

ASX ANNOUNCEMENT

30 November 2023

SCHEME OF ARRANGEMENT LEGALLY EFFECTIVE

Healthia Limited (HLA:ASX) (**Healthia**) refers to the announcement made yesterday and confirms that it has lodged an office copy of the orders made by the Supreme Court of New South Wales (**Court**), approving the proposed acquisition by Harold Bid Co Pty Ltd ACN 670 606 827 (**Harold BidCo**), an entity ultimately owned by funds managed or advised by Pacific Equity Partners (**PEP**) or its related entities, of all the issued capital of Healthia which is not already held by it or its related entities, by way of a scheme of arrangement (**Scheme**) with the Australian Securities and Investments Commission (**ASIC**).

Lodgement of Court Orders and Suspension of Trading

An office copy of the Court orders lodged with ASIC is attached to this announcement as **Annexure A**.

The Scheme is now legally effective, and it is expected that quotation of Healthia Shares on the ASX will be suspended from the close of trading today (Thursday, 30 November 2023).

Further information

If you require any further information in relation to the Scheme, 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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Issued: 29 November 2023 10:16 AM

JUDGMENT/ORDER**COURT DETAILS**

Court	Supreme Court of NSW
Division	Equity
List	Corporations List
Registry	Supreme Court Sydney
Case number	2023/00305711

TITLE OF PROCEEDINGS

First Plaintiff	HEALTHIA LIMITED ACN 626087223
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First

DATE OF JUDGMENT/ORDER

Date made or given	29 November 2023
Date entered	29 November 2023

TERMS OF JUDGMENT/ORDER**VERDICT, ORDER OR DIRECTION:**

Hearing of Originating Process filed 26 September 2023. Second Court hearing.

- Black J grants leave to Harold Bidco Pty Ltd to appear under r 2.13 of the Supreme Court Rules.

Black J makes orders in accordance with the Short Minutes of Order initialled by him and placed on the file.

1 Pursuant to s 411(4)(b) of the Corporations Act 2001 (Cth) (Act), the scheme of arrangement between the plaintiff and its ordinary shareholders, the terms of which are set out in Appendix C to the document which has been tendered and marked Exhibit 1, be approved subject to order 2 below.

2 Pursuant to s 411(6) of the Act, the scheme of arrangement referred to above in order 1 be amended such that the definition of "Foreign Target Shareholder" be amended to read as follows:

means a Scheme Shareholder whose address in the Target Share Register as at the Scheme Record Date is:

- a) a place outside Australia or New Zealand; or
- b) a place in New Zealand and that Scheme Shareholder does not complete and return a New Zealand investor certificate certifying the shareholder is a "wholesale investor" (as defined in Schedule 1 of the Financial Markets Conduct Act 2013),

unless Target and Bidder agree in writing that it is lawful and not unduly onerous or impracticable to issue TopCo Shares to the Scheme Shareholder if the Scheme Shareholder so elects under the Scheme.

3 The plaintiff lodge with the Australian Securities and Investments Commission a copy of the approved Scheme at the time of lodging a copy of these orders.

4 Pursuant to s 411(12) of the Act, the plaintiff be exempted from compliance with s 411(11) of the Act in relation to the order in paragraph 1 above.

5 These orders be entered forthwith.

SEAL AND SIGNATURE



Signature Chris D'Aeth
Capacity Principal Registrar
Date 29 November 2023

If this document was issued by means of the Electronic Case Management System (ECM), pursuant to Part 3 of the Uniform Civil Procedure Rules (UCPR), this document is taken to have been signed if the person's name is printed where his or her signature would otherwise appear.

PERSON PROVIDING DOCUMENT FOR SEALING UNDER UCPR 36.12

Name HEALTHIA LIMITED, Plaintiff 1

Legal representative Jonathan Slater
Legal representative reference
Telephone 0293534715

FURTHER DETAILS ABOUT Plaintiff(s)

First Plaintiff
Name HEALTHIA LIMITED
 ACN 626087223
Address Clayton Utz Floor 15
 1 Bligh Street
 SYDNEY NSW 2000
Telephone (02) 9353 4715
Fax (02) 8200 6700
E-mail jslater@claytonutz.com
Client reference

Legal representative

Name Jonathan Slater
Practicing certificate number 61738
Address Clayton Utz
 1 Bligh Street
 SYDNEY NSW 2000
DX address
Telephone 0293534715
Fax
Email jslater@claytonutz.com
Electronic service address jslater@claytonutz.com

FURTHER DETAILS ABOUT (s)