

RESPIRI



Notice of Annual General Meeting and Explanatory Memorandum

Company: **Respiri Limited ACN 009 234 173**

Date of Meeting: Monday, 15 November 2021

Time of Meeting: 2.00pm (Melbourne time)
Registration from 1.00pm

Type of Meeting: Electronic Meeting held via Zoom

Zoom link: <https://us02web.zoom.us/j/87347883370>

Zoom Meeting ID: 873 4788 3370

This is an important document. It should be read in its entirety.

If you are in doubt as to the course you should follow, consult your financial or other professional advisor.

RESPIRI LIMITED**ACN 009 234 173****NOTICE OF GENERAL MEETING**

Notice is given that the Annual General Meeting of Shareholders of Respiri Limited (**Respiri** or the **Company**) will be held on Monday, 15 November 2021 at 2.00pm (AEDT) (**Meeting**).

The Meeting will be hosted online as a live webcast at the following URL: <https://us02web.zoom.us/j/87347883370>

Attendance at the Meeting is by way of the Zoom application via the above URL.

Voting can be undertaken at any time up to 48 hours *prior* to the Meeting in accordance with the instructions on your Proxy form. Should you wish to vote *during* the Meeting itself then this can be done via the Lumi platform using the following Meeting ID: 379 068 834. Instructions for voting via the Lumi platform during the Meeting are set out in Annexure A.

Please note that if you only wish to attend the Meeting (i.e. attend but not vote at the Meeting) then you will only need to access the Zoom application. If you wish to attend the Meeting AND vote *during* the Meeting, then you will need to access both the Zoom application and the Lumi platform. Otherwise voting can be undertaken *prior* to the Meeting in accordance with the instructions on your Proxy form.

Further details in respect of the resolutions proposed in this notice of Meeting (**Notice**) are set out in the Explanatory Memorandum accompanying this Notice. The Explanatory Memorandum should be read together with, and forms part of, this Notice.

Please read this Notice carefully and consider directing your proxy on how to vote on each resolution by marking the appropriate box on the proxy form included with this Notice. Shareholders who intend to appoint the Chairman as proxy (including appointment by default) should have regard to the Proxy Form and Voting Instructions appended to this Notice. Voting prior to the meeting is encouraged.

AGENDA

A. ORDINARY BUSINESS

1. Receipt and consideration of accounts & reports

To receive and consider the Financial Report of the Company, together with the Directors' Report (including the Remuneration Report) and the Auditors' Report for the year ended 30 June 2021.

Note: Except as set out in Resolution 1, there is no requirement for Shareholders to vote on a resolution or adopt these reports.

2. Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, pass the following as an ordinary resolution:

"That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors' Report) for the financial year ended 30 June 2021 is adopted."

Further details in respect of Resolution 1 are set out in the Explanatory Memorandum accompanying this Notice.

3. Resolution 2: Re-election of Marjan Mikel as a Director

To consider and, if thought fit, pass the following as an ordinary resolution:

"That Marjan Mikel, being a Director who retires by rotation pursuant to the Constitution of the Company and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Further details in respect of Resolution 2 are set out in the Explanatory Memorandum accompanying this Notice.

B. SPECIAL BUSINESS

4. Resolution 3: Approval of 10% Placement Capacity

To consider and, if thought fit, pass the following as a special resolution:

"That for the purposes of Listing Rule 7.1A, the directors are authorised to issue totalling up to 10% of the issued capital of the Company (at the time of issue calculated over the period prescribed under Listing Rule 7.1A.2) at an issue price, or for non-cash consideration, that is at least 75% of the volume weighted price for the Company's shares calculated over the period prescribed under Listing Rule 7.1A.3, and otherwise on the terms and conditions set out in the Explanatory Memorandum."

Further details in respect of Resolution 3 are set out in the Explanatory Memorandum accompanying this Notice.

C. OTHER BUSINESS

To consider any other business that may be brought before the Meeting in accordance with the Constitution of the Company and the Corporations Act.

BY THE ORDER OF THE BOARD



Mr Nicholas Smedley
Chairman

Dated: 14 October 2021

*The accompanying Explanatory Memorandum, Proxy Form
and Voting Instructions form part of this Notice of Meeting.*

PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

A Shareholder who is entitled to attend and vote at this Meeting may appoint:

- (a) one proxy if the Shareholder is only entitled to one vote; and
- (b) one or two proxies if the Shareholder is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes, in which case any fraction of votes will be disregarded.

