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. Please see Technical Specifications for Submissions for more information about the submission format and technical requirements. Please see the HCMO guidance document for sub-regulatory guidance and information about program requirements.

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. This form should not contain any redacted information. Please provide a public-facing response to each item. The public facing response may reference a confidential appendix, as relevant. 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 this form, 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.

For more information, see Entities Subject to Review.

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.

Optional Determination of Covered Transaction Status

To request that OHA determine whether a notice of material change transaction is required, parties may submit a HCMO-4: Determination of Covered Transaction Status.

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.

"**Ultimate Parent Entity**" means an entity which is not controlled by any other entity.

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

1. Provide the requested information for all parties to the proposed transaction. Provide information for Party A, including information for a public-facing contact.

Legal Entity Name	CVR Management (OR), LLC ("CVR Management")
Assumed Entity Name	N/A
Website	www.centerforvein.com
Public Contact Name	Kenneth Abod
Public Contact Email	Ken.Abod@centerforvein.com

2. Provide information for Party B, including information for a public-facing contact.

Legal Entity Name	CVR Acquisition LLC ("Buyer")
Assumed Entity Name	N/A
Website	N/A
Public Contact Name	Jeff Abramoff
Public Contact Email	jabramoff@courtsquare.com

3. Are there additional Parties to the proposed transaction? For any additional Parties, please provide a public-facing supplemental attachment describing the information requested in Section I.

   ☒ Yes See Appendix to HCMO-1 (Party C), Appendix to HCMO-1 (Party D), Party C - HCMO-1 Workbook, and Party D - HCMO-1 Workbook.

   ☐ No

II. 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?
   December 31, 2026

6. Describe the proposed material change transaction, including:

   a. Goals and objectives
      The objective of the proposed transaction (the "Proposed Transaction") is to support Center for Vein Restoration, including the management service organization, CVR Management (OR), LLC ("CVR Management"), and professional practice entity, Center for Vein Restoration (OR), LLC ("Professional Entity") it supports in Oregon, through continued operation and growth, and to provide with additional resources and capital to support CVR Management's provision of administrative and non-clinical support services to Professional Entity in the delivery of high-quality, accessible, and cost-effective vein care in Oregon.

      The Proposed Transaction is not intended to alter the existing clinical care model in Oregon. Professional Entity will continue to provide professional medical services through its Oregon-licensed providers, and CVR Management will continue to provide non-clinical administrative and management services to Professional Entity pursuant to their existing management services arrangement. The Proposed Transaction is designed to be seamless for patients, with no disruptions to existing provider relationships or care plans. All current Professional Entity clinics in Oregon will remain operational, and patients will continue to receive care from their trusted local providers.

   b. Summary of transaction terms. The summary should align with the submitted transaction term sheet or agreement.

      Pursuant to a Securities Purchase Agreement, dated October 11, 2026, Buyer proposes to indirectly acquire all of the outstanding equity of CVR Management from CVR Acquisition Parent, LLC ("Seller" or Party D).

      As noted above, CVR Management will continue to be the management services organization supporting Professional Entity. For avoidance of doubt, the Proposed Transaction will not involve a transfer of the equity interests or clinical assets of Professional Entity. There will be no changes to the existing Management Services Agreement between CVR Management and Professional Entity as a result of this transaction.

   c. Why the transaction is necessary or warranted

      The Proposed Transaction will provide CVR Management with access to additional capital and strategic resources necessary to continue to support Professional Entity's operations. For avoidance of doubt, the Proposed Transaction is not being undertaken to change the manner in which professional medical services are delivered in Oregon. CVR Management expects to continue its existing

administrative and non-clinical support of Professional Entity, while all clinical decisions will continue to be made by Professional Entity's licensed clinicians.

d. Any exchange of funds between the parties, including the nature, source and amount of funds or other consideration (such as purchase price, 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). Please quantify any amounts, such as purchase price, price per share, number or percent of shares, etc.

   Buyer will acquire CVR Acquisition Holding, LLC pursuant to the Securities Purchase Agreement. The purchase price is based on an arms-length negotiated valuation of the business and is not consideration or remuneration in exchange for the provision of healthcare services. The Securities Purchase Agreement consideration comprises the full exchange of funds.

