

HEARUSA INC
Form DEF 14A
April 25, 2003

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the registrant
Filed by a party other than the registrant
Check the appropriate box:

- Preliminary proxy statement Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))
- Definitive proxy statement
- Definitive additional materials
- Soliciting material under Rule 14a-12

HearUSA, Inc.

(Name of Registrant as Specified In Its Charter)

Payment of filing fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
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HearUSA, Inc.

1250 Northpoint Parkway
West Palm Beach, Florida 33407

**NOTICE OF
ANNUAL MEETING OF STOCKHOLDERS**

To be held on May 30, 2003

NOTICE IS HEREBY GIVEN that the 2003 Annual Meeting of Stockholders of HearUSA, Inc., a Delaware corporation (the Company), will be held at The Crowne Plaza, 1601 Belvedere Road, West Palm Beach, FL 33406, on May 30, 2003 at 2:00 p.m., local time, to consider and act upon:

1. The election of seven directors of the Company, each to hold office until the next Annual Meeting of Stockholders and thereafter until his successor is duly elected and qualified, or as otherwise provided by law; and
2. The transaction of such other business as may properly come before the meeting.

The close of business on April 23, 2003 has been fixed as the record date for the determination of stockholders who are entitled to notice of, and to vote at, the meeting or any adjournments thereof. The voting rights of the stockholders are described in the accompanying proxy statement.

By order of the Board of Directors,

Barbara A. Bachman
Secretary/ VP Accounting

April 23, 2003

PLEASE SPECIFY YOUR CHOICES, SIGN, DATE AND RETURN YOUR PROXY PROMPTLY IN THE ENCLOSED POSTAGE-PAID ENVELOPE WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING SO THAT YOUR SHARES WILL BE REPRESENTED AT THE MEETING. YOU MAY ALSO VOTE YOUR SHARES BY TELEPHONE OR THE INTERNET. INSTRUCTIONS FOR USING THESE SERVICES ARE SET FORTH ON THE ENCLOSED PROXY CARD.

HearUSA, Inc.

1250 Northpoint Parkway
West Palm Beach, Florida 33407

PROXY STATEMENT

For
ANNUAL MEETING OF STOCKHOLDERS
To be held on May 30, 2003

This Proxy Statement with the accompanying proxy card is being mailed or given to stockholders commencing on or about April 28, 2003, in connection with the solicitation of proxies by the Board of Directors of HearUSA, Inc. (the "Company") to be used at the Annual Meeting of Stockholders of the Company to be held at The Crowne Plaza, 1601 Belvedere Road, West Palm Beach, FL 33406, on Friday, May 30, 2003 at 2:00 p.m. local time and any adjournments thereof.

The Company's principal executive offices are located at 1250 Northpoint Parkway, West Palm Beach, Florida 33407.

Voting at Meeting

The record date for the Annual Meeting is April 23, 2003. Holders of shares of the Company's common stock, par value \$.10 per share ("Common Stock"), and holders of exchangeable shares ("Exchangeable Shares") of HEARx Canada, Inc., a subsidiary of the Company, as of the close of business on the record date, are entitled to notice of, and to vote at, the Annual Meeting or any adjournments thereof. Each holder of Common Stock is entitled to one vote for each share held on the record date, and Computershare Trust Company of Canada (the "Trustee"), the holder of the Company's Special Voting Preferred Stock, is entitled to one vote for each Exchangeable Share outstanding as of the record date (other than Exchangeable Shares owned by the Company and its subsidiaries). Votes cast with respect to the Exchangeable Shares will be voted through the Special Voting Preferred Stock by the Trustee as directed by the holders of Exchangeable Shares, except votes cast with respect to Exchangeable Shares whose holders request to vote directly in person as proxy for the Trustee at the Annual Meeting.

As of the record date, there were issued and outstanding 27,219,351 shares of Common Stock, one share of the Company's Special Voting Preferred Stock and 3,021,772 Exchangeable Shares (excluding Exchangeable Shares owned by the Company and its subsidiaries). Each Exchangeable Share is exchangeable at any time, at the option of the holder, for one share of the Company's Common Stock. The holders of a majority of the shares of Common Stock and Exchangeable Shares entitled to vote as of the record date present in person or by proxy will constitute a quorum at the meeting. Under the Delaware General Corporation Law, any stockholder who submits a proxy and abstains from voting on a particular matter described herein will still be counted for purposes of determining a quorum. Broker non-votes will be treated as not represented at the meeting as to any matter for which a non-vote is indicated on the broker's proxy.

Proxy Procedure

Stockholders of record (stockholders who hold their shares in their own name) can vote any one of three ways:

- (1) **By Mail:** If the enclosed proxy card is properly executed and returned prior to the meeting, the shares represented thereby will be voted in accordance with the stockholder's directions or, if no directions are indicated, the shares will be voted in accordance with the recommendations of the Board of Directors as specified in this proxy statement. The Board of Directors does not know of any other business to be brought before the meeting, but it is
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intended that, as to any such other business, a vote may be cast pursuant to the proxy in accordance with the judgment of the person or persons acting thereunder.

- (2) By Telephone: Call the toll-free number on your proxy card to vote by phone. You will need to follow the instructions on your proxy card and the voice prompts.
- (3) By Internet: Go to the web site listed on your proxy card to vote through the Internet. You will need to follow the instructions on your proxy card and the web site. If you vote through the Internet, you may incur telephone and Internet access charges.

If you vote by telephone or the Internet, your electronic vote authorizes the named proxies in the same manner as if you signed, dated and returned your proxy card. IF YOU VOTE BY TELEPHONE OR THE INTERNET, YOU SHOULD NOT RETURN YOUR PROXY CARD.

If your shares are held in the name of a bank, broker or other holder of record (street name), you will receive instructions from the holder of record that you must follow in order for your shares to be voted in accordance with your instructions. Telephone and Internet voting also will be offered to stockholders owning shares through most banks and brokers.

Any stockholder voting by written proxy by mail may revoke that proxy at any time prior to the voting thereof either by delivering written notice to the Secretary of the Company or by voting in person at the meeting. If you voted by telephone or the Internet, you may also change your vote with a timely and valid later telephone or Internet vote, as the case may be. Attendance at the meeting will not have the effect of revoking a proxy unless you give proper written notice of revocation to the Secretary before the proxy is exercised or you vote by written ballot at the meeting.

If you hold Exchangeable Shares and you wish to direct the Trustee to cast the votes represented by your Exchangeable Shares attached to the Special Voting Preferred Stock on your behalf, you should follow carefully the instructions provided by the Trustee, which accompany this Proxy Statement. The procedure for instructing the Trustee differs in certain respects from the procedure for delivering a proxy, including the place for depositing the instructions and the manner of revoking the proxy.