The proxy may, but need not, be a Shareholder of the Company.

Where a Shareholder appoints two proxies, on a show of hands, neither proxy may vote if more than one proxy attends and on a poll each proxy may only exercise votes in respect of those shares or voting rights the proxy represents.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged per the instructions on the appended proxy form.

The proxy form must be signed by the Shareholder (or in the case of a joint holding, by each joint holder) or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chairman of the Meeting as your proxy.

The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending this Meeting and voting personally. If the Shareholder votes on a resolution, the proxy must not vote as the Shareholder's proxy on that resolution.

A proxy form is attached to the Notice of Meeting.

How the Chairman will vote undirected proxies

The Chairman of the Meeting intends to vote all available and undirected proxies FOR Resolutions 1 to 3 (inclusive)

Proxies that are undirected on the Resolutions

If you appoint the Chairman of the Meeting as your proxy (or if he may be appointed by default), but you do not direct the Chairman how to vote in respect of the Resolution, your election to appoint the Chairman as your proxy will be deemed to constitute an express authorisation by you directing the Chairman to vote FOR Resolutions 1 to 3 (inclusive)

This express authorisation acknowledges that the Chairman may vote your proxy even if he or she has an interest in the outcome of the resolution even if the resolution is connected directly or indirectly with remuneration of a member of the KMP of the Company (or if the Company is part of a consolidated entity, for the entity) and accordingly your votes will be counted in calculating the required majority if a poll is called.

Corporate Representatives

Any corporation which is a Shareholder of the Company may appoint a proxy, as set out above, or authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chairperson of the Meeting) a natural person to act as its representative at any general meeting.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the constitution of the Company. Attorneys are requested to bring the original or a certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

Voting Entitlement

For the purposes of section 1074D(2)(g)(i) of the Corporations Act and Regulation 7.11.37(3)(b) of the *Corporations Regulations 2001* (Cth), the Board has determined that Shareholders entered on the Company's Register of Members as at 2.00pm on Saturday, 13 November 2021 (AEDT) are entitled to attend and vote at the Meeting. Transactions registered after that time will be disregarded in determining the Shareholders entitled to attend and vote at the Meeting.

On a poll, Shareholders have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

In the case of joint holders of shares, if more than one holder votes at any Meeting, only the vote of the first named of the joint holders in the share register of the Company will be counted.

Note that you can lodge your vote online at www.investorvote.com.au using the secure access information printed on your proxy form or by using your mobile device to scan the personalised QR code (also shown on your proxy form). Shareholders are encouraged to vote using this method.

For Intermediary Online subscribers (custodians) proxy forms can be lodged online by visiting www.intermediaryonline.com.

EXPLANATORY MEMORANDUM

RESPIRI LIMITED ACN 009 234 173

NOTICE OF ANNUAL GENERAL MEETING – EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

This Explanatory Memorandum accompanies and forms part of the Company's Notice of Annual General Meeting (**Notice**) to be held on Monday, 15 November 2021 at 2.00pm (AEDT) (**Meeting**).

The Meeting will be hosted online as a live webcast via the Zoom application at the following URL: <https://us02web.zoom.us/j/87347883370>

Should you wish to vote during the Meeting then this can be done via the Lumi platform at the following URL: <https://web.lumiagm.com> (Meeting ID: 379-068-834). Detailed instructions on how to vote *during* the Meeting using the Lumi platform are set out in Annexure A.

Otherwise voting can be undertaken at any time up to 48 hours *prior* to the Meeting in accordance with the instructions on your Proxy form.

This Explanatory Memorandum has been prepared to assist Shareholders to understand the business to be put to Shareholders at the Meeting. It is an important document and should be read carefully and in full. The Notice incorporates, and should be read together with, this Explanatory Memorandum.

1. Receipt and consideration of accounts & reports

In accordance with the Company's Constitution, the business of the meeting will include receipt and consideration of the Company's Financial Report and reports of Directors and Auditors for the year ended 30 June 2021.

