

Attachment #1
Narrative Responses to HCMO-1
Submission to the Oregon Health Authority

6. Briefly describe the proposed material change transaction, including:

a. Goals and Objectives

The parties expect that the proposed Merger will increase access to durable medical equipment for home care patients across the United States and in Oregon, which will benefit not only patients but also payers and providers. Specifically, the parties have observed the significant rise of chronic conditions that require ongoing monitoring, personal care, and support. Patients prefer to receive such care in their homes, which lowers costs and improves outcomes. This proposed Merger will allow the parties to offer a more comprehensive set of products and services to home care patients with a greater level of purchasing support, which will reduce administrative burdens, lower costs, improve continuity of care, foster greater patient engagement, and, ultimately, boost care outcomes for patients in Oregon and the rest of the country.

b. Summary of transaction terms

Owens & Minor, Inc. (“OMI”) intends to acquire Rotech Healthcare Holdings, Inc. (“Rotech Healthcare”) for approximately \$1,357,000,000.00 in cash, subject to certain adjustments as set forth in the definitive agreement between the parties (the “Agreement”).

The proposed Merger is structured as a merger between Hitchcock Merger Sub Inc. (“HMSI”), a wholly owned subsidiary of OMI, and Rotech Healthcare (the “Merger”) with Rotech Healthcare continuing as the surviving corporation and a wholly owned subsidiary of OMI. After closing the Merger, Rotech Healthcare will be integrated into OMI’s Patient Direct segment (“Patient Direct”), which currently sells disposable medical supplies to patients and home health agencies, and provides integrated home healthcare equipment and related services across the United States. The Merger does not involve OMI’s Products & Healthcare Services segment (as defined below).

Closing of the proposed Merger is subject to conditions precedent as set forth in Article 7 of the Agreement, including certain regulatory approvals and the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act, 15 U.S.C. § 18a (the “HSR Act”). The parties anticipate closing on the fifth business day following satisfaction or waiver, as applicable, of the conditions precedent.

c. Why the transaction is necessary or warranted

The parties expect the Merger to enable OMI to better serve patients, providers, and payers through an expanded products and services platform that is dedicated to home care, a growing preference in healthcare. The parties expect the Merger to allow them to more comprehensively support patients via complementary product offerings and improved service for patients living with chronic conditions. Moreover, the combination of Rotech Healthcare with OMI’s Patient Direct segment will allow many patients with multiple chronic conditions to obtain equipment and supplies from one source and facilitate more efficient payment processing. The parties also believe that the Merger presents an opportunity to significantly enhance the parties’ complementary offerings and to leverage the parties’ combined expertise to simplify and improve the patient experience.

d. Any exchange of funds between the parties, including the nature, source and amount of funds or other consideration (such as any arrangement in which one party agrees to

furnish the other party with a discount, rebate, or any other type of refund or remuneration in exchange for, or in any way related to, the provision of health care services).

OMI will pay approximately \$1,357,000,000.00 in cash, subject to adjustments.

OMI has obtained debt financing commitments to finance the Merger contemplated by the Merger Agreement and to pay related fees and expenses. Lenders have agreed to provide committed acquisition debt financing in the form of (i) a term loan facility under OMI's existing credit agreement in an aggregate principal amount of \$775 million and (ii) a senior unsecured bridge loan in an aggregate principal amount of \$625 million (the "Bridge Facility").

The parties do not anticipate any exchange of funds in connection with the proposed Merger, other than the payment of purchase price and any adjustment amounts thereto. The parties do not now, and do not in the future after the proposed Merger, expect to have or enter into any arrangement in which any remuneration is furnished in exchange for the provision of healthcare services.

7. Describe the negotiation or transaction process that resulted in the entities entering into an agreement.

Rotech Healthcare engaged in a fulsome competitive process and engaged with multiple potential buyers, including OMI. Rotech engaged Jefferies, LLC as its financial advisor on December 13, 2022 and Paul, Weiss, Rifkind, Wharton & Garrison LLP ("Paul Weiss") as its legal advisor to run an auction process of the sale of the company. OMI is one of the bidders that participated in the auction process. On March 7, 2024, OMI and Rotech signed a nondisclosure agreement in connection with the potential acquisition. On May 21, 2024, OMI received the "Submission of Final Proposal - Project Royal" process letter, which invited OMI to submit a final, binding written proposal for the acquisition of Rotech. OMI formally submitted its final proposal according to the process letter to Jefferies, LLC and Paul Weiss on June 24, 2024. On July 3, 2024, OMI and Rotech entered into an exclusivity letter agreement, pursuant to which the parties agreed to exclusively negotiate with each other regarding the proposed Merger until July 10, 2024, with an extension to July 15, 2024 if certain conditions were satisfied. Between June 24, 2024 and July 22, 2024, Rotech and OMI negotiated the terms and conditions of the Merger and the Merger documents. On July 22, 2024, Rotech, OMI, Hichcock Merger Sub Inc. (a subsidiary of OMI), and the Shareholder Representative entered into a definitive agreement for the acquisition of Rotech by OMI.

a. How the entities were identified (e.g., did one party approach the other, did one party engage in a bid/auction process, etc.)

