

ASX Announcement (ASX: HLS)

ASX Limited
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30 September 2025



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2025 Annual General Meeting

Healius Limited (“**Healius**”) (ASX: HLS) advises that its 2025 Annual General Meeting (**AGM**) will be held on Thursday, 30 October 2025 commencing at 11:00am (Sydney time).

The AGM will be conducted as a hybrid meeting, with shareholders able to attend and participate in person at:

Smith Room
Wesley Conference Centre
220 Pitt Street
Sydney NSW

Shareholders who wish to attend the AGM virtually can participate through the online platform at:

<https://meetnow.global/MYQUU55>

Accompanying this announcement is the Notice of Meeting for the AGM, a sample Voting Form and a shareholder letter. The Notice of Meeting contains information on how shareholders may participate in the AGM including opportunities to ask questions.

ENDS

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

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 **healius**

Notice of Annual
General Meeting 2025

2025 Annual General Meeting

NOTICE is hereby given of the 2025 Annual General Meeting (**AGM** or **Meeting**) of members of Healius Limited (**the Company**) to be held:

Date Thursday, 30 October 2025

Time 11.00am (AEDT)
(Registration will commence at 10.30am)

Venue **In person**
At Smith Room
Wesley Conference Centre
220 Pitt Street, Sydney NSW 2000

Online At <https://meetnow.global/MYQUU55>

Items of business

1 Consideration of 2025 Reports

To receive and consider the Company's Financial Report, the Directors' Report, and the Auditor's Report, for the year ended 30 June 2025 (**FY 2025**).

2 Adoption of the 2025 Remuneration Report

To consider and, if thought fit, pass the following resolution as a non-binding resolution:

"That the Remuneration Report for the year ended 30 June 2025 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors of the Company. A voting exclusion applies to this resolution (see Item 2 of the Explanatory Statement to this Notice of Meeting (**Explanatory Statement**)).

3 To re-elect John Mattick as a Director

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That John Mattick, who retires by rotation in accordance with clause 13.6 of the constitution of the Company, being eligible, is re-elected as a Non-Executive Director of the Company."

4 To elect Kathy Ostin as a Director

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That Kathy Ostin, being eligible, is elected as a Non-Executive Director of the Company."

5 To elect Christopher Hall as a Director

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That Christopher Hall, being eligible, is elected as a Non-Executive Director of the Company."

6 Grant of securities under Non-Executive Director Share Plan

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That approval is given for all purposes, including ASX Listing Rule 10.14, for the issue of securities under the Non-Executive Director Share Plan to Non-Executive Directors for the next three years, on the terms described in the Explanatory Statement."

Note: A voting exclusion applies to this resolution (see Item 6 of the Explanatory Statement).

7 Reinsert proportional takeover provisions

To consider and, if thought fit, pass the following resolution as a special resolution:

"That the Company's Constitution be amended to reinsert the proportional takeover provisions in Schedule 2 of the document tabled at the meeting signed by the Chair for identification purposes, and as described in the Explanatory Statement, for a period of 3 years with effect from the date of this meeting."

8 Conditional Spill Resolution

To consider and if thought fit pass the following resolution as an ordinary resolution:

"That, subject to and conditional on at least 25% of the votes validly cast on Item 2 being cast against the adoption of the 2025 Remuneration Report:

- a. a meeting of the Company's shareholders be held within 90 days of this Meeting (**Spill Meeting**);
- b. all of the Company's Directors who were directors when the resolution to adopt the Directors' Report for the financial year ended 30 June 2025 was passed (other than the Managing Director of the Company who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office), and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and
- c. resolutions to appoint persons to the offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting."

Note: A voting exclusion applies to this resolution (see Item 7 of the Explanatory Statement).

By order of the Board.



Kylie Brown

Group General Counsel and Company Secretary

Dated: 30 September 2025

How to attend and vote

Attending the Meeting in person

To attend the Meeting in person, all attendees must register before the commencement of the Meeting. In-person registration commences at **10.30am (AEDT) on Thursday, 30 October 2025** at:

Smith Room
Wesley Conference Centre
220 Pitt Street, Sydney NSW 2000

Attending the Meeting online

Shareholders, their proxies and authorised representatives can watch, ask questions, and vote at the Meeting virtually via the online platform by entering the following URL in your browser: <https://meetnow.global/MYQUU55>

To attend the Meeting online, all attendees must register on the online meeting platform before the commencement of the Meeting. Online registration commences at **10.30am (AEDT) on Thursday, 30 October 2025**. You will need your **SRN/HIN** to log in as a shareholder.

Your **password** to access the online meeting platform is your **postcode registered on your holding** if you are an Australian shareholder. Overseas shareholders can click on the "country" drop down box and select the country that is registered on your holding.

The online meeting platform will enable shareholders to ask written questions online. For more details, please refer to the online meeting guide on the Company's website at: www.healius.com.au/agm.

A telephone facility will be available during the Meeting for shareholders, their proxies and authorised representatives who prefer to ask questions verbally.

Voting information

As a shareholder you can vote on the items of business by:

- voting in advance of the Meeting; or
- attending the Meeting in person and voting during the Meeting; or
- attending the Meeting online and voting during the Meeting; or
- appointing a proxy (including the Chair of the Meeting), corporate representative or attorney to attend the Meeting (in person or online) and vote on your behalf at the Meeting.

Details of each of these voting options are contained below.

The Board has determined that, for the purposes of the Meeting, if you are a registered shareholder of Healius Limited at **7.00pm (AEDT) on Tuesday, 28 October 2025**, you will be eligible to attend and vote at the Meeting.