2. Resolution 1 – Adoption of Remuneration Report

The Remuneration Report for the financial year ended 30 June 2021 is set out in the Directors' report of the Company's 2021 Annual Report and is available on the Company's website. The Remuneration Report sets out the Company's policies and a range of matters relating to the remuneration of Directors and other Key Management Personnel of the Company.

Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Under the Corporations Act, a listed entity is required to put to the vote a resolution that the Remuneration Report be adopted. Whilst the resolution must be put to a vote, the resolution is advisory only and does not bind the Directors or the Company. However, if at least 25% of votes are cast against the resolution at two consecutive annual general meetings (this did not occur last year), a 'board spill resolution' needs to be put to shareholders. If such a board spill resolution is passed by shareholders, the Company is required to hold a further meeting of shareholders within 90 days to consider replacing those directors (other than the managing director) in office at the time the remuneration report was approved by the board.

The Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Voting exclusion statement

For the purposes of sections 250R(4) and 250BD(1) of the Corporations Act, a vote must not be cast on this Resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a closely related party of such a member.

However, the Company need not disregard a vote on this Resolution if:

- it is cast by a person as a proxy for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy to vote on the Resolution in that way; or

EXPLANATORY MEMORANDUM

- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote in accordance with a direction given to the chair to vote on the Resolution as the chair decides even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Any undirected proxies held by Directors or other Key Management Personnel or their closely related parties for the purposes of this Resolution (excluding the Chairman) will not be voted on this Resolution. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him to vote by marking the box for this Resolution. By marking the Chairman's box on the Proxy Form, you acknowledge that the Chairman of the Meeting will vote in favour of this item of business as your proxy.

Chairman appointed as proxy

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should refer to the Proxy and Voting Instructions appended to this Notice. To the extent permitted by law, the Chairman intends to vote all undirected proxies granted to him in favour of this Resolution.

Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

3. Resolution 2 – Re-election of Marjan Mikel as a Director

The Constitution of the Company requires that at every Annual General Meeting, one third of Directors (excluding the Managing Director) shall retire from office and provides that such Directors are eligible for re-election at the meeting. The Constitution provides that a retiring Director is eligible for re-election. Marjan Mikel being eligible, offers himself for re-election.

Marjan Mikel was last re-elected as Director on 16 December 2020 at the Company's 2020 AGM.

Marjan is a highly experienced managing director and board member with a career spanning Australia, Europe and Japan, Marjan's focus has been in the healthcare industry; from pharmaceuticals and information services and technology to medical devices and sleep disorder solutions. He founded and subsequently sold Healthy Sleep Solutions after developing it into Australia's largest provider of home based sleep diagnostic and treatment services, with Resmed Ltd as a joint venture/shareholder partner. Marjan has held a number of Board and advisory roles in public and private companies in the areas of healthcare, SaaS and medical devices.

Chairman appointed as proxy

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should refer to the Proxy and Voting Instructions appended to this Notice. To the extent permitted by law, the Chairman intends to vote all undirected proxies granted to him in favour of this Resolution.

Recommendation

The Board (with the exception of Mr Mikel) recommends that Shareholders vote in favour of Resolution 2. The Chair of the Meeting intends to vote all available proxies in favour of Resolution 2.

4. Resolution 3: Approval of 10% Placement Capacity

Listing Rule 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% ("**10% Placement Facility**").

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 3 seeks Shareholder approval by way of a special resolution for the Company to have the 10% Placement Facility provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

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Disclosures provided for Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the 10% Placement Facility to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Securities issued under the 10% Placement Facility

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The only quoted Equity Securities that the Company has on issue are its Shares. Therefore, any Equity Securities issued under the 10% Placement Facility must be Shares.

The exact number of Shares to be issued under the 10% Placement Facility will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

$$(A \times D) - E$$

Where:

A is the number of fully paid ordinary securities on issue at the commencement of the relevant period (the 12 month period immediately preceding the date of issue or agreement):

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to use securities within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
- plus the number of any other fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or 7.4;
- plus the number of partly paid ordinary securities that became fully paid in the relevant period;
- less the number of fully paid shares cancelled in the relevant period.

Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of the Company's ordinary securities under Listing Rule 7.4.

