

**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

GEORGE ASSAD and CHRISTOPHER L. BEUER,	)	
	)	
	)	
Plaintiffs,	)	
	)	
v.	)	
	)	
TPG INC., TPG CANNES AGGREGATION, L.P., SHARAD S. MANSUKANI, PAUL V. CAMPANELLI, STEPHEN C. FARRELL, and W. CARL WHITMER,	)	C.A. No. 2023-0096-LWW
	)	
	)	
Defendants.	)	
	)	

**NOTICE OF PENDENCY AND PROPOSED SETTLEMENT OF CLASS ACTION**

**TO: ALL RECORD HOLDERS AND BENEFICIAL OWNERS OF CONVEY HEALTH SOLUTIONS, INC. (“CONVEY” OR THE “COMPANY”) COMMON STOCK WHO OWNED SUCH STOCK (OR ANY INTEREST THEREIN) AT ANY TIME DURING THE TIME PERIOD FROM JUNE 20, 2022 TO AND INCLUDING OCTOBER 7, 2022 (THE “CLASS”).**

**PLEASE READ ALL OF THIS NOTICE CAREFULLY. YOUR RIGHTS WILL BE AFFECTED BY THE LEGAL PROCEEDINGS IN THE ACTION (AS DEFINED HEREIN). IF THE COURT (AS DEFINED HEREIN) APPROVES THE PROPOSED SETTLEMENT DESCRIBED BELOW, YOU WILL BE FOREVER BARRED FROM CONTESTING THE FAIRNESS OF THE PROPOSED SETTLEMENT, OR PURSUING THE RELEASED PLAINTIFFS’ CLAIMS AGAINST THE RELEASED DEFENDANT PARTIES.**

**IF YOU HELD CONVEY COMMON STOCK FOR THE BENEFIT OF OTHERS, READ THE SECTION BELOW ENTITLED “INSTRUCTIONS TO BROKERS AND OTHERS WHO HELD FOR THE BENEFIT OF OTHERS.”**

**I. PURPOSE OF NOTICE**

The purpose of this Notice of Pendency of Proposed Settlement of Class Action (this “Notice”) is to inform you of the proposed settlement (the “Settlement”) of the above-captioned lawsuit (the “Action”) pending in the Court of Chancery of the State of Delaware (the “Court”).<sup>1</sup>

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<sup>1</sup> The complete terms of the Settlement are set forth in the Stipulation and Agreement of Settlement, Compromise and Release (the “Stipulation”), which can be viewed and/or downloaded at [www.ConveyStockholderLitigation.com](http://www.ConveyStockholderLitigation.com). All terms herein with initial capitalization shall, unless defined elsewhere in this Notice, have the meanings ascribed to them in Section III below.

Pursuant to the Settlement, Plaintiffs George Assad and Christopher L. Beuer (“Plaintiffs”), on behalf of themselves and on behalf of the Class (defined below), have agreed to settle and dismiss with prejudice their claims against defendants TPG Inc. and TPG Cannes Aggregation, L.P. (collectively, the “TPG Defendants”), and Sharad S. Mansukani (“Mansukani”), Paul V. Campanelli (“Campanelli”), Stephen C. Farrell (“Farrell”), and W. Carl Whitmer (“Whitmer”) (the “Individual Defendants,” and together with the TPG Defendants, the “Defendants,” and together with Plaintiffs, the “Parties”) arising from or relating to TPG Cannes Aggregation, L.P.’s acquisition of the common stock of Convey Health Solutions, Inc. (“Convey” or the “Company”) that TPG Cannes Aggregation, L.P. did not already own for \$10.50 in cash per share (the “Transaction”).

The Settlement resolves all actual and potential claims against Defendants, as well as Todd B. Sisitsky (“Sisitsky”) and Katherine Wood (“Wood,” and together with Sisitsky, the “Former Defendants”) arising from or relating to the Transaction. In consideration of the Settlement, a total of \$19,500,000.00 in cash will be deposited into the Account (defined below) which will be distributed to the Settlement Payment Recipients (defined below) directly, according to the Plan of Allocation (defined below).

This Notice also informs you of your right to participate in a hearing before the Court to be held on July 12, 2024 at 11:00 a.m., in the Court of Chancery of the State of Delaware, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801, or by telephonic conference or videoconference (in the discretion of the Court) (the “Settlement Hearing”) to: (i) certify the Class and appoint Plaintiffs as Class representatives and Lead Counsel as Class counsel for Settlement purposes; (ii) determine whether the proposed Settlement should be approved as fair, reasonable, and adequate to the Class and in the best interests of the Class; (iii) determine whether the Action should be dismissed with prejudice and all of the Released Claims against the Released Parties should be released; (iv) hear and rule on any objections to the Settlement; (v) determine whether an Order and Final Judgment approving the Settlement should be entered; (vi) consider whether and in what amount any Fee and Expense Award should be paid to Lead Counsel out of the Settlement Fund; and (vii) rule on other such matters as the Court may deem appropriate.

This Notice describes the rights you may have under the Settlement and what steps you may, but are not required to, take in relation to the Settlement.

If the Court approves the Settlement, Plaintiffs and Defendants will ask the Court at the Settlement Hearing to enter a Judgment dismissing the Action with prejudice as to Defendants.

If you are a member of the Class, you will be bound by any judgment entered in the Action. You may not opt out of the Class.

