

CENTENE CORPORATION SIGNS DEFINITIVE AGREEMENT TO DIVEST CIRCLE HEALTH GROUP - Aug 28, 2023

Centene to sell Circle Health Group to Pure Health at an enterprise value of approximately \$1.2B

Sale reflects continued execution of Centene's value creation efforts and portfolio review

ST. LOUIS, Aug. 28, 2023 /PRNewswire/ -- [Centene Corporation](#) (NYSE: [CNC](#)), a leading healthcare enterprise committed to helping people live healthier lives, announced today that it has signed a definitive agreement to sell [Circle Health Group](#) ("[Circle Health](#)"), one of the U.K.'s largest independent operators of hospitals, to [PureHealth](#), the largest integrated healthcare network in the Middle East. The transaction reflects Centene's continued execution of its value creation efforts as the company refocuses its portfolio on core lines of business. The enterprise value is approximately \$1.2B, inclusive of debt assumed.

"Circle Health is an innovative healthcare organization that has had a significant impact for the benefit of patients across the United Kingdom. We are confident that this business will continue to thrive – providing access to high-quality care and delivering improved clinical outcomes under the ownership of Pure Health," said Centene Chief Executive Officer, Sarah London. "This transaction marks another milestone in our portfolio review and showcases continued momentum against our value creation plan."

Circle Health operates 53 hospitals across every region of Great Britain, providing a wide range of surgery and treatments to privately insured, self-pay and NHS patients. The organization sees two million patients annually and has more than 6,000 consultant specialists. Centene invested in Circle Health in 2019 and acquired the remaining equity interests in the company in July 2021.

"We are delighted to welcome Circle Health Group into the PureHealth family. This acquisition marks an important milestone in our journey towards creating a global healthcare network which revolutionizes patient care," said Managing Director and Group Chief Executive Officer of PureHealth, Farhan Malik. "Our mission at PureHealth is to drive scientific innovation to unlock longevity and greater quality of life for humankind. Through integrating the expertise of both organisations, we positively impact the lives of patients globally. PureHealth, as the region's largest healthcare group, is well-positioned to make significant contributions to the improvement of healthcare systems and access to world-class medical services in the UAE and beyond."

The transaction is subject to customary closing conditions, including regulatory approvals, and is expected to close in the first quarter of 2024.

Barclays is serving as financial advisor to Centene, and Dickson Minto is serving as its legal counsel.

About Centene Corporation

Centene Corporation, a Fortune 500 company, is a leading healthcare enterprise that is committed to [helping people live healthier lives](#). The Company takes a local approach – with local brands and local teams – to provide fully integrated, high-quality, and cost-effective services to government-sponsored and commercial healthcare programs, focusing on under-insured and uninsured individuals. Centene offers affordable and high-quality products to nearly 1 in 15 individuals across the nation, including Medicaid and Medicare members (including Medicare Prescription Drug Plans) as well as individuals and families served by the Health Insurance Marketplace, the TRICARE program. The Company also contracts with other healthcare and commercial organizations to provide a variety of specialty services focused on treating the whole person. Centene focuses on long-term growth and value creation as well as the [development of its people](#), systems and capabilities so that it can better serve its members, providers, local communities, and government partners.

Centene uses its investor relations website to publish important information about the Company, including information that may be deemed material to investors. Financial and other information about Centene is routinely posted and is accessible on Centene's investor relations website, <http://investors.centene.com>.

About Pure Health

Pure Health is an integrated healthcare solutions platform with a diversified portfolio of over 25 hospitals and more than 100 clinics offering 200+ specialties covering services from tertiary care to primary care; health insurance that covers over 2.5 million members; group procurement organization; over 150 laboratories; diagnostics services; rehab services; long term care; medical supplies; and health technology services. With more than 50 million annual clinical encounters and over 25,000 employees strong, the group provides healthcare services across the entire continuum of care.

Pure Health is committed to enhancing longevity and helping people live longer, happier, and healthier lives. The group's centers of excellence bring together clinical knowledge, process expertise, technology, and analytics to deliver outcome-focused, world-class quality across all channels of healthcare with a mandate to

future-proof the healthcare system for a world of technological singularity.

