

28 November 2023

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

**Retail Entitlement Offer opens and Retail Offer Booklet now available**

On Monday 20 November 2023, Healius Limited (ASX:HLS) (**Healius**) announced that it was conducting a fully underwritten<sup>1</sup> 1 for 3.65 pro-rata accelerated non-renounceable entitlement offer of new fully paid ordinary shares in Healius (**New Shares**) to raise approximately A\$187 million (**Offer**).

The retail component of the Offer (**Retail Entitlement Offer**) opens today Tuesday, 28 November 2023. The Retail Entitlement Offer is expected to close at 5:00pm (Sydney time) on Thursday, 7 December 2023 (unless extended).

Attached is a copy of the Retail Offer Booklet which will be made available to eligible retail shareholders today, together with a personalised Entitlement and Acceptance Form. A copy of each document can be accessed online at [www.computersharecas.com.au/healius](http://www.computersharecas.com.au/healius).

Also attached is a copy of a letter that is being sent to eligible retail shareholders notifying them of the Retail Entitlement Offer and how to participate.

The Retail Offer Booklet and the Entitlement and Acceptance Form contain important information about the Retail Entitlement Offer including how eligible retail shareholders in Australia and New Zealand can apply to participate in the Retail Entitlement Offer. Eligible retail shareholders should read both in their entirety, as well as any announcements released by Healius, before making any investment decision.

## **Trading**

ASX has confirmed that, as a result of the off-market takeover bid (**Takeover Offer**) from Australian Clinical Labs Limited (**ACL**), the New Shares for the Offer will be issued under a separate ticker, expected to be "HLSNB". The New Shares will trade separately from the main class of Healius fully paid ordinary shares (unless the Takeover Offer lapses or ACL obtains relief from ASIC to extend the Takeover Offer to the New Shares). When the Takeover Offer ends, or if ACL obtains relief from ASIC to extend the Takeover Offer to the New Shares, ASX will fold the New Shares into the main class of Healius fully paid ordinary shares. The Takeover Offer is currently scheduled to end on Thursday, 29 February 2024.

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<sup>1</sup> Refer to "Shortfall" on slide 24 of the investor presentation released by Healius to ASX on Monday, 20 November 2023 for a description of the terms and conditions of the underwriting arrangements, including the handling of any excess shortfall shares.

For further details on the impact of the Offer on the Takeover Offer, see the announcement released by Healius to ASX on Monday, 20 November 2024.

## General

Shareholders can contact the Retail Entitlement Offer Information Line on [1300 855 080](tel:1300855080) (within Australia) or [+61 3 9415 4000](tel:+61394154000) (outside Australia) at any time between 8.30am to 5.00pm (Sydney time), Monday to Friday during the Retail Entitlement Offer period for more information.

ENDS

The release of this announcement has been authorised by the Board.

For further information contact:

Market and analysts: Janet Payne Group Executive, Corporate Affairs Mobile: +61 409 995 517	Media: Andrew Butcher Bespoke Approach Mobile: +61 400 841 088
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*For over 30 years Healius has been one of Australia's leading healthcare companies, committed to supporting quality, affordable and accessible healthcare for all Australians. Today, Healius has two core diagnostics businesses, pathology and imaging. Through its unique footprint of centres and its 10,500 employees, Healius provides Australia-wide specialty diagnostic services to consumers and their referring practitioners.*

## Important Information

This announcement (including its attachments) does not constitute or provide financial product advice and has been prepared without taking into account the particular investment objectives, financial situation or needs of any particular investor. Investors are encouraged to seek independent financial advice from their stockbroker, solicitor, accountant or other professional adviser before making any investment decision.

## Not for release or distribution in the United States

This announcement has been prepared for publication in Australia and may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or in any jurisdiction in which such an offer would be unlawful. Any securities described in this announcement have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (**U.S. Securities Act**), or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the entitlements may not be taken up or exercised by, and the New Shares may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent that the person holds shares for the account or benefit of a person in the United States).

# HEALIUS LIMITED

ABN 24 064 530 516

## Retail Entitlement Offer

### **1 for 3.65 pro rata accelerated non-renounceable entitlement offer of fully paid ordinary shares in Healius Limited at an issue price of \$1.20 per New Share**

**Retail Entitlement Offer closes: 5.00pm (Sydney time) on Thursday, 7 December 2023 (unless extended). Valid Applications must be received before that time.**

If you are an Eligible Retail Shareholder, this Retail Offer Booklet together with the personalised Entitlement and Acceptance Form which accompanies it, are important documents that require your immediate attention. These documents should be read in their entirety. This Retail Offer Booklet is not a prospectus under the *Corporations Act 2001* (Cth) and has not been lodged with the Australian Securities and Investments Commission.

You should consult your stockbroker, solicitor, accountant, or other independent professional adviser if you have any questions about the Retail Entitlement Offer. You can also contact the Offer Information Line on 1300 855 080 (from within Australia) or +61 3 9415 4000 (from outside of Australia) at any time between 8.30am to 5.00pm (Sydney time), Monday to Friday during the Retail Entitlement Offer Period.

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

## IMPORTANT NOTICES

This Retail Offer Booklet (other than the announcements in Section 4 of this Retail Offer Booklet) is dated Tuesday, 28 November 2023.

The Retail Entitlement Offer is made pursuant to section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**) (as notionally modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73*), which allows entitlement offers to be made without a prospectus or other disclosure document. As a result, the Retail Entitlement Offer is not being made under a prospectus and it is important for Eligible Retail Shareholders to read this Retail Offer Booklet and the information about the Company and the Retail Entitlement Offer made publicly available carefully, prior to deciding whether to take up all or part of their Entitlement, take up additional New Shares in excess of their Entitlement or do nothing in respect of their Entitlement.

This Retail Offer Booklet does not contain all of the information which an investor may require to make an informed investment decision, nor does it contain all the information which would be required to be disclosed in a prospectus or other disclosure document prepared in accordance with the requirements of the Corporations Act. The information in this Retail Offer Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation, or particular needs.

This Retail Offer Booklet should be read in its entirety before you decide whether to participate in the Retail Entitlement Offer. In particular you should consider the risk factors that could affect the performance of Healius or the value of an investment in Healius. Please refer to the "Key Risks" in slides 16 to 24 of the Investor Presentation for further details (see Section 4 of this Retail Offer Booklet).

This Retail Offer Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC. By paying for your New Shares through BPAY<sup>®1</sup> or EFT in accordance with the instructions available online at [www.computersharecas.com.au/healius](http://www.computersharecas.com.au/healius) or (if you request a paper copy) on your personalised Entitlement and Acceptance Form, you will be deemed to have acknowledged that you have read this Retail Offer Booklet in its entirety and you have acted in accordance with, and agree to the terms of, the Retail Entitlement Offer detailed in this Retail Offer Booklet.

### NOT FOR DISTRIBUTION OUTSIDE AUSTRALIA AND NEW ZEALAND

This Retail Offer Booklet (including the accompanying Entitlement and Acceptance Form) does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make an offer or invitation. In particular, this Retail Offer Booklet does not constitute an offer to Ineligible Retail Shareholders.

This Retail Offer Booklet is not to be distributed in, and no offer of New Shares is to be made under the Retail Entitlement Offer, in countries other than Australia and New Zealand without the express written consent of Healius.

No action has been taken to register or qualify the Retail Entitlement Offer, the Entitlements, the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia.

The distribution of this Retail Offer Booklet (including an electronic copy) outside Australia and New Zealand may be restricted by law and any such restrictions should be observed. If you come into possession of the information in this Retail Offer Booklet, you should observe those restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your Application for New Shares is subject to all requisite authorities and clearances being obtained for Healius to lawfully receive your Application Money.

### NEW ZEALAND

The New Shares are not being offered to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This Retail Offer Booklet has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This Retail Offer Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

### UNITED STATES

None of this Retail Offer Booklet, the personalised Entitlement and Acceptance Form accompanying it, the Investor Presentation nor any accompanying ASX announcements constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither this Retail Offer Booklet (or any part of it), the personalised Entitlement and Acceptance Form, the Investor Presentation nor any accompanying ASX announcement when made available, may be distributed or released in the United States.

Neither the Entitlements nor the New Shares have been, or will be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements issued in the Retail Entitlement Offer may not be taken up or exercised by, and the New Shares issued pursuant to the Retail Entitlement Offer may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent that the person holds shares for the account or benefit of a person in the United States). The Entitlements and the New Shares to be offered and sold in the Retail Entitlement Offer may only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the US Securities Act) in reliance on Regulation S under the US Securities Act.

### DEFINITIONS, CURRENCY AND TIME

Defined terms used in this Retail Offer Booklet are contained in Section 7 of this Retail Offer Booklet. All references to time are to Sydney, Australia time, unless otherwise indicated.

All references to "\$" are to Australian dollars unless otherwise noted.

### TAXATION

There will be tax implications associated with participating in the Retail Entitlement Offer and receiving New Shares. Section 6 of this Retail Offer Booklet provides a general guide to the Australian income tax, goods and services tax and stamp duty implications of the Retail Entitlement Offer (including in respect of the Oversubscription Facility) for Eligible Retail Shareholders. The guide does not take account of the individual circumstances of particular Eligible Retail Shareholders and does not constitute tax advice. Except in the case of its fraud, gross negligence or wilful misconduct (or that of its employees, officers, agents or contractors), neither the Company nor any of its Beneficiaries (defined below), accepts any liability or responsibility in respect of any statement concerning taxation consequences, or in respect of the taxation consequences. Healius recommends that you consult your professional tax adviser in connection with the Retail Entitlement Offer (including the Oversubscription Facility).

### PRIVACY

Healius collects information about each Applicant provided on an Applicant's personalised Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's shareholding in Healius.

By submitting your personalised Entitlement and Acceptance Form, you will be providing personal information to Healius (directly or through its Share Registry). Healius collects, holds and will use that information to assess your Application. Healius collects your personal information to process and administer your shareholding in Healius and to provide related services to you. Healius may disclose your personal information for purposes related to your shareholding in Healius, including to its Share Registry, Healius' related bodies corporate, agents, contractors and third-party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. If you would like details of information about you held by Healius, please contact [privacyofficer@healius.com.au](mailto:privacyofficer@healius.com.au). Healius' privacy policy is available at [www.healius.com.au/privacy-policy](http://www.healius.com.au/privacy-policy).

### GOVERNING LAW

This Retail Offer Booklet, the Retail Entitlement Offer and the contracts formed on acceptance of the Applications are governed by the law of New South Wales, Australia. Each Applicant and Healius submits to the exclusive jurisdiction of the courts of New South Wales, Australia.

### NO REPRESENTATIONS

No person is authorised to give any information or to make any representation in connection with the Retail Entitlement Offer which is not contained in this Retail Offer Booklet or released on ASX by Healius. Any information or representation in connection with the Retail Entitlement Offer not contained in the Retail Offer Booklet or otherwise released by Healius on ASX may not be relied upon as having been authorised by Healius or its related bodies corporate or affiliates or any of their respective directors, officers, employees, partners, consultants, contractors, agents, advisers or representatives (**Beneficiaries**). Except as required by law, and only to the extent so required, none of Healius or any of its respective Beneficiaries, nor any other person, warrants or guarantees the future performance of Healius or any return on any investment made pursuant to this Retail Offer Booklet.

### PAST PERFORMANCE

Investors should note that any past performance and pro forma historical information given in this Retail Offer Booklet is provided for illustrative purposes only and should not be relied upon as, and is not, an indication of future performance of Healius, including future share price performance.

<sup>1</sup> ® registered to BPAY Pty Ltd ABN 69 079 137 518.

## FUTURE PERFORMANCE AND FORWARD-LOOKING STATEMENTS

This Retail Offer Booklet contains certain "forward-looking statements". The words "forecast", "estimate", "likely", "anticipate", "believe", "expect", "project", "opinion", "predict", "outlook", "guidance", "intend", "should", "could", "may", "target", "plan", "project", "consider", "foresee", "aim", "will", "seek" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements.

Forward-looking statements, opinions and estimates provided in this Retail Offer Booklet are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of Healius and its Beneficiaries. This includes statements about market and industry trends, which are based on interpretations of current market conditions. Refer to the "Key Risks" in slides 16 to 24 of the Investor Presentation for a summary of certain risk factors that may affect Healius (see Section 4 of this Retail Offer Booklet).

**Investors are strongly cautioned not to place undue reliance on forward-looking statements, particularly in light of the ongoing impacts of COVID-19, the current economic climate and geopolitical tensions including the conflicts involving Russia and Ukraine, and Israel and Palestine.**

Forward-looking statements including projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may vary materially from those expressed or implied in those statements and any projections and assumptions on which these statements are based. These statements may assume the success of Healius' business strategies including following completion of the Offer, the success of which may not be realised within the period for which the forward-looking statements may have been prepared, or at all.

To the maximum extent permitted by law, no guarantee, representation or warranty, express or implied, is made in this Retail Offer Booklet as to the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns, statements or tax treatment in relation to future matters contained in this Retail Offer Booklet. The forward-looking statements are based only on information available to Healius as at the date of this Retail Offer Booklet (or as otherwise expressly specified). Except as required by applicable laws or regulations, none of Healius, its representatives or advisers undertake any obligation to provide any additional or updated information or revise the forward-looking statements or other statements in this Retail Offer Booklet, whether as a result of a change in expectations or assumptions, new information, future events, results or circumstances.

## INFORMATION AND LIABILITY

To the maximum extent permitted by law and except to the extent caused by its fraud, gross negligence or wilful misconduct (or that of its employees, officers, agents or contractors), each of Healius, the Underwriter and their respective Beneficiaries exclude and expressly disclaim:

- all duty and liability for any expenses, losses, damage or costs incurred by you as a result of your participation in, or failure to participate in, the Offer or the information in this Retail Offer Booklet being inaccurate or incomplete in any way for any reason;
- any obligations or undertaking to release any updates or revisions to the information in this Retail Offer Booklet to reflect any change in expectations or assumptions; and
- all liabilities in respect of, and make no representation or warranty in this Retail Offer Booklet, express or implied, as to the fairness, currency, accuracy, reliability or completeness of information in this Retail Offer Booklet or any constituent or associated presentation, information or material, or the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects or returns (or any event or results expressed or implied in any forward-looking statement) contained in or implied by the information in this Retail Offer Booklet or any part of it, or that this Retail Offer Booklet contains all material information about Healius or which a prospective investor or purchaser may require in evaluating a possible investment in Healius or acquisition of securities in Healius.

Unless otherwise expressly stated in this Retail Offer Booklet, the Underwriter is acting only as lead manager, bookrunner and underwriter of the Offer. The Underwriter and its Beneficiaries:

- have not independently verified any of the information in this Retail Offer Booklet and take no responsibility or liability for any part of this Retail Offer Booklet or the information within it;
- have not authorised, permitted or caused the issue, lodgement, submission, dispatch or provision of this Retail Offer Booklet;
- make no recommendations as to whether you or your related parties should participate in the Offer nor (to the extent permitted by law) do they make any representations or warranties (express or implied) in this Retail Offer Booklet to you concerning the Offer or the information within this Retail Offer Booklet; and
- do not make or purport to make any statements in this Retail Offer Booklet and there is no statement in this Retail Offer Booklet which is based on any statement by any of them.

Healius and the Underwriter have each not assumed an investor will use the information in this Retail Offer Booklet as part of their investment decision without making their own enquiries and obtaining independent advice.

Unless expressly agreed in writing, none of Healius, the Underwriter or their respective Beneficiaries are in a fiduciary relationship with any investor.

You acknowledge and agree that determination of eligibility of investors for the purposes of the Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and share registry constraints and the discretion of Healius and the Underwriter. To the maximum extent permitted by law and except to the extent caused by its fraud, gross negligence or wilful misconduct (or that of its employees, officers, agents or contractors), each of Healius and the Underwriter and their respective Beneficiaries exclude and expressly disclaim any duty or liability in respect of that determination and the exercise or otherwise of that discretion.

The Underwriter (and its affiliates) is a full-service financial institution engaged in various activities, which may include trading, financing, corporate advisory, financial advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services. The Underwriter and its affiliates have provided, and may in the future provide, financial advisory, financing services and other services to Healius and to persons and entities with relationships with Healius, for which they received or will receive customary fees and expenses. In the ordinary course of their various business activities, the Underwriter and its affiliates may act as market maker or purchase, sell or hold a broad array of investments and actively trade securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments for their own account and for the accounts of their customers, and those investment and trading activities may involve or relate to assets, securities and/or instruments of Healius, and/or persons and entities with relationships with Healius. The Underwriter and its affiliates may also communicate independent investment recommendations, market colour or trading ideas and/or publish or express independent research views in respect of those assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in those assets, securities and instruments.

In connection with the Offer, one or more investors may elect to acquire an economic interest in the New Shares (**Economic Interest**), instead of subscribing for or acquiring the legal or beneficial interest in those shares. The Underwriter or its affiliates may, for their own respective accounts, write derivative transactions with those investors relating to the New Shares to provide the Economic Interest, or otherwise acquire shares in Healius in connection with the writing of those derivative transactions in the Offer and/or the secondary market. As a result of those transactions, the Underwriter (or its affiliates) may be allocated, subscribe for or acquire New Shares or shares of Healius in the Offer and/or the secondary market, including to hedge those derivative transactions, as well as hold long or short positions in those shares. These transactions may, together with other shares in Healius acquired by the Underwriter (or its affiliates) in connection with their ordinary course sales and trading, principal investing and other activities, result in the Underwriter (or its affiliates) disclosing a substantial holding and earning fee.

The Underwriter (and/or its affiliates) may also receive and retain other fees, profits and financial benefits in each of the above capacities and in connection with the above activities, including in its capacity as Underwriter.

## RISKS

An investment in New Shares is subject to investment and other known and unknown risks, some of which are beyond the control of Healius, including possible delays in repayment and loss of income and principal invested. Healius does not guarantee any particular rate of return or the performance of Healius, nor does it guarantee the repayment of capital from Healius or any particular tax treatment.

Shareholders should refer to the "Key Risks" in slides 16 to 24 of the Investor Presentation (see Section 4 of this Retail Offer Booklet) for a summary of general and specific risk factors that may affect Healius and any investment in New Shares.

## TRADING NEW SHARES

To the maximum extent permitted by law and except in the case of its fraud, gross negligence or wilful misconduct (or that of its employees, officers, agents or contractors), Healius, the Underwriter, the Share Registry, Healius' mailing house and each of their respective Beneficiaries will have no responsibility and disclaim all liability (including for negligence) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by Healius or its Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

If you are in any doubt, as to these matters you should first consult with your stockbroker, solicitor, accountant or other independent professional adviser.

## NO ENTITLEMENTS TRADING

Entitlements are non-renounceable and cannot be traded on ASX or any other exchange, cannot be sold nor can they be privately transferred or otherwise disposed of.

## **ELECTRONIC COMMUNICATIONS**

If you are accessing your personalised Entitlement and Acceptance Form and the Retail Offer Booklet on an internet website, you are responsible for protecting against viruses and other destructive items which might compromise confidentiality and your details. Your use of the online Retail Offer Booklet or Healius' Entitlement Offer website which can be accessed at [www.computersharecas.com.au/healius](http://www.computersharecas.com.au/healius) is at your own risk.

If you are receiving this Retail Offer Booklet in an electronic form, you are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently to the maximum extent permitted by law and except in the case of its fraud, gross negligence or wilful misconduct (or that of its employees, officers, agents or contractors), none of Healius, the Underwriter, the Share Registry, Healius' mailing house or any of their respective Beneficiaries accepts any liability or responsibility (including for any negligence) in respect of any difference between the document distributed to you in electronic format and the hard copy version available to you on request from the Share Registry.

### **GENERAL**

The information in this Retail Offer Booklet remains subject to change without notice, and to the maximum extent permitted by law Healius is not responsible for updating this Retail Offer Booklet. Healius may in its absolute discretion, but without being under any obligation to do so, update or supplement this Retail Offer Booklet. Any further information will be provided subject to the terms and conditions contained in this "Important Notices".

**THIS DOCUMENT HAS BEEN AUTHORISED FOR RELEASE TO ASX BY HEALIUS BOARD OF DIRECTORS.**

# LETTER FROM THE CHAIR

Tuesday, 28 November 2023

Dear Shareholder

On behalf of the Board of Healius Limited (**Company** or **Healius**), I invite you to participate in the accelerated non-renounceable entitlement offer of new fully paid ordinary shares in Healius (**New Shares**) at an issue price of \$1.20 (**Offer Price**) per New Share (**Entitlement Offer** or **Offer**) to raise approximately \$187 million as announced by Healius on Monday, 20 November 2023.

The proceeds of the Offer will be used to reduce Healius' net debt and reset its balance sheet with appropriate gearing.

As announced on Wednesday, 22 November 2023, Healius has successfully completed the Institutional Entitlement Offer, which raised approximately \$154 million<sup>2</sup>. New Shares are expected to be issued under the Institutional Entitlement Offer on Friday, 1 December 2023.

This Retail Offer Booklet relates to the Retail Entitlement Offer. The Offer is fully underwritten<sup>3</sup> by Barrenjoey Markets Pty Limited (**Underwriter**).

## RETAIL ENTITLEMENT OFFER

Under the Retail Entitlement Offer, Eligible Retail Shareholders have the opportunity to invest at the same price as the Institutional Investors who participated in the Institutional Entitlement Offer.

Under the Retail Entitlement Offer, Eligible Retail Shareholders can subscribe for 1 New Share for every 3.65 Existing Shares they hold<sup>4</sup> as at 7.00pm (Sydney time) on Thursday, 23 November 2023 (**Record Date**) at an issue price of \$1.20 per New Share (being the Offer Price).

Eligible Retail Shareholders who take up their full Entitlement may also apply for additional New Shares in excess of their Entitlement under the Oversubscription Facility up to a maximum of 25% of their Entitlement (unless they are a Related Party of Healius) (**Additional New Shares**). Additional New Shares will only be available under the Oversubscription Facility to the extent that there is any Retail Shortfall. The allocation of Additional New Shares will be subject to the availability of Additional New Shares and any scale back will be applied by Healius and the Underwriter in their absolute discretion.

All directors of Healius who are existing shareholders on the Record Date have committed to take up their pro rata entitlements under the Retail Entitlement Offer.

The Offer Price under the Retail Entitlement Offer is the same Offer Price as for the Institutional Entitlement Offer, and represents a:

- discount of 29.3% to the TERP<sup>5</sup> of \$1.698; and
- discount of 34.6% to the last closing price of \$1.835 on Friday, 17 November 2023.

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<sup>2</sup> This amount is current as at Wednesday, 22 November 2023 and is subject to final reconciliations being determined under the Institutional Entitlement Offer.

<sup>3</sup> Refer to "Shortfall" on slide 24 of the Investor Presentation for a description of the terms and conditions of the underwriting arrangements, including the handling of any excess shortfall shares.

<sup>4</sup> Where fractions arise in the calculation of an Entitlement, they will be rounded up to the nearest whole number of New Shares.

<sup>5</sup> Theoretical ex-rights price (**TERP**) is the theoretical ex-rights price. TERP is calculated by reference to Healius' closing price of \$1.835 on Friday, 17 November 2023, being the last trading day prior to the announcement of the Offer. TERP is a theoretical calculation only and the actual price at which Healius shares trade immediately after the ex-date of the Offer will depend on many factors and may not be equal to TERP.

New Shares issued under the Offer will rank equally with Existing Shares.

ASX has confirmed that, as a result of the off-market takeover bid (**Takeover Offer**) from Australian Clinical Labs Limited (**ACL**), the New Shares will be issued under a separate ticker, expected to be “HLSNB”. The New Shares will trade separately from the main class of Healius fully paid ordinary shares (unless the Takeover Offer lapses or ACL obtains relief from ASIC to extend the Takeover Offer to the New Shares). When the Takeover Offer ends, or if ACL obtains relief from ASIC to extend the Takeover Offer to the New Shares, ASX will fold the New Shares into the main class of Healius fully paid ordinary shares. The Takeover Offer is currently scheduled to end on 29 February 2024. For further details on the impact of the Offer on the Takeover Offer, see the announcement released by Healius to ASX on Monday, 20 November 2023 (see Section 4 of this Retail Offer Booklet).

The number of New Shares and Additional New Shares which you are entitled to subscribe for under the Retail Entitlement Offer is set out in your personalised Entitlement and Acceptance Form that will accompany this Retail Offer Booklet when it is despatched or otherwise made available online at [www.computersharecas.com.au/healius](http://www.computersharecas.com.au/healius) to Eligible Retail Shareholders on Tuesday, 28 November 2023.

Shareholders in the United States are not eligible to participate in the Retail Entitlement Offer. Similarly, Shareholders (including nominees and custodians) who hold Shares on behalf of persons in the United States, or who are acting for the account or benefit of persons in the United States, are not eligible to participate in the Retail Entitlement Offer on behalf of those persons.

Your Entitlement may have value and it is important that you determine whether to take up or do nothing in respect of your Entitlement. The Entitlement Offer is non-renounceable, which means your Entitlement will not be tradeable on ASX or any other exchange, they cannot be sold, and they cannot be privately transferred or otherwise disposed of. This means that Eligible Retail Shareholders who do not take up their full Entitlement will not receive any payment or value for those Entitlements and their percentage holding in Healius will be reduced.

## HOW TO APPLY

To participate in the Retail Entitlement Offer, please ensure that you validly apply before 5.00pm (Sydney time) on Thursday, 7 December 2023 (unless extended). You can apply by paying your Application Money via BPAY® or (for Eligible Retail Shareholders in New Zealand only) EFT.

If you choose to pay via BPAY®, you must follow the steps set out in Section 3.9 of this Retail Offer Booklet. If you are resident in New Zealand and unable to pay by BPAY® but wish to participate in the Retail Entitlement Offer, you must follow the steps set out in Section 3.10 of this Retail Offer Booklet.

If you pay via BPAY® or EFT, while you are not required to submit the Entitlement and Acceptance Form, you will be taken to make the declarations, acknowledgements, representations, warranties and other confirmations on the Entitlement and Acceptance Form and in this Retail Offer Booklet (including, without limitation, those outlined in Section 3.12 of this Retail Offer Booklet). Detailed payment instructions are available online at [www.computersharecas.com.au/healius](http://www.computersharecas.com.au/healius) or (if you request a paper copy) are set out in the personalised Entitlement and Acceptance Form that accompanies this Retail Offer Booklet.

You should seek appropriate professional advice before making any investment decision. An investment in New Shares is subject to investment and other known and unknown risks. Please refer to the “Key Risks” in slides 16 to 24 of the Investor Presentation (see Section 4 of this Retail Offer Booklet) for a summary of the general and specific risk factors that may affect Healius and any investment in New Shares.



If you have any questions about the Retail Entitlement Offer, please contact the Offer Information Line on [1300 855 080](tel:1300855080) (from within Australia) or [+61 3 9415 4000](tel:+61394154000) (from outside Australia) at any time between 8.30am to 5.00pm (Sydney time), Monday to Friday during the Retail Entitlement Offer Period or visit our website at [www.computersharecas.com.au/healius](http://www.computersharecas.com.au/healius).

The Board encourages you to consider participating in the Retail Entitlement Offer and thanks you for your continued support of Healius.

Yours faithfully

A handwritten signature in black ink that reads "Jenny Macdonald". The signature is written in a cursive, flowing style.

