

FORM A

**STATEMENT REGARDING THE ACQUISITION OF CONTROL OF OR
MERGER WITH A DOMESTIC INSURER**

**SAMARITAN HEALTH PLANS, INC.
(the “Domestic Insurer”)**

by

**MULTICARE HEALTH SYSTEM
(the “Applicant”)**

Filed with Department of Consumer and Business Services of the State of Oregon
(the “Insurance Department”)

Dated: January 9, 2026

Names, titles, addresses and telephone numbers of individuals to whom notices and correspondence concerning this Statement should be addressed:

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ITEM 1. DOMESTIC INSURER AND METHOD OF ACQUISITION

This Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer (this “Statement”) relates to the proposed acquisition of control by MultiCare Health System, a Washington domiciled nonprofit corporation authorized as a foreign nonprofit corporation in the State of Oregon (“Applicant” or “MultiCare”), of Samaritan Health Plans, Inc., an Oregon domiciled nonprofit corporation licensed as a health care service contractor by the Insurance Department (the “Domestic Insurer”). The Domestic Insurer is controlled by its sole member Samaritan Health Services, Inc., an Oregon nonprofit corporation (“Samaritan”).

The Domestic Insurer maintains its main administrative office and mailing address at 2300 NW Walnut Blvd., Corvallis, OR, 97330. The Domestic Insurer’s statutory home office is 3600 NW Samaritan Drive, Corvallis, OR, 97330. The NAIC Company Code of the Domestic Insurer is 12257. The current organizational chart of the Domestic Insurer and its affiliates is shown on the chart attached hereto as Exhibit 1 and is incorporated herein by reference.

MultiCare will acquire control of the Domestic Insurer through an Affiliation Agreement entered into on November 18, 2025 (“Affiliation Agreement”) between Samaritan and MultiCare (the “Affiliation”) which is essential to maintain Samaritan’s services and preserve its mission. Under this Affiliation, MultiCare will become the sole corporate member of Samaritan, while Samaritan will continue to be the member or shareholder, as applicable, of all Samaritan affiliates. Thus, at closing, MultiCare, Samaritan, and all Samaritan affiliates will come under common control. As a result of the Affiliation, MultiCare will control Samaritan by being its sole member and indirectly control the Domestic Insurer whose sole member remains Samaritan. Under the Affiliation Agreement, MultiCare and Samaritan make customary representations and warranties, and closing is subject to customary closing conditions, including the receipt of all necessary regulatory approvals. Additionally, at closing, Samaritan will establish an Enforcement Committee, whose primary responsibility will be ensuring agreed upon commitments within the Affiliation Agreement are met.

The Affiliation Agreement is attached as Exhibit 7 to this Statement and the post-closing organizational chart of MultiCare after the Affiliation is attached as Exhibit 8 to this Statement.

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT

(a) Name and Address of the Applicant. The name and business address of the Applicant seeking to acquire control of the Domestic Insurer is as follows:

MultiCare Health System
820 A Street
Tacoma, WA 98402

(b) Nature of the Applicant's Business. MultiCare is a not-for-profit health care organization with 13 hospitals and more than 28,000 team members. MultiCare's roots reach back to 1882, with the founding of its first hospital in Tacoma, Washington. More than a century later, MultiCare is still meeting the needs of patients and supporting its communities, from the Puget Sound to the Inland Northwest. MultiCare's story is one of visionary leadership and deep compassion. MultiCare has met the challenges of each age from the Great Depression to World War II to the COVID-19 pandemic with resilience, ingenuity, and teamwork.

MultiCare's foundational roots as a community hospital guide its mission to serve those in need, especially vulnerable and underserved populations. Its early operations were deeply rooted in philanthropy and volunteerism, often supported by local churches and civic groups. MultiCare's mission is "partnering for healing and a healthy future," which inspires MultiCare to form connections that help address identified community needs and improve quality of life for our patients and communities. This Affiliation will advance that mission of partnership, and MultiCare is excited to work with Samaritan to deliver a healthier future for Oregonians.

