



Health Care Market Oversight (HCMO) Program

HCMO-1: Notice of Material Change Transaction

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General Instructions

Pursuant to Oregon Revised Statute (ORS) 415.501, an entity to a material change transaction must submit a Notice to the Oregon Health Authority (OHA) notifying OHA of such transaction. This HCMO-1 Notice form must be used to comply with this statutory mandate.

You must file this HCMO-1 Notice form electronically with OHA, in a portable document form (pdf), by email to hcmo.info@oha.oregon.gov **no less than 180 days** before the expected closing date of your material change transaction. Please submit the completed HCMO-1 Notice form, other relevant HCMO forms, and any supplemental documents as separate files.

To avoid delays in OHA's review of your proposed transaction, due diligence is required to complete this HCMO-1 Notice form correctly. Please provide a public-facing response to each item. Pursuant to the requirements of OAR 409-070-0070(1), this form should not contain any information you intend to designate as confidential. All information you designate as confidential must be provided separately as one or more supplemental attachments to this form. To avoid unnecessary delays, do not redact content that is publicly available or without grounds for a claim of confidentiality under Oregon law. Please consistently apply Bates numbering to all documents submitted with this form and include the applicable Bates number sequence on all redaction logs.

The Notice is not complete until all required information is satisfactorily provided, and the review period will not run until OHA deems the Notice complete.

This HCMO-1 Notice form, along with any public supporting documents, will be published and serve as notice to the public. Contact program staff with any questions or to request technical assistance at hcmo.info@oha.oregon.gov.

Who must file a Notice

Under ORS 415.501, an entity entering into a transaction that constitutes a material change must submit written notice to OHA of such material change.

A material change transaction includes:

- A. A transaction in which at least one party had average revenue of \$25 million or more in the preceding three fiscal years and another party:

- i. Had an average revenue of at least \$10 million in the preceding three fiscal years; or
- ii. In the case of a new entity, is projected to have at least \$10 million in revenue in the first full year of operation at normal levels of utilization or operation as prescribed by the authority by rule.

Out-of-state entities

If a transaction involves a health care entity in this state and an out-of-state entity, a transaction that otherwise qualifies as a material change transaction must submit this Notice if the transaction may result in increases in the price of health care or limit access to health care services in this state. See [OHA Guidance on Out-of-State Entities](#).

Confidentiality

Information on this HCMO-1 Notice form shall be a public record and will be posted on OHA's website. Pursuant to ORS 415.501(13), OHA shall maintain the confidentiality of all confidential information and documents that are not publicly available that are obtained in relation to a material change transaction and may not disclose the information or documents to any person without the consent of the person who provided the information or document. Information and documents described in this paragraph are exempt from disclosure under Oregon Public Records Law (ORS 192.311 to 192.478).

Entities must follow the requirements of Oregon Administrative Rule (OAR) 409-070-0070 when designating portions of a Notice and any documents submitted by the applicant in support of the Notice as confidential. See [OHA Use of Confidential Information Guidance](#).

Definitions

“Acquisition” occurs when:

- a) Another person acquires control of the health care entity including acquiring a controlling interest as described in OAR 409-070-0025;
- b) Another person acquires, directly or indirectly, voting control of more than fifty percent (50%) of any class of voting securities of the health care entity other than a domestic insurer as described in OAR 409-070-0025(1)(c);
- c) Another person acquires all or substantially all of the health care entity's assets and operations;
- d) Another person undertakes to provide the health care entity with comprehensive management services; or
- e) The health care entity merges tax identification numbers or corporate governance with another entity.

“Legal entity name” means legal business name as reported with Internal Revenue Service.

“Merger” means a consolidation between two or more organizations, including two or more organizations joining through a common parent organization or two or more organizations forming a new organization.

“NPI” means 10-digit National Provider Identification number issued by the Centers for Medicare and Medicaid Services (CMS).

“Tax ID” means 9-digit federal tax identification number also known as an employer identification number (EIN) assigned by the Internal Revenue Service.