Rotech engaged in a bid/auction process and OMI was one of the parties involved in this process.

b. Any due diligence performed by any of the parties to the transaction. Provide any products, reports, or analyses resulting from the due diligence process.

OMI engaged counsel and various other vendors to conduct a due diligence review of Rotech. Attached as Exhibit 7(b) is a privilege log reflecting the due diligence review.

9. List any applications, forms, notices, or other materials that have been submitted to any other state or federal agency regarding the proposed material change transaction. Include the data and nature of any submissions. This includes, but is not limited to, the Oregon Department of Consumer and Business Services, Oregon Public Health Division, Oregon Department of Justice, U.S. Department of Health and Human Services (e.g., Pioneer ACO or Medicare Shared Savings Program application), Federal Trade Commission, or U.S. Department of Justice.

Rotech Healthcare submitted a Form HCMO-4: Determination of Covered Transaction Status to the Oregon Health Authority on August 19, 2024.

OMI filed a notification with the Federal Trade Commission Pre-Merger Notification Office in compliance with the HSR Act ("HSR Filing") on August 5, 2024. OMI withdrew the HSR filing on September 9, 2024 and refiled the notification on September 11, 2024.

Notice of Material Change to Health Policy Commission, Commonwealth of Massachusetts, on September 17, 2024;

Notice to the Office of the Attorney General, State of Indiana, on August 27, 2024;

Notice to the Office of the Attorney General, State of Connecticut, on September 3, 2024;

Notice to the Office of the Attorney General, State of Illinois, on September 3, 2024; and

Notice to the Office of the Attorney General, State of Washington, on September 3, 2024.

- a. If a pre-merger notification was filed with the Federal Trade Commission or U.S. Department of Justice, please attach the pre-merger notification filing along with this notice submission.***

See Exhibits 9(a)-1 and 9(a)-2 to the Confidential Appendix. Please note that Exhibit 9(a)-2 is being provided under separate cover by Rotech Healthcare's counsel.

10. Describe Party A.

OMI is a healthcare solutions company headquartered in Richmond, Virginia that incorporates product manufacturing, distribution support, and innovative technology services to deliver significant and sustained value across the breadth of the industry—from acute care facilities to patients in their homes. OMI organizes and reports its business under two segments: Products & Healthcare Services (“P&HS”) and Patient Direct.

- a. Describe Party A's business, including business lines or segments.***

OMI's P&HS and Patient Direct Segments operate separate and distinct businesses that provide different products and services and serve diverse customer populations.

The P&HS segment includes two divisions that, together, offer a comprehensive portfolio of products and services to healthcare providers and manufacturers.

The P&HS segment is not related to or involved in the Merger.

- **P&HS Products Division:** P&HS's products division sources healthcare products for sale primarily to healthcare providers throughout the United States and many foreign countries. OMI's P&HS segment manufactures a portion of the healthcare products sold through the products division and sources others.
- **P&HS Healthcare Services Division.** The healthcare services division of the P&HS segment provides medical-surgical product distribution, logistics services, and related technology solutions to healthcare providers throughout the United States.

OMI's Patient Direct segment includes two divisions: Apria Healthcare and Byram Healthcare. As the name suggests, the Patient Direct segment provides delivery of disposable medical supplies sold directly to patients and home health agencies and provides integrated home healthcare

equipment and related services in the U.S. The segment offers a comprehensive range of products and services for in-home care and delivery, including products to help support:

- Diabetes treatment;
- Home respiratory therapy (including home oxygen and non-invasive ventilation services);
- Obstructive sleep apnea treatment (including continuous positive airway pressure (CPAP) and bi-level positive airway pressure devices, and patient support services);
- Ostomy;
- Wound care (including negative pressure wound therapy);
- Urology; and
- Incontinence.

OMI's Patient Direct Segment provides patients with a variety of clinical and administrative support services and related products and supplies, most of which are prescribed by a physician as part of a care plan. However, Patient Direct also operates e-commerce businesses that provide certain home medical products to individuals who pay for these products and services on an out-of-pocket basis.

Following the completion of the proposed Merger, Rotech will operate under OMI's Patient Direct segment. Note that the Merger involves the Patient Direct Segment and not the P&HS Segment.

b. Describe Party A's governance and operational structure (including ownership of or by a healthcare entity)

OMI is a public corporation that is governed by its board of directors. Exhibit 10(c) to the Confidential Appendix contains a chart of OMI's operational structure. The current directors of OMI are:

- Edward Pesicka;
- Mark Beck;
- Gwendolyn Bingham;
- Kenneth Gardner-Smith;
- Robert Henkel;
- Rita Johnson-Mills;
- Stephen Klemash;

- Teresa Kline; and
- Carissa Rollins.