**Jenny Macdonald, Chair  
Healius Limited**

## SUMMARY OF OFFER<sup>6</sup>

INSTITUTIONAL ENTITLEMENT OFFER	
<b>Ratio</b>	1 New Share for every 3.65 Existing Shares held <sup>7</sup>
<b>Offer Price</b>	\$1.20 per New Share
<b>Size</b>	Approximately 128 million New Shares <sup>8</sup>
<b>Gross proceeds</b>	Approximately \$154 million <sup>9</sup>
RETAIL ENTITLEMENT OFFER	
<b>Ratio</b>	1 New Share for every 3.65 Existing Shares held <sup>10</sup> (same as the Institutional Entitlement Offer)
<b>Offer Price</b>	\$1.20 per New Share (same as the Institutional Entitlement Offer)
<b>Size</b>	Seeking to issue approximately 28 million New Shares <sup>11</sup>
<b>Gross proceeds</b>	Seeking to raise approximately \$33 million <sup>12</sup>
EXPECTED TOTAL GROSS PROCEEDS	
<b>Expected total gross proceeds of the Offer</b>	Approximately \$187 million

## KEY DATES

ACTIVITY	DATE
<b>Announcement of the Entitlement Offer</b>	Monday, 20 November 2023
<ul style="list-style-type: none"> <li>Institutional Entitlement Offer opens</li> </ul>	
Institutional Entitlement Offer closes	Tuesday, 21 November 2023
Announcement of results of the Institutional Entitlement Offer	Wednesday, 22 November 2023
<b>Record Date for determining eligibility for the Retail Entitlement Offer (7.00pm Sydney time)</b>	Thursday, 23 November 2023
<b>Retail Entitlement Offer Opening Date</b>	Tuesday, 28 November 2023
<ul style="list-style-type: none"> <li>Retail Offer Booklet made available to Eligible Retail Shareholders</li> </ul>	
Settlement of New Shares to be issued under the Institutional Entitlement Offer	Thursday, 30 November 2023
New Shares issued under the Institutional Entitlement Offer commence trading <sup>13</sup>	Friday, 1 December 2023

<sup>6</sup> The metrics used in this Retail Offer Booklet are subject to rounding.

<sup>7</sup> Refer to footnote 4.

<sup>8</sup> The split between the Institutional Entitlement Offer and Retail Entitlement Offer is current as at Wednesday, 22 November 2023 and is subject to final reconciliations being determined.

<sup>9</sup> Refer to footnote 8.

<sup>10</sup> Refer to footnote 4.

<sup>11</sup> Refer to footnote 8.

<sup>12</sup> Refer to footnote 8.

<sup>13</sup> ASX has confirmed that, as a result of the Takeover Offer from ACL, the New Shares will be issued under a separate ticker, expected to be "HLSNB". The New Shares will trade separately from the main class of Healius fully paid ordinary shares (unless the Takeover Offer lapses or ACL obtains relief from ASIC to extend the Takeover Offer to the New Shares). When the Takeover Offer ends, or if ACL obtains relief from ASIC to

ACTIVITY	DATE
<b>Retail Entitlement Offer closes (5.00pm Sydney time)</b>	Thursday, 7 December 2023
Announcement of results of Retail Entitlement Offer	Tuesday, 12 December 2023
Settlement of New Shares issued under the Retail Entitlement Offer	Wednesday, 13 December 2023
Allotment of New Shares issued under the Retail Entitlement Offer	Thursday, 14 December 2023
Normal ASX trading commences for New Shares issued under the Retail Entitlement Offer <sup>14</sup>	Friday, 15 December 2023

*This timetable above (and each reference to it or to dates in it in this Retail Offer Booklet) is indicative only and subject to change without notice. All times and dates in the timetable refer to the time in Sydney, Australia (**Sydney time**). Healius reserves the right to amend any or all of these dates and times subject to the Corporations Act, the Listing Rules and other applicable laws. In particular, Healius reserves the right to extend the Closing Date for the Retail Entitlement Offer, to accept late Applications under the Retail Entitlement Offer (either generally or in particular cases) and to withdraw the Retail Entitlement Offer, without prior notice at its absolute discretion. Any extension of the Closing Date may have a consequential effect on the allotment date of New Shares. The quotation of New Shares is subject to confirmation from ASX.*

*To the maximum extent permitted by law, Healius also reserves the right not to proceed with the Offer in whole or in part at any time prior to allotment and issue of the New Shares for the relevant part of the Offer. In that event, the relevant Application Money (without interest) will be returned in full to the relevant Applicants.*

*Eligible Retail Shareholders wishing to participate in the Retail Entitlement Offer are encouraged to make payment by BPAY® (or, for Eligible Retail Shareholders in New Zealand only, EFT) as soon as possible after the Retail Entitlement Offer opens.*

*Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your Application once it has been accepted.*

## ENQUIRIES

If you have any doubt about whether you should participate in the Retail Entitlement Offer, you should seek professional financial advice from your stockbroker, solicitor, accountant or other independent professional adviser before making any investment decision.

If you have questions on the Retail Entitlement Offer or how to take up your Entitlement or how to make payment, please call the Offer Information Line on [1300 855 080](tel:1300855080) (from within Australia) or [+61 3 9415 4000](tel:+61394154000) (from outside of Australia) between 8.30am to 5.00pm (Sydney time) Monday to Friday during the Retail Entitlement Offer Period. If you need assistance in completing your Application online, you can contact the Offer Information Line.

Neither Healius nor the Share Registry makes any guarantee that a paper copy of the Retail Offer Booklet or Entitlement and Acceptance Form will be delivered in time for you to participate in the Retail Entitlement Offer. Given this, it is strongly recommended that you complete your Application online at [www.computersharecas.com.au/healius](http://www.computersharecas.com.au/healius) and make payment in accordance with the instructions set out in this Retail Offer Booklet.

Eligible Retail Shareholders accessing the electronic version of this Retail Offer Booklet should ensure that they download and read the entire Retail Offer Booklet. The electronic version of this Retail Offer Booklet on ASX will not include a personalised Entitlement and Acceptance Form.

extend the Takeover Offer to the New Shares, ASX will fold the New Shares into the main class of Healius fully paid ordinary shares. The Takeover Offer is currently scheduled to end on 29 February 2024. For further details on the impact of the Entitlement Offer on the Takeover Offer, see the announcement released by Healius to ASX on Monday, 20 November 2023 (see Section 4 of this Retail Offer Booklet).

<sup>14</sup> Refer to footnote 13.

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# 1 SUMMARY OF OPTIONS AVAILABLE TO YOU

If you are an Eligible Retail Shareholder,<sup>15</sup> you may take one of the following actions:

- take up all of your Entitlement by 5.00pm (Sydney time) on the Closing Date (see Section 3.3 of this Retail Offer Booklet);
- take up all of your Entitlement, and apply for Additional New Shares in excess of your Entitlement under the Oversubscription Facility up to a maximum of 25% of your Entitlement (unless you are a Related Party of Healius), by 5.00pm (Sydney time) on the Closing Date (see Section 3.4 of this Retail Offer Booklet);
- take up part of your Entitlement by 5.00pm (Sydney time) on the Closing Date and allow the balance to lapse, in which case you will receive no value for your lapsed Entitlement (see Section 3.5 of this Retail Offer Booklet); or
- do nothing, in which case your Entitlement will lapse and you will receive no value for your lapsed Entitlement (see Section 3.6 of this Retail Offer Booklet).

Participation in the Retail Entitlement Offer is limited to Eligible Retail Shareholders only and is entirely optional.

If you are a retail Shareholder that is not an Eligible Retail Shareholder, you are an **Ineligible Retail Shareholder**. Ineligible Retail Shareholders are not entitled to participate in the Retail Entitlement Offer.

**See Section 3.14 of this Retail Offer Booklet for the notice to nominees, trustees and custodians.**

OPTIONS AVAILABLE TO YOU	KEY CONSIDERATIONS
<p><b>Option 1:</b> Take up all of your Entitlement by 5.00pm (Sydney time) on the Closing Date</p>	<ul style="list-style-type: none"> <li>• You may elect to purchase New Shares at the Offer Price (see Section 3 of this Retail Offer Booklet for instructions on how to take up your Entitlement).</li> <li>• The Retail Entitlement Offer closes at 5.00pm (Sydney time) on Thursday, 7 December 2023 (<b>Closing Date</b>).</li> </ul>
<p><b>Option 2:</b> Take up all of your Entitlement, and apply for Additional New Shares in excess of your Entitlement up to a maximum of 25% of your Entitlement, by 5.00pm (Sydney time) on the Closing Date (Note: this option is not available to Related Parties of Healius)</p>	<ul style="list-style-type: none"> <li>• You may elect to purchase New Shares at the Offer Price (see Section 3 of this Retail Offer Booklet for instructions on how to take up your Entitlement).</li> <li>• If you take up your Entitlement in full, you may apply for Additional New Shares of up to a maximum of 25% of your Entitlement.</li> <li>• Additional New Shares will only be available to the extent there are Entitlements under the Retail Entitlement Offer which are not taken up by Eligible Retail Shareholders (i.e. Retail Shortfall). The allocation of Additional New Shares will be subject to the availability of Additional New Shares and any scale back will be applied by Healius and the Underwriter in their absolute discretion.</li> </ul>

<sup>15</sup> See Section 2.4 of this Retail Offer Booklet.

OPTIONS AVAILABLE TO YOU	KEY CONSIDERATIONS
<p><b>Option 3:</b> Take up part of your Entitlement by 5.00pm (Sydney time) on the Closing Date</p>	<ul style="list-style-type: none"> <li>• You may elect to purchase New Shares at the Offer Price (see Section 3 of this Retail Offer Booklet for instructions on how to take up your Entitlement).</li> <li>• If you do not take up your Entitlement in full, those Entitlements not taken up will lapse and you will not receive any payment or value for them.</li> <li>• Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable, which means it is non-transferrable and cannot be traded on ASX or any other exchange, cannot be sold nor can it be privately transferred or disposed of.</li> <li>• If you do not take up your Entitlement in full, you will have your percentage holding in Healius reduced as a result of the Entitlement Offer.</li> </ul>
<p><b>Option 4:</b> Do nothing, in which case your Entitlement will lapse and you will receive no value for your lapsed Entitlements</p>	<ul style="list-style-type: none"> <li>• If you do not take up your Entitlement, you will not be allocated New Shares and your Entitlement will lapse.</li> <li>• Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable, which means it is non-transferrable and cannot be traded on ASX or any other exchange, cannot be sold nor can it be privately transferred or disposed of.</li> <li>• If you do not take up your Entitlement, you will not receive any payment or value for your Entitlement and you will have your percentage holding in Healius reduced as a result of the Entitlement Offer.</li> </ul>

## 2 OVERVIEW OF THE OFFER

### 2.1 OVERVIEW

Under the Entitlement Offer, Healius is offering Eligible Shareholders the opportunity to subscribe for 1 New Share for every 3.65 Existing Shares held<sup>16</sup> on the Record Date. The Offer Price is \$1.20 per New Share.

The proceeds of the Offer will be used to reduce Healius' net debt and reset its balance sheet with appropriate gearing.

The Entitlement Offer has two components:

- (a) the **Institutional Entitlement Offer** – Eligible Institutional Shareholders were given the opportunity to take up all or part of their Entitlement, and a bookbuild process to sell Entitlements not taken up by Eligible Institutional Shareholders as well as New Shares that otherwise would have been offered to Ineligible Shareholders was carried out. The Institutional Entitlement Offer raised approximately \$154 million<sup>17</sup>; and
- (b) the **Retail Entitlement Offer** (to which this Retail Offer Booklet relates) – Eligible Retail Shareholders will be given the opportunity to take up all or part of their Entitlement, take up Additional New Shares in excess of their Entitlement or do nothing in respect of their Entitlement. Eligible Retail Shareholders that take up their Entitlement in full may apply for Additional New

<sup>16</sup> Refer to footnote 4.

<sup>17</sup> Refer to footnote 8.

Shares of up to a maximum of 25% of their Entitlement under the Oversubscription Facility (unless they are a Related Party of Healius) subject to the availability of Additional New Shares and any scale back that may be applied by Healius and the Underwriter in their absolute discretion. The Retail Entitlement Offer is looking to raise approximately \$33 million<sup>18</sup>.

Both the Institutional Entitlement Offer and the Retail Entitlement Offer are non-renounceable. Accordingly, Entitlements cannot be traded on ASX or any other exchange, nor can they be sold, privately transferred or otherwise disposed of.

New Shares issued under the Retail Entitlement Offer are to be issued at the same price as New Shares issued under the Institutional Entitlement Offer. In addition, Eligible Shareholders' Entitlements under the Institutional Entitlement Offer and the Retail Entitlement Offer are calculated based on the same ratio.

The Offer is fully underwritten<sup>19</sup> by the Underwriter in accordance with the terms of the Underwriting Agreement (see Section 5.5 of this Retail Offer Booklet).

## 2.2 INSTITUTIONAL ENTITLEMENT OFFER

Healius has already raised approximately \$154 million<sup>20</sup> from Institutional Investors as part of the Institutional Entitlement Offer, at \$1.20 per New Share.<sup>21</sup>

New Shares are expected to be issued under the Institutional Entitlement Offer on Friday, 1 December 2023.

## 2.3 RETAIL ENTITLEMENT OFFER

The Retail Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as notionally modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73*) which allows entitlement offers to be offered without a prospectus, provided certain conditions are satisfied.

As a result, the Retail Entitlement Offer is not being made under a prospectus and it is important for Eligible Retail Shareholders to read the information on Healius and the Retail Entitlement Offer made publicly available prior to taking up all or part of their Entitlement. In particular, please refer to the materials in Section 4 of this Retail Offer Booklet, other announcements made by Healius (available at [www.asx.com.au](http://www.asx.com.au)) and all other parts of this Retail Offer Booklet carefully before making any decisions in relation to your Entitlement.

The Retail Entitlement Offer consists of an offer to Eligible Retail Shareholders, who are invited to apply for 1 New Share for every 3.65 Existing Shares held<sup>22</sup> on the Record Date. The Offer Price of \$1.20 per New Share represents a:

- discount of 29.3% to the TERP<sup>23</sup> of \$1.698; and
- discount of 34.6% to the last closing price of \$1.835 on Friday, 17 November 2023.

The Retail Entitlement Offer opens after 9.00am (Sydney time) on Tuesday, 28 November 2023. This is also the date when the Retail Offer Booklet will be released and made available online to Eligible Retail Shareholders. The Retail Entitlement Offer is expected to close at 5.00pm (Sydney time) on Thursday, 7 December 2023 (being the **Closing Date**).

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<sup>18</sup> Refer to footnote 8.

<sup>19</sup> Refer to footnote 3.

<sup>20</sup> Refer to footnote 8.

<sup>21</sup> Settlement of the Institutional Entitlement Offer is due to occur on Thursday, 30 November 2023 and is subject to certain conditions and termination events. See Section 5.5 of this Retail Offer Booklet.

<sup>22</sup> Refer to footnote 4.

<sup>23</sup> Refer to footnote 5.



Please consult your stockbroker, solicitor, accountant or other independent professional adviser if you have any queries or are uncertain about any aspect of the Retail Entitlement Offer. In particular, please refer to the “Key Risks” in slides 16 to 24 of the Investor Presentation (see Section 4 of this Retail Offer Booklet).

## 2.4 ELIGIBILITY OF RETAIL SHAREHOLDERS

The Retail Entitlement Offer is being offered to all Eligible Retail Shareholders only.

**Eligible Retail Shareholders** are Shareholders who:

- (a) are registered as a holder of Existing Shares on Healius’ share register on the Record Date, being 7.00pm (Sydney time) on Thursday, 23 November 2023;
- (b) have a registered address in Australia or New Zealand on the Record Date as noted on Healius’ share register or are persons that Healius has determined in its discretion are Eligible Retail Shareholders;
- (c) are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such person holds Shares and acts for the account or benefit of such persons in the United States);
- (d) Healius determines in its discretion did not receive an invitation to participate in, or were otherwise ineligible to participate in, the Institutional Entitlement Offer and were not treated as Ineligible Institutional Shareholders under the Institutional Entitlement Offer (other than as a nominee, trustee or custodian, in each case in respect of other underlying holdings); and
- (e) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without a prospectus or other disclosure document or any lodgement, filing, registration or qualification,

provided (for the avoidance of doubt) that if a Shareholder (including a nominee, trustee or custodian) is acting for the account or benefit of a person in the United States, it may not participate in the Retail Entitlement Offer on behalf of that person.

Healius has determined that it would be unreasonable to extend the Retail Entitlement Offer to Ineligible Retail Shareholders after taking into account the legal and regulatory requirements in certain countries and because of the relatively small number of those Shareholders in certain countries, the number and value of New Shares those Shareholders would otherwise be entitled to and the cost of complying with the applicable laws and the requirements of any regulatory authority in jurisdictions outside Australia and New Zealand, but reserves its right to do so (subject to compliance with relevant laws).

**See Section 3.14 of this Retail Offer Booklet for the notice to nominees, trustees and custodians.**

## 3 HOW TO APPLY

### 3.1 YOUR ENTITLEMENT

Each Entitlement is calculated as 1 New Share for every 3.65 Existing Shares held on the Record Date with fractional entitlements rounded up to the nearest whole number of New Shares. You can access details of your Entitlement and the maximum number of Additional New Shares that you can apply for online at [www.computersharecas.com.au/healius](http://www.computersharecas.com.au/healius).

Eligible Retail Shareholders may subscribe for all or part of their Entitlement.

Eligible Retail Shareholders who take up their full Entitlement may also apply for Additional New Shares in excess of their Entitlement under the Oversubscription Facility up to a maximum of 25% of their Entitlement (unless they are a Related Party of Healius). Additional New Shares will only be available under the Oversubscription Facility to the extent that there is any Retail Shortfall. The allocation of Additional New Shares will be subject to the availability of Additional New Shares and any scale back will be applied by Healius and the Underwriter in their absolute discretion.

If you have more than one registered holding of Shares, you will have separate Entitlements for each separate holding.

Any New Shares not taken up by the Closing Date of the Retail Entitlement Offer (including under the Oversubscription Facility) will be made available to the Underwriter and/or any sub-underwriters subject to the terms and conditions of the underwriting arrangements.

Please note that the Entitlement and the maximum number of Additional New Shares that you can apply for shown online at [www.computersharecas.com.au/healius](http://www.computersharecas.com.au/healius) (or on your paper copy Entitlement and Acceptance Form, where applicable) may be in excess of the actual Entitlement and number of Additional New Shares you may be permitted to take up where, for example, you are holding Shares on behalf of a person in the United States (refer to the definition of Eligible Retail Shareholders in Section 2.4 of this Retail Offer Booklet).

Eligible Retail Shareholders who hold Shares in the capacity of a nominee, trustee or custodian (or in any other capacity) for a person that is in the United States, or who are otherwise acting for the account or benefit of a person in the United States, cannot take up Entitlements or purchase New Shares or Additional New Shares on behalf of that person.

**See Section 3.14 of this Retail Offer Booklet for the notice to nominees, trustees and custodians.**

Eligible Retail Shareholders should be aware that an investment in Healius involves both known and unknown risks. These risks include the possible loss of income and principal invested. Healius does not guarantee any particular rate of return or the performance of the New Shares offered under the Retail Entitlement Offer or the performance of Healius, nor does it guarantee repayment of capital from Healius. The key risks identified by Healius are set out in slides 16 to 24 of the Investor Presentation (see Section 4 of this Retail Offer Booklet).

**All Eligible Retail Shareholders who apply to participate in the Retail Entitlement Offer are taken to make the declarations, acknowledgements, representations, warranties and other confirmations on the Entitlement and Acceptance Form and in this Retail Offer Booklet (including, without limitation, in Section 3.12 of this Retail Offer Booklet).**

### 3.2 OPTIONS AVAILABLE TO YOU

The number of New Shares to which Eligible Retail Shareholders are entitled and the maximum number of Additional New Shares that an Eligible Retail Shareholder can apply for is available online at [www.computersharecas.com.au/healius](http://www.computersharecas.com.au/healius) (or is set out on your paper copy Entitlement and Acceptance Form, where applicable). Eligible Retail Shareholders may:

- (a) **Option 1:** take up their Entitlement in full by 5.00pm (Sydney time) on the Closing Date (see Section 3.3 of this Retail Offer Booklet);
- (b) **Option 2:** take up their Entitlement in full, and apply for Additional New Shares in excess of their Entitlement up to a maximum of 25% of their Entitlement, by 5.00pm (Sydney time) on the Closing Date (see Section 3.4 of this Retail Offer Booklet);
- (c) **Option 3:** take up part of their Entitlement by 5.00pm (Sydney time) on the Closing Date, in which case the balance of their Entitlement would lapse (see Section 3.5 of this Retail Offer Booklet); or
- (d) **Option 4:** do nothing and allow their Entitlement to lapse (see Section 3.6 of this Retail Offer Booklet).

The Retail Entitlement Offer is an offer to Eligible Retail Shareholders only. Ineligible Retail Shareholders may not participate in the Retail Entitlement Offer.

Healius reserves the right to reject any payment that is received after 5.00pm (Sydney time) on the Closing Date. Healius' decision is final.

If you do not accept all or part of your Entitlement in accordance with the instructions set out in this Retail Offer Booklet, those New Shares that you would have otherwise been entitled to under the Retail Entitlement Offer (including New Shares that relate to the portion of your Entitlement that has not been accepted) will be acquired either by Eligible Retail Shareholders under the Oversubscription Facility or by the Underwriter or any sub-underwriters subject to the terms and conditions of the underwriting arrangements.

By allowing some or all of your Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up that part of your Entitlement and you will not receive any payment or value for that part of your Entitlement. Your proportionate interest in Healius will also be diluted by the Offer.

The Closing Date for acceptance of the Retail Entitlement Offer is expected to be **5.00pm (Sydney time) on Thursday, 7 December 2023** (however, that date may be varied by Healius, in accordance with the Listing Rules and applicable law).

### **3.3 OPTION 1: TAKING UP ALL OF YOUR ENTITLEMENT**

If you wish to take up all of your Entitlement, you are encouraged to make payment via BPAY<sup>®</sup> by following the instructions available online at [www.computersharecas.com.au/healius](http://www.computersharecas.com.au/healius) or (if you request a paper copy) as set out on your personalised Entitlement and Acceptance Form.

If you are a New Zealand Shareholder who does not have an Australian bank account or do not wish to pay via BPAY<sup>®</sup>, see Section 3.10 of this Retail Offer Booklet.

If Healius receives an amount that is more than your full Entitlement, that amount will be treated as applying for as many Additional New Shares as it will pay for in full up to an additional 25% of your Entitlement (unless you are a Related Party of Healius) subject to the availability of Additional New Shares and any scale back which Healius and the Underwriter agree may apply (in their absolute discretion) (see below at section 3.4).

Payment must be received by the Share Registry by no later than 5.00pm (Sydney time) on Thursday, 7 December 2023 (being the Closing Date).

### **3.4 OPTION 2: TAKING UP ALL OF YOUR ENTITLEMENT AND APPLYING FOR ADDITIONAL NEW SHARES**

If you wish to take up all of your Entitlement and apply for Additional New Shares up to a maximum of 25% of your Entitlement, you are encouraged to make payment via BPAY® by following the instructions available online at [www.computersharecas.com.au/healius](http://www.computersharecas.com.au/healius) or (if you request a paper copy) as set out on your personalised Entitlement and Acceptance Form.

If you are a New Zealand Shareholder who does not have an Australian bank account or do not wish to pay via BPAY®, see Section 3.10 of this Retail Offer Booklet.

Payment must be received by the Share Registry by no later than 5.00pm (Sydney time) on Thursday, 7 December 2023 (being the Closing Date).

The Application Money payable by you will be equal to the Offer Price multiplied by the total of the number of New Shares comprising your Entitlement and the number of Additional New Shares you wish to take up – you will need to calculate this number yourself. The Oversubscription Facility is not available to Eligible Retail Shareholders who are Related Parties of Healius.

The 25% cap on Additional New Shares will be applied at the beneficial shareholding level and Healius reserves all rights in its discretion to determine which applications for Additional New Shares are made validly within that cap.

Additional New Shares will only be allocated to you if there are sufficient New Shares resulting from any Retail Shortfall, subject to any scale back which Healius and the Underwriter agree may apply (in their absolute discretion). There is no guarantee you will be allocated any Additional New Shares. Without limiting their discretion, Healius and the Underwriter may have regard to the pro rata entitlement of Eligible Retail Shareholders who apply for Additional New Shares when determining any scale back.

### **3.5 OPTION 3: TAKING UP PART OF YOUR ENTITLEMENT AND ALLOWING THE BALANCE TO LAPSE**

If you wish to take up part of your Entitlement, you are encouraged to make payment by following the instructions available online at [www.computersharecas.com.au/healius](http://www.computersharecas.com.au/healius) or (if you request a paper copy) as set out on your personalised Entitlement and Acceptance Form.

If you are a New Zealand Shareholder who does not have an Australian bank account or do not wish to pay via BPAY®, see Section 3.10 of this Retail Offer Booklet.

Payment must be received by the Share Registry by no later than 5.00pm (Sydney time) on Thursday, 7 December 2023 (being the Closing Date).

If Healius receives an amount that is less than the Offer Price multiplied by your Entitlement, your payment may be treated as an Application for as many New Shares as your Application Money will pay for in full.

Any Entitlements which you do not take up will lapse and will be acquired either by Eligible Retail Shareholders under the Oversubscription Facility or by the Underwriter or any sub-underwriters subject to the terms and conditions of the underwriting arrangements.

### **3.6 OPTION 4: ALLOWING YOUR ENTITLEMENT TO LAPSE**

If you take no action, you will not be issued New Shares and your Entitlement will lapse.

Any Entitlements which you do not take up will lapse and will be acquired either by Eligible Retail Shareholders under the Oversubscription Facility or by the Underwriter or any sub-underwriters.

### 3.7 CONSEQUENCES OF NOT TAKING UP ALL OR PART OF YOUR ENTITLEMENT

If you do not take up all or part of your Entitlement in accordance with the instructions set out above, your Entitlements will lapse and those New Shares for which you would have otherwise been entitled under the Retail Entitlement Offer (including New Shares that relate to the portion of your Entitlement that has not been taken up) will be acquired by Eligible Retail Shareholders under the Oversubscription Facility or by the Underwriter or any sub-underwriters subject to the terms and conditions of the underwriting arrangements.

By allowing all or part of your Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New Shares representing that part of your Entitlement not taken up and you will not receive any payment or value for that part of your Entitlement. Your percentage interest in Healius will also be diluted to the extent that New Shares are issued under the Offer.

### 3.8 PAYMENT AND REFUNDS

You are encouraged to pay your Application Money using BPAY<sup>®</sup> if possible (see Section 3.9 of this Retail Offer Booklet).

If you are a New Zealand Shareholder who does not have an Australian bank account or do not wish to pay via BPAY<sup>®</sup>, see Section 3.10 of this Retail Offer Booklet.

Cash payments will not be accepted. Receipts for payment will not be issued.

All payments must be in Australian dollars.

Healius will treat you as applying for as many New Shares as your payment will pay for in full up to your Entitlement. If Healius receives an amount that is more than your full Entitlement, that amount will be treated as applying for as many Additional New Shares as it will pay for in full up to an additional 25% of your Entitlement subject to the availability of Additional New Shares and any scale back which Healius and the Underwriter agree may apply (in their absolute discretion).

Any Application Money received for more than your final allocation of New Shares will be refunded as soon as practicable after the close of the Retail Entitlement Offer unless that refund would be for a nominal amount of less than \$2, in which case no refund will be made. No interest will be paid to Applicants on any Application Money received or refunded.

