

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE

ROBERT STROUGO, Individually and on Behalf of)	Civil Action No. 3:20-cv-00165
All Others Similarly Situated,)	
Plaintiff,)	<u>CLASS ACTION</u>
vs.)	Judge Waverly D. Crenshaw, Jr.
TIVITY HEALTH, INC., et al.,)	Magistrate Judge Jeffery S. Frensey
Defendants.)	

NOTICE OF PROPOSED SETTLEMENT OF CLASS ACTION

A Federal Court Authorized This Notice. This Is Not a Solicitation from a Lawyer.

IF YOU PURCHASED OR OTHERWISE ACQUIRED TIVITY HEALTH, INC. ("TIVITY HEALTH") COMMON STOCK BETWEEN MARCH 8, 2019, AND FEBRUARY 19, 2020, INCLUSIVE, A CLASS ACTION SETTLEMENT MAY AFFECT YOUR RIGHTS

NOTICE OF SETTLEMENT: Please be advised that Lead Plaintiff Sheet Metal Workers Local No. 33, Cleveland District, Pension Fund, on behalf of the Class (as defined in ¶1 below), has reached a proposed settlement of the Litigation with Defendants for \$17.05 million in cash that will resolve all claims against all Defendants in the Litigation (the "Settlement").

This Notice explains important rights you may have, including your possible receipt of cash from the Settlement. Your legal rights will be affected whether or not you act. Please read this Notice carefully.

1. **Description of the Action and the Class:** This Notice relates to a proposed Settlement reached in a class action lawsuit pending against the following defendants: Tivity Health, Donato Tramuto, Adam C. Holland, and Dawn Zier ("Defendants") (collectively, with Lead Plaintiff, the "Parties" or "Settling Parties"). The proposed Settlement, if approved by the Court, will apply to the following Class (the "Class"): All Persons who purchased or otherwise acquired Tivity Health common stock between March 8, 2019, and February 19, 2020, inclusive. Excluded from the Class are: Defendants, members of their immediate families, any entity of which a Defendant has a controlling interest, and the legal representatives, heirs, predecessors, successors, or assigns of any excluded party. An opportunity to be excluded from the Class was previously provided to the Class and no member of the Class requested exclusion. No further exclusion opportunity is being provided under the Settlement.

2. **Statement of Class's Recovery:** Subject to Court approval, and as described more fully in ¶¶3-6 below, Lead Plaintiff, on behalf of the Class, has agreed to settle all Released Plaintiff's Claims (as defined in the Stipulation of Settlement ("Stipulation")) against Defendants and other Released Defendant Parties (as defined in the Stipulation) in exchange for a settlement payment of \$17.05 million in cash (the "Settlement Amount"). The Net Settlement Fund (the Settlement Fund less the amount of the Fee and Expense Award and any award to Lead Plaintiff, if requested, and to the extent allowed by the Court, Taxes and Tax Expenses, Notice and Administration Expenses, and any other fees or expenses approved by the Court) will be distributed in accordance with a plan of allocation (the "Plan of Allocation") that will be approved by the Court and will determine how the Net Settlement Fund shall be distributed to Members of the Class. The Plan of Allocation is a basis for determining the relative positions of Class Members for purposes of allocating the Net Settlement Fund. The proposed Plan of Allocation is included in this Notice, and may be modified by the Court without further notice.

3. **Statement of Average Distribution Per Share:** The Settlement Fund consists of the \$17.05 million Settlement Amount plus interest earned. The estimated average recovery is \$0.70 per damaged share before fees and expenses. Class Members may recover more or less than this amount depending on, among other factors, the aggregate value of the Recognized Claims represented by valid and acceptable Claim Forms as explained in the Plan of Allocation; when their Tivity Health shares were purchased or acquired and the price at the time of purchase or acquisition; and whether the shares were sold, and if so, when they were sold and for how much. In addition, the actual recovery of Class Members may be further reduced by the payment of fees and costs from the Settlement Fund, as approved by the Court.

4. **Statement of the Parties' Position on Damages:** Defendants deny all claims of wrongdoing, that they engaged in any wrongdoing, that they are liable to Lead Plaintiff and/or the Class, and that Lead Plaintiff or other Members of the Class suffered any injury. Moreover, the Parties do not agree on the amount of recoverable damages if Lead Plaintiff prevailed on each of the claims. The issues on which the Parties disagree include, but are not limited to, whether: (i) the statements made or facts allegedly omitted were material, false, or misleading; (ii) Defendants engaged in a scheme to defraud; (iii) Defendants are otherwise liable under the securities laws for those statements, omissions, or scheme; and (iv) all or part of the damages allegedly suffered by Members of the Class were caused by economic conditions or factors other than the allegedly false or misleading statements, omissions, or scheme.

5. **Statement of Attorneys' Fees and Expenses Sought:** Lead Counsel will apply to the Court for an award of attorneys' fees from the Settlement Fund of no more than 25% of the Settlement Amount, plus interest earned at the same rate and for the same period as earned by the Settlement Fund. In addition, Lead Counsel also will apply to the Court for payment from the Settlement Amount for Lead Plaintiff's Counsel's litigation expenses, in a total amount not to exceed \$2,000,000, plus interest earned at the same rate and for the same period as earned by the Settlement Fund. If the Court approves Lead Counsel's fee and expense application, the estimated average cost per damaged share is \$0.26. In addition, Lead Counsel will apply for an award to Lead Plaintiff in an amount not to exceed \$26,000 pursuant to 15 U.S.C. §78u-4(a)(4) in connection with its representation of the Class.

6. **Identification of Attorneys' Representatives:** Lead Plaintiff and the Class are being represented by Robbins Geller Rudman & Dowd LLP ("Lead Counsel"). Any questions regarding the Settlement should be directed to Ellen Gusikoff Stewart at Robbins Geller Rudman & Dowd LLP, 655 W. Broadway, Suite 1900, San Diego, CA 92101, 1-800-449-4900, settlementinfo@rgrdlaw.com.

