

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)	Ambulnz Holdings, LLC d/b/a DocGo, a Delaware limited liability company (“DocGo”)
Party B:	Hicuity Health, Inc., a Delaware Corporation (“Hicuity”)

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	Ambulnz Holdings, LLC
Assumed name	DocGo
Tax ID	38-3977928
Mailing address	685 3rd Ave., 9th Floor, New York, NY 10017
Website	https://docgo.com

Contact Name	Ely Tendler
Title	General Counsel
Phone	844-553-6246
Cell Phone	718-755-8065
Email	ely@docgo.com

Is Party A represented by legal counsel for this transaction?

☒ Yes

☐ No

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

Name	Kaley L. Fendall
Firm	Davis Wright Tremaine LLP
Address	560 SW 10 th Avenue, Suite 700, Portland, Oregon 97205
Phone	503-778-5375
Email Address	kaleyfendall@dwt.com

2. Provide information for Party B.

Legal entity name	Hicuity Health, Inc.
Assumed name	Hicuity Health
Tax ID	36-4584776
Mailing address	One Cityplace Drive Suite 570, St. Louis, MO 63141
Website	http://www.hicuityhealth.com
Contact Name	Andrea Clegg
Title	Chief Financial Officer
Phone	(208) 699-9888
Cell Phone	(208) 699-9888
Email	Andrea.clegg@HicuityHealth.com

Is Party B represented by legal counsel for this transaction?

☒ Yes

☐ No

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

Name	Ross D'Emanuele
Firm	Dorsey & Whitney LLP
Address	50 S. 6th St., Suite 1500, Minneapolis, MN 55402
Phone	(612) 343-2161
Email Address	d.emanuele.ross@dorsey.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	Norm Rosenberg
Address	685 3rd Ave., 9th Floor, New York, NY 10017
Phone	(201) 240-0171
Email Address	norm@docgo.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 proposed transaction is anticipated to become effective upon resolution of all required regulatory approvals and closing conditions as described in the Agreement and Plan of Merger dated August 16, 2026.

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

a. Goals and objectives

DocGo and Hicuity believe that the proposed transaction will stabilize and preserve Hicuity's services, while also strengthening continuity of care and expanding patient access. The proposed transaction is intended to achieve the following primary objectives:

- *Preserve and Stabilize Patient Access and Care.* By ensuring Hicuity's financial stability, the proposed transaction provides a path for Hicuity to continue operating and providing care, including the virtual nursing services provided to Oregon patients as part of an Advanced Care at Home program administered and operated by a nationally recognized health system as well as additional services delivered to patients in multiple other states.
- *Ensure Hicuity's Short-Term and Long-Term Financial Stability.* The proposed transaction is necessary to improve Hicuity's financial stability and to support continuity of Hicuity's current operations and services.
- *Maintain and Expand Hicuity's Services.* The proposed transaction is not only intended to preserve and support Hicuity's existing services but also to expand patient access and quality of care. DocGo's mission is to bring high-quality, cost-effective, highly accessible care to all. Combining Hicuity's tech-enabled hospital and health system capabilities with DocGo's technology-enabled mobile model that delivers care in the home will strengthen continuity of care across settings, support patient access, and avoid any decrease in access, services, or quality of care.

b. Summary of transaction terms

Ambulnz Holdings, LLC d/b/a DocGo is a subsidiary of DocGo, Inc., a publicly traded company listed on NASDAQ under the ticker symbol DCGO.

The proposed transaction is structured as a merger between HH Merger Sub, LLC, a Delaware limited liability company and wholly owned subsidiary of Ambulnz Holdings, LLC ("Merger Sub"), and Hicuity Health, Inc., a Delaware

corporation. At closing, Merger Sub will merge with and into Hicuity, with Hicuity surviving the merger. As a result, Ambulnz Holdings, LLC will become the direct parent company of Hicuity.

Please see **Attachment No. 7** for a copy of the Agreement and Plan of Merger dated as of August 16, 2026.

c. Why the transaction is necessary or warranted

The proposed transaction is necessary and warranted because Hicuity requires a sustainable financial path to continue supporting its customers and patients. Prior to execution of the Agreement and Plan of Merger (“Merger Agreement”), Hicuity was facing potential forbearance with its lender, Perceptive Advisors, and had approximately \$52 million in indebtedness. As partial consideration for the transaction, DocGo has agreed to assume that indebtedness, which is expected to stabilize Hicuity’s financial position and help ensure continuity of Hicuity’s operations and patient services.

