

**UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF FLORIDA
TAMPA DIVISION**

IN RE HEALTH INSURANCE INNOVATIONS
SECURITIES LITIGATION

Case No. 8:17-cv-02186-TPB-SPF

**NOTICE OF (I) PENDENCY AND PROPOSED SETTLEMENT OF CLASS
ACTION AND PLAN OF ALLOCATION; (II) SETTLEMENT HEARING; AND
(III) MOTION FOR AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT
OF LITIGATION EXPENSES**

**To: ALL PERSONS OR ENTITIES WHO PURCHASED OR OTHERWISE
ACQUIRED HIIQ CLASS A COMMON STOCK (TRADING SYMBOL
HIIQ) OR EXCHANGE-TRADED CALL OPTIONS ON HIIQ CLASS
A COMMON STOCK AND ALL PERSONS WHO SOLD (WROTE)
EXCHANGE-TRADED PUT OPTIONS ON HIIQ CLASS A COMMON
STOCK BETWEEN AUGUST 4, 2017, AND SEPTEMBER 11, 2017, BOTH
DATES INCLUSIVE (THE "SETTLEMENT CLASS")**

***A FEDERAL COURT HAS AUTHORIZED THIS NOTICE. THIS IS NOT A
SOLICITATION FROM A LAWYER.***

NOTICE OF SETTLEMENT: Please be advised that the Court-appointed Lead Plaintiff Robert Rector, on behalf of himself and the Court-certified Settlement Class (as defined below), has reached a proposed settlement of the above-captioned securities class action lawsuit (the "Litigation") for a total of Two-Million Eight-Hundred Thousand Dollars (\$2,800,000.00) in cash that, if approved, will resolve all claims in the Litigation.¹

PLEASE READ THIS NOTICE CAREFULLY. This Notice explains important rights you may have, including the possible receipt of cash from the Settlement. If you are a Settlement Class Member, your legal rights will be affected whether or not you act.

If you have any questions about this Notice, the proposed Settlement, or your eligibility to participate in the Settlement, please do not contact Health Insurance Innovations, Inc. ("HIIQ" or the "Company") (now known as Benefytt Technologies, Inc.) or the Court. All questions should be directed to Lead Counsel or the Claims Administrator.

- Description of the Litigation and Settlement Class:** This Notice relates to a proposed Settlement of claims in a pending securities class action lawsuit brought by investors alleging, among other things, that Defendants HIIQ and Michael D. Hershberger (collectively, the "Defendants") violated the federal securities laws by failing to disclose facts regarding the Company's unsuccessful application for its third-party administrator license with the Florida Office of Insurance Regulation, and the risks these facts posed to the Company's business, prospects, and operations. The proposed Settlement, if approved by the United States District Court for the Middle District of Florida (the "Court"), will settle claims of the Settlement Class of persons and entities that were certified by the Court pursuant to an Order issued on November 19, 2020. The "Settlement Class," as certified by the Court for purposes of this Settlement, means all Persons or entities who purchased or otherwise acquired HIIQ Class A Common Stock (trading symbol "HIIQ") or exchange-traded Call Options on HIIQ Class A Common Stock and all persons who sold (wrote) exchange-traded Put Options on HIIQ Class A Common Stock between August 4, 2017, and September 11, 2017, inclusive. Excluded from the Settlement Class are Defendants, all current and former directors and officers of Health Insurance Innovations, Inc., each of their respective family members, and any affiliates controlled or owned by any of these excluded individuals and/or entities. Also excluded from the Settlement Class are those Persons who timely and validly request exclusion from the Settlement Class pursuant to the procedure described in this Notice.²

¹ All capitalized terms used in this Notice that are not otherwise defined herein shall have the meanings provided in the Stipulation of Settlement dated June 22, 2020 (the "Stipulation"), which is available on the website for the Litigation at www.HIIQSecuritiesLitigation.com.

² Herein, HIIQ publicly traded Class A Common Stock, Call Options, and Put Options are referred to collectively as "HIIQ Securities."

2. **Statement of Settlement Class' Recovery:** Subject to Court approval, and as described more fully below, Lead Plaintiff, on behalf of himself and the Settlement Class, have agreed to settle all claims based on the purchase or other acquisition of HIIQ publicly traded Securities during the Class Period that were or could have been asserted against Defendants in the Litigation in exchange for a settlement payment of Two-Million Eight-Hundred-Thousand Dollars (\$2,800,000.00) in cash (the "Settlement Amount") to be deposited into an interest-bearing escrow account. The Net Settlement Fund (*i.e.*, the Settlement Amount plus any and all interest earned thereon (the "Settlement Fund") less (i) any Taxes, (ii) any Notice and Administration Costs, (iii) any expenses of Plaintiff's Counsel or Lead Plaintiff ("Litigation Expenses") awarded by the Court; and (iv) any attorneys' fees awarded by the Court) will be distributed in accordance with a plan of allocation that is approved by the Court, which will determine how the Net Settlement Fund shall be allocated among members of the Settlement Class. The proposed plan of allocation (the "Plan of Allocation") is set forth in ¶¶ 45–71, below.
3. **Estimate of Average Amount of Recovery per Share:** Lead Plaintiff's damages expert estimates that, between August 4, 2017, and September 11, 2017, approximately 28.5 million shares of HIIQ Class A Common Stock were purchased during the Class Period and held through an alleged corrective disclosure and therefore allegedly were damaged. Lead Plaintiff's damages expert estimates that, if valid claims for all such Class A Common Stock are submitted, the average recovery per share for the HIIQ Class A Common Stock will be approximately \$0.10 per share, before deduction of attorneys' fees, costs, and expenses awarded by the Court and the costs of providing notice and administering the Settlement. A Class Member's actual recovery will depend on several things, including: (1) the total number of claims filed; (2) the date when Class Members purchased, acquired, or transacted in their HIIQ Securities during the Class Period; and (3) whether and when Class Members sold their HIIQ Securities. Distributions to Class Members will be made based on the Plan of Allocation set forth herein (*see* ¶¶ 45–71, below) or such other plan of allocation as may be ordered by the Court.
4. **Statement of Potential Outcome of Case:** The parties disagree on the potential liability of Defendants, and they do not agree on the average amount of damages per share, if any, that would be recoverable if Plaintiff would have prevailed at trial. Defendants deny that they are liable in any respect or that Lead Plaintiff suffered any injury. The issues on which the Parties disagree include: (1) whether any Defendant engaged in any conduct subject to challenge under the federal securities laws; (2) the amounts by which HIIQ Securities were allegedly artificially inflated (if at all) during the Class Period; (3) the effect of various market forces influencing the trading price of HIIQ Securities at various times during the Class Period; (4) the extent to which the various matters that Lead Plaintiff alleged were materially false or misleading influenced (if at all) the trading price of HIIQ Securities during the Class Period; (5) the extent to which the various allegedly adverse material facts that Lead Plaintiff alleged were omitted influenced (if at all) the trading price of HIIQ Securities during the Class Period; (6) whether the statements made or facts allegedly omitted were material, false, misleading, or otherwise actionable under the securities laws; and (7) whether, even if liability could be proven, total damages would be greater than \$0.
5. **Statement of Attorneys' Fees and Expenses Sought:** Court-appointed Lead Counsel, Kahn Swick & Foti, LLC, and Court-appointed Liaison Counsel, George Gesten McDonald, PLLC (collectively referred to as "Plaintiff's Counsel"), have been prosecuting the Litigation on a wholly contingent basis since its inception in 2017, have not received any payment of attorneys' fees for their representation of the Settlement Class and have advanced hundreds of thousands of dollars in expenses necessarily incurred in order to prosecute the Litigation. As set forth in greater detail below (*see* ¶¶ 14–27, below), Plaintiff's Counsel were responsible for: (i) conducting an extensive investigation into the Settlement Class' claims; (ii) drafting a detailed consolidated complaint; (iii) successfully opposing Defendants' dismissal motion; (iv) briefing Lead Plaintiff's motion for class certification (v) engaging in an extensive discovery program, including deposing Defendants' economic consultant and reviewing thousands of pages of documents; (vi) engaging in multiple in-person meetings, telephonic meetings, and a videoconference meeting regarding a possible settlement of the Litigation; and (vii) briefing an independent and experienced mediator on relevant claims and applicable law before reaching with the mediator's assistance an agreement in principle to settle. Plaintiff's Counsel will ask the Court to award attorneys' fees in an amount not to exceed 33 1/3% of the Settlement Fund. Plaintiff's Counsel also will apply for the reimbursement of Litigation Expenses paid or incurred in connection with the prosecution and resolution of the Litigation, in an amount not to exceed \$315,000.00, which may include the reasonable costs and expenses of Settlement Class Representative (as defined in ¶ 9 below) directly related to his representation of the Settlement Class. If the Court approves Plaintiff's Counsel's fee and expense application, the average cost per affected share of HIIQ Class A Common Stock will be approximately \$0.04.

