

**IMPORTANT LEGAL MATERIALS**



<<Name 1>>  
<<Name 2>>  
<<Name 3>>  
<<Name 4>>  
<<Address 1>>  
<<Address 2>>  
<<City>> <<State>> <<Zip 10>>  
<<CountryName>>

**IN THE UNITED STATES DISTRICT COURT FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

MARVIN H. MAURRAS REVOCABLE TRUST, and YONGQIAN ZHAO, Derivatively and on Behalf of ACCRETIVE HEALTH, INC.,  
PLAINTIFFS,  
  
vs.  
EDGAR M. BRONFMAN, JR., J. MICHAEL CLINE, STEVEN N. KAPLAN, STANLEY N. LOGAN, DENIS J. NAYDEN, ARTHUR H. SPIEGEL, III, MARY A. TOLAN, MARK A. WOLFSON,  
DEFENDANTS,  
  
and  
ACCRETIVE HEALTH, INC.  
NOMINAL DEFENDANT.

Case No. 12-cv-03395  
Judge: Hon. Gary Feinerman

**NOTICE OF PENDENCY AND PROPOSED SETTLEMENT OF DERIVATIVE ACTION**

IF YOU ARE A COMMON SHAREHOLDER OF ACCRETIVE HEALTH, INC. (“ACCRETIVE HEALTH”) AS OF THE CLOSE OF BUSINESS ON MARCH 27, 2015, YOUR RIGHTS MAY BE AFFECTED BY THE SETTLEMENT OF ACTIONS (“THE SETTLEMENT”) PENDING IN THE UNITED STATES FEDERAL COURT FOR THE NORTHERN DISTRICT OF ILLINOIS (THE “FEDERAL ACTION”). IF YOU HOLD ACCRETIVE HEALTH COMMON STOCK FOR THE BENEFIT OF ANOTHER, PLEASE TRANSMIT THIS DOCUMENT TO SUCH BENEFICIAL OWNER.

A federal court authorized this Notice. This is not a solicitation from a lawyer.

- The Settlement resolves claims over whether Defendants breached their fiduciary duties to Accretive Health and its shareholders in connection with alleged violations of federal and state privacy and consumer debt collection laws, federal securities laws, and relating to a planned restatement of Company financial results, filed with the SEC on December 30, 2014.
- The Settlement focuses on augmenting the role of the Compliance Oversight Committee (“Compliance Committee”), which reports to the Audit Committee of the Board of Directors (“Audit Committee”). The Settlement further requires the maintenance of a third-party monitored whistleblower hotline and requires annual briefings by the Compensation Committee to the Board of Directors. Plaintiffs believe these corporate governance reforms will provide substantial benefits to the Company and its shareholders. Defendants agree to the terms of the Settlement without any admission of wrongdoing or liability.

<b>YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT:</b>	
<b>DO NOTHING</b>	
<b>OBJECT</b>	You may write to the Federal Court if you don’t like this Settlement.
<b>GO TO A HEARING</b>	You may ask to speak in Federal Court about the fairness of the Settlement.

- These rights and options - **and the deadlines to exercise them** - are explained in this Notice.
- The Federal Court in charge of this case must decide whether to approve the Settlement.

## **BASIC INFORMATION**

### **1. Why Did I Get This Notice?**

You or someone in your family may hold shares in Accretive Health common stock. The Federal Court ordered this Notice because you have a right to know about a proposed settlement of a derivative lawsuit before the Federal Court decides whether to approve the Settlement. This Notice explains the lawsuit, the Settlement, and your legal rights. The Federal Court in charge of the case is the United States District Court for the Northern District of Illinois, Eastern Division, and the case is entitled *Marvin H. Maurras Revocable Trust v. Bronfman, Jr. et al.*, No. 12-cv-03395.

### **2. What Is This Lawsuit About?**

This case was brought as a derivative action. The Plaintiffs alleged that the Defendants breached their fiduciary duties to Accretive Health in connection with purported violations of federal and state privacy and consumer debt collection laws, federal securities laws, and relating to a planned restatement of Company financial results, filed with the SEC on December 30, 2014. The Plaintiffs allege that had the Defendants acted in compliance with their fiduciary duties, they would have prevented such violations and prevented financial and reputational damage.

The Defendants contend that the allegations are meritless. They contend that they were diligent managers who addressed any internal problems with prompt action.