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

   See below.

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

      An affiliated fund of Cortec Group, as CVR Management's current investor/sponsor, and CVR Management evaluated a number of potential buyers through a competitive selection process, and Buyer was selected out of that process. The Proposed Transaction is the result of a thoughtful and collaborative process grounded in shared clinical values and operational structures.

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

      Buyer engaged outside legal counsel to perform comprehensive legal due diligence on CVR Management. All such diligence reports and work product are attorney work product and subject to attorney-client privilege. Buyer also engaged certain business advisors to conduct due diligence on CVR Management. This report is attached as Appendix 7b. Materials prepared by CVR Management or Seller in connection with the Proposed Transaction are attachments to the HSR (*see* Appendix 9a(1)).

   c. Any other alternatives that were explored, including bids or offers from other entities.

      CVR Management and Seller engaged in a competitive bidding process pursuant to which it received a handful of bids. Of those bids, only Buyer's was a transactionable bid.

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.

   The Proposed Transaction requires a Hart-Scott-Rodino filing with the Federal Trade Commission ("HSR") and the following state transaction notice filings:

- Notice of a material change transaction submitted to Massachusetts's Health Policy Commission at least 60 days prior to closing.
- Notice of a material healthcare transaction submitted to the Washington State Attorney General at least 60 days prior to closing.
- HSR Premerger Notification to Washington State Attorney General contemporaneous with filing of HSR.
- Notice of a material change transaction submitted to Illinois Office of Attorney General contemporaneous with filing of HSR.

   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 and attachments along with this notice submission.

      See Appendix 9a(1) and Appendix 9a(2).

   b. If Parties have not yet filed a pre-merger notification, but expect to, please provide a timeline for that filing. Once a pre-merger notification is filed, please submit it to OHA.

      N/A.

III. About the entities involved in the proposed transaction

10. Describe Party A. In the responses, include information for any parent or subsidiary entities, including the ultimate parent entity.
    See below.

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

       CVR Management is a management services organization that provides non-clinical administrative and back-office support services to Professional Entity, a

physician owned and led practice comprised of six clinics – five located in Oregon and one in Vancouver, Washington. CVR Management is an identical sister-company to CVR Management, LLC (i.e., identical ownership and control), which supports clinical operations in all other states. Pursuant to an internal reorganization where there was no change in ultimate ownership or control of the entity providing management services/closely affiliated with Professional Entity, and which did not result in the acquisition of control by any person not previously affiliated with CVR Management, LLC, the Management Services Agreement with Practice Entity was assigned to CVR Management earlier this year.

b. Describe Party A's governance and operational structure (including ownership of or by a health care entity). Please include information about any owners or investors with 10% or greater ownership interest in Party A.

   CVR Management is ultimately owned by an affiliated fund of Cortec Group and certain other investors. CVR Management is a management services organization that provides non-clinical administrative and back-office support services Professional Entity. CVR Management does not own, and is not owned by, a health care entity.

   CVR Management is headed by Sanjiv Lakhanpal, MD, FACS, Founder, President and CEO, Khanh Q. Nguyen, DO, Chief Medical Officer, and Kenneth Abod, Chief Financial Officer. This entity is further led by other C-suite executives and VP-level professionals who oversee and support each functional department (e.g., operations, HR, IT, etc.).

c. Provide a diagram or chart showing the organizational structural and relationships between business entities. Include all parent, subsidiary, and associated entities. Please include all owners or investors with at least 10% ownership interest and label the chart with the percent ownership interest. Owners or investors with less than 10% ownership interest may be represented collectively on the organizational chart.

   See Appendix 10c.

d. Complete a HCMO-1 Workbook for Party A, providing the following information:

   i. Provide organization National Provider Identifiers for any Party A facilities, locations, companies, or subsidiaries providing services in Oregon;

   ii. List all of Party A's business entities currently licensed to operate in Oregon;

   iii. List all of Party A's facilities owned or operating in Oregon; and

   iv. Provide data on Party A's staffing and services for the most recent twelve-month period.