“Transaction” means:

- a) A merger of a health care entity with another entity;
- b) An acquisition of one or more health care entities by another entity;
- c) New contracts, new clinical affiliations and new contracting affiliations that will eliminate or significantly reduce, as defined by the authority by rule, essential services (see [Essential Services and Significant Reduction](#) guidance);
- d) A corporate affiliation involving at least one health care entity; or
- e) Transactions to form a new partnership, joint venture, accountable care organization, parent organization or management services organization.

Additional defined terms can be found at ORS 415.500 et seq. and OAR 409-070-0000 to -0085.

I. Parties to the proposed transaction

List the entity name for all parties to the proposed transaction. Add extra rows as needed for additional parties.

Party A (Applicant)	Abbott Laboratories
Party B:	Exact Sciences Corporation

Click or tap here to enter text.

II. Contact information for the parties

Provide contact information for the proposed transaction, as requested below.

1. Provide information for Party A.

Legal entity name	Abbott Laboratories
Assumed name	Click or tap here to enter text.
Tax ID	36-0698440
Mailing address	100 Abbott Park Road, D-364, Abbott Park, IL 60064
Website	https://www.abbott.com/

Contact Name	Nick Koberstein
Title	Division Counsel, Licensing & Acquisitions
Phone	(224) 667-4795
Cell Phone	Click or tap here to enter text.
Email	nick.koberstein@abbott.com

Is Party A represented by legal counsel for this transaction?

Yes

No

Provide information regarding Party A's legal counsel, if applicable.

Name	Ashley Fischer
Firm	McDermott Will & Schulte LLP
Address	444 W. Lake Street, Chicago, IL 60606
Phone	(312) 984-7766
Email Address	amfischer@mwe.com

2. Provide information for Party B.

Legal entity name	Exact Sciences Corporation
Assumed name	Click or tap here to enter text.
Tax ID	02-0478229
Mailing address	5505 Endeavor Lane, Madison, WI 53719
Website	https://www.exactsciences.com/
Contact Name	Henry Weiner
Title	Senior Corporate and M&A Counsel
Phone	(608) 210-5269
Cell Phone	Click or tap here to enter text.

Email	hweiner@exactsciences.com
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Is Party B represented by legal counsel for this transaction?

Yes

No

Provide information regarding Party B's legal counsel, if applicable.

Name	F. Joseph Ciani-Dausch
Firm	Skadden, Arps, Slate, Meagher & Flom LLP
Address	1440 New York Ave., NW, Washington D.C. 20005
Phone	(202) 371-7125
Email Address	Joseph.ciani-dausch@skadden.com

For any additional Parties, please provide a supplemental attachment describing the information requested in Section 2.

3. Provide a billing contact for payment of review fees.

Name	Nick Koberstein
Address	1801 Pennsylvania Ave, NW, Suite 900, Washington, DC 20006
Phone	(224) 667-4795
Email Address	nick.koberstein@abbott.com

III. About the proposed transaction

4. Provide the type of material change transaction. (See OAR 409-070-0010 for definitions of transactions subject to review.)

Merger

Acquisition

Affiliation

Contract

Other (specify) _____

5. What is the anticipated effective date of the proposed material change transaction?

The transaction is expected to close in the second quarter of 2026, upon receipt of all required regulatory and shareholder approvals.

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

a. Goals and objectives

The transaction will enable Abbott to enter the fast-growing advanced cancer diagnostics segments, serving millions more people.

b. Summary of transaction terms

Pursuant to an Agreement and Plan of Merger dated November 19, 2025, Abbott Laboratories will acquire Exact Sciences Corporation. The closing is subject to Seller's shareholder approval. The proposed transaction will be effected via Badger Merger Sub I, Inc., a wholly owned subsidiary of Abbott, merging with and into Exact Sciences, with Exact Sciences surviving the Merger as a wholly owned subsidiary of Abbott.

c. Why the transaction is necessary or warranted

Together, Abbott and Exact Sciences will reach more patients to help prevent cancer, enable earlier detection, and empower physicians and consumers with data-driven insight that support more informed personalized care. Combined with Abbott's global scale, reputation for operational and commercial excellence and strong relationships with healthcare systems, Exact Sciences will be positioned to create a powerful, new growth platform to unlock new opportunities to build upon in the future.

