

## ASX ANNOUNCEMENT



Vita Group Limited  
ACN 113 178 519  
77 Hudson Road  
Albion Qld 4010

5 June 2023

Market Announcements Office  
Australian Securities Exchange  
4<sup>th</sup> Floor, 20 Bridge Street  
SYDNEY NSW 2000

### ELECTRONIC LODGEMENT

Dear Sir or Madam

#### **Vita Group Limited (ASX:VTG) – Market Announcement**

In accordance with ASX Listing Rule 3.13.3, please find enclosed for immediate release to the market a presentation and a copy of the address (excluding procedural content) to be given by the Chair of Vita Group Limited, Mr Paul Mirabelle, to the attendees of the Scheme Meeting to be conducted at 11am (Sydney time) today as a hybrid meeting at two parts simultaneously with the physical venue of the meeting at MinterEllison, Level 22, Waterfront Place, 1 Eagle Street, Brisbane 4000 and the online platform at <https://meetnow.global/MPHRM49> which allows for remote participation.

This announcement has been authorised for lodgement by Vita Group's Board of Directors.

For enquiries relating to this announcement, please contact:

#### **Further enquiries:**

Andrew Ryan  
Chief Financial Officer  
Mob: 0417 644 756

George Southgate  
Chief Legal and Risk Officer / Company Secretary  
Mob: 0412 514 030

Yours sincerely

A handwritten signature in black ink, appearing to read "George Southgate", written over a horizontal line.

**George Southgate**  
Chief Legal and Risk Officer / Company Secretary  
Vita Group Limited

**5 June 2023**  
**CHAIRMAN'S ADDRESS – SCHEME MEETING**

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**INTRODUCTION**

[Slide 2: Scheme Meeting image slide]

Good morning ladies and gentlemen and welcome to today's important meeting of Vita shareholders in relation to the proposed scheme of arrangement that you as shareholder will be voting on today.

My name is Paul Mirabelle. I am the Chairman and an Independent Non-Executive Director of Vita Group Limited.

May I first acknowledge the Turrbal, Jagera, and Yuggera people on whose Country we gather today, and pay our respects to Elders past, present and emerging. We acknowledge and respect their continuing culture and the contribution they make to the life of this city and this region.

Under the scheme of arrangement, Practice Management Pty Ltd will acquire 100% of the Vita shares. I will be chairing today's meeting.

With me today are the other directors of Vita Group, namely Maxine Horne, Gordon Towell and Peter Connors (Managing Director and Chief Executive Officer). Also present are Andrew Ryan (Chief Financial Officer) and George Southgate, Company Secretary and Chief Legal and Risk Officer of Vita Group.

Representatives of Vita Group's share registry, Computershare Investor Services, are also present to assist in the poll process for today's meeting. For the purpose of today's meeting, I appoint Jessie Yerma to act as Returning Officer. Ms Yerma has agreed to act in this capacity.

Also in attendance are representatives from MinterEllison, the legal advisers to Vita Group.

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**SCHEME MEETING**

**CHAIRMAN'S ADDRESS**

It is now slightly past 11.00am, being the scheduled commencement time for the Scheme Meeting.

A quorum is present and therefore I declare today's meeting to be open. Can I ask you please to turn off all mobile phones, electronic equipment and recording devices.

As you know, today's meeting is being held as a hybrid meeting so that shareholders can participate by attending the physical venue or by the online platform.

This meeting has been convened in accordance with orders made by the Federal Court of Australia on 28 April 2023 as well as Vita Group's Constitution. The purpose of this meeting is for Vita shareholders to consider, and if thought fit, approve a scheme of arrangement between Vita Group and the holders of its ordinary shares. If the

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proposed Scheme proceeds, Practice Management will acquire 100% of Vita Group, and Vita shareholders will receive the Scheme Consideration that I will outline shortly. The Scheme is subject to certain conditions, which I will also outline shortly, being satisfied or waived.

I refer to the Notice of Scheme Meeting contained in Appendix 4 to the Scheme Booklet that sets out the resolution proposed for this meeting. As the Scheme Booklet was released on ASX on 2 May 2023 and subsequently made available to shareholders, I will take the Notice of Scheme Meeting as read.

