



MedAdvisor Limited
ACN 145 327 617
Level 2, 971 Burke Road
Camberwell Vic 3124
mymedadvisor.com/investors

ASX RELEASE (ASX: MDR)

MedAdvisor to acquire GuildLink, capital raising of up to \$14.6 million to support accelerated growth in Australia

- **MedAdvisor to acquire GuildLink from Guild Group (100% owned entity of The Pharmacy Guild of Australia), enabling MedAdvisor to provide an enhanced platform that removes duplication and increases efficiencies for the benefit of Australian pharmacies**
- **The Pharmacy Guild of Australia will work in partnership with MedAdvisor to develop and deliver new and ongoing health service initiatives including government programs to provide and support the health needs of communities across Australia**
- **Consideration for the acquisition is by way of a placement of 15% of the fully paid ordinary shares in MedAdvisor to Guild Group at \$0.16 per share, equivalent to approximately \$9.14 million. Following the placement, Guild Group will become the largest shareholder in MedAdvisor and has nominated Anthony Tassone to the board**
- **MedAdvisor to undertake 1 for 4.2 accelerated non-renounceable entitlement offer (ANREO) to raise up to approximately \$14.6 million. Guild Group has committed to take up its entitlements in full and to sub-underwrite the institutional entitlement offer, totaling to approximately \$4.9 million. The ANREO is underwritten to approximately \$10 million by MA Moelis and Peloton Capital**
- **Funds raised will support the acceleration of growth initiatives in Australia, cover the costs of the acquisition and integration of GuildLink, support growth opportunities in the US, and provide general working capital**

Melbourne, Australia, 25 July, 2022 – MedTech company, MedAdvisor Limited (**MedAdvisor** or the **Company**) is pleased to announce that it has entered into a binding agreement to acquire GuildLink Pty Limited (**GuildLink**) from Guild Group Holdings Limited (**Guild Group**), a 100% owned entity of The Pharmacy Guild of Australia (**PGA**).

Compelling strategic rationale as GuildLink adds scale and growth opportunities

The acquisition of GuildLink will enable MedAdvisor to provide a consolidated platform that removes duplication and increases efficiencies for Australian pharmacies, and enhances their ability to provide integrated bookings, clinical services, vaccinations and medication management for their patients.

The acquisition will also see PGA work in partnership with MedAdvisor to develop and deliver new and ongoing health service initiatives, including government programs, to provide and support the health needs of communities across Australia, pursuant to the terms of a Master Services Agreement (**MSA**).

The MSA, entered into by PGA, MedAdvisor and GuildLink, is a long-term arrangement (10 years with PGA having the right to extend for up to a further eight years) under which the parties will work together in respect of proposals within the other parties' core fields of expertise. The first program under this arrangement involves the ongoing provision of de-identified information to PGA for community pharmacies that opt-in to the program to assist PGA with health economics modelling and advocacy on behalf of its members and the pharmacy profession generally. The long-term 10-year program involves a "fee free" period for the initial two years, with a right for PGA to end the program on 12 months' notice.

Acquisition overview

The acquisition of GuildLink will be funded by MedAdvisor via the issue of 57,118,490 fully paid ordinary shares in the Company to Guild Group (**Consideration Shares**), which is 15% of the Company's issued share capital. The Consideration Shares have an issue price of \$0.16 and an aggregate value of approximately \$9.14 million. The acquisition price represents a multiple of ~1.3 times¹ GuildLink's financial year ending 30 June 2022 revenue.

The Consideration Shares will be issued under MedAdvisor's Listing Rule 7.1 placement capacity.

Completion of the acquisition is expected to occur on Wednesday, 27 July 2022. The agreement provides for customary representations and warranties for an acquisition of this nature.

¹ MedAdvisor estimate based on GuildLink's preliminary and unaudited Management Accounts for the 12 month period ending 30 June 2022.

Commenting on the acquisition of GuildLink and the ongoing partnership with Guild Group and The Pharmacy Guild of Australia, MedAdvisor Chair, Linda Jenkinson, said:

"MedAdvisor has invested heavily in improving the workflow of pharmacists, so they can deliver better care to their patients in the most efficient way. As pharmacies widen their scope of practice, and governments seek a more consistent approach to engaging with the pharmacy sector, our strong belief is that a best-of-breed platform is the best way to enable the industry to achieve these objectives.

