

## MATERIAL CHANGE NOTICE SUBMISSION DETAILS

MCN Number	2024-12-04-1273
OHCA Review Start Date	1/24/2025
Anticipated date (unless tolled per regulation) by which OHCA could waive cost and market impact review	3/10/25
Anticipated date (unless tolled per regulation) by which OHCA could determine cost and market impact review required	3/25/25

## SUBMITTER

### HEALTH CARE ENTITY CONTACT FOR PUBLIC INQUIRY

Title	CFO
First Name	Fernando
Last Name	Rivas
Email Address	Fernando.Rivas@agileoccmcd.com

### GENERAL

Business Name	Agile Occupational Medicine, LLC
Website	www.akesomedical.com
Ownership Type	Limited Liability Company
Tax Status	For-profit
Federal Tax ID	86-3836721
Description of Submitting Organization	<p>Agile Occupational Medicine, LLC (“Agile”) is a workplace health resource company, focusing on the evaluation and treatment of health issues which arise from work or environmental exposures. Agile is a management services organization (“MSO”) that provides administrative and management services to the multispecialty physician group Agile Occupational Medicine PC (“PC”), pursuant to a management services agreement (“MSA”) between Agile and the PC. The healthcare providers at Agile clinics provide work-related care in occupational medicine and specific areas of ancillary and specialty medicine focused on work-related injuries. Agile drives better outcomes for patients receiving care pursuant to workers compensation programs and other employee services by helping healthcare providers efficiently deliver patient-centered care at quality facilities. The MSO is a limited liability company.</p> <p>The PC, Agile Occupational Medicine PC, is</p>

	a professional corporation owned by Dr. Minh Nguyen, a board-certified occupational medicine physician with over twenty years of experience in California occupational medicine. Dr. Nguyen is a physician leader in California who serves as the California Delegate to the American Osteopathic Association and a current board member of the California Coalition on Workers' Compensation. The PC retains control and responsibility for all aspects of the practice of medicine and delivery of medical services under its MSA with the MSO.
Health Care Provider	Yes
For Providers: Desc. of Capacity or Patients served in California	<p>Agile provides administrative and management services for 21 clinics, primarily located throughout Northern California. Please see Exhibit J for a list of Agile's facilities in California (there is a single clinic in Arizona which is not listed). Agile and its subsidiaries and affiliates employ approximately 290 to 300 employees.</p> <p>In the last year, there were approximately 166,000 patient visits at 20 California clinics (not including the clinic in Arizona), distributed as shown in Exhibit E. Approximately 70% of patient visits provide treatment for work-related injuries covered under workers' compensation. The remaining approximately 30% of patient visits are for a variety of employment-related health services, such as Department of Transportation, fire, and police physical examinations, fit-for-duty examinations, drug testing, and exposure monitoring.</p>

## LOCATIONS

Counties	Alameda; Kern; Los Angeles; Merced; Monterey; Orange; Sacramento; San Benito; San Joaquin; Santa Cruz; Shasta
California licenses and numbers	Please refer to Exhibit H.
Other States Served	AZ
Other state(s) licenses and numbers	Please refer to Exhibit H.
Primary Languages used when providing services	English; Spanish; Vietnamese

## MATERIAL CHANGE

### ADDITIONAL ENTITIES

Business Name	Description of the Organization	Ownership Type	Additional MCN Submission
Akeso Occupational Health	Please refer to Narrative Responses provided.	Limited Liability Company	Yes

### CRITERIA

A health care entity with annual revenue, as defined in <a href="#">section 97435(d)</a> , of at least \$10 million or that owns or controls California assets of at least \$10 million and is a party to a transaction with any health care entity satisfying subsection (b)(1), or	Yes
A health care entity located in a designated primary care health professional shortage area in California, as defined in Part 5 of Subchapter A of Chapter 1 of Title 42 of the Code of Federal Regulations (commencing with section 5.1), available at <a href="http://data.hrsa.gov">data.hrsa.gov</a> . To determine if you are located in a primary health care professional shortage area, please visit <a href="#">here</a>	Yes

### CIRCUMSTANCES FOR FILING

The proposed fair market value of the transaction is \$25 million or more and the transaction concerns the provision of health care services.	Yes
The transaction involves the sale, transfer, lease, exchange, option, encumbrance, or other disposition of 25% or more of the total California assets of the submitter(s).	Yes
The transaction involves a transfer or change in control, responsibility or governance of the Submitter. A transaction will directly or indirectly transfer control, responsibility, or governance in whole or in part of a material amount of the assets or operations of a health care entity to one or more entities if: (1) The transaction would result in the transfer of 25% or more of the voting power of the members of the governing body of a health care entity, such as by adding one or more members, substituting one or more members, or through any other type of arrangement, written or oral; or (2) The transaction would vest voting rights significant enough to constitute a change in control such as supermajority rights, veto rights, and similar provisions even if ownership shares or representation on a governing body are less than 25%;	Yes

## TRANSACTION DETAILS

Anticipated Date of Transaction Closure	3/2/2025
Description of the Transaction	Please refer to Narrative Responses provided.
Submitted to US Department of Justice or Federal Trade Commission?	No
Subject to court proceeding	No
Description of current services provided and expected post-transaction impacts on health care services	Please refer to Narrative Responses provided.
Prior mergers or acquisitions that: (A) involved the same or related health care services; (B) involved at least one of the entities, or their parents, subsidiaries, predecessors, or successors, in the proposed transaction; and (C) were closed in the last ten years.	Please refer to Narrative Responses provided.
Description of Potential Post Transaction Changes	Please refer to Narrative Responses provided.
Description of the nature, scope, and dates of any pending or planned material changes occurring between the Submitter and any other entity, within the 12 months following the date of the notice	Please refer to Narrative Responses provided.

