

ASX ANNOUNCEMENT



Vita Group Limited
ACN 113 178 519
77 Hudson Road
Albion Qld 4010

5 June 2023

Market Announcements Office
Australian Securities Exchange
4th Floor, 20 Bridge Street
SYDNEY NSW 2000

ELECTRONIC LODGEMENT

Dear Sir or Madam

Vita Group Limited (ASX:VTG) – Results of Scheme Meeting

In accordance with the Listing Rules, please find enclosed an announcement for immediate release to the market.

This announcement has been authorised for lodgement by Vita Group's Board of Directors.

For enquiries relating to this announcement, please contact:

Further enquiries:

Andrew Ryan
Chief Financial Officer
Mob: 0417 644 756

George Southgate
Chief Legal and Risk Officer / Company Secretary
Mob: 0412 514 030

Yours sincerely

A handwritten signature in black ink, appearing to read "George Southgate".

George Southgate
Chief Legal and Risk Officer / Company Secretary
Vita Group Limited

ASX ANNOUNCEMENT



Monday, 5 June 2023

Results of Scheme Meeting

Vita Group Limited (**Vita Group** or **VTG**) (ASX: VTG) is pleased to announce that at the Scheme Meeting held earlier today, Vita Group shareholders voted in favour of the scheme of arrangement between Vita Group and its shareholders under which Practice Management Pty Ltd proposes to acquire 100% of the shares on issue in Vita Group (**Scheme**), as referred to in the Scheme Booklet dated 1 May 2023 (**Scheme Booklet**).

Defined terms in this announcement have the meanings given to them in the Scheme Booklet.

Voting results for the Scheme Meeting

For the purpose of ASX listing Rule 3.13.2 and subsections 251AA(1) and (2) of the *Corporations Act 2001* (Cth) (**Act**), the Scheme Resolution was passed by the requisite majorities of Vita Group shareholders, with:

- 86.60% of Vita Group shareholders present and voting (either in person or by proxy) in favour of the resolution; and
- 98.24% of votes cast in favour of the resolution.

The poll report for the Scheme Meeting submitted by the Returning Officer appointed by Vita Group is attached to this announcement.

Second Court Hearing

The Federal Court of Australia will hear an application by Vita Group for approval of the Scheme at 9.15am (Sydney time) on Thursday, 8 June 2023 (**Second Court Hearing**) at the Law Courts Building, 184 Phillip Street, Queens Square, Sydney NSW 2000.

Vita Group shareholders have the right to appear and be heard at the Second Court Hearing and oppose the approval of the Scheme at the hearing. For information on how to attend the hearing, visit <https://www.fedcourt.gov.au/> or telephone the Federal Court of Australia (New South Wales District Registry) on 1300 720 980 Monday to Friday between 8.30am and 5.00pm (Sydney time).

Any Vita Group shareholder who wishes to oppose the approval of the Scheme at the Second Court Hearing must file with the Court and serve on Vita Group, a notice of appearance in the prescribed form, together with any affidavit on which they wish to rely at the hearing at least 1 day before the date of the hearing. Please refer to the Scheme Booklet for further details on these requirements.

The address for service of Vita Group is c/o MinterEllison, Level 40, Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000, Attention: Anthony Sommer anthony.sommer@minterellison.com.

Remaining Dates (subject to Court approval of the Scheme)

Time (Sydney) and date	Event
9.15am Thursday, 8 June 2023	Second Court Hearing to obtain orders approving the Scheme
Friday, 9 June 2023	Lodgement by Vita Group with ASIC of the Court orders approving the Scheme (Effective Date)
4.00pm Friday, 9 June 2023	Suspension of trading in Vita Group shares on ASX
7.00pm Wednesday, 14 June 2023	Time and date for determining entitlements to the Permitted Dividend (Permitted Dividend Record Date) and Scheme Consideration (Scheme Record Date)
Wednesday, 21 June 2023	Implementation Date and payment date for the Permitted Dividend

Vita Group Limited
Scheme Meeting
Monday, 05 June 2023
Results of Meeting



The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
'That under and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the members agree to the arrangement proposed between Vita and the holders of its fully paid ordinary shares, designated the Scheme, as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting (with or without any alterations or conditions agreed or any alterations or conditions required by the Court) and the Board of Directors of Vita is authorised to implement the Scheme with any such alterations or conditions.'	90,210,755 97.34%	1,411,284 1.52%	1,056,279 1.14%	54,965	91,297,034 98.24%	1,634,360 1.76%	1,994,694	Carried
					Number of shareholders voting on the poll			
					For	Against	Abstain*	
					278 86.60%	43 13.40%	8	

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.