   See Party A – HCMO-1 Workbook.

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. If audited financial statements are not available, please provide the most complete documentation possible.

CVR Management does not prepare and compile financial statements on a state-by-state basis. See consolidated financials for CVR for the fiscal years 2022-2025, attached hereto as Appendix 10e.

f. Describe and identify Party A's health care business in Oregon and for all business inside and outside Oregon. Provide responses to i-v as applicable, including for any parent and subsidiary entities:

See below.

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

Management services organization

ii. Service lines, both overall and in Oregon

CVR Management provides consulting, administrative, and back-office support services for Professional Entity.

iii. Products and services, both overall and in Oregon

See response to 10(f)(ii).

iv. Geographic areas served, both overall and in Oregon

CVR Management provides management, administrative and back-office support services to Professional Entity, which operates in Oregon and Washington. It's affiliate under common ownership and control, CVR Management, LLC, provides management, administrative and back-office support services to affiliated professional entities located in geographies including Alabama, Arizona, Delaware, Connecticut, Georgia, Illinois, Indiana, Kentucky, Massachusetts, Maryland, Michigan, North Carolina, New Hampshire, New Jersey, New Mexico, New York, Ohio, Pennsylvania, South Carolina, Texas, Virginia and the District of Columbia.

Professional Entity maintains a clinic in Vancouver, Washington, and several other clinics throughout Oregon, located in Bend, Tigard, Northwest Portland, Happy Valley, and Beaverton.

v. For hospitals, number of licensed beds

N/A.

11. Describe Party B. In the responses, include information for any parent or subsidiary entities, including the ultimate parent entity.

Buyer is a newly formed acquisition vehicle indirectly controlled by Party C, whose sole member also serves as the general partner of affiliated investment funds that hold

ownership interests in two other health care businesses, Suncrest Health Services ("Suncrest") and Soleo Health ("Soleo").

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

   Buyer is a newly formed Delaware limited liability company, formed on October 2, 2026. It was formed for the purpose of acquiring CVR in the proposed transaction. Following the closing, it will be the indirect parent of CVR Management's operating and management entities and will not conduct any business other than holding its interest in CVR.

b. Describe Party B's governance and operational structure (including ownership of or by a health care entity). Please include information about any owners or investors with 10% or greater ownership interest in Party B.

   Buyer is a member-managed Delaware limited liability company. Its sole member is CVR Intermediate Inc., a Delaware corporation, which is wholly owned by CVR Group Inc., which in turn is wholly owned by CVR Topco LP. CVR Topco LP is controlled by its general partner, CSC CVR GP, LLC (Party C), an affiliate of the family of funds operating under the trade name "Court Square Capital Partners." Buyer is not owned by a health care entity.

c. Provide a diagram or chart showing the organizational structural and relationships between business entities. Include all parent, subsidiary, and associated entities. Please include all owners or investors with at least 10% ownership interest and label the chart with the percent ownership interest. Owners or investors with less than 10% ownership interest may be represented collectively on the organizational chart.

   See Appendix 10c.

d. Complete a HCMO-1 Workbook for Party B, providing the following information:

   i. Provide organization National Provider Identifiers for any Party B facilities, locations, companies, or subsidiaries providing services in Oregon;

   ii. List all of Party B's business entities currently licensed to operate in Oregon;

   iii. List all of Party B's facilities owned or operating in Oregon; and

   iv. Provide data on Party B's staffing and services for the most recent twelve-month period.

   See Party B – HCMO-1 Workbook.

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.

   Not applicable. Buyer is a newly formed entity with no historical operations and therefore has no financial statements. Any projected income after giving effect to

the proposed transaction would be based on CVR Management's financial statements, as provided in Appendix 10e.

f. Describe and identify Party B's health care business. Provide responses to i-v as applicable, including for any parent and subsidiary entities.

i. Buyer does not have any health care business other than its contemplated acquisition of CVR Management. Provider type (hospital, physician group, etc.)

N/A

ii. Service lines, both overall and in Oregon

N/A

iii. Products and services, both overall and in Oregon

N/A

iv. Geographic areas served, both overall and in Oregon

N/A

v. For hospitals, number of licensed beds

N/A

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

See Appendix to HCMO-1 (Party C) and Appendix to HCMO-1 (Party D).