Refund amounts, if any, will be paid in Australian dollars. You will be paid either by direct credit to the nominated bank account as noted on Healius' share register as at the Closing Date or by cheque sent by ordinary post to your address as recorded on Healius' share register (the registered address of the first-named in the case of joint holders).

If you wish to advise or change your banking instructions with the Share Registry you may do so by updating your bank account details online at [www.computershare.com.au/easyupdate/hls](http://www.computershare.com.au/easyupdate/hls) or by contacting the Share Registry at [1300 855 080](tel:1300855080) (from within Australia) or [+61 3 9415 4000](tel:+61394154000) (from outside of Australia) before the Closing Date to guide you through the process.

### 3.9 PAYMENT BY BPAY<sup>®</sup>

For payment by BPAY<sup>®</sup>, please follow the instructions available online at [www.computersharecas.com.au/healius](http://www.computersharecas.com.au/healius) or (if you request a paper copy) as set out on your personalised Entitlement and Acceptance Form. You can only make payment via BPAY<sup>®</sup> if you are the holder of an account with an Australian financial institution that supports BPAY<sup>®</sup> transactions.

If you are paying by BPAY<sup>®</sup>, please make sure you use the specific Biller Code and your unique Customer Reference Number (**CRN**) available online at [www.computersharecas.com.au/healius](http://www.computersharecas.com.au/healius) or (if you request a paper copy) as set out on your personalised Entitlement and Acceptance Form. If you have multiple holdings and consequently have more than one CRN, when taking up your Entitlement in respect of one of

those holdings only use the CRN specific to that holding. If you do not use the correct CRN specific to that holding your Application will not be recognised as valid.

Please note that by paying by BPAY®:

- (a) while you are not required to return your Entitlement and Acceptance Form, you are taken to make the declarations, acknowledgements, representations, warranties and other confirmations on the Entitlement and Acceptance Form and in this Retail Offer Booklet (including, without limitation, Section 3.12 of this Retail Offer Booklet);
- (b) if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of the whole number of New Shares which is covered in full by your Application Money;
- (c) if you pay for more than your full Entitlement, that additional amount will be treated as applying for as many Additional New Shares as it will pay for in full up to an additional 25% of your Entitlement subject to the availability of Additional New Shares and any scale back which Healius and the Underwriter agree may apply (in their absolute discretion); and
- (d) if you pay for more than the whole number of New Shares that you are allocated under the Retail Entitlement Offer, that additional amount will be refunded as soon as practicable after the close of the Retail Entitlement Offer unless that refund would be for a nominal amount of less than \$2, in which case no refund will be made. No interest will be paid to Applicants on any Application Money received or refunded.

**It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than 5.00pm (Sydney time) on Thursday, 7 December 2023 (being the Closing Date). You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration in the timing of when you make payment.**

You will also need to ensure that you are aware of any transfer fees with your financial institution as we are only able to process the Australian dollar funds received.

Neither Healius nor the Share Registry accepts any responsibility for loss incurred through incorrectly completed payments via BPAY®.

### **3.10 IF YOU ARE UNABLE TO PAY BY BPAY®**

Healius encourages payments by BPAY® if possible.

If you are an Eligible Retail Shareholder in New Zealand who does not have an Australian bank account or do not wish to pay via BPAY®, you may make payment by EFT by following the instructions available at [www.computersharecas.com.au/healius](http://www.computersharecas.com.au/healius) or (if you request a paper copy) on the letter accompanying the Entitlement and Acceptance Form.

EFT payment instructions (including your personalised reference number) are available at [www.computersharecas.com.au/healius](http://www.computersharecas.com.au/healius) or (if you request a paper copy) on the letter accompanying your personalised Entitlement and Acceptance Form. You must use the personalised reference number provided so that the Share Registry can match your payment with your holding.

Please note that by paying by EFT:

- (a) while you are not required to return your Entitlement and Acceptance Form, you are taken to make the declarations, acknowledgements, representations, warranties and other confirmations on the Entitlement and Acceptance Form and in this Retail Offer Booklet (including, without limitation, Section 3.12 of this Retail Offer Booklet);

- (b) if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of the whole number of New Shares which is covered in full by your Application Money;
- (c) if you pay for more than your full Entitlement, that additional amount will be treated as applying for as many Additional New Shares as it will pay for in full up to an additional 25% of your Entitlement subject to the availability of Additional New Shares and any scale back which Healius and the Underwriter agree may apply (in their absolute discretion); and
- (d) if you pay for more than the whole number of New Shares that you are allocated under the Retail Entitlement Offer, that additional amount will be refunded as soon as practicable after the close of the Retail Entitlement Offer unless that refund would be for a nominal amount of less than \$2, in which case no refund will be made. No interest will be paid to Applicants on any Application Money received or refunded.

**It is your responsibility to ensure that your payment via EFT is received by the Share Registry in accordance with the above instructions by no later than 5.00pm (Sydney time) on Thursday, 7 December 2023 (being the Closing Date). You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration in the timing of when you make payment.**

You will also need to ensure that you are aware of any transfer fees with your financial institution as we are only able to process the Australian dollar funds received.

Neither Healius nor the Share Registry accepts any responsibility for loss incurred through incorrectly completed payments via EFT.

### **3.11 PAYMENT THROUGH BPAY® OR EFT IS BINDING**

A payment made through BPAY® or EFT or otherwise constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Retail Offer Booklet and the accompanying Entitlement and Acceptance Form and once lodged or paid, cannot be withdrawn.

Healius' decision whether to treat an Application as valid or whether to reject it for being invalid is final.

### **3.12 DECLARATIONS, ACKNOWLEDGEMENTS, REPRESENTATIONS, WARRANTIES AND CONFIRMATIONS**

By making a payment by BPAY® or EFT or otherwise, you will be deemed to have declared, acknowledged, represented, warranted and confirmed on your own behalf and on behalf of each person on whose account you are acting that:

- you are (or the person on whose account you are acting is) an Eligible Retail Shareholder;
- you were the registered holder(s) at the Record Date of the Existing Shares indicated online at [www.computersharecas.com.au/healius](http://www.computersharecas.com.au/healius) or through the Offer Information Line or (if you request a paper copy) on your personalised Entitlement and Acceptance Form as being held by you on the Record Date and agree that Section 3.15 of this Retail Offer Booklet will apply to any reconciliation of holdings that are required;
- you have accessed and read this Retail Offer Booklet (including the attachments to it) and the Entitlement and Acceptance Form in their entirety;
- you agree to be bound by the terms of the Retail Entitlement Offer, the provisions of this Retail Offer Booklet (and the Entitlement and Acceptance Form), and Healius' constitution;
- you authorise Healius to register you as the holder(s) of New Shares issued or allotted to you under the Retail Entitlement Offer;

- to the best of your knowledge, having made due enquiries, all details and statements provided or confirmed by you in your online Application or (if you request a paper copy) your personalised Entitlement and Acceptance Form are complete and accurate;
- you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under this Retail Offer Booklet and the Entitlement and Acceptance Form;
- you accept that there is no cooling off period under the Retail Entitlement Offer and you acknowledge that once Healius or the Share Registry receives your payment of Application Money via BPAY<sup>®</sup> or EFT or otherwise, you may not withdraw your Application or funds provided (except as allowed by law);
- you agree to apply for and be issued up to the number of New Shares for which you have submitted payment of any Application Money via BPAY<sup>®</sup> or EFT or otherwise, at the Offer Price per New Share, subject to the terms and conditions of this Retail Offer Booklet and the Entitlement and Acceptance Form (including in respect of any rounding);
- you authorise Healius, the Underwriter, the Share Registry and each of their respective directors, officers, employees, partners, advisers and agents to do anything on your behalf reasonably necessary for New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in your Entitlement and Acceptance Form;
- you authorise Healius to correct minor or easily rectified errors in, or omissions from, your online Application or (if you request a paper copy) your personalised Entitlement and Acceptance Form or other form provided by you;
- the information contained in this Retail Offer Booklet and your personalised Entitlement and Acceptance Form is not investment, financial product, legal, tax or other advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- this Retail Offer Booklet is not a prospectus or other disclosure document, does not contain all of the information that you may require in order to assess an investment in Healius and is given in the context of Healius' past and ongoing continuous disclosure announcements to ASX;
- you acknowledge the statement of risks in the section entitled "Key Risks" in slides 16 to 24 of the Investor Presentation (see Section 4 of this Retail Offer Booklet), and that investments in Healius are subject to investment risk;
- you agree to provide (and where applicable direct your nominee, trustee or custodian to provide) Healius or the Share Registry any reasonably requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date;
- for the benefit of Healius, the Underwriter and their respective related bodies corporate and affiliates, you acknowledge, represent and warrant that:
  - you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, trustee or custodian, you are not an Ineligible Institutional Shareholder under the Institutional Entitlement Offer, you are not an Ineligible Retail Shareholder and are otherwise eligible to participate in the Retail Entitlement Offer; and
  - to the best of your knowledge, having made due enquiries, the law of any place does not prohibit you from accessing this Retail Offer Booklet and the Entitlement and Acceptance Form, nor does it prohibit you from making an Application for, or being issued, New Shares;
- you acknowledge and agree that:



- determination of eligibility of investors for the purposes of the Institutional Entitlement Offer and the Retail Entitlement Offer was determined by reference to a number of matters, including legal and regulatory requirements, logistical and Share Registry constraints and the discretion of Healius and/or the Underwriter; and
- to the maximum extent permitted by law and except in the case of its fraud, gross negligence or wilful misconduct (or that of its employees, officers, agents or contractors), each of Healius and the Underwriter and their respective Beneficiaries exclude and expressly disclaim any duty or liability in respect of the exercise or otherwise of that discretion;
- you acknowledge and agree that your Application may be rejected by Healius if Healius determines in its discretion that you (or the person on whose account you are acting) do not appear to be an Eligible Retail Shareholder;
- you acknowledge and agree that neither Healius nor the Underwriter, nor any of their respective Beneficiaries, guarantees the performance of the New Shares or the performance of Healius, nor do they guarantee the repayment of capital from Healius;
- you acknowledge that if you are accessing the Retail Offer Booklet on an internet website, you are responsible for protecting against viruses and other destructive items which might compromise confidentiality and your details and that your use of the online Retail Offer Booklet or Healius' Offer website at [www.computersharecas.com.au/healius](http://www.computersharecas.com.au/healius) is at your own risk;
- you acknowledge that, if you are receiving this Retail Offer Booklet and/or Entitlement and Acceptance Form in an electronic form, documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently to the maximum extent permitted by law and except in the case of its fraud, gross negligence or wilful misconduct (or that of its employees, officers, agents or contractors), none of Healius, the Underwriter, the Share Registry, Healius' mailing house or any of their respective Beneficiaries accepts any liability or responsibility whatsoever in respect of any difference between the document distributed to you in electronic format and the hard copy version available to you on request from the Share Registry;
- you represent and warrant (for the benefit of the Company, the Underwriter and their respective related bodies corporate and affiliates) that you are not in the United States and you are not acting for, subscribing for or purchasing New Shares for the account or benefit of a person in the United States and you are not otherwise a person to whom it would be illegal to make an offer of or issue of New Shares under the Retail Entitlement Offer and under any applicable laws and regulations;
- you acknowledge that neither the Entitlements nor the New Shares have been, or will be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States and accordingly that the Entitlements in the Retail Entitlement Offer may not be taken up or exercised by, and the New Shares issued pursuant to the Retail Entitlement Offer may not be offered or sold, directly or indirectly to, persons in the United States or persons that are acting for the account or benefit of persons in the United States (to the extent those persons are acting for the account or benefit of a person in the United States);
- you are subscribing for or purchasing the New Shares outside the United States in an "offshore transaction" (as defined in Rule 902(h) under the US Securities Act) in reliance on Regulation S under the US Securities Act;
- you are not engaged in the business of distributing securities;
- you and each person on whose account you are acting have not and will not send this Retail Offer Booklet, the Entitlement and Acceptance Form or any other materials relating to the Retail Entitlement Offer to any person in the United States or any other country outside Australia and New Zealand (other than with the express prior written consent of Healius);

- if in the future you decide to sell or otherwise transfer the New Shares acquired under the Retail Entitlement Offer you will only do so in “regular way” transactions on ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, in the United States;
- to the best of your knowledge, having made due enquiries, you are eligible under applicable securities laws to exercise Entitlements and acquire New Shares under the Retail Entitlement Offer;
- if you are acting as a nominee, trustee or custodian:
  - Healius is not required to determine whether or not any registered Shareholder is acting as a nominee, trustee or custodian or the identity or residence of any beneficial owners of the Shares;
  - where any holder is acting as a nominee, trustee or custodian for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Retail Entitlement Offer is compatible with applicable foreign laws and that this is not the responsibility of Healius;
  - each beneficial holder on whose behalf you are submitting the Application Money is resident in Australia or New Zealand and is not in the United States, and you are not acting for the account or benefit of a person in the United States (to the extent you hold Shares for the account or benefit of a person in the United States), or any other country except beneficial Shareholders who are institutional or professional investors in certain foreign countries (other than the United States) to the extent contemplated in the “International Offer Restrictions” section of the Investor Presentation (see Section 4 of this Retail Offer Booklet) or as Healius may otherwise permit in compliance with applicable law; and
  - you have only sent this Retail Offer Booklet, the Entitlement and Acceptance Form and any other information relating to the Retail Entitlement Offer to such permitted beneficial Shareholders; and
- you make all other declarations, acknowledgements, representations, warranties and other confirmations set out in this Retail Offer Booklet.

### 3.13 BROKERAGE AND STAMP DUTY

No brokerage fee is payable by Eligible Retail Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for New Shares under the Retail Entitlement Offer (see also Section 3.6 of this Retail Offer Booklet).

### 3.14 NOTICE TO NOMINEES, TRUSTEES AND CUSTODIANS

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders. Nominees, trustees or custodians with registered addresses in Australia or New Zealand, irrespective of whether they participate under the Institutional Entitlement Offer, may also be able to participate in the Retail Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold Existing Shares, provided that the applicable beneficiary would satisfy the criteria for an Eligible Retail Shareholder (“**Eligible Beneficiary**”).

In the event that a nominee, trustee or custodian holds Existing Shares on behalf of more than one Eligible Beneficiary, the nominee, trustee or custodian may participate in the Oversubscription Facility on behalf of an Eligible Beneficiary on whose behalf their full Entitlement has been taken up (unless the relevant Eligible Beneficiary is a Related Party of Healius), notwithstanding the nominee, trustee or custodian may not have taken up, on behalf of all of their Eligible Beneficiaries, all of their Entitlements.

Nominees, trustees and custodians who hold Shares as nominees, trustees or custodians will have received, or will shortly receive, a letter from Healius with further information. Nominees, trustees and custodians should carefully consider the contents of that letter and note in particular that the Retail Entitlement Offer is not available to:

- (a) beneficiaries on whose behalf they hold Existing Shares who would not satisfy the criteria for an Eligible Retail Shareholder;
- (b) Eligible Institutional Shareholders who Healius determines in its discretion received an offer to participate in the Institutional Entitlement Offer (whether they accepted their Entitlement or not);
- (c) Ineligible Institutional Shareholders who were ineligible to participate in the Institutional Entitlement Offer; or
- (d) Shareholders who are not eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Due to legal restrictions, nominees, trustees and custodians may not send copies of this Retail Offer Booklet (including the attachments to it) or the Entitlement and Acceptance Form to (or accept the Retail Entitlement Offer on behalf of) persons in any other jurisdiction outside Australia or New Zealand, except to (or on behalf of) beneficial shareholders who are institutional or professional investors in certain foreign countries (other than the United States) to the extent contemplated in the “International Offer Restrictions” section of the Investor Presentation (see Section 4 of this Retail Offer Booklet) or as Healius may otherwise permit in compliance with applicable law.

In particular, persons acting as nominees, trustees or custodians for other persons may not take up Entitlements, or subscribe for or purchase New Shares, on behalf of, any person in the United States or any person that is acting for the account or benefit of a person in the United States. Documents relating to the Retail Entitlement Offer must not be sent to any person in the United States.

Healius is not required to determine whether or not any registered holder is acting as a nominee, trustee or custodian or the identity or residence of any beneficial owners of Shares. Where any holder is acting as a nominee, trustee or custodian for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Retail Entitlement Offer is compatible with applicable foreign laws. It is the responsibility of nominees, trustees and custodians to clearly identify the residency of beneficiaries on whose behalf they hold Existing Shares when applying for New Shares on their behalf. Healius is not able to advise on foreign laws.

Nominees, trustees and custodians who want to participate in the Retail Entitlement Offer on behalf of their eligible beneficiaries will be required to provide a completed custodian schedule and send to the Share Registry confirming the underlying details of their underlying beneficial holders. Please contact the Share Registry at [custodians@computershare.com.au](mailto:custodians@computershare.com.au) if you require another copy of the custodian schedule.

### **3.15 RECONCILIATION AND RIGHTS OF HEALIUS**

In any entitlement offer, investors may believe that they own more Shares on the Record Date than they ultimately do. This may result in a need for reconciliation to ensure all Eligible Shareholders have the opportunity to receive their full Entitlement.

Healius may need to issue a small quantity of additional New Shares to ensure all Eligible Shareholders have the opportunity to receive their appropriate allocation of New Shares. The price at which these New Shares would be issued, if required, is the same as the Offer Price.

Healius reserves the right (in its discretion) to reduce the number of Entitlements or New Shares or Additional New Shares allocated to Eligible Retail Shareholders, or persons claiming to be Eligible Retail Shareholders, if their claims prove to be overstated or if they (or their nominee, trustee or custodian) fail to provide information to substantiate their claims.

In either of those cases Healius may, in its reasonable discretion and subject to the terms of the Underwriting Agreement, require the relevant Shareholder to transfer excess New Shares (including any Additional New Shares) to the Underwriter (or another party) at the Offer Price per New Share. If necessary, the relevant Shareholder may need to transfer Existing Shares held by them or purchase additional Shares on-market to meet this obligation. To the extent not caused by the fraud, gross negligence or wilful

misconduct of Healius or its Beneficiaries, the relevant Shareholder will bear any and all losses and expenses caused by subscribing for New Shares in excess of their Entitlement and any actions they are required to take in this regard.

By applying under the Retail Entitlement Offer, you irrevocably acknowledge and agree to do the above as required by Healius or the Underwriter in their discretion.

Healius also reserves the right to reject any acceptance of an Entitlement or any application for Additional New Shares that it believes comes from a person who is not eligible to accept an Entitlement or apply for those Additional New Shares.

### **3.16 WITHDRAWAL OF THE OFFER**

Subject to applicable law, Healius reserves the right to withdraw all or part of the Offer at any time. If Healius exercises this right, it will refund any Application Money received in relation to New Shares not already issued in accordance with the Corporations Act and will do so without interest being payable to Applicants. In circumstances where New Shares have been allotted under the Institutional Entitlement Offer, Healius will only be able to withdraw (to the extent permitted by law and any relevant regulatory relief) the Offer with respect to New Shares to be issued under the Retail Entitlement Offer.

Refund amounts, if any, will be paid in Australian dollars. You will be paid either by direct credit to the nominated bank account as noted on the share register as at the Closing Date or by cheque sent by ordinary post to your address as recorded on the share register (the registered address of the first-named in the case of joint holders).

You agree that to the maximum extent permitted by law any Application Money paid by you to Healius will not entitle you to receive any interest and that any interest earned in respect of Application Money will belong to Healius.

### **3.17 RISKS**

Eligible Retail Shareholders should be aware that an investment in Healius involves risks. The key risks identified by Healius are set out in slides 16 to 24 of the Investor Presentation (see Section 4 of this Retail Offer Booklet), but these are not an exhaustive list of the risks associated with an investment in the Shares. You should consider these risks carefully in light of your personal circumstances, including financial and taxation issues, before making an investment decision in connection with the Retail Entitlement Offer.

### **3.18 FURTHER ENQUIRIES**

If you have any questions regarding the Offer, please contact the Offer Information Line on [1300 855 080](tel:1300855080) (from within Australia) or [+61 3 9415 4000](tel:+61394154000) (from outside of Australia) at any time from 8.30am to 5.00pm (Sydney time) Monday to Friday during the Retail Entitlement Offer Period. If you have any further questions, you should contact your stockbroker, solicitor, accountant or other independent professional adviser.

## **4 ASX ANNOUNCEMENTS**

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

20 November 2023

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES****Trading update, equity raising and capital structure initiatives**

- Fully underwritten<sup>1</sup> accelerated non-renounceable entitlement offer to raise ~A\$187 million (Entitlement Offer or Equity Raising).
- Support from Healius' debt providers, with agreement to waive the net debt covenant for 1H24 and temporarily increase covenant headroom for FY24.
- To deliver a reset of the balance sheet with appropriate gearing, in a post-COVID recovery market, with inflationary pressures and higher interest rates.

Today, Healius Limited (ASX:HLS) (**Healius** or **Group**) has announced an approximately \$187 million 1 for 3.65 pro-rata accelerated non-renounceable entitlement offer (**Entitlement Offer**). The proceeds from the Entitlement Offer will be used to reduce Healius' net debt and reset its balance sheet with appropriate gearing.

Healius today also announces that its lending syndicate has agreed to waive Healius' gearing<sup>2</sup> covenant for 1H 2024 and temporarily increase the covenant from 3.5x to 4.0x at 30 June 2024. This waiver is in conjunction with a commitment from Healius to reduce its total bank facilities from \$1 billion to \$750 million and to reduce its drawn debt by at least \$150 million by 30 June 2024. The Group will also not declare or pay any dividends for FY 2024.

Following the completion of the Entitlement Offer, Healius expects to have sufficient financial flexibility and liquidity to navigate near-term cost pressures in a post-COVID recovery market, as well as undertake disciplined investment in its core businesses as industry volumes recover over time.

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<sup>1</sup> Refer to "Shortfall" on slide 24 of the Key Risks section in the investor presentation released to ASX by Healius on 20 November 2023 for a description of the terms and conditions of the underwriting arrangements.

<sup>2</sup> Gearing is calculated as net debt (including unamortised borrowing costs and parent company guarantees) divided by underlying EBITDA for the last 12 months (before the impact of AASB 16 and AASB 15, share-based payments expense, and profit or loss on sale of fixed assets).

Following the Entitlement Offer:

- Healius' Pro Forma FY 2023 Net Debt would be \$263<sup>3</sup> million, resulting in Pro-Forma FY 2023 Gearing of 2.0x<sup>3</sup> underlying EBITDA<sup>2</sup>.
- Healius will have undrawn bank facilities of \$372<sup>3</sup> million, with the first maturity event due in March 2025.

The announcement of the Entitlement Offer and debt covenant relief follows the implementation of an extensive cost reset program post-COVID that has made Healius a leaner, stronger underlying business today as the sector recovers.

On-going efficiency and revenue reviews continue in light of current trading conditions, including pricing and revenue assurance initiatives, footprint optimisation, together with general cost management programs to offset inflationary pressures.

Healius' CEO Maxine Jaquet said: "Over the past year, the management team has and continues to undertake an extensive reset of the cost base for the post-COVID environment. The Equity Raising announced today will reset Healius' capital structure for the current environment.

"In tandem, we are executing on growth opportunities including our initiatives around digitisation, network and customer optimisation, as well as positioning Healius to take advantage of the recovery in the healthcare sector, which we believe is underpinned by strong drivers including the ageing and growing population in Australia."

## Trading Update

Market trading for the first quarter of FY 2024 was as follows:

Pathology:

- Core Pathology volumes grew 6%<sup>4</sup> on the previous corresponding period (**pcp**) for the quarter, with weekly volumes improving noticeably across October and into the first three weeks of November.
- Healius' share of Medicare Benefits Schedule (**MBS**) benefits paid remained constant on rolling six-month and twelve-month bases<sup>5</sup>, a solid outcome given the on-going lower growth and lower value of GP-referred MBS benefits paid when compared to the growth and value of specialists MBS benefits paid.
- COVID volumes declined over 90% on pcp for the quarter.
- Agilex growth has continued from its strong run-rate in Q4 FY 2023 and remains on track for a much stronger FY 2024 EBIT contribution than pcp.
- Costs and capital are being tightly managed as pathology volumes recover.

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<sup>3</sup> Net debt, gearing and undrawn bank facilities are presented before transaction costs.

<sup>4</sup> Since combined Respiratory/ COVID comprises over 80% of all requests linked to the new codes introduced in October 2022, these combined Respiratory/ COVID tests are being recorded in core trading.

<sup>5</sup> Healius six-months' and twelve-months' rolling share of MBS benefits paid is approximately 24%.

#### Imaging:

- Lumus Imaging has continued to grow via volume and pricing improvements, modality mix and indexation, supported by the footprint of large-scale comprehensive community sites and a strong hospital portfolio.
- Lumus Imaging gross<sup>6</sup> revenue was up 9% on pcp for the quarter, with MBS benefits also up 9%.

#### Outlook

Based on trading conditions experienced in FY 2024 to-date, Healius provides the following guidance:

- Healius expects underlying EBITDA of \$158 million - \$161 million and EBIT of \$14 million – \$17 million for 1H 2024. (Healius recorded \$57 million of COVID-related revenues in H1 2023 which equated to an EBIT impact of approximately \$24 million<sup>4</sup>.)
- Healius expects underlying EBITDA of \$383 million - \$393 million and EBIT of \$95 million – \$105 million for FY 2024 based on the assumptions set out below.

#### 1H v 2H earnings:

- Revenue for the Group is historically weighted towards 2H driven by greater 2H pathology volumes and revenue. This results in a more significant 2H earnings skew given the predominantly fixed cost base (with consumables being the main volume-dependent variable cost).
- Pathology core volumes are assumed to grow in the order of between 6% and 8% in 2H 2024 on pcp, premised on:
  - Q1 2024 pathology volume growth of 6% on pcp,
  - Expected 1H 2024 pathology revenues of approximately \$600 million, and
  - The upward trend observed in the market to-date.
- A 1% movement in Healius' pathology growth for 2H 2024 compared to pcp results in approximately \$5 million of EBIT impact for the business unit. The upper end of the FY 2024 expected underlying EBIT range (\$105 million) assumes volume growth of 8% while the lower end of the range (\$95 million) assumes a volume growth case of 6%. As noted above, Healius' underlying EBIT is highly leveraged to pathology volume growth.

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<sup>6</sup> Gross revenue is before deduction for contract radiologists' share of revenue and amortisation costs under AASB15. Gross revenue growth excludes the Medical Centres channel which continued to be impacted by the market-wide GP shortages, and the Department of Immigration screening contract.



- Included in the FY 2024 guidance range are the aforementioned efficiency and revenue initiatives which are expected to deliver approximately \$15 million EBIT in 2H 2024.
- A combination of the traditional revenue weighting to 2H, higher volume growth expectations in 2H 2024 on pcp, and revenue and efficiency reviews is expected to have a significant impact on earnings for the second half of the FY 2024 financial year.

## Entitlement Offer

Healius will undertake a fully underwritten<sup>7</sup> 1 for 3.65 pro rata accelerated non-renounceable entitlement offer to raise ~A\$187 million.

Healius will issue ~156.1 million fully paid ordinary shares (**New Shares**) under the Entitlement Offer, representing ~27.4% of Healius' existing shares on issue. The New Shares will rank equally with existing fully paid ordinary shares on issue.