Voting on all resolutions set out in this Notice of Meeting will be conducted by a poll.

Voting in advance

You may cast your vote in advance of the Meeting by following the instructions on the Voting Form accompanying this Notice of Meeting. A vote cast in advance constitutes a "direct vote" under clause 12.14 of the Company's Constitution. To be valid, your Voting Form must be lodged by **11.00am (AEDT) on Tuesday, 28 October 2025**.

If you vote in advance and also attend the Meeting (in person or online), you will be given the choice when you register for the Meeting either to revoke your advance vote (to enable you to vote during the Meeting) or to let your advance vote stand.

Voting by proxy

A shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote at the Meeting on their behalf. A shareholder wishing to appoint a proxy should use the Voting Form to do so. A proxy does not need to be a shareholder of the Company and may be an individual or a body corporate.

If a shareholder is entitled to cast two or more votes at the Meeting, the shareholder may appoint two proxies and may specify the percentage or number of votes each proxy can exercise. If two proxies are appointed but no proportion or number is specified, each proxy may exercise half of the shareholder's votes. A separate Voting Form should be used to appoint each proxy.

If a Voting Form does not specify the proxy, the shareholder will be treated as appointing the Chair of the Meeting as their proxy.

If the relevant shareholder attends the Meeting (in person or online), the proxy must not exercise the voting rights of the shareholder while the shareholder is present.

Appointing the Chair of the Meeting as your proxy

You may appoint the Chair of the Meeting as your proxy. If you direct the Chair of the Meeting how to vote on an item of business, your vote will be cast in accordance with your direction. If you appoint the Chair of the Meeting as your proxy and you do not direct your proxy how to vote on an item of business, then by completing and submitting the Voting Form you will be expressly authorising the Chair of the Meeting to exercise the proxy and vote as the Chair of the Meeting decides on that item of business (even though Items 2, 6 and 8 are connected directly or indirectly with the remuneration of members of the Key Management Personnel (**KMP**) of the Company (who comprise the Company's Non-Executive Directors, the Managing Director & Chief Executive Officer (**CEO**), and other executives of the Company).

The Chair of the Meeting intends to vote all undirected proxies in favour of each item of business, other than Item 8 which it intends to vote all undirected proxies against should it be put to the Meeting.

On a poll, if:

- a shareholder has appointed a proxy (other than the Chair of the Meeting) and the appointment of the proxy specifies the way the proxy is to vote on the item; and
- that shareholder's proxy is either not recorded as attending the meeting or does not vote on the resolution,

the Chair of the Meeting will be taken to have been appointed as a shareholder's proxy for the purposes of voting on that resolution and must vote in accordance with the written direction of that shareholder.

Submitting your Voting Form

Voting Forms (and, if the appointment is signed by the appointer's attorney, the original or certified copy of the authority under which the appointment was signed) must be received by the Company's share registry, Computershare Investor Services Pty Limited (**Share Registry**), by **11.00am (AEDT) on Tuesday, 28 October 2025**.

A Voting Form may be lodged with the Share Registry:

ONLINE www.investorvote.com.au (by following the steps set out on that site);

BY MAIL Healius Limited c/- Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001, Australia; or

BY FAX (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555.

Corporate representatives

Any body corporate voting at the Meeting, either on its own behalf, or as a proxy or attorney, may appoint an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the *Corporations Act 2001* (Cth) (**Corporations Act**). A corporate representative may attend and vote at the Meeting in person or online.

The body corporate must supply the corporate representative with an appropriately executed corporate representative certificate.

A copy of the corporate representative certificate must be supplied to the Share Registry via one of the methods described in the section entitled "Submitting your Voting Form", by **11.00am (AEDT) on Tuesday, 28 October 2025**.

How to attend and vote (continued)

Attorneys

A shareholder or proxy may appoint an attorney to vote on their behalf. An attorney may attend and vote at the Meeting in person or online.

For an appointment to be effective, attorneys must lodge the original (or a copy) of the power of attorney under which they have been authorised to attend and vote at the Meeting with Computershare Investor Services Pty Ltd via one of the methods described in the section entitled "Submitting your Voting Form", by **11.00am (AEDT) on Tuesday, 28 October 2025**.

If you attend the Meeting, the proxy or attorney must not exercise your voting rights while you are present.

Questions in advance of the meeting

Your Directors encourage you to lodge questions prior to the Meeting. You can submit your questions online at www.investorvote.com.au. You can also e-mail questions to the Company at cosec@healius.com.au (please include your full name and SRN).

Shareholders may also submit questions to the Company's auditor, Ernst & Young, if the question is relevant to:

- the content of the FY 2025 Auditor's Report; or
- the conduct of the audit.

Written questions to the Company or the Auditor must be received by the Company no later than **Thursday, 23 October 2025**. The Chair of the Meeting will endeavour to address as many of the more frequently raised relevant questions as possible. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to any shareholder.

Unforeseen circumstances and technical difficulties

It is possible that circumstances may arise before or during the Meeting that affect the conduct of the Meeting, either in person or online or both. This might be due to public health measures or technical difficulties or other reasons.

Should such circumstances arise, the Chair of the Meeting has discretion as to whether and how the Meeting should proceed. In exercising that discretion, the Chair of the Meeting will have regard to the number of attendees impacted and the extent to which participation in the business of the Meeting is affected. Where the Chair of the Meeting considers it appropriate, they may continue to conduct the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. This may include convening or continuing with an in person meeting only, or convening or continuing with an online meeting only.

