



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE R1 RCM INC.
STOCKHOLDERS LITIGATION

CONSOLIDATED
C.A. No. 2021-0318-PAF

**PLAINTIFF’S UNOPPOSED MOTION
FOR CLASS DISTRIBUTION ORDER**

PLEASE TAKE NOTICE THAT Lead Plaintiff Pembroke Pines Firefighters & Police Officers Pension Fund (“Plaintiff”) respectfully moves this Court to enter the accompanying Class Distribution Order pursuant to the terms of the Stipulation and Agreement of Settlement, Compromise, and Release (the “Stipulation”) (Trans. ID 70990308) and the Court’s Order and Final Judgment (Trans. ID 71629204) and submits in support of this motion the accompanying Affidavit of Luiggy Segura in Support of Plaintiff’s Unopposed Motion for Class Distribution Order (the “Segura Affidavit”) submitted by Court-approved Settlement Administrator, JND Legal Administration (“JND”).^{1,2} If approved, the Class Distribution Order will, *inter alia*:

1. Direct JND to distribute 100% of the available balance of the Net Class Settlement Fund, after deducting all payments previously allowed and the payment

¹ Pursuant to its October 2, 2023 Scheduling Order (Trans. ID 71004658), the Court authorized JND to act as the Settlement Administrator in connection with the Settlement of this Action.

² Plaintiff incorporates by reference the definitions in the Stipulation and the Segura Affidavit, and all terms used herein shall have the same meanings as set forth in the Stipulation and/or the Segura Affidavit.

of JND's fees and expenses requested in this Motion, and after deducting payment of any estimated taxes, the costs of preparing appropriate tax returns, and any escrow fees, as set forth in ¶ 10 of the Segura Affidavit (the "Distribution").

2. Consistent with ¶ 94 of the Plan of Allocation in the Court-approved Notice, direct that each Eligible Class Member will be allocated a *pro rata* share of the Net Class Settlement Fund in connection with the Distribution equal to the product of (i) the number of Eligible Shares held by the Eligible Class Member and (ii) the "Per-Share Recovery" for the Settlement, which will be determined by dividing the total amount of the Net Class Settlement Fund by the total number of Eligible Shares held by all Eligible Class Members. (Segura Affidavit ¶ 10(a)).

3. Consistent with ¶ 95(i) of the Plan of Allocation, with respect to R1 RCM Inc. ("R1") common stock held of record by the Depository Trust & Clearing Corporation, including its subsidiary the Depository Trust Company (collectively, DTC) ("DTC"), through its nominee Cede, direct JND to cause that portion of the Net Class Settlement Fund allocated to Eligible Class Members who held their shares through DTC Participants ("DTC Participants") to be paid directly to DTC Participants. JND shall then distribute that portion of the Net Class Settlement Fund among the DTC Participants by paying each the Per-Share Recovery times its

respective Closing Security Position,³ subject to payment suppression instructions with respect to Excluded Shares and any other shares ineligible for recovery from the Settlement. (Segura Affidavit ¶ 10(b)). The DTC Participants and their respective customers, including any intermediaries, shall then ensure *pro rata* payment to each Eligible Class Member based on the number of Eligible Shares beneficially owned by such Eligible Class Member at the close of trading on September 27, 2023. (*Id.*)

4. Consistent with ¶ 95(ii) of the Plan of Allocation, with respect to R1 common stock held of record as of the close of trading on September 27, 2023, other than by Cede, as nominee for DTC (a “Closing Non-Cede Record Position”), direct JND to make payment from the Net Class Settlement Fund directly to the record owner of each such Closing Non-Cede Record Position in an amount equal to the Per-Share Recovery times the number of Eligible Shares comprising such Closing Non-Cede Record Position. (Segura Affidavit ¶ 10(c)).

5. Consistent with ¶ 95(iii) of the Plan of Allocation, direct that any person who purchased shares of R1 common stock during the Class Period but had not settled those shares by the close of trading on September 27, 2023 (“Non-Settled Shares”) shall be treated as an Eligible Class Member (and their shares treated as

³ For each DTC Participant, the “Closing Security Position” is the number of Eligible Shares held by such DTC Participant at the close of trading on September 27, 2023. *See* Notice at footnote 3.

Eligible Shares) with respect to those Non-Settled Shares (except for the Excluded Shares), and any person who sold those Non-Settled Shares on or before September 27, 2023, shall not be treated as an Eligible Class Member with respect to those Non-Settled Shares. (Segura Affidavit ¶ 10(d)).

6. Consistent with ¶ 95(iv) of the Plan of Allocation, in the event that any payment from the Net Class Settlement Fund is undeliverable or in the event a check is not cashed by the stale date (i.e., more than six months from the check's issue date), the DTC Participants or the holder of a Closing Non-Cede Record Position shall follow their respective policies with respect to further attempted distribution. (Segura Affidavit ¶ 10(e)).

