

ASX ANNOUNCEMENT

16 October 2023

COURT ORDERS DISPATCH OF SCHEME BOOKLET

Healthia Limited (ASX:HLA) (**Healthia**) refers to the announcement made on 31 August 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.

Court Approval

The Supreme Court of New South Wales has today made the following orders in relation to the Scheme:

- that Healthia convene and hold a meeting of Healthia Shareholders to consider and vote on the Scheme (**Scheme Meeting**); and
- approving the distribution of an explanatory statement providing information about the Scheme and the notice of the Scheme Meeting (**Scheme Booklet**) to Healthia Shareholders.

Scheme Booklet, Independent Expert's Report and Healthia Board recommendation

The Scheme Booklet is expected to be released to the ASX on Tuesday 17 October 2023 following registration with the Australian Securities and Investments Commission and will also be made available electronically for viewing and downloading at <https://investors.healthia.com.au/investor-centre/?page=asx-announcements>.

The Scheme Booklet includes a copy of the Independent Expert's Report prepared by Lonergan Edwards & Associates (**Independent Expert**) and the notice of Scheme Meeting. The Independent Expert has concluded that the Cash Consideration is fair and reasonable and that the Scheme is in the best interests of Healthia Shareholders in the absence of a Superior Proposal.

Each member of the Healthia Board recommends that Healthia Shareholders vote in favour of the Scheme at the Scheme Meeting subject to no Superior Proposal emerging and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Healthia's Shareholders. Subject to the same qualifications, the Healthia Directors, who in aggregate currently hold or control approximately 18.6% of the issued Healthia shares, each intend to vote all the Healthia shares held or controlled by them in favour of the Scheme. The Board of Healthia makes no recommendation in relation to whether Healthia Shareholders should elect to receive unlisted scrip consideration.

Further details on where the Scheme Booklet can be viewed and downloaded, as well as the proxy forms and elections, are expected to be dispatched to Healthia Shareholder shortly.

The Scheme Booklet will be sent to Healthia Shareholders as follows:

- Healthia Shareholders who have previously elected to receive communications electronically will receive an email to their nominated email address that will contain 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;
- Healthia Shareholders who have previously elected to receive hard copy communications will receive 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;
- Healthia Shareholders who have not made such an election will receive 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; or
- Healthia Shareholders who wish to receive a printed copy of the Scheme Booklet may request one by calling 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.

The Scheme Booklet provides Healthia Shareholders with important information about the Scheme. Healthia Shareholders are advised to read the Scheme Booklet carefully in its entirety before making a decision on whether or not to vote in favour of the Scheme.

Scheme Meeting

The Scheme Meeting is currently expected to be held at 10.00am AEST (Brisbane) on Wednesday 22 November 2023, in person at the Inchcolm by Ovolo at 73 Wickham Terrace, Spring Hill QLD 4000 and virtually through <https://meetings.linkgroup.com/HLASM23>.

Assuming the Scheme Meeting is held on Wednesday 22 November, each registered Healthia Shareholder as at 7.00pm AEDT (Sydney) on Monday 20 November 2023 will be eligible to vote at the Scheme Meeting.

Healthia Shareholders are encouraged to vote by completing and returning the Proxy Form accompanying the Scheme Booklet by 10.00am AEST (Brisbane) on Monday 20 November 2023 or alternatively by attending the Scheme Meeting in person, virtually, or by proxy, attorney or corporate representative.

Court hearing for approval of the Scheme

If the Scheme is approved by the required majorities at the Scheme Meeting, then at 9.15am AEDT (Sydney) on Wednesday 29 November 2023, the Supreme Court of New South Wales will hear an application by Healthia seeking the approval of the Scheme.

If you wish to oppose the approval of the Scheme, you must file and serve on Healthia an appearance form (Form 6A), together with any affidavit on which you wish to rely at the hearing. The notice of appearance and affidavit must be served on Healthia at its address for service at least 1 day before the hearing. The address for service is:

Attn: Jonathan Slater
C/- Clayton Utz
Level 15, 1 Bligh Street
Sydney NSW 2000
Service via email will be accepted: jslater@claytonutz.com

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.

This announcement has been authorised by the Healthia Board of Directors.

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	
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