

NOTICE OF MATERIAL CHANGE

Date of Notice: March 19, 2025

1. Name: Jessica Hanna

2. Federal TAX ID #

13-3757370

MA DPH Facility ID #

N/A

NPI #

1902809940

Contact Information

3. Business Address 1: 358 South Main Street

4. Business Address 2:

5. City: Burlington

State: NC

Zip Code: 27215

6. Business Website: www.labcorp.com

7. Contact First Name: Jessica

Contact Last Name: Hanna

8. Title: Counsel, Hogan Lovells US LLP

9. Contact Phone: 202 637 5787

Extension: N/A

10. Contact Email: jessica.hanna@hoganlovells.com

Description of Organization

11. Briefly describe your organization.

LCAH is a publicly traded corporation, and is a global leader of innovative and comprehensive laboratory services that provides vital information to help doctors, hospitals, pharmaceutical companies, researchers, and patients make clear and confident decisions. LCAH provides insights and accelerates innovations to improve health and improve lives through its unparalleled diagnostics and biopharma laboratory services.

Type of Material Change

12. Check the box that most accurately describes the proposed Material Change involving a Provider or Provider Organization:

- ☐ A Merger or affiliation with, or Acquisition of or by, a Carrier;
- ☐ A Merger with or Acquisition of or by a Hospital or a hospital system;
- ☒ Any other Acquisition, Merger, or affiliation (such as a Corporate Affiliation, Contracting Affiliation, or employment of Health Care Professionals) of, by, or with another Provider, Providers (such as multiple Health Care Professionals from the same Provider or Provider Organization), or Provider Organization that would result in an increase in annual Net Patient Service Revenue of the Provider or Provider Organization of ten million dollars or more, or in the Provider or Provider Organization having a near-majority of market share in a given service or region;
- ☐ Any Clinical Affiliation between two or more Providers or Provider Organizations that each had annual Net Patient Service Revenue of \$25 million or more in the preceding fiscal year; provided that this shall not include a Clinical Affiliation solely for the purpose of collaborating on clinical trials or graduate medical education programs; and
- ☐ Any formation of a partnership, joint venture, accountable care organization, parent corporation, management services organization, or other organization created for administering contracts with Carriers or third-party administrators or current or future contracting on behalf of one or more Providers or Provider Organizations.

13. What is the proposed effective date of the proposed Material Change? July 10, 2025

Material Change Narrative

14. Briefly describe the nature and objectives of the proposed Material Change, including any exchange of funds between the parties (such as any arrangement in which one party agrees to furnish the other party with a discount, rebate, or any other type of refund or remuneration in exchange for, or in any way related to, the provision of Health Care Services) and whether any changes in Health Care Services are anticipated in connection with the proposed Material Change:

In accordance with the terms of a negotiated Asset Purchase Agreement, LCAH will acquire BRL's laboratory testing businesses focused on oncology and oncology-related clinical testing services across the US, including certain customer accounts and other operating assets, in exchange for up to approximately \$225M in cash. Upon closing, BRL will continue its core clinical testing operations in the New York and New Jersey regions. As the transaction does not include any assets related to BRL's non-oncology business, the only Massachusetts-based assets being acquired are two customer accounts that generated a total of \$718,479.35 in FY 2024.

15. Briefly describe the anticipated impact of the proposed Material Change, including but not limited to any anticipated impact on reimbursement rates, care referral patterns, access to needed services, and/or quality of care:

When complete, the transaction is expected to provide patients, physicians, and customers with greater access to LCAH's comprehensive, high-quality laboratory services, scientific expertise, and expanded testing capabilities. The parties do not anticipate any other changes to reimbursement rates, care referral patterns, access to needed services, quality of care, or Health Care Services.

Development of the Material Change

16. Describe any other Material Changes you anticipate making in the next 12 months:

None.

17. Indicate the date and nature of any applications, forms, notices or other materials you have submitted regarding the proposed Material Change to any other state or federal agency:

1. A premerger notification and report form was filed with the Federal Trade Commission ("FTC") pursuant to the Hart-Scot-Rodino Act on December 13, 2024, and the waiting period expired on January 13, 2025.
2. A Material Change Transaction Notice will be filed with the California Office of Health Care Affordability no later than March 19, 2025..
3. A Notice of Material Change Transaction was submitted to the Indiana Attorney General on March 13, 2025.
4. A Material Change Notification will be filed with the Connecticut Office of the Attorney General no later than March 19, 2025.

Supplemental Materials

18. Submit the following materials, if applicable, under separate cover to HPC-Notice@mass.gov.

The Health Policy Commission shall keep confidential all nonpublic information, as requested by the parties, in accordance with M.G.L. c. 6D, § 13(c), as amended by 2013 Mass. Acts, c. 38, § 20 (July 12, 2013).

- a. Copies of all current agreement(s) (with accompanying appendices and exhibits) governing the proposed Material Change (e.g., definitive agreements, affiliation agreements);
- b. A current organizational chart of your organization; and
- c. Any analytic support for your responses to Questions 14 and 15 above.



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This signed and notarized Affidavit of Truthfulness and Proper Submission is required for a complete submission.

Affidavit of Truthfulness and Proper Submission

I, the undersigned, certify that:

1. I have read 958 CMR 7.00, Notices of Material Change and Cost and Market Impact Reviews.
2. I have read this Notice of Material Change and the information contained therein is accurate and true.
3. I have submitted the required copies of this Notice to the Health Policy Commission, the Office of the Attorney General, and the Center for Health Information and Analysis as required.

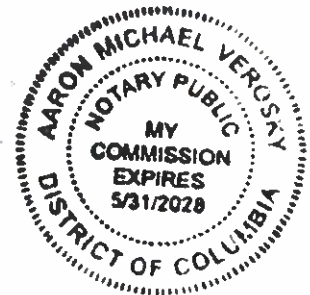
Signed on the 20th day of March, 2025, under the pains and penalties of perjury.

Signature: _____

Name: Jessica Hanna

Title: Counsel, Hogan Lovells US LLP

FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:



Notary Signature

Copies of this application have been submitted electronically as follows:

Office of the Attorney General (1)

Center for Health Information and Analysis (1)