

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re TALKSPACE, INC. SECURITIES : X  
LITIGATION : Civil Action No. 1:22-cv-00163-PGG  
: :  
: CLASS ACTION  
: X

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DECLARATION OF ROSS D. MURRAY  
REGARDING NOTICE DISSEMINATION,  
PUBLICATION, AND REQUESTS FOR  
EXCLUSION RECEIVED TO DATE

I, ROSS D. MURRAY, declare and state as follows:

1. I am employed as a Vice President of Securities by Gilardi & Co. LLC (“Gilardi”), located at 1 McInnis Parkway, Suite 250, San Rafael, California. The following statements are based on my personal knowledge and information provided to me by other Gilardi employees and if called to testify I could and would do so competently.

2. Pursuant to this Court’s June 30, 2023 Order Granting Preliminary Approval Pursuant to Fed R. Civ. P. 23(e)(1) and Permitting Notice to the Class (“Notice Order”) (ECF 86), Gilardi was appointed as the Claims Administrator in connection with the proposed Settlement of the above-captioned action<sup>1</sup>. I oversaw the notice services that Gilardi provided in accordance with the Notice Order.

3. I submit this declaration in order to provide the Court and the parties to the Actions<sup>2</sup> with information regarding: (i) emailing and mailing of the Court-approved Postcard Notice (attached hereto as Exhibit A), and if requested, mailing of the Court-approved Notice of Pendency and Proposed Settlement of Class Actions (the “Notice”) and Proof of Claim and Release form (the “Proof of Claim”) (collectively, the “Claim Package,” attached hereto as Exhibit B); (ii) publication of the Summary Notice of Proposed Settlement of Class Actions (the “Summary Notice”); (iii) establishment of the website and toll-free telephone number dedicated to this Settlement; and (iv) the number of requests for exclusion from the Class received to date by Gilardi.

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<sup>1</sup> Any capitalized terms used that are not otherwise defined herein shall have the meanings ascribed to them in the Stipulation of Settlement dated May 19, 2023 (the “Stipulation”) (ECF 84), which is available on the website established for the Settlement at [www.TalkspaceSecuritiesSettlement.com](http://www.TalkspaceSecuritiesSettlement.com).

<sup>2</sup> “Actions” means *In re Talkspace, Inc. Securities Litigation*, Civil Action No. 1:22-cv-00163-PGG (S.D.N.Y.) (the “Securities Action”) and *Valdez v. Braunstein, et al.*, No. 2022-1148-KSJM (Del. Ch.) (the “Delaware Action”).

### **DISSEMINATION OF NOTICE**

4. Pursuant to the Notice Order, Gilardi is responsible for disseminating notice of the proposed settlement of these Actions to potential Class Members. The Class consists of: (i) all Persons that purchased or otherwise acquired Talkspace securities between June 11, 2020 and November 15, 2021, inclusive; and (ii) all holders of Talkspace common stock as of the Record Date for the special meeting of shareholders held on June 17, 2021 to consider approval of the Merger or who were entitled to vote on the approval of the Merger. Excluded from the Class are: Defendants in the Actions and members of their immediate families, the officers and directors of Talkspace, at all relevant times, and members of their immediate families, the legal representatives, heirs, successors, or assigns of any of the foregoing, and any entity in which Defendants in the Actions have or had a controlling interest. Also excluded from the Class is any Person who would otherwise be a Member of the Class but who validly and timely requested exclusion in accordance with the requirements set by the Court in connection with the Settlement.

5. Gilardi received a file via email from Talkspace's transfer agent, which contained the names and addresses, and, where available, email addresses, of potential Class Members. The list was reviewed to identify and eliminate duplicate entries and incomplete data, resulting in a usable mailing list of 130 unique names and addresses. Gilardi had the unique name and address data printed on to Postcard Notices, posted the Postcard Notices for First-Class Mail, postage prepaid, and delivered 130 Postcard Notices on July 21, 2023, to the United States Post Office for mailing.

6. In addition, on July 21, 2023, as part of its normal mailing procedures, Gilardi mailed, by First-Class Mail, Postcard Notices and cover letters to 280 brokerages, custodial banks, and other institutions ("Nominee Holders") that hold securities in "street name" as nominees for the benefit of their customers who are the beneficial owners of the securities. The Nominee Holders also include a group of filers/institutions who have requested notification of every securities case. These Nominee Holders are included in a proprietary database created and maintained by Gilardi. In Gilardi's experience, the Nominee Holders included in this proprietary

database represent a significant majority of the beneficial holders of securities. The cover letter accompanying the Postcard Notices advised the Nominee Holders of the proposed Settlement and requested their cooperation in forwarding the Postcard Notices to potential Class Members. In the more than three decades that Gilardi has been providing notice and claims administration services in securities class actions, Gilardi has found the majority of potential class members hold their securities in street name and are notified through the Nominee Holders. Gilardi also mailed Postcard Notices and cover letters to the 4,438 institutions included on the U.S. Securities and Exchange Commission's ("SEC") list of active brokers and dealers at the time of mailing. A sample of the cover letter mailed to Nominee Holders and the institutions included on the SEC's list of active brokers and dealers is attached hereto as Exhibit C.

7. On July 21, 2023, Gilardi also delivered electronic copies of the Postcard Notice to 392 registered electronic filers who are qualified to submit electronic claims. These filers are primarily institutions and third-party filers who typically file numerous claims on behalf of beneficial owners for whom they act as trustees or fiduciaries.

8. As part of the notice program for this Settlement, on July 21, 2023, Gilardi also delivered electronic copies of the Postcard Notice and the Claim Package via email to be published by the Depository Trust Company ("DTC") on the DTC Legal Notice System ("LENS"). LENS enables the participating bank and broker nominees to review the Postcard Notice and the Claim Package and contact Gilardi for copies of the Postcard Notice for their beneficial holders.

9. Gilardi has acted as a repository for shareholder and nominee inquiries and communications received in this Settlement. In this regard, Gilardi has forwarded the Postcard Notice on request to nominees who purchased or acquired Talkspace securities for the beneficial interest of other persons. Gilardi has also forwarded the Postcard Notice directly to beneficial owners upon receipt of the names and addresses from such beneficial owners or nominees.

10. Following the initial mailing, Gilardi received 10 responses to the outreach efforts described above, which included computer files containing a total of 1,111 names and addresses and three email addresses of potential Class Members. In addition, 25 institutions requested that

Gilardi send them a total of 6,540 Postcard Notices for forwarding directly to their clients. Gilardi has also mailed seven Postcard Notices as a result of returned mail for which new addresses were identified for re-mailing to those potential Class Members. Each of these requests has been completed in a timely manner.

11. As of September 22, 2023, Gilardi has mailed or emailed a total of 12,898 Postcard Notices. Additionally, one institution reported that they anticipated sending Postcard Notices via email to 29,443 potential Class Members.

#### **PUBLICATION OF THE SUMMARY NOTICE**

12. In accordance with the Notice Order, on July 28, 2023, Gilardi caused the Summary Notice to be published in *The Wall Street Journal* and to be transmitted over *Business Wire*, as shown in the confirmations of publication attached hereto as Exhibit D.

#### **TELEPHONE HELPLINE AND WEBSITE**

13. On July 21, 2023, Gilardi established and continues to maintain a case-specific, toll-free telephone helpline, 1-866-690-7902, to accommodate potential Class Member inquiries. The toll-free number was set forth in the Postcard Notice, the Notice, and on the case website. Gilardi has been and will continue to promptly respond to all inquiries to the toll-free telephone helpline.

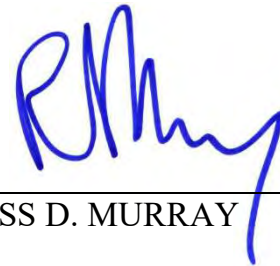
14. On July 21, 2023, Gilardi established and continues to maintain a website dedicated to this Settlement ([www.TalkspaceSecuritiesSettlement.com](http://www.TalkspaceSecuritiesSettlement.com)) to provide additional information to Class Members and to provide answers to frequently asked questions. The web address was set forth in the Postcard Notice, the Claim Package, and the Summary Notice. The website includes information regarding the Actions and the Settlement, including the objection and claim filing deadlines, and the date and time of the Court's Settlement Hearing. Copies of the Notice, Proof of Claim, Stipulation, and Notice Order are posted on the website and are available for downloading. Class Members can also complete and submit a Proof of Claim through the website.

**REQUESTS FOR EXCLUSION RECEIVED TO DATE**

15. The Postcard Notice and Notice inform potential Class Members that written requests for exclusion from the Class must be mailed to *Talkspace Securities Settlement*, c/o Gilardi & Co. LLC, ATTN: EXCLUSIONS, P.O. Box 5100, Larkspur, CA 94977-5100, such that they are postmarked no later than October 9, 2023.

