

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. Frensley
Defendants.)	

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a Class Member based on the claims in the Litigation, you must complete and, on page 5 hereof, sign this Proof of Claim and Release ("Proof of Claim"). This Proof of Claim incorporates by reference the definitions in the Stipulation of Settlement dated June 23, 2025 ("Stipulation"), which can be obtained at www.TivityHealthSecuritiesLitigation.com. If you fail to submit a properly addressed (as set forth in paragraph 3 below) Proof of Claim, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed Settlement.

2. Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of the Settlement of the Litigation.

3. YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED PROOF OF CLAIM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, **ON OR BEFORE OCTOBER 20, 2025**, ADDRESSED AS FOLLOWS:

Tivity Health Securities Litigation
Claims Administrator
c/o Verita Global
P.O. Box 301171
Los Angeles, CA 90030-1171

Online Submissions: www.TivityHealthSecuritiesLitigation.com

If you are NOT a Class Member, as defined in the Notice of Proposed Settlement of Class Action ("Notice"), DO NOT submit a Proof of Claim.

4. If you are a Class Member, you are bound by the terms of any judgment entered in the Litigation, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.

II. CLAIMANT IDENTIFICATION

You are a Member of the Class if you purchased or otherwise acquired Tivity Health common stock between March 8, 2019, and February 19, 2020, inclusive (the "Class Period") and are not otherwise excluded from the Class.

Use Part I of this form entitled "Claimant Identification" to identify each holder, purchaser, or acquirer of record ("nominee") of the Tivity Health common stock that forms the basis of this claim. THIS PROOF OF CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR ACQUIRER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OR ACQUIRER(S) OF THE TIVITY HEALTH COMMON STOCK UPON WHICH THIS CLAIM IS BASED.

All joint purchasers or acquirers must sign this Proof of Claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The last four digits of the Social Security Number (or full Taxpayer Identification Number) and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in the rejection of the claim.

A Proof of Claim should be submitted for each separate legal entity (e.g., a claim of joint owners should not include separate transactions of just one of the joint owners, and an individual should not combine his or her IRA transactions with transactions made solely in the individual's name). Conversely, a single Proof of Claim should be submitted on behalf of one legal entity including all transactions made by that entity, no matter how many separate accounts that entity has (e.g., an institution with multiple brokerage accounts that the entity has transacted in Tivity Health common stock during the Class Period).

III. CLAIM FORM

Use Part II of this form entitled "Schedule of Transactions in Tivity Health Common Stock" to supply all required details of your transaction(s). If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

On the schedules, provide all of the requested information with respect to **all** of your purchases, acquisitions, and sales of Tivity Health common stock that took place between March 8, 2019, and May 19, 2020, inclusive, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to the number of shares of Tivity Health common stock you held at the close of trading on March 7, 2019, February 19, 2020, and May 19, 2020. Failure to report all such transactions may result in the rejection of your claim.

List each transaction separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

The date of covering a "short sale" is deemed to be the date of purchase or other acquisition of Tivity Health common stock. The date of a "short sale" is deemed to be the date of sale of Tivity Health common stock.

COPIES OF BROKER CONFIRMATIONS OR OTHER DOCUMENTATION OF YOUR TRANSACTIONS IN TIVITY HEALTH COMMON STOCK SHOULD BE ATTACHED TO YOUR PROOF OF CLAIM. FAILURE TO PROVIDE THIS DOCUMENTATION COULD DELAY VERIFICATION OF YOUR CLAIM OR RESULT IN THE REJECTION OF YOUR CLAIM. **THE PARTIES DO NOT HAVE INFORMATION ABOUT YOUR TRANSACTIONS IN TIVITY HEALTH COMMON STOCK.**

PLEASE NOTE: As set forth in the Plan of Allocation contained in the Notice, each Authorized Claimant shall receive his, her, its, or their *pro rata* share of the Net Settlement Fund. If the prorated payment to any Authorized Claimant calculates to less than \$10.00, it will not be included in the calculation and no distribution will be made to that Authorized Claimant.

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All claimants **MUST** submit a manually signed paper Proof of Claim listing all their transactions whether or not they also submit electronic copies. If you wish to submit your Proof of Claim electronically, you must contact the Claims Administrator at edata@veritaglobal.com to obtain the mandatory file layout. Any file not in accordance with the required electronic filing format will be subject to rejection. Only one Proof of Claim should be submitted for each separate legal entity (see above) and the complete name of the beneficial owner(s) of the securities must be entered where called for. Distribution payments must be made by check or electronic payment payable to the Authorized Claimant (beneficial account owner). The third-party filer shall not be the payee of any distribution payment check or electronic distribution payment. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

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UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE

Strougo v. Tivity Health, Inc., et al.

Civil Action No. 3:20-cv-00165

PROOF OF CLAIM AND RELEASE

**Must Be Postmarked (if Mailed)
or Received (if Submitted Online)
No Later Than October 20, 2025**

TVH2

Please Type or Print in the Boxes Below
Must use Black or Blue Ink or your
claim may be deemed deficient.

REMEMBER TO ATTACH COPIES OF BROKER CONFIRMATIONS OR OTHER DOCUMENTATION OF YOUR TRANSACTIONS IN TIVITY HEALTH COMMON STOCK. FAILURE TO PROVIDE THIS DOCUMENTATION COULD DELAY VERIFICATION OF YOUR CLAIM OR RESULT IN THE REJECTION OF YOUR CLAIM.

PART I. CLAIMANT IDENTIFICATION

Last Name

M.I.

First Name

Last Name (Co-Beneficial Owner)

M.I.

