



People. Passion. Purpose.

23rd Annual Needham Virtual Healthcare Conference
April 11, 2024

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Forward-Looking Statements and Other Information

This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, as amended. Words such as "anticipate," "believe," "budget," "contemplate," "continue," "could," "estimate," "expect," "indicate," "intend," "may," "might," "plan," "possibly," "potential," "predict," "probably," "project," "seek," "should," "target," or "will," or the negative or other variations thereof, and similar words or phrases or comparable terminology, are intended to identify forward-looking statements. These forward-looking statements address various matters, including the Company’s future expected growth strategy and operating performance, market trends and opportunities, the Company’s anticipated results for fiscal-year 2023, the Company’s anticipated results for fiscal year 2023the Company’s outlook as to revenue, Medical Margin, Medical Margin PMPM, at-risk Medicare Advantage membership and Adjusted EBITDA loss for the full-year 2023 and 2024, our anticipated long-term Adjusted EBITDA target, and our expectation to achieve Adjusted EBITDA profitability in 2024, all of which reflect the Company’s expectations based upon currently available information and data. Because such statements are based on expectations as to future financial and operating results and are not statements of fact, actual results may differ materially from those projected or estimated and you are cautioned not to place undue reliance on these forward-looking statements. These forward-looking statements are not guarantees of future performance, conditions, or results, and involve a number of known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside the Company's control, that could cause actual results or outcomes to differ materially from those discussed in the forward-looking statements.

Important risks and uncertainties that could cause our actual results and financial condition to differ materially from those indicated in forward-looking statements include, among others, our ability to continue as a going concern; our potential need to raise additional capital to fund our existing operations or develop and commercialize new services or expand our operations; our ability to achieve or maintain profitability; our ability to maintain compliance with our debt covenants in the future, or obtain required waivers from our lenders if future operating performance were to fall below current projections of if there are material changes to management’s assumptions, we could be required to recognize non-cash charges to operating earnings for goodwill and/or other intangible asset impairment; our ability to identify and develop successful new geographies, physician partners, payors and patients; changes in market or industry conditions, regulatory environment, competitive conditions, and receptivity to our services; our ability to fund our growth and expand our operations; changes in laws and regulations applicable to our business; our ability to maintain our relationships with health plans and other key payers; the impact of COVID-19, including the impact of new variants of the virus, or another pandemic, epidemic or outbreak of infectious disease on our business and results of operation; increased labor costs; our ability to recruit and retain qualified team members and independent physicians; and other factors discussed in

Part I, Item 1A. “Risk Factors” of the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the U.S. Securities and Exchange Commission (“SEC”) on March 31, 2024, as updated by Part II, Item 1A. “Risk Factors” in the Company’s Quarterly Report on Form 10-Q for the period ended September 30, 2023 filed with the SEC, and in the Company’s other filings with the SEC. All information in this presentation is as of the date hereof, and we undertake no duty to update or revise this information unless required by law. You are cautioned not to place undue reliance on any forward-looking statements contained in this presentation.