6. **Identification of Attorneys’ Representatives:** Lead Plaintiff and the Settlement Class are being represented by: Ramzi Abadou, Esq., Kahn Swick & Foti, LLP, 912 Cole Street, #251, San Francisco, CA 94117; Alexander L. Burns, Esq. and Alayne K. Gobeille, Esq., Kahn Swick & Foti, LLC, 1100 Poydras Street, Suite 3200, New Orleans, LA 70163, (504) 455-1400, www.ksfcounsel.com; and the Settlement Class is also being represented by David J. George, Esq., George Gesten McDonald, PLLC, 9897 Lake Worth Road, Suite 302, Lake Worth, FL 33467, (561) 232-6000, www.4-justice.com.
7. **Reasons for the Settlement:** Lead Plaintiff’s principal reason for entering into the Settlement is the substantial cash benefit for the Settlement Class, without the risk or the delays inherent in further litigation. Moreover, the substantial cash benefit provided under the Settlement must be considered against the significant risk that a smaller recovery—or, indeed, no recovery at all—might be achieved after a trial of the Litigation and the likely appeals that would follow a trial, a process that could last many months, or even years, into the future. Defendants, who believe that Lead Plaintiff could not prove his claims or refute Defendants’ defenses and who deny all allegations of wrongdoing or liability whatsoever, are entering into the Settlement to eliminate the uncertainty inherent in any litigation, to avoid further expense, inconvenience, and distraction of burdensome and protracted litigation, and to secure releases to the fullest extent permitted by law. The amount of damages recoverable by Settlement Class Members was and is challenged by Defendants. Recoverable damages in this case are limited to losses caused by conduct actionable under applicable law and, had the Litigation gone to trial, Defendants would have asserted that all or most of the losses of Settlement Class Members were caused by non-actionable conduct or market, industry, or general economic factors. Defendants would also assert, among other things, that their conduct complied with all applicable legal standards and that they did not act with the required state of mind to be liable for any violations of the federal securities laws.

YOUR LEGAL RIGHTS AND OPTIONS IN THE SETTLEMENT:

<p>SUBMIT A PROOF OF CLAIM AND RELEASE FORM BY APRIL 8, 2021.</p>	<p>This is the only way to be eligible to receive a payment from the Settlement. If you are a Settlement Class Member, you will be bound by the Settlement as approved by the Court, and you will give up any Released Claims (as defined in ¶ 73 below) that you have against the Released Persons (as defined in ¶ 74 below), so Lead Counsel believes it is in your interest to submit a Proof of Claim and Release Form.</p>
<p>OBJECT TO THE SETTLEMENT BY SUBMITTING A WRITTEN OBJECTION SO THAT IT IS RECEIVED NO LATER THAN FEBRUARY 2, 2021.</p>	<p>If you do not like the proposed Settlement, the proposed Plan of Allocation, or the request for attorneys’ fees and reimbursement of Litigation Expenses, you may write to the Court and explain why you do not like them. You cannot object to the Settlement, the Plan of Allocation, or the fee and expense request unless you are a Settlement Class Member and you did not previously submit a request for exclusion from the Settlement Class.</p>
<p>FILE A NOTICE OF INTENTION TO APPEAR SO THAT IT IS RECEIVED NO LATER THAN FEBRUARY 2, 2021, AND GO TO THE HEARING ON FEBRUARY 23, 2021, AT THE UNITED STATES DISTRICT COURT FOR THE MIDDLE DISTRICT OF FLORIDA AT 10:00 A.M., IN THE SAM M. GIBBONS COURTHOUSE, 801 N. FLORIDA AVENUE, COURTROOM 11B, TAMPA, FL 33602.</p>	<p>Filing a written objection and notice of intention to appear by February 2, 2021, allows you to speak in Court, at the discretion of the Court, about the fairness of the proposed Settlement, the Plan of Allocation, or the request for attorneys’ fees and reimbursement of Litigation Expenses. If you submit a written objection, you may (but do not have to) attend the hearing and, at the discretion of the Court, speak to the Court about your objection.</p>

<p>EXCLUDE YOURSELF FROM THE SETTLEMENT BY SUBMITTING A WRITTEN REQUEST FOR EXCLUSION SO THAT IT IS RECEIVED NO LATER THAN FEBRUARY 2, 2021.</p>	<p>If you do not wish to be included in the Class and you do not wish to participate in the proposed Settlement described in this Notice, you may request to be excluded, as described in more detail below. You cannot exclude yourself by phone or by email. If you ask to be excluded from the Class, you will not get any settlement payment.</p>
<p>DO NOTHING.</p>	<p>If you are a member of the Settlement Class and you do not submit a Proof of Claim and Release Form by April 8, 2021, or by a later date, if any, specified by the Court, you will not be eligible to receive any payment from the Settlement Fund. You will, however, remain a member of the Settlement Class, which means that you give up your right to sue about the claims that are resolved by the Settlement, and you will be bound by any judgments or orders entered by the Court in the Litigation.</p>

WHAT THIS NOTICE CONTAINS	PAGE
Why Did I Get This Notice?	5
What Is This Case About?	6
How Do I Know if I Am Affected by the Settlement?	7
What Are the Parties' Reasons for the Settlement?	8
What Might Happen if There Were No Settlement?	9
How Much Will My Payment Be?	9
How Will My Claim Be Calculated?	10
How Are Settlement Class Members Affected by the Litigation and the Settlement?	15
What Payment Are the Attorneys for the Settlement Class Seeking? How Will the Lawyers Be Paid?	17
How Do I Participate in the Settlement? What Do I Need to Do?	17
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 Don't Like the Settlement?	17
How Do I Exclude Myself from the Settlement?	18
What if I Bought HHIQ Common on Someone Else's Behalf?	19
Can I See the Court File? Who Should I Contact if I Have Questions?	19

WHY DID I GET THIS NOTICE?

8. This Notice is being sent to you pursuant to an Order of the Court because of purchases or acquisitions of HIIQ Securities during the Class Period (*i.e.*, August 4, 2017 and September 11, 2017) by you, someone in your family, or an investment account for which you serve as custodian. The Court has directed us to send you this Notice because, as a potential Settlement Class Member, you have a right to know about your options before the Court rules on the proposed Settlement of this Litigation. Additionally, you have the right to understand how a class action lawsuit may generally affect your legal rights. If the Court approves the Settlement, Epiq Class Action & Claims Solutions, Inc., the Claims Administrator selected by Lead Plaintiff and approved by the Court, will distribute payments pursuant to the Plan of Allocation after any objections and appeals are resolved.
9. In a class action lawsuit, under a federal law governing such lawsuits, the Court appoints one or more investors to oversee litigation brought on behalf of all investors with similar claims, commonly known as the class or the class members. In this Litigation, the Court has appointed Robert Rector to serve as “Lead Plaintiff” and has appointed the law firms of Kahn Swick & Foti, LLC as “Lead Counsel” for Lead Plaintiff and the Settlement Class in the Litigation and George Gesten McDonald, PLLC as “Liaison Counsel” for the Settlement Class in the Litigation. Pursuant to the Court’s Order issued on November 19, 2020, Lead Plaintiff was certified as “Settlement Class Representative,” and Lead Counsel and Liaison Counsel were certified as “Settlement Class Counsel” for settlement purposes. A class action is a type of lawsuit in which the claims of many individuals are resolved together, thus providing the class members with both consistency and efficiency. Here, the Court has already certified the Settlement Class for purposes of this settlement. Accordingly, the Settlement, if approved by the Court, will resolve all issues on behalf of the Settlement Class Members, except for any Persons who timely submit a request for exclusion in accordance with this Notice.
10. The Court in charge of this case is the United States District Court for the Middle District of Florida, and the case is known as *In re Health Insurance Innovations Securities Litigation*, Case No. 8:17-cv-02186-TPB-SPF (M.D. Fla.). The Judge presiding over this case is the Honorable Thomas P. Barber, United States District Judge. The person who is suing is called plaintiff, and those who are being sued are called defendants. In this case, the Lead Plaintiff is suing on behalf of himself and the Settlement Class and has brought claims against the Defendants (defined above). If the Settlement is approved, it will resolve all claims in the Litigation, all claims that could have been included in the Litigation, all Released Claims against each and all Released Persons, and will bring the Litigation to an end.
11. This Notice explains the lawsuit, the Settlement, your legal rights, the benefits that are available, who is eligible for them, and how to get them. The purpose of this Notice is to inform you that a settlement has been reached in the Litigation and how you might be affected. It also is being sent to inform you of the terms of the proposed Settlement, and of a hearing to be held by the Court (the “Settlement Hearing”) to consider the fairness, reasonableness, and adequacy of the proposed Settlement, the proposed Plan of Allocation, and the motion by Lead Counsel for an award of attorneys’ fees and reimbursement of Litigation Expenses.
12. The Settlement Hearing will be held on February 23, 2021, at 10:00 a.m., before the Hon. Thomas P. Barber, at the Sam M. Gibbons United States Courthouse, United States District Court for the Middle District of Florida, 801 North Florida Avenue, Courtroom 11B, Tampa, FL 33602, to determine:
 - a) whether the Court should grant final certification to the Settlement Class pursuant to Fed. R. Civ. P. 23(a) and (b)(3);
 - b) whether the proposed Settlement is fair, reasonable, and adequate and should be approved by the Court;
 - c) whether the proposed Plan of Allocation is fair and reasonable and should be approved by the Court;
 - d) whether the Litigation should be dismissed with prejudice against the Defendants as set forth in the Stipulation;
 - e) whether Lead Counsel’s request for an award of attorneys’ fees and reimbursement of Litigation Expenses should be approved by the Court; and
 - f) any other relief the Court deems necessary to effectuate the terms of the Settlement.

