

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

Case No. 1:21-cv-02716

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.

**NOTICE OF PENDENCY AND PROPOSED SETTLEMENT OF  
SHAREHOLDER DERIVATIVE ACTION**

**TO: ALL RECORD HOLDERS AND BENEFICIAL OWNERS OF GOHEALTH, INC. (“GOHEALTH” OR THE “COMPANY”) COMMON STOCK AS OF DECEMBER 19, 2025.**

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. THIS NOTICE RELATES TO A PROPOSED SETTLEMENT AND DISMISSAL WITH PREJUDICE OF SHAREHOLDER DERIVATIVE LITIGATION AND CONTAINS IMPORTANT INFORMATION REGARDING YOUR RIGHTS.

IF THE COURT APPROVES THE SETTLEMENT OF THE DERIVATIVE ACTION, CURRENT GOHEALTH SHAREHOLDERS WILL BE FOREVER BARRED FROM CONTESTING THE APPROVAL OF THE PROPOSED SETTLEMENT AND DISMISSAL WITH PREJUDICE, AND FROM PURSUING RELEASED CLAIMS.

THIS ACTION IS NOT A “CLASS ACTION.” THUS, THERE IS NO COMMON FUND UPON WHICH YOU CAN MAKE A CLAIM FOR A MONETARY PAYMENT.

PLEASE TAKE NOTICE that this action is being settled on the terms set forth in a Stipulation and Agreement of Settlement dated December 19, 2025 (the “Stipulation”). All capitalized terms that are not otherwise defined shall have the definitions as set forth in the Stipulation. The purpose of this Notice is to inform you of:

- the existence of the above-captioned derivative action pending in the United States District Court for the Northern District of Illinois (the “Court”), captioned *Kreuser v. Jones et al*, Case No. 1:21-cv-02716 (N.D. Ill.) (the “Action”);
- the proposed settlement between Plaintiff and Defendants (together, “Parties”) reached in the Action (the “Settlement”),
- the hearing to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlement and dismissal of the Action with prejudice,
- Plaintiff’s Counsel’s application to the Court for a Fee and Expense Award to be paid by GoHealth’s insurers, and
- Plaintiff’s Counsel’s application to the Court for a case Service Award to the Plaintiff.

This Notice describes what steps you may take in relation to the Settlement. This Notice is not an expression of any opinion by the Court about the truth or merits of Plaintiff’s claims or Defendants’ defenses. This Notice is solely to advise you of the proposed Settlement of the Action and of your rights in connection with the proposed Settlement.

## Summary

On December 19, 2025, GoHealth, in its capacity as a nominal defendant, entered into the Stipulation to resolve the Action, which Stipulation was filed in the Court. The Action was brought derivatively on behalf of GoHealth against certain current and former directors and officers of the Company. GoHealth was named as a nominal defendant in the Action. The Stipulation, and the settlement contemplated therein (the “Settlement”), subject to the approval of the Court, are intended by the Parties to fully, finally, and forever compromise, resolve, discharge, and settle the Released Claims and to result in the complete dismissal of the Action with prejudice, upon the terms and subject to the conditions set forth in the Stipulation. The proposed Settlement requires adoption and maintenance by GoHealth of certain corporate governance reforms and procedures, as outlined in Exhibit A to the Stipulation (the “Reforms”), subject to Court approval.

In recognition of the substantial benefits conferred upon GoHealth as a result of the Reforms achieved through the prosecution and Settlement of the Action, the Parties agreed on October 16, 2025 that GoHealth’s insurers shall pay to Plaintiff’s Counsel attorneys’ fees and expenses in the amount of eight hundred seventy-five thousand dollars (\$875,000.00) (the “Fee and Expense Award”), subject to Court approval. Plaintiff’s Counsel shall also apply to the Court for a service award to be paid to the Plaintiff in an amount of up to two thousand dollars (\$2,000.00) (the “Service Award”), to be paid out of the Fee and Expense Award.

This notice is a summary only and does not describe all of the details of the Stipulation and its exhibits. For full details of the matters discussed in this notice, please see the full Stipulation and its exhibits posted on the investor relations portion of the Company’s website, [www.https://investors.gohealth.com/](https://investors.gohealth.com/), contact Plaintiff’s Counsel as set forth below, or inspect the full Stipulation and its exhibits filed with the Clerk of the Court.

## What is the Lawsuit About?

The Action is brought derivatively on behalf of nominal defendant GoHealth and alleges that, among other things, beginning on July 14, 2020, at least, the Individual Defendants breached their fiduciary duties by causing GoHealth to make misrepresentations and fail to disclose to shareholders that, among other things: (1) the source of the Company’s revenue growth and enhanced financial metrics was the result of an unsustainable business approach, whereby GoHealth significantly increased focus on only two Medicare insurance carriers; and (2) the Defendants had intended for 2020 to be an “investment year” for GoHealth, which involved substantial and fast carrier expansion in GoHealth’s Medicare business along with a heightened dependence on non-commissionable Medicare “Special Needs Plans,” both of which would have adverse effects on certain of the Company’s key financial metrics. Defendants have denied and continue to deny each and all of the claims and contentions alleged by Plaintiff in the Action.

## Why is there a Settlement of the Action?

The Court has not decided in favor of Defendants or the Plaintiff. Instead, the Parties agreed to the Settlement to avoid the distraction, costs, and risks of further litigation, and because the Parties agree, and the Company determined, that adoption, implementation, and maintenance of

the Reforms by the Company as part of the Settlement provide substantial benefits to GoHealth and its shareholders.

