

Dispatch of Second Supplementary Scheme Booklet

Brisbane, Australia, 29 August 2022 – ResApp Health Limited (ASX:RAP) (**ResApp**) refers to its previous announcement made 25 August 2022 in relation 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 (the **Scheme**).

Dispatch of Second Supplementary Scheme Booklet

ResApp is pleased to announce that the second supplementary explanatory statement (**Second Supplementary Scheme Booklet**) together with a personalised proxy form (**New Proxy Form**) has been dispatched to ResApp shareholders today.

The Second Supplementary Scheme Booklet contains additional information in relation to the Scheme including:

- the confirmation from Pfizer that the scheme 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;
- the A\$680,000 bridging loan provided by Pfizer to enable ResApp to meet its short-term working capital needs during the scheme period;
- the adjourned Scheme Meeting which is now scheduled to take place at 2:00pm (AEST) on Wednesday, 7 September 2022; and
- the supplementary independent expert's report (**Supplementary IER**) provided by BDO Corporate Finance (WA) Pty Limited (**Independent Expert**).

A copy of the Second Supplementary Scheme Booklet is available electronically for viewing and downloading at:

ResApp's website: www.resapphealth.com.au

Scheme website: www.resappscheme.com

ASX website: <https://www2.asx.com.au/markets/company/rap/>

ResApp shareholders who have elected to receive electronic communications will receive an email containing instructions about how to view or download a copy of the Second Supplementary Scheme Booklet, as well as instructions on how to lodge their proxies for the Scheme Meeting online.

ResApp shareholders who have elected to receive communications via post will receive a printed copy of the Second Supplementary Scheme Booklet together with a Proxy Form.



All other ResApp shareholders will receive a letter, together with a New Proxy Form, with instructions about how to view or download a copy of the Second Supplementary Scheme Booklet.

ResApp shareholders can also request a free hard copy of the Second Supplementary Scheme Booklet by calling the ResApp Shareholder Information Line on 1300 620 649 (within Australia) or +61 3 9415 4326 (outside Australia), Monday to Friday between 8:30am and 5:00pm (AEST).

ResApp shareholders should carefully read and consider the Scheme Booklet released on 18 July 2022, the Supplementary Scheme Booklet released on 5 August 2022 and the Second Secondary Supplementary Scheme Booklet, including the materials annexed to the booklets, before deciding how to vote at the Scheme Meeting. If after reading the Scheme Booklet, Supplementary Scheme Booklet or Second Supplementary Scheme Booklet you have any questions about the Scheme or either documents please visit the Scheme website at www.resappscheme.com or contact the ResApp Shareholder Information Line on 1300 620 649 (within Australia) or +61 3 9415 4326 (outside Australia), Monday to Friday between 8:30am and 5:00pm (AEST).

Supplementary IER

The Second Supplementary Scheme Booklet contains a Supplementary IER from the Independent Expert. The Independent Expert previously assessed the full underlying value of ResApp (on a controlling interest basis) at between \$0.146 and \$0.279 per ResApp Share, with a preferred valuation of \$0.208 per ResApp Share. The Supplementary IER now determines the full underlying value of ResApp (on a controlling interest basis) at between \$0.145 and \$0.277 per ResApp Share with a new preferred valuation of \$0.207 per ResApp Share. The Scheme Consideration of A\$0.208 is greater than the preferred value. Accordingly, the Independent Expert has concluded that the Scheme is fair and reasonable and in the best interests of ResApp Shareholders, in the absence of a superior proposal.

In reaching its conclusion, the Independent Expert has taken into account all relevant matters including the results of the Data Confirmation Study, the FDA's grant of 510(k) clearance for SleepCheckRx in the United States, the extension of the Medgate AG licence, the Breathe Easy study, the 'best and final offer' letter from Pfizer, the loan agreement between Pfizer and ResApp as announced on 16 August 2022 and the Scheme Consideration.

The Independent Expert's conclusion should be read in context with the full Independent Expert's report released on 18 July 2022 and the Supplementary IER contained at Schedule 2 to the Second Supplementary Scheme Booklet.

Directors' Recommendation

ResApp's directors 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, the directors intend to vote all ResApp shares held by or controlled by them in favour of the Scheme.

Scheme Meeting

Due to the ongoing COVID-19 pandemic, in the interests of the health and safety of ResApp shareholders and staff, and uncertainty and disruption associated with Government restrictions on travel and large gatherings, to the extent practicable the Scheme Meeting will be held as a hybrid meeting which can be attended virtually or in person. ResApp encourages ResApp shareholders and their proxies, attorneys and corporate representatives to participate in the Scheme Meeting virtually.