13. 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 any appeals are resolved and after the completion of all claims processing. The claims process could take substantial time to complete fully and fairly. Please be patient.

WHAT IS THIS CASE ABOUT?

A. Summary of Procedural History and Background on Lead Plaintiffs' Claims

14. This case involves allegations that Defendants violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act"), and SEC Rule 10b-5(b) promulgated thereunder.
15. On September 11, 2017, an initial complaint was filed by Cioe Investments, Inc., on behalf of itself and a proposed class of shareholders who purchased or otherwise acquired certain publicly traded HIIQ Securities. Two additional complaints were subsequently filed, each by individual investors, Shilpi Kavra and Michael Vigorito, and each on behalf of himself and a proposed class of shareholders who purchased or otherwise acquired certain publicly traded HIIQ Securities. On December 28, 2017, the Court entered an order consolidating the aforementioned cases.
16. On February 6, 2018, the Court entered an order appointing the Lead Plaintiff in the Litigation and approving his choice of Lead Counsel and Liaison Counsel.
17. On March 23, 2018, Lead Plaintiff filed the Consolidated Amended Complaint for Violation of Federal Securities Laws (the "Complaint"). The Litigation alleges that several HIIQ statements filed with the SEC between August 4, 2017, and September 11, 2017 (the "Class Period") were materially false and misleading when made, and omitted material facts necessary to make the statements not misleading because, among other reasons, Defendants either knew or deliberately disregarded facts regarding the Company's unsuccessful application for its third-party administrator license with the Florida Office of Insurance Regulation. The Complaint further alleges that these materially false and misleading statements caused HIIQ Securities to trade at artificially inflated prices. The Complaint alleges that as the truth about Defendants' Class Period misstatements was revealed, it caused HIIQ's common prices to drop significantly.
18. Defendants (together with former individual defendants Gavin T. Southwell and Michael W. Kosloske) moved to dismiss the Complaint on May 7, 2018. On June 6, 2018, Lead Plaintiff filed his opposition to Defendants' motion and Defendants subsequently filed a reply.
19. As the motion to dismiss was pending, the parties engaged in two sessions of court-ordered mediation with the assistance of the Honorable Christopher P. Tuite on April 24, 2019, and May 22, 2019, but were unable to resolve the case at this time.
20. On June 28, 2019, Judge Elizabeth A. Kovachevich (the judge originally assigned to this case) issued an Order granting in part and denying in part the Defendants' motion to dismiss, including dismissing both former individual defendants from the Litigation. On July 18, 2019, the Litigation was reassigned to Honorable Judge Thomas P. Barber. On August 12, 2019, Defendants filed their Answer. Defendants amended their Answer first on September 3, 2019, and then again on October 11, 2019.
21. On November 15, 2019, Lead Plaintiff moved for class certification and appointment of class representatives and class counsel.
22. The Parties commenced class certification discovery, which included expert and plaintiff depositions and document discovery. On January 21, 2020, Defendants opposed Plaintiff's class certification motion. On January 23, 2020, Plaintiff moved for leave to file a class certification reply. The Court subsequently granted in part and denied in part Plaintiff's motion for leave to file a class certification reply. On March 6, 2020, Plaintiff filed his class certification reply.
23. On March 24, 2020, Plaintiff and Defendants filed a joint motion to stay class certification proceedings pending mediation. On March 26, 2020, the Court struck Plaintiff's class certification reply and exhibits from the record *sua sponte*. On April 6, 2020, the Court stayed the Litigation to enable the Parties to explore a possible settlement through mediation.

B. The Parties' Settlement Negotiations

24. On April 30, 2020, a private, live mediation was conducted via videoconference with David Geronemus, Esq. of JAMS, during which the parties reached an agreement-in-principle to settle the Litigation. On May 7, 2020, counsel for the parties executed a term sheet providing for the settlement and release of all claims asserted against the Defendants for Two-Million-Eight-Hundred-Thousand Dollars (\$2,800,000.00) in cash, subject to certain terms and conditions and the execution of a customary "long-form" stipulation of settlement and related papers. On May 11, 2020, the Parties filed a Joint Notice of Settlement with the Court.
25. Based upon their investigation, prosecution, and mediation of the case, Lead Counsel have concluded that the terms and conditions of the Stipulation are fair, reasonable, and adequate to the Lead Plaintiff and the other members of the Settlement Class, and in their best interests. Based on Lead Plaintiff's oversight of the prosecution of this matter and with the advice of Lead Counsel, Lead Plaintiff has agreed to settle the claims raised in the Litigation pursuant to the terms and provisions of the Stipulation, after considering (a) the very substantial financial benefit that Lead Plaintiff and the other members of the Settlement Class will receive under the proposed Settlement, (b) the significant risks of continued litigation and trial, and (c) the desirability of permitting the Settlement to be consummated as provided by the terms of the Stipulation. The fact that Lead Plaintiff has agreed to settle the Litigation shall in no event be construed or deemed to be evidence of or an admission or concession on the part of Lead Plaintiff of any infirmity in any of the claims asserted in the Litigation, or an admission or concession that any of Defendants' affirmative defenses to liability have any merit.
26. Defendants have denied and continue to deny each and all of the claims and contentions alleged by Plaintiff in the Litigation. Defendants expressly denied and continue to deny all charges of wrongdoing or liability whatsoever arising out of any of the conduct, statements, acts, or omissions alleged, or that could have been alleged, in the Litigation, and maintain that their conduct was at all times proper and in compliance with applicable provisions of law. Defendants further deny, *inter alia*, that they made any material misstatements or omissions in HIIQ's public filings, press releases, or other public statements, that Lead Plaintiff or the Settlement Class have suffered any damages, that the prices of HIIQ Securities were artificially inflated by reasons of alleged misrepresentations, non-disclosures, or otherwise, and that Lead Plaintiff or the Settlement Class were harmed by any conduct alleged in the Litigation or that could have been alleged therein. Individual Defendant Michael D. Hershberger further asserts that, at all relevant times, he acted in good faith and in a manner he reasonably believed to be in the best interests of the Company and its shareholders. Defendants believe the Lead Plaintiff could not prove his claims or refute Defendants' defenses, but recognize the burden, inconvenience, expense, and uncertainty inherent in any litigation, and the difficulties and substantial burdens, expense, and length of time that may be necessary to defend the Litigation through the conclusion of discovery, summary judgment motions, trial, post-trial motions, and appeals. Defendants have therefore determined to settle this Litigation to avoid further expense, inconvenience, and distraction of burdensome and protracted litigation and secure releases to the fullest extent permitted by law on the terms and conditions set forth in the Stipulation and to put the Released Claims (as defined at ¶ 73) to rest finally and forever, without in any way acknowledging any wrongdoing, fault, liability, or damages to Plaintiff and the Settlement Class.
27. On November 19, 2020, the Court preliminarily approved the Settlement, authorized this Notice to be disseminated to potential Settlement Class Members, and scheduled the Settlement Hearing to consider whether to grant final approval of the Settlement.

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

28. If you are a member of the Settlement Class, you are subject to the Settlement unless you are excluded from the Settlement Class as set forth below. The Settlement Class, as certified by the Court for purposes of this Settlement, consists of all Persons or entities who purchased or otherwise acquired HIIQ Class A Common Stock (trading symbol HIIQ) or exchange-traded Call Options on HIIQ Class A Common Stock and all persons who sold (wrote) exchange-traded Put Options on HIIQ Class A Common Stock between August 4, 2017, and September 11, 2017, inclusive. Excluded from the Settlement Class are Defendants, all current and former directors and officers of Health Insurance Innovations, Inc., each of their respective family members, and any affiliates controlled or owned by any of these excluded individuals and/or entities. Also excluded from the Settlement Class are those Persons who timely and validly request exclusion from the Settlement Class pursuant to procedure described in this Notice.