YOUR LEGAL RIGHTS AND OPTIONS IN THE SETTLEMENT	
DO NOTHING	Get no payment. Remain a Class Member. Give up your rights.
SUBMIT A CLAIM FORM POSTMARKED OR SUBMITTED ONLINE NO LATER THAN OCTOBER 20, 2025	This is the only way to be potentially eligible to receive a payment. If you wish to obtain a payment as a Member of the Class, you will need to file a Proof of Claim and Release form (the "Claim Form" or "Proof of Claim Form"), postmarked or submitted online no later than October 20, 2025.
OBJECT TO THE SETTLEMENT SO THAT IT IS RECEIVED NO LATER THAN OCTOBER 22, 2025	Write to the Court about your view on the Settlement, or why you do not think the Settlement is fair to the Class. You may object to the Settlement, the Plan of Allocation, and/or the request for attorneys' fees and litigation expenses. You must still submit a Claim Form in order to be potentially eligible to receive any money from the Net Settlement Fund.
GO TO THE HEARING ON NOVEMBER 12, 2025, AT 9:00 A.M., AND FILE A NOTICE OF INTENTION TO APPEAR SO THAT IT IS RECEIVED NO LATER THAN OCTOBER 22, 2025	Ask to speak in Court about the fairness of the Settlement, the proposed Plan of Allocation, and/or the request for attorneys' fees and litigation expenses.

WHAT THIS NOTICE CONTAINS	
What Is The Purpose Of This Notice?	Page 3
What Is This Case About? What Has Happened So Far?	Page 3
How Do I Know If I Am Affected By The Settlement?	Page 4
What Are Lead Plaintiff's Reasons For The Settlement?	Page 5
What Might Happen If There Were No Settlement?	Page 5
How Much Will My Payment Be?	Page 5
Plan of Allocation	
What Rights Am I Giving Up By Agreeing To The Settlement?	Page 9
What Payment Are The Attorneys For The Class Seeking?	Page 9
How Will The Lawyers Be Paid?	
How Do I Participate In The Settlement?	Page 9
What Do I Need To Do?	
When And Where Will The Court Decide Whether To Approve The Settlement?	Page 10
Do I Have To Come To The Hearing?	
May I Speak At The Hearing If I Do Not Like The Settlement?	
What If I Bought Shares On Someone Else's Behalf?	Page 11
Can I See The Court File? Whom Should I Contact If I Have Questions?	Page 12

WHAT IS THE PURPOSE OF THIS NOTICE?

7. The purpose of this Notice is to inform you about: (i) this Litigation; (ii) the terms of the proposed Settlement; and (iii) your rights in connection with a hearing to be held before the United States District Court for the Middle District of Tennessee (the “Court”), on November 12, 2025, at 9:00 a.m., to consider the fairness, reasonableness, and adequacy of the Settlement and related matters. This Notice also describes the steps to be taken by those who wish to seek to be potentially eligible to share in the distribution of the Net Settlement Fund in the event the Settlement is approved by the Court.

8. A class action is a type of lawsuit in which the claims of a number of individuals are resolved together, thus providing the class members with both consistency and efficiency. In a class action lawsuit, the Court selects one or more people, known as class representatives, to sue on behalf of all people with similar claims, commonly known as the class or the class members. In this Litigation, the Court has certified the Class and appointed Lead Plaintiff as the representative of the Class.

9. The Court in charge of this case is the United States District Court for the Middle District of Tennessee, and the case is known as *Strougo v. Tivity Health, Inc., et al.*, Civil Action No. 3:20-cv-00165 (M.D. Tenn.). The judge presiding over this case is the Honorable Waverly D. Crenshaw, Jr., United States District Judge. The pension fund which is suing is called Lead Plaintiff, and those who are being sued are called Defendants. In this case, the Defendants are Tivity Health, Donato Tramuto, Adam C. Holland, and Dawn Zier.

10. This Notice explains the lawsuit, the Settlement, your legal rights, what benefits are available, who is eligible for them, and how to get them. It also informs you of the terms of the proposed Settlement, and of a hearing to be held by the Court to consider, among other things, the fairness, reasonableness, and adequacy of the proposed Settlement, the proposed Plan of Allocation, and the application by Lead Counsel for attorneys’ fees and litigation expenses (the “Settlement Hearing”).

11. The Court will conduct a Settlement Hearing on November 12, 2025, at 9:00 a.m., at the United States District Court for the Middle District of Tennessee, Fred D. Thompson U.S. Courthouse and Federal Building, 719 Church Street, Nashville, TN 37203, for the following purposes:

- (a) to determine whether the proposed Settlement on the terms and conditions provided for in the Stipulation is fair, reasonable, and adequate, and should be approved by the Court;
- (b) to determine whether the Judgment as provided for under the Stipulation should be entered;
- (c) to determine whether the proposed Plan of Allocation for the net proceeds of the Settlement is fair and reasonable and should be approved by the Court;
- (d) to determine whether the application by Lead Counsel for an award of attorneys’ fees and litigation expenses (including an award to Lead Plaintiff pursuant to 15 U.S.C. §78u-4(a)(4)) should be approved; and
- (e) to rule upon such other matters as the Court may deem appropriate.

12. This Notice does not express any opinion by the Court concerning the merits of any claim in the Litigation, and the Court still has to decide whether to approve the Settlement. If the Court approves the Settlement, payments to Authorized Claimants will be made after appeals, if any, are resolved, and after the completion of all claims processing. This process takes time. Please be patient.

WHAT IS THIS CASE ABOUT? WHAT HAS HAPPENED SO FAR?

