



GRANTED WITH MODIFICATIONS

EXHIBIT A

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE R1 RCM INC. STOCKHOLDERS
LITIGATION

CONSOLIDATED
C.A. 2021-0318-PAF

[PROPOSED] SCHEDULING ORDER

WHEREAS, a consolidated stockholder class and derivative action is pending in this Court captioned *In re R1 RCM Stockholders Litigation*, Consolidated C.A. No. 2021-0318-PAF (the “Action”);

WHEREAS, (i) Lead Plaintiff Pembroke Pines Firefighters & Police Officers Pension Fund (“Plaintiff”), on behalf of itself and the other members of the Settlement Class (defined below), and derivatively as a stockholder of R1 RCM Inc. (“R1” or the “Company”); (ii) defendant and nominal defendant R1; (iii) defendants David Dill, Michael Feiner, Joseph Flanagan, John B. Henneman, Alex Mandl (deceased) through his personal representative, Susan A. Mandl, Neal Moszkowski, Ian Sacks, Agnes Bundy Scanlan, Jill Smith, Anthony Speranzo, Anthony R. Tersigni, and Albert Zimmerli (the “Director Defendants”); (iv) defendants Ascension Health Alliance (“Ascension”), TowerBrook Capital Partners L.P. (“TowerBrook”), and TCP-ASC ACHI Series LLLP (“TCP-ASC”; together with Ascension and TowerBrook, the “TCP-ASC Defendants”); and (v) defendants CoyCo 1, L.P. and CoyCo 2, L.P. (the “Cloudmed Stockholder

Defendants”; and together with R1, the Director Defendants, and the TCP-ASC Defendants, “Defendants”) (Plaintiff and Defendants, together, the “Parties”) have determined to settle all claims asserted against Defendants in the Action on the terms and conditions set forth in the Stipulation and Agreement of Settlement, Compromise, and Release dated September 27, 2023 (the “Stipulation”) subject to the approval of this Court (the “Settlement”);

WHEREAS, in accordance with the Stipulation, Plaintiff and Defendants have made an application, pursuant to Court of Chancery Rules 23 and 23.1, for entry of a scheduling order in accordance with the Stipulation, approving the form and content of the notice of the Settlement to the Settlement Class and current holders of R1 common stock, and scheduling the date and time for the Settlement Hearing; and

WHEREAS, the Court having considered the Stipulation and the exhibits attached thereto; the Stipulation being sufficient to warrant notice to the Settlement Class and current holders of R1 common stock; and all Parties having consented to the entry of this Order.

NOW THEREFORE, IT IS HEREBY ORDERED, this ____ day of _____, 2023, as follows:

1. **Definitions:** Unless otherwise defined herein, capitalized terms used herein shall have the same meanings given to them in the Stipulation.

2. **Jurisdiction**: The Court has jurisdiction over the subject matter of the Action, and all matters relating to the Settlement, as well as personal jurisdiction over the Parties and each of the Settlement Class Members.

3. **Class Certification**: The Settlement Class, consisting of all holders of R1 common stock, whether beneficial or of record, together with their respective heirs, successors in interest, transferees, and assignees, from August 18, 2020, through the close of trading on September 27, 2023 (the “Class Period”), but excluding (i) Defendants; (ii) any person who is, or was during the Class Period, an officer, director, or partner of R1, R1 RCM Holdco Inc, Project Roadrunner Merger Sub Inc., Revint Holdings, LLC, CoyCo 1, L.P., CoyCo 2, L.P., TCP-ASC ACHI Series LLLP, TowerBrook Capital Partners L.P., Ascension Health Alliance, or New Mountain Capital LLC; (iii) the immediate family members of any of the foregoing; (iv) any trusts, estates, entities, or accounts that held R1 shares for the benefit of any of the foregoing; and (v) the legal representatives, heirs, successors in interest, successors, transferees, and assigns of the foregoing, is preliminarily certified as a non-opt-out class, for purposes of the Settlement only, pursuant to Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2). Lead Plaintiff Pembroke Pines Firefighters & Police Officers Pension Fund is preliminarily appointed as Class Representative for the Settlement Class, and the law firms of Bernstein Litowitz Berger & Grossmann

LLP and Friedman Oster & Tejtel PLLC (together, “Plaintiff’s Co-Lead Counsel”) are preliminarily appointed as Class Counsel for the Settlement Class.