Proxy Solicitation

All costs of the solicitation of proxies will be borne by the Company. In addition to the solicitation of proxies by use of the mails, the Company may utilize the services of some of the officers and regular employees of the Company (who will receive no compensation therefore in addition to their regular salaries) to solicit proxies personally and by telephone. The Company will request banks, brokers, custodians, nominees and fiduciaries to forward copies of the proxy solicitation materials to beneficial owners and to request authority for the execution of proxies. The Company will reimburse such persons or entities for their expenses in doing so.

ELECTION OF DIRECTORS

Seven directors of the Company are to be elected at the meeting, each to hold office until the next Annual Meeting of Stockholders and until his successor is elected and qualified, or as otherwise provided by the Company's Amended and Restated Bylaws or by Delaware law.

The Board of Directors has nominated the seven persons named below for election as directors, all of whom are presently serving as such. It is intended that the shares represented by the enclosed proxy will be voted for the election of these seven nominees (unless such authority is withheld by a stockholder). In the event that any of the nominees should become unable or unwilling to serve as a director (which is not anticipated), it is intended that the proxy will be voted for the election of such person or persons, if any, who shall be designated by the Board of Directors.

The nominees for election as directors are as follows:

| Name and Age | Director Since | Position with the Company |
|------------------------------|----------------|--------------------------------------|
| Paul A. Brown (65) | 1986 | Chairman of the Board |
| Stephen J. Hansbrough (56) | 1997 | Chief Executive Officer and Director |
| Thomas W. Archibald (64) | 1993 | Director |
| David J. McLachlan (64) | 1986 | Director |
| Joseph L. Gitterman III (65) | 1997 | Director |
| Michel Labadie (48) | 2002 | Director |
| Pierre Bourgie (45) | 2002 | Director |

Paul A. Brown, M.D., age 65. Paul A. Brown, M.D., holds an A.B. from Harvard College and an M.D. from Tufts University School of Medicine. Dr. Brown founded HearUSA in 1986 and has served as Chairman of the Board since that time and Chief Executive Officer until July 2002. From 1970 to 1984, Dr. Brown was Chairman of the Board and Chief Executive Officer of MetPath Inc. (MetPath), a New Jersey-based corporation offering a full range of clinical laboratory services to physicians and hospitals, which he founded in 1967 while a resident in pathology at Columbia Presbyterian Medical Center in New York City. MetPath developed into the largest clinical laboratory in the world with over 3,000 employees and was listed on the American Stock Exchange prior to being sold to Corning in 1982 for \$140 million. Dr. Brown is formerly Chairman of the Board of Overseers of Tufts University School of Medicine, an Emeritus member of the Board of Trustees of Tufts University, a past member of the Visiting Committee of Boston University School of Medicine and part-time lecturer in pathology at Columbia University College of Physicians and Surgeons.

Stephen J. Hansbrough, age 56. Stephen J. Hansbrough, Chief Executive Officer and Director, was formerly the Senior Vice President of Dart Drug Corporation and was instrumental in starting their affiliated group of companies (Crown Books and Trak Auto). These companies along with Dart Drug Stores had over 400 retail locations, generated approximately \$550 million in annual revenues and employed over 3,000 people. Mr. Hansbrough subsequently became Chairman and CEO of Dart Drug Stores with annual revenues in excess of \$250 million. After leaving Dart, Mr. Hansbrough was an independent consultant specializing in turnaround and start-up operations, primarily in the retail field, until he joined HearUSA in December 1993.

Thomas W. Archibald, age 64. Thomas W. Archibald attended the London School of Economics and received a B.A. degree in economics from Denison University and a Juris Doctor degree from the Ohio State University Law School. He retired from the Bank of New York in 1995, where he served as Executive Vice President of the Personal Trust Sector. He held that position at Irving Trust Company when it merged with The Bank of New York in 1988. Mr. Archibald is a past Director of

Group Health Incorporated, the only not-for-profit health insurance carrier chartered to operate throughout New York State.

David J. McLachlan, age 64. David J. McLachlan holds a bachelor of arts degree from Harvard College and a M.B.A. from the Harvard School. Since June 1999, he has been a Senior Advisor to Genzyme Corporation. Prior to June 1999, Mr. McLachlan was the Executive Vice President and Chief Financial Officer of Genzyme Corporation, a position he held since December 1989. Prior to that he was the Vice President, Treasurer and Chief Financial Officer of Adams-Russell Co., Inc., an owner and operator of cable television systems and Adams-Russell Electronics, Inc. a defense electronics manufacturer. Mr. McLachlan currently serves as a director of Alpha Industries, Inc., an electronic components manufacturer, and Dyax Corp., a biotechnology company.

Joseph L. Gitterman III, age 65. Joseph L. Gitterman III is the manager of EIP Group LLC, an investing, trading and consulting firm which he founded in 1994. Until 1994, he was the Senior Managing Director of LeBranche & Co. He was a member of the New York Stock Exchange for over thirty years and was appointed a Governor in 1986. At the New York Stock Exchange, he served on more than fourteen committees, serving as chairman of some of them. He is director of Classic Turf Co., Intrepid International, Mill Bridge Inc. and Custom Data Services.

Michel Labadie, age 48. B.Sc., M.Sc., MBA. Mr. Labadie was a Director of Helix Hearing Care of America Corp before the combination with HearUSA, Inc. He currently is President and Chief Executive Officer of Les Pros de la photo (Quebec) Inc., the largest photo finishing company in Canada, and has been since 1992. He has also spent several years working as the head of the Venture Capital, Portfolio Management and Mergers and Acquisition Departments of a major financial institution. He currently serves as a director for several public and private companies.

Pierre Bourgie, age 45. Mr. Bourgie earned his Business degree from the University of Ottawa in 1979. Mr. Bourgie is President and Chief Executive Officer of *Société Financière Bourgie Inc.*, a Quebec based investment corporation, and has been since 1996. He was President and Chief Executive Officer of *Urgel Bourgie Ltée*, one of the largest funeral home enterprises in the Province of Quebec until 1996. Mr. Bourgie has served in the past as a director of Hydro-Québec, Canam Manac, Banque Nationale, Groupe Saputo, Standard Paper Inc. and Gaz Métropolitain. Mr. Bourgie was also a Director of Helix Hearing Care of America Corp. from May 1999 to May 2000.

There are no family relationships between or among any directors or executive officers of the Company.