For this reason, shareholders are encouraged to vote in advance or lodge a proxy by **11.00am (AEDT) on Tuesday, 28 October 2025** even if they plan to attend the Meeting (in person or online) to vote.

Explanatory Statement

Item 1 Consideration of Reports

- 1.1 The Company's 2025 Annual Report (which includes the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2025) will be put before the Meeting.
- 1.2 This Item 1 does not require a formal resolution to be put to the Meeting. Shareholders as a whole will be given a reasonable opportunity to ask questions about, or make comments on, these reports and the management of the Company. The 2025 Annual Report is available on the Company's website at www.healius.com.au.
- 1.3 The Chair of the Meeting will also give shareholders a reasonable opportunity to ask the Company's Auditor, Ernst & Young, questions relevant to:
 - the conduct of the audit;
 - the preparation and content of the Auditor's Report;
 - the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
 - the independence of the Auditor in relation to the conduct of the audit.

Item 2 Adoption of the 2025 Remuneration Report

- 2.1 The Company's Remuneration Report for FY 2025 (**2025 Remuneration Report**) is set out on pages 33 to 46 of the Company's 2025 Annual Report.
- 2.2 The 2025 Remuneration Report:
 - a. explains the Board's objectives and structure of remuneration of Directors and senior executives for FY 2025, and the relationship between such policy and the Company's performance;
 - b. sets out the details of performance conditions, including why they were chosen and how performance is measured against them; and
 - c. sets out the performance and remuneration arrangements for the Company's KMP.
- 2.3 Shareholders will be asked to vote on a resolution to adopt the 2025 Remuneration Report at the Meeting. The vote on the resolution will be advisory only and will not bind the Directors.
- 2.4 However, this year the advisory resolution has particular importance because of the failure of the corresponding resolution at the Company's 2024 Annual General Meeting (**2024 AGM**) to receive the necessary 75% approval of shareholders, known as a "first strike". Under the "two strikes" rule applying to remuneration reporting, if the resolution proposed for the Meeting (being Item 2) also fails to achieve at least 75% approval from shareholders, an additional resolution will be put to the AGM for a "spill" of the Board at a subsequent general meeting. The "two strikes" rule is explained in more detail in Item 7 of this Explanatory Statement.
- 2.5 In considering the response to the "first strike" at the 2024 AGM, the Board, with the assistance of the People, Culture and Remuneration Committee, has engaged with and listened to the concerns of shareholders and their advisors. Together, we have benchmarked the Company's remuneration structure and have made changes to better align with ASX market practice and shareholder expectations. We have finalised the outstanding remuneration outcomes for the 2024 financial year and implemented new processes to support the Board in reviewing performance and determining remuneration outcomes for FY 2025. Full details of the significant range of changes to the remuneration structure, processes and policies are set out on pages 33 to 46 of the 2025 Remuneration Report.
- 2.6 The 2025 Remuneration Report also:
 - a. explains the Company's KMP remuneration philosophy and objectives, and the link between the remuneration of executives and the Company's performance;
 - b. sets out remuneration details for each Director and for each other named KMP of the Company; and
 - c. makes clear that the basis for remunerating Non-Executive Directors is distinct from the basis for remunerating other KMP of the Company, including executive Directors.
- 2.7 The Chair of the Meeting will give shareholders a reasonable opportunity to ask questions about, or comment upon, the 2025 Remuneration Report.
- 2.8 Shareholders should note that whilst the vote on this item is advisory only, if 25% or more of the votes cast on this item are against the adoption of the Remuneration Report, a vote on Item 8 (spill resolution) will be required to be put to the meeting.
- 2.9 The operation and consequences of a spill resolution are set out in Item 8 of this Explanatory Statement below.

VOTING EXCLUSION STATEMENT FOR ITEM 2

- 2.10 The Company will disregard any votes cast on Item 2:
 - a. by or on behalf of a member of the Company's KMP, details of whose remuneration are included in the Company's 2025 Remuneration Report or their closely related parties regardless of the capacity in which the vote is cast; and

Explanatory Statement (continued)

- b. as a proxy by a member of the Company's KMP as at the date of the AGM, or their closely related parties, unless the vote is cast as proxy for a person entitled to vote on Item 2:
 - in accordance with a direction on the proxy form; or
 - by the Chair of the Meeting pursuant to an express authorisation to exercise the proxy as she decides even though Item 2 is connected directly or indirectly with the remuneration of the Company's KMP.

RECOMMENDATION ON ITEM 2

- 2.11 Your Directors unanimously recommend that you vote in favour of adopting the 2025 Remuneration Report.

Item 3 Re-election of John Mattick as a Director

- 3.1 Professor John Mattick was appointed as a Non-Executive Director in March 2022 to fill a casual vacancy and was elected by shareholders at the Company's 2022 Annual General Meeting. He is a member of both the Audit and Risk Management Committees of the Company. In accordance with clause 13.6 of the Company's Constitution, Professor Mattick retires by rotation at this Meeting and offers himself for re-election.