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Non-GAAP Metrics

In addition to the financial results prepared in accordance with U.S. Generally Accepted Accounting Principles ("GAAP"), this presentation contains certain non-GAAP financial measures as defined by the SEC rules, including Adjusted EBITDA, Adjusted EBITDA PMPM, medical margin, medical margin PMPM and adjusted operating expense PMPM. EBITDA is defined as GAAP net income (loss) before (i) interest, (ii) income taxes and (iii) depreciation and amortization. Adjusted EBITDA is defined as EBITDA, further adjusted to exclude the effect of certain supplemental adjustments, such as (i) mark-to-market warrant gain/loss, (ii) premium deficiency reserves, (iii) equity-based compensation expense and (iv) certain other items that we believe are not indicative of our core operating performances. Adjusted EBITDA PMPM is defined as Adjusted EBITDA divided by the number of Medicare Advantage members each month divided by the number of months in the period. We believe these non-GAAP financial measures provide an additional tool for investors to use in evaluating ongoing operating results and trends and in comparing our financial measures with other similar companies. Medical margin represents the amount earned from capitation revenue after medical claims expenses are deducted and medical margin PMPM is defined as medical margin divided by the number of Medicare Advantage members each month divided by the number of months in the period. Medical claims expenses represent costs incurred for medical services provided to our members. As our platform grows and matures over time, we expect medical margin to increase in absolute dollars; however, medical margin PMPM may vary as the percentage of new members brought onto our platform fluctuates. New membership added to the platform is typically dilutive to medical margin PMPM. Adjusted operating expense is defined as operating expense adjusted to exclude the effect of certain supplemental adjustments, such as (i) mark-to-market warrant gain/loss, (ii) premium deficiency reserves, (iii) equity-based compensation expense and (iv) certain other items that we believe are not indicative of our core operating performance. Adjusted operating expense PMPM is defined as adjusted operating expense divided by the number of Medicare Advantage members each month divided by the number of months in the period. We do not consider these non-GAAP measures in isolation or as an alternative to financial measures determined in accordance with GAAP. These non-GAAP financial measures are subject to inherent limitations as they reflect the exercise of judgments by management about which expense and income are excluded or included in determining these non-GAAP financial measures. In addition, other companies may calculate non-GAAP financial measures differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of our non-GAAP financial measures as tools for comparison. The tables in the Appendix to this presentation present reconciliations of Adjusted EBITDA to net income (loss), medical margin to gross profit, and adjusted operating expense to operating expense, which are the most directly comparable financial measures calculated in accordance with GAAP.

We have also provided revenue, Adjusted EBITDA, medical margin and medical margin PMPM guidance for the fiscal year ended December 31, 2023 and guidance as to our long-term Adjusted EBITDA margin target. A reconciliation of the Company's forecasted full-year 2023 and 2024 Adjusted EBITDA, medical margin and medical margin PMPM, and forecasted long-term Adjusted EBITDA margin to the most directly comparable GAAP financial measures cannot be provided without unreasonable efforts and are not provided herein because of the inherent difficulty in forecasting and quantifying certain amounts that are necessary for such reconciliations.

Industry and Market Data

Certain information contained in this presentation relates to or is based on studies, publications, surveys and other data obtained from third-party sources and the Company's own internal estimates and research. While the Company believes these third-party sources to be reliable as of the date of this presentation, it has not independently verified, and makes no representation as to the adequacy, fairness, accuracy or completeness of, any information obtained from third-party sources. In addition, all of the market data included in this presentation involves a number of assumptions and limitations, and there can be no guarantee as to the accuracy or reliability of such assumptions. Finally, while we believe our own internal estimates and research are reliable, such estimates and research have not been verified by any independent source.

Today's Participants



**Sherif Abdou, MD,
MMM, FACP, FACPE**

Chief Executive Officer

- Co-Founder & CEO, HealthCare Partners Nevada
- Co-Founder & CEO, Pinnacle Health System

32 Years of Experience



Amir Bacchus, MD, MBA

Chief Medical Officer

- Co-Founder & CMO, Healthcare Partners
- Co-Founder & CMO of Pinnacle Health System

23 Years of Experience

P3 Health Partners at a Glance

30+ Years of Experience
*working collaboratively with providers to provide **Teams, Tools, and Technology***

Geographics Markets

11 → 23 Markets
YTD '24

*Operates in 23 markets across five states in a **Capital Efficient Model***

Expansive Network

*3,000 Primary Care Providers with **98% Provider Retention***

We Create...



