

6 February 2026

CARETEQ SIGNS BINDING AGREEMENT FOR DIVESTMENT OF EMBEDDED HEALTH SOLUTIONS

Careteq Limited (ASX: CTQ) ("Careteq" or "the Company"), a clinical healthtech company specialising in innovative medication management and clinical governance solutions, is pleased to announce it has entered into a binding sale agreement (SA) to divest its fully owned subsidiary, Embedded Health Solutions (EHS) to Nationwide Investments Holdings Pty Ltd (ACN: 664 833 970) (NIH).

Highlights

- Business and asset sale agreement entered into for the divestment of EHS for \$5m (less customary purchase price adjustments).
- The sale will be subject to shareholders approval with an EGM proposed to be scheduled on 13 March 2026.
- The sale of EHS will enable Careteq to recalibrate its balance sheet and enable it to focus on growing its HMR Referral market place platform for home medication reviews in the home care sector.

Divestment of Embedded Health Solutions

Following an internal review of the Company, its financial obligations and the on-going ATO matter that sits in the objections phase, the Board has reached the difficult decision to divest its main business, Embedded Health Solutions. The sale enables the company to recalibrate its balance sheet and better position it to both grow the HMR Referrals market place platform and defend its position with the ATO and the current dispute.

Embedded Health Solutions business is a comprehensive medication management services for residential aged care facilities, home care providers, and healthcare professionals. It provides on-site clinical pharmacy services including medication reviews and Quality Use of Medicine programs delivered by accredited pharmacists, tailored training for registered nurses and healthcare staff on topics like analgesics and psychotropic medicines. It also provides innovative technology solutions including software and reporting tools for benchmarking and compliance, and systems integration to optimise patient care and workflow efficiency.

The Board ran a confidential and targeted process to identify suitable acquirers of EHS and is pleased to have reached agreement with Nationwide Investment Holdings.

Terms of the agreement

Under the terms of the agreement, NIH will acquire comprehensive medication management services business, EHS for consideration of \$5,000,000 in cash (subject to customary purchase price adjustments).

NIH will purchase all of the assets that comprise the EHS business, including all related intellectual property, key employees, key clients, and brand assets. Title and ownership of the assets will pass from the Company to the Purchaser on completion which is expected to occur on or around 20 March 2026.

There will be no changes to the board of the company.

Use of Funds

The proceeds from the sale are intended to be utilised to focus on the growth of the Careteq's platform HMR Referrals, recalibrate its balance sheet and better position the company to defend its position against the ATO and its current R&D claims whilst going through the formal objection process with the ATO.

About NIH

Nationwide Investments Holdings Pty Ltd (ACN 664 833 970) (NIH) is a privately owned Australian investment vehicle established for the purpose of acquiring and operating Embedded Health Solutions.

NIH is ultimately controlled by Mr Renato Del Monaco, an Australian businessman and principal of the Del Monaco Group, a privately held group with established interests across commercial property investment and operating businesses.

Mr Del Monaco has extensive experience in the acquisition, funding, and operation of businesses and assets and has been involved in transactions of comparable scale across multiple sectors.

NIH will be responsible for the ownership, funding, and ongoing operation of the EHS business following completion. There will be no changes to Careteq's board or management as a result of the transaction.

Summary of due diligence undertaken by Careteq

Given that NIH is a private entity and there is limited information available in the public domain, Careteq has undertaken due diligence on NIH and its shareholders to assess its financial and other capacity to perform its obligations under the SA, including:

- obtaining and reviewing ASIC company searches for NIH and its related entities and confirming its incorporation, directors and shareholders;
- obtaining written confirmation from NIH and its shareholders regarding the source of funds for NIH's obligations under the Sale Agreement, including arranged debt facilities;
- conducting background and bankruptcy/banned-director checks on NIH's directors and key shareholders;
- reviewing information provided by NIH and its shareholders regarding their track record in establishing, funding and exiting businesses, including selected transaction documents and references from counterparties and financiers.

On the basis of these enquiries and supporting documentation, the Careteq board is satisfied that NIH, together with its shareholders and funding arrangements, has the financial and other capacity to perform its obligations under the SA.

Unanimous Board Recommendation

The Directors unanimously approve the proposed divestment to EHS on the terms outlined in this announcement and will recommend that shareholders vote in favour of the transaction in the absence of a superior competing proposal. Each Director, who is also a shareholder, intends to vote in favour of the proposed transaction in the absence of a superior competing proposal.

Notice of Meeting

In due course, Careteq shareholders will be provided with a Notice of Meeting and an accompanying Explanatory Memorandum which will contain full details of the proposed EHS transaction and next steps.

ASX Requirements

A disposal by a listed entity of its main undertaking can raise issues under ASX Listing Rule 12.1 and 12.2, which oblige a listed entity to satisfy ASX on an ongoing basis that the level of its operations is sufficient, and its financial condition adequate, to warrant its continued quotation of its securities.

ASX have advised that Careteq will be afforded a period of 6 months from the date of the agreement of the disposal of its interest in EHS (by 6 August 2026) to demonstrate to the ASX that it is compliant with Listing Rule 12.1. The company will advise the market when it enters into to that agreement. which will be following the meeting for shareholder approval. The ASX also advises that if Careteq does not demonstrate compliance with this Rule to ASX's satisfaction by the 6-month anniversary, ASX will suspend trading in its securities.

The consequences of a disposal of the main undertaking are that any transaction Careteq proposes to enter into may, if required by ASX, attract the application of Listing Rule 11.1.3 and as a result the Company may, if required by ASX, be required to re-comply with Chapters 1 and 2 of the Listing Rules.

This ASX announcement has been authorised by the Board of Careteq Limited (ASX: CTQ)

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About Careteq Limited (ASX: CTQ)

Careteq Limited (ASX: CTQ) is an Australian healthtech company focused on innovative medication management solutions. The Company is dedicated to improving healthcare outcomes through its fully owned Embedded Health Solutions (EHS) and HMR Referrals platforms. EHS provides comprehensive aged care medication management solutions through Residential Medication Management Reviews (RMMRs), while HMR Referrals streamlines Home Medicines Reviews (HMRs).

To learn more, please visit: www.careteq.com.au/

Forward-looking statements

This announcement contains or may contain forward-looking statements that are based on Careteq's beliefs, assumptions, and expectations and on information currently available to Careteq. All statements that address operating performance, events or developments that Careteq or its directors expect or anticipate will occur in the future are forward-looking statements, including, without limitation, statements as to the expectations of Careteq or the market it operates in.

Careteq believes that these forward-looking statements are reasonable as and when made. You should not place undue reliance on forward-looking statements because they speak only as of the date when made. Careteq does not assume any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

No assurance or guarantee is, or should be taken to be, given in relation to, and no reliance should be placed on, the future business performance or results of Careteq or the likelihood that the current assumptions, estimates or outcomes will be achieved. Actual results, developments or events could differ materially from those disclosed in the forward-looking statements.

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