3.2 **Background and experience:**

- a. Professor Mattick is a Professor in the School of Biotechnology and Biomolecular Science at UNSW Sydney. From 2018 to 2020, he was Chief Executive of Genomics England, which was established by the UK government to foster the use of genetic information in healthcare. He was Director of the Garvan Institute of Medical Research in Sydney from 2012 to 2018, where he established high throughput NATA accredited DNA sequencing and genome analysis facilities.
- b. Professor Mattick was a member of the Australian Health Ethics Committee (AHEC) of the National Health & Medical Research Council (NHMRC) from 1997 to 2003, and an advisor to the Australian Law Reform Commission's Inquiry into the Protection of Human Genetic Information and Gene Patenting & Human Health and the AHEC Committee to Revise the Ethical Guidelines on Assisted Reproductive Technology.
- c. Professor Mattick is a Fellow of the Australian Academies of Science, Technology & Engineering, and Health & Medical Sciences, and an Honorary Fellow of the Royal College of Pathologists of Australasia. He was appointed an Officer of the Order of Australia in 2001 for services to scientific research in the fields of molecular biology, genetics and biotechnology.
- d. The Board considers that Professor Mattick is an independent Director.

RECOMMENDATION ON ITEM 3

- 3.3 Your Directors (other than Professor Mattick, who abstains) unanimously recommend that you vote in favour of the re-election of Professor Mattick.

Item 4 Election of Kathy Ostin as a Director

- 4.1 Katherine (Kathy) Ostin was appointed a Non-Executive Director in December 2024. She is the Chair of the Board's Audit Committee and a member of the People, Governance and Remuneration Committee. In accordance with clause 13.5 of the Company's Constitution, Ms Ostin holds office as a casual appointee only until the next AGM and, being eligible, offers herself for election by shareholders.

4.2 **Background and experience:**

- a. Ms Ostin was an Audit, Assurance and Risk Consulting Partner at KPMG from 2005 to 2017 and has extensive experience in the aged care and healthcare sectors, having established and led KPMG's Health, Aging and Human Services audit practice from 2006 to 2018. During her 24 years with KPMG, Ms Ostin worked in Australia, the US, Asia and UK.
- b. Ms Ostin's other current roles include being a Non-Executive Director of: 3P Learning Limited (ASX:3PL), Dusk Group Limited (ASX:DSK), Next Science Limited (ASX:NXS), Elanor Investors Group (ASX:ENN) and Elanor Commercial Property Fund (ASX:ECF). Kathy also chairs the respective Audit & Risk Committees of these listed entities.
- c. Ms Ostin holds a Bachelor of Commerce (Accounting and Finance) from the University of New South Wales, is a Fellow of the Financial Services Institute of Australasia Graduate, and a graduate of the Australian Institute of Company Directors.
- d. The Board considers that Ms Ostin is an independent Director.

RECOMMENDATION ON ITEM 4

- 4.3 Your Directors (other than Ms Ostin, who abstains) unanimously recommend that you vote in favour of the election of Ms Ostin.

Item 5 Election of Christopher Hall as a Director

- 5.1 Tanarra Capital, holding an interest of 19.81% of HLS shares, nominated Mr Hall as a candidate for the office of Director of the Company. Tanarra Capital is an alternative asset firm focused on investing in and partnering with high quality organisations to drive long term operational performance.
- 5.2 As previously announced to the market, the Board carefully considered Mr Hall's nomination and appointed Mr Hall as a Non-Executive Director effective 30 September 2025.
- 5.3 Mr Hall brings extensive knowledge and expertise in investment and funds management, gained through 30 years professional experience in the industry. During his career he has held a range of senior portfolio management and business leadership roles in Australia and Asia, most recently with Argo Investments, Blackrock Asset Management, and Ellerston Capital.
- Mr Hall is currently Chair of BiomeBank, Investment Committee Chair of Perks Private Wealth, Non-Executive Director, Investment Committee Member and Audit Committee Member of AMP Superannuation Ltd, Non-Executive Director and Audit Committee Member of Funds SA, and Member of the Advisory Board to the Long-Term Value Fund at Tanarra Capital.
- Mr Hall holds a Bachelor of Business from the University of South Australia and has completed the Professional Management Program (MBA Program) at the University of Adelaide. He is also a member of the Australian Institute of Company Directors.
- 5.4 The Board considers that Mr Hall is not an independent Director as a result of his association with Tanarra Capital.

RECOMMENDATION ON ITEM 5

- 5.5 Your Directors (other than Mr Hall, who abstains) unanimously recommend that you vote in favour of the election of Mr Hall.