# EXHIBIT H

## Agile Clinics Licensing Tracker

as of November 27, 2024

Clinic Name	County	Address	Business License/Sales Tax Registration		CDPH Radiology		CDPH CLIA	
			License #	Exp Date	License #	Exp Date	License #	Exp Date
Anaheim	Orange	710 N Euclid St, Ste 107, Anaheim, CA 92801	20A7727	2/3/2025	FAC00086770	3/31/2025	CLR-90014199	11/13/2025
Bakersfield	Kern	4100 Truxtun Ave, Ste 200, Bakersfield, CA 93309	2500180947	6/30/2025	FAC90529	10/31/2026	CLR-00344517	Pending update
Delano	Kern	1427 S Lexington St, Bldg A, Ste 9, Delano, CA 93215	000006174	12/31/2024	FAC77721	10/31/2025	In progress with CDPH	In progress with CDPH
Emeryville	Alameda	6001 Shellmound St, Ste 115, Emeryville, CA 94608	18816043	12/31/2024	FAC00088316	3/31/2026	CLR-90011922	2/13/2025
Encino	Los Angeles	16055 Ventura Blvd, Ste 120, Encino, CA 91436	003303482-0003-8	No expiration	FAC00060150	3/31/2026	N/A	N/A
Gardena	Los Angeles	15401 S Main St, Gardena, CA 90248	N/A	N/A	FAC88309	3/31/2026	CLR-90007256	Pending update
Glendale	Los Angeles	500 E Colorado St, Ste 100 & 120, Glendale, CA 91205	BRC-001650-2024	1/2/2025	FAC90530	10/31/2026	CLR-90014231	11/12/2025
Hollister	San Benito	591 McCray St, Ste 101, Hollister, CA 95023	109873	12/31/2024	FAC00088311	3/31/2026	CLR-90011008	11/8/2025
King City	Monterey	1180 Broadway St, King City, CA 93930	16524	12/31/2024	N/A	N/A	CLR-90011054	11/21/2025
Los Banos	Merced	285 N Mercey Springs Rd, Ste A, Los Banos, CA 93635	BL-2972	4/30/2025	FAC59078	11/30/2025	CLR-90011926	2/12/2025
Mission Hills	Los Angeles	10630 Sepulveda Blvd, Ste 100, Mission Hills, CA 91345	0003303482-0002-0	No expiration	FAC89708	5/31/2026	CLR-00349669	Pending update
Redding	Shasta	1710 Churn Creek Rd, Redding, CA 96002	44399	10/31/2025	FAC90497	10/31/2026	CLR-90011456	12/26/2024
Sacramento	Sacramento	3840 Watt Avenue, Bldg B, Sacramento, CA 95821	GNB32022-03278	11/15/2025	FAC00088310	3/31/2026	CLR-90010879	10/23/2025
Salinas (Blanco)	Monterey	951 Blanco Cir, Ste B & D, Salinas, CA 93901	FINBL23-00629	6/30/2025	FAC90567	10/31/2026	CLR-90014204	11/11/2025
Salinas (Rossi)	Monterey	2 Rossi Cir, Salinas, CA 93907	FINBL23-00625	6/30/2025	FAC90531	10/31/2026	CLR-90010863	10/30/2025
San Leandro	Alameda	13847 E 14th St, Ste 109, San Leandro, CA 94578	04535692	12/31/2024	N/A	N/A	CLR-90011053	11/21/2025
Santa Cruz	Santa Cruz	3601 Caldwell Dr, Soquel, CA 95073	2022-001611	11/23/2027	N/A	N/A	CLR-90011711	1/15/2025
Soledad	Monterey	2524 H Dela Rosa Sr St, Soledad, CA 93960	006898	6/30/2025	FAC86209	3/31/2025	CLR-90011925	2/12/2025
Stockton	San Joaquin	420 Acacia St, Ste 2, Stockton, CA 95203	75150	3/31/2025	FAC00088315	3/31/2026	CLR-90011197	12/5/2024
Watsonville	Santa Cruz	40 Penny Ln, Ste 4, Watsonville, CA 95076	5670	06/30/2025	FAC86225	3/31/2025	CLR-90012312	3/28/2025
Wilmington	Los Angeles	445 E. Anaheim St, Wilmington, CA 90744	0003303482-0001-1	No expiration	FAC86694	7/31/2025	CLR-90008192	Pending update
Yuma	Yuma	4343 E 31st Pl, Yuma, AZ 85365	PROF-042778-02-2024	12/31/2024	M-5377	8/31/2028	03D0975634 (AZ DHS)	2/24/2026

# EXHIBIT J

### Agile Occupational Medicine Clinics

<b>Group</b>	<b>County</b>	<b>Clinic Name</b>	<b>Address</b>	<b>City</b>	<b>State</b>	<b>Zip</b>
Agile Occupational Medicine	Orange	Anaheim	710 N Euclid St, Ste 107	Anaheim	CA	92801
Agile Occupational Medicine	Kern	Bakersfield	4100 Truxtun Ave, Ste 200	Bakersfield	CA	93309
Agile Occupational Medicine	Kern	Delano	1427 S Lexington St, Bldg A, Ste 9	Delano	CA	93215
Agile Occupational Medicine	Alameda	Emeryville	6001 Shellmound St, Ste 115	Emeryville	CA	94608
Agile Occupational Medicine	Los Angeles	Gardena	15401 S Main St	Gardena	CA	90248
Agile Occupational Medicine	Los Angeles	Glendale	500 E Colorado St, Ste 100 & 120	Glendale	CA	91205
Agile Occupational Medicine	San Benito	Hollister	591 McCray St, Ste 101	Hollister	CA	95023
Agile Occupational Medicine	Monterey	King City	1180 Broadway St	King City	CA	93930
Agile Occupational Medicine	Merced	Los Banos	285 Mercey Springs Rd, Ste A	Los Banos	CA	93635
Agile Occupational Medicine	Los Angeles	Mission Hills	10630 Sepulveda Blvd, Ste 100	Mission Hills	CA	91345
Agile Occupational Medicine	Shasta	Redding	1710 Churn Creek Rd	Redding	CA	96002
Agile Occupational Medicine	Sacramento	Sacramento	3840 Watt Ave, Bldg B	Sacramento	CA	95821
Agile Occupational Medicine	Monterey	Salinas (Blanco)	951 Blanco Cir, Ste B & D	Salinas	CA	93901
Agile Occupational Medicine	Monterey	Salinas (Rossi)	2 Rossi Cir	Salinas	CA	93907
Agile Occupational Medicine	Alameda	San Leandro	13847 E 14th St, Ste 109	San Leandro	CA	94578
Agile Occupational Medicine	Santa Cruz	Santa Cruz	3601 Caldwell Dr	Soquel	CA	95073
Agile Occupational Medicine	Monterey	Soledad	2524 H Dela Rosa Sr St	Soledad	CA	93960
Agile Occupational Medicine	San Joaquin	Stockton	420 Acacia St, Ste 2	Stockton	CA	95203
Agile Occupational Medicine	Santa Cruz	Watsonville	40 Penny Ln, Ste 4	Watsonville	CA	95076
Agile Occupational Medicine	Los Angeles	Wilmington	445 E Anaheim St	Wilmington	CA	90744