4. Based on the record of the Action, for purposes of the Settlement only, the Court preliminarily finds that: (i) the Settlement Class is so numerous that joinder of all members is impracticable, satisfying Court of Chancery Rule 23(a)(1); (ii) there are questions of law and fact common to the Settlement Class, satisfying Court of Chancery Rule 23(a)(2); (iii) the claims of Plaintiff are typical of the claims of absent Settlement Class Members in that they all arise from the same allegedly wrongful course of conduct and are based on the same legal theories, satisfying Court of Chancery Rule 23(a)(3); (iv) Plaintiff and Plaintiff’s Co-Lead Counsel are fair and adequate representatives of the Settlement Class, satisfying Court of Chancery Rule 23(a)(4); (v) the prosecution of separate actions by individual Settlement Class Members would create a risk of inconsistent adjudications that would establish incompatible standards of conduct for Defendants, and, as a practical matter, the disposition of the Action as against Defendants would influence the disposition of any pending or future identical suits, actions, or proceedings brought by other Settlement Class Members, satisfying Court of Chancery Rule 23(b)(1); and (vi) Defendants are alleged to have acted or refused to act on grounds generally applicable to the Settlement Class, thereby making appropriate final

injunctive relief or corresponding declaratory relief with respect to the Settlement Class as a whole, satisfying Court of Chancery Rule 23(b)(2).

5. **Settlement Hearing**: The Court will hold a hearing (the “Settlement Hearing”) on December 14, 2023, at 3:15 p.m., either in person at the Court of Chancery of the State of Delaware, New Castle County, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, DE 19801, or remotely by telephone or videoconference (in the discretion of the Court), to, among other things: (i) determine whether to finally certify the Settlement Class for settlement purposes only, pursuant to Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2); (ii) determine whether Plaintiff and Plaintiff’s Co-Lead Counsel have adequately represented the Settlement Class and the Company, and whether Plaintiff should be finally appointed as Class Representative for the Settlement Class and Plaintiff’s Co-Lead Counsel should be finally appointed as Class Counsel for the Settlement Class; (iii) determine whether the proposed Settlement should be approved as fair, reasonable, and adequate to Plaintiff, the other members of the Settlement Class, and the Company, and is in each of their best interests; (iv) determine whether the proposed Order and Final Judgment approving the Settlement, dismissing the Action with prejudice, and granting the Releases provided under the Stipulation should be entered; (v) determine whether the proposed Plan of Allocation of the Net Class Settlement Fund is fair and reasonable, and should therefore be approved;

(vi) determine whether and in what amount any award of attorneys' fees and payment of Litigation Expenses to Plaintiff's Counsel ("Fee and Expense Award") should be paid out of the Total Settlement Fund; (vii) hear and rule on any objections to the Settlement, the proposed Plan of Allocation, and/or Plaintiff's Counsel's application for a Fee and Expense Award (the "Fee and Expense Application"); and (viii) consider any other matters that may properly be brought before the Court in connection with the Settlement.

6. The Court reserves the right to adjourn and reconvene the Settlement Hearing, including consideration of the proposed Plan of Allocation and Plaintiff's Counsel's Fee and Expense Application, without further notice to the Settlement Class other than by announcement at the Settlement Hearing or any adjournment thereof.

7. The Court reserves the right to approve the Settlement at or after the Settlement Hearing with such modifications as may be consented to by the Parties and without further notice to the Settlement Class.

8. The Court may decide to hold the Settlement Hearing by telephone, by video conference, or in person without further notice to the Settlement Class and R1 stockholders. The Court reserves the right to adjourn and reconvene the Settlement Hearing, including consideration of the proposed Plan of Allocation and Plaintiff's Counsel's Fee and Expense Application, without further notice to the Settlement

Class and R1 stockholders. Any Settlement Class Member or current R1 stockholder (or his, her, or its counsel) who wishes to appear at the Settlement Hearing should consult the Court's docket for any change in date, time, or format of the hearing.

9. **Retention of Settlement Administrator and Manner of Giving**

Notice: Plaintiff's Co-Lead Counsel are hereby authorized to retain JND Legal Administration as the settlement administrator (the "Settlement Administrator") to provide notice to potential Settlement Class Members and current R1 stockholders, and administer the Settlement, including the allocation and distribution of the Net Class Settlement Fund to eligible Settlement Class Members. Notice of the Settlement and the Settlement Hearing shall be given as follows:

(a) No later than ten (10) business days after the date of execution of the Stipulation, the Company, at no cost to the Total Settlement Fund, Plaintiff's Counsel, or the Settlement Administrator, shall provide to the Settlement Administrator or Bernstein Litowitz Berger & Grossmann LLP, in an electronically searchable form, such as Excel, the stockholder register from R1's transfer agent containing the names, mailing addresses and, if available, email addresses of all record holders of R1 common stock during the Class Period (the "Record Holders");