### **3. Why Is There A Settlement?**

The Federal Court did not decide in favor of Plaintiffs or Defendants. Instead, both sides agreed to the Settlement, thereby avoiding the costs and risks of a trial.

### **4. How Do I Know If I Am Part Of The Settlement?**

All persons who own Accretive Health common stock as of the Settlement Hearing on July 23, 2015 are included in the Settlement.

## **THE SETTLEMENT BENEFITS**

### **5. What Does The Settlement Provide?**

As part of the Settlement, Defendants will augment the role of the Compliance Oversight Committee, which shall be maintained to advise Company management and the Audit Committee on compliance issues and reports to the Audit Committee. Responsibilities of the Compliance Committee will include: facilitating the continued development, implementation, and operation of an effective compliance program; promotion of an organizational culture of compliance that encourages law abiding and ethical conduct; demonstration to the Accretive Health community of clients and employees of a strong commitment to honest, transparent, and responsible services and corporate conduct; scrutinizing the external and internal environment through early detection and reporting of potential risks that will minimize loss to the Company and its clients; and consideration and resolution of any issues of interpretation regarding any aspect of the compliance and ethics program. Defendants will continue to engage a third-party supplier to provide and monitor a whistleblower hotline for Company employees. And the Settlement requires annual briefings by the Compensation Committee to the Board of Directors. Defendants acknowledge that the prosecution of this Action has contributed, in part, to the implementation of these corporate governance reforms.

### **6. What Will Happen If The Settlement Is Approved? What Claims Will Be Released?**

If the Settlement is approved, the Court will enter a judgment (the "Judgment"), which means you cannot bring suit individually or derivatively on behalf of Accretive Health with respect to the legal issues in the Federal Action.

In addition, you are releasing any claims, including "Unknown Claims," as defined below, against Defendants and other Released Persons as defined in the Stipulation of Settlement ("Stipulation"), that you may have asserted derivatively arising out of the acts or omissions of the Defendants or other Released Persons that were asserted or could have been asserted in the Federal Action, the Actions, or in an action in any other forum, by Plaintiffs or any Accretive Health shareholder, against the Defendants and Released Persons in connection with, or arising out of, any claim brought in the Federal Action, the Actions, or concerning any matter related to the alleged breaches of fiduciary duty and federal securities violations.

“Unknown Claims” includes claims that you do not know or suspect to exist, which if you knew, might affect your agreement to release the Released Persons and the Released Claims as defined in the Stipulation.

If the settlement embodied in the Stipulation is approved by the Federal Court, you shall be deemed to waive any and all provisions, rights and benefits conferred by any law of any state or territory of the United States, or principle of common law, which governs or limits any Persons’ release of Unknown Claims. The foregoing waiver includes, without limitation, an express waiver to the full extent permitted by law, by you of any and all rights under California Civil 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.

The foregoing waiver further includes, without limitation, an express waiver, to the full extent permitted by law, by you, and all rights under any law of any state or territory of the United States, or principle of common law, which is similar, comparable or equivalent to California Civil Code §1542.

### **THE LAWYERS REPRESENTING YOU**

#### **7. Do I Have A Lawyer In This Case?**

Plaintiffs’ counsel represents you and other Accretive Health shareholders. You will not be charged for these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

#### **8. How Will The Lawyers Be Paid?**

Counsel for the Plaintiffs have not received any payment for their services in pursuing the claims asserted in the Federal Action or the Actions, nor have Counsel for the Plaintiffs been reimbursed for their out-of-pocket expenses. Counsel for the Plaintiffs invested their own resources pursuing the Federal Action and the Actions on a contingency basis, meaning they would recover their expenses and be compensated for their time only if they created benefits through the lawsuit. In light of the risks undertaken in pursuing the Federal Action and the Actions on a contingency basis, and the benefits created for the Company through the Settlement, Counsel for the Plaintiffs intend to apply to the Court for an award of attorneys’ fees and expenses. Counsel for the Plaintiffs shall not seek fees or expenses from the Court in excess of \$600,000, and Defendants shall take no position on the amount of any application for an award of fees and expenses (provided that the application complies with the Stipulation).

Accretive Health acknowledges Counsel for the Plaintiffs’ right to an award of fees and expenses as a result of their prosecution of the Federal Action and the Actions.

The Court will determine the amount of any fee and expense award to Counsel for the Plaintiffs (the “Fee and Expense Award”). The full amount of any Fee and Expense Award shall be paid by Accretive Health or its insurers to Counsel for the Plaintiffs in accordance with the terms of the Stipulation, and neither the Company nor any Defendant other than Accretive Health shall have any responsibility for payment of any such fees and expenses.