**Agile Occupational Medicine – California Notice of Material Change Transaction**

<b>Information Requests</b>	
<b>1</b>	<b>General information regarding the submitter:</b>
	<p>A. Business Name.</p> <p>Agile Occupational Medicine, LLC</p>
	<p>B. Business Website.</p> <p><a href="https://agileoccmed.com/">https://agileoccmed.com/</a></p>
	<p>C. Business Mailing Address.</p> <p>3200 Bristol Street, Suite 600, Costa Mesa, CA 92626</p>
	<p>D. Description of organization, including, but not limited to, business lines or segments, ownership type (corporation, partnership, limited liability company, etc.), governance and operational structure (including ownership of or by a health care entity).</p> <p>(i) For health care providers or fully integrated delivery systems, include a summary of provider type (hospital, physician group, etc.), facilities owned or operated, service lines, number of staff, geographic service area(s), and capacity (e.g., number of licensed beds) or patients served (e.g., number of patients per county) in California in the last year.</p> <p>(ii) For health care service plans, health insurers, risk-bearing organizations, and fully integrated delivery systems, include number of enrollees per county in the last year.</p> <p>Agile Occupational Medicine, LLC (“<b>Agile</b>”) is a workplace health resource company, focusing on the evaluation and treatment of health issues which arise from work or environmental exposures. Agile is a management services organization (“<b>MSO</b>”) that provides administrative and management services to the multispecialty physician group Agile Occupational Medicine PC (“<b>PC</b>”), pursuant to a management services agreement (“<b>MSA</b>”) between Agile and the PC. The healthcare providers at Agile clinics provide work-related care in occupational medicine and specific areas of ancillary and specialty medicine focused on work-related injuries. Agile drives better outcomes for patients receiving care pursuant to workers compensation programs and other employee services by helping healthcare providers efficiently deliver patient-centered care at quality facilities. The MSO is a limited liability company.</p> <p>The PC, Agile Occupational Medicine PC, is a professional corporation owned by Dr. Minh Nguyen, a board-certified occupational medicine physician with over twenty years of experience in California occupational medicine. Dr. Nguyen is a physician leader in California who serves as the California Delegate to the American Osteopathic Association</p>

	<p>and a current board member of the California Coalition on Workers' Compensation. The PC retains control and responsibility for all aspects of the practice of medicine and delivery of medical services under its MSA with the MSO.</p> <p>Agile provides administrative and management services for 21 clinics, primarily located throughout Northern California. Please see Exhibit J for a list of Agile's facilities in California (there is a single clinic in Arizona which is not listed). Agile and its subsidiaries and affiliates employ approximately 290 to 300 employees.</p> <p>In the last year, there were approximately 166,000 patient visits at 20 California clinics (not including the clinic in Arizona), distributed as shown in Exhibit E. Approximately 70% of patient visits provide treatment for work-related injuries covered under workers' compensation. The remaining approximately 30% of patient visits are for a variety of employment-related health services, such as Department of Transportation, fire, and police physical examinations, fit-for-duty examinations, drug testing, and exposure monitoring.</p>
	<p>E. Federal Tax Identification Number and tax status as for-profit or non-profit.</p> <p>Agile Occupational Medicine, PC; for-profit; 87-2679604</p> <p>Agile Occupational Medicine, LLC (the MSO); for-profit; 86-383-6721</p>
	<p>F. List of current California health care-related licenses issued by regulatory agencies such as the Department of Managed Health Care, the Department of Insurance, and the Department of Public Health; state and local business licenses related to the provision of health care services; registration(s) with the Secretary of State held by the submitter, if any; and for any current health-care related license(s) held outside of California, identification of license type and state of issuance. For purposes of this subsection, provide the health care license type and numbers only for those facilities, services, and professions involved in the transaction. Individual professional license information is not required to be provided.</p> <p>Please refer to Exhibit H.</p>
	<p>G. Contact person, title, e-mail address, and mailing address for public inquiries.</p> <p>Fernando Rivas  Chief Financial Officer  Fernando.Rivas@agileoccmed.com</p> <p>3200 Bristol Street, Suite 600  Costa Mesa, CA 92656</p>
<p><b>2</b></p>	<p><b>List of primary languages used by submitter when providing services to the public as well as any threshold languages, as determined by the Department of Health Care Services, used when providing services to Medi-Cal beneficiaries.</b></p>

