

UNITED STATES DISTRICT COURT FOR THE NORTHERN DISTRICT OF ILLINOIS,  
EASTERN DIVISION

**If you are or were a participant in the Walgreens Retirement Savings Plan (formerly the Walgreen Profit-Sharing Retirement Plan) (the “Plan”) who invested in certain Northern Trust Focus Funds at any time from January 1, 2014 to the present, you may be a part of a class action settlement.**

IMPORTANT

PLEASE READ THIS NOTICE CAREFULLY

THIS NOTICE RELATES TO THE PENDENCY OF A CLASS ACTION LAWSUIT AND,  
IF YOU ARE A CLASS MEMBER, CONTAINS IMPORTANT INFORMATION ABOUT  
YOUR RIGHTS TO OBJECT TO THE SETTLEMENT

*A Federal Court authorized this notice. You are not being sued.  
This is not a solicitation from a lawyer.*

- A Settlement has been reached in a class action lawsuit against Walgreen Co., The Retirement Plan Committee of the Walgreen Profit-Sharing Retirement Plan, the Trustees of the Walgreen Profit-Sharing Retirement Trust, and the Board of Directors of Walgreen Co. (collectively, “Walgreens”). The class action lawsuit asserts claims under the Employee Retirement Income Security Act of 1974 (“ERISA”) concerning the management, operation and administration of the Plan.
- You are included as a Class Member if you invested in one of the “Challenged Funds,” defined below, at any time from January 1, 2014 to the present (the “Class Period”).
- Walgreens has agreed to pay \$13,750,000.00 into a settlement fund. Class Members are eligible to receive a pro rata share of the amount in the settlement fund remaining after payment of administrative expenses, any attorneys’ fees and expenses that the Court awards to Plaintiffs’ lawyers, and any service award to Plaintiffs. The amount of each Class Member’s payment will be based on his or her investments in the Challenged Funds over the Class Period and will be determined according to a Plan of Allocation in the Settlement Agreement, which is available on the Settlement Website at [www.WalgreensERISA.com](http://www.WalgreensERISA.com). Payments to current Plan participants will be deposited into their respective Plan accounts. Payments to former Plan participants will be made directly to former Plan participants by check, or former Plan participants can instead elect to receive their payment through a rollover to a qualified retirement account.
- **Please read this notice carefully.** Your legal rights are affected whether you act, or don’t act.

<b>THIS TABLE CONTAINS A SUMMARY OF YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT</b>	
<b>OBJECT BY JANUARY 17, 2022</b>	You may write to the Court and counsel if you don't like the Settlement to explain why you object. If the Court approves the Settlement, you will get a share of the Settlement benefits to which you are entitled, regardless of whether you objected to the Settlement.
<b>ATTEND A HEARING</b>	You may ask to speak in Court about the fairness of the Settlement if you notify the Court and counsel of your intent to appear at the hearing. If the Court approves the Settlement, you will get a share of the Settlement benefits to which you are entitled, regardless of whether you spoke in Court about the fairness of the Settlement.
<b>DO NOTHING</b>	If the Court approves the Settlement, you will get a share of the Settlement benefits to which you are entitled.

## **BASIC INFORMATION**

### **1. What is this notice and why should I read it?**

A court authorized this notice to let you know about a proposed settlement of a class action lawsuit called *Brown-Davis, et al. v. Walgreen Co., et al.*, No. 1:19-cv-05392 (N.D. Ill.), filed August 9, 2019 (the "Action"), brought on behalf of the Class Members, and pending in the United States District Court for the Northern District of Illinois, Eastern Division. You need not live in Illinois to get a benefit under the Settlement. This notice describes the Settlement. Please read this notice carefully. Your rights and options—**and the deadlines to exercise them**—are explained in this notice. Please understand that if you are a Class Member, your legal rights are affected regardless of whether you act.

### **2. What is a class action lawsuit?**

A class action is a lawsuit in which one or more plaintiffs sue on behalf of a group of people who allegedly have similar claims. On February 11, 2021, the Court in this matter granted class certification. After the Parties reached an agreement to settle this Action, the Court granted preliminary approval of the Settlement. Among other things, this preliminary approval permits Class Members to voice their support of or opposition to the Settlement before the Court makes a final determination as to whether to approve the Settlement. In a class action, the court resolves the issues for all Class Members.

## **THE CLAIMS IN THE LAWSUIT AND THE SETTLEMENT**

### **3. What is this lawsuit about?**

Plaintiffs filed a class action complaint against Walgreens on behalf of a class of Plan participants, alleging that Walgreens violated ERISA by retaining certain Northern Trust Focus Funds. On February 11, 2021, the Court certified a class of Plan participants who invested in the following Northern Trust Focus Funds:

Northern Trust Focus 2020 Fund,  
Northern Trust Focus 2025 Fund,  
Northern Trust Focus 2030 Fund,

Northern Trust Focus 2035 Fund,  
Northern Trust Focus 2040 Fund,  
Northern Trust Focus 2045 Fund,  
Northern Trust Focus 2050 Fund,  
Northern Trust Focus 2055 Fund.