The proposed transaction is also warranted because Hicuity provides virtual care services for hospitals, health systems and post-acute providers, while DocGo provides technology-enabled care delivery that supports patients outside the hospital, including in the home. Combining these capabilities is expected to support patients across the care continuum, preserve Hicuity’s existing services, and create opportunities to expand access to Hicuity and DocGo services.

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 Merger Agreement, DocGo will assume liability for approximately \$52 million of debt that Hicuity owes to Perceptive Advisors. In addition, DocGo will pay Hicuity’s shareholders 2.0% of the issued and outstanding shares of fully diluted DCGO stock as of the effective date of the merger. The Merger Agreement also provides for a potential post-closing payment of up to 3.5% of the issued and outstanding shares of DCGO, valued as of the merger’s effective date, if DCGO’s market capitalization exceeds \$250 million no later than three years following the merger’s effective date.

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

Given its financial circumstances, Hicuity has been in the market seeking a buyer for approximately one year. Hicuity was interested in exploring a potential transaction

that would provide financial stability and also allow it to expand or improve access to its services. The following is a timeline summarizing DocGo and Hicuity's transaction process:

- In July 2024, Lee Bienstock, DocGo's Chief Executive Officer, first met with Hicuity's Chief Executive Officer.
 - Hicuity formally commenced a sale process in October 2025, advised by TD Cowen.
 - DocGo and Hicuity entered into a Non-Disclosure Agreement in October 2025, allowing DocGo to receive information regarding the potential transaction.
 - DocGo received access to Hicuity's data room on October 25, 2025.
 - DocGo entered into a Letter of Intent with Hicuity on June 23, 2026. The proposed transaction was discussed with DocGo's Board of Directors during board meetings leading up to execution of the Letter of Intent, including DocGo's May Board of Directors meeting.
 - DocGo's Board of Directors approved the proposed transaction at its August 13, 2026 Board meeting.
 - DocGo and Hicuity signed the Merger Agreement on August 16, 2026. No shareholder approval was required.
- a. How the entities were identified (e.g., did one party approach the other, did one party engage in a bid/auction process, etc.)**

DocGo was approached by bankers at TD Cowen, which had been retained by Hicuity to pursue a sale transaction. TD Cowen had worked with DocGo on prior opportunities, including DocGo's acquisition last year of another telehealth company. TD Cowen also introduced Lee Bienstock, DocGo's Chief Executive Officer, to Sam Chawla of Perceptive Advisors, Hicuity's creditor, at TD Cowen's annual healthcare conference in Boston in March 2026. During that conversation, Mr. Bienstock and Mr. Chawla discussed the possibility of DocGo acquiring Hicuity and assuming Hicuity's debt held by Perceptive Advisors as a way to maintain Hicuity's operations and combine the two companies to improve long-term viability and achieve scale.

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

As is customary for transactions of this type, a virtual data room was established to enable DocGo to gain visibility on a broad range of diligence topics including but not limited to commercial, operational, financial, compliance, structural, technology and governance.

In addition, DocGo and Hicuity have conducted multiple and ongoing meetings to evaluate the proposed transaction, including in-person meetings at both DocGo's and Hicuity's headquarters in New York and St. Louis, respectively. Through these meetings, DocGo and Hicuity also identified several operational efficiencies in areas such as human resources, accounting, information technology, cybersecurity, billing, engineering, and corporate leadership.

Please see **Attachment No. 16** and **Attachment No. 17** for more information on the operational efficiencies and opportunities identified during due diligence.

8. DocGo and Hicuity did not engage in any due diligence specific to Hicuity's operations, services, or business in Oregon. **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.**

Not applicable.

- 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.**

Not applicable.

IV. About the entities involved in the proposed transaction

10. Describe Party A.

Ambulnz Holdings, LLC d/b/a DocGo is a subsidiary of DocGo, Inc., a publicly traded company listed on NASDAQ under the ticker symbol DCGO.