	<p>English and Spanish are the two languages spoken daily at the California clinics. Dr. Nguyen is fluent in Vietnamese and provides services in Vietnamese at the California clinics at which he practices and through telemedicine appointments. Interpreting services are available when other language skills are needed. Interpreter services for patients are scheduled through One Call and other vendors.</p>
<p><b>3</b></p>	<p><b>Identification of all other parties to the transaction and indication whether any health care entities who are parties to the transaction will be submitting a notice. For each other entity that is a party to the transaction, to the extent the submitter has access to the information, describe the following:</b></p>
	<p>A. The entity’s business (including business lines or segments);</p> <p>Please see response in 3F.</p>
	<p>B. Ownership type (corporation, partnership, limited liability company, etc.), including any affiliates, subsidiaries, or other entities that control, govern, or are financially responsible for the health care entity or that are subject to the control, governance, or financial control of the health care entity;</p> <p>Please see response in 3F.</p>
	<p>C. Governance and operational structure (including ownership of or by a health care entity);</p> <p>Please see response in 3F.</p>
	<p>D. Annual revenue for the three most recent fiscal years used in calculating revenue in accordance with section 97435(d);</p> <p>2023 - \$39,349,418  2022 - \$25,646,006  2021 - \$13,990,268</p>
	<p>E. Current county or counties of operation;</p> <p>San Diego, Imperial, Orange, Ventura, Los Angeles, Santa Barbara, San Luis Obispo, and Riverside.</p>
	<p>F. If a health care provider is party to the transaction, include a summary of provider type (hospital, physician group, etc.), facilities owned or operated, service lines, number of staff, geographic service area(s), and capacity (e.g., number of licensed beds) or patients served (e.g., number of patients per county) in California in the last year.</p>

The parties to the transaction are Agile Occupational Medicine (“Agile”) and Akeso Occupational Health (“Akeso”). See Section 1D for a description of Agile and its affiliates.

Akeso is a workplace health resource company, focusing on the evaluation and treatment of health issues which arise from work or environmental exposures and enabling injured employees to return to work as soon as possible. Kain Akeso Medical Holdings LLC is a MSO that provides administrative and management services to Coastal Occupational Medical Group d/b/a Akeso Occupational Health, a PC, pursuant to a MSA. The PC retains control and responsibility for all aspects of the practice of medicine and delivery of medical services under its MSA with the MSO. The healthcare providers at Akeso clinics provide work-related care in occupational medicine and specific areas of ancillary and specialty medicine focused on work-related injuries.

Coastal Occupational Medical Group is controlled by Dr. Eugene “Gene” Ma, Akeso’s Chief Medical Officer. Dr. Ma is Board Certified in Emergency Medicine, a Fellow of the American College of Emergency Physicians, and a Voluntary Assistant Clinical Professor of Medicine at UC San Diego. He graduated from UC San Francisco School of Medicine, completed his internship at Stanford School of Medicine, and completed his residency in Emergency Medicine at UC San Diego.

Dr. Ma has been acknowledged ten times by his peers as a “San Diego Top Doctor” in Emergency Medicine. He has served as Chairman of the Department of Emergency Medicine and Chief of Staff at Tri-City Medical Center, along with being a board member of the Tri-City Hospital Foundation for a decade. He also previously served as Executive Director of Tri-City Emergency Medical Group. Prior to joining Akeso as Chief Medical Officer, Dr. Ma was Chief Executive Officer of WorkPartners Occupational Health Specialists.

Akeso clinics offer occupational health services in 20 locations, primarily throughout Southern California. Akeso and its subsidiaries and affiliates employ approximately 350 employees in clinics and corporate office functions. Clinical staff includes nurse practitioners, physician assistants, physicians, and specialty providers such as physical therapists, acupuncturists, and others. Please see Exhibit K for a list of Akeso’s clinics.

The two main service lines at Akeso clinics are Employee Services (42% of patient visits) and Workers’ Compensation (58% of patient visits). Employee Services focuses on improving workplace health through injury prevention, ergonomic assessments, and return-to-work programs to boost employee productivity and wellness. Services include pre-employment physicals, drug testing, audio testing, respirator fit testing, and other services. Workers’ Compensation provides rehabilitation services for injured workers, helping them recover and safely return to work while coordinating with insurers and employees.

	<p>In the last year, there were approximately 291,000 patient visits at the 20 Akeso clinics, distributed as shown in Exhibit L.</p>
	<p>G. Primary and threshold languages, as determined by the Department of Health Care Services, used;</p> <p>English and Spanish are the two languages spoken daily. The transaction will enable Akeso to offer services in Vietnamese to patients.</p>
	<p>H. If a payer is a party to the transaction, include a list of all counties where coverage is sold, counties in which they are licensed to operate by the Department of Managed Health Care and/or the Department of Insurance, and the number of enrollees residing in each listed county in the year preceding the transaction; and</p> <p>N/A</p>
	<p>I. Include the business addresses, if known, of all new entities that will be formed as a result of the transaction.</p> <p>This is to be determined, but the business address of any new entities would be either the current business mailing address for Akeso (7700 Irvine Center Drive, Suite 870, Irvine, CA 92618) or the current business mailing address for Agile (3200 Bristol Street, Suite 600, Costa Mesa, CA 92626).</p>
<b>4</b>	<p><b>Proposed or anticipated date of transaction closure.</b></p> <p>The parties intend to close the transaction as soon as practicable after obtaining all necessary regulatory clearances and after all relevant closing conditions are met.</p>
<b>5</b>	<p><b>Description of transaction, which shall include the following:</b></p>
	<p>A. The goals of the transaction;</p> <p>This transaction seeks to bring together two geographically complementary providers (with minimal geographical clinic overlap) of occupational health services, enabling providers to efficiently cover employer needs and use interoperable or shared systems, share operational learnings to improve wait times, expand the services available to include additional services such as physical therapy, acupuncture, and chiropractor services, expand coverage to serve new customers, and improve the quality of service provided to patients and employers. Agile clinics are located primarily in northern California, and Akeso clinics are located exclusively in southern California. Both sets of clinics offer work-related care in their respective geographies. The combination will enable healthcare providers at the clinics to serve more patients and employers with better quality and improved customer service. This will be especially beneficial for employers in California who have operations in several major population areas (such as large retailers, transportation companies, staffing companies, and state of California employees) who would prefer to work with a clinic group</p>