Vote Required

The seven director nominees receiving the greatest number of votes of the Common Stock and the Special Voting Preferred Stock represented at the meeting (in person or by proxy) will be elected directors assuming a quorum is present at the meeting. All shares of Common Stock and the share of Special Voting Preferred Stock represented by valid proxies will be voted in accordance with the instructions contained therein. Shares of Common Stock represented by proxies that are marked without authority with respect to the election of one or more nominees for director and broker non-votes will have no effect on the outcome of the election. Votes with respect to Exchangeable Shares represented by valid voting instructions received by the Trustee will be cast by the Trustee through the Special Voting Preferred Stock in accordance with those instructions. If no instructions are received by the Trustee from a holder of Exchangeable Shares, the votes to which such holder is entitled will not be exercised.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE STOCKHOLDERS VOTE FOR THE ELECTION OF ALL THE ABOVE-NAMED NOMINEES AS DIRECTORS OF THE COMPANY

Directors Compensation, Meeting Attendance and Committees

The Company pays each non-employee director a meeting fee of \$500 for each in-person meeting of the Board that they attend and a fee of \$250 for each telephonic Board or Special Committee meeting in which they participate. The Company reimburses directors for their out-of-pocket expenses for attendance at meetings of the Board.

There were fifteen meetings of the Board of Directors during the fiscal year ended December 28, 2002. All of the directors attended more than 75% of the aggregate of the meetings held by the Board of Directors and its respective committees on which they served, during the year ended December 28, 2002.

The standing committee of the Board of Directors is the Audit Committee. The Board appointed a nominating committee and a compensation committee on March 26, 2003.

Dr. Brown and Messrs. Hansbrough, Gitterman and Labadie are members of the Nominating Committee. The principal functions of the Nominating Committee are to determine the director nominees for election by the Company's shareholders and to recommend to the Board of Directors persons to fill vacancies on the Board. The Nominating Committee will consider nominees that are recommended by stockholders in accordance with the procedures set forth in the Company's Amended and Restated By-Laws.

Messrs. Archibald, McLachlan, Gitterman, Labadie and Bourige are members of the Audit Committee. Each member of the Audit Committee is independent as defined in the American Stock Exchange listing standards. The principal functions of the Audit Committee are to appoint the Company's independent auditors; to determine the scope of services provided by the independent auditors; to review the methodologies used by the Company in its accounting and financial reporting practices; to review the results of the annual audit and the Company's annual financial statements; and to oversee the Company's internal control activities. The Audit Committee meets with the independent auditors and reviews any matters required to be discussed pursuant to Statement of Auditing Standards No. 61. The Audit Committee met four times during the fiscal year ended December 28, 2002.

Audit Committee Report

The Audit Committee of the HearUSA, Inc. Board of Directors is currently composed of five independent directors and operates under a written charter adopted by the Board of Directors. A copy of the charter, which was most recently revised on April 17, 2003, is attached as Appendix A to this proxy statement.

We have met and held discussions with the Company's management and with the Company's independent accountants, BDO Seidman, LLP. We have reviewed and discussed the audited consolidated financial statements of HearUSA, Inc. for the 2002 fiscal year with the Company's management. We discussed with BDO Seidman, LLP matters required to be discussed by generally accepted auditing standards, including standards set forth in Statement on Auditing Standards No. 61.

BDO Seidman, LLP also provided to us the written disclosures regarding their independence required by Independence Standards Board Standard No. 1, and we discussed with BDO Seidman, LLP their independence.

Based on these reviews and discussions, we recommended to the Board of Directors that the audited consolidated financial statements for 2002 be included in HearUSA, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 28, 2002 filed with the Securities and Exchange Commission.

David J. McLachlan
Joseph L. Gitterman, III
Thomas W. Archibald
Michel Labadie
Pierre Bourgie

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors and executive officers and persons who own beneficially more than ten percent of any class of equity security of the Company to file with the Securities and Exchange Commission initial reports of such ownership and reports of changes in such ownership. Officers, directors and such beneficial owners are required by Securities and Exchange Commission regulation to furnish the Company with copies of all Section 16(a) forms they file.

To the Company's knowledge, based solely on review of the copies of such reports furnished to the Company, during the fiscal year ended December 28, 2002, all Section 16(a) filing requirements applicable to its executive officers and directors were made except as follows: Steve Forget reported one transaction late on Form 4 for the 2002 fiscal year.

Executive Compensation

The following table sets forth the annual and long-term compensation for services rendered in all capacities to the Company during the 2002, 2001 and 2000 fiscal years of those persons who were at fiscal year-end 2002 (i) the Chief Executive Officer and (ii) the other executive officers whose salary and bonus exceeded \$100,000 (these four persons are collectively referred to herein as the Named Executive Officers):

SUMMARY COMPENSATION TABLE

| Name and Principal Position | Year | Annual Compensation | | |
|-----------------------------------------------------------------------------|------|---------------------|---------------|----------------|
| | | Salary (\$) | Bonus (\$) | Options (#) |
| Paul A. Brown, M.D. Chairman | 2002 | \$ 294,000 | -0- | -0- |
| | 2001 | 300,000 | 15,000 | -0- |
| | 2000 | 300,000 | -0- | -0- |
| Stephen J. Hansbrough Chief Executive Officer | 2002 | \$ 266,000 | -0- | -0- |
| | 2001 | 275,000 | 13,750 | 300,000 |
| | 2000 | 275,000 | -0- | -0- |
| Gino Chouinard(1) Chief Financial Officer | 2002 | \$ 91,000 | -0- | 74,595 |
| Donna L. Taylor Senior Vice President Sales and Operations | 2002 | \$ 159,000 | -0- | -0- |
| | 2001 | 165,000 | 8,250 | 80,000 |
| | 2000 | 165,000 | -0- | 20,000 |
| James W. Peklenk(2) Co-Chief Financial Officer Vice President Finance | 2002 | \$ 165,000 | -0- | -0- |
| | 2001 | 165,000 | 8,250 | 80,000 |
| | 2000 | 165,000 | -0- | 10,000 |

(1) Gino Chouinard became Co-Chief Financial Officer on July 11, 2002 and Chief Financial Officer on December 26, 2002.

(2) James W. Peklenk resigned from the Company on December 26, 2002.