13. The Litigation is currently pending before Judge Waverly D. Crenshaw, Jr. in the United States District Court for the Middle District of Tennessee (the “Court”). The initial complaint in the Litigation was filed on February 25, 2020. On August 18, 2020, the Court appointed Sheet Metal Workers Local No. 33, Cleveland District, Pension Fund as Lead Plaintiff and Robbins Geller Rudman & Dowd LLP as Lead Counsel.

14. **Pleadings:** On November 13, 2020, Lead Plaintiff filed the Consolidated Complaint (the “Complaint”) alleging violations of §§10(b) and 20(a) of the Securities Exchange Act of 1934 (the “Exchange Act”), and U.S. Securities and Exchange Commission Rule 10b-5. On December 4, 2020, Defendants moved to dismiss the Complaint. Lead Plaintiff filed its opposition to the motion on January 4, 2021, and Defendants filed their reply on January 11, 2021. On July 29, 2021, the Court issued an Order denying Defendants’ motion to dismiss. Defendants answered the Complaint on August 27, 2021.

15. **Discovery:** On August 27, 2021, the Court held a case management conference and the initial case management order was entered. On September 17, 2021, Lead Plaintiff and Defendants exchanged their Rule 26(a) initial disclosures after which the Parties conducted extensive fact and expert discovery. In all, Defendants and third parties produced more than 800,000 pages of documents, and the Parties conducted 28 fact and expert depositions.

16. **Class Certification:** On October 26, 2021, Lead Plaintiff moved to certify the Class. Defendants filed their opposition on November 30, 2021. On January 21, 2022, Lead Plaintiff filed its reply in support of its class certification motion. In accordance with the Court's March 9, 2022 directive, the Parties filed supplemental class certification briefing on April 8, 2022. On June 7, 2022, the Court granted Lead Plaintiff's class certification motion.

17. On June 22, 2022, Defendants filed a petition pursuant to Fed. R. Civ. P. 23(f) for permission to appeal the Court's order certifying the class. Lead Plaintiff filed its opposition to the petition on July 1, 2022. The Sixth Circuit Court of Appeals granted Defendants' Rule 23(f) petition on November 21, 2022, vacated class certification, and remanded to the Court for further proceedings. Lead Plaintiff moved for a revised class certification order on December 5, 2022, which the Court granted on June 7, 2023. Defendants filed a second Rule 23(f) petition on June 22, 2023, seeking permission to appeal class certification. Pending resolution of Defendants' petition, the Court granted Defendants' motion to stay the litigation on July 27, 2023. On September 10, 2024, the Sixth Circuit Court of Appeals denied Defendants' petition and on September 26, 2024, the Court lifted the stay order. Notice of the pendency of this Litigation as a class action was provided in October 2024 pursuant to the Court's September 26, 2024 Order.

18. **Summary Judgment:** On April 7, 2023, Defendants moved for summary judgment and Lead Plaintiff sought leave to move for partial summary judgment. On April 21, 2023, Defendants filed their opposition to Lead Plaintiff's motion. Lead Plaintiff filed its opposition to Defendants' motion for summary judgment on May 5, 2023, and Defendants filed their reply in support of the motion on May 19. On February 20, 2025, the Court denied Lead Plaintiff's motion for permission to file a motion for partial summary judgment. With respect to Defendants' motion for summary judgment, the Court heard argument on February 24, 2025, and granted in part and denied in part Defendants' motion for summary judgment on April 21, 2025.

19. **Trial:** On March 4, 2025, the Court set trial for June 2, 2025 and provided deadlines for pretrial submissions. The Parties completed substantial preparations for trial, including extensive motion practice. On April 14, the Parties exchanged their proposed witness lists, exhibit lists, and deposition testimony. On April 28, the Parties filed *Daubert* motions objecting to expert testimony and motions *in limine*. Additionally, Lead Plaintiff filed a damages brief. On May 2, the Parties submitted expert reports, a joint proposed pretrial order, stipulation of facts, pretrial briefs, witness lists, trial exhibit lists, proposed disputed jury instructions, joint proposed jury instructions, proposed verdict forms, and objections to the opposing party's aforementioned submissions. On May 5, the Parties filed responses to the opposing party's April 28 filings. On May 9, the Parties submitted additional briefing pursuant to the Court's May 7 order, in regards to the joint proposed pretrial order. The Court heard argument on the Parties' respective *Daubert* motions on May 12-13 and granted Defendants' motion to exclude one of Lead Plaintiff's experts on May 16.

20. Neither the Court nor a jury have made a ruling on the merits of Lead Plaintiff's allegations or on Defendants' denials and defenses. By authorizing this Notice, the Court is not suggesting that the Lead Plaintiff would win or lose this case.

21. **Mediation Efforts:** In the course of the Litigation, the Settling Parties engaged the services of Gregory P. Lindstrom and Miles N. Ruthberg, each with Phillips ADR, and each nationally recognized mediators. The Settling Parties engaged in formal mediation and additional settlement discussions with Mr. Lindstrom and thereafter Mr. Ruthberg on multiple occasions and ultimately an agreement was reached to settle the Litigation for \$17.05 million.

22. Lead Plaintiff sought and obtained an order granting preliminary approval of the Settlement and permitting notice to the Class, which was entered on June 30, 2025.

HOW DO I KNOW IF I AM AFFECTED BY THE SETTLEMENT?

23. If you are a Member of the Class, you are subject to the Settlement as the Settlement does not provide for an additional exclusion opportunity. The Class consists of all Persons who purchased or otherwise acquired Tivity Health common stock between March 8, 2019, and February 19, 2020, inclusive. Anyone with questions as to whether or not they are excluded from the Class may call the Claims Administrator toll-free at 1-888-756-7630.