16. The Notice and the website set forth the information that must be included in each request for exclusion. Gilardi has monitored and will continue to monitor all mail delivered to this address. As of the date of this declaration, Gilardi has not received any requests for exclusion.

I declare under penalty of perjury that the foregoing is true and correct and that this declaration was executed this 22nd day of September, 2023, at San Rafael, California.



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ROSS D. MURRAY

CERTIFICATE OF SERVICE

I hereby certify under penalty of perjury that on September 25, 2023, I authorized the electronic filing of the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the email addresses on the attached Electronic Mail Notice List, and I hereby certify that I caused the mailing of the foregoing via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

s/ Evan J. Kaufman

EVAN J. KAUFMAN

ROBBINS GELLER RUDMAN  
& DOWD LLP  
58 South Service Road, Suite 200  
Melville, NY 11747  
Telephone: 631/367-7100  
631/367-1173 (fax)

Email: [ekaufman@rgrdlaw.com](mailto:ekaufman@rgrdlaw.com)

## Mailing Information for a Case 1:22-cv-00163-PGG Baron v. Talkspace, Inc. et al

### Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

- **Adam M. Apton**  
aapton@zlk.com,ecf@zlk.com,jtash@zlk.com
- **Mark Stewart Cohen**  
mcohen@cohengresser.com,managingclerksoffice@cohengresser.com,Mark-Cohen-1234@ecf.pacerpro.com,autodocket@cohengresser.com
- **Scott Alexander Edelman**  
sedelman@milbank.com
- **Richard William Gonnello**  
rgonnello@rgrdlaw.com,e\_file\_ny@rgrdlaw.com,e\_file\_sd@rgrdlaw.com
- **Evan Jay Kaufman**  
ekaufman@rgrdlaw.com,e\_file\_ny@rgrdlaw.com,e\_file\_sd@rgrdlaw.com,ekaufman@ecf.courtdrive.com
- **Phillip C. Kim**  
pkim@rosenlegal.com,pkrosenlaw@ecf.courtdrive.com
- **Jeremy Alan Lieberman**  
jalieberman@pomlaw.com,mtjohnston@pomlaw.com,ahood@pomlaw.com,disaacson@pomlaw.com,ashmatkova@pomlaw.com,abarbosa@pomlaw.com
- **Gregory Bradley Linkh**  
glinkh@glancylaw.com,info@glancylaw.com,greg-linkh-2000@ecf.pacerpro.com
- **David Lisner**  
dlisner@cohengresser.com,managingclerksoffice@cohengresser.com,autodocket@cohengresser.com
- **Allison Samantha Markowitz**  
amarkowitz@milbank.com,AutoDocketECF@milbank.com,allison-markowitz-1810@ecf.pacerpro.com
- **William A. Massa**  
wmassa@rgrdlaw.com
- **Matthew Alain Peller**  
mpeller@rksllp.com,cdeleon@rksllp.com
- **Bradley Philip Pollina**  
brad@bflklawoffice.com
- **Lawrence M. Rolnick**  
lrolnick@rksllp.com,mhampson@rksllp.com,cdeleon@rksllp.com,docket@rksllp.com,clafferriere@rksllp.com
- **David Avi Rosenfeld**  
drosenfeld@rgrdlaw.com,e\_file\_ny@rgrdlaw.com,e\_file\_sd@rgrdlaw.com,drosenfeld@ecf.courtdrive.com
- **Samuel Howard Rudman**  
srudman@rgrdlaw.com,e\_file\_ny@rgrdlaw.com,mblasy@rgrdlaw.com,e\_file\_sd@rgrdlaw.com
- **Jed Mastren Schwartz**  
jschwartz@milbank.com,jed-schwartz-8050@ecf.pacerpro.com,ggreen@milbank.com,AutoDocketECF@milbank.com
- **Ellen Anne Gusikoff Stewart**  
elleng@rgrdlaw.com
- **Michael Saul Weinstein**  
mweinstein@coleschotz.com

### Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

- (No manual recipients)



# EXHIBIT A

*Talkspace Securities Settlement*  
Claims Administrator  
c/o Gilardi & Co. LLC  
P.O. Box 301171  
Los Angeles, CA 90030-1171

# LEGAL NOTICE

[www.TalkspaceSecuritiesSettlement.com](http://www.TalkspaceSecuritiesSettlement.com)

Court-Ordered Legal Notice  
(Forwarding Service Requested).

Important Information about a  
Securities Class Action Settlement.

You may be entitled to a payment.  
This Notice may affect your legal rights.

Please read it carefully.



Postal Service: Please Do Not Mark Barcode

TKSP - «Claim8»-«CkDig»

«FirstNAME» «LastNAME»

«Name1»

«Name2»

«Name3»

«Name4»

«Addr1» «Addr2»

«City», «State»«FProv» «Zip»«FZip»

«FCountry»

# TKSP



Civil Action No. 1:22-cv-00163-PGG (S.D.N.Y.)

THIS CARD PROVIDES ONLY LIMITED INFORMATION ABOUT THE CLASS ACTIONS AND SETTLEMENT  
VISIT [WWW.TALKSPACESECURITIESSETTLEMENT.COM](http://WWW.TALKSPACESECURITIESSETTLEMENT.COM)  
OR CALL 1-866-690-7902 FOR MORE INFORMATION

If you (i) purchased or otherwise acquired securities of Talkspace, Inc. (“Talkspace” or the “Company”) between June 11, 2020 and November 15, 2021, inclusive (the “Class Period”), and/or (ii) held Talkspace common stock as of the Record Date for the special meeting of shareholders held on June 17, 2021 to consider approval of the Merger or were entitled to vote on the approval of the Merger, this Notice is to inform you that a Class was certified, as just described, for purposes of the proposed settlement (“Settlement”) only, and that you could be entitled to a payment from the Settlement reached in this action (“Action”). Your rights may be affected by this Action and the Settlement. A hearing will be held on October 30, 2023, at 10:00 a.m. before the Honorable Paul G. Gardephe at the United States District Court for the Southern District of New York, Thurgood Marshall United States Courthouse, Courtroom 705, 40 Foley Square, New York, NY 10007 to determine whether the proposed Settlement of the Action against Defendants Talkspace and others for \$8.5 million and the Plan of Allocation should be approved as fair, reasonable, and adequate and whether the Action should be dismissed with prejudice against the Defendants, as set forth in the Stipulation of Settlement (“Stipulation”) filed with the Court; and whether Lead Counsel’s application for an award of attorneys’ fees of up to 30% of the Settlement Amount, plus interest, and expenses in an amount not to exceed \$75,000, plus interest, should be granted.

The proposed Settlement would resolve class action litigation alleging that, in violation of the U.S. federal securities laws, Defendants made material misrepresentations and omissions, with scienter, regarding the Merger between Talkspace and Hudson Executive Investment Corp. Defendants deny the allegations. For a full description of the Settlement and your rights and to make a claim, you may obtain the Stipulation, long-form Notice of Pendency and Proposed Settlement of Class Actions, and the Proof of Claim and Release (“Proof of Claim”) by visiting the website: [www.TalkspaceSecuritiesSettlement.com](http://www.TalkspaceSecuritiesSettlement.com) (the “Website”) or you may request copies from the Claims Administrator by: (i) mail: *Talkspace Securities Settlement*, Claims Administrator, c/o Gilardi & Co. LLC, P.O. Box 301171, Los Angeles, CA 90030-1171; or (ii) call toll-free: 1-866-690-7902.

To qualify for payment, you must submit a valid Proof of Claim, with supporting documentation, postmarked no later than October 23, 2023. You will be bound by any Judgment entered in the Action, regardless of whether you submit a Proof of Claim, unless you submit a request to exclude yourself from the Class. If you exclude yourself, you cannot get money from this Settlement. If you wish to exclude yourself from the Class, you must mail a request for exclusion so that it is **postmarked** no later than October 9, 2023, to: *Talkspace Securities Settlement*, Claims Administrator, c/o Gilardi & Co. LLC, Exclusions, P.O. Box 5100, Larkspur, CA 94977-5100. If you do not exclude yourself and you stay in the Class, you may object to the Settlement, Plan of Allocation, or request for award of attorneys’ fees and expenses such that the objection is **received** no later than October 9, 2023. The long-form Notice and the Website explain how to exclude yourself from the Class or how to object.