(b) Not later than sixty (60) calendar days prior to the date of the Settlement Hearing (such date that is sixty (60) calendar days prior to the date of the Settlement Hearing, the "Notice Date"), the Settlement Administrator shall cause a

copy of the Notice, substantially in the form attached to the Stipulation as Exhibit B, to be mailed by first-class U.S. mail, or emailed, to the Records Holders and all other Settlement Class Members and current R1 stockholders who otherwise may be identified through further reasonable effort;

(c) Not later than the Notice Date, the Settlement Administrator shall post a copy of the Notice on the website established for the Settlement;

(d) Not later than ten (10) business days after the Notice Date, the Settlement Administrator shall cause the Summary Notice, substantially in the form attached to the Stipulation as Exhibit C, to be published once in *Investor's Business Daily* and to be transmitted once over the *PR Newswire*; and

(e) Not later than seven (7) calendar days prior to the Settlement Hearing, Plaintiff's Co-Lead Counsel shall serve on Defendants' Counsel and file with the Court proof, by affidavit or declaration, of such mailing and publication.

10. **Approval of Form and Content of Notice:** The Court: (a) approves, as to form and content, the Notice, attached to the Stipulation as Exhibit B, and the Summary Notice, attached to the Stipulation as Exhibit C, and (b) finds that the mailing of the Notice and publication of the Summary Notice in the manner and form set forth in paragraph 9 of this Order: (i) is the best notice practicable under the circumstances; (ii) constitutes notice that is reasonably calculated, under the circumstances, to apprise Settlement Class Members and current R1 stockholders of

the pendency of the Action; the effect of the proposed Settlement (including the Releases to be provided thereunder); the proposed Plan of Allocation; Plaintiff's Counsel's Fee and Expense Application; and Settlement Class Members' rights to object to any aspect of the Settlement, the Plan of Allocation, and/or Plaintiff's Counsel's Fee and Expense Application, and to appear at the Settlement Hearing; (iii) constitutes due, adequate, and sufficient notice to all persons and entities entitled to receive notice of the proposed Settlement; and (iv) satisfies the requirements of Court of Chancery Rules 23 and 23.1, the United States Constitution (including the Due Process Clause), and all other applicable law and rules.

11. **Nominees Procedures:** Brokers and other nominees that held shares of R1 common stock during the period from August 18, 2020, through the close of trading on September 27, 2023 as record holders for the benefit of another person or entity shall be requested to either: (i) within seven (7) calendar days of receipt of the Notice, request from the Settlement Administrator sufficient copies of the Notice to forward to all such beneficial owners and within seven (7) calendar days of receipt of those Notices forward them to all such beneficial owners; or (ii) within seven (7) calendar days of receipt of the Notice, provide a list of the names, addresses, and, if available, email addresses of all such beneficial owners to the Settlement Administrator, in which event the Settlement Administrator shall promptly mail the Notice to such beneficial owners. Upon full compliance with this Order, such

nominees may seek reimbursement of their reasonable expenses actually incurred in complying with this Order by providing the Settlement Administrator with proper documentation supporting the expenses for which reimbursement is sought.

12. Brokers and other nominees that hold securities in their name on behalf of a beneficial owner are hereby ordered to provide information deemed necessary by the Settlement Administrator to assist eligible Settlement Class Members in connection with determining their entitlement to the Net Class Settlement Fund and to distribute the Net Class Settlement Fund consistent with the terms of the Plan of Allocation (or such other plan of allocation approved by the Court).

13. **Appearance at Settlement Hearing and Objections:** Unless the Court orders otherwise, any Settlement Class Member or current R1 stockholder may enter an appearance in the Action, at his, her, or its own expense, individually or through counsel of his, her, or its own choice, by filing with the Register in Chancery and delivering a notice of appearance to Plaintiff's Co-Lead Counsel and Defendants' Counsel, at the addresses set forth in paragraph 14 below, such that it is received no later than fifteen (15) calendar days prior to the Settlement Hearing, or as the Court may otherwise direct. Any Settlement Class Member or current R1 stockholder who does not enter an appearance will be represented by Plaintiff's Co-Lead Counsel, and shall be deemed to have waived and forfeited any and all rights he, she, or it may otherwise have to appear separately at the Settlement Hearing.