13. Describe all health care 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 and any entities providing related services in Oregon, including any parent or subsidiary entities. Include all transactions, regardless of whether they were subject to HCMO review. 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

Transaction 1

a. Legal names of all entities party to the transaction: (i) Riviera Buyer, Inc.; (ii) Riviera Merger Sub, Inc.; (iii) Soleo Holdings, Inc.; and (iv) H.I.G. Soleo, L.P.

b. Type of transaction: Merger

c. Description of the transaction: Riviera Buyer, Inc. acquired all of the voting securities of Soleo Holdings, Inc. from H.I.G. Soleo, L.P. by merging Riviera Merger Sub, Inc. with and into Soleo Holdings, Inc. At the time of closing, Soleo Holdings, Inc., through its subsidiaries, provided specialty pharmacy and infusion services in multiple states, including mail-order pharmacy services to patients in the State of Oregon.

d. Date the transaction closed: January 31, 2025

Transaction 2

a. Legal names of all entities party to the transaction: (i) [Soleo acquiring entity]; (ii) Realo Holdings, Inc.; (iii) RSCP Holdings Inc.; (iv) Virtis Health Holdings, Inc.; (v) Tammy D. McLaughlin; (vi) Robert J. McLaughlin, Jr.; (vii) Charles D. Frye; and (viii) William D. Holland.

b. Type of transaction: Acquisition

c. Description of the transaction: Description of the transaction: RSCP Holdings Inc. acquired Realo Specialty Care Pharmacy from Realo Holdings, Inc., Tammy D. McLaughlin and Robert J. McLaughlin, Jr. It also acquired BluHaven Management from Virtis Health Holdings, Inc., Charles D. Frye, William D. Holland and Robert J. McLaughlin, Jr. At the time of closing, Realo Specialty Care Pharmacy operated a specialty pharmacy in Morrisville, North Carolina, and BluHaven Management managed an ambulatory infusion center in Raleigh, North Carolina.

d. Date the transaction closed: June 1, 2026

Transaction 3

a. Legal names of all entities party to the transaction: (i) Comfort Buyer, LLC; (ii) Suncrest Health Services, LLC; (iii) Scott Perucca; (iv) Scott Perucca Spousal Lifetime Access Trust; (v) Tyler Godfrey; (vi) Tyler Godfrey Spousal Lifetime Access Trust; (vii) Christopher Harris; (viii) G&B Newco, Inc.; and (ix) National Philanthropic Trust.

b. Type of transaction: Acquisition

c. Description of the transaction: Comfort Buyer, LLC acquired 100% of the membership interests of Suncrest Health Services, LLC from its members. At the time of closing, Suncrest Health Services, LLC provided hospice, home health and palliative care services in multiple states, including hospice services in the State of Oregon through Brighton Hospice Oregon, LLC and Brighton Hospice Eugene, LLC.

d. Date the transaction closed: April 27, 2026

Transaction 4

a. Legal names of all entities party to the transaction: (i) Barry Oswalt, MD; (ii) Fort Worth Vein Center, sellers; (iii) CVR and (iv) Center for Vein Restoration TX, LLC, buyers.

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: June 25, 2025

Transaction 5

a. Legal names of all entities party to the transaction: (i) Greg D. Martin, MD, and (ii) Coastal Georgia Vein Center, LLC and South Georgia Vein Center, LLC, sellers; (iii) CVR and (iv) Center for Vein Restoration GA Corp buyers.

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: May 21, 2025

Transaction 6

a. Legal names of all entities party to the transaction: (i) Steven Samuel, MD, and (ii) Comprehensive Vein Care, sellers; (iii) CVR and (iv) Center for Vein Restoration IN, LLC, buyers.

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: March 17, 2024

Transaction 7

a. Legal names of all entities party to the transaction: (i) David G. Draughn, MD, and (ii) Vein Specialists of the Carolinas, PA, sellers; (iii) CVR and (iv) Center for Vein Restoration NC, PLLC, buyers.