Full-Risk Lives Managed
~60K → ~130K*
100k patients on the platform > 1 yr.
Growing Persistent Lives

Revenue
\$452M → 1.50B*

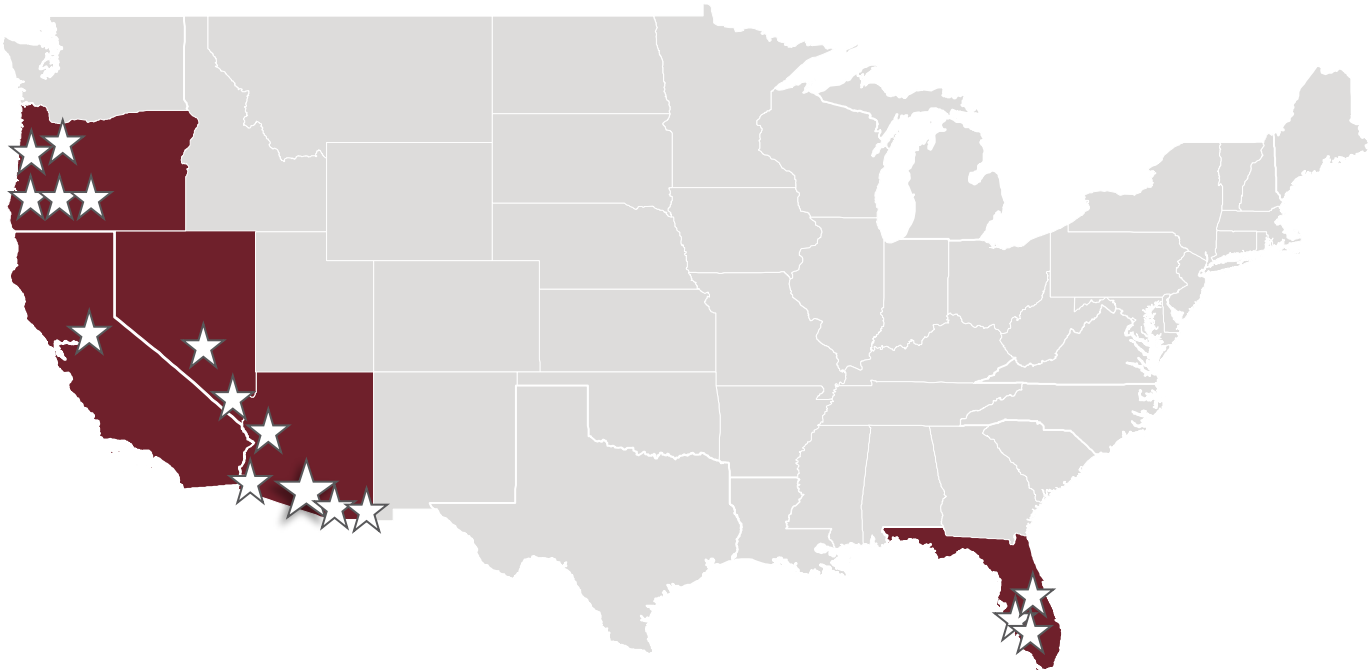
AEBITDA
\$20 → 30M*

**Midpoint '24 Guide*

P3 Health Partners: Growth Profile

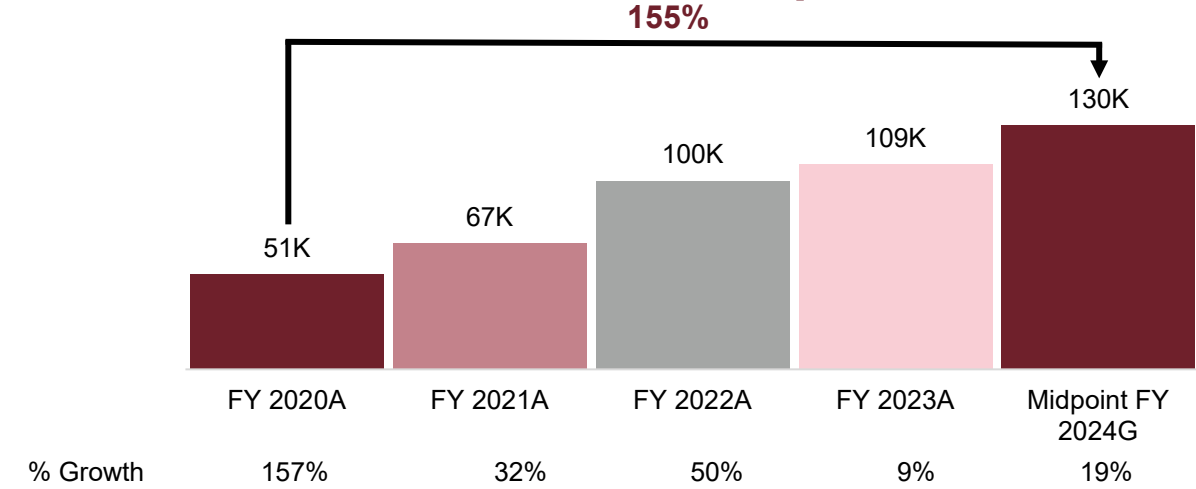
P3 Health Partners Network in 5 States and 23 Markets