14. Any Settlement Class Member or current R1 stockholder may file a written objection to the proposed Settlement, Plan of Allocation, and/or Plaintiff's Counsel's Fee and Expense Application ("Objector"), if he, she, or it has any cause why the proposed Settlement, Plan of Allocation, and/or Plaintiff's Counsel's Fee and Expense Application, should not be approved; provided, however, that, unless otherwise directed by the Court for good cause shown, no Objector shall be heard or entitled to contest the approval of the terms and conditions of the proposed Settlement, Plan of Allocation, and/or Plaintiff's Counsel's Fee and Expense Application unless that person or entity files a written objection with the Register in Chancery, Court of Chancery of the State of Delaware, New Castle County, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, DE 19801 (electronically by File & Serve*Xpress*, by hand, by first-class U.S. mail, or by express service) and serves copies of the objection upon each of the following counsel at the following addresses such that they are received no later than fifteen (15) calendar days prior to the Settlement Hearing, with copies also emailed to jeroen@blbglaw.com, jfriedman@fotpllc.com, areddy@wlrk.com, jpsmith@winston.com, david.hennes@ropesgray.com:

Plaintiff's Co-Lead Counsel: Jeroen van Kwawegen, Bernstein Litowitz Berger & Grossmann LLP, 1251 Avenue of the Americas, 44th Floor, New York,

New York 10020; and Jeremy Friedman, Friedman Oster & Tejtell PLLC, 493 Bedford Center Road, Suite 2D, Bedford Hills, NY 10507;

Defendants' Counsel: Anitha Reddy, Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, NY 10019; James P. Smith, Winston & Strawn LLP, Metlife Building, 200 Park Avenue, New York, NY 10166; and David B. Hennes, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036.

15. Any objections must: (i) identify the case name and civil action number, “*In re R1 RCM Stockholders Litigation*, Consolidated C.A. No. 2021-0318-PAF”; (ii) state the name, address, and telephone number of the Objector and, if represented by counsel, the name, address, and telephone number of the Objector’s counsel; (iii) be signed by the Objector; (iv) contain a specific, written statement of the objection(s) and the specific reason(s) for the objection(s), including any legal and evidentiary support the Objector wishes to bring to the Court’s attention, and if the Objector has indicated that he, she, or it intends to appear at the Settlement Hearing, the identity of any witnesses the Objector may call to testify, and any exhibits the Objector intends to introduce into evidence at the hearing; and (v) include documentary evidence sufficient to prove that the Objector is a member of the Settlement Class and/or a current R1 stockholder. Plaintiff’s Co-Lead Counsel is authorized to request from any Objector additional information or documentation

sufficient to prove that the Objector is a member of the Settlement Class or a current R1 stockholder.

16. Unless the Court orders otherwise, any Settlement Class Member or current R1 stockholder who or which does not make his, her, or its objection in the manner provided herein shall: (i) be deemed to have waived and forfeited his, her, or its right to object to any aspect of the proposed Settlement, Plan of Allocation, or Plaintiff's Counsel's Fee and Expense Application; (ii) be forever barred and foreclosed from objecting to the fairness, reasonableness, or adequacy of the Settlement, the Judgment to be entered approving the Settlement, the Plan of Allocation, and Plaintiff's Counsel's Fee and Expense Application; and (iii) be deemed to have waived and to be forever barred and foreclosed from being heard, in this or any other proceeding, including on any appeal, with respect to any matters concerning the Settlement, the Plan of Allocation, or Plaintiff's Counsel's Fee and Expense Application.

17. **Stay and Temporary Injunction:** Until otherwise ordered by the Court, the Court stays all proceedings in the Action other than proceedings necessary to carry out or enforce the terms and conditions of the Stipulation. Pending final determination of whether the Settlement should be approved, the Court (i) bars and enjoins Plaintiff and each of the other Settlement Class Members from commencing, instituting, instigating, facilitating, asserting, maintaining, participating in, or

prosecuting any and all Released Class Claims against any of the Released Defendants' Persons; and (ii) bars and enjoins Plaintiff, current R1 stockholders, and R1 from commencing, instituting, instigating, facilitating, asserting, maintaining, participating in, or prosecuting any and all Released Derivative Claims against any of the Released Defendants' Persons.

18. **Total Settlement Fund:** The contents of the Total Settlement Fund that will be held in the Escrow Account shall be deemed and considered to be *in custodia legis* of the Court, and shall remain subject to the exclusive jurisdiction of the Court, until such time as they shall be distributed pursuant to the Stipulation and/or further order(s) of the Court.

19. **Notice and Administration Costs:** All Notice and Administration Costs shall be paid in accordance with the terms of the Stipulation without further order of the Court.