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: August 1, 2024

Transaction 8

a. Legal names of all entities party to the transaction: (i) Lindy McHutchison, MD, and (ii) Carolina Vein Center, sellers; (iii) CVR and (iv) Center for Vein Restoration, NC PLLC, buyers.

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: August 7, 2023

Transaction 9

a. Legal names of all entities party to the transaction: (i) K. Francis Lee, MD and (ii) Advanced Vein Care Center, sellers; (iii) CVR and (iv) Center for Vein Restoration, MA LLC, buyers

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: January 3, 2023

Transaction 10

a. Legal names of all entities party to the transaction: (i) Brent Greenberg, MD and (ii) Mark Featherston, MD; CVR and (iii) Center for Vein Restoration, NC PLLC, buyers.

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: November 8, 2022

Transaction 11

a. Legal names of all entities party to the transaction: (i) Lawrence J. Markovitz, MD, and (ii) Virginia Vein Care, sellers; (iii) CVR and (iv) Center for Vein Restoration, MD LLC, buyers.

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: October 3, 2022

Transaction 12

a. Legal names of all entities party to the transaction: (i) Louis Prevosti, MD, (ii) James Fonger, MD and (iii) VEINAtlanta, sellers; (iv) CVR and (v) Center for Vein Restoration GA Corp.

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: February 19, 2021

Transaction 13

a. Legal names of all entities party to the transaction: (i) John Mathai, MD, and (ii) Premier Vein Specialists, sellers; (iii) CVR and (iv) Center for Vein Restoration PA, PLLC, buyers.

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: May 4, 2021

Transaction 14

a. Legal names of all entities party to the transaction: (i) Michael B. Harding, MD, and (ii) Vein Center of New Mexico; CVR and (iii) Center for Vein Restoration NM, LLC, buyers.

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: April 28, 2021

Transaction 15

a. Legal names of all entities party to the transaction: (i) David Calcagno, MD, and (ii) John Rossi, MD and (iii) Calcagno & Rossi Vein Treatment Center, sellers; (iv) CVR and (v) Center for Vein Restoration PA, PLLC, buyers.

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: December 31, 2020

Transaction 16

a. Legal names of all entities party to the transaction: (i) Armin Foghi, MD, (ii) Myo Cardiovascular Clinic, LLC and (iii) Myo Cosmetic Institute, LLC, sellers; (iv) CVR and (v) Center for Vein Restoration NM, LLC, buyers.

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: October 4, 2020

Transaction 17

a. Legal names of all entities party to the transaction: (i) Normand Miller, MD, and (ii) Aesthetic & Vein Center MD, sellers; (iii) CVR and (iv) Center for Vein Restoration NH, PLLC, buyers.

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: October 21, 2020

Transaction 18

a. Legal names of all entities party to the transaction: (i) Jeffrey Alpern, DO, and (ii) Vein Specialists of Arizona, sellers; (iii) CVR and (iv) Center for Vein Restoration AZ, LLC, buyers.

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: March 4, 2020

Transaction 19

a. Legal names of all entities party to the transaction: (i) Jonathan Calure, MD, and (ii) Maryland Vein Professionals, sellers; (iii) CVR and (iv) Center for Vein Restoration MD, LLC, buyers.

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: March 4, 2020

Transaction 20

a. Legal names of all entities party to the transaction: (i) Laser Vein Center of Fairbanks, LLC and Donald Ives, M.D., sellers; CVR and Center for Vein Restoration AK, LLC, buyers.

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: August 5, 2019

Transaction 21

a. Legal names of all entities party to the transaction: (i) R. Anthony Carabasi, III, MD, (ii) Martha Stephens and (iii) Advanced Vein & Vascular Center, Inc., sellers; (iv) CVR and (v) Center for Vein Restoration PA, PLLC, buyers.

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: July 10, 2019

Transaction 22

a. Legal names of all entities party to the transaction: (i) Mehul N. Shah, MD, and (ii) Vascular Medicine Center, sellers; (iii) CVR and (iv) Center for Vein Restoration PA, PLLC, buyers.