"MedAdvisor's acquisition of GuildLink deepens our relationship with the Pharmacy Guild of Australia, and the many pharmacies supported by GuildLink. There is compelling strategic rationale for the acquisition as it ensures Australian pharmacists have access to the world's best technology platform that integrates patient bookings, clinical services, vaccinations and medication management, while also having the additional benefit of being supported by the Guild to ensure they are remunerated appropriately for delivering these services."

Chair of Guild Group, Andrew Bloore, said:

"The Guild Group is committed to supporting Australian pharmacists, in running and growing their businesses and delivering the best possible health and care services to their customers. This partnership with MedAdvisor enables accelerated investment to deliver an enhanced platform to the community pharmacy network. We look forward to being a productive shareholder in MedAdvisor over the long term."

Commenting on the future strong working relationship with MedAdvisor, the National President of The Pharmacy Guild of Australia, Professor Trent Twomey, said:

"This transaction provides certainty for our ability to continue to deliver health service initiatives aimed at improving the health and wellness of Australians while providing an enhanced medications management technology platform that meets the ongoing needs of community pharmacy. It's a positive step forward for the pharmacy community and for all Australians."

Variation to PFG Line of Credit

As part of the approval process for the Acquisition, the Company has also agreed to renegotiate the terms of its existing revolving line of credit facility (**Line of Credit**) with Partners For Growth VI, LP (**PFG**), announced to the market on 28 May 2021. Under the revised terms, the line of credit will be reduced from US\$4 million to US\$3.5 million. MedAdvisor has agreed:

- to borrow at least US\$2.5 million on the Line of Credit (**Minimum Usage Amount**) at all times or otherwise pay interest on the Minimum Usage amount, applicable to the last 24 months of the Line of Credit;
- to a 3.0% per annum fee on any portion of the Line of Credit which is unused, applicable to the last 24 months of the Line of Credit, quarterly in arrears; and
- to a restructuring fee of US\$0.27 million, part payable at closing of the Acquisition and the balance at maturity.

PFG will also take security over GuildLink on completion of the Acquisition.

Acquisition Integration and Working Capital Funding

In conjunction with the Acquisition, MedAdvisor is raising up to \$14.6 million under a partially underwritten pro rata 1 for 4.2 accelerated non-renounceable entitlement offer (**ANREO**).

In addition to being issued with equity as consideration for GuildLink and becoming MedAdvisor's largest shareholder on the Record Date, the Guild Group has also committed to take up its full entitlement under the ANREO and to sub-underwrite the Institutional Entitlement Offer, totaling to approximately \$4.9 million. Guild Group will become MedAdvisor's largest shareholder.

The ANREO is partially underwritten to approximately \$10 million by MA Moelis Australia Advisory Pty Ltd (**MA Moelis**) and Peloton Capital Pty Ltd (**Peloton Capital**). MA Moelis and Peloton Capital have been appointed Joint Lead Managers for the ANREO.

Funds raised will support:

- acceleration of growth initiatives in Australia, including technology development and hiring of key resources;
- integration of GuildLink;
- costs of the offer and acquisition;
- Syneos earn-out payment;
- US growth initiatives; and
- general working capital.

Under the ANREO, eligible shareholders are invited to subscribe for 1 new fully paid ordinary share in MedAdvisor (**New Share**) for every 4.2 existing MedAdvisor shares held as at 7pm (AEST) on Wednesday, 27 July 2022 (**Record Date**). Up to 104,263,912 New Shares may be issued under the ANREO (representing approximately 23.8% of MedAdvisor's issued share capital at

close of the ANREO).²

All New Shares will be issued at a price of \$0.14 per New Share, which represents:

- Nil discount to the last closing price of \$0.14 on 22 July 2022; and
- a 3.4% discount to the 5-day volume weighted average price (**VWAP**) up to and including 22 July 2022 of \$0.145.

Each New Share issued under the ANREO will rank equally with each MedAdvisor share on issue. MedAdvisor will, upon issue of the New Shares under the ANREO, seek quotation of the New Shares on ASX.

Institutional Entitlement Offer

Eligible institutional shareholders will be invited to participate in the accelerated institutional component of the ANREO (**Institutional Entitlement Offer**), which is expected to close on Tuesday, 26 July 2022. The Institutional Entitlement Offer will be offered to institutional shareholders in Australia and New Zealand. The maximum amount that MedAdvisor may raise under the Institutional Entitlement Offer is approximately \$10 million. The Institutional Entitlement Offer is underwritten by MA Moelis and Peloton Capital, who may invite institutional investors to subscribe for any shortfall under the Institutional Entitlement Offer.

