

Clarification: Scheme Booklet registered with ASIC

Brisbane, Australia, 20 July 2022 – ResApp Health Limited (ASX:RAP) (**ResApp**) refers to its previous announcement entitled 'Scheme Booklet registered with ASIC' dated 18 July 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 (**Scheme**).

The announcement dated 18 July 2022 disclosed the reasons why the ResApp Board considers ResApp shareholders should vote in favour of the Scheme without also disclosing the reasons to vote against the Scheme or the risks associated with ResApp continuing as a standalone entity listed on ASX. Accordingly, the Company now retracts the announcement dated 18 July 2022 and reissues the announcement in the form attached at Annexure A.

The ResApp Board wishes to highlight that the reasons to vote in favour or against the Scheme, together with the risks associated with ResApp continuing as a standalone entity listed on ASX, are fully disclosed in the Scheme Booklet. You 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. You may also visit the 'Key Considerations' page on the Scheme website at www.resappscheme.com/key-considerations.

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 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.



Contacts

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

Annexure A:

Scheme Booklet registered with ASIC

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**).

ResApp refers to the orders of the Supreme Court of New South Wales (**Court**) that ResApp convene a meeting of ResApp shareholders to consider and vote on the Scheme (**Scheme Meeting**) and approving the dispatch of an explanatory statement providing information about the Scheme together with notice of the Scheme Meeting (together, **Scheme Booklet**) to ResApp shareholders.

ResApp confirms that the Scheme Booklet has been registered with the Australian Securities and Investments Commission (**ASIC**). A copy of the Scheme Booklet containing information about the Scheme and notice of Scheme Meeting is attached to this announcement and is available for viewing and downloading at:

ResApp's website: www.resapphealth.com.au
Scheme website: www.resappscheme.com
ASX website: www2.asx.com.au/markets/company/rap/

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. If after reading the Scheme Booklet you have any questions about the Scheme or the Scheme Booklet 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).

Independent Expert's Report

The Scheme Booklet includes a copy of the Independent Expert's report.

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 Proposal¹. 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

¹ As defined in the amended and restated scheme implementation deed announced on ASX on 14 June 2022.

Expert's conclusion should be read in context with the full Independent Expert's report and the Scheme Booklet.

Recommendation of the ResApp Board

The ResApp Board unanimously recommends 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 in favour of the Scheme with respect to the ResApp shares held or controlled by them.

Dr Roger Aston, Chairman of ResApp said: *"We believe the Scheme is an exciting opportunity for ResApp shareholders. We look forward to the Scheme Meeting and strongly encourage shareholders to vote in favour of the Scheme, in the absence of a Superior Proposal."*

Tony Keating, CEO and Managing Director of ResApp said: *"The Directors believe that the Scheme Consideration represents a compelling premium to the recent historical trading prices of ResApp and appropriately reflects the value of ResApp when balancing the quality of the ResApp business with the risk and cost of commercialising ResApp's technology. The ResApp board is strongly encouraging shareholders to read the Scheme Booklet and vote 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 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_pvBR0ih1TKckkQjgJNNGNg.

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.

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
Implementation Date for the Scheme and payment	6 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

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