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: January 7, 2019

Transaction 23

a. Legal names of all entities party to the transaction: (i) Dominic J. Tolitano, MD and (ii) The Institute for Cardio Thoracic and (iii) Vein Surgery, LLC, sellers; (iv) CVR and (v) Center for Vein Restoration IL, LLC, buyers.

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: November 20, 2018

Transaction 24

a. Legal names of all entities party to the transaction: (i) J. Gordon Wright, MD, and (ii) Midwest Vein Center, sellers; (iii) CVR and (iv) Center for Vein Restoration IL, LLC, buyers

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: October 22, 2020

Transaction 25

a. Legal names of all entities party to the transaction: (i) Thomas R. Alosco, M.d., P.C. and (ii) Thomas Alosco, M.D., sellers; (iii) CVR and (iv) Center for Vein Restoration CT, LLC, buyers.

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: May 31, 2016

Transaction 26

a. Legal names of all entities party to the transaction: (i) Kenneth Todd, MD, and (ii) Southeast Vein & Laser Center , sellers; (iii) CVR and (iv) Center for Vein Restoration IL, PLLC, buyers.

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: May 27, 2016

Transaction 27

a. Legal names of all entities party to the transaction: (i) Affiliate of Cortec Group, buyer, and (ii) CVR Management, LLC, sellers.

b. Type of transaction: Stock Purchase

c. Description of the transaction: Affiliate of Cortec Group acquired a majority equity stake in CVR Management, LLC.

d. Date the transaction closed: January 4, 2016

Transaction 28

a. Legal names of all entities party to the transaction: (i) CVR Management, LLC; (ii) Center for Vein Restoration (OR), LLC, buyers, and (iii) Inovia, LLC, (iv) Edward Boyle, M.D., (v) Andrew Jones, M.D., (vi) Jason Gilster, M.D., (vii) Lauren Wikholm, and (viii) Todd Jones, M.D., sellers.

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: May 1, 2026

Transaction 29

a. Legal names of all entities party to the transaction: (i) CVR Management, LLC; (ii) Center for Vein Restoration (IN), LLC, buyers, and (iii) Region Vein, P.C., and (iv) Demetrios Karamichos, M.D., sellers.

b. Type of transaction: Asset Purchase

c. Description of the transaction: Buyers acquired certain assets from the sellers necessary for the continued conduct of superficial vein business.

d. Date the transaction closed: July 23, 2026

Describe whether the parties to the transaction offer similar services or operate in overlapping geographic areas.

There are no overlapping services. As described above, Party A, CVR Management, is in the business of providing non-clinical management and administrative services to Professional Entity, which treats venous insufficiency. Party B is a new entity that has no current operations, and Party C's current investments are in hospice and pharmacy operators.

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

N/A.

IV. Impacts from the proposed material change transaction

14. 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 include all owners or investors with at least 10% ownership interest and label the chart with the percent ownership interest. Owners or investors with less than 10% ownership interest may be represented collectively on the organizational chart.

See Appendix 10c.

b. Corporate governance and management

No anticipated changes.

c. Investments or initiatives

No anticipated changes.

d. Type and level of staffing

No anticipated changes.

e. Type and level of services provided

No anticipated changes.

f. Number and type of locations

No anticipated changes.

g. Geographic areas served

No anticipated changes.

h. For providers, payer contracts and payer mix

No anticipated changes.

i. For insurance carriers, provider contracts and networks

No anticipated changes.

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

No anticipated changes.

15. Describe how the transaction will benefit the public good in Oregon.

Conditions such as deep venous thrombosis ("DVT"), venous leg ulcers ("VLUs"), and cellulitis are common and potentially serious. Providers like Professional Entity that are capable of identifying and treating these conditions in an outpatient setting can help Oregon patients avoid costly emergency department visits and other hospital-based facility charges that are typically more expensive.

The Proposed Transaction is in the best interest of the public because it will ensure that CVR Management continues to be able to support delivery of and access to high-quality vein disorder treatment.

The parties do not anticipate that the Proposed Transaction will result in negative effects on patients, providers, employees, or the communities served in Oregon, nor does Buyer intend to make any material changes to the business's service lines or other material aspects of the services provided following closing.