PLEASE NOTE: RECEIPT OF THIS NOTICE DOES NOT MEAN THAT YOU ARE A SETTLEMENT CLASS MEMBER OR THAT YOU WILL BE ENTITLED TO RECEIVE PROCEEDS FROM THE SETTLEMENT. IF YOU ARE A SETTLEMENT CLASS MEMBER AND YOU WISH TO BE ELIGIBLE TO PARTICIPATE IN THE DISTRIBUTION OF PROCEEDS FROM THE SETTLEMENT, YOU ARE REQUIRED TO SUBMIT THE PROOF OF CLAIM AND RELEASE FORM THAT IS BEING DISTRIBUTED WITH THIS NOTICE AND THE REQUIRED SUPPORTING DOCUMENTATION AS SET FORTH THEREIN, POSTMARKED NO LATER THAN APRIL 8, 2021, OR BY A LATER DATE, IF ANY, SPECIFIED BY THE COURT.

WHAT ARE THE PARTIES' REASONS FOR THE SETTLEMENT?

29. The principal reason for Lead Plaintiff's consent to the Settlement is that it provides an immediate and substantial benefit to the Settlement Class, in the form of a substantial monetary recovery. The benefit of the present Settlement must be compared to the risk that no recovery might be achieved after a contested trial and likely appeals, possibly many months, or even years, into the future.
30. If the Parties had not agreed to the Settlement, this Litigation would have proceeded to summary judgment motions and, depending on the outcome, trial. The claims advanced by the Settlement Class in the Litigation involve numerous complex legal and factual issues. If the Litigation were to proceed to trial, Lead Plaintiff would have to overcome significant defenses asserted by Defendants. Among other things, the parties disagree about (1) whether any Defendant engaged in any conduct subject to challenge under the federal securities laws; (2) the amounts by which HIIQ Securities were allegedly artificially inflated (if at all) during the Class Period; (3) the effect of various market forces influencing the trading price of HIIQ Securities at various times during the Class Period; (4) the extent to which the various matters that Plaintiff alleged were materially false or misleading influenced (if at all) the trading price of HIIQ Securities during the Class Period; (5) the extent to which the various allegedly adverse material facts that Plaintiff alleged were omitted influenced (if at all) the trading price of HIIQ Securities during the Class Period; (6) whether the statements made or facts allegedly omitted were material, false, misleading, or otherwise actionable under the securities laws; and (7) whether, even if liability could be proven, total damages would be greater than \$0. Even after an extensive investigation and substantial discovery, questions remain regarding Defendants' liability or the extent thereof, and whether a jury would find them liable. This Settlement enables the Settlement Class to recover without incurring any additional risk or costs.

Defendants have expressly denied and continue to deny all charges of wrongdoing or liability whatsoever arising out of any of the conduct, statements, acts, or omissions alleged, or that could have been alleged, in the Litigation, and maintain that their conduct was at all times proper and in compliance with applicable provisions of law. Defendants further deny, *inter alia*, that they made any material misstatements or omissions in HIIQ's public filings, press releases, or other public statements, that Lead Plaintiff or the Settlement Class have suffered any damages, that the prices of HIIQ Securities were artificially inflated by reasons of alleged misrepresentations, non-disclosures or otherwise, and that Lead Plaintiff or the Settlement Class were harmed by any conduct alleged in the Litigation or that could have been alleged therein. Defendants believe that Lead Plaintiff could not prove his claims or refute Defendants' defenses, but recognize the burden, inconvenience, expense, and uncertainty inherent in any litigation. Defendants enter into the Settlement, as embodied in the Stipulation, to avoid further expense, inconvenience, and distraction of burdensome and protracted litigation and secure releases to the fullest extent permitted by law. Defendants' decision to settle the Litigation was based on the conclusion that further conduct of the Litigation would be protracted and expensive, and the determination that it is desirable and beneficial to settle the Litigation in the manner and upon the terms and conditions set forth in the Stipulation and to put the Released Claims to rest finally and forever, without in any way acknowledging any wrongdoing, fault, liability, or damages to Lead Plaintiff and the Settlement Class.

31. In light of the risks associated with a trial of this Litigation, the monetary amount of the Settlement and the immediacy of this recovery to the Settlement Class, Lead Plaintiff, Lead Counsel, and Liaison Counsel believe that the proposed Settlement is fair, reasonable, adequate, and in the best interests of the Settlement Class. Lead Plaintiff, Lead Counsel, and Liaison Counsel believe that the Settlement provides a substantial benefit to the Settlement Class, namely Two-Million Eight-Hundred Thousand Dollars (\$2,800,000.00) in cash (less the various deductions described in this Notice), as compared to the risk that the claims in the Litigation would produce a smaller, or no, recovery after trial and appeals.

WHAT MIGHT HAPPEN IF THERE WERE NO SETTLEMENT?

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

HOW MUCH WILL MY PAYMENT BE?

33. At this time, it is not possible to make any determination as to how much any individual Settlement Class Member may receive from the Settlement.
34. Pursuant to the Settlement, Defendants have agreed to pay Two-Million Eight-Hundred Thousand Dollars (\$2,800,000.00) in cash. The Settlement Amount will be deposited into an interest-bearing escrow account. The Settlement Amount plus all interest earned thereon is referred to as the “Settlement Fund.” If the Settlement is approved by the Court and the Effective Date occurs, the “Net Settlement Fund” (that is, the Settlement Fund less (a) all federal, state, and local taxes on any income earned by the Settlement Fund and the reasonable costs incurred in connection with determining the amount of and paying taxes owed by the Settlement Fund (including reasonable expenses of tax attorneys and accountants); (b) the costs and expenses incurred in connection with providing the Notice to Settlement Class Members and administering the Settlement on behalf of Settlement Class Members; and (c) any attorneys’ fees and Litigation Expenses awarded by the Court) will be distributed to Settlement Class Members who submit valid Proof of Claim and Release Forms, in accordance with the proposed Plan of Allocation or such other plan of allocation as the Court may approve.
35. The Net Settlement Fund will not be distributed until the Court has approved a plan of allocation and the Settlement, and the time for any petition for rehearing, appeal, or review, whether by certiorari or otherwise, has expired.
36. Neither Defendants nor any other person or entity that paid any portion of the Settlement Amount on their behalf are entitled to get back any portion of the Settlement Fund once the Court’s order or judgment approving the Settlement becomes Final. Other than the obligation of HIIQ to cause the Settlement Amount to be deposited into the Settlement Fund, Defendants shall have no obligation to make any other payment pursuant to the Stipulation and no liability, obligation, or responsibility for the administration of the Settlement, the disbursement of the Net Settlement Fund, or the Plan of Allocation.
37. Approval of the Settlement is independent from approval of a plan of allocation. Any determination with respect to a plan of allocation will not affect the Settlement, if approved.
38. Only Settlement Class Members, *i.e.*, Persons or entities who purchased or otherwise acquired certain publicly traded HIIQ Securities between August 4, 2017, and September 11, 2017, inclusive, and who or which are not excluded from the Settlement Class, will be eligible to share in the distribution of the Net Settlement Fund.
39. Each Settlement Class Member wishing to participate in the distribution of the Net Settlement Fund must timely submit a valid Proof of Claim and Release Form establishing membership in the Settlement Class, including all required documentation, postmarked on or before April 8, 2021, or by later date, if any, specified by the Court, to the address set forth in the Proof of Claim and Release Form that accompanies this Notice.
40. Unless the Court otherwise orders, any Settlement Class Member who fails to submit a Proof of Claim and Release Form postmarked on or before April 8, 2021, or by such later date, if any, specified by the Court, shall be fully and forever barred from receiving payments pursuant to the Settlement, but will in all other respects remain a Settlement Class Member and be subject to the provisions of the Stipulation, including the terms of any Judgment entered and the releases given. This means that each Settlement Class Member releases the Released Claims against the Released Persons and will be enjoined and prohibited from filing, prosecuting, or pursuing any of the Released Claims against any of the Released Persons, whether or not such Settlement Class Member submits a Proof of Claim and Release Form.
41. Information Required on the Proof of Claim and Release Form: Among other things, each Proof of Claim and Release Form must state and provide sufficient documentation for the Claimant’s position in HIIQ Securities as of the beginning of the Class Period, all transactions in HIIQ Securities during the Class Period, and the Claimant’s closing position in them on the date specified in the Proof of Claim and Release Form.

42. The Court has reserved jurisdiction to allow, disallow, or adjust on equitable grounds the claim of any Settlement Class Member.
43. Each Claimant shall be deemed to have submitted to the jurisdiction of the Court with respect to his, her, or its Proof of Claim and Release Form.
44. Persons and entities who are either excluded from the Settlement Class by definition or who choose to be excluded in accordance with the process described in this Notice will not be eligible to receive a distribution from the Net Settlement Fund and should not submit Proof of Claim and Release Forms.