RECEIPT OF THIS NOTICE OR THE POSTCARD NOTICE DOES NOT NECESSARILY MEAN THAT YOU ARE A CLASS MEMBER OR THAT YOU ARE ENTITLED TO RECEIVE PROCEEDS FROM THE SETTLEMENT. IF YOU WISH TO BE POTENTIALLY ELIGIBLE TO RECEIVE A DISTRIBUTION OF THE SETTLEMENT PROCEEDS, YOU MUST COMPLETE, SIGN, AND SUBMIT THE CLAIM FORM POSTMARKED OR SUBMITTED ONLINE (AT WWW.TIVITYHEALTHSECURITIESLITIGATION.COM) NO LATER THAN OCTOBER 20, 2025.

WHAT ARE LEAD PLAINTIFF'S REASONS FOR THE SETTLEMENT?

24. Lead Plaintiff and Lead Counsel believe that the claims asserted against Defendants have merit. Lead Plaintiff and Lead Counsel recognize, however, the risk of pursuing their claims against Defendants through trial and appeals, as well as the difficulties in establishing liability and damages. Lead Plaintiff and Lead Counsel have considered the amount of the Settlement, as well as the uncertain outcome and risk in complex lawsuits like this one. Such risks include, in particular, the risk that Lead Plaintiff would be unsuccessful in proving at trial that Defendants' alleged misstatements were materially false and misleading, made with scienter (that is, the requisite state of mind), or caused compensable damages to the Class.

25. In light of the amount of the Settlement and the immediacy of recovery to the Class, Lead Plaintiff and Lead Counsel believe that the proposed Settlement is fair, reasonable, adequate, and in the best interests of the Class. Lead Plaintiff and Lead Counsel believe that the Settlement provides a substantial benefit now, namely \$17.05 million in cash (less the various deductions described in this Notice), as compared to the risk that the claims would produce a smaller recovery, or no recovery after trial and any appeals, possibly years in the future.

26. Defendants have denied and continue to deny each and all of the claims alleged by Lead Plaintiff in the Litigation. Defendants expressly have 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 Litigation. Defendants also have denied and continue to deny, among other things, the allegations that Lead Plaintiff or the Class have suffered any damage, that Lead Plaintiff or the Class were harmed by the conduct alleged in the Litigation, or that the Litigation is properly certifiable as a class action.

WHAT MIGHT HAPPEN IF THERE WERE NO SETTLEMENT?

27. If there were no Settlement and Lead Plaintiff failed to establish any essential legal or factual element of the alleged claims at trial, neither Lead Plaintiff nor the Class would recover anything from Defendants. Also, if Defendants were successful in proving any of their defenses, the Class likely would recover substantially less than the amount provided in the Settlement, or nothing at all.

HOW MUCH WILL MY PAYMENT BE?

28. Defendants have agreed to pay or cause to be paid Seventeen Million Fifty Thousand Dollars (\$17,050,000) in cash into escrow for the benefit of the Class. At this time, it is not possible to make any determination as to how much individual Class Members may receive from the Settlement. Lead Plaintiff has proposed a plan for allocating the Net Settlement Fund to those Class Members who timely submit valid Proof of Claim Forms. The Plan of Allocation proposed by Lead Plaintiff is set forth below, and additional information is available on the case-specific website, www.TivityHealthSecuritiesLitigation.com.

29. The Court has reserved jurisdiction to allow, disallow, or adjust on equitable grounds the claim of any Member of the Class.

30. Each claimant shall be deemed to have submitted to the jurisdiction of the United States District Court for the Middle District of Tennessee, with respect to his, her, or its Claim Form.

PLAN OF ALLOCATION

31. The Settlement Amount of \$17,050,000 together with any interest earned thereon is the "Settlement Fund." The Settlement Fund, less all taxes, tax expenses, notice and claims administration expenses, and approved fees and expenses (the "Net Settlement Fund") shall be distributed to Class Members who submit timely and valid Proof of Claim Forms to the Claims Administrator ("Authorized Claimants").

32. The objective of the Plan of Allocation is to equitably distribute the Net Settlement Fund among Class Members based on their respective alleged economic losses resulting from the securities law violations alleged in the Litigation.

33. In this case, Lead Plaintiff alleges that Defendants engaged in a scheme to defraud and made materially false and misleading statements and omissions during the Class Period, which had the effect of artificially inflating the trading price of Tivity Health common stock. Lead Plaintiff alleges that corrective information was released to the market, resulting in potentially recoverable damages ("Corrective Disclosures").

34. The Plan of Allocation is intended to compensate investors who purchased or otherwise acquired Tivity Health common stock during the Class Period, held through the issuance of at least one Corrective Disclosure, and have a "Recognized Loss Amount" as described below.¹

¹ For purposes of identifying the date of sale, any transactions in Tivity Health common stock executed outside regular trading hours for the U.S. financial markets shall be deemed to have occurred during the next trading session.

35. The Plan of Allocation is not a formal damages analysis. The Recognized Loss Amount is not intended to estimate the amount a Class Member may have been able to recover after a trial, nor to estimate the amount the Class Member will receive. It is a formula for allocating the Net Settlement Fund among all Authorized Claimants. The allocation below is based on the following inflation per share amounts for Class Period stock purchases and sales as well as the statutory PSLRA 90-day look-back amount of \$8.02 per share of Tivity Health common stock.²

36. The Plan of Allocation was developed in consultation with the Lead Plaintiff's in-house damages expert. In developing the Plan of Allocation, the expert calculated the estimated amount of alleged artificial inflation in the prices of Tivity Health common stock that was allegedly proximately caused by Defendants' misconduct. In calculating the estimated impact allegedly caused by those misrepresentations and omissions, the damages expert considered the price changes in Tivity Health common stock in reaction to the public disclosures that allegedly corrected the alleged scheme, misrepresentation or omissions, adjusting the price changes for factors that were attributable to market or industry forces, and for non-fraud-related company-specific information.

37. Based on the formulas stated below, a Recognized Loss Amount will be calculated for each purchase or acquisition of Tivity Health common stock during the Class Period that is listed on the Claim Form and for which adequate documentation is provided. If a Recognized Loss Amount calculates to a negative number or zero under the formula below, that Recognized Loss Amount will be zero. A claimant's "Recognized Claim" under the Plan of Allocation will be the sum of their Recognized Loss Amounts.