7. Following the distribution of the Net Class Settlement Fund to DTC Participants, inquiries by Eligible Beneficial Holders regarding payment of the Net Class Settlement Fund should be made directly to DTC Participants, such as banks or brokerage firms, through which they beneficially owned Eligible Shares. (Segura Affidavit ¶ 10(f)).

8. In order to encourage Eligible Class Members to promptly cash their checks, and to avoid or reduce future expenses relating to unpaid checks, all Distribution checks will bear a notation "CASH PROMPTLY, VOID AND SUBJECT TO REDISTRIBUTION IF NOT CASHED BY [6 MONTHS AFTER ISSUE DATE]." (Segura Affidavit ¶ 10(g)).

9. All undeliverable or uncashed payments returned to JND by DTC Participants or Eligible Record Holders shall be available for further distribution provided that such distribution is economically feasible. At such time as Co-Lead Counsel, in consultation with JND, determine that further distribution of the funds remaining in the Net Class Settlement Fund is not cost-effective, the remaining balance of the Net Class Settlement Fund, after payment of any unpaid fees or expenses incurred in connection with administering the Net Class Settlement Fund and after the payment of any estimated taxes, the costs of preparing appropriate tax returns, and any escrow fees, will be contributed to the Combined Campaign for Justice. (Segura Affidavit ¶ 10(h)).

10. Direct that payment pursuant to the Class Distribution Order will be final and conclusive against all Eligible Class Members, and release and discharge all persons involved in the investment, administration, distribution, or taxation of the Settlement Fund or the Net Class Settlement Fund, from any and all claims arising out of such involvement, and bar all Class Members, whether or not they receive payment from the Net Class Settlement Fund, from making any further claims against the Net Class Settlement Fund, Plaintiff, Co-Lead Counsel, the Settlement Administrator (JND), or any other agent retained by Plaintiff or Co-Lead Counsel in connection with the investment, administration, distribution, or taxation of the

Settlement Fund or the Net Class Settlement Fund beyond the amounts allocated to Eligible Class Members.

11. Approve all of JND's fees and expenses incurred in connection with the administration of the Settlement and estimated to be incurred in connection with the distribution of the Net Class Settlement Fund as set forth in Exhibit A to the Segura Affidavit and authorize Co-Lead Counsel to direct payment out of the Settlement Fund to JND in payment of any such outstanding fees and expenses.

12. Authorize the destruction of paper copies of all supporting documentation one year after the distribution, and the destruction of electronic copies of the same one year after all funds in the Net Class Settlement Fund have been distributed.

13. Retain jurisdiction to consider any further applications concerning the administration of the Settlement, and such other and further relief as the Court deems appropriate.

Dated: May 28, 2024

OF COUNSEL:

Jeroen van Kwawegen
Eric Riedel
**BERNSTEIN LITOWITZ BERGER
& GROSSMANN LLP**
1251 Avenue of the Americas
New York, NY 10020
(212) 554-1400

*Co-Lead Counsel for Plaintiff
and the Settlement Class*

Jeremy Friedman
David Tejtel
**FRIEDMAN OSTER
& TEJTEL PLLC**
493 Bedford Center Road, Suite 2D
Bedford Hills, NY 10507
(888) 529-1108
*Co-Lead Counsel for Plaintiff
and the Settlement Class*

**BERNSTEIN LITOWITZ BERGER
& GROSSMANN LLP**

/s/ Gregory V. Varallo
Gregory V. Varallo (Bar No. 2242)
Glenn R. McGillivray (Bar No. 6057)
500 Delaware Avenue, Suite 901
Wilmington, DE 19801
(302) 364-3601

*Co-Lead Counsel for Plaintiff
and the Settlement Class*

WORDS: 1,265 (of 3,000 Word Limit)

CERTIFICATE OF SERVICE

I, Gregory V. Varallo, hereby certify that on May 28, 2024, the foregoing *Plaintiff's Unopposed Motion for Class Distribution Order* was filed and served via File & ServeXpress upon the following counsel of record:

Kevin R. Shannon, Esq.
Berton W. Ashman, Jr., Esq.
Mathew A. Golden, Esq.
Callan R. Jackson, Esq.
POTTER ANDERSON
& CORROON LLP
Hercules Plaza, 6th Floor
1313 N. Market Street
Wilmington, DE 19899

Kenneth J. Nachbar, Esq.
Rachel R. Tunney, Esq.
MORRIS, NICHOLS, ARSHT
& TUNNELL LLP
1201 North Market Street
Wilmington, Delaware 19801

Ned Weinberger, Esq.
LABATON SUCHAROW LLP
300 Delaware Avenue, Suite 1340
Wilmington, DE 19801

A. Thompson Bayliss, Esq.
Daniel G. Paterno, Esq.
ABRAMS & BAYLISS LLP
20 Montchanin Road, Suite 200
Wilmington, DE 19807

/s/ Gregory V. Varallo
Gregory V. Varallo (Bar No. 2242)