PROPOSED PLAN OF ALLOCATION

HOW WILL MY CLAIM BE CALCULATED?

45. As discussed above, the Settlement provides \$2,800,000.00 in cash for the benefit of the Settlement Class. The Settlement Amount and any interest it earns constitute the “Settlement Fund.” The Settlement Fund, after deduction of Court-approved attorneys’ fees and expenses, Notice and Administration Expenses, Taxes, and any other fees or expenses approved by the Court, is the “Net Settlement Fund.” If the Settlement is approved by the Court, the Net Settlement Fund will be distributed to eligible Authorized Claimants (i.e., members of the Settlement Class who timely submit valid Proof of Claim and Release forms that are accepted for payment by the Court) in accordance with this proposed Plan of Allocation (“Plan of Allocation” or “Plan”) or such other plan of allocation as the Court may approve. Settlement Class Members who do not timely submit valid Proof of Claim and Release forms will not share in the Net Settlement Fund but will otherwise be bound by the Settlement. The Court may approve or modify this proposed Plan of Allocation without additional notice to the Settlement Class. Any order modifying the Plan of Allocation, or modify it, will be posted on the settlement website, www.HIIQSecuritiesLitigation.com.
46. The objective of the Plan of Allocation is to equitably distribute the Net Settlement Fund among Authorized Claimants based on their respective alleged economic losses as a result of the alleged misstatements and omissions, as opposed to losses caused by market- or industry-wide factors, or company-specific factors unrelated to the alleged fraud. The Claims Administrator shall determine each Authorized Claimant’s share of the Net Settlement Fund based upon the recognized loss formula (“Recognized Loss”) described below.
47. A Recognized Loss will be calculated for each share of HIIQ Class A Common Stock and each exchange-traded Call Option on HIIQ Class A Common Stock purchased or otherwise acquired during the Class Period, and for each exchange-traded Put Option on HIIQ Class A Common Stock sold (written) during the Class Period.³ The calculation of Recognized Loss will depend on several factors, including when HIIQ Securities were purchased or otherwise acquired during the Class Period, and in what amounts, and whether such securities were sold, and if sold, when they were sold and for what amounts. The Recognized Loss is not intended to estimate the amount a Settlement Class Member might have been able to recover after a trial, nor to estimate the amount that will be paid to Authorized Claimants pursuant to the Settlement. The Recognized Loss is the basis upon which the Net Settlement Fund will be proportionately allocated to the Authorized Claimants. The Claims Administrator will use its best efforts to administer and distribute the Net Settlement Fund to the extent that it is equitably and economically feasible.
48. The Plan of Allocation was created with the assistance of a consulting damages expert and reflects the assumption that the price of HIIQ Class A Common Stock was artificially inflated throughout the Class Period. The estimated alleged artificial inflation in the price of HIIQ Class A Common Stock during the Class Period is reflected in Table 1 below. The computation of the estimated alleged artificial inflation in the price of HIIQ Class A Common Stock during the Class Period is based on certain misrepresentations alleged by Lead Plaintiff and the price change in the stock, net of market- and industry-wide factors, in reaction to the public announcements that allegedly corrected the misrepresentations alleged by Plaintiff.
49. The U.S. federal securities laws allow investors to seek to recover losses caused by disclosures which corrected the defendants’ previous misleading statements or omissions. Thus, in order to have recoverable damages, the corrective disclosures of the allegedly misrepresented information must be the cause of the decline in the price of value of HIIQ Class A Common Stock. In this Litigation, Lead Plaintiff alleges that Defendants made false statements and/or omitted material facts during the Class Period, which had the purported effect of artificially inflating the price of HIIQ Class A Common Stock. Plaintiff further alleges that corrective disclosures removed

³ Exchange-traded options are traded in units call “contracts.” Each call option contract entitles the holder of the call option contract to purchase 100 shares of the underlying stock upon exercise, in this case HIIQ Class A Common Stock. Similarly, each put option contract entitles the holder of the put option contract to sell 100 shares of HIIQ Class A Common Stock.

artificial inflation from the price of HIIQ Class A Common Stock on September 11, 2017, and September 12, 2017 (the “Corrective Disclosure Dates”). Thus, in order for a Settlement Class Member to have a Recognized Loss under the Plan of Allocation, HIIQ Class A Common Stock must have been purchased or otherwise acquired during the Class Period and held through at least one of these Corrective Closure Dates. With respect to Call Options on HIIQ Class A Common Stock purchased during the Class Period and Put Options on HIIQ Class A Common Stock sold during the Class Period, such options must have been open and outstanding at the opening of trading in the U.S. financial markets on at least one of the Corrective Disclosure Dates in order to have a Recognized Loss greater than \$0.00.

Table 1 Artificial Inflation in HIIQ Common Stock		
From	To	Per-Share Price Inflation
August 4, 2017	September 10, 2017	\$10.95
September 11, 2017	September 11, 2017	\$3.81
September 12, 2017	Thereafter	\$0.00

50. The “90-day look back” provision of the Private Securities Litigation Reform Act of 1995 (“PSLRA”) is incorporated into the calculation of the Recognized Loss for HIIQ Class A Common Stock. The limitations on the calculation of the Recognized Loss imposed by the PSLRA are applied such that losses on HIIQ Class A Common Stock purchased during the Class Period and held as of the close of the 90-day period subsequent to the Class Period (the “90-Day Lookback Period”) cannot exceed the difference between the purchase price paid for such stock and its average price during the 90-Day Lookback Period. The Recognized Loss on HIIQ Class A Common Stock purchased during the Class Period and sold during the 90-Day Lookback Period cannot exceed the difference between the purchase price paid for such stock and its rolling average price during the portion of the 90-Day Lookback Period elapsed as of the date of sale.

51. In the calculations below, all purchase and sale prices shall exclude any fees, taxes, and commissions. If a Recognized Loss amount is calculated to be a negative number, that Recognized Loss shall be set to zero. Any transactions in HIIQ Securities executed outside of regular trading hours for the U.S. financial markets shall be deemed to have occurred during the next regular trading session for the U.S. financial markets.

52. A Recognized Loss will be calculated as set forth below for each share of HIIQ Class A Common Stock and Call Option on HIIQ Class A Common Stock purchased or otherwise acquired during the Class Period and for each Put Option on HIIQ Class A Common Stock sold (written) during the Class Period that is listed in the Proof of Claim and Release Form and for which adequate documentation is provided.

CALCULATION OF RECOGNIZED LOSS

HIIQ Class A Common Stock

53. For each share of HIIQ Class A Common Stock purchased or otherwise acquired during the Class Period (*i.e.*, August 4, 2017, through September 11, 2017, inclusive), the Recognized Loss per share shall be calculated as follows:
- a. For each share of HIIQ Class A Common Stock that was purchased during the period August 4, 2017, through September 10, 2017, inclusive, and sold prior to September 11, 2017, the Recognized Loss per share is \$0.00.
 - b. For each share of HIIQ Class A Common Stock that was purchased during the period August 4, 2017, through September 10, 2017, inclusive, and sold on September 11, 2017, the Recognized Loss per share is \$7.14.

- c. For each share of HIIQ Class A Common Stock that was purchased during the period August 4, 2017, through September 10, 2017, inclusive, and sold during the period September 12, 2017 through December 8, 2017, inclusive, (*i.e.*, sold during the 90-day Lookback Period), the Recognized Loss per share is *the lesser of*:
- i \$10.95; or
 - ii the purchase price *minus* the “90-Day Lookback Value” on the date of sale as provided in Table 2 below.
- d. For each share of HIIQ Class A Common Stock that was purchased during the period August 4, 2017, through September 10, 2017, inclusive, and still held as of the close of trading on December 8, 2017, the Recognized Loss per share is *the lesser of*:
- i \$10.95; or
 - ii the purchase price *minus* the average closing price for HIIQ Class A Common Stock during the 90-Day Lookback Period, which is \$21.26.
- e. For each share of HIIQ Class A Common Stock that was both purchased and sold on September 11, 2017, the Recognized Loss per share is \$0.00.
- f. For each share of HIIQ Class A Common Stock that was purchased on September 11, 2017, and sold during the period September 12, 2017, through December 8, 2017, inclusive, (*i.e.*, sold during the 90-Day Lookback Period), the Recognized Loss per share is *the lesser of*:
- i \$3.81; or
 - ii the purchase price *minus* the “90-Day Lookback Value” on the date of sale as provided in Table 2 below.
- g. For each share of HIIQ Class A Common Stock that was purchased on September 11, 2017, and still held as of the close of trading on December 8, 2017, the Recognized Loss per share is *the lesser of*:
- i \$3.81; or
 - ii the purchase price *minus* the average closing price for HIIQ Class A Common Stock during the 90-Day Lookback Period, which is \$21.26.