EXPLANATORY MEMORANDUM

Disclosures provided for Listing Rule 7.3A

Pursuant to and in accordance Listing Rule 7.3A, the following information is provided in relation to Resolution 3:

Period for which approval is valid	<p>Equity Securities may be issued under the 10% Placement Facility commencing from the date of the Meeting and expiring on the earlier to occur of:</p> <ul style="list-style-type: none"> (a) the date that is 12 months after the date of the Meeting; (b) the time and date of the Company's next annual general meeting; or (c) the time and date of the approval by Shareholders of any transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of the Company's main undertaking), <p>("10% Placement Period").</p>
Minimum price at which Equity Securities may be issued	<p>The minimum price at which Equity Securities may be issued under the 10% Placement Facility is 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Purpose for which the funds raised may be used	<p>The Company may issue Equity Securities under the 10% Placement Facility as cash consideration, in which case the Company intends to use funds raised for product development and general working capital.</p>
Risk of economic and voting dilution for Shareholders	<p>Any issue of Equity Securities under the 10% Placement Facility will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If Resolution 3 is approved by shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Facility, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2) on the basis of the closing price of the Company's Shares of \$0.066 on 11 October 2021 ("Market Price") and the current number of Shares on issue as at the date of this Notice being 722,840,790 Shares. The table also shows:</p> <ul style="list-style-type: none"> (a) two examples of the voting dilution impact where variable "A" has increased, by 50% and 100%, whereby variable "A" is based on the number of ordinary securities the Company has on issue at the date of this Notice; and (b) two examples of the economic dilution impact where the issue price of Shares issued under the 10% Placement Facility (Issue Price) has decreased by 50% and increased by 100% as against the Market Price.

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			Dilution		
Variable "A" in Listing Rule 7.1A.2*	Issue Price (per Share)	\$0.033 (50% decrease in Market Price)	\$0.066 (Market Price)	\$0.132 (100% increase in Market Price)	
722,840,790 Shares (Current Variable A)	10% voting dilution	72,284,079 Shares	72,284,079 Shares	72,284,079 Shares	
	Funds raised	\$2,385,375	\$4,770,749	\$9,541,498	
1,084,261,185 Shares (50% increase in current Variable A)	10% voting dilution	108,426,118 Shares	108,426,118 Shares	108,426,118 Shares	
	Funds raised	\$3,578,062	\$7,156,124	\$14,312,248	
1,445,681,580 Shares (100% increase in current Variable A)	10% voting dilution	144,568,158 Shares	144,568,158 Shares	144,568,158 Shares	
	Funds raised	\$4,770,749	\$9,541,498	\$19,082,997	
<p><i>*Note: The number of Shares on issue (Variable A in the above formula) could increase as a result of the issue of Shares that do not require shareholder approval (such as under a pro-rata rights issue, dividend reinvestment or scrip issued under a takeover offer) or that are issued with shareholder approval under Listing Rule 7.1.</i></p> <p>The table above is based on the following assumptions:</p> <ul style="list-style-type: none">(a) the Market Price set out above is the closing price of the Shares on the ASX on 11 October 2021;(b) the Company issues the maximum possible number of Equity Securities under the 10% Placement Facility;(c) the Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1;(d) the issue of Equity Securities consists only of Shares and it is assumed that no options or other convertible securities are exercised or converted into Shares before the date of issue of the Equity Securities;(e) the calculations above do not show the dilution that any one particular shareholder will be subject to and all shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances;(f) the table does not set out any dilution pursuant to approvals under Listing Rule 7.1;(g) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue, this is why the voting dilution is shown in each example as 10%; and(h) the table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the 10% Placement Facility, based on that shareholder's holding at the date of the Meeting. <p>Shareholders should note that there is a risk that:</p> <ul style="list-style-type: none">(a) the market price for the Company's Shares may be significantly lower on the date of the issue of the relevant Shares than on the date of the Meeting; and(b) the Shares may be issued at a price that is at a discount to the market price for the Company's Shares on the issue date.					

