

EXHIBIT B

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF WISCONSIN
MILWAUKEE DIVISION**

LINDA A. WOZNICKI, et al.,)
)
 Plaintiffs,)
) Case. No. 20-cv-1246
 v.)
)
 AURORA HEALTH CARE, INC., et al.,)
)
 Defendants.)

NOTICE CLASS SETTLEMENT

PLEASE READ THIS NOTICE CAREFULLY.

A federal court authorized the mailing of this notice. This is not a solicitation from a lawyer. You are not being sued.

You are receiving this notice (“Notice”) because the records of Aurora Health Care, Inc. Incentive Savings Plan (the “Plan”) indicate that you were a participant in the Plan between August 14, 2014 and the date of issuance of the Final Approval Order (the “Class Period”). As such, your rights may be affected by a proposed settlement (the “Settlement”) of a class action lawsuit (“Action”) brought by Plaintiff Linda A. Woznicki (the “Named Plaintiff”) on behalf of herself, and participants and beneficiaries of the Plan, and as representatives of the Settlement Class against Defendants (defined below). **Please read the following information carefully to find out what the lawsuit is about, what the terms of the proposed Settlement are, what rights you have to object to the proposed Settlement Agreement if you disagree with its terms, and what deadlines apply.**

A Settlement has been reached in the Action brought against the defendants Aurora Health Care, Inc. (“Aurora”), the Board of Directors of Aurora Health Care, Inc., and John Does 1-30 (collectively “Defendants”). The Action asserts claims under the Employee Retirement Income Security Act of 1974 (“ERISA”) concerning the management, operation, and administration of the Plan. Defendants deny any and all liability for these claims.

You are included as a Settlement Class Member if you were a participant or beneficiary of the Plan at any time from August 14, 2014, through issuance the Final Approval Order (“Class Period”), excluding the Defendants or any participant/beneficiary who is a fiduciary to the Plan.

Aurora has agreed to pay \$2,600,000.00 into a settlement fund. Settlement Class Members are eligible to receive a portion of the amount in the settlement fund remaining after payment of administrative expenses, any attorneys’ fees and expenses that the Court awards to Plaintiff’s lawyers, and any Incentive Award to Plaintiff. The amount of each Settlement Class Member’s payment will be based on how many quarters during the Class Period the Settlement Class Member participated in the Plan and will be determined according to a Plan of Allocation in the Settlement Agreement, which will be available on the Settlement Website at [www. \[REDACTED\].com](http://www. [REDACTED].com) prior to the Final Approval Hearing. Payments to Settlement Class Members will be made directly by check, or Settlement Class Members can instead elect to receive their payment through a rollover to a qualified retirement account.

**Questions? Visit [www. \[REDACTED\].com](http://www. [REDACTED].com) or call [REDACTED]
DO NOT CALL THE COURT as they cannot answer your questions.**

The Court in charge of the case still has to decide whether to approve the Settlement. The payments and other settlement terms described will be made only if the Court approves the Settlement and that approval is upheld if there are any appeals. This process is explained in greater detail below.

PLEASE READ THIS NOTICE CAREFULLY AND COMPLETELY. IF YOU ARE A MEMBER OF THE SETTLEMENT CLASS TO WHOM THIS NOTICE IS ADDRESSED, THE SETTLEMENT WILL AFFECT YOUR RIGHTS. YOU ARE NOT BEING SUED IN THIS MATTER. YOU DO NOT HAVE TO APPEAR IN COURT, AND YOU DO NOT HAVE TO HIRE AN ATTORNEY IN THIS CASE. IF YOU ARE IN FAVOR OF THE SETTLEMENT, YOU DO NOT NEED TO DO ANYTHING. IF YOU DISAPPROVE, YOU MAY OBJECT TO THE SETTLEMENT PURSUANT TO THE PROCEDURES DESCRIBED BELOW.

ACTIONS YOU MAY TAKE IN THE SETTLEMENT	
NO ACTION IS NECESSARY.	If the Settlement is approved by the Court and you are a Settlement Class Member, you do not need to do anything.
YOU CAN OBJECT NO LATER THAN [REDACTED]. WRITTEN OBJECTIONS MUST BE FILED WITH THE COURT BY THIS DATE.	If you wish to object to any part of the Settlement, you can write to the Court and explain why you do not like the Settlement.
YOU CAN GO TO THE HEARING ON [REDACTED] AT [REDACTED].M. CDT BY FILING A NOTICE OF INTENTION TO APPEAR NO LATER THAN [REDACTED].	If you have submitted a written objection to the Court, you can ask to speak in Court about the fairness of the Settlement. You may enter your appearance in Court through an attorney if you so desire.

