

## Aviso de Derechos para emisoras del

FECHA: 11/12/2025



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

<b>FOLIO DE REFERENCIA DEL EVENTO CORPORATIVO</b>	276863
<b>FOLIO DE REFERENCIA INDEVAL</b>	863156C001
<b>TIPO DE MENSAJE</b>	NEW
<b>COMPLETO / INCOMPLETO</b>	COMPLETE
<b>CONFIRMADO / NO CONFIRMADO</b>	CONFIRMED

<b>CLAVE DE COTIZACIÓN</b>	SMLR
<b>RAZÓN SOCIAL</b>	SEMLER SCIENTIFIC, INC.
<b>SERIE</b>	*
<b>ISIN</b>	US81684M1045
<b>MERCADO PRINCIPAL</b>	NASDAQ

<b>TIPO DE EVENTO</b>	MERGER
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<b>DETALLE DEL TIPO DE EVENTO</b>
Offer Type
DISSENTER RIGHTS NOT APPLICABLE

<b>MANDATORIO / OPCIONAL / VOLUNTARIO</b>	Mandatory
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<b>OPCIÓN</b>	1
<b>TIPO</b>	Security
<b>DEFAULT</b>	true

<b>TRANSACCIÓN</b>	Securities Movement
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<b>CREDIT / DEBIT</b>	Debit
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<b>VALORES A RECIBIR</b>	
	US81684M1045

<b>TRANSACCIÓN</b>	Securities Movement
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<b>CREDIT / DEBIT</b>	Credit
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<b>RATIO</b>	NewToOld
	21.05 / 1

<b>VALORES A RECIBIR</b>	ExistingIssue
	UKWN

<b>DISPOSICIÓN FRACCIONES</b>	CashInLieuOfFraction
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**NOTAS DEL EVENTO CORPORATIVO****NOTA**

11/12/2025

**SCHEDULE 14A (DECEMBER 5, 2025)**

A special meeting of stockholders of Semler Scientific, Inc., a Delaware corporation is to be held on January 13, 2026 at 9:00 a.m. Eastern Time. The Special Meeting will be held virtually at a unique link received after registering at <https://web.viewproxy.com/SMLRSM/2026> for the following purposes:

To approve the Agreement and Plan of Merger, dated as of September 22, 2025 (as amended by that certain amendment, dated as of December 3, 2025, and as it may be further amended from time to time, the Merger Agreement), by and between Semler Scientific and Strive, Inc. (Strive), a copy of which is attached as Annex A (and a copy such amendment is attached as Annex B), pursuant to which Strive Merger Sub, Inc. (Merger Sub) will merge with and into Semler Scientific (the Merger), with Semler Scientific as the surviving corporation of the Merger (the Merger Proposal);

If the Merger is completed, Semler Scientifics stockholders will receive 21.05 shares (the Exchange Ratio) of Strives Class A Common Stock, USD 0.001 par value per share (Strive Class A Common Stock), for each share of Semler Scientifics common stock, USD 0.001 par value per share (Semler Scientific Common Stock) (except for treasury stock or shares owned by Semler Scientific or Strive (in each case other than in a fiduciary or agency capacity or as a result of debts previously contracted)), they hold immediately prior to the Merger, plus cash in lieu of fractional shares, the Merger Consideration).

**APPRAISAL RIGHTS**

The Strive Stockholders and Semler Scientific Stockholders are not entitled to dissenters rights or appraisal rights in connection with the Merger, the Transactions or any of the Proposals.

**FRACTIONAL SHARES**

No fractional shares of Strive Class A Common Stock will be issued to any holder of shares of Semler Scientific Common Stock upon completion of the Merger. Instead, all fractional shares of Strive Class A Common Stock that a holder of shares of Semler Scientific Common Stock would otherwise be entitled to receive as a result of the Merger will be aggregated and, if a fractional share results from such aggregation, such holder will be entitled to receive, in lieu of such fractional share, an amount in cash determined by multiplying the fraction of the applicable share of Strive Class A Common Stock to which such holder would otherwise have been entitled by the closing price of such applicable share of Strive Class A Common Stock on the Nasdaq on the last trading day preceding the date of the completion of the Merger. No interest will be paid or accrued on cash payable in lieu of fractional shares of Strive Class A Common Stock.

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### TAXABLE INDICTOR

It is intended that the Merger qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code). If the Merger so qualifies, a U.S. Holder (as defined under Certain U.S. Federal Income Tax Consequences to Holders of Shares of Semler Scientific Common Stock) of Semler Scientific Common Stock, generally will not recognize gain or loss for U.S. federal income tax purposes upon the exchange of shares of Semler Scientific Common Stock for shares of Strive Class A Common Stock pursuant to the Merger, except with respect to cash received instead of fractional shares of Strive Class A Common Stock. For further information, see Certain U.S. Federal Income Tax Consequences to Holders of Shares of Semler Scientific Common Stock beginning on page 22.

All holders of Semler Scientific Common Stock should consult their tax advisors for a full understanding of the particular tax consequences of the Merger to them.

8-K September 22, 2025

On September 22, 2025, Semler Scientific, Inc., or Semler Sci, entered into an Agreement and Plan of Merger, or the Merger Agreement, with Strive, Inc., a Nevada corporation, or Strive. Upon the terms and subject to the conditions of the Merger Agreement, a to be formed subsidiary of Strive, who will join as a party to the Merger Agreement via a joinder after its formation, or Merger Sub, will merge with and into Semler Sci, or the Merger, with Semler Sci surviving as a wholly owned subsidiary of Strive, or the Surviving Corporation. The parties also intend, and Strive has agreed to take such actions as are necessary to cause, immediately following the effective time of the Merger, or the Effective Time, and as part of an integrated transaction with the Merger, the Surviving Corporation to merge with and into a Delaware limited liability company which is a direct, wholly owned subsidiary of Strive, or Second Merger Sub, with Second Merger Sub surviving as a direct, wholly owned subsidiary of Strive, or the Second Merger. For U.S. federal income tax purposes, each of the parties to the Merger Agreement intends that the Merger and Second Merger, taken together, will constitute an integrated transaction that qualifies as a reorganization within the meaning of Section 368(a) of the U.S. Internal Revenue Code of 1986, as amended. Entry into the Merger Agreement was unanimously approved by the Board of Directors of each of Strive and Semler Sci.

Pursuant to the Merger Agreement, at the Effective Time, each share of common stock, par value USD 0.001 per share, of Semler Sci, or Company Common Stock, issued and outstanding immediately before the Effective Time (other than treasury shares held by Semler Sci and certain shares held by Strive) will be converted into the right to receive 21.05 shares, or the Exchange Ratio, of Class A common stock, par value USD 0.001 per share, of Strive, or Strive Class A Common Stock, and such consideration, the Common Merger Consideration.