

ASX ANNOUNCEMENT

23 October 2023

DISPATCH OF SCHEME BOOKLET AND LETTER TO SHAREHOLDERS

Healthia Limited (ASX:HLA) (**Healthia**) refers to the announcements made on 17 September and 18 September 2023 in relation to the proposed acquisition by Harold BidCo Pty Ltd, an entity owned by funds advised by Pacific Equity Partners, of 100% of the fully diluted share capital in Healthia by way of a scheme of arrangement (**Scheme**) and the orders made by the New South Wales Supreme Court that Healthia convene and hold a meeting of Healthia Shareholders to consider and vote on the Scheme (**Scheme Meeting**) and distribute an explanatory statement providing information about the Scheme and notice of the Scheme Meeting (**Scheme Booklet**) to Healthia Shareholders.

Healthia has today dispatched to Healthia Shareholders:

- who have previously elected to receive communications electronically, an email to their nominated email address that contains instructions on how to view or download a copy of the Scheme Booklet, lodge a proxy and listen to and participate in the Scheme Meeting online;
- who have previously elected to receive hard copy communications, a printed copy of the Scheme Booklet (sent by post to their registered address) enclosing a hard copy proxy form and hard copy election form;
- who have not made such an election, a letter (sent by post to their registered address) containing details of where they can view and download the Scheme Booklet, lodge a proxy and listen to and participate in the Scheme Meeting online.

A copy of the letter referred to in the last bullet point is attached to this announcement as Annexure A. Similar information is contained in the email sent to those Healthia Shareholders who have elected to receive communications electronically.

Further information

If you require any further information, please call the Healthia Shareholder Information Line on 1800 990 475 (within Australia) or +61 1800 990 475 (outside Australia) on Business Days at any time between 8.30am and 5.30pm AEDT (Sydney) on Monday to Friday.

CONTACT

Investors are encouraged to keep up to date with Healthia news and research by subscribing at: <https://www.healthia.com.au/join-us/>.

Healthia Limited	
Wesley Coote Group CEO & MD Tel: 07 3180 4900 E: wes.coote@healthia.com.au	Julia Murfitt General Counsel & Company Secretary Tel: 07 3180 4900 E: julia.murfitt@healthia.com.au

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23 October 2023

Dear Shareholders

Scheme Meeting

The Scheme Meeting (Meeting) of Healthia Limited (Company) will be held at 10.00am AEST (Brisbane) on Wednesday 22 November 2023 at Inchcolm by Ovolo at 73 Wickham Terrace, Spring Hill QLD 4000 and virtually using an online platform at <https://meetings.linkgroup.com/HLASM23>.

The Company will not be dispatching physical copies of the Scheme Booklet or Notice of Meeting. Instead, the Notice of Meeting and accompanying explanatory statement contained within the Scheme Booklet are being made available to Shareholders electronically. The Scheme Booklet will be emailed to Shareholders who have provided an email address, otherwise the Scheme Booklet can be viewed on the Company's website (<https://www.healthia.com.au>) and ASX website (www.asx.com.au) under ASX code "HLA".

Your vote is important, regardless of how many Healthia Shares you own, and Shareholders are encouraged to vote having considered the Board recommendation and opinion of the Independent Expert.

The Healthia Board unanimously recommend that you vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Healthia Shareholders.¹

The Independent Expert has concluded that the Scheme is fair and reasonable and therefore in the best interests of Healthia Shareholders in the absence of a Superior Proposal.

The Meeting will be held as a hybrid meeting, giving Shareholders an opportunity to attend either online or in person. Shareholders are able to attend the Meeting at the time, date and place set out above and vote in person. However, the Company is also pleased to provide Shareholders with the opportunity to attend and participate in the Meeting through an online meeting platform powered by its share registry, Link Market Services. Through this platform, Shareholders will be able to watch and listen to the presentations and discussions during the Meeting, vote on the resolution to be considered at the Meeting and ask questions of the Board during the meeting via the online platform or telephone. Whilst Shareholders will be able to vote online and during the Meeting, Shareholders are encouraged to lodge a proxy ahead of the Meeting, even if they are participating online.

¹ The Healthia Directors' unanimous recommendation that you vote in favour of the Scheme is based on the quantum of the Cash Consideration. The Healthia Directors make no recommendation to Healthia Shareholders in relation to the Scrip Consideration Options for the reasons described in the Scheme Booklet.

To ask a question or to lodge a vote online during the Meeting, Shareholders will need to provide their Shareholder Reference Number (SRN) or Holder Identification Number (HIN). Proxyholders will need to provide their proxy number which will be emailed to the proxyholder by the Company's share registry, Link Market Services, the day before the Meeting. To ask a question via telephone, Shareholders will need to contact Link Market Services on 1800 990 363 or +1800 990 363 prior to the meeting to obtain a personalised PIN number. Please refer to the Virtual Meeting Online Guide for further information on how to participate virtually.

If you are unable to join the live webcast, please lodge your proxy online at <https://investorcentre.linkgroup.com>. Online proxy voting will close at 10.00am (AEST) on Monday 20 November 2023.

If you have problems accessing the above services, please contact our share registry, Link Market Services on 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia), or email registrars@linkmarketservices.com.au.

To make an Election online for the Scheme (as defined in the Scheme Booklet), please click on the link below:

<https://events.miraqle.com/HLA-Scheme>

If you are an eligible Healthia Shareholder and wish to elect a Scrip Consideration Option, you need to complete the election in accordance with the instructions set out in the Election Form and return it to the Healthia Registry by the Election Date (currently expected to be 5.00pm on Wednesday 15 November 2023).

An Election to receive the Scrip Consideration will only be valid if you have made a valid Election as at the Election Date for at least 30% of your Healthia Shares . Unless the 30% threshold is satisfied, you will not receive the Scrip Consideration and will receive the Cash Consideration for each of your Healthia Shares. Under the Scheme, the Election will apply to a number of Healthia Shares calculated by applying the Elected percentage to the higher of your holding on the Election Date and the Scheme Record Date, provided it does not exceed your holding at the Scheme Record Date.

If you would like a hardcopy of the Scheme Booklet or have any questions regarding the Scheme, please contact the Scheme Information Line on +61 1800 990 475.

Yours sincerely



Julia Murfitt
Company Secretary

Contact

If you have any further questions, please contact:

Wesley Coote Group CEO & MD Tel: 07 3180 4900 E: wes.coote@healthia.com.au	Julia Murfitt General Counsel & Company Secretary Tel: 07 3180 4900 E: julia.murfitt@healthia.com.au
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