



Post-Roe Corporate and Transactional Considerations for Health Care Providers and Other Entities Whose Operations Are Impacted by New Restrictions

- ❑ **Businesses that provide reproductive health-related services may face challenges and opportunities due to changes in state laws related to the provision of abortion-related products and services.**
 - **Loan covenants:**
 - » Potential for increased defaults for failure to meet debt service ratios and comply with covenants
 - » Increased risk of bankruptcy/insolvency
 - **M&A:**
 - » Due Diligence: Consider implications of evolving state laws in due diligence involving providers of:
 - Reproductive health services
 - Reproductive health products
 - Telemedicine services
 - Pharmacy services
 - Digital health technologies
 - Other entities that provide products and services incidental to abortion
 - » Agreements:
 - Potential impact on negotiating representations and warranties in purchase and sale documents
 - Potential impact on compliance with covenants
 - Increased risk of specific indemnification from the seller
 - Decreased availability of RWI for these types of businesses
 - **Raising capital:**
 - » Increased difficulty seeking investors and raising capital
 - » Limitation on availability of insurance coverages
 - » Increased cost of recruitment from having to hire new talent to replace women leaving the workforce
 - » Increased civil rights audits from ESG investors
 - » Increased risk of losing user data privacy due to law enforcement disclosure mandates
 - » Expansion opportunities for reproductive health care companies in safe-haven states from increased volume/business

This document has been provided for informational purposes only and is not intended and should not be construed to constitute legal advice. Please consult your attorneys in connection with any fact-specific situation under federal law and the applicable state or local laws that may impose additional obligations on you and your company.

If you are a health care provider or life sciences organization with questions about how the decision affects your business, please contact Amy Dow at adow@ebglaw.com.
If you are an employer with questions about your workplace policies or benefits offerings, please contact Susan Gross Sholinsky at sgross@ebglaw.com.