



1Life Healthcare (One Medical) Announces Pricing of \$275 Million of Convertible Senior Notes Due 2025

May 27, 2020

SAN FRANCISCO, May 26, 2020 (GLOBE NEWSWIRE) -- 1Life Healthcare, Inc. (One Medical) (Nasdaq: ONEM) today announced the pricing of \$275 million aggregate principal amount of 3.00% convertible senior notes due 2025 in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"). The size of the offering was increased from the previously announced \$250 million. One Medical also granted the initial purchasers of the notes a 13-day option to purchase up to an additional \$41.25 million principal amount of notes on the same terms and conditions. The sale of the notes is expected to close on May 29, 2020, subject to customary closing conditions.

The notes will be general unsecured obligations of One Medical and bear interest at a rate of 3.00% per annum, payable semi-annually in arrears on June 15 and December 15 of each year, beginning on December 15, 2020. The notes will mature on June 15, 2025, unless earlier converted, redeemed or repurchased. The initial conversion rate will be 22.5052 shares of One Medical's common stock per \$1,000 principal amount of notes (equivalent to an initial conversion price of approximately \$44.43 per share). The initial conversion price of the notes represents a premium of approximately 30% over the last reported sale price of One Medical's common stock on The Nasdaq Global Select Market on May 26, 2020. The notes will be convertible into cash, shares of One Medical's common stock or a combination of cash and shares of One Medical's common stock, at One Medical's election.

One Medical may redeem, for cash, all or part of the notes, at its option, on or after June 20, 2023 and prior to March 15, 2025 if the last reported sale price of One Medical's common stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive day trading period (including the last trading day of such period) ending on, and including, the trading day immediately preceding the date One Medical provides notice of redemption, at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date. If One Medical undergoes a "fundamental change," then, subject to limited exceptions, holders of the notes may require One Medical to repurchase for cash all or any portion of their notes at a repurchase price equal to 100% of the principal amount of the notes to be repurchased, plus accrued and unpaid interest to, but excluding, the repurchase date. In addition, following certain corporate events that occur prior to the maturity date or if One Medical delivers a notice of redemption, One Medical will, in certain circumstances, increase the conversion rate for holders who convert notes in connection with such a corporate event or convert its notes called for redemption during the related redemption period, as the case may be.

One Medical estimates that the net proceeds from the offering will be approximately \$266.6 million (or \$306.7 million if the initial purchasers exercise their option to purchase additional notes in full), after deducting the initial purchasers' discounts and commissions and estimated expenses payable by One Medical. One Medical intends to use the net proceeds from the offering for general corporate purposes, including working capital, business development, sales and marketing activities and capital expenditures. One Medical may also use a portion or all of the net proceeds from this offering for the acquisition or strategic investments in complementary businesses, services, products or technologies, although it has no current agreements or commitments for any material acquisitions or strategic investments of any businesses, services, products or technologies.

Neither the notes, nor any shares of One Medical common stock issuable upon conversion of the notes, have been registered under the Securities Act or any state securities laws, and unless so registered, may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable securities laws.

This press release is neither an offer to sell nor a solicitation of an offer to buy any securities, nor shall it constitute an offer, solicitation or sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

About One Medical

One Medical is a membership-based primary care platform with seamless digital health and inviting in-office care, convenient to where people work, shop, live and click. One Medical's mission is to transform health care for all through a human-centered, technology-powered model.

Headquartered in San Francisco, 1Life Healthcare, Inc. is the administrative and managerial services company for the affiliated One Medical physician owned professional corporations that deliver medical services in-office and virtually. 1Life and the One Medical entities do business under the "One Medical" brand.

Forward-Looking Statements

Certain of the statements made in this press release are forward looking, such as those, among others, statements concerning the expected closing of the offering and the anticipated use of the net proceeds from the offering. Actual results or developments may differ materially from those projected or implied in these forward-looking statements. Factors that may cause such a difference include, without limitation, risks and uncertainties related to the satisfaction of customary closing conditions related to the notes offering and the impact of general economic, industry or political conditions in the United States or internationally. There can be no assurance that One Medical will be able to complete the notes offering on the anticipated terms, or at all. You should not place undue reliance on these forward-looking statements as predictions of future events, which statements apply only as of the date of this press release. Additional risks and uncertainties relating to the offering, One Medical and its business can be found under the heading "Risk Factors" in One Medical's Annual Report on Form 10-K for the year ended December 31, 2019, filed with the Securities and Exchange Commission on March 27, 2020, and in the Quarterly Report on Form 10-Q for the quarter ended March 31, 2020, filed with the Securities and Exchange Commission on May 14, 2020. Forward-looking statements represent One Medical's beliefs and assumptions only as of the date of this press release. One Medical expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in its expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based, except as may be required under applicable law.

Investor Contacts:

Rose Salzwedel, One Medical
Director of Investor Relations
investor@onemedical.com
(206) 331-2211

Westwicke

Bob East or Asher Dewhurst
(443) 223-0500

Media Contact:

Kristina Skinner, One Medical
Director of External Communications
press@onemedical.com
(650) 743-5187