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

DocGo provides technology-enabled health care delivery services designed to improve access to care across a range of settings, including mobile health services, remote and virtual care support, and related care coordination services. DocGo's business includes services provided through contracts with payers, digital health platforms, and other health care organizations. Additional information regarding DocGo's operations, service lines, locations, and primary lines of business will be provided in response to Item 10(f) below.

Additionally, please see **Attachment No. 18** for more information on DocGo's business lines and operations.

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

DocGo, Inc. is a publicly traded corporation listed on the NASDAQ exchange under ticker symbol DCGO and is the indirect parent company of Ambulnz Holdings, LLC. DocGo's Board of Directors is composed of Michael Burdick, Chairman, Lee Bienstock, Ely D. Tendler, Ira Smedra, James Travers, and Vina Leite. DocGo's corporate officers are Lee Bienstock, Chief Executive Officer; Norman Rosenberg, Treasurer and Chief Financial Officer; Stephen Surgue, Chief Compliance Officer; and Ely D. Tendler, General Counsel.

DocGo is the parent company of Ambulnz Inc. and owns 100% of the stock of Ambulnz Inc. Ambulnz Inc. owns 100% of the membership interests of Ambulnz Holdings, LLC. Ambulnz Holdings, LLC will own 100% of the stock of Hicuity Health, Inc. after the closing of the Agreement and Plan of Merger. Additional information regarding Ambulnz Inc. and Ambulnz Holdings, LLC governance will be provided as available.

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

Please see **Attachment No. 4** for DocGo's current organizational structure chart.

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.

Please see **Attachment No. 2**.

DocGo owns or operates the following entities with operations in Oregon: SteadyMD Physician Group, P.C.; SteadyMD, LLC, an administrative services organization that provides non-clinical administrative services to SteadyMD Physician Group, P.C.; and Cardiac RMS LLC.

While Rapid Reliable Care by DocGo, LLC and Mobile Medical Healthcare, P.C. are registered to do business in Oregon, as reflected in **Attachment No. 2**, neither entity currently conducts any business in Oregon. Rapid Reliable Care by DocGo LLC and DocGo's PC entities, including Mobile Medical Healthcare, P.C., partner on each of DocGo's offered services. Rapid Reliable Care by DocGo, LLC handles the non-clinical and administrative functions, whereas DocGo's P.C. entities support the clinical portions, which include in-home care gap closure/primary care/urgent care visits, mobile health fairs, community health programs, street health programs, testing and vaccination pop ups, and point of care testing initiatives. Neither Rapid Reliable Care by DocGo, LLC nor Mobile Medical Healthcare, P.C. currently operate within Oregon.

- 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 **Attachment No. 8**. DocGo does not maintain standalone Oregon P&Ls or financial statements given the limited nature of DocGo's operations and activity in Oregon. However, DocGo estimates that its trailing twelve-month revenue attributable to services provided in Oregon is approximately \$203,000 for SteadyMD and approximately \$650,000 to \$700,000 annually Cardiac RMS LLC, for estimated combined Oregon revenue of approximately \$850,000 to \$900,000.

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

DocGo provides healthcare services nationally through its various operating entities and service lines. With respect to Oregon, DocGo's current operations are conducted through SteadyMD, LLC and Cardiac RMS, LLC ("CRMS") via telehealth.

DocGo does not have a physical health care facility or physical operating footprint in Oregon. Rather, Oregon patients are served through remote and technology-enabled care models, with the applicable clinical and administrative support provided from outside the state.

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

DocGo offers technology-enabled mobile health, telehealth, related care delivery and administrative support, and medical transportation services.

ii. Service lines, both overall and in Oregon

DocGo's overall service lines include mobile health services, remote and virtual care support, care coordination, medical transportation services, and related technology-enabled health care services.

With respect to Oregon, DocGo's current operations are conducted through SteadyMD, LLC and CRMS via telehealth. In Oregon, DocGo's service lines include the following:

- Telehealth-related services through SteadyMD Physician Group, P.C. and related administrative support services through SteadyMD, LLC.
- Contracting with physician practices and health systems to furnish remote patient monitoring and care coordination services through Cardiac RMS LLC.

DocGo does not provide any medical transportation services in Oregon.

iii. Products and services, both overall and in Oregon

Products and services include technology-enabled care delivery, mobile health services, telehealth support, medical transportation services, and administrative support services for affiliated professional practice operations.