(“Challenged Funds”). A complete description of Plaintiffs’ allegations is in the Complaint, which is available on the Settlement Website at [www.WalgreensERISA.com](http://www.WalgreensERISA.com).

Walgreens has denied and continues to deny Plaintiffs’ claims and allegations in their entirety, denies that it is liable at all to the Plaintiffs or the Class Members, and denies that the Plaintiffs, Class Members or the Plan have suffered any harm or damage for which Walgreens could or should be held responsible, as Walgreens denies all allegations of wrongdoing and asserts that its conduct was lawful. Walgreens is settling the Action solely to avoid the expense, inconvenience, and inherent risk and disruption of litigation.

#### **4. Why is there a Settlement?**

The Court has not decided in favor of either side in this Action. Instead, both sides agreed to a settlement. That way, both sides avoid the cost and risk of a trial, and the affected current and former Plan participants will get substantial benefits that they would not have received if Plaintiffs had litigated the case and lost. The Plaintiffs and their attorneys believe the Settlement is in the best interests of the Class Members and the Plan.

### **WHO’S INCLUDED IN THE SETTLEMENT?**

#### **5. How do I know if I am a Class Member and included in the Settlement?**

The Court decided that everyone who fits this description is a **Class Member**:

All participants and beneficiaries of the Walgreen Profit-Sharing Retirement Plan (the “Plan”) who invested in Challenged Funds from January 1, 2014, through the date of judgment.\*

\* The Class Definition excludes twenty-three (23) specific officers, agents, and employees of Defendants, set forth in Article 2.41 of the Settlement Agreement available on the Settlement Website at [www.WalgreensERISA.com](http://www.WalgreensERISA.com).

### **THE SETTLEMENT BENEFITS**

#### **6. What does the Settlement provide?**

Walgreens has agreed to pay \$13,750,000 into a Settlement Fund, which will be used to pay expenses associated with administering the Settlement, attorneys’ fees and service awards to Plaintiffs (both of which must be approved by the Court), and benefits to Class Members. (See Questions No. 9-10.) The amount of each Class Member’s payment will be based in part on the amount of his or her Plan account balance that is or was invested in the Challenged Funds over the Class Period, and will be determined according to a Plan of Allocation set forth in the Settlement Agreement, which is available on the Settlement Website at [www.WalgreensERISA.com](http://www.WalgreensERISA.com).

Walgreens has also confirmed that it has removed the Northern Trust Focus Target Retirement Trusts from the Plan in connection with a Request for Proposal (RFP) relating to the Plan’s target date fund structure and providers (“Non-Monetary Relief”).

If you are a Class Member (see Question No. 5) and you are currently a Plan participant with a Plan account balance greater than \$0, your payment will be deposited into your Plan account and invested in accordance with your investment elections for new contributions. If you have not made any such elections, your payment will be invested in the Plan’s qualified default investment alternative.

If you are a beneficiary entitled to receive payments on behalf of a Class Member (a “Beneficiary”), you will receive your payment under the Settlement directly in the form of a check. If you are an alternate payee entitled to receive payments on behalf of a Class Member pursuant to a Qualified Domestic Relations Order (an “Alternate Payee”), you will receive your payment of the Settlement (pursuant to the terms of your Qualified Domestic Relations Order) directly in the form of a check.

If you are a Class Member and you no longer participate in the Plan, are a current participant with a \$0 Plan account balance, or are a Beneficiary or an Alternate Payee of any such Class Member, then you will receive a payment under the Settlement directly in the form of a check. You do not have to submit a claim to receive a payment under the Settlement. If, however, you would prefer to receive your settlement payment through a rollover to a qualified retirement account, you must complete, sign, and mail a Former Participant Rollover Form no later than February 6, 2022. If you have been identified as a Former Participant, a Rollover Form is enclosed with this notice; otherwise, you may download the Rollover Form on the Settlement Website [www.WalgreensERISA.com](http://www.WalgreensERISA.com).

## HOW TO GET BENEFITS

### 7. How do I get benefits?

Class Members do not have to submit claim forms in order to receive settlement benefits.

The benefits of the Settlement will be distributed automatically once the Court approves the Settlement, either to Class Members’ Plan accounts (for current Plan participants) or by check (for former Plan participants, and eligible Beneficiaries and Alternate Payees of Class Members). (See Question No. 6.) **Former Plan participants who would prefer to receive their settlement payment through a rollover to a qualified retirement account must complete, sign, and mail the enclosed Former Participant Rollover Form by February 6, 2022.** Former Plan participants who fail to complete, sign, and mail their Former Participant Rollover Form will receive their Settlement distribution by check.

