
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): May 25, 2021

Foresight Acquisition Corp.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40033
(Commission
file number)

85-2992794
(IRS Employer
Identification No.)

233 N. Michigan Avenue
Chicago, IL 60601
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (312) 882-8897

Not Applicable
(Former Name, or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Units, each consisting of one share of Class A Common Stock and one-third of one Warrant Class A Common Stock, par value \$0.0001 per share	FOREU	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of Class A Common Stock at an exercise price of \$11.50	FOREW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On May 25, 2021, Foresight Acquisition Corp., a Delaware corporation (“Foresight”) and P3 Health Group Holdings, LLC, a Delaware limited liability company (“P3”), jointly issued a press release announcing the execution of an agreement and plan of merger (the “Merger Agreement”) among Foresight, P3, and FAC Merger Sub LLC, a Delaware limited liability company (“NewCo”), pursuant to which, upon the satisfaction or waiver of the conditions set forth in the Merger Agreement, P3 will merge with and into NewCo, with NewCo as the surviving company. Through the foregoing merger and other related transactions, immediately after the closing, Foresight and NewCo will be organized in an “Up-C” structure in which all of the P3 operating subsidiaries will be held directly or indirectly by NewCo and Foresight will directly own approximately 30% of NewCo and will become the sole manager of NewCo. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Attached as Exhibit 99.2 to this Current Report on Form 8-K and incorporated herein by reference is the form of presentation to be used by Foresight in presentations for certain of Foresight’s stockholders and other persons regarding the proposed transactions.

The foregoing exhibits and the information set forth therein shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise be subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act.

Additional Information and Where to Find It

The proposed business combination will be submitted to stockholders of Foresight for their consideration. Foresight intends to file a proxy statement (the “Proxy Statement”) with the U.S. Securities and Exchange Commission (the “SEC”) to be distributed to Foresight’s stockholders in connection with Foresight’s solicitation for proxies for the vote by Foresight’s stockholders in connection with the proposed business combination and other matters as described in the Proxy Statement. After the definitive Proxy Statement has been filed, Foresight will mail the definitive Proxy Statement and other relevant documents to its stockholders as of the record date established for voting on the proposed business combination. Foresight’s stockholders and other interested persons are advised to read, once available, the preliminary Proxy Statement and any amendments thereto and, once available, the definitive Proxy Statement, in connection with Foresight’s solicitation of proxies for its special meeting of stockholders to be held to approve, among other things, the proposed business combination, because these documents will contain important information about Foresight, P3 and the proposed business combination. Stockholders may also obtain a copy of the preliminary or definitive Proxy Statement, once available, as well as other documents filed with the SEC regarding the proposed business combination and other documents filed with the SEC by Foresight, without charge, at the SEC’s website located at www.sec.gov or by directing a request to Gateway Investor Relations, (949) 574-3860, FORE@gatewayir.com.

No Offer or Solicitation

This Current Report on Form 8-K shall not constitute a “solicitation” as defined in Section 14 of the Exchange Act. This Current Report on Form 8-K does not constitute an offer, or a solicitation of an offer, to buy or sell any securities, investment or other specific product, or a solicitation of any vote or approval, nor shall there be any sale of securities, investment or other specific product in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Any private offering of securities in connection with the business combination (the “Securities”) will not be registered under the Securities Act, and will be offered as a private placement to a limited number of “qualified institutional buyers” (as defined in Rule 144A under the Securities Act) or institutional “accredited investors” (within the meaning of Rule 501(a) under the Securities Act). Accordingly, until registered for resale, the Securities must continue to be held until a subsequent disposition is exempt from the registration requirements of the Securities Act. Investors should consult with their counsel as to the applicable requirements for a purchaser to avail itself of any exemption from registration under the Securities Act. The transfer of the Securities may also be subject to conditions set forth in an agreement under which they are to be issued. Investors should be aware that they might be required to bear the final risk of their investment for an indefinite period of time. Neither P3 nor Foresight is making an offer of the Securities in any state or jurisdiction where the offer is not permitted.

Participants in Solicitation

Foresight, P3 and certain of their respective directors, executive officers and other members of management and employees may, under SEC rules, be deemed to be participants in the solicitations of proxies from Foresight's stockholders in connection with the proposed business combination. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of Foresight's stockholders in connection with the proposed business combination will be set forth in the Proxy Statement when it is filed with the SEC. You can find more information about Foresight's directors and executive officers in Foresight's Annual Report. Additional information regarding the participants in the proxy solicitation and a description of their direct and indirect interests will be included in the Proxy Statement when it becomes available. Stockholders, potential investors and other interested persons should read the Proxy Statement carefully when it becomes available before making any voting or investment decisions. You may obtain free copies of these documents from the sources indicated above.

Cautionary Statement Regarding Forward-Looking Statements

The information in this Current Report on Form 8-K includes "forward-looking statements" within the meaning of the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as "estimate," "plan," "project," "forecast," "intend," "will," "expect," "anticipate," "believe," "seek," "target" or other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding estimates and forecasts of financial and performance metrics and expectations and timing related to potential benefits, terms and timing of the transaction. These statements are based on various assumptions, whether or not identified in this Current Report on Form 8-K, and on the current expectations of P3 and Foresight's management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of P3 and Foresight. These forward-looking statements are subject to a number of risks and uncertainties, including changes in domestic and foreign business, market, financial, political and legal conditions; the inability of the parties to successfully or timely consummate the proposed business combination, including the risk that any required regulatory approvals are not obtained, are delayed or are subject to unanticipated conditions that could adversely affect the combined company or the expected benefits of the proposed business combination or that the approval of the stockholders of Foresight or P3 is not obtained; failure to realize the anticipated benefits of the proposed business combination; risks relating to the uncertainty of the projected financial information with respect to P3; future global, regional or local economic and market conditions; the development, effects and enforcement of laws and regulations; P3's ability to manage future growth; P3's ability to develop new products and solutions, bring them to market in a timely manner, and make enhancements to its platform; the effects of competition on P3's future business; the amount of redemption requests made by Foresight's public stockholders; the ability of Foresight or the combined company to issue equity or equity-linked securities in connection with the proposed business combination or in the future; the outcome of any potential litigation, government and regulatory proceedings, investigations and inquiries; and those factors discussed in Foresight's Annual Report on Form 10-K for the year ended December 31, 2021 and filed with the SEC on April 6, 2021 (the "Annual Report") under the heading "Risk Factors," and other documents of Foresight filed, or to be filed, with the SEC. If any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that neither P3 nor Foresight presently know or that P3 and Foresight currently believe are not material that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect P3's and Foresight's expectations, plans or forecasts of future events and views as of the date of this Current Report on Form 8-K. P3 and Foresight anticipate that subsequent events and developments will cause P3's and Foresight's assessments to change. However, while P3 and Foresight may elect to update these forward-looking statements at some point in the future, P3 and Foresight specifically disclaim any obligation to do so. These forward-looking statements should not be relied upon as representing P3's and Foresight's assessments as of any date subsequent to the date of this Current Report on Form 8-K. Accordingly, undue reliance should not be placed upon the forward-looking statements.

Item 8.01 Other Events.

The disclosure set forth above in Item 7.01 of this Current Report on Form8-K is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Joint Press Release of the Registrant and P3 Health Partners, dated May 25, 2021.](#)

99.2 [Investor Presentation.](#)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FORESIGHT ACQUISITION CORP.

Date: May 25, 2021

By: /s/ Michael Balkin

Name: Michael Balkin

Title: Chief Executive Officer



P3 Health Partners to Become Publicly Traded via Merger with Foresight Acquisition Corp.

- Transaction to Publicly List P3 Health Partners, a Patient-Centered and Physician-Led Population Health Management Company Delivering Value-Based Care—

- Estimated Post-Transaction Enterprise Value of \$2.3 Billion With Over \$180 Million in Cash to Fund Growth -

- Transaction Includes an Over \$200 Million Fully Committed Common Stock Private Investment at \$10 Per Share Including Participation From Funds and Accounts Managed by Fidelity Management & Research Company LLC and Janus Henderson Investors -

New York, NY—May 25, 2021 – P3 Health Partners (“P3”) and Foresight Acquisition Corp. (NASDAQ: FORE) (“Foresight”) have entered into a definitive agreement which would result in P3 becoming a publicly listed company.

Upon closing of the transaction, the combined entity will be renamed P3 Health Partners and is expected to remain listed on the Nasdaq Capital Market.

P3 is a patient-centered and physician-led population health management company that supports providers, physicians, and practices in their journey from traditional volume-based models to value-based systems of care and wellness. P3 believes its extensive experience managing Medicare Advantage (MA) populations in global risk arrangements drives its differentiated model, which simultaneously improves care and decreases costs. P3 is a portfolio company of Chicago Pacific Founders who provided P3’s initial and growth capital.

P3 Health Partners Investment Highlights

- **Empowering Value-Based Care:** Founded and led by physicians, P3 is a team of doctors, clinicians and support service professionals with a shared passion for delivering value-based care. P3 is dedicated to transforming healthcare for patients, providers, and payors with a proven physician-affiliated model that delivers high-quality, low-cost care to Medicare Advantage members.



- **Large Addressable Market for Medicare Advantage Patients:** Substantial market opportunity to partner with physicians & payors that serve the 60 million estimated Medicare eligible beneficiaries in P3's rapidly growing core \$300 billion Medicare Advantage Market. P3 currently operates in 11 markets across four states and expects to add three to five new markets annually to drive 35% patient growth over the long-term through a mix of payor and provider opportunities.
- **Rapidly Scalable, Capital-Light Model:** P3's capital efficient growth approach leverages the existing installed physician base across the U.S., which enables accelerated market entry while maintaining the preexisting patient and physician relationship. P3 enters markets with payor and provider partnerships to rapidly scale member growth while developing a full network of primary care, specialty, and ancillary providers.
- **Experienced Management Team:** P3 was founded and is led by one of the most experienced management teams in population health. The core management team has a 20-year track record with deep value-based care expertise and a proven ability to build and scale value-based care platforms.

"Today marks an important milestone in our mission to transform healthcare for patients, providers, and payors through value-based care," said Sherif Abdou, CEO of P3. "We have the right team and delivery model to help physicians and payors accelerate the move to value-based care within a growing market for Medicare beneficiaries. As a public company, we will continue to provide a differentiated approach to patient care for all key stakeholders while delivering proven care outcomes and enhancing patient and provider satisfaction."

Greg Wasson, Chairman of Foresight, said: "We are incredibly excited to partner with P3 and help drive the next phase of its growth. The P3 management team has deep value-based care expertise and a proven track record for addressing some of the largest challenges in healthcare today. Their innovative, patient-centered, and physician-led care model enables the delivery of high-quality care at scale while aligning physician incentives to drive improved outcomes and reduce medical costs. We look forward to partnering closely with them on this exciting next chapter as a public company."