MultiCare offers a comprehensive continuum of care that spans every stage of life—from birth to end-of-life. Below is an overview of our services across the lifespan:

Birth & Early Childhood:

- *Obstetrics & Maternity Care:* Labor and delivery services, prenatal care, and postpartum support.
- *Pediatric Primary Care:* Routine checkups, immunizations, and developmental screenings.
- *Mary Bridge Children's Hospital:* Specialized pediatric care including neonatal intensive care, pediatric surgery, and emergency services.

Youth & Adolescence:

- *Behavioral Health Services:* Support for mental health, substance use, and emotional well-being.
- *School-Based Clinics:* Accessible care for students in partnership with local schools.
- *Sports Medicine & Injury Prevention:* Services for active youth and student athletes.

Adulthood:

- *Primary Care:* Preventive care, chronic disease management, and wellness visits.
- *Specialty Care:* Cardiology, oncology, orthopedics, neurology, and more.
- *Urgent & Emergency Care:* Walk-in clinics and inpatient and outpatient emergency departments.
- *Surgical Services:* Minimally invasive and traditional procedures across specialties in inpatient and ambulatory settings.
- *Women's Health:* Gynecology, breast health, fertility, and menopause care.

Older Adults & Seniors:

- *Geriatric Care:* Age-specific primary and specialty care.
- *PACE Program:* All-inclusive care for elderly individuals needing nursing-level support while living in the community.
- *Home Health Services:* Skilled nursing, therapy, and personal care at home.

End-of-Life Care:

- *Palliative Care:* Holistic support for patients with serious illnesses, focusing on comfort, symptom management, and emotional well-being.
- *Hospice Care:* Compassionate care for terminally ill patients, including pain management, spiritual support, and family counseling.
- *Advance Care Planning:* Guidance on living wills, durable power of attorney, and POLST forms.
- *Death with Dignity Act Support:* MultiCare respects patient rights under Washington's law, though life-ending medications cannot be administered on-site.

MultiCare provides these services through 13 hospitals and numerous primary, urgent, pediatric and specialty care clinics.

In support of MultiCare's mission, MultiCare's vision and strategies are centered around delivering high quality services that communities need, expanding and ensuring access to those services, now and in the future, and a shift to population-based care. Accordingly, MultiCare has developed many innovative clinics, programs, and services designed to improve access to the highest quality care for everyone in the community and support the effective management of disease and population health:

- *Off Campus Emergency Departments:* MultiCare currently operates eight off-campus emergency departments serving communities in Pierce, Thurston, King and Spokane counties in Washington. These 10-bed small emergency department platforms, licensed under MultiCare's acute care hospitals, have improved access to emergency services in Washington State. Two additional sites are currently in development.
- *MultiCare's Behavioral Health Network ("MBHN"):* MBHN offers comprehensive behavioral health services to address the mental health

challenges individuals face throughout their lifetime. Moreover, MultiCare has invested heavily in behavioral health in response to burgeoning community need. Specifically:

- In 2014, MultiCare and CHI Franciscan (now Virginia Mason Franciscan Health, part of CommonSpirit), formed a joint venture called “Alliance for South Sound Health” to build and operate the new 120-bed behavioral health hospital (“Wellfound Behavioral Health” or “Wellfound”) that addresses the critical need for mental health services in the State of Washington. Wellfound is located at the Allenmore campus.
- In May 2017, MBHN and Navos Hospital, an inpatient behavioral health facility, affiliated to create a stronger system of behavioral health services focused on healing and treating the whole person to meet their physical behavioral needs across both Pierce and King counties. This Affiliation created the largest behavioral health provider in Washington State with both outpatient and inpatient treatment facilities, including 70 licensed inpatient beds located in Burien, Washington. MultiCare and Navos are working together to integrate behavioral health, social services and medical care in settings where people already receive medical services, including primary care clinics, mobile outreach clinics, schools, offices and the home.
- In July 2018, MBHN affiliated with Greater Lakes, to further expand its behavioral health capabilities. Greater Lakes brought additional geographic coverage, as well as high-quality outpatient clinics, additional residential treatment capacity and a 16-bed Evaluation and Treatment Center. By adding Greater Lakes as an affiliate, MBHN significantly expanded its specialized forensic services, increasing its capacity to serve the behavioral health needs of the community.
- *MultiCare Medical Partners (“MMP”)*: MMP is a division of MultiCare that operates a large multi-specialty practice made up of employed physicians and advanced practice providers. MMP was initially formed in 1995 with a focus on primary care. Over the last 30 years, MMP has grown to include more than 65 medical/surgical specialties and sub-specialties. MMP currently employs approximately 632 providers, including 343 Physicians (MD, DO, DPM), 111 physician assistants, 33 certified nurse midwives, and 143 other advanced practice providers. MMP is a cornerstone of MultiCare’s efforts to become the region’s highest value system of health.
- *Physicians of Southwest Washington (“PSW”)*: PSW is MultiCare’s population health enterprise. MultiCare invested in PSW in 2018 and continues to encourage and support ownership by independent practicing physicians in this partnership. PSW was founded more than 30 years ago to support independent community physicians’ ability to provide value based