OMI conducts its business through various operating subsidiaries, five of which operate in Oregon. Each of those entities that operate in Oregon and their current management is listed in the table below. Owens & Minor Distribution, Inc. is the primary U.S. operating entity for the healthcare services division of P&HS, and O&M Halyard, Inc. is the primary U.S. operating entity for the products division. Similarly, Apria Healthcare LLC is the primary U.S. operating entity for the Apria division of Patient Direct, and Byram Healthcare Centers, Inc. is the operating entity for the Byram division. Lofta is one of Patient Direct's consumer-facing e-commerce platforms.

Entity Name	Domestic Jurisdiction	Management Name	Title	Title Role
Apria Healthcare LLC	Delaware	Bellucci, Doreen	Senior Vice President, General Counsel and Secretary	Manager
Apria Healthcare LLC	Delaware	Bernocchi, Perry A.	Chief Executive Officer	Manager
Apria Healthcare LLC	Delaware	Overweel, Marcel	Senior Vice President, Finance	Manager
Byram Healthcare Centers, Inc.	New Jersey	Bernocchi, Perry A.	Chief Executive Officer & President	Officer
Byram Healthcare Centers, Inc.	New Jersey	Knowles, Michelle	Secretary	Officer
Byram Healthcare Centers, Inc.	New Jersey	Overweel, Marcel	Chief Financial Officer and Treasurer	Officer
Byram Healthcare Centers, Inc.	New Jersey	Bernocchi, Perry A.	Director	Board Member
Byram Healthcare Centers, Inc.	New Jersey	Galloway, Heath H.	Director	Board Member
Byram Healthcare Centers, Inc.	New Jersey	Leon, Jonathan A.	Director	Board Member
Lofta	California	Bellucci, Doreen	Senior Vice President, General Counsel and Secretary	Officer
Lofta	California	Bernocchi, Perry A.	President & Chief Executive Officer	Officer
Lofta	California	Overweel, Marcel	Senior Vice President, Finance	Officer
Lofta	California	Bernocchi, Perry A.	Director	Board Member

O&M Halyard, Inc.	Virginia	Galloway, Heath H.	General Counsel & Corporate Secretary	Officer
O&M Halyard, Inc.	Virginia	Leon, Jonathan A.	Treasurer	Officer
O&M Halyard, Inc.	Virginia	Long, Andrew G.	President	Officer
O&M Halyard, Inc.	Virginia	Lowry, Michael W.	Chief Financial Officer	Officer
O&M Halyard, Inc.	Virginia	Galloway, Heath H.	Director	Board Member
O&M Halyard, Inc.	Virginia	Lowry, Michael W.	Director	Board Member
O&M Halyard, Inc.	Virginia	Long, Andrew G.	Chairman	Board Member
Owens & Minor Distribution, Inc.	Virginia	Galloway, Heath H.	Corporate Secretary	Officer
Owens & Minor Distribution, Inc.	Virginia	Long, Andrew G.	President & Chief Executive Officer	Officer
Owens & Minor Distribution, Inc.	Virginia	Lowry, Michael W.	Senior Vice President, Chief Financial Officer	Officer
Owens & Minor Distribution, Inc.	Virginia	Galloway, Heath H.	Director	Board Member
Owens & Minor Distribution, Inc.	Virginia	Long, Andrew G.	Director	Board Member

c. Provide a diagram or chart showing the organizational structural and relationships between Party A business entities.

See Exhibit 10(c) to the Confidential Appendix.

d. List of all Party A's business entities currently licensed to operate in Oregon using HCMO-1b: Business Entities form, below. Provide the business name, assumed business name, business structure, date of incorporation, jurisdiction, principal place of business, and FEIN for each entity.

See form HCMO-1b attached in the Supplemental Materials.

e. Provide financial statements for the most recent three fiscal years. If Party A also operates outside of Oregon, provide financial statements both for Party A nationally and Party A's Oregon businesses.

See Exhibit 10(e) to the Confidential Appendix.

f. Describe and identify Party A's healthcare business. Provide responses to i-ix as applicable.

OMI, along with its subsidiaries, provides global healthcare solutions including product manufacturing, disposable medical supplies, home healthcare equipment and related services, healthcare distribution, logistics services, and related technology solutions.

i. Provider Type (hospital, physician group, etc.)

OMI is a medical supplies manufacturer and distributor. See description of services in response to Item 10(a) above.

ii. Service lines, both overall and in Oregon

OMI organizes and reports its business under two segments: (A) Products & Healthcare Services (comprehensive portfolio of products to healthcare providers and manufacturers, including medical and surgical supplies, as well as services including supplier management, analytics, and inventory management); and (B) Patient Direct (delivery of disposable medical supplies sold directly to patients and home health agencies and provision of integrated home healthcare equipment and related services). Both business segments operate in Oregon, as described in response to Item 10(f)(iii) below.

iii. Products and services, both overall and in Oregon

OMI serves healthcare customers in the state of Oregon across both of its business segments. OMI's Patient Direct segment provides delivery of disposable medical supplies and home medical equipment directly to patients and home health agencies. OMI Products & Healthcare Services segment provides medical products and services to acute care hospital systems and other healthcare facilities throughout the state, primarily through its OMI distribution facility located just outside of Portland.