Table 2
90-Day Lookback Value by Sale/Disposition Date

Sale / Disposition Date	90-Day Lookback Value	Sale / Disposition Date	90-Day Lookback Value	Sale / Disposition Date	90-Day Lookback Value
9/12/2017	\$19.75	10/11/2017	\$19.15	11/9/2017	\$20.28
9/13/2017	\$20.50	10/12/2017	\$19.10	11/10/2017	\$20.36
9/14/2017	\$20.80	10/13/2017	\$19.09	11/13/2017	\$20.45
9/15/2017	\$21.23	10/16/2017	\$19.17	11/14/2017	\$20.53
9/18/2017	\$21.55	10/17/2017	\$19.28	11/15/2017	\$20.58
9/19/2017	\$21.79	10/18/2017	\$19.41	11/16/2017	\$20.65
9/20/2017	\$21.81	10/19/2017	\$19.49	11/17/2017	\$20.72

9/21/2017	\$21.81	10/20/2017	\$19.56	11/20/2017	\$20.78
9/22/2017	\$21.80	10/23/2017	\$19.61	11/21/2017	\$20.85
9/25/2017	\$21.78	10/24/2017	\$19.66	11/22/2017	\$20.91
9/26/2017	\$21.53	10/25/2017	\$19.70	11/24/2017	\$20.98
9/27/2017	\$21.29	10/26/2017	\$19.73	11/27/2017	\$21.03
9/28/2017	\$20.73	10/27/2017	\$19.77	11/28/2017	\$21.09
9/29/2017	\$20.29	10/30/2017	\$19.81	11/29/2017	\$21.13
10/2/2017	\$19.97	10/31/2017	\$19.85	11/30/2017	\$21.17
10/3/2017	\$19.74	11/1/2017	\$19.89	12/1/2017	\$21.19
10/4/2017	\$19.58	11/2/2017	\$19.90	12/4/2017	\$21.19
10/5/2017	\$19.42	11/3/2017	\$19.97	12/5/2017	\$21.21
10/6/2017	\$19.29	11/6/2017	\$20.02	12/6/2017	\$21.22
10/9/2017	\$19.26	11/7/2017	\$20.11	12/7/2017	\$21.23
10/10/2017	\$19.23	11/8/2017	\$20.19	12/8/2017	\$21.26

Call Options on HIIQ Class A Common Stock

54. For each Call Option on HIIQ Class A Common Stock purchased or otherwise acquired during the Class Period (*i.e.*, August 4, 2017, through September 11, 2017, inclusive), the Recognized Loss per Call Option shall be calculated as follows:
- a. For each Call Option not held at the opening of trading on September 11, 2017, or September 12, 2017, the Recognized Loss per Call Option is \$0.00;
 - b. For each Call Option that was sold on September 11, 2017, or sold on September 12, 2017, the Recognized Loss per Call Option is the purchase price *minus* the sale price.
 - c. For each Call Option that was exercised on September 11, 2017, the Recognized Loss per Call Option is the purchase price *minus* the intrinsic value of the option as of the close of trading on September 11, 2017, where the intrinsic value shall be *the greater of*: (i) \$0.00 or (ii) \$23.35 *minus* the strike price of the option.
 - d. For each Call Option that was exercised on September 12, 2017, or still held as of the close of trading on September 12, 2017, the Recognized Loss per Call Option is the purchase price *minus* the intrinsic value, which shall be *the greater of*: (i) \$0.00 or (ii) \$19.75 *minus* the strike price of the option.
55. No loss shall be recognized based on a sale or writing of any Call Option that was subsequently repurchased, exercised, or expired.

Put Options on HIIQ Class A Common Stock

56. For each Put Option on HIIQ Class A Common Stock sold during the Class Period (*i.e.*, August 4, 2017, through September 11, 2017, inclusive), the Recognized Loss per Put Option shall be calculated as follows:
- For each Put Option not open (not outstanding) at the opening of trading on September 11, 2017, or September 12, 2017, the Recognized Loss per Put Option is \$0.00.
 - For each Put Option that was purchased on September 11, 2017, or purchased on September 12, 2017, the Recognized Loss per Put Option is the purchase price *minus* the sale price.
 - For each Put Option that was exercised (assigned) on September 11, 2017, the Recognized Loss per Put Option is the intrinsic value of the option as of the close of trading on September 11, 2017, minus the sale price, where the intrinsic value shall be *the greater of*: (i) \$0.00 or (ii) strike price of the option *minus* \$23.35.
 - For each Put Option that was exercised (assigned) on September 12, 2017, or that was still open (outstanding) as of the close of trading on September 12, 2017, the Recognized Loss per Put Option is the intrinsic value of the option as of the close of trading on September 12, 2017 *minus* the sale price, where the intrinsic value shall be *the greater of*: (i) \$0.00 or (ii) the strike price of the option *minus* \$19.75.
57. No loss shall be recognized based on a purchase of any Put Option that was subsequently sold, exercised, or expired.

ADDITIONAL PROVISIONS

58. The payment you receive will reflect your proportionate share of the Net Settlement Fund. Such payment will depend on the number of eligible shares that participate in the Settlement, and when those shares were purchased and sold. The number of claimants who send in claims varies widely from case to case.
59. A purchase or sale of HIIQ Securities shall be deemed to have occurred on the “contract” or “trade” date as opposed to the “settlement” or “payment” date.
60. If a Settlement Class Member acquired HIIQ Securities during the Class Period by way of gift, inheritance, or operation law, such a claim will be computed by using the date and price of the original purchase and not the date and price of transfer. To the extent that HIIQ Class A Common Stock or a Call Option on HIIQ Class A Common Stock was originally purchased prior to commencement of the Class Period, the Recognized Loss for that acquisition shall be deemed to be zero (\$0.00). To the extent that a Put Option on HIIQ Class A Common Stock was originally sold prior to commencement of the Class Period, the Recognized Loss for that sale shall be deemed to be zero (\$0.00).
61. Notwithstanding any of the above, receipt of HIIQ Securities during the Class Period in exchange for securities of any other corporation or entity shall not be deemed a purchase or sale of HIIQ Securities.
62. If a Settlement Class Member made more than one purchase/acquisition or sale of any HIIQ Security during the Class Period, all purchases/acquisitions and sales of the like security shall be matched on a First In, First Out (“FIFO”) basis. With respect to HIIQ Class A Common Stock and Call Options on HIIQ Class A Common Stock, Class Period sales will be matched first against any holdings at the beginning of the Class Period, and then against the purchases/acquisitions in chronological order, beginning with the earliest purchase/acquisition made during the Class Period. For Put Options on HIIQ Class A Common Stock, Class Period purchases will be matched first to close out positions open at the beginning of the Class Period, and then against Put Options on HIIQ Class A Common Stock sold (written) during the Class Period in chronological order.
63. The date of covering a “short sale” of HIIQ Class A Common Stock is deemed to be the date of purchase of HIIQ shares. The date of a “short sale” of HIIQ Class A Common Stock is deemed to be the date of sale of HIIQ shares. In accordance with the Plan of Allocation, however, the Recognized Loss on “short sales” is zero. In the event that a claimant has an opening short position in HIIQ Class A Common Stock, the earliest Class Period purchases shall be matched against such opening short position and not be entitled to a recovery until that short position is fully covered.
64. With respect to HIIQ Class A Common Stock purchased through the exercise of a Call or Put Option,⁴ the purchase date of the stock shall be exercise date of the option and the purchase price shall be the closing price

⁴ Including (1) purchases of HIIQ Class A Common Stock as the result of the exercise of a Call Option, and (2) purchases of HIIQ Class A Common Stock by the seller of a Put Option as a result of the buyer of such Put Option exercising that Put Option.

of HIIQ Class A Common Stock on the exercise date. Any Recognized Loss arising from purchases of HIIQ Class A Common Stock acquired during the Class Period through the exercise of an option on HIIQ Class A Common Stock shall be computed as provided for other purchases of HIIQ Class A Common Stock in the Plan of Allocation.