With this acquisition, Abbott will enter into advanced cancer diagnostics, a large and rapidly growing segment. There is significant unmet clinical need in advanced cancer screening and diagnostics as most preventable cancers go undetected and/or unscreened, and this transaction will broaden Abbott's diagnostics capabilities across the cancer care continuum.

A combination of Abbott and Exact Sciences also offers synergistic opportunities, including through combining Abbott's R&D capabilities to develop instrument-based solutions for decentralized settings (e.g., physician offices, cancer centers) with Exact Sciences' complementary suite of screening and diagnostic products to facilitate rapid turnaround times, lower costs and improved patient access.

Exact Sciences' operations are predominantly based in the U.S., and currently, only one of Exact Science's tests—Oncotype DX—is available internationally. The transaction would therefore allow Abbott's international presence to foster improved access to important cancer testing options globally to help more people in more places.

- 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).

Under the terms of the Agreement, Exact Sciences shareholders will receive \$105 per common share, representing a total equity value of approximately \$21 billion.

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

Discussions about a potential transaction between Abbott and Exact Sciences began in late March 2025, during a meeting between Abbott's CEO Robert B. Ford, and Exact Sciences' CEO Kevin T. Conroy, where Robert B. Ford expressed Abbott's interest in acquiring Exact Sciences.

On April 8, 2025, Abbott submitted a non-binding, preliminary proposal to acquire Exact Sciences on April 8, 2025 at \$65/share representing a 48% premium to Exact Sciences' then closing share price. Exact Sciences' Board of Directors determined that it was not the right time to pursue a transaction with Abbott and unanimously resolved to reject the April Proposal.

On September 25, 2025, Abbott submitted an updated non-binding, preliminary proposal to acquire Exact Sciences at \$85/share representing a 60% premium to Exact Sciences' then closing share price. Exact Sciences' Board of Directors unanimously resolved to reject the September Proposal, and authorized CEO Kevin T. Conroy to communicate that the offer was inadequate and that Exact Sciences was not prepared to engage with Abbott regarding a potential transaction at any price less than \$100 per share.

On October 14, 2025, Abbott submitted an updated non-binding, preliminary proposal for Abbott to acquire Exact Sciences at price of \$93 per share representing a 57% premium to Exact Sciences' then closing share price. Exact Sciences' Board of Directors determined that, while the terms of this proposal were insufficient, it would be in the best interests of Exact Sciences and its stockholders for Exact Sciences to provide Abbott with an opportunity to meet with members of senior management of Exact Sciences to learn about Exact Sciences' business and long range plan to enable Abbott to improve the terms of its proposal, subject to Abbott entering into a confidentiality agreement with customary standstill provisions.

On October 27, 2025, Abbott submitted an updated non-binding, preliminary proposal for Abbott to acquire Exact Sciences at price of \$101 per share representing a 56% premium to Exact Sciences' then closing share price. Exact Sciences' Board of Directors determined to respond to Abbott that Exact Sciences would consider a transaction with Abbott at a price, payable in cash, of no less than \$105 per share.

On October 29, 2025, Abbott submitted an updated non-binding, preliminary proposal for Abbott to acquire Exact at price of \$105 per share representing a 66% premium to Exact Sciences' then closing share price, and stated it was Abbott's final proposal for a potential transaction. Exact Sciences' Board of Directors authorized Exact Sciences and its advisors to engage fully with Abbott in order to seek to achieve a transaction on the terms set forth in this proposal, subject to approval by the Board of Directors prior to entry into any definitive agreement.