Tremendous Demand for the P3 Platform

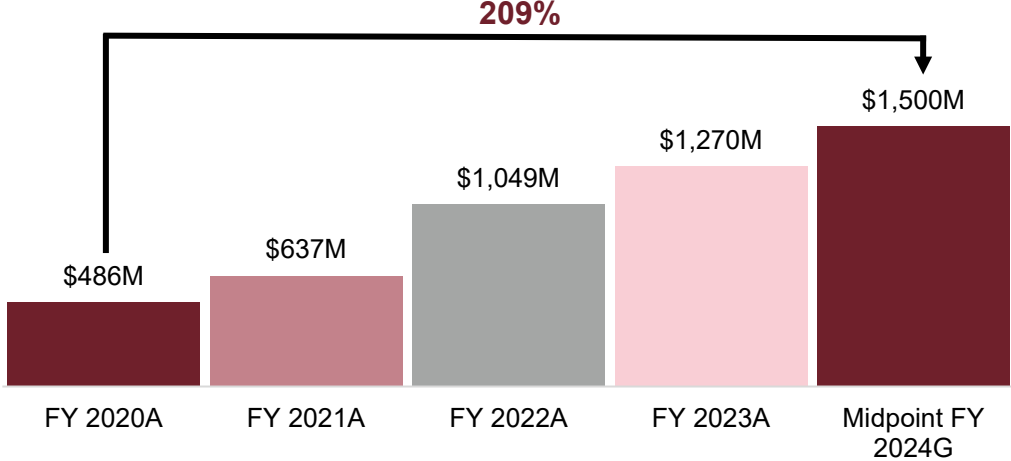


■ Current states
☆ Current counties

Membership



Revenue



The P3 Investment Thesis

The Right Space

- Rapidly growing markets with plenty of whitespace and room to grow organically

The Right Model

- Capital efficient, easy to deploy model addresses the biggest issues facing providers and patients

The Right Team

- Physician led with 30+ years of VBC experience and long-standing relationships with key payors

The Right Time

- Continued growth in Medicare Advantage and Medicare ACO Reach
- Persistent live maturation
- Clear path to profitability in 2024

The Right Investment

- Robust potential value creation for all stakeholders

P3 Health Partners: 2024 Guidance

2024 Revenue Guidance

- Expecting between \$1.45B and \$1.55B in revenue
- Corresponds to approximately 14% to 19% growth over 2023
- 125K to 135K Medicare At-Risk Lives at End of Year

2024 Medical Margin Guidance

- Medical margin guidance of \$230M to \$250M
- Medical margin PMPM of \$165 to \$175