65. Payment according to the Plan of Allocation will be deemed conclusive against all Authorized Claimants. A Recognized Loss will be calculated as defined herein and cannot be less than zero. The Claims Administrator shall allocate to each Authorized Claimant a *pro rata* share of the Net Settlement Fund based on his, her, or its total Recognized Losses as compared to the total Recognized Losses of all Authorized Claimants.
66. No distribution will be made to Authorized Claimants who would otherwise receive a distribution of the less than \$10.00.
67. Cumulative payments of all claims associated with Call Options and Put Options on HIIQ Class A Common Stock will be limited to 1.5% of the Net Settlement Fund.⁵ Thus, if the cumulative Recognized Loss amounts for Call and Put Options claims exceeds 1.5% of all Recognized Losses, then the Recognized Loss for Call and Put Options claims will be reduced proportionately until they collectively equal 1.5% of all Recognized Losses. In the unlikely event that the Net Settlement Fund, allocated as such, is sufficient to pay 100% of the HIIQ Class A Common Stock claims, any excess amount will be used to pay the balance on the remaining Call and Put Options claims.
68. Settlement Class Members who do not submit an acceptable Proof of Claim and Release form will not share in the Settlement proceeds. The Stipulation and the Order and Final Judgment dismissing this Litigation will nevertheless bind Settlement Class Members who do not submit a request for exclusion or submit an acceptable Proof of Claim and Release form.
69. Please contact the Claims Administrator or Lead Class Counsel if you disagree with any determinations made by the Claims Administrator regarding your Proof of Claim and Release Form. If you are unsatisfied with the determinations, you may ask the Court, which retains jurisdiction over all Settlement Class Members and the claims-administration process, to decide the issue by submitting a written request.
70. Defendants, their respective counsel, and all other Released Persons will have no responsibility or liability whatsoever for the investment of the Settlement Fund, the distribution of the Net Settlement Fund, the Plan of Allocation, or the payment of any claim. Lead Plaintiff and Settlement Class Counsel likewise will have no liability for their reasonable efforts to execute, administer, and distribute the Settlement.
71. Distribution will be made to Authorized Claimants after all claims have been processed and after the Court has finally approved the settlement. If any funds remain in the Net Settlement Fund by reason of uncashed distribution checks or otherwise, then, after the Claims Administrator has made reasonable and diligent efforts to have Settlement Class Members who are entitled to participate in the distribution of the Net Settlement Fund cash their distributions, any balance remaining in the Net Settlement Fund after at least six (6) months after the initial distribution of such funds will be used in the following fashion: (i) first, to pay any amounts mistakenly omitted from the initial disbursement; (ii) second, to pay any additional settlement administration fees, costs, and expenses, including those of Settlement Class Counsel as may be approved by the Court; and (iii) finally, to make a second distribution to claimants who cashed their checks from the initial distribution and who would receive at least \$10.00, after payment of the estimated costs, expenses, or fees to be incurred in administering the Net Settlement Fund and in making this second distribution, if such second distribution is economically feasible. At such time as it is determined that the re-distribution of funds remaining in the Settlement Fund is not cost-effective, the remaining balance shall be contributed to an appropriate non-profit 501(c)(3) organization to be recommended and approved by the Court.

HOW ARE SETTLEMENT CLASS MEMBERS AFFECTED BY THE LITIGATION AND THE SETTLEMENT?

72. If you are a Settlement Class Member, you will be bound by any orders issued by the Court. If the Settlement is approved, the Court will enter a judgment (the “Judgment”), which will dismiss with prejudice the claims against Defendants. The Judgment will also provide that, upon the Effective Date of the Settlement, Lead Plaintiff and each and all other Settlement Class Members and anyone claiming through or on behalf of any of them, will fully, finally, and forever waive, release, relinquish, discharge, and dismiss all Released Claims against all Released Persons, to the fullest extent that the law permits.

⁵ Call and Put Options account for approximately 1.5% of the combined dollar trading volume of HIIQ Class A Common Stock and Call and Put Options on HIIQ Class A Common Stock during the Class Period.

73. “Released Claims” means any and all claims (including “Unknown Claims” as defined ¶ 75 below), rights, demands, obligations, damages, actions, suits, matters, issues, causes of action, or liabilities whatsoever, in law or in equity, accrued or unaccrued, fixed or contingent, direct, individual, or representative, of every nature and description, whether known or unknown, whether arising under federal, state, local, common, or foreign law or any other law, rule, or regulation, that arise out of or relate in any way, in whole or in part, directly or indirectly, to the purchase or sale of HIIQ Securities during the Class Period and the act, facts, transactions, events, occurrences, statements, disclosures, representatives, filings, publications, disseminations, press releases, presentations, omissions, or failures to act that were, could have been, or could in the future be alleged or asserted by Lead Plaintiff or any member of the Settlement Class in the Litigation or in any other action in any court or forum. Released Claims do not include claims asserted on HIIQ’s purported behalf in shareholder derivative actions, except that Lead Plaintiff agrees not to bring, or in any way to cause any other person to bring, any derivative claims in connection with, arising out of, related to, and/or based upon, in whole or in part, directly or indirectly, in any way, any acts, facts, wrongdoing, or any other matter alleged or asserted, or which could have been alleged or asserted, in the Litigation.
74. “Released Persons” means each and every past and current defendant named in this Litigation, and, whether or not identified in any complaint filed in the Litigation, each past and current defendant’s respective families, associates, affiliates, and each and all of their past or present directors, officers, employees, partners, member firms or affiliates, principals, agents, predecessors, successors, parents, subsidiaries, divisions, departments, joint ventures, attorneys, accountants, insurers, co-insurers and reinsurers, assigns, spouses, heirs, executors, trustees, general or limited partners or partnerships, limited liability companies, members, stockholders, underwriters, personal or legal advisors or representatives, estates, administrators, predecessors, successors, and assigns or other individuals or entities in which the respective past or current defendants, their associates, any related or affiliated entities, any members of their immediate families, or any trusts for which any of them are trustees, settlors, or beneficiaries, and the predecessors, successors, administrators, and assigns of each of the foregoing.
75. “Unknown Claims” means any and all Released Claims that Lead Plaintiff or any member of the Class does not know or suspect to exist in his, her, or its favor at the time of the release of the Released Persons, which if known by him, her, or it might have affected his, her, or its settlement with and release of the Released Persons or might have affected his, her, or its decision not to object to the settlement or not exclude himself, herself, or itself from the Class. Lead Plaintiff and every member of the Class expressly waive, and by operation of the Order and Final Judgment shall be deemed to have waived and shall have waived, to fullest extent permitted by law, any and all provisions, rights and benefits conferred by California Civil Code § 1542 (to the extent applicable), and any laws of any state or territory of the United States, or principle of common law, or the law of any foreign jurisdiction, that is similar, comparable, or equivalent to California Code § 1542, which provides:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.

Lead Plaintiff and the Settlement Class Members may hereafter discover facts in addition to or different from those which he, she, or it now knows or believes to be true with respect to the subject matter of the Released Claims, but Lead Plaintiff shall expressly, fully, finally, and forever settle and release, and each Settlement Class Member shall be deemed to have, and by operation of the Order and Final Judgment shall have, fully, finally, and forever settled and released, any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law, or rule, without regard to the subsequent discovery or existence of such different or additional facts. Lead Plaintiff acknowledges, and every Settlement Class Member by law and operation of the Order and Final Judgment shall be deemed to have acknowledged, that the inclusion of “Unknown Claims” in the definition of Released Claims was separately bargained for and was a material element of the Settlement.

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

76. Lead Counsel and Liaison Counsel have not received any payment for their services in pursuing claims against the Defendants on behalf of the Settlement Class, nor have Lead Counsel or Liaison Counsel been reimbursed for their out-of-pocket expenses. Before final approval of the Settlement, Lead Counsel will apply to the Court for an award of attorneys' fees from the Settlement Fund in an amount not to exceed 33 1/3% of the Settlement Fund. At the same time, Lead Counsel also intend to apply for the reimbursement of Litigation Expenses not to exceed \$315,000.00, which may include an application for reimbursement of the reasonable costs and expenses incurred by Settlement Class Representative directly related to his representation of the Settlement Class. The Court will determine the amount of any award of attorneys' fees or reimbursement of Litigation Expenses. Such sums as may be approved by the Court will be paid from the Settlement Fund. Settlement 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?

77. To be eligible for a payment from the proceeds of the Settlement, you must be a member of the Settlement Class, and you must timely complete and return the Proof of Claim and Release Form with adequate supporting documentation, **postmarked no later than April 8, 2021**, or by a later date, if any, specified by the Court. A Proof of Claim and Release Form is included with this Notice, or you may obtain one from the website. You may also obtain one from the website for this Litigation, www.HIIQSecuritiesLitigation.com, or you may request that a Proof of Claim and Release Form be mailed to you by calling the Claims Administrator, Epiq, at (855) 958-3603. The Claims Administrator may also be reached by email at info@HIIQSecuritiesLitigation.com. Please retain all records of your ownership of and transactions in HIIQ Securities, as they may be needed to document your claim. If you are excluded from the Settlement Class by definition or you submit a request for exclusion in connection with this Notice, or if you do not submit a timely and valid Proof of Claim and Release Form, you will not be eligible to share in the Net Settlement Fund.
78. As a Settlement Class Member, you are represented by the Settlement Class Representative, Lead Counsel, and Liaison 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 and must serve copies of his or her notice of appearance on the attorneys listed in the section entitled, "When and Where Will the Court Decide Whether to Approve the Settlement?" below.
79. If you are a Settlement Class Member and you wish to object to the Settlement, the proposed Plan of Allocation, or Lead Counsel's application for attorneys' fees and reimbursement of 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 DON'T LIKE THE SETTLEMENT?