Lead Plaintiff and the Class are represented by Lead Counsel: Ellen Gusikoff Stewart, Esq., Robbins Geller Rudman & Dowd LLP, 655 W. Broadway, Suite 1900, San Diego, CA 92101, 1-800-449-4900, [settlementinfo@rgrdlaw.com](mailto:settlementinfo@rgrdlaw.com) and Matthew Peller, Esq., Rolnick Kramer Sadighi LLP, 1251 Avenue of the Americas, New York, NY 10020, (212) 597-2838. You may, but do not have to, attend the Court hearing to be heard. The Court reserves the right to hold the Settlement Hearing telephonically or by other virtual means.

## **EXHIBIT B**

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

\_\_\_\_\_ X  
In re TALKSPACE, INC. SECURITIES LITIGATION : Civil Action No. 1:22-cv-00163-PGG  
: CLASS ACTION  
\_\_\_\_\_ X

**NOTICE OF PENDENCY AND PROPOSED SETTLEMENT OF CLASS ACTIONS**

**TO: (1) ALL PERSONS THAT PURCHASED OR OTHERWISE ACQUIRED TALKSPACE, INC. F/K/A HUDSON EXECUTIVE INVESTMENT CORP. (“TALKSPACE” OR THE “COMPANY”) SECURITIES BETWEEN JUNE 11, 2020 AND NOVEMBER 15, 2021, INCLUSIVE; AND (2) ALL HOLDERS OF TALKSPACE COMMON STOCK AS OF THE RECORD DATE FOR THE SPECIAL MEETING OF SHAREHOLDERS HELD ON JUNE 17, 2021 TO CONSIDER APPROVAL OF THE MERGER BETWEEN TALKSPACE AND HUDSON EXECUTIVE INVESTMENT CORP. (THE “MERGER”) OR WHO WERE ENTITLED TO VOTE ON THE APPROVAL OF THE MERGER (“CLASS” OR “CLASS MEMBER”)**

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. YOUR RIGHTS MAY BE AFFECTED BY PROCEEDINGS IN THESE ACTIONS. PLEASE NOTE THAT IF YOU ARE A CLASS MEMBER, YOU MAY BE ENTITLED TO SHARE IN THE PROCEEDS OF THE SETTLEMENT DESCRIBED IN THIS NOTICE. TO CLAIM YOUR SHARE OF THE SETTLEMENT PROCEEDS, YOU MUST SUBMIT A VALID PROOF OF CLAIM AND RELEASE FORM (“PROOF OF CLAIM”) **POSTMARKED OR SUBMITTED ONLINE ON OR BEFORE OCTOBER 23, 2023.**

This Notice of Pendency and Proposed Settlement of Class Actions (“Notice”) has been sent to you pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the Southern District of New York (the “Court”). The purpose of this Notice is to inform you of the pendency of this class action (the “Securities Action”) between Plaintiffs Steven Jacob Greenblatt, Montague Street LP, Greenblatt Family Investments LLC, William Greenblatt, Judith Greenblatt, the Brandon T. Greenblatt 2015 Trust, the Maggie S. Greenblatt 2015 Trust, the Steven Jacob Greenblatt 2015 Trust, Ivan M. Baron (the “Securities Plaintiffs”), and Luis Diaz Valdez (the “Delaware Plaintiff,” and collectively, “Plaintiffs”), on behalf of themselves and all others similarly situated, and Defendants Talkspace, Hudson Executive Capital LP, HEC Sponsor LLC, HEC Master Fund LP, Groop Internet Platform, Inc. n/k/a Tailwind Merger Sub II, LLC, Douglas L. Braunstein, Douglas G. Bergeron, Jonathan Dobres, Robert Greifeld, Amy Schulman, Thelma Duggin, Oren Frank, and Mark Hirschhorn (collectively, “Defendants”); the pendency of an action pending in the Delaware Court of Chancery entitled *Valdez v. Braunstein, et al.*, Case No. 2022-1148-KSJM (the “Delaware Action,” and with Securities Action, the “Actions”); the proposed \$8,500,000 settlement of the Actions (the “Settlement”); and the hearing to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlement as well as counsel’s application for fees and expenses. This Notice describes what steps you may take in relation to the Settlement and this class action.<sup>1</sup>

This Notice is not intended to be, and should not be construed as, an expression of any opinion by the Court with respect to the truth of the allegations in the Actions as to any of the Defendants or the merits of the claims or defenses asserted by or against the Defendants. This Notice is solely to advise you of the pendency and proposed Settlement of the Actions and of your rights in connection therewith.

<sup>1</sup> All capitalized terms used in this Notice that are not otherwise defined herein shall have the meanings provided in the Stipulation of Settlement dated May 19, 2023 (the “Settlement Agreement” or “Stipulation”), which is available on the website [www.TalkspaceSecuritiesSettlement.com](http://www.TalkspaceSecuritiesSettlement.com).

<b>YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT</b>	
<b>SUBMIT A PROOF OF CLAIM FORM</b>	The only way to be eligible to receive a payment from the Settlement. <b>Proof of Claim forms must be postmarked or submitted online on or before October 23, 2023.</b>
<b>EXCLUDE YOURSELF</b>	Get no payment. This is the only option that <i>potentially</i> allows you to ever be part of any other lawsuit against the Defendants or any other Released Defendant Parties about the legal claims being resolved by this Settlement. Should you elect to exclude yourself from the Class you should understand that Defendants and the other Released Defendant Parties will have the right to assert any and all defenses they may have to any claims that you may seek to assert, including, without limitation, the defense that any such claims are untimely under applicable statutes of limitations and statutes of repose. <b>Exclusions must be postmarked on or before October 9, 2023.</b>
<b>OBJECT</b>	Write to the Court about why you do not like the Settlement, the Plan of Allocation, and/or the request for attorneys' fees and expenses. You will still be a Member of the Class. <b>Objections must be received by the Court and counsel on or before October 9, 2023. If you submit a written objection, you may (but do not have to) attend the hearing.</b>
<b>GO TO THE HEARING ON OCTOBER 30, 2023</b>	Ask to speak in Court about the fairness of the Settlement. <b>Requests to speak must be received by the Court and counsel on or before October 9, 2023.</b>
<b>DO NOTHING</b>	Receive no payment. You will, however, still be a Member of the Class, which means that you give up your right to ever be part of any other lawsuit against the Defendants or any other Released Defendant Parties about the legal claims being resolved by this Settlement and you will be bound by any judgments or orders entered by the Court in the Actions.

### **SUMMARY OF THIS NOTICE**

#### **Statement of Class Recovery**

Pursuant to the Settlement described herein, an \$8,500,000 Settlement Fund has been established. Based on Plaintiffs' estimate of the number of Talkspace securities eligible to recover under the Settlement, the average distribution under the Plan of Allocation is approximately \$0.06 and \$0.09 per warrant and common share, respectively, before deduction of any taxes on the income earned on the Settlement Amount thereof, notice and administration costs, and the attorneys' fees and expenses as determined by the Court. **Class Members should note, however, that these are only estimates.** A Class Member's actual recovery will be a proportion of the Net Settlement Fund determined by that claimant's claims as compared to the total claims of all Class Members who submit acceptable Proofs of Claim. An individual Class Member may receive more or less than this estimated average amount. See Plan of Allocation set forth and discussed at pages 11-16 below for more information on the calculation of your claim.

#### **Statement of Potential Outcome of Case**

The Settling Parties disagree on both liability and damages and do not agree on the amount of damages that would be recoverable if the Class prevailed on each claim alleged. Defendants deny that they violated any laws, deny that these Actions could proceed as class actions, deny that they are liable to the Class, and deny that the Class has suffered any damages traceable to Defendants. The issues on which the parties disagree are many, but include: (1) whether Defendants engaged in conduct that would give rise to any liability to the Class under the federal securities laws, Delaware state law, or any other law; (2) whether Defendants have valid defenses to any such claims of liability; (3) the appropriate economic model for determining the amount by which the prices of Talkspace securities were allegedly artificially inflated (if at all) during the Class Period; (4) the amount, if any, by which the prices of Talkspace securities were allegedly artificially inflated (if at all) during the Class Period; (5) the effect of various market forces on the prices of Talkspace securities at various times during the Class Period; (6) the extent to which external factors influenced the prices of Talkspace securities at various times during the Class Period; (7) the extent to which the various matters that Plaintiffs alleged were materially false or misleading influenced (if at all) the prices of Talkspace securities at various times during the Class Period; and (8) the extent to which the various allegedly adverse material facts that Plaintiffs alleged were omitted influenced (if at all) the prices of Talkspace securities at various times during the Class Period.