ASX has confirmed that, as a result of the off-market takeover bid (**Takeover Offer**) from Australian Clinical Labs Limited (**ACL**), the New Shares will be issued under a separate ticker, expected to be 'HLSNB'. The New Shares will trade separately from the main class of Healius shares (unless the Takeover Offer lapses or ACL obtains relief from ASIC to extend the Takeover Offer to the New Shares). When the Takeover Offer ends or if ACL obtains relief from ASIC to extend the Takeover Offer to the New Shares, ASX will fold the New Shares into the main class of Healius shares. The Takeover Offer is currently scheduled to end on 29 February 2024.

The Entitlement Offer will be conducted at A\$1.20 per New Share (**Offer Price**), representing a:

- 29.3% discount to the theoretical ex-rights price of A\$1.698 (**TERP**)<sup>8</sup>
- 34.6% discount to Healius' last closing price of A\$1.835 on 17 November 2023.

The Entitlement Offer is comprised of two components: the Institutional Entitlement Offer and the Retail Entitlement Offer. Under the Institutional Entitlement Offer, eligible shareholders in certain jurisdictions will be invited to subscribe for 1 New Share for every 3.65 existing Healius fully paid ordinary shares held as at 7:00pm (Sydney time) on Thursday, 23 November 2023.

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<sup>7</sup> See footnote 1.

<sup>8</sup> TERP is the theoretical ex-rights price. TERP is calculated by reference to Healius' closing price of A\$1.835 on 17 November 2023, being the last trading day prior to the announcement of the Equity Raising. TERP is a theoretical calculation only and the actual price at which Healius shares trade immediately after the ex-date of the Equity Raising will depend on many factors and may not be equal to TERP.

## **Institutional Entitlement Offer**

Eligible institutional shareholders will be invited to participate in the Institutional Entitlement Offer which will open today, Monday, 20 November 2023. Eligible institutional shareholders can choose to take up all, part or none of their entitlement as part of the Institutional Entitlement Offer.

Institutional entitlements not taken up, and those of ineligible institutional shareholders, will be placed into an institutional shortfall bookbuild and offered to certain institutional shareholders and investors. This will be conducted at the Offer Price and will occur concurrently with the Institutional Entitlement Offer.

## **Retail Entitlement Offer**

Eligible retail shareholders in Australia and New Zealand as at 7:00pm Sydney time on Thursday, 23 November 2023 (**Record Date**) will be invited to participate in the Retail Entitlement Offer at the same Offer Price and offer ratio as under the Institutional Entitlement Offer.

The Retail Entitlement Offer will open on Tuesday, 28 November 2023 and close at 5:00pm (Sydney time) on Thursday, 7 December 2023. Further details about the Retail Entitlement Offer will be set out in a retail offer booklet (**Retail Offer Booklet**) which Healius expects to lodge with the ASX on Tuesday, 28 November 2023. Eligible retail shareholders are encouraged to read the Retail Offer Booklet in its entirety, in particular, the risk factors, and should seek financial advice if they are uncertain of whether or not to participate. Eligible retail shareholders can choose to take up all, part or none of their entitlement.

Eligible retail shareholders that take up their full entitlement may also apply for additional New Shares in excess of their entitlement (up to 25% of their entitlement and subject to scale-back, at Healius' discretion).

All Directors who are existing shareholders on the Record Date have committed to take up their pro rata entitlements under the Retail Entitlement Offer.

## Entitlement Offer timetable<sup>9</sup>

<b>Event</b>	<b>Date</b> (Sydney time)
Trading Halt, Announcement of Equity Raising	Monday, 20 November 2023
Institutional Entitlement Offer bookbuild	Monday, 20 November 2023 – Tuesday, 21 November 2023
Announcement of results of the Institutional Entitlement Offer	Wednesday, 22 November 2023
HLS shares recommence trading	Wednesday, 22 November 2023
Entitlement Offer Record Date (7:00pm AEDT)	Thursday, 23 November 2023
Retail Entitlement Offer opens	Tuesday, 28 November 2023
Settlement of New Shares issued under the Institutional Entitlement Offer	Thursday, 30 November 2023
Allotment and trading of New Shares issued under the Institutional Entitlement Offer	Friday, 1 December 2023
Retail Entitlement Offer closes (5:00pm AEDT)	Thursday, 7 December 2023
Announcement of results of the Retail Entitlement Offer	Tuesday, 12 December 2023
Settlement of New Shares issued under the Retail Entitlement Offer	Wednesday, 13 December 2023
Allotment of New Shares issued under the Retail Entitlement Offer	Thursday, 14 December 2023
Commencement of trading of New Shares issued under the Retail Entitlement Offer	Friday, 15 December 2023

### ACL takeover offer

Healius is still subject to a highly conditional scrip off-market takeover bid from ACL. For the reasons set out in the Target's Statement issued by Healius in response to the Takeover Offer, the Healius Board has unanimously recommended that Healius shareholders reject the Takeover Offer.

The Entitlement Offer will enliven the 'Prescribed Occurrences Condition' of the Takeover Offer which is triggered upon new issues of new shares by Healius during the offer period.<sup>10</sup> Unless the triggered condition is waived by ACL, this may cause the Takeover Offer to lapse.

The Healius Board has carefully considered the potential impact of the Entitlement Offer on the Takeover Offer. Ultimately, notwithstanding the potential for the Takeover Offer to lapse,

<sup>9</sup> These dates are indicative only and are subject to change. Healius, reserves the right, subject to the Corporations Act 2001 (Cth) and the ASX Listing Rules, to amend this indicative timetable. In particular, Healius reserves the right to extend the Equity Raising timetable and to withdraw or vary the Entitlement Offer without prior notice. Any extension of the Equity Raising timetable will have a consequential effect on the date for the allotment and issue of New Shares. Healius will consult with the underwriter in relation to any proposed change to this indicative timetable and any such change will require the consent of the underwriter.

<sup>10</sup> See condition set out at section 11.9(o)(iv) of ACL's Bidder's Statement.

the Healius Board strongly believes that undertaking the Entitlement Offer at this time is in the best interests of Healius shareholders in order to reset the balance sheet with appropriate gearing. In coming to this view, the Healius Board has had particular regard to the following factors:

- There is a strong possibility that the Takeover Offer may lapse in any event and not ultimately be available to Healius shareholders given that:
  - the Takeover Offer is conditional on ACCC approval and Healius continues to believe that it is unlikely that approval will be granted, based on the ACCC highlighting three 'red lights' (issues of concern) and one 'amber light' (issues that may raise concerns) in relation to the Takeover Offer and forming the preliminary view that the proposed acquisition would be likely to substantially lessen competition in multiple areas;
  - the Takeover Offer has a 90% minimum acceptance condition, but it is apparent that fewer than 1% of Healius shareholders have accepted the Takeover Offer in the 7 months it has been open and two of Healius' largest shareholders (Perpetual and Tanarra, who together own approximately 23% of Healius) indicated that they did not support the Takeover Offer; and
  - 6 of the other conditions to the Takeover Offer have already been triggered and ACL has so far not elected to waive those conditions.
- It remains open to ACL, if it wishes, to submit a revised offer for Healius at an exchange ratio that takes into account the expanded capital base, such that there will be no prejudice to ACL from the Entitlement Offer proceeding<sup>11</sup>.

Healius notes that, in its current form, the Takeover Offer will not extend to New Shares issued under the Entitlement Offer. As noted above, ASX intends to establish a separate quoted class of securities for those New Shares (**HLSNB**) so that they are not intermingled with existing Healius shares that are subject to the Takeover Offer. However, if ACL wishes to proceed with its Takeover Offer, it may apply for relief from ASIC to extend the Takeover Offer to those New Shares issued under the Entitlement Offer.

### Further information

Further details of the Equity Raising are set out in the investor presentation lodged with the ASX today. The investor presentation also contains important information including key risks and foreign selling restrictions with respect to the Equity Raising.

ENDS

The release of this announcement has been authorised by the Board.

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<sup>11</sup> Healius is willing to consent to, and support, any application for relief made by ACL to enable the Offer to remain on foot (with adjustments to take account of the Entitlement Offer).

For further information contact:

Market and analysts: Janet Payne Group Executive, Corporate Affairs Mobile: +61 409 995 517	Media: Andrew Butcher Bespoke Approach Mobile: +61 400 841 088
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*For over 30 years Healius has been one of Australia's leading healthcare companies, committed to supporting quality, affordable and accessible healthcare for all Australians. Today, Healius has two core diagnostics businesses, pathology and imaging. Through its unique footprint of centres and its 10,500 employees, Healius provides Australia-wide specialty diagnostic services to consumers and their referring practitioners.*

### **Important Information**

This announcement does not constitute financial product advice and does not take into account the investment objectives, financial situation or needs of any particular investor. Investors are encouraged to seek independent financial advice before making any investment decision.

### **Not for Release or Distribution in the United States**

This announcement has been prepared for publication in Australia and may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or in any jurisdiction in which such an offer would be unlawful. Any securities described in this announcement have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended ("U.S. Securities Act"), or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the entitlements may not be taken up or exercised by, and the New Shares may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent that the person holds shares for the account or benefit of a person in the United States).

### **Forward-looking Statements**

This notice contains forward-looking statements, including but not limited to statements of opinion and expectation and statements about Healius' plans, future developments, strategy and the outcome and effects of the Entitlement Offer and the use of proceeds. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements.

These statements assume the success of Healius' business strategies. The words "expect", "anticipate", "estimate", "intend", "believe", "should", "may", "will" and other similar expressions are intended to identify forward-looking statements. Forward-looking statements, opinions and estimates are based on certain assumptions and contingencies that may be affected by various factors, which are subject to change without notice, and known and unknown risks and uncertainties, including matters that are outside the control of Healius and its directors and management, and may differ from results actually achieved. Investors are cautioned against

placing undue reliance upon such statements. Investors are strongly cautioned not to place undue reliance on forward-looking statements, particularly in light of the current economic climate and geopolitical tensions (including the conflicts involving Russia and Ukraine, and Israel and Palestine).

### **Financial information**

This announcement contains recent trading information for 1Q FY 2024 for Healius that has been derived from monthly management accounts and has not been subject to audit or review.

Investors should also be aware that certain financial measures included in this announcement are 'non-IFRS financial information' under ASIC Regulatory Guide 230: 'Disclosing non-IFRS financial information' published by ASIC and also 'non-GAAP financial measures' within the meaning of Regulation G under the U.S. Securities Exchange Act of 1934, as amended, and are not recognised under AAS and International Financial Reporting Standards (IFRS). Those non-IFRS financial information/non-GAAP financial measures do not have a standardised meaning prescribed by AAS or IFRS and may not be comparable to similarly titled measures presented by other entities and should not be construed as an alternative to other financial measures determined in accordance with AAS or IFRS. Non-IFRS measures and has not been subject to audit or review. Investors are cautioned not to place undue reliance on any non-IFRS financial information/non-GAAP financial measures included in this announcement.

In addition, certain of these non-IFRS/non-GAAP measures are presented on a pro forma basis to show the impact of the Entitlement Offer. The pro forma financial metrics provided in this announcement are for illustrative purposes only and are not represented as being indicative of the Company's views on its future net debt, gearing levels or future financial performance. Investors should note that such pro forma financial information has not been prepared in accordance with, and does not purport to comply with, Article 11 of Regulation S-X under the U.S. Securities Act.



# Capital Structure Reset and Equity Raise

## Investor Presentation

20 November 2023



# Important Notice and Disclaimer

## Important notice and disclaimer

The following Important Notice and Disclaimer applies to this investor presentation (Presentation) and you are therefore advised to read this carefully before making any use of this Presentation or any information contained in this Presentation. By attending an investor presentation or briefing, or accessing or reviewing this Presentation, you acknowledge and agree to the terms set out below.

This Presentation has been prepared by Healius Limited (ACN 064 530 516) (Healius). This Presentation has been prepared in connection with Healius' proposed fully underwritten<sup>1</sup> pro rata accelerated non-renounceable entitlement offer of new fully paid ordinary shares in Healius (New Shares) to eligible existing shareholders of Healius (the Entitlement Offer or the Equity Raising).

The Entitlement Offer will be underwritten in accordance with the terms and conditions of the underwriting agreement. For further information see 'Underwriting risk' in the Key Risks section of this Presentation.

This Presentation does not constitute or form part of any offer to sell, purchase or subscribe for, recommendation of, or a solicitation or invitation of any offer to sell, purchase or subscribe for, any securities, must not be relied upon as such and does not and will not form any part of any contract or commitment whatsoever. No offers, sales, resales or delivery of any securities referred to in this Presentation or distribution of any material relating to those securities may be made in or from any jurisdiction except in circumstances which will result in compliance with any applicable laws and regulations and which will not impose any obligation on Healius.

The distribution of this Presentation in jurisdictions outside Australia and New Zealand may be restricted by law and you should observe those restrictions. Any failure to comply with those restrictions may constitute a violation of applicable securities laws. In particular, this Presentation may not be distributed or released in the United States.

## Summary information

This Presentation contains summary information about the current activities of Healius and its subsidiaries (Healius Group) as at the date of this Presentation. The information in this Presentation is of a general nature and does not purport to be complete. This Presentation does not purport to contain all the information that an investor should consider when making an investment decision nor does it contain all the information which would be required in a disclosure document prepared in accordance with the requirements of the Corporations Act 2001 (Cth) (Corporations Act). It should be read in conjunction with Healius' other periodic and continuous disclosure announcements lodged with the Australian Securities Exchange (ASX), which are available at [www.asx.com.au](http://www.asx.com.au).

## Financial information

The historical financial information in this Presentation is presented in an abbreviated form insofar as it does not include all of the presentation and disclosures required by the Australian Accounting Standards (AAS) and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act.

The historical financial information for Healius contained in this Presentation has been derived from the audited consolidated annual financial statements of Healius for the financial year ended 30 June 2023, as lodged with ASX. In addition, Healius has included current trading information for the financial year ending 30 June 2024 which it has derived from monthly management accounts and has not been subject to audit or review.

Investors should also be aware that certain financial measures included in this Presentation are 'non-IFRS financial information' under ASIC Regulatory Guide 230: 'Disclosing non-IFRS financial information' published by ASIC and also 'non-GAAP financial measures' within the meaning of Regulation G under the U.S. Securities Exchange Act of 1934, as amended, and are not recognised under AAS and International Financial Reporting Standards (IFRS).

Those non-IFRS financial information/non-GAAP financial measures do not have a standardised meaning prescribed by AAS or IFRS. Therefore, the non-IFRS financial information/non-GAAP financial measures may not be comparable to similarly titled measures presented by other entities and should not be construed as an alternative to other financial measures determined in accordance with AAS or IFRS.

Investors are cautioned not to place undue reliance on any non-IFRS financial information/non-GAAP financial measures included in this Presentation. Non-IFRS measures and has not been subject to audit or review. Investors are cautioned not to place undue reliance on any non-IFRS financial information/non-GAAP financial measures included in this Presentation.

In addition, certain of these non-IFRS/non-GAAP measures are presented on a pro forma basis to show the impact of the Entitlement Offer. The pro forma financial metrics provided in this Presentation are for illustrative purposes only and are not represented as being indicative of Healius' views on its future net debt, gearing levels or future financial performance. Investors should note that such pro forma financial information has not been prepared in accordance with, and does not purport to comply with, Article 11 of Regulation S-X under the U.S. Securities Act.

## General

All dollar values are in Australian dollars (A\$) and financial data is presented as at 30 June 2023 unless otherwise stated. A number of figures, amounts, percentages, estimates, calculations of value and fractions in this Presentation are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this Presentation.

## Past performance

Past performance and pro forma historical information in this Presentation is given for illustrative purposes only and should not be relied upon and is not an indication of future performance including future share price information.

(1) Refer to "Shortfall" on slide 24 of this Presentation for a description of the terms and conditions of the underwriting arrangements, including the handling of any excess shortfall shares.



# Important Notice and Disclaimer

## Forward-looking statements

This Presentation contains certain "forward-looking statements". The words "forecast", "estimate", "likely", "anticipate", "believe", "expect", "project", "opinion", "predict", "outlook", "guidance", "intend", "should", "could", "may", "target", "plan", "project", "consider", "foresee", "aim", "will", "seek" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements.

Forward-looking statements, opinions and estimates provided in this Presentation are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of Healius and its related bodies corporate and affiliates and each of their respective directors, officers, employees, partners, consultants, contractors, agents, advisers and representatives (Beneficiaries). This includes statements about market and industry trends, which are based on interpretations of current market conditions. Refer to the 'Key risks' on slides 16 to 24 of this Presentation for a summary of certain risk factors that may affect Healius.

**Investors are strongly cautioned not to place undue reliance on forward-looking statements, particularly in light of the current economic climate and geopolitical tensions (including the conflicts involving Russia and Ukraine, and Israel and Palestine).**

Forward-looking statements including projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may vary materially from those expressed or implied in those statements and any projections and assumptions on which these statements are based. These statements may assume the success of Healius' business strategies including following completion of the Entitlement Offer, the success of which may not be realised within the period for which the forward-looking statements may have been prepared, or at all.

No guarantee, representation or warranty, express or implied, is made in this Presentation as to the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns, statements or tax treatment in relation to future matters contained in this Presentation. The forward-looking statements are based only on information available to Healius as at the date of this Presentation. Except as required by applicable laws or regulations, none of Healius, its representatives or advisers undertake any obligation to provide any additional or updated information or revise the forward-looking statements or other statements in this Presentation, whether as a result of a change in expectations or assumptions, new information, future events, results or circumstances.

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Neither the entitlements nor the New Shares have been, or will be, registered under the U.S. Securities Act, or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the entitlements may not be taken up or exercised by, and the New Shares may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of any person in the United States, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States.

Refer to the 'International Offer Restrictions' on slides 27 and 28 of this Presentation for more information.

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## Information and liability

To the maximum extent permitted by law and except to the extent caused by its fraud, gross negligence or wilful misconduct (or that of its employees, officers, agents or contractors), each of Healius, the Underwriter and each of their respective Beneficiaries exclude and expressly disclaim:

- all duty and liability for any expenses, losses, damage or costs incurred by you as a result of your participation in, or failure to participate in, the Entitlement Offer or the information in this Presentation being inaccurate or incomplete in any way for any reason;
- any obligations or undertaking to release any updates or revisions to the information in this Presentation to reflect any change in expectations or assumptions; and
- all liabilities in respect of, and make no representation or warranty in this Presentation, express or implied, as to the fairness, currency, accuracy, reliability or completeness of the information in this Presentation or any constituent or associated presentation, information or material, or the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects or returns (or any event or results expressed or implied in any forward-looking statement) contained in, or implied by, the information in this Presentation or any part of it, or that this Presentation contains all material information about Healius or which a prospective investor or purchaser may require in evaluating a possible investment in Healius or acquisition of securities in Healius.

Unless otherwise expressly stated in this Presentation, the Underwriter is acting only as lead manager, bookrunner and underwriter of the Entitlement Offer. The Underwriter and its Beneficiaries:

- have not independently verified any of the information in this Presentation and take no responsibility or liability for any part of this Presentation or the information within it;
- have not authorised or permitted the issue, lodgement, submission, dispatch or provision of this Presentation;
- make no recommendations as to whether you or your affiliates should participate in the Entitlement Offer nor (to the extent permitted by law) do they make any representations or warranties (express or implied) in this Presentation to you concerning the Entitlement Offer or the information within this Presentation; and
- do not make or purport to make any statements in this Presentation and there is no statement in this Presentation which is based on any statement by any of them.

Healius and the Underwriter have each not assumed an investor will use the information in this Presentation as part of their investment decision without making their own enquiries and obtaining independent advice.

Unless expressly agreed in writing, none of Healius, the Underwriter or their respective Beneficiaries are in a fiduciary relationship with any investor.

You acknowledge and agree that determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and share registry constraints and the discretion of Healius and/or the Underwriter. To the maximum extent permitted by law and except to the extent caused by its fraud, gross negligence or wilful misconduct (or that of its employees, officers, agents or contractors), each of Healius and the Underwriter and each of their respective Beneficiaries exclude and expressly disclaim any duty or liability in respect of the exercise or otherwise of that discretion.

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The Underwriter and its affiliates are a full service financial institution engaged in various activities, which may include trading, financing, corporate advisory, financial advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services. The Underwriter and its affiliates have provided, and may in the future provide, financial advisory, financing services and other services to Healius and to persons and entities with relationships with Healius, for which they received or will receive customary fees and expenses. In the ordinary course of their various business activities, the Underwriter and its affiliates may act as market maker or purchase, sell or hold a broad array of investments and actively trade securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments for their own account and for the accounts of their customers, and those investment and trading activities may involve or relate to assets, securities and/or instruments of Healius, and/or persons and entities with relationships with Healius. The Underwriter and its affiliates may also communicate independent investment recommendations, market colour or trading ideas and/or publish or express independent research views in respect of those assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in those assets, securities and instruments.

In connection with the Entitlement Offer, one or more investors may elect to acquire an economic interest in the New Shares (Economic Interest), instead of subscribing for or acquiring the legal or beneficial interest in those shares. The Underwriter (or its affiliates) may, for their own respective accounts, write derivative transactions with those investors relating to the New Shares to provide the Economic Interest, or otherwise acquire shares in Healius in connection with the writing of those derivative transactions in the Entitlement Offer and/or the secondary market. As a result of those transactions, the Underwriter (or its affiliates) may be allocated, subscribe for or acquire New Shares or shares of Healius in the Entitlement Offer and/or the secondary market, including to hedge those derivative transactions, as well as hold long or short positions in those shares. These transactions may, together with other shares in Healius acquired by the Underwriter (or its affiliates) in connection with their ordinary course sales and trading, principal investing and other activities, result in the Underwriter (or its affiliates) disclosing a substantial holding and earning fee.

The Underwriter (and/or its affiliates) may also receive and retain other fees, profits and financial benefits in each of the above capacities and in connection with the above activities, including in its capacity as Underwriter to the Entitlement Offer.

#### **Not an offer, advice or recommendation**

This Presentation is for information purposes only and should not be read or understood as an offer, invitation, solicitation, inducement or recommendation to subscribe, buy or sell New Shares or any other financial products in any jurisdiction.

This Presentation will not form any part of any contract or commitment for the acquisition of New Shares. This Presentation is not a prospectus, disclosure statement, product disclosure statement or other offering document under Australian law or under any other law. It will not be lodged with ASIC.

Nothing contained in this Presentation constitutes financial product, investment, legal, tax or other advice or any recommendation. It does not take into account the investment objectives, financial situation or needs of any particular investor. Before making an investment decision in respect of Healius, prospective investors should consider the appropriateness of the information in this Presentation having regard to their own investment objectives, financial situation and needs and with their own professional advice. Healius is not licensed to provide financial product advice in respect of New Shares. Cooling off rights do not apply to the acquisition of New Shares.

Each recipient of this Presentation should make its own enquiries and investigations regarding all information included in this Presentation including but not limited to the assumptions, uncertainties and contingencies which may affect future operations of Healius and the values and the impact that different future outcomes may have on Healius.

The Retail Entitlement Offer will be made on the basis of the information contained in the retail offer booklet to be prepared for eligible retail shareholders in Australia and New Zealand (Retail Offer Booklet) that will be released on ASX. The Retail Offer Booklet may not be distributed or released in the United States. Any eligible retail shareholder in Australia or New Zealand who wishes to participate in the Retail Entitlement Offer should read the Retail Offer Booklet in its entirety before deciding whether to apply for New Shares under the Retail Entitlement Offer. Anyone who wishes to apply for New Shares under the Retail Entitlement Offer will need to apply in accordance with the instructions contained in the Retail Offer Booklet.

#### **Investment risk**

An investment in Healius shares is subject to investment risks and other known and unknown risks, some of which are beyond the control of Healius, including possible loss of income and principal invested. Healius does not guarantee any particular rate of return or the performance of Healius, nor does it guarantee the repayment of capital from Healius or any particular tax treatment. In considering an investment in Healius shares, investors should have regard to (amongst other things) the risks outlined in this Presentation (and in particular, the 'Key risks' on slides 16 to 24 of this Presentation).

#### **Market data**

Certain market and industry data used in this Presentation may have been obtained from research, surveys or studies conducted by third parties, including industry or general publications. Neither Healius nor its representatives or its advisers have independently verified any market or industry data provided by third parties or industry or general publications.

#### **General**

In this Presentation references to 'Healius', 'Healius Group', 'the Group', 'we', 'us' and 'our' are to Healius Limited and (where applicable) its controlled subsidiaries and entities.

Statements made in this Presentation are made only as at the date of this Presentation. The information in this Presentation remains subject to change without notice. Healius may in its absolute discretion, but without being under any obligation to do so, update or supplement this Presentation. Any further information will be provided subject to the terms and conditions contained in this Important Notice and Disclaimer.

Healius reserves the right to withdraw or vary the timetable for the Entitlement Offer without notice with the prior written consent of the Underwriter.

In consideration for being given access to this Presentation, you confirm, acknowledge and agree to the matters set out in this Important Notice and Disclaimer and any modifications notified to you and/or otherwise released on ASX.



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# Creating a stronger Healius

Today, Healius announces an approximately \$187 million equity raising and covenant relief secured through to June 2024

<p><b>Equity raising</b></p>	<ul style="list-style-type: none"> <li>Fully underwritten<sup>1</sup> non-renounceable entitlement offer to raise approximately <b>\$187 million (Entitlement Offer or Equity Raising)</b></li> <li>Offer price of \$1.20 per New Share, represents a:               <ul style="list-style-type: none"> <li>– 29.3% discount to TERP<sup>2</sup> of \$1.698; and</li> <li>– 34.6% discount to last traded price of \$1.835 on Friday, 17 November 2023</li> </ul> </li> <li>The proceeds will be used to reduce Healius' net debt</li> </ul>
<p><b>Lender support</b></p>	<ul style="list-style-type: none"> <li>Healius' lending syndicate has agreed to waive Healius' gearing<sup>3</sup> covenant for 1H 2024 and temporarily increase the covenant from <b>3.5x to 4.0x</b> underlying EBITDA at 30 June 2024</li> <li>The waiver is in conjunction with a commitment from Healius to reduce its total bank facilities from <b>\$1 billion to \$750 million</b> and reduce its drawn debt by at least <b>\$150 million</b> by 30 June 2024               <ul style="list-style-type: none"> <li>– The Entitlement Offer will allow Healius to satisfy this commitment to reduce drawn debt</li> <li>– The Group will also not declare or pay any dividends for FY2024</li> </ul> </li> </ul>
<p><b>Balance sheet reset</b></p>	<ul style="list-style-type: none"> <li>The Entitlement Offer delivers a reset of the balance sheet with appropriate gearing</li> <li>Following the completion of the Entitlement Offer, Healius expects to have sufficient financial flexibility and liquidity to:               <ul style="list-style-type: none"> <li>– Navigate near-term cost pressures in a post-COVID recovery market, with inflationary pressures and higher interest rates; and</li> <li>– Undertake disciplined investment in its core businesses as industry volumes recover over time</li> </ul> </li> </ul>

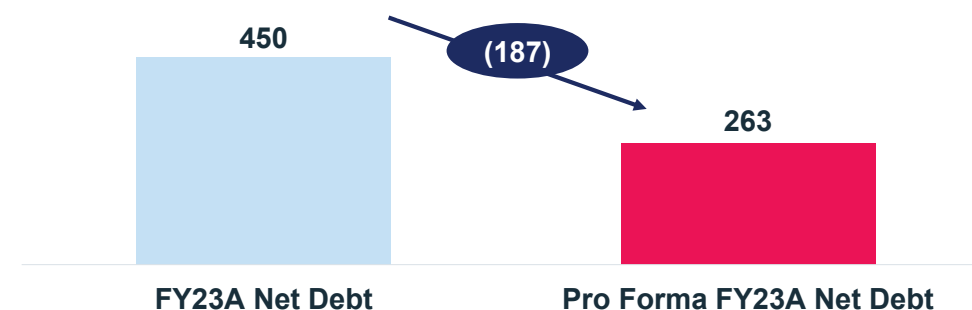
Notes: (1) Refer to "Shortfall" on slide 24 for a description of the terms and conditions of the underwriting arrangements; (2) Refer to footnote 2 on slide 13 for definition of TERP; (3) Gearing is calculated as net debt (including unamortised borrowing costs and parent company guarantees) divided by underlying LTM EBITDA (before the impact of AASB 16 and AASB 15, share-based payments expense, and profit or loss on sale of fixed assets). Gearing and net debt are presented before transaction costs.