38. The allocation below is based on the following inflation per share amounts for Class Period share purchases and sales as well as the statutory PSLRA 90-day look-back amount of \$8.02. Furthermore, if any of the formulas set forth below yield an amount less than \$0.00 the claim per share is zero.

Inflation Period	Inflation per share
March 8, 2019 – December 8, 2019	\$8.41
December 9, 2019 – February 19, 2020	\$8.19

For Tivity Health shares purchased, or acquired, on or between March 8, 2019 through and including February 19, 2020, the claim per share shall be as follows:

- (a) If sold prior to December 9, 2019, the claim per share is \$0.00.
- (b) If sold on or between December 9, 2019 and February 19, 2020, the claim per share shall be the lesser of: (i) the inflation per share at the time of purchase less the inflation per share at the time of sale; and (ii) the difference between the purchase price and the selling price.
- (c) If retained at the end of February 19, 2020 and sold on or before May 19, 2020, the claim per share shall be the least of: (i) the inflation per share at the time of purchase; (ii) the difference between the purchase price and the selling price; and (iii) the difference between the purchase price and the average closing price up to the date of sale as set forth in Table A below.
- (d) If retained at the end of May 19, 2020, or sold thereafter, the claim per share shall be the lesser of: (i) the inflation per share at the time of purchase; and (ii) the difference between the purchase price and \$8.02.

² "In any private action arising under this [Exchange Act] in which the plaintiff seeks to establish damages by reference to the market price of a security, the award of damages to the plaintiff shall not exceed the difference between the purchase or sale price paid or received, as appropriate, by the plaintiff for the subject security and the mean trading price of that security during the 90-day period beginning on the date on which the information correcting the misstatement or omission that is the basis for the action is disseminated to the market." Consistent with §28(D)(e)(1) of the Exchange Act, Recognized Loss Amounts for Tivity Health common stock are reduced to an appropriate extent by taking into account the closing prices of Tivity Health common stock and during the 90-day look-back period. The mean (average) closing price for Tivity Health common stock during this 90-day look-back period was \$8.02 per share.

TABLE A

DATE	PRICE	AVERAGE CLOSING PRICE
2/20/2020	\$12.50	\$12.50
2/21/2020	\$12.00	\$12.25
2/24/2020	\$13.01	\$12.50
2/25/2020	\$13.36	\$12.72
2/26/2020	\$12.14	\$12.60
2/27/2020	\$12.01	\$12.50
2/28/2020	\$12.67	\$12.53
3/02/2020	\$13.30	\$12.62
3/03/2020	\$11.86	\$12.54
3/04/2020	\$12.00	\$12.49
3/05/2020	\$11.63	\$12.41
3/06/2020	\$10.91	\$12.28
3/09/2020	\$8.89	\$12.02
3/10/2020	\$9.00	\$11.81
3/11/2020	\$7.90	\$11.55
3/12/2020	\$4.93	\$11.13
3/13/2020	\$4.36	\$10.73
3/16/2020	\$3.16	\$10.31
3/17/2020	\$3.16	\$9.94
3/18/2020	\$2.68	\$9.57
3/19/2020	\$3.09	\$9.26
3/20/2020	\$3.84	\$9.02
3/23/2020	\$4.32	\$8.81
3/24/2020	\$5.71	\$8.68
3/25/2020	\$7.20	\$8.63
3/26/2020	\$6.89	\$8.56
3/27/2020	\$7.07	\$8.50
3/30/2020	\$6.43	\$8.43
3/31/2020	\$6.29	\$8.36
4/01/2020	\$5.27	\$8.25
4/02/2020	\$5.11	\$8.15
4/03/2020	\$4.73	\$8.04

DATE	PRICE	AVERAGE CLOSING PRICE
4/06/2020	\$5.37	\$7.96
4/07/2020	\$5.62	\$7.89
4/08/2020	\$6.25	\$7.85
4/09/2020	\$6.50	\$7.81
4/13/2020	\$6.40	\$7.77
4/14/2020	\$6.78	\$7.75
4/15/2020	\$6.39	\$7.71
4/16/2020	\$6.23	\$7.67
4/17/2020	\$6.74	\$7.65
4/20/2020	\$6.79	\$7.63
4/21/2020	\$6.75	\$7.61
4/22/2020	\$6.83	\$7.59
4/23/2020	\$7.33	\$7.59
4/24/2020	\$7.16	\$7.58
4/27/2020	\$7.65	\$7.58
4/28/2020	\$8.08	\$7.59
4/29/2020	\$9.48	\$7.63
4/30/2020	\$8.97	\$7.65
5/01/2020	\$9.09	\$7.68
5/04/2020	\$8.44	\$7.70
5/05/2020	\$9.65	\$7.73
5/06/2020	\$9.82	\$7.77
5/07/2020	\$11.36	\$7.84
5/08/2020	\$10.25	\$7.88
5/11/2020	\$9.37	\$7.91
5/12/2020	\$9.99	\$7.94
5/13/2020	\$8.50	\$7.95
5/14/2020	\$8.69	\$7.96
5/15/2020	\$8.65	\$7.98
5/18/2020	\$9.69	\$8.00
5/19/2020	\$9.16	\$8.02

39. For Class Members who held Tivity Health common stock at the beginning of the Class Period or made multiple purchases, acquisitions, or sales during the Class Period, the First-In, First-Out ("FIFO") method will be applied to such holdings, purchases, acquisitions, and sales for purposes of calculating a claim. Under the FIFO method, sales of Tivity Health common stock during the Class Period will be matched, in chronological order, first against Tivity Health common stock held at the beginning of the Class Period. The remaining sales of Tivity Health common stock during the Class Period will then be matched, in chronological order, against Tivity Health common stock purchased or acquired during the Class Period.