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Questions? Visit [www.\[REDACTED\].com](http://www.[REDACTED].com) or call [REDACTED]
DO NOT CALL THE COURT as they cannot answer your questions.

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1. Why did I get this Notice?

Either you or someone in your family may have been a Plan participant, or a beneficiary of a participant. The Court has directed that this Notice be sent to you because, as a potential Settlement Class Member, you have a right to know about the proposed Settlement with Defendants before the Court decides whether to approve the Settlement.

2. How do I know whether I am part of the Settlement?

The Court has certified the Action as a class action preliminarily. You are a Settlement Class Member if, you were a participant in the Plan at any time from August 14, 2014, through _____.

3. What does the Settlement provide?

The Settlement provides that Named Plaintiff, on behalf of herself and the Settlement Class, has agreed to settle all Released Claims (as defined in the Settlement Agreement) against Defendants and other Releasees (as defined in the Settlement Agreement) in exchange for, payment to the Qualified Settlement Fund of Two Million Six Hundred Thousand Dollars and No Cents (\$2,600,000).

The above description of the operation of the Settlement is only a summary. The governing provisions are set forth in the Settlement Agreement, which may be obtained at www._____.com.

4. What is the lawsuit about? What has happened so far?

On August 14, 2020, the Named Plaintiff, a former participant in the Plan, filed a putative class action complaint in this Court against Aurora, its Board of Directors, and individual defendants, alleging Defendants violated ERISA by breaching fiduciary duties owed to the Plan and/or the Plan’s participants under ERISA by causing the Plan to incur higher administrative, investment, and management advisory fees and expenses than reasonable and necessary. A complete description of Plaintiffs’ allegations is in the Amended Complaint, which is available on the Settlement Website at www._____.com.

Defendants moved to dismiss the Amended Complaint, and on May 27, 2022, the Court denied in part and granted in part the motion to dismiss. On June 24, 2022, the Court stayed further proceedings in the case until September 15, 2022, to allow for mediation. The parties proceeded to mediation on August 30, 2022, with the assistance of an experienced JAMS mediator, Robert A. Meyer, Esq., in hopes of resolving the case. Mr. Meyer has substantial experience mediating cases involving ERISA and retirement plan issues, including cases alleging excessive fees. The matter was not resolved at the mediation, but the parties agreed to continue settlement discussions. After further negotiations with the assistance of Mr. Meyer, the parties finally accepted a mediator’s proposal and reached an agreement in principle to settle the case. On September 17, 2022, Plaintiff signed a Term Sheet, which Defendants countersigned on September 19, 2022, containing the primary terms resolving this matter. The Settlement Agreement is a comprehensive agreement based on the Term Sheet.

The Settlement is the product of intensive, arm’s-length negotiations between Class Counsel and Defendants’ Counsel, with the assistance of an experienced third-party mediator.

5. Why is this case a class action?

In a class action, one or more plaintiffs, called “named plaintiff(s),” sue on behalf of people who have similar claims. All of the individuals on whose behalf the Named Plaintiffs in this Action are suing are “Class Members,” and they are also referred to in this Notice as members of the Settlement Class Members. Brett H. Ludwig, United States District Judge, is presiding over this case.

6. Why is there a Settlement?

Under the proposed Settlement, the Court will not decide the merits of the case in favor of either the Plaintiff or the Defendants. By agreeing to a Settlement, both the Plaintiff and the Defendants avoid the costs, risks, and delays of litigating the Action. This Settlement is the product of extensive arm’s-length negotiations between Class Counsel and the Defendants’ Counsel, including utilizing the services of an experienced mediator. Class Counsel believes that the proposed Settlement is fair, reasonable, and adequate, and in the best interest of the Class.