**Statement of Attorneys' Fees and Expenses Sought**

Since the Actions' inception, counsel have expended considerable time and effort in their prosecution on a wholly contingent basis and have advanced the expenses of the Actions in the expectation that if they were successful in obtaining a recovery for the Class, they would be paid from such recovery. Lead Counsel will apply to the Court for an award of attorneys' fees on behalf of all Plaintiffs' Counsel in the Actions not to exceed thirty percent (30%) of the Settlement Amount, plus expenses not to exceed \$75,000, plus interest earned on both amounts at the same rate as earned by the Settlement Fund. In addition, Plaintiffs may request reimbursement of their time and expenses in representing the Class in an amount not to exceed \$25,000. If the amounts requested are approved by the Court, the average recovery will be approximately \$0.04 and \$0.06 per warrant and common share, respectively.

**Further Information**

For further information regarding the Actions, this Notice or to review the Stipulation, please contact the Claims Administrator toll-free at 1-866-690-7902, or visit the website [www.TalkspaceSecuritiesSettlement.com](http://www.TalkspaceSecuritiesSettlement.com).

You may also contact a representative of counsel for the Class: Greg Wood, Shareholder Relations, Robbins Geller Rudman & Dowd LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, 1-800-449-4900, [settlementinfo@rgrdlaw.com](mailto:settlementinfo@rgrdlaw.com), [www.rgrdlaw.com](http://www.rgrdlaw.com), or Matthew Peller, Esq., Rolnick Kramer Sadighi LLP, 1251 Avenue of the Americas, New York, NY 10020, 1-212-597-2822.

**Please Do Not Call the Court or Defendants with Questions About the Settlement.****Reasons for the Settlement**

Plaintiffs' principal reason for entering into the Settlement is the benefit to the Class now, without further risk or the delays inherent in continued litigation. The cash benefit under the Settlement must be considered against the significant risk that a smaller recovery—or, indeed, no recovery at all—might be achieved after contested motions, trial, and likely appeals, a process that could last several years into the future. For the Defendants, who have denied and continue to deny all allegations of liability, fault, or wrongdoing whatsoever, the principal reason for entering into the Settlement is to eliminate the costs, burdens and uncertainty inherent in any litigation, especially in complex cases such as the Actions. Defendants have concluded that further continuation of the Actions could be protracted and unnecessarily costly.

**BASIC INFORMATION****1. Why did I get this Notice package?**

This Notice was sent to you pursuant to an Order of a U.S. District Court because you or someone in your family or an investment account for which you serve as custodian may have purchased or acquired Talkspace securities during the period between June 11, 2020 and November 15, 2021, inclusive (the "Class Period"), or you may have held Talkspace common stock on the May 19, 2021 Record Date for the special meeting of shareholders held on June 17, 2021 to consider the Merger or were entitled to vote on approval of the Merger.

This Notice explains the class action lawsuits, the Settlement, Class Members' legal rights in connection with the Settlement, what benefits are available, who is eligible for them, and how to get them.

The Court in charge of the Securities Action and the Settlement is the United States District Court for the Southern District of New York, and the case is known as *In re Talkspace, Inc. Securities Litigation*, Civil Action No. 1:22-cv-00163-PGG. The case has been assigned to the Honorable Paul G. Gardephe. The Delaware Action is pending in the Delaware Court of Chancery and is known as *Valdez v. Braunstein, et al.*, Case No. 2022-1148-KSJM. The Delaware Action has been assigned to Chancellor Kathaleen St. J. McCormick. The entities and individuals representing the Class are the Plaintiffs, and the companies and individuals they sued and who have now settled are called the Defendants.

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

The Securities Plaintiffs allege that all Defendants violated Sections 10(b) and 14(a) of the Securities Exchange Act of 1934 (the "Exchange Act"), and the Individual Defendants, HEC Sponsor and Hudson Executive violated Section 20(a) of the Exchange Act. More specifically, Plaintiffs allege that, throughout the Class Period (between June 11, 2020 and November 15, 2021, inclusive), and in the proxy statement issued in connection with the Merger, Defendants represented that Talkspace was an innovative

technology company with strong operations, solid leadership, and substantial growth potential to match the strong demand for online therapy. The Securities Plaintiffs also allege that contrary to Defendants' positive statements, Talkspace experienced substantial difficulties with operations, was unable to promptly match clients with their therapists (which negatively impacted client retention), experienced substantially increased customer acquisition costs in the business-to-consumer segment, and the business to business segment was not as rosy as represented. The Securities Plaintiffs also allege that Talkspace's executives lacked the experience and expertise to properly manage a public company, they planned to leave the Company not long after the Merger, and Talkspace's internal controls, procedures, and systems were inadequate. Defendants deny the Securities Plaintiffs' allegations in their entirety and contend that they did not violate the Exchange Act.

On September 13, 2022, Defendants filed their motion to dismiss the Securities Action. The Securities Plaintiffs filed their opposition on October 11, 2022, and Defendants filed their reply on October 25, 2022. The motion remains pending.

The Delaware Plaintiff asserts claims for breach of fiduciary duty under Delaware law and aiding and abetting such breaches by orchestrating a conflicted and unfair Merger between HEIC and Talkspace, and by causing a materially false and misleading Proxy to be issued in connection with the Merger, thereby impairing stockholders' redemption rights. The Delaware Plaintiff also alleged that the Proxy contained materially false and misleading projections, falsely stated that Talkspace believed the assumptions used to derive its forecasts were "both reasonable and supportable," failed to disclose that the metric "business to business eligible lives" was created using double counting, omitted material information and contained materially misleading statements regarding Talkspace's matching capabilities and technology, and omitted material information regarding the key metric "conversion rate." The Delaware Plaintiff alleges that the unfair and conflicted Merger is subject to entire fairness review under Delaware law, and that the Merger was not entirely fair to the Delaware Plaintiff and similarly situated former HEIC stockholders. Defendants deny the Delaware Plaintiff's allegations in their entirety and contend they did not breach any duties or violate any laws.

On February 16, 2023, Securities Plaintiffs and Delaware Plaintiff, along with certain Defendants, participated in a confidential mediation with Robert A. Meyer, Esq., an experienced mediator. The attendees engaged in good-faith negotiations, and at the end of the mediation session, reached an agreement in principle to resolve the Actions in their entirety for \$8,500,000 in cash.

The Stipulation (together with the Exhibits thereto) reflects the final and binding agreement, and a compromise of all matters that are in dispute, between the Settling Parties.

Defendants deny each and all of the claims and contentions of wrongdoing alleged by Plaintiffs in the Actions, as well as any and all allegations of fault, liability, wrongdoing, or damages whatsoever arising out of any of the conduct, statements, acts, or omissions that have been alleged, or that could have been alleged, in the Actions. Defendants contend that they did not make any materially false or misleading statements, and that they made appropriate disclosures of all material information required to be disclosed by the federal securities laws and Delaware state law. Defendants also contend that any losses allegedly suffered by Members of the Class were not caused by any allegedly false or misleading statements by them and/or were caused by intervening events. Defendants continue to believe that the claims asserted against them in the Actions are without merit. Defendants also maintain that they have meritorious defenses to all claims that were raised or could have been raised in the Actions.

### **3. Why is there a settlement?**

Neither Court has decided in favor of the Plaintiffs or Defendants. Instead, both sides agreed to the Settlement to avoid the distraction, costs, and risks of further litigation, and Plaintiffs agreed to the Settlement in order to ensure that Class Members will receive compensation.

#### **WHO IS IN THE SETTLEMENT**

### **4. How do I know if I am a Member of the Class?**

The Court directed that everyone who fits this description is a Class Member: (i) all Persons who purchased or acquired Talkspace securities during the period between June 11, 2020 and November 15, 2021, inclusive, and (ii) all holders of Talkspace common stock as of the Record Date for the special meeting of shareholders held on June 17, 2021 to consider approval of the Merger or who were entitled to vote on the approval of the Merger, except those Persons and entities that are excluded.



Excluded from the Class are: Defendants in the Actions and members of their immediate families, the officers and directors of Talkspace, at all relevant times, and members of their immediate families, the legal representatives, heirs, successors, or assigns of any of the foregoing, and any entity in which Defendants in the Actions have or had a controlling interest. Also excluded from the Class are those Persons who validly and timely request exclusion therefrom by submitting a request for exclusion in accordance with the requirements set forth in question 11 below.

**Please Note:** Receipt of this Notice does not mean that you are a Class Member or that you will be entitled to receive a payment from the Settlement. If you are a 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 that is being distributed with this Notice and the required supporting documentation as set forth therein postmarked or submitted online on or before October 23, 2023.

**5. What if I am still not sure if I am included?**

If you are still not sure whether you are included, you can ask for free help. You can contact the Claims Administrator toll-free at 1-866-690-7902, or you can fill out and return the Proof of Claim form enclosed with this Notice package, to see if you qualify.

