

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

MATTHEW KREUSER, Derivatively on Behalf
of GOHEALTH, INC.,

Plaintiff,

v.

CLINTON P. JONES, TRAVIS J.
MATTHIESEN, BRANDON M. CRUZ,
JOSEPH G. FLANAGAN, HELENE D.
GAYLE, JEREMY W. GELBER, ANITA V.
PRAMODA, MIRIAM A. TAWIL, and
ALEXANDER E. TIMM,

Defendants,

and

GOHEALTH, INC.,

Nominal Defendant.

Case No. 1:21-cv-02716

Hon. Jeremy C. Daniel

PRELIMINARY APPROVAL ORDER

Plaintiff Matthew Kreuser (“Plaintiff”) in the above-captioned action (the “Action”) pending in the United States District Court for the Northern District of Illinois (the “Court”) has made an unopposed motion, pursuant to Rule 23.1 of the Federal Rules of Civil Procedure, for an order: (i) preliminarily approving the proposed settlement (the “Settlement”) of shareholder derivative claims brought on behalf of GoHealth, Inc. (“GoHealth” or the “Company”), in accordance with the Stipulation and Agreement of Settlement dated December 19, 2025 (the “Stipulation”); (ii) approving the form and manner of the notice of the Settlement to Current GoHealth Shareholders; and (iii) setting a date for the Settlement Hearing.¹

WHEREAS, the Stipulation, together with the exhibits attached thereto, sets forth the terms and conditions for the Settlement, including, but not limited to, a proposed Settlement and dismissal with prejudice of the Action;

WHEREAS, the Court having: (i) read and considered Plaintiff’s Unopposed Motion for Preliminary Approval of Shareholder Derivative Settlement together with the accompanying Memorandum of Law in support thereof; and (ii) read and considered the Stipulation, as well as all the exhibits attached thereto;

WHEREAS, the Court finds, upon a preliminary evaluation, that the proposed Settlement falls within the range of possible approval criteria, as it provides a beneficial result for GoHealth and its shareholders and appears to be the product of serious, informed, non-collusive negotiations overseen by an experienced mediator; and

WHEREAS, the Court also finds, upon a preliminary evaluation, that GoHealth

¹ Except as otherwise expressly provided below, all capitalized terms contained herein shall have the same meanings and/or definitions as set forth in the Stipulation.

shareholders should be apprised of the Settlement through the proposed form and means of notice, allowed to file objections, if any, thereto, and appear at the Settlement Hearing.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED AS FOLLOWS:

1. This Court, for purposes of this Preliminary Approval Order, adopts the definitions set forth in the Stipulation.

2. This Court preliminarily approves, subject to further consideration at the Settlement Hearing described below, the Settlement as set forth in the Stipulation as being fair, reasonable, and adequate.

3. A hearing shall be held on March 26, 2026 at 9:30 a.m., before the Honorable Jeremy C. Daniel, at the United States District Court for the Northern District of Illinois, Eastern Division, Everett McKinley Dirksen U.S. Courthouse, 219 South Dearborn Street, Chicago, Illinois 60604 (the "Settlement Hearing"), at which the Court will determine: (i) whether the terms of the Stipulation should be approved as fair, reasonable, and adequate to GoHealth and Current GoHealth Shareholders; (ii) whether the notice of the Settlement fully satisfied the requirements of Rule 23.1 of the Federal Rule of Civil Procedure and the requirements of due process; (iii) whether all Released Claims against the Released Persons should be fully and finally released; (iv) whether the agreed-to Fee and Expense Award and Service Award should be approved; and (v) such other matters as the Court may deem appropriate.

4. The Court approves, as to form and content, the Notice, attached as Exhibit C to the Stipulation, and the Summary Notice, attached as Exhibit D to the Stipulation, and finds that the website posting of the Notice and publication and filing of the Summary Notice in the manner and form set forth in paragraph 5 of this Order meets the requirements of Fed. R. Civ. P. 23.1 and

due process, and constitutes due and sufficient notice of all matters relating to the Settlement to all Persons entitled to such notice.

5. Within fifteen (15) days of the date of this Preliminary Approval Order, the Company shall cause the Summary Notice to be published one time in *Investor's Business Daily*. The Company shall also provide disclosure of the proposed Settlement through, at the Company's discretion, its next Form 10-Q or the filing of a Current Report on Form 8-K. The notice via Form 10-Q and/or 8-K and the Summary Notice shall include a link to the investor relations page of the Company's website where the Notice and Stipulation and exhibits thereto are posted, and where they will remain posted through the date of the Settlement Hearing.

6. All costs incurred in the posting, issuing, and filing of the notice of the Settlement shall be paid by GoHealth, and GoHealth shall undertake all administrative responsibility for the posting, issuance, and filing of the notice of the Settlement.