	<p>that can cover most or all of their locations through a single relationship, reducing employer burdens. Agile and Akeso clinics together could provide another efficient option for employers with employees spanning northern and southern California.</p>
	<p>B. A summary of terms of the transaction;</p> <p>Pursuant to a letter of intent between Agile and Kain Akeso Medical Holdings, LLC, (the MSOs) the Agile business (conducted by Agile Occupational Medicine, LLC and its affiliates) intends to combine with the Akeso Occupational Health business (conducted by Kain Akeso Medical Holdings, LLC). The clinics that are currently operated by professional corporations affiliated with the Agile or Akeso MSOs, as applicable, will continue to be operated by the same professional corporations under a newly organized parent holding entity (the “<b>Company</b>”). The Company will own no clinical assets, but intends to enter into agreements to manage clinical assets owned by medical professionals upon mutually agreed terms.</p> <p>Immediately following the consummation of the transaction, the aggregate capital equity interests in the Company will be owned 50% by Agile’s sponsor organization, Angeles Equity Partners, LLC (“<b>AEP</b>”) or one or more of its affiliates, and 50% by Akeso’s sponsor organization, Kain Capital LLC (“<b>Kain</b>”) or one or more of its affiliates, as described in Exhibit A. The sponsor organizations, AEP and Kain, are not parties to the transaction.</p>
	<p>C. A statement of why the transaction is necessary or desirable;</p> <p>As explained in Section 9, Agile typically invests significant capital in newly opened clinics and clinics for which assets were acquired. These capital investments enable its providers to increase capacity and improve quality by updating technology, physical spaces, and services offered. This transaction will be no different. By bringing together two clinic groups with complementary geographic footprints, the combined entity will realize significant benefits (including with respect to employer needs and interoperable or shared systems) and efficiencies that enable providers to address employer and patient needs and reduce costs, improve wait times, and deliver more cost-effective and high-quality care and additional healthcare services such as physical therapy. Larger clinic groups can drive efficiencies and savings can be invested into improving existing clinics and opening new clinics that will expand access to care, especially to underserved communities, and improve customer service and other outcomes consistent with Agile’s track record. Capital investments in clinics will also enable providers to increase capacity and improve quality by updating technology, physical spaces, and services offered.</p>
	<p>D. General public impact or benefits of the transaction, including quality and equity measures and impacts;</p> <p>This merger will enable Agile and Akeso clinics to serve more patients with a focus on additional clinical quality, allowing for improved patient care and customer service. Integrated clinics will allow better continuity of care for patients that transition between different clinics and provide options for better continuity of care without geographic gaps</p>

in coverage. A large portion of the patient population served by these clinics includes migrant workers who move from farms in northern California to farms in southern California, and continuity of care for this population is a particular concern that will be better addressed by clinics as a result of this transaction. Further, scale will enable capital investments and will ensure the combined clinics have the necessary equipment and facilities to offer the services needed in the communities they serve and, in some cases, provide access to services not previously available. These communities will increasingly include agricultural communities of immigrant farmers and their families, through Agile's ongoing partnership with United Ag, which enables the Agile clinics to treat migrant workers for both work-related and non-work-related injuries and illnesses.

E. Narrative description of the expected competitive impacts of the transaction; and

This transaction will not reduce competition statewide in California or in any local geography. Instead, by combining clinics located primarily on opposite ends of the state, which are supported by MSOs that provide administrative and management services for such clinics, the transaction will provide employers the option of working with a clinic group that provides even broader geographic coverage for their employees. The transaction will also augment the breadth of healthcare provider expertise that is currently available to patients, since additional healthcare providers will be available.

The clinic locations are largely geographically complementary and serve distinct patient populations. In the two counties where there are overlapping clinics, competition for the services provided by Agile and Akeso is robust. The only counties where both Agile and Akeso clinics are located are Los Angeles and Orange. Agile has only 5 clinic locations in those two counties (Mission Hills, Glendale, Gardena, and Wilmington in Los Angeles County and Anaheim in Orange County) and Akeso has 8 clinic locations in these two counties (Commerce, La Mirada, Lakewood, Paramount, Santa Fe Springs North, and Santa Fe Springs South in Los Angeles County and Irvine and Huntington Beach in Orange County). There are many other competitors in very close proximity to each of the clinic groups' locations (including clinics operated by both Kaiser on the Job and Concentra, which are the two largest providers of occupational healthcare services in the state). The competitors that provide employee services and workers compensation related services similar to Agile and Akeso include occupational health providers, urgent care facilities, and many others.

For Agile, for example, there are at least 123 competitors within 20 miles of the Gardena clinic in Los Angeles County (some of which are located in Orange County) and at least 46 competitors are within 10 miles. Similarly, there are at least 97 competitors located within 20 miles of the Glendale clinic in Los Angeles County, and at least 41 competitors located within 10 miles; at least 68 competitors within 20 miles of the Mission Hills clinic, and at least 18 within 10 miles; at least 103 competitors within 20 miles of Agile's Anaheim clinic, and at least 31 within 10 miles; and at least 91 competitors within 20 miles of the Wilmington clinic, and at least 33 within 10 miles. A list of known competitors within 20



