

# Invitation to and Notice of 2020 Annual General Meeting And Explanatory Notes



**The Annual General Meeting (AGM) of Healthia Limited ACN 626 087 223 (the Company) will be held at:**

Time: 12:00pm (Brisbane Time)

Date: Monday 30 November 2020

Location: Virtual meeting held through the AGM Live online platform

If you are unable to attend the AGM, we encourage you to complete and return the enclosed Proxy Form by no later than 12:00pm **(Brisbane time) on Saturday, 28 November 2020**

Information to assist Shareholders to complete the Proxy Form and details of where to send the completed Proxy Form can be found on page 6 of the notice under the heading "Appointment of Proxies"

The accompanying Explanatory Notes which start on page 8 provide information about the items of business, voting, a summary of important information and Defined Terms and form part of this Notice and should be read in conjunction with it.

The Directors recommend that Shareholders read the Notice of Meeting and the Explanatory Notes in full before making a decision in relation to the Resolutions.

# Healthia Limited | NOTICE OF 2020 ANNUAL GENERAL MEETING

12:00PM (BRISBANE TIME)

30 NOVEMBER 2020

Dear Shareholder,

The Company's 2020 Annual General Meeting (AGM) will be held at **12:00pm (Brisbane time) on Monday 30 November 2020**.

Having regard to the continuing developments in relation to the coronavirus (COVID-19), we are making changes to our approach this year as the health and safety of our Shareholders and employees is of paramount importance. In light of continuing restrictions on large gatherings and social distancing requirements, it is not feasible or advisable for Shareholders to physically attend this year's AGM. Accordingly, we have adopted measures to allow Shareholders to participate in the AGM virtually this year.

The AGM will be made accessible to Shareholders via:

- an online platform (<https://agmlive.link/HLA20>) which will allow you to listen to the meeting, and also includes the facility for Shareholders to ask questions in relation to the business of the meeting and to vote in real time at the meeting. These processes are set out in this Notice of Meeting; or
- a live webcast (also at <https://agmlive.link/HLA20>) where you can listen but not participate in or vote at the meeting.

The Directors of Healthia encourage Shareholders to participate in the meeting via the online platform. Whilst Shareholders will be able to vote online during the meeting, Shareholders are encouraged to lodge a proxy ahead of the meeting, even if they are participating online. However, if you do actually attend the meeting via the online platform, you will be taken to be present at the meeting and will have to vote through that platform even though you have appointed a proxy.

If you are unable to attend, or intend to listen to the live webcast, please lodge your proxy online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) or otherwise in accordance with the instructions in this Notice of Meeting.

As always, we invite Shareholders to submit questions in advance of the meeting. Questions may be submitted by completing an online Shareholder question form on Healthia's website at [www.healthia.com](http://www.healthia.com) or submitting an online question when voting online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

This Notice of Meeting (which includes the agenda, eligibility to vote and Explanatory Notes) details the formal business to be dealt with at the AGM.

Briefly, this will be to:

## Ordinary Business

- receive and consider the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2020;
- re-elect a Director;

## Remuneration matters

- adopt the 2020 Remuneration Report;
- approve grants of Performance Rights to Executive Directors under the Performance Rights Plan for the purposes of Listing Rule 10.14;

## Acquisition matters

- approve the agreements to issue of shares to vendors of certain acquisitions undertaken by the Company for the purposes of Listing Rule 7.4; and
- approve the giving of financial assistance by certain companies to be acquired by the Company in connection with that acquisition.

## How to participate in the AGM via the online platform

Shareholders can participate in the AGM and listen to the webcast online using one of the following methods:

Enter <https://agmlive.link/HLA20> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN); and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Further information on how to participate virtually is set out in this Notice and the Online Platform Guide at [www.healthia.com](http://www.healthia.com).

If you are planning to listen to the live webcast only, we encourage you to submit a proxy and any questions ahead of the meeting.

## How to submit your vote in advance of the meeting

Proxies must be received by **12:00pm (Brisbane Time) on Saturday, 28 November 2020** to be valid for the meeting.

Instructions on how to appoint a proxy are on the online voting website, [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

Your proxy may be appointed in a variety of ways described on page 6 of the Notice of Meeting under 'Appointment of Proxies'.

Please see Healthia's website [www.healthia.com.au](http://www.healthia.com.au) for the following documents:

- a link from the page to our share registry to register your e-mail address in order to receive all Shareholder information electronically and to obtain standard Shareholder forms, including a direct dividend advice, a change of address advice and a request to consolidate holdings;
- Healthia's 2020 Annual Report, Healthia's Corporate Governance Statement and Notice of Meeting 2020; and
- Copies of news releases and financial presentations.

With Government guidance continually updating, Healthia is closely monitoring the developments relating to COVID-19. Shareholders are encouraged to check Healthia's website at [www.healthia.com.au](http://www.healthia.com.au) and the ASX for updates in relation to the AGM.

We look forward to engaging with Shareholders in this new way, and I hope that you will participate in the meeting online.

# Healthia Limited | NOTICE OF 2020 ANNUAL GENERAL MEETING

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12:00PM (BRISBANE TIME)  
30 NOVEMBER 2020

Yours sincerely

A handwritten signature in black ink, appearing to read 'Glen Richards', with a horizontal line underneath.

**Dr Glen Richards**  
**Chairperson**  
**Healthia Limited**  
**30 October 2020**

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## ORDINARY BUSINESS

### FINANCIAL AND OTHER REPORTS

To receive and consider the Company's 2020 Annual Report comprising the Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2020.

**Note:** There is no requirement for Shareholders to approve these reports.

### RESOLUTION 1

#### RE- ELECTION OF DIRECTOR

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That Mr Anthony Ganter, who retires as a Director in accordance with the Company's Constitution and, being eligible, be re-elected as a Director of the Company".*

## REMUNERATION MATTERS

### RESOLUTION 2

#### ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That the Remuneration Report for the year ended 30 June 2020 be adopted."*

**Note:** this resolution is:

- a) advisory only and does not bind the Directors or the Company; and
- b) subject to voting exclusions as set out in the Explanatory Notes for the resolution.

### RESOLUTION 3

#### APPROVAL OF A GRANT OF PERFORMANCE RIGHTS TO MANAGING DIRECTOR UNDER THE PERFORMANCE RIGHTS PLAN - WESLEY COOTE

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That for the purpose of Listing Rule 10.14 and for all other purposes, Shareholder approval is given for the grant of 192,500 Performance Rights under the Performance Rights Plan to Wesley Coote, Managing Director, and the issue of up to 192,500 Shares upon the exercise of those Performance Rights, subject to Vesting and Service Conditions as set out in the Explanatory Notes."*

**Note:** A voting exclusion statement applies to Resolution 3. Further details of this exclusion are set out in the Explanatory Notes for the Resolution.

### RESOLUTION 4

#### APPROVAL OF A GRANT OF PERFORMANCE RIGHTS TO EXECUTIVE DIRECTOR UNDER THE PERFORMANCE RIGHTS PLAN - ANTHONY GANTER

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That for the purpose of Listing Rule 10.14 and for all other purposes, Shareholder approval is given for the grant of 90,000 Performance Rights under the Performance Rights Plan to Anthony Ganter, Group COO, and the issue of up to 90,000 Shares upon the exercise of those Performance Rights, and subject to Vesting and Service Conditions as set out in the Explanatory Notes."*

**Note:** A voting exclusion statement applies to Resolution 4. Further details of this exclusion are set out in the Explanatory Notes for the Resolution.

## ACQUISITION MATTERS

### RESOLUTION 5

#### RATIFICATION OF AGREEMENT TO ISSUE SHARES TO THE VENDORS OF NATURAL FIT

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the agreement to issue 1,065,790 fully paid ordinary shares to the NF Vendors in connection with the Natural Fit Acquisition, as set out in the Explanatory Notes."*

**Note:** A voting exclusion statement applies to Resolution 5. Further details of this exclusion are set out in the Explanatory Notes.

