



PROTECTING LEGACIES. MAXIMIZING VALUE.



PRIME exits[®]

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ABOUT US

Through the strategic partnership established between PRIME exits® and American Healthcare Capital, we have become the largest and most effective M&A advisory platforms in the healthcare sector, with a leading sell-through rate.

PRIME exits® represents founder-led, legacy-owned, and private equity-backed middle-market companies seeking partial or full recapitalizations across all 52 healthcare verticals.

American Healthcare Capital is the oldest, largest, and most successful M&A advisory firm dedicated to healthcare. Together, our combined platform provides access to a global network of institutional investors across three continents, supported by a physical presence in key markets.

\$7.5 B +
Exits

52
Healthcare
Verticals

3
Continents

MEET THE TEAM



Jack Eskenazi
Founder & CEO
American Healthcare Capital



Jennifer Le
President
American Healthcare Capital



Dr. Allen Nazeri DDS MBA
Founder & Managing Partner PRIME exits®
Managing & Medical Director
American Healthcare Capital
Master Certified M&A Professional

03





SELLING A COMPANY

04



01. Assessment & Valuation

The first step in selling your company is to schedule a complimentary valuation with one of our M&A professionals. During this call, we want to see if your business is ready for an exit or if should you be postponing your decision. We will discuss various exit opportunities that may exist with some of our active buyers and tactics you can implement to increase your company's valuation.



02. Engagement

If we come to an agreement with you that is time to have a partial exit or a complete exit, then during this phase, we ask you to sign our fee agreement so our team can officially begin analyzing your financials, calculating the true net income for your company and begin preparing a Blind Summary as well as the Confidential Information Memorandum (CIM).



03. Marketing

During this phase, our entire team of M&A advisors across the globe, as well as our marketing team will begin a four-step process in marketing your company confidentially, vet all buyers, and approve and reject buyers that do not meet the investment criteria.



04. Identifying the Right Match

All of our marketing efforts will lead into a series of conference calls between you and interested buyers. During these sessions, you have the opportunity to ask them questions and see if they will be a right fit with your company's culture. They will also ask you a series of questions to better evaluate the sustainability of your business model.

All of these conversations will hopefully lead to multiple offers giving you the opportunity to pick and negotiate the best deal for you and your company.



05. Getting to The Finish Line

Once you have signed an LOI with a buyer, the due diligence process begins, where the buyer will want to verify the accuracy of your company's financials. This may include the buyer hiring outside firms such as a Quality Earnings auditor and various consultants familiar with the operation of a business like yours. Once the due diligence process is complete, the buyer's law firm prepares the purchase and sell agreement to be reviewed by your legal counsel and marches forward to a closing date where the funds are disbursed according to the agreement by an escrow agent.



06. Post Closing Integration

Once the deal is closed, you will assist the buyer in post-closing integration based on previously negotiated terms and compensation. If there you are rolling equity to the new company, you continue to move the business forward leveraging the new buyer's resources.



ACQUIRE A BUSINESS

At PRIME exits® and American Healthcare Capital, through our buy-side engagement, we help buyers find the right opportunity, whether it is their first commercial venture or they are looking as an add-on to an existing portfolio of companies.

Exponentially Grow Your Business and Net Worth Through Acquisition

We begin the process by thoroughly understanding your investment criteria, long-term strategic plan, and the expected ROI. Equipped with this information, we work through our extensive network of healthcare companies and our knowledgeable team of M&A professionals across the U.S. and International markets we serve.

CAPITAL DEAL PROCESS

07

Deal Process

American Healthcare Capital is with you from the signing of our fee agreement to the final receipt of payment for the purchase of your business. We do not earn a fee until the deal closes. Our collective goal is to generate a favorable outcome for you, and we work with you closely to get there. It is a high mutual commitment. The scope of this document is to provide an overview of our services during the deal process.

Phase 1 – Valuation, Analysis, Book Composition

We assess the value of your business based on our knowledge of the market and begin developing a story to best capture the interest of buyers.