## **II. BACKGROUND OF THE ACTION**

**THE FOLLOWING RECITATION DOES NOT CONSTITUTE FINDINGS OF THE COURT. IT IS BASED ON STATEMENTS OF THE PARTIES AND SHOULD NOT BE UNDERSTOOD AS AN EXPRESSION OF ANY OPINION OF THE COURT AS TO THE MERITS OF ANY OF THE CLAIMS OR DEFENSES RAISED BY ANY OF THE PARTIES.**

On June 21, 2022, TPG and Convey Health Solutions, Inc. (“Convey” or the “Company”) announced that they had entered into an Agreement and Plan of Merger (the “Merger Agreement”) pursuant to which TPG Cannes Aggregation, L.P., Convey’s majority stockholder, would acquire the remaining shares of Convey that it did not already own for \$10.50 per share in cash (the “Transaction”). TPG Cannes Aggregation, L.P. approved the Transaction by written consent.

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On August 2, 2022, Beuer served Convey with a demand to inspect Convey's books and records, pursuant to 8 *Del. C.* § 220 ("Section 220"), to which Convey responded on August 9, 2022.

On August 10, 2022, Beuer filed a lawsuit in the Court, pursuant to Section 220, captioned *Christopher L. Beuer v. Convey Health Solutions Holdings, Inc.*, C.A. No. 2022-0707-LWW (Del. Ch.) (the "Beuer Section 220 Action").

On August 9, 2022 and August 12, 2022, respectively, stockholders Christine Carr and Joel Newman served Convey with demands to inspect Convey's books and records pursuant to Section 220, to which Convey timely responded.

On August 17, 2022, Assad and Carr served Convey with a demand to inspect Convey's books and records, pursuant to Section 220, to which Convey responded on September 1, 2022.

On August 24, 2022, Newman filed a lawsuit in the Court, pursuant to Section 220, captioned *Joel Newman v. Convey Health Solutions Holdings, Inc.*, C.A. No. 2022-0754-LWW (Del. Ch.) (the "Newman Section 220 Action").

On September 1, 2022, Convey filed the Definitive Information Statement (the "Information Statement") with the U.S. Securities and Exchange Commission in connection with the Transaction.

On September 19, 2022, Assad and Carr filed a lawsuit in the Court, pursuant to Section 220, captioned *George Assad, et al. v. Convey Health Solutions Holdings, Inc.*, C.A. No. 2022-0835-LWW (Del. Ch.) (the "Assad Section 220 Action," and together with the Beuer Section 220 Action and the Newman Section 220 Action, the "220 Actions").

On October 7, 2022, the Transaction closed.

On December 5, 2022, Assad dismissed the Assad Section 220 Action after reaching an agreement with the Company to resolve that action.

On December 16, 2022, Beuer and Newman dismissed the Beuer Section 220 Action and Newman Section 220 Action after reaching an agreement with the Company to resolve those actions.

On January 27, 2023, Plaintiffs filed the Verified Class Action Complaint (the "Complaint") in this Action, alleging that Defendants and Former Defendants breached their fiduciary duties to the Company's minority stockholders in connection with the Transaction.

On February 23, 2023, Plaintiffs served their First Set of Interrogatories Directed to All Defendants and their First Set of Requests for the Production of Documents Directed to All Defendants.

On March 24, 2023, Plaintiffs, Defendants, and Former Defendants filed with the Court a Stipulation and Proposed Order providing for the dismissal of Former Defendants from the Complaint without prejudice. The Stipulation and Proposed Order provided that Former Defendants would submit to discovery, be subject to service of process, and make themselves available to testify at any trial, hearing, or other Court proceeding in the Action. The Court granted the Stipulation and Proposed Order on March 27, 2023.

Also on March 27, 2023, Defendants Campanelli and Whitmer filed their joint Answer to the Complaint. Separately, the TPG Defendants, Mansukani, and Farrell filed their joint Answer and Affirmative Defenses to the Complaint. Defendants denied any wrongdoing and asserted that, in any event, the Transaction was entirely fair.

Between April 6, 2023 and April 27, 2023, Defendants and Former Defendants served their Responses and Objections to Plaintiffs' First Set of Interrogatories and First Set of Requests for the Production of Documents.

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Between April 24, 2023 and July 13, 2023, Plaintiffs served sixteen subpoenas on third parties, including (i) Sauce Labs Inc.; (ii) PSP Investments Credit USA LLC; (iii) New Mountain Capital, LLC; (iv) Evercore Group LLC; (v) Eir Partners LLC; (vi) Centerview Partners LLC; (vii) Centerview Capital Technology Fund-A; (viii) Centerview Capital Technology Fund (Delaware) LP; (ix) Ares Capital Management LLC; (x) Deloitte Touche Tohmatsu Limited; (xi) Deloitte Tax LLP; (xii) Deloitte & Touche LLP; (xiii) Davis Polk & Wardwell LLP; (xiv) Simpson Thacher & Bartlett LLP; (xv) Cravath, Swaine & Moore LLP; and (xvi) Convey Health Solutions, Inc.

On April 25, 2023, Plaintiffs served their Second Set of Interrogatories Directed to All Defendants.

Between June 2, 2023 and June 8, 2023, Defendants and Former Defendants served their Responses and Objections to Plaintiffs' Second Set of Interrogatories.

On August 21, 2023, Defendants served their First Request for Production of Documents and First Interrogatories Directed to All Plaintiffs.

On September 27, 2023, Plaintiffs served their Responses and Objections to Defendants' First Request for Production of Documents and Plaintiffs' Responses and Objections to Defendants' First Interrogatories.

On December 20, 2023, Lead Counsel deposed Defendant Campanelli.

As of the date of the Stipulation, Plaintiffs had obtained and reviewed approximately 27,000 documents (over 240,000 pages) from Defendants, Former Defendants, Convey, and third parties.

On January 3, 2024 and January 5, 2024, respectively, Assad produced 814 pages of documents and Beuer produced 392 pages of documents to Defendants.

On January 16, 2024, Plaintiffs served an additional subpoena on each of Davis Polk & Wardwell LLP and Simpson Thacher & Bartlett LLP.