care to their patients. PSW is comprised of MultiCare employed and independent community providers that offer convenient, comprehensive care and services.

PSW is a crucial engine for MultiCare to achieve its vision to be the highest value system of health in the Pacific Northwest. PSW provides administrative management services to large clinically integrated networks that help to align physicians with the health system in a way that enhances quality and reduces the total cost of care. It also provides high-level data analytics to providers that participate with PSW to impact care coordination and care management decisions that produce better outcomes for patients. PSW provides leadership and administrative management services to providers and groups across the region, including MultiCare Connected Care Network, Signal Health, University of Washington partnership Embright, Northwest Momentum Health Partners (“NWMHP”), North Puget Sound CIN, and MultiCare Health Partners.

This high level of provider-patient engagement enables PSW to achieve superior clinical results at a lower cost, all while investing heavily in improving the patient experience. PSW serves the employer, government, and private payer market segments via a replicable model that allows MultiCare and its patients to benefit from its higher quality, lower cost model of care.

(c) Organizational Chart. Attached as Exhibit 2 is an organizational chart presenting the identities and interrelationships among the Applicant and all affiliates of the Applicant, including the percentage of voting securities of each such entity that is owned or controlled by the Applicant, the type of organization and the state or other place of domicile.

There are no court proceedings involving a reorganization or liquidation pending with respect to the Applicant or any other entity identified on Exhibit 2.

ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANT

(a) Directors and Executive Officers’ Business Addresses. A list setting forth the current directors and executive officers of the Applicant and is attached as Exhibit 3. MultiCare does not have any controlling parties. Current directors and executive officers of the Domestic Insurer will continue serving in their respective positions post-closing. A list of the directors and executive officers of the Domestic Insurer is attached as Exhibit 4.

(b) Present Principal Business Activity, Occupation or Employment. The present business address, principal business activity, occupation or employment, including positions and offices held, and the name, principal business and address of any corporation or other organization in which such employment is carried on, with respect to the directors and executive officers of the Applicant, are included in the biographical affidavits for such

persons attached hereto as Exhibit 5.¹ MultiCare has no controlling parties or holders of 10% or more of the voting securities, as a nonprofit corporation it has no securities.

(c) Material Occupations, Positions, Offices or Employment. The material occupations, positions, offices or employment during the last five years, including the starting and ending dates of each, and the name, principal business and address of any business corporation or other organization in which each such occupation, position, office or employment was carried on, with respect to the directors and executive officers of the Applicant, are included in the biographical affidavits for such persons attached hereto as Exhibit 5. Except as set forth in Exhibit 5, no such occupation, position, office or employment required licensing by or registration with any federal, state or municipal governmental agency. The current status of any such licensing or registration, and an explanation of any surrender, revocation, suspension or disciplinary proceedings in connection therewith, if any, are stated in such biographical affidavits.