Before engaging with buyers, we will first develop a detailed, customized blind overview, followed by a comprehensive Confidential Information Memorandum (CIM) of your company. This is typically presented in the form of a professionally prepared offering book, outlining all key aspects of your business in depth. We will also prepare you thoroughly for the initial point of contact—typically a conference call—ensuring you are well-positioned to communicate your story, address key questions, and make a strong first impression before speaking with any prospective buyer.

Gathering Company Data

Valuation

Analysis

Develop Blind Summary

Book Composition

Executing a process to meet Seller's Objectives:

1. Getting a premium price for company
2. All cash at closing, lowest possible Holdback
3. Keeping Working Capital
4. High Inventory or FF&E valuation (when applicable)
5. No risk post-closing
6. Drive multiple offers...options can be very powerful

We work closely with Sellers to meet these Objectives through the entire deal process. Our vast network of Buyers and innovative marketing allows us to maintain Seller Leverage.

Inhibiting a Buyer's Advantage:

1. Lowest possible valuation
2. Earn-outs, contingent payments, seller notes
3. Ability to claw back proceeds post-closing
4. Cautious on projections
5. Worried about what they don't know

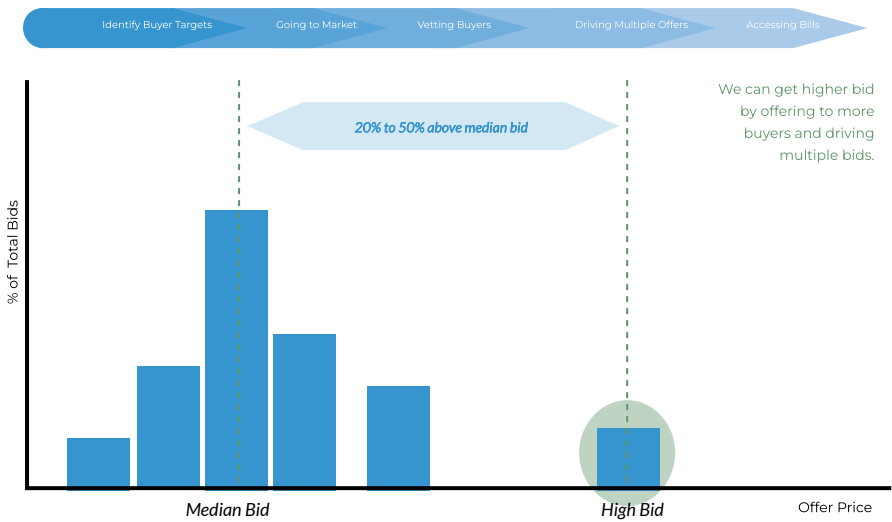
Through the creation of clear and comprehensive marketing materials, we engender Buyer trust. Buyer re-trading on price and terms is hampered by our constant interfacing with all counter-parties...moving the process in a positive direction.



Phase 2 – Going to Market

The search for the right buyer is both broad, yet targeted. We compile a current list of accredited buyers and review our vast network of those looking to acquire. We only execute NDAs with pre-qualified buyers who are both operationally and financially capable of closing the transaction and successfully operating the business.

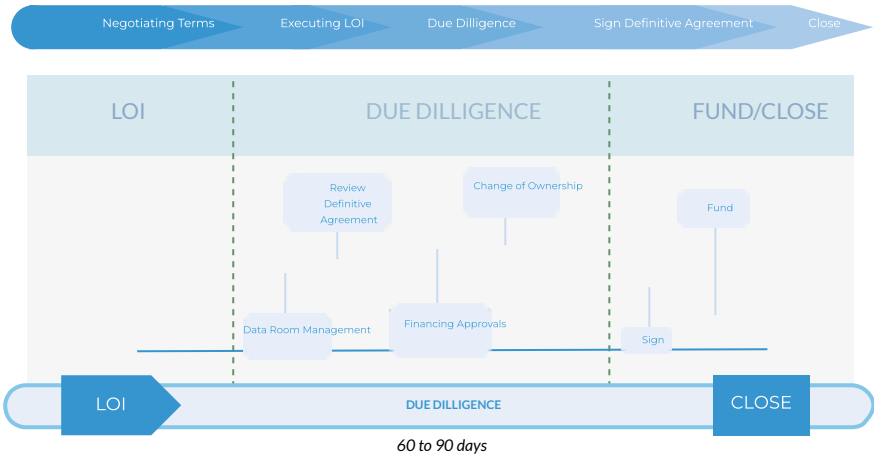
Your listing will first be presented in the form of a blind summary. This “teaser” will allow us to generate interest in the market without disclosing your identity to your personnel or direct competitors. In addition to the blind summary, we will create a detailed custom overview of your company in the form of an offering book, laying out all aspects of your business in detail. % of Total Bids