### 8. When will I get my payment?

If you are a current Plan participant, then you will receive your share of the Settlement Fund in the form of a deposit into your Plan account effective in due course once the Settlement has received final approval and/or after any appeals have been resolved in favor of the Settlement. The hearing to consider the final fairness of the Settlement is scheduled for February 16, 2022.

Any eligible Beneficiaries or Alternate Payees will receive their payment under the Settlement in the form of a check in due course once the Settlement has received final approval and/or after any appeals have been resolved in favor of the Settlement.

If you are a former Plan participant who timely submits a valid Former Participant Rollover Form, the Settlement Administrator will effect a rollover of your share of the Settlement Fund to your qualified retirement account that you indicated in that Form in due course once the Settlement has received final approval and/or after any appeals have been resolved in favor of the Settlement. If you are a former Plan participant who does not submit a Former Participant Rollover Form, a check in the amount of your share of the Settlement Fund will be issued to you in due course once the Settlement has received final approval and/or after any appeals have been resolved in favor of the Settlement.

All checks will expire and become void not later than 120 days after they are issued, if they have not been cashed. Any portion of the Settlement Fund remaining after distributions to Class Members, including costs and taxes, shall be paid to the Plan for the purpose of defraying administrative fees and expenses of the Plan.

These payments may have certain tax consequences; you should consult your tax advisor. Class Counsel cannot provide tax advice concerning the settlement.

## THE LAWYERS REPRESENTING YOU

### 9. Who represents the Class Members?

The Court has appointed lawyers from the law firm of Sanford Heisler Sharp, LLP as Class Counsel. Lawyers from the firm Barnow and Associates, P.C. are serving as Local Counsel. If you want to be represented by your own lawyer, you may hire one at your own expense. In addition, the Court appointed Plaintiffs Michael W. Allegretti, Chandra V. Brown-Davis, Yolanda Brown, Ronald Dinkel, Siobhan E. Fannin, Kristie Kolacny, Dianna J. Martin, Sherri Nelson, Becky S. Ray, Scott C. Read, Timothy M. Renaud, Lisa Smith, Susan Weeks, and Andro D. Youssef to serve as the Class Representatives. They are also Class Members.

Subject to approval by the Court, Class Counsel has proposed that up to \$15,000 may be paid to each Class Representative in recognition of the time and effort they expended on behalf of the Class Members. The Court will determine the proper amount of any such award. The Court may award less than the requested amount.

### 10. How will the lawyers be paid?

From the beginning of the case, which was filed in August 2019, to the present, Class Counsel and Local Counsel have not received any payment for their services in prosecuting the case or obtaining the settlement, nor have they been reimbursed for any out-of-pocket expenses they have incurred. Class Counsel and Local Counsel will apply to the Court for an award of attorneys' fees and costs not to exceed 33 1/3% of the \$13,750,000 monetary value of the settlement (\$4,583,333.33). The Court will determine the proper amount of any attorneys' fees and expenses to award Class Counsel and Local Counsel.

Any attorneys' fees and expenses awarded by the Court will be paid to Class Counsel and Local Counsel from the Settlement Fund.

## YOUR RIGHTS AND OPTIONS

### 11. What is the effect of final approval of the Settlement?

If the Court grants final approval of the Settlement, a final order and judgment dismissing the case will be entered in the Action. Once the appeal period expires or any appeal is resolved, payments under the Settlement will then be processed and distributed, and the release by Class Members will also take effect. All Class Members included in the Settlement will release and forever discharge Walgreens and each of the Released Parties from any and all Released Claims (as defined in the Settlement Agreement). Please refer to Articles 2.35, 2.36, and 8 of the Settlement Agreement for a full description of the claims and persons that will be released upon final approval of the settlement.

No Class Member will be permitted to continue to assert Released Claims in any other litigation against Walgreens or the other persons and entities covered by the Release. If you object to the terms of the Settlement Agreement, you may notify the Court of your objection. (See Table on page 2 of this Notice.) If the Settlement is not approved, the case will proceed as if no settlement had been attempted or reached.

If the Settlement is not approved and the case resumes, there is no assurance that Class Members will recover more than is provided for under the Settlement, or anything at all.

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

If you do nothing, you will release any claims you may have against Walgreens and the Released Parties concerning

the conduct Plaintiffs allege in their complaint and the management and administration of the Plan. (See Question No. 14.) You will also receive a payment as described in Question No. 8.

### 13. How do I get out of the Settlement?

If the Court approves the Settlement, you will be bound by it and will receive whatever benefits you are entitled to under its terms. You cannot exclude yourself from the Settlement, but you may notify the Court of your objection to the Settlement. (See Question No. 15.) If the Court approves the Settlement, it will do so under Federal Rule of Civil Procedure 23(b)(1), which does not permit Class Members to opt out of the Class.

