



ATOS  
WELLNESS

ACN 100 531 191

ASX Release

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The Company Announcements Office  
ASX Ltd  
*via electronic lodgement*

## **UPDATE ON AHE/MEGA HEALTH TRANSACTION AND EXECUTION OF HEADS OF AGREEMENT WITH FITGENES PTY LTD**

The Directors of Atos Wellness Ltd (ASX: ATW) ("Company") provide the following update on the status of the transaction with Australian Healthcare Enterprises Pty Ltd ("AHE") and Mega Health Pty Ltd ("Mega Health") to acquire 100% ownership of AHE and the complete business assets of the going concern South Australian Health Distributors. This transaction was announced to the market on 16 August 2011 and was subject to a number of conditions precedent.

Since that date work proceeded diligently towards satisfaction of the conditions precedent. However, all parties involved have now reached agreement in principle for an amicable termination of the agreements between the Company and each of AHE and Mega Health. The preparation of final documentation to implement the terminations is in train.

The Directors are also pleased to announce that the Company has signed a Heads of Agreement with Fitgenes Pty Ltd, ("FG") to acquire 100% ownership of FG.

The Agreement provides for the Company to acquire 100% of the issued capital of FG for a consideration being the issue of 344,300,940 fully paid shares in ATW to the existing shareholders in FG on the basis of 30 new shares in ATW for each 1 share currently held in FG.

The Agreement is subject to due diligence and the approval of ATW's shareholders and regulatory authorities.

The Notice of General Meeting and Explanatory Statement, together with an Independent Expert's Report, will contain full information on the transaction to enable shareholders to make an informed decision.

The general meeting of shareholders is scheduled to be held by the end of January 2012.

Subject to the approval of shareholders, the Company proposes to undertake a capital raising to fund the expansion of the business. Details of the proposed capital raising will also be set out in the Notice of General Meeting and Explanatory Statement.

Fitgenes is an Australian company dedicated to integrating leading edge genetic profiling with systems, methodologies and 'Nutrigenomic' interventions to ethically deliver programs focused on measurable improvements in health and well-being. Over the past two years, FG has commenced the commercialisation process and has delivered its programs with very positive and measurable results to many satisfied private and professional individuals. These programs and underlying intellectual property are based on over 15 years of research and development by the founders. 'Nutrigenomics' is the science of how our nutrition, exercise and lifestyle choices interact with our genes and hence influence how our bodies function.

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