First Name (Co-Beneficial Owner)

☐ IRA

☐ Joint Tenancy

☐ Employee

☐ Individual

☐ Other

Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA (specify)

Trustee/Asset Manager/Nominee/Record Owner's Name (If Different from Beneficial Owner Listed Above)

Account#/Fund# (Not Necessary for Individual Filers)

Social Security Number (Last 4 digits)

Taxpayer Identification Number

or

Telephone Number (Primary Daytime)

Telephone Number (Alternate)

Email Address

MAILING INFORMATION

Address

Address (cont.)

City

State

ZIP Code

Foreign Province

Foreign Postal Code

Foreign Country Name/Abbreviation

FOR CLAIMS
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OB

CB

☐ ATP
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MM / DD / YYYY

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PART II. SCHEDULE OF TRANSACTIONS IN TIVITY HEALTH COMMON STOCK

A. Number of shares of Tivity Health common stock held at the close of trading on March 7, 2019. If none, write "0" or "zero." Proof Enclosed? ☐ Y ☐ N

B. Purchases or other acquisitions of Tivity Health common stock between March 8, 2019, and May 19, 2020, inclusive:

PURCHASES																			
Trade Date(s) (List Chronologically)								Number of Shares Purchased or Acquired	Total Purchase or Acquisition Price (Excluding commissions, taxes, and fees)	Proof of Purchase/ Acquisition Enclosed									
M	M	D	D	Y	Y	Y	Y												
1.			/			/			\$										<input type="radio"/> Y <input type="radio"/> N
2.			/			/			\$										<input type="radio"/> Y <input type="radio"/> N
3.			/			/			\$										<input type="radio"/> Y <input type="radio"/> N
4.			/			/			\$										<input type="radio"/> Y <input type="radio"/> N
5.			/			/			\$										<input type="radio"/> Y <input type="radio"/> N

IMPORTANT: (i) If any purchase listed covered a "short sale," please mark Yes: ☐ Yes

(ii) If you received shares through an acquisition or merger at some date beginning March 8, 2019 through May 19, 2020, please identify the date, the share amount, and the company acquired:

M M D D Y Y Y Y	Merger Shares:	Company:
<div style="display: flex; justify-content: space-between;"> / / </div>	<div style="display: flex; justify-content: space-between;"> </div>	<div style="border: 1px solid black; height: 20px; width: 100%;"></div>

C. Sales of Tivity Health common stock between March 8, 2019, and May 19, 2020, inclusive:

SALES																			
Trade Date(s) (List Chronologically)								Number of Shares Sold	Total Sales Price (Excluding commissions, taxes and fees)	Proof of Sale Enclosed?									
M	M	D	D	Y	Y	Y	Y												
1.			/			/			\$										<input type="radio"/> Y <input type="radio"/> N
2.			/			/			\$										<input type="radio"/> Y <input type="radio"/> N
3.			/			/			\$										<input type="radio"/> Y <input type="radio"/> N
4.			/			/			\$										<input type="radio"/> Y <input type="radio"/> N
5.			/			/			\$										<input type="radio"/> Y <input type="radio"/> N

D. Number of shares of Tivity Health common stock held at the close of trading on February 19, 2020. If none, write "0" or "zero." Proof Enclosed? ☐ Y ☐ N

E. Number of shares of Tivity Health common stock held at the close of trading on May 19, 2020. If none, write "0" or "zero." Proof Enclosed? ☐ Y ☐ N

If you require additional space, attach extra schedules in the same format as above. Sign and print your name and the last four digits of your Social Security/Taxpayer Identification Number on each additional page.

YOU MUST READ THE RELEASE AND SIGN THE CERTIFICATION ON PAGE 5 FAILURE TO SIGN THE CERTIFICATION MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.



IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim under the terms of the Stipulation described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Middle District of Tennessee with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Litigation. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I (We) have not submitted any other claim covering the same purchases, other acquisitions, holdings, or sales of Tivity Health common stock during the relevant period and know of no other person having done so on my (our) behalf.

V. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever waive, release, relinquish, discharge, and dismiss from the Released Plaintiff's Claims each and all of the "Released Defendant Parties," as defined in the Stipulation.

2. "Released Plaintiff's Claims" is defined in the Stipulation.

3. These releases shall be of no force or effect unless and until the Court approves the Stipulation and the Settlement becomes effective on the Effective Date.

4. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

5. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in Tivity Health common stock that occurred during the relevant period as well as the number of shares held by me (us) at the close of trading on March 7, 2019, February 19, 2020, and May 19, 2020.

I (We) declare under penalty of perjury under the laws of the United States of America that all of the foregoing information supplied on this Proof of Claim by the undersigned is true and correct.

Executed this _____ day of _____ in _____
(Month/Year) (City/State/Country)

(Sign your name here)

(Sign your name here)

(Type or print your name here)

(Type or print your name here)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser or Acquirer, Executor or Administrator)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser or Acquirer, Executor or Administrator)

ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME. THANK YOU FOR YOUR PATIENCE.

Reminder Checklist:

1. Please sign the above release and acknowledgment.
2. Remember to attach copies of supporting documentation.
3. **Do not send** originals of certificates or other documentation as they will not be returned.
4. Keep a copy of your Proof of Claim and all supporting documentation for your records.
5. If you desire an acknowledgment of receipt of your Proof of Claim, please send it Certified Mail, Return Receipt Requested.
6. If you move, please send your new address to the address below.
7. **Do not use red pen or highlighter** on the Proof of Claim or supporting documentation.

THIS PROOF OF CLAIM MUST BE SUBMITTED ONLINE OR MAILED NO LATER THAN OCTOBER 20, 2025, ADDRESSED AS FOLLOWS:

Tivity Health Securities Litigation
Claims Administrator
c/o Verita Global
P.O. Box 301171
Los Angeles, CA 90030-1171

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