### RESOLUTION 6

#### RATIFICATION OF AGREEMENT TO ISSUE SHARES TO THE VENDORS OF THE OPTICAL COMPANY PTY LTD

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the agreement to issue 9,400,000 fully paid ordinary shares to the Vendors in connection with the TOC Acquisition, as set out in the Explanatory Notes."*

**Note:** A voting exclusion statement applies to Resolution 6. Further details of this exclusion are set out in the Explanatory Notes for the Resolution.

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## RESOLUTION 7

### APPROVAL OF FINANCIAL ASSISTANCE BY TOC ENTITIES

To consider and, if thought fit, pass the following resolution as a special resolution:

*"That for the purposes of sections 260A and 260B(2) of the Corporations Act and for all other purposes, approval is given for each of the TOC Entities (each of which will become a wholly owned subsidiary of the Company) to give financial assistance in relation to the acquisition by the Company of shares in The Optical Company Pty Ltd ACN 115 778 366 as described in the Explanatory Notes".*

## OTHER BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By Order of the Board



**Christopher Banks**  
Company Secretary  
30 October 2020

Voting Notes and Explanatory Notes accompany and form part of this Notice of Meeting. Shareholders should read these documents in full.

## VOTING NOTES

### Voting Exclusion Statements

In accordance with the Listing Rules and the Corporations Act, the Company will disregard any votes cast on each Resolution (as applicable) by certain persons identified as being excluded from voting on that Resolution. Applicable voting exclusion statements are set out in the Explanatory Notes.

Please refer to the 'Important information on appointing a Proxy for Resolutions 2, 3 and 4' below for important information if you are appointing a proxy for these items.

### Eligibility to Vote and Attend the Meeting

For the purpose of the AGM and voting at the AGM, the Board has determined that a person's entitlement to vote at the AGM will be determined as those persons who are registered holders of shares in the Company as at 10.00am (Brisbane time) Saturday, 28 November 2020.

Accordingly, persons who become Shareholders after this time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Meeting.

### How to Participate and Vote at the Meeting Online

Shareholders can submit questions in relation to the business of the meeting, and vote on the Resolutions in real time during the meeting via the Virtual AGM online platform (<https://agmlive.link/HLA20>).

Shareholders participating in the meeting using the Virtual AGM platform will be able to vote between the commencement of the meeting and the closure of voting as announced by the Chairman during the meeting.

By participating in the meeting online you will be able to:

- hear and view meeting slides;
- submit questions at the appropriate time whilst the meeting is in progress; and
- vote during the meeting.

Instructions on how to log on and how to ask questions during the meeting are outlined below and available on Healthia's website at [www.healthia.com](http://www.healthia.com).

Please note, only Shareholders may ask questions online and only once they have been verified. It may not be possible to respond to all questions raised during the meeting. Shareholders are therefore encouraged to lodge questions prior to the AGM, as outlined on page 2.

If you choose to participate in the meeting online, registration will open at **11:30am (Brisbane time) on Monday, 30 November 2020**.

To participate in Healthia's AGM online, you can log in to the meeting in the following ways:

Enter <https://agmlive.link/HLA20> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN); and

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- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Further information on how to participate virtually is set out in this Notice and the Online Platform Guide at [www.healthia.com](http://www.healthia.com).

Further information regarding participating in the AGM online, including browser requirements, is detailed in the AGM Online Meeting Guide available on Healthia's website:

[www.healthia.com.au](http://www.healthia.com.au)

## Webcast

You can also view a live webcast of the meeting on:

<https://agmlive.link/HLA20>

## Poll

All Resolutions will be by poll.

The Chairman intends to call a poll on each of the Resolutions set out in this Notice of Meeting.

The results of the voting on Resolutions requiring a Shareholder vote at the meeting will be announced to the ASX promptly after the meeting.

## Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of Shareholders impacted and the extent to which participation in the business of the meeting is affected.

Where he considers it appropriate, the Chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy by 12:00pm (Brisbane time) on **Saturday, 28 November 2020** even if you plan to attend online.

However, if you do actually attend the meeting via the online platform, you will be taken to be present at the meeting and will have to vote through that platform even though you have appointed a proxy.

## Voting by Proxy

If you wish to vote by proxy, your proxy form must be received by the Company no later than **12:00pm (Brisbane time) on Saturday, 28 November 2020**. Any proxy form received after that time will not be valid for the scheduled Meeting. Proxy forms can be lodged:

**By Mail:** Healthia Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

**By Hand:** delivering it to Link Market Services Limited, 1A Homebush Drive Bay, Rhodes NSW 2138

**By Fax:** +61 2 9287 0309

**Lodging it online** at Link Market Services website

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) and logging in using the control number found on the front of your accompanying Proxy Form or scanning the QR code on the front of the accompanying Proxy Form with your mobile device and inserting your postcode.

**Note:** You will be taken to have signed your proxy form if you lodge it in accordance with the instructions on the website during Monday to Friday, 9:00am–5:00pm (Sydney time).

## Appointment of Proxies

- A Shareholder may appoint a body corporate or an individual as its proxy;
- A proxy need not be a Shareholder;
- A body corporate appointed as a Shareholder's proxy may appoint an individual as its corporate representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, a certificate of the appointment of corporate representative should be completed and lodged in the manner specified below.

If proxy holders vote on a poll, they must vote all directed proxies as directed. Any directed proxies which are not voted on a poll will automatically default to the person chairing the Meeting, who must vote the proxies as directed.

If you appoint a proxy, we encourage you to direct your proxy how to vote on each item by marking the appropriate boxes on the Proxy Form.

Shareholders are encouraged to notify an appointed proxy of their appointment to enable them to participate in the meeting online and to exercise your voting instructions.

Appointed proxies will need to contact Healthia's share registry, Link Market Services on:

Phone: 1300 554 474 (within Australia),  
Phone: +61 1300 554 474 (outside Australia).  
Fax: Phone: +61 2 9287 0309 (within Australia),

to obtain a username and password to vote online. Further details are available in the online meeting guide available at [www.healthia.com.au](http://www.healthia.com.au).

If you do not specify a proxy in your completed proxy form or if the person you appoint does not participate in the AGM, the Chair of the meeting will be taken to be your proxy by default. In accordance with the Corporations Act, any directed proxies that are not voted as directed on a poll at the meeting will automatically default to the Chair of the meeting, who is required to vote proxies as directed.

Proxy forms must be lodged by 12:00pm (Brisbane time) on **Saturday, 28 November 2020**.

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The **enclosed** Proxy Form provides further details on appointing proxies and lodging proxy forms.

If you appoint the Chair of the Meeting as your proxy but you do not direct the Chair how to vote you will be authorising the Chair to cast your vote on all the Resolutions.

The Chair intends to vote all undirected proxies in favour of all Resolutions. If there is a change in the way the Chair intends to vote, the Company will make an announcement to ASX.

## **Important Information on appointing a Proxy for Resolutions 2, 3 and 4**

The Corporations Act places certain restrictions on the ability of Key Management Personnel and their CRP to vote on Resolutions 1, 3 and 4, including where they are voting as proxy for another Shareholder.

If you appoint any member of Key Management Personnel (other than the Chair) or their CRP as your proxy, they will not be able to vote your proxy on Resolution 2 (Remuneration Report), Resolution 3 (Grant of performance rights to Managing Director) or Resolution 4 (Grant of performance rights to Executive Director) unless you have directed them how to vote.

To ensure that your votes are counted, you are encouraged to direct your proxy as to how to vote on Resolutions 2, 3 and 4 by indicating your preference by completing any of the 'For', 'Against' or 'Abstain' boxes on the proxy form.

