

**NOTICE OF CLASS ACTION SETTLEMENT**

**If you are a Third-Party Payor that paid or reimbursed costs for prescription opioids, or paid or incurred costs for treatment related to opioid misuse, addiction, and/or overdose, a class action lawsuit may affect your rights.**

*This Notice is being provided by Order of the U.S. District Court.  
It is not a solicitation from a lawyer. You are not being sued.*

A lawsuit is pending in the United States District Court for the Northern District of California (“the Court”) against McKinsey & Company, Inc. Third-Party Payor Plaintiffs claim that McKinsey played a central role in the opioid crisis by advising multiple opioid manufacturers and other industry participants how to sell as many prescription opioids as possible. McKinsey denies any wrongdoing.

A settlement has been reached with McKinsey. The settlement for Third-Party Payors (“TPPs”) provides for a cash payment of \$78,000,000 (the “Settlement”). It is subject to Court approval.

Your legal rights and options are explained below.

Plaintiffs will ask the Court to certify for settlement the following TPP Class:

All entities that paid and/or reimbursed for (a) opioid prescription drugs manufactured, marketed, sold, or distributed by the Opioid Marketing Enterprise Members (Purdue, Johnson & Johnson, Janssen, Cephalon, Endo, and Mallinckrodt), for purposes other than resale, and/or (b) paid or incurred costs for treatment related to the misuse, addiction, and/or overdose of opioid drugs, on behalf of individual beneficiaries, insureds, and/or members, during the period June 1, 2009 to October 31, 2023 (“Class Period”). For clarity, included in the class are: (a) private contractors of Federal Health Employee Benefits plans, (b) plans for self-insured local governmental entities that have not settled claims in MDL 2804, (c) managed Medicaid plans, (d) plans operating under Medicare Part C and/or D, and (e) Taft Hartley plans.

Excluded from the class are (a) all federal and state governmental entities, (b) all tribal entities, (c) local governmental entities and school districts, (d) Pharmacy Benefit Managers (PBMs), (e) consumers, and (f) fully-insured plans. For the avoidance of doubt, entities that are otherwise members of the class are not excluded on the basis that they own an interest, including a controlling interest, in a PBM.

**YOUR LEGAL RIGHTS AND OPTIONS IN THIS LAWSUIT**

<b>CLAIM YOUR SHARE OF THE SETTLEMENT</b>	If you are a member of the Class, and want to participate in the distribution of the Settlement Fund, you will need to complete and return a Claim Form. The Claim Form, and information on how to submit it, are available on the Settlement website. Claim Forms must be postmarked (if mailed) or received (if submitted online) on or before <b>September 18, 2024</b> .
<b>EXCLUDE YOURSELF FROM THE TPP CLASS</b>	This option allows you to exclude yourself from the TPP Class and instead file your own lawsuit against McKinsey that asserts claims related to the allegations or claims in this case. The exclusion deadline is <b>June 1, 2024</b> .
<b>OBJECT TO THE SETTLEMENT OR SPEAK AT THE FINAL APPROVAL HEARING</b>	If you object to all or any part of the Settlement, request for attorneys' fees, reimbursement of expenses, or service awards to the class representatives, or desire to speak in person at the Final Approval Hearing, you must file a written letter of objection and/or a notice of intention to speak, along with a summary statement, with the Court and the Notice and Claims Administrator by <b>June 1, 2024</b> . See Question 12.
<b>DO NOTHING</b>	Do not claim any part of the Settlement Fund, but release your claims against McKinsey and give up rights to be part of any other lawsuit that asserts claims related to the allegations or claims against McKinsey in this case.

**THESE RIGHTS AND OPTIONS AND THE DEADLINES TO EXERCISE THEM ARE EXPLAINED IN THIS NOTICE.**

**PLEASE VISIT THE TPP CLASS SETTLEMENT WEBSITE ON AN ONGOING BASIS FOR IMPORTANT SETTLEMENT AND CLAIMS-RELATED UPDATES, INFORMATION, AND FILINGS: [www.McKinseyTPPSettlement.com](http://www.McKinseyTPPSettlement.com).**

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## BASIC INFORMATION ABOUT THE LAWSUIT

**1. Why did I get this Notice?**

You received this Notice because you requested it or records indicate that you may be a member of the TPP Class. On April 8, 2024, the Court granted preliminary approval to the Settlement and will decide at the final approval hearing whether to certify for settlement the TPP Class. McKinsey denies any wrongdoing. You are not being sued. This Notice describes the lawsuit and the rights and options you have.

**2. What is the lawsuit about?**

Plaintiffs claim that McKinsey played a central role in the opioid crisis by advising multiple opioid manufacturers and other industry participants how to sell as many prescription opioids as possible.