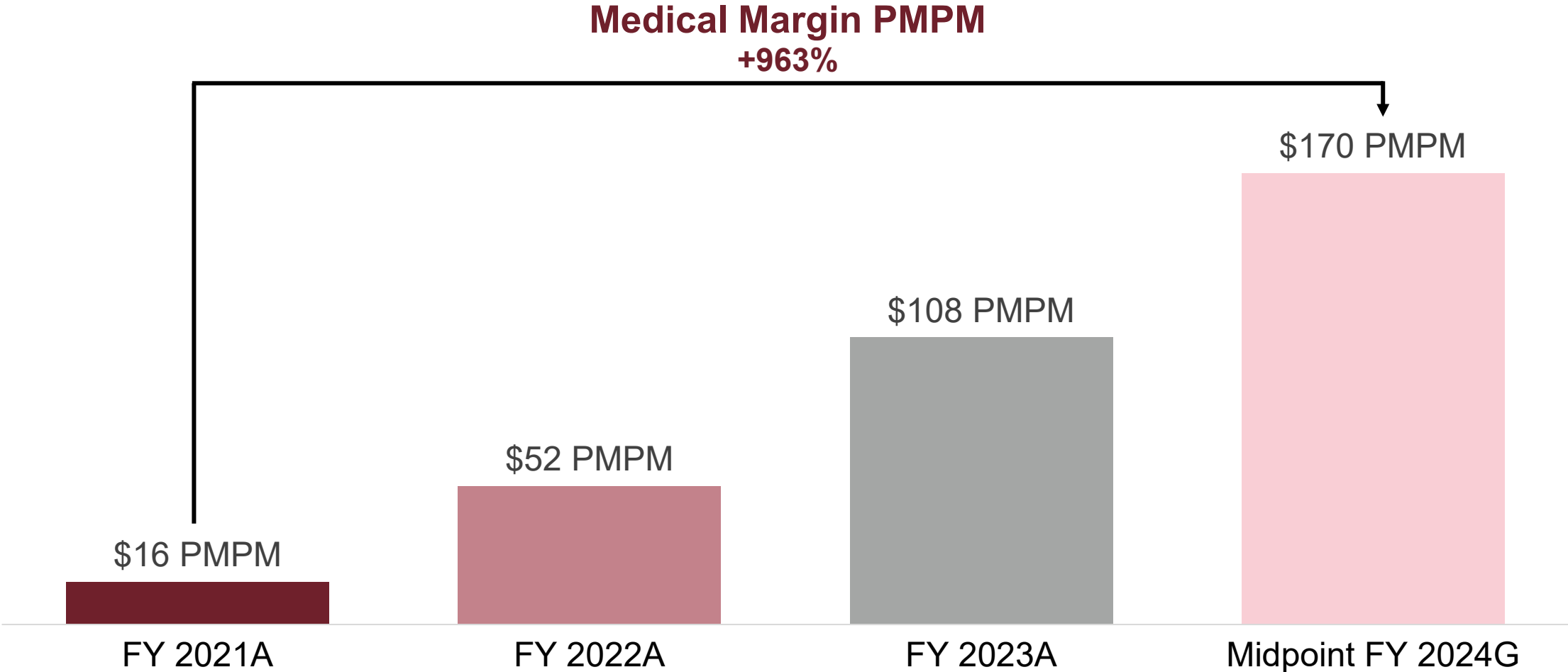
2024 EBITDA Guidance

- Expecting between \$20M to \$40M in EBITDA
- Corresponds to an increase of \$105.5M to \$125.5M over 2023
- Driven by momentum improvements in Medical Margin and strong cost management