## **Corporate representatives**

Any:

- a) corporate Shareholder; or
- b) corporate proxy appointed by a Shareholder,

that has appointed an individual to act as its corporate representative at the AGM should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative.

The authority may be sent to the Company or its share registry, Link Market Services, in advance of the AGM.

An Appointment of Corporate Representative form is available by contacting the Company's share registry:

Link Market Services

Phone: 1300 554 474 (within Australia),

Phone: +61 1300 554 474 (outside Australia).

Fax: Phone: +61 2 9287 0309 (within Australia),

## **Questions on how to cast your votes**

If you have any queries on how to cast your votes, please call the Company's share registry.

## **QUESTIONS FROM SHAREHOLDERS**

In accordance with the Corporations Act and the Company's past practice, a reasonable opportunity will be given to Shareholders at the meeting to ask questions about, or make comments on, the management of the Company and the Remuneration Report.

Similarly, a reasonable opportunity will also be given to Shareholders at the meeting to ask Healthia's auditor, BDO, questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the Auditor in relation to the conduct of the audit.

Written questions may be submitted by Shareholders in advance of the meeting, including questions for the company's auditor BDO.

Shareholders can submit their questions in advance of the meeting in a number of ways:

1. by completing an online Shareholder question form on Healthia's website at [www.healthia.com.au](http://www.healthia.com.au); or
2. submitting an online question when voting online prior to the meeting at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

Please submit questions by no later than **5:00pm on Monday, 23 November 2020**.



# Explanatory Notes

## EXPLANATORY NOTES

These Explanatory Notes are provided to Shareholders of the Company to explain the Items of business and Resolutions to be put to Shareholders at the Annual General Meeting to be held on **12:00pm (Brisbane time) on Monday, 30 November 2020**.

The Directors recommend that Shareholders read the accompanying Notice of Meeting and these Explanatory Notes in full before making any decision in relation to the Resolutions.

Terms used in these Explanatory Notes are defined in the Glossary on page 15 of this document.

## Annual Financial Report and Directors' and Auditor's Reports

Healthia's Annual Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Consolidated Statement of Profit and Loss and Other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to the financial report for the Company and its controlled entities for the financial year ended 30 June 2020 were released to ASX Limited 26 August 2020. You can access a copy of the Annual Report at: <https://investors.healthia.com.au/investor-centre/?page=asx-announcements>

The Company's Annual Report is placed before the Shareholders for discussion.

Shareholders will be given a reasonable opportunity to ask questions about, and make comments on, the reports and Healthia's management, businesses, operations, financial performance and prospects, however there will be no formal resolution put to the meeting. Healthia's auditor will also attend the meeting to answer questions in relation to the conduct of the audit (including the independence of the auditor), the preparation and content of the auditor's report and the accounting policies adopted by Healthia. Shareholders may also submit questions in advance of the meeting in accordance with the instruction on page 7 of the Notice of Meeting.

No voting is required for this item.

## Resolution 1 | Re-election of Mr Anthony Ganter

Article 47 of the Constitution requires the Company to hold an election of directors whenever required by the Corporations Act or the Listing Rules. The Listing Rules require the Company to hold an election of directors at each annual general meeting. Accordingly, Mr Anthony Ganter being eligible, offers himself for re-election by the Company Shareholders.

The experience, qualifications and other details in relation to Mr Anthony Ganter are set out below.

<b>Anthony Ganter</b> Group Chief Operating Officer	Anthony ("Tony") has over 25 years' experience in the management and operation of private physiotherapy and sports medicine clinics and high-performance medical teams in professional sport. He possesses knowledge of the professional, administrative and management skills required to operate physiotherapy and sports medicine centres.  Tony remains active as a treating physiotherapist which enables him to keep in touch with the challenges of both professional health care and clinic ownership.  He has a strong commitment to the ongoing creation of varied career journeys for physiotherapists.
Current directorships of listed entities	None
Directorships of listed entities over last 3 years	None
Bankruptcy and Criminal Records Searches	Nil to Report

### Board recommendation:

The Board, with Mr Anthony Ganter abstaining, recommend that you vote in favour of Resolution 1, and the Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

## Resolution 2 | Remuneration Report

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory resolution.

The Remuneration Report is in the Directors' Report and set out on pages 23-30 of the Annual Report for the period ended 30 June 2020.

The 2020 Annual Report is available on the Company's website: <https://investors.healthia.com.au/investor-centre/?page=asx-announcements>

The Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of executives of the Company including the Managing Director; and
- sets out remuneration details for each Director and the other Key Management Personnel of the Company.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, and make comments on, the Remuneration Report and the Company's remuneration arrangements.

The Board believes that the Company's remuneration



## Explanatory Notes

arrangements, as set out in the Remuneration Report, are fair, reasonable and appropriate and support achievement of the strategic objectives of the Company.

### Board recommendation:

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report. A vote on this Resolution is advisory only and does not bind the Directors.

### Voting Exclusion for Resolution 2

The Company will disregard any votes cast on this Resolution:

- by or on behalf of a member of the Key Management Personnel named in the Remuneration Report, or that Key Management Personnel's CRP, regardless of the capacity in which the vote is cast
- as a proxy by a member of the Key Management Personnel, or that Key Management Personnel's CRP,

unless the vote is cast as a proxy for a person who is entitled to vote on this Resolution:

- in accordance with their directions on how to vote as set out in the Proxy Form; or
- by the Chair pursuant to an express authorisation on the Proxy Form.

## Resolutions 3 and 4 | Grant of Performance Rights to Executive Directors, Wesley Coote and Anthony Ganter

Resolutions 3 and 4 seek Shareholder approval for the purpose of Listing Rule 10.14 and for all other purposes to grant Performance Rights to Mr Wesley Coote (Group Managing Director and CEO) and Mr Anthony Ganter (Group Chief Operating Officer) pursuant to the Company's Performance Rights Plan. The Performance Rights will be issued no later than 30 June 2021. Each Performance Right will entitle Mr Coote and Mr Ganter to acquire one Share, subject to meeting Vesting Conditions and the Service Condition (see below).

The Performance Rights Plan was approved by Shareholders at the Annual General Meeting on 20 November 2019 for the purpose of Listing Rule 7.2 (Exception 13) and for all other purposes.

### Group Managing Director Remuneration

Wesley Coote is the Group Managing Director and CEO of the Company.

The Company's remuneration strategy for Mr Coote comprises:

- Total fixed remuneration (TFR), consisting of base salary, superannuation and other benefits;
- Short-term incentives (STI) with a maximum opportunity of 75% of base salary; and
- Long Term Incentives (LTI) with a maximum opportunity of 70% of base salary.

The Board (other than Mr Coote) considers it appropriate to award Performance Rights to Mr Coote. Details of Mr Coote's remuneration entitlements for the financial year ended 30 June 2020 are set out in the Company's 2020 Annual Report on page 21.

The Board (other than Mr Coote), subject to Shareholder approval of Resolution 3, proposes to grant 192,500 Performance Rights (**2021 Performance Rights**) to Mr Coote.

### Group COO Remuneration

Anthony Ganter is the Group Chief Operating Officer for the Company.

The Company's remuneration strategy for Mr Ganter comprises:

- Total fixed remuneration (TFR), consisting of base salary, superannuation and other benefits;
- Short-term incentives (STI) with a maximum opportunity of 75% of base salary; and
- Long Term Incentives (LTI) with a maximum opportunity of 60% of base salary.

The Board (other than Mr Ganter) considers it appropriate to award Performance Rights to Mr Ganter. Details of Mr Ganter's remuneration entitlements for the financial year ended 30 June 2020 are set out in the Company's 2020 Annual Report on page 21.