As part of the transaction, Mark Thierer is expected to become the Chairman of the public company's board. Mr. Thierer is a recognized leader in the healthcare industry with more than 30 years of experience leading organizations to financial and operational success. He was previously Chairman and CEO of Catamaran, selling the business for \$12.8 billion to OptumRx in 2015. Mark went on to serve as CEO of OptumRx for two years post-acquisition and led the successful integration of the businesses. Mr. Thierer commented, "I'm very excited about serving as Chairman of P3 and working closely with the leadership team to build the population health market leader."

Transaction Terms

The combined company will have an estimated post-transaction enterprise value of \$2.3 billion with an estimated equity value of \$2.4 billion from the contribution of at least \$180 million in cash proceeds from the transaction. Proceeds will consist of up to \$316 million of cash held in Foresight's trust account, assuming no redemptions by Foresight's public stockholders, and an additional fully committed private investment of over \$200 million at \$10.00 per share, including participation from funds and accounts managed by Fidelity Management & Research Company LLC and Janus Henderson Investors.



The net proceeds raised from the transaction will be used to support P3's working capital and accelerate the national expansion of its proven platform.

The transaction is expected to result in P3's existing members owning approximately 75% of the equity of the combined company. The business combination has been approved by the boards of directors of both P3 and Foresight and is expected to close in the second half of 2021, subject to regulatory and stockholder approvals, and other customary closing conditions.

For a summary of the material terms of the transaction, as well as a supplemental investor presentation, please see the Current Report on Form 8-K to be filed with the U.S. Securities and Exchange Commission ("SEC"). Additional information about the proposed transaction will be described in Foresight's proxy statement relating to the merger, which it will file with the SEC.

Advisors

J.P. Morgan Securities LLC acted as exclusive financial advisor to P3. Latham & Watkins LLP acted as legal advisor to P3. Greenberg Traurig, LLP acted as legal advisor to Foresight. Cowen and William Blair served as financial advisors to Foresight. J.P. Morgan Securities LLC, Cowen and William Blair acted as co-placement agents on the PIPE. Mayer Brown acted as placement agent counsel.

Conference Call & Webcast Information

Foresight and P3 management will host a conference call and webcast to discuss the proposed transaction today, May 25, 2021, at 5:00 p.m. Eastern time.

The webcast will be available [here](#) and can also be accessed on P3's website at p3hp.org or Foresight's website at foresightacq.com.

For those who wish to participate by telephone, please dial (855)940-5316 (U.S.) or (929) 517-0420 (International) and reference conference ID 6033166.

Please call the conference telephone number 5-10 minutes prior to the start time. An operator will register your name and organization. If you have any difficulty connecting with the conference call, please contact Gateway Investor Relations at (949) 574-3860.

The conference call will be broadcast live and available for replay here and via Foresight's website at foresightacq.com.

A telephonic replay of the conference call will be available after 8:00 p.m. Eastern time today through May 31, 2021 by dialing (855)59-2056 (U.S.) or (404) 537-3406 (International) and referencing conference ID 6033166.

About P3 Health Partners

P3 is a patient-centered and physician-led population health management company. Founded and led by physicians, P3 is a team of doctors, clinicians and support service professionals with a shared passion for delivering value-based care. We leverage our deeply-integrated and capital efficient care model, data and technology, physician leadership and community outreach tools to create enhanced patient outcomes and experiences, greater satisfaction for providers and caregivers and lower care costs. For more information, visit p3hp.org.



About Foresight Acquisition Corp.

Foresight is a special purpose acquisition company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. For more information, visit foresightacq.com.

About Chicago Pacific Founders

Based in Chicago and San Francisco, Chicago Pacific Founders ("CPF") is a leading strategic private equity firm focused on investing in growth companies within value-based care innovation, healthcare services, and caring for aging populations. CPF believes that the most significant societal impact and investment returns from healthcare for the next decade will be generated by investment in delivery model innovation. CPF's leadership team is made up of former healthcare CEOs, senior executives, and investment professionals with a passion and track record of building healthcare businesses. For more information, please visit www.cpfounders.com.

Forward-Looking Statements

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and regulatory proceedings, investigations and inquiries; and those factors discussed in Foresight's Annual Report on Form 10-K for the year ended December 31, 2021 and filed with the SEC on April 6, 2021 (the "Annual Report") under the heading "Risk Factors," and other documents of Foresight filed, or to be filed, with the SEC. If any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that neither P3 nor Foresight presently know or that P3 and Foresight currently believe are not material that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect P3's and Foresight's expectations, plans or forecasts of future events and views as of the date of this press release. P3 and Foresight anticipate that subsequent events and developments will cause P3's and Foresight's assessments to change. However, while P3 and Foresight may elect to update these forward-looking statements at some point in the future, P3 and Foresight specifically disclaim any obligation to do so. These forward-looking statements should not be relied upon as representing P3's and Foresight's assessments as of any date subsequent to the date of this press release. Accordingly, undue reliance should not be placed upon the forward-looking statements.

Additional Information About the Proposed Business Combination and Where to Find It

The proposed business combination will be submitted to stockholders of Foresight for their consideration. Foresight intends to file a proxy statement (the "Proxy Statement") with the SEC to be distributed to Foresight's stockholders in connection with Foresight's solicitation for proxies for the vote by Foresight's stockholders in connection with the proposed business combination and other matters as described in the Proxy Statement. After the definitive Proxy Statement has been filed, Foresight will mail the definitive Proxy Statement and other relevant documents to its stockholders as of the record date established for voting on the proposed business combination. Foresight's stockholders and other interested persons are advised to read, once available, the preliminary Proxy Statement and any amendments thereto and, once available, the definitive Proxy Statement, in connection with Foresight's solicitation of proxies for its special meeting of stockholders to be held to approve, among other things, the proposed business combination, because these documents will contain important information about Foresight, P3 and the proposed business combination. Stockholders may also obtain a copy of the preliminary or definitive Proxy Statement, once available, as well as other documents filed with the SEC regarding the proposed business combination and other documents filed with the SEC by Foresight, without charge, at the SEC's website located at www.sec.gov or by directing a request to Gateway Investor Relations, (949) 574-3860, FORE@gatewayvir.com.

Participants in the Solicitation

Foresight, P3 and certain of their respective directors, executive officers and other members of management and employees may, under SEC rules, be deemed to be participants in the solicitations of proxies from Foresight's stockholders in connection with the proposed business combination. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of Foresight's stockholders in connection with the proposed business combination will be set forth in Foresight's proxy statement when it is filed with the SEC. You can find more information about Foresight's directors and executive officers in Foresight's Annual Report. Additional information regarding the participants in the proxy solicitation and a description of their direct and indirect interests will be included in the proxy statement when it becomes available. Stockholders, potential investors and other interested persons should read the proxy statement carefully when it becomes available before making any voting or investment decisions. You may obtain free copies of these documents from the sources indicated above.



Contacts

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FORE@gatewayir.com

P3 Investor Presentation

May 2021



Who: People with **P**assion and **P**urpose
What: Dedicated to Transforming Healthcare for **P**atients, **P**roviders, and **P**ayers
How: **P**atient-Centric, **P**hysician-Led, and **P**opulation Health Management Focused

Foresight Acquisition Corp. Is Led By A World Class Management Team With Deep Operational And Investing Expertise



Greg Wasson
Chairman of the Board



- Currently serves as President and Founder of his family office, Wasson Enterprise
- Former CEO and President of Walgreens from 2009 to 2014. Served Walgreens for 34 years, creating significant financial and shareholder value by initiating transformative mergers and investments, leading organizational change, assembling diverse leadership and establishing the company's position as an industry leader
- Invested and nurtured a portfolio of investments by adding value through his ability to catalyze relationships for businesses, channel partners, key hires, and strategic investors to build sustainable, high-growth businesses that do well by doing good
- Recognized throughout the drugstore and healthcare industry for transformational leadership, innovation, bold business decisions, and executing on strategic long-term visions



Michael Balkin
Chief Executive Officer and Director



- Former Partner and Co-Manager of the William Blair Small Institutional portfolio and Small Cap Growth Fund
- Over 30 years of experience working with public companies in the small cap space
- Currently the Chairman of the Board of Performance Health Systems
- Former Partner at Magnetar Capital, LLC, a multi-strategy hedge fund
- Co-founded Cityview Associates, a real estate investment firm



Mark Thierer
Advisor



- Lifelong leader in the healthcare space and known for his ability to transform companies and achieve financial and operational success
- Transformed a small pharmacy benefit management company (PBM) called SXC Health Solutions into one of America's biggest and fastest growing players – then facilitated its \$12.8 billion sale to Optum
- Former CEO of OptumRx from 2015 to 2017
- Former CEO and Chairman of Catamaran from 2006 to 2015



Kermit Crawford
Advisor



- A pharmacy, health and wellness expert who has led transformational change and cost-saving programs in highly competitive consumer-focused businesses
- Previously served as an Operating Partner, Advisor and Consultant for Sycamore Partners, specializing in retail and consumer investments
- Former President and COO of Rite Aid Pharmacy

Deep experience in both private and public markets across the entirety of the capital structure

Long-term focus on sustainable growth and development with the ability to add value

Aligned interest across SPAC, Wasson Enterprise and investors

P3 Health Partners: Nationally Scalable, Capital Efficient, Physician-Led Partnership Model

<p>Population Health Deeply Experienced Team Improved Speed to Scale</p>	<ul style="list-style-type: none"> ➤ Led by one of the most experienced management teams in population health ➤ Leverage experience and learnings from HealthCare Partners to improve speed and scale to market ➤ Core care management model based on 20+ year experience in medical cost management 	<p>20+ Year Track Record HealthCare Partners Experience</p>
<p>Rapidly Scalable Model Addresses A Major Issue</p>	<ul style="list-style-type: none"> ➤ Physician-led organization helps drive local market PCP affiliate partnerships ➤ Low barriers to adoption: Strong demand from health insurers to capitate risk for Medicare Advantage lives ➤ Leverages existing installed physician base across U.S. enabling accelerated market entry ➤ Addresses scalability issue of previous models that attempted to scale, but failed 	<p>\$0 To \$600mm¹+ Revenue In 4 Years</p>
<p>Partner vs Build Model Capital Efficient Growth</p>	<ul style="list-style-type: none"> ➤ Partner with existing physician base (affiliate model) versus building new (employed / clinic model) ➤ Built-in patient panel day 1 vs lag in building ➤ Capital efficient market entry – not acquiring doctor groups and no deep and lengthy J curve to maturity ➤ Expected near-term path to profitability 	<p>High ROI Model Limited Capital Investment & Cash Burn vs Other Models</p>
<p>Payor + Provider Market Entry Strategy Drives Organic Growth</p>	<ul style="list-style-type: none"> ➤ Rapid full provider network build in local markets to enhance speed of scale ➤ Enters market with payor partnerships to accelerate member growth, attribution and fully delegated risk ➤ Partners with local providers vs displacing, maintaining the patient and physician relationship ➤ Develops full network of primary care, specialty and ancillary providers 	<p>11 Markets, 4 States In 4 Years Expected 3–5 New Markets Annually 35% LT Patient Growth²</p>
<p>Proven Medical Cost Mgmt Strong Value Prop Attractive Economics</p>	<ul style="list-style-type: none"> ➤ Target Medicare Advantage (“MA”): Unique and significant opportunity to drive waste out of the system ➤ Strong economic potential under value-based care (“VBC”) arrangements ➤ Proven care management model delivers high-quality, low cost care to Medicare Advantage members ➤ Significant investment in tech enabling care model to drive better patient outcomes and economics 	<p>Track Record Of Meaningful MCR Improvement 20%+ LT EBITDA Margin²</p>