The Company has entered into an employment agreement with Dr. Paul A. Brown to serve as Chairman of the Board for an initial five-year term ending in 2004. The Company has entered into a substantially similar employment agreement with Stephen J. Hansbrough to serve as Chief Executive Officer for an initial five-year term ending in 2004. Each of the employment agreements provides that the executive will be entitled to receive base compensation and performance bonuses and to participate in and receive benefits under the Company's welfare benefit and similar employee benefit plans generally made available by the Company to other key employees. Dr. Brown's base compensation for the first year of the agreement is \$300,000 per year, and Mr. Hansbrough's base compensation for the first year of the agreement is \$275,000 per year. Such annual compensation is subject to review annually by the Board. In respect of annual bonuses, if in any calendar year the Company achieves the net income targets approved by the Board, the Company has agreed to pay the executive a bonus equal to at least 50% of the executive's base salary. In addition, if in any calendar year the Company achieves the target net income approved by the Board for such year, the executive is entitled to receive a cash bonus equal to 1% of such net income for such year. Each executive is entitled to reimbursement of his reasonable and necessary business expenses in connection with the performance of his duties consistent with guidelines established by the Company's Board of Directors. Concurrent with the execution of the employment agreements, and pursuant to the terms of the agreements, each executive was granted an option to purchase shares

of the Company's Common Stock. Dr. Brown was granted an option to acquire 100,000 shares and Mr. Hansbrough was granted an option to acquire 113,246 shares. Each option vests ratably over four years and was granted with an exercise price equal to the market value of the common stock on the date of grant.

Each of the employment agreements contains termination and change in control provisions. If the executive is terminated with cause or if the executive terminates without good reason before or after a change in control, the Company will be required to pay only amounts earned through the date of termination. If the executive terminates because the Company has breached the employment agreement or if the Company terminates the executive without cause (before a change in control), the Company must pay the executive an amount equal to the base salary in effect for the duration of the term as in effect immediately before the date of termination or, if more than three years of the term have elapsed on the date of such termination, an amount equal to one year's salary. In addition, the executive is entitled to payment of a bonus equal to one times the average of all bonus and other incentive payments made by the Company to the executive over the then prior two years plus the pro rata portion of the bonus payable for the year of the termination. In such circumstances, the Company will be obliged to continue the executive's medical, dental, life and other insurance and benefit program coverage for 18 months, and the executive shall be fully vested in all options and similar rights previously granted to him and shall have a period of two years within which to exercise such rights.

Each of the employment agreements provides that in the event the executive is terminated by the Company without cause on or after a change in control or if the executive terminates with good reason after a change in control, the Company must pay the executive a minimum of three times the executive's base salary plus an amount equal to three times the average of all bonus and other incentive payments made by the Company to the executive over the then preceding two years. All options and other rights will then be fully vested and the executive will have three years within which to exercise such rights. The Company also will be responsible for maintaining the executive's medical, dental, life and other insurance and benefit program coverage for a three year period.

In the event of the executive's death or termination because of disability, all then outstanding options and similar rights shall become fully vested and the executive or his legal representatives may exercise such rights for a one year period following the executive's death or termination for disability.

The agreements provide for gross up payments to the executive to cover the executive's incremental tax liabilities in the event payments made under the agreements are subject to the excise tax imposed by Section 4999 of the Internal Revenue Code.

Option Grants In Last Fiscal Year

The following table sets forth information with respect to the grants of options to the Named Executive Officers during the fiscal year ended December 28, 2002:

| Name | Options Granted (#) | Percent of Total Options Granted to Employees in Fiscal Year | Exercise Price (\$/Share) | Expiration Date | Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation For Option Term | |
|-----------------------|---------------------------|--------------------------------------------------------------------------|---------------------------------|--------------------|---------------------------------------------------------------------------------------------------------------|-------------|
| | | | | | 5% (\$) | 10% (\$) |
| Dr. Paul A. Brown | 0 | 0.00% | N/A | N/A | N/A | N/A |
| Stephen J. Hansbrough | 0 | 0.00% | N/A | N/A | N/A | N/A |
| Gino Chouinard | 53,055 | 8.29% | \$2.60 | 11/1/2009 | \$56,200 | \$131,900 |
| Gino Chouinard | 21,540 | 3.37% | \$2.60 | 12/14/2010 | \$26,700 | \$64,000 |
| Donna L. Taylor | 0 | 0.00% | N/A | N/A | N/A | N/A |
| Jim Peklenk | 0 | 0.00% | N/A | N/A | N/A | N/A |

Option Exercises in Last Fiscal Year and Aggregated Fiscal Year End Option Values

The following table sets forth certain information with respect to stock option exercises and unexpired stock options granted in fiscal years prior to 2002 and held by the Named Executive Officers as of the end of fiscal 2002:

| Name | Shares Acquired On Exercise (#) | Value Realized | Number of Unexercised Options Fiscal Year-End (#) | Value of Unexercised In-the-Money Options at Fiscal Year-End (\$) | Exercisable/ Unexercisable | |
|-----------------------|------------------------------------------|-------------------|------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------|-------------------------------|
| | | | | | Exercisable/ Unexercisable | Exercisable/ Unexercisable |
| Paul A. Brown, M.D. | 0 | 0 | 85,000/25,000 | | 0 / 0 | |
| Stephen J. Hansbrough | 0 | 0 | 571,688/28,312 | | 0 / 0 | |
| Gino Chouinard | 0 | 0 | 74,595/ 0 | | 0 / 0 | |
| Donna L. Taylor | 0 | 0 | 59,626/72,500 | | 0 / 0 | |
| James W. Peklenk | 0 | 0 | 54,502/67,500 | | 0 / 0 | |

Report of the Board of Directors on Compensation

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The Company's executive compensation program is administered by the Board of Directors. In addition to base salary, compensation for the Company's executive officers may include annual performance bonuses and stock options and stock grants pursuant to the Company's stock incentive plan. It is the intention of the Board of Directors to use salary and bonuses as compensation for current and past performance, while using stock options and restricted stock grants to provide incentives for superior long-term performance.

To establish compensation for the Company's executive officers for 2002, the Board of Directors used subjective performance evaluations, compensation statistics of other similar size health care organizations, and with respect to executive officers other than Dr. Brown, the salary recommendations of Dr. Brown. Each of Dr. Brown and Mr. Hansbrough's salary was determined pursuant to the terms of his employment agreement. In respect of the bonus opportunity for the Company's executive officers, the Board set certain performance criteria, the attainment of which could entitle the executive officer to earn a cash bonus equal to one half of his base salary. The performance criteria were not met in 2002.

BOARD OF DIRECTORS

Paul A. Brown M.D. Chairman

Stephen J. Hansbrough

Thomas W. Archibald

David L. McLachlan

Joseph L. Gitterman III

Michel Labadie

Pierre Bourgie

Compensation Committee Interlocks and Insider Participation

Dr. Brown is the Chairman of the Board of Directors and an officer of the Company. Mr. Hansbrough is the Chief Executive Officer of the Company. The other members of the Board of Directors are not employees or former employees of the Company.