The Scheme Booklet, which you will have had the opportunity to review, explains the reasons for Vita shareholders to vote in favour of the Scheme and potential reasons for them to vote against the Scheme. The Scheme Booklet also contains an Independent Expert's Report from BDO Corporate Finance Ltd.

I will now go through a few administrative matters before turning to the substantive part of this meeting.

### **[Slide 3: Question Process – online and in person]**

If you have joined this meeting via the online platform and did not submit a question prior to the meeting, but would like to ask a question online, eligible shareholders and proxy holders can do so now through the following process:

1. Select the Q&A Icon.
2. Select the topic your question relates to.
3. Type your question into the chat box at the bottom of the screen and press 'Send' once you are ready to submit the questions.

Please note that while you can submit written questions from now on, I will not address them until the relevant time in the meeting during which I will also address any verbal questions. Please also note that your questions may be moderated or if we receive multiple questions on one topic, amalgamated together.

If at any stage you have difficulties with the online platform, there is a helpline number displayed at the top of the page which you can call. That number is +613 9415 4024.

## **HOW TO VOTE**

### **[Slide 4: how to vote slide]**

I will now go through the procedures for voting on this poll.

For Vita shareholders attending online, a 'Vote' icon will appear. Selecting this icon will bring up the Scheme Resolution and present you with voting options. To cast your vote simply select one of the options. There is no need to hit a submit or enter button as the vote is automatically recorded.

You do however have the ability to change your vote, by clicking on a different voting option, up until the time I declare voting closed.

For those present in the room, you will have already received a blue voting admission card. If anyone believes they are entitled to vote on the poll in any capacity and does not have a blue voting card, please see the registration desk.

If you have been provided with a green non-voting admission card or you are a visitor with a white admission card, you are not eligible to vote.

If you are a proxy and you have been instructed to vote in favour of the Scheme Resolution and you vote, you must direct your votes in favour of the Scheme Resolution by submitting your vote accordingly.

If you are a proxy and you have been instructed to vote against the Scheme Resolution and you vote, you must direct your votes against the Scheme Resolution by submitting your vote accordingly.

In each case, if you are a proxy, you may choose not to vote. However in this case, I as Chair will be taken to have been appointed as your proxy and must vote as directed.

If you are a proxy and you have not been instructed to vote in a particular manner in respect of the Scheme Resolution, you may vote in favour of or against or abstain from voting on the Scheme Resolution as you see fit by submitting your vote.

**I now declare voting open on the Scheme Resolution.**

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### SCHEME

**[Slide 5: Scheme Meeting image slide]**

I would now like to say a few words about the proposed Scheme.

#### **Scheme Consideration and Permitted Dividend**

If the Scheme proceeds, each holder of Vita Shares as at the Scheme Record Date (currently proposed to be 7.00pm on Wednesday, 14 June 2023) will transfer all of their Vita Shares to Practice Management on the Implementation Date (currently proposed to be Wednesday, 21 June 2023), in exchange for a cash payment of \$0.06255 for each Vita Share they hold on the Scheme Record Date.

In addition, as announced on the ASX on 26 May 2023, Vita has also declared a permitted dividend of \$0.06425 per Vita share, subject to the Scheme becoming effective no later than 30 June 2023. This means that each holder of Vita Shares will also receive a permitted dividend of \$0.06425 for each Vita Share they hold as at the Permitted Dividend Record Date (currently proposed to be 7.00pm on Wednesday, 14

June 2023). This equates to an aggregate cash amount of \$0.12680 for each Vita Share. In addition, those Vita Shareholders who are able to realise the full benefit of franking credits attached to the Permitted Dividend may be entitled to an Australian tax offset of approximately \$0.02754 of additional value per Vita Share.

**CURRENT STATUS**

Your Directors continue to believe that the reasons set out in the Scheme Booklet to vote in favour of the Scheme outweigh the potential reasons to vote against the Scheme. Accordingly, we maintain our previously stated recommendation that Vita Group shareholders should vote in favour of the Scheme in the absence of a superior proposal. I confirm that no superior proposal has been received.

**STATUS OF CONDITIONS**

As stated in the Scheme Booklet, in addition to the approval of the resolution to be considered at today's meeting, the Scheme is conditional on various operational and procedural conditions, usual for a transaction of this nature, which are described in detail in the Scheme Booklet. We are not aware of any reason why they will not be either satisfied or waived at least 2 hours before the start of the Second Court Hearing, which is scheduled for 9.15am on Thursday, 8 June 2023.