On January 17, 2024, Plaintiffs, Defendants, and Former Defendants participated in an in-person mediation before David M. Murphy of Phillips ADR ("Mr. Murphy") following the exchange of opening, answering, and reply mediation briefs. The full-day mediation session did not conclude with a settlement.

On January 23, 2024, Mr. Murphy delivered a mediator's proposal for purposes of resolving the Action.

On January 26, 2024, Plaintiffs, Defendants and the Former Defendants accepted Mr. Murphy's mediator's proposal and reached an agreement to settle the Released Plaintiffs' Claims for \$19,500,000 in cash, subject to Court approval. Plaintiffs and Defendants subsequently negotiated and on February 27, 2024 executed a term sheet (the "Term Sheet") setting forth additional settlement terms reflected in the Stipulation.

The Stipulation is intended to fully, finally, and forever release, relinquish, settle, and discharge the Released Plaintiffs' Claims and the Released Defendants' Claims with prejudice.

The Stipulation is not, and shall not be construed as or deemed to be evidence of, an admission as to the merit or lack of merit of any claims or defenses that were asserted or could have been asserted in the Action.

Plaintiffs continue to believe that their claims have legal merit, but also believe that the Settlement set forth below provides substantial and immediate benefits for the Class. In addition to these substantial benefits, Plaintiffs and Lead Counsel (defined below) have considered: (i) the attendant risks of continued litigation and the uncertainty of the outcome of the Released Plaintiffs' Claims; (ii) the probability of success on the merits of the Released Plaintiffs' Claims; (iii) problems of proof associated with, and possible defenses to, the Released Plaintiffs' Claims and the probability of recovering damages; (iv) the desirability of permitting the Settlement to be

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consummated according to its terms; (v) the expense and length of continued proceedings necessary to prosecute the Released Plaintiffs' Claims against Defendants and Former Defendants through trial and appeals; and (vi) the conclusion of Plaintiffs and Lead Counsel that the terms and conditions of the Stipulation are fair, reasonable, and adequate, and that it is in the best interests of the Class to settle the Released Plaintiffs' Claims on the terms set forth herein.

Based on Lead Counsel's extensive review and analysis of the relevant facts, allegations, defenses, and controlling legal principles, Lead Counsel believe that the Settlement set forth in the Stipulation is fair, reasonable, and adequate, and confers substantial benefits upon the Class. Based upon Lead Counsel's evaluation, as well as Plaintiffs' own evaluation, Plaintiffs have determined that the Settlement is in the best interests of the Class and have agreed to the terms and conditions set forth herein.

Defendants, Former Defendants, and Convey deny any and all allegations of fault, liability, wrongdoing, or damages whatsoever alleged in this Action, and make no admission of liability or any form of wrongdoing whatsoever. Defendants and Former Defendants entered into the Stipulation solely because they considered it desirable that the Released Plaintiffs' Claims be settled and dismissed with prejudice to (i) eliminate the uncertainty, burden, inconvenience, distraction, and expense of further litigation, and (ii) finally and forever put to rest, resolve, and terminate the Released Plaintiffs' Claims.

### **III. DEFINITIONS:**

In addition to the terms defined elsewhere in this Notice, the following capitalized terms, used in this Notice, shall have the meanings specified below:

(a) "Account" means the account that is to be maintained by the Administrator and into which the Settlement Consideration shall be deposited.

(b) "Administrative Costs" means all costs, fees, and expenses incurred in connection with providing notice of the Settlement to the Class, locating Class Members, administering the Settlement, distributing the Settlement Fund, paying escrow taxes, fees and costs, if any, and otherwise administering or carrying out the terms of the Settlement. Such costs and expenses shall include, without limitation, the actual costs of printing and mailing the Notice, publishing the Notice, reimbursements to nominee owners for forwarding the notice to their Eligible Beneficial Owners, and the administrative expenses incurred and fees charged by the Administrator in connection with providing notice and administering the Settlement.

(c) "Administrator" means the settlement administrator selected by Lead Counsel to provide notice to the Class and administer the Settlement.

(d) "Class" means a non-opt out class, for Settlement purposes only, and pursuant to Court of Chancery Rules 23(a), 23(b)(1) and 23(b)(2), of all former holders of Convey common stock at any time between announcement of the June 20, 2022 Agreement and Plan of Merger between Convey and TPG through the Closing of the Transaction, together with their successors and assigns. Excluded from the Class are (i) Defendants and Former Defendants in this Action; and (ii) any Person, firm, trust, corporation or other entity related to or affiliated with any of Defendants or Former Defendants (collectively, the "Excluded Persons").

(e) "Class Member" means a member of the Class.

(f) "Closing" means the consummation of the Transaction on October 7, 2022.

(g) "DTC Participants" means the participants of the Depository Trust Company ("DTC") for whom Cede & Co., Inc. ("Cede"), as nominee for DTC, was the holder of record of Convey common stock at the time such shares were paid the Transaction Consideration pursuant to the terms of the Merger Agreement.

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(h) “Effective Date” means the first business day following the date the Judgment becomes Final.

(i) “Eligible Beneficial Owner” means the ultimate beneficial owner of any shares of Convey common stock held of record by Cede at the time such shares were converted into the right to receive the Transaction Consideration in connection with the Closing, provided that no Excluded Person may be an Eligible Beneficial Owner.

(j) “Eligible Record Holder” means the record holder of any shares of Convey common stock, other than Cede, at the time such shares were converted into the right to receive the Transaction Consideration in connection with the Closing, provided that no Excluded Person may be an Eligible Record Holder.