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Company's allocation policy for issues under the 10% Placement Facility	<p>The Company's allocation policy for the issue of Equity Securities under the 10% Placement Facility will be dependent on the prevailing market conditions at the time of the proposed placement.</p> <p>The recipients of the Equity Securities to be issued under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing shareholders, or new investors (or both), none of whom will be related parties of the Company or their associates.</p> <p>The identity of recipients of the Equity Securities to be issued under the 10% Placement Facility will be determined on a case-by-case basis having regard to the factors including but not limited to the following:</p> <ul style="list-style-type: none"> (a) the purpose of the issue; (b) the alternative methods of raising funds that are available to the Company at that time, including but not limited to, a rights issue or other issue in which existing shareholders can participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including but not limited to the financial situation and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).
Issues of under the 10% Placement Facility in the past 12 months	<p>The Company previously obtained approval from its Shareholders for the 10% Placement Facility pursuant to Listing Rule 7.1A at its 2020 Annual General Meeting held on 16 December 2020 and at its 2019 Annual General Meeting held on 25 November 2019 ("Previous Approval").</p> <p>During the 12-month period preceding the date of the Meeting, being on and from 15 November 2020, the Company has not issued any Equity Securities under the Previous Approval.</p>

Chairman appointed as proxy

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should refer to the Proxy and Voting Instructions appended to this Notice. To the extent permitted by law, the Chairman intends to vote all undirected proxies granted to him in favour of this Resolution.

Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

EXPLANATORY MEMORANDUM

GLOSSARY

The following terms have the following meanings in the Notice:

“\$” means Australian Dollars;

“**10% Placement Facility**” has the meaning as defined in the Explanatory Memorandum for Resolution 3;

“**10% Placement Period Facility**” has the meaning as defined in the Explanatory Memorandum for Resolution 3;

“**AEDT**” means Australian Eastern Daylight Time;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the financial year ended 30 June 2021;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**Board**” means the Directors acting as the board of Directors of the Company;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act;

“**Company**” or “**Respiri**” means Respiri Limited ACN 009 234 173;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the *Corporations Act 2001* (Cth);

“**Director**” means a Director of the Company;

“**Directors Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Memorandum**” means the explanatory memorandum which forms part of the Notice;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Key Management Personnel**” means:

- (a) where the term appears in relation to a resolution under section 250R(2) of the Corporations Act, means members and former members of the key management personnel of the Company whose remuneration details are disclosed in the Remuneration Report; and
- (b) otherwise, has the same meaning as that term in the accounting standards;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means this Notice of Meeting including the Explanatory Memorandum;

“**Proxy Form**” means the proxy form attached to this Notice;

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“Remuneration Report” means the remuneration report which forms part of the Directors’ Report of the Company for the financial year ended 30 June 2021 and which is set out in the Annual Report;

“Resolution” means a resolution referred to in this Notice;

“Share” means a fully paid ordinary share in the capital of the Company;

“Shareholder” means a holder of Shares;

“Trading Day” means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

“VWAP” means volume weighted average price.

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Annexure A Online voting guide for votes cast during the meeting

ONLINE VOTING GUIDE

GETTING STARTED

To submit your vote online you will need to visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Meeting ID

Meeting ID as provided in the Notice of Meeting.

Australian Residents

- > **Username**
(SRN or HIN) and
- > **Password**
(postcode of your registered address).

Overseas Residents

- > **Username**
(SRN or HIN) and
- > **Password**
(three-character country code)
e.g. New Zealand - **NZL**;
United Kingdom - **GBR**;
United States of America - **USA**; Canada - **CAN**.

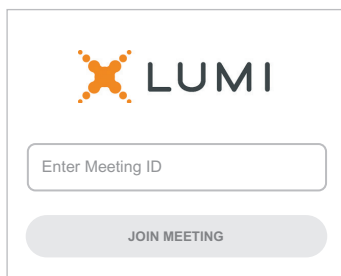
A full list of country codes is provided at the end of this guide.

Appointed Proxies

To receive your unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

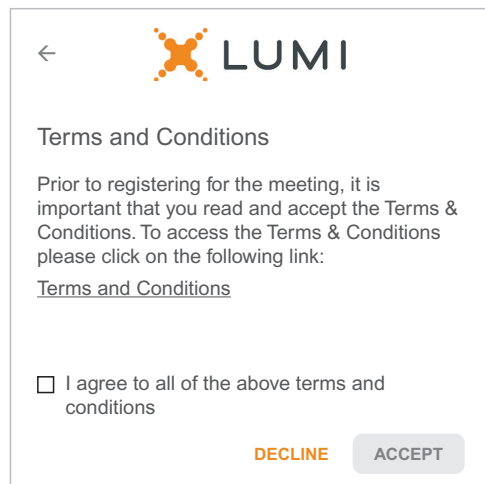
VOTING AT THE MEETING

- 1 To participate in voting during the meeting, you will be required to enter the unique 9-digit Meeting ID as provided in the Notice of Meeting.