40. A Class Member will be eligible to receive a distribution from the Net Settlement Fund only if a Class Member had a net overall loss, after all profits from transactions in Tivity Health common stock described above during the Class Period are subtracted from all losses. However, the proceeds from sales of Tivity Health common stock that have been matched against Tivity Health common stock held at the beginning of the Class Period will not be used in the calculation of such net loss. The Net Settlement Fund will be distributed to Authorized Claimants on a *pro rata* basis, based on the relative size of their Recognized Claims. Specifically, a "Distribution Amount" will be calculated for each Authorized Claimant, which will be the Authorized Claimant's Recognized Claim divided by the total Recognized Claims of all Authorized Claimants, multiplied by the total amount in the Net Settlement Fund. No distributions will be made to Authorized Claimants who would otherwise receive a distribution of less than \$10.00.

41. If a claimant suffered an overall market loss with respect to their overall transactions in Tivity Health common stock during the Class Period but that market loss was less than the claimant's total Recognized Claim calculated above, then the claimant's Recognized Claim will be limited to the amount of the actual market loss. For purposes of determining whether a claimant had a market gain, or suffered a market loss, with respect to a claimant's overall transactions of Tivity Health common stock during the Class Period, the Claims Administrator will determine the difference between the claimant's (i) Total Purchase Amount³ and (ii) the sum of the Total Sales Proceeds⁴ and Total Holding Value.⁵

42. A purchase, acquisition, or sale of Tivity Health common stock shall be deemed to have occurred on the "contract" or "trade" date as opposed to the "settlement" or "payment" date. All purchase, acquisition, and sale prices shall exclude any fees and commissions. The receipt or grant by gift, devise, or operation of law of Tivity Health common stock during the Class Period shall not be deemed a purchase, acquisition, or sale of Tivity Health common stock for the calculation of a claimant's Recognized Claim nor shall it be deemed an assignment of any claim relating to the purchase or acquisition of such security unless specifically provided in the instrument of gift or assignment. The receipt of Tivity Health common stock during the Class Period in exchange for securities of any other corporation or entity shall not be deemed a purchase or acquisition of Tivity Health common stock.

43. The date of covering a "short sale" is deemed to be the date of purchase or acquisition of the Tivity Health common stock. The date of a "short sale" is deemed to be the date of sale of Tivity Health common stock. Under the Plan of Allocation, however, the Recognized Loss Amount on "short sales" is zero. In the event that a claimant has an opening short position in Tivity Health common stock, their earliest Class Period purchases or acquisitions of Tivity Health common stock will be matched against the opening short position, and not be entitled to a recovery, until that short position is fully covered.

44. After the initial distribution of the Net Settlement Fund, the Claims Administrator shall make reasonable and diligent efforts to have Authorized Claimants cash their distribution checks. To the extent any monies remain in the fund within a reasonable time after the initial distribution, if Lead Counsel, in consultation with the Claims Administrator, determine that it is cost-effective to do so, the Claims Administrator shall conduct a re-distribution of the funds remaining after payment of any unpaid fees and expenses incurred in administering the Settlement, including for such re-distribution, to Authorized Claimants who have cashed their initial distributions. Additional re-distributions to Authorized Claimants who have cashed their prior checks may occur thereafter if Lead Counsel, in consultation with the Claims Administrator, determine that additional re-distributions, after the deduction of any additional fees and expenses incurred in administering the Settlement, including for such re-distributions, would be cost-effective. At such time as it is determined that the re-distribution of funds remaining in the Net Settlement Fund is not cost-effective, the remaining balance shall be contributed to a nonprofit, non-sectarian 501(c)(3) organization(s) chosen by Lead Counsel.

45. Payment pursuant to the Plan of Allocation, or such other plan of allocation as may be approved by the Court, shall be conclusive against all Authorized Claimants. No person shall have any claim against Lead Plaintiff, Lead Plaintiff's Counsel, Lead Plaintiff's damages expert, Class Members, the Claims Administrator or other agent designated by Lead Counsel, or the Released Defendant Parties and/or their respective counsel, arising from distributions made substantially in accordance with the Stipulation, the Plan of Allocation approved by the Court, or further orders of the Court. Lead Plaintiff, and Defendants, their respective counsel, Lead Plaintiff's damages expert, and all other releasees shall have no responsibility or liability whatsoever for the investment or distribution of the Settlement Fund, the Net Settlement Fund, the Plan of Allocation, or the determination, administration, calculation, or payment of any Claim Form or nonperformance of the Claims Administrator, the payment or withholding of taxes (including interest and penalties) owed by the Settlement Fund, or any losses incurred in connection therewith.

46. The Plan of Allocation set forth herein is the plan that is being proposed to the Court for its approval by Lead Plaintiff after consultation with its damages expert. The Court may approve this plan as proposed or it may modify the Plan of Allocation without further notice to the Class. Any orders regarding any modification of the Plan of Allocation will be posted on the Settlement website.

³ The "Total Purchase Amount" is the total amount the claimant paid (excluding commissions and other charges) for Tivity Health common stock purchased or otherwise acquired during the Class Period.

⁴ The Claims Administrator will match any sales of Tivity Health common stock from the start of the Class Period through and including the close of trading on May 19, 2020, first against the claimant's opening position (the proceeds of those sales will not be considered for purposes of calculating market gains or losses). The total amount received (excluding commissions and other charges) for the remaining sales of Tivity Health common stock from the start of the Class Period through and including the close of trading on May 19, 2020 will be the "Total Sales Proceeds."

⁵ The Claims Administrator will ascribe a holding value equal to \$8.02 for each share of Tivity Health common stock purchased or acquired during the Class Period and still held as of the close of trading on May 19, 2020. A claimant's total holding values for Tivity Health common stock purchased or acquired during the Class Period that were still held as of the close of trading on May 19, 2020 shall be the claimant's "Total Holding Value."