Item 6 Grant of securities under Non-Executive Director Share Plan

- 6.1 Your Directors have determined to seek shareholder approval for the grant of share rights (**Share Rights**) to Non-Executive Directors under the Company's Non-Executive Director Share Plan (**NED Share Plan**) and for the allocation of ordinary shares in the Company (**Shares**) on vesting of those Share Rights.
- The NED Share Plan was introduced to support Non-Executive Directors in building their shareholdings in the Company and as a means of enhancing the alignment of interests between Non-Executive Directors and shareholders generally. The NED Share Plan is a pre-tax fee sacrifice plan, which allows each Non-Executive Director to sacrifice up to 100% of their annual Director's fees to acquire Share Rights as described below.
- 6.2 **Reasons why approval is sought**
- The proposed issue falls within ASX Listing Rule 10.14.1, and therefore requires the approval of the Company's shareholders under ASX Listing Rule 10.14. Item 6 seeks the required shareholder approval to the issue under, and for the purposes of, Listing Rule 10.14.
- The granting of Share Rights and Shares under the NED Share Plan to Non-Executive Directors Sally Evans, John Mattick, Kate McKenzie, Charlie Taylor and Michael Stanford was approved by shareholders at the Company's 2023 Annual General Meeting, for a duration of three years (to November 2026).
- Approval is being sought at the Meeting in relation to all current Non-Executive Directors, including Directors standing for election at this Meeting. This means that if Item 6 is passed, the Company may, in accordance with the NED Share Plan, issue securities to each of the Non-Executive Directors, being Sally Evans, John Mattick, Kate McKenzie, Charlie Taylor, Michael Stanford, Kathy Ostin and Neil Vinson.
- This approval, if carried, will supersede the previous approval and operate for three years from the date of this Meeting, that is until 30 October 2028. If Item 6 is not passed the previous approval will continue to be used in relation to current NED Share Plan participants, and Kathy Ostin and Neil Vinson will not participate in the NED Share Plan for the financial year ended 30 June 2026.
- 6.3 **Key terms of NED Share Plan**
- Under the NED Share Plan, each Non-Executive Director may choose to sacrifice a portion of their fees to be used to acquire Share Rights. Each Share Right is a right to acquire one fully paid ordinary share in the Company. Share Rights carry no dividend or voting rights prior to vesting (but may be eligible for dividend equivalent payments) and are not subject to any performance conditions or service requirements. Share Rights are allocated based on the fees each Director elects to sacrifice, and will be granted following the AGM. The maximum number of Share Rights that may be allocated cannot be calculated because it is subject to the Company's share price at a future time, and accordingly a formula is used in accordance with Listing Rule 10.15.3.
- The maximum potential value of Share Rights that could be allocated annually under the NED Share Plan is equal to \$2 million (which is the current shareholder-approved Non-Executive Director fee cap).
- The actual value of Share Rights that will be allocated will be lower, because the level of Non-Executive Director fees is below the current shareholder-approved fee cap, and it is anticipated that not all Non-Executive Directors will sacrifice all of their fees under the NED Share Plan.

Explanatory Statement (continued)

The number of Share Rights that a Non-Executive Director may receive under the NED Share Plan is calculated in accordance with the following formula (rounded down to the nearest whole Share Right):

$$\frac{\text{(Number of Share Rights = Value of Non-Executive Director fees sacrificed (\$) for the relevant period)}}{\text{(Value per Share Right)}}$$

The price payable per Share Right issued under the NED Share Plan is the volume weighted average market price of Shares for the five trading days before their grant date.

- 6.4 One half of the Share Rights allocated will vest and be automatically exercised into Restricted Shares on the first Business Day after the release of Healius' half-year report for the period ended 31 December 2025 and the remainder will vest and be automatically exercised into Restricted Shares on the first Business Day after the release of Healius' preliminary final report for FY 2026.
- 6.5 Restricted Shares are ordinary shares that are subject to a disposal restriction. Each Non-Executive Director participating in the NED Share Plan elects in advance the period during which the disposal restriction will apply, up to a maximum of 15 years from the date the Share Rights are granted (**Restriction Period**).
- 6.6 During the Restriction Period, the Director is unable to dispose of their Restricted Shares.
- 6.7 Restricted Shares carry the same dividend, voting and other rights as ordinary Shares.
- 6.8 All Share Rights and Restricted Shares held by a Non-Executive Director vest into Shares on the earliest of:
- the end of the Restriction Period;
 - the relevant Non-Executive Director ceasing to hold the office of Director; or
 - in other circumstances determined by the Board.
- 6.9 Only Non-Executive Directors are eligible to participate in the NED Share Plan.

OTHER INFORMATION

6.10 Details of the relevant Directors' current total remuneration packages

NAME	CURRENT TOTAL REMUNERATION PACKAGE PER ANNUM (BOARD AND COMMITTEE FEES) (INC SUPERANNUATION)
Sally Evans	\$185,000
Charlie Taylor	\$170,000
Michael Stanford	\$185,000
John Mattick	\$170,000
Kate McKenzie	\$329,000
Kathy Ostin	\$185,000
Neil Vinson	\$140,000

6.11 The number of securities that have previously been issued to the relevant Directors under the NED Share Plan

NAME OF NON-EXECUTIVE DIRECTOR	PLAN YEAR	TYPE OF SECURITY	NUMBER RECEIVED	ACQUISITION PRICE
Sally Evans	FY 2024	Share Rights	32,900	\$1.5197
	FY 2024	Restricted Shares	32,900	–
	FY 2023	Share Rights	12,075	\$3.3126
	FY 2023	Restricted Shares	12,075 ¹	–
	FY 2022	Share Rights	12,048	\$4.98
	FY 2022	Restricted Shares	12,048 ¹	–
	FY 2021	Share Rights	10,759	\$3.485
	FY 2021	Restricted Shares	10,759 ¹	–
Charlie Taylor	FY 2024	Share Rights	32,900	\$1.5197
	FY 2024	Restricted Shares	32,900	–
	FY 2023	Share Rights	15,093	\$3.3126
	FY 2023	Restricted Shares	15,093 ¹	–
Michael Stanford	Nil			
John Mattick	Nil			
Kate McKenzie	Nil			

1 Restricted Shares issued on vesting of Share Rights.

- 6.12 There is no loan in relation to the proposed award of Share Rights and Shares to the Non-Executive Directors.
- 6.13 The last date by which the Company will issue any securities to which Item 6 applies is 30 October 2028, being three years after the date of this Meeting.

6.14 **Details of Share Rights and Restricted Shares issued**

Details of any securities issued under the NED Share Plan will be published in each Annual Report of the Company relating to the financial year in which the relevant securities were issued, with a statement that approval for the issue of the securities was obtained under ASX Listing Rule 10.14.

6.15 **Additional participants in the NED Share Plan**

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the NED Share Plan after this resolution is approved and who are not named in this Notice of Meeting will not participate in the NED Share Plan unless approval of shareholders is obtained under ASX Listing Rule 10.14 or otherwise if the grant is made under ASX Listing Rule 10.16.