¹ Represents 2021E projections; ² Represents long-term target
Please see slides 50-52 for important information and legal disclaimers regarding certain matters, including: (i) confidentiality; (ii) forward-looking statements; (iii) use of projections; and (iv) financial measures



Today's Presenters



Sherif Abdou, MD, MMM, FACP, FACPE
Chief Executive Officer



Amir Bacchus, MD, MBA
Chief Medical Officer



Eric Atkins, CPA, MBA
Chief Financial Officer



Greg Wasson
Chairman of the Board



Michael Balkin
Chief Executive Officer and Director



Mark Thierer
Advisor

Note: Presenters may include a subset of members presented on this page from both P3 Health Partners and Foresight Acquisition Corp.

Who: People with Passion and Purpose

What: Dedicated to Transforming Healthcare for Patients, Providers, and Payors

How: Patient-Centric, Physician-Led, and Population Health Management Focused



P3 At A Glance

We Operate In A Rapidly Growing ~\$300bn Medicare Advantage Market By Partnering With Payors And Physicians To Enable Value-based Care

**We Are A Market Leader
With A Strong Track Record Of High Growth**

We Are...

A physician founded and led organization that works collaboratively with physicians, care teams and practices on their journey from traditional fee-for-service to value-based care

We Leverage...

Our deeply-integrated and capital efficient care model, data and technology, physician leadership and community outreach tools

We Create...

Enhanced patient outcomes and experiences, greater professional satisfaction for providers and caregivers and lower care costs

11

Operates in 11 markets across 4 states

200+

Years of combined experience

~27K

Shared savings lives managed under 5 ACO agreements to date

~68K

Full-risk lives managed by 2021E

~2,000

2021E PCPs in network

\$630mm+

2021E revenue

16

MA risk plans contracted to date

20%+¹

Long-term EBITDA margin

Note: Physician and patient numbers are approximate

¹ Represents long-term target

Proven Outcomes, Compelling Economics And Physician-Led

Via our **patient-centric, physician-led** care model, we are able to drive enhanced outcomes:



99%
Physician retention¹

97%
Patient satisfaction²

~135%
Annual revenue growth³

35% / 36%
Reduction in hospital admissions⁴ / ED visits⁵

¹Represents affiliate provider retention through Q1 2021A. ²Represents patient satisfaction for Nevada Medical Group from February 2020 to February 2021. ³2018A – 2020A revenue CAGR. ⁴Based on P3's hospital admission rate per thousand of 161 in Arizona as of December 31, 2019, compared to the local Medicare benchmark of 248. ⁵Based on P3's emergency department claims per thousand of 357 in Arizona as of December 31, 2019, compared to the local Medicare benchmark of 557.



P3 Investment Highlights: Right Space, Right Team, Right Model

Right Space

- ✓ Large Opportunity To Partner With Physicians & Payors To Accelerate The Move To Value-Based Care Opportunity Of ~\$800bn Medicare Spend¹, Growing At ~7% Per Annum¹, And ~60mm Eligibles²

Right Team

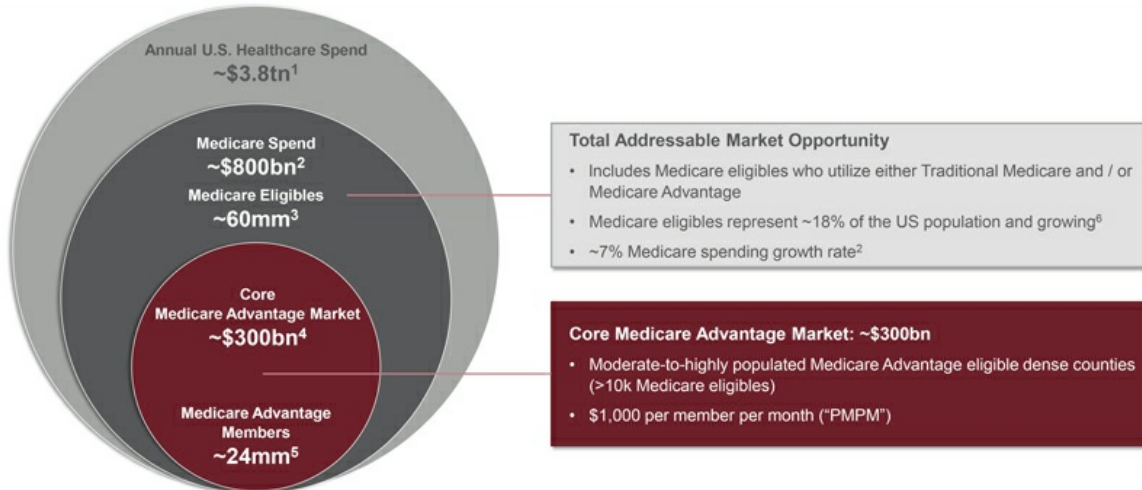
- ✓ Founded And Led By Seasoned Management Team With Deep Value-Based Care Expertise
- ✓ Proven Track Record
- ✓ Deep Experience In Population Health Management Across Multiple Markets

Right Model

- ✓ Care Model Informs Business Model (A Win For All): Patients, Physicians And Payors
- ✓ Fully Delegated Model³
- ✓ Ability To Enter Markets: Capital Efficient Provider Networks
- ✓ Proven Flexible Growth Model Allows For Multiple Routes Of Market Entry; Scalable At Larger Level

¹2019 Medicare national healthcare expenditure, CMS; ²2019 Medicare beneficiaries, Kaiser Family Foundation; ³A fully delegated model occurs when all functions related to the payor-provider integration model are delegated to an organization like P3, for example: network management, medical management, IT / data / analytics, funds flow management, quality management, and other services

P3 Has A Substantial Market Opportunity



¹ 2019 total national healthcare expenditure, CMS; ² 2019 Medicare national healthcare expenditure, CMS; ³ 2019 Medicare beneficiaries, Kaiser Family Foundation; ⁴ Based on CMS Medicare Advantage Penetration by County data as of March 2021 and includes counties with greater than 10,000 Medicare eligibles. Derived by taking the product of ~24mm Medicare Advantage enrollees in our target markets and an annual revenue of \$12,000 per member, which is derived from industry knowledge and is what we believe to be a reasonable national assumption; ⁵ Based on CMS Medicare Advantage Penetration by County data as of March 2021 and includes counties with greater than 10,000 Medicare eligibles; ⁶ Based on a U.S. population of ~330mm (U.S. Census data) and ~60mm Medicare eligibles

P3's Proven Care Model Addresses Some Of The Largest Challenges In Healthcare Today

UNCONTROLLED HIGH COSTS

INCONSISTENT OUTCOMES

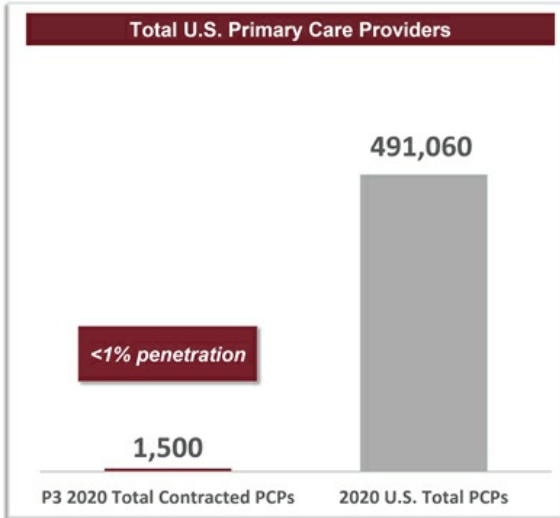
POOR ACCESS

PHYSICIAN BURNOUT

Via its integrated tech-platform, P3 empowers physicians, care teams and practices to drive better patient outcomes while maintaining high satisfaction on their journey to value-based care

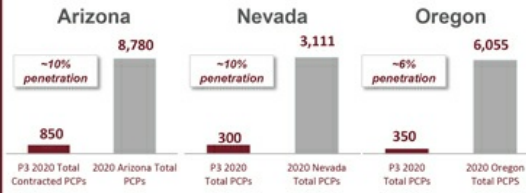


Our Fast Growing PCP Network Has Ample Whitespace...