	<p>miles of each Agile clinic, based on publicly available information, is included at Exhibit I.</p> <p>Further, even within Los Angeles and Orange Counties, the Akeso and Agile clinics have complementary geographic locations with minimal overlap in patient populations. The closest distance between an Agile clinic and an Akeso clinic in these counties is approximately 7.9 miles. In these densely populated counties, this translates to roughly 30 minutes driving time. Most patients do not travel more than 7.5 miles (or 30 minutes in the densely populated Los Angeles and Orange Counties) to receive care for the types of conditions treated by these occupational health clinics, and there are many convenient alternatives. Agile believes that all clinics in these locations are required to adequately serve the patient population due to the driving distances and driving times between locations.</p> <p>Finally, the transaction will not reduce access to healthcare. Given the complementary clinic locations, as well as driving distances between clinics, there are no plans to close any clinics, or reduce capacity at any clinics, as a result of the transaction. All clinics serve distinct patient populations based on geographies and the MSOs plan to provide administrative and management services to each clinic to enable the clinics to serve more patients while improving quality and customer service.</p>
	<p>F. Description of any actions or activities to mitigate any potential adverse impacts of the transaction on the public.</p> <p>There are no anticipated adverse impacts of the transaction on the public. The primary change for existing clinic patients will be a transitioning of their patient histories in electronic medical records (“EMR”) that are on legacy systems or systems that will be upgraded or converted to a new EMR system. Agile has a successful track record of transitioning EMRs at existing clinics. The parties have processes to backup all claims histories in searchable formats, and processes and vendors that assist with loading histories of active patients onto new EMR systems. Extensive email and mail campaigns will clearly communicate any changes in clinic branding, contact information, and other logistical information to ensure clinic patients are aware of and can navigate such changes.</p>
<p><b>6</b></p>	<p><b>The submission date and nature of any applications, forms, notices, or other materials submitted or required regarding the proposed transaction to any other state or federal agency, such as, but not limited to, the Federal Trade Commission or the United States Department of Justice.</b></p> <p>N/A</p>
<p><b>7</b></p>	<p><b>Whether the proposed transaction has been the subject of any court proceeding and, if so, the:</b></p> <p>N/A</p>
	<p>A. Name of the court;</p>



	N/A
	B. Case number; and N/A
	C. Names of the parties N/A
<b>8</b>	<b>A description of current services provided by the health care entity and expected post-transaction impacts on health care services, which shall include, if applicable:</b>
	<p>A. Counties where services are currently performed and any post-transaction changes thereto;</p> <p>Agile clinics perform services in the counties listed in Section 1D. Following the transaction, the counties in which clinic services shall be provided will include: Los Angeles, Orange, San Diego, Santa Barbara, Imperial, San Luis Obispo, Ventura, Riverside, Alameda, Kern, Merced, Monterey, Sacramento, San Benito, San Joaquin, Santa Cruz, Shasta, and Yuma County, Arizona. There are no plans to close any clinics (or reduce staffing at any clinics), as there are no overlaps in coverage that make any locations candidates for combination.</p>
	<p>B. Levels and type of health care services currently offered, such as the full range of reproductive health care and sexual health care services, specialized services for LGBTQ+ populations, labor and delivery services, pediatric services, behavioral health services, cardiac services, and emergency services, and any post-transaction changes thereto;</p> <p>Agile clinics perform services listed in Section 1D, and there are no expected post-transaction changes thereto.</p>
	<p>C. Summary that includes the number and type of patients currently served, including, but not limited to, age, gender, race, ethnicity, preferred language spoken, disability status, and payer category, and any post-transaction changes thereto;</p> <p>In occupational medicine clinics, injured workers are treated on a walk-in basis. Patient demographics mirror employment demographics in the communities served. Approximately 40% of patients are primarily Spanish speaking.</p> <p>The patient population is working age. A small percentage of the patient population is permanently disabled as a result of workplace injuries. An estimated 30% of the patient population is on some form of short-term disability, ranging from a couple of days to several months. No further clinic-specific information is maintained regarding patients' age, gender, race, ethnicity, preferred language spoken, or payer category.</p>

	<p>No significant changes to patient populations are anticipated after the transaction.</p>
	<p>D. Current community needs assessments, charity care, and community benefit programs, and any post-transaction changes thereto; and</p> <p>Agile clinics serve employment communities in both rural and urban areas. In clinics that support agricultural communities, clinic services include those directed toward A1 visa workers, who are mostly immigrant farmers and their families, through a partnership with UnitedAg. Post-transaction, the parties anticipate that Akeso clinics that also serve immigrant workers and their families in agricultural communities will also be able to provide services to UnitedAg workers. As a result, immigrant workers in southern California where the Akeso clinics are located will have expanded access to clinic services. Akeso does not currently have a comparable partnership with UnitedAg. No further clinic-specific information about community needs assessments, charity care, community benefit programs, and any post-transaction changes thereto is available.</p>
	<p>E. Whether Medi-Cal and Medicare patients are currently accepted and any post-transaction changes thereto.</p> <p>Agile clinics do not provide group health services to Medi-Cal or Medicare patients. Agile clinic services are not intended or expected to change following the transaction.</p>
<b>9</b>	<p><b>If this transaction is a merger or acquisition, description of any other prior mergers or acquisitions that satisfy all of the following:</b></p>
	<p>A. Involved the same or related health care services;</p> <p>Please see response in 9C.</p>
	<p>B. Involved at least one of the entities, or their parents, subsidiaries, predecessors, or successors, in the proposed transaction; and</p> <p>Please see response in 9C.</p>
	<p>C. Were closed in the last ten years.</p> <p>Agile and the Agile PC have acquired the assets of or equity in clinics in the past ten years that have enabled the clinics to improve access to care and offer expanded services to areas previously underserved. From its beginning in Gardena and Wilmington, Agile has employed a consistent strategy of investing in new clinics to improve facilities, increase capacity and access to care at such clinics, and ensure that communities have access to the services needed. Emeryville Occupational Medical Center (“EOMC”) and Redding Occupational Medical Center (“ROMC”) were acquired in September 2022 (promptly updating medical equipment and offering new services like physical therapy and chiropractic), Pinnacle (as defined below) was acquired in November 2022 (promptly</p>

adding physical therapy services), Workwell (as defined below) was acquired in March 2023 (promptly modernizing the facilities and again adding a critically needed physical therapy service), Prohealth (as defined below) was the subject of an asset purchase and an equity purchase in December 2023 (promptly updated x-ray capabilities and other medical devices), and Anaheim (as defined below) was acquired in January 2023 (updating the facilities and equipment and ensuring the community would not lose access to needed services).

