

For personal use only



Diagnostics for Life

2024

NOTICE OF ANNUAL GENERAL MEETING

Healius Limited ACN 064 530 516

Annual General Meeting

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

Date Friday, 15 November 2024

Time 11.00am (AEDT)
(Registration will commence at 10.00am)

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

OR

Online
<https://meetnow.global/M7JLZZM>

For personal use only

Items of business

1. Consideration of Reports

To receive and consider the Company's Financial Report, the Directors' Report, and the Auditor's Report, for the year ended 30 June 2024.

2. Adoption of the Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2024 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).

3. To re-elect Kate Mckenzie as a Director

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

"That Kate McKenzie, 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 re-elect Sally Evans as a Director

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

"That Sally Evans, 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."

5. Amendment of Constitution

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

"That the amendments to the constitution of the Company, as described in the explanatory notes to the Notice of Meeting and as set out in the document tabled at the meeting and signed by the Chair of the Meeting for the purposes of identification, be approved with effect from the close of this Meeting."

By order of the Board.



Mary Weaver
Company Secretary
Dated: 15 October 2024

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 **10.00am (AEDT) on Friday, 15 November 2024** at the Wesley Conference Centre, 220 Pitt Street, Sydney.

Attending the Meeting online

Shareholders, their proxies and representatives can watch, ask questions, and vote in the AGM virtually via the online platform by entering the following URL in your browser: <https://meetnow.global/M7JLZZM>

To attend the Meeting online, all attendees must register on the online platform before the commencement of the Meeting. Online registration commences at **10.00am (AEDT) on Friday, 15 November 2024**.

Please refer to the online meeting guide on the Company's website at www.healius.com.au/agm. You will need your **SRN/HIN** to log in as a shareholder.

Your **password** 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. Please refer to the online meeting guide on the Company's website for more details.

A telephone facility will be available for shareholders, their proxies and authorized representatives who prefer to ask questions verbally. To ask questions during the Meeting using the telephone facility, you can phone 1800 490 587 and provide your SRN or the SRN of the shareholder that you are the appointed proxy or authorised representative of, which will enable you to listen to the AGM and ask questions or make comments verbally, but not vote.

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.

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 Wednesday, 13 November 2024**, you will be eligible to attend and vote at the Meeting.

Voting on all resolutions set out in the 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 Wednesday, 13 November 2024**.

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

How to attend and vote (continued)

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 Item 2 is connected directly or indirectly with the remuneration of members of the Key Management Personnel (KMP)).

The Chair of the Meeting intends to vote all undirected proxies in favour of each item of business.

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, by **11:00am (AEDT) on Wednesday, 13 November 2024**.

A Voting Form may be lodged with Computershare Investor Services Pty Ltd:

- **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 as an 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. 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 Company's share registry, Computershare Investor Services Pty Limited, via one of the methods described in the section entitled "Submitting your Voting Form", by **4.00pm (AEDT) on Thursday, 14 November 2024**.

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 Wednesday, 13 November 2024**.

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

How to attend and vote (continued)

Questions in advance of the meeting

Your Directors encourage shareholders to lodge questions prior to the meeting. You can submit your question 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 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 **5.00pm (AEDT) on Friday, 8 November 2024**. 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 Wednesday, 13 November 2024** even if they plan to attend the Meeting (in person or online) to vote.

Shareholders should monitor the Company's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the meeting.

Explanatory statement

Item 1: Consideration of Reports

- 1.1 The Company's 2024 Annual Report (which includes the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2024) will be put before the Meeting.
- 1.2 This item 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 2024 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 Remuneration Report

- 2.1 The Company's Remuneration Report for the financial year ended 30 June 2024 is set out on pages 36 to 46 of the Company's 2024 Annual Report.
- 2.2 The 2024 Remuneration Report:
- (a) explains the Board's objectives and structure of remuneration of Directors and senior executives for the year ended 30 June 2024, 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 Key Management Personnel (**KMP**) (who comprise the Company's Non-executive Directors, the Managing Director & Chief Executive Officer (**CEO**), and other executives of the Company).
- 2.3 The Chair of the Meeting will allow a reasonable opportunity for the shareholders as a whole at the Meeting to ask questions about, or make comments on, the Remuneration Report.
- 2.4 Shareholders will be asked to vote on a resolution to adopt the Remuneration Report at the Meeting. The vote on the resolution will be advisory only and will not bind the Directors, however the Board will take the outcome of the vote and any discussion into consideration when reviewing the remuneration policy for Directors and Senior Executives in the future.