The Board (other than Mr Ganter), subject to Shareholder approval of Resolution 4, proposes to grant 90,000 2021 Performance Rights to Mr Ganter.

### Why is Shareholder Approval Required?

Listing Rule 10.14 requires a listed company to obtain Shareholder approval prior to the issue of securities under an employee incentive scheme to a director of a Company or his or her Associates. As Mr Coote and Mr Ganter are Directors of the Company, in accordance with Listing Rules, any issue of Performance Rights to them requires prior approval of Shareholders.

Once approval is obtained pursuant to Listing Rule 10.14, the Company is entitled to rely on Listing Rule 10.12, Exception 8 as an exception to any requirement that may otherwise apply requiring Shareholder approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1 (Listing Rule 7.2 Exception 14).

### 2021 Performance Rights

Resolutions 3 and 4 seek approval for the purposes of Listing Rule 10.14 and for all other purposes, to make the grant of 192,500 2021 Performance Rights to Mr Coote and 90,000 2021 Performance Rights to Mr Ganter respectively and the issue of Shares to them on the exercise of any such Performance Rights, in accordance with the terms and conditions of the Performance Rights Plan.

#### Conditions and Important Dates

The vesting date for the 2021 Performance Rights will be 31 August 2023 (**Vesting Date**), subject to meeting the Vesting Conditions and Service Conditions (set out below). The 2021 Performance Rights will expire on 31 October 2023, if not exercised, lapsed or forfeited earlier.

#### Vesting Conditions

The number of 2021 Performance Rights which will vest in accordance with the Performance Rights Plan rules is dependent on, and subject to, satisfaction of the following conditions (together, the **Vesting Conditions**):

#### 1. EPS Growth

- Compounding annual growth in underlying Earnings Per Share (**underlying EPS**) for the period from 1 July 2020 to 30 June 2023 must be greater than 10% per annum.
- The underlying EPS results to be used will be the Basic EPS recorded in the Company's audited financial statements in the relevant years, adjusted for one-off and non-recurring items and the amortisation of customer lists, as determined by the Board in its discretion.
- 50% of the Performance Rights will be exercisable if this condition is achieved.

## Explanatory Notes

### 2. Total Shareholder Return

- Total Shareholder Return (TSR) to exceed 150% for the period from 1 Jul 2020 to 30 June 2023, with TSR calculated as follows:
  - $TSR = (Price\ End - Price\ Begin + Dividends) / Price\ Begin$
- Where:
  - Price Begin = share price at quotation of the Consolidated Entity's shares on ASX;
  - Price End = share price as at 30 June 2023, and
  - Dividends = total dividends paid per share during the period from 1 July 2020 to 30 June 2023.
- 50% of the Performance Rights will be exercisable if this condition is achieved.

Any 2021 Performance Rights which fail to meet the relevant Vesting Conditions before the relevant Vesting Date shall immediately lapse. There will be no re-testing.

#### Service Conditions

All of the 2021 Performance Rights are subject to Mr Coote and Mr Ganter respectively satisfying the service conditions, being continuous employment with the Company from the date of grant of the 2021 Performance Rights until the Vesting Date, subject to the Board exercising its discretion to determine otherwise.

#### Other information

If either Mr Coote or Mr Ganter cease employment before the Vesting Conditions are satisfied, the number of Performance Rights available to be exercised will be determined by the Board in their absolute discretion depending on the circumstances of their resignation.

If, in the Board's opinion, Mr Coote or Mr Ganter has acted fraudulently or dishonestly or is in breach of their material obligations to the Company, the Board may determine that any or all of the 2021 Performance Rights which have not yet vested, lapse.

### Specific information required under the Listing Rules

The following additional information is provided in accordance with Listing Rule 10.15 in relation to Resolutions 3 and 4.

<b>LR10.15.2: Which category in Listing Rules 10.14 is applicable</b>	Mr Wesley Coote and Mr Anthony Ganter are each Directors of the Company and fall within the Listing Rule 10.14.1 category.
<b>10.15.3: Maximum number of 2021 Performance Rights to be issued</b>	The Company is seeking approval to issue: <ul style="list-style-type: none"> <li>• Mr Wesley Coote: 192,500 2021 Performance Rights; and</li> <li>• Mr Anthony Ganter: 90,000 2021 Performance Rights.</li> </ul>
<b>LR 10.15.4: Details (including the amount) of the Directors' current total remuneration package</b>	Current total remuneration package: <ul style="list-style-type: none"> <li>• Mr Wesley Coote: \$275,000 per annum plus superannuation and short and long-term incentives; and</li> <li>• Mr Anthony Ganter: \$180,000 per annum plus superannuation and short and long-term incentives.</li> </ul>
<b>LR 10.15.5: Number of securities that</b>	<ul style="list-style-type: none"> <li>• Mr Wesley Coote: 172,463 Performance Rights; and</li> </ul>

<b>have previously been issued to Mr Coote and Mr Ganter under the Performance Rights Plan</b>	<ul style="list-style-type: none"> <li>• Mr Anthony Ganter: 128,115 Performance Rights.</li> </ul> <p>No consideration has been paid in respect of these Performance Rights.</p>
<b>LR10.15.6: Summary of material terms of Performance Rights</b>	The key terms of the 2021 Performance Rights are set out in this Explanatory Note and in the summary of the Performance Rights Plan set out in Schedule 1 to the Explanatory Notes.
<b>LR10.15.6: Why Performance Rights are being used</b>	The Company considers the Performance Rights to be an effective incentive as they will only vest and become exercisable where relevant performance hurdles and employment service conditions have been met.
<b>LR10.15.6: Value of Performance Rights</b>	The 'fair value' of the Performance Rights for accounting purposes will be determined at the date of grant of the 2021 Performance Rights and the value expensed over the relevant service periods after taking account of any market and non-market vesting conditions in accordance with AASB-2.
<b>LR 10.15.7: Date of issue</b>	If the Resolutions are passed, the 2021 Performance Rights will be issued no later than 30 June 2021.
<b>LR 10.15.8: Issue Price</b>	The Issue Price for the 2021 Performance Rights is nil.
<b>LR 10.15.9: Summary of the material terms of the Performance Rights Plan</b>	A summary of the material terms of the Performance Rights Plan is set out in Schedule 1 to the Explanatory Notes.
<b>LR 10.15.10: Loan</b>	No loan will be provided by the Company in relation to the grant or exercise of the 2021 Performance Rights.
<b>LR 10.15.11:</b>	<ul style="list-style-type: none"> <li>○ Details of any 2021 Performance Rights granted to Mr Coote and Mr Ganter (and Shares issued upon their vesting) will be published in the annual report of the Company relating to the period in which they have been granted or issued, together with a note that approval of the grant and issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Performance Rights Plan after these Resolutions are approved and who were not named in this Notice of Meeting and Explanatory Notes will not participate until approval is obtained under that Listing Rule.</li> </ul>
<b>Other information:</b>	<ul style="list-style-type: none"> <li>○ Any dealing in Shares is subject to the constraints of Australian insider trading laws and the Company's Share Trading Policy. Participants are specifically prohibited from hedging their Company share price exposure</li> </ul>

## Explanatory Notes

	in respect of their Performance Rights during the vesting period
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### Non-Executive Directors' views and recommendations

The Non-Executive Directors believe that the success of the Group will largely depend on the leadership, skills and motivation of Mr Coote and Mr Ganter in overseeing the management of the Group's operations and strategy implementation. In deciding to recommend the issue of 2021 Performance Rights to Mr Coote and Mr Ganter, the Non-Executive Directors:

- took into account the nature of Mr Coote's and Mr Ganter's leadership positions within the Group, the function and purpose of the LTI component of the Company's remuneration framework and have considered these against the practices of other ASX listed companies
- consider that the grant of the 2021 Performance Rights is an appropriate form of remuneration and is part of a reasonable remuneration package taking into account the Group's circumstances and the circumstances of Mr Coote and Mr Ganter, and
- believe that it is in the best interests of Shareholders to approve Resolutions 3 and 4 as the grant of the 2021 Performance Rights appropriately aligns Mr Coote's and Mr Ganter's remuneration and Shareholder return due to the Vesting Conditions and Service Conditions that must be achieved for the 2021 Performance Rights to vest.