**THE SETTLEMENT BENEFITS – WHAT YOU GET**

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

The Settlement provides that, in exchange for the release of the Released Claims (defined below) and dismissal of the Actions, Defendants have agreed to pay (or cause to be paid) \$8,500,000 in cash to be distributed after taxes, tax expenses, notice and claims administration expenses, and approved fees and expenses, *pro rata*, to Class Members who send in a valid Proof of Claim form pursuant to the Court-approved Plan of Allocation. The Plan of Allocation is described in more detail at the end of this Notice.

**7. How much will my payment be?**

Your share of the Net Settlement Fund will depend on several things, including the total value of Talkspace securities represented by the valid Proof of Claim forms that Class Members send in, compared to the value of your claim, all as calculated under the Plan of Allocation discussed below.

**HOW YOU GET A PAYMENT – SUBMITTING A CLAIM FORM**

**8. How can I get a payment?**

To be eligible to receive a payment from the Settlement, you must submit a Proof of Claim form. A Proof of Claim form is enclosed with this Notice or it may be downloaded at [www.TalkspaceSecuritiesSettlement.com](http://www.TalkspaceSecuritiesSettlement.com). Read the instructions carefully, fill out the Proof of Claim, include all the documents the form asks for, sign it, and **mail or submit it online so that it is postmarked or received no later than October 23, 2023**. The Proof of Claim form may be submitted online at [www.TalkspaceSecuritiesSettlement.com](http://www.TalkspaceSecuritiesSettlement.com).

**9. When would I get my payment?**

**The Court will hold a Settlement Hearing on October 30, 2023 at 10:00 a.m.**, to decide whether to approve the Settlement. If the Court approves the Settlement, there might be appeals. It is always uncertain whether appeals can be resolved, and if so, how long it would take to resolve them. It also takes time for all the Proofs of Claim to be processed. Please be patient.

**10. What am I giving up to get a payment or to stay in the Class?**

Unless you timely and validly exclude yourself, you are staying in the Class, and that means you cannot sue, continue to sue, or be part of any other lawsuit against Defendants or their Related Parties about the Released Claims (as defined below) in these cases. It also means that all of the Court's orders will apply to you and legally bind you. If you remain a Class Member, and if the Settlement is approved, you will give up all "Released Claims" (as defined below), including "Unknown Claims" (as defined below), against the "Released Defendant Parties" (as defined below):

- "Released Claims" means any and all rights, liabilities, suits, debts, obligations, demands, damages, losses, judgment, matters, issues, claims (including "Unknown Claims," as defined below), and causes of action of every nature and description whatsoever, in law, equity, or

otherwise, whether known or unknown, asserted or unasserted, accrued or unaccrued, fixed or contingent, liquidated or unliquidated, whether arising under federal, state, local, statutory, common or foreign law, or any other law, rule, or regulation, whether class and/or individual in nature, concerning, based on, arising out of, or in connection with the purchase (or other acquisition), sale, ownership, voting, holding, redemption, or decision not to redeem Talkspace securities during the Class Period and the acts, facts, matters, occurrences, disclosures, filings, representations, statements, or omissions that were or could have been alleged or asserted by Plaintiffs in the Actions. “Released Claims” does not include: (i) any derivative claims asserted by or on behalf of Talkspace’s shareholders, including, without limitation, in the action entitled *In re Talkspace Stockholder Derivative Litigation*, Case No. 22-cv-05016 (S.D.N.Y.); (ii) claims brought pursuant to the Employee Retirement Income Security Act of 1974 (ERISA); and (iii) any claims to enforce the Settlement. For the avoidance of doubt, this Settlement is not conditioned upon the obtaining of, or any judicial approval of, any releases between or among the Defendants and/or any third parties.

- “Released Defendants’ Claims” means any and all claims and causes of action of every nature and description whatsoever, including both known claims and Unknown Claims, against Plaintiffs, Plaintiffs’ Counsel, or any Class Member that arise out of or relate in any way to the institution, prosecution, or settlement of the claims against Defendants in the Actions, except for claims relating to the enforcement of the Settlement.
- “Released Defendant Party” or “Released Defendant Parties” mean each and all of the Defendants, Defendants’ Counsel, and any of their Related Parties.
- “Related Parties” means any Person’s former, present or future parent entities, subsidiaries, divisions, controlling persons, associates, related entities and affiliates, any entity in which a Person has a controlling interest, and each and all of their respective present and former employees, members, partners, principals, officers, directors, controlling shareholders, agents, attorneys, advisors (including financial or investment advisors), accountants, auditors, consultants, underwriters, investment bankers, commercial bankers, entities providing fairness opinions, general or limited partners or partnerships, limited liability companies, members, joint ventures and insurers and reinsurers or co-insurers of each of them; as well as the predecessors, successors, estates, immediate family members, spouses, heirs, executors, trusts, trustees, administrators, agents, legal or personal representatives, assigns, and assignees of each of them.
- “Unknown Claims” means (a) any and all Released Claims that any of the Releasing Plaintiff Parties do not know or suspect to exist in his, her, their, or its favor at the time of the release of the Released Defendant Parties, which, if known by him, her, them, or it, might have affected his, her, their, or its settlement with and release of the Released Defendant Parties, or might have affected his, her, their, or its decision(s) with respect to the Settlement, including, but not limited to, whether or not to object to this Settlement; and (b) any and all Released Defendants’ Claims that any of the Released Defendant Parties do not know or suspect to exist in his, her, their, or its favor at the time of the release of Plaintiffs, the Class, and Plaintiffs’ Counsel, which, if known by him, her, them, or it, might have affected his, her, their, or its settlement and release of Plaintiffs, the Class, and Plaintiffs’ Counsel. With respect to (a) any and all Released Claims against the Released Defendant Parties, and (b) any and all Released Defendants’ Claims against Plaintiffs, the Class, and Plaintiffs’ Counsel, the Settling Parties stipulate and agree that, upon the Effective Date, the Settling Parties shall expressly waive, and each Releasing Plaintiff Party and Released Defendant Party shall be deemed to have, and by operation of the Judgment shall have, expressly waived the provisions, rights, and benefits of California Civil Code §1542, which provides:

**A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.**

The Settling Parties shall expressly waive, and each Releasing Plaintiff Party and Released Defendant Party shall be deemed to have, and by operation of the Judgment shall have, expressly waived 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 is similar, comparable, or equivalent to California Civil Code §1542. The Releasing Plaintiff Parties and Released Defendant Parties acknowledge that they may hereafter discover facts, legal theories, or authorities in addition to or different from those which he, she, it, or their counsel now knows or believes to be true with respect to the subject matter of the Released Claims or Released Defendants' Claims, but (a) the Releasing Plaintiff Parties shall expressly fully, finally, and forever waive, compromise, settle, discharge, extinguish and release, and each Releasing Plaintiff Party shall be deemed to have waived, compromised, settled, discharged, extinguished, and released, and, upon the Effective Date, and by operation of the Judgment, shall have waived, compromised, settled, discharged, extinguished, and released, fully, finally, and forever, any and all Released Claims against the Released Defendant Parties, known or unknown, suspected or unsuspected, contingent or non-contingent, accrued or unaccrued, whether or not concealed or hidden, which now exist, or heretofore have existed, or may hereafter exist, 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, legal theories, or authorities, and (b) the Released Defendant Parties shall expressly fully, finally, and forever waive, compromise, settle, discharge, extinguish and release, and, upon the Effective Date, and by operation of the Judgment, shall have waived, compromised, settled, discharged, extinguished, and released, fully, finally, and forever, any and all Released Defendants' Claims against Plaintiffs, the Class, and Plaintiffs' Counsel, 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, legal theories, or authorities. The Settling Parties acknowledge, and the Releasing Plaintiff Parties and Released Defendant Parties shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and is an essential element of the Settlement of which this release is a part.

#### **EXCLUDING YOURSELF FROM THE CLASS**

If you do not want to participate in this Settlement, and you want to keep the right to potentially sue the Defendants and the other Released Defendant Parties, on your own, about the claims being released by the Settlement, then you must take steps to remove yourself from the Settlement. This is called excluding yourself or "opting out." If you are requesting exclusion because you want to bring your own lawsuit based on the matters alleged in the Actions, you may want to consult an attorney and discuss whether any individual claim that you may wish to pursue would be time-barred by the applicable statutes of limitation or repose.

**11. How do I get out of the Class and the proposed Settlement?**

To exclude yourself from the Class and the Settlement, you must send a letter by First-Class Mail stating that you “request exclusion from the Class in the *Talkspace Securities Settlement*.” Your letter must include the number of Talkspace common shares you held on May 19, 2021 and/or your purchases or acquisitions of Talkspace securities during the Class Period, as applicable, including the dates, and the number of Talkspace securities purchased or acquired. In addition, you must include your name, address, telephone number, and your signature. You must submit your exclusion request so that it is **postmarked no later than October 9, 2023** to:

*Talkspace Securities Settlement*  
Claims Administrator  
c/o Gilardi & Co. LLC  
ATTN: EXCLUSIONS  
P.O. Box 5100  
Larkspur, CA 94977-5100

If you ask to be excluded, you will not get any payment from the Settlement, and you cannot object to the Settlement. You will not be legally bound by anything that happens in this lawsuit, and you may be able to sue the Defendants and the other Released Defendant Parties about the Released Claims in the future.