Abbott and Exact Sciences then proceeded to negotiate the terms of a Merger Agreement based on this proposal, and on November 19, 2025, Abbott and Exact Sciences finalized and executed a Merger Agreement.

For further information, please see Exact Sciences' Proxy Statement at <https://investor.exactsciences.com/investor-relations/financial-information/sec-filings/sec-filings-details/default.aspx?FilingId=19021625>

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

Abbott approached Exact Sciences in late March 2025. There was no bid/auction process.

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

Abbott engaged the law firm Wachtell, Lipton, Rosen & Katz to conduct a privileged diligence report.

8. Will the proposed material change transaction change control of a public benefit corporation or religious corporation?

Yes

No

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, and U.S. Department of Justice.

Filings in the United States include the following:

Pre-merger notification was filed with the Federal Trade Commission and the U.S. Department of Justice under the Hart-Scott-Rodino Act on January 6, 2026 by Abbott and Exact Sciences.

Abbott's Material Change Transaction Notice to California's Office of Health Care Affordability submitted on January 7, 2026. Exact Sciences' Material Change Transaction Notice to California's Office of Health Care Affordability submitted on January 7, 2026.

Abbot's Notice of Material Change to Massachusetts's Health Policy Commission submitted on January 7, 2026. Exact Sciences' Notice of Material Change to Massachusetts's Health Policy Commission submitted on January 7, 2026.

Joint Notice provided pursuant to Indiana's Reporting of Health Care Entity Mergers and Acquisitions to Indiana's Office of the Attorney General on January 7, 2026.

Joint Material Transaction Notice submitted to New York's Department of Health on January 7, 2026.

- 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.

Please see Abbott's HSR filing attached at HCMO_ATT_00000886 to HCMO_ATT_00003005. Please see Exact Sciences HSR Filing attached at HCMO_ATT_00003006 to HCMO_ATT_00003402.

IV. About the entities involved in the proposed transaction

10. Describe Party A.

Abbott is an international company that manufactures and sells diagnostics, medical devices, nutritional products and branded generic pharmaceuticals.

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

Abbott has four reportable business segments: Established Pharmaceutical Products, Diagnostic Products, Nutritional Products, and Medical Devices.

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

Abbott is governed by a board of directors currently consisting of 11 independent directors and Abbott CEO Robert B. Ford who serves as Chairman of the Board.

Abbott's Executive Team consists of CEO Robert B. Ford and 19 Executive Vice Presidents or Senior Vice Presidents.

The following Abbott U.S. entities own health care entities:

Toxicology Lab Business

- eScreen, Inc.
- Global Analytical Development LLC
- Instant Technologies, Inc.
- Redwood Toxicology Laboratory, Inc.
- Alere Toxicology Services, Inc.

Acelis Connected Health

- Alere Home Monitoring, Inc. (d/b/a Acelis Connected Health Services)
- Quality Assured Services, Inc. (d/b/a Acelis Connected Health Supplies)

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

See attached Abbott Org Chart showing the organizational structure and relationships between its health care entities at HCMO_ATT_00000001 to HCMO_ATT_00000005.

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

See attached HCMO-1B: Business Entities Form.

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 for Party A's Oregon business.

Please see attached financial statements for Abbott from 2022, 2023, and 2024 at HCMO_ATT_00000006 to HCMO_ATT_00000263.

Abbott does not possess financial statements limited to its Oregon business.

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

Abbott has two health care businesses: (1) a toxicology lab business, and (2) a durable medical equipment business called Acelis Connected Health.

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

Toxicology lab; DME provider

- ii. Service lines, both overall and in Oregon

Toxicology Lab Business

Abbott owns and operates four dedicated toxicology clinical labs in the U.S. under the names Redwood Toxicology in Santa Rosa, CA (NPI# 1891792875), Alere Toxicology in Gretna, LA, Alere Toxicology in Richmond, VA (NPI# 1689874893), and Ascertain Forensics. Abbott's toxicology lab provides services in all 50 states.

