

21 January 2025

RESPIRI COMPLETES ACQUISITION OF ORB HEALTH

Respiri Limited (ASX:RSH; OTCQB:RSHUF) (**Respiri**) is pleased to advise the successful acquisition of the business and assets of Orb Health Inc. (**Orb Health**) by way of an asset purchase agreement (**Purchase Agreement**).

Pursuant to the Purchase Agreement the initial purchase price of US\$9 million was satisfied through the issue of 160,998,504 fully paid ordinary shares (**Initial Consideration Shares**). As part of the transaction, Orb Health agreed to invest US\$0.7 million (~A\$1.1M) by subscribing for additional fully paid ordinary shares (**Additional Shares**). Respiri will issue the first tranche of 7,155,489 Additional Shares (US\$0.4 million) contemporaneously with the Initial Consideration Shares and the second tranche of 5,366,617 Additional Shares (US\$0.3 million) is expected to be completed within the next 45 days.

An additional payment may be payable upon Orb Health meeting financial targets at the completion of CY2025 also to be satisfied through the issue of fully paid ordinary shares.

The acquisition marks another significant step for Respiri as it accelerates its market commercialisation and business development to become the leader in the connected and chronic care health market in the United States. Further, significant progress has already been made with the integration of the Orb and Respiri organisations to optimise corporate structure, including headcount and systems and this has already resulted in significant operational cost savings which will be communicated to the market in due course. Further, existing clients from both Orb and Respiri have been approached with the expanded service line offerings that the new merged organisation provides and these have been extremely well received with the Company confident of converting this interest into additional contract services in the near future.

As part of the restructuring initiative, Mr Nicholas Smedley will transition from the role of Executive Chairman to Non-executive Chairman. With this change, Nicholas has volunteered to have his Chairman's remuneration to be reduced from \$240K p.a. to \$75K p.a. He will continue to be a key strategic contributor to the organisation's continue push into the US market and in helping to communicate the Company's achievements and ambitions to all major stakeholders.

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This ASX announcement has been authorised for release by the Board of Directors of Respiri Limited.

About Respiri Limited – A Revolutionary Remote Healthcare Solutions Provider

Respiri Limited (ASX:RSH, OTCQB:RSHUF) is leading the charge in transforming healthcare delivery in the US. As an innovator in medical devices and MedTech, we combine state-of-the-art technologies with unparalleled clinical expertise. Partnering with healthcare providers and organisations we empower our clients to extend exceptional care into the community, making a real difference to patients' lives.

We are revolutionising healthcare one patient at a time with our disruptive business model, which provides



personalised and responsive care. Our cutting-edge R&D sets us apart, offering comprehensive Care Management programs for all major chronic conditions, including our exclusive remote wheeze detection for respiratory disorders.

Through strategic partnerships, we seamlessly integrate our advanced solutions into existing systems and workflows, boosting efficiency and significantly reducing overall healthcare costs. Our data-driven programs and superior clinical expertise position us at the forefront of chronic disease management, ensuring patients' healthcare needs are met consistently and effectively across the continuum of care.

Learn more at www.respiri.co/au

About the wheezo® Medical Device

wheezo®, a world-first FDA-approved Class II medical device, is the sole WheezeRate detector capable of integrating into RPM programs. Developed by Respiri, wheezo® utilises innovative technology to analyse breath sounds for wheeze. The device works with the user-friendly respiri™ app, enabling users to log symptoms and triggers. The wheezo® system creates a comprehensive and individualised patient profile, fostering informed dialogues between patients and physicians. For details on our US offering, visit <https://respiri.co/us> or for [wheezo®](#)

Respiri Limited is headquartered in Melbourne with offices in New York City and Miami.

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Forward Looking Statements

Certain statements made in this announcement are forward-looking statements. These forward-looking statements are not historical facts but rather are based on Respiri current expectations, estimates and projections about the industry in which Respiri operates, and its beliefs and assumptions. Forward-looking statements often use words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "guidance", "will", "may", "should", "would", "could" or other words of similar meaning. These words and similar expressions are intended to identify forward looking statements and should be considered an at-risk statement. Such statements are subject to certain risks and uncertainties.

Actual results may vary materially from those set forth in the forward-looking statements. Among others, the following risks and uncertainties could cause actual results to differ from those set forth in the forward-looking statements: (i) that the business of the Respiri may suffer as a result of the proposed transaction between Respiri and Orb Health; and (ii) general economic and business conditions. In addition, there are, risks or uncertainties inherent in the process of developing technology and in the endeavour of building a business around such products and services. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties, and other factors, some of which are beyond the control of Respiri, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. Respiri cautions shareholders and prospective shareholders not to place undue reliance on these forward-looking statements, which reflect the view of Respiri only as of the date of this release. The forward-looking statements made in this announcement relate only to events as of the date on which the statements are made. Respiri will not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances or unanticipated events occurring after the date of this announcement except as required by law or by any appropriate regulatory authority.