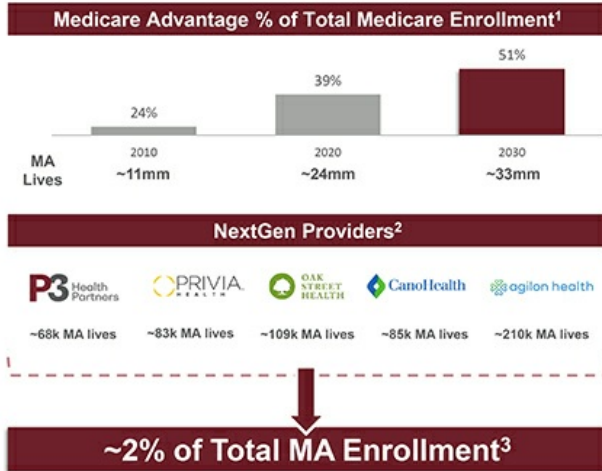
Source: Kaiser Family Foundation;
 Note: P3 Physician numbers are approximate
¹ Represents affiliate provider retention through Q1 2021A

PCP Population Across Our Current Mature Markets



- > Proven ability to leverage local market resources to attract providers
- > "Win-Win" ethos promotes growth and retention in provider network as well as managed lives
- > Our innovative technology suite drives better patient outcomes and improved provider experience, resulting in a 99% physician retention rate¹ → Flywheel Effect

...Allowing Us To Grow Into The Rapidly Expanding MA Opportunity That Is Uniquely Addressed By Nextgen Provider Organizations



Key Tailwinds

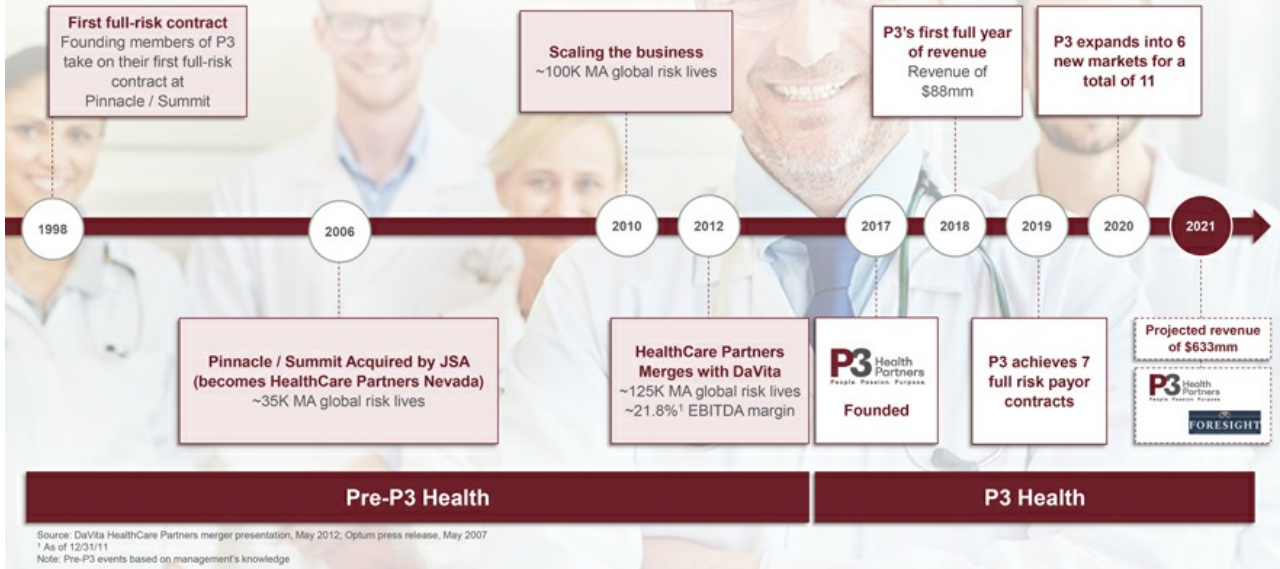
- Aging U.S. population: 49mm people age 65+ in 2016 → **81mm by 2040⁴**
- **10,000 seniors** age into Medicare each day, with **~39% choosing MA plans^{4,1}**
- Medicare Advantage spend expected to grow **~9% annually from ~\$300bn to \$450bn+** between 2021-2025, representing **40%+ of total Medicare spend⁵**
- 67% of Medicare beneficiaries have **2+ chronic conditions⁶**
- Individuals with 2+ chronic conditions account for **94% of Medicare spending⁶**
- **99% of Medicare beneficiaries have access to at least one MA plan¹**

¹Kaiser Family Foundation; ²P3 MA lives projected as of FYE 2021, Privia MA lives as of FYE 2020, Oak Street MA lives represent midpoint of FYE 2021 management guidance as of 3/31/21, Cano Health MA lives as of Investor & Analyst Day Presentation on 3/04/21, agilon MA lives as of S-1 filed on 3/18/21; ³Based on 2020 total MA enrollment of ~24mm; ⁴U.S. Census Bureau; ⁵CMS Medicare Trustees Report (2019) and equity research; ⁶July 2020 State of Medicare Advantage Report, Better Medicare Alliance






Deeply Experienced Executive Team With 20 Years In Population Health

 <p>Sherif Abdou, MD, MMM, FACP, FACPE</p> <p>Chief Executive Officer</p> <ul style="list-style-type: none"> Co-Founder & CEO, HealthCare Partners Nevada Co-Founder & CEO, Pinnacle Health System <p>30 Years of Experience</p>	 <p>Amir Bacchus, MD, MBA</p> <p>Chief Medical Officer</p> <ul style="list-style-type: none"> Co-Founder & CMO, HealthCare Partners Nevada Co-Founder & CMO, Pinnacle Health System <p>23 Years of Experience</p>	 <p>Lorie Glisson</p> <p>Chief Operating Officer</p> <ul style="list-style-type: none"> President & CEO, HealthCare Partners Florida President & CEO, JSA Healthcare Corporation <p>25 Years of Experience</p>	 <p>Todd Lefkowitz, MHA</p> <p>Chief Managed Care Officer</p> <ul style="list-style-type: none"> SVP, Managed Care Operations & Network Development, HealthCare Partners VP, Network, PacifiCare & UnitedHealthcare-Nevada <p>20 Years of Experience</p>	 <p>Dave Yarger</p> <p>Market President - AZ</p> <ul style="list-style-type: none"> CEO, Arizona Connected Care Network Operations, Partners Health Plan <p>25 Years of Experience</p>	 <p>Hartley White</p> <p>Market President - NV</p> <ul style="list-style-type: none"> VP, People Services, DaVita HealthCare Partners VP, People Services & Wisdom, DaVita HealthCare Partners <p>20 Years of Experience</p>
 <p>Unmesh Srivastava</p> <p>Chief Technology Officer</p> <ul style="list-style-type: none"> Head of Innovation and Business Transformation, Optum Director of Innovation & Transformation, United-Health Group <p>8 Years of Experience</p>	 <p>Don Trexler, MBA, MHA</p> <p>Chief Administration Officer</p> <ul style="list-style-type: none"> Senior Director, Alvarez & Marsal Market President, Louisiana, ChenMed <p>10 Years of Experience</p>	 <p>Sarah Bussmann, BSN-RN, CRNI, MHA</p> <p>EVP, Population Health Management</p> <ul style="list-style-type: none"> Associate VP, Clinical Quality, DaVita HealthCare Partners <p>10 Years of Experience</p>	 <p>Michelle Ross</p> <p>Market President - OR</p> <ul style="list-style-type: none"> SVP, MRA, DaVita HealthCare Partners SVP, Clinical Enterprise, HealthCare Partners <p>20 Years of Experience</p>	 <p>Jessica Puathasnanon, JD, LL.M.</p> <p>Chief Legal Officer</p> <ul style="list-style-type: none"> Chief Counsel & Compliance Officer, Medtronic Diabetes Director, KPMG SEC Enforcement <p>11 Years in Healthcare</p>	 <p>Eric Atkins, CPA, MBA</p> <p>Chief Financial Officer</p> <ul style="list-style-type: none"> CFO, Sprout Pharmaceuticals Divisional CFO, Hillrom Director, KPMG <p>9 Years in Healthcare</p>

P3: 20 Years In The Making

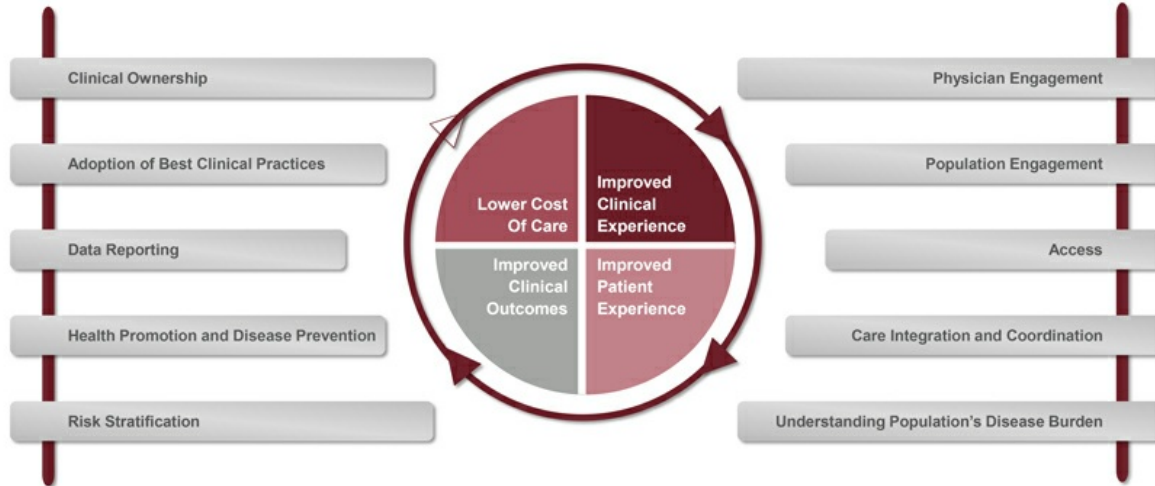


P3 Health Partners Compares Favorably Across Key Metrics

					
Enterprise Value	\$2.3bn	\$13.7bn ¹	\$6.1bn ²	\$13.0bn ³	\$3.4bn ⁴
Operating Model	Partner - Payer / provider	Build – Employed / clinic model	Buy – Acquisition primarily	Partner - Joint-venture PCP	Partner - Provider
Year Founded	2018 ⁵	2012	2009	1983 ⁴	2013
Relationship Between PCP And Patient	Supports and enables the existing PCP / patient relationship	Disrupts existing PCP / patient relationship	Supports and enables the existing PCP / patient relationship	Supports and enables the existing PCP / patient relationship	Supports and enables the existing PCP / patient relationship
Growth Strategy	De novo, acquisition & MSO	De novo	De novo, acquisition & MSO	De novo, acquisition & MSO	Primarily MSO & VBC
Markets	11	20	15	17	6 states / 70 MPSAs
MA Membership⁶	~68K	~109K	~85K	~210K	~83K
2021E Revenue	\$633mm	\$1.3bn ¹	\$1.5bn ⁶	\$1.6bn ¹	\$1.3bn ⁷
2022E Revenue	\$825mm	\$2.0bn ¹	\$2.2bn ⁶	\$2.4bn ¹	N/A
FV / 2022 Revenue	2.8x	6.7x	2.7x	5.5x	N/A
Capital Efficiency	High	Low	Low	Low	High
Fully Delegated Model	Yes	No	No	No	No
LT EBITDA Margin Target	20%+	~20%	N/A ⁸	Double digits	~5% (gross revenue) ~30%+ (net revenue)
¹18A-²20A Revenue CAGR	135%	67%	90%	60%	18% ⁷

¹ FactSet as of 5/24/21; ² Based on Javix Acquisition Corp. share price as of 5/24/21 and 473.2mm fully diluted shares outstanding; ³ First full year of revenue; ⁴ Date of incorporation for Primary Provider Management Company, Inc. ("PPMCo"), which was the predecessor to agilon Health; ⁵ P3 MA lives projected as of FYE 2021; ⁶ Privia MA lives as of FYE 2020; ⁷ Oak Street MA lives represent midpoint of FYE 2021 management guidance as of 3/21/21; ⁸ Cano Health MA lives as of Investor & Analyst Day Presentation on 3/24/21; ⁹ agilon MA lives as of 5-1 filed on 3/18/21; ¹⁰ Sourced from Investor & Analyst Day Presentation on 3/24/21; ¹¹ Represents 2020A total practice collections; ¹² 2023E EBITDA margin of 6% and average mature MA clinic adj. EBITDA margin of 24%

Innovative, Patient-Centered And Physician-Led Care Delivery Model



Delegation of Services Creates Value

Key delegation services...