#### Non-Executive Directors' Recommendation

The Non-Executive Directors recommend that Shareholders vote in favour of Resolutions 3 and 4, and the Chairman of the Meeting intends to vote undirected proxies in favour of this resolution.

### Voting Exclusion for Resolutions 3 and 4

The Company will disregard any votes cast:

- in favour of Resolutions 3 or Resolution 4 by or on behalf of Mr Coote or Mr Ganter, or an Associate of either of them, regardless of the capacity in which the vote is cast;
- on Resolutions 3 or 4 as a proxy by a member of the Key Management Personnel, or that Key Management Personnel's CRP.

However, for each Resolution, the relevant exclusion will not apply if the vote is cast on that Resolution:

- as proxy or attorney for a person entitled to vote on the Resolution in accordance with their directions of how to vote as set out in the proxy appointment;
- as proxy for a person entitled to vote on the Resolution by the Chair pursuant to an express authorisation to exercise the proxy to vote as the Chair thinks fit; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and

- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### Resolution 5 | Ratification of agreement to issue Shares to the Vendor of Natural Fit

As announced on 28 October 2020, the Company has entered into an agreement to acquire 100% of the business and assets in Natural Fit Footwear (**Natural Fit**) from Natural Fit Footwear Pty Ltd ACN 619 509 483 (the **NF Vendor**), (the **Natural Fit Acquisition**). The Company has agreed to issue Shares in the Company to the directors of the NF Vendor or their respective nominees valued at \$1.013m as part consideration for the Natural Fit Acquisition (**NF Consideration Shares**).

Listing Rule 7.1 generally restricts listed companies from issuing equity securities in any 12 month period, in excess of 15% of the number of issued securities of the company at the beginning of the 12 month period, without prior Member approval or under an exception in Listing Rule 7.2.

Listing Rule 7.4 provides that where the holders of ordinary securities in a company subsequently approve a previous issue of, or agreement to issue, securities, those securities will be deemed to have been made with Member approval for the purpose of Listing Rule 7.1 provided the previous issue did not breach Listing Rule 7.1.

This Resolution seeks ratification of the agreement to issue the NF Consideration Shares on the terms as outline below.

The agreement to issue the NF Consideration Shares was entered into pursuant to the Company's 15% placement capacity under Listing Rule 7.1. However, ratification of the agreement is being sought from Shareholders pursuant to Listing Rule 7.4 to provide flexibility for the Company to issue further Shares without Shareholder approval, including for future issues of Shares as part consideration to vendors in connection with the Company's continued acquisition strategy.

The agreement to issue, and the issue of, the NF Consideration Shares is not conditional upon Shareholders passing Resolution 5.

If Resolution 5 is passed, the NF Consideration Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

If Resolution 5 is not passed, the NF Consideration Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

#### Additional information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the NF Consideration Shares:

- the NF Consideration Shares will be issued to the directors of the NF Vendor;
- the NF Consideration Shares will be issued at completion of the Natural Fit Acquisition. Completion is currently targeted for 30 November 2020 but that date may change. If the NF Consideration Shares are issued more than 3 months after

## Explanatory Notes

- the date of the AGM, the approval under this Resolution 5 will not apply to those Shares;
- (c) the issue price will be the lower of:
- (i) the 30 day weighted average price of the Company at the date of the business sale agreement for the Natural Fit Acquisition; and
  - (ii) the lower price offered under any capital raising of at least \$50,000 by the Company between 1 September 2020 and the date of the Company's 2020 Annual General Meeting;
- (d) the purpose of the issue is to provide part of the consideration for the Natural Fit Acquisition and no cash will be received by the Company for the issue of the NF Consideration Shares; and
- (e) the NF Consideration Shares are to be issued under an agreement, the material terms of which are summarised in Schedule 3.

### Board recommendation:

The Board recommends that Shareholders vote in favour of Resolution 5, and the Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

### Voting Exclusion for Resolution 5

The Company will disregard any votes cast in favour of the Resolution by:

- the NF Vendor, and any other person who will receive a material benefit as a result of the proposed issue of the NF Consideration Shares, (except a benefit solely by reason on being a holder of Shares); and
- any Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to them to vote on the Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Resolution 6 | Ratification of agreement to issue Shares to the vendors of The Optical Company Pty Ltd

As announced on 30 October 2020, the Company has entered into an agreement to acquire 100% of the shares in The Optical Company Pty Ltd ACN 115 778 366 (**TOC**) from Bridell Pty Ltd ACN 062 133 493 as trustee of the Kangisser Family Trust and Chester-LGL Pty Ltd ACN 122 661 705 as trustee of the Chester Capital Investment Trust, (each a **Vendor**) (the **TOC Acquisition**).

The Company has agreed to issue a total of 9,400,000 Shares in the Company to the Vendors as part consideration for the TOC Acquisition (**TOC Consideration Shares**).

Listing Rule 7.1 generally restricts listed companies from issuing equity securities in any 12 month period, in excess of 15% of the number of issued securities of the company at the beginning of the 12 month period, without prior Member approval or under an exception in Listing Rule 7.2.

Listing Rule 7.4 provides that where the holders of ordinary securities in a company subsequently approve a previous issue of, or agreement to issue, securities, those securities will be deemed to have been made with Member approval for the purpose of Listing Rule 7.1 provided the previous issue or agreement did not breach Listing Rule 7.1.

This Resolution seeks ratification of the agreement to issue the TOC Consideration Shares on the terms as outline below.

The agreement to issue the TOC Consideration Shares was entered into pursuant to the Company's 15% placement capacity under Listing Rule 7.1. However, ratification of the agreement is being sought from Shareholders pursuant to Listing Rule 7.4 to provide flexibility for the Company to issue further Shares without Shareholder approval, including for future issues of Shares as part consideration to vendors in connection with the Company's continued acquisition strategy.

The agreement to issue, and the issue of, the TOC Consideration Shares is not conditional upon Shareholders passing Resolution 6.

If Resolution 6 is passed, the TOC Consideration Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

If Resolution 6 is not passed, the TOC Consideration Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

### Additional information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the TOC Consideration Shares:

- (a) the TOC Consideration Shares will be issued to the Vendors, with each Vendor receiving half of those Shares;
- (b) the TOC Consideration Shares will be issued at completion of the TOC Acquisition. Completion is currently targeted for 30 November 2020 but that date may change. If the TOC Consideration Shares are issued more than 3 months after the date of the AGM, the approval under this Resolution 6 will not apply to those Shares;
- (c) the issue price will be the lower of
  - (i) the 30 day weighted average price of the Company at the date of the sale agreement for the TOC Acquisition; and

## Explanatory Notes

- (ii) the lowest price offered under any capital raising of at least \$50,000 by the Company between 1 September 2020 and completion of the TOC Acquisition;
- (d) the purpose of the issue is to provide part of the consideration for the TOC Acquisition, and no cash will be received by the Company for the issue of the TOC Consideration Shares; and
- (e) the TOC Consideration Shares are to be issued under an agreement, the material terms of which are summarised in Schedule 2.