The login screen features the LUMI logo at the top. Below it is a text input field labeled "Enter Meeting ID". At the bottom is a grey button labeled "JOIN MEETING".

- 2 To proceed into the meeting, you will need to read and accept the Terms and Conditions.



The screen shows the LUMI logo and a back arrow. Below is the heading "Terms and Conditions". The text states: "Prior to registering for the meeting, it is important that you read and accept the Terms & Conditions. To access the Terms & Conditions please click on the following link: [Terms and Conditions](#)". At the bottom, there is a checkbox labeled "I agree to all of the above terms and conditions". To the right of the checkbox are two buttons: "DECLINE" and "ACCEPT".

3 Select the relevant log in option to represent yourself in the meeting.

To register as a securityholder, OR To register as a proxyholder, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.

The screenshot shows the LUMI app interface. At the top, there is a back arrow and the LUMI logo. Below it, a toggle switch is set to 'Securityholder or Proxy'. At the bottom, there are two buttons: 'CANCEL' and 'CONTINUE'.

The screenshot shows the LUMI app interface. At the top, there is a back arrow and the LUMI logo. Below it, there are two input fields: 'SRN or HIN' and 'Postcode or Country Code'. Below these fields is a large orange 'LOG IN' button. At the bottom, there is a link: 'Having trouble logging in...?'. Below the link is a small downward arrow icon.

select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.


The screenshot shows the LUMI app interface. At the top, there is a back arrow and the LUMI logo. Below it, a toggle switch is set to 'Securityholder or Proxy'. At the bottom, there are two buttons: 'CANCEL' and 'CONTINUE'.

The screenshot shows the LUMI app interface. At the top, there is a back arrow and the LUMI logo. Below it, there are two input fields: 'SRN or HIN' and 'Postcode or Country Code'. Below these fields is a large orange 'LOG IN' button. At the bottom, there is a link: 'Having trouble logging in...?'. Below the link is a small downward arrow icon.

4 Once logged in, you will see the home page, which displays the meeting title and name of the registered securityholder or nominated proxy.

The screenshot shows the Computershare Limited Annual General Meeting home page. At the top, there is a purple header with the phone number '123-456-789'. Below the header, there are two tabs: 'HOME' and 'VOTING'. The 'VOTING' tab is selected. Below the tabs, there is the Computershare logo. Below the logo, there is the text 'Computershare Limited Annual General Meeting'. Below this, there is the text 'Mr Sam Sample'. Below this, there is the text 'Welcome Securityholders and Guests'. Below this, there is a section titled 'To View the Webcast'. Below this section, there is the text 'To view/listen to proceedings please select the 'Broadcast' bar. This will display the webcast, please press play to start and ensure that your device isn't muted.' Below this, there is a section titled 'Asking Questions'. Below this section, there is the text 'Shareholders and proxies have the ability to ask questions. Select the MESSAGING icon to open the message module. Type your question in to the box then press the send arrow.'

5 When the Chair declares the poll open:

- > A voting icon  will appear on screen and the meeting resolutions will be displayed
- > To vote, select one of the voting options. Your response will be highlighted
- > To change your vote, simply select a different option to override

The number of items you have voted on or are yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the Chair closes the poll.

The screenshot shows the LUMI app poll screen. At the top, there is a purple header with the phone number '123-456-789'. Below the header, there are two tabs: 'HOME' and 'VOTING'. The 'VOTING' tab is selected. Below the tabs, there is a section titled 'Poll Open'. Below this section, there is the text 'You have voted on 2 of 2 items'. Below this, there is a section titled 'Resolution 1 Adoption of Remuneration Report'. Below this section, there is the text 'For - Vote received'. Below this text, there are three buttons: 'For', 'Against', and 'Abstain'. The 'For' button is highlighted. Below these buttons is a 'CANCEL' button. Below this, there is a section titled 'Resolution 2 Elect Mr Sam Smith as a director'. Below this section, there is the text 'Against - Vote received'. Below this text, there are three buttons: 'For', 'Against', and 'Abstain'. The 'Against' button is highlighted. Below these buttons is a 'CANCEL' button.