Subject to:

1. your approval of the Scheme at this meeting;
  2. the operational and procedural conditions noted above being either satisfied or waived at least 2 hours before the start of the Second Court hearing; and
  3. the Federal Court of Australia approving the Scheme at that hearing,
- the Scheme will become legally effective and will bind all Vita Shareholders holding Vita Shares at 7.00pm (Sydney time) on Wednesday, 14 June 2023 (being the Record Date for the Scheme).



*5 JUNE 2023*



# Vita Group Board



**PAUL MIRABELLE**  
Chairman



**MAXINE HORNE**  
Non-Executive Director




**GORDON TOWELL**  
Non-Executive Director





**PETER CONNORS**  
Chief Executive Officer


# How to ask a question

- To ask a written question select the Q & A icon
- Select the topic your question relates to from the drop-down list
- Type your question in the text box and **press** the send button
- To ask a verbal question follow the instructions below the broadcast window.

  
Broadcast

  
Vote

  
Q & A

  
Documents

Your question(s)

You may enter a question using the field below.

Select Topic ▼

Questions are limited to 2000 characters.


0 character(s)


Send





# How to vote

- When the poll is open, select the vote icon at the top of the screen
- To vote, select either For, Against or Abstain
- You will see a vote confirmation
- To change or cancel your vote “click here to change your vote” at any time until the poll is closed

Broadcast

Vote

Q & A

Documents

Items of Business


2A Re-elect Mr Sam Sample as a Director

FOR

AGAINST

ABSTAIN

2B Re-elect Ms Jane Citizen as a Director



We have received your vote **For**  
[Click here to change your vote.](#)

# Details of the proposed Scheme

- If the Scheme proceeds:
  - Practice Management will acquire 100% of Vita Group
  - Vita shareholders will receive:
    - ✓ \$0.06255 per Vita share (Scheme Consideration), and
    - ✓ \$0.06425 per Vita share fully franked (Permitted Dividend)
  - Aggregate cash amount equates to \$0.12680 before the benefit of franking credits.

# RESOLUTION

## Implementation of the Scheme

- ▶ *When the poll is open, the vote will be accessible by selecting the voting icon at the top of the screen*
- ▶ *To vote, simply select the direction in which you would like to cast your vote, the selected option will change colour*
- ▶ *There is no submit or send button, your selection is automatically recorded*

***“That under and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the members agree to the arrangement proposed between Vita and the holders of its fully paid ordinary shares, designated the Scheme, as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting (with or without any alterations or conditions agreed or any alterations or conditions required by the Court) and the Board of Directors of Vita is authorised to implement the Scheme with any such alterations or conditions.”***

# TABLE OF PROXY VOTES

	Number of Votes Cast	% of Votes Cast	Number of Shareholders	% of Shareholders
FOR	90,210,755	97.34	240	75.47
AGAINST	1,411,284	1.52	41	12.89
OPEN	1,056,279	1.14	37	11.64
TOTAL	92,678,318	100	318	100
ABSTAIN	54,965		7	
Requisite majorities for resolution to pass	At least 75%		More than 50%	

# QUESTIONS?

# CLOSURE





## DISCLAIMER

This presentation is authorised by the Board of Vita Group Limited (Company or Vita) . The material in this presentation is current as at the date of preparation, 5 June 2023. Further details are provided in the Scheme Booklet released to the market on 2 May 2023.

No representation, express or implied, is made as to the fairness, accuracy, completeness or correctness of information contained in this presentation, including the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns or statements in relation to future matters contained in the presentation (“forward-looking statements”). Such forward-looking statements are by their nature subject to significant uncertainties and contingencies and are based on a number of estimates and assumptions that are subject to change (and in many cases are outside the control of Vita and its Directors) which may cause the actual results or performance of Vita to be materially different from any future results or performance expressed or implied by such forward-looking statements. Undue reliance should not be placed on forward-looking statements and except as required by law or regulation, Vita assumes no obligation to update these forward-looking statements. To the maximum extent permitted by law, Vita and its related corporations, Directors, officers, employees and agents disclaim any obligations or undertaking to release any updates or revisions to the information in this presentation to reflect any change in expectation or assumptions and disclaim all responsibility and liability for these forward-looking statements (including without limitation, liability for fault or negligence).

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