Phase 3 – Due Dilligence, Close

Our objective is to have multiple LOIs for you to choose from. Due Dilligence typically runs 60-90 days. We work tirelessly to maintain buyer and seller rapport and trust.

Encouraging pace and momentum of all parties is our responsibility. We will never push you into a deal that you don't believe is fair. If you decide to terminate the transaction, we can go back to our other LOIs or start the process over. The last phase is reviewing the definitive purchase agreement (“DPA”). We help to ensure the deal points of the LOI are outlined properly in the DPA. We will rely on your attorney for the remaining legal documentation.



Case Study: Oncology Platform MSO

09

PRIME exits® and AHC represented a multi-state-large oncology platform providing both medical and radiation therapy.

This group was founded by a partnership between two private equity firms and large academic situation.



Transaction Led by Dr. Allen Nazeri M&AMI

CLIENT

- ✚ Private Equity Owned
- ✚ 5-year old MSO Medical and Radiation Group
- ✚ Payor mix was ~80% Medicare
- ✚ Platform Revenue: \$250,000,000.00 (\$500 Million in Pipeline)
- ✚ EBITDA ~ \$22,000,000.00
- ✚ Asking ~ \$250 Million plus real estate

OBJECTIVE

- ✚ Identify a capital partner ideally with strategic holdings to scale nationally
- ✚ Sellers to sell majority control stake in her company in order to achieve her objective
- ✚ Seller open to sell real estate holdings and lease back at market appraised value

RESULT

- ✚ 15 signed NDAs from financial institutions including an Asian sovereign fund
- ✚ 2 competitive offers in the first 38 days.
- ✚ Accepted offer: 65% Cash at closing, 25% in earn out, 10% seller's note with the Seller retaining 70% of the company for further growth
- ✚ The buyer committed to additional \$150 Million for growth of future centers in the pipeline

TIME

- ✚ 14 months to close

Case Study: Group Dental Practice/DSO

10

PRIME exits and AHC represented a 10-location group dental practice in the Midwest USA

This group dental practice was founded and led by a female dentist and her husband providing urgent care and general dentistry.



Transaction Led by Dr. Allen Nazeri M&AM

CLIENT

- + 9-year old dental group practice. Locations were all set up as De novos
- + Payor mix was ~50% Medicaid, 35% PPO and 15% Cash
- + her company nationally
- + Gross Revenue ~ \$15,000,000.00 with net adjusted EBITDA ~ \$4,000,000.00
- + Asking Price: \$32 Million + an earn out

OBJECTIVE

- + Identify a strategic partner and a financial sponsor with experience to scale nationally
- + Seller to sell majority control stake in her company in order to achieve her objective
- + Buyer must understand the urgent care model and be comfortable with Medicaid

RESULT

- + Three full offer prices within 1 week and one offer exceeding full asking price by 10%
- + Advised client to negotiate consulting, employment and asset purchase agreement
- + Cash at closing with the Seller retaining significant portion of the company for further growth

TIME

- + 12 months

Case Study: Dental Platform All On X

11

PRIME exits® and AHC represented a multi-state-large dental platform focused on provided guided All On 4

This group was co- founded by a previous investors of a national brand.