(k) “Fee and Expense Award” means an award to Lead Counsel of fees and expenses to be paid from the Settlement Fund, approved by the Court and in full satisfaction of all claims for attorneys’ fees and any other expenses or costs that have been, could be, or could have been asserted by Lead Counsel or any other counsel, or any Class Member in connection with the Released Plaintiffs’ Claims and the Settlement.

(l) “Final,” when referring to the Judgment, means the later of (i) entry of the Judgment and the expiration of any time for appeal, reconsideration, reargument, rehearing, or other review of the Judgment, or (ii) if any appeal or application for reconsideration, reargument, or rehearing is filed and not dismissed or withdrawn, issuance of a decision upholding the Judgment in all material respects, which is no longer subject to appeal, reconsideration, reargument, or rehearing, and the expiration of all times for the filing of any petition for reconsideration, reargument, rehearing, appeal, or review of the Judgment or any order affirming the Judgment; provided, however, that any disputes or appeals relating solely to the amount, payment, or allocation of the Fee and Expense Award, or to the allocation or distribution of the Net Settlement Fund, shall have no effect on finality for purposes of determining the date on which the Judgment becomes Final and shall not otherwise prevent, limit, or otherwise affect the Judgment, or prevent, limit, delay, or hinder entry of the Judgment.

(m) “Judgment” means the Order and Final Judgment to be entered in the Action, in all material respects in the form attached as Exhibit C hereto.

(n) “Lead Counsel” means the law firms of Block & Leviton LLP, Prickett, Jones & Elliott, P.A., Friedman Oster & Tejtel PLLC, and Kessler Topaz Meltzer & Check, LLP.

(o) “Net Settlement Fund” means the Settlement Fund as defined herein less (i) any Fee and Expense Award; (ii) Administrative Costs; (iii) Taxes and Tax Expenses; and (iv) any other Court-approved deductions.

(p) “Person” means a natural person, individual, corporation, limited liability corporation, professional corporation, limited liability partnership, partnership, limited partnership, limited liability company, association, joint stock company, estate, legal representative, trust, unincorporated association, government or any political subdivision or agency thereof, and any business or legal entity.

(q) “Plan of Allocation” means the manner in which the Net Settlement Fund will be distributed, as set forth in Section II.B of the Stipulation, and described in Section V of this Notice, or otherwise approved by the Court.

(r) “Released Claims” means the Released Plaintiffs’ Claims and the Released Defendants’ Claims.

(s) “Released Defendant Parties” means Defendants, Former Defendants, and Convey, as well as their respective successors-in-interest, successors, predecessors-in-interest, predecessors, representatives, current and former stockholders, members, parents, subsidiaries,

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affiliates, funds, directors, officers, employees, agents, insurers, reinsurers, counselors, attorneys, advisors, financial advisors, trustees, executors, administrators, estates, heirs, assigns and transferees, immediate and remote, and any Person or entity acting for or on behalf of, or claiming under or through, any of them, and each of them, together with their predecessors-in-interest, predecessors, successors-in-interest, successors, and assigns.

(t) “Released Defendants’ Claims” means, as against the Released Plaintiff Parties, all claims and causes of action of every nature and description, whether known claims or Unknown Claims, whether arising under state, federal, common, local, statutory, regulatory, foreign or other law or rule that arise out of or relate in any way to the institution, prosecution, settlement, or dismissal of the claims asserted in the Action, except for claims to enforce the Term Sheet or the Stipulation.

(u) “Released Parties” means Released Plaintiff Parties and Released Defendant Parties.

(v) “Released Plaintiff Parties” means Plaintiffs, all other Class Members, and Lead Counsel.

(w) “Released Plaintiffs’ Claims” means, as against the Released Defendant Parties, all claims and causes of action of every nature and description, whether known claims or Unknown Claims, whether arising under state, federal, common, local, statutory, regulatory, foreign, or other law or rule, that both (i) arise from Plaintiffs’ and Class Members’ capacity as former Convey stockholders; and (ii) are related to the Transaction or this Action, including all allegations therein, except for claims to enforce the Term Sheet or the Stipulation.

(x) “Scheduling Order” means the scheduling order entered pursuant to Court of Chancery Rule 23 on April 5, 2024 (Dkt. 100).

(y) “Settlement Fund” means the principal amount of \$19,500,000.00 in cash, plus any interest that may accrue on that sum after it is deposited in the Account.

(z) “Taxes” means all federal, state, and/or local taxes of any kind (including any interest of penalties thereon) on any income earned by the Settlement Fund.

(aa) “TPG” means TPG Inc., TPG Cannes Aggregation, L.P., and each and all of TPG Inc.’s and TPG Cannes Aggregation, L.P.’s respective past or present partners, officers, directors, employees, subsidiaries, parents, affiliates, funds, insurers, co-insurers or reinsurers, and attorneys.

(bb) “Transaction Consideration” means the payment of \$10.50 per share in cash to Convey’s stockholders at Closing as set forth in the Merger Agreement.

(cc) “Unknown Claims” means any claims that a releasing Person does not know or suspect exists in his, her, or its favor at the time of the release of the Released Plaintiffs’ Claims and Released Defendants’ Claims, which if known by him, her, or it, might have affected his, her, or its decision(s) with respect to the Settlement. With respect to any and all Released Plaintiffs’ Claims and Released Defendants’ Claims, upon the Effective Date, Plaintiffs and Defendants shall expressly waive, and each of the Class Members and Released Defendant Parties shall be deemed to have waived, and by operation of the Judgment shall have expressly waived, relinquished, and released any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States or other jurisdiction, or principle of common law or foreign law, which is similar, comparable, or equivalent to Cal. Civ. Code §1542, which provides:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS THAT THE CREDITOR OR RELEASING PARTY DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE AND THAT, IF KNOWN BY HIM OR HER, WOULD HAVE

MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR OR RELEASED PARTY.