Icon descriptions

 Home page icon, displays meeting information.

 Voting icon, used to vote. Only visible when the Chair opens the poll.

FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024

COUNTRY CODES

Select your country code from the list below and enter it into the password field.

ABW ARUBA	ECU ECUADOR	LIE LIECHTENSTEIN	SEN SENEGAL
AFG AFGHANISTAN	EGY EGYPT	LKA SRI LANKA	SGP SINGAPORE
AGO ANGOLA	ERI ERITREA	LSO LESOTHO	SGS STH GEORGIA & STH SANDWICH ISL
AIA ANGUILLA	ESH WESTERN SAHARA	LTU LITHUANIA	SHN ST HELENA
ALA ALAND ISLANDS	ESP SPAIN	LUX LUXEMBOURG	SJM SVALBARD & JAN MAYEN
ALB ALBANIA	EST ESTONIA	LVA LATVIA	SLB SOLOMON ISLANDS
AND ANDORRA	ETH ETHIOPIA	MAC MACAO	SLE SIERRA LEONE
ANT NETHERLANDS ANTILLES	FIN FINLAND	MAF ST MARTIN	SLV EL SALVADOR
ARE UNITED ARAB EMIRATES	FJI FIJI	MAR MOROCCO	SMR SAN MARINO
ARG ARGENTINA	FLK FALKLAND ISLANDS (MALVINAS)	MCO MONACO	SOM SOMALIA
ARM ARMENIA	FRA FRANCE	MDA MOLDOVA REPUBLIC OF	SPM ST PIERRE AND MIQUELON
ASM AMERICAN SAMOA	FRO FAROE ISLANDS	MDG MADAGASCAR	SRB SERBIA
ATA ANTARCTICA	FSM MICRONESIA	MDV MALDIVES	STP SAO TOME AND PRINCIPE
ATF FRENCH SOUTHERN TERRITORIES	GAB GABON	MEX MEXICO	SUR SURINAME
ATG ANTIGUA AND BARBUDA	GBR UNITED KINGDOM	MHL MARSHALL ISLANDS	SVK SLOVAKIA
AUS AUSTRALIA	GEO GEORGIA	MKD MACEDONIA FORMER YUGOSLAV REP	SVN SLOVENIA
AUT AUSTRIA	GGY GUERNSEY	MLI MALI	SWE SWEDEN
AZE AZERBAIJAN	GHA GHANA	MLT MALTA	SWZ SWAZILAND
BDI BURUNDI	GIB GIBRALTAR	MMR MYANMAR	SYC SEYCHELLES
BEL BELGIUM	GIN GUINEA	MNE MONTENEGRO	SYR SYRIAN ARAB REPUBLIC
BEN BENIN	GLP GUADELOUPE	MNG MONGOLIA	TCA TURKS AND CAICOS ISLANDS
BFA BURKINA FASO	GMB GAMBIA	MNP NORTHERN MARIANA ISLANDS	TCO CHAD
BGD BANGLADESH	GNB GUINEA-BISSAU	MOZ MOZAMBIQUE	TGO TOGO
BGR BULGARIA	GNQ EQUATORIAL GUINEA	MRT MAURITANIA	THA THAILAND
BHR BAHRAIN	GRC GREECE	MSR MONTSERRAT	TJK TAJIKISTAN
BHS BAHAMAS	GRD GRENADA	MTQ MARTINIQUE	TKL TOKELAU
BIH BOSNIA & HERZEGOVINA	GRL GREENLAND	MUS MAURITIUS	TKM TURKMENISTAN
BLM ST BARTHELEMY	GTM GUATEMALA	MWI MALAWI	TLS EAST TIMOR DEMOCRATIC REP OF
BLR BELARUS	GUF FRENCH GUIANA	MYS MALAYSIA	TMP EAST TIMOR
BLZ BELIZE	GUM GUAM	MYT MAYOTTE	TON TONGA