VOTING EXCLUSION STATEMENT ON ITEM 6

- 6.16 The Company will disregard any votes cast on Item 6:
- in favour of the resolution by or on behalf of Sally Evans, John Mattick, Kate McKenzie, Charlie Taylor, Michael Stanford, Kathy Ostin or Neil Vinson or an Associate of those persons; or
 - as a proxy by a person who is a member of the Company's KMP as at the date of the AGM, or their closely related parties, unless the vote is cast:
 - as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
 - by the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, pursuant to an express authorisation to exercise the proxy as she decides even though Item 6 is connected directly or indirectly with the remuneration of the Company's KMP.
 - by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RECOMMENDATION ON ITEM 6

- 6.17 Noting the Board's interest in the resolution, the Board unanimously recommends that you vote in favour of the grant of securities to Non-Executive Directors under the NED Share Plan.

Item 7 Renewal of proportional takeover provisions

- 7.1 The purpose of this item of business is to reinsert, for three years, the proportional takeover approval provisions in Schedule 2 of the Company's Constitution (**PTA provisions**).
- 7.2 Under the Corporations Act, takeover bids for shares in a company can be made either as:
- a full bid, that is, an offer for all shares in the target company (target), whether off-market or on-market; or
 - a proportional bid, that is, an offer to buy only a specified proportion of each of the target's shareholders' holdings.
- Historically, proportional bids have been less common in Australia than full bids.
- 7.3 In contrast to a full bid, a successful proportional bidder can secure control of the target and leave the target's shareholders, including those who accepted the bid, in a minority position. To address this potential disadvantage to the target's shareholders, the Corporations Act permits a company to insert PTA provisions into its constitution.
- 7.4 The effect of PTA provisions is to add an extra step into the bid process when the bid is proportional. Before any proportional bid can proceed, the target's shareholders (excluding the bidder and its associates) must approve the proportional bid via a vote. Key elements of the PTA provisions in the Company's Constitution are:
- If a proportional bid is made for shares in the Company then the Directors of the Company must either convene a meeting of shareholders, or hold a postal ballot, to vote on a resolution to approve the proportional takeover bid, so that the vote is held before the statutory deadline, that is two weeks before the last day of the bid period.

Explanatory Statement (continued)

- b. The bidder and its associates are precluded from voting on the resolution as to whether to approve the proportional bid.
 - c. The proportional bid is approved if more than 50% of the votes cast on the resolution are in favour.
 - d. If the shareholders have voted on the matter by the required deadline and did not pass the resolution, then the proportional bid cannot proceed, and acceptances of the bid must be returned to the target shareholders. If the resolution is approved, the proportional bid can proceed.
 - e. If no resolution is voted on before the statutory deadline, then a resolution to approve the proportional bid will be deemed to have been passed and the proportional bid can proceed.
- 7.5 The Corporations Act requires that PTA provisions must have a sunset clause after at most three years, but that the PTA provisions may be renewed from time to time (for up to three years each time) by special resolution of shareholders.
- 7.6 The Company's Constitution, containing the PTA provisions, was adopted by special resolution of shareholders at a general meeting held on 30 May 2008. The PTA provisions were renewed at the Company's 2010, 2013, 2016, 2019 and 2022 AGMs.
- 7.7 If the special resolution in Item 7 is passed, then the PTA provisions will operate for three years from the date of the meeting, that is, until 30 October 2028. If not passed, the PTA provisions will be inactive until such time as they are reinserted.
- 7.8 Some arguments in favour of reinsertion of the PTA provisions are that:
- the PTA provisions give independent shareholders a vote as to whether a proportional bid should proceed; incentivising a bidder to structure the terms of their proportional bid to be attractive to a majority of independent shareholders.
 - the PTA provisions enable the Directors to ascertain the views of the Company's shareholders on a proportional bid.
- 7.9 Some arguments against reinsertion of the PTA provisions are that:
- the PTA provisions make a proportional takeover more difficult and therefore discourage proportional bids, reducing opportunities for independent shareholders to sell some of their shares at an attractive price.
 - the PTA provisions may reduce an element of proportional takeover speculation from the Company's share price.
 - the PTA provisions impose an additional restriction on shareholders' ability to deal freely with their shares.
- 7.10 Since the Company adopted the PTA provisions in 2008, there have been no proportional takeover bids for the Company so the PTA provisions have never been used. The Directors are not aware of any prospective bid which was discouraged (or encouraged) by the Company's PTA provisions. As at the date of this Notice of Meeting, none of the Directors is aware of a proposal by a person to acquire, or to increase the extent of, a substantial holding in the Company.
- 7.11 Because there are arguments both for and against the reinsertion of the PTA provisions, your Directors have placed this item on the agenda for this Meeting to ensure that shareholders can have their say on whether or not to reinsert the PTA provisions.

RECOMMENDATION ON ITEM 7

Apart from retaining the opportunity to sound out shareholders' views on a proportional bid through a vote, there is no specific advantage or disadvantage for Directors over other shareholders in reinserting the PTA provisions.

Your Directors believe that, on balance, reinsertion of the PTA provisions is in the best interests of shareholders and unanimously recommend that you vote in favour of the special resolution to reinsert the PTA provisions in the Company's Constitution.

Item 8 Conditional Spill Resolution

IMPORTANT NOTE: This Item 8 will only be put to the meeting if at least 25% of the votes validly cast on Item 2 are cast against the adoption of the Remuneration Report. If you do not want a Spill Meeting to take place, you should vote “against” Item 8. If you want a Spill Meeting to take place, you should vote “for” Item 8.