7. By March 19, 2026, Defendants' Counsel shall file with the Court an appropriate affidavit or declaration with respect to the posting, issuance, and filing of the notice of the Settlement as provided for in paragraph 5 of this Preliminary Approval Order.

8. All Current GoHealth Shareholders shall be subject to and bound by the provisions of the Stipulation and the releases contained therein, and by all orders, determinations, and judgments in the Action concerning the Settlement, whether favorable or unfavorable to Current GoHealth Shareholders.

9. Pending the Court's determination as to final approval of the Settlement, Plaintiff and GoHealth shareholders are barred and enjoined from commencing, prosecuting, instigating, or in any way participating in the commencement or prosecution of any derivative action asserting any Released Claims against any of the Released Persons.

10. Any shareholder of GoHealth common stock may appear and show cause, if he, she, or it has any reason why the Settlement embodied in the Stipulation should not be approved as fair, reasonable, and adequate, or why a judgment should or should not be entered hereon, or the Fee and Expense Award or Service Award should not be awarded. However, no GoHealth shareholder shall be heard or entitled to contest the approval of the Settlement, or, if approved, the Judgment to be entered thereon, unless that GoHealth shareholder has caused to be filed, and served on counsel as noted below: (i) a written notice of objection with the case names and number (*Kreuser v. Jones et al*, Case No. 1:21-cv-02716 (N.D. Ill.)); (ii) the Person's name, legal address, and telephone number; (iii) notice of whether such Person intends to appear at the Settlement Hearing and the reasons such Person desires to appear and be heard, and whether such Person is represented by counsel and if so, contact information for counsel; (iv) competent evidence that such Person held shares of GoHealth common stock as of the date of the Stipulation and continues to hold such stock as of the date the objection is made, including the date(s) such shares were acquired; (v) a statement of objections to any matters before the Court, the grounds therefor, as well as all documents or writings such Person desires the Court to consider; and (vi) the identities of any witnesses such Person plans on calling at the Settlement Hearing, along with a summary description of their expected testimony.

11. By March 5, 2026, any such person must file the written objection(s) and corresponding materials with the Clerk of the Court, U.S. District Court for the Northern District of Illinois, Eastern Division, 219 South Dearborn Street, Chicago, Illinois 60604 and serve such materials by that date, on each of the following Parties' counsel:

Counsel for Plaintiff:

THE BROWN LAW FIRM, P.C.
Timothy Brown
767 Third Avenue, Suite 2501
New York, NY 10017

Counsel for Defendants:

MAYER BROWN LLP
Jacqueline M. Vallette
333 S. Grand Avenue, 47th Floor
Los Angeles, CA 90071

12. Only shareholders who have filed with the Court and sent to the Parties' counsel valid and timely written notices of objection and notices of appearance will be entitled to be heard at the hearing unless the Court orders otherwise.

13. Any Person or entity who fails to appear or object in the manner provided herein shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness, reasonableness, or adequacy of the Settlement and to the Fee and Expense Award and Service Award, unless otherwise ordered by the Court, but shall be forever bound by the Judgment to be entered and the releases to be given as set forth in the Stipulation.

14. Plaintiff shall file his motion for final approval of the Settlement by February 26, 2026. If there is any objection to the Settlement, the deadline to file a response to the objection(s) is March 19, 2026.

15. All proceedings in the Action are stayed until further order of the Court, except as may be necessary to implement the Settlement or comply with the terms of the Stipulation and this Preliminary Approval Order.

16. This Court may, for good cause, extend any of the deadlines set forth in this Preliminary Approval Order without further notice to GoHealth shareholders.

17. Neither the Stipulation (whether or not consummated), nor any of its terms or provisions, nor entry of the Judgment, nor any document or exhibit referred or attached to the Stipulation, nor any action taken to carry out the Stipulation, is, may be construed as, or may be used as evidence of any presumption, concession, or admission of the validity of any of the claims released herein or an admission by or against Defendants of any fault, wrongdoing, or concession of liability whatsoever.

18. The Court may, in its discretion, change the date and/or time of the Settlement Hearing without further notice to Current GoHealth Shareholders. Any Current GoHealth Shareholder (or his, her or its counsel) who wishes to appear at the Settlement Hearing should consult the Court's calendar or the investor relations portion of the Company's website, for any change in the date and/or time of the Settlement Hearing. The Court may approve the Settlement and any of its terms, with such modifications as may be agreed to by the Parties, if appropriate, without further notice to Current GoHealth Shareholders. The Court retains jurisdiction to consider all further applications arising out of or connected with the Settlement.

IT IS SO ORDERED.

DATED: January 8, 2026



JEREMY C. DANIEL
UNITED STATES DISTRICT JUDGE