Abbott's U.S. toxicology lab business has the following major segments: (1) U.S. Workplace Solutions, (2) U.S. Government, (3) U.S. Reagents.

U.S. Workplace Solutions segment includes workplace employment eligibility services and offers a drug and alcohol testing and pre-employment physical occupational health business for employers and third party administrators that includes a network of third-party clinics and collection sites, POCT kits, on-site specimen collection services, lab services, lab reagent drug-testing products, and proprietary digital platforms that connect the end-to-end process.

U.S. Government segment provides lab services, rapid tests, and the proprietary ToxAccess® platform to enable U.S. federal, state, and local government agencies to efficiently and effectively manage drug testing programs.

U.S. Reagents segment manufactures drugs of abuse assays for urine and oral fluid sample types for clinical labs, reference labs, treatment centers, forensic labs, and segments of the judicial system.

Acelis Connected Health

Abbott's Acelis business includes (1) INR testing services, (2) ventricle assisted device (VAD) equipment and supplies, and (3) related digital offerings.

Through its INR business, Acelis provides remote patient monitoring PT-INR (prothrombin time - international normalized ratio) anticoagulation services for patients on anticoagulation medicines.

Through the VAD business, Acelis provides external VAD equipment and supplies for outpatient support and remote patient monitoring if selected as a contract option.

Both the INR and VAD businesses also include digital offerings. CoagClinic is a software as a service offering by Acelis that is licensed to healthcare providers. Healthcare providers use CoagClinic to manage Acelis INR patients and to access Acelis records and related data for those patients, including their reported self-test INR results. VADWatch is also a software as a service offering available to Acelis customers who wish to remotely monitor patients implanted with a VAD. VADWatch also allows for healthcare providers to track equipment inventory. HealthCheck is the mobile version of CoagClinic or VADWatch and provides patients (through HealthCheck) and

healthcare providers (through HealthCheck Pro) with the option of using each offering's features through an app.

- iii. Products and services, both overall and in Oregon
See above.
- iv. Number of staff and FTE, both overall and in Oregon
Abbott's toxicology and Acelis businesses have no physical FTEs in Oregon. Abbott's toxicology lab business has approximately 815 employees nationwide and Abbott's Acelis business has approximately 235 employees nationwide.
- v. Geographic areas served, both overall and in Oregon
Nationwide and statewide for toxicology lab and Acelis businesses.
- vi. Addresses of all facilities owned or operated using [HCMO-1c: Facilities and Locations form](#)
Abbott's toxicology and Acelis businesses do not have facilities in Oregon.
- vii. Annual number of people served in Oregon, for all business, not just business related to transaction
Abbott's toxicology business' U.S. Government segment tested 2,359 specimens from Oregon in 2023, 2,851 specimens from Oregon in 2024, and 2,277 specimens from Oregon in 2025, but data on the total number of specimen donors (as opposed to specimens) is not available. Abbott's toxicology business' U.S. Workplace segment, which is primarily drug testing for job applicants and employees paid directly by employers and not reimbursable by third party payors and occupational health services (physicals, vaccines, lift test, etc.), provided 175,618 services in Oregon in 2023, 153,276 services in Oregon in 2024, and 139,386 services in Oregon in 2025, but data on the total number of people serviced is not available.
Annually, Abbott's Acelis business provided INR services to 430 patients in Oregon and provided VAD equipment and supplies to 34 patients in Oregon.
- viii. Annual number of services provided in Oregon
See response above for number of services provided by Abbott's toxicology business.
Annually, Abbott's Acelis business provided 1,859 claim billings for INR services in Oregon and provided 60 orders of VAD equipment and supplies to patients in Oregon.
- ix. For hospitals, number of licensed beds
N/A

11. Describe Party B.

Exact Sciences focuses on the early detection of cancer and supporting personalized treatments.