VOTING EXCLUSION STATEMENT FOR ITEM 2

- 2.5 The Company will disregard any votes cast on Item 2:
- (a) by or on behalf of a member of the Company's key management personnel (**KMP**), details of whose remuneration are included in the Company's 2024 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 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 KMP.

RECOMMENDATION ON ITEM 2

- 2.6 Your Directors unanimously recommend that you vote in favour of adopting the 2024 Remuneration Report.

Explanatory statement (continued)

Item 3: Re-election of Kate McKenzie as a Director

3.1 Ms McKenzie was appointed as a Non-executive Director in February 2021 and appointed as Chair of the Healius Board in November 2023. She was Chair of the Risk Committee until 1 September 2024, and is a member of the People & Governance Committee. In accordance with clause 13.6 of the Company's Constitution, Ms McKenzie retires by rotation at this Meeting and offers herself for re-election.

- (a) **Background and experience:** Ms McKenzie has significant corporate governance experience. Prior to embarking on her corporate governance career, Kate was CEO of Chorus, a publicly listed telco in NZ and prior to that spent 12 years as a senior executive of Telstra where her final role was as COO, with a team of 30k staff and an operating budget of \$7b. She also had an extensive career in the public sector where she was CEO of the NSW Department of Commerce, CEO of WorkCover and was involved in a range of micro economic reform initiatives. Previously, she was on the boards of AMP, Allianz, Foxtel, Sydney Water, Reach, CSL and WorkCover.
- (b) Ms McKenzie is a member of the board of Stockland Limited and the Chair of nbnco.
- (c) Ms McKenzie holds a Bachelor of Arts and Bachelor of Law and is a member of the Australian Institute of Company Directors.
- (d) The Board considers that Ms McKenzie is an independent Director.

RECOMMENDATION ON ITEM 3

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

Item 4: Re-election of Sally Evans as a Director

4.1 Ms Evans was appointed as a Non-executive Director in August 2018. She is Chair of the People & Governance Committee and a member of the Risk Management Committee. In accordance with clause 13.6 of the Company's Constitution, Ms Evans retires by rotation at this Meeting and offers herself for re-election.

- (a) **Background and experience:** Ms Evans was appointed as a Non-executive Director in August 2018. She is Chair of the People & Governance Committee and a member of the Risk Management Committee. Ms Evans has over 30 years' experience in private, government and social enterprise sectors and has worked in Australia, New Zealand, the United Kingdom and Hong Kong with responsibilities across the broader Asia Pacific region.
- (b) Ms Evans is a member of the board of Allianz Australia Life Holdings, Oceania Healthcare Limited (NZ) and Ingenia Communities Limited.
- (c) Ms Evans is a Fellow of the Australian Institute of Company Directors, Graduate of the Australian Institute of Superannuation Trustees, and holds a Bachelor of Applied Science from the University of Otago.
- (d) The Board considers that Ms Evans is an independent Director.

RECOMMENDATION ON ITEM 4

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

Item 5: Amendments to the Company's Constitution

5.1 The Company has undertaken a review of the Company's Constitution and proposes a number of amendments to comply with regulatory changes, align with developments in corporate and commercial practice for ASX listed entities, and achieve efficient and flexible administration of the Company's affairs.

A copy of the Constitution, marking up the proposed amendments, is available on the Company's website at https://www.healius.com.au/invest-in-us/agm/constitution_amendments

Explanatory statement (continued)

The key amendments proposed to be made to the Constitution are outlined below.