Defendants have denied and continue to deny each and all of the claims and contentions alleged by the Plaintiff in the Action. Defendants have expressly denied and continue to deny all charges of wrongdoing or liability against them arising out of any of the conduct, statements, acts, or omissions alleged, or that could have been alleged, in the Action. Nonetheless, Defendants have concluded that it is desirable for the Action to be fully and finally settled in the matter and upon the terms and conditions set forth in this Stipulation.

### The Settlement Hearing, and Your Right to Object to the Settlement

The Court entered an order preliminarily approving the Stipulation and the Settlement contemplated therein (the “Preliminary Approval Order”) and providing for notice of the Settlement to be provided to current GoHealth shareholders who owned GoHealth stock as of December 19, 2025 (“Current GoHealth Shareholders”). The Preliminary Approval Order further provides that the Court will hold a hearing (the “Settlement Hearing”) on March 26, 2026 at 9:30 a.m. before the Honorable Jeremy C. Daniel at the U.S. District Court for the Northern District of Illinois, Eastern Division, Everett McKinley Dirksen U.S. Courthouse, 219 South Dearborn Street, Chicago, Illinois 60604 to, among other things: (i) determine whether the proposed Settlement is fair, reasonable and adequate and in the best interests of the Company and its shareholders; (ii) consider any objections to the Settlement submitted in accordance with this Notice; (iii) determine whether a judgment should be entered dismissing all claims in the Action with prejudice, and releasing the Released Claims against the Released Persons; (iv) determine whether the Court should approve the agreed-to Fee and Expense Award; (v) determine whether the Court should approve the Service Award to the Plaintiff, which shall be funded from the Fee and Expense Award; and (vii) consider any other matters that may properly be brought before the Court in connection with the Settlement. Upon final approval of the Settlement, the Action will be dismissed with prejudice.

The Court may, in its discretion, change the date or time of the Settlement Hearing without further notice to you. If you intend to attend the Settlement Hearing, please consult the Court’s calendar or the investor relations portion of the Company’s website, <https://investors.gohealth.com/>, for any change in the date or time of the Settlement Hearing.

Any Current GoHealth Shareholder who wishes to object to the fairness, reasonableness, or adequacy of the Settlement as set forth in the Stipulation, or to the Fee and Expense Award or Service Award, may file with the Court a written objection. An objector must, at least twenty-one (21) days prior to the Settlement Hearing: (1) file with the Clerk of the Court and serve (either by hand delivery or by first class mail) upon the below listed counsel a written objection to the Settlement setting forth (i) a written notice of objection with the case name 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. Any objector who does not timely file and serve a notice of intention to appear in accordance with this paragraph shall be foreclosed from raising any objection to the Settlement and shall not be permitted to appear at the Settlement Hearing, except for good cause shown.

*IF YOU MAKE A WRITTEN OBJECTION, IT MUST BE RECEIVED BY THE CLERK OF THE COURT NO LATER THAN MARCH 5, 2026.* The Clerk's address is:

Clerk of the Court,  
U.S. District Court for the Northern District of Illinois  
Eastern Division  
219 South Dearborn Street  
Chicago, Illinois 60604

*YOU ALSO MUST DELIVER COPIES OF THE MATERIALS TO PLAINTIFF'S COUNSEL AND DEFENDANTS' COUNSEL SO THEY ARE RECEIVED NO LATER THAN MARCH 5, 2026.* Counsel's addresses are:

**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

An objector may file an objection on his, her, or its own or through an attorney hired at his, her, or its own expense. If an objector hires an attorney to represent him, her, or it for the purposes of making such objection, the attorney must serve (either by hand delivery or by first class mail) a notice of appearance on the counsel listed above and file such notice with the Court no later than twenty-one (21) days before the Settlement Hearing. Any GoHealth shareholder who does not timely file and serve a written objection complying with the above terms shall be deemed to have waived, and shall be foreclosed from raising, any objection to the Settlement, and any untimely objection shall be barred.

Any objector who files and serves a timely, written objection in accordance with the instructions above, may appear at the Settlement Hearing either in person or through counsel

retained at the objector's expense. Objectors need not attend the Settlement Hearing, however, in order to have their objections considered by the Court.

If you are a Current GoHealth Shareholder and do not take steps to appear in this action and object to the proposed Settlement, you will be bound by the Judgment of the Court and will forever be barred from raising an objection to the settlement in the Action, and from pursuing any of the Released Claims.

**CURRENT GOHEALTH SHAREHOLDERS AS OF DECEMBER 19, 2025 WHO HAVE NO OBJECTION TO THE SETTLEMENT DO NOT NEED TO APPEAR AT THE SETTLEMENT HEARING OR TAKE ANY OTHER ACTION.**

Interim Stay and Injunction

Pending the Court's determination as to final approval of the Settlement, Plaintiff and Plaintiff's Counsel, and any GoHealth shareholders, derivatively on behalf of GoHealth, 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 derivatively against any of the Released Persons in any court or tribunal.

Scope of the Notice

This Notice is a summary description of the Action, the complaint, the terms of the Settlement, and the Settlement Hearing. For full details of the matters discussed in this summary, please see the full Stipulation and its exhibits posted on the investor relations portion of the Company's website, <https://investors.gohealth.com/>, contact Plaintiff's Counsel as set forth below, or inspect the full Stipulation and its exhibits filed with the Clerk of the Court.

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You may obtain further information by contacting Plaintiff's Counsel at: Timothy Brown, The Brown Law Firm, P.C., 767 Third Avenue, Suite 2501, New York, NY 10017, Telephone: (516) 922-5427, E-mail: [tbrown@thebrownlawfirm.net](mailto:tbrown@thebrownlawfirm.net). **Please Do Not Call the Court or Defendants with Questions About the Settlement.**