iv. Number of staff and FTE, both overall and in Oregon

OMI employs approximately 23,500 teammates across the globe. In the United States, OMI employs approximately 13,500 teammates, with 151 of those in Oregon. The distribution of OMI teammates in Oregon by division is as follows:

- Apria Healthcare, LLC — 94 Oregon Teammates
- Byram Healthcare Centers, Inc. — 13 Oregon Teammates
- O&M Halyard, Inc. — 1 Oregon Teammate
- Owens & Minor Distribution, Inc. — 43 Oregon Teammates

v. Geographic areas served, both overall and in Oregon

OMI's P&HS Segment serves all 50 states, including Oregon, through O&M Halyard Inc. and Owens & Minor Distribution, Inc., although the latter's healthcare services operations are limited to the 48 contiguous states. OMI's Patient Direct Segment services all 50 states, including Oregon, through the following subsidiaries/functions:

- Byram Healthcare Centers, Inc.;
- Apria Healthcare's mail-order respiratory medications business and e-commerce businesses; and
- Lofta, another Patient Direct e-commerce business.

Apria Healthcare LLC provides the full range of its home healthcare equipment and related services in all 50 states, including Oregon, except for Alaska, Montana, and North Dakota. It should be noted, however, that patients in Montana may visit an Apria facility in Idaho to pick up CPAP supplies, but Montana residents are otherwise not serviced by Apria except with respect to respiratory medications and e-commerce products, as noted above.

vi. Addresses of all facilities owned or operated using Form HCMO-1c: Facilities and Locations form

See form HCMO-1c attached in the Supplemental Materials.

vii. Annual number of people served in Oregon, for all businesses, not just business related to the transaction

OMI's P&HS Segment provides medical products to more than 450 facilities in Oregon. Collectively, the facilities supported by OMI's P&HS Segment represent more than 16,000 staffed patient beds and serve hundreds of thousands of patients in Oregon. As of 2023, OMI's Patient Direct segment serves more than 56,000 patients in Oregon across its divisions.

For a complete answer to Item 10(f)(vii), please see the Confidential Appendix.

viii. Annual number of services provided in Oregon.

OMI's Patient Direct segment recorded the following revenue from Oregon patients, by product, for the 2023 fiscal year:

- Patient Direct (\$93,726,377); Oxygen (\$6,924,010); NIV (\$2,444,549); Sleep (\$10,247,914); NPWT (\$1,412,954); Diabetes (\$26,510,632); Wound Care (\$3,463,894); Other* (\$42,722,423).

*All other categories — Ostomy, Urology, Incontinence, Breast Pumps; Wheelchairs; Beds; Vents (invasive); Nebulizers; Enteral & Other.

ix. For hospitals, number of licensed beds

N/A.

11. Describe Party B.

Rotech Healthcare is a national leader in providing ventilators, oxygen, sleep apnea treatment, wound care solutions, diabetes management, and home medical equipment (the "Equipment"). It helps patients lead a more comfortable and productive life by keeping them engaged in their care and empowering them to manage their health and treatment at home.

Rotech Healthcare Inc. ("Rotech") provides home medical equipment to patients through its licensed subsidiaries in 46 states, including Oregon.

Rotech operates in Oregon through four subsidiaries: Holland Medical Services, Inc., a Florida corporation foreign qualified in Oregon ("Holland"); Better Living Now, Inc., a New York corporation foreign qualified in Oregon ("Better Living"); R.C.P.S., Inc., a California corporation foreign qualified in Oregon ("RCPS"); and Centennial Medical Equipment, Inc. a Florida corporation foreign qualified in Oregon ("Centennial" and, together with Holland, Better Living, and Centennial, the "Oregon Suppliers"). These entities bill third-party payers for the provision of the Equipment.

a. Describe Party B's business, including business lines or segments.

Rotech has facilities in 46 states and is able to ship products directly to consumers to all 50 states. All of these facilities are licensed for Durable Medical Equipment & Medical Supplies. In Oregon, the Equipment is provided to patients through the Oregon Suppliers. Each Oregon Supplier holds a Medical Device, Equipment, & Gas, and Drug Outlet Class C license from the Oregon Board of

Pharmacy. In addition, Holland also holds a Wholesaler - Class III license. Rotech's home care products and services include:

- Home oxygen therapy;
- Sleep apnea therapy;
- Sleep apnea supplies;
- Wound care solutions;
- Diabetes self-management;
- Airway clearance therapy;
- Overnight oximetry;
- Nebulizers; and
- Home medical equipment

For more information on Rotech's services, please see its website:
<https://www.rotech.com/about-rotech/>.

For additional information, please see the Confidential Appendix.

b. Describe Party B's governance and operational structure (including ownership of or by a healthcare entity).