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

As of September, 2 2026, DocGo employs approximately 2,622 total W-2 employees in the U.S., and approximately 2,210.5 total W-2 FTEs in the U.S. DocGo, SteadyMD, and CRMS do not currently have any employees located in Oregon. DocGo's Oregon services are provided solely through remote or telehealth care models, utilizing clinicians and administrative support located outside the State of Oregon.

v. Geographic areas served, both overall and in Oregon

DocGo operates nationally. In Oregon, health care services are provided through authorized telehealth arrangements and related administrative support operations.

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

Please see **Attachment No. 3**. This item is not applicable. DocGo does not own, operate, or lease any facilities or physical locations in Oregon.

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

- SteadyMD: Approximately 6,096 Oregon episodes of care were completed from August 26, 2025 through August 25, 2026.
- CRMS: Approximately 3,820 average monthly Oregon patients were served from July 2025 through June 2026, consisting of approximately 826 Bay Area Health Systems (“BAHS”) patients and 2,994 PeaceHealth Oregon (“PECOS”) patients. Cardiac RMS provides remote monitoring services for patients with implanted cardiac devices, including pacemakers and defibrillators. When a patient’s device transmits clinical data, Cardiac RMS reviews and triages the transmission and prepares a report for the patient’s physician. Cardiac RMS also supports patient engagement and compliance with remote cardiac implantable electronic device (CIED) monitoring. The Oregon patient data provided for BAHS and PECO reflect these remote CIED monitoring services. Each patient has one implanted cardiac device and, depending on the device type, it may transmit approximately 4–12 times per year.

viii. Annual number of services provided in Oregon

- SteadyMD: Approximately 9,184 Oregon consultations were completed from August 26, 2025 through August 25, 2026.
- CRMS: Approximately 18,299 Oregon billable events were recorded from August 1, 2025 through July 31, 2026, consisting of approximately 4,556 BAHS events and 13,743 PECOS patients.

ix. For hospitals, number of licensed beds

Not applicable.

11. Describe Party B.

Hicuity Health is a Delaware corporation and provider of tech-enabled acute care telemedicine and remote monitoring services for health systems, hospitals, and post-acute facilities. Hicuity Health’s service lines include tele-ICU, virtual nursing, remote telemetry and vitals monitoring, and virtual patient safety sitter services.

The only service line Hicuity delivers in Oregon is virtual nursing under contract with a nationally recognized health system for its operation of an Advanced Care at Home program. Patients with qualifying conditions may receive hospital-level care at

home, which includes clinician visits, telehealth, remote monitoring, 24/7 phone support, and medication management. All of Hicuity's registered nurses that provide services to Oregon patients through the Advanced Care at Home Program are licensed to practice registered nursing within Oregon and are an integral component of this program.

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

Hicuity Health is a Delaware corporation and provider of tech-enabled acute care telemedicine and remote monitoring services for health systems, hospitals, and post-acute facilities. Hicuity Health's service lines include tele-ICU, virtual nursing, remote telemetry and vitals monitoring, and virtual patient safety sitter services.

The only service line Hicuity delivers in Oregon is virtual nursing under contract with a nationally recognized health system for its operation of an Advanced Care at Home program. Patients with qualifying conditions may receive hospital-level care at home in the Advanced Care at Home Program, which includes clinician visits, telehealth, remote monitoring, 24/7 phone support, and medication management. All of Hicuity's registered nurses that provide services to Oregon patients through the Advanced Care at Home Program are licensed to practice registered nursing within Oregon. Patients are supported by clinician visits, telehealth, remote monitoring, 24/7 phone support, and medication management.

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

Hicuity Health, Inc. is a Delaware corporation. Hicuity has a Board of Directors and Hicuity's Chief Executive Officer serves as Chairman of the Board of Directors. Hicuity has a traditional management team reporting to the Chief Executive Officer. After closing, Hicuity will survive the merger and become a direct subsidiary of Ambulnz Holdings, LLC.

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

Please see **Attachment No. 5**, which shows Hicuity's current organizational structure.

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.

Please see **Attachment No. 2**. Hicuity Health, Inc. is the only Hicuity business entity operating in Oregon. Hicuity has no subsidiaries.

- 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 **Attachment No. 9**.