Network management and credentialing



Utilization management



Care management



Claims processing



...help **accelerate the reduction of medical costs**

Example:



~\$99
PMPM

P3 →

~\$41
PMPM

- Aetna's oncology costs, in Nevada, were **~\$99 per member per month (PMPM)**
- Aetna partners with P3
- P3 modifies Aetna's network by removing a single oncology firm
- **Estimated run rate savings of ~\$58 PMPM** (reduction from ~\$99 to ~\$41 PMPM)

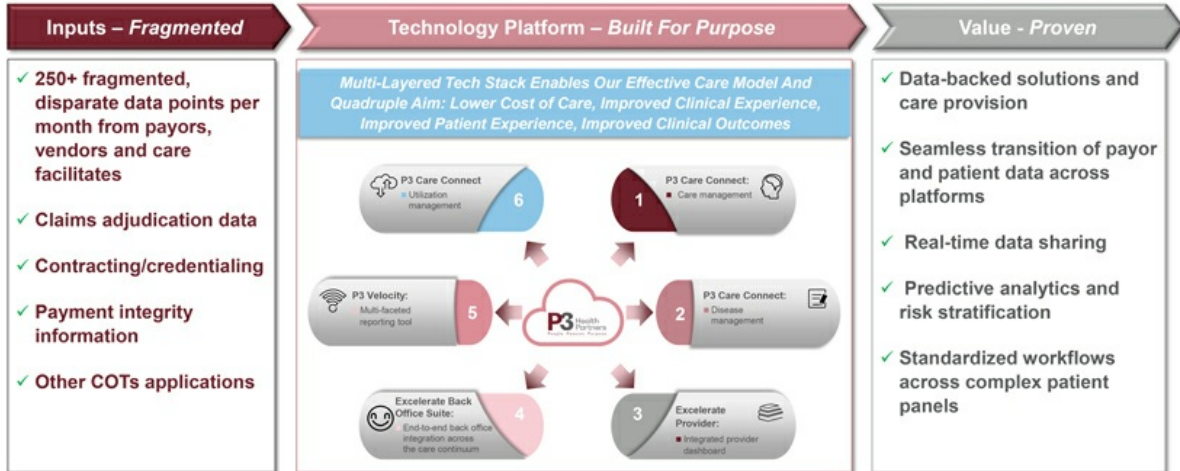
How We Bend The Cost Curve

1	Care Management	<ul style="list-style-type: none"> • Increase access for patients • Prioritize high-risk, high-cost, rising-risk patients • Focus cost management efforts via direct patient and provider interaction
2	Utilization Management	<ul style="list-style-type: none"> • Direct care to most cost efficient, high-quality providers • Perform concurrent review to manage acute and post-acute hospitals for length of stay and appropriateness • Reduce unnecessary services through provider education and guideline usage
3	Proprietary Tech Platform	<ul style="list-style-type: none"> • Drive physician efficiencies via multi-layered technology platform, leading to better overall care • Consolidate disparate data to enhance patient-specific care
4	Collaboration with Payors to Build the Right Network	<ul style="list-style-type: none"> • Contract with key providers / specialists to encourage coordination • Contract with key providers for directing large volumes of patients • Direct care to strong quality, cost efficient providers
5	Selectively Deploy Staff Model	<ul style="list-style-type: none"> • Improve access in an area • Purchase an existing practice • Provide wellness activities to seniors

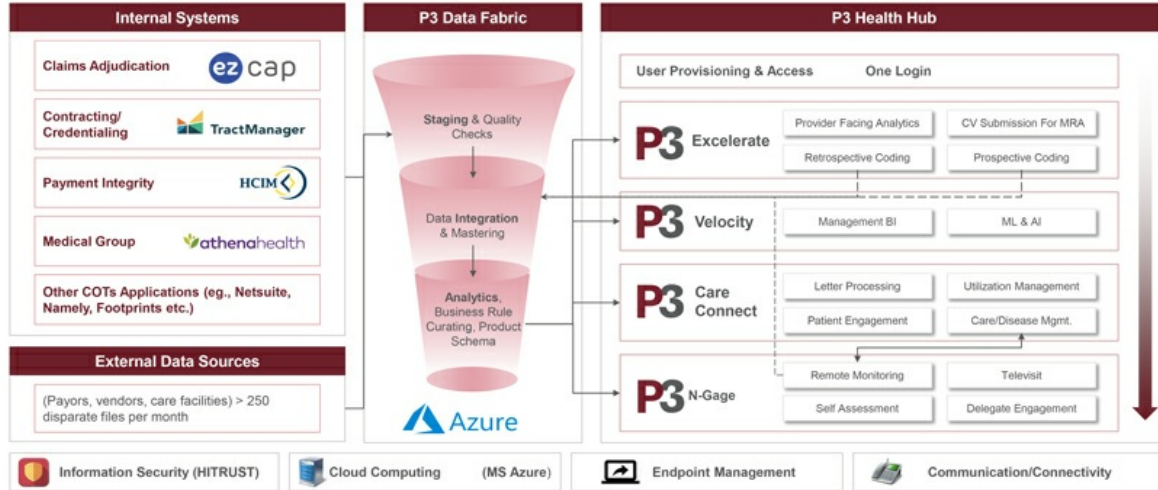
**Align PCP
Incentives To
Deliver Optimal
Care**



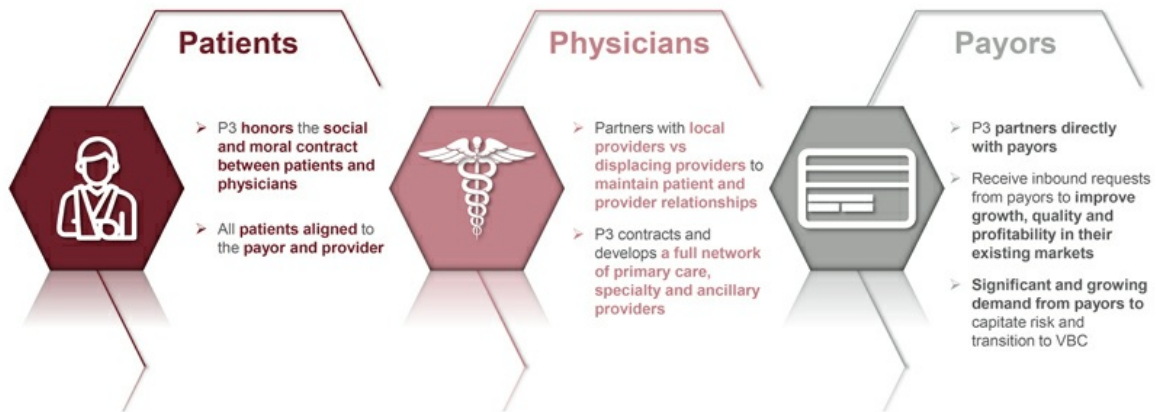
Our Technology Suite Enables The Delivery Of High-Quality Care At Scale



How Our Products Interact Together



The P3 Model Is Effective, Differentiated And A “Win” Scenario For All Key Stakeholders



The P3 Model Enables Better Patient Care, Greater Physician Satisfaction, And Enhanced Payor Growth And Cost Savings

Our Fly Wheel Drives The Repeatability Of Our Care Model And Its Outcomes

High Patient And Provider Satisfaction Backed By Proven And Exceptional Better Quality Of Care



¹ Represents patient satisfaction for Nevada Medical Group from February 2020 to February 2021. ² Represents affiliate provider retention through Q1 2021A. ³ Based on P3's emergency department claims per thousand of 357 in Arizona as of December 31, 2019, compared to the local Medicare benchmark of 557. ⁴ Based on P3's hospital admission rate per thousand of 161 in Arizona as of December 31, 2019, compared to the local Medicare benchmark of 248

Proven Care Outcomes, Enhanced Patient And Provider Satisfaction

“

P3 is all about patient care. P3 gets things turned around quickly... Contracting with P3 is a feather in your cap

”

— Dr. Peter Caravella (Affiliate Doctor, LV Surgical Associates), Nevada

“

I have found that coordination of care is never a cumbersome process as appropriate individuals in the organization are always approachable and easily reachable

”

— Dr. Gary Chen (Comprehensive Digestive Institute of Nevada), Nevada

“

We couldn't reach our past doctors on the phone, and when you need a call back you didn't get one. We haven't had that problem with P3

”

— Thomas, P3 Patient

“

I wanted to come to the doctors at P3 because they cared about me, they showed me interest. That was a great happiness for me

”

— Alfonso, P3 Patient

35%

reduction in hospital admissions¹

97%

patient satisfaction²

99%

physician retention³

¹ Based on P3's hospital admission rate per thousand of 161 in Arizona as of December 31, 2019, compared to the local Medicare benchmark of 248; ² Represents patient satisfaction for Nevada Medical Group from February 2020 to February 2021; ³ Represents affiliate provider retention through Q1 2021A

Capital Efficient Market Entry Enables Capital Efficient Growth

We Enter Markets Through Partnerships With Payors And Providers



Payors

- Health plans seek P3 to optimize entire blocks of existing business
- Establishes contracts based on market data in provider contracting, including payor relationships and payment methodologies
- Improved outcomes and realized cost savings allow for repeatable, faster growth in the market



Providers

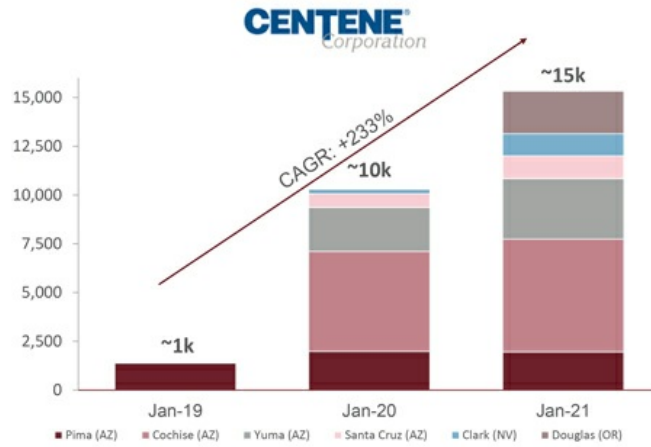
- Market analysis based on network, market and senior population dynamics
- Network team identifies existing physician services that align with the P3 model
- Strong reputation for improving clinical and financial outcomes with installed provider base
- Hire / contract with local resources that have established relationships within the market to identify provider groups that align with the P3 model of care