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

Exact Sciences' comprehensive product offerings support patients and their healthcare providers before, during and after a cancer diagnosis. The company is amongst the leaders in cancer screening, precision oncology and genetic testing, helping to detect cancer earlier, guide treatment decisions and monitor for recurrence.

Its product offerings include the Cologuard test, a noninvasive colorectal cancer screening option; Oncotype DX®, which informs personalized treatment decisions for patients with breast cancer; Oncodetect™, which identifies molecular residual disease (MRD) to help assess the risk of recurrence and guide follow-up care; and CancerGuard™, a multi-cancer early detection blood test.

Exact Sciences owns and operates six clinical laboratories in the United States: Genomic Health, Inc. (Phoenix, AZ), Genomic Health, Inc. (Redwood City, CA), Genomic Health Inc. (Madison, WI)*, Exact Sciences Laboratories (two separate locations in Madison, WI), and PreventionGenetics LLC (Marshfield, WI). These laboratories hold state permits in California, Maryland, New York, Pennsylvania, and Rhode Island.

*Genomic Health Inc.'s Madison laboratory currently holds only a CLIA certificate.

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

Exact Sciences is governed by a Board of Directors consisting of Chairman and CEO Kevin T. Conroy, former Chief Legal Officer Scott Coward, and 7 independent directors. Exact Sciences executive team includes Chairman and CEO Kevin T. Conroy and 10 other officers.

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

See attached Exact Sciences Org Chart listing all subsidiaries at HCMO_ATT_00000264.

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

See attached HCMO-1B: Business Entities Form.

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.

Please see attached financial statements for Exact Sciences from 2022, 2023, and 2024 at HCMO_ATT_00000265 to HCMO_ATT_00000657.

Exact Sciences does not possess financial statements limited to its Oregon business.

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

Exact Sciences is a screening and diagnostics company that specializes in the detection of early stage cancers. Exact Sciences owns and operates six clinical labs in the United States.

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

Diagnostic company.

ii. Service lines, both overall and in Oregon

Exact Sciences offers a variety of products for early cancer detection, cancer treatment guidance, and cancer monitoring and therapy selection.

Prevention Genetics is a wholly-owned subsidiary of Exact Sciences that provides genetic testing products.

iii. Products and services, both overall and in Oregon

For early detection of cancers, treatment guidance, and monitoring and therapy selection, Exact Sciences offers the following products:

- Cologuard and Cologuard Plus – a noninvasive stool test that screens for colorectal cancer in adults 45+ at average risk.
- Oncoguard Liver – a blood test that helps find the most common liver cancer in people with liver disease or who are at higher risk for it.
- Riskguard – a blood or saliva test that can uncover hereditary risk for certain cancer and help inform monitoring and treatment plans.
- CancerGuard – a blood test designed to help find multiple cancers in earlier stages.
- Oncotype DX Breast DCIS Score – a tumor-tissue ductal carcinoma *in situ* breast cancer test that indicates the probability of recurrence and benefit from radiation therapy.
- Oncotype DX Breast Recurrence Score – a tumor-tissue early stage breast cancer test that estimates the risk of distant recurrence and benefit from chemotherapy.
- Oncotype DX Colon Recurrence Score – a tumor-tissue colon cancer test that quantifies the risk of recurrence and guides treatment.

- Oncodetect – a tumor-informed molecular residual disease test that can detect circulating tumor DNA in the blood during or after cancer treatment.
- OncoExTra – a tumor-tissue test that provides therapy selection guidance for advanced solid tumor cancers.
- Prevention Genetics offers a variety of comprehensive genetic tests related to various conditions and rare diseases.

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

Exact Sciences has approximately 6,700 employees overall, and 30 employees based in Oregon.

v. Geographic areas served, both overall and in Oregon

Nationwide and statewide.

vi. Addresses of all facilities owned or operated using [HCMO-1c: Facilities and Locations form](#)

Exact Sciences does not have facilities in Oregon.