Plaintiffs claim that McKinsey's conduct caused substantial, direct, and proximate harms to Third-Party Payors. Because of the opioid crisis, TPPs claim they have wrongfully had to pay large costs for opioid prescriptions and opioid use disorder treatment.

McKinsey denies these claims and denies that it did anything wrong. The litigation is proceeding, and, at this point, no court has found that McKinsey engaged in any wrongdoing.

**3. What is the current status of the lawsuit?**

The lawsuit is currently pending in the United States District Court for the Northern District of California before United States District Judge Charles R. Breyer. The case name and number are *In re McKinsey & Co., Inc. National Prescription Opiate Consultant Litigation*, No. 21-md-02996-CRB (N.D. Cal.). Third-Party Payor Plaintiffs have reached a Settlement Agreement with McKinsey, where it will pay \$78,000,000 to class members.

## DETERMINING IF YOU ARE A MEMBER OF THE TPP CLASS

**4. I am a Third-Party Payor that has purchased or reimbursed costs of prescription opioids, or paid or reimbursed for opioid-caused addiction treatment; how do I know if I am a member of the TPP Class?**

As a **Third-Party Payor**, you may be a member of the TPP Class if you are included in the definitions below:

Third-Party Payors generally include health insurance companies, third-party administrators, health maintenance organizations, health and welfare plans that make payments from their own funds, and other health benefit providers and entities with self-funded plans that contract with a health insurer or administrator to administer their prescription drug benefits.

Third-Party Payors also generally include private entities that may provide prescription drug benefits for current or former public employees and/or public benefits programs, but only to the extent that such a private entity purchased or reimbursed costs of

prescription opioids or paid or reimbursed for opioid-caused addiction treatment for consumption by its members, employees, insureds, participants, or beneficiaries.

If you are not sure whether you are included in the TPP Class, you may call, email, or write to the Notice and Claims Administrator or lawyers in this case at the telephone numbers, email addresses, or addresses listed in Questions 12-13 below. The full TPP Class definition can also be found in the Settlement Agreement posted on the website at [www.McKinseyTPPSettlement.com](http://www.McKinseyTPPSettlement.com).

**5. How do I make a claim for my share of the Settlement Fund?**

To make a claim for your share of the Settlement Fund, you must complete and submit a valid Claim Form to request your share of the Net Settlement Fund. You can obtain a Claim Form at [www.McKinseyTPPSettlement.com](http://www.McKinseyTPPSettlement.com) or by calling 1-877-933-3322. Claim Forms must be received (if submitted online) or postmarked (if mailed) by **September 18, 2024**.

**6. When will I receive payment?**

In the event that Preliminary Approval is granted, all TPP Class Members will have the right to receive an Upfront Payment. The Upfront Payment Option Right can be exercised by providing written notice to the Notice and Claims Administrator within five (5) days of the expiration of the objection/opt-out deadline set by the Court. If at least 90% of TPP claimants (on the basis of the claims submitted and approved in the Mallinckrodt bankruptcy) elect this option, 70% of the Settlement (\$54,600,000 or the “Upfront Funds”) shall be set aside for the Upfront Payment. To receive this Upfront Payment, the TPP Class Member must agree (a) to participate in the TPP Class and provide the release called for in the Settlement, and (b) that 7.5% of their recovery will be set aside into an escrow account which will be used to satisfy any common benefit fee awarded to Settlement Class Counsel. These Upfront Funds will be distributed on a *pro rata* basis (in line with the Mallinckrodt claims) pursuant to the terms of the Final Approval Order and Allocation Methodology. Any TPP Class Member who elects the Upfront Payment Option Right may also complete and submit a Class Claim Form by the deadline set by the Court. The ultimate recovery for a TPP Class Member that elects the Upfront Payment Option Right will be “trued-up” in accordance with the TPP Claims Methodology set forth in Sections C and D of the Class Claim Form and will account for the amount of any Upfront Payment.

The Court must approve the Settlement, and any appeals of that decision must be resolved, before any money is distributed to TPP Class Members. The Notice and Claims Administrator must also complete processing of all Claim Forms and determine distribution amounts. This process can take several months.

**EXCLUSION PROCESS**

**7. What does it mean to request to be excluded from the TPP Class?**

If you do not want to be part of the TPP Class, do not want to file a claim for Settlement funds, and want to keep your right to sue McKinsey relating to the allegations in *In re McKinsey & Co., Inc. National Prescription Opiate Consultant Litigation*, MDL No.

2996 (N.D. Cal.), concerning its opioid marketing advice, then you must take steps to remove yourself from the TPP Class. This is called excluding yourself, or “opting out” of the TPP Class. If you exclude yourself, you may not make a claim for payment from the Settlement described in this Notice and may pursue your own lawsuit.

