



**Australian Clinical Labs Limited**

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Australia

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Wednesday, 1 November 2023

### Takeover Offer for Healius Limited – extension of Offer Period and postponement of ACL EGM

Australian Clinical Labs Limited (**ACL**) refers to its off-market takeover offer for all of the fully paid ordinary shares on issue in Healius Limited (**Healius**), the terms and conditions of which are set out in ACL's replacement bidder's statement dated 14 April 2023 (**Bidder's Statement**) (as supplemented by ACL's second supplementary bidder's statement dated 22 May 2023 and ACL's third supplementary bidder's statement dated 9 October 2023, and as varied by ACL's notice of variation of the Offer dated 20 July 2023 (**First Notice of Variation**)) (the **Offer**). Capitalised terms used in this announcement have the same meanings given to them in the Bidder's Statement, unless the context requires otherwise.

#### Extension of Offer Period

ACL refers to its First Notice of Variation, which extended the Offer Period (being the period during which the Offer will remain open for acceptance) to 7:00pm (Sydney time) on Friday, 17 November 2023 (unless further extended or withdrawn in accordance with the Corporations Act).

ACL also refers to its announcement to the ASX on 22 September 2023, in which it advised that the ACCC had suspended the timeline on its public register in respect of its review of the Proposed Merger pending the receipt by the ACCC of further information (and had updated its public register to that effect).

ACL notes that the ACCC has not yet publicly stated or advised ACL of the date on which the ACCC expects to announce its final decision in respect of the Proposed Merger (**Decision Date**). Accordingly, ACL has determined to further extend the end of the Offer Period until 7:00pm (Sydney time) on Thursday, 29 February 2024. Set out below is the revised expected timetable for the Offer as at the date of this announcement.

A formal notice of variation of the Offer under the Corporations Act in relation to this further extension of the Offer Period is expected to be lodged with ASIC and given to Healius today, and will be sent to Healius Shareholders in due course. That notice will include information about the rights of Healius Shareholders who have accepted the Offer before or on the date of the notice to withdraw their acceptance of the Offer, as required by section 650E of the Corporations Act.

Event	Date
• Announcement of the Offer	<b>20 March 2023</b>
• Date of the Replacement Bidder's Statement	<b>14 April 2023</b>
• Offer opened	<b>21 April 2023</b>
• Offer closes <sup>1</sup>	<b>7.00pm (Sydney time) on Thursday, 29 February 2024</b>

These dates may change as permitted under the Corporations Act. ACL will announce any changes to the above timetable to the ASX.

### Postponement of ACL EGM

ACL hereby gives notice that, in accordance with rule 5.1(c) of ACL's constitution, the ACL Board has resolved to postpone the ACL EGM that was scheduled to be held at 10:00am (Sydney time) on Tuesday, 7 November 2023 to 3:00pm (Sydney time) on Friday, 16 February 2024.

The postponed ACL EGM will continue to be held as a hybrid meeting, and ACL Shareholders and duly appointed proxies, attorneys and corporate representatives of ACL Shareholders can still attend, and participate and vote at, the ACL EGM in person or virtually through the EGM Online Platform (as that term is defined in the notice of meeting and explanatory memorandum for the ACL EGM that ACL sent to ACL Shareholders and lodged with the ASX on 20 April 2023 (**Notice of ACL EGM**)).

The physical venue for the ACL EGM, being Level 35, Tower Two, International Towers, 200 Barangaroo Avenue, Barangaroo, Sydney NSW 2000, and the details of the EGM Online Platform (including the details of how ACL Shareholders and duly appointed proxies, attorneys and corporate representatives of ACL Shareholders can attend, and participate and vote at, the ACL EGM through the EGM Online Platform) set out in the Notice of ACL EGM are unchanged (and remain valid for the postponed ACL EGM).

The decision to postpone the ACL EGM has been made by the ACL Board in light of the fact that the ACCC has not yet publicly stated or advised ACL of its new Decision Date and that ACL has determined to further extend the end of the Offer Period until 7:00pm (Sydney time) on Thursday, 29 February 2024 (unless further extended or withdrawn in accordance with the Corporations Act).

ACL will accept valid Proxy Forms (including Proxy Forms appointing proxies for the ACL EGM lodged online in accordance with the instructions set out in the Notice of ACL EGM) received by ACL's Share Registry, Link Market Services, in accordance with the instructions set out in the Notice of ACL EGM by 3:00pm (Sydney time) on Wednesday, 14 February 2024. ACL confirms that, other than the time and date of the ACL EGM and the proxy lodgement deadline, there have been no changes to the Proxy Form or the instructions for submitting a Proxy Form and appointing a proxy for the ACL EGM set out in the Notice of ACL EGM. Proxy Forms and proxy appointments in respect of the ACL EGM that have already been validly submitted or made in accordance with the instructions set out in the Notice of ACL EGM remain valid for the postponed ACL EGM unless validly withdrawn prior to the ACL EGM. If an ACL Shareholder has already submitted a valid Proxy Form and does not wish to change their vote on the resolution to be considered and voted on by ACL Shareholders at the ACL EGM, then they do not need to take any action.

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the ACL Board has determined that the persons eligible to vote at the postponed ACL EGM are those who are registered ACL Shareholders at 3:00pm (Sydney time) on Wednesday, 14 February 2024. Accordingly, share

<sup>1</sup> Unless withdrawn or extended in accordance with the Corporations Act.

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transfers in respect of ACL Shares registered after that time will be disregarded in determining entitlements to attend and vote at the postponed ACL EGM.

The details for the postponed ACL EGM are as follows:

**Date:** Friday, 16 February 2024

**Time:** 3:00pm (Sydney time)

**Place:** Hybrid meeting to be held at Level 35, Tower Two, International Towers, 200 Barangaroo Avenue, Barangaroo, Sydney NSW and online through the EGM Online Platform at <https://meetings.linkgroup.com/ACLEGM23>.

The details of the EGM Online Platform (including the details of how ACL Shareholders and duly appointed proxies, attorneys and corporate representatives of ACL Shareholders can attend, and participate and vote at, the ACL EGM through the EGM Online Platform) set out in the Notice of ACL EGM are unchanged (and remain valid for the postponed ACL EGM).

**Proxy Form lodgement deadline<sup>2</sup>:** 3:00pm (Sydney time) on Wednesday, 14 February 2024. Proxy Forms can be lodged by following the instructions contained in the Notice of ACL EGM.

For further details in relation to the ACL EGM, please refer to the Notice of ACL EGM.

**– ENDS –**

This announcement was authorised for release to the ASX by the ACL Board.

For further information regarding this announcement, please contact:

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## About Australian Clinical Labs

ACL is a leading Australian private provider of pathology services. Our NATA accredited laboratories perform a diverse range of pathology tests each year for a range of clients including doctors, specialists, patients, hospitals and corporate clients. ACL is one of the largest private hospital pathology businesses nationally. ACL is focused on its mission of combining talented people, and medical and scientific leadership, with innovative thinking and technologies to empower decision making that saves and improves patients' lives.

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<sup>2</sup> This is the last time and date by which Proxy Forms and proxy appointments, powers of attorney and certificates of appointment of body corporate representatives for the ACL EGM must be received by ACL's Share Registry, Link Market Services.