Because Hicuity operates at a national level it is not possible to provide specific financial statements pertaining to Hicuity's operations and business in Oregon. However, Hicuity's Oregon revenues were approximately \$2.6 million, or 4.0%, of Hicuity's trailing twelve-month total revenue.

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

Hicuity is a Delaware corporation and provider of tech-enabled acute care telemedicine and remote monitoring services for health systems, hospitals, and post-acute facilities. Hicuity's service lines include tele-ICU, virtual nursing, remote telemetry and vitals monitoring, and virtual patient safety sitter services.

The only service line Hicuity delivers in Oregon is virtual nursing in support of an Advanced Care at Home program, through which eligible patients with qualifying conditions may receive hospital-level care at home. This program is administered and operated by a nationally recognized health system. Patients are supported by clinician visits, telehealth, remote monitoring, 24/7 phone support, and medication management. Hicuity's Registered Nurses serving Oregon patients are all licensed in Oregon and are an integral component of this program.

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

As discussed in response to Question No. 11(a) and 11(b) above, Hicuity only provides services in the State of Oregon through registered nurses licensed in the State of Oregon, who perform virtual nursing in support of an Advanced Care at Home program administered and operated by a nationally recognized health system.

ii. Service lines, both overall and in Oregon

Hicuity's service lines include tele-ICU, virtual nursing, remote telemetry and vitals monitoring, and virtual patient safety sitter services.

The only service line Hicuity delivers to Oregon patients is virtual nursing in support of an Advanced Care at Home program administered and operated by a nationally recognized health system.

iii. Products and services, both overall and in Oregon

Please see response to Question No. 11(f)(i) and (ii) above.

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

Hicuity has 505 total employees and approximately 402 FTEs. Of Hicuity's total employees, 1 employee works in Oregon, which amounts to 1 FTE in Oregon.

v. Geographic areas served, both overall and in Oregon

Hicuity serves its patients nationally through its remote care model.

Please see **Attachment No. 19**, which shows the zip codes where Hicuity has provided services in Oregon.

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

Please see **Attachment No. 3**. This item is not applicable. Hicuity does not lease, own, or operate any facilities or physical locations in Oregon.

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

In 2025, Hicuity cared for 549 Oregon patients. In 2024, Hicuity cared for 606 Oregon patients.

viii. Annual number of services provided in Oregon

Hicuity's virtual nursing services in Oregon include a range of nursing activities performed in support of the Advanced Care at Home program, including checking patient orders, reviewing laboratory results and other clinical reports, following up on care plans, monitoring patient status, coordinating with the treating clinical team, and conducting patient interactions by video and telephone. Because these activities are integrated into the patient's overall home-based hospital care, Hicuity is providing the following encounter-level information to describe the types and volume of services provided to Oregon patients. In 2025, Hicuity had 39,608 interactions with Oregon patients, consisting of 30,720 video sessions and 8,888 audio-only calls. On a year-to-date basis, Hicuity is averaging 109 patient interactions per day, of which approximately 77% are completed via video and approximately 23% by phone. For clarity, the 109 interactions per day do not represent 109 unique patients per day because some patients may be visited multiple times per day.

ix. For hospitals, number of licensed beds

Not applicable.

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: See attached list

- a. Legal names of all entities party to the transaction
- b. Type of transaction
- c. Description of the transaction
- d. Date the transaction closed

Please see **Attachment No. 20** for a list of DocGo's transactions in response to Question No. 12. Hicuity does not have any transactions to disclose in response to Question No. 12.

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.**

Please see **Attachment No. 6**, which is a post-transaction organizational chart.

As reflected in **Attachment No. 6**, post-transaction, DocGo, Inc. will remain the ultimate parent company. DocGo, Inc. owns 100% of Ambulnz Inc.; Ambulnz Inc. owns 100% of Ambulnz Holdings, LLC; and Ambulnz Holdings, LLC will own 100% of Hicuity Health, Inc. after HH Merger Sub, LLC merges with and into Hicuity Health, Inc., with Hicuity Health, Inc. surviving the merger.

b. Corporate governance and management

At closing, the managers and officers of HH Merger Sub, LLC immediately prior to the closing will become the directors and officers of the surviving company, Hicuity Health, Inc., until their resignation, removal, or replacement. Hicuity's certificate of incorporation and bylaws will be amended and restated in the forms attached to the Merger Agreement.