Examples Of Growth: Centene Case Study

Membership Growth Across States



Proven, Agile Model Allows for Rapid Scale




Examples Of Growth: Arizona Connected Care Case Study


Membership Growth Across Our Most Mature State




Proven, Agile Model Allows for Rapid Scale

 Entered into provider **partnership with Arizona Connected Care in 2018** that provided **core market infrastructure** and allowed us to **expand our scalable model within the state**

 Our Arizona PCP network grew from **~300 to ~700 between 2018-2019**

 Expanded network enabled additional risk contracts (**1 contract to 4**) and accelerated membership growth (**~10K full risk lives to ~16K**)

 Shared savings lives obtained with Arizona Connected Care provided **springboard for conversion to MA risk and direct contracting**

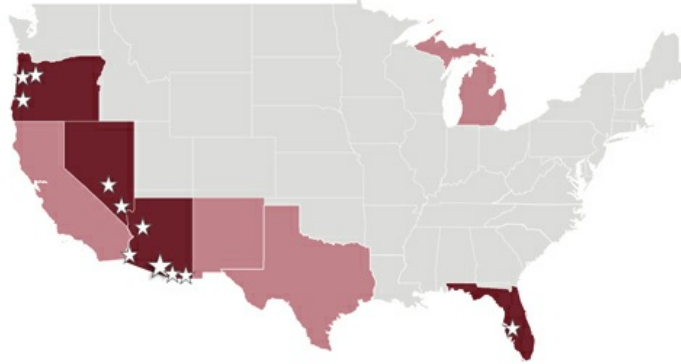
We Have A Strong History Of High Growth And A Line-of-Sight To Continued Success Via Our Flexible, Repeatable Model

(FYE 12/31)	2018A	2019A	2020A	2021E	2022E	'18A-'22E CAGR
Total revenue (\$mm)	\$88	\$145	\$483	\$633	\$825	75%
Total full risk lives ('000s)	10	20	50	68	86	71%
Total contracted PCPs	300	1,000	1,500	2,000	2,500	70%
States (added during year) ¹						
Markets	1	5	11	➔ 17 - 21		

- P3 continues to successfully leverage longstanding relationships with high quality physicians
- Network development and contracting meaningfully began in Q1'18
- Currently operate in 11 markets across 4 states
- Expected growth to 17-21 markets across 8 states

Note: Physician and patient numbers are approximate
¹ Based on existing sales pipeline

Strong Markets, Relationships And Growth Trajectory

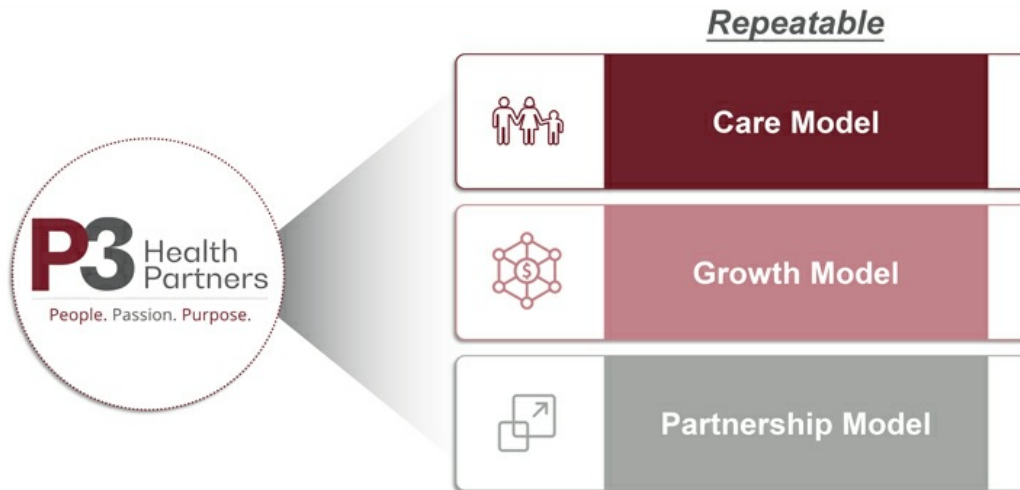


- Current states
- States in pipeline
- ☆ Current counties

Select National and Local Payor Relationships

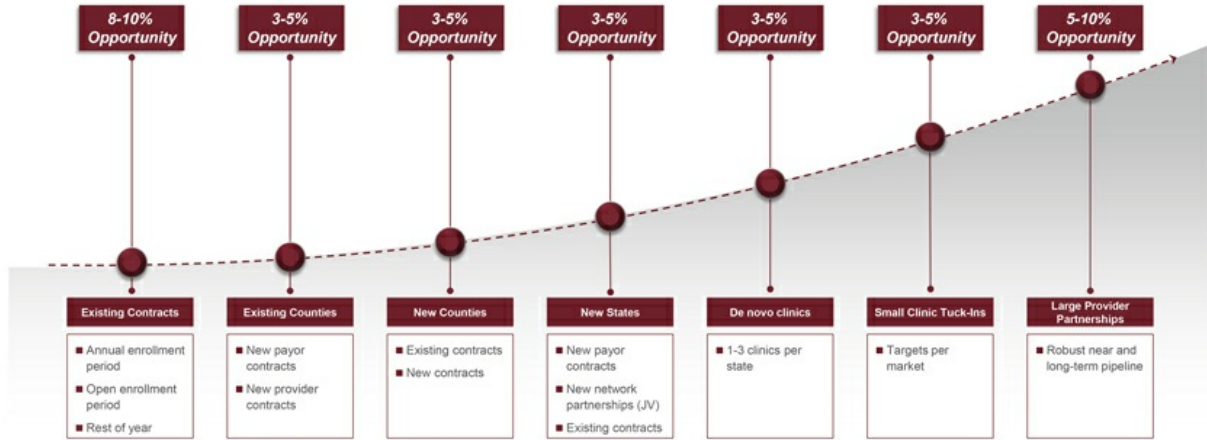
A collection of logos for various payor relationships, including Humana, Aetna, CMS, WellCare, BlueCross BlueShield of Arizona, Centene Corporation, Atrio Health Plans, and UnitedHealthcare. The Arizona Connected Care logo also includes the tagline "your connection for better health".

The Foundation Of Everything We Do Is Based On A Scalable And Systematic Approach



Clear And Visible Path For Growth

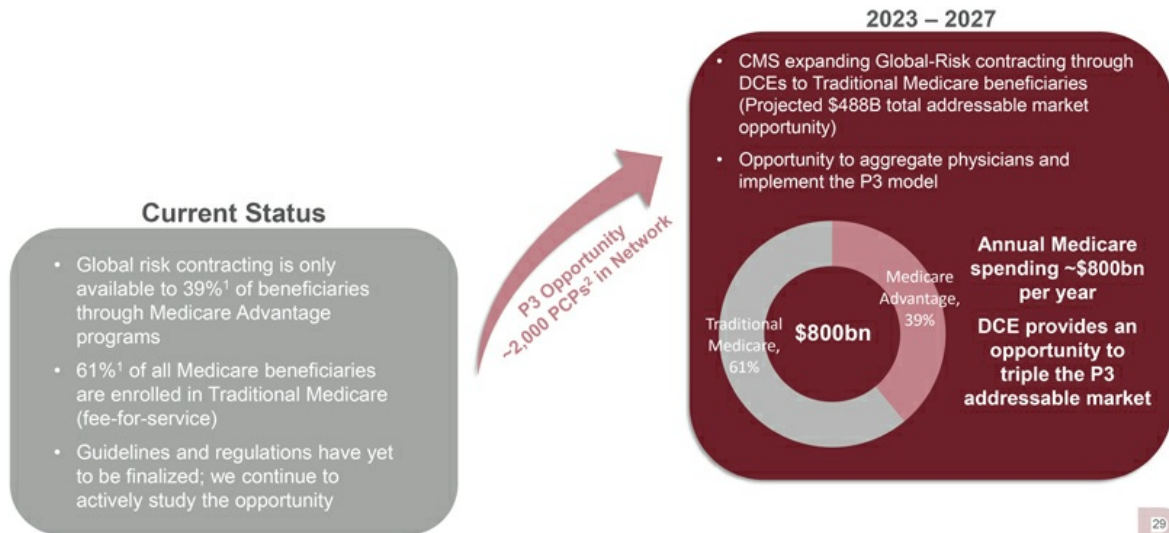
Target Long-Term 35% Annual Patient Growth Rate Through a Mix of Payor and Provider Opportunities → Multiple Levers of Growth



P3's Growth strategy is based on strong existing market growth and a near-term new market entry plan¹

¹Estimates are based on management's review of opportunities

Direct Contracting Represents An Upside To Our Model

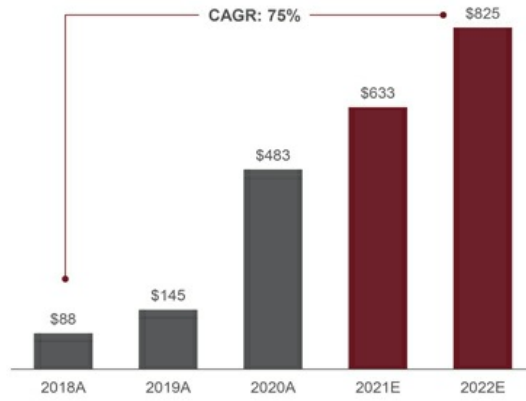
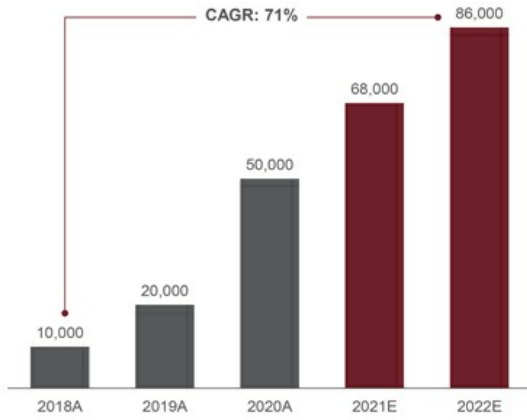