WHAT RIGHTS AM I GIVING UP BY AGREEING TO THE SETTLEMENT?

47. If the Settlement is approved, the Court will enter a judgment (the “Judgment”). The Judgment will dismiss with prejudice the claims against Defendants and will provide that Lead Plaintiff, and all other Releasing Plaintiff Parties (as defined in the Stipulation) shall have waived, released, discharged, and dismissed each and every one of the Released Plaintiff’s Claims (as defined in the Stipulation), including Unknown Claims (as defined in the Stipulation), against each and every one of the Released Defendant Parties (as defined in the Stipulation) and shall forever be barred and enjoined from commencing, instituting, prosecuting, or maintaining any and all of the Released Plaintiff’s Claims against any and all of the Released Defendant Parties, whether or not they execute and deliver the Claim Form or share in the Settlement Fund. Claims to enforce the terms of the Settlement are not released.

WHAT PAYMENT ARE THE ATTORNEYS FOR THE CLASS SEEKING? HOW WILL THE LAWYERS BE PAID?

48. Lead Counsel has not received any payment for its services in pursuing claims against Defendants on behalf of the Class, nor has Lead Counsel been paid for its expenses. Before final approval of the Settlement, Lead Counsel intends to apply to the Court for an award of attorneys’ fees from the Settlement Fund of no more than 25% of the Settlement Amount, plus interest. At the same time, Lead Counsel also intends to apply for payment from the Settlement Amount for counsel’s litigation expenses in a total amount not to exceed \$2,000,000, plus interest. The Court will determine the amount of the award of fees and expenses. Lead Plaintiff may also seek an award not to exceed \$26,000 pursuant to 15 U.S.C. §78u-4(a)(4) in connection with its representation of the Class. Such sums as may be approved by the Court will be paid from the Settlement Fund. Class Members are not personally liable for any such fees or expenses.

HOW DO I PARTICIPATE IN THE SETTLEMENT? WHAT DO I NEED TO DO?

49. If you fall within the definition of the Class as described above, and you are not excluded by the definition of the Class, then you are a Class Member, and you will accordingly be bound by the proposed Settlement if the Court approves it, and by any judgment or determination of the Court affecting the Class. If you are a Class Member, you must submit a Claim Form and supporting documentation to establish your potential entitlement to share in the proceeds of the Settlement. You may go to the website maintained by the Claims Administrator for the Settlement to download a Claim Form. The website is www.TivityHealthSecuritiesLitigation.com. You may also request a Claim Form by calling toll-free 1-888-756-7630. Those who do not submit timely and valid Claim Forms with adequate supporting documentation, will not be entitled to share in the proceeds of the Settlement unless otherwise ordered by the Court. Please retain all original records of your ownership of, or transactions in the shares, as they may be needed to document your claim.

50. As a Class Member, for purposes of the Settlement, you are represented by Lead Plaintiff and Lead Counsel, unless you enter an appearance through counsel of your own choice at your own expense. You are not required to retain your own counsel, but if you choose to do so, such counsel must file a notice of appearance on your behalf.

51. If you wish to object to the Settlement or any of its terms, the proposed Plan of Allocation, or Lead Counsel’s application for attorneys’ fees and litigation expenses, you may present your objections by following the instructions in the section entitled, “When and Where Will the Court Decide Whether to Approve the Settlement?” below.

**WHEN AND WHERE WILL THE COURT DECIDE WHETHER TO APPROVE THE SETTLEMENT?
DO I HAVE TO COME TO THE HEARING?
MAY I SPEAK AT THE HEARING IF I DO NOT LIKE THE SETTLEMENT?**

52. If you do not wish to object in person to the proposed Settlement, the proposed Plan of Allocation, and/or the application for attorneys' fees and litigation expenses, you do not need to attend the Settlement Hearing. You can object to or participate in the Settlement without attending the Settlement Hearing.

53. The Settlement Hearing will be held on November 12, 2025, at 9:00 a.m., before the Honorable Waverly D. Crenshaw, Jr., at the United States District Court for the Middle District of Tennessee, Fred D. Thompson U.S. Courthouse and Federal Building, 719 Church Street, Nashville, TN 37203. The Court reserves the right to approve the Settlement or the Plan of Allocation, Lead Counsel's motion for an award of attorneys' fees and expenses, and/or any other matter related to the Settlement at or after the Settlement Hearing without further notice to the Members of the Class.

54. Any Class Member may object to the Settlement, the Plan of Allocation, and/or Lead Counsel's request for an award of attorneys' fees and litigation expenses.⁶ You can ask the Court to deny approval by filing an objection. You cannot ask the Court to order a different settlement; the Court can only approve or reject the Settlement or the Stipulation that comprise it. If the Court denies approval, no settlement payments will be sent out and the lawsuit will continue.

55. Any objection to the proposed Settlement must be in writing. If you file a timely written objection, you may, but are not required to, appear at the Settlement Hearing, either in person or through your own attorney. If you appear through your own attorney, you are responsible for hiring and paying that attorney. To object to any aspect of the Settlement, you must send a signed letter saying that you wish to object to the proposed Settlement in *Strougo v. Tivity Health, Inc., et al.* Include your name, address, email address, telephone number, and your signature (even if you are represented by counsel); identify the date(s), price(s), and number of shares of Tivity Health common stock purchased, acquired, held, or sold during the Class Period; and state with specificity your comments or the reasons why you object to the Settlement, Plan of Allocation, and/or fee and expense application, including any legal and evidentiary support for such objection.

56. The objection must also include a statement of whether the objector intends to appear at the Settlement Hearing. The objection must state whether it applies only to the objector, to a specific subset of the Class, or to the entire Class. In addition, the objector must identify all other class action settlements to which the objector and his, her, or its counsel have previously objected. Documentation establishing membership in the Class must consist of copies of brokerage confirmation slips or monthly brokerage account statements, or an authorized statement from the objector's broker containing the transactional and holding information found in a broker confirmation slip or account statement. Objectors who desire to present evidence at the Settlement Hearing in support of their objection must include in their written objection or notice of appearance the identity of any witnesses they may call to testify and any exhibits they intend to introduce into evidence at the hearing.

