

Aviso de Derechos para emisoras del

FECHA: 19/06/2024



BOLSA MEXICANA DE VALORES, S.A.B DE C.V, INFORMA:

FOLIO DE REFERENCIA DEL EVENTO CORPORATIVO	234705
FOLIO DE REFERENCIA INDEVAL	729719C004
TIPO DE MENSAJE	Replace
COMPLETO / INCOMPLETO	COMPLETE
CONFIRMADO / NO CONFIRMADO	CONFIRMED

CLAVE DE COTIZACIÓN	AKLI
RAZÓN SOCIAL	AKILI, INC.
SERIE	*
ISIN	US00974B1070
MERCADO PRINCIPAL	NASDAQ

TIPO DE EVENTO	MERGER
-----------------------	--------

MANDATORIO / OPCIONAL / VOLUNTARIO	Mandatory
---	-----------

OPCIÓN	1
TIPO	Cash
DEFAULT	true

TRANSACCIÓN	Cash Movement
CREDIT / DEBIT	Credit

Aviso de Derechos para emisoras del



FECHA: 19/06/2024

TRANSACCIÓN	Securities Movement
CREDIT / DEBIT	Debit

VALORES A RECIBIR	
	US00974B1070

NOTAS DEL EVENTO CORPORATIVO

NOTA

(04/06/2024)

US SEC CA 0235 AKILI, INC. (Name of Subject Company (Issuer)) ALPHA MERGER SUB, INC. (Name of Filing Persons) (Offeror) VIRTUAL THERAPEUTICS CORPORATION (Name of Filing Persons) (Parent of Offeror) Common Stock, Par Value USD0.0001 Per Share (Title of Class of Securities) 00974B107 (CUSIP Number of Class of Securities) This Tender Offer Statement on Schedule TO (this Schedule TO) relates to the offer (the Offer) by Alpha Merger Sub, Inc., a Delaware corporation (Purchaser) and a wholly owned subsidiary of Virtual Therapeutics Corporation, a Delaware corporation (Parent), to purchase all of the issued and outstanding shares of common stock, par value USD0.0001 per share(Shares), of Akili, Inc., a Delaware corporation (Akili), for USD0.4340 per Share in cash, all upon the terms and subject to the conditions described in the Offer to Purchase and in the related Letter of Transmittal, copies of which are attached hereto as exhibits (a)(1)(A)and (a)(1)(B), respectively and in each case together with any amendments or supplements thereto. The Offer is being made pursuant to the Agreement and Plan of Merger, dated as of May 29, 2024 (together with any amendments or supplements thereto, the Merger Agreement), among Akili, Parent and Purchaser, a copy of which is filed as Exhibit (d)(1) hereto and incorporated herein by reference with respect to Items 4 through 11 of this Schedule TO. Capitalized terms used but not otherwise defined herein have the meanings ascribed thereto in the Merger Agreement. Offer to Purchase All Outstanding Shares of Common Stock of AKILI, INC. at An Offer Price per Share of USD 0.4340 by ALPHA MERGER SUB, INC. a wholly owned subsidiary of VIRTUAL THERAPEUTICS CORPORATION THEOFFER AND WITHDRAWAL RIGHTS WILL EXPIRE ONE MINUTE AFTER 11.59 P.M. EASTERN TIME ON JULY 1, 2024, UNLESSTHE OFFER IS EXTENDED OR EARLIER TERMINATED.

Alpha Merger Sub, Inc., a Delaware corporation (Purchaser), and a wholly owned subsidiary of Virtual Therapeutics Corporation, a Delaware corporation (Parent), is offering to purchase (the Offer)all outstanding shares of common stock, par value USD 0.0001 per share(Shares), of Akili, Inc., a Delaware corporation (Akili), for USD0.4340 per Share in cash (the Offer Price), all upon the terms and subject to the conditions described in this Offer to Purchase (together with any amendments or supplements hereto, this Offer to Purchase) and in the related Letter of Transmittal (together with any amendments or supplements thereto, the Letter of Transmittal). Subject to the terms of the Merger Agreement (as defined below), the Offer Price will be paid net of any applicable tax withholding and without interest.