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

See response below regarding the number of services (tests) performed in Oregon.

viii. Annual number of services provided in Oregon

From December 1, 2024 through November 30, 2025 there were 44,502 Cologuard test results in Oregon.

From December 1, 2024 through November 30, 2025 there were 476 Prevention Genetics tests in Oregon.

For CY 2025 YTD, there were 1,689 Oncotype IBC tests in Oregon.

Cologuard, Oncotype BC, and Prevention Genetics make up the vast majority of testing volume for Exact Sciences.

ix. For hospitals, number of licensed beds

N/A

For any additional Parties, please provide a supplemental attachment describing the information requested in Section 11 (a) – (f).

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

Abbott's only transactions that involved health care entities in the past 10 years was the acquisition of Alere, Inc.

Acquisition of Alere, Inc.

- a. Abbott Laboratories and Alere, Inc.
- b. Stock Purchase
- c. Abbott Laboratories' acquisition of Alere, Inc.
- d. October 3, 2017

Exact Sciences has completed the following transaction in the past 10 years.

Acquisition of Sampleminded, Inc.

- a. Exact Sciences Corporation and Sampleminded, Inc.
- b. Stock Purchase
- c. Exact Sciences Corporation's acquisition of Sampleminded, Inc.
- d. August 1, 2017

Acquisition of Armune Biosciences, Inc. Assets

- a. Exact Sciences Corporation and Armune Biosciences, Inc..
- b. Asset Purchase
- c. Exact Sciences Corporation's acquisition of assets of Armune Biosciences relate to IP for protein markets.
- d. December 15, 2017

Acquisition of Biomatrica, Inc.

- a. Exact Sciences Corporation and Biomatrica, Inc.
- b. Stock Purchase
- c. Exact Science Corporation's acquisition of Biomatrica, Inc.
- d. October 2, 2018

Acquisition of Genomic Health, Inc.

- a. Exact Sciences Corporation and Genomic Health, Inc.
- b. Stock Purchase
- c. Exact Sciences Corporation's acquisition of Genomic Health, Inc.
- d. November 8, 2019

Acquisition of Paradigm Diagnostics, Inc.

- a. Exact Sciences Corporation and Paradigm Diagnostics, Inc.
- b. Stock Purchase

- c. Exact Sciences Corporation's acquisition of Paradigm Diagnostics, Inc.
- d. March 3, 2020

Acquisition of Viomics, Inc.

- a. Exact Sciences Corporation and Viomics, Inc.
- b. Stock Purchase
- c. Exact Sciences Corporation's acquisition of Viomics, Inc.
- d. March 3, 2020

Acquisition of Base Genomics Ltd.

- a. Exact Sciences Corporation and Base Genomics Ltd.
- b. Stock Purchase
- c. Exact Science Corporation's acquisition of Base Genomic Ltd.
- d. October 25, 2020

Acquisition of Thrive Early Detection Corp.

- a. Exact Sciences Corporation and Thrive Early Detection Corp.
- b. Stock Purchase
- c. Exact Sciences Corporation's acquisition of Thrive Early Detection Corp.
- d. January 5, 2021

Acquisition of Ashion Analytics LLC Assets

- a. Exact Sciences Corporation and Ashion Analytics LLC
- b. Asset Purchase
- c. Exact Sciences Corporation's acquisition of assets of Ashion Analytics LLC
- d. April 14, 2021

Acquisition of PreventionGenetics, LLC

- a. Exact Sciences Corporation and PreventionGenetics, LLC
- b. Equity Purchase
- c. Exact Sciences Corporation's acquisition of PreventionGenetics, LLC
- d. January 9, 2022

Acquisition of OmicEra Diagnostics, GmbH

- a. Exact Sciences Corporation and OmicEra Diagnostics, GmbH
- b. Equity Purchase
- c. Exact Sciences Corporation's acquisition of OmicEra Diagnostics, GmbH
- d. May 2, 2022

Acquisition of PFS Genomics, Inc.