Common Stock Performance

As part of the executive compensation information presented in the proxy statement, the Securities and Exchange Commission requires a five-year comparison of the stock performance for the Company with stock performance of other companies. The closing price of the Common Stock at December 28, 2002 was \$0.23 per share. The Common Stock has been traded on the American Stock Exchange since March 15, 1996. Prior thereto, the Company's stock was traded on the over-the-counter market with prices being reported by the National Association of Securities Dealers, Inc., OTC Bulletin Board Service. The Company has selected each of the AMEX Market Value Index and the JP Morgan H & Q Healthcare (excluding biotechnology) Index and a Peer Group. The graph below reflects all comparison indexes and depicts a comparison of five-year cumulative total returns for each of the Company, the AMEX Market Value and the JP Morgan H & Q Healthcare (excluding biotechnology) Index and a Peer Group. The JP Morgan H&Q Healthcare (excluding biotechnology) Index is no longer available and therefore the Company is using a Peer Group. The Peer Group was prepared by Research Data Group, Inc. and is composed of approximately 86 companies that were former members of the JP Morgan H&Q Healthcare (excluding biotechnology) Index. Specific information regarding the companies comprising the Peer Group will be provided to any stockholder upon request to the Secretary of the Company.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

AMONG HEARUSA, INC., THE AMEX MARKET VALUE (U.S.) INDEX
THE JP MORGAN H & Q HEALTHCARE-EXCLUDING BIOTECHNOLOGY INDEX
AND A PEER GROUP

* \$100 invested on 12/31/97 in stock or index including reinvestment of dividends. Fiscal year ending December 31.

Security Ownership of Certain Beneficial Owners and Management**Security Ownership of Certain Beneficial Owners**

The following table sets forth, as of April 23, 2003, the names of all persons known by the Company to be beneficial owners of more than five percent of the Common Stock. As of April 23, 2003, there were 27,219,351 shares of Common Stock issued and outstanding, and 3,021,772 Exchangeable Shares (excluding Exchangeable Shares owned by the Company and its subsidiaries).

| Title Class | Name and Address of Beneficial Owner | Amount and Nature Of Beneficial Ownership | Percent of Class(1) |
|--------------------|---------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|----------------------------|
| Common Stock | Paul A. Brown, M.D. 1250 Northpoint Parkway West Palm Beach, FL 33407 | 2,163,808(2) | 7.03% |
| Common Stock | Les Partenaires de Montreal Societe en Commandite 1980 Rene Levesque Quest Montreal, QC Canada, H3H 1R6 | 1,591,650(3) | 5.24% |
| Common Stock | Michel Labadie 90, Beaubien Street West Montreal, Quebec Canada, H2S 1V6 | 2,343,263(4) | 7.72% |
| Common Stock | Pierre Bourgie 1980 Rene Levesque Quest Montreal, QC Canada, H3H 1R6 | 1,667,696(5) | 5.50% |

- (1) Percent of class is calculated as a percentage of issued and outstanding Common Stock and Exchangeable Shares (excluding Exchangeable Shares owned by the Company and its subsidiaries).
- (2) Includes (i) 85,000 shares of Common Stock subject to options which are currently exercisable (or exercisable within 60 days) and (ii) 455,000 shares of common stock issuable upon the exercise of common stock purchase warrants acquired as part of a 2002 private placement.
- (3) Includes 106,110 shares of Common Stock subject to options which are currently exercisable (or exercisable within 60 days).
- (4) Includes 1,485,540 shares of common stock and 106,110 shares of common stock subject to options which are currently exercisable (or exercisable within 60 days) held by Les Partenaires de Montréal, s.e.c. Michel Labadie is a director of Les Partenaires de Montréal Inc., general partner for Les Partenaires de Montréal, s.e.c. Also includes 733,928 shares of common stock held by Gestion Fremican Inc. Michel Labadie is a shareholder and director of Gestion Fremican, Inc. Also includes 17,685 shares of common stock issuable to Michel Labadie upon the exercise of options, all of which are currently exercisable.
- (5) Includes 1,485,540 shares of common stock and 106,110 shares of common stock subject to options which are currently exercisable (or exercisable within 60 days) held by Les Partenaires de Montréal, s.e.c. Pierre Bourgie is a director of Les Partenaires de Montréal Inc., general partner for Les Partenaires de Montréal, s.e.c. Also includes 76,046 shares of common stock held by 175778 Canada Inc. Pierre Bourgie is a shareholder and director of 175778 Canada Inc.

Security Ownership of Management

The following table sets forth, as of April 23, 2003, the number of shares of Common Stock owned beneficially by each director, each Named Executive Officer and all directors and executive officers as a group.

| Name | Amount and Nature of Beneficial Ownership(1) | Percent of Class(2) |
|--------------------------------------------------------------|----------------------------------------------------|---------------------------|
| Paul A. Brown, M.D. | 2,163,808(3) | 7.03% |
| Stephen J. Hansbrough | 774,688(4) | 2.51% |
| Gino Chouinard | 74,595(5) | * |
| Donna L. Taylor | 64,626(6) | * |
| David J. McLachlan | 176,045(7) | * |
| Thomas W. Archibald | 216,600(8) | * |
| Joseph L. Gitterman III | 309,764(9) | 1.02% |
| Michel Labadie | 2,343,263(10) | 7.72% |
| Pierre Bourgie | 1,667,696(11) | 5.50% |
| Steve Forget | 1,449,007(12) | 4.77% |
| Jim Peklenk | 59,502(13) | * |
| All directors and executive officers as a group (10 persons) | 7,707,944(14) | 23.94% |

- (1) The named individuals have both investment power and voting power with respect to all securities listed as beneficially owned by them.
- (2) Percent of class is calculated as a percentage of issued and outstanding Common Stock and Exchangeable Shares (excluding Exchangeable Shares owned by the Company and its subsidiaries).
- (3) Includes (i) 85,000 employee stock options which are currently exercisable (or exercisable within 60 days) and (ii) 455,000 shares of common stock issuable upon the exercise of common stock purchase warrants acquired as part of a 2002 private placement.
- (4) Includes (i) 571,688 employee stock options which are currently exercisable (or exercisable within 60 days) and (ii) 100,000 shares of common stock issuable upon the exercise of common stock purchase warrants acquired as part of a 2002 private placement.
- (5) Includes 74,595 employee stock options which are currently exercisable (or exercisable within 60 days).
- (6) Includes 59,626 employee stock options which are currently exercisable (or exercisable with 60 days).
- (7) Includes (i) 12,000 shares of Common Stock issuable upon the exercise of non-qualified options, all of which are currently exercisable, and (ii) 50,000 shares of common stock issuable upon the exercise of common stock purchase warrants acquired as part of a 2002 private placement.
- (8)

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Includes (i) 12,000 shares of Common Stock issuable upon the exercise of non-qualified options, all of which are currently exercisable, and (ii) 50,000 shares of common stock issuable upon the exercise of common stock purchase warrants acquired as part of a 2002 private placement.