The Offer is being made pursuant to the Agreement and Plan of Merger, dated as of May 29, 2024 (together with any amendments or supplements thereto, the Merger Agreement), among Akili, Parent and Purchaser, pursuant to which, after the completion of the Offer and the satisfaction or waiver of certain conditions, Purchaser will be merged with and into Akili, without a meeting or any further action of the Akili's stockholders in accordance with Section 251(h) of the General Corporation Law of the State of Delaware (the DGCL),and Akili will be the surviving corporation and a wholly owned subsidiary of Parent (such corporation, the Surviving Corporation and such merger, the Merger). The time at which the Merger becomes effective is referred to as the Effective Time and the date upon which the Merger becomes effective is the Closing Date. Upon the terms and subject to the satisfaction or waiver of the conditions of the Offer and the Merger Agreement, including the Minimum Tender Condition (as defined below), Purchaser will accept for payment(the date and time of such acceptance, the Offer Closing Time) and thereafter pay for all Shares validly tendered and not validly withdrawn pursuant to the Offer promptly after one minute after 11.59 p.m. Eastern Time on July 1, 2024 (the Expiration Time), unless extended in accordance with the terms of the Merger Agreement, in which event the term Expiration Time will mean the date to which the Expiration Time of the Offer is so extended.

USNW Virtual Therapeutics, Akili Interactive Enter Into Definitive Merger Agreement to Establish Leading Digital Health Company Akili to operate as wholly owned subsidiary of Virtual Therapeutics May29, 2024 08.00 AM Eastern Daylight Time KIRKLAND, Wash. and BOSTON (BUSINESS WIRE) Virtual Therapeutics, a company focused on improving mental health at scale using engaging, immersive games, and Akili, Inc. (Nasdaq. AKLI), a leading digital therapeutics company, today announced the signing of a definitive merger agreement to form a diversified, leading digital health company. Under the terms of the agreement, Akilishareholders will receive USD0.4340 per share of common stock in cash. The per share purchase price represents an approximately 4PCT premium to Akili's closing stock price on May 28, 2024 and an approximately85PCT premium to Akili's closing price on April 29, 2024, the last trading day prior to Akili's public announcement that it was evaluating potential strategic alternatives. Following completion of the transaction, the combined organization will operate as Virtual Therapeutics, a privately held company, with Akili operating as a wholly owned subsidiary. In today's global mental health crisis, patients deserve access to clinically validated solutions that address their specific needs.

Aviso de Derechos para emisoras del



FECHA: 19/06/2024

We have been able to advance multiple solutions on our platform since founding Virtual Therapeutics, and we look forward to taking a significant step forward through this merger, said Dan Elenbaas, co-founder and CEO of Virtual Therapeutics. The team at Akili has been successful in applying clinical and scientific rigor to bring new products forward, and we believe their expertise will complement our efforts. Together, we can build a company that brings these behavioral services to as many patients as possible. regardless of where they are or barriers that exist for them today. Akili ran a thorough strategic process and we believe that this transaction represents Akili's commitment to delivering value to the Akili's stockholder, added Matt Franklin, Chief Executive Officer of Akili.

Virtual Therapeutics has been built by a team with decades of success in the gaming industry and elected to focus their expertise to help solve the growing mental health crisis. Combining our proven track record developing and deploying rigorously validated mobile digital therapeutics with Virtual Therapeutics robust portfolio of VR.based mental health solutions and gaming expertise, we aim to create a compelling platform to address mental health needs across several high.impact indications. Transaction Details The transaction, approved by both of Virtual Therapeutics and Akili's board of directors, is expected to close in the third quarter of 2024, subject to certain closing conditions, including the tender of a majority of Akili's shares into a tender offer to be launched by Virtual Therapeutics and Akili having not less than a specified amount of cash.on.hand, depending on the closing time. The transaction is not subject to a financing condition. Upon completion of the transaction, Akili's common stock will no longer be listed on any public stock exchange. Advisors TD Cowen is acting as exclusive financial advisor and Goodwin Procter LLP is acting as legal counsel to Akili. Baker and McKenzie LLP is acting as legal counsel to Virtual Therapeutics..