

May 5, 2022



# CENTENE SIGNS DEFINITIVE AGREEMENTS TO DIVEST TWO PHARMACY BUSINESSES IN SEPARATE TRANSACTIONS

*~ Centene to sell Magellan Rx to Prime Therapeutics ~*

*~ Centene to sell PANTHERx to The Vistria Group, General Atlantic, and Nautic Partners ~*

*~ Centene expects to receive aggregate proceeds of approximately \$2.8 billion ~*

*~ Two significant milestones in value creation program and ongoing portfolio review ~*

ST. LOUIS, May 5, 2022 /PRNewswire/ -- Centene Corporation (NYSE: CNC) announced today that it has signed a definitive agreement to sell Magellan Rx to Prime Therapeutics LLC (Prime) and a separate definitive agreement to sell PANTHERx Rare to a consortium of The Vistria Group, General Atlantic, and Nautic Partners. Subject to customary purchase price adjustments, Centene expects to receive aggregate proceeds of approximately \$2.8 billion from the transactions.

"These transactions demonstrate significant progress in our ongoing portfolio review and represent key milestones in our value creation plan," said Sarah London, CEO of Centene. "Last year, Centene announced our strategic plan to exit the Pharmacy Benefit Management (PBM) space. Magellan Rx is a valuable asset, and under different ownership we believe it will continue to thrive as a next-generation pharmacy solutions organization. Likewise, PANTHERx is a leader in rare and specialty pharmacy, and we are confident this transaction will position the company to effectively grow while ensuring patients get the critical, specialized care they deserve."

## **Magellan Rx**

- Magellan Rx is a comprehensive pharmacy solutions organization with leading capabilities in specialty drug management, Medicaid administration, and comprehensive pharmacy benefits management.
- Centene acquired Magellan Rx in January 2022 as part of its acquisition of Magellan Health, Inc.
- The sale of Magellan Rx is subject to U.S. federal antitrust clearance, receipt of applicable regulatory approvals and satisfaction of other customary closing conditions and is expected to close in the fourth quarter of 2022.
- In the sale of Magellan Rx, Allen & Company LLC and Evercore are serving as financial advisors to Centene, and Skadden, Arps, Slate, Meagher & Flom LLP is serving as its legal counsel. Solomon Partners is serving as exclusive financial advisor and placement agent to Prime and McDermott Will & Emery and Fox Rothschild LLP are serving as its legal counsel.

## **PANTHERx**

- PANTHERx is one of the largest and fastest growing specialty and rare pharmacies in the United States.
- Centene acquired PANTHERx in December 2020.
- The sale of PANTHERx is subject to U.S. federal antitrust clearance, receipt of applicable regulatory approvals and satisfaction of other customary closing conditions and is expected to close in the next two to four months.
- In the sale of PANTHERx, Barclays is serving as financial advisor to Centene, and Bass Berry Sims, PLC is serving as its legal counsel.

Centene intends to use the majority of the net proceeds from the sales to repurchase stock and the balance to reduce debt. Each of the transactions is expected to be neutral to slightly accretive to Centene's Adjusted Earnings Per Share in the 12-month period post-closing.

### **About Centene Corporation**

Centene Corporation, a Fortune 25 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, and individuals in correctional facilities. The Company also serves several international markets, and 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, <https://investors.centene.com/>.

### **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 (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 our future operating or financial performance, market opportunity, value creation strategy, competition, expected activities in completed and future acquisitions, including statements about the impact of our recently completed acquisition of Magellan Health (the Magellan Acquisition), other recent and future acquisitions and dispositions, 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 accurately predict and effectively manage health benefits and other operating expenses and reserves, including fluctuations in medical utilization rates due to the impact of COVID-19; the risk that the election of new directors, changes in senior management, and inability to retain key personnel may create uncertainty or negatively impact our ability to execute quickly and effectively; uncertainty as to the expected financial performance of the combined company following the recent completion of the Magellan Acquisition; the possibility that the expected synergies and value creation from the Magellan Acquisition or the acquisition of WellCare Health Plans, Inc. (the WellCare Acquisition) (or other acquired businesses) will not be realized, or will not be realized within the respective expected time periods; disruption from the integration of the Magellan Acquisition or from the integration of the WellCare Acquisition, unexpected costs, or similar risks from other acquisitions we may announce or complete from time to time, including potential adverse reactions or changes to business relationships with customers, employees, suppliers or regulators, making it more difficult to maintain business and operational relationships; the risk that the closing conditions, including applicable regulatory approvals, for the pending sales of Magellan Rx and PANTHERx may be delayed or not obtained; a downgrade of the credit rating of our indebtedness; competition; membership and revenue declines or unexpected trends; changes in healthcare practices, new technologies, and advances in medicine; increased healthcare costs; 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 that may result from changing political conditions, the new administration or judicial actions; rate cuts or other payment reductions or delays by governmental payors and other risks and uncertainties affecting our government businesses; our ability to adequately price products; tax matters; disasters or major epidemics; changes in expected contract start dates; provider, state, federal, foreign and other contract changes and timing of regulatory approval of contracts; 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 Envolve Pharmacy Solutions, Inc. (Envolve), as our pharmacy benefits manager (PBM) subsidiary, within the reserve estimate we recorded in 2021 and on other acceptable terms, or at all, or whether

*additional claims, reviews or investigations relating to our PBM business will be brought by states, the federal government or shareholder litigants, or government investigations; timing and extent of benefits from strategic value creation initiatives, including the possibility that these initiatives will not be successful, or will not be realized within the expected time periods; 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; changes in expected closing dates, estimated purchase price and accretion for acquisitions; restrictions and limitations in connection with our indebtedness; 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; availability of debt and equity financing, on terms that are favorable to us; inflation; 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.*

**C** View original content: <https://www.prnewswire.com/news-releases/centene-signs-definitive-agreements-to-divest-two-pharmacy-businesses-in-separate-transactions-301540748.html>

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