- a. Exact Sciences Corporation and PFS Genomics, Inc.
- b. Stock Purchase
- c. Exact Science Corporation's acquisition of PFS Genomics, Inc.
- d. June 23, 2023

Acquisition of Resolution Bioscience, Inc.

- a. Exact Sciences and Resolution Bioscience, Inc.
- b. Stock Purchase
- c. Exact Sciences Corporation's acquisition of Resolution Bioscience, Inc.
- d. September 12, 2023

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

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

See attached chart.

- b. Corporate governance and management

No changes planned at this time. Exact Sciences will continue to be operated as a stand alone business.

- c. Investments or initiatives

None.

- d. Type and level of staffing

None.

- e. Type and level of services provided

None.

- f. Number and type of locations

None.

- g. Geographic areas served

None.

- h. For providers, payer contracts and payer mix

None.

- 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

None.

V. Impacts from the proposed material change transaction

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

With this acquisition, Abbott will enter into advanced cancer diagnostics, a large and rapidly growing segment. There is significant unmet clinical need in advanced cancer diagnostics as most preventable cancers go undetected and/or unscreened, and this transaction will broaden Abbott's diagnostics capabilities across the cancer care continuum. A combination of Abbott and Exact Sciences also offers synergistic opportunities, including through combining Abbott's R&D capabilities to develop instrument-based solutions for decentralized settings (e.g., physician offices, cancer centers) with Exact Sciences' complementary suite of screening and diagnostic products to facilitate rapid turnaround times, lower costs and improved patient access.

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

None. Transaction is complementary and not a horizontal combination of competitors.

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.

Together, the companies will accelerate innovation, expand access to life-changing diagnostics, and help more people detect and manage cancer at its earliest, most treatable stages. Exact Sciences focuses on the early detection of cancer and supporting personalized treatments. Exact Sciences' comprehensive product offerings support patients and their healthcare providers before, during and after a cancer diagnosis. The company is amongst the leaders in cancer screening, precision oncology and genetic testing, helping to detect cancer earlier, guide treatment decisions and monitor for recurrence.

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

N/A.

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

N/A.

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.

N/A.

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.

N/A.

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

A combination of Abbott and Exact Sciences will expand the availability of advanced cancer diagnostic testing to reach new patient populations, both in the US and internationally (where Exact Sciences has limited presence today). Abbott's R&D capabilities will also accelerate innovation in early cancer screening and precision oncology testing with Exact Sciences' products to facilitate quicker turnaround times, lower costs, and improved patient experiences.

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

No. The transaction is not a horizontal combination of competitors. Abbott and Exact Sciences do not compete today.

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

N/A

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

N/A

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

None.

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

No impact.

VI. Supplemental materials

Submit the following materials, if applicable, with your submission. Apply Bates numbering to all confidential documents submitted with the Notice and include the applicable Bates number sequence on all redaction logs.

- [HCMO-1a: NPI form](#) (required for health care provider entities)
- [HCMO-1b: Business Entities form](#) (required parties with multiple business entities licensed to operate in Oregon)
- [HCMO-1c: Facilities and Locations form](#)
- Pre- and post-transaction organizational structure diagram

- Copies of all current agreements or term sheets for the proposed transaction
- Financial statements for all entities for the most recent three fiscal years
- Copies of current governance documents for all entities (for examples, bylaws, articles of incorporation, corporate charter, etc.)
- Documentation or analytic support for your responses, as applicable
- Redaction log

VII. Certification

I, the undersigned, being first duly sworn, do say:

1. I have read ORS 415.500 et seq. and OARs 409-070-0000 to 409-070-0085.
2. I have read this Notice of Material Change Transaction and the information contained therein is accurate and true.

Signed on the 2 day of FeB., 2026.



SUBSCRIBED AND SWORN TO before me, this 2nd day of February, 2026.

Bethany Hedges
Notary Public in and for District of Columbia

My Commission Expires: February 14, 2027



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