**8. What is the Exclusion Process?**

Your decision to stay in, or exclude yourself from, the class is an individual one that must be made, signed, and submitted by you or your representative who is expressly authorized to do so.

Third-Party Payors that want to be excluded from the TPP Class must submit a written request for exclusion to the Notice and Claims Administrator. Your request for exclusion must include: (i) the entity name, address, and IRS EIN; (ii) the name and title of the entity’s representative; (iii) the name of this case, *In re McKinsey & Co., Inc. National Prescription Opiate Consultant Litigation*, MDL No. 2996; and (iv) a statement, signed by an authorized representative, that you are a member of the TPP Class and wish to be excluded from the TPP Class. Exclusion requests must be mailed to the Notice and Claims Administrator at the address below and postmarked no later than **June 1, 2024**:

*In re McKinsey & Co., Inc. National Prescription Opiate Consultant Litigation*  
*EXCLUSIONS*  
*P.O. Box 173001*  
*Milwaukee, WI 53217*

A separate, signed exclusion request must be submitted by each Third-Party Payor choosing to be excluded from the Class. Any Third-Party Payor included in the Class that does not submit a valid request for exclusion providing all necessary information will be bound by the outcome of the case.

If you are a Third-Party Payor and want to opt out the claims of others for whom you provide services (*e.g.*, welfare funds or employers for whom you act as an Administrative Services Organization), you must include for each entity on whose behalf you want to opt out all of the information noted in items (i)–(iv) above: (i) the entity name, address, and IRS EIN; (ii) the name and title of the entity’s representative; (iii) the name of this case, *In re McKinsey & Co., Inc. National Prescription Opiate Consultant Litigation*, MDL No. 2996; and (iv) a statement, signed by an authorized representative, for each entity on whose behalf you want to opt out. **In addition**, for each such entity, you must provide a Declaration from an authorized representative of the entity, substantially in the form below and executed specifically in connection with this litigation, attesting to your authority to opt out the entity’s claims from the Class on the entity’s behalf. You must mail this information to the Notice and Claims Administrator at the address above and postmarked no later than **June 1, 2024**.

Date:

Declarant:

Title:

Entity:

Address:

Telephone Number:

Entity EIN:

Dear Notice and Claims Administrator:

I am [Name and Title of Officer or Employee of Entity Requesting Exclusion]. [Entity] has authorized [name of Entity] to request exclusion from the proposed McKinsey-TPP Settlement Class on [Entity's] behalf in the case of *In re McKinsey & Co., Inc. National Prescription Opiate Consultant Litigation*, MDL No. 2996.

[Entity] hereby acknowledges that, as a result of this authorization and opting out, [Entity] will not receive any proceeds resulting from this litigation, should any exist.

I declare under penalty of perjury of the laws of the United States of America that the foregoing is true and correct and executed in \_\_\_\_\_, \_\_\_\_\_.  
[city] [state]

\_\_\_\_\_  
Name of Declarant Officer or Employee

\_\_\_\_\_  
Date Signed

\_\_\_\_\_  
Title of Declarant Officer or Employee

**9. What is the legal significance of excluding myself?**

If you exclude yourself, you will not be able to claim any of the Settlement Funds and will not be legally bound by the outcome of the case. You may be able to sue McKinsey in the future for the same conduct alleged in the lawsuit.

**10. If I don't exclude myself, can I sue later?**

No. If you do not exclude yourself (that is, if you remain in the Class and are eligible to receive Settlement Funds), you give up the right to sue McKinsey for the claims in this case. You must exclude yourself from the TPP Class to be able to bring your own, separate lawsuit(s) against McKinsey. Remember, the exclusion deadline is **June 1, 2024**.

## IF YOU DO NOTHING

### 11. What happens if I do nothing at all?

If you are a TPP Class Member and you do nothing, you will remain in the TPP Class and be bound by the decision in the action and on the Settlement; however, if the Settlement is approved, you may not participate in the Settlement as described in this Notice. To participate in the Settlement and be eligible to receive a payment, you must complete, sign, and return the Claim Form before the claims filing deadline provided on the Claim Form and Settlement website.

## OBJECTIONS OR COMMENTS

### 12. How do I object to or comment on the Settlement?

If you are a member of the TPP Class as defined above, and if you did not request to be excluded, you may object to any aspect of the Settlement, including the fairness of the Settlement, the Plan of Allocation, and/or Settlement Class Counsel's requests for attorneys' fees and costs.

To object to the Settlement, you (or your lawyer if you have one) must submit a written objection to the Court and send the objection to the Notice and Claims Administrator at the addresses listed below. You must submit your objection on or before **June 1, 2024**. Your objection can include any supporting materials, papers, or briefs that you want the Court to consider.