DocGo does not anticipate any change to its governance or management as a result of the proposed transaction.

c. Investments or initiatives

The proposed transaction will provide additional capital which combined with the continuing operations of Hicuity and DocGo will support expanded access to a broad range of tech-enabled / virtual care capabilities for patients in Oregon as well as other states.

d. Type and level of staffing

DocGo and Hicuity do not anticipate any changes to the type or level of staffing as a result of the proposed transaction. Post-transaction, DocGo and Hicuity intend to maintain Hicuity's Oregon-domiciled virtual nurse staff, as well as any virtual nurse staff, or other virtual care providers, residing outside of Oregon that deliver virtual care to Oregon-based patients.

DocGo does not anticipate any change to its type and level or level of staffing needed for its Oregon operations as a result of the proposed transaction.

e. Type and level of services provided

DocGo and Hicuity do not anticipate any change to the type and level of services provided as a result of the proposed transaction. Post-transaction, Hicuity will continue to serve Oregon-based patients through its virtual nursing services in support of the Advanced Care at Home program administered and operated by a nationally recognized health system. Through the proposed transaction, DocGo intends to support continued growth of Hicuity's service offerings.

DocGo does not anticipate any change to the type and level of services provided in Oregon as a result of the proposed transaction. DocGo's existing Oregon operations through SteadyMD and CRMS are expected to continue in the ordinary course post-close.

f. Number and type of locations

DocGo and Hicuity do not anticipate any change to the number and type of locations as a result of the proposed transaction. Hicuity will continue providing its virtual nursing services in support of the Advanced Care at Home program administered and operated by a nationally recognized health system post-transaction.

DocGo does not have any physical locations in Oregon, but does not anticipate any change to the type and level of services it currently provides in Oregon as a result of the transaction.

g. Geographic areas served

DocGo and Hicuity do not anticipate any reduction in the geographic areas currently served in Oregon. Post-transaction, Hicuity will continue to offer its

virtual nursing services in support of the Advanced Care at Home program administered and operated by a nationally recognized health system.

DocGo also does not anticipate any reduction in the areas served in Oregon as a result of the transaction. DocGo's existing operations through SteadyMD and CRMS are expected to continue in the ordinary course post-close.

h. For providers, payer contracts and payer mix

The proposed transaction will not result in any change to payer contracts or payer mix. Hicuity does not bill or collect any amounts from any Oregon patient, nor does Hicuity bill or collect reimbursement from any third-party payor or third-party administrator in the State of Oregon.

There will be no change to DocGo's payer contracts or payer mix as a result of the proposed transaction.

i. For insurance carriers, provider contracts and networks

Not applicable.

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

Post-transaction, DocGo and Hicuity each intend to maintain their respective existing contractual arrangements.

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.

The proposed transaction is expected to benefit Oregon patients by ensuring Hicuity's virtual nursing services remain available to Oregon residents. The only service line Hicuity delivers in Oregon is virtual nursing under contract with a nationally recognized health system for its operation of an Advanced Care at Home program. Patients with qualifying conditions may receive hospital-level care at home in the Advanced Care at Home Program, which includes clinician visits, telehealth, remote monitoring, 24/7 phone support, and medication management. All of Hicuity's registered nurses that provide services to Oregon patients through the Advanced Care at Home Program are licensed to practice registered nursing within Oregon. Hicuity's relationship with this health system is a key component of the long-term business plan for the proposed transaction. DocGo intends to continue supporting the growth of Hicuity's service offerings in Oregon post-close, with no anticipated reduction in access, services, or quality of care.

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

DocGo and Hicuity do not anticipate any negative effects on Oregon patients or communities. Instead, the proposed transaction is necessary to ensure the stability of Hicuity's operations and preserve and expand its current service offerings. Hicuity has expanded its impact on patients in other states through its participation in and growth of similar Advanced Care at Home programs. To mitigate any potential disruption during integration, DocGo intends to support continuity of Hicuity's existing service arrangements, including Hicuity's virtual nursing services in Oregon, and to coordinate integration planning in a manner designed to preserve access, services, and quality of care.

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.**

The proposed transaction is expected to support health outcomes for patients in Oregon by ensuring Hicuity can continue providing virtual nursing services in support of an Advanced Care at Home program it supports in Oregon. Advanced Care at Home programs are acknowledged to deliver high levels of care with high patient satisfaction for those eligible patients meeting health system established criteria.