7. How will the Settlement be distributed?

Aurora has agreed to pay Two Million Six Hundred Thousand Dollars and No Cents (\$2,600,000.00) into a settlement fund. Settlement Class Members are eligible to receive a portion of the amount in the settlement fund remaining after payment of administrative expenses, any attorneys’ fees and expenses that the Court awards to Plaintiff’s lawyers, and any Incentive Award to the Named Plaintiff. The amount of each Settlement Class Member’s payment will be based on how many quarters during the Class Period the Settlement Class Member participated in the Plan and will be determined according to a Plan of Allocation in the Settlement Agreement, which will be available on the Settlement Website at www.█.com prior to the Final Approval Hearing. Payments to Settlement Class Members will be made directly by check, or Settlement Class Members can instead elect to receive their payment through a rollover to a qualified retirement account.

8. When will I get my payment?

You will receive a check in the amount of your share of the Qualified Settlement Fund in due course once the Settlement has received final approval and/or after any appeals have been resolved in favor of the Settlement. All checks will expire and become void not later than 120 days after they are issued if they have not been cashed. These payments may have certain tax consequences; you should consult your tax advisor. Class Counsel cannot provide tax advice concerning the settlement.

9. What rights am I giving up in the Settlement?

If the Settlement is approved, the Court will enter a judgment. This judgment will fully, finally, and forever release, relinquish, and discharge any and all actual or potential claims, actions, demands, rights, obligations, liabilities, damages, attorneys’ fees, expenses, costs, and causes of action, accrued or not, whether arising under federal, state, or local law, whether by statute, contract, common law, equity, or otherwise, whether brought in an individual, representative, or representative capacity or otherwise, whether involving legal equitable, injunctive, declarative, or any other type of relief (including, without limitation, indemnification or contribution), whether known or unknown, suspected or unsuspected, asserted or unasserted, foreseen or unforeseen, actual or contingent, liquidated or unliquidated, based in whole or in part on acts or failures to act through the end of the Class Period.

10. Can I exclude myself from the Settlement?

You do not have the right to exclude yourself from the Settlement. For settlement purposes, the Action was certified under Federal Rule of Civil Procedure 23(b)(1) and/or 23(b)(2) (non-opt-out class) because the Court determined the requirements of that rule were satisfied. Thus, it is not possible for any of the Settlement Class Members to exclude themselves from the Settlement. As a member of the Settlement Class, you will be bound by any judgments or orders that are entered in the Action for all claims that were or could have been asserted in the Action

against Defendants or are otherwise included in the release under the Settlement. The Court resolves the issues for all Settlement Class Members. Although Settlement Class Members cannot opt-out of the Settlement, they can object to the Settlement and ask the Court not to approve the Settlement.

THE LAWYERS REPRESENTING YOU

11. Do I have a lawyer in the case?

The law firm of Walcheske & Luzi, LLC as Class Counsel represent the Named Plaintiffs and the Settlement Class ("Class Counsel"). You will *not* be charged directly by these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

12. How will the lawyers be paid?

Prior to the Fairness Hearing, Class Counsel will apply for an award of attorneys' fees and expenses and an Incentive Award for the Named Plaintiff. The total amount that Class Counsel will seek for fees, expenses, and incentive awards will not exceed Nine Hundred Ten Thousand Dollars and No Cents (\$910,000.00). Aurora will be responsible for payment of this amount. To date, Class Counsel has not received any payment for their services in prosecuting this Action on behalf of the Settlement Class, nor have Class Counsel been reimbursed for their out-of-pocket expenses. The fee requested by Class Counsel would compensate them for their efforts in achieving the Settlement for the benefit of the Settlement Class and for their risk in undertaking this representation on a contingency basis. The Court will determine the actual amount of the award.

OBJECTING TO THE SETTLEMENT

13. How do I object to the Settlement?

Any member of the Settlement Class who wishes to object to the fairness, reasonableness, or adequacy of the Settlement, to any term of the Settlement Agreement, to the application for payment of attorneys' fees and expenses, or to the application for an incentive fee for the Named Plaintiff, may file an Objection in writing. All written objections and supporting papers must: (1) clearly identify the case name and number "*Woznicki v. Aurora Health Care, Inc.*, Case No. 20-cv-1246;" (2) be filed with the Court and either postmarked and mailed or faxed to Class Counsel and Defendants' Counsel at the addresses below on or before [REDACTED]; (3) set forth your full name, current address, and telephone number; (4) set forth a statement of the position you wish to assert, including the factual and legal grounds for the position; (5) set forth the names and a summary of testimony of any witnesses that you might want to call in connection with the Objection; (6) provide copies of all documents that you wish to submit in support of your position; (7) provide the name(s), address(es) and phone number(s) of any attorney(s) representing you; (8) state the name, court, and docket number of any class action litigation in which you and/or your attorney(s) has previously appeared as an objector or provided legal assistance with respect to an objection; and (9) include your signature.