### Board recommendation:

The Board recommends that Shareholders vote in favour of Resolution 6, and the Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

### Voting Exclusion for Resolution 6

The Company will disregard any votes cast in favour of the Resolution by:

- each Vendor, and any other person who will receive a material benefit as a result of the proposed issue of the TOC Consideration Shares, (except a benefit solely by reason on being a holder of Shares); and
- any Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to them to vote on the Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Resolution 7 - Approval of Financial Assistance - TOC Acquisition

### The TOC Acquisition

TOC owns various subsidiaries (together, the **TOC Group**). The TOC Group operates 41 optometry and optical eye wear stores located across Australia including Queensland, Victoria, New South Wales and South Australia.

### Financing

The Company will fund the consideration payable in respect of the TOC Acquisition by a combination of Shares, debt under the Debt Facility Agreement and existing cash reserves.

A condition of the Debt Facility Agreement is that the following entities (**TOC Entities**), each of which will become subsidiaries of the Company on completion of the TOC Acquisition, allow the Company's Financiers to take a General Security Agreement security over the following entities:

- AUSTRALIAN EYEWEAR DISTRIBUTORS PTY LTD ACN 127 427 007;
- BLINK OPTICAL CHULLORA PTY LTD ACN 117 228 092;
- BLINK OPTICAL GORDON PTY LTD ACN 126 611 658;
- BLINK OPTICAL PTY LTD ACN 125 423 449;
- BLINK OPTICAL ROBINA PTY LTD ACN 137 325 001;
- BLINK OPTICAL ST IVES PTY LTD ACN 121 108 683;
- EASER PREF PTY LTD ACN 132 980 799;
- EYEWEAR AUSTRALIA (S.E. REGIONAL) PTY LTD ACN 124 184 167;
- GLASSES GALORE PTY LTD ACN 153 104 397;
- KPFE - MALOP ST PTY LTD ACN 133 053 157;
- KPFE - PACKINGTON STREET PTY LTD ACN 133 053 184;
- LEOPOLD OPTICAL PTY LTD ACN 129 814 562;
- LEVEL 28 PTY LTD ACN 619 545 658;
- MOUNT GAMBIER OPTICAL PTY LTD ACN 124 185 048;
- POINT COOK OPTICAL PTY LIMITED ACN 130 459 102;
- STACEY & STACEY PTY LTD ACN 009 692 264;
- THE OPTICAL COMPANY (INTERNATIONAL) PTY LTD ACN 614 864 827;
- THE OPTICAL COMPANY (NSW) PTY LTD ACN 153 741 970;
- THE OPTICAL COMPANY (PACIFIC) PTY LTD ACN 169 476 804;
- THE OPTICAL COMPANY PTY LTD ACN 115 778 366; and
- THE OPTICAL COMPANY QUEENSLAND PTY LTD ACN 621 019 369.

### Requirements for Shareholder approval

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company, or its holding company, only in certain circumstances, one of which is where the assistance is approved by shareholders under section 260B of the Corporations Act.

Section 260B(2) of the Corporations Act provides that if the company providing financial assistance will become a subsidiary of a listed domestic corporation immediately after the acquisition referred to in section 260A occurs, approval will also be required (by way of a special resolution) from the shareholders of the listed corporation. Accordingly, for the TOC Entities to give financial assistance in connection with the TOC Acquisition, the approval of Shareholder is required under Resolution 7. For Resolution 7 to be passed, at least 75% of the votes cast by members entitled to vote on the Resolution present in person, or by proxy or representative must be in favour of the Resolution.

## Explanatory Notes

It is a requirement of the Debt Facility Agreement that the TOC Entities have entered into, or proposes to enter into, that the TOC Entities and the Company obtain shareholder approval so that the TOC Entity may give security to the Financiers over their assets and undertaking.

The Company and its subsidiaries may, from time to time, arrange refinancing and additional financing facilities (including working capital facilities) of an amount to be decided in the future. In order to secure and to regulate the obligations of the Company and any subsidiary in relation to such financing facilities, each TOC Entity may be asked to enter into new facilities agreements as an obligor or give one or more of a guarantee, indemnity or security interest over its assets (whether by way of mortgage, charge or otherwise) to secure each obligor's obligations under any new facilities agreement and any related document.

The entering into and performing of obligations under any of these documents by a TOC Entity may constitute the giving of financial assistance to the Company in connection with the acquisition by the Company of the shares in TOC and approval for such financial assistance is also being sought by Resolution 7.

### Effects of the proposed financial assistance

The adverse effects that may result in the case of each of the TOC Entities due to that company entering into the security are that:

- (a) each TOC Entity will become liable (as a guarantor) under the Debt Facility Agreement and that TOC Entity's assets may become subject to enforcement action by the Financiers under the Debt Facility Agreement if a default under that agreement occurs;
- (b) it may affect the TOC Entity's ability to borrow money in the future because a financier may be deterred by the existence of the security;
- (c) if the Company or other obligors fail to pay amounts due or perform obligations in accordance with the Debt Facility Agreement then the Financiers may enforce the security against the TOC Entities; and
- (d) in the event of the winding up of the TOC Entities, the Financiers under the Debt Facility Agreement will rank ahead of the Company and the TOC Entities other unsecured creditors with respect to the amounts payable in connection with the security.

The Board considers that each of the TOC Entities will benefit from becoming subsidiaries (directly or indirectly) of the Company in that each may gain access to:

- (a) working capital or inter-company loans at beneficial rates; and/or
- (b) management's expertise and business strategies developed by the Company and its subsidiaries.

Accordingly, the Board has formed the view that the giving of financial assistance and entering into the security by the TOC Entities will not materially prejudice the interests of the TOC Entities or their shareholders. However, the Board considers it prudent and consistent with good business practice to seek Shareholders' approval.

The Board has also formed the view that the giving of financial assistance and entering into the security is in the best interests, and for the corporate benefit, of the Company and its Shareholders because (among other things):

- (a) the Group's financing arrangements will be more flexible and secured; and
- (b) if Resolution 7 is not approved, the TOC Entities may not be able to give the security contemplated by the Debt Facility Agreement. In

those circumstances, the conditions of the Debt Facility Agreement may be breached, whereupon the Company may need to seek alternative funding to replace the funding provided under the Debt Facility Agreement, which funding may not be available on terms as favourable as those provided under the Debt Facility Agreement (or at all), and further, the Company could expect to incur significant transaction costs in connection with such a refinance.

This information has been provided in accordance with section 260B(4) of the Corporations Act, being all information known to the Company that is material to the decision of a Shareholder whether to approve the financial assistance (other than information which the Company has previously disclosed to Shareholders)..

### Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 7, and the Chairman of the Meeting intends to vote undirected proxies in favour of this resolution.