The Scheme Meeting is now scheduled to take place at 2:00pm (AEST) on 7 September 2022 and will be held at the offices of DLA Piper Australia, Level 22, No 1 Martin Place, Sydney and virtually via an online platform. To attend the Scheme Meeting virtually, please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_pvBR0ih1TKCkkQjgNNGNg

Details of how to access the online platform, how to vote, appoint a proxy and how to participate in the Scheme Meeting are contained on the Scheme website at www.resappscheme.com. All proxy appointments must be received by Automic by no later 2:00pm (AEST) on 5 September 2022 to be effective.

Voting on the Scheme

You may vote by attending the Scheme Meeting in person or virtually or by appointing a proxy, by attorney or corporate representative to attend the Scheme Meeting in person or virtually and vote on your behalf.

At the Scheme Meeting, ResApp Shareholders will be asked to consider a motion to amend the proposed resolution contained in the Notice of Scheme Meeting annexed to the Scheme Booklet released on 18 July 2022 (**Scheme Resolution**), so as to take into account the Revised Scheme Consideration described in the Supplementary Scheme Booklet (**Amending Resolution**). The Amending Resolution will require an ordinary resolution of ResApp Shareholders present and voting in person or by proxy, and voting will be by a poll. Assuming the Amending Resolution is approved, Shareholders will then be invited to vote by poll for approval of the amended Scheme by adoption of the amended Scheme Resolution. The text of the amended Scheme is included in the Supplementary Scheme Booklet and is set out in the Notice of Scheme Meeting annexed to the Second Supplementary Scheme Booklet.

Previous validly submitted proxies including by the personalised proxy form dispatched to ResApp Shareholders:

- on 20 July 2022, which only detailed the Scheme Resolution; and
- on 8 August 2022, which detailed both the Amending Resolution and amended Scheme Resolution,
(Existing Proxies),

are valid unless revoked.

For clarity, if you have an Existing Proxy in respect of the Scheme Resolution, have not revoked your proxy instruction and you have instructed your proxy to vote in favour of the Scheme Resolution, the proxy will be considered to have authority to vote in favour of the Amending Resolution and the amended Scheme Resolution. If the Chair of the Scheme Meeting is appointed as your proxy (or is appointed by default), the Chair intends to vote all valid undirected proxies which he receives for (or in favour of) the Amending Resolution and the amended Scheme Resolution.

If you have an Existing Proxy in respect of the Scheme Resolution, have not revoked your proxy instruction and you have instructed your proxy to vote against the Scheme Resolution, the proxy will be considered to have authority to vote against the Amending Resolution and the amended Scheme Resolution.

If you wish to amend or cancel your Existing Proxy, you must register a new proxy by either:

- lodging a replacement proxy online at <https://investor.automic.com.au/#/loginsah> and following the instructions provided; or
- completing and returning to Automic the New Proxy Form which accompanies the Second Supplementary Scheme Booklet.

If you do not have an Existing Proxy and you wish to vote by proxy, you must either lodge a proxy online using the address provided above or complete and return to Automic the New Proxy Form which accompanies the Second Supplementary Scheme Booklet.

All proxy appointments, amendments and cancellations must be received no later than 2:00pm (AEST) on 5 September 2022 to be effective.

Second Court Hearing

If the requisite majority of ResApp Shareholders vote in favour of the Scheme at the Scheme Meeting, and all other relevant conditions precedent to the Scheme are satisfied or waived, ResApp will apply to the Supreme Court of New South Wales for orders approving the Scheme.

Revised Scheme Timetable

The key dates expected for the Scheme are set out below:

Event	Expected Date
Last time and date for lodgement of completed Proxy Form for the Scheme Meeting	2:00pm (AEST) on 5 September 2022
Time and Date for determining eligibility of ResApp Shareholders to vote at the Scheme Meeting	7:00pm (AEST) on 5 September 2022
Scheme Meeting	2:00pm (AEST) on 7 September 2022
Second Court Date	9:15am (AEST) on 13 September 2022
Effective Date of the Scheme	14 September 2022
Last day of trading on ASX	14 September 2022
Scheme Record Date	7:00pm (AEST) on 16 September 2022
Implementation Date for the Scheme	23 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.

Further information

If you require further information or have questions in relation to the Scheme, please visit the Scheme website at www.resappscheme.com or contact the ResApp Shareholder Information Line on 1300 620 649 (within Australia) or +61 3 9415 4326 (outside Australia), Monday to Friday between 8:30am and 5:00pm (AEST).



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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.