BMU BERMUDA	GUY GUYANA	NAM NAMIBIA	TTO TRINIDAD & TOBAGO
BOL BOLIVIA	HKG HONG KONG	NCL NEW CALEDONIA	TUN TUNISIA
BRA BRAZIL	HMD HEARD AND MCDONALD ISLANDS	NER NIGER	TUR TURKEY
BRB BARBADOS	HND HONDURAS	NFK NORFOLK ISLAND	TUV TUVALU
BRN BRUNEI DARUSSALAM	HRV CROATIA	NGA NIGERIA	TWN TAIWAN
BTN BHUTAN	HTI HAITI	NIC NICARAGUA	TZA TANZANIA UNITED REPUBLIC OF
BUR BURMA	HUN HUNGARY	NIU NIUE	UGA UGANDA
BVT BOUVET ISLAND	IDN INDONESIA	NLD NETHERLANDS	UKR UKRAINE
BWA BOTSWANA	IMN ISLE OF MAN	NOR NORWAY	UMI UNITED STATES MINOR OUTLYING
CAF CENTRAL AFRICAN REPUBLIC	IND INDIA	NPL NEPAL	URY URUGUAY
CAN CANADA	IOT BRITISH INDIAN OCEAN TERRITORY	NRU NAURU	USA UNITED STATES OF AMERICA
CCK COCOS (KEELING) ISLANDS	IRL IRELAND	NZL NEW ZEALAND	UZB UZBEKISTAN
CHE SWITZERLAND	IRN IRAN ISLAMIC REPUBLIC OF	OMN OMAN	VAT HOLY SEE (VATICAN CITY STATE)
CHL CHILE	IRQ IRAQ	PAK PAKISTAN	VCT ST VINCENT & THE GRENADINES
CHN CHINA	ISL ICELAND	PAN PANAMA	VEN VENEZUELA
CIV COTE D'IVOIRE	ISM BRITISH ISLES	PCN PITCAIRN ISLANDS	VGB BRITISH VIRGIN ISLANDS
CMR CAMEROON	ISR ISRAEL	PER PERU	VIR US VIRGIN ISLANDS
COD CONGO DEMOCRATIC REPUBLIC OF	ITA ITALY	PHL PHILIPPINES	VNM VIETNAM
COG CONGO PEOPLES REPUBLIC OF	JAM JAMAICA	PLW PALAU	VUT VANUATU
COK COOK ISLANDS	JER JERSEY	PNG PAPUA NEW GUINEA	WLF WALLIS AND FUTUNA
COL COLOMBIA	JOR JORDAN	POL POLAND	WSM SAMOA
COM COMOROS	JPN JAPAN	PRI PUERTO RICO	YEM YEMEN
CPV CAPE VERDE	KAZ KAZAKHSTAN	PRK KOREA DEM PEOPLES REPUBLIC OF	YMD YEMEN DEMOCRATIC
CRI COSTA RICA	KEN KENYA	PRT PORTUGAL	YUG YUGOSLAVIA SOCIALIST FED REP
CUB CUBA	KGZ KYRGYZSTAN	PRY PARAGUAY	ZAF SOUTH AFRICA
CXR CHRISTMAS ISLAND	KHM CAMBODIA	PSE PALESTINIAN TERRITORY OCCUPIED	ZAR ZAIRE
CYM CAYMAN ISLANDS	KIR KIRIBATI	PYF FRENCH POLYNESIA	ZMB ZAMBIA
CYP CYPRUS	KNA ST KITTS AND NEVIS	QAT QATAR	ZWE ZIMBABWE
CZE CZECH REPUBLIC	KOR KOREA REPUBLIC OF	REU REUNION	
DEU GERMANY	KWT KUWAIT	ROU ROMANIA	
DJI DJIBOUTI	LAO LAO PDR	RUS RUSSIAN FEDERATION	
DMA DOMINICA	LBN LEBANON	RWA RWANDA	
DNK DENMARK	LBR LIBERIA	SAU SAUDI ARABIA KINGDOM OF	
DOM DOMINICAN REPUBLIC	LBY LIBYAN ARAB JAMAHIRIYA	SCG SERBIA AND MONTENEGRO	
DZA ALGERIA	LCA ST LUCIA	SDN SUDAN	