

Best and Final Confirmation and Bridging Loan

- ResApp has been informed by Pfizer that A\$0.208 cash per ResApp share is its best and final offer, and it will not increase its offer under the SID, subject to no competing proposal emerging
- Pfizer has agreed to provide ResApp a A\$680,000 bridging loan to enable ResApp to meet its short-term working capital needs during the scheme period
- Scheme Meeting to be adjourned to enable shareholders to consider the additional information
- The ResApp Board unanimously recommends that ResApp shareholders vote in favour of the Scheme on or prior to the Scheme Meeting

Brisbane, Australia, 16 August 2022 - ResApp Health Limited (ASX: RAP) (**ResApp**) refers to the proposed acquisition of ResApp by Pfizer Australia Holdings Pty Limited (a wholly-owned subsidiary of Pfizer Inc., a global biopharmaceutical company) (**Pfizer**) by way of a scheme of arrangement (**Scheme**).

Pfizer Offer Declared Best and Final

ResApp has received confirmation from Pfizer that the all cash consideration of A\$0.208 per ResApp share (**Scheme Consideration**) is its best and final offer and it will not increase its offer under the scheme implementation deed (**SID**), subject to no competing proposal emerging.

A copy of the communication from Pfizer is attached to this announcement at Annexure A.

Bridging Loan

Pfizer and ResApp have entered into a loan agreement pursuant to which Pfizer has agreed to provide A\$680,000 to ResApp to assist ResApp to fund its short-term working capital needs during the Scheme period (**Bridging Loan**). The key terms of the Bridging Loan are as follows:

- principal amount of A\$680,000;
- interest rate of 6% per annum;
- a term of 6 months, unless repaid early (at ResApp's election);
- repayable on 10 business days' notice on the occurrence of certain events of default customary for a loan of this nature including a breach of obligations, representation or warranty, or the occurrence of an insolvency event; and
- in the event ResApp fails to repay the loan, ResApp is required to grant Pfizer a non-exclusive license over clinical trial data generated under the Research, Development and Licence Agreement to the extent not prohibited by applicable signed informed consent and authorisation forms, applicable laws and ethics and/or institutional review board approvals.

Second Supplementary Scheme Booklet and Adjournment of Scheme Meeting

ResApp intends to dispatch a second supplementary scheme booklet to provide shareholders with further information regarding the developments described in this announcement. Subject to ASIC and Court approval, the Scheme Meeting will be adjourned and deferred to 2 September 2022 to afford shareholders sufficient time to consider the supplementary disclosure.

A revised indicative timetable for the Scheme is set out below:

Event	Expected Date
Last time and date for lodgement of completed Proxy Form for the Scheme Meeting	2:00pm (AEST) on 31 August 2022
Time and Date for determining eligibility of ResApp Shareholders to vote at the Scheme Meeting	7:00pm (AEST) on 31 August 2022
Scheme Meeting	2:00pm (AEST) on 2 September 2022

Note: All stated dates and times are indicative only and subject to necessary approvals from the Court and each other condition precedent to the Scheme being satisfied or waived. ResApp has the right to vary the timetable detailed above subject to the approval of such variation by Pfizer, the Court and ASIC where required. Any changes to the above timetable will be announced to ASX and will be available under ResApp's profile on ASX at www.asx.com.au.

ResApp will update ResApp Shareholders as to any material developments in relation to the Scheme as the timetable progresses.

Recommendation of the ResApp Board

The Directors of ResApp continue to unanimously recommend that ResApp shareholders vote in favour of the Scheme, in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interest of ResApp shareholders. Subject to those same qualifications, each Director intends to vote, or cause to be voted, all ResApp shares held or controlled by them in favour of the Scheme.

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About ResApp Health Limited

ResApp Health Limited (ASX: RAP) is a leading digital health company developing smartphone applications for the diagnosis and management of respiratory disease. ResApp's machine learning algorithms use sound to diagnose and measure the severity of respiratory conditions without the need for additional accessories or hardware. ResApp's regulatory-approved and clinically validated products include ResAppDx, a smartphone-based acute respiratory disease diagnostic test; SleepCheckRx, a prescription-only smartphone application that screens adults for moderate to severe sleep apnoea; and SleepCheck, a smartphone application which allows



consumers to self-assess their risk of sleep apnoea. For more information, please visit www.resapphealth.com.au.

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This ASX announcement was approved and authorised for release by the board of directors of ResApp Health.

Annexure A

Date: 16 August 2022

The Board of Directors
ResApp Health Limited
Level 12, 100 Creek Street
Brisbane QLD 4000
Australia

Dear Directors

We refer to the scheme implementation deed between Pfizer Australia Holdings Pty Limited (ACN 108 292 799) (**Pfizer**) and ResApp Health Limited (ACN 094 468 318) (**ResApp**) dated 11 April 2022 as amended and restated on 14 June 2022 and further amended and restated on 3 August 2022 (**SID**). The SID was released to the market by ResApp on 11 April 2022 with the subsequent amendments and restatements released to the market on 14 June 2022 and 3 August 2022 respectively.

Pfizer confirms today that the all cash consideration of \$0.208 per ResApp share under the SID is its best and final offer and will not increase its offer under the SID, subject to no competing proposal emerging. Pfizer retains its rights under clause 11.5 of the SID.¹

Pfizer consents to this letter being publicly released by ResApp and authorises ResApp to include all statements from this letter in any supplementary scheme booklet or ASX announcement released by ResApp.

Executed in accordance with section 127 of the *Corporations Act 2001* by **Pfizer Australia Holdings Pty Limited** (ACN 108 292 799):

DocuSigned by:

65CC6B2E6A414B5...

Director Signature
Anne Harris

Print Name

DocuSigned by:

05D48EBDD073498...

Director/Secretary Signature
Bradley Apps

Print Name

¹ Pfizer was granted and retains a matching right under clause 11.5 of the SID, pursuant to which Pfizer must be given a period of five Business Days (as defined in the SID) to announce or provide to ResApp a counter proposal to a competing proposal (as defined in the SID).