Rotech Healthcare Inc. holds 100% of the equity of the Oregon Suppliers. Each of these entities is governed by their boards of directors, and ultimately by the board of directors of Rotech Healthcare Holdings, Inc. The directors of each of the Oregon Suppliers and Rotech are:

- James H. Bloem
- David A. Regnato
- Michael J. Wartell
- Timothy P. Lavelle
- Mark D. Stolper
- Aparna Abburi
- Steven B. Burres
- Timothy C. Pigg

The structure chart of Rotech and the Oregon Suppliers is attached as Exhibit 10(c) to the Confidential Appendix.

c. Provide a diagram or chart showing the organizational structural and relationships between business entities.

See Exhibit 10(c) to the Confidential Appendix.

d. List all of Party B's business entities currently licensed to operate in Oregon using HCMO-1b: Business Entities form, below. Provide the business name, assumed business name, business structure, date of incorporation, jurisdiction, principal place of business, and FEIN for each entity.

See form HCMO-1b attached in the Supplemental Materials.

- e. **Provide financial statements for the most recent three fiscal years. If Party B operates outside of Oregon, provide financial statements both for Party B nationally and for Party B's Oregon business.**

See Exhibit 11(e) to the Confidential Appendix.

- f. **Describe and identify Party B's healthcare business. Provide responses to i-ix as applicable.**

Rotech is a home medical equipment supplier. See the response to Item 11, "Describe Party B," above for a detailed description.

- i. **Provider type (hospital, physician group, etc.)**

Rotech is a home medical equipment supplier.

- ii. **Service lines, both overall and in Oregon**

See the response to Item 11, "Describe Party B," above for a detailed description.

- iii. **Products and services, both overall and in Oregon**

See the response to Item 11, "Describe Party B," above for a detailed description.

- iv. **Number of staff and FTE, both overall and in Oregon**

Rotech Healthcare employs approximately 4,014 teammates across the United States, with 18 employees or 16.3 FTEs in Oregon.

Overall: 460.55

Holland: 357.05 FTEs

Better Living: 59.08 FTEs

R.C.P.S.: 9.57 FTEs

Centennial: 34.85 FTEs

Oregon: 16.3

Holland: 0 FTEs

Better Living: 0 FTEs

R.C.P.S.: 3.41 FTEs

Centennial: 12.89 FTEs

Geographic areas served, both overall and in Oregon

Rotech has facilities in 46 states and is able to ship products to all 50 states. All of these facilities are licensed for Durable Medical Equipment and Medical Supplies. Rotech has a location in Beaverton, Oregon that services the Portland area, a location in Eugene, Oregon that services the Eugene and Bend areas, and a location in Medford, Oregon that services the Medford area. Please see Exhibit 11(f)(v) to the Confidential Appendix for illustration.

Rotech's subsidiary, Centennial Medical Equipment, Inc. d/b/a Quest Health Care, closed a location in Bend, Oregon on May 30, 2024 and another in Central Point, Oregon on July 31, 2015.

- vi. **Addresses of all facilities owned or operated using Form HCMO-1c: Facilities and Locations form**

See form HCMO-1c attached in the Supplemental Materials.

- vii. **Annual number of people served in Oregon, for all businesses, not just business related to transaction**

Rotech Healthcare provides medical products for more than 543 facilities in Oregon. The facilities supported represent approximately 6,290 staffed patient beds and serve hundreds of thousands of patients in Oregon. In addition to the facilities services, Rotech Healthcare provides medical products for the patients of 1,001 physicians. From August 2023 through July 2024, Rotech serviced 4,311 distinct patients in Oregon.

- viii. **Annual number of services provided in Oregon**

From August 2023 through July 2024, Rotech provided 122,670 services to patients in Oregon. These services are based on the number of tickets generated, which cover deliveries, exchanges, maintenance, and equipment pickup.

ix. For hospitals, number of licensed beds

N/A.

12. Describe all mergers, acquisitions, and joint ventures that closed in the ten (10) years prior to filing this notice of material change transaction involving any entities party to the current proposed transaction, the same or related services, and health care entities. For each previous transaction, include:

a. Legal names of all entities party to the transaction

b. Type of transaction

c. Description of the transaction

d. Date the transaction closed

Party A (OMI): For additional information regarding OMI's mergers, acquisitions, and joint ventures history, please see the Confidential Appendix.

Related Party Name	Unrelated Party Name	Type of Transaction	Description	Date of Closing	More Information	Does the Target Have Business in Oregon
OMI	Apria, Inc.	100% Equity Purchase	Apria is a leading provider of integrated home healthcare equipment and related services in the U.S. Apria is reported as part of the "Patient Direct" segment of OMI's business	29-Mar-22	You can find further disclosure regarding the Apria Acquisition on OMI's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 29, 2022.	
OMI	American Contract Systems, Inc.	100% Equity Purchase	American Contract Systems (ACS) is a provider of kitting and sterilization services for Custom Procedure Tray (CPT) solutions.	16-Dec-21	You can find further information regarding the ACS Acquisition on OMI's Investor Relations website in the Press Release announcing the close of the ACS acquisition on December 16, 2021.	
OMI	Halyard Health, Inc.	Asset Purchase	OMI completed the acquisition of substantially all of Halyard Health, Inc.'s Surgical and Infection Prevention business, the name "Halyard Health" (and all variations	30-Apr-18	You can find further disclosure regarding the Halyard Acquisition on OMI's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 19, 2018.	
Apria	DMEhub	Asset Purchase	E-prescribing platform	In or around June 2016		Yes