Transaction Led by Dr. Allen Nazeri M&AMI

CLIENT

- ✦ Founder-Led ,modified version of Clear Choice Dental Implants
- ✦ 7-year old Marketing Dental Center
- ✦ Payor mix was ~100% Cash and Commercial Insurance
- ✦ Platform Revenue: \$65,000,000.00 and growing
- ✦ EBITDA ~ (\$8,000,000.00)

OBJECTIVE

- ✦ Identify a capital partner ideally with strategic holdings to scale nationally
- ✦ Sellers to sell majority control stake in her company in order to achieve their objective

RESULT

- ✦ 8 signed NDAs from financials institutions including an Asian sovereign fund
- ✦ 2 competitive offers in the first 63 days. Both offers rejected
- ✦ Received a credit facility for \$45 Million from a major financials institution
- ✦ The company will be on the market by Q1 of 2028 for a full exit

TIME

- ✦ 4 months to close

Case Study: Dental Laboratory w/100% Onshore Manufacturing

12

PRIME exits and AHC represented a leading dental laboratory in Northern California, USA

This mid to high fee schedule dental laboratory was focused on mid-career dentists focused on quality prosthesis.



Transaction Led by Dr. Allen Nazeri M&AM

CLIENT

- + 30-year-old dental laboratory with senior partners looking to retire
- + ~ 60 employees
- + Gross Revenue ~ \$11,000,000.00 with net adjusted EBITDA ~ \$3,000,000.00

OBJECTIVE

- + Identify a strategic partner and a financial sponsor with experience to scale nationally and to preserve the company's legacy and protect jobs
- + Seller to sell the entire company and the youngest partner to remain as the CEO of the company going forward
- + Buyer must be willing to continue onshore manufacturing for existing clients, and only outsource to offshore newer DSO accounts

RESULT

- + Two near full offer prices within two weeks of marketing
- + The senior partners entered into a consulting agreement and the youngest partner remained as the CEO with high level of compensation and benefits
- + 80% cash at closing and remaining 20% to be paid out short-term

TIME

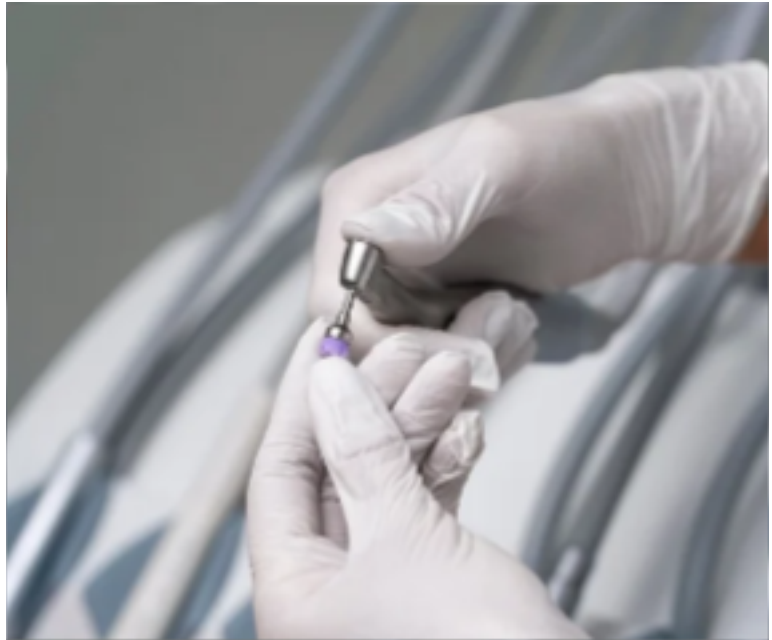
- + 8 months

Case Study: Dental Laboratory-Offshore Manufacturing

13

PRIME exits® and AHC represented a leading dental laboratory Florida

This outsource dental laboratory was focused on DSO market and those dentists looking for complete prices



Transaction Led by Dr. Allen Nazeri M&AM

CLIENT

- + 8-year-old dental laboratory where owners were looking to retire.
- + ~ 25 employees
- + Gross Revenue ~ \$6,500,000.00 with net adjusted EBITDA ~ \$1,800,000.00

OBJECTIVE

- + Identify a strategic partner that was open to the ideal of offshore manufacturing who can preserve the existing accounts, employees and the legacy built by the founders.
- + Seller to sell the company through 100% acquisition but was open to working back for the buyer in a consulting-advisory capacity for 3-5 years.

RESULT

- + After the due diligence by the buyer and quality of earnings report, the buyer agreed to pay the Seller an additional \$2,000,000.00 in earn-out over the asking price
 - + The founders negotiated a long-term consulting agreement to advise company on further growth

TIME

- + 11 months

Case Study: Diagnostic Imaging Center-Tele-radiology

14

PRIME exits® and AHC represented a leading tele-radiology platform

This tele-radiology company was focused on providing hospitals after-hours and urgent radiological services.



Transaction Led by Dr. Allen Nazeri M&AMl

CLIENT

- ✚ 3-year-old fast-growing tele-radiology company seeking a strategic partner to assist in accelerating the company's growth.
- ✚ ~ 10 employees+ 12 independent radiologists
- ✚ Gross Revenue ~ \$10,500,000.00 with net adjusted EBITDA ~ \$3,000,000.00

OBJECTIVE

- ✚ Identify a strategic partner that has the network and the financial resources to help the company to hire additional radiologists and win more hospital accounts
- ✚ The Seller was open to the idea of selling majority stake in the company, rolling equity and scaling the company

RESULT

- ✚ A strategic buyer was found with a large network of hospital and experience in medical staffing.
- ✚ The company was purchased at near full price and the seller was given an option to roll equity into the entire portfolio of the buyers/ company
- ✚ Within 30-days after closing the buyer was able to recruit 130+ radiologists and hire them

TIME

- ✚ 75 days

Case Study: Home Healthcare

15

AHC represented a leading provider of home healthcare services in the Greater Boston area.

Their professional staff provided home health, nursing, and caretaker services to seniors in the area, including its diverse ethnic communities. With four locations, they were one of the largest providers in the fragmented home healthcare marketplace in Massachusetts.



Transaction Led by Jack Eskenazi, Jennifer Le and the team

CLIENT

- ✦ 20 year old Home Healthcare Company
- ✦ Three Business lines: Home Care, Home Health, and Private Pay
- ✦ Gross Revenues exceeding \$30 Million with an EBITDA over \$4 MM

OBJECTIVE

- ✦ Seller did not want a mass marketing effort. They only wanted targeted buyers.
- ✦ Seller had specific considerations that needed to be met, including a high valuation expectation.

RESULT

- ✦ AHC analysts researched our buyer network network and derived a handful of sophisticated and capable strategic and financial buyers.
- ✦ After a long process lasting well over 6 months, the company was sold to a financial firm that owned a home health platform for a premium price.
- ✦ All Cash Offer

TIME

- ✦ 6 months

Case Study: Pharmacy

16

AHC represented a closed door specialty pharmacy in Texas serving I/DD and Medically Complex patients.

This pharmacy was family owned and operated. They had a strong team of employees and developed a strong brand throughout the state of Texas.



Transaction Led by Jack Eskenazi, Jennifer Le and the team

CLIENT

- + 16 year old Closed Door Specialty Pharmacy
- + Sole payer was Medicaid
- + Gross Annual Revenues of \$12 Million with a \$450,000 adjusted EBITDA

OBJECTIVE

- + Identify an independent strategic buyers who could do a “file buy” for these unique patients.
- + Seller wanted no involvement or financial risk post closing
- + Buyer must be experienced in servicing the various drug therapies to ensure a successful transition post closing.

RESULT

- + After a nationwide search culminating in 8 months of work, the right buyer was identified
- + Negotiated price based on a percentage of revenue plus the full cost of inventory
- + All cash offer for Fair Market Value plus a 10% earnout

TIME

- + 4 months

Case Study: Behavioural Health

17

AHC represented a company that was a leading agency for Foster Care, Respite Care, and Adoptions services for children and adults with Intellectual Developmental Disabilities in the state of Arizona.

The company had various forms of Medicaid and Tribal Community payers. They built a strong foundation and developed long standing relationships within the community they serviced.



Transaction Led by Jack Eskenazi, Jennifer Le and the team

CLIENT

- + 18 year old I/DD Services Agency
- + Multiple Locations in Arizona
- + Gross Annual Revenues of \$8 Million with an adjusted EBITDA of \$950,000

OBJECTIVE

- + Identify a strategic buyer who understood the payers and business model
- + Allow the seller to retire shortly after the deal closed

RESULT

- + Sold company to a national private provider of similar services
- + After much negotiating, the desired purchase price was achieved
- + Cash offer with a minimal holdback for reps and warranties

TIME

- + 7 months

Case Study: I/DD

18

AHC was committed to providing support to individuals with special needs in Texas.

After being an established leader and provider of care for 16 years, the owners were ready to move on to the next chapter of their life and sell their business to an organization with the resources and know-how to continue their mission. American Healthcare Capital facilitated the transaction and things could not have gone smoother.



Transaction Led by Jack Eskenazi, Jennifer Le and the team

CLIENT

- ✦ \$50 million revenue I/DD company based in Texas.
- ✦ The organization served nearly 1,500 individuals in diverse geographical settings
- ✦ The company was a premiere provider of support to individuals with special needs.

OBJECTIVE

- ✦ Find a buyer who has the capability and resources to grow the business while continuing to serve those in need.

RESULT

- ✦ AHC Successfully sold the company for \$15,000,000 to a strategic buyer in a similar business.
- ✦ The deal was executed quickly, and the buyer has been successful post acquisition.

TIME

- ✦ 6 months

Case Study:

Pediatric Medical Group

19

PRIME exits and AHC represented a 6-locations medical group in Florida

This multi-location medical group was founded by a pediatrician in Florida in 2006 providing general medical services as well as behavioral health medication management.



Transaction Led by Dr. Allen Nazeri M&AM

CLIENT

- +18-year old pediatric medical group practice
- +Payor mix was ~90% Medicaid
- + Gross Revenue ~ \$14,000,000.00 with net adjusted EBITDA ~ \$4,200,000.00
- +Asking Price: \$30,000,000

OBJECTIVE

- +Identify a strategic partner and a financial sponsor with experience to scale to other areas in the state of Florida
- + To expand the number of its location through out Florida
- +Seller to sell majority control stake in his company in order to achieve his objective
- + Buyer must understand the rural health model and has significant experience in pediatrics

RESULT

- +40 signed NDAs & Five near full offer prices within 4 weeks
- + Advised client to negotiate consulting, employment and asset purchase agreement
- + Negotiated Future Earn Outs
- +Negotiated Representation Warranty Insurance instead of reserving funds in escrow
- +Cash at closing with the Seller retaining 25% Equity in his company
- +Sold company to a large strategic player at 7.75X EBITDA multiple

TIME

- + 9 months

Case Study: Business Development

20

PRIME exits® served as the advisor to the leadership team and successfully launched company in several markets in Asia and Europe, while working with the legal counsel to navigate regulatory environments. The revenue generated in those developed markets exceeded \$150 Million in annual revenues.

PRIME exits® served as the advisor to the leadership team and successfully launched and licensed this All On 4 Company in Singapore, Thailand, Norway, Croatia resulting in over \$1.5 Million in licensing fees annually and over \$35 Million in combined revenues.

smile
DIRECT CLUB

MALOCLINIC

Business Development Advisory led by Dr. Allen Nazeri M&AMI

WHY CHOOSE US?

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Proven Expertise

With a track record of successful closings, we have the expertise and experience to guide you through every step of the buying or selling process.



Comprehensive Support

From initial screening to due diligence and closing, we provide comprehensive support to ensure a seamless and successful M&A experience.



Global Reach

With a presence in both the U.S. and international markets, we offer access to a diverse range of opportunities, allowing you to expand your investment horizons.

LET'S UNLOCK YOUR NEXT OPPORTUNITY



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