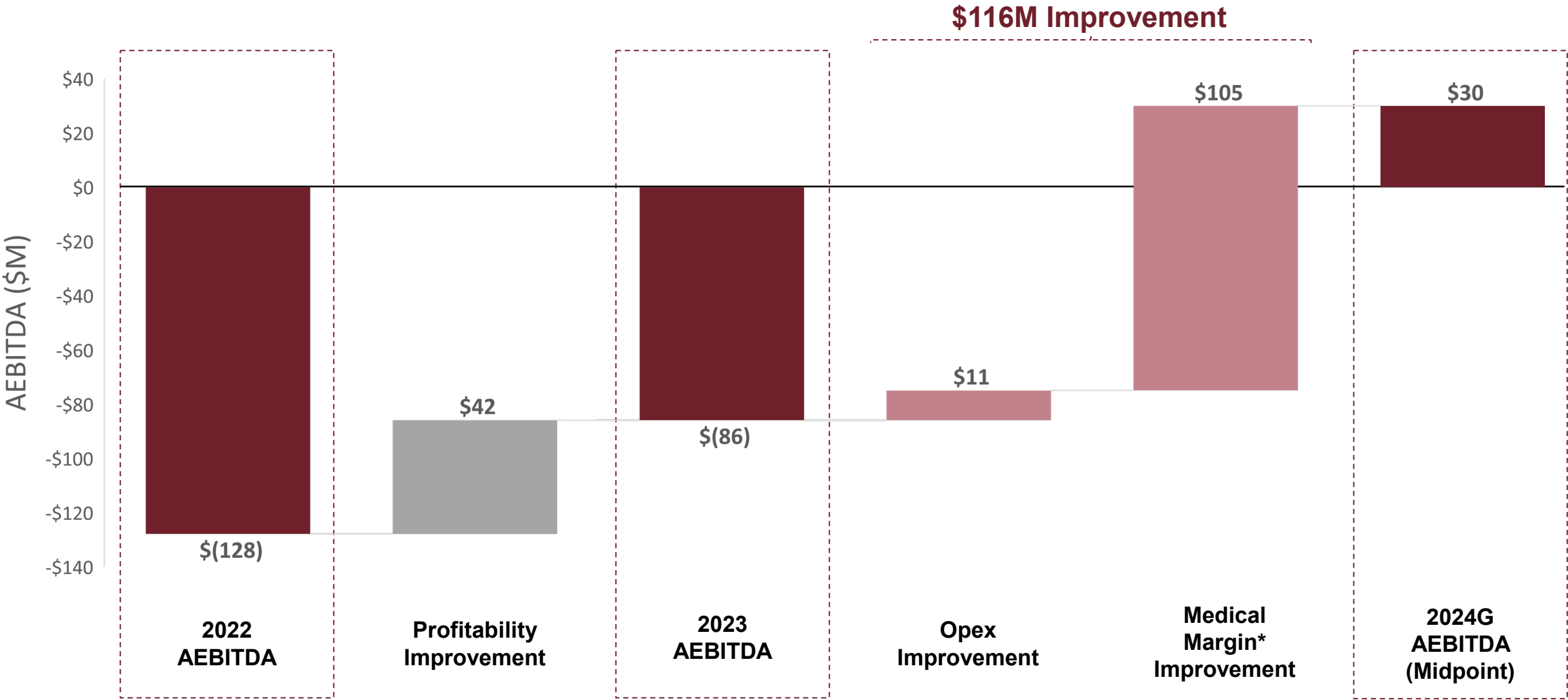
P3 Path to Profitability: Maturation of Lives Driving Medical Margin Improvement

Maturation of Lives

- 80% of P3 lives are persistent into 2024
- Medical margins for persistent lives is \$241 PMPM
- Medical costs for persistent lives decreased 2.8% year-over-year in 2023



Illustrative Bridge To Profitability in 2024 (Midpoint for 2024)



* Includes change in Medical Margin plus net changes in Other Revenues and Network Expense

Questions?

Reconciliations

RECONCILIATION OF NET LOSS TO ADJUSTED EBITDA LOSS
(in thousands, except PMPM)
(unaudited)