Proposed amendment	Commentary
Director retirement (clauses 13.4–13.7; 15.3)	<p>The Constitution currently provides that at the conclusion of each annual general meeting, one-third of the eligible Directors must retire.</p> <p>The proposed amendments to the Constitution will change this rule to bring the Constitution in line with the ASX Listing Rules, which require an election of directors each year and that a director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or three years, whichever is longer. In accordance with the ASX Listing Rules, the managing director will not need to stand for election by shareholders. The amendments also clarify that the requirement for an election of directors can be satisfied by one or more of the following:</p> <ul style="list-style-type: none">• a person standing for election as a new Director;• a "casual appointee" (i.e. a director elected to fill a casual vacancy or as an addition to the directors) standing for election;• a Director retiring due to the tenure requirements described above, standing for re-election; or• failing the above, any Director who wishes to retire standing for re-election (or otherwise, the director who has served the longest without re-election, standing for re-election).
Period for Director nomination (clause 13.13)	<p>The Constitution currently provides that nominations must be made 35 business days before the date of the general meeting, or 30 business days in the case of a member requisitioned meeting.</p> <p>The Company proposes to bring forward the nomination deadline to least 45 business days (but no more than 90 business days) before the date of the meeting, in order to better align with market practice. This will also provide the Company with adequate time to take the steps required if a nomination is received for the meeting (for example, conducting appropriate background checks and obtaining biographical information to provide to shareholders), and to print and distribute the relevant meeting materials within the requisite notice periods.</p>
Determination of dividends (clause 27.1)	<p>The Constitution currently provides that the Directors may determine that a dividend is payable, fix the amount and time for payment and authorise the payment or crediting by the Company to, or at the direction of, each member entitled to that dividend.</p> <p>The Company proposes to amend the existing provision to make it clear that the Directors may rescind or alter any such determination before payment is made (consistent with the position under section 254V of the Corporations Act).</p>

Explanatory statement (continued)

Proposed amendment	Commentary
Dividends – payment method (clause 27.8)	<p>The Constitution currently provides that a dividend may, if a member elects under a plan or arrangement offered at the time by the Company, be credited directly to a bank account. Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque to the registered address of the holder.</p> <p>The Company proposes to insert new provisions which:</p> <ul style="list-style-type: none">• make it clear that dividends, interest and other monies payable on shares may be made by any payment method determined by the Directors (including direct credit); and• provide that where Directors determine that payments will be made by direct credit or electronic transfer, where a member has failed to nominate a bank account (or the transfer is rejected or refunded by the bank), the Company may credit the amount payable to an account of the Company, until such time that the member nominates a valid account (or the amount is required to be dealt with in accordance with unclaimed moneys laws). Amounts so credited will be treated as having been paid. <p>These amendments will provide flexibility for the Company in the administration of dividend payments going forward.</p>
Small holdings – proceeds of sale (Schedule 3 – clause 10)	<p>The Constitution contains customary provisions facilitating the divestment of small holdings (which are less than a “marketable” parcel of shares) consistent with ASX Listing Rule 15.13, but provides that the proceeds of divestment must be paid by cheque.</p> <p>Consistent with the modernisation changes described above, it is proposed that these provisions be updated to allow payment by any method determined by the Directors for payment of dividends and interest (including direct credit).</p>
Unclaimed dividends (clause 27.10)	<p>The Constitution currently provides that unclaimed dividends may be realised, or invested for the benefit of the Company until claimed or until required to be dealt with under unclaimed monies laws. The Company proposes to expand the existing provision so that it applies to other distributions (such as capital distributions), to provide greater flexibility in administering the Company’s capital management initiatives.</p>
Voting on a show of hands/poll (clause 12.9)	<p>The Constitution currently provides that the chair of a meeting of members may determine that any question to be submitted to the meeting be determined by a poll without first submitting the question to the meeting to be decided by the voices or a show of hands. Unless the chair makes such a determination, each question put to a vote must be determined by the voices or a show of hands unless a poll is properly demanded.</p> <p>However, the recent insertion of section 250JA into the Corporations Act mandates that listed companies must conduct polls (and not a show of hands) if the notice of meeting sets out an intention to propose a resolution (and states the resolution), the Company has given notice of a members’ resolution under section 269O of the Corporations Act, or a poll is demanded. While this section operates irrespective of anything to the contrary in the Constitution, the Company proposes to amend the Constitution to ensure consistency with section 250JA of the Corporations Act.</p>

Explanatory statement (continued)

