

28 November 2023

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**Despatch of Letter to Ineligible Shareholders**

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

Attached is a letter that will be sent to ineligible shareholders in connection with the Offer.

Shareholders can contact the Retail Entitlement Offer Information Line on 1300 855 080 (within Australia) or +61 3 9415 4000 (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:

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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 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.

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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).

For personal use only



HEALIUS LIMITED
ABN 24 064 530 516

HLS

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Dear Shareholder

Tuesday, 28 November 2023

HEALIUS LIMITED

ACCELERATED NON-RENOUNCEABLE ENTITLEMENT OFFER – NOTIFICATION TO INELIGIBLE RETAIL SHAREHOLDERS

On Monday, 20 November 2023, Healius Limited (ABN 24 064 530 516) (**Healius**) announced that it was conducting a capital raising by way of a fully underwritten¹ pro-rata accelerated non-renounceable entitlement offer to eligible shareholders to subscribe for 1 new fully paid ordinary share (**New Share**) for every 3.65 existing fully paid ordinary shares in Healius (**Shares**) held at 7.00pm (Sydney time) on Thursday, 23 November 2023 (**Record Date**) at a price of A\$1.20 (**Offer Price**) for each New Share to raise approximately A\$187 million (**Offer**).

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

PURPOSE OF THIS LETTER

This is a letter to inform you about the Retail Entitlement Offer (defined below) and to explain why you will not be able to subscribe for New Shares under the Retail Entitlement Offer. This letter is not an offer to issue entitlements or New Shares to you, nor an invitation for you to apply for entitlements or New Shares. **You are not required to do anything in response to this letter but there may be financial implications for you as a result of the Offer that you should be aware of.**

DETAILS OF THE OFFER

The Offer is being made by Healius without a prospectus or other disclosure document in accordance with section 708AA of the Corporations Act 2001 (Cth) (**Corporations Act**) as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73*.

The Offer comprises an institutional entitlement offer (**Institutional Entitlement Offer**) and an offer to Eligible Retail Shareholders (defined below) to invest in New Shares at the same Offer Price as the institutional investors who participated in the Institutional Entitlement Offer (**Retail Entitlement Offer**).

The Institutional Entitlement Offer has already closed and the results were announced to the Australian Securities Exchange (**ASX**) on Wednesday, 22 November 2023. Healius has today lodged a retail offer booklet with ASX, which sets out further details in respect of the Retail Entitlement Offer (**Retail Offer Booklet**).

¹ Refer to "Shortfall" on page 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.

ELIGIBILITY CRITERIA

Healius has determined, pursuant to section 9A(3)(a) of the Corporations Act and Listing Rule 7.7.1(a) of the ASX Listing Rules, that it would be unreasonable to make offers to Healius' shareholders in certain countries or regions in connection with the Retail Entitlement Offer. This decision was made after taking into account the legal and regulatory requirements in certain countries, the relatively small number of Healius shareholders in certain countries, the number and value of New Shares those shareholders of Healius 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.

Accordingly, in compliance with section 9A(3)(b) of the Corporations Act and ASX Listing Rule 7.7.1(b), Healius wishes to inform you that it will not be extending the Retail Entitlement Offer to you and you will not be able to subscribe for New Shares under the Retail Entitlement Offer.

Shareholders who are eligible to participate in the Retail Entitlement Offer (**Eligible Retail Shareholders**) are shareholders of Healius 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 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.

Shareholders who are not Eligible Retail Shareholders are consequently unable to participate in the Retail Entitlement Offer. Healius, in its discretion, may extend the Offer to any shareholder of Healius if it is satisfied that the Offer may be made to that shareholder in compliance with all applicable laws.

NON-RENOUNCEABLE OFFER

As with the Institutional Entitlement Offer, the Retail Entitlement Offer is non-renounceable. This means that the number of New Shares equal to the number that you would otherwise be entitled to subscribe for under the Retail Entitlement Offer will be acquired either by Eligible Retail Shareholders under an oversubscription facility or the underwriter (being Barrenjoey Markets Pty Ltd, the **Underwriter**) and/or the sub-underwriters at the Offer Price subject to the terms and conditions of the underwriting arrangements. As a result, no amount will be payable by you and you will not otherwise receive any payment or value for entitlements in respect of any New Shares that would have been offered to you if you were an Eligible Retail Shareholder. Your proportionate interest in Healius will also be diluted as a result of the Offer.

Further details in respect of the Offer (including details of eligibility) can be found on the announcements platform of ASX (www.asx.com.au).

FURTHER INFORMATION

If you have any questions in relation to any of the above matters, please contact the Healius Offer Information Line on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) from 8.30am to 5.00pm (Sydney time), Monday to Friday during the offer period for the Retail Entitlement Offer (closing on Thursday, 7 December 2023). For other questions, you should consult your stockbroker, solicitor, accountant or other independent professional adviser.

On behalf of Healius, we thank you for your continued support.

Yours sincerely,



Jenny Macdonald
Chair
Healius Limited

IMPORTANT NOTICE AND DISCLAIMER

DETERMINATION OF ELIGIBILITY

Determination of eligibility of investors for the purposes of the institutional or retail components of the Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and 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 each of their respective affiliates and related bodies corporate and each of their respective directors, officers, partners, employees, contractors, consultants, advisers and agents expressly disclaim any duty or liability in respect of that determination and the exercise or otherwise of that discretion.

GENERAL

This letter is not a prospectus or offering document under Australian or New Zealand law or any other law.

This letter is for information purposes only and does not constitute or form part of an offer, invitation, solicitation, advice or recommendation with respect to the issue, purchase or sale of any entitlements or New Shares in Healius.

The provision of this letter is not, and should not be considered as, financial product advice. The information in this document is general information only and does not take into account your individual objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other independent professional adviser.

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 entitlements may not be taken up by, and 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.