Your objection must include:

- Your full name, address, telephone number, and email address;
- The case name and number: *In re McKinsey & Co., Inc. National Prescription Opiate Consultant Litigation*, No. 21-md-02996-CRB (N.D. Cal.);
- Documentation demonstrating that you are a member of the Class and/or this statement, followed by your signature: "I declare under penalty of perjury under the laws of the United States of America that [insert your name] is a member of the Class.";
- A clear statement that you are objecting to the Settlement;
- A written statement of all grounds for your objection, including any legal support for the objection, making sure to say whether your objection relates only to you, to part of the class, or to the entire class;
- Copies of any papers, briefs, or other documents on which your objection is based;
- The name, address, email address, and telephone number of every attorney representing you, if you are represented by an attorney; and
- A statement saying whether you and/or your attorney intend to appear at the Final Approval Hearing and, if so, a list of all persons, if any, who will be called to testify in support of the objection.



You must submit your objection to the Court and to the Notice and Claims Administrator by **June 1, 2024**.

<b>Clerk of Court</b>	<b>Notice and Claims Administrator</b>
Office of the Clerk of Court U.S. District Court for the Northern District of California 450 Golden Gate Ave. San Francisco, CA 94102	In re McKinsey & Co., Inc. National Prescription Opiate Consultant Litigation P.O. Box 173122 Milwaukee, WI 53217  info@McKinseyTPPSettlement.com

A Final Approval Hearing will be held on **July 26, 2024, at 10:00 a.m.**, subject to change by the Court. If you would like to attend the Final Approval Hearing, please monitor the Settlement website for information on how to attend and for information regarding any changes in time or date.

#### **THE LAWYERS REPRESENTING YOU**

**13. As a member of the TPP Class, do I have a lawyer representing my interests in this Class Action?**

Yes. The Court has appointed lawyers to represent you and other TPP Class Members. These lawyers are called Settlement Class Counsel. You will not be charged individually for these lawyers. They will ask the Court to approve an award for attorneys' fees and expenses. The following lawyers represents the Class:

Paul J. Geller  
**ROBBINS GELLER RUDMAN & DOWD LLP**  
225 NE Mizner Boulevard, Suite 720  
Boca Raton, FL 33432  
(561) 750-3000

Elizabeth J. Cabraser  
**LIEFF CABRASER HEIMANN & BERNSTEIN LLP**  
275 Battery Street, Suite 2900  
San Francisco, CA 94111  
(415) 956-1000

James R. Dugan, II  
**DUGAN LAW FIRM, APLC**  
One Canal Place, Suite 1000  
365 Canal Street  
New Orleans, LA 70130  
(504) 648-0180

**14. How will the lawyers be compensated? Will the Settlement Class Representative Plaintiffs receive a service award?**

Settlement Class Counsel may seek up to 20% of the Settlement Fund for reimbursement of their fees, in addition to reimbursement of costs and service awards to Class Representatives. Any fees awarded to Settlement Class Counsel must be approved by the Court. Settlement Class Counsel will ask the Court to award each Settlement Class Representative Plaintiff a service award not to exceed \$10,000. The application for attorneys' fees will be posted on the Settlement website.

**15. May I appear through my own lawyer?**

You may appear through your own lawyer, pursuant to Federal Rule of Civil Procedure 23(c)(2). Every lawyer appearing in this case is subject to the Orders of the Court, and you may be responsible for paying your lawyer's fees. If you hire a lawyer to speak for you or appear in Court, your lawyer must file a Notice of Appearance.

**GETTING MORE INFORMATION**

**16. Where do I get more information?**

The Settlement documents, including the Settlement Agreement and Plan of Allocation; claims forms and related information; the Third-Party Payor Complaint; the Court's Orders; and other important dates and deadlines are posted for your review on the Settlement website: [www.McKinseyTPPSettlement.com](http://www.McKinseyTPPSettlement.com). **Please refer to the Settlement website for ongoing and updated information, or you can call the Notice and Claims Administrator toll-free at 1-877-933-3322.**

Complete copies of public pleadings, Court rulings, and other filings are also available for review and copying at the Clerk's office. The address is Phillip Burton Federal Building and U.S. Courthouse, 450 Golden Gate Avenue, San Francisco, CA 94102. Judge Charles R. Breyer of the United States District Court for the Northern District of California is overseeing the Class Action. *Please do not contact the Court or Judge Breyer.*

**For more information, call the Notice and Claims Administrator at 1-877-933-3322 or go to [www.McKinseyTPPSettlement.com](http://www.McKinseyTPPSettlement.com).**

DATED: APRIL 15, 2024

BY ORDER OF THE UNITED STATES DISTRICT  
COURT NORTHERN DISTRICT OF CALIFORNIA