- (9) Includes (i) 4,500 shares of Common Stock issuable upon the exercise of non-qualified options, all of which are currently exercisable, and (ii) 150,000 shares of common stock issuable upon the exercise of common stock purchase warrants acquired as part of a 2002 private placement.
- (10) Includes 1,485,540 shares of common stock and 106,110 shares of common stock subject to options which are currently exercisable (or exercisable within 60 days) held by Les Partenaires de Montréal, s.e.c. Michel Labadie is a director of Les Partenaires de Montréal Inc., general partner for Les Partenaires de Montréal, s.e.c. Also includes 733,928 shares of common stock held by Gestion Fremican Inc. Michel Labadie is a shareholder and director of Gestion Fremican, Inc. Also includes 17,685 shares of common stock issuable to Michel Labadie upon the exercise of options, all of which are currently exercisable.
- (11) Includes 1,485,540 shares of common stock and 106,110 shares of common stock subject to options which are currently exercisable (or exercisable within 60 days) held by Les Partenaires de Montréal, s.e.c. Pierre Bourgie is a director of Les Partenaires de Montréal Inc., general partner for Les Partenaires de Montréal, s.e.c. Also includes 76,046 shares of common stock held by 175778 Canada Inc. Pierre Bourgie is a shareholder and director of 175778 Canada Inc.
- (12) Includes 131,665 shares of common stock held by the spouse of Steve Forget, for which Mr. Forget disclaims beneficial ownership, and 148,908 shares of common stock subject to options which are currently exercisable (or exercisable within 60 days).
- (13) Includes 54,502 employee stock options which are currently exercisable (or exercisable with 60 days).
- (14) Includes 1,951,614 shares of Common Stock issuable upon the exercise of options and warrants, which are currently exercisable (or exercisable within 60 days). The 1,485,540 shares of common stock and 106,110 shares of common stock subject to options held by Les Partenaires de Montréal, s.e.c. with respect to which Messrs. Labadie and Bourgie are beneficial owners are counted once for purposes of this calculation.

* Percent of class is less than one percent

Certain Relationships and Related Transactions

Helix, the Company's subsidiary, has entered into a Financial Services Consulting Agreement with Les Partenaires de Montréal Conseils, Inc. dated December 15, 2000. Pursuant to this agreement, the sum of CDN\$20,000 is payable on a quarterly basis to Les Partenaires de Montréal Conseils, Inc. by Helix, such payments ending on December 15, 2005. Also under this agreement, on June 1, 2001, Helix granted to Les Partenaires de Montréal, s.e.c., options to purchase 300,000 Helix common shares at an exercise price of CND \$1.45 per share for an exercise period ending December 15, 2005. As a result of the Company's combination with Helix on July 11, 2002, options to purchase 106,110 shares of the Company's common stock were issued to Les Partenaires de Montréal, s.e.c. which are all outstanding on the date of the present filing. Les Partenaires de Montréal, s.e.c., having offices located at 1980 René-Lévesque West, in Montreal, Quebec, Canada is a major shareholder of Les Partenaires de Montréal Conseils, Inc. and a principal shareholder of the Company. Messrs. Labadie and Bourgie are directors of Les Partenaires de Montréal Inc., general partner for Les Partenaires de Montréal, s.e.c.

STOCKHOLDER PROPOSALS

Stockholder proposals submitted pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended, and intended to be presented at the 2004 annual meeting of stockholders must be received by us no later than December 28, 2003 for inclusion, if appropriate, in the Company's proxy statement and form of proxy for that meeting.

In order for a stockholder to nominate a candidate for election as a director at the 2004 annual meeting of stockholders, a stockholder must provide timely notice of the nomination. Such notice must be given not less than 90 nor more than 120 days prior to the anniversary of the 2003 annual meeting of stockholders. The stockholder must include information about the nominee, such as his or her name, address and occupation, all as provided by the Company's Amended and Restated Bylaws.

In order for a stockholder to bring any other business before the 2004 annual meeting of stockholders, the stockholder must provide advance notice as provided in the Amended and Restated Bylaws in respect of such proposal. The notice must be given not less than 90 nor more than 120 days prior to the anniversary date of the 2003 annual meeting of stockholders. These time limits apply in determining whether notice is timely for purposes of rules adopted by the Securities and Exchange Commission relating to the exercise of discretionary voting authority by the Company's designated proxies. The notice must contain specific information as prescribed by the Company's Amended and Restated Bylaws. These requirements are separate from and in addition to those requirements imposed by the federal securities laws concerning inclusion of a stockholder proposal in the proxy statement and form of proxy for the meeting.

In each case, the notice must be given to the Company's Secretary at the Company's principal offices, 1250 North Point Parkway, West Palm Beach, Florida 33407. Any stockholder desiring a copy of the Company's Amended and Restated Certificate of Incorporation or Amended and Restated Bylaws will be furnished a copy without charge upon written request to the Company's Secretary.

RELATIONSHIP WITH INDEPENDENT AUDITORS

The Board of Directors has reappointed BDO Seidman, LLP as the independent auditors for the Company and its subsidiaries for the fiscal year 2003. Representatives of BDO Seidman, LLP are expected to be present at the Annual Meeting of Stockholders and will be allowed to make a statement if they wish. Additionally, they will be available to respond to appropriate questions from stockholders during the meeting.

INDEPENDENT AUDITOR'S FEES

Audit Fees

The aggregate fees billed by BDO Seidman, LLP for professional services rendered for the audit of our annual financial statements for the fiscal year ended December 28, 2002 and for the reviews of the financial statements included in our Quarterly Reports on Form 10-Q for that fiscal year were \$300,000.

Financial Information Systems Design and Implementation Fees

BDO Seidman, LLP billed no fees for professional services rendered to the Company for information technology services relating to financial information systems design and implementation for the fiscal year ended December 28, 2002.

All Other Fees

The aggregate fees billed by BDO Seidman, LLP for services rendered to the Company, other than the services described above under Audit Fees, for the fiscal year ended December 28, 2002 were \$259,000. The majority of these fees were billed for services in connection with the transaction between the Company and Helix Hearing Care of America Corp.

