

ASX RELEASE (ASX: MDR)

Completion of Sale of ANZ Business Operations to Jonas Software and CFO Changes

Transaction value estimated to be ~\$42.35 million

Melbourne, Australia, 7 July 2025 - MedAdvisor Limited (**MedAdvisor Solutions** or the **Company**), is pleased to announce the successful completion of the sale of the Company's ANZ business division and associated intellectual property to Jonas Software AUS Pty Ltd (**Jonas**) (**Transaction**) occurred after market close on 4 July 2025. A webinar will be held on 8 July 2025 at 9am AEST to discuss the completion in further detail (access details on page 4 of this announcement.)

The completion follows the Company's announcement on 2 July 2025 that it had entered into a binding share sale and purchase agreement with Jonas, pending the satisfaction of certain pre-completion conditions.

Transaction Summary

<u>Item</u>	<u>Details</u>
Headline Price	\$35.0 million
Upfront Consideration	\$27.0 million
Holdback Amount	\$8.0 million (subject to adjustments)
Earn-Out Potential	Estimated at \$7.35 million (uncapped)
Effective Completion	4 July 2025

Under the Transaction, Jonas has acquired 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 (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 under a royalty-free licence arrangement with Jonas. MedAdvisor Limited, which owns and operates MedAdvisor Solutions, will continue to be listed on the ASX.

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. The achievement of the Earn-Out will be determined on an annual basis and paid accordingly. The Earn-Out is currently estimated to recoup \$7.35M based on expected performance, which, if achieved, would result in total consideration of \$42.35M for the Transaction.

The Company has received \$27M of the Headline Price, with \$8M of the Headline Price held back and retained by Jonas, to be 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. The Holdback Amount is expected to be paid by the end of CY2025 at the latest.

The Company has discharged in full its finance facilities with Partners For Growth of US\$15.1M (approximately A\$23M.)

The Company advises that in connection with the Transaction, Mrs Ancila Desai will step down from her role of Chief Financial Officer at the conclusion of her notice period. Her final date in this role is anticipated to be 3 October 2025, unless an earlier date is determined. The

Company intends to appoint a CFO for MedAdvisor Limited based in Australia and the process is well advanced, with an appointment expected shortly.

CEO and Managing Director, Rick Ratliff commented "I would like to thank Ancila for her many contributions to MedAdvisor Solutions over the past three years. We have overseen a great deal of change together and I appreciate her support and professionalism over this period. I am also pleased that she will support a smooth transition over the coming months.

With the completion of this transaction, the MedAdvisor business in Australia now becomes a private software company under the Jonas umbrella. This transition creates an opportunity for the ANZ business to continue its strong legacy of delivering innovative digital solutions to community pharmacies.

We are now sharpening our focus on the US business. While near-term market headwinds persist, we remain confident in the strength of our platform, the depth of our client relationships, and the strategic investments positioning us for long-term growth.

This marks the completion of the first phase of our strategic review, announced on 14 November 2025. We continue to evaluate options for the US business and look forward to updating the market in due course. These activities continue to target maximising value for shareholders."

"We are incredibly excited for the opportunity to welcome MedAdvisor into the Jonas Software family," said Jeff McKee, Group CEO of Jonas Software ANZ. "MedAdvisor's commitment to the development of innovative digital solutions for community pharmacies aligns perfectly with our mission to provide market-critical software solutions. We look forward to onboarding the talented MedAdvisor team and working together to drive continued success, growth and enhanced patient outcomes."

Webinar invitation

Investors are invited to attend a live webinar, followed by a Q&A session on Tuesday, 8 July, 2025. During the session, MedAdvisor Solutions will discuss the sale of ANZ operations and provide an update on the review of strategic options process.

Webinar Registration

To attend the webinar, please pre-register via the following link:

https://us02web.zoom.us/webinar/register/WN_ODUeH6YgSjWducRkvtgVJw

Once registered, you will receive a confirmation email containing access details.

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 CAD\$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.

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

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About MedAdvisor Solutions

MedAdvisor Solutions (ASX: MDR) is a 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. For more information, please visit: medadvisorsolutions.com/investors.