- 8.1 The Corporations Act includes a ‘two-strike’ rule in relation to remuneration reports. If at least 25% of votes are cast against the adoption of the Remuneration Report at two consecutive Annual General Meetings, then a resolution will be put to shareholders at the second Annual General Meeting substantially in the form of Item 8.
- 8.2 At the 2024 AGM more than 25% of the votes validly cast were against the adoption of the 2024 Remuneration Report (the first strike). Accordingly, if at the Meeting at least 25% of votes validly cast are against the adoption of the 2025 Remuneration Report (Item 2), this will constitute a second strike and Item 8, the spill resolution, will be put to the Meeting. The spill resolution will be considered as an ordinary resolution which means that to be passed, it requires the approval of at least 50% of the votes cast by or on behalf of shareholders entitled to vote on the spill resolution.
- 8.3 If the spill resolution is put to the Meeting and passed, then:
 - a. a meeting of the Company’s shareholders will be held within 90 days of this Meeting (**Spill Meeting**);
 - b. all of Company’s directors who were in office when the Board approved the last Directors’ Report (other than Paul Anderson (as the CEO and Managing Director) or any replacement executive director who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected), will vacate their offices immediately before the end of the Spill Meeting; and
 - c. at the Spill Meeting, resolutions will be voted on to elect individuals to the vacated offices.
- 8.4 When voting on Item 8, the Board believes the following considerations are relevant for shareholders:
 - as detailed in this Explanatory Statement in relation to Item 2, in considering the response to the “first strike” at the 2024 AGM, the Board, with the assistance of the People, Culture and Remuneration Committee, have:
 - engaged with and listened to the concerns of shareholders and their advisors;
 - benchmarked the Company’s remuneration structure and have made changes to better align with ASX market practice and shareholder expectations;
 - finalised the outstanding remuneration outcomes for the 2024 financial year; and
 - implemented new processes to support the Board in reviewing performance and determining remuneration outcomes for FY 2025 and on an ongoing basis;
 - full details of the significant range of changes to the remuneration structure, processes and policies are set out in the 2025 Remuneration Report;
 - the current Board has the appropriate skills and experience and remains best placed to receive shareholder feedback, act to address concerns and provide oversight to deliver the desired results for shareholders;
 - the substantial additional expense associated with holding a Spill Meeting; and
 - the disruption to the Company which would be caused by changes to the Board composition.
- 8.5 If all the current Directors who were in office when the Board approved the 2025 Directors’ Report (other than Paul Anderson as the Managing Director or any replacement executive director who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected) cease to be Directors prior to the Spill Meeting, the Spill Meeting need not be held.

VOTING EXCLUSION STATEMENT FOR ITEM 8

- 8.6 The Company will disregard any votes cast on Item 8:
 - a. by or on behalf of a member of the Company’s KMP, details of whose remuneration are included in the Company’s 2025 Remuneration Report or their closely related parties regardless of the capacity in which the vote is cast; and
 - b. as a proxy by a member of the Company’s KMP as at the date of the AGM, or their closely related parties, unless the vote is cast as proxy for a person entitled to vote on Item 8:
 - in accordance with a direction on the proxy form; or
 - by the Chair of the Meeting pursuant to an express authorisation to exercise the proxy as she decides even though Item 8 is connected directly or indirectly with the remuneration of the Company’s KMP.

RECOMMENDATION ON ITEM 8

If Item 8 is put to the meeting, your Directors unanimously recommend that you vote against Item 8.

Annexure A – Proportional Takeover Approval Provisions

Constitution of Healius Limited – Schedule 2

1. Definitions

In the construction of this Schedule, unless the contrary intention appears:

“approving resolution” in relation to a proportional takeover bid, means a resolution to approve the proportional takeover bid passed in accordance with **Clauses 3 and 6** of this Schedule.

“approving resolution deadline”, in relation to a proportional takeover bid, means the day that is 14 days before the last day of the bid period, during which the offers under the proportional takeover bid remain open or a later day allowed by the Australian Securities and Investments Commission.

“proportional takeover bid” means a takeover bid that is made or purports to be made under section 618(1)(b) of the Corporations Act in respect of securities included in a class of securities in the Company.

“relevant class”, in relation to a proportional takeover bid, means the class of securities in the Company in respect of which offers are made under the proportional takeover bid.

2. Transfers not to be registered

Despite anything to the contrary in this Constitution, a transfer giving effect to a contract resulting from the acceptance of an offer made under a proportional takeover bid must not be registered unless an approving resolution to approve the proportional takeover bid either has been passed in accordance with **Clauses 3 and 6** of this Schedule, or is taken to have been passed in accordance with **Clause 8** of this Schedule.

3. Approval resolution to be voted on before the deadline

Where offers have been made under a proportional takeover bid, the Directors:

- a. must determine whether the approving resolution is to be voted on:
 - i. at a meeting of the persons entitled to vote on the approving resolution, such meeting convened and conducted by the Company; or
 - ii. by means of a postal ballot, conducted by the Company in accordance with the procedure set out in **Clause 5** of this Schedule; and
- b. must ensure that the approving resolution is voted on before the approving resolution deadline.

4. Meeting procedures

The provisions of this Constitution relating to meetings of members apply, with such modification as the circumstances require, to a meeting that is convened under **Clause 3(a)(i)** of this Schedule, as if that meeting were a meeting of members of the Company.