## Schedule 1 - Summary of Performance Rights Plan

### GLOSSARY

Defined Terms	Meaning
<b>2021 Performance Rights</b>	The Performance Rights proposed to be granted to Mr Coote and Mr Ganter as described in the Explanatory Notes for Resolutions 3 and 4.
<b>Associate</b>	The meaning given in the Listing Rules.
<b>Auditor</b>	BDO.
<b>Annual General Meeting or AGM</b>	The annual general meeting of Shareholders of the Company.
<b>ASX</b>	ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
<b>BDO</b>	BDO Audit Pty Ltd ACN 134 022 870.
<b>Board</b>	The board of Directors of the Company.
<b>Chairman or Chair</b>	The person appointed to chair the Meeting.
<b>Closely Related Party or CRP</b>	(As defined in the Corporations Act) of a member of the Key Management Personnel for an entity means: <ul style="list-style-type: none"> <li>a) a spouse or child of the member; or</li> <li>b) a child of the member's spouse; or</li> <li>c) a dependant of the member or the member's spouse; or</li> <li>d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or</li> <li>e) a company the member controls; or</li> <li>f) a person prescribed by the regulations for the purposes of this paragraph.</li> </ul>
<b>Corporations Act</b>	The Corporations Act 2001 (Cth).
<b>Company or Healthia</b>	Healthia Limited ACN 626 087 223.
<b>Constitution</b>	The constitution of the Company, as amended from time to time.
<b>Debt Facility Agreement</b>	the Syndicated Facilities Agreement with Australia and New Zealand Banking Group Limited and the Bank of Queensland Limited (as amended from time to time).
<b>Directors</b>	The directors of the Company from time to time (each a <b>Director</b> ).
<b>Financiers</b>	Australia and New Zealand Banking Group Limited and the Bank of Queensland Limited.
<b>Group</b>	Healthia Limited and its wholly owned subsidiaries from time to time.
<b>Key Management Personnel</b>	(As defined in the Corporations Act) those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group.
<b>Listing Rules</b>	The Listing Rules of ASX.
<b>Managing Director</b>	The managing director of the Company.
<b>Meeting</b>	This meeting.
<b>Natural Fit</b>	Natural Fit Footwear Pty Ltd ACN 619 509 483.
<b>Natural Fit Acquisition</b>	The meaning given in the Explanatory Notes for Resolution 5.
<b>NF Consideration Shares</b>	The meaning given in the Explanatory Notes for Resolution 5.
<b>NF Vendor</b>	The meaning given in the Explanatory Notes for Resolution 5.
<b>Non-Executive Directors</b>	The non-executive directors of the Company.
<b>Notice</b>	The Notice of Meeting which accompanies the Explanatory Notes.
<b>Performance Right</b>	A right to acquire or to be transferred a Share in accordance with the terms of which they are granted by the Board, at its discretion, and the rules of the Performance Rights Plan.
<b>Performance Rights Plan</b>	The Healthia Ltd Performance Rights Plan, approved by the Shareholders at the Annual General Meeting on 20 November 2019.
<b>Remuneration Report</b>	The section of the Directors' Report contained in the annual Financial Report of the Company for the year ended 30 June 2020 entitled 'Remuneration Report'.
<b>Service Conditions</b>	The service conditions that must be satisfied before 2021 Performance Rights can vest, as described in the Explanatory Notes for Resolutions 3 and 4.
<b>Shareholder</b>	A registered holder of shares in the Company.
<b>Shares</b>	Fully paid ordinary shares in the capital of the Company (each a <b>Share</b> ).
<b>TOC</b>	The Optical Company Pty Ltd ACN 115 778 366.
<b>TOC Acquisition</b>	The meaning given in the Explanatory Notes for Resolution 6.
<b>TOC Consideration Shares</b>	The meaning given in the Explanatory Notes for Resolution 7.
<b>TOC Entities</b>	The meaning given in the Explanatory Notes for Resolution 7.
<b>TOC Group</b>	The meaning given in the Explanatory Notes for Resolution 6.
<b>TSR</b>	The meaning given in the Explanatory Notes for Resolutions 3 and 4.
<b>Underlying EPS</b>	The meaning given in the Explanatory Notes for Resolutions 3 and 4.
<b>Vendor</b>	The meaning given in the Explanatory Notes for Resolution 6.
<b>Vesting Condition</b>	The performance hurdles or other conditions that must be satisfied before 2021 Performance Rights can vest, as described in the Explanatory Notes for Resolutions 3 and 4.
<b>Vesting Date</b>	31 August 2023.
<b>Volume Weighted Average</b>	The meaning given in the Listing Rules.



## Schedule 1 - Summary of Performance Rights Plan

Defined Terms	Meaning
Market Price	

The key terms of the Performance Rights Plan are set out below:

Plan Terms/Conditions	Details
Purpose	The purpose of the Plan is to encourage employees to share in the ownership of the Company and to promote the long-term success of the Company as a goal shared by all employees.
Eligibility	Permanent employees or executive directors of the Company or any related body corporate of the Company.
Form of awards	<p>Awards may be paid in the form of cash or equity (which may include Shares, rights, options or other securities). A right is a right to acquire a Share and can take the form of:</p> <ul style="list-style-type: none"> <li>○ <b>Performance Rights</b>, which, once issued are subject to vesting conditions specified in the offer that must be satisfied before an award can be exercised or is no longer subject to forfeiture; and</li> <li>○ <b>Service Rights</b>, which, once issued are subject to vesting conditions that relate only to the continued employment of the employee that must be satisfied before an award can be exercised or is no longer subject to forfeiture.</li> </ul>
Offers of awards	<p>The Company may, at the discretion of the Board, offer and issue awards to eligible employees.</p> <p>Each offer must be in writing, including an application if acceptance is required, and specify details of the offer including:</p> <ul style="list-style-type: none"> <li>○ the type of awards being offered;</li> <li>○ the number of awards being offered;</li> <li>○ any vesting conditions for the awards;</li> <li>○ the issue price and/or exercise price for the awards, or the manner in which the issue price and/or exercise price is to be determined;</li> <li>○ the expiry date (if any);</li> <li>○ any restriction period;</li> <li>○ any other terms or conditions that the Board decides to include, which may include the terms and conditions of a clawback or other policy approved by the Board from time to time; and</li> <li>○ any other matters required to be specified in the offer by either the Corporations Act or the Listing Rules.</li> </ul>
Vesting and exercise awards	<p>Awards will vest and become exercisable upon the satisfaction of any vesting conditions specified in the offer and in accordance with the rules of the Plan.</p> <p>Vesting conditions may include performance conditions and/or service conditions, as determined by the Board. Vesting conditions may be waived at the absolute discretion of the Board (and subject to the terms of the award).</p>
Settlement of awards that have vested	<p>Vested awards may be settled by equity and/or cash as specified by the offer or as determined at the discretion of the Board.</p> <p>Rights issued under the Plan will not be quoted on the ASX and do not carry any dividend or voting rights prior to vesting.</p> <p>All Shares issued or transferred to participants will be quoted on the ASX and will rank equally on and from the date of issue or transfer with all existing Shares then on issue.</p>
Forfeiture of awards	Unless the Board determines otherwise, unvested awards will be forfeited if the vesting conditions in the offer are not satisfied.
Award restrictions	<p>Subject to the Board determining otherwise, an award must not be sold, transferred or otherwise disposed of during the vesting period.</p> <p>The holders of awards are prohibited from entering into transactions or arrangements, including by way of derivatives or similar financial productions, which limit the economic risk of holding unvested awards.</p> <p>Participants are specifically prohibited from hedging their Company share price exposure in respect of their Performance Rights during the vesting period.</p>
Change of control	In the event of a change of control, the Board will determine in its absolute discretion the manner in which all unvested and vested awards will be dealt with, including with consideration to the nature and circumstances of the change of control
Adjustments	Subject to the Listing Rules and applicable law, if the Company makes any new issue of securities or alterations to its capital by way of bonus issue or reorganisation of capital, the Board may in its absolute discretion make adjustments to an award as it sees fit with regard to the circumstances of the alteration to capital.