Forward-Looking Statements

All statements, other than statements of current or historical fact, contained in this press release are forward-looking statements. Without limiting the foregoing, forward-looking statements often use words such as "believe," "anticipate," "plan," "expect," "estimate," "intend," "seek," "target," "goal," "may," "will," "would," "could," "should," "can," "continue" and other similar words or expressions (and the negative thereof). Centene Corporation and its subsidiaries, including those that comprise the Circle Health Group (the Company, our, or we) intends such forward-looking statements to be covered by the safe-harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and we are including this statement for purposes of complying with these safe-harbor provisions. In particular, these statements include, without limitation, statements about the timing and closing of the transaction, our future operating or financial performance, market opportunity, value creation strategy, competition, expected activities in connection with completed and future acquisitions and dispositions, our investments, and the adequacy of our available cash resources. These forward-looking statements reflect our current views with respect to future events and are based on numerous assumptions and assessments made by us in light of our experience and perception of historical trends, current conditions, business strategies, operating environments, future developments, and other factors we believe appropriate. By their nature, forward-looking statements involve known and unknown risks and uncertainties and are subject to change because they relate to events and depend on circumstances that will occur in the future, including economic, regulatory, competitive, and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by these forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties, and assumptions. All forward-looking statements included in this press release are based on information available to us on the date hereof. Except as may be otherwise required by law, we undertake no obligation to update or revise the forward-looking statements included in this press release, whether as a result of new information, future events, or otherwise, after the date hereof. You should not place undue reliance on any forward-looking statements, as actual results may differ materially from projections, estimates, or other forward-looking statements due to a variety of important factors, variables, and events including, but not limited to: our ability to design and price products that are competitive and/or actuarially sound including but not limited to any impacts resulting from Medicaid redeterminations; our ability to maintain or achieve improvement in the Centers for Medicare and Medicaid Services (CMS) Star ratings and maintain or achieve improvement in other quality scores in each case that can impact revenue and future growth; our ability to accurately predict and effectively manage health benefits and other operating expenses and reserves, including fluctuations in medical utilization rates; competition, including our ability to reprocure our contracts and grow organically; the timing and extent of benefits from our value creation strategy, including the possibility that the benefits received may be lower than expected, may not occur, or will not be realized within the expected time periods; disruption, unexpected costs, or similar risks from business transactions, including acquisitions, divestitures, and changes in our relationships with third parties; the risk that the closing conditions, including applicable regulatory approvals, for the pending sale of Circle Health Group may be delayed or not obtained; impairments to real estate, investments, goodwill, and intangible assets; the risk that the election of new directors, changes in senior management, and any inability to retain key personnel may create uncertainty or negatively impact our ability to execute quickly and effectively; membership and revenue declines or unexpected trends; rate cuts or other payment reductions or delays by governmental payors and other risks and uncertainties affecting our government businesses; changes in healthcare practices, new technologies, and advances in medicine; increased healthcare costs; inflation; changes in economic, political, or market conditions; changes in federal or state laws or regulations, including changes with respect to income tax reform or government healthcare programs as well as changes with respect to the Patient Protection and Affordable Care Act and the Health Care and Education Affordability Reconciliation Act (collectively referred to as the ACA) and any regulations enacted thereunder; tax matters; disasters or major epidemics; changes in expected contract start dates; changes in provider, state, federal, foreign, and other contracts and delays in the timing of regulatory approval of contracts, including due to protests; the expiration, suspension, or termination of our contracts with federal or state governments (including, but not limited to, Medicaid, Medicare, TRICARE, or other customers); the difficulty of predicting the timing or outcome of legal or regulatory proceedings or matters, including, but not limited to, our ability to resolve claims and/or allegations made by states with regard to past practices, including at Centene Pharmacy Services (formerly Envolve Pharmacy Solutions, Inc. (Envolve)), as our pharmacy benefits manager (PBM) subsidiary, within the reserve estimate we previously recorded and on other acceptable terms, or at all, or whether additional claims, reviews or investigations will be brought by states, the federal government or shareholder litigants, or government investigations; challenges to our contract awards; cyber-attacks or other privacy or data security incidents; the exertion of management's time and our resources, and other expenses incurred and business changes required in connection with complying with the undertakings in connection with any regulatory, governmental or third party consents or approvals for acquisitions or dispositions; any changes in expected closing dates, estimated purchase price,

and accretion for acquisitions or dispositions; restrictions and limitations in connection with our indebtedness; a downgrade of the credit rating of our indebtedness; the availability of debt and equity financing on terms that are favorable to us; foreign currency fluctuations; and risks and uncertainties discussed in the reports that Centene has filed with the Securities and Exchange Commission. This list of important factors is not intended to be exhaustive. We discuss certain of these matters more fully, as well as certain other factors that may affect our business operations, financial condition, and results of operations, in our filings with the Securities and Exchange Commission (SEC), including our annual report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K. Due to these important factors and risks, we cannot give assurances with respect to our future performance, including without limitation our ability to maintain adequate premium levels or our ability to control our future medical and selling, general and administrative costs.

SOURCE Centene Corporation

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