**12. If I do not exclude myself, can I sue the Defendants and the other Released Defendant Parties for the same thing later?**

No. Unless you exclude yourself, you give up any rights you may potentially have to sue the Defendants and the other Released Defendant Parties for any and all Released Claims. If you have a pending lawsuit against the Released Defendant Parties, speak to your lawyer in that case immediately. You must exclude yourself from the Class in the Actions to continue your own lawsuit. Remember, the exclusion deadline is October 9, 2023.

**13. If I exclude myself, can I get money from the proposed Settlement?**

No. If you exclude yourself, you should not send in a Proof of Claim to ask for any money. But you may have the right to potentially sue or be part of a different lawsuit against the Defendants and the other Released Defendant Parties.

**THE LAWYERS REPRESENTING YOU**

**14. Do I have a lawyer in this case?**

The Court ordered that the law firms of Robbins Geller Rudman & Dowd LLP and Rolnick Kramer Sadighi LLP represent the Class Members, including you. These lawyers are called Lead Counsel. If you want to be represented by your own lawyer, you may hire one at your own expense.

**15. How will the lawyers be paid?**

Lead Counsel will apply to the Court for an award of attorneys’ fees on behalf of Plaintiffs’ Counsel in the Actions not to exceed thirty percent (30%) of the Settlement Amount and for expenses, costs and charges in an amount not to exceed \$75,000 in connection with prosecuting the Actions, plus interest on such fees and expenses at the same rate as earned by the Settlement Fund.<sup>2</sup> In addition, Plaintiffs may seek up to \$25,000 in the aggregate for their costs and expenses incurred in representing the Class. Such sums as may be approved by the Court will be paid from the Settlement Fund.

**OBJECTING TO THE SETTLEMENT**

You can tell the Court that you do not agree with the Settlement or any part of it.

**16. How do I tell the Court that I object to the proposed Settlement?**

If you are a Class Member, you can comment on or object to the proposed Settlement, the proposed Plan of Allocation and/or Lead Counsel’s fee and expense application. You can write to the Court setting out your comment or objection. The Court will consider your views. To comment or object, you must send

<sup>2</sup> Plaintiffs’ Counsel means Robbins Geller Rudman & Dowd LLP, Rolnick Kramer Sadighi LLP, Monteverde & Associates PC, and Kahn Swick & Foti, LLC.

a signed letter saying that you wish to comment on or object to the proposed Settlement in the *Talkspace Securities Settlement*. Include your name, address, telephone number, and your signature, identify the date(s), price(s), and number of Talkspace securities you purchased or acquired and sold during the Class Period, or the amount of common stock which you held on May 19, 2021, and state with specificity your comments or the reasons why you object to the proposed Settlement, Plan of Allocation, and/or fee and expense application, including any legal and evidentiary support for such objection. You must sign the objection even if your lawyer files the objection on your behalf. Any objection must state whether it applies only to the objector, to a specific subset of the Class, or to the entire Class. You must also include copies of documents demonstrating your purchase(s) or acquisitions and/or sale(s) of Talkspace securities during the Class Period or your holdings of common stock on May 19, 2021. You must also identify all class action settlements to which you or your counsel has objected to in the past five years. Your comments or objection must be filed with the Court and mailed or delivered to each of the following addresses such that it is **received no later than October 9, 2023**:

<b>COURT</b>	<b>LEAD COUNSEL</b>	<b>DEFENDANTS' COUNSEL</b>
CLERK OF THE COURT UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK Daniel Patrick Moynihan United States Courthouse 500 Pearl Street New York, NY 10007	ROBBINS GELLER RUDMAN & DOWD LLP ELLEN GUSIKOFF STEWART 655 West Broadway Suite 1900 San Diego, CA 92101	MILBANK LLP SCOTT A. EDELMAN JED M. SCHWARTZ ALLISON S. MARKOWITZ 55 Hudson Yards New York, NY 10001
	ROLNICK KRAMER SADIGHI LLP LAWRENCE M. ROLNICK MARC B. KRAMER 1251 Avenue of the Americas New York, NY 10020	COHEN & GRESSER LLP MARK S. COHEN DAVID F. LISNER 800 Third Avenue, 21st Floor New York, NY 10022
		COLE SCHOTZ P.C. MICHAEL S. WEINSTEIN BRADLEY P. POLLINA 1325 Avenue of the Americas 19th Floor New York, NY 10019

**17. What is the difference between objecting and excluding?**

Objecting is simply telling the Court that you do not like something about the Settlement. You can object **only** if you stay in the Class.

Excluding yourself is telling the Court that you do not want to recover money from the Settlement and do not want to release any claims you think you may have against Defendants and their Related Parties. If you exclude yourself, you cannot object to the Settlement because it does not affect you.

**THE COURT'S SETTLEMENT HEARING**

The Court will hold a hearing to decide whether to approve the proposed Settlement. You may attend and you may ask to speak, but you do not have to.

**18. When and where will the Court decide whether to approve the proposed Settlement?**

The Court will hold a Settlement Hearing at **10:00 a.m., on October 30, 2023**, before Judge Paul G. Gardephe in Courtroom 705 of the Thurgood Marshall United States Courthouse, 40 Foley Square, New York, NY 10007. At the hearing, the Court will consider whether the Settlement and the Plan of Allocation are fair, reasonable, and adequate. If there are objections, the Court will consider them, even if you do not ask to speak at the hearing. The Court will listen to people who have asked to speak at the hearing. The Court may also decide how much to pay to Lead Counsel and Plaintiffs. After the Settlement Hearing, the Court will decide whether to approve the Settlement and the Plan of Allocation. We do not know how long these decisions will take. You should be aware that the Court may change the date and time of the Settlement Hearing without another notice being sent to Class Members. If you want to attend the hearing,



you should check with Lead Counsel or the Settlement website, [www.TalkspaceSecuritiesSettlement.com](http://www.TalkspaceSecuritiesSettlement.com), beforehand to be sure that the date and/or time has not changed.

In addition, the possibility exists that the Court may decide to conduct the Settlement Hearing by video or telephonic conference, or otherwise allow Class Members to appear at the hearing by phone or video, without further written notice to the Class. **In order to determine whether the date and time of the Settlement Hearing have changed, or whether Class Members must or may participate by phone or video, it is important that you monitor the Court's docket and the Settlement website, [www.TalkspaceSecuritiesSettlement.com](http://www.TalkspaceSecuritiesSettlement.com), before making any plans to attend the Settlement Hearing. Any and all updates regarding the Settlement Hearing, including any changes to the date or time of the hearing or updates regarding in-person or remote appearances at the hearing, will be posted to the Settlement website, [www.TalkspaceSecuritiesSettlement.com](http://www.TalkspaceSecuritiesSettlement.com). Also, if the Court requires or allows Class Members to participate in the Settlement Hearing by telephone or video, the access information will be posted to the Settlement website, [www.TalkspaceSecuritiesSettlement.com](http://www.TalkspaceSecuritiesSettlement.com).**

**19. Do I have to come to the hearing?**

No. Lead Counsel will answer questions the 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 Court to talk about it. As long as you mailed your written objection on time, the Court will consider it. You may also pay your own lawyer to attend, but it is not necessary. Class Members do not need to appear at the hearing or take any other action to indicate their approval.

**20. May I speak at the hearing?**

If you object to the Settlement, the Plan of Allocation, and/or the fee and expense application, you may ask the Court for permission to speak at the Settlement Hearing. To do so, you must include with your objection (see question 16 above) a statement saying that it is your "Notice of Intention to Appear in the *Talkspace Securities Settlement*." Persons who intend to object to the Settlement, the Plan of Allocation, and/or any attorneys' fees and expenses to be awarded to Lead Counsel or Plaintiffs and desire to present evidence at the Settlement Hearing must include in their written objections the identity of any witnesses they may call to testify and exhibits they intend to introduce into evidence at the Settlement Hearing. Your notice of intention to appear must be **received no later than October 9, 2023**, and addressed to the Clerk of the Court, Lead Counsel, and Defendants' Counsel, at the addresses listed above in question 16.

You cannot speak at the hearing if you exclude yourself from the Class.