The Company's Audit Committee has considered whether the non-audit services provided by the Company's auditors in connection with the year ended December 28, 2002 were compatible with the auditor's independence.

OTHER MATTERS

As of the date hereof, the Board of Directors knows of no other matters which are likely to be presented for consideration at the meeting. In the event any other matters properly come before the meeting, however, it is the intention of the persons named in the enclosed proxy to vote said proxy in accordance with their best judgment.

AUDIT COMMITTEE CHARTER

A. Purpose and Scope

The primary functions of the Audit Committee (the *Committee*) of the Board of Directors (the *Board*) are to oversee (i) the audit of the financial statements of HearUSA, Inc. (the *Corporation*) provided to the Securities and Exchange Commission (the *SEC*), the *Corporation*'s shareholders and to the general public, (ii) the *Corporation*'s internal financial and accounting processes and controls, (iii) the *Corporation*'s disclosure controls and procedures and (iv) the independent audit process.

B. Composition

The *Committee* shall consist of a minimum of three directors appointed by the *Board*, who shall meet the requirements under any rules or regulations of the AMEX and any other applicable laws, as may be in effect from time to time.

All members of the *Committee* shall be able to read and understand fundamental financial statements, including a balance sheet, cash flow statement and income statement. At least one member of the *Committee* shall have either (i) past employment experience in finance or accounting, (ii) requisite professional certification in accounting, or (iii) any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

The *Committee* members shall be elected by the *Board* at the *Board* meeting following each annual meeting of stockholders and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. Unless a Chairman is elected by the full *Board*, the members of the *Committee* may designate a Chairman by majority vote of the full *Committee* membership.

C. Responsibilities and Duties

The *Committee*'s role is one of oversight, and it is recognized that the *Corporation*'s management is responsible for preparing the *Corporation*'s financial statements and that the independent accounting firm is responsible for auditing those financial statements. To fulfill its responsibilities and duties the *Committee* shall:

Document Review

1. Review and assess the adequacy of this Charter as conditions dictate, but at least annually, and recommend any proposed changes to this Charter to the *Board* for approval.
2. Review with representatives of management and representatives of the independent accounting firm the *Corporation*'s audited annual financial statements prior to their filing as part of the *Corporation*'s annual report on Form 10-K. After such review and discussion, the *Committee* shall recommend to the *Board* whether such audited financial statements should be included in the *Corporation*'s annual report on Form 10-K. The *Committee* shall also review with representatives of management and representatives of the independent accounting firm the *Corporation*'s interim financial statements prior to their inclusion in the *Corporation*'s quarterly reports on Form 10-Q.
3. Review with management and the independent accounting firm significant financial reporting issues and judgments made in connection with the preparation of the *Corporation*'s financial statements, including: (i) any significant changes in the *Corporation*'s selection or application of

accounting principles; (ii) any significant issues or changes regarding accounting and auditing principles or practices; (iii) any significant issues regarding the adequacy of the Corporation's internal controls; (iv) the development, selection and disclosure of critical accounting estimates; and (v) analyses of the effect of alternative assumptions, estimates or generally accepted accounting principles (GAAP) methods on the Corporation's financial statements.

4. Discuss with management and the independent accounting firm the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Corporation's financial statements.

5. Discuss with management the quarterly earnings press releases, including pro forma and other adjusted non-GAAP information, as well as financial information and earnings guidance provided to analysts, rating agencies and others.

6. Meet periodically to review with management and the independent accounting firm their views on the Corporation's major financial risk exposures, including the Corporation's risk assessment and risk management policies, and the steps management has taken to monitor and control such exposures.

Independent Accounting Firm Oversight

1. Have the sole authority to appoint or replace the independent accounting firm and approve in advance the fees, scope, planning, staffing and terms of any audit and non-audit engagements of the independent accounting firm. The independent accounting firm shall report directly to the Committee.

2. Specifically identify and approve in advance all non-audit services performed by the independent accounting firm. Conduct a periodic review of any ongoing non-audit services to review and approve their continued provision and scope. All non-audit services performed by the independent accounting firm shall be disclosed in the applicable periodic or annual report filed with the SEC.

3. Oversee and evaluate the work of the independent accounting firm, including resolution of any disagreement between management and the independent accounting firm regarding financial reporting.

4. Review the experience and qualifications of the senior members of the independent accounting firm engaged on the Corporation's account. Also, review the number of years that the lead audit partner and the audit partner responsible for reviewing the audit have performed audit services for the Corporation in the previous five fiscal years in order to address compliance with the five year mandatory audit partner rotation requirement. Consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent accounting firm on a regular basis.

5. Receive from the independent accounting firm, on an annual basis, a formal written statement identifying all relationships between the independent accounting firm and the Corporation consistent with Independence Standards Board Standard 1, as it may be modified or supplemented. The Committee shall actively engage in a dialogue with the independent accounting firm as to any disclosed relationships or services that may impact the objectivity and independence of the independent accounting firm.

6. Discuss with representatives of the independent accounting firm, on a quarterly basis, the matters required by the Statement on Auditing Standards 61, as it may be modified or supplemented.

7. Obtain and review reports from the independent accounting firm at least annually regarding: (i) the independent accounting firm's internal quality-control procedures; (ii) any material issues raised by most recent quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting

one or more independent audits carried out by the firm; (iii) any steps taken to deal with any such issues; and (iv) all relationships between the independent accounting firm and the Corporation.

8. Evaluate the qualifications, performance and independence of the independent accounting firm, including whether the adequacy of the independent accounting firm's quality controls and the provision of any permitted non-audit services is compatible with maintaining the independent accounting firm's independence and taking into account the opinions of management.

9. Review reports from the independent accounting firm related to (i) all critical accounting policies and practices used; (ii) all alternative treatments of financial information within GAAP related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent accounting firm; and (iii) other material written communications between the independent accounting firm and management, such as any management letter or schedule of unadjusted differences.

10. Discuss any independent-accounting-firm reports with the independent accounting firm, report to the Board and, if so determined by the Committee, recommend that the Board take additional action to satisfy itself of the qualifications, performance and independence of the independent accounting firm.

11. Establish and maintain clear policies regarding the hiring of employees or former employees of the independent accounting firm who were engaged on the Corporation's account.

12. Review with the independent accounting firm any significant problems or difficulties the independent accounting firm may have encountered and any management letter provided by the independent accounting firm and the Corporation's response to that letter, including any restrictions on the scope of activities or access to required information, significant changes to the audit plan and any disagreement with management, which if not satisfactorily resolved would have affected the independent accounting firm's opinion.