MedAdvisor has requested a two-day trading halt to complete the Institutional Entitlement Offer.

Retail Entitlement Offer

The retail component of the ANREO (**Retail Entitlement Offer**) will be open from Monday, 1 August 2022 to eligible retail shareholders in Australia and New Zealand on the Record Date. In addition to each shareholder's entitlement under the Retail Entitlement Offer, eligible retail shareholders will also be offered the opportunity to subscribe for additional New Shares to the extent there is a shortfall in the Retail Entitlement Offer.

MedAdvisor may raise up to approximately \$4.6 million under the Retail Entitlement Offer if shareholders take up their entitlements in full.

An offer booklet in respect of the Retail Entitlement Offer is expected to be made available and sent to eligible retail shareholders on Monday, 1 August 2022.

² The ANREO will be calculated on the basis that the Consideration Shares have been issued to Guild Group at the Record Date.

Additional Information

The ANREO is non-renounceable and entitlements will not be tradeable or otherwise transferrable.

Timetable

An indicative timetable of the key dates in respect of the ANREO is set out below:

Announcement of trading halt, Acquisition and ANREO	Monday, 25 July 2022
Institutional Entitlement Offer and bookbuild commences	Monday, 25 July 2022
MedAdvisor comes out of trading halt and announces completion of the Acquisition and results of Institutional Entitlement Offer	Wednesday, 27 July 2022
Record Date for participation in ANREO (7.00pm (AEST))	Wednesday, 27 July 2022
Retail Entitlement Offer opens and despatch of Retail Offer Booklet	Monday, 1 August 2022
Settlement of Institutional Entitlement Offer	Tuesday, 2 August 2022
Allotment of Institutional Entitlement Offer shares	Wednesday, 3 August 2022
Retail Entitlement Offer closes	Monday, 15 August 2022
Announcement of results of Retail Entitlement Offer and shortfall	Thursday, 18 August 2022
Settlement of Retail Entitlement Offer	Friday, 19 August 2022
Allotment of Retail Entitlement Offer shares	Monday, 22 August 2022
Normal trading resumes on all shares	Tuesday, 23 August 2022

Note: the timetable above is indicative only and may be subject to change. MedAdvisor reserves the right to amend any or all of these dates and times without notice, subject to the *Corporations Act 2001* (Cth) and the ASX Listing Rules and other applicable laws. In particular, MedAdvisor reserves the right to extend the closing date of the Retail Entitlement Offer, to accept late applications under the Retail Entitlement Offer (either generally or in particular cases) and to withdraw the ANREO without prior notice. Any extension of the closing date will have a consequential effect on the issue date of New Shares.

Further Information

Further details of the Acquisition and the ANREO are set out in the Investor Presentation also lodged on ASX today. The Investor Presentation contains important information including key risks and international offer restrictions with respect to the ANREO.

If you have any questions, you should seek advice from your stockbroker, accountant or other independent and appropriately licensed professional advisor.

Investor briefing being held at 10:30am AEST today

Linda Jenkinson (Chair) will host a briefing in relation to today's announcement via a live webcast at 10:30am AEST today. To participate, please register at:

https://us02web.zoom.us/webinar/register/WN_i34Lhr8YR2qzd3_wvyz8KQ

- ENDS -

This document has been authorised for release by the Board.

For more information:

Company

Annabelle Grant

Acting CFO

corporate@medadvisor.com.au

+61 3 9095 3036

Investors

Ronn Bechler

ronn.bechler@marketeye.com.au

+61 400 009 774

Media

Tristan Everett

tristan.everett@marketeye.com.au

+61 403 789 096

About MedAdvisor

MedAdvisor is a world-class medication management platform that empowers patients to more simply manage their medication and improve adherence. MedAdvisor's highly automated and intuitive software system connects patients to tools and education materials from their preferred pharmacy. MedAdvisor works with 25,000 pharmacies in the US to deliver programs to help patients take their medication safely and effectively. In Australia, MedAdvisor has connected over 2.9 million patients through more than 70% of Australian pharmacies. MedAdvisor has partnered with Cotiviti in the US, and is on track to become one of the largest players in the global digital adherence market. In 2018 and 2020, MedAdvisor was recognised in the AFR Fast 100. Visit: mymedadvisor.com/investors