The Parties acknowledge, and the Released Plaintiff Parties and the Released Defendant Parties by operation of law are deemed to acknowledge, that they may discover facts in addition to or different from those now known or believed to be true with respect to the Released Plaintiffs' Claims and the Released Defendants' Claims, but that it is the intention of the Parties, and by operation of law, the Released Plaintiff Parties and the Released Defendant Parties, to completely, fully, finally, and forever extinguish any and all Released Plaintiffs' Claims and Released Defendants' Claims, whether known claims or Unknown Claims, suspected or unsuspected, which now exist, or heretofore existed, or may hereafter exist, and without regard to the subsequent discovery of additional or different facts. The Parties also acknowledge, and the Released Plaintiff Parties and the Released Defendant Parties by operation of law are deemed to acknowledge, that the inclusion of "Unknown Claims" in the definition of Released Plaintiffs' Claims and Released Defendants' Claims is separately bargained for and is a key element of the Settlement.

#### IV. THE SETTLEMENT CONSIDERATION

In consideration for the full and final release, settlement, and discharge of Released Plaintiffs' Claims and Released Defendants' Claims, Defendants shall pay or cause their insurers to deposit \$19.5 million (\$19,500,000.00) in cash (the "Settlement Consideration") into the Account to be distributed to all Class Members entitled to receive a portion of the Settlement Fund, pursuant to the Plan of Allocation.

#### V. DISTRIBUTION OF THE SETTLEMENT FUND TO SETTLEMENT PAYMENT RECIPIENTS

Lead Counsel will work with the Administrator to oversee the administration of the Settlement and distribution of the Settlement Fund, and to ensure that the Settlement Payment Recipients do not include Excluded Persons. The Settlement Fund will be used (i) to pay all Administrative Costs; (ii) to pay any Fee and Expense Award; (iii) to pay any Taxes and Tax Expenses, and (iv) following the payment of (i), (ii), and (iii) herein, for subsequent disbursement of the Net Settlement Fund to the Settlement Payment Recipients as provided below.

Following the Effective Date, the Administrator shall distribute the Net Settlement Fund to the Settlement Payment Recipients (as defined below) on a per-share basis. **Please Note: Settlement Payment Recipients do not have to submit a claim form or take any other action in order to receive payment.**

Only the Settlement Payment Recipients will qualify to share in the distribution of the Settlement Fund to the Class after payment of Administrative Expenses, any Fees and Expense Award, and Taxes and Tax Expenses.

**RECEIPT OF THIS NOTICE DOES NOT NECESSARILY MEAN THAT YOU ARE ENTITLED TO RECEIVE PROCEEDS FROM THE SETTLEMENT. ONLY HOLDERS OF CONVEY COMMON STOCK AT THE TIME SUCH SHARES WERE CONVERTED INTO THE RIGHT TO RECEIVE THE MERGER CONSIDERATION IN CONNECTION WITH THE TRANSACTION, OTHER THAN THE EXCLUDED PERSONS, ARE ENTITLED TO RECEIVE PROCEEDS FROM THE SETTLEMENT (THE "SETTLEMENT PAYMENT RECIPIENTS").**

Payment pursuant to the Plan of Allocation shall be final and conclusive against all Class Members. Plaintiffs, the Released Defendant Parties, and their respective counsel shall have no

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liability whatsoever for the determination, administration, or investment of the Settlement Fund or the Net Settlement Fund; the calculation or distribution of any payment from the Settlement Fund or Net Settlement Fund; the performance or nonperformance of the Administrator, any DTC Participants, or any nominee holding shares on behalf of a Class Member; the determination, administration, payment, or withholding of Taxes (including interest and penalties) owed by the Settlement Fund; or any losses incurred in connection with any of the foregoing.

The Settlement Fund will not be distributed to the Settlement Payment Recipients until the Court has approved the Settlement and the proposed Plan of Allocation, the time periods for any petition for rehearing, appeal or review, whether by certiorari or otherwise, of the Judgment approving the Settlement and the Plan of Allocation have expired, and the Judgment becomes Final.

As soon as practicable after the Effective Date, the Net Settlement Fund shall be distributed to the Settlement Payment Recipients as set forth below or as otherwise approved by the Court:

(a) The Net Settlement Fund will be allocated and distributed by the Administrator on a per-share basis among the Settlement Payment Recipients. Each Settlement Payment Recipient will receive a *pro rata* payment from the Net Settlement Fund equal to the product of (i) the number of “Eligible Shares” held by the Settlement Payment Recipient, where Eligible Shares are shares held by the Settlement Payment Recipient at Closing and for which the Settlement Payment Recipient received or was entitled to receive the Transaction Consideration, and (ii) the “Per-Share Recovery” for the Settlement, which will be determined by dividing the total amount of the Net Settlement Fund by the total number of Eligible Shares. For the avoidance of doubt, the Net Settlement Fund will be paid to the holders of Convey common stock whose shares were converted into the right to receive Transaction Consideration in connection with the Closing, other than Excluded Persons.

(b) With respect to Convey common stock held of record at Closing by DTC through its nominee Cede, provided that the Administrator first receives the necessary DTC Information, the Administrator shall cause the relevant portion of the Net Settlement Fund to be allocated to Eligible Beneficial Owners who held their shares through DTC Participants to be paid directly to DTC Participants. The Net Settlement Fund will be allocated and distributed to the DTC Participants by paying each the Per-Share Recovery multiplied by its respective Closing Security Position (defined herein). For each DTC Participant, the “Closing Security Position” means the number of shares of Convey common stock reflected on the DTC allocation report used by DTC to pay the Transaction Consideration, less any shares that were held by an Excluded Person at the time of the Transaction. The DTC Participants and their respective customers, including any intermediaries, shall then ensure *pro rata* payment to each Eligible Beneficial Owner in accordance with each Eligible Beneficial Owner’s “Closing Beneficial Ownership Position,” which means, for each Eligible Beneficial Owner, the number of shares of Convey common stock beneficially owned by such Eligible Beneficial Owner as of Closing, for which the Eligible Beneficial Owner received payment of the Transaction Consideration, in a similar manner to that in which the DTC Participants paid the Transaction Consideration in connection with the Transaction.

