



Australian Clinical Labs Limited

ABN 94 645 711 128

Registered Office:

1868-1892 Dandenong Road

Clayton VIC 3168

Australia

clinicallabs.com.au

Friday, 22 December 2023

Takeover Offer for Healius Limited – notice of withdrawal of Offer

Australian Clinical Labs Limited (**ACL**) refers to its off-market takeover offer for all of the fully paid ordinary shares on issue in Healius Limited (**Healius**), the terms and conditions of which are set out in ACL's replacement bidder's statement dated 14 April 2023 (**Bidder's Statement**)¹ (the **Offer**).²

ACL refers to its announcement to the ASX on Friday, 15 December 2023, in which it advised that it intended to apply to ASIC for consent to the withdrawal of the Offer under section 652B of the Corporations Act.

ACL advises that it has obtained consent from ASIC under section 652B of the Corporations Act to withdraw unaccepted offers made under the Offer.

Attached is a formal notice under which ACL withdraws the Offer, effective as at 5:00pm (Sydney time) on Friday, 22 December 2023.

– ENDS –

This announcement was authorised for release to the ASX by the ACL Board.

For further information regarding this announcement, please contact:

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About Australian Clinical Labs

ACL is a leading Australian private provider of pathology services. Our NATA accredited laboratories perform a diverse range of pathology tests each year for a range of clients including doctors, specialists, patients, hospitals and corporate clients. ACL is one of the largest private hospital pathology businesses nationally. ACL is focused on its mission of combining talented people, and medical and scientific leadership, with innovative thinking and technologies to empower decision making that saves and improves patients' lives.

¹ As supplemented by ACL's second supplementary bidder's statement dated 22 May 2023, ACL's third supplementary bidder's statement dated 9 October 2023 and ACL's fourth supplementary bidder's statement dated 9 November 2023, and as varied by ACL's notice of variation of the Offer dated 20 July 2023 and ACL's notice of variation of the Offer dated 1 November 2023.

² Capitalised terms used in this announcement have the same meanings given to them in the Bidder's Statement, unless the context requires otherwise.

Notice of withdrawal of takeover bid

Off-market takeover bid by Australian Clinical Labs Limited (ACN 645 711 128) for Healius Limited (ACN 064 530 516)

To: The Australian Securities and Investments Commission (**ASIC**)

The Australian Securities Exchange (**ASX**)

Healius Limited (ACN 064 530 516) (**Healius**)

Each person to whom the Offer has been made under the Bidder's Statement (as defined below)

Australian Clinical Labs Limited (ACN 645 711 128) (**ACL**) gives this notice in relation to its off-market takeover bid for all of the ordinary shares in Healius, the terms and conditions of which are set out in ACL's replacement bidder's statement dated 14 April 2023 (**Bidder's Statement**) (as supplemented by ACL's second supplementary bidder's statement dated 22 May 2023, ACL's third supplementary bidder's statement dated 9 October 2023 and ACL's fourth supplementary bidder's statement dated 9 November 2023, and as varied by ACL's notices of variation under section 650D(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) dated 20 July 2023 and 1 November 2023) (the **Offer**).

Capitalised terms used in this notice have the same meanings given in the Bidder's Statement, unless the context requires otherwise.

ACL advises that it has obtained the consent of ASIC to withdraw unaccepted offers made under the Offer pursuant to section 652B of the Corporations Act. ASIC's consent is conditional on ACL preparing this notice and giving it to Healius, ASIC and ASX by no later than 10:00am (Sydney time) on Friday, 22 December 2023 and sending a copy of this notice to each person specified in section 650D(1)(c)(ii) of the Corporations Act (as inserted by ASIC Corporations (Takeover Bids) Instrument 2023/683) by no later than 5:00pm (Sydney time) on Wednesday, 3 January 2024.

Accordingly, ACL hereby gives notice under section 652B of the Corporations Act that it withdraws all unaccepted offers made under the Offer effective as at 5:00pm (Sydney time) on Friday, 22 December 2023 (**Withdrawal Time**). The effect of the withdrawal of all unaccepted offers made under the Offer is that:

- with effect from the Withdrawal Time, unaccepted offers made under the Offer will no longer be capable of acceptance by Healius Shareholders;
- the close of the Offer Period is brought forward to the Withdrawal Time, which causes the Offer to close with Conditions that have not been fulfilled (and the Offer has not been freed from those Conditions) and, therefore, all acceptances of the Offer (that have not already been withdrawn) are void with effect from the Withdrawal Time; and
- no acceptances of the Offer will be processed by ACL and no Offer Consideration will be paid or provided to any Healius Shareholders in connection with the Offer.

A copy of this notice was lodged with ASIC on Friday, 22 December 2023. Neither ASIC nor any of its officers takes any responsibility for the contents of this notice.

Date: 22 December 2023

Signed for and on behalf of **Australian Clinical Labs Limited** pursuant to a unanimous resolution of the ACL Directors.



Michael Aischer

Chair and Non-executive Director
Australian Clinical Labs Limited