Track Record Of Growth

Total Full Risk Lives

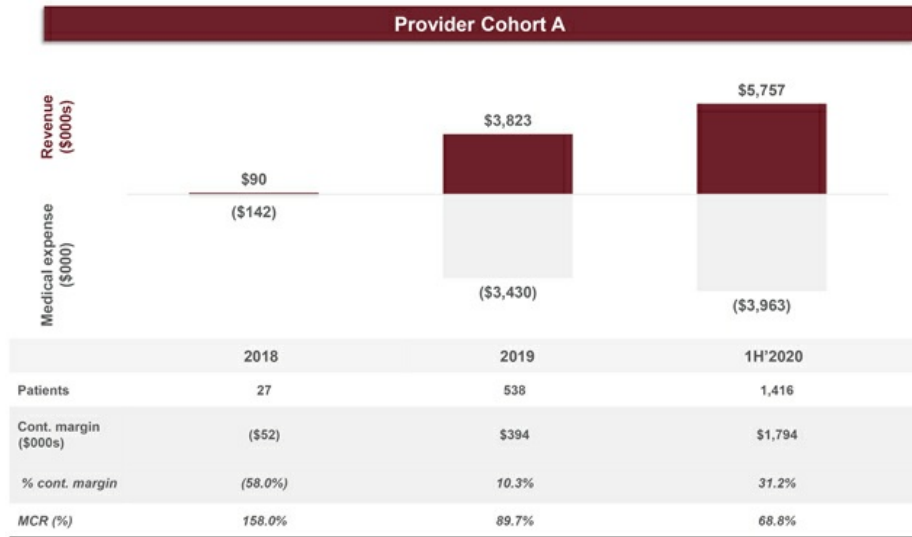


Total Revenue (\$mm)



Note: Patent numbers are approximate

Select Provider Cohort Analysis



➤ Proven care model with aligned physician incentives drives improved outcomes and reduced medical costs

➤ Represents a selection of engaged physicians across multiple markets

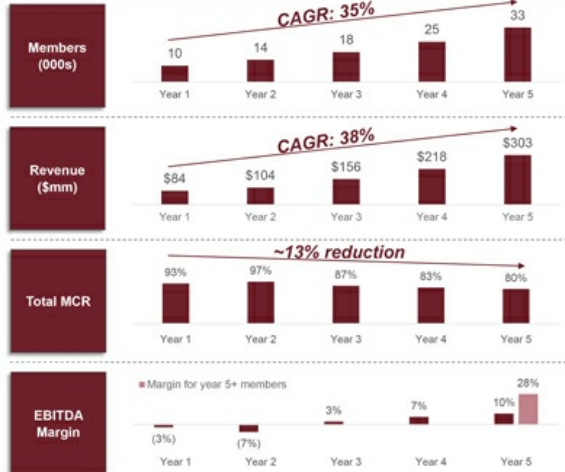
➤ Improved medical cost management drove a contribution margin increase from (58%) in 2018 to 31% in 1H20

P3's Projected Mature Market Ramp

Commentary

- P3's historical and projected growth can be illustrated via a simple cohort analysis
- Assuming 10,000 members in year 1, a 35% CAGR implies ~33k members by year 5
- Revenues expected to correspondingly scale with members, increasing from \$84mm in year 1 to \$300mm+ by year 5
- In terms of MCR and EBITDA margins, assumes initial, temporary loss, which is expected to quickly shift to break-even and then expected to grow profitability after the first few years
 - Reflects benefits of driving towards ~70% MLR target over the longer term
 - Projected margins for year 5+ members are illustratively 28% from year 5 onwards

Projected Cohort Growth



Actual And Estimated Income Statement

\$mm	Actual			Projections				
	2018A	2019A	2020A	2021E	2022E	2023E	2024E	2025E
At-Risk Membership	10,400	19,700	50,600	67,800	86,400	126,100	176,100	229,400
Capitated Revenue	\$86	\$139	\$476	\$625	\$818	\$1,247	\$1,756	\$2,349
Other Revenue	1	6	7	8	8	8	8	8
Total Revenue	\$88	\$145	\$483	\$633	\$825	\$1,255	\$1,765	\$2,358
% Growth		65.6%	232.7%	31.1%	30.4%	52.0%	40.6%	33.6%
Medical Cost ¹	(92)	(140)	(477)	(566)	(678)	(1,007)	(1,390)	(1,823)
Other Care Model Expense	(0)	(1)	(5)	(22)	(33)	(53)	(77)	(105)
Gross Profit	(\$5)	\$4	\$2	\$45	\$114	\$195	\$298	\$429
MCR % Cap. Revenue	106.9%	101.5%	100.9%	91.2%	83.4%	81.1%	79.4%	77.8%
MCR % Total Revenue	105.4%	96.5%	98.7%	89.4%	82.1%	80.2%	78.8%	77.3%
Total Operating Expense	(\$31)	(\$37)	(\$53)	(\$85)	(\$111)	(\$148)	(\$191)	(\$240)
Opex % of Total Revenue	35.1%	25.2%	11.0%	13.4%	13.5%	11.8%	10.8%	10.2%
EBITDA	(\$36)	(\$32)	(\$51)	(\$40)	\$3	\$47	\$107	\$189
% Margin	(40.6%)	(22.3%)	(10.6%)	(6.3%)	0.4%	3.7%	6.1%	8.0%

Note: Patient numbers are approximate

¹ Includes company's estimates for incurred but not reported (IBNR) claims

Near Term Opportunities In Our Pipeline Represent 100k+ Lives

Does Not Include Strategic Opportunities With National Payors

Provider / Payor	Anticipated Lives ¹	Region
Provider A	10,000	Southwest
Provider B	10,000	West
Provider C	10,000	West
Provider D	10,000	Midwest
Payor A	8,000	Southwest
Payor B	6,000	Southwest
Payor C	5,800	Northwest
Payor D	5,000	Southwest
Payor E	5,000	Northwest
Other	40,000	Various
Total	100k+	5+

¹ Based on information provided by target and management projections
Note: Anticipated lives are approximate

Long-Term KPI Targets

3 – 5
Counties per year

- Leverage existing payor / provider relationships to extend into adjacent markets
- Established new payor / provider relationships to enter new markets

35%
Annual membership
growth

- Strategically build / acquire centers in key markets to complement our MSO and affiliate model
- Improved care outcomes promote strong patient retention and acquisition

70%
MCR

- Reduce MCR across markets, driving better care and carving out unnecessary waste
- Continuously leverage growing tech platform to drive down medical costs

20%+
EBITDA margin

- Leverage across administrative and shared services drive improved operating expense margin

P3 Health: Right Space, Right Team, Right Model





Transaction Overview

Proposed Transaction Overview

P3 Health Partners is preparing to go public through a SPAC Merger with Foresight Acquisition Corp., which is expected to raise at least \$200mm PIPE to further support long-term growth

- FOREU's IPO raised \$316mm in February 2021, with its common stock trading on the NASDAQ under symbol "FOREU"
- The transaction is expected to be funded through a combination of:
 - FOREU's \$316mm of cash in trust¹
 - At least \$200mm of committed PIPE financing

¹ Assumes no redemptions

Pro Forma Capitalization and Ownership

Estimated Transaction Sources And Uses ¹ (\$mm)	
Sources (\$mm)	
Existing P3 equity rollover	\$1,811
SPAC cash in trust	316 ³
Private placement of common equity	209
Total sources	\$2,336
Uses (\$mm)	
Existing P3 equity rollover	\$1,811
Cash proceeds to selling shareholders	315 ⁴
Cash to balance sheet from transaction	180
Est. transaction fees and expenses	30
Total uses	\$2,336

¹ Transaction expenses are an estimate; ² Total pro forma shares outstanding assumes 181.1mm from existing P3 shareholders, 31.6mm from Foresight shareholders, 20.9mm from new PIPE investors and 8.7mm from Foresight sponsor. Excludes outstanding public warrants and warrants held by SPAC sponsor and any shares that may be issued in connection with a warrant exchange offer or solicitation of approval to amend the warrants; ³ Assumes no redemptions; ⁴ May be reduced to the extent SPAC cash in trust is reduced prior to closing by public stockholder redemptions; ⁵ As of 04/30/21; ⁶ Includes \$160mm of cash to the balance sheet from transaction and \$15mm from cash on balance sheet of P3 as of 04/30/21

Note: Any lock-up of Company equity holder shares shall be mutually determined by the Company and Foresight in advance of signing of Definitive Agreements (it being understood that such lock-up may be limited to shares issued to executive officers, directors and parties that currently own five percent or more of the outstanding equity interests of the Company) and shall not exceed 180 days; Cash and debt are shown as of 04/30/21 and may fluctuate prior to, and may be more or less at Closing

Post-money Valuation At Close (\$mm) ²	
PF transaction	
Illustrative P3 share price	\$10.00
PF shares outstanding	242.3
Total PF equity value	\$2,423
(+) debt at close	61 ⁵
(-) cash at close	(194) ⁶
Total PF enterprise value	\$2,290
2022E revenue	\$825
2023E revenue	\$1,255
PF 2022E EV / revenue	2.8x
PF 2023E EV / revenue	1.8x

Illustrative Post Transaction Ownership²



Summary Risk Factors

Key Risks Relating to P3 Health Group Holdings, LLC ("P3 Health") and Foresight Acquisition Corp. ("Foresight")

Certain factors may have a material adverse effect on our business, financial condition, and results of operations. The summary risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that adversely affect our business. The list below has been prepared solely for purposes of the proposed private placement offering in connection with the proposed business combination (the "Business Combination") between P3 Health and Foresight Acquisition Corp., a special purpose acquisition company (SPAC), and solely for potential private placement investors in such offering, and not for any other purpose. Accordingly, the list below is qualified in its entirety by disclosures contained in documents filed or furnished in the future by Foresight with the U.S. Securities and Exchange Commission, including the documents to be filed or furnished in connection with the Business Combination. The risks presented in such filings may differ significantly from and be more extensive than those presented below.

- We have a history of net losses. We expect to continue to incur losses for the foreseeable future and we may never achieve or maintain profitability.
- Our limited operating history makes it difficult to evaluate our future prospects and the risks and challenges we may encounter.
- Following the consummation of the Business Combination and private placement offering, we will need to raise additional capital to fund our existing operations, develop and commercialize new services and expand our operations.
- The COVID-19 pandemic has impacted, and may continue to impact, our operations and may materially and adversely affect our business and financial results.
- We rely on our management team and key employees and our business, financial condition, cash flows and results of operations could be harmed if we are unable to retain qualified personnel.
- Our growth depends in part on our ability to identify and develop successful new geographies, physician partners, payors and patients. If we are not able to successfully execute upon our growth strategies, there may be a material adverse effect on our business, financial condition, cash flows and results of operations.
- If growth in the number of patients and physician partners on our platform decreases, or the number of products or services that we are able to provide to physician partners and patients decreases, due to legal, economic or business developments, our business, financial condition and results of operations will be harmed.
- Under most of our agreements with health plans, we assume some or all of the risk that the cost of providing services will exceed our compensation. A failure to accurately estimate either payments owed to us or incurred but not reported medical expense could adversely affect our results of operations and result in reduced revenues and/or increased expenses and therefore losses that are significantly higher than initially reported or reductions in income.
- If the estimates and assumptions we use to project the size, revenue or medical expense amounts are inaccurate, our future growth prospects may be impacted and we may generate additional losses or fail to attain financial performance targets.
- We primarily depend on reimbursements by third-party payors, as well as payments by individuals, which could lead to delays and uncertainties in the timing and process of reimbursement, including any changes or reductions in Medicare reimbursement rates or rules.
- One of P3 Health's existing equity holders has asserted it has a contractual option to purchase additional equity interests in P3 Health in connection with the proposed transactions with Foresight. If applicable, it would result in a \$25 million capital inflow to the P3 Health and shift the relative equity ownership of the existing P3 Health owners. P3 Health does not agree that such contractual option applies to this transaction as structured, and that specified exceptions apply. P3 Health and Foresight have proposed a transaction structure such that any exercise of the option, if it applied, would not result in dilution to existing investors in Foresight or investors in the private placement. However, no assurance can be made that this issue will not ultimately result in litigation by and among the existing equity holders of P3 Health.
- Changes in the payor mix of patients and potential decreases in our reimbursement rates as a result of consolidation among health plans could adversely affect our revenues and results of operations.
- The impact on us of recent healthcare legislation and other changes in the healthcare industry and in healthcare spending is currently unknown, but may adversely affect our business, financial condition and results of operations.

