

## **Appendix to HCMO-1**

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

b. Summary of transaction terms

Pursuant to the terms and subject to the conditions of a Stock Purchase Agreement by and among (i) CerpassRx, (ii) Nomi Health, Inc. ("CerpassRx Parent"), and (iii) LucyRx (the "Agreement"), LucyRx intends to acquire 100% of CerpassRx's outstanding equity interests for a purchase price of approximately [REDACTED].

The Proposed Transaction will not result in a change to the federal employee identification number ("FEIN") for CerpassRx or any of its wholly-owned subsidiaries.

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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).

LucyRx intends to acquire 100% of CerpassRx's outstanding equity interests for a purchase price of approximately [REDACTED]. The parties do not anticipate any other exchange of funds between the parties in connection with the Proposed Transaction.