer to the ASX announcement dated 7 October 2019 and the notice of meeting dated 11 October 2019.
- h. So far as the Company is aware, no other Shareholder will, as a result of the Offers, increase its voting power from below 20% to above a 20% interest in the Company.

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

— ENDS —

For more information, please contact:

Company enquiries

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