57. Your comments or objection must be filed with the Court and mailed or delivered to each of the following addresses such that it is **received** no later than October 22, 2025:

COURT	LEAD COUNSEL	DEFENDANTS' COUNSEL
CLERK OF THE COURT UNITED STATES DISTRICT COURT MIDDLE DISTRICT OF TENNESSEE Fred D. Thompson U.S. Courthouse and Federal Building 719 Church Street Nashville, TN 37203	Ellen Gusikoff Stewart Robbins Geller Rudman & Dowd LLP 655 W. Broadway, Suite 1900 San Diego, CA 92101	Lisa R. Bugni King & Spalding LLP 1180 Peachtree Street, N.E., Suite 1600 Atlanta, GA 30309

⁶ Lead Plaintiff's initial motion papers in support of these matters will be filed with the Court on or before October 8, 2025, and available after that date on the Settlement website, www.TivityHealthSecuritiesLitigation.com.

58. You may file a written objection without having to appear at the Settlement Hearing. You may not appear at the Settlement Hearing to present your objection, however, unless you have first filed a written objection in accordance with the procedures described above, unless the Court orders otherwise.

59. You are not required to hire an attorney to represent you in making written objections or in appearing at the Settlement Hearing. If you decide to hire an attorney, which will be at your own expense, however, they must file a notice of appearance with the Court so that the notice is received on or before October 22, 2025.

60. The Settlement Hearing may be adjourned by the Court without further written notice to the Class, other than a posting of the adjournment on the Settlement website, www.TivityHealthSecuritiesLitigation.com. If you plan to attend the Settlement Hearing, you should confirm the date and time with Lead Counsel.

Unless the Court orders otherwise, any Class Member who does not object in the manner described above will be deemed to have waived any objection and shall be forever foreclosed from making any objection to the proposed Settlement, the proposed Plan of Allocation, or Lead Counsel's request for an award of attorneys' fees and litigation expenses. Class Members do not need to appear at the hearing or take any other action to indicate their approval.

WHAT IF I BOUGHT SHARES ON SOMEONE ELSE'S BEHALF?

61. Nominees who purchased or acquired Tivity Health common stock for beneficial owners who are Class Members are directed to: (i) request within seven (7) calendar days of receipt of the Postcard Notice sufficient copies of the Postcard Notice from the Claims Administrator (at notifications@veritaglobal.com or *Tivity Health Securities Litigation*, c/o Verita Global, P.O. Box 301171, Los Angeles, CA 90030-1171) to forward to all such beneficial owners; or (ii) send a list of the names and addresses (including email addresses if available) of such beneficial owners to the Claims Administrator within seven (7) calendar days after receipt of the Postcard Notice. If a nominee elects to send the Postcard Notice to beneficial owners, such nominee is directed to email or mail via First Class Mail (where an email is unavailable) the Postcard Notice within seven (7) calendar days of receipt of those documents from the Claims Administrator, and upon such emailing or mailing, the nominee shall send a statement to the Claims Administrator confirming that the emailing or mailing was made as directed, and the nominee shall retain the list of names and addresses for use in connection with any possible future notice to the Class. Upon full compliance with these instructions, including the timely emailing or mailing of the Postcard Notice to beneficial owners, such nominees may seek reimbursement of their reasonable expenses actually incurred in complying with these instructions by providing the Claims Administrator with proper documentation supporting the expenses for which reimbursement is sought and reflecting compliance with these instructions, including timely emailing or mailing of the Postcard Notice, if the nominee elected or elects to do so. Reasonable out-of-pocket expenses actually incurred in connection with the foregoing includes up to \$0.03 for providing names, addresses, and email addresses per record; up to a maximum of \$0.03 per Postcard Notice mailed, plus postage at the rate used by the Claims Administrator; or \$0.03 per Postcard Notice sent by email. Such properly documented expenses incurred by nominees in compliance with the terms of these instructions will be paid from the Settlement Fund.

**CAN I SEE THE COURT FILE?
WHOM SHOULD I CONTACT IF I HAVE QUESTIONS?**

62. This Notice contains only a summary of the terms of the proposed Settlement. More detailed information about the matters involved in the Litigation is available at www.TivityHealthSecuritiesLitigation.com, including, among other documents, copies of the Stipulation and Proof of Claim Form. This Notice summarizes the proposed Settlement. For the precise terms and conditions of the Settlement, please see the Stipulation available at www.TivityHealthSecuritiesLitigation.com, or by contacting Lead Counsel below. You may also access the Court docket in this case, for a fee, through the Court's Public Access to Court Electronic Records (PACER) system at <https://pacer.gov>, or by visiting the office of the Clerk of the Court for the United States District Court for the Middle District of Tennessee, between 8:00 a.m. and 4:00 p.m., Monday through Friday, excluding Court holidays. All inquiries concerning this Notice or the Claim Form should be directed to:

Tivity Health Securities Litigation
Claims Administrator
c/o Verita Global
P.O. Box 301171
Los Angeles, CA 90030-1171
1-888-756-7630
info@tivityhealthsecuritieslitigation.com

-or-

Ellen Gusikoff Stewart
ROBBINS GELLER RUDMAN & DOWD LLP
655 W. Broadway, Suite 1900
San Diego, CA 92101
1-800-449-4900
settlementinfo@rgrdlaw.com

**DO NOT CALL OR WRITE THE COURT, DEFENDANTS, DEFENDANTS' COUNSEL, OR THE OFFICE OF THE
CLERK OF COURT REGARDING THIS NOTICE.**

DATED: June 30, 2025

BY ORDER OF THE COURT
UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE