

VERITAS CAPITAL-BACKED GAINWELL COMPLETES ACQUISITION OF HMS

*Transaction Expands Gainwell's Capabilities as an Analytics-Driven Healthcare Technology Provider
Cotiviti Acquires Certain Business Lines from Gainwell, Expanding Health Plan Solutions*

Tysons, Virginia – April 1, 2021 – Gainwell Technologies (“Gainwell”), a portfolio company of Veritas Capital (“Veritas”) and a leading provider of solutions that are vital to the administration and operations of health and human services programs, today announced it has completed its previously announced acquisition of HMS Holdings Corp. (“HMS”), an industry-leading healthcare technology, analytics and engagement solutions provider.

Veritas plans to optimize the HMS solution set across Gainwell and Veritas-backed Cotiviti, Inc. (“Cotiviti”), a leading provider of data-driven healthcare solutions. As part of the transaction, Gainwell acquired HMS’ capabilities focused on the Medicaid market, including coordination of benefits (“COB”) and payment integrity solutions delivered to states, and COB solutions delivered to Medicaid managed care organizations. Cotiviti acquired from Gainwell the HMS payment integrity and population health management capabilities focused on health plan and federal markets.

This transaction expands both Gainwell’s and Cotiviti’s capabilities with unique, data-driven technology and service solutions expected to drive greater impact in the healthcare market. Clients in the markets served by Gainwell and Cotiviti will now have access to a broader range of complementary, scalable and flexible solutions, which enable them to improve health outcomes and quality while reducing waste.

“The combination of HMS and Gainwell gives states and Medicaid managed care organizations access to the broadest portfolio of offerings in the industry,” said Paul Saleh, President and Chief Executive Officer of Gainwell. “Together, we will empower clients through innovative technology and differentiated solutions to deliver great health and human services outcomes.”

Emad Rizk, M.D., President and Chief Executive Officer of Cotiviti, said, “HMS’ data sets, analytical capabilities, and industry expertise in commercial payment integrity and population health management are highly complementary to Cotiviti’s product portfolio, and we look forward to introducing new and expanded solutions to the marketplace to help our clients contain costs, eliminate waste, and speed quality improvement for the healthcare industry overall.”

“We are thrilled to welcome the HMS team to both Gainwell and Cotiviti,” said Ramzi Musallam, Chief Executive Officer and Managing Partner of Veritas, a leading investor in companies operating at the intersection of technology and government. “HMS’ differentiated capabilities across the government and commercial healthcare spectrum will enable both Gainwell and Cotiviti to become even more strategic to their customers. We look forward to both organizations’ continued growth as they deliver transformational solutions to their respective areas of the healthcare market.”

Transaction Details

Under the terms of the agreement, HMS shareholders will receive merger consideration in the amount of \$37.00 in cash for each share of HMS common stock they hold (without interest and subject to any applicable withholding taxes or other amounts required to be withheld therefrom under applicable law). Broadridge Corporate Issuer Solutions has been appointed as paying agent in connection with the merger and will be mailing a letter of transmittal to all HMS shareholders of record within two business days. The letter of transmittal will instruct shareholders on how to surrender their shares of HMS common stock in exchange for the merger consideration.

The transaction was announced on Dec. 21, 2020 and received approval from HMS shareholders on March 26, 2021. As a result of the completion of the transaction, shares of HMS common stock were removed from listing on the Nasdaq Stock Market (“Nasdaq”), with trading in HMS shares suspended prior to the opening of business today.

About Gainwell

Gainwell Technologies is the leading provider of technology solutions that are vital to the administration and operations of health and human services programs. Gainwell is a new company with more than 50 years of proven experience, a reputation for service excellence and unparalleled industry expertise. Gainwell offers clients scalable and flexible solutions for their most complex challenges. These capabilities make Gainwell a trusted partner for organizations seeking reliability, innovation and transformational outcomes. Learn more about Gainwell at www.gainwelltechnologies.com.

About Cotiviti

Cotiviti is a leading solutions and analytics company that is reshaping the economics of healthcare, helping its clients uncover new opportunities to unlock value. Cotiviti’s solutions are a critical foundation for healthcare payers in their mission to lower healthcare costs and improve quality through higher performing payment accuracy, quality improvement, risk adjustment, and network performance management programs. Cotiviti’s healthcare solutions are powered by Caspian Clarity, a proprietary data and analytics platform spanning thousands of unique member and provider data types across financial and clinical domains, representing the most comprehensive longitudinal data set in healthcare. The company also supports the retail industry with data management and recovery audit services that improve business outcomes. For more information, visit www.cotiviti.com.

About Veritas Capital

Veritas is a longstanding investor in companies operating at the intersection of technology and government. The firm invests in companies that provide critical products and services, primarily technology and technology-enabled solutions, to government and commercial customers worldwide, including those operating in the healthcare, national security, software, education, aerospace & defense, government services, communications, and energy industries. Veritas seeks to create value by strategically transforming the companies in which it invests through organic and inorganic means.

Leveraging technology to make a positive impact across vitally important areas, such as healthcare, education, and national security, is core to Veritas. We are proud stewards of national assets, helping to improve the quality of healthcare while reducing cost, advance our educational system, and protect our nation and allies. For more information, visit www.veritascapital.com.

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