Related Party Name	Unrelated Party Name	Type of Transaction	Description	Date of Closing	More Information	Does the Target Have Business in Oregon
			of that name and related intellectual property rights), and Halyard's IT system.			
OMI	Mediq USA Holdings	Interest Purchase Agreement	OMI completed its acquisition of all of the partnership interests of Mediq USA Holdings, the owner of Byram Healthcare.	1-Aug-17	You can find further disclosure regarding the Byram Acquisition on OMI's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 2, 2017.	
OMI	ArcRoyal	100% Equity Purchase	ArcRoyal is a surgical kitting company based in Ireland.	1-Nov-14	You can find further information regarding the ArcRoyal Acquisition on OMI's Investor Relations website in the Press Release announcing the ArcRoyal acquisition on September 22, 2014.	
OMI	Medical Action Industries, Inc.	100% Equity Purchase	Medical Action is a leading producer of surgical kits and procedure trays for the healthcare market.	1-Oct-14	You can find further disclosure regarding the Medical Action Acquisition on OMI's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 25, 2014.	
Apria	Airway Breathing Company	Asset Purchase	ABC provides services and products in the home respiratory therapy/home medical equipment segment.	10-Sep-21	You can find further information regarding the ABC Acquisition on Apria, Inc.'s Quarterly Report Pursuant to Section 13 or 15(d) on Form 10-Q filed with the Securities and Exchange Commission for the quarterly period ending September 30, 2021.	No
Apria (via the indirect subsidiary Healthy Living Home Medical LLC)	Lofta	100% Equity Purchase	Lofta is a direct-to-consumer marketer of CPAP machines, supplies, and related accessories, as well as a provider of Home Sleep Apnea Testing serving more than 60,000 customers annually across North America and	31-Dec-21	Listed as an Apria, Inc. subsidiary in the 10-K (Annual Report) EX-21.1 for the period ending December 31, 2021 and filed with the Securities and Exchange Commission on March 1, 2022. (The acquisition itself was reflected as part of the aggregate summary of acquisitions for Apria, Inc.)	Yes

Related Party Name	Unrelated Party Name	Type of Transaction	Description	Date of Closing	More Information	Does the Target Have Business in Oregon
			capturing more than two million unique website visitors per year.			

Party B (Rotech): For a complete answer to Rotech's mergers, acquisitions, and joint ventures history, please see the Confidential Appendix.

13. Describe any anticipated changes resulting from the proposed material change transaction, including:

a. Operational structure

a. Provide a chart or diagram showing the pre- and post-transaction organizational structure and relationships between entities.

The planned Merger will have no impact on the direct ownership of OMI or any of its Oregon operations. Further, the day-to-day operations of OMI's Oregon operations are not expected to be materially altered by the planned Merger. Upon the closing of the Merger, Owens & Minor will be the sole owner of Rotech Healthcare Holdings, Inc., the parent Company of Rotech. Rotech will operate under OMI's Patient Direct segment.

b. Corporate governance and management

The parties anticipate that Rotech will continue as a separate legal entity and operate as a division of OMI's Patient Direct Segment, as is the case with the Apria and Byram divisions. Although Rotech will be subject to OMI's corporate compliance requirements, the parties do not anticipate any significant changes to corporate governance or management structure.

c. Investments or initiatives

The planned Merger fits into OMI's active initiative to be a leader in the innovation and provision of home-based care. The proposed Merger will expand OMI's Patient Direct offerings across a portfolio of goods and services including the respiratory, sleep apnea, diabetes, and wound care segments, and provides established access to the durable medical equipment market. Rotech and Owens & Minor will have access to additional equipment and a wider product offering improving services for patients, payers, and providers across Oregon.

d. Type and level of staffing

The parties expect the planned Merger to expand access to care for patients across Oregon by broadening OMI's Patient Direct offerings and do not expect the Merger to materially alter OMI and Rotech's staffing model in Oregon or nationwide.

e. Type and level of services provided

The parties do not expect the planned Merger to result in any changes to the healthcare services offered by Rotech or OMI, nor any changes to the staffing of providers and employees, in Oregon. Both Rotech and OMI will have access to expanded clinical programs improving services for patients across Oregon.

f. Number and type of locations

The transaction rationale did not rely on any branch closure analysis. The parties do not anticipate material changes to the number and type of locations within Oregon. OMI and Rotech will continue all existing Oregon operations post-closing and have no plans to reduce the number, type, or distribution channels of services provided in Oregon.

g. Geographic areas served

After the closing of the proposed Merger, OMI and Rotech anticipate that they will continue providing the same services within the same geographic footprint, including in Oregon. The addition of the Rotech entities under the OMI umbrella will enable consumers to easily access a more comprehensive package of products and services, helping increase access to needed homecare supplies and preventing interruptions of care if patients move within Oregon or to another state.