| | Three Months Ended December 31, | | Year Ended December 31, | |
|--|---------------------------------|--------------|-------------------------|----------------|
| | 2023 | 2022 | 2023 | 2022 |
| Net loss | \$ (69,107) | \$ (532,332) | \$ (186,426) | \$ (1,561,557) |
| Interest expense, net | 4,046 | 2,986 | 15,985 | 11,404 |
| Depreciation and amortization expense | 21,634 | 22,002 | 86,675 | 87,289 |
| Provision for income taxes | 1,767 | 1,862 | 2,695 | 1,862 |
| Mark-to-market of stock warrants | (760) | (6,479) | (433) | (9,865) |
| Premium deficiency reserve | (3,344) | (1,345) | (12,705) | (11,461) |
| Equity-based compensation | 1,720 | 2,193 | 5,979 | 19,404 |
| Transaction and other related costs ⁽¹⁾ | — | 3,094 | 70 | 14,050 |
| Other ⁽²⁾ | 2,656 | (845,448) | 2,656 | 6,008 |
| Goodwill impairment | (2,868) | 1,313,453 | — | 1,314,952 |
| Adjusted EBITDA loss | \$ (44,256) | \$ (40,014) | \$ (85,504) | \$ (127,914) |
| Adjusted EBITDA loss PMPM | \$ (138) | \$ (133) | \$ (68) | \$ (107) |

(1) Transaction and other related costs during the year ended December 31, 2023 consisted of legal fees incurred related to acquisition-related litigation and during the year ended December 31, 2022 consisted of accounting, legal, and advisory fees related to transactions that were completed, pending, or abandoned.

(2) Other during the year ended December 31, 2023 consisted of (i) interest income offset by (ii) cybersecurity incident loss, (iii) restructuring and other charges, including severance and benefits paid to employees pursuant to workforce reduction plans, (iv) the disposition of our Pahrump operations, (v) expenses for third-party consultants to assist us with the development, implementation, and documentation of new and enhanced internal controls and processes for compliance with Sarbanes-Oxley Section 404(b), (vi) a legal settlement outside of the ordinary course of business, and (vii) valuation allowance on our notes receivable. Other during the year ended December 31, 2022 consisted of (i) income related to the release of indemnity funds previously escrowed as part of an acquisition in a prior year and (ii) interest income, offset by (iii) accounting, legal, and professional services expenses incurred related to the restatement of our consolidated financial statements for the years ended December 31, 2020, 2019, and 2018 and the condensed consolidated financial statements for the quarterly periods ended March 31, 2021, June 30, 2021, September 30, 2021, March 31, 2020, June 30, 2020, and September 30, 2020, (iv) expenses for third-party consultants to assist us with the development, implementation, and documentation of new and enhanced internal controls and processes for compliance with Sarbanes-Oxley Section 404(b), and (v) severance expense.

Reconciliations

MEDICAL MARGIN (in thousands, except PMPM) (unaudited)

| | Three Months Ended December 31, | | Year Ended December 31, | |
|-------------------------------|---------------------------------|-----------|-------------------------|-------------|
| | 2023 | 2022 | 2023 | 2022 |
| Capitated revenue | \$ 342,83 | \$ 254,02 | \$ 1,252,30 | \$ 1,034,80 |
| Less: medical claims expenses | (333,761) | (247,458) | (1,117,258) | (972,725) |
| Medical margin | \$ 9,075 | \$ 6,567 | \$ 135,051 | \$ 62,075 |
| Medical margin PMPM | \$ 28 | \$ 22 | \$ 108 | \$ 52 |

RECONCILIATION OF GROSS PROFIT TO MEDICAL MARGIN (in thousands) (unaudited)

| | Three Months Ended December 31, | | Year Ended December 31, | |
|-------------------------------|---------------------------------|-------------|-------------------------|------------|
| | 2023 | 2022 | 2023 | 2022 |
| Gross profit ⁽¹⁾ | \$ (20,818) | \$ (10,965) | \$ 31,635 | \$ (7,753) |
| Other patient service revenue | (4,025) | (4,188) | (14,066) | (14,671) |
| Other medical expense | 33,918 | 21,720 | 117,482 | 84,499 |
| Medical margin | \$ 9,075 | \$ 6,567 | \$ 135,05 | \$ 62,075 |

(1) Effective for the quarter ended June 30, 2023, we modified the method by which we reconcile medical margin. Previously, we reconciled medical margin to operating loss as the most directly comparable measure calculated in accordance with GAAP. In the current period and on a go-forward basis we will reconcile to gross profit as we have determined that gross profit is the most directly comparable GAAP measure.