**IF YOU DO NOTHING**

**21. What happens if I do nothing?**

If you do nothing, you will not receive any money from this Settlement. In addition, unless you exclude yourself, you will not be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against Defendants and their Related Parties about the Released Claims in this case.

**GETTING MORE INFORMATION**

**22. How do I get more information?**

For even more detailed information concerning the matters involved in these Actions, you can obtain answers to common questions regarding the proposed Settlement by contacting the Claims Administrator toll-free at 1-866-690-7902. Reference is also made to the Settlement Agreement, to the pleadings in support of the Settlement, to the Orders entered by the Court and to the other Settlement-related papers filed in the Actions, which are posted on the Settlement website at [www.TalkspaceSecuritiesSettlement.com](http://www.TalkspaceSecuritiesSettlement.com), and which may be inspected at the Office of the Clerk of the United States District Court for the Southern District of New York, during regular business hours. For a fee, all papers filed in the Securities Action are available at [www.pacer.gov](http://www.pacer.gov).

**PLAN OF ALLOCATION OF NET SETTLEMENT  
FUND AMONG CLASS MEMBERS**

The Settlement Amount of \$8,500,000 and any interest earned thereon is the “Settlement Fund.” The Settlement Fund, less all taxes, tax expenses, notice and claims administration expenses, and approved fees and expenses (the “Net Settlement Fund”) shall be distributed to Class Members who submit timely and valid Proof of Claim forms to the Claims Administrator (“Authorized Claimants”). The Plan of Allocation provides that you will be eligible to participate in the distribution of the Net Settlement Fund only if you held Talkspace common stock on May 19, 2021 or if you have an overall net loss on all of your transactions in Talkspace securities during the Class Period.

The objective of the Plan of Allocation is to equitably distribute the Net Settlement Fund among Class Members based on their respective alleged economic losses resulting from the violations alleged in the Actions.

The Claims Administrator shall determine each Class Member’s share of the Net Settlement Fund based upon the recognized loss formula (the “Recognized Loss”) described below. A Recognized Loss will be calculated for each Talkspace security purchased, acquired, or held during the Class Period. The calculation of Recognized Loss will depend upon several factors, including when the Talkspace security was purchased or acquired and in what amounts, whether the shares were sold, and, if so, when they were sold and for what amounts.

The Recognized Loss is not intended to estimate the amount a Class Member may have been able to recover after a trial, nor to estimate the amount you will receive. It is a formula for allocating the Net Settlement Fund among all Authorized Claimants. The allocation below is based on the following inflation per security amounts for Class Period purchases and sales as well as the statutory PSLRA 90-day look-back amount set forth in Tables A and B.<sup>3</sup> Furthermore, if any of the formulas set forth below yield an amount less than \$0.00, the claim per security shall be \$0.00.

The Plan of Allocation was developed in consultation with Plaintiffs’ damages consultant. In developing the Plan of Allocation, the consultant calculated the estimated amount of alleged artificial inflation in the prices of Talkspace securities that was allegedly caused by Defendants’ alleged materially false and misleading statements and omissions. In calculating the estimated artificial inflation allegedly caused by those alleged misrepresentations and omissions, the consultant considered the price change in Talkspace securities in reaction to the public disclosure that allegedly corrected the alleged misrepresentation of omissions, adjusting the price change for factors that were attributable to market forces, and for non-fraud relating Company-specific information.

In order to have recoverable damages under the federal securities laws, disclosures of the alleged misrepresentation and/or the alleged omission must be the cause of the loss for which the plaintiff seeks to recover. In order to have a “Recognized Loss Amount” under the Plan of Allocation, shares of Talkspace securities must have been purchased or acquired during the Class Period and held through the issuance of at least one alleged corrective disclosure.

A “claim” will be calculated as follows:

**Section 14(a) Claims**

For holders of Talkspace (f/k/a Hudson Executive Investment Corp.) common stock as of the May 19, 2021 record date (the “Record Date”) for the special meeting of shareholders held on June 17, 2021 or who were entitled to vote on the approval of the Merger between Hudson Executive Investment Corp. (n/k/a Talkspace) and Groop Internet Platform, Inc. n/k/a Tailwind Merger Sub II, LLC (“Old Talkspace”), based on the proxy statement issued in connection with the Merger (the “Proxy”) and still held their respective

<sup>3</sup> Under 15 U.S.C. §78u-4(e)(1), “in any private action arising under this Act in which the plaintiff seeks to establish damages by reference to the market price of a security, the award of damages to the plaintiff shall not exceed the difference between the purchase or sale price paid or received, as appropriate, by the plaintiff for the subject security and the mean trading price of that security during the 90-day period beginning on the date on which the information correcting the misstatement or omission that is the basis for the action is disseminated to the market.” Consistent with the requirements of the statute, Recognized Loss Amounts for Talkspace securities are reduced to an appropriate extent by taking into account the closing prices of Talkspace securities during the 90-day look-back period. The mean (average) closing price for Talkspace common stock following this 90-day look-back period was \$1.83 per share as shown in Table A. The mean (average) closing price for Talkspace warrants following this 90-day look-back period was \$0.24 per warrant as shown in Table B.

shares as of the end of the trading day on August 9, 2021 and/or November 15, 2021, the recovery shall be: \$9.19 (6/23/21 closing price) less “as of” date price for common shares of (i) \$4.82 (8/10/21 closing price), or (ii) \$2.16 (11/16/21 closing price).

### Section 10(b) Claims

#### Eligible Shares\*

\* For HEC Units or HEC common stock purchased prior to July 30, 2020 listing of Talkspace (f/k/a Hudson Executive Investment Corp.) shares, the purchase price shall be \$10.10 (July 30, 2020 closing price of Talkspace). For HEC Units purchased from July 30, 2020 through and including June 22, 2021, the common stock component’s purchase price shall equal the closing price for the listed shares.

The allocation below is based on the following inflation per share amounts for Class Period share purchases and sales as well as the statutory PSLRA 90-day look-back amount of \$1.83. Furthermore, if any of the formulas set forth below yield an amount less than \$0.00, the claim per share is \$0.00.

Inflation Period	Inflation per share
June 11, 2020 – August 9, 2021	\$2.34
August 10, 2021 – November 15, 2021	\$1.23

For Talkspace shares purchased, or acquired, on or between June 11, 2020 through and including November 15, 2021, the claim per share shall be as follows:

- a) If sold prior to August 10, 2021, the claim per share is \$0.00.
- b) If sold on or between August 10, 2021 through November 15, 2021, the claim per share shall be the lesser of: (i) the inflation per share at the time of purchase less the inflation per share at the time of sale; and (ii) the difference between the purchase price and the selling price.
- c) If retained at the end of November 15, 2021 and sold on or before February 14, 2022, the claim per share shall be the least of: (i) the inflation per share at the time of purchase; (ii) the difference between the purchase price and the selling price; and (iii) the difference between the purchase price and the average closing price up to the date of sale as set forth in Table A below.
- d) If retained at the end of February 14, 2022, or sold thereafter, the claim per share shall be the lesser of: (i) the inflation per share at the time of purchase; and (ii) the difference between the purchase price and \$1.83.

#### Eligible Warrants \*

\* For the purpose of calculating an eligible warrant’s claim, HEC Units or HEC warrants purchased prior to the July 30, 2020 listing of Talkspace (f/k/a Hudson Executive Investment Corp.) warrants, the purchase price shall be \$1.01 (July 30, 2020 closing price of Talkspace). For HEC Units purchased from July 30, 2020 through and including June 22, 2021, the warrant component’s purchase price shall equal the closing price for the listed warrants.

The allocation below is based on the following inflation per warrant amounts for Class Period warrant purchases and sales as well as the statutory PSLRA 90-day look-back amount of \$0.24. Furthermore, if any of the formulas set forth below yield an amount less than \$0.00, the claim per warrant is \$0.00.

Inflation Period	Inflation per warrant
June 11, 2020 – August 9, 2021	\$0.42
August 10, 2021 – November 15, 2021	\$0.25

For Talkspace warrants purchased, or acquired, on or between June 11, 2020 through and including November 15, 2021, the claim per warrant shall be as follows:

- a) If sold prior to August 10, 2021, the claim per warrant is \$0.00.
- b) If sold on or between August 10, 2021 through November 15, 2021, the claim per warrant shall be the lesser of: (i) the inflation per warrant at the time of purchase less the inflation per warrant at the time of sale; and (ii) the difference between the purchase price and the selling price.



- c) If retained at the end of November 15, 2021 and sold on or before February 14, 2022, the claim per warrant shall be the least of: (i) the inflation per warrant at the time of purchase; (ii) the difference between the purchase price and the selling price; and (iii) the difference between the purchase price and the average closing price up to the date of sale as set forth in Table B below.
- d) If retained at the end of February 14, 2022, or sold thereafter, the claim per warrant shall be the lesser of: (i) the inflation per warrant at the time of purchase; and (ii) the difference between the purchase price and \$0.24.

