

ASX RELEASE (ASX: MDR)

## Strategic Review Update – Further Information

Melbourne, Australia, 9 May 2025 – Global pharmacy-driven patient engagement company, MedAdvisor Limited (**MedAdvisor Solutions** or the **Company**), refers to its earlier announcement on 7 May 2025 that it has entered into a non-binding Letter of Intent (**LOI**) with an Australian subsidiary of a prominent, multinational, software business, with operations in the Australian market (**Purchaser**), which outlines a proposal to acquire the Company's ANZ business division and associated intellectual property for cash considerations (**Potential Transaction**). The Company confirms that the counterparty's identity is not information that a reasonable person would expect to have a material effect on the price or value of the entity's securities but notes that the Purchaser's parent is a listed company with a market capitalisation in excess of US\$100 billion and revenues in excess of US\$10 billion in 2024.

Further to that announcement, the Company provides the following summary of the key terms of the LOI and Potential Transaction:

### Non-binding terms<sup>1</sup>

- The Purchaser will acquire 100% of the fully diluted shares of MedAdvisor International Pty Ltd ACN 161 366 589 (**Target**) and its subsidiaries and all intellectual property used in connection with the Target Group's business (collectively, the **Target Group**). The Target Group conducts the Company's ANZ operations under the MedAdvisor brand.
- The headline price for the Target Group is \$35,000,000 (**Headline Price**) plus an uncapped contingent consideration comprised of a three-year earn-out based on the performance of the Target Group in the three year period after completion (**Earn-Out**),

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<sup>1</sup> Subject to due diligence and entry into binding sale documentation and subject to change.

to be paid in cash.

- \$8,000,000 of the Headline Price shall be held back and retained by the Purchaser and paid after normal transaction completion adjustments have been determined and settled. The Headline Price is also subject to a post-completion adjustment (positive or negative) based on an agreed level of working capital attributed to the Target Group (to be determined during due diligence).
- Whilst there is no guarantee of being achieved, nor any cap on how much may be achieved, the Earn-Out is currently estimated to recoup \$7,350,000 based on expected performance of the Target Group over a three year period post completion, which, if achieved, would result in total consideration of \$42,350,000 for the Potential Transaction.
- Any formal sale documentation is expected to contain certain customary conditions precedent (including potential regulatory approvals) and any conditions requested by the Purchaser arising from due diligence, restraints and a warranty and indemnity regime.

#### Binding terms

- The Company has granted the Purchaser with an exclusive right to conduct due diligence on the Target Group and negotiate formal sale documentation in line with the LOI for a period of approximately five weeks, with the ability to extend for a further two weeks (**Exclusivity Period**).
- The Company has agreed to pay the Purchaser a break fee of \$1,000,000 (plus GST) if:
  - at any time during the Exclusivity Period:
    - the Purchaser terminates the LOI due to a material and unremedied breach by the Company of its obligations under the LOI;
    - the Company terminates the LOI for convenience; or
      - there is an unsolicited proposal for the Company or the Target Group (**Competing Proposal**) which the Company's board determines, in good faith after consultation with financial and legal advisors, is in the interests of the Company and its shareholders to proceed with in place of the Potential Transaction (**Superior Proposal**); or
      - the Purchaser withdraws from the Potential Transaction because a

Competing Proposal or Superior Proposal has been recommended by the Company's board; or

- the Potential Transaction does not proceed and at any time in the 3 months after the Exclusivity Period, the Company completes a Competing Proposal, except where the LOI has been mutually terminated or has been terminated by the Company due to a material and unremedied breach by the Purchaser of its obligations under the LOI.

As previously announced, assuming due diligence and negotiations proceed positively, the timeframe for execution of a binding sale agreement is expected to be announced before 30 June 2025.

The Company is still to determine how any proceeds from the Potential Transaction (after costs) will ultimately be deployed, but it will likely look to apply some proceeds to reduce its debt position. There is an expectation of a return to shareholders, however, the mechanics, quantum and timing of any such return will be subject to the Company working through post-completion adjustments to deal with amounts held back at completion, as well as the potential impact on timing or achievement of the Earn-Out. It is not anticipated that the proceeds of sale will be utilised in the Company's US business.

The Company reiterates that the LOI is non-binding, the Potential Transaction is subject to due diligence and there is no certainty that any formal, binding agreement will be reached or that any sale transaction for the Target Group will occur with the Purchaser at all or on the terms proposed in the LOI. The Company will update the market in the event the Potential Transaction with the Purchaser does not proceed. For the avoidance of doubt, the Potential Transaction does not relate to the Company's US business operations.

The Company confirms that this announcement contains all material information relevant to assessing the impact of the LOI on the price or value of the Company's securities and is not misleading by omission.

- ENDS -

*This document has been authorised for release by the Board of MedAdvisor Limited.*

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**About MedAdvisor Solutions**

*MedAdvisor Solutions (ASX: MDR) is a global leader of pharmacy-driven patient engagement solutions that provide personalised patient experiences to help simplify the patient medication journey. Leveraging THRiV, a cloud-based, AI enabled platform, MedAdvisor Solutions empowers the pharmacy of the future through improved pharmacy workflow and patient engagement solutions. MedAdvisor Solutions works with over 34,000 pharmacies across the US with reach to over two-thirds of the population. In Australia, more than 95% of Australian pharmacies use MedAdvisor Solutions software to improve pharmacy workflow and to connect with over 3.7 million patients. For more information, please visit: [medadvisorsolutions.com/investors](http://medadvisorsolutions.com/investors).*