

April 23, 2025

SENT VIA EMAIL

Sarah Bartelmann, MPH Cost Programs Manager
Oregon Health Authority
421 SW Oak Street, Suite 850
Portland, OR 97204
SARAH.E.BARTELMANN@oha.oregon.gov

Re: Incomplete Notice of Material Change Transaction — 050 VaxCare - Act II – Supplemental Request for Information

Dear Ms. Bartelmann:

We write on behalf of the parties to provide additional information and documents in support of the above-referenced Notice of Material Change Transaction (the “Notice”) in response to your request for information set forth in the letter (the “RFI Letter”) you provided by email on March 28, 2025.

On April 11, 2025, we submitted a response letter to your requests for information with respect to the information required for a complete Notice submission (the “Part A Response”). Below, we reproduce each of your requests and our accompanying response with respect to the “Supplemental Request for Information” (Part B of the RFI Letter).

1. Medical Practice Clients.

Request: The notice states that VaxCare clients include 17 medical practices in Oregon. Please provide additional information about these 17 medical practices, including:

- a. A list of clinics (including names and addresses);
- b. Whether VaxCare’s contract with the clinic is for vaccines, contraceptives, or both;
- c. The number of vaccines or contraceptives administered per clinic location for the last two years. If the number of vaccines or contraceptives administered per clinic location is not available, please provide alternate measures of volume, such as number of unique patients served, number of claims submitted or processed on behalf of the clinic, or dollars charged.

Response: Please refer to the attached spreadsheet Party A: Exhibit A for a list of current partners (some of which have multiple addresses) in Oregon. None of them administer contraceptives; they administer only vaccines.

2. Future Plans for Expansion.

Request: The entities have shared that the purpose of the proposed transaction is to accelerate growth. Please provide any additional information about VaxCare's future plans for expansion in Oregon.

Response: There are no current plans for expansion in Oregon. Nationwide, VaxCare is expanding its care delivery network through expansion of its payer network, physician network and health system customer base, and the offering of long-acting reversible contraceptives (LARCs).

3. Auction Process.

Request: Please identify all other potential buyers VaxCare evaluated through its auction process and provide the following:

- a. Detailed description of VaxCare's process for evaluating potential buyers.
- b. A list of consultants or advisors engaged by VaxCare in connection with the proposed transaction.
- c. A list of consultants or advisors engaged by Act II in connection with the proposed transaction.

Response:

Detailed description of VaxCare's process for evaluating potential buyers.

As discussed in the Part A Response, in 2024, VaxCare engaged a financial advisor to begin exploring a potential sale or investment transaction involving VaxCare. The advisor reached out to numerous potentially interested parties to solicit initial indications of interest. Following the initial phase, VaxCare selected a small number of parties to move forward into a final phase, where each of the remaining parties submitted final offers setting out terms of their proposed transactions. VaxCare evaluated these proposals based on a number of criteria, including aggregate compensation and overall deal certainty. The specific parties and terms of their offers are

subject to third-party contractual confidentiality obligations and cannot be disclosed as such disclosure would breach VaxCare's contracts with these parties. Ultimately, the Board of VaxCare selected Act II based on a determination that the terms presented by Act II were the most attractive for VaxCare as a whole and would position VaxCare well to continue serving its constituents in the future.

A list of consultants or advisors engaged by VaxCare in connection with the proposed transaction.

VaxCare engaged Nelson Mullins Riley & Scarborough LLP, Ropes & Gray LLP, and the consultants and advisors listed on the attached Party A: Exhibit B. As described further in the Redaction & Confidentiality Log, VaxCare requests confidential treatment of certain information provided in this Party A: Exhibit B.

The information in Party A: Exhibit B is being produced solely because of requirements of the HCMO program and is otherwise non-public and exempt from public disclosure. ORS Section 415.501(13)(c) provides that the OHA is prohibited from disclosing any confidential information and documents that are not publicly available that are obtained in relation to a material change transaction. As a nonpublic entity, this information has not been made publicly available in any other forum. This information is protected from disclosure by ORS Sections 40.225, 40.227, 415.501(13)(c), 192.345(2) and 646.461 et seq.

A list of consultants or advisors engaged by Act II in connection with the proposed transaction.

Act II engaged Simpson Thacher & Bartlett LLP and the consultants and advisors listed on the attached Party B: Exhibit A. As described further in the Redaction & Confidentiality Log, Act II requests confidential treatment of certain information provided in this Party B: Exhibit A.

The information in Party B: Exhibit A is being produced solely because of requirements of the HCMO program and is otherwise non-public and exempt from public disclosure. ORS Section 415.501(13)(c) provides that the OHA is prohibited from disclosing any confidential information and documents that are not publicly available that are obtained in relation to a material change transaction. As a nonpublic entity, this information has not been made publicly available in any other forum. This information is protected from disclosure by ORS Sections 40.225, 40.227, 415.501(13)(c), 192.345(2) and 646.461 et seq.

4. Projections.

Request: Provide copies of all projections prepared by or on behalf of VaxCare or Act II to evaluate the impact of the proposed transaction on operations in Oregon post-closing. If VaxCare or Act II did not evaluate the impact of the proposed transaction on operations in Oregon specifically, please provide any regional or national prepared projections.

Response: No projections were prepared by or on behalf of VaxCare either specifically for Oregon or regionally or nationally. Please see attached Party B: Exhibit B for Act II's response. The information in Party B: Exhibit B discusses projections related to Oregon and evaluates an aspect of VaxCare's business in Oregon and is being disclosed in an effort to provide materials responsive to this request. The information in Party B: Exhibit B is being produced solely because of requirements of the HCMO program and is otherwise non-public and exempt from public disclosure. ORS Section 415.501(13)(c) provides that the OHA is prohibited from disclosing any confidential information and documents that are not publicly available that are obtained in relation to a material change transaction. As a nonpublic entity, this information has not been made publicly available in any other forum. This information is protected from disclosure by ORS Sections § 415.501(13)(c). The information is also protected from public disclosure by ORS §§ 192.345(2), 192.355(9)(a), and 646.461 et seq.

5. Service Agreements.

Request: Provide copies of all agreements between Physician Management Services of Oregon, LLC and the medical practices in Oregon to which it provides services.

Response: Every Oregon medical practice is a party to VaxCare's present terms of service, a copy of which is attached as Party A: Exhibit C.

6. Expansion of Service Offerings.

Request: Please explain all plans VaxCare has to expand its service offerings in Oregon.

Response: There are currently no plans for expansion of service offerings in Oregon.

7. Expansion of Service Offerings.

Request: In addition to Physician Management Services of Oregon, LLC, the Schedules to the Agreement list Physician Management Services of Oregon II, LLC. Explain the relevance of this entity and whether it contracts with Oregon medical practices or explain why it otherwise was not described in the notice or included on the structure chart submitted.

Response: Physician Management Services of Oregon II, LLC is an inactive entity with no assets or operations. The entity has no relevance and does not contract with any Oregon medical practices.

[Signature Page to Follow]

Very truly yours,

Richard A. Harris II

Richard A. Harris II

Ropes & Gray LLP

CC:

Karine Giaella

Benjamin Wilson

Vanessa K. Burrows