(d) Criminal Proceedings. To the best knowledge, information and belief of the Applicant, no director or executive officer of the Applicant identified on Exhibit 3 has been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

(a) Nature, Source and Amount of Consideration. As part of this Affiliation, MultiCare is making a significant capital commitment to Samaritan. This commitment is designed to address Samaritan's most pressing infrastructure needs and provide the resources necessary to ensure long-term financial sustainability and growth. Samaritan has acute short- and long-term capital needs that it cannot address on its own, particularly with respect to the Domestic Insurer, InterCommunity Health Plans Inc. ("InterCommunity CCO"), and the physical plant at Good Samaritan Regional Medical Center. This Affiliation addresses these needs through a commitment to recapitalize the Domestic Insurer and InterCommunity CCO, as needed, together with an unprecedented commitment to invest at least \$700 Million in the Samaritan health system over ten years (the "Capital Commitment"). Samaritan and MultiCare will allocate this capital commitment according to a jointly developed capital plan that reflects shared priorities and community needs. These investments include:

- Renovation and expansion of Good Samaritan Regional Medical Center;
- Recruitment of physicians and advanced practice providers to improve access and expand clinical services;
- Development of new ambulatory and outpatient care locations; and

¹ The Applicant is submitting the biographical affidavits to an approved NAIC third-party background check service, which will submit the background reports directly to the Insurance Department when complete.

- Other targeted investments that address identified community health needs.

This framework ensures that every dollar of the Capital Commitment is directed toward strengthening local care delivery, improving patient experience, and supporting long-term community health. Details regarding specific projects and timelines are set forth in the Affiliation Agreement attached as Exhibit 7.

Separately, MultiCare is committing to recapitalize the Domestic Insurer and InterCommunity CCO, as needed. This recapitalization is in addition to the \$700 Million Capital Commitment. Thus, MultiCare will direct 100% of the Capital Commitment to the Samaritan health delivery system while providing the Domestic Insurer and InterCommunity CCO with capital, as needed. This will allow MultiCare to invest in the health plans independently of the health system's financial results.

The investments will come from cash on hand from the Applicant.

(b) Criteria Used in Determining Nature and Amount of Consideration.

Due to the significant financial challenges Samaritan faced in 2024, the ongoing headwinds impacting the healthcare industry, and the substantial infrastructure investments required at Good Samaritan Regional Medical Center, the Domestic Insurer and InterCommunity CCO — coupled with Samaritan's limited ability to fund or secure financing for these needs—Samaritan's Board determined that remaining independent is not a viable strategy.

Therefore, the Samaritan Board retained Juniper Advisory (“Juniper”), a national advisory firm specializing in nonprofit health care partnerships, to conduct a comprehensive, market-based process to identify and evaluate the full range of potential partners and transaction structures available to Samaritan.

After thorough evaluation of a number of interested parties in a competitive process, the Samaritan Board voted unanimously to move forward with MultiCare, whose proposal best aligned with Samaritan's mission, strategic objectives, and vision for the future.

Both Samaritan and MultiCare conducted comprehensive business, legal, operational, and cultural due diligence to ensure that the proposed Affiliation would meet the strategic, financial, and mission-driven goals of both organizations.

As part of the competitive bidding and diligence process MultiCare participated in extensive site visits and in-person meetings to understand Samaritan's history, culture, and strategic priorities. In early May 2025, Samaritan and MultiCare met to discuss key performance improvement opportunities, partnership goals, and long-term strategic compatibility. Both the Samaritan and MultiCare Boards have approved the Affiliation.

Samaritan's Site Visit Process:

Samaritan and each finalist in the competitive process visited Corvallis for a structured, one-day site visit. During these visits, Samaritan leadership presented an overview of the organization's history, operational strengths, facility and infrastructure needs, and cultural values. The finalists toured key facilities, including Good Samaritan Regional Medical Center, Pastega Regional Cancer Center, and the Samaritan Athletic Medicine Center on the Oregon State University campus.

Following the tours, each finalist joined a working lunch with the Samaritan Board, where the finalists presented their partnership vision, described their corporate histories, and shared their approaches to quality, governance, and culture. These meetings provided both finalists with a direct understanding of Samaritan's community connection and mission-driven approach to care.

Reverse Due Diligence:

In early June, Samaritan conducted reverse due diligence visits to better understand each finalist's operations and approach to partnership. The Samaritan delegation visited MultiCare's headquarters in Tacoma, Washington, and toured Good Samaritan Hospital in Puyallup, Washington, along with several ambulatory care sites. These visits included breakout sessions with MultiCare's executives, board members, and physician leaders focused on topics such as clinical integration, community-based governance, support for local markets, and alignment with Samaritan Health Plan's objectives.