# Balance sheet reset

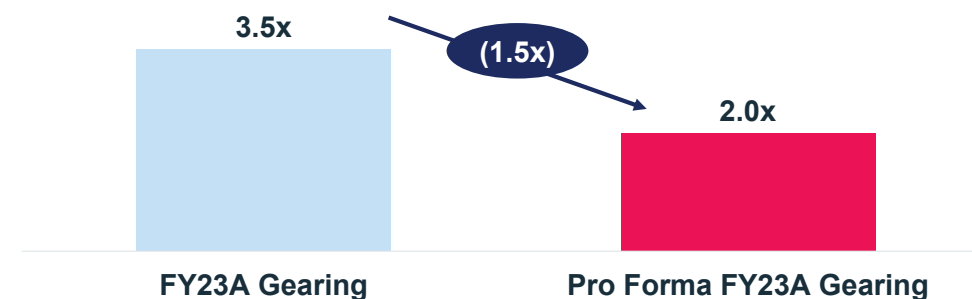
Equity raising will reduce Healius' FY2023PF gearing<sup>2,3</sup> to 2.0x underlying EBITDA

- Proceeds from the Entitlement Offer will be used to reduce Healius' net debt and reset its balance sheet with appropriate gearing
- Following the Entitlement Offer:
  - Healius' Pro Forma FY2023 Net Debt would be **\$263 million**, resulting in Pro Forma FY2023 Gearing of **2.0x** underlying EBITDA
  - Healius will have undrawn bank facilities of **\$372 million**, with the first maturity event due in March 2025
- Following the completion of the Entitlement Offer, Healius expects to have sufficient financial flexibility and liquidity to:
  - Navigate near-term cost pressures in a post-COVID recovery market
  - Undertake disciplined investment in its core businesses as industry volumes are expected to recover over time

Net debt (\$m) – FY2023A and Pro Forma<sup>1,3</sup>



Gearing – FY2023A and Pro Forma<sup>1,2,3</sup>



Notes: (1) Presented on a pre-AASB16 basis, excluding the impact of right-of-use assets; (2) Gearing is calculated as net debt (including unamortised borrowing costs and parent company guarantees) divided by underlying EBITDA for the last twelve months (before the impact of AASB 16 and AASB 15, share-based payments expense, and profit or loss on sale of fixed assets); (3) Gearing and net debt are presented before transaction costs.

# Positioning for recovery

Capital structure initiatives will position Healius to capitalise on an expected recovery in underlying industry volumes

- Entitlement Offer and debt covenant relief follows the implementation of an extensive cost reset program post-COVID that is designed to make Healius a leaner, stronger underlying business as the sector recovers
- On-going efficiency and revenue reviews continue in light of current trading conditions, including:
  - Pricing and revenue assurance initiatives,
  - Footprint optimisation,
  - General cost management programs to offset inflationary pressures



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# Trading update

We provide the following update on market trading for the first quarter of FY2024

## Pathology

- Core Pathology volumes grew **6%**<sup>1,2</sup> vs pcp for the quarter
  - Weekly volumes improving noticeably across October and into the first 3 weeks of November
- Healius share of Medicare Benefits Scheme (**MBS**) benefits paid remained constant on rolling 6 and 12 month bases<sup>1</sup>
  - Solid outcome given lower growth and lower value of GP-referred MBS benefits paid when compared to the growth and value of specialists MBS benefits paid
- COVID volumes declined over **90%** vs pcp for the quarter<sup>3</sup>
- Agilix growth has continued from its strong run-rate in Q4 FY2023 and remains on track for a much stronger FY2024 EBIT contribution than pcp
- Costs and capital are being tightly managed as pathology volumes recover

## Imaging

- Lumus Imaging has continued to grow via volume and pricing improvements, modality mix and indexation
  - Supported by footprint of large-scale comprehensive community sites and a strong hospital portfolio
- Lumus Imaging gross<sup>3</sup> revenue was up **9%** on pcp for the quarter, with MBS benefits also up **9%**

Notes: (1) Healius' six-months' and twelve-months' rolling share of MBS benefits paid of approximately 24%; (2) Since combined Respiratory / COVID now comprises over 80% of all requests linked to the new codes introduced in October 2022, these combined Respiratory / COVID tests are being recorded in core trading; (3) Gross revenue is before deduction for contract radiologists' share of revenue and amortisation costs under AASB15. Gross revenue growth excludes the Medical Centres channel which continued to be impacted by the market-wide GP shortages, and the Department of Immigration screening contract.



# Outlook to FY2024

Based on trading conditions experienced in FY2024 to-date, Healius provides the following guidance

## Guidance

Based on the assumptions set out to the right

	1H2024	FY2024
<b>Underlying EBITDA</b>	<b>\$158–161 million</b>	<b>\$383–393 million</b>
<b>Underlying EBIT</b>	<b>\$14–17 million</b>	<b>\$95–105 million</b>

Healius recorded **\$57 million** of COVID-related revenues in H1 2023 which equated to an EBIT impact of approximately **\$24 million**<sup>1</sup>

**A combination of the traditional revenue weighting to 2H, higher volume growth expectations in 2H 2024 on pcp, and revenue and efficiency reviews are expected to have a significant impact on earnings for the second half of FY2024**

## 1H vs 2H earnings – context and key assumptions

- Revenue for the Group is historically weighted towards 2H:
  - Driven by greater 2H pathology volumes and revenue
  - Results in a more significant 2H earnings skew given a predominantly fixed cost base (with consumables being the main volume-dependent variable cost)
- Pathology core volumes assumed to grow in the order of between **6% and 8%** in 2H 2024 on pcp, premised on:
  - Q1 2024 pathology volume growth of **6%** on pcp,
  - Expected 1H 2024 pathology revenues of approximately **\$600 million**, and
  - The upward trend observed in the market to-date
- A **1%** movement in Healius' pathology growth for 2H 2024 vs pcp results in approximately **\$5 million** of EBIT impact for the business unit
  - Upper end of the FY2024 expected underlying EBIT range (**\$105 million**) assumes volume growth of **8%** while the lower end of the range (**\$95 million**) assumes a downside case of volume growth of **6%**
  - As noted above, Healius' underlying EBIT is highly leveraged to pathology volume growth
- Included in the FY2024 guidance range are the aforementioned efficiency and revenue initiatives, that are expected to deliver approximately **\$15 million** EBIT in 2H 2024

Notes: (1) Since combined Respiratory / COVID now comprises over 80% of all requests linked to the new codes introduced in October 2022, these combined Respiratory / COVID tests are being recorded in core trading.



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# Equity Raising details

<b>Offer structure and size</b>	<ul style="list-style-type: none"> <li>Fully underwritten<sup>1</sup> ~A\$187 million 1 for 3.65 pro rata accelerated non-renounceable entitlement offer (<b>Entitlement Offer</b>)</li> <li>Healius will issue ~156.1 million fully paid ordinary shares (<b>New Shares</b>) under the Entitlement Offer, representing ~27.4% of Healius' existing shares on issue</li> </ul>
<b>Ranking</b>	<ul style="list-style-type: none"> <li>The New Shares will rank equally with existing fully paid ordinary shares on issue</li> <li>ASX has confirmed that, as a result of the off-market takeover bid (<b>Takeover Offer</b>) from Australian Clinical Labs Limited (<b>ACL</b>), the New Shares will be issued under a separate ticker, expected to be "HLSNB". See also slide 26 for further details on the impact of the Entitlement Offer on the Takeover Offer</li> <li>The New Shares will trade separately from the main class of Healius shares (unless the Takeover Offer lapses or ACL obtains relief from ASIC to extend the Takeover Offer to the New Shares)</li> <li>When the Takeover Offer ends, or if ACL obtains relief from ASIC to extend the Takeover Offer to the New Shares, ASX will fold the New Shares into the main class of Healius shares. The Takeover Offer is currently scheduled to end on 29 February 2024</li> <li>For further details on the impact of the Entitlement Offer on the Takeover Offer, see the announcement released by Healius to ASX on 20 November 2023</li> </ul>
<b>Offer price</b>	<ul style="list-style-type: none"> <li>A\$1.20 per New Share (<b>Offer Price</b>), represents: <ul style="list-style-type: none"> <li>— a 29.3% discount to the theoretical ex-rights price of A\$1.698 (<b>TERP</b>)<sup>2</sup></li> <li>— a 34.6% discount to Healius' last closing price of A\$1.835 on Friday, 17 November 2023</li> </ul> </li> </ul>
<b>Institutional Entitlement Offer</b>	<ul style="list-style-type: none"> <li>The Institutional Entitlement Offer will be open on Monday, 20 November 2023</li> <li>Entitlements not taken up and those of ineligible shareholders will be placed into an institutional shortfall bookbuild and sold at the Offer Price</li> </ul>
<b>Retail Entitlement Offer</b>	<ul style="list-style-type: none"> <li>The Retail Entitlement Offer is expected to open on Tuesday, 28 November 2023 and close 5.00pm Sydney time on 7 December 2023</li> <li>Eligible retail shareholders residing in Australia or New Zealand on the Record Date may participate in the Retail Entitlement Offer</li> <li>Eligible retail shareholders that take up their full entitlement may also apply for additional New Shares in excess of their Entitlement (up to a maximum of 25% of their entitlement and subject to availability and scale-back, in Healius' and the underwriter's absolute discretion)</li> </ul>
<b>Record Date</b>	<ul style="list-style-type: none"> <li>7.00pm Sydney time on Thursday, 23 November 2023</li> </ul>

Note: (1) Refer to "Shortfall" on slide 24 for a description of the terms and conditions of the underwriting arrangements; (2) TERP is the theoretical ex-rights price. TERP is calculated by reference to HLS's closing price of A\$1.835 on 17 November 2023, being the last trading day prior to the announcement of the Equity Raising. TERP is a theoretical calculation only and the actual price at which Healius shares trade immediately after the ex-date of the Equity Raising will depend on many factors and may not be equal to TERP.

# Equity Raising timetable

Event	Date <sup>1</sup>
Trading Halt, Announcement of Equity Raising	Monday, 20 November 2023
Institutional Entitlement Offer bookbuild	Monday, 20 November 2023 – Tuesday, 21 November 2023
Announcement of results of the Institutional Entitlement Offer	Wednesday, 22 November 2023
HLS shares recommence trading	Wednesday, 22 November 2023
Entitlement Offer Record Date (7:00pm AEDT)	Thursday, 23 November 2023
Retail Entitlement Offer opens	Tuesday, 28 November 2023
Settlement of New Shares issued under the Institutional Entitlement Offer	Thursday, 30 November 2023
Allotment and trading of New Shares issued under the Institutional Entitlement Offer	Friday, 1 December 2023
Retail Entitlement Offer closes (5:00pm AEDT)	Thursday, 7 December 2023
Announcement of results of the Retail Entitlement Offer	Tuesday, 12 December 2023
Settlement of New Shares issued under the Retail Entitlement Offer	Wednesday, 13 December 2023
Allotment of New Shares issued under the Retail Entitlement Offer	Thursday, 14 December 2023
Commencement of trading of New Shares issued under the Retail Entitlement Offer	Friday, 15 December 2023

Notes: (1) These dates are indicative only and are subject to change. Healius, reserves the right, subject to the Corporations Act 2001 (Cth) and the ASX Listing Rules, to amend this indicative timetable, including to extend the Equity Raising timetable and to withdraw or vary the Entitlement Offer without prior notice. Any extension of the Equity Raising timetable will have a consequential effect on the date for the allotment and issue of New Shares. Healius will consult with the underwriter in relation to any proposed change to this indicative timetable and any such change may require the consent of the underwriter.



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# Key risks – Business risks

In considering the Entitlement Offer, Healius Shareholders should be aware that an investment in Healius carries a number of risks, some of which are specific to Healius (that is, matters that relate directly to Healius' business) and some of which are general risks that relate to the industries in which Healius operates or to listed securities generally. These risks mean that the price and value of Healius shares may rise or fall over any given period. Some of these risks are beyond Healius' control.

In deciding whether to participate in the Entitlement Offer, Healius Shareholders should read and carefully consider these risks. While some of these risks can be mitigated, some are outside the control of Healius and the Healius Board and cannot be mitigated.

The following risks do not take into account the individual investment objectives, financial situation, position or particular needs of Healius Shareholders. Before investing in Healius shares, you should consider whether this investment is suitable for you. Potential investors should also consider publicly available information in relation to Healius (for example, as available on the websites of Healius and ASX), carefully consider their personal circumstances and consult their stockbroker, solicitor, accountant or other professional advisor to ensure they understand fully the terms of the Entitlement Offer and the inherent risks before making an investment decision.

In addition, the following risks are general in nature only and do not cover every risk that may be associated with an investment in Healius now or in the future.

## Risks associated with an investment in Healius

There are risks which are specific to Healius and other risks which apply to similar investments generally. If any of the risks to which Healius is exposed occur, they may materially and adversely affect the future operating and financial performance of Healius and the price or value of Healius shares.

The risks summarised below are not the only risks that Healius faces. Other risks may not be known to Healius and some that the Healius Directors currently believe to be immaterial may subsequently turn out to be material. One or more or a combination of these risks could materially impact Healius' businesses, its operating and financial performance, the price or value of Healius shares or the dividends paid in respect of Healius shares.

<p><b>Healthcare regulatory landscape</b></p>	<p>The healthcare industry is highly regulated and constantly changing. Healius operates in healthcare industries which are subject to extensive laws and regulations. There are a number of government policies and regulations that, if changed, may have a material adverse impact on the financial and operational performance of Healius. Healius is subject to laws, government policies and regulations relating to, amongst other things:</p> <ol style="list-style-type: none"> <li>1. the conduct of operations;</li> <li>2. Commonwealth Government rebate arrangements;</li> <li>3. the licensing, registration and accreditation of facilities and equipment; and</li> <li>4. the addition and development of new facilities and equipment.</li> </ol> <p>Further, regulations and laws, while complex, are sometimes poorly defined, and at times conflicting in nature, intent, or interpretation. Most are untested in courts and can have different interpretation and guidance. Failure by Healius or its health care professionals to comply with legislation, regulation and other professional standards and accreditation may result in Healius being subject to penalties, damages, fines and disruption to its operations. The reputation of Healius may also be adversely affected.</p>
<p><b>Changes or increases in pathology and diagnostic imaging regulation and compliance obligations</b></p>	<p>There are Federal and State policies and regulations that, if changed in nature or extent, may have a material adverse impact on the financial and operational performance of Healius. The risks to Healius' businesses relating to these policies and regulations include any changes to the Commonwealth Government's Medicare Benefits Schedule (<b>MBS</b>) or other government funding initiatives (Healius provides a bulk-billing option for many of its services to patients and receives reimbursement through the MBS and hence a substantial amount of the Healius Group's revenue is derived from the MBS) including:</p> <ol style="list-style-type: none"> <li>1. changes to the MBS by the Commonwealth Government which substantially reduce the amounts payable for pathology and diagnostic imaging services. Such changes may have a material adverse impact on Healius, which uses bulk billing as a key feature of its service delivery; and</li> <li>2. future non-indexation of MBS fees for diagnostic imaging services by the Commonwealth Government, which could reduce the level of patient rebates. In turn, this could lead to an increase in out-of-pocket costs incurred by patients, which may adversely affect the affordability and demand for Healius' services.</li> </ol>

# Key risks – Business risks

<b>Licenses and accreditation</b>	<p>Pathology laboratories and diagnostic imaging facilities are required to be licensed under various pieces of legislation. These licenses are generally subject to regular review and to revocation in certain circumstances. Breaches of law or licence conditions can lead to, among other things, penalties, loss of operating licences, prohibition on recovery of Medicare rebates and damage to reputation. To the extent that funding agreements and provider agreements with private health insurers include termination rights due to loss of accreditation, registration or licence, or other adverse regulatory findings, there may be flow-on contractual effects which could adversely impact on the financial performance, position and future prospects of Healius.</p>
<b>Changes to operating models for diagnostic services</b>	<p>Healius operates its diagnostic businesses through established operating models centred around referrals from doctors and specialists, collection centres, imaging clinics and pathology laboratories. Regulatory changes which enable alternate delivery mechanisms such as blood collection by pharmacists for example, could adversely impact Healius' future operating performance and profitability.</p>
<b>Dependence upon and relationship with health care professionals</b>	<p>Healius' business model involves Healius contracting to provide a range of professional and support services to independent health care professionals to enable those practitioners to provide health care services to patients. This is a common relationship model used by Healius and its key competitors. While not contemplated, any change to Healius' relationship model with health care professionals due to evolutions in the business model or changes to industry practice, could expose Healius to increased costs (including where Healius becomes an employer of health care professionals).</p> <p>A significant component of Healius' revenues is dependent upon service fees paid by health care professionals providing services to patients. If Healius is unable to successfully contract new health care professionals and retain contracted health care professionals within Healius' businesses, there may be adverse impacts on the growth prospects, the revenue earned, the cost structure and profitability of Healius' businesses.</p>
<b>Dependence upon referrers</b>	<p>Healius' revenue stream is heavily reliant upon general practitioner and specialist referrals for pathology and diagnostic imaging services. This is the case regardless of whether or not these referrers have a relationship with Healius.</p> <p>There is a risk that some doctors may reduce or end their requests for pathology or diagnostic imaging services from Healius. Such actions may be the result of a doctor referrer's desire for change or prompted by the actions of competitors of Healius. Such actions may have a material adverse effect on the financial performance, position and future prospects of Healius.</p> <p>In certain circumstances, non-doctor referrers of Healius are able to influence the level of pathology or diagnostic imaging referrals made to Healius. Such non-doctor referrers include but are not limited to hospitals, insurance companies, health funds and commercial entities. There is a risk that non-doctor clients may take actions that have the effect of reducing or ending the level of services requested from Healius.</p>
<b>Healius' business strategies may not be successful</b>	<p>Healius has embarked on a multi-pronged strategy to grow its business. This strategy and related initiatives may, in time, prove to be misguided, or may not be implemented effectively and result in an outcome that is detrimental to the performance of Healius. For example, Healius has significant digital transformation projects underway, including:</p> <ol style="list-style-type: none"> <li>1. new data platform with AI capability;</li> <li>2. AI partnership for tuberculosis screening;</li> <li>3. AI driven cancer screening and detection;</li> <li>4. Pathology Laboratory Information System (also known as Lab Portal);</li> <li>5. patient-facing e-referral capability, patient portal/referral hub, collectors' portal, and results portal (also known as results portal);</li> <li>6. advanced scheduling and rostering systems; and</li> <li>7. online booking systems for Lumus Imaging.</li> </ol> <p>Ineffective implementation of these and other related digital projects may adversely impact the performance, growth and sustainability of Healius.</p>

# Key risks – Business risks

<b>Cost reset</b>	<p>The current inflationary environment has negatively impacted on Healius Group's cost base due to, among other things, increases in wages, property rents, consumables, third-party service costs and other overhead expenses. The current inflationary environment has also led to the volumes of general practitioner-referred (GP) pathology testing being more subdued in FY2023 due in part to some patients deferring GP visits due to costs. This has led to a softer year for core-GP-referred diagnostic services, which in turn has impacted the earnings of the Healius Group due to its greater exposure to the GP market relative to its peers and the fixed cost nature of its business.</p> <p>In order to seek to mitigate the impacts of inflationary pressures on its business, in FY2023 Healius completed a cost reset program which involved a headcount reduction and achieved procurement and other savings. While Healius Group has taken steps to seek to mitigate the impacts of inflationary pressures on its business, there is no guarantee that these steps have been successful or will be successful in the short to long term. In addition, the inflationary pressures may continue or worsen in the future.</p> <p>If Healius Group's cost reset program is not successful or if inflationary pressures continue or worsen and Healius Group is unable to respond quickly and effectively, this may have a material adverse impact on Healius' operations, earnings, financial position and performance.</p>
<b>Dividends</b>	<p>The payment of dividends on Healius shares is dependent on a range of factors including Healius' profitability, the availability of cash and capital requirements. Any future dividend levels will be determined by the Healius Board having regard to its operating results and financial position at the relevant time and the requirements of its banking covenants.</p> <p>As announced to the market on 30 August 2023, the Healius Board resolved not to pay a final dividend for FY2023. Healius has also determined that no dividends will be payable in respect of FY2024. The intention is to resume dividend payments as soon as practicable on the return of more normal market pathology volumes and improved operating cashflows.</p> <p>There is no guarantee that any dividends will be paid by Healius or, if paid, that they will be paid at previous levels.</p>
<b>Organic growth</b>	<p>Healius has strategies in place to grow organically including through network enhancement, commercial and yield initiatives to extract maximum value from the network, improved consumer experience, development of internal expertise and offerings and external partnerships centred around high-burden disease groups and new clinical domains. There are risks that these initiatives may prove unsuccessful and that the profitability and future earnings of Healius may be different from that assumed in Healius' strategies.</p>
<b>Agilex</b>	<p>Healius has acquired a clinical trials business, Agilex, which depends on external funding of trials by external parties. Changes in the Australian regulatory and taxation environments affecting clinical trials businesses, or the availability of funding for external parties could adversely impact the growth potential and therefore the future profitability of Agilex.</p>
<b>Mergers &amp; acquisitions</b>	<p>From time to time, Healius may seek growth through targeted and strategic bolt-on or other acquisitions when and if the opportunities to do so arise. While Healius will undertake an appropriate strategic assessment of, and will conduct due diligence enquiries in relation to, businesses it may seek to acquire, it is possible that the actual results achieved by any acquired business are different to those indicated by Healius' analysis. It is also possible that Healius' due diligence may not uncover all the potential liabilities associated with the businesses, or that the information provided to Healius during due diligence proves to be unreliable.</p> <p>In addition, there are risks that the integration of such businesses could be more complex than envisaged such that benefits may not be realised in the time anticipated, or at all. It is also possible that a lack of capability to effectively manage the acquisition process may lead to the failure of the transaction and a failure by Healius to acquire the target business. As a result, there is a risk that the profitability and future earnings of Healius may be different from that assumed in Healius' strategic assessment of the opportunity.</p>
<b>Contingent liability for disposed businesses</b>	<p>From time to time, Healius may provide customary warranties and indemnities to Third Parties in relation to the disposal of its businesses, including recently in the context of the disposals of Healius' medical and dental centres, dental, fertility and day hospitals businesses. It is possible that counterparties to those transactions may allege breach of those warranties and indemnities and, where the parties are unable to reach a satisfactory resolution, bring proceedings in relation to those breaches. Any liabilities for breaches of those warranties and indemnities may have a material adverse impact on the financial performance and position of the Healius Group. The buyer of Healius' medical and dental centres has alleged certain breaches of warranties and indemnities which may ultimately result in the buyer bringing proceedings.</p>
<b>Litigation and disputes</b>	<p>From time to time, the Healius Group may become involved in claims, litigation, disputes and other legal proceedings (including tax-related litigation in relation to past activities), which may be with or without merit. If the Healius Group is involved in any claims, litigation, disputes or other legal proceedings, this may disrupt Healius' business, cause Healius to incur significant legal costs and reputational damage, and/or may divert management's attention away from the day-to-day operation of the business. This may in turn have a material adverse impact on Healius Group's operations, financial position and performance.</p>



# Key risks – Business risks

<p><b>Medical indemnity claims and costs</b></p>	<p>Healthcare operators, including Healius through its provision of pathology and imaging services, are exposed to the risk of medical indemnity or like claims and litigation. While all laboratory test methods must meet scientifically rigorous criteria before they can be used in clinical practice, there remains the possibility for inaccurate test results. Current or former patients may, in the normal course of business, start or threaten litigation for medical negligence against not only the health service provider in question but also Healius.</p> <p>Pathology testing may be subject to benchmarking by regulatory authorities, for example cervical and bowel cancer screening programs. In the event that benchmarks are not met, this may lead to further steps which may in turn result in financial or reputational risk to Healius.</p> <p>Subject to the medical indemnity insurance arrangements which Healius has in place at the relevant time, future medical malpractice litigation, or threatened litigation, or regulatory action against Healius could be costly to deal with, result in a substantial damages award or fine and divert the attention of management away from Healius' operations, which could have an adverse effect on Healius' financial performance and future prospects.</p> <p>Further, if the costs of medical malpractice insurance were to rise (which may occur if the frequency of medical malpractice litigation were to increase or as a result of other factors), this could also have an adverse impact on Healius' financial performance, and position and future prospects. If Healius is involved in actual or threatened litigation or regulatory action, the cost of such actions may also adversely affect Healius' financial performance and future prospects.</p>
<p><b>Loss of key contracts</b></p>	<p>Loss of significant commercial contracts (such as contracts with private health funds, public and private hospitals, employers and government) due to failure to meet required service levels, breach of contract or failure to secure the contract when re-tendered may have an adverse impact on Healius' future revenue, financial and operational performance.</p>
<p><b>Attracting and retaining key personnel</b></p>	<p>The successful operation of Healius' business relies on Healius' ability to attract and retain experienced and high-performing key management and operating personnel to drive the execution of its strategy and business transformation. The unexpected loss of any key members of management or operating personnel (including to competitors), or the inability on the part of Healius to attract experienced personnel, may adversely affect Healius' ability to develop and implement its business strategies and the ongoing implementation of the business transformation and may in turn adversely affect Healius' future revenue and profitability and its prospects for growth. A loss of key staff may also result in disruption and decreased performance and risk the loss of significant corporate knowledge and intellectual property.</p> <p>New technologies and changing consumer perceptions are driving the need for specialist skillsets including analytics, digital expertise and cyber security. There is significant competition to recruit such talent, which can increase labour costs and reduce profitability.</p> <p>A component of Lumus Imaging's revenues are dependent upon service fees paid by independent radiologists providing services to patients. If Lumus Imaging is unable to successfully contract new radiologists and retain contracted radiologists within its business, there may be adverse impacts on the growth prospects, the revenue earned, the cost structure and profitability of Lumus Imaging. This, in turn, may have an adverse impact on the financial performance, position and future prospects of Healius.</p> <p>Lumus Imaging relies technical professionals, such as radiographers, sonographers and nuclear medicine technologists to provide the core medical services associated with diagnostic imaging. There are some shortages of qualified employees in the diagnostic imaging services industry, particularly in some of the regional markets that Lumus Imaging operates in. In the event that Lumus Imaging is not able to hire and retain a sufficient number of skilled employees, or to do so at anticipated salary levels, this could have an adverse impact on Healius' Group operations, financial position and future prospects.</p>
<p><b>Competition risks</b></p>	<p>Healius operates in markets with established competitors and faces competitive pressures. There is a risk that the actions of Healius' current or future competitors will negatively affect Healius' ability to attract and retain health care professionals or secure attractive locations for collection centres in its Pathology business. Competitors bidding up rents at collection centre sites or securing leases at those sites when Healius' leases terminate could further increase rental costs. These events may adversely impact Healius' financial performance through reduced revenues or increased costs.</p> <p>Competition may also come from new disruptive technologies that may change the way services are delivered. The success of Healius' business is dependent on acquiring and maintaining an effective and competitive equipment base. The development of new technologies or refinements of existing modalities could make Healius' existing systems technologically or economically obsolete, or reduce the need or demand for its systems. In turn, this may require Healius to upgrade and enhance its existing equipment before it may otherwise intend. In addition, advances in technology may enable physicians and others to perform diagnostic imaging services currently undertaken by Healius.</p> <p>Any failure by Healius to anticipate and respond to new technologies could materially adversely affect Healius' ability to deliver services in an efficient and effective manner, which could have a negative impact on Healius' financial performance and future prospects.</p>