20. **Taxes:** Plaintiff's Co-Lead Counsel are authorized and directed to prepare any tax returns and any other tax reporting form for or in respect to the Total Settlement Fund, to pay from the Total Settlement Fund any Taxes owed with respect to the Total Settlement Fund, and to otherwise perform all obligations with respect to Taxes and any reporting or filings in respect thereof without further order of the Court in a manner consistent with the provisions of the Stipulation.

21. **Use of this Order:** Neither the Settlement Term Sheet, the Stipulation, including the exhibits thereto, the negotiations leading to the execution of the Settlement Term Sheet or the Stipulation, nor any proceedings taken pursuant to or in connection with the Settlement Term Sheet, the Stipulation, and/or approval of the Settlement (including any arguments proffered in connection therewith): (a) shall be offered against any of the Released Defendants' Persons as evidence of, or construed as, or deemed to be evidence of any presumption, concession, or admission by any of the Released Defendants' Persons with respect to any fact alleged in the Complaints or during the Action or the validity of any claim that was or could have been asserted or the deficiency of any defense that has been or could have been asserted in the Action or in any other litigation, or of any liability, negligence, fault, or other wrongdoing of any kind of any of the Released Defendants' Persons or in any way referred to for any other reason as against any of the Released Defendants' Persons, in any civil, criminal, or administrative action or proceeding, other than such proceedings as may be necessary to effectuate the Settlement; or (b) shall be offered against any of the Released Plaintiff's Persons as evidence of, or construed as, or deemed to be evidence of any presumption, concession, or admission by any of the Released Plaintiff's Persons that any of their claims are without merit, that any of the Released Defendants' Persons had meritorious defenses, or that damages recoverable under the Complaints would not

have exceeded the Total Settlement Amount or with respect to any liability, negligence, fault or wrongdoing of any kind, or in any way referred to for any other reason as against any of the Released Plaintiff's Persons, in any civil, criminal or administrative action or proceeding, other than such proceedings as may be necessary to effectuate the Settlement. This provision shall remain in force in the event that the Settlement is terminated for any reason whatsoever.

22. **Termination of Settlement:** If the Settlement is terminated as provided in the Stipulation or the Effective Date of the Settlement otherwise fails to occur, this Order shall be vacated, rendered null and void, and be of no further force and effect, except as otherwise provided by the Stipulation; this Order shall be without prejudice to the rights of the Parties, the Settlement Class, or current R1 stockholders; and Plaintiff and Defendants shall revert to their respective positions in the Action as of immediately prior to the execution of the Settlement Term Sheet on August 29, 2023, as provided under the Stipulation.

23. **Supporting Papers:** Plaintiff's Counsel shall file and serve the opening papers in support of the proposed Settlement, Plan of Allocation, and Plaintiff's Counsel's Fee and Expense Application no later than thirty (30) calendar days prior to the Settlement Hearing. Any objections to the Settlement, the Plan of Allocation, and/or Plaintiff's Counsel's Fee and Expense Application shall be filed and served no later than fifteen (15) calendar days prior to the Settlement Hearing.

If reply papers are necessary, they are to be filed and served no later than seven (7) calendar days prior to the Settlement Hearing.

24. **Retention of Jurisdiction:** The Court retains exclusive jurisdiction to consider all further applications arising out of or connected with the proposed Settlement.

25. **Extension of Deadlines:** The Court may, for good cause shown, extend any of the deadlines set forth in this Order without further notice to the Settlement Class or current R1 stockholders.

Vice Chancellor Paul A. Fioravanti, Jr.

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: Paul A Fioravanti Jr

**File & Serve
Transaction ID:** 70990308

Current Date: Oct 02, 2023

Case Number: 2021-0318-PAF

Case Name: CONF ORD CONSOL w/ 2021-0334-PAF IN RE R1 RCM INC. STOCKHOLDERS
LITIGATION

Court Authorizer: Paul A Fioravanti Jr

**Court Authorizer
Comments:**

Paragraph 9(b) is modified to read as follows:

Not later than sixty (60) calendar days prior to the date of the Settlement Hearing (such date that is sixty (60) calendar days prior to the date of the Settlement Hearing, the "Notice Date"), the Settlement Administrator shall cause a copy of the Notice, substantially in the form attached to the Stipulation as Exhibit B, to be sent to the Record Holders and all other Settlement Class Members and current R1 stockholders who otherwise may be identified through further reasonable effort. For Settlement Class Members and current R1 stockholders that have consented to receiving information from R1 electronically, the Settlement Administrator may send the Notice electronically. For all other Settlement Class Members and current R1 stockholders, the Settlement Administrator shall mail the Notice by first-class U.S. mail.

/s/ Judge Paul A Fioravanti Jr