Most of these acquisitions involved workers compensation services. One subsidiary, Regency Surgery Center, provided specialty surgery services.

**Gardena and Wilmington:** Agile opened its doors for business in Gardena (Los Angeles County) on November 11, 2021, after securing a lease on a recently closed occupational medicine clinic. Soon after opening this clinic, Agile secured a lease on another closed clinic in Wilmington that had been vacant for over a year. Agile’s strategy from the beginning has been to deliver a higher quality of care to injured workers in California. Consistent with this strategy, Agile typically invests significant capital in clinics when they are acquired or opened. In these two clinics, Agile made significant investments to improve the facilities and add physical therapy services, triage, and high-quality X-rays. Please refer to Exhibit M for more investment information.

In addition to improving the quality of clinics and equipment, Agile also pays close attention to the community's needs. Agile’s opening coincided with the crisis at the Ports of Long Beach and Los Angeles, so it quickly invested in capabilities related to Department of Transportation physicals to meet the immediate needs of getting more truck drivers back on the road and supporting the logistics at the ports.

**EOMC and ROMC:** The assets of the medical group and clinic operations of EOMC and ROMC were acquired in September 2022. EOMC operated three occupational medical clinics in Emeryville, CA, Sacramento, CA and Santa Cruz, CA. ROMC operated one occupational medical clinic in Redding, CA, a historically underserved region. Each clinic was engaged in the business of providing quality care and professional treatment of injured workers, and other medical related services to employers (including, but not limited to, telemedicine services, pre-employment screening, drug testing, or other routine medical examinations). Agile made investments to upgrade nearly all medical devices, repair an X-ray system that had been out of use for more than a year, and make tenant improvements in Sacramento and Redding that added new services like physical therapy and chiropractic services. Please refer to Exhibit M for more investment information.

**Pinnacle:** The equity interests of Mission Center Healthcare, Pinnacle Healthcare Medical Group – Watsonville, Inc., Pinnacle Medical Group, Inc., and Pinnacle Medical Group – Arizona P.C. (collectively “**Pinnacle**”) were acquired pursuant to certain equity purchase agreements. Pinnacle operated occupational medical clinics in California and Arizona. The Arizona transaction closed on November 2, 2022, and the California transaction closed in early 2023. Agile invested to upgrade and modernize clinics in underserved areas like Hollister, Watsonville, Soledad, King City, and Los Banos. In Los Banos Agile also added

physical therapy, which was identified as a critical need for the local community, with a large population of agricultural workers. Please refer to Exhibit M for more investment information.

**WorkWell:** The assets of the medical group and clinic operations of WorkWell Medical Holdings, LLC and WorkWell Medical, PC (collectively “**WorkWell**”) were acquired pursuant to certain asset purchase agreements in March 2023. WorkWell operated four occupational medicine clinics in Salinas, CA; Watsonville, CA; San Leandro, CA; and Stockton, CA. Each clinic was engaged in the business of providing quality care and professional treatment of injured workers, and other medical related services to employers (including, but not limited to, telemedicine services, pre-employment screening, drug testing, or other routine medical examinations). In addition to these clinics, WorkWell operated a specialty rehabilitation clinic in Salinas; CA, engaged in the business of providing physical therapy, chiropractic, and acupuncture to workers’ compensation patients. Agile invested to upgrade and modernize clinics in underserved areas like Hollister, Watsonville, Soledad, King City, and Los Banos. Please refer to Exhibit M for more investment information. In Los Banos Agile also added physical therapy, which was identified as a critical need for the local community.

Following this transaction, Agile had overlapping locations in Watsonville and Salinas. The Watsonville WorkWell facility was subpar, with mold, problematic parking lot grading that caused flooding in the clinic during rains, and very dated rooms and equipment. Agile secured additional space adjacent to the Pinnacle Watsonville clinic, which allowed Agile to combine both locations in a larger, more updated space. Current capacity is equivalent to the capacity provided by the two separate locations, but the quality of services and customer experience is now far superior to what was available before the transaction.

In Salinas, Pinnacle had two clinics and WorkWell had two clinics. One clinic (Pinnacle’s clinic located at Rossi St.) was recently updated and well equipped for occupational medicine and chiropractic care. The other three clinics were not efficiently laid out, with two extremely dated and in various states of disrepair. Agile was able to locate a larger facility close to one of the locations, in which it was able to combine the operations from the three suboptimal locations. Prior to the consolidation, the three locations combined had 15 exam rooms, one built in X-ray, a physical therapy (“PT”) space, and three spaces for acupuncture and chiropractic services. In the new location, Agile increased the total available exam rooms to 20, adding two additional spaces for chiropractic and acupuncture services, maintain the same amount of PT capacity, and provide the same X-ray, triage, and lab services supported by the combined prior clinics. This new space is significantly upgraded and more efficient increasing the number of patients that can be seen daily.