(c) With respect to Convey common stock held of record at the closing of the Transaction other than by Cede, as nominee for DTC (a “Closing Non-Cede Record Position”), the payment with respect to each Closing Non-Cede Record Position shall be made by the Administrator from the Net Settlement Fund directly to the record owner of each Closing Non-Cede Record Position in an amount equal to the Per-Share Recovery times the number of shares of Convey common stock comprising such Closing Non-Cede Record Position.

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(d) The Net Settlement Fund shall be distributed to the Settlement Payment Recipients only after the Effective Date of the Settlement and after all Administrative Costs, all Taxes and Tax Expenses, and any Fee and Expense Award have been paid from the Settlement Fund or reserved.

(e) If there is any balance remaining in the Net Settlement Fund six (6) months after distribution of the Net Settlement Fund (whether by reason of tax refunds, uncashed checks, amounts returned by Excluded Persons who erroneously receive settlement payments, or otherwise), the Administrator shall, if feasible, distribute such balance among the Settlement Payment Recipients who received and deposited the initial distribution, in the same manner as the initial distribution. If the cost of making such a further distribution or distributions is unreasonably high relative to the amount remaining in the Net Settlement Fund, Lead Counsel may file a motion for an administrative order instructing the Administrator to distribute any balance which still remains in the Net Settlement Fund, after provision for all anticipated expenses, to the Delaware Combined Campaign for Justice. Neither the Released Defendant Parties nor their indemnitors or insurers shall have any reversionary interest in the Net Settlement Fund.

## **VI. THE RELEASES**

Subject to Court approval, as of the Effective Date, Plaintiffs, and any and all of their respective successors-in-interest, successors, predecessors-in-interest, predecessors, representatives, trustees, executors, administrators, estates, heirs, assigns and transferees, immediate and remote, and any person or entity acting for or on behalf of, or claiming under or through, any of them, and each of them, together with their predecessors-in-interest, predecessors, successors-in-interest, successors, and assigns, each of the foregoing in their capacities as such only, shall be deemed to have released and forever discharged all of the Released Plaintiffs' Claims against the Released Defendant Parties, and shall forever be barred and enjoined from commencing, instituting, instigating, facilitating, asserting, continuing, maintaining, participating in, or prosecuting any and all of the Released Plaintiffs' Claims against any of the Released Defendant Parties.

Subject to Court approval, as of the Effective Date, the Defendants, Former Defendants, and Convey, and any and all of their respective successors-in-interest, successors, predecessors-in-interest, predecessors, representatives, trustees, executors, administrators, estates, heirs, assigns and transferees, immediate and remote, and any person or entity acting for or on behalf of, or claiming under or through, any of them, and each of them, together with their predecessors-in-interest, predecessors, successors-in-interest, successors, and assigns, each of the foregoing in their capacities as such only, shall be deemed to have released and forever discharged all of the Released Defendants' Claims against the Released Plaintiff Parties, and shall forever be barred and enjoined from commencing, instituting, instigating, facilitating, asserting, continuing, maintaining, participating in, or prosecuting any and all of the Released Defendants' Claims against any of the Released Plaintiff Parties.

**THE SETTLEMENT OF THE ACTION, IF APPROVED BY THE COURT, ON THE TERMS AND CONDITIONS SET FORTH IN THE STIPULATION WILL INCLUDE, BUT NOT BE LIMITED TO, A RELEASE OF ALL CLAIMS WHICH WERE OR COULD HAVE BEEN ASSERTED IN THIS ACTION AGAINST THE RELEASED DEFENDANT PARTIES.**

**THE COURT HAS NOT FINALLY DETERMINED THE MERITS OF PLAINTIFFS' CLAIMS OR DEFENDANTS' DEFENSES. THIS NOTICE DOES NOT IMPLY THAT THERE HAS BEEN OR WOULD BE ANY FINDING OF VIOLATION OF**

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**THE LAW OR THAT RELIEF IN ANY FORM OR RECOVERY IN ANY AMOUNT  
COULD BE HAD IF THE ACTION WAS NOT SETTLED.**

**VII. CLASS CERTIFICATION DETERMINATION**

On April 1, 2024, in accordance with the proposed class definition in the Stipulation, the Court entered the Scheduling Order preliminarily certifying, for settlement purposes only, a non-opt-out class, pursuant to Delaware Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2) consisting of the Class Members.

At the Settlement Hearing, the Court will determine if (a) the Class Members are so numerous that their joinder in the Action would be impracticable; (b) there are questions of law and fact common to the Class; (c) Plaintiffs' claims are typical of the claims of the other Class Members in that they all arise from the same allegedly wrongful course of conduct and are based on the same legal theories; (d) in connection with the prosecution of the Action and the Settlement, Plaintiffs and Lead Counsel have and will fairly and adequately represent and protect the interests of the Class; (e) the prosecution of separate actions by individual Class Members would create a risk of inconsistent adjudications that would establish incompatible standard of conduct for Defendants, and, as a practical matter, the disposition of the Action would influence the disposition of any pending or future identical suits, actions, or proceedings brought by other Class Members; and (f) Defendants are alleged to have acted or refused to act on grounds generally applicable to the Class, thereby making appropriate final injunctive relief or corresponding declaratory relief with respect to the Class as a whole.