Summary Risk Factors (Cont'd)

- The healthcare industry is intensely regulated at the federal, state and local levels, including regulations regarding our agreements or arrangements with any physician equity holder of our practices, and government authorities may determine that we fail to comply with applicable laws or regulations and take actions against us. In addition, laws regulating the corporate practice of medicine could restrict the manner in which we are permitted to conduct our business, and the failure to comply with such laws could subject us to penalties or require a restructuring of our business.
- The termination or non-renewal of the Medicare Advantage contracts between Centers for Medicare and Medicaid Services (CMS) and the health plans with which we contract, or the termination or nonrenewal of our contracts with those plans, could have a material adverse effect on our revenue and our operations.
- We are dependent on physician partners and other providers to effectively manage the quality and cost of care and perform obligations under payor contracts.
- Reductions in the quality ratings of the health plans we serve could have a material adverse effect on our business, results of operations, financial condition and cash flows.
- We have relationships with affiliated independent physicians and group practices that we do not control to provide healthcare services, and our business could be harmed if a material number of those relationships were disrupted or if our arrangements with such providers become subject to legal challenges, liabilities or reputational harm.
- Our business is concentrated in certain geographic regions, which makes us sensitive to regulatory, economic, environmental and competitive conditions in those regions.
- We depend on our information technology systems, and any failure of these systems could harm our business.
- Security breaches, loss of data and other disruptions could compromise sensitive information related to our business or prevent us from accessing critical information and expose us to liability, which could adversely affect our business and our reputation.
- If we are unable to obtain and maintain sufficient intellectual property protection for our technology, or if the scope of the intellectual property protection obtained is not sufficiently broad, our competitors could develop and commercialize technology and services similar or identical to ours, and our ability to successfully commercialize our technology and services may be impaired.
- If we are unable to protect the confidentiality of our trade secrets, the value of our technology could be materially adversely affected and our business could be harmed.
- While we have taken steps to protect our intellectual property, we may be involved in litigation claiming that we have infringed on a third party's intellectual property or in litigation enforcing our intellectual property, which could be time consuming and costly and may adversely affect our business, financial condition, results of operations and prospects.

Summary Risk Factors (Cont'd)

Risks Related to the Business Combination and the Private Placement

Except as otherwise noted below, references to "we" and "our" below refer to Foresight

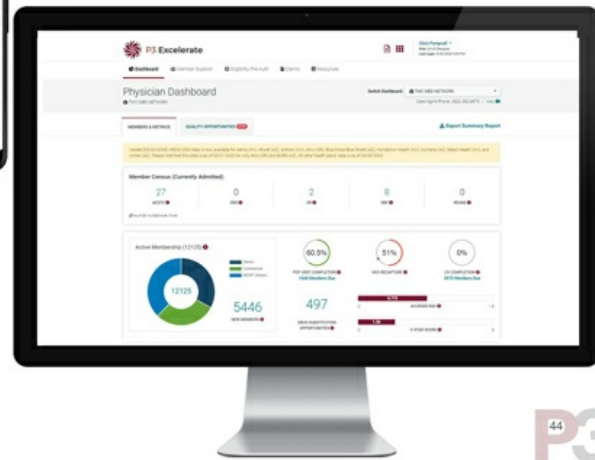
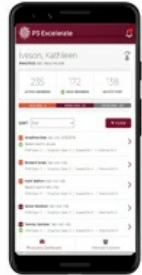
- Directors of Foresight have potential conflicts of interest in recommending that our stockholders vote in favor of approval of the Business Combination.
- Foresight's initial stockholders, officers and directors have agreed to vote in favor of the Business Combination, regardless of how our public stockholders vote.
- Foresight's sponsors, directors, officers, advisors, and their affiliates may enter into certain transactions, including purchasing shares or warrants from public stockholders, which may influence a vote on the Business Combination and reduce the public "float" of our securities.
- Subsequent to the consummation of the Business Combination, we may be required to take write-downs or write-offs, restructuring and impairment or other charges that could have a significant negative effect on our financial condition, results of operations and the price of our securities, which could cause you to lose some or all of your investment.
- We may invest or spend the proceeds of the Business Combination and private placement in ways with which the investors may not agree or in ways which may not yield a return.
- Each of Foresight and P3 Health have incurred and will incur substantial costs in connection with the Business Combination, private placement and related transactions, such as legal, accounting, consulting, and financial advisory fees, which will be paid out of the proceeds of the Business Combination and the private placement.
- There can be no assurance that the common stock issued in connection with the Business Combination will be approved for listing on Nasdaq following the closing, or that we will be able to comply with the continued listing standards of Nasdaq.
- The ability of Foresight's public stockholders to exercise redemption rights with respect to a large number of shares could deplete Foresight's trust account prior to the Business Combination and thereby diminish the amount of working capital of the combined company.
- Uncertainty about the effect of the Business Combination may affect our ability and the ability of P3 Health to retain key employees and integrate management structures and may materially impact the management, strategy, and results of our operation as a combined company.



Appendix

P3 Excelerate – Provider Interface

- Helps improve provider performance, quality and alignment to payment incentives
- Seeks to drive revenue through coding and chart review
- Provider of ADT alerting



P3 Excelerate – Back Office Suite

The screenshot displays the P3 Excelerate Physician Dashboard. The main dashboard includes the following sections:

- Member Census (Currently Admitted):** 27
- Active Membership (12125):** 5446
- 60.5%:** PDP 2024 Care Gap Closure vs 2024 Member Gap
- 51%:** HED 2024 Score vs 2024 Member Gap
- 0%:** CD 2024 Score vs 2024 Member Gap
- 497:** 2024 Subspecialty Appointments
- Top 5 Specialty Referrals (per K) - 2024 YTD:**

Specialty	Actual	Adjusted
PTSD	474	172
Cardiology	379	379
Orthopedics	297	275
General Surgery	268	147
OB/GYN	166	204
- YTD In-Patient Utilization (per K) - 2024 YTD:** A bar chart comparing Inpatient, Outpatient, and ED utilization across various specialties.

Below the dashboard, there are six dark red buttons representing key functions:

- AWV Processing
- Provider Communication
- Coding Reviews
- Care Gaps Closure
- Documentation Improvement
- Network Management

P3 Velocity

Business Intelligence

- Quality 
- Utilization 
- Risk 
- Pharmacy 
- Finance 



AI & ML

- Risk Stratification 
- Admit Prediction 
- Suspect Generation 
- Disease Progression 

P3 Care Connect – Utilization Management

Seeks to Improve Efficiency And Auditability Of Existing Business Workflows



P3 Care Connect – Care Management / Disease Management

Program Management

Cohort Builder

Care Plan Builder

Assessment Builder

Self-Service Reporting

A Seeks to *Democratize* risk management enabling proactive identification and targeting of specific populations

B Seeks to deliver highly *impactful* clinical programs aimed at reducing cost and improving patient outcomes

C Seeks to standardize and optimize care delivery using *evidence-based* best practices

Powered by **salesforce health cloud**

P3 N-Gage

- Bi-directional in-app communication between care manager and member using application, facilitated through integration within Care Connect Clinical
 - Message center (email-like capability between member and CM)
 - Two way video
 - Tap to dial (call Care Manager using device phone)
- Presents member a summary of:
 - Admissions and discharges
 - Biometric data
 - Care plans
- Ability to connect remote monitoring device. Data accessible to member and care manager
- Ability for member to take assessment within application
- Initial Populations that we are partnering with: Diabetes, CKD and CHF



Glossary of Terms

- **Shared savings (lives)** – A payment strategy that offers incentives for providers to reduce health care spending for a defined patient population by offering them a percentage of net savings realized as a result of their efforts
- **Full-risk (lives)** – A strategy that holds provider organizations fully accountable for the health outcomes of their patients; practices are paid a fee for each patient and then cover all the costs of caring for that patient
- **Value-based care (“VBC”)** - A healthcare delivery model in which providers, including hospitals and physicians, are paid based on patient health outcomes

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These forward-looking statements include, but are not limited to, statements regarding estimates and forecasts of financial and performance metrics, projections of market opportunity and market share, expectations and timing related to site build-outs and capacity deployment, potential benefits of the transaction and the potential success of P3's strategy and expectations related to the terms and timing of the proposed business combination and related transactions. These statements are based on various assumptions, whether or not identified in this presentation, and on the current expectations of P3's and Foresight's management and are not predictions of the actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. 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The proposed business combination will be submitted to stockholders of Foresight for their consideration. Foresight intends to file a proxy statement (the "Proxy Statement") with the SEC to be distributed to Foresight's stockholders in connection with Foresight's solicitation of proxies for the vote by Foresight's stockholders in connection with the proposed business combination and other matters as described in the Proxy Statement. After the definitive Proxy Statement has been filed, Foresight will mail the definitive Proxy Statement and other relevant documents to its stockholders as of the record date established for voting on the proposed business combination. Foresight's stockholders and other interested persons are advised to read, once available, the preliminary Proxy Statement and any amendments thereto and, once available, the definitive Proxy Statement, in connection with Foresight's solicitation of proxies for its special meeting of stockholders to be held to approve, among other things, the proposed business combination, because these documents will contain important information about Foresight, P3 and the proposed business combination. Investors and securities holders may also obtain a copy of the preliminary or definitive Proxy Statement, once available, as well as other documents filed with the SEC regarding the proposed business combination and other documents filed with the SEC by Foresight, without charge, at the SEC's website located at www.sec.gov or by directing a request to Gateway Investor Relations, (949) 574-3860, FORE@gatewayir.com.

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