## Schedule 1 - Summary of Performance Rights Plan

Plan Limit	<p>The Company must only offer an award under the Plan in reliance on ASIC Co 14/1000 if it has reasonable grounds to believe that the number of underlying Shares that may be issued under the offer, and underlying Shares issued or that may be issued as a result of offers made at any time during the previous three year period under certain employee incentive schemes, will not exceed 5% of the total number of underlying Shares in that class on issue.</p> <p>In no circumstances will awards be granted under the Plan if it is an issue of securities that combined with all other outstanding employee share scheme interests would exceed 10% of the Company's then outstanding issued capital.</p>
Use of a share trust	The Board may use a share trust or other mechanism for the purpose of holding Shares as relevant to the delivery of Shares on the exercise of any awards.
Administration of the Plan	The Plan will be administered by the Board. Any powers or discretions conferred on the Board by the Plan rules may be exercised by the Board (or its delegate) in its absolute discretion.
Amendment of the Plan	<p>The Plan may be suspended, terminated or amended at any time by the Board, subject to any resolution of the Company required by the Listing Rules and provided that no amendment to the Plan may be made which materially prejudices the rights of existing Participants other than an amendment introduced primarily:</p> <ul style="list-style-type: none"> <li>○ for the purpose of complying with or conforming to present or future State, Territory or Commonwealth legislation or the Listing Rules;</li> <li>○ to correct any manifest error or mistake; or</li> <li>○ for the purpose of enabling Participants to receive a more favourable taxation treatment in respect of their participation in the Plan.</li> </ul>

## Schedule 2 - Summary of TOC Acquisition agreement

Item	Key terms
1. Parties	<p>Bridell Pty Ltd ACN 062 133 493;            Chester-LGL Pty Ltd ACN 122 661 705;            (together the <b>Vendors</b>)            The Optical Company Pty Ltd ACN 115 778 366 (<b>TOC</b>); and            Healthia Limited ABN 85 626 0857 223 (<b>Healthia</b>).</p>
2. Acquisition	100% of the issued capital in TOC from the Vendors.
3. Purchase Price	<p>Approximately \$43 million (<b>Purchase Price</b>) on a cash and debt free basis and subject to net debt and working capital adjustment following completion. The Purchase Price is payable as follows:</p> <ul style="list-style-type: none"> <li>at completion:               <ul style="list-style-type: none"> <li>placement of TOC Consideration Shares at the issue price comprising:                   <ul style="list-style-type: none"> <li>53.9% of the Shares to Chester-LGL Pty Ltd ACN 122 661 705 to be held in voluntary escrow for up to 6 months; and</li> <li>46.1% Shares to Bridell Pty Limited ACN 062 133 493 to be held in voluntary escrow for up to 24 months; and</li> </ul> </li> <li>cash consideration of \$40 million less the total aggregate value of the TOC Consideration Shares; and</li> </ul> </li> <li>deferred consideration of \$3.0 million payable 12 months after completion subject to certain deductions and adjustments including:               <ul style="list-style-type: none"> <li>post completion adjustments (if any) accrued or relating to the period prior to completion;</li> <li>to fund an exit right minority shareholder have in one of the businesses within the TOC group; and</li> <li>post completion net debt and working capital adjustments.</li> </ul> </li> </ul>
4. Conditions Precedent	Consent to change of control and/or deemed assignment of key leases.
5. Restrictive covenants	The Vendors and their related entities are subject to customary non-compete and non-solicitation obligations for a period of up to 2 years throughout Australia following Completion.
6. Key employees	<p>Healthia has engaged the following key personnel to continue to manage the TOC business:</p> <ul style="list-style-type: none"> <li>Colin Kangisser (CEO).</li> <li>Aaron Kangisser (Head of Retail).</li> </ul>
7. Estimated Completion Date	Completion is estimated to occur by 30 November 2020.
8. Warranty & Indemnity insurance and claims process	<p>W&amp;I policy taken out by Healthia providing (subject to exclusions) up to \$10m in cover for breaches of warranties and warranty and tax indemnities. The W&amp;I policy has a deductible of \$0.5% of the Purchase Price.</p> <ul style="list-style-type: none"> <li>The Vendor's liability for breaches of representations and warranties under the agreement are limited to a breach of warranty or indemnity arising from fraud.</li> <li>All other claims can be made under Healthia's W&amp;I policy (subject to exclusions).</li> <li>Claim thresholds: Healthia is only entitled to recover its losses for any claims for breaches of warranties or indemnities once the aggregate of claims exceeds \$215,000.</li> <li>Time Limit: Claims for breaches of warranties and indemnities under the agreement may be made up to:               <ul style="list-style-type: none"> <li>in relation to tax related claims, 7 years; and</li> </ul> </li> </ul>

## Schedule 2 - Summary of TOC Acquisition agreement

	<ul style="list-style-type: none"><li>○ in relation to all other claims, 3 years.</li></ul>
<b>9. Termination events</b>	The parties may terminate the agreement in the event the Condition is not satisfied prior to 30 November 2020 or in the event a party fails to perform its obligations to complete the transaction.

## Schedule 3 - Summary of NF Acquisition agreement

1. Parties	My FootDr (Indooroopilly) Pty Ltd ACN 149 262 037 ( <b>Buyer</b> ); and Natural Fit Footwear Pty Ltd ACN 619 509 483 ( <b>Seller</b> ).
2. Business	Natural Fit Footwear
3. Acquisition	100% of the Business and Assets including, intangible assets, stock and fixed assets from the Seller.
4. Deposit	\$500,000
5. Purchase Price	<p>\$2.025 million (<b>Upfront Purchase Price</b>) plus stock, less employee entitlements, less deposit. The Upfront Purchase Price is payable at completion as follows:</p> <ul style="list-style-type: none"> <li>• cash consideration of \$512,500 to the Seller; and</li> <li>• placement of HLA Shares of \$1,012,500, split as follows: <ul style="list-style-type: none"> <li>◦ \$607,500 to Daniel Simone (or nominee), to be held in voluntary escrow for 24 months; and</li> <li>◦ \$405,000 to Jeffery Coombridge (or nominee) to be held in voluntary escrow for 24 months.</li> </ul> </li> </ul> <p>Deferred consideration of \$675k, payable after completion subject to the Business recording two consecutive months of Annualised Monthly EBITDA greater than or equal to \$600k.</p> <p>Earnout payment of up to \$1.35 million, payable after completion subject to the Business recording twelve consecutive months of EBITDA greater than or equal to \$900,000, at any time between the period 1 October 2020 and 30 September 2023.</p>
6. Conditions Precedent	<ul style="list-style-type: none"> <li>• Healthia Limited Board approval;</li> <li>• Bank approval;</li> <li>• Assignment of leases;</li> <li>• Employment contracts;</li> <li>• Material adverse change; and</li> <li>• Release of all security interests.</li> </ul>
7. Restrictive covenants	The Vendors and their related entities are subject to customary non-compete and non-solicitation obligations for a period of up to 2 years throughout Australia following Completion.
8. Key employees	<p>Healthia has engaged the following key personnel to continue to manage the Business and be appointed as Directors of the Buyer post Completion:</p> <ul style="list-style-type: none"> <li>• Daniel Simone; and</li> <li>• Jessica Simone.</li> </ul>
9. Estimated Completion Date	Completion is estimated to occur by 30 November 2020.

## Schedule 3 - Summary of NF Acquisition agreement

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<b>10. Termination events</b>	<p>The parties may terminate the agreement in the event:</p> <ul style="list-style-type: none"><li>• a Condition is not satisfied or waived prior to 30 November 2020;</li><li>• a breach of a Buyer or Seller warranty; or</li><li>• a party fails to perform its obligations to complete the transaction.</li></ul>
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## LODGE YOUR VOTE



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

Healthia Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138



### ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

## PROXY FORM

I/We being a member(s) of Healthia Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy (an email will be sent to your appointed proxy with details on how to access the virtual meeting)

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **12:00pm (Brisbane Time) on Monday, 30 November 2020** (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/HLA20> (refer to details in the Virtual Annual General Meeting Online Guide).

**Important for Resolutions 2, 3 & 4:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2, 3 & 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

#### Resolutions

1 Re-election of Director - Mr Anthony Ganter

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Adoption of Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Approval of a grant of Performance Rights to Managing Director under the Performance Rights Plan - Wesley Coote

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Approval of a grant of Performance Rights to Executive Director under the Performance Rights Plan - Anthony Ganter

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 Ratification of agreement to issue shares to the Vendors of Natural Fit

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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6 Ratification of agreement to issue shares to the Vendors of the Optical Company Pty Ltd

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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7 Approval of financial assistance by TOC Entities

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

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Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HLA PRX2001N



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **12:00pm (Brisbane time) on Saturday, 28 November 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MAIL

Healthia Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)