# Key risks – Business risks

<b>Data management and cyber security</b>	<p>As a diagnostic and healthcare provider, Healius obtains sensitive clinical and financial information from its customers and patients. Healius understands that protection of privacy of individuals whose personal information is collected is paramount. Healius' systems and databases are increasingly subject to security risks including cyber-attacks and data breaches. Healius has an ongoing programme to strengthen defences against unauthorised access and to protect clinical and financial data within these systems.</p> <p>Allegations of, or actual, unauthorised access or loss of sensitive data could occur by way of cyber-attack, data breach or actions by employees whether inadvertent or otherwise, resulting in a breach of Healius' obligations under applicable laws or regulations, and legal or regulatory action against Healius could be initiated in connection with any such breaches. In addition, the breach could impact patient and other stakeholders' satisfaction and confidence in Healius' security arrangements. Any such allegations or breaches of laws or regulations could result in interruptions, delays, the loss or corruption of data, cessation in the availability of systems, all of which could have a material and adverse effect on Healius' financial performance, position and future prospects or harm Healius' business reputation.</p>
<b>Failure of equipment and machinery</b>	<p>Healius relies on high utilisation rates of its imaging systems and other medical equipment in order to provide timely, effective service. Failures or breakdowns to equipment may take time to repair and may lead to a loss of revenue, for which warranty and maintenance contracts may not fully compensate Healius. Further, repairs and servicing may not be able to be performed in a timely manner. If Healius experiences greater than anticipated system malfunctions or if it is unable to promptly obtain the service necessary to keep its systems functioning effectively, Healius' revenues could decline and its ability to provide services could be harmed.</p>
<b>Work, health and safety risk</b>	<p>Healthcare operators such as Healius are subject to extensive laws and regulations governing health and safety matters, protecting both the public and its employees. Any breach of these obligations could adversely affect the results of Healius and its reputation, and expose it to fines, penalties and claims for financial compensation or adverse regulatory consequences.</p>
<b>Industrial relations and wage pressure</b>	<p>A number of recent legislative amendments, court decisions and modern award variations have increased the complexity of the employee-relations landscape. Many of Healius' employees are covered by modern awards, enterprise bargaining agreements and other workplace agreements, which periodically require classification assessment, or renegotiation and renewal. In relation to enterprise bargaining agreements and other workplace agreements, issues may arise in the course of such renegotiations which may lead to strikes or other forms of industrial action that could disrupt Healius' operations. Further, any such renegotiation could result in increased direct and indirect labour costs for Healius, particularly in circumstances of low unemployment or competition for personnel. Disputes may also arise over award classifications or interpretations.</p> <p>Industrial action in laboratories, collection centres or by couriers has the ability to damage the reputation of the business on a state by state basis or nationally. There are also possible consequences for Healius arising from industrial disruption offshore where data entry services are sourced. If any of these events occur, it may adversely impact on the financial performance, position and future prospects of Healius.</p>
<b>Insurance</b>	<p>Healius currently maintains insurance within ranges of coverage including professional indemnity and general liability insurance. For workers compensation, Healius adopts an approach of self-insurance and purchasing insurance, on a state-by-state basis. However, no guarantee can be given that such insurance will be available in the future on commercially attractive terms, or that such cover will be adequate and available to cover claims. Healius may be unable to secure insurance to satisfactorily cover all anticipated risks or the cost of insurance may increase above anticipated levels. This may result in increased insurance payments by Healius or Healius being unable to insure certain business risks, which could adversely impact its operations.</p>
<b>Damage to reputation and adverse publicity</b>	<p>Healius' ability to retain existing referrers, patients and contractual customers and to attract new referrers, patients and contractual customers is dependent on its experience, knowledge, skills, reputation and relationships. Reputational damage could arise due to a number of circumstances, including error, malpractice or negligence of Healius' employees, poor service levels delivered to customers, outdated facilities and equipment, adverse media coverage, litigation or a breach of legislation. Any event that adversely affects Healius' reputation and good name may result in significant damage to the brand and may impact Healius' ability to maintain existing business or generate new business, resulting in a material adverse impact on the financial performance or financial position of Healius.</p>
<b>Inability to refinance debt on attractive terms</b>	<p>Healius may require funding or working capital in the future in order to fund its operations. There is no assurance that any such additional capital or funding will be available on favourable terms or at all and that Healius will be able to comply with the terms of such facilities. If adequate funds are not available, Healius may not be able to achieve its performance targets or respond to competitive pressures.</p> <p>Healius may finance any investments with borrowed funds or gearing. Geared assets magnify investment gains or losses and increase the volatility of returns to movements in interest rates and property values.</p>
<b>Adverse interest rate movements</b>	<p>A significant adverse movement in interest rates could have an unacceptable impact on Healius' earnings and impact its risk appetite in relation to its liquidity risk and market risk. Under Healius' existing debt facilities, Healius borrows funds at floating interest rates plus a fixed margin, part of which may be required to be hedged by way of interest rate swaps into fixed rate payments. Changes in interest rates will affect Healius' borrowings which bear interest at floating rates, to the extent they are unhedged. Any increase in interest rates will affect Healius' cost of servicing these borrowings and could adversely affect its financial performance, position and future prospects.</p>

# Key risks – General risks

<b>Pandemic risks</b>	Pandemics such as COVID-19 have impacted demand for traditional healthcare services. While Healius has adapted its service delivery to account for this shift in demand, future pandemics will continue to pose a significant risk to Healius' financial position, performance and future prospects. In addition, Healius may be unable to provide crucial services if people or facilities are impacted.
<b>Supply chain and modern slavery</b>	<p>Healius is reliant upon the importation of consumables, such as reagents, personal protective equipment and other medical equipment. Prices and availability may impact the efficient operating of Healius' services. Healius' supply chain may also be impacted by geopolitical events outside Healius' control including, for example, an outbreak of hostilities, acts of terrorism and declarations of war.</p> <p>There is also a risk of modern slavery within these supply chains and within the Healius business generally. If Healius was to fail to comply with its modern slavery reporting requirements mandated by Australian regulations there may be adverse consequences for Healius' reputation, financial performance and future prospects.</p>
<b>Inflation</b>	<p>Inflation may have a significant adverse impact on Healius' financial performance where expenses such as third party service costs, interest rates, wages, property rents and other overhead expenses increase as a result of rising inflation. While Healius monitors market conditions to ensure appropriate price increments are applied in line with an inflationary environment, expenses may increase at a rate faster than revenue, thus eroding overall profitability.</p> <p>Current cost of living pressures and the relatively high inflation environment may lead to subdued patient GP attendance. This may be compounded by the introduction of co-payments for consultations, leading to reduced pathology and imaging referrals. For some services, Healius also charges out-of-pocket fees, which may contribute to a general perception that healthcare services are expensive. Consequently, consumers may delay or not use services due to affordability concerns, impacting volumes and revenue. These economic impacts could adversely impact the operating and financial performance of Healius.<sup>1</sup></p>
<b>Adverse movements in operating costs</b>	<p>Healius incurs various expenses which may be outside its control in operating its businesses. Examples include rental and refurbishment costs, relocation costs where leases are not renewed, electricity, gas and water charges, and consumables used in the provision of medical services in Healius' facilities. Due to supply and demand issues affecting Healius' operating costs, Healius may be subject to increased costs which could lead to adverse effects on Healius' business and its financial performance.</p> <p>In addition, bad debts or delays in receiving expected revenue could impact on the financial performance and future prospects of Healius.</p>
<b>Investment in capital markets</b>	<p>The price of Healius shares on ASX may rise or fall due to numerous factors, including:</p> <ol style="list-style-type: none"> <li>1. Australian and international general economic conditions, including inflation rates, the level of economic activity, interest rates and currency exchange rates;</li> <li>2. geopolitical tensions and acts of terrorism in Australia and around the world; and</li> <li>3. investor perceptions in the local and global markets for listed securities.</li> </ol> <p>Healius shares may trade below the price of the Entitlement Offer and no assurances can be given that Healius' market performance will not be materially adversely affected by any such market fluctuations or factors. Neither Healius, nor any of Healius' Directors or any other person, guarantees Healius' market performance.</p>
<b>Funding</b>	Healius' ability to raise funds from either debt or equity sources in the future depends on a number of factors, including the state of debt and equity markets, the general economic and political climate and the performance, reputation and financial strength of Healius. Changes to any of these underlying factors could lead to an increase in the cost of funding, limit the availability of funding, and increase the risk that Healius may not be able to refinance its debt and/or interest rate or currency hedges before expiry or may not be able to refinance them on substantially the same terms.
<b>Changes to accounting standards</b>	Australian accounting standards are set by the AASB. Changes to accounting standards issued by the AASB could materially adversely affect Healius' reported results in any given period or Healius' financial position from time to time.
<b>Tax changes</b>	Any change to the taxation of shares (including the taxation of dividends) and the taxation of companies (including the existing rate of company income tax) may adversely impact on Healius Shareholder returns, as may a change to the tax payable by Healius Shareholders in general. Any other changes to Australian tax law and practice that impact Healius, or the pathology or diagnostic imaging industry generally, could also have an adverse effect on Healius Shareholder returns.
<b>Climate change</b>	Healius recognises that climate change is a global issue. Climate change risks may be either 'physical' with financial implications resulting from potential damage to assets, 'indirect' through impacts from supply chain disruption, or 'transitional' through changes to regulations and consumer behaviour. In the event of extreme weather conditions impacting operations, Healius has a network of facilities which can continue operations in alternative locations, however, there may be an impact on the profitability of Healius if a significant climate event were to occur.
<b>General economic risks</b>	The operating and financial performance of Healius is influenced by a variety of general economic and business conditions, including inflation, interest rates and exchange rates, availability of appropriately skilled labour, supply and demand for its diagnostic services, industry disruption, access to debt and capital markets and government fiscal, monetary and regulatory policies. Changes in general economic conditions could adversely impact the operating and financial performance of Healius.

Notes: (1) Page 19 of Annual Report.

# Key risks – Offer risks

Offer risk	<p>There is a risk that the amount of proceeds that may be raised by Healius may be adversely impacted by one or more events which may or may not be within the control of Healius including in respect of the underwritten amount of the Entitlement Offer, or the Underwriter terminating the Underwriting Agreement in accordance with its terms (see further summary of a number of these termination events in 'Underwriting Risk') or the Entitlement Offer not proceeding in part or in its entirety. The occurrence of any of these may have a material adverse impact on the total amount of proceeds that could be raised by Healius (if any), which in turn would have a material adverse impact on Healius' financial position and liquidity (including its ability to repay existing debt), with the result that the trading price of the Healius' Group's equity or debt securities could decline, and investors could lose all or part of their investment. These factors may also impact Healius' ability to continue as a going concern.</p> <p>See the "Takeover Offer risk" for further details on the impact that the Takeover Offer may have on the Entitlement Offer.</p>
Takeover Offer risk	<p>Healius is still subject to a highly conditional Takeover Offer from ACL. The issue of New Shares under the Institutional Entitlement Offer will enliven a condition which, if not waived by ACL, may cause the Takeover Offer to lapse. The Takeover Offer is subject to a large number of other conditions, a number of which have already been triggered and which may also cause the Takeover Offer to lapse. If the Takeover Offer lapses, holders of existing Healius shares will not have an opportunity to accept the Takeover Offer and receive scrip consideration from ACL in exchange for those New Shares under the terms of the Takeover Offer. See slide 26 for further details on the Takeover Offer, including the Healius Board's unanimous recommendation that Healius shareholders reject the Takeover Offer.</p> <p>In its current form, the Takeover Offer will not extend to the New Shares. However, if ACL wishes to proceed with its Takeover Offer, it may apply for relief from ASIC to extend the Takeover Offer to those New Shares issued under the Entitlement Offer. There is no certainty or guarantee that ACL will determine to do this, or that ASIC will grant that relief. Healius has no control over this. The New Shares will trade separately from the main class of Healius shares until the earlier of the Takeover Offer ending and the extension of the Takeover Offer to the New Shares (if any). See the "Liquidity Risk" on slide 24 for further details on the risks associated with the New Shares trading separately. If the Takeover Offer is not extended to the New Shares, then holders of the New Shares will not be able to accept into the Takeover Offer and therefore will not have the same opportunity as other holders of existing Healius shares to receive scrip consideration from ACL in exchange for those New Shares under the terms of the Takeover Offer.</p> <p>There is a risk that ACL or another third party may decide to make an application to the Takeovers Panel to restrain the Entitlement Offer proceeding. This may cause a delay in the Entitlement Offer timetable while the Takeovers Panel determines whether to conduct (or decline to conduct) proceedings and / or conducts proceedings. There is a risk that any Takeovers Panel proceedings (or any time taken to determine whether to conduct or decline to conduct proceedings) may delay the Entitlement Offer timetable to an extent that a termination right under the Underwriting Agreement is enlivened, which would allow the Underwriter to terminate in its discretion. There is also a risk that the Takeovers Panel makes an adverse finding that would either delay or prevent the Entitlement Offer from proceeding, either in its current form or altogether. See the "Offer risk" on slide 22 for further details on the material adverse impacts on Healius if the Entitlement Offer was not to proceed or if the Underwriting Agreement were to be terminated.</p>
Underwriting risk	<p>Barrenjoey Markets Pty Limited (ABN 66 636 976 059) (Barrenjoey) (Underwriter) will be acting as underwriter and lead manager and bookrunner to the Entitlement Offer. Healius entered into an underwriting agreement with the Underwriter in respect of the Entitlement Offer on 20 November 2023.</p>
Underwriting Agreement	<p>Pursuant to the Underwriting Agreement, the Underwriter has agreed to underwrite the Entitlement Offer.</p> <p><b>Key terms of the Underwriting Agreement</b></p> <p>The Underwriter's obligations under the Underwriting Agreement, including to underwrite and manage the Entitlement Offer, are conditional on certain matters, including (but not limited to) certain Offer Documents (defined below) being released within the required timeframes and certain other diligence-related deliverables being provided within the required timeframes.</p> <p>If certain conditions are not satisfied or certain events occur, the Underwriter may terminate the Underwriting Agreement. Termination of the Underwriting Agreement by the Underwriter would have a material adverse impact on the total amount of proceeds that could be raised under the Entitlement Offer, which in turn would have a material adverse impact on Healius' financial position.</p> <p>The events which may trigger termination of the Underwriting Agreement include (but are not limited to) the following:</p> <ol style="list-style-type: none"> <li>failure to satisfy a condition precedent to the Underwriters' underwriting obligations within the required timeframe;</li> <li>a statement contained in the disclosure materials for the Entitlement Offer (Offer Documents) does not comply with the Corporations Act, including if a statement in any of the Offer Documents or in certain public information is or becomes misleading or deceptive in a material respect or is likely to mislead or deceive in a material respect, including by omission, or a material matter required to be included is omitted from an Offer Document;</li> <li>the terms and conditions of the Healius debt covenant waiver are materially breached, or the debt covenant waiver is withdrawn, rescinded, revoked (or become revocable, void or voidable), altered or amended in a material respect without the prior written consent of the Underwriter, or a condition precedent to which the debt covenant waiver is subject becomes impossible to be satisfied by its due date;</li> <li>except as addressed by the Healius debt covenant waiver, Healius' existing debt facilities or any other material debt facility or other material financial accommodation is materially breached, terminated (or become void, voidable or unenforceable), rescinded, withdrawn or altered in a material respect or amended in a material respect without the prior written consent of the Underwriter, or a condition precedent to which it is subject has become impossible to be satisfied by its due date (unless the relevant condition precedent has been waived by the party or parties that have the benefit of the condition precedent in accordance with the relevant terms) or any event occurs which gives a lender or financier under Healius' existing debt facilities or other material debt facility or other material financial accommodation the right to accelerate or require repayment of the debt or financing thereunder;</li> </ol>

# Key risks – Offer risks

Underwriting Agreement	<p>v. a cleansing notice issued in connection with the Entitlement Offer is or becomes defective, or Healius gives or is required to give a corrective statement under the Corporations Act and, in each case, that defective cleansing notice or corrective statement is adverse from the point of view of an investor;</p> <p>vi. certain regulatory actions occur against or involving Healius, its directors and / or officers in relation to the Entitlement Offer or certain Offer Documents or that may otherwise delay the Entitlement Offer, subject to certain exceptions;</p> <p>vii. except where already disclosed to ASX prior to the date of the Underwriting Agreement or where disclosed in the Entitlement Offer Documents on the launch date of the Entitlement Offer, any of the following occurs:</p> <ol style="list-style-type: none"> <li>A. the commencement of certain material legal proceedings against any member of Healius Group or its respective directors in their capacity as director or there is a materially adverse development from the perspective of Healius, or any other member of Healius Group or their respective directors in relation to any existing legal proceedings;</li> <li>B. any regulatory body conducts any new material enquiry or public action against any member of the Healius Group or makes, or communicates any intention to make, any materially adverse finding, ruling, order or determination against a member of the Healius Group;</li> </ol> <p>viii. certain control transactions are announced (excluding the takeover offer received from Australian Clinical Labs Limited in March 2023) which in the opinion of the Underwriter (acting reasonably) has reasonable prospects of success;</p> <p>ix. Healius or any of its material subsidiaries becomes insolvent, or there is an act or omission which is likely to result in any member of Healius Group becoming insolvent;</p> <p>x. subject to certain exceptions, Healius ceases to be admitted to the official list of ASX or Healius' shares cease trading or are suspended from official quotation or cease to be quoted on ASX (other than due to a trading halt requested by Healius to facilitate the Entitlement Offer or because of any Takeovers Panel proceedings);</p> <p>xi. subject to certain exceptions, ASX makes any official statement to any person, or indicates to Healius or the Underwriters that it will not grant permission for the official quotation of the New Shares under the Entitlement Offer, or the approval is subsequently withdrawn, qualified (other than by way of customary conditions) or withheld;</p> <p>xii. subject to certain exceptions, if permission for the official quotation of New Shares is granted before the date of allotment and issue of those shares, the approval is subsequently withdrawn, qualified (other than by way of customary conditions) or withheld by ASX;</p> <p>xiii. Healius withdraws the Entitlement Offer or any of the Offer Documents;</p> <p>xiv. subject to certain exceptions, Healius is or will be prevented from conducting or completing the Entitlement Offer for certain reasons;</p> <p>xv. a director of Healius or any member of its core senior management is charged with an indictable offence in connection with their role or is disqualified from managing a corporation under the Corporations Act;</p> <p>xvi. subject to certain exceptions, certain material regulatory actions occur involving a member of Healius Group or any of its respective directors or a member of core senior management; or</p> <p>xvii. in certain circumstances, following an application being made to the Takeovers Panel in connection with the Entitlement Offer (and in certain circumstances only after a specified period of time of up to 10 Business Days has elapsed to allow the Takeovers Panel time to consider and determine the application);</p> <p>xviii. a certificate required to under the Underwriting Agreement is not provided as and when required, or a statement in a certificate required to under the Underwriting Agreement is misleading, inaccurate, untrue or incorrect;</p> <p>xix. Healius alters its constitution without the prior written consent of the Underwriter;</p> <p>xx. Healius reduces, reorganises or otherwise alters or restructures its capital structure (other than as contemplated under the Entitlement Offer or the Underwriting Agreement), or agrees to do any of those things, without the prior written consent of the Underwriter;</p> <p>xxi. the trading halt contemplated in the Underwriting Agreement ends early without the prior written consent of the Underwriter;</p> <p>xxii. subject to certain exceptions, there are certain delays in the timetable for the Entitlement Offer;</p> <p>xxiii. an adverse change occurs, or there is a development involving a prospective adverse change, in the assets, liabilities, financial position or performance, profits, losses or prospects of Healius Group from those respectively disclosed in any Offer Document or in certain public information;</p> <p>xxiv. a representation, warranty, undertaking or obligation contained in the Underwriting Agreement on the part of Healius is breached, becomes not true or correct or is not performed;</p> <p>xxv. Healius fails to perform or observe any of its obligations under the Underwriting Agreement;</p> <p>xxvi. the due diligence report or any other information supplied by or on behalf of Healius to the Underwriter in relation to Healius Group or the Entitlement Offer, or certain public information, is or becomes misleading or deceptive, including by way of omission;</p> <p>xxvii. except as disclosed to ASX prior to the date of the Underwriting Agreement and except to the extent of any director elections or re-elections at the Company's 2023 Annual General Meeting, a change in the board or senior management of Healius is announced or occurs;</p> <p>xxviii. there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State or Territory of Australia a new law, or the Reserve Bank of Australia, or any Commonwealth or State authority adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced or proposed before the date of the Underwriting Agreement) or a previously disclosed policy or law is materially different from that previously announced or proposed;</p> <p>xxix. hostilities not existing at the date of the Underwriting Agreement commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) or a significant terrorist act is perpetrated, in each case involving any of Australia, the United Kingdom, the United States of America, any member of the European Union, Hong Kong or the People's Republic of China; or</p> <p>xxx. any of the following occurs:</p> <ol style="list-style-type: none"> <li>A. a general moratorium on commercial banking activities in Australia and certain other countries is declared by the relevant central banking authority in those countries, or there is a disruption in commercial banking or security settlement or clearance services in any of those countries;</li> <li>B. trading in all securities quoted or listed on ASX and certain foreign exchanges is suspended or limited for at least one day on which that exchange is open for trading; or</li> <li>C. any other adverse change or disruption occurs to the political or economic conditions or financial markets of certain countries or any change or development involving a prospective adverse change in national or international political, financial or economic conditions in any of those countries.</li> </ol> <p>The ability of the Underwriter to terminate the Underwriting Agreement in respect of some events will depend on whether the Underwriter has reasonable grounds to believe that the event:</p> <ol style="list-style-type: none"> <li>i. has or could be reasonably expected to have a material adverse effect on the: <ol style="list-style-type: none"> <li>A. success, settlement or marketing of the Entitlement Offer; or</li> <li>B. the ability of the Underwriter to market or promote or settle the Entitlement Offer; or</li> </ol> </li> <li>ii. will, or is likely to, give rise to liability of the Underwriter under, or a contravention by the Underwriter or its affiliates of, or the Underwriter or its affiliates being involved in a contravention of, any applicable law.</li> </ol>
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# Key risks – Offer risks

<p><b>Underwriting Agreement</b></p>	<p>For details of the fees payable to the Underwriters, see the Appendix 3B released to ASX on 20 November 2023.</p> <p>Healius also gives certain representations, warranties and undertakings to the Underwriter and an indemnity to the Underwriter and certain affiliated parties subject to certain carve-outs. As part of the undertakings, Healius has agreed to not for a prescribed period of time, without the prior written consent of the Underwriter, allot or agree to allot or indicate in any way that it may or will allot or agree to allot any shares of Healius or other securities that are convertible or exchangeable into equity, or that represent the right to receive equity, of Healius, subject to certain exceptions.</p> <p><b>Shortfall</b></p> <p>The Underwriting Agreement provides that the Underwriter (and its affiliates) will not be required to take up any new shares in Healius to the extent that doing so would result in the Underwriter:</p> <ol style="list-style-type: none"> <li>being obliged to notify the Treasurer under the Foreign Acquisitions and Takeovers Act 1975 (Cth);</li> <li>breaching section 606 of the Corporations Act, taking into account the number of shares in Healius then held by the Underwriter and/or its affiliates.</li> </ol> <p>If the Underwriter is required to take up shares on issue which would otherwise cause it to breach or notify under these provisions then:</p> <ol style="list-style-type: none"> <li>it will still fund the underwritten proceeds in accordance with and subject to the terms of the Underwriting Agreement by the relevant settlement date;</li> <li>the number of excess shortfall shares would be the aggregate of the number of shares in Healius to be issued under the Entitlement Offer less the number of shares that have been pre-committed or sub-underwritten and less the number of shares that the Underwriter is able to take up without causing it to breach or notify under these provisions (Excess Shortfall Shares); and</li> <li>it would enter into an arrangement for any Excess Shortfall Shares to be issued to it, or to third party investors, after the close of the Entitlement Offer at the same price as the price of those shares under the Entitlement Offer.</li> </ol> <p>No material impact on control is expected to arise as a consequence of these arrangements or from any shareholder taking up their entitlement under the Entitlement Offer where there is an excess shortfall.</p> <p>The directors of Healius reserve the right to issue any shortfall (including any excess shortfall) under the Entitlement Offer at their discretion. Any excess shortfall may, subject to the terms of the Underwriting Agreement, be allocated to the Underwriter or to third party investors as directed by the Underwriter. The basis of allocation of any other shortfall will be determined by the directors of Healius at their discretion, taking into account whether investors are existing shareholders, Healius register and any potential control or ownership restrictions impacts.</p>
<p><b>Dilution</b></p>	<p>The Entitlement Offer rights cannot be traded on ASX or otherwise transferred.</p> <p>Your percentage shareholding in Healius will be diluted if you do not participate to the full extent in the Entitlement Offer and you will not be exposed to future increases or decreases in the Healius share price in respect of the New Shares which would have been issued to you had you taken up your full entitlement under the Entitlement Offer;</p> <p>Similarly, if you are ineligible or unable to take up your full entitlement under the Entitlement Offer for a pro rata share, your percentage shareholding in Healius will be diluted and you will not be exposed to future increases or decreases in Healius' share price in respect of those New Shares that would have been issued had been eligible to participate or take up your full entitlement under the Entitlement Offer.</p>
<p><b>Liquidity risk</b></p>	<p>As noted on slide 13, ASX has confirmed that, as a result of the Takeover Offer, the New Shares will be issued under a separate ticker, expected to be "HLSNB". The New Shares will trade separately from the main class of Healius shares and potentially at a different price (which may be higher or lower). The New Shares cannot be accepted into the Takeover Offer and are not fungible with the Healius shares on issue at the date of this Presentation. This will be the case until the earlier of the Takeover Offer ending and the extension of the Takeover Offer to the New Shares (which is not guaranteed – see the "Takeover Offer" risk for further details), when ASX will fold the New Shares into the main class of Healius shares. The Takeover Offer is currently scheduled to end on 29 February 2024.</p> <p>Healius Shareholders who wish to sell their New Shares may be unable to do so at an acceptable price, or at all, if insufficient liquidity exists in the market for those New Shares. Healius does not guarantee the market price or liquidity of any Healius shares, including the New Shares, and there is a risk that you may lose some or all of the money you invested.</p>



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- 1 Equity raising and balance sheet reset
- 2 Trading update and outlook
- 3 Equity raising details
- 4 Key risks
- 5 Appendices

# ACL Takeover Offer

Healius is still subject to a highly conditional scrip off-market takeover bid (**Takeover Offer**) from Australian Clinical Labs Limited (**ACL**). For the reasons set out in the Target's Statement issued by Healius in response to the Takeover Offer, the Healius Board has unanimously recommended that Healius shareholders reject the Takeover Offer.

The Entitlement Offer will enliven the 'Prescribed Occurrences Condition' of the Takeover Offer which is triggered upon new issues of new shares by Healius during the Takeover Offer period<sup>1</sup>. Unless the triggered condition is waived by ACL, this may cause the Takeover Offer to lapse.