**VIII. REASONS FOR THE SETTLEMENT**

Plaintiffs and Lead Counsel have reviewed and analyzed the facts and circumstances relating to the claims asserted in the Action, as known by Plaintiffs to date. Lead Counsel has reviewed a significant number of documents. Lead Counsel believes that they have received sufficient information to evaluate the merits of the proposed Settlement.

Lead Counsel has analyzed the evidence adduced during their investigation, and has researched the applicable law with respect to the claims of Plaintiffs and the Class against Defendants and the potential defenses thereto. Based on this investigation and discovery, Plaintiffs have decided to enter into the Settlement, after taking into account, among other things, (i) the substantial benefits to members of the Class from the Settlement; (ii) the attendant risks of continued litigation and the uncertainty of the outcome of the Released Plaintiffs' Claims; (iii) the probability of success on the merits of the Released Plaintiffs' Claims; (iv) the inherent problems of proof associated with, and possible defenses to, the Released Plaintiffs' Claims; (v) the desirability of permitting the Settlement to be consummated according to its terms; (vi) the expense and length of continued proceedings necessary to prosecute the Released Plaintiffs' Claims against Defendants through trial and appeals; and (vii) the conclusion of Plaintiffs and Lead Counsel that the terms and conditions of the Stipulation are fair, reasonable, and adequate, and that it is in the best interests of the Class to settle the Released Plaintiffs' Claims.

The entry by Plaintiffs and Defendants into the Stipulation is not an admission as to the merit or lack of merit of any claims or defenses asserted in the Action. Each Party denies any and all allegations of wrongdoing, fault, liability, or damage in the Action. Neither the Stipulation, nor the fact or any terms of the Settlement, or any communications relating thereto, is evidence, or an admission, or concession by any Party or their counsel, any Class Member, or any of the Released Defendant Parties or Released Plaintiff Parties, of any fault, liability, or wrongdoing whatsoever, as to any facts or claims alleged or asserted in the Action, or any other actions or proceedings, or

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as to the validity or merit of any of the claims or defenses alleged or asserted in any such action or proceeding.

#### **IX. APPLICATION FOR ATTORNEYS' FEES, COSTS, AND EXPENSES**

Lead Counsel have not received any payment for their services in pursuing claims against Defendants on behalf of the Class, nor has Lead Counsel been reimbursed for their out-of-pocket expenses. Before final approval of the Settlement, Lead Counsel will apply to the Court for an award of attorneys' fees from the Settlement Fund in an amount not to exceed 25% of the Settlement Fund, and reimbursement of litigation expenses (the "Fee Application"). Any such Fee and Expense Award that is approved by the Court will be paid from the Settlement Fund. Class Members are not personally liable for the Fee and Expense Award.

#### **X. SETTLEMENT HEARING**

The Court has scheduled a Settlement Hearing, which will be held on July 12, 2024, at 11:00 am (the "Settlement Hearing Date"), at the Court of Chancery of the State of Delaware, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801, to: (i) certify the Class and appoint Plaintiffs as Class representatives and Lead Counsel as Class counsel for Settlement purposes; (ii) determine whether the proposed Settlement should be approved as fair, reasonable, and adequate to the Class and in the best interests of the Class; (iii) determine whether the Action should be dismissed with prejudice and all of the Released Claims against the Released Parties should be released; (iv) hear and rule on any objections to the Settlement; (v) determine whether an Order and Final Judgment approving the Settlement should be entered; (vi) consider whether and in what amount any Fee and Expense Award should be paid to Lead Counsel out of the Settlement Fund; and (vii) rule on other such matters as the Court may deem appropriate.

The Court may adjourn and reconvene the Settlement Hearing, or any adjournment thereof, including the hearing on the application for attorneys' fees, costs, and expenses, without further notice to Class Members other than oral announcement at the Settlement Hearing or any adjournment thereof or a notation on the docket in the Action, and retains jurisdiction over the Parties and all Class Members to consider all further applications arising out of or connected with the proposed Settlement. The Court may also approve the Settlement at or after the Settlement Hearing with such modification(s) to the Stipulation as may be consented to by the Parties without further notice to Class Members. Further, the Court may render its judgment and order the payment of a Fee and Expense Award at or after the Settlement Hearing, with such modifications as may be consented to by the Parties and without further notice of any kind.

#### **XI. RIGHT TO APPEAR AND OBJECT**

Any Class Member who objects to the Settlement and/or the Judgment to be entered by the Court, and/or Lead Counsel's Fee Application, or otherwise wishes to be heard, may appear personally or by counsel at the Settlement Hearing and present any evidence or argument that may be proper and relevant; *provided, however*, that no member of the Class may be heard and no papers or briefs submitted by or on behalf of any members of the Class shall be received and considered, except by Order of the Court for good cause shown, unless, no later than fourteen (14) calendar days before the Settlement Hearing (*i.e.*, by June 27, 2024, such person files with the Register in Chancery, the Court of Chancery of the State of Delaware, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801, and serves upon the attorneys listed below: (a) a written and signed notice of intention to appear; (b) documentary

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evidence of membership in the Class; (c) a written and detailed statement of objections to any matter before the Court; and (d) the grounds therefor or the reasons for wanting to appear and be heard, as well as all documents or writings the Court shall be asked to consider. These writings must also be served by File & ServeXpress, by hand, by first-class mail, or by express service/email upon the following attorneys such that they are received no later than fifteen (15) calendar days prior to the Settlement Hearing:

Stacey A. Greenspan  
PRICKETT, JONES & ELLIOTT, P.A.  
1310 N. King Street  
Wilmington, Delaware 19801

