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M.8991 - ALPHABET / RESMED / JV

SECTION 1.2

Description of the concentration

Pursuant to a Master Agreement between ResMed Inc. and Verily Life Sciences LLC (“**Verily**”), an indirect subsidiary of Alphabet Inc., (together the “**Parties**”), the Parties will acquire joint control over a full function joint venture by way of purchase of shares in a newly created company constituting a joint venture. The joint venture will study the health and financial impacts of undiagnosed and untreated sleep apnea and other Breathing Related Sleep Disorders, and develop software solutions that enable health care providers to more efficiently identify, diagnose, treat and manage individuals with sleep apnea and other Breathing Related Sleep Disorders.

Alphabet is a collection of businesses, the largest of which is Google. It also includes other businesses such as Access, Calico, CapitalG, GV, Nest, Verily, Waymo, and X. Alphabet controls Verily. Alphabet and Verily are established in the United States. Within the European Economic Area, Verily has an office and personnel in Ireland.

ResMed is active in the development, manufacturing, distribution and marketing of medical devices and cloud-based software applications that diagnose, treat and manage respiratory disorders including sleep disordered breathing, or SDB, chronic obstructive pulmonary disease, or COPD, neuromuscular disease and other chronic diseases. ResMed is established in the United States. ResMed has subsidiaries in Austria, Czech Republic, Denmark, Finland, France, Germany, Ireland, the Netherlands, Norway, Poland, Sweden, Switzerland and the United Kingdom, and uses independent distributors to sell its products in other areas of Europe.