80. Settlement Class Members do not need to attend the Settlement Hearing. The Court will consider any submission made in accordance with the provisions below even if a Settlement Class Member does not attend the hearing. You can participate in the Settlement without attending the Settlement Hearing.
81. The Settlement Hearing will be held on February 23, 2021, at 10:00 a.m. before the Honorable Thomas P. Barber, at the Sam M. Gibbons United States Courthouse, United States District Court for the Middle District of Florida, 801 North Florida Avenue, Courtroom 11B, Tampa, Florida 33602. The Court reserves the right to approve the Settlement, the Plan of Allocation, Lead Counsel's motion for an award of attorneys' fees and reimbursement of Litigation Expenses, and/or any other matter related to the Settlement at or after the Settlement Hearing without further notice to the members of the Settlement Class.

82. Any Settlement Class Member who is not requesting exclusion from the Settlement Class may object to the proposed Settlement, the proposed Plan of Allocation, or Lead Counsel’s motion for an award of attorneys’ fees and reimbursement of Litigation Expenses. Objections must be in writing. You must file any written objection, together with copies of all other papers and briefs supporting the objection, with the Clerk’s Office of the Court at the address set forth below on or before February 2, 2021. You must also serve the papers on Lead Counsel for the Settlement Class and Defendants’ Counsel at the addresses set forth below so that the papers are received on or before February 2, 2021.

CLERK’S OFFICE	LEAD COUNSEL	DEFENDANTS’ COUNSEL
United States District Court Middle District of Florida Sam M. Gibbons Courthouse, Clerk’s Office 801 North Florida Avenue Tampa, FL 33602 (813) 301-5400	Ramzi Abadou KAHN SWICK & FOTI, LLC 1100 Poydras Street, Suite 3200 New Orleans, LA 70163 (504) 455-1400	Robert F. Serio GIBSON, DUNN & CRUTCHER LLP 200 Park Avenue New York, NY 10166-0193 (212) 351-4000

83. Any objection to the Settlement (a) must state the name, address, and telephone number of the person or entity objecting and must be signed by the objector; (b) must contain a statement of the Settlement Class Member’s objection or objections and the specific reasons for each objection, including any legal and evidentiary support the Settlement Class Member wishes to bring to the Court’s attention; and (c) must include documents sufficient to prove the objector’s membership in the Settlement Class such as transaction dates and supporting records of HIIQ Securities that the objecting Settlement Class Member purchased or otherwise acquired during the relevant period.
84. You may file a written objection without having to appear at the Settlement Hearing. You may not, however, appear at the Settlement Hearing to present your objection unless you first filed and served a written objection in accordance with the procedures described above, unless the Court orders otherwise.
85. If you wish to be heard orally at the Settlement Hearing in opposition to the approval of the Settlement, the Plan of Allocation, or Lead Counsel’s motion for an award of attorneys’ fees and reimbursement of Litigation Expenses, and if you file and serve a timely written objection as described above, you must also file a notice of appearance with the Clerk’s Office and serve it on Lead Counsel and Defendants’ Counsel at the addresses set forth above so that it is *received* on or before February 2, 2021. Persons who intend to object and desire to present evidence at the Settlement Hearing must include the following 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 Settlement Hearing. Such persons may be heard orally at the discretion of the Court.
86. You are not required to hire an attorney to represent you in making written objections or in appearing at the Settlement Hearing. However, if you decide to hire an attorney, it will be at your own expense, and that attorney must file a notice of appearance with the Court and serve it on Lead Counsel and Defendants’ Counsel at the addresses set forth above so that the notice is *received* on or before February 2, 2021.
87. The Settlement Hearing may be adjourned by the Court without further written notice to the Settlement Class. If you intend to attend the Settlement Hearing, you should confirm the date and time with Lead Counsel.
88. **Unless the Court orders otherwise, any Settlement 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 motion for an award of attorneys’ fees and reimbursement of Litigation Expenses. Settlement Class Members do not need to appear at the hearing or take any other action to indicate their approval.**

HOW DO I EXCLUDE MYSELF FROM THE SETTLEMENT?

89. If you do not want to be bound by the Judgment or recover money from the Settlement Fund and instead want to keep any claims you may have and any right you may have to sue the defendants on your own about the legal issues in this case, then you must take steps to get out. This is called excluding yourself from— or opting out of—the Settlement Class.

90. If you do not wish to be included in the Settlement Class and you do not wish to participate in the proposed Settlement described in this Notice, you may request to be excluded. To do so, you must submit a written request for exclusion that must be received on or before February 2, 2021 (at least 21 calendar days prior to the date of the Settlement Hearing) and must state: (1) the name, address, and telephone number of the Person requesting exclusion; (2) the Person's purchases/acquisitions/transactions of HIIQ Securities during the Class Period and any sales thereof, including the dates, the number of shares, and price(s) paid and received for each such purchase, acquisition, and sale; (3) a clear and unambiguous statement that the Person wishes to be excluded from the Settlement Class, and (4) must include the Person's signature. No request will be considered valid unless all of the information described above is included in the request. You cannot exclude yourself by phone or email. The written request must be addressed as follows:

In Re Health Insurance Innovations Securities Litigation
c/o Epiq
Exclusions
P.O. Box 2530
Portland, OR 97208-2530

91. **If you ask to be excluded from the Settlement Class, you will not get any settlement payment.**
92. If you do not exclude yourself, you give up any right to sue any of the defendants about the claims that this Settlement resolves. If you have a pending lawsuit, speak to your lawyer in that case immediately. You must exclude yourself from this Settlement Class to continue or file any lawsuit alleging the same claims as are alleged herein. Remember, the exclusion deadline is February 2, 2021— no later than 21 calendar days before the Settlement Hearing.

WHAT IF I BOUGHT HIIQ SECURITIES ON SOMEONE ELSE'S BEHALF?

93. If, for the beneficial interest of any person or entity other than yourself, you purchased or otherwise acquired certain publicly traded HIIQ Securities between August 4, 2017, and September 11, 2017, you must either: (a) within ten (10) calendar days of receipt of this Notice, request from Epiq sufficient copies of the Notice to forward to all such beneficial owners and, within ten (10) calendar days of receipt of the copies of the Notice, forward them to all such beneficial owners; or (b) within ten (10) calendar days of receipt of this Notice, provide a list of the names and addresses of all such beneficial owners to *In Re Health Insurance Innovations Securities Litigation*, c/o Epiq, P.O. Box 2530, Portland, OR 97208-2530.
94. If you choose the first option, *i.e.*, you elect to mail the Notice directly to beneficial owners, you must retain the mailing records for use in connection with any further notices that may be provided in the Litigation. If you elect that option, Epiq will forward the Notice and Proof of Claim and Release Form (together, the "Notice Packet") to you to send to the beneficial owners. You must mail the Notice Packets to the beneficial owners within ten (10) calendar days of your receipt of the packets. Upon mailing of the Notice Packets, you may seek reimbursement of your reasonable expenses actually incurred by providing Epiq with proper documentation supporting the expenses for which reimbursement is sought.
95. If you choose the second option, you must within 10 calendar days of receipt of this Notice provide a list of names and addresses of all such beneficial owners to *In Re Health Insurance Innovations Securities Litigation*, c/o Epiq, P.O. Box 2530, Portland, OR 97208-2530. Epiq will send a copy of the Notice Packet to the beneficial owners whose names and addresses you supply. Upon full compliance with these directions, you may seek reimbursement of your reasonable expenses actually incurred by providing Epiq with proper documentation supporting the expenses for which reimbursement is sought. Copies of the Notice Packet may also be obtained from the website for this Litigation, www.HIIQSecuritiesLitigation.com, or by calling Epiq toll-free at (855) 958-3603.

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

96. This Notice contains only a summary of the terms of the proposed Settlement. For more detailed information about the matters involved in the Litigation, you are referred to the papers on file in the Litigation, including the Stipulation, which may be inspected during regular office hours at the Office of the Clerk, United States District Court for the Middle District of Florida. Additionally, copies of the Stipulation and any related orders entered by the Court will be posted on the website for this Litigation, www.HIIQSecuritiesLitigation.com. All inquiries concerning this Notice or the Proof of Claim and Release should be directed to Epiq or Lead Counsel.

**DO NOT CALL OR WRITE THE COURT OR THE OFFICE OF THE CLERK OF
COURT REGARDING THIS NOTICE.**

DO NOT CALL OR WRITE HIIQ REGARDING THIS NOTICE.

Dated: November 19, 2020

By Order of the Clerk of Court
United States District Court