

ASX RELEASE (ASX: MDR)

## Sale of ANZ Business Operations Update

**Melbourne, Australia, 2 July 2025** – Global pharmacy-driven patient engagement company, MedAdvisor Limited (**MedAdvisor Solutions** or the **Company**), is pleased to announce that it has today entered into a binding share sale and purchase agreement (**SPA**) to sell the Company's ANZ business division and associated intellectual property to Jonas Software AUS Pty Ltd (**Jonas**) (**Proposed Transaction**).

The Company provides the following summary of the key terms of the SPA which are similar to the non-binding terms announced by the Company on 9 May 2025:

### Key Terms

- Jonas will acquire 100% of the fully diluted shares of the Company's main Australian operating entity, MedAdvisor International Pty Ltd (**Target**) and its subsidiary, Medicines Information Pty Ltd (formerly GuildLink Pty Ltd) (collectively, the **Target Group**), the Company's UK investment in Charac and all intellectual property used in connection with the Target Group's business, including the brand name "MedAdvisor".
- The Company's US business will continue to operate as MedAdvisor Solutions in the United States under a royalty-free licence arrangement with Jonas.
- The SPA contains certain customary conditions precedent (including agreement on the terms of a Transitional Services Agreement between the parties), restraints and a warranty and indemnity regime.
- The SPA is targeting a completion date of 8 July 2025.
- Conditional on SPA completion, the Company will seek shareholder approval to change its name at its 2025 Annual General Meeting.
- The headline price for the Target Group is \$35M (**Headline Price**) plus an uncapped contingent consideration comprised of a three-year earn-out based on the performance of the Target Group in the three-year period after completion (**Earn-Out**),

to be paid in cash.

- Whilst there is no guarantee of being achieved, nor any cap on how much may be achieved, the Earn-Out is currently estimated to recoup \$7.35M based on expected performance of the Target Group over a three-year period post completion, which, if achieved, would result in total consideration of \$42.35M for the Proposed Transaction.
- \$8M of the Headline Price shall be held back and retained by Jonas and paid after normal transaction completion adjustments have been determined and settled (**Holdback Amount**). The Holdback Amount is subject to a post-completion adjustment (positive or negative) based on an agreed level of working capital attributed to the Target Group.
- It is intended that from the \$27M payable at Completion, the Company will discharge in full its finance facilities with Partners For Growth, anticipated to be approximately \$23.5M.
- After costs and repayment of debt, the Company will consider how remaining funds will be deployed in conjunction with its ongoing strategic review in respect of its remaining US business operations. The mechanics, quantum and timing of any return of capital to shareholders will be subject to the Company working through post-completion adjustments to deal with the Holdback Amount, as well as the potential impact on timing or achievement of the Earn-Out.

#### About Jonas

Jonas is a portfolio company of Constellation Software Inc (TSX: CSU) (**Constellation**), a Toronto Stock Exchange listed with a market capitalisation in excess of US\$100 billion and revenues in excess of US\$10 billion in 2024. Constellation's core strategy is to acquire, manage and build vertical market software businesses that provide mission critical solutions to address the specific needs of its customers in specific industries.

The Company will update shareholders once the Proposed Transaction is completed.

- ENDS -

*This document has been authorised for release by the Board of MedAdvisor Limited.*

For more information please contact:

**Company**

Ancila Desai

Chief Financial Officer and Company Secretary

[corporate@medadvisorsolutions.com](mailto:corporate@medadvisorsolutions.com)

1300 125 343

**Investor Relations**

George Kopsiaftis

IR Department

[george.kopsiaftis@irdepartment.com.au](mailto:george.kopsiaftis@irdepartment.com.au)

+61 409 392 687

This announcement contains certain forward-looking statements, including statements in relation to expectations, intentions, estimates, targets, and indications of, and guidance on, future outcomes, earnings, future financial position and performance and the implementation of MedAdvisor Solutions' strategy. The words "expect", "would", "could", "potential", "may", "intend", "will", "believe", "estimate", "aim", "target" and "forecast" and other similar expressions are intended to identify forward-looking statements. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of MedAdvisor Solutions, its officers and employees. There can be no assurance that actual outcomes will not differ materially from these statements. There can be differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast and their differences may be material. Undue reliance should not be placed on forward-looking statements. MedAdvisor Solutions disclaims any responsibility to update or revise any forward-looking statement to reflect any change in MedAdvisor Solutions financial condition, status or affairs or any change in the events, conditions or circumstances on which a statement is based, except to the extent required by law. Additionally, to the maximum extent permitted by law, MedAdvisor Solutions and its affiliates, directors, officers, partners, employees, agents and advisers disclaim any responsibility for the accuracy or completeness of any forward-looking statements whether as a result of new information, future events or results or otherwise. Unless specified otherwise, references to amounts are references to Australian dollars.

**About MedAdvisor Solutions**

*MedAdvisor Solutions (ASX: MDR) is a global leader of pharmacy-driven patient engagement solutions that provide personalised patient experiences to help simplify the patient medication journey. Leveraging THRiV, a cloud-based, AI enabled platform, MedAdvisor Solutions empowers the pharmacy of the future through improved pharmacy workflow and patient engagement solutions. MedAdvisor Solutions works with over 34,000 pharmacies across the US with reach to over two-thirds of the population. In Australia, more than 95% of Australian pharmacies use MedAdvisor Solutions software to improve pharmacy workflow and to connect with over 3.7 million patients. For more information, please visit: [medadvisorsolutions.com/investors](https://medadvisorsolutions.com/investors).*