Proposed amendment	Commentary
Director's Circulating resolutions (clauses 18.1–18.2)	<p>The Constitution currently provides that circulating resolutions must be signed by a majority of "eligible Directors". Eligible Directors comprise all Directors excluding alternates, those who would not be entitled to vote on the resolution, and those Directors then outside Australia.</p> <p>In order to bring these provisions in line with modern corporate practice, is proposed that these provisions be amended by:</p> <ul style="list-style-type: none"> stating that Directors may pass circulating resolutions if a majority of all Directors entitled to vote have signed or otherwise consented to the resolution; replacing the concept of "eligible Directors" (and the automatic exclusion of Directors "outside Australia") with a clause which provides that a Director may be excluded from the above requirement if: <ul style="list-style-type: none"> the Director is on a leave of absence approved by the Board; the Director has notified the chair or secretary that they may be uncontactable for a certain period; or the Director is incapacitated due to ill health or other unforeseen circumstances; and providing that a Director may, as an alternative to signing, consent to a resolution by giving the company a written notice (including by electronic means) addressed to the secretary or chair that: <ul style="list-style-type: none"> signifies the director's assent to the resolution; sets out the terms of the resolution or identifies those terms; and if the director has notified the company in writing of a specified means by which their consent must be authenticated, that authenticates the Director's consent by those specified means.
Restricted Securities (clause 32)	<p>As a consequence of amendments to ASX Listing Rule 15.12 which were introduced in December 2019, entities with restricted securities on issue must include provisions which impose restrictions on holders of restricted securities, including that:</p> <ul style="list-style-type: none"> if restricted securities are in the same class as quoted securities, the holder will be taken to have agreed that they are to be kept on the Company's issuer sponsored sub-register and are to have a holding lock applied for the escrow period; and a holder of restricted securities will not be entitled to participate in any return of capital on those securities during the escrow period except as permitted by the ASX Listing Rules. <p>Although the Company does not currently have any restricted securities on issue, the Company proposes to amend the Constitution to align with the requirements in ASX Listing Rule 15.12.</p>
Consequential and other amendments (various clauses)	<p>A number of additional minor changes are proposed to be made to the Constitution, including various consequential amendments to give effect to the changes summarised above, and to reflect current law and modern practice. These include:</p> <ul style="list-style-type: none"> removing historic or obsolete provisions (for example, relating to the appointment of the initial Directors of the Company, or repealed sections of the Corporations Act); removing "fax" as a method lodging proxies, corporate representative appointments and serving notices; updating definitions to refer to current entity names (e.g. ASX Settlement Pty Ltd); clarifying the identity of persons "present" at a general or director's meeting, including where a virtual meeting is held; and enhancing the general interpretation provisions to include customary definitions of "person", "law", "in cash" and "in writing".

RECOMMENDATION ON ITEM 5

5.2 Your Directors unanimously recommend that you vote in favour of the amendments to the Constitution.

For personal use only



 **healius**

www.healius.com.au

ONLINE MEETING GUIDE

GETTING STARTED

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://meetnow.global/au> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Australian Residents

SRN or HIN and postcode of your registered address.

Overseas Residents

SRN or HIN and country of your registered address.

Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

PARTICIPATING AT THE MEETING

To participate in the online meeting, visit <https://meetnow.global/au>. Then enter the company name in the 'Filter' field. Select and click on the displayed meeting.

To register as a shareholder

Select 'Shareholder', enter your SRN or HIN and select your country. If Australia, also enter your post code.

OR To register as a proxyholder

To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.

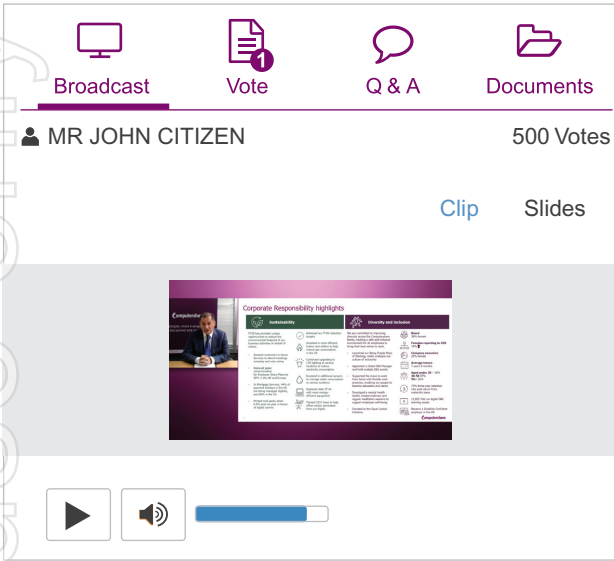
OR To register as a guest

Select 'Guest' and enter your details.