An evening meeting and follow-up strategy discussions allowed the Samaritan team and MultiCare's executives to discuss the proposed capital commitment, health plan investment, and potential integration model in greater depth. The reverse due diligence process offered the Samaritan Board and leadership team confidence that MultiCare's capabilities, experience, and culture aligned with Samaritan's long-term goals.

In parallel with the partnership evaluation, Samaritan's finance team conducted a detailed assessment of Samaritan's ability to remain independent and self-sustaining.

Findings and Cultural Alignment:

These site visits and collaborative sessions confirmed that Samaritan and MultiCare share a deep alignment in mission, values, and vision. Both organizations are nonprofit, community-based systems committed to improving population health, expanding access, and advancing equitable care. Their shared emphasis on compassion, integrity, collaboration, and innovation demonstrated a strong cultural fit that supports seamless integration and a unified approach to delivering high-quality, patient-centered care.

Equally important, the process demonstrated MultiCare's commitment to co-creating the strategic future of the Affiliation with Samaritan. Both organizations share the belief that

health care is inherently local and that decision-making should remain close to the communities served.

Decision and Next Steps:

Following this six-month process of due diligence and evaluation, Samaritan's Board met on July 21, 2025, and voted to grant MultiCare exclusive negotiation rights and proceed toward a Letter of Intent. That decision was informed by the Board's determination that MultiCare could best advance Samaritan's mission and objectives compared to other alternatives, including remaining independent or pursuing separate transactions for the health plan and health system. The Letter of Intent was executed on July 30, 2025, and this filing follows from that milestone.

Given the importance of this transaction to the long-term sustainability of Samaritan Health Plan and InterCommunity CCO, the parties are eager to move quickly through the regulatory process.

Legal and Operational Due Diligence:

Samaritan's in-house counsel was actively engaged throughout this process, supported by Husch Blackwell LLP, which advised leadership and the Board on legal, governance, and regulatory matters.

MultiCare conducted a parallel due diligence review across all major operational and financial areas of Samaritan, engaging internal experts and third-party advisors to assess financial, legal, and strategic factors. External firms completed specialized assessments, including a facilities condition assessment, environmental survey, health plan operations review, and structural engineering analysis. Additionally, MultiCare retained Milliman to evaluate the financial performance and long-term outlook of the Domestic Insurer and InterCommunity CCO.

Legal due diligence was conducted by Sheppard, Mullin, Richter & Hampton LLP and Troutman Pepper Locke LLP, both of which provided guidance on potential legal and regulatory risks. Sheppard Mullin also engaged Kodiak Solutions to conduct a billing and coding review to ensure compliance with applicable standards.

(c) *Source of Loan Consideration.*

Not Applicable.

ITEM 5. FUTURE PLANS FOR INSURER

MultiCare has no present plans or proposals following the closing of the Affiliation Agreement to cause the Domestic Insurer to declare any extraordinary dividend, to liquidate the Domestic Insurer, to sell any material portion of the assets of the Domestic Insurer, to merge them with any other person or persons. From time to time following the closing of the Affiliation, the Applicant may assess the advisability of causing the Domestic Insurer to declare a dividend. Such determination and any declaration would be effected in compliance with all applicable statutory and regulatory requirements.

After the Affiliation is consummated and as part of the ongoing integration of the management and operations of the Domestic Insurer, the Applicant may choose, from time to time, to terminate existing affiliate or intercompany arrangements and enter into new affiliate or intercompany arrangements (such as federal tax sharing agreements). Any such changes to affiliate or intercompany agreements proposed to be made with respect to the Domestic Insurer following the Affiliation would be implemented subject to and after any required insurance regulatory approvals (including of the Insurance Department), as appropriate and as required by law, and would be effected in compliance with all applicable statutory and regulatory requirements.

Continued and compounding losses already forced the Domestic Insurer to terminate Medicare Advantage plans for thousands of members. These losses have also prevented Samaritan from making needed investments to improve its competitiveness and financial performance.