The Healius Board has carefully considered the potential impact of the Entitlement Offer on the Takeover Offer. Ultimately, notwithstanding the potential for the Takeover Offer to lapse, the Healius Board strongly believes that undertaking the Entitlement Offer at this time is in the best interests of Healius shareholders in order to reset the balance sheet with appropriate gearing. In coming to this view, the Healius Board has had particular regard to the following factors:

- There is a strong possibility that the Takeover Offer may lapse in any event and not ultimately be available to Healius shareholders given that:
  - the Takeover Offer is conditional on ACCC approval and Healius continues to believe that it is unlikely that approval will be granted, based on the ACCC highlighting three 'red lights' (issues of concern) and one 'amber light' (issues that may raise concerns) in relation to the Takeover Offer and forming the preliminary view that the proposed acquisition would be likely to substantially lessen competition in multiple areas;
  - the Takeover Offer has a 90% minimum acceptance condition, but it is apparent that fewer than 1% of Healius shareholders have accepted the Takeover Offer in the 7 months it has been open and two of Healius' largest shareholders (Perpetual and Tanarra, who together own approximately 23% of Healius) indicated that they did not support the Takeover Offer; and
  - 6 of the other conditions to the Takeover Offer have already been triggered and ACL has not elected to waive those conditions.
- It remains open to ACL, if it wishes, to submit a revised offer for Healius at an exchange ratio that takes into account the expanded capital base, such that there will be no prejudice to ACL from the Entitlement Offer proceeding<sup>2</sup>.

Healius notes that, in its current form, the Takeover Offer will not extend to Healius shares issued under the Entitlement Offer. As noted above, ASX intends to establish a separate quoted class of securities for those New Shares ('**HLSNB**') so that they are not intermingled with existing Healius shares that are subject to the Takeover Offer. However, if ACL wishes to proceed with its Takeover Offer, it may apply for relief from ASIC to extend the Takeover Offer to those Healius shares issued under the Entitlement Offer.

See also liquidity risk on slide 24.

Notes: (1) See condition set out at section 11.9(o)(iv) of ACL's Bidder's Statement; (2) Healius is willing to consent to, and support, any application for relief made by ACL to enable the Takeover Offer to remain on foot (with adjustments to take account of the Entitlement Offer).



# International Offer Restrictions

This document does not constitute an offer of new ordinary shares ("New Shares") of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

## European Union (excluding Austria)

This document has not been, and will not be, registered with or approved by any securities regulator in the European Union. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, in the European Union except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation").

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Shares in the European Union is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation).

## Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Entitlement Offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

## New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

## Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007 no. 75. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act. The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in the Norwegian Securities Trading Act).

## Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA.

This document has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

# International Offer Restrictions

## Switzerland

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or on any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares constitutes a prospectus or a similar notice, as such terms are understood under art. 35 of the Swiss Financial Services Act or the listing rules of any stock exchange or regulated trading facility in Switzerland.

No offering or marketing material relating to the New Shares has been, nor will be, filed with or approved by any Swiss regulatory authority or authorised review body. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

Neither this document nor any other offering or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to investors who qualify as "professional clients" (as defined in the Swiss Financial Services Act). This document is personal to the recipient and not for general circulation in Switzerland.

## United Arab Emirates (excluding financial zones)

This document does not constitute a public offer of securities in the United Arab Emirates and the New Shares may not be offered or sold, directly or indirectly, to the public in the UAE. Neither this document nor the New Shares have been approved by the Securities and Commodities Authority ("SCA") or any other authority in the UAE.

No marketing of the New Shares has been, or will be, made from within the UAE other than in compliance with the laws of the UAE and no subscription for any securities may be consummated within the UAE. This document may be distributed in the UAE only to "professional investors" (as defined in the SCA Board of Directors' Decision No.13/RM of 2021, as amended).

No offer of New Shares will be made to, and no subscription for New Shares will be permitted from, any person in the Abu Dhabi Global Market or the Dubai International Financial Centre.

## United Kingdom

Neither this document nor any other document relating to the Entitlement Offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" within the meaning of Article 2(e) of the UK Prospectus Regulation. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated ("relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

## United States

This Presentation may not be distributed or released in the United States. This Presentation does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States.

Neither the Entitlements nor the New Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, in the institutional component of the Entitlement Offer, the Entitlements may not be taken up or exercised by, and the New Shares may not be offered or sold, directly or indirectly, to persons in the United States, except in transactions exempt from, or not subject to the registration requirements of the U.S. Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States. The Entitlements and the New Shares to be offered and sold in the Retail Entitlement Offer may only be offered and sold outside the United States to persons that are not acting for the account or benefit of a person in the United States (to the extent such persons are acting for the account or benefit of persons in the United States) in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.



[healio.com.au](https://healio.com.au)

22 November 2023

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES****Successful Completion of Institutional Entitlement Offer**

Healius Limited (ASX:HLS) (**Healius**) is pleased to announce the successful completion of the fully underwritten institutional component of its 1 for 3.65 pro-rata accelerated non-renounceable entitlement offer (**Institutional Entitlement Offer**) of new fully paid ordinary shares (**New Shares**) as announced on Monday, 20 November 2023 (**Entitlement Offer** or **Equity Raising**).

The Institutional Entitlement Offer raised a total of approximately A\$154 million at A\$1.20 per New Share (**Offer Price**). The Institutional Entitlement Offer was well supported by existing Healius institutional shareholders with approximately 92% of entitlements available to eligible institutional shareholders taken up.

Entitlements not taken up by eligible institutional shareholders and entitlements of ineligible institutional shareholders were sold at the A\$1.20 Offer Price.

Settlement of the New Shares issued as part of the Institutional Entitlement Offer is expected to occur on Thursday, 30 November 2023, with the issue of those New Shares expected to occur and ordinary trading to commence on Friday, 1 December 2023.

The New Shares will rank equally with existing shares on issue. Healius has requested its trading halt be lifted and for its shares to recommence trading from market open today.<sup>1</sup>

**Retail Entitlement Offer**

The fully underwritten retail component of the Entitlement Offer (**Retail Entitlement Offer**) will raise approximately A\$33 million.

Eligible retail shareholders in Australia and New Zealand as at 7:00pm (Sydney time) on Thursday, 23 November 2023 (**Record Date**) will be invited to participate in the Retail Entitlement Offer at the same Offer Price and offer ratio as under the Institutional Entitlement Offer.

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<sup>1</sup> ASX has confirmed that, as a result of the off-market takeover bid (**Takeover Offer**) from Australian Clinical Labs Limited (**ACL**), the New Shares will be issued under a separate ticker, expected to be 'HLSNB'. The New Shares will trade separately from the main class of Healius shares (unless the Takeover Offer lapses or ACL obtains relief from ASIC to extend the Takeover Offer to the New Shares). When the Takeover Offer ends or if ACL obtains relief from ASIC to extend the Takeover Offer to the New Shares, ASX will fold the New Shares into the main class of Healius shares. The Takeover Offer is currently scheduled to end on 29 February 2024.

The Retail Entitlement Offer will open on Tuesday, 28 November 2023 and close at 5:00pm (Sydney time) on Thursday, 7 December 2023. Further information about the Retail Entitlement Offer will be set out in a retail offer booklet (**Retail Offer Booklet**) which Healius expects to lodge with ASX and despatched or otherwise made available on Tuesday, 28 November 2023. Eligible retail shareholders are encouraged to read the Retail Offer Booklet in its entirety, in particular, the risk factors, and should seek financial advice if they are uncertain of whether or not to participate. Eligible retail shareholders can choose to take up all, part or none of their entitlement.

Eligible retail shareholders that take up their full entitlement may also apply for additional New Shares in excess of their entitlement (up to 25% of their entitlement and subject to scale-back, at Healius' discretion).

All Directors who are existing shareholders on the Record Date have committed to take up their pro rata entitlements under the Retail Entitlement Offer.

### Further information

Further information regarding the Entitlement Offer is contained in the investor presentation released to ASX on Monday, 20 November 2023.

Nothing in this announcement constitutes legal, tax or other advice. You should seek appropriate professional advice before making any investment decision.

### Entitlement Offer timetable<sup>2</sup>

Event	Date (Sydney time)
Trading Halt, Announcement of Equity Raising	Monday, 20 November 2023
Institutional Entitlement Offer bookbuild	Monday, 20 November 2023 – Tuesday, 21 November 2023
Announcement of results of the Institutional Entitlement Offer	Wednesday, 22 November 2023
Healius shares recommence trading	Wednesday, 22 November 2023
Entitlement Offer Record Date (7:00pm AEDT)	Thursday, 23 November 2023
Retail Entitlement Offer opens	Tuesday, 28 November 2023
Settlement of New Shares issued under the Institutional Entitlement Offer	Thursday, 30 November 2023
Allotment and trading of New Shares issued under the Institutional Entitlement Offer	Friday, 1 December 2023

<sup>2</sup> These dates are indicative only and are subject to change. Healius, reserves the right, subject to the Corporations Act 2001 (Cth) and the ASX Listing Rules, to amend this indicative timetable. In particular, Healius reserves the right to extend the Equity Raising timetable and to withdraw or vary the Entitlement Offer without prior notice. Any extension of the Equity Raising timetable will have a consequential effect on the date for the allotment and issue of New Shares. Healius will consult with the underwriter in relation to any proposed change to this indicative timetable and any such change will require the consent of the underwriter.

Retail Entitlement Offer closes (5:00pm AEDT)	Thursday, 7 December 2023
Announcement of results of the Retail Entitlement Offer	Tuesday, 12 December 2023
Settlement of New Shares issued under the Retail Entitlement Offer	Wednesday, 13 December 2023
Allotment of New Shares issued under the Retail Entitlement Offer	Thursday, 14 December 2023
Commencement of trading of New Shares issued under the Retail Entitlement Offer	Friday, 15 December 2023

ENDS

The release of this announcement has been authorised by the Board.

For further information contact:

<p>Market and analysts: Janet Payne Group Executive, Corporate Affairs Mobile: +61 409 995 517</p>	<p>Media: Andrew Butcher Bespoke Approach Mobile: +61 400 841 088</p>
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*For over 30 years Healius has been one of Australia's leading healthcare companies, committed to supporting quality, affordable and accessible healthcare for all Australians. Today, Healius has two core diagnostics businesses, pathology and imaging. Through its unique footprint of centres and its 10,500 employees, Healius provides Australia-wide specialty diagnostic services to consumers and their referring practitioners.*

### Important Information

This announcement does not constitute financial product advice and does not take into account the investment objectives, financial situation or needs of any particular investor. Investors are encouraged to seek independent financial advice before making any investment decision.

### Not for Release or Distribution in the United States

This announcement has been prepared for publication in Australia and may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or in any jurisdiction in which such an offer would be unlawful. Any securities described in this announcement have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended ("U.S. Securities Act"), or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the entitlements may not be taken up or exercised by, and the New Shares may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent that the person holds shares for the account or benefit of a person in the United States).

## **5 ADDITIONAL INFORMATION**

### **5.1 RESPONSIBILITY FOR THIS RETAIL OFFER BOOKLET**

This Retail Offer Booklet (including the ASX announcements in Section 4 and the Entitlement and Acceptance Form) has been prepared by Healius. No party other than Healius has authorised or caused the issue of this Retail Offer Booklet, or takes any responsibility for, or makes or gives any statements, representations or undertakings in, this Retail Offer Booklet.

### **5.2 DATE OF THIS RETAIL OFFER BOOKLET**

This Retail Offer Booklet is dated Tuesday, 28 November 2023. Subject to the following paragraph, statements in this Retail Offer Booklet are made only as of the date of this Retail Offer Booklet unless otherwise stated and the information in this Retail Offer Booklet remains subject to change without notice. To the maximum extent permitted by law, Healius is not responsible for updating this Retail Offer Booklet.

The ASX announcements set out in Section 4 of this Retail Offer Booklet are current as at the date on which they were released. There may be additional announcements that are made by Healius (including on or after the date of those announcements) that may be relevant to your consideration of whether to take up your Entitlement and apply for Additional New Shares. Therefore, it is prudent that you check whether any further announcements have been made by Healius before submitting an Application or paying your Application Money. That information is available to the public from ASX and can be accessed at [www.asx.com.au](http://www.asx.com.au).

### **5.3 RANKING OF NEW SHARES**

The New Shares issued under the Retail Entitlement Offer will be fully paid and rank equally with Existing Shares with effect from their date of issue.

ASX has confirmed that, as a result of the Takeover Offer from ACL, the New Shares will be issued under a separate ticker, expected to be “HLSNB”. The New Shares will trade separately from the main class of Healius fully paid ordinary shares (unless the Takeover Offer lapses or ACL obtains relief from ASIC to extend the Takeover Offer to the New Shares). When the Takeover Offer ends, or if ACL obtains relief from ASIC to extend the Takeover Offer to the New Shares, ASX will fold the New Shares into the main class of Healius fully paid ordinary shares. The Takeover Offer is currently scheduled to end on 29 February 2024. For further details on the impact of the Entitlement Offer on the Takeover Offer, see the announcement released by Healius to ASX on Monday, 20 November 2023 (see Section 4 of this Retail Offer Booklet).

The rights attaching to the New Shares are set out in Healius’ constitution and are regulated by the Corporations Act, Listing Rules and general law.

### **5.4 ALLOTMENT, QUOTATION AND TRADING**

Healius will apply for quotation of the New Shares on ASX in accordance with Listing Rule requirements. If ASX does not grant quotation of the New Shares, Healius will repay all Application Money (without interest).

Subject to ASX approval being granted, it is expected that the New Shares allotted under the Retail Entitlement Offer will commence trading on a normal basis on Friday, 15 December 2023. ASX has confirmed that, as a result of the Takeover Offer from ACL, the New Shares will be issued under a separate ticker, expected to be “HLSNB”. The New Shares will trade separately from the main class of Healius fully paid ordinary shares (unless the Takeover Offer lapses or ACL obtains relief from ASIC to extend the Takeover Offer to the New Shares). When the Takeover Offer ends, or if ACL obtains relief from ASIC to extend the Takeover Offer to the New Shares, ASX will fold the New Shares into the main class of Healius fully paid ordinary shares. The Takeover Offer is currently scheduled to end on 29 February 2024. For further details on the impact of the Entitlement Offer on the Takeover Offer, see the announcement released by Healius to ASX on Monday, 20 November 2023 (see Section 4 of this Retail Offer Booklet).

Application Money will be held by Healius on trust for Applicants until the New Shares are allotted. No interest will be paid on Application Money, and any interest earned on Application Money will be for the benefit of Healius and will be retained by Healius irrespective of whether New Shares are issued.

It is the responsibility of Applicants to determine the number of New Shares allotted and issued to them prior to trading in such Shares. The sale by an Applicant of New Shares prior to receiving their holding statement is at the Applicant's own risk.

**To the maximum extent permitted by law and except in the case of its fraud, gross negligence or wilful misconduct, Healius, the Underwriter and the Share Registry and their respective Beneficiaries disclaim all liability in respect of persons who trade New Shares they believe have been issued to them before receiving their holding statements, whether on the basis of confirmation of the allocation or issue provided by Healius, the Underwriter or the Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.**

## 5.5 UNDERWRITING

The Underwriter is acting as underwriter, lead manager and bookrunner to the Offer. Healius entered into an Underwriting Agreement with the Underwriter in respect of the Offer on Monday 20 November 2023 (**Underwriting Agreement**).

For a summary of the key terms of the Underwriting Agreement see slides 22 to 24 of the Investor Presentation (see Section 4 of this Retail Offer Booklet).

## 5.6 CONTINUOUS DISCLOSURE

Healius is a “disclosing entity” under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules, including the preparation of annual reports and half yearly reports.

Healius is required to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the securities markets conducted by ASX. In particular, Healius has an obligation under the Listing Rules (subject to certain exceptions) to notify ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of Healius Shares. That information is available to the public from ASX and can be accessed at [www.asx.com.au](http://www.asx.com.au).

## 5.7 NO COOLING OFF RIGHTS

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your Application once it has been made or accepted.

## 5.8 ROUNDING OF ENTITLEMENTS

Where fractions arise in the calculation of an Entitlement, they will be rounded up to the nearest whole number of New Shares.

## 5.9 NOT FINANCIAL PRODUCT OR INVESTMENT ADVICE

This Retail Offer Booklet (including the Entitlement and Acceptance Form) is for information purposes only and is not a prospectus, disclosure document or other offering document under the Corporations Act or any other law and has not been lodged with ASIC. It is also not financial product or investment advice or a recommendation to acquire New Shares and has been prepared without taking into account your objectives, financial circumstances or particular needs. This Retail Offer Booklet should not be considered to be comprehensive and does not purport to contain all the information that you may require to make a decision about whether to participate in the Retail Entitlement Offer and invest in New Shares. This Retail Offer Booklet should be read in conjunction with Healius' other periodic statements and continuous disclosure announcements lodged with ASX which are available at [www.asx.com.au](http://www.asx.com.au).



Before making an investment decision, you should consider the appropriateness of the information in this Retail Offer Booklet having regard to your own objectives, financial situation and needs and seek legal and taxation advice appropriate to your jurisdiction. If you have any questions about whether you should participate in the Retail Entitlement Offer, you should seek professional financial advice before making any investment decision. Healius is not licensed to provide financial product advice in respect of New Shares.

## **5.10 FINANCIAL DATA**

All dollar values are in Australian dollars (\$A).

All financial data is presented as at 30 June 2023 unless otherwise stated.

## **5.11 INELIGIBLE SHAREHOLDERS**

All Shareholders who do not satisfy the criteria to be Eligible Retail Shareholders or Eligible Institutional Shareholders are Ineligible Shareholders. Ineligible Shareholders are not entitled to participate in the Entitlement Offer unless Healius otherwise determines.

The restrictions upon eligibility to participate in the Entitlement Offer arise because Healius has determined, pursuant to Listing Rule 7.7.1(a) and section 9A(3)(a) of the Corporations Act, that it would be unreasonable to extend the Entitlement Offer to Ineligible Shareholders. This decision has been made after taking into account the legal and regulatory requirements in certain countries, the relatively small number of Ineligible Shareholders in certain countries, the number and value of New Shares to which those Ineligible Shareholders would otherwise be entitled and the cost of complying with applicable laws and the requirements of any regulatory authority in jurisdictions outside Australia and New Zealand.

Healius, in its discretion, may extend the Entitlement Offer to any Shareholder if it is satisfied that the Entitlement Offer may be made to the Shareholder in compliance with all applicable laws.

## 6 AUSTRALIAN TAXATION CONSEQUENCES

Below is a general guide to the Australian income tax, GST and stamp duty implications of the Retail Entitlement Offer for Eligible Retail Shareholders that hold their New Shares on capital account. In addition, the guide below applies only to Eligible Retail Shareholders who are Australian tax resident individuals, companies or complying superannuation entities. The guide does not apply to Eligible Retail Shareholders who:

- (a) hold Shares as revenue assets or trading stock (which will generally be the case if you are a bank, insurance company, carry on a business of share trading or have made certain elections under the Taxation of Financial Arrangements regime in Division 230 of the *Income Tax Assessment Act 1997*), or are exempt from Australian income tax;
- (b) acquired the Shares in respect of which their Entitlements are issued under any employee share scheme or where New Shares are acquired pursuant to any employee share scheme; or
- (c) may be subject to special tax rules, such as insurance companies, partnerships, tax exempt organisations, trusts (except where expressly stated), non-complying superannuation funds (except where expressly stated) or temporary residents.

The guide does not take account of the individual circumstances of particular Eligible Retail Shareholders and does not constitute tax advice. It does not purport to be a complete analysis of the potential tax consequences of the Retail Entitlement Offer and is intended as a general guide to the Australian income tax, GST and stamp duty implications. Eligible Retail Shareholders should seek advice from an appropriate professional adviser in relation to the tax implications of the Retail Entitlement Offer based on their own individual circumstances.

The comments below are based on the Australian tax law as it applies as at 5.00pm (Sydney time) on Tuesday, 28 November 2023. Other than as expressly discussed or specified, the comments do not take into account or anticipate changes in Australian tax law or future judicial interpretations of law after this time. The comments also do not take into account tax legislation of any country other than Australia.

### 6.1 ISSUE OF ENTITLEMENT

The issue of the Entitlement should be non-assessable non-exempt income and should not, in itself, result in any amount being included in the assessable income of an Eligible Retail Shareholder.

### 6.2 EXERCISE OF ENTITLEMENT

New Shares (other than Additional New Shares) will be acquired where the Eligible Retail Shareholder exercises all or part of their Entitlement under the Retail Entitlement Offer. Eligible Retail Shareholders may also acquire Additional New Shares under the Oversubscription Facility.

An Eligible Retail Shareholder should not derive any assessable income, or make any capital gain or capital loss, at the time of exercising their Entitlement (in full or in part) under the Retail Entitlement Offer.

For Australian CGT purposes, New Shares issued pursuant to the Retail Entitlement Offer will be taken to have been acquired no later than the day that the New Shares are issued to an Eligible Retail Shareholder. The cost base of each New Share should be equal to the Offer Price payable for each New Share plus certain non-deductible incidental costs the Eligible Retail Shareholder incurs in acquiring, holding and disposing of them.

### 6.3 LAPSE OF ENTITLEMENT

If an Eligible Retail Shareholder does not accept all or part of their Entitlement in accordance with the instructions set out above, then that Entitlement will lapse and the Eligible Retail Shareholder will not receive any consideration for their Entitlement that is not taken up. There should be no tax implications for an Eligible Retail Shareholder from the lapse of the Entitlement.

## 6.4 TAXATION IN RESPECT OF DIVIDENDS ON NEW SHARES

Any future dividends or other distributions made in respect of New Shares will be subject to the same income taxation treatment as dividends or other distributions made on Existing Shares held in the same circumstances.

## 6.5 DISPOSAL OF NEW SHARES

The disposal of New Shares should constitute a disposal for CGT purposes.

On disposal of a New Share, an Eligible Retail Shareholder will make a capital gain if the capital proceeds received on disposal exceed the cost base of the relevant New Share. An Eligible Retail Shareholder will make a capital loss if the capital proceeds are less than the reduced cost base of the New Share.

Eligible Retail Shareholders that are individuals, trusts or complying superannuation entities and that have held their New Shares for 12 months<sup>24</sup> or more at the time of disposal should be entitled to apply the applicable CGT discount factor to reduce the capital gain (after offsetting capital losses). The CGT discount factor is 50% for individuals and trusts and 33⅓% for complying superannuation entities.

Eligible Retail Shareholders will be taken to have acquired New Shares no later than the day the New Shares are issued to the Eligible Retail Shareholder. Accordingly, to be eligible for the CGT discount, the New Shares must be held for at least 12 months<sup>25</sup> after the date of acquisition for CGT purposes, which should be no later than the time that the New Shares are issued to the Eligible Retail Shareholder.

If Eligible Retail Shareholders make a capital loss, they can only use that capital loss to offset capital gains made from other sources (ie the capital loss cannot be applied against taxable income on revenue account). However, if the capital loss cannot be used in a particular income year, then it can be carried forward to use in future income years, provided certain tests are satisfied.

## 6.6 PROVISION OF TFN AND/OR ABN

Healius may be required to withhold tax from Eligible Retail Shareholders on payments of dividends that are not fully franked, at the specified rate, and remit such amounts to the Australian Taxation Office, unless the Eligible Retail Shareholders have provided an Australian Business Number (**ABN**), Tax File Number (**TFN**), or they have informed Healius that they are exempt from quoting their ABN or TFN.

Eligible Retail Shareholders are not required to provide their ABN or TFN to Healius, however they may choose to do so. If Eligible Retail Shareholders have previously quoted their ABN, TFN or have notified Healius that an exemption from quoting their TFN or ABN exists, that quotation or exemption will also apply in respect of any New Shares (including any Additional New Shares) acquired by them.

## 6.7 GST AND STAMP DUTY

No Australian GST or stamp duty should be payable in respect of the issue, exercise or lapse of Entitlements, the acquisition of New Shares (or Additional New Shares) pursuant to the Retail Entitlement Offer, as long as Healius remains on the official list of ASX, all of its shares are quoted on ASX and no holder (alone or with associates as defined in the duties legislation) will start to hold a 90% or more interest in Healius. In some circumstances, interests of persons who are not associates can be aggregated together in determining whether that threshold is met or exceeded.

No Australian GST should be payable by the Eligible Retail Shareholder in respect of the issue, exercise or lapse of Retail Entitlements, or the acquisition of New Shares pursuant to the Retail Entitlement Offer. Subject to certain requirements, there may be a restriction on the entitlement of Eligible Retail Shareholders to claim an input tax credit for any GST incurred on costs associated with the acquisition or disposal of New Shares (including Additional New Shares) (such as brokerage or adviser fees).

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<sup>24</sup> The ATO measures the period of 12 months for this purpose exclusive of both the acquisition date and the disposal date.

<sup>25</sup> See above footnote.

## 7 DEFINITIONS

**ABN** means Australian Business Number.

**Additional New Shares** means New Shares which Eligible Retail Shareholders are able to apply for in excess of their Entitlement up to a maximum of 25% of their Entitlement under the Oversubscription Facility subject to availability and any scale back that may be applied by Healius and the Underwriter in their absolute discretion.

**Applicant** means an Eligible Retail Shareholder who has submitted a valid Application.

**Application** means the payment of the relevant Application Money through BPAY® or EFT or otherwise in accordance with the instructions available at [www.computersharecas.com.au/healius](http://www.computersharecas.com.au/healius) or (if a paper copy is requested) on the personalised Entitlement and Acceptance Form.

**Application Money** means the aggregate amount payable for the New Shares (including any Additional New Shares (if applicable)) applied for.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or, where the context requires, the securities exchange operated by it on which Shares are quoted.

**Beneficiaries** has the meaning given in the Important Notices.

**BPAY®** means registered to BPAY Pty Ltd (ABN 69 079 137 518).

**CGT** means capital gains tax.

**Closing Date** means the day the Retail Entitlement Offer closes, expected to be 5.00pm (Sydney time) on Thursday, 7 December 2023.

**Company** or **Healius** means Healius Limited (ABN 24 064 530 516).

**Corporations Act** means the *Corporations Act 2001* (Cth).

**CRN** means Customer Reference Number.

**Eligible Institutional Shareholder** means an Institutional Shareholder on the Record Date whom Healius and the Underwriter determine in their discretion:

- (a) is eligible to participate in the Institutional Entitlement Offer; and
- (b) successfully receives an offer from, or on behalf of, Healius under the Institutional Entitlement Offer,

provided that if such person is in the United States, the person meets certain eligibility criteria determined by Healius and the Underwriter.

**Eligible Retail Shareholder** has the meaning given in Section 2.4 of this Retail Offer Booklet.

**Eligible Shareholder** means a person who is an Eligible Institutional Shareholder or an Eligible Retail Shareholder.

**Entitlement** means the right to subscribe for 1 New Share for every 3.65 Existing Shares held<sup>26</sup> by Eligible Shareholders on the Record Date, pursuant to the Entitlement Offer.

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<sup>26</sup> Refer to footnote 4.

**Entitlement and Acceptance Form** means the personalised entitlement and acceptance form (either available online or in paper form) that accompanies this Retail Offer Booklet.

**Entitlement Offer** or **Offer** means the pro rata accelerated non-renounceable entitlement offer of New Shares to Eligible Shareholders to raise approximately \$187 million at the Offer Price on the basis of 1 New Share for every 3.65 Existing Shares held<sup>27</sup> on the Record Date, comprised of the Institutional Entitlement Offer and the Retail Entitlement Offer.