Compliance and Reporting

13. Engage independent counsel, accounting consultants or other advisors to advise, as necessary, the Committee in connection with any matter within its duties and responsibilities.

14. Review periodic reports provided by the company regarding compliance by the employees of the Corporation and its subsidiary and controlled affiliated entities with applicable legal requirements and the Corporation's standards of business conduct policies.

15. Review with the Corporation's General Counsel legal matters that may materially affect the financial statements, the Corporation's compliance policies and any material reports or inquiries received from regulators or governmental agencies.

16. Review annually, in consultation with the independent accounting firm and management, the adequacy of the Corporation's internal financial and accounting processes and controls.

17. Prepare and submit, in accordance with the rules of the SEC as modified or supplemented from time to time, a written report of the Committee to be included in the Corporation's annual proxy statement for each annual meeting of the Corporation's stockholders.

Other

18. Meet at least quarterly with the Corporation's senior executive officers and the independent accounting firm in separate executive sessions.

19. Review any other matter brought to its attention within the scope of its duties, including any issue of significant financial misconduct.

20. The Committee shall approve and administer a code of ethics, as defined by rules of SEC, for senior officers and such employees and agents of the Company as it determines.

21. Establish procedures for (i) the receipt, review, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential or anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters, and the receipt and review thereof.

22. Review with the Corporation's Chief Executive Officer and Chief Financial Officer, prior to their quarterly or annual report certification submission to the SEC, (i) all significant deficiencies in the design or operation of internal controls that could adversely affect the Corporation's ability to record, process, summarize and report financial data, and any material weaknesses in the Corporation's internal controls that they have identified for the Corporation's independent accounting firm; (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Corporation's internal controls; and (iii) whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of the Chief Executive Officer's and the Chief Financial Officer's evaluation thereof, including any corrective actions with regard to significant deficiencies and material weaknesses.

23. Make regular reports to the Board.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation's financial statements are complete and accurate and are in accordance with GAAP. Those duties are the responsibility of management and the independent accounting firm.

ANNUAL MEETING OF STOCKHOLDERS OF

HearUSA, Inc.

MAY 30, 2003

**Please date, sign and mail
your proxy card in the
envelope provided as soon
as possible.**

ê Please detach and mail in the envelope provided. ê

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF DIRECTORS.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.
PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE X**

1. The election of the following
nominees as
directors of the Company.

- FOR ALL NOMINEES**
- WITHHOLD AUTHORITY
FOR ALL NOMINEES**
- FOR ALL EXCEPT
(See instructions below)**

NOMINEES

- Paul A. Brown, M.D.
- Stephen J. Hansbrough
- Thomas W. Archibald
- David J. McLachlan
- Joseph L. Gitterman III
- Michel Labadie
- Pierre Bourgie

2. In their discretion, the proxies are authorized to vote upon
such other business as may properly come before the meeting
and any and all adjournments thereof.

**PLEASE DATE, SIGN AND MAIL THIS PROXY
PROMPTLY IN THE ENCLOSED REPLY ENVELOPE.**

INSTRUCTION: To withhold authority to vote for any individual nominee(s), mark **FOR ALL
EXCEPT** and fill in the circle next to each nominee you wish to withhold, as
shown here: **1**

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To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder _____ Date: _____ Signature of Stockholder _____ Date: _____

Note: This proxy must be signed exactly as the name appears hereon. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

HEARUSA, INC.

PROXY SOLICITED BY THE BOARD OF DIRECTORS

FOR THE ANNUAL MEETING TO BE HELD ON MAY 30, 2003

The undersigned stockholder(s) of HearUSA, Inc. (Company) hereby appoint(s) Paul A. Brown, M.D., and Stephen J. Hansbrough, and each of them, with full power of substitution in each, proxies to vote all shares which the undersigned would be entitled to vote if personally present at the Annual Meeting of Stockholders of the Company to be held in West Palm Beach, Florida on Friday, May 30, 2003 at 2:00P.M. Eastern Time, and any and all adjournments thereof, on the following matters.

THE SHARES REPRESENTED HEREBY WILL BE VOTED IN ACCORDANCE WITH THE STOCKHOLDER S DIRECTIONS HEREIN, BUT WHERE NO DIRECTIONS ARE INDICATED, SAID SHARES WILL BE VOTED FOR THE ELECTION AS DIRECTORS OF THE NOMINEES LISTED ON THE REVERSE SIDE, AND IN THE DISCRETION OF THE PROXIES, ON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING, ALL IN ACCORDANCE WITH THE COMPANY S PROXY STATEMENT, RECEIPT OF WHICH IS HEREBY ACKNOWLEDGED.

HeartUSA, Inc.

C/O America Stock Transfer & Trust Company

(Continued and to be signed on the reverse side)

COMMENTS:

ANNUAL MEETING OF STOCKHOLDERS OF

HearUSA, INC.

MAY 30, 2003

PROXY VOTING INSTRUCTIONS

MAIL - Date, sign and mail your proxy card in the envelope provided as soon as possible.

- OR -

TELEPHONE - Call toll-free 1-800-PROXIES from any touch-tone telephone and follow the instructions. Have your control number and proxy card available when you call.

- OR -

INTERNET - Access www.voteproxy.com and follow the on-screen instructions. Have your control number available when you access the web page.

COMPANY NUMBER
ACCOUNT NUMBER
CONTROL NUMBER

Please detach and mail in the envelope provided if you are not voting via telephone or the Internet.

n

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF DIRECTORS.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.
PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x

1. The election of the following nominees as directors of the Company.

2. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting and any and all adjournments thereof.

NOMINEES

- O Paul A. Brown, M.D.
O Stephen J. Hansbrough
O Thomas W. Archibald
O David J. McLachlan
O Joseph L. Gitterman III
O Michel Labadie
O Pierre Bourgie

- O FOR ALL NOMINEES
O WITHHOLD AUTHORITY FOR ALL NOMINEES
O FOR ALL EXCEPT (See instructions below)

PLEASE DATE, SIGN AND MAIL THIS PROXY PROMPTLY IN THE ENCLOSED REPLY ENVELOPE.

INSTRUCTIONS authority to vote for any individual nominee(s), mark FOR ALL EXCEPT and fill in the circle next to each nominee you wish to withhold, as shown here: 1

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of _____ Date: _____ Signature of _____ Date: _____
Stockholder _____ Stockholder _____

n **Note:** This proxy must be signed exactly as the name appears hereon. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person. **n**