5. Postal ballot procedure

The procedure for a postal ballot under **Clause 3(a)(ii)** of this Schedule is as follows:

- a. a notice of postal ballot and ballot paper must be sent to all persons entitled to vote on the approving resolution not less than 14 days before the date specified in the notice for closing of the postal ballot, or such lesser period as the Directors determine the circumstances require;
- b. the non-receipt of a notice of postal ballot or ballot paper by, or the accidental omission to give a notice of postal ballot or ballot paper to, a person entitled to receive them does not invalidate the postal ballot or any approving resolution passed under the postal ballot;
- c. the notice of postal ballot must contain the text of the approving resolution and the time and the date for closing of the ballot and may contain any other information the Directors consider appropriate;
- d. each ballot paper must specify the name of the person entitled to vote;
- e. a postal ballot is only valid if the ballot paper is duly completed and:
 - i. if the person entitled to vote is an individual, signed by the individual or a duly authorised attorney; or
 - ii. if the person entitled to vote is a corporation, executed under seal or as permitted by the Corporations Act or under the hand of a duly authorised officer or duly authorised attorney;
- f. a ballot paper is only valid if the ballot paper and the power of attorney or other authority, if any, under which the ballot paper is signed or a copy of that power or authority certified as a true copy by statutory declaration is or are received by the Company before the time appointed for the closing of the postal ballot (as specified in the notice of postal ballot) at the Registered Office or share registry of the Company or at such other place as is specified for that purpose in the notice of postal ballot; and
- g. a person may revoke a postal ballot vote by notice in writing which to be effective must be received by the Company before the time appointed for closing of the postal ballot.

6. Voting on the approving resolution

In relation to either the meeting convened by the Directors under **Clause 3(a)(i)** of this Schedule or the postal ballot conducted by the Directors under **Clause 3(a)(ii)** of this Schedule:

- a. The bidder under a proportional takeover bid and any associates of the bidder are not entitled to vote on the approving resolution and if they do vote, their votes must not be counted.
- b. Subject to paragraph (a) of this Clause, a person who, as at the end of the day on which the first offer under the proportional takeover bid was made, held securities of the relevant class, is entitled to vote on the approving resolution relating to the proportional takeover bid. Each person who is entitled to vote on the approving resolution is entitled to one vote for each security of the relevant class held by that person at that time.
- c. An approving resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.

7. Notice of result of vote

If an approving resolution to approve the proportional takeover bid is voted on in accordance with **Clauses 3 and 6** of this Schedule before the approving resolution deadline, the Company must, on or before the approving resolution deadline, give ASX (if the Company is listed) and the bidder a written notice stating that an approving resolution to approve the proportional takeover bid has been voted on and whether it was passed or rejected.

8. Approving resolution deemed passed, if no vote by deadline

If an approving resolution has not been voted on in accordance with **Clauses 3 and 6** of this Schedule as at the end of the day before the approving resolution deadline, an approving resolution will be taken to have been passed in accordance with **Clauses 3 and 6** of this Schedule on the approving resolution deadline.

9. Sunset

Clauses 2, 3, 4, 5 and 6 of this Schedule cease to have effect at the end of 3 years beginning:

- a. where those Clauses have not been renewed in accordance with the Corporations Act, on the date that those Clauses were adopted by the Company; or
- b. where those Clauses have been renewed in accordance with the Corporations Act, on the date those Clauses were last renewed.



||| healius

www.healius.com.au

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

HLS

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Healius Limited Annual General Meeting

The Healius Limited Annual General Meeting will be held on Thursday, 30 October 2025 at 11:00am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 11:00am (AEDT) Tuesday, 28 October 2025.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: <https://meetnow.global/MYQUU55>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Smith Room, Wesley Conference Centre, 220 Pitt Street, Sydney NSW 2000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

HLS

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **11:00am (AEDT) Tuesday, 28 October 2025**.

Voting Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

VOTE DIRECTLY

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Voting Form

Please mark ☒ to indicate your directions

Step 1

Indicate How Your Vote Will Be Cast *Select one option only*

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At the Annual General Meeting of Healius Limited to be held at Smith Room, Wesley Conference Centre, 220 Pitt Street, Sydney NSW 2000 or virtually on Thursday, 30 October 2025 at 11:00am (AEDT) and online and at any adjournment or postponement of that meeting, I/We being member/s of Healius Limited direct the following:

A **Vote Directly** ☐ Record my/our votes strictly in accordance with directions in Step 2. **PLEASE NOTE:** A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

OR

B **Appoint a proxy to vote on your behalf** ☐ I/We hereby appoint:
The Chair of the Meeting OR **PLEASE NOTE:** Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).
or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit).

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Items 2, 6 & 8 (except where I/we have indicated a different voting intention in step 2) even though Items 2, 6 & 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.
The Chair of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Item 8 where the Chair of the Meeting intends to vote against.
Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Items 2, 6 & 8 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you have appointed a proxy and you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

	For	Against	Abstain
2 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect John Mattick as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To elect Kathy Ostin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To elect Christopher Hall as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Grant of securities under Non-Executive Director Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Reinsert proportional takeover provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Conditional Spill Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Item 8 where the Chair of the Meeting intends to vote against. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3	/ /
<input type="text"/>	<input type="text"/>	<input type="text"/>	
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date
Update your communication details (Optional)			
Mobile Number	Email Address	By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically	
<input type="text"/>	<input type="text"/>		



HEALIUS LIMITED
ABN 24 064 530 516

All general correspondence to:
Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000
Facsimile +61 3 9473 2500
www.investorcentre.com/contact
www.computershare.com

HLSRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Healius Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Healius Limited