### **THE SETTLEMENT HEARING**

The Court will consider the Settlement and all matters related to the Settlement at the Settlement Hearing. The Settlement Hearing will be held before The Honorable Gary Feinerman on July 23, 2015, at 9:30 a.m., at the Everett McKinley Dirksen United States Courthouse, 219 South Dearborn Street Chicago, IL 60604. At the Settlement Hearing, the Court will (a) determine whether Plaintiffs and Counsel for the Plaintiffs have adequately represented the interests of Accretive Health and its shareholders; (b) determine whether the proposed Settlement should be approved by the Court as fair, reasonable, adequate, and in the best interests of Accretive Health and its shareholders; (c) determine whether the Court should enter an Order and Final Judgment, dismissing the Federal Action with prejudice, and releasing, barring, and enjoining the prosecution of any Released Claims against the Released Persons; (d) consider the application by Counsel for the Plaintiffs for an award of attorneys’ fees and expenses; (e) hear and determine any objections to the Settlement and/or Counsel for the Plaintiffs’ application for an award of attorneys’ fees and expenses; and (f) rule on such other matters as the Court may deem appropriate.

## **9. How Do I Object?**

Any Accretive Health shareholder can object to the Settlement or otherwise be heard, by appearing in person or by counsel at your own expense at the Settlement Hearing and by showing cause why the Settlement should not be approved; provided however that no person other than Plaintiffs' Counsel and Defendants' counsel shall be heard and no papers, briefs, pleadings, or other documents submitted by any person shall be considered by the Federal Court unless, not later than July 9, 2015, fourteen (14) calendar days prior to the Settlement Hearing, such person files with the Everett McKinley Dirksen United States Courthouse, 219 South Dearborn Street Chicago, IL 60604, the following: (a) a written and signed notice of intention to appear which states the name, address, and telephone number of the objector and, if represented, his, her, or its counsel; (b) proof that the objector owned shares of Accretive Health stock as of March 27, 2015, (c) a written detailed statement of the person's objections to any matters before the Court, and (d) the specific grounds therefor or the reasons why such person desires to appear and to be heard, as well as all documents and writings which such person desires the Court to consider, including any legal and evidentiary support.

Any such filings with the Court must also be served upon each of the following counsel (by hand or overnight delivery) such that they are received no later than July 9, 2015, fourteen (14) days prior to the Settlement Hearing:

Allen Carney, Carney, Bates & Pulliam, PLLC, 11311 Arcade Drive, Suite 200, Little Rock, AR 72212

Adam T. Humann, Kirkland & Ellis LLP, 601 Lexington Ave., New York, NY 10022

Unless the Court otherwise directs, any person who fails to object in the manner prescribed above shall be deemed to have waived his, her, or its right to object and shall be forever barred from raising any objection to the Settlement or Plaintiffs' Counsel's application for an award of attorneys' and expenses, or any other matter related to the Settlement, in the Federal Action or in any other action or proceeding.

## **10. Do I Have To Come To The Hearing?**

No. Plaintiffs' Counsel will answer any questions the Federal Court may have, but you are welcome to come at your own expense. If you send an objection, you do not have to come to Federal Court to talk about it. As long as you submitted your written objection on time, the Federal Court will consider it. You may also pay your own lawyer to attend, but it is not necessary.

### **GETTING MORE INFORMATION**

## **11. How Do I Get More Information?**

The Stipulation and the Court's March 27, 2015, Order, are available on Accretive Health website at [www.accretivehealth.com](http://www.accretivehealth.com) and on Plaintiffs' Counsel's websites at [www.scott-scott.com](http://www.scott-scott.com), [www.cbplaw.com](http://www.cbplaw.com), and [www.hkh-lawfirm.com](http://www.hkh-lawfirm.com).

You can also call or write to Plaintiffs' Counsel at:

Allen Carney  
Carney, Bates & Pulliam, PLLC  
11311 Arcade Drive  
Suite 200  
Little Rock, AR 72212  
Telephone: (501) 312-8500

### **DO NOT TELEPHONE THE COURT REGARDING THIS NOTICE**

Date: March 27, 2015

BY ORDER OF THE UNITED STATES DISTRICT COURT FOR THE  
NORTHERN DISTRICT OF ILLINOIS