Outside of the State of Oregon, the parties do not anticipate withdrawing product or service offerings from any geographic area.

Rotech's coverage area will expand, extending access to care for additional areas.

h. For providers, payer contracts and payer mix

The proposed Merger will not result in any changes to the payer mix of either party, and each party intends to continue providing access to patients with all types of coverage, including Medicare, Medicaid, and commercial payers. The parties are actively engaged in fulfilling any contractual change of ownership/information requirements, as applicable. However, to date, the parties have not received termination notices from any payer associated with this transaction, and Rotech does not anticipate amending or terminating any contracts that are material to Rotech's operations. Furthermore, the parties expect that each of Rotech and OMI will retain its respective payer arrangements in place, allowing the patients in the marketplace to continue accessing the same options they currently have today.

There are no plans to reduce or eliminate services or participation in any payer program or plan network. The parties comprising the post-closing Patient Direct segment (including Rotech) will continue to hold their existing Medicare and Medicaid supplier agreements, and a variety of

commercial payer contracts. The parties have no reason to believe that there will be any interruption in services or coverage as a result of the proposed Merger.

i. For insurance carriers, provider contracts and networks

N/A.

j. Other contractual arrangements, including contracts with suppliers, partners, ancillary service providers, PBMs, or management services organizations

Rotech and OMI do not anticipate changes to their contractual arrangements as a result of the Merger. The market for home care goods is highly competitive, and consumers respond quickly to changes in pricing or service offerings. Oregonians will benefit from increased access to products and services at competitive prices.

14. Describe how the proposed material change transaction will impact the public and people served by the entities in Oregon.

The parties expect that the proposed Merger will provide additional access to durable medical equipment, including increased product offerings and improved services for patients in Oregon and across the United States. Specifically, the parties have observed the significant rise in demand for home care services driven by, among other things, the increased prevalence of chronic conditions and comorbidities, an aging population, and the rising cost of institutional care. Patients often prefer to receive care in their homes.

This proposed Merger will allow the parties to better serve their patients by offering comprehensive products and services to patients, who wish to receive care at home. By simplifying the process of purchasing home care supplies, patients will have better access to home care services and at lower costs, which will boost care outcomes for patients in Oregon and the rest of the country. If the planned Merger is consummated, Rotech and OMI customers will be able to, over time, choose to access the additional service offerings offered by each entity as they sit under the OMI umbrella.

a. If there are any anticipated negative effects, describe how the entities will seek to mitigate negative impacts.

There are no anticipated negative impacts of the material Merger on cost, quality, access, health equity, or competition in Oregon.

15. Explain how the proposed material change transaction will:

a. Impact health outcomes for people in Oregon. Provide applicable data, metrics, or documentation to support your statements.

OMI's Patient Direct segment earns very high customer satisfaction ratings, resulting in high customer retention rates. Patient Direct's Net Promoter Scores are two to three times the national benchmarks. Byram, a division of OMI in the Patient Direct segment, has been rated the Best

Overall Diabetes Supplier from 2020-2023. The proposed Merger will enable OMI's commitment to value-based care to benefit new patients in Oregon and throughout the country.

The parties expect the proposed Merger to allow OMI to offer increased access to more comprehensive care through the addition of diverse product and services offerings. The parties consider the Merger to be a strategic fit that will provide improved service and experience to patients, providers, and payers. Ongoing discussions will identify future opportunities to meet areas of need.

b. Benefit the public good by reducing the growth in health care costs. Provide applicable data, metrics, or documentation to support your statements.

The proposed Merger will enable OMI to more comprehensively serve patients through the combined suite of complementary product offerings and improved service for patients with chronic conditions in large and fragmented markets. The combined customer base will allow OMI to better serve patients, providers, and payers across an integrated national network, while still maintaining the current payer arrangements. Chronic care is an area of healthcare where patients, payers, and providers prefer the home-based setting to a more expensive acute or non-acute setting.

c. Benefit the public good by increasing access to services for medically underserved populations. Provide applicable data, metrics, or documentation to support your statements.

As noted above, the parties expect that the proposed Merger will provide increased access to home care services for underserved populations. The cost of institutional care is rising, and communities across the United States have inadequate rehabilitation assisted living facilities. There is also broader recognition of the benefits of home care for even complex conditions. This is driving more patients to seek home care services.

The proposed Merger will expand access to home care services for all Oregonians, including the medically underserved, by making it easier to obtain the home care products necessary to live comfortably and independently at home. Patients who previously relied on OMI or Rotech for services will see expanded product offerings.

In Oregon, Rotech has locations in Beaverton, Eugene, and Medford. This proposed Merger will provide increased coverage in Portland and will expand services to Salem and Springfield, expanding access to care for underserved populations. The three Rotech locations in Oregon currently service approximately [REDACTED] patients annually. Oregon patients will continue to have the option to go with a provider under one of the existing OMI brands or under Rotech, as each party will continue to maintain their existing, separate payer agreements following the Merger.