Ongoing operating losses make it impossible for Samaritan to offer its network providers reimbursement rates that keep pace with broader inflationary trends. This hurts providers, who struggle to recoup their costs with low Medicaid rates, and members, who often struggle to find (and maintain relationships with) network providers willing to accept Medicaid patients. It also hurts Samaritan because such rates do not allow providers to invest time and resources in care coordination, disease management, and wraparound services that our community needs. Further network contraction would limit access points for members and increase strain on remaining providers.

Ultimately, ongoing health plan financial losses could threaten the viability of hospital and medical group operations, and could force Samaritan to further reduce or divest of its health plan products. This would displace thousands of members and disrupt continuity of care with their existing providers. It also creates uncertainty for providers and patients alike, increasing administrative burden, disrupting referral patterns, and undermining integrated care delivery.

If Samaritan is forced to further scale back or exit health plan operations, it would take steps to mitigate disruption, including:

- Member Transition Support – Ensuring timely, accurate communication and robust support to help members select new coverage with minimal disruption.
- Provider Engagement – Working closely with providers to manage continuity of care for patients in active treatment, including honoring existing authorizations and supporting transitions.
- Collaboration with State and Community Partners – Coordinating with the Oregon Health Authority, CCOs, and other payers to ensure community providers continue to have payer options and that Medicaid and Medicare populations are not left without access to coverage.
- Transparency in Communications – Proactively addressing community concerns regarding governance, long-term commitment, and integration with delivery system operations to sustain trust.

However, this Affiliation is designed to prevent exactly this outcome. MultiCare is committed to Samaritan's health plan operations. As noted above, MultiCare will recapitalize the Domestic Insurer, as needed. Importantly, this recapitalization is separate from, and in addition to, the \$700 million Capital Commitment for the health system. This frees the health system to devote the Capital Commitment to the highest value investments in care delivery. It also gives the health plan the investments it needs to implement a financial stabilization plan.

MultiCare is committed to continued capital investments in the health plans for the purpose of enhancing operational capabilities that would reduce the burden for community providers to refer or directly provide medically necessary services to patients, as well as to expand capabilities and resources to providers that support quality performance and utilization.

Advanced population health models are at the core of the health plan's financial stabilization plan, and MultiCare is in a position to fast track the implementation of these models. The integrated delivery–insurance model already allows Samaritan to share data, coordinate care, and align incentives with providers in ways that improve quality and reduce cost. However, Samaritan has lacked the financial resources and expertise necessary to maximize the benefits of integration. MultiCare already built the care management and population health infrastructure necessary to manage 400,000 covered lives under risk-based contracts. This infrastructure and expertise will help Samaritan's health plans, Samaritan's hospitals and community providers by facilitating win-win-win value-based contracts that control costs, increase quality, and help make Medicaid contracts financially sustainable.

Post-closing, Samaritan's health plans will maintain a high-performing network of providers that exceeds network adequacy requirements and enables beneficiaries to access timely, high-quality care. However, the parties see opportunities to improve the network. To meet its financial and operational goals, the health plans must expand value-based contracts. This means assessing opportunities to offer additional value-based incentive

payments to community providers for achieving agreed upon performance metrics related to quality, access, member experience, operational, and financial targets.

Thus, through this Affiliation, Samaritan and MultiCare will work together to:

- Modernize plan technology and administrative platforms to improve claims processing, provider payments, and member experience.
- Strengthen relationships with network providers through more sustainable reimbursement structures and improved care coordination tools.
- Enhance population health capabilities and data analytics to support value-based payment models.
- Ensure long-term stability and continuity of coverage for the Medicaid, Medicare Advantage and commercial members served through the Domestic Insurer and InterCommunity CCO.

In short, this Affiliation provides the Domestic Insurer with the infrastructure, capital, and operational expertise necessary to sustain and grow the integrated care delivery model that is central to improving health in our communities.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED

Samaritan currently is the sole member and controls the Domestic Insurer. As discussed above, the Applicant plans to acquire control of the Domestic Insurer through an Affiliation with Samaritan. Upon and following completion of the Affiliation, the Applicant will become the sole member of and control Samaritan, and thus indirectly control all of the Domestic Insurer. Because Samaritan and the Domestic Insurer are nonprofit corporations they are nonstock corporations.

