

## Results of First Court Hearing

**Brisbane, Australia, 15 July 2022** – ResApp Health Limited (ASX:RAP) (**ResApp**) provides the following update on the proposed scheme of arrangement with Pfizer Australia Holdings Pty Limited (a wholly-owned subsidiary of Pfizer Inc, a global biopharmaceutical company) (**Pfizer**) under which it is proposed that Pfizer will acquire 100% of shares in ResApp (the **Scheme**) for A\$0.146 per share in cash (**Scheme Consideration**).

### Court Orders

The Supreme Court of New South Wales (**Court**) has today made orders:

- that ResApp convene a meeting of ResApp shareholders to consider and vote on the Scheme (**Scheme Meeting**); and
- approving dispatch of an explanatory statement providing information about the Scheme, including notice of the Scheme Meeting (together, the **Scheme Booklet**) to ResApp shareholders.

### Scheme Booklet

The Scheme Booklet will be registered with the Australian Securities and Investments Commission (**ASIC**). ResApp will release the Scheme Booklet to ASX and dispatch to ResApp shareholders following ASIC registration.

The Scheme Booklet will be dispatched to ResApp shareholders shortly after its release to ASX. 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 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 Scheme Booklet, together with a personalised proxy form. All other ResApp shareholders will receive a letter, together with a personalised proxy form, with instructions about how to view or download a copy of the Scheme Booklet.

ResApp shareholders should carefully read and consider the Scheme Booklet in its entirety, including the materials accompanying it, before deciding how to vote at the Scheme Meeting.

### Independent Expert's Report

The Scheme Booklet will include an independent expert's report from BDO Corporate Finance WA Pty Limited (**Independent Expert**).

On 14 July 2022, the Independent Expert provided its final report which determined that the value of a ResApp share was A\$0.146 to A\$0.279 (on a controlling interest basis), with a preferred value of A\$0.208 per ResApp share. The Independent Expert states the Scheme Consideration is within the Independent Expert's assessed valuation range for ResApp on a 100% controlling interest basis. 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.<sup>i</sup> 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 and the extension of the Medgate AG licence. The Independent Expert's conclusion should be read in context with the full Independent Expert's report and the Scheme Booklet.

### **Recommendation of the ResApp Board**

ResApp's directors 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**

The Scheme Meeting is scheduled to take place at 2:00pm (AEST) on Friday, 19 August 2022 and will be held at the Four Seasons Hotel Sydney, 199 George Street, Sydney and virtually via Automic's online platform.

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, 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.

All registered ResApp Shareholders at 7:00pm (AEST) on Wednesday, 17 August 2022 will be eligible to vote at the Scheme Meeting. Further information on how to participate in and vote at the Scheme Meeting is set out in the Scheme Booklet.

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<sup>i</sup> As defined in the amended and restated scheme implementation deed announced on ASX on 14 June 2022.

## Indicative Timeline

The key events and the expected timing in relation to the approval and implementation of the Scheme are set out in the table below.

Latest time and date for lodgement of completed Proxy Form for the Scheme Meeting	2:00pm (AEST) on 17 August 2022
Time and date for determining eligibility of ResApp Shareholders to vote at the Scheme Meeting	7:00pm (AEST) on 17 August 2022
Time and date of the Scheme Meeting	2:00pm (AEST) on 19 August 2022
Second Court Date	9:15am (AEST) on 25 August 2022
Effective Date of the Scheme	26 August 2022
Last date of trading of ResApp Shares on ASX	26 August 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](http://www.asx.com.au).

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

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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 for use in telehealth, emergency department and primary care settings; and SleepCheck, a smartphone application which allows consumers to self-assess their risk of sleep apnoea. Both products are CE Marked in Europe and TGA approved in Australia. For more information, please visit [www.resapphealth.com.au](http://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.*