**Existing Shares** means the Shares already on issue on the Record Date.

**GST** means goods and services tax imposed in Australia pursuant to the *A New Tax System (Goods and Services Tax) Act 1999* (Cth).

**HIN** means Holder Identification Number.

**Ineligible Institutional Shareholder** means a Shareholder who is an institutional or sophisticated Shareholder on the Record Date outside the Permitted Jurisdictions or to whom Listing Rule 7.7.1(a) applies.

**Ineligible Retail Shareholder** is a Shareholder who is not an Eligible Retail Shareholder, Eligible Institutional Shareholder or Ineligible Institutional Shareholder.

**Ineligible Shareholder** means an Ineligible Institutional Shareholder or an Ineligible Retail Shareholder.

**Institutional Entitlement Offer** means the pro-rata accelerated non-renounceable entitlement offer of New Shares to Eligible Institutional Shareholders under the Entitlement Offer.

**Institutional Investor** means a person whom the Underwriter reasonably believes to be a person:

- (a) in the case of a person with a registered address in Australia, who is an “exempt investor” as defined in *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*; or
- (b) if outside Australia, a person with a registered address in the European Union (excluding Austria), Hong Kong, New Zealand, Norway, Singapore, Switzerland, United Arab Emirates (excluding financial zones) or the United Kingdom, to whom offers for issue of Shares may lawfully be made without the need for a lodged product disclosure statement, prospectus or other disclosure document or other lodgement, registration, filing with or approval by a governmental agency (other than one with which Healius is willing, in its discretion, to comply),

in each case who has been approached by the Underwriter in its discretion, provided that, if such person is in the United States, it is only an Institutional Investor if that person is an Approved U.S. Investor or an Approved U.S. Shareholder (as those terms are agreed between Healius and the Underwriter).

**Institutional Shareholder** means a Shareholder who is an Institutional Investor.

**Investor Presentation** means the presentation to investors released to the ASX on Monday, 20 November 2023, in Section 4 of this Retail Offer Booklet.

**Listing Rules** means the official listing rules of ASX.

**New Shares** means Shares to be allotted and issued under the Entitlement Offer (as applicable), including (as the context requires) under the Oversubscription Facility or to the Underwriter or any sub-underwriters.

**Offer Price** means \$1.20 per New Share, being the price payable per New Share under the Offer.

**Oversubscription Facility** means the opportunity for Eligible Retail Shareholders who take up all of their Entitlement to also apply for Additional New Shares in excess of their Entitlement up to a maximum of 25%

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<sup>27</sup> Refer to footnote 4.

of their Entitlement subject to the availability of Additional New Shares and any scale back that may be applied by Healius and the Underwriter in their absolute discretion.

**Permitted Jurisdictions** means Australia, European Union (excluding Austria), Hong Kong, New Zealand, Norway, Singapore, Switzerland, United Arab Emirates (excluding financial zones) and the United Kingdom and any other jurisdiction as agreed between Healius and the Underwriter in their discretion.

**Record Date** means 7.00pm (Sydney time) on Thursday, 23 November 2023.

**Related Party** refers to a person who would fall within Listing Rule 10.11, and includes without limitation, a director of Healius, their spouses, de facto partners, parents or children or an entity controlled by any of them.

**Retail Entitlement Offer** means the pro rata non-renounceable entitlement offer of New Shares to Eligible Retail Shareholders under the Entitlement Offer and includes, unless the context requires otherwise, the offer of Additional New Shares to Eligible Retail Shareholders under the Oversubscription Facility.

**Retail Entitlement Offer Period** means the period after 9.00am (Sydney time) on Tuesday, 28 November 2023 to 5.00pm (Sydney time) on Thursday, 7 December 2023.

**Retail Offer Booklet** means this document (including the Entitlement and Acceptance Form).

**Retail Shortfall** means (without double-counting) the Entitlements not taken up by Eligible Retail Shareholders and entitlements that would have been offered to Ineligible Retail Shareholders had they been eligible to participate under the Retail Entitlement Offer which will be acquired by Eligible Retail Shareholders under the Oversubscription Facility or by the Underwriter or any sub-underwriters.

**Section** means a section of this Retail Offer Booklet.

**Share** means a fully paid ordinary share in the capital of Healius.

**Share Registry** means Computershare Investor Services Pty Limited (ABN 48 078 279 277).

**Shareholder** means a registered holder of Shares.

**SRN** means Securityholder Reference Number.

**TERP** has the meaning given in footnote 5.

**TFN** means tax file number.

**Underwriter** means Barrenjoey Markets Pty Limited (ABN 66 636 976 059).

**Underwriting Agreement** means the underwriting agreement entered into on Monday, 20 November 2023 between Healius and the Underwriter.

**US Securities Act** means the U.S. Securities Act of 1933, as amended.

## 8 CORPORATE INFORMATION

### COMPANY

Healius Limited  
Level 22, 161 Castlereagh Street  
Sydney NSW 2000

### HEALIUS RETAIL ENTITLEMENT OFFER INFORMATION LINE

If you have any questions about the Retail Entitlement Offer, please contact the Offer Information Line:  
Australia: [1300 855 080](tel:1300855080)  
International: [+61 3 9415 4000](tel:+61394154000)  
Open 8.30am to 5.00pm (Sydney time) Monday to Friday during the Retail Entitlement Offer Period.

### INVESTOR ENQUIRIES

Market and analysts:  
Janet Payne  
Group Executive, Corporate Affairs  
Mobile: +61 409 995 517

Media:  
Andrew Butcher  
Bespoke Approach  
Mobile: +61 400 841 088

### UNDERWRITER

Barrenjoey Markets Pty Limited  
Level 19, Quay Quarter Tower  
50 Bridge Street  
Sydney NSW 2000

### SHARE REGISTRY

Computershare Investor Services Pty Limited  
Level 3, 60 Carrington Street  
Sydney NSW 2000

### LEGAL ADVISER

King & Wood Mallesons  
Level 61, Governor Phillip Tower  
1 Farrer Place  
Sydney NSW 2000



HEALIUS LIMITED  
ABN 24 064 530 516

Phone:  
(within Australia) 1300 855 080  
(outside Australia) +61 3 9415 4000

HLS  
MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

### Make your payment:



See overleaf for details of the Offer and how to make your payment

## Non-Renounceable Entitlement Offer – Entitlement and Acceptance form

**Your payment must be received by 5:00pm (Sydney time) on Thursday, 7 December 2023**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your stockbroker, solicitor, accountant, or other independent professional adviser.

If you are an Eligible Retail Shareholder of Healius Limited (ABN 24 064 530 516) (**Healius**), you are entitled to acquire 1 New Share for every 3.65 Existing Shares that you held on the **Record Date**, being 7.00pm (Sydney time) on Thursday, 23 November 2023, at an Offer Price of \$1.20 per New Share (**Retail Entitlement Offer**). If you apply for your full Entitlement, you can also apply for Additional New Shares up to 25% of your Entitlement (unless you are a Related Party of Healius) subject to availability and scale-back, in Healius' and the underwriter's absolute discretion.

The Retail Entitlement Offer is being made under the retail offer booklet dated Tuesday, 28 November 2023 (**Retail Offer Booklet**). This Entitlement and Acceptance Form should be read in conjunction with the Retail Offer Booklet as it contains important information about the Retail Entitlement Offer and investing in the New Shares.

This Entitlement and Acceptance Form and the Retail Offer Booklet do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States, or in any other jurisdiction in which such an offer would be illegal. This Entitlement and Acceptance Form may not be distributed or released in the United States. Neither the Entitlements nor the New Shares sold in the Retail Entitlement Offer have been, or will be, registered under the U.S. Securities Act of 1933, as amended (U.S. Securities Act) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements issued in the Retail Entitlement Offer may not be taken up or exercised by, and the New Shares issued pursuant to the Retail Entitlement Offer may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent that the person holds shares for the account or benefit of a person in the United States). The Entitlements and the New Shares to be offered and sold in the Retail Entitlement Offer may only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.

### Step 1: Registration Name & Offer Details

Details of your shareholding and entitlements for this Offer are shown overleaf.

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect. If you have a CHES sponsored holding, please contact your controlling participant to notify a change of address.

### Step 2: Make Your Payment

You can apply to accept either all or part of your Entitlement. If you accept your full Entitlement, you can also apply for **Additional New Shares** up to 25% of your Entitlement (unless you are a Related Party of Healius) subject to availability and scale-back, in Healius' and the underwriter's absolute discretion.

By making your payment you confirm that you have read the Retail Offer Booklet and you agree to all of the terms of the Retail Entitlement Offer as detailed in the Retail Offer Booklet and in this Entitlement and Acceptance Form, including, that you will be taken to make the declarations, acknowledgements, representations, warranties and other confirmations in Section 3.12 of the Retail Offer Booklet. In particular, you represent, warrant and acknowledge that:

- you are an Eligible Retail Shareholder; and
  - you are not in the United States and you are not acting for, subscribing for or purchasing New Shares for the account or benefit of a person in the United States and you are not otherwise a person to whom it would be illegal to make an offer of or issue of New Shares under the Retail Entitlement Offer and under any applicable laws and regulations.
- You also acknowledge that:
- neither the Entitlements nor the New Shares have been, or will be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction in the United States and accordingly that the Entitlements in the Retail Entitlement Offer may not be taken up or exercised by, and the New Shares issued pursuant to the Retail Entitlement Offer may not be offered or sold, directly or indirectly to, persons in the United States or persons that are acting for the account or benefit of persons in the United States (to the extent those persons are acting for the account or benefit of a person in the United States); and
  - you are subscribing for or purchasing the New Shares outside the United States in an "offshore transaction" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.

#### Payment method

**BPAY:** See overleaf. You do not need to return this form when making a **BPAY** payment.

Healius encourages payments by **BPAY**.

**Turn over for details of the Retail Entitlement Offer →**




# Non-Renounceable Entitlement Offer – Entitlement and Acceptance form

## STEP 1 Registration Name & Offer Details

X 9999999991

I ND

**Registration Name:** MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

 For your security keep your SRN/HIN confidential

Entitlement No: 12345678

**Offer Details:** Existing Shares entitled to participate as at 7:00pm (Sydney time) on Thursday, 23 November 2023:

Entitlement to New Shares on a 1 for 3.65 basis:

Amount payable on full acceptance of Entitlement at \$1.20 per New Share:

Maximum number of Additional New Shares you may apply for (unless you are a Related Party of Healius), capped at 25% of your full Entitlement:

Amount payable for Additional New Shares at \$1.20 per New Share:

Amount payable for full acceptance of Entitlement and Additional New Shares at \$1.20 per New Share:

## STEP 2 Make your BPAY payment by 5:00pm (Sydney time) Thursday, 7 December 2023

Make your payment via **BPAY** either online or by phone with your bank using the payment details below.

### BPAY



Bill Code: 411462  
Ref No: 1234 5678 9123 4567 89

Entitlement taken up (number of New Shares):

Additional New Shares applied for, capped at 25% of full Entitlement:

Contact your financial institution to make your payment from your cheque or savings account.

Amount paid at \$1.20 per New Share:

**A\$**

### BPAY

Neither Computershare Investor Services Pty Limited (**Computershare**) nor Healius accepts any responsibility for loss incurred through your incorrect completion of BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received **by no later than 5.00pm (Sydney time) on Thursday, 7 December 2023 (being the Closing Date)**. Eligible Retail Shareholders should use the customer reference number shown on this Entitlement and Acceptance Form when making a BPAY payment.

If you are unable to pay via BPAY, please call the Retail Entitlement Offer Information Line on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) to obtain alternative payment instructions.

You should check the processing cut-off time for BPAY payments with your financial institution to ensure your payment will be received by Computershare in time. Please note that processing cut-off times are outside of the control of Healius and Computershare. You will also need to ensure that you are aware of any transfer fees with your financial institution as we are only able to process the Australian dollar funds received.

Healius reserves the right to reject any payment that is received after 5:00pm (Sydney time) on the Closing Date. Healius' decision is final.

All payments must be in Australian dollars.

### General

Capitalised terms used in this form but not defined have the meaning given to them in the Retail Offer Booklet.

If you do not wish to purchase any New Shares under the Retail Entitlement Offer, there is no need to take any action.

### Privacy Notice

The personal information you provide on this form is collected by Computershare, as registrar for the securities issuer (the **issuer**), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting Computershare using the details provided above or emailing [privacy@computershare.com.au](mailto:privacy@computershare.com.au). We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at [www.computershare.com/au/privacy-policies](http://www.computershare.com/au/privacy-policies).



HLS  
MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

X 9999999991 IND

**STRICTLY CONFIDENTIAL – DO NOT FORWARD – NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES**

Dear Eligible Retail Shareholder

Tuesday, 28 November 2023

**HEALIUS LIMITED – RETAIL ENTITLEMENT OFFER OPEN**

On Monday, 20 November 2023, Healius Limited (ABN 24 064 530 516) (**Healius**) announced that it was conducting a fully underwritten<sup>1</sup> 1 for 3.65 pro-rata accelerated non-renounceable entitlement offer of new fully paid ordinary shares in Healius (**New Shares**) to raise approximately A\$187 million (**Offer**).

As announced on Wednesday, 22 November 2023, Healius has successfully completed the institutional component of the Offer (**Institutional Entitlement Offer**), which raised approximately A\$154 million<sup>2</sup>.

**The Retail Entitlement Offer (defined below) is now open and on behalf of the Board, I am pleased to offer you the opportunity to participate.**

The proceeds of the Offer will be used to reduce Healius' net debt and reset its balance sheet with appropriate gearing.

For further information, please refer to Healius' releases to the Australian Securities Exchange (**ASX**) dated Monday, 20 November 2023 and Wednesday, 22 November 2023 available on [www.asx.com.au](http://www.asx.com.au), as well as any subsequent announcements.

**KEY FEATURES OF THE RETAIL ENTITLEMENT OFFER**

The key features of the retail component of the Offer (**Retail Entitlement Offer**) are:

- 1 ELIGIBILITY** – Participation in the Retail Entitlement Offer is entirely optional and is open to Eligible Retail Shareholders (defined below). You will be considered an **Eligible Retail Shareholder** and will be able to participate in the Retail Entitlement Offer if:
  - you are registered as a holder of existing fully paid ordinary shares in Healius (**Existing Shares**) on Healius' share register on the record date, being 7.00pm (Sydney time) on Thursday, 23 November 2023 (**Record Date**);

<sup>1</sup> Refer to "Shortfall" on page 24 of the investor presentation released by Healius to ASX on Monday, 20 November 2023 (**Investor Presentation**) for a description of the terms and conditions of the underwriting arrangements.

<sup>2</sup> This amount is current as at Wednesday, 22 November 2023 and is subject to final reconciliations being determined under the Institutional Entitlement Offer.

- you have a registered address in Australia or New Zealand on the Record Date as noted on Healius' share register or are a person that Healius has determined in its discretion is an Eligible Retail Shareholder;
- you are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent you hold fully paid ordinary shares in Healius and act for the account or benefit of any person in the United States);
- Healius determines in its discretion that you did not receive an invitation to participate in, or were otherwise ineligible to participate in, the Institutional Entitlement Offer and were not treated as an "Ineligible Institutional Shareholder" under the Institutional Entitlement Offer (other than as a nominee, trustee or custodian, in each case in respect of other underlying holdings); and
- you are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without a prospectus or other disclosure document or any lodgement, filing, registration or qualification,

provided (for the avoidance of doubt) that if a shareholder of Healius (including a nominee, trustee or custodian) is acting for the account or benefit of a person in the United States, it may not participate in the Retail Entitlement Offer on behalf of that person.

**See Section 3.14 of the Retail Offer Booklet for the notice to nominees, trustees and custodians.**

- 2 ENTITLEMENT** – Eligible Retail Shareholders can subscribe for 1 New Share for every 3.65 Existing Shares in Healius they hold<sup>3</sup> as at 7.00pm (Sydney time) on Thursday, 23 November 2023 (being the Record Date) at an issue price of A\$1.20 per New Share. Eligible Retail Shareholders who take up their full entitlement may also apply for additional New Shares in excess of their entitlement under the oversubscription facility (up to a maximum of 25% of their entitlement<sup>4</sup> and subject to availability and scale-back, in Healius' and the underwriter's absolute discretion).

Your entitlement may have value and it is important that you determine whether to take up or do nothing in respect of your entitlement. The Offer is non-renounceable, which means your entitlements will not be tradeable on ASX or any other exchange, they cannot be sold, and they cannot be privately transferred or otherwise disposed of. This means that Eligible Retail Shareholders who do not take up their full entitlement under the Retail Entitlement Offer will not receive any payment or value for those entitlements not taken up and their percentage holding in Healius will be reduced accordingly.

- 3 OFFER PRICE** – Under the Retail Entitlement Offer, Eligible Retail Shareholders have the opportunity to invest at the same price as the institutional investors who participated in the Institutional Entitlement Offer, being A\$1.20 per New Share.

## HOW TO ACCESS THE RETAIL ENTITLEMENT OFFER

The retail offer booklet was released by Healius on ASX on Tuesday, 28 November 2023 (**Retail Offer Booklet**). You can access a copy of the Retail Offer Booklet and your personalised entitlement and acceptance form (**Entitlement and Acceptance Form**) in the following ways:

- **ONLINE** – The Retail Offer Booklet and your Entitlement and Acceptance Form (including the BPAY® payment details) can be accessed via the following website - [www.computersharecas.com.au/healius](http://www.computersharecas.com.au/healius).
- **PAPER** – Request a paper copy of the Retail Offer Booklet and your Entitlement and Acceptance Form from Computershare Investor Services Pty Limited (**Share Registry**) through the Healius Offer Information Line on [1300 855 080](tel:1300855080) (within Australia) or [+61 3 9415 4000](tel:+61394154000) (outside Australia) from 8.30am to 5.00pm (Sydney time) Monday to Friday during the Retail Entitlement Offer Period<sup>5</sup>.

Neither Healius nor the Share Registry makes any guarantee that a paper copy will be delivered in time for you to participate in the Retail Entitlement Offer. Given this, it is strongly recommended that you complete your application online at [www.computersharecas.com.au/healius](http://www.computersharecas.com.au/healius) and make payment in accordance with the instructions set out in the Retail Offer Booklet.

<sup>3</sup> Where fractions arise in the calculation of an entitlement, they will be rounded up to the nearest whole number of New Shares.

<sup>4</sup> Unless they are a 'related party' or other ASX Listing Rule 10.11 party of Healius.

<sup>5</sup> Being the period after 9.00am (Sydney time) on Tuesday, 28 November 2023 to 5.00pm (Sydney time) on Thursday, 7 December 2023 (unless extended).

## PARTICIPATION IN THE RETAIL ENTITLEMENT OFFER

The Retail Entitlement Offer is made under the Retail Offer Booklet. To participate in the Retail Entitlement Offer, please carefully read the Retail Offer Booklet and ensure that you validly accept your offer and that payment is received by the Share Registry **by no later than 5.00pm (Sydney time) on Thursday, 7 December 2023** (unless extended).

### Payment via BPAY®

You can accept by paying your application money via BPAY®. If you choose to pay via BPAY®, while you are not required to return the Entitlement and Acceptance Form<sup>6</sup>, you will be taken to make the declarations, acknowledgements, representations, warranties and other confirmations on the Entitlement and Acceptance Form and in the Retail Offer Booklet (including, without limitation, the declarations, acknowledgements, representations, warranties and other confirmations outlined in Section 3.12 of the Retail Offer Booklet). Your payment must be received by the Share Registry **by no later than 5.00pm (Sydney time) on Thursday, 7 December 2023** (unless extended).

See Section 3.9 of the Retail Offer Booklet for further instructions on how to make payment by BPAY®.

### Payment via EFT (for New Zealand Eligible Retail Shareholders only)

If you are an Eligible Retail Shareholder in New Zealand, you may pay via EFT and must use your assigned unique personalised reference number as your payment reference. If you choose to pay via EFT, while you are not required to return the Entitlement and Acceptance Form, you will be taken to make the declarations, acknowledgements, representations, warranties and other confirmations on the Entitlement and Acceptance Form and in the Retail Offer Booklet (including, without limitation, the declarations, acknowledgements, representations, warranties and other confirmations outlined in Section 3.12 of the Retail Offer Booklet). Your payment must be received by the Share Registry **by no later than 5.00pm (Sydney time) on Thursday, 7 December 2023** (unless extended).

See Section 3.10 of the Retail Offer Booklet for further instructions on how to make payment by EFT.

### All payments

It is your responsibility to ensure your payment is received by the Share Registry **by no later than 5.00pm (Sydney time) on Thursday, 7 December 2023** (unless extended). Neither Healius nor the Share Registry will be responsible for application or payment not reaching the Share Registry by the Closing Date (defined below).

You should check the processing cut-off time for BPAY® or EFT payments with your financial institution to ensure your payment will be received by the Share Registry in time. Please note that processing cut-off times are outside of the control of Healius and the Share Registry. You will also need to ensure that you are aware of any transfer fees with your financial institution as we are only able to process the Australian dollar funds received.

Healius reserves the right to reject any online application or Entitlement and Acceptance Form that is not correctly completed or reject any payment that is received after 5.00pm (Sydney time) on the Closing Date. Healius' decision is final.

All payments must be in Australian dollars.

Further details on how to participate in the Retail Entitlement Offer can be found in the Retail Offer Booklet and in the Entitlement and Acceptance Form.

## TRADING

ASX has confirmed that, as a result of the off-market takeover bid (**Takeover Offer**) from Australian Clinical Labs Limited (**ACL**), the New Shares will be issued under a separate ticker, expected to be "HLSNB". The New Shares will trade separately from the main class of Healius fully paid ordinary shares (unless the Takeover Offer lapses or ACL obtains relief from ASIC to extend the Takeover Offer to the New Shares). When the Takeover Offer ends, or if ACL obtains relief from ASIC to extend the Takeover Offer to the New Shares, ASX will fold the New Shares into the main class of Healius fully paid ordinary shares. The Takeover Offer is currently scheduled to end on 29 February

<sup>6</sup> An online application is an Entitlement and Acceptance Form for the purposes of this Offer unless the context requires otherwise.

2024. For further details on the impact of the Offer on the Takeover Offer, see the announcement released by Healius to ASX on Monday, 20 November 2024.

## GENERAL

An investment in New Shares is subject to investment and other known and unknown risks. Please refer to the “Key Risks” in slides 16 to 24 of the Investor Presentation (see Section 4 of the Retail Offer Booklet) for a summary of the general and specific risk factors that may affect Healius and any investment in New Shares.

Capitalised terms used in this letter but not defined have the meaning given to them in the Retail Offer Booklet. If you have any questions about the Retail Entitlement Offer, please contact the Healius Offer Information Line on [1300 855 080](tel:1300855080) (within Australia) or [+61 3 9415 4000](tel:+61394154000) (outside Australia) at any time between 8.30am to 5.00pm (Sydney time), Monday to Friday during the Retail Entitlement Offer Period or visit the website [www.computersharecas.com.au/healius](http://www.computersharecas.com.au/healius).

You should also consult your stockbroker, solicitor, accountant or other professional adviser if you have any questions about the Retail Entitlement Offer.

The Board encourages you to consider participating in the Retail Entitlement Offer and thanks you for your continued support of Healius.

Yours sincerely,



**Jenny Macdonald**  
Chair  
Healius Limited

## KEY DATES

EVENT	DATE
Record Date for determining eligibility for the Retail Entitlement Offer	7.00pm (Sydney time) on Thursday, 23 November 2023
Retail Entitlement Offer opens	Tuesday, 28 November 2023
Retail Entitlement Offer closes ( <b>Closing Date</b> )	5.00pm (Sydney time) on Thursday, 7 December 2023
Announcement of results of Retail Entitlement Offer	Tuesday, 12 December 2023
Settlement of New Shares to be issued under the Retail Entitlement Offer	Wednesday, 13 December 2023
Allotment and issue of New Shares under the Retail Entitlement Offer	Thursday, 14 December 2023
Normal ASX trading commences for New Shares issued under the Retail Entitlement Offer	Friday, 15 December 2023

*This timetable above (and each reference to it or to dates in it in this letter) is indicative only and subject to change without notice. All times and dates in the timetable refer to Sydney, Australia time. Healius reserves the right to amend any or all of these dates and times subject to the Corporations Act 2001 (Cth), the ASX Listing Rules and other applicable laws. In particular, Healius reserves the right to extend the Closing Date for the Retail Entitlement Offer, to accept late Applications under the Retail Entitlement Offer (either generally or in particular cases) and to withdraw the Retail Entitlement Offer, without prior notice at its absolute discretion. Any extension of the Closing Date may have a consequential effect on the allotment date of New Shares. The quotation of New Shares is subject to confirmation from ASX.*

## NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia or New Zealand. In particular, neither the entitlements nor the New Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the **U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold, directly or indirectly, to persons in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States. The New Shares to be offered and sold in the Retail Entitlement Offer may only be offered and sold to persons that are not in the United States and are not acting for the account or benefit of a person in the United States, in each case in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S.

## IMPORTANT INFORMATION FOR ELIGIBLE SHAREHOLDERS IN NEW ZEALAND

The New Shares under the Retail Entitlement Offer are not being offered to the public within New Zealand other than to existing shareholders of Healius with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This letter has been prepared in compliance with Australian law and not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This letter is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

## FORWARD-LOOKING STATEMENTS

This letter contains certain forward-looking statements. The words "forecast", "estimate", "likely", "anticipate", "believe", "expect", "project", "opinion", "predict", "outlook", "guidance", "intend", "should", "could", "may", "target", "plan", "project", "consider", "foresee", "aim", "will", "seek" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements.

Any forward-looking statements provided in this letter are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of Healius and its related bodies corporate and affiliates and any of their respective directors, officers, employees, partners, consultants, contractors, agents, advisers and representatives. Refer to the "Key Risks" in slides 16 to 24 of the Investor Presentation for a summary of certain risk factors that may affect Healius (see Section 4 of the Retail Offer Booklet).

**Investors are strongly cautioned not to place undue reliance on forward-looking statements, particularly in light of the ongoing impacts of COVID-19, the current economic climate and geopolitical tensions including the conflicts involving Russia and Ukraine, and Israel and Palestine.**

Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may vary materially from those expressed or implied in those statements and any projections and assumptions on which these statements are based. These statements may assume the success of Healius' business strategies including following completion of the Offer, the success of which may not be realised within the period for which the forward-looking statements may have been prepared, or at all.

To the maximum extent permitted by law, no guarantee, representation or warranty, express or implied, is made in this letter as to the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns, statements or tax treatment in relation to future matters contained in this letter. The forward-looking statements are based only on information available to Healius as at the date of this letter (or as otherwise expressly specified). Except as required by applicable laws or regulations, none of Healius, its representatives or advisers undertake any obligation to provide any additional or updated information or revise the forward-looking statements or other statements in this letter, whether as a result of a change in expectations or assumptions, new information, future events, results or circumstances.

## GENERAL

This letter and the Retail Offer Booklet do not constitute or provide financial advice and have been prepared without taking into account your particular objectives, financial situations or needs. You should seek independent advice from your stockbroker, solicitor, accountant or other professional adviser before participating. To the extent of any inconsistency between this letter and the Retail Offer Booklet, the Retail Offer Booklet prevails to the extent of the inconsistency. To the extent of any inconsistency between this letter and the Entitlement and Acceptance Form, the Entitlement and Acceptance Form prevails to the extent of the inconsistency.