16. Describe whether and how the transaction satisfies one or more of the preliminary review approval criteria, per OAR 409-070-0055.

a. Please indicate which criteria the Parties believe are met by the proposed transaction. Provide a detailed explanation of why the proposed transaction meets the selected criteria, along with any applicable data, metrics, or documentation to support claims.

☐ The material change transaction is in the interest of consumers and is urgently necessary to maintain the solvency of an entity involved in the transaction.

☒ The material change transaction is unlikely to substantially reduce access to affordable health care in Oregon.

☐ The material change transaction is likely to meet the criteria set forth in OAR 409-070-0060

☒ The material change transaction not likely to substantially alter the delivery of health care in Oregon

☒ Comprehensive review of the material change transaction is not warranted given the size and effects of the transaction.

b. Provide a detailed explanation of why the proposed transaction meets the selected criteria, along with any applicable data, metrics, or documentation to support claims.

The Proposed Transaction is a change in upstream equity investment in a management services organization, CVR Management. As described above in response to Question 15, there are no plans to make any changes to CVR Management's current operations. Professional Entity will continue to provide professional medical services through its Oregon-licensed providers, and CVR Management will continue to provide non-clinical administrative and management services to Professional Entity pursuant to their existing management services arrangement. The Proposed Transaction is designed to be seamless for patients, with no disruptions to existing provider relationships or care plans. All current Professional Entity clinics in Oregon will remain operational, and patients will continue to receive care from their trusted local providers.

We also note that OHA has recently reviewed the parties (i.e., CVR Management, Buyer, and Seller) of the Proposed Transaction and approved their respective prior transactions.

- On the buyer side, OHA reviewed Court Square Capital Partners' acquisition of Suncrest Health Services, LLC in Transaction 068 (Brighton Hospice – Court Square Capital Partners) and approved it with conditions on March 11, 2026. That review covered Court Square's sponsor structure, its other health care holdings and its deal history. Suncrest, through Brighton Hospice Oregon, LLC and Brighton Hospice Eugene, LLC, is Court Square's only portfolio company with health care facilities or providers in Oregon. As described above, Suncrest provides hospice services and does not overlap with the vein care services provided by Professional Entity. For avoidance of doubt, and as stated above, the Proposed Transaction does not combine any Court Square health care business with CVR operations.

- On the seller side, OHA reviewed CVR Management's transaction with Inovia, LLC in Transaction 060 (CVR-Inovia) and vetted the management services structure. OHA approved that transaction with conditions on April 24, 2026, under ORS 415.501(6)(b) and OAR 409-070-0055(2)(d), finding that it was not likely to substantially alter the delivery of health care in Oregon. The Proposed Transaction changes only the upstream ownership of CVR Management. It does not change the Oregon operations, management services arrangements or clinical structure that OHA approved in Transaction 060.

For these reasons, the Proposed Transaction (1) will not substantially reduce access to affordable care, (2) will not substantially alter the delivery of health care in Oregon, and (3) does not warrant comprehensive review given the de minimis effects (if any) it will have on health care in Oregon.

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

    The Proposed Transaction will enhance CVR Management's ability to support delivery of high-quality clinical services by Professional Entity by providing an infusion of additional capital and additional resources.

V. 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-1 Workbook (provide a separate workbook for each party listed in Section I of this notice).

☒ HCMO-5: Contact Information 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 each party listed in Section I. of this notice (bylaws, articles of incorporation, corporate charter, etc.).

☐ Documentation or analytic support for your responses, as applicable

☒ Document Index

☒ Redaction log (See Redaction Log Template for required information.)

VI. 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 12th day of November, 2026.

Kenneth Abod 11/12/2026

State of Texas, County of Tarrant

SUBSCRIBED AND SWORN TO before me, this 12th day of November, 2026. by Kenneth Abod

Gaglul Islam

NOTARY PUBLIC STATE OF TEXAS

Gaglul Islam

ID NUMBER
134877962
COMMISSION EXPIRES
April 30, 2028

Notary Public in and for Texas

My Commission Expires: 04/30/2028

Electronically signed and notarized online using the Proof platform.

[Reserved]

[Reserved]