- 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 transaction is expected to support the public good by preserving the delivery of integral virtual nursing services in support of an Advanced Care at Home program for a nationally recognized health system operating in Oregon. Advanced Care at Home programs are acknowledged to deliver high levels of care with high patient satisfaction and often a lower cost of care for those patients meeting health system established criteria.

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

The proposed transaction is expected to benefit the public good by supporting continued access to virtual care services, including Hicuity's Oregon virtual nursing services in support of an Advanced Care at Home program for a nationally recognized health system operating in Oregon.

- 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.**

DocGo and Hicuity's virtual and technology-enabled care models can reduce access barriers by supporting care delivery outside traditional facility-based settings and by helping health systems extend clinical resources to patients in appropriate home-based or remote-care settings. The proposed transaction is expected to preserve and support these capabilities, including services that may help reach patients who face transportation, geography, or care-setting barriers. Supporting documentation regarding health equity or access initiatives will be provided as available.

The Advanced Care at Home program that Hicuity supports in Oregon may treat patients with chronic conditions, as well as patients with one or more of the services on the Oregon Health Authority's prioritized list. The Advanced Care at Home program also provides care at home for underserved groups that may experience travel and location barriers to traditional hospital care. The transaction will ensure the continued furnishing of Hicuity's remote nursing services, which are a key component of the Advanced Care at Home program.

- 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.**

Not applicable. The proposed transaction is expected to benefit the public good for the reasons described in response to Question No. 15 (b)-(d) above.

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

The proposed transaction is not expected to reduce competition in any relevant health care market. The parties operate in a dynamic and competitive virtual care environment that includes telehealth platforms, health care technology companies, health systems, health care start-ups, and other providers and service organizations. The parties do not anticipate that the transaction will create meaningful barriers to entry or otherwise prevent other providers from offering similar services.

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

No.

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

Not applicable.

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

Not applicable.

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

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

The proposed transaction is expected to improve Hicuity's financial stability by addressing Hicuity's debt obligations with Perceptive Advisors. In addition, the combined entity will benefit from the availability of additional capital in support of enhanced patient access, care quality and cost efficiency.

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)

Please see **Attachment No. 1.**

- ☒ **[HCMO-1b: Business Entities form](#)** (required parties with multiple business entities licensed to operate in Oregon)

Please see **Attachment No. 2.**

- ☒ **[HCMO-1c: Facilities and Locations form](#)**

Please see **Attachment No. 3.** This item is not applicable. Neither DocGo nor Hicuity owns, operates, or leases any physical facilities or locations in the State of Oregon.

- ☒ **Pre- and post-transaction organizational structure diagram**

Please see **Attachment No. 4** (DocGo Current Organizational Chart), **Attachment No. 5** (Hicuity Current Organizational Chart), and **Attachment No. 6** (Post-Close Organizational Chart).

- ☒ **Copies of all current agreements or term sheets for the proposed transaction**

Please see **Attachment No. 7.**

- ☒ **Financial statements for all entities for the most recent three fiscal years**

Please see **Attachment No. 8** (DocGo's Financial Statements) and **Attachment No. 9** (Hicuity's Financial Statements).

- ☒ **Copies of current governance documents for all entities (for examples, bylaws, articles of incorporation, corporate charter, etc.)**

Please see **Attachment No. 10** (Ambulnz Inc. Governance Documents), **Attachment No. 11** (Ambulnz Holdings, LLC Governance Documents), **Attachment No. 12** (SteadyMD Physician Group, P.C. Governance Documents), **Attachment No. 13** (Steady MD, LLC Governance Documents), **Attachment No. 14** (Cardiac RMS LLC Governance Documents), and **Attachment No. 15** (Hicuity Health, Inc. Governance Documents).

☒ **Documentation or analytic support for your responses, as applicable**

Please see **Attachment No. 16, Attachment No. 17, and Attachment No. 18.**

☒ **Redaction log**

Please see attached **Confidentiality & 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 28 day of Sept, 2026.

Lu Brie

SUBSCRIBED AND SWORN TO before me, this 28 day of Sept, 2026.



[Signature]
Notary Public in and for Dec 60

My Commission Expires: 2/22/2029