Apria currently operates one distribution center (Klamath Falls) and five branches (Hillsboro, Medford, Portland, Salem, and Springfield) in Oregon. Apria's five branches are located within the western part of the state covering approximately [REDACTED] of the population. With the combined resources of Rotech and Apria, we expect to reach more patients in the eastern part of the state and along Oregon's northern coast. We also expect to improve the "speed" to initial set-up and response time to emergencies and other patient needs by virtue of being closer in proximity to more Oregon patients.

- d. **Benefit the public good by rectifying historical and contemporary factors contributing to health inequities or access to services. Provide applicable data, metrics, or documentation to support your statements.**

Rotech services rural populations, including Benton County. Benton is considered one of the most rural counties in Oregon with 96.2% of its area being classified as rural. This proposed change will allow Rotech to expand its product offering to the members of this community, improving access to care for these patients. Oregon's rural areas are more costly to serve on a per-patient basis; therefore, the post-Merger combined entities should be able to increase volume in these remote areas and be in a better position to serve patients who live there.

- e. **If the transaction will not benefit the public good as described in b-d, explain why this proposed material change transaction is in the best interest of the public.**

The parties are unaware of any material detriment to the public good or Oregon consumers that will occur as a result of the proposed Merger. Oregon consumers will benefit from increased access to comprehensive care across the patient services and durable medical equipment markets.

16. Describe any competitive effects that may result from the proposed material change transaction.

The proposed Merger will allow the parties to better compete against other national and local players. In the durable medical equipment supplier space, we understand that hospitals, clinics, hospital discharge planners, primary care physicians, clinics, laboratories, and other providers generally do not have a single preferred supplier. Rather, these providers routinely refer patients to multiple home medical equipment companies. Therefore, national and local players both compete on the same playing field.

The parties anticipate streamlining distribution and becoming a more comprehensive distribution partner for patients in Oregon. OMI also plans to improve its technology offerings, and modeling Rotech's technology platform for patient onboarding and management to create a better, more responsive customer experience. Ultimately, the Merger will allow OMI to further its goal of returning Oregon patients to their homes, thereby reducing hospital readmission rates, reducing costs to serve, reducing costs of healthcare, and offering more to Oregon patients with complex chronic conditions.

- a. **Will the proposed material change transaction result in a decrease in competition?**

No, the proposed Merger will not result in a decrease in competition. As stated above, the parties believe the Merger will enable a better competitor against other national and local market participants. First, the parties have complementary payer mixes. Rotech's payer mix is largely government customers [REDACTED], whereas the majority of OMI's Patient Direct segment's payer mix is commercial [REDACTED]. Second, the parties have low or negligible presence in wound care, ostomy, urology, incontinence, breast pumps, enteral products, and other durable medical equipment ("DME") products. Products such as sleep supplies and diabetes, wound care, ostomy, urology, and incontinence products are serviced nationwide as these are products that can and are shipped anywhere in the country for delivery. OMI Patient Direct typically ships these products from its own regional distribution centers or through contracted third-party logistics providers. Some

products for acute and non-acute conditions, such as certain respiratory products (e.g., concentrators, tanks, ventilators) and DME products (e.g., wheelchairs, beds), typically require faster delivery times given the urgency of the patients' conditions. As a result, those products are more likely to be served from national and regional branches, as well as local distributors. OMI's decision to acquire Rotech was not based on any analysis or plans to close any branches. Indeed, OMI has no plans to reduce capacity post-Merger.

Currently, Rotech has very limited revenue in Oregon and OMI does not perceive Rotech as an active market participant in Oregon, unlike other national, regional, and local competitors. Rotech's revenue from sales and rental of respiratory devices in Oregon for FY2023 totaled around [REDACTED] while its revenue for sleep devices totaled under [REDACTED]. Therefore, the Merger will not materially change competitive dynamics in Oregon. To the contrary, OMI expects the Merger will allow the combined entity to compete against national companies, as well as other regional and local suppliers, which will benefit Oregon residents, as stated above.

i. If yes, describe any anticompetitive effects that will result from the proposed transaction.

Not applicable as the parties do not expect any anticompetitive effects resulting from the proposed Merger.

ii. If yes, describe any plans to mitigate potential anticompetitive effects, including any divestiture plans.

Not applicable as the parties do not expect any anticompetitive effects resulting from the proposed Merger.

b. Provide applicable data, metrics, or documentation to support your statements.

Please see the HSR Filing included as Exhibits 9(a)-1 and 9(a)-2 to the Confidential Appendix.

17. Describe the proposed material change transaction's impact on the financial stability of any entity involved in the transaction.

OMI proposes to fund its acquisition of Rotech Healthcare Holdings, Inc. through a senior notes offering, borrowings under a new senior secured incremental term loan B facility, and cash on hand. Both parties are currently solvent and are currently expected to continue to be solvent following the Merger. It is not expected that the notes offering, term loan borrowings, or use of cash will impact the stability of either entity on a post-Merger basis.