The terms and conditions of the Affiliation are set forth in the Affiliation Agreement attached as Exhibit 7 and are discussed in Items 1 and 4 above. The discussion in Item 4 relating to the criteria used in determining the nature of the Affiliation and investment by MultiCare is incorporated herein by reference as the statement of the method by which the fairness of the proposed Affiliation was derived.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

Samaritan is the sole member of the Domestic Insurer. None of the Applicant, its affiliates nor any person identified on Exhibit 3 currently has any interest in the Domestic Insurer, and except as contemplated by the Affiliation Agreement, has any right to acquire control of the Domestic Insurer.

ITEM 8. CONTRACTS, ARRANGEMENTS, OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER

Other than as contemplated by Affiliation Agreement, there are no contracts, arrangements or understandings, whether oral or written, with respect to any interest in the Domestic Insurer in which the Applicant, any affiliate of the Applicant or any person identified on Exhibit 3 is involved.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

During the past twelve calendar months preceding the filing of this Statement, none of the Applicant, its affiliates nor any person identified on Exhibit 3 has acquired any interest in the Domestic Insurer or Samaritan.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

None of the Applicant, its affiliates, any person identified on Exhibit 3, nor anyone else based upon interviews or at the suggestion of the Applicant, its affiliates or any person identified on Exhibit 3, has made any recommendations to purchase any interest of the Domestic Insurer during the twelve calendar months preceding the filing of this Statement except as contemplated in the Affiliation Agreement.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

None of the Applicant, any of its affiliates nor any person identified on Exhibit 3 has, or will have, any contract, understanding or agreement with any broker-dealers as to the solicitation of any voting security for tender issued by the Domestic Insurer.

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

(a)-(b) Financial Statements and Exhibits. The following is a list of the financial statements and exhibits filed with this Statement:

- Exhibit 1 Current organizational chart of the Domestic Insurer and its affiliates.
- Exhibit 2 Current organizational chart of the Applicant and its affiliates.
- Exhibit 3 Directors and executive officers of the Applicant.
- Exhibit 4 Post-Closing proposed directors and executive officers of the Domestic Insurer.
- Exhibit 5 NAIC Biographical Affidavits of the Applicant. (*Confidential Treatment Requested*)
- Exhibit 6 Post-Closing financial projections of the Domestic Insurer. (*Confidential Treatment Requested*)

Exhibit 7 Affiliation Agreement.

Exhibit 8 Post-Closing organizational chart of the Applicant and its affiliates.

Exhibit 9 Financial Statements of the Applicant.

Exhibit 10 Financial Statements of the Domestic Insurer.

(c) Other Information. There are no tender offers for, requests or invitations for, tenders of, exchange offers for or agreements to acquire or exchange any voting interest of the Domestic Insurer, or additional soliciting materials relating thereto, any proposed employment, consultation, advisory, managing general agent, controlling producer or management contracts concerning the Domestic Insurer entered into in connection with the Affiliation other than as disclosed herein.

**ITEM 13. AGREEMENT REQUIREMENTS FOR ENTERPRISE RISK
MANAGEMENT**

MultiCare agrees to provide, to the best of its knowledge and belief, the information required by Form F within fifteen (15) days after the end of the month in which the acquisition of control occurs.

ITEM 14. SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of ORS 732.517 to 732.592 MultiCare Health System has caused this application to be duly signed on its behalf in the City of Tacoma and State of Washington on the 9th day of January, 2026.

(SEAL)

Name of Applicant: MultiCare Health System

By: 

Name: William G. Robertson

Its: Chief Executive Officer

Attest:



By: 

Name: Kendall Miller

Its: SVP and Chief Legal Officer

CERTIFICATION

The undersigned deposes and says that the undersigned deponent has duly executed the attached application dated January 9, 2026, for and on behalf of MultiCare Health System; that the deponent is the Chief Executive Officer of such company and that the deponent is authorized to execute and file the instrument. Deponent further says that the deponent is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of the deponent's knowledge, information and belief.



William G. Robertson, Chief Executive Officer