The Salinas area is unique in terms of the scale of migrant workers that arrive in March and leave in November. One major employer brings over 3,000 workers in for the growing season. By increasing its size and improving efficiency, Agile can clear more pre-employment physicals in a day, getting these workers into active working roles faster. In addition, when injuries occur in this area there is a significant concern related to completing the necessary care before November. When the workers leave in November, many go back

	<p>to Mexico where there is a lack of continuity of care and potentially, a lack of healthcare. It is critical to increase the capacity of Agile’s services so that more patients can complete their care before returning to Mexico or moving to locations where winter farming occurs.</p> <p><b>Prohealth:</b> The assets and equity of Prohealth Medical Group, Inc. (“<b>Prohealth</b>”), were acquired in December 2023. Prohealth specialized in occupational medicine services and operated six clinics in the southern California area, including two clinics (Mission Hills and Glendale) located near Los Angeles, which each provided a variety of services, including quality care and treatment of injured workers, telemedicine services, pre-employment screening, and drug testing. One subsidiary, Regency Surgery Center, provided specialty surgery services. Agile invested in clinic improvements and upgrades to various systems, including X-ray upgrades and replacement and updating of medical devices. Please refer to Exhibit M for more investment information.</p> <p><b>Gateway:</b> Agile acquired the assets of the medical group and clinic operations of Gateway Medical Centers (“<b>Gateway</b>”) in January 2023. Gateway had previously been engaged in both occupational medicine and urgent care, but by the time Agile contacted Gateway it had already started the process of closing the clinic. As a result of this transaction, Agile was able to restaff the clinic and keep it operating, preventing the community from losing these services from this location. Agile further invested in this clinic to update the facility and medical equipment. Please refer to Exhibit M for more investment information.</p>
<b>10</b>	<b>Description of potential post-transaction changes to:</b>
	<p>A. Ownership, governance, or operational structure of the parties to the transaction.</p> <p>Please refer to the response provided in 5B. The Company will own no clinical assets, but intends to enter into agreements to manage clinical assets owned by medical professionals upon mutually agreed upon terms. Clinics currently operated by professional corporations affiliated with Agile or Akeso will continue to be operated by those same professional corporations. Following the transaction, the Company’s board of managers will be comprised of: three managers designated by AEP, three managers designated by Kain, the then-current CEO of the Company, and two independent managers. The clinics will have regional (north and south) medical directors who are qualified physicians. For more information, please refer to Exhibit A.</p>
	<p>B. The submitter’s employee staffing levels, job security, retraining policies, wages, benefits, working conditions, and/or employment protections.</p> <p>All clinics are expected to maintain or increase current staffing levels. Clinics are currently staffed to ensure the clinics maintain an appropriate level of care and that patients are not subject to extended wait times. Clinics will be able to meet additional, anticipated growth and capacity post-transaction through the addition of staff.</p> <p>Employees are offered a comprehensive benefits package including medical, dental, and vision benefits, and 401(k) plan participation with matching contributions.</p>

	<p>C. City or county contracts regarding the provision of health care services between the parties to the transaction and cities or counties.</p> <p>Public entities are one of Agile’s most valued constituencies. Agile is proud to support first responders by providing annual physicals to sworn officials (police, fire, and first responders) and support for school districts related to employment physicals, drug screenings, and injury-related care. Agile’s commitment to these local heroes will continue. There will be no reduction or change in services provided post-merger, and instead the goal is to expand services further.</p>
	<p>D. If a provider, comparable health care services currently offered by other health care entities within 20 miles of any location where the submitter offers health care services.</p> <p>There are many comparable health services providers located within 20 miles of Agile clinics. The list of comparable clinics/groups within 20 miles of each Agile clinic location is included as Exhibit I.</p>
<b>11</b>	<p><b>Description of the nature, scope, and dates of any material change transactions between the submitter and any other entity that are either pending or planned to occur within 12 months following the date of the notice.</b></p> <p>Please refer to Exhibit G for information on a potential transaction that may occur within 12 months following the date of this notice.</p>

<b>Document Submissions</b>	
1	<p>If the submitter has filed notice of the transaction with the Federal Trade Commission pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976 and 16 C.F.R. Parts 801-803, a copy of the Premerger Notification and Report Form and any attachments thereto.</p> <p>This transaction does not require notice pursuant to the HSR Act.</p>
2	<p>Copies of all current agreement(s) and term sheets (with accompanying appendices and exhibits) governing or related to the proposed material change (e.g., definitive agreements, affiliation agreements, stock purchase agreements).</p> <p>Please refer to Exhibit A for the current agreement between the parties related to the proposed material change. No other affiliation agreements, stock purchase agreements or other definitive agreements governing the terms of the transaction between the parties exist.</p>
3	<p>Documentation sufficient to show the valuation of transaction.</p>

	<p>Please refer to Exhibit B. This document is an internal management-prepared valuation analysis related to the businesses, tangible and intangible assets, services, and/or compensation related to the transaction. No other valuation documentation exists for this transaction.</p>
4	<p>Contact information for any individuals signing or responsible for the transaction or side or related agreements.</p> <p>Fernando Rivas Chief Financial Officer Fernando.Rivas@agileocmed.com</p> <p>3200 Bristol Street, Suite 600 Costa Mesa, CA 92656</p>
5	<p>Any pro forma post-transaction balance sheet for any surviving or successor entity.</p> <p>No such documents exist.</p>
6	<p>A current organizational chart of the organization of any entity party to the transaction, including charts of any parent and subsidiary organization(s), and proposed organizational chart(s) for the same entities after the transaction.</p> <p>Please refer to Exhibit D.</p>
7	<p>Existing documentation identifying the number of patients per county or enrollees per county in the last year.</p> <p>Please refer to Exhibit E.</p>
8	<p>Certified financial statements for the prior three years and any documentation related to the liabilities, debts, assets, balance sheets, statements of income and expenses, any accompanying footnotes, and revenue of all entities that are parties to the transaction.</p> <p>Please refer to Exhibit F.</p> <p>Financial statements from before 2023 are not available due to a change in data systems.</p>
9	<p>Articles of organization or incorporation, bylaws, partnership agreements, or other corporate governance documents of all entities that are parties to the transaction, including any proposed updates that occur as a result of the transaction.</p> <p>Please refer to Exhibit C for corporate governance documents for Agile and Agile Occupational Medicine, PC.</p>

10	<p>Any documentation related to the mitigation of any potential adverse impacts of the transaction on the public.</p> <p>No potential adverse impacts are anticipated and thus no such documentation exists.</p>
11	<p>Any analysis and/or documents supporting the submitter's responses to the narrative answers provided pursuant to the Notice.</p> <p>Documents supporting the submitter's responses to the narrative answers are included in response to the requests where applicable.</p>