### 14. Can I sue Walgreens for the same claims later?

No. If the Court approves the Settlement, you will have given up any right to sue Walgreens for all Released Claims covered by this Settlement.

### 15. How do I object to the Settlement?

You can object to the Settlement if you don't like any part of it. If you object, you must give the reasons why you think the Court should not approve the Settlement. The Court will consider your views. Your objection to the Settlement must be postmarked no later than **January 17, 2022** and must be sent to the Court and the attorneys for the Parties at the addresses below:

Court	Class Counsel	Defendant's Counsel
Clerk of the Court United States District Court Northern District of Illinois Dirksen U.S. Courthouse 219 S. Dearborn Street Chicago, IL 60604	Charles H. Field Sanford Heisler Sharp, LLP 2550 Fifth Avenue, 11th Floor, San Diego, CA 92103	Sari M. Alamuddin Morgan, Lewis & Bockius LLP 77 West Wacker Drive, Fifth Floor Chicago, IL 60601

The objection must be in writing and include the case name *Brown-Davis, et al. v. Walgreen Co., et al.*, No. 1:19-cv-05392, the judge's name Hon. Charles R. Norgle, and (a) your name; (b) your address; (c) a statement that you are a Class Member; (d) the specific grounds for the objection (including all arguments, citations, and evidence supporting the objection); (e) all documents or writings that you desire the Court to consider (including all copies of any documents relied upon in the objection); (f) your signature; and (g) a notice of intention to appear at the Fairness Hearing (if applicable). (If you are represented by counsel, you or your counsel must file your objection through the Court's CM/ECF system.) The Court will consider all properly filed comments from Class Members. If you wish to appear and be heard at the Fairness Hearing in addition to submitting a written objection to the settlement, you or your attorney must say so in your written objection or file and serve a notice of intent to appear at the Fairness Hearing by February 6, 2022.

Class Counsel and Local Counsel will file with the Court their request for attorneys' fees by January 3, 2022.

## THE COURT'S FAIRNESS HEARING

### 17. When and where will the Court hold a hearing on the fairness of the Settlement?

A Fairness Hearing has been set for February 16, 2022 at 10:00 a.m. C.S.T. The hearing may be conducted telephonically, by video conference, or in person before The Honorable Charles R. Norgle at the Dirksen U.S. Courthouse, 219 S. Dearborn Street, Chicago, IL 60604, Courtroom 2341. At the hearing, the Court will consider

whether the Settlement is fair, reasonable and adequate. The Court will hear any comments, objections, and arguments concerning the fairness of the proposed Settlement, including the amount requested by Class Counsel and Local Counsel for attorneys' fees and expenses and the incentive award to Plaintiffs as the Class Representatives. You do not need to attend this hearing. You also do not need to attend to have an objection considered by the Court. (See Question No. 18.)

**Note:** The date, time, and location of the Fairness Hearing are subject to change by Court Order, but any changes will be posted on the Settlement Website at [www.WalgreensERISA.com](http://www.WalgreensERISA.com).

### **18. Do I have to come to the Fairness Hearing?**

No. Class Counsel will answer any questions the Court may have. But you are welcome to come at your own expense. If you send an objection, you don't have to come to Court to talk about it. As long as any written objection you choose to make is filed and mailed on time and meets the other criteria described in the Settlement Agreement, the Court will consider it. You may also pay another lawyer to attend, but you don't have to.

### **19. May I speak at the hearing?**

You may ask the Court for permission to speak at the hearing concerning any part of the proposed Settlement. To do so, you must send a letter or other paper called a "Notice of Intent to Appear" to the Court. Be sure to include your name, address, telephone number, and your signature. Your "Notice of Intent to Appear" must be mailed to the attorneys and the Court at the addresses listed above by February 6, 2022.

## **GETTING MORE INFORMATION**

### **20. Where can I get additional information?**

This notice provides only a summary of the matters relating to the Settlement. For more detailed information, you may wish to review the Settlement Agreement. You can view the Settlement Agreement and get more information on the Settlement Website at [www.WalgreensERISA.com](http://www.WalgreensERISA.com). You can also get more information by writing to the Settlement Administrator at Walgreens ERISA Settlement, P.O. Box 2009, Chanhassen, MN 55317-2009 or calling toll-free 1-833-608-2386. The Agreement and all other pleadings and papers filed in the case are available for inspection and copying during regular business hours at the office of the Clerk of the Northern District of Illinois located at Dirksen U.S. Courthouse, 219 S. Dearborn Street, Chicago, IL 60604.

If you would like additional information, you can also call 1-833-608-2386.

**PLEASE DO NOT CONTACT THE COURT, THE JUDGE, OR WALGREENS WITH QUESTIONS ABOUT THE SETTLEMENT.**