Kimberly A. Evans  
BLOCK & LEVITON LLP  
3801 Kennett Pike, Suite C-305  
Wilmington, DE 19807  
(302) 499-3600

*Counsel for Plaintiffs*

Blake Rohrbacher  
RICHARDS, LAYTON & FINGER, P.A.  
One Rodney Square  
920 North King Street  
Wilmington, DE 19801  
(302) 651-7700

*Counsel for Defendants Sharad S. Mansukani  
and Stephen C. Farrell*

Kevin M. Coen  
MORRIS, NICHOLS, ARSHT  
& TUNNELL LLP  
1201 N. Market Street  
P.O. Box 1347  
Wilmington, DE 19899-1347  
(302) 658-9200

*Counsel for Defendants TPG Inc. and TPG  
Cannes Aggregation, L.P. and Former  
Defendants Todd B. Sisitsky and Katherine  
Wood*

Bradley R. Aronstam  
ROSS ARONSTAM & MORITZ LLP  
Hercules Building  
1313 North Market Street, Suite 1001  
Wilmington, Delaware 19801  
(302) 576-1600

*Counsel for Defendants Paul V.  
Campanelli and W. Carl Whitmer*

Unless the Court otherwise directs, no person will be entitled to object to the approval of the Settlement, the Judgment to be entered in the Action, or the Fee Application, nor will he, she, or it otherwise be entitled to be heard, except by serving and filing a written objection as described above.

Any person who fails to object in the manner described above shall be deemed to have waived the right to object (including the right to appeal) and will be forever barred from raising such objection in this or any other action or proceeding.

Any Class Member who does not object to the Settlement, the Fee Application, or any other matter stated above need not do anything.

## **XII. ORDER AND JUDGMENT OF THE COURT**

If the Court determines that the Settlement, as provided for in the Stipulation, is fair, reasonable, adequate, and in the best interests of the Class, the Court will enter an Order and Final Judgment, which will, among other things:

(a) Make final the Court's previous determination to certify the Class for settlement purposes pursuant to Delaware Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2);

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- (b) Make final the Court's previous determination to certify Plaintiffs as Class representatives and Lead Counsel as Class counsel, and determine that Plaintiffs and Lead Counsel have adequately represented the interests of the Class in the Action;
- (c) Determine that the form and manner of this Notice was the best notice practicable under the circumstances and fully complied with each of the requirements of due process, Delaware Court of Chancery Rule 23, and applicable law;
- (d) Determine that all Class Members are bound by the Judgment;
- (e) Determine that the Settlement is fair, reasonable, and adequate and in the best interests of the Class;
- (f) Dismiss the Action with prejudice without the award of any fees, costs, or expenses or the grant of further relief except for the payments contemplated by the Stipulation;
- (g) Fully, finally, and forever release, settle, and discharge the Released Parties from and with respect to every one of the Released Claims;
- (h) Bar and enjoin Plaintiffs and any Class Members from instituting, commencing, or prosecuting any and all Released Plaintiffs' Claims against any Released Defendant Party; and
- (i) Award Lead Counsel such Fee and Expense Award as the Court deems fair and reasonable.

### **XIII. INSTRUCTIONS TO BROKERS AND OTHERS WHO HELD FOR THE BENEFIT OF OTHERS**

Brokerage firms, banks, and/or other persons or entities who held shares of Convey common stock for the benefit of others must, within seven days of the receipt of this Notice, either (a) provide to the Administrator at the address below the name and last known address of each person or organization for whom or which you held any such securities during such time periods; or (b) request additional copies of this Notice from the Administrator at the address below, which will be provided to you free of charge, and, within seven days of your receipt of such copies, mail the Notice directly to the beneficial owners of the securities referred to herein. You are entitled to reimbursement for your reasonable expenses incurred in connection with the foregoing, including reimbursement of postage expenses and the cost of ascertaining the names and addresses of beneficial owners. These expenses will be paid by the Administrator from the Settlement Fund upon request and submission of appropriate supporting documentation. All communications concerning the foregoing should be addressed to the Administrator at [info@ConveyStockholderLitigation.com](mailto:info@ConveyStockholderLitigation.com) and 1-877-411-4689 or at the following address:

Convey Stockholder Litigation  
c/o A.B. Data Ltd.  
P.O. Box 173128  
Milwaukee, WI 53217

#### **XIV. SCOPE OF THE NOTICE**

The Notice is not all-inclusive. The references in this Notice to the pleadings in the Action, the Stipulation, and other papers and proceedings are only summaries and do not purport to be comprehensive. For the full details of the Action, claims which have been asserted in the Action and the terms and conditions of the Settlement, including a complete copy of the Stipulation, Class Members are referred to the Court files in the Action. A complete copy of the Stipulation can also be found at [www.ConveyStockholderLitigation.com](http://www.ConveyStockholderLitigation.com)

You or your attorney may examine the Court files from the Action during regular business hours of each business day at the office of the Register in Chancery, the Court of Chancery of the State of Delaware, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801.

Questions or comments about the Settlement or the Action may be directed to counsel for the Plaintiff:

Stacey A. Greenspan  
PRICKETT, JONES & ELLIOTT, P.A.  
1310 N. King Street  
Wilmington, Delaware 19801

Kimberly A. Evans  
BLOCK & LEVITON LLP  
3801 Kennett Pike, Suite C-305  
Wilmington, DE 19807

**DO NOT CALL OR WRITE THE COURT OR THE OFFICE OF THE  
REGISTER IN CHANCERY REGARDING THIS NOTICE.**

Dated: May 13, 2024

BY ORDER OF THE COURT

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Register in Chancery

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c/o A.B. Data Ltd.  
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Milwaukee, WI 53217

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