Broadcast

The webcast will appear automatically once the meeting has started. If the webcast does not start automatically press the play button and ensure the audio on your computer or device is turned on.

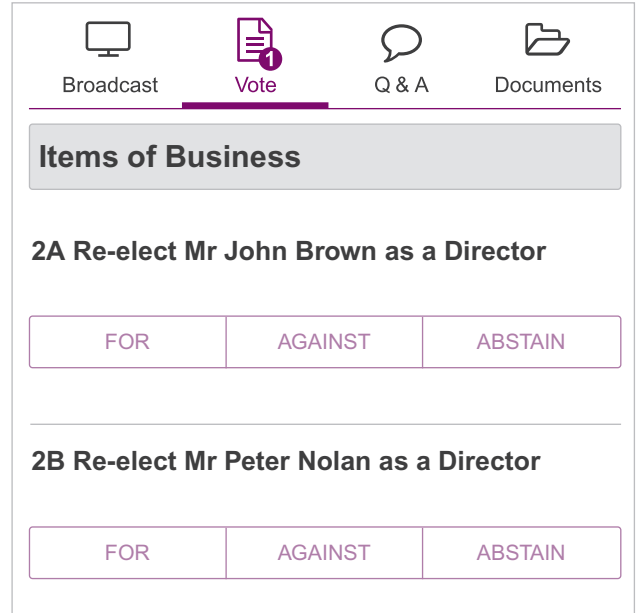


Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

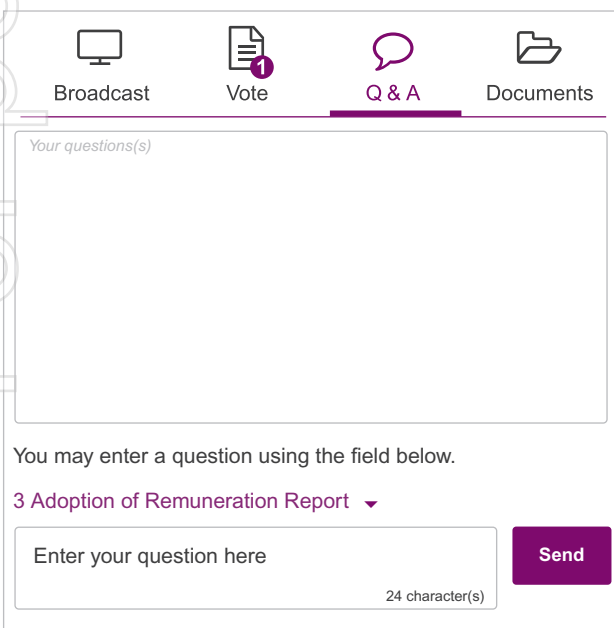
To change your vote, select 'Click here to change your vote' and press a different option to override.



Q & A

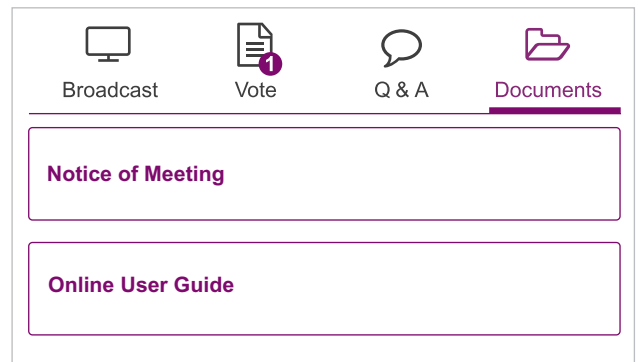
To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

To ask a verbal question, follow the instructions on the virtual meeting platform.



Documents

To view meeting documents select the 'Documents' icon and choose the document you wish to view.



FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024.

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) Wednesday, 15 November 2024.**

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: I9999999999
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*

XX

At the Annual General Meeting of Healius Limited to be held at Lyceum Room, Wesley Conference Centre, 220 Pitt Street, Sydney NSW 2000 or virtually on Friday, 15 November 2024 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 Chairman of the Meeting** OR **PLEASE NOTE:** Leave this box blank if you have selected the Chairman 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 Chairman 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).

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention in step 2) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 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 Re-election of Kate McKenzie as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Sally Evans as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Amendments to the Company's Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman 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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

HLS

999999A



Computershare