The addresses for filing objections with the Court and service on counsel are listed below. **Your written objection must be filed with the Court, and mailed or faxed to the counsel listed below by no later than [REDACTED]:**

File with the Clerk of the Court:

Clerk of the Court
United States District Court
Eastern District of Wisconsin
517 E. Wisconsin Ave - Room 362
Milwaukee, WI 53202

And, by the same date, serve copies of all such papers by mail or email to each of the following:

CLASS COUNSEL:

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Scott S. Luzi
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DEFENDANTS' COUNSEL:

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St. Louis, Missouri 63102
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UNLESS OTHERWISE ORDERED BY THE COURT, ANY SETTLEMENT CLASS MEMBER WHO DOES NOT OBJECT IN THE MANNER DESCRIBED HEREIN WILL BE DEEMED TO HAVE WAIVED ANY OBJECTION AND SHALL BE FOREVER FORECLOSED FROM MAKING ANY OBJECTION TO THE PROPOSED SETTLEMENT AND THE APPLICATION FOR ATTORNEYS' FEES AND EXPENSES AND AN INCENTIVE FEE TO THE NAMED PLAINTIFFS.

THE COURT'S FAIRNESS HEARING

14. When and where will the Court decide whether to approve the Settlement?

The Court will hold a Fairness Hearing on [REDACTED], at [REDACTED].M. CDT, at the United States District Court for the Eastern District of Wisconsin, 517 E. Wisconsin Ave, Milwaukee, WI 53202, Courtroom 320.

IF YOU DO NOT WISH TO OBJECT TO THE PROPOSED SETTLEMENT OR THE APPLICATION FOR ATTORNEYS' FEES AND EXPENSES AND INCENTIVE AWARD TO THE NAMED PLAINTIFF, YOU NEED NOT ATTEND THE FAIRNESS HEARING.

At the hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate. If there are objections, the Court will consider them. After the Fairness Hearing, the Court will decide whether to approve the Settlement. The Court will also rule on the motions for attorneys' fees and expenses and an incentive fee to the Named Plaintiffs. We do not know how long these decisions will take.

15. Do I have to come to the hearing?

Class Counsel will answer questions Judge Ludwig may have. You are welcome to come at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as you mailed your written objection on time, it will be before the Court when the Court considers whether to approve the Settlement as fair, reasonable, and adequate. You may also have your own lawyer attend the Fairness Hearing at your expense, but such attendance is not necessary.

16. May I speak at the hearing?

If you are a member of the Settlement Class and you have filed a timely objection, you may ask the Court for permission to speak at the Fairness Hearing. To do so, you must send a letter or other paper called a “Notice of Intention to Appear at Fairness Hearing in *Woznicki v. Aurora Health Care, Inc.*, Case No. 20-cv-1246.” Be sure to include your name, address, telephone number, and your signature. Your Notice of Intention to Appear must be served on the attorneys listed above and the Court, postmarked and mailed or sent via facsimile no later than [REDACTED]. The Fairness Hearing may be delayed by the Court without further notice to the Class. If you wish to attend the Fairness Hearing, you should confirm the date and time with a member of Class Counsel.

IF YOU DO NOTHING

17. What happens if I do nothing at all?

If you do nothing and you are a Class Member, you will participate in the Settlement as described above in this Notice if the Settlement is approved.

GETTING MORE INFORMATION

18. How do I get more information?

This Notice summarizes the proposed Settlement. Full details of the Settlement are set forth in the Settlement Agreement. You may obtain a paper copy of the Settlement Agreement by making a written request to a member of Class Counsel listed above under item 13. Copies of the Settlement Agreement, as well as the motion seeking preliminary approval of the Settlement Agreement, and the Preliminary Approval Order, may also be viewed at [www.\[REDACTED\].com](http://www.[REDACTED].com).

DATED:

By Order of the Court

Hon. Brett H. Ludwig
United State District Judge
Eastern District of Wisconsin