**Table A**

Date	Price	Average Closing Price	Date	Price	Average Closing Price
11/17/2021	\$2.29	\$2.29	1/3/2022	\$2.05	\$2.06
11/18/2021	\$2.20	\$2.25	1/4/2022	\$1.95	\$2.05
11/19/2021	\$2.24	\$2.24	1/5/2022	\$1.84	\$2.05
11/22/2021	\$2.08	\$2.20	1/6/2022	\$1.83	\$2.04
11/23/2021	\$2.17	\$2.20	1/7/2022	\$1.82	\$2.03
11/24/2021	\$2.20	\$2.20	1/10/2022	\$1.71	\$2.02
11/26/2021	\$2.27	\$2.21	1/11/2022	\$1.70	\$2.02
11/29/2021	\$2.23	\$2.21	1/12/2022	\$1.67	\$2.01
11/30/2021	\$2.29	\$2.22	1/13/2022	\$1.58	\$2.00
12/1/2021	\$2.13	\$2.21	1/14/2022	\$1.55	\$1.99
12/2/2021	\$2.09	\$2.20	1/18/2022	\$1.56	\$1.98
12/3/2021	\$2.03	\$2.19	1/19/2022	\$1.50	\$1.96
12/6/2021	\$2.09	\$2.18	1/20/2022	\$1.49	\$1.95
12/7/2021	\$2.14	\$2.18	1/21/2022	\$1.46	\$1.94
12/8/2021	\$2.16	\$2.17	1/24/2022	\$1.41	\$1.93
12/9/2021	\$2.07	\$2.17	1/25/2022	\$1.39	\$1.92
12/10/2021	\$2.03	\$2.16	1/26/2022	\$1.42	\$1.91
12/13/2021	\$1.98	\$2.15	1/27/2022	\$1.34	\$1.90
12/14/2021	\$1.91	\$2.14	1/28/2022	\$1.39	\$1.89
12/15/2021	\$1.92	\$2.13	1/31/2022	\$1.48	\$1.88
12/16/2021	\$1.84	\$2.11	2/1/2022	\$1.60	\$1.87
12/17/2021	\$1.88	\$2.10	2/2/2022	\$1.47	\$1.87
12/20/2021	\$1.87	\$2.09	2/3/2022	\$1.51	\$1.86
12/21/2021	\$1.94	\$2.09	2/4/2022	\$1.53	\$1.85
12/22/2021	\$1.95	\$2.08	2/7/2022	\$1.63	\$1.85
12/23/2021	\$1.98	\$2.08	2/8/2022	\$1.61	\$1.85
12/27/2021	\$1.99	\$2.07	2/9/2022	\$1.69	\$1.84
12/28/2021	\$1.90	\$2.07	2/10/2022	\$1.61	\$1.84
12/29/2021	\$1.91	\$2.06	2/11/2022	\$1.61	\$1.84
12/30/2021	\$1.97	\$2.06	2/14/2022	\$1.62	\$1.83
12/31/2021	\$1.97	\$2.06			

**Table B**

<b>Date</b>	<b>Price</b>	<b>Average Closing Price</b>
11/17/2021	\$0.48	\$0.48
11/18/2021	\$0.44	\$0.46
11/19/2021	\$0.44	\$0.45
11/22/2021	\$0.33	\$0.42
11/23/2021	\$0.38	\$0.41
11/24/2021	\$0.34	\$0.40
11/26/2021	\$0.34	\$0.39
11/29/2021	\$0.33	\$0.38
11/30/2021	\$0.32	\$0.38
12/1/2021	\$0.30	\$0.37
12/2/2021	\$0.30	\$0.36
12/3/2021	\$0.25	\$0.35
12/6/2021	\$0.27	\$0.35
12/7/2021	\$0.27	\$0.34
12/8/2021	\$0.27	\$0.34
12/9/2021	\$0.27	\$0.33
12/10/2021	\$0.26	\$0.33
12/13/2021	\$0.26	\$0.32
12/14/2021	\$0.24	\$0.32
12/15/2021	\$0.23	\$0.32
12/16/2021	\$0.21	\$0.31
12/17/2021	\$0.21	\$0.31
12/20/2021	\$0.22	\$0.30
12/21/2021	\$0.22	\$0.30
12/22/2021	\$0.21	\$0.29
12/23/2021	\$0.21	\$0.29
12/27/2021	\$0.20	\$0.29
12/28/2021	\$0.21	\$0.29
12/29/2021	\$0.23	\$0.28
12/30/2021	\$0.20	\$0.28
12/31/2021	\$0.23	\$0.28

<b>Date</b>	<b>Price</b>	<b>Average Closing Price</b>
1/3/2022	\$0.24	\$0.28
1/4/2022	\$0.25	\$0.28
1/5/2022	\$0.22	\$0.28
1/6/2022	\$0.22	\$0.27
1/7/2022	\$0.23	\$0.27
1/10/2022	\$0.21	\$0.27
1/11/2022	\$0.21	\$0.27
1/12/2022	\$0.20	\$0.27
1/13/2022	\$0.20	\$0.27
1/14/2022	\$0.20	\$0.26
1/18/2022	\$0.20	\$0.26
1/19/2022	\$0.20	\$0.26
1/20/2022	\$0.20	\$0.26
1/21/2022	\$0.19	\$0.26
1/24/2022	\$0.16	\$0.26
1/25/2022	\$0.16	\$0.25
1/26/2022	\$0.17	\$0.25
1/27/2022	\$0.17	\$0.25
1/28/2022	\$0.17	\$0.25
1/31/2022	\$0.17	\$0.25
2/1/2022	\$0.22	\$0.25
2/2/2022	\$0.20	\$0.25
2/3/2022	\$0.18	\$0.24
2/4/2022	\$0.24	\$0.24
2/7/2022	\$0.23	\$0.24
2/8/2022	\$0.23	\$0.24
2/9/2022	\$0.22	\$0.24
2/10/2022	\$0.23	\$0.24
2/11/2022	\$0.25	\$0.24
2/14/2022	\$0.26	\$0.24

For Class Members who held Talkspace securities at the beginning of the Class Period or made multiple purchases, acquisitions or sales during the Class Period, the First-In, First-Out (“FIFO”) method will be applied to such holdings, purchases, acquisitions and sales for purposes of calculating a claim. Under the FIFO method, sales of Talkspace securities during the Class Period will be matched, in chronological order, first against Talkspace securities held at the beginning of the Class Period. The remaining sales of Talkspace securities during the Class Period will then be matched, in chronological order, against Talkspace securities purchased or acquired during the Class Period.

A Class Member will be eligible to receive a distribution from the Net Settlement Fund only if a Class Member had a net overall loss, after all profits from transactions in all Talkspace securities described above during the Class Period are subtracted from all losses. However, the proceeds from sales of Talkspace securities that have been matched against Talkspace securities held at the beginning of the Class Period will not be used in the calculation of such net loss. No distributions will be made to Authorized Claimants who would otherwise receive a distribution of less than \$10.00.

A purchase, acquisition or sale of Talkspace securities shall be deemed to have occurred on the “contract” or “trade” date as opposed to the “settlement” or “payment” date. All purchase, acquisition and sale prices shall exclude any fees and commissions. The receipt or grant by gift, devise, or operation of law of Talkspace securities during the Class Period shall not be deemed a purchase, acquisition or sale of Talkspace securities for the calculation of a claimant’s recognized claim nor shall it be deemed an assignment of any claim relating to the purchase or acquisition of such security unless specifically provided in the instrument of gift or assignment. The receipt of Talkspace securities during the Class Period in exchange for securities of any other corporation or entity shall not be deemed a purchase or acquisition of Talkspace securities. The receipt of Talkspace securities during the Class Period pursuant to a Private Investment in Public Equity (“PIPE”) contractual requirement shall not be deemed a purchase or acquisition of Talkspace securities.

With respect to Talkspace securities purchased or sold through the exercise of an option, the purchase/sale of the Talkspace securities is the exercise date of the option and the purchase/sale price of the Talkspace securities is the exercise price of the option. Any recognized claim arising from the purchase of Talkspace securities acquired during the Class Period through the exercise of an option on Talkspace securities shall be computed as provided for other purchases of Talkspace securities in the Plan of Allocation.

Distributions will be made to Authorized Claimants after all claims have been processed, after the Court has finally approved the Settlement, and after any appeals are resolved. If there is any balance remaining in the Net Settlement Fund after at least six (6) months from the initial date of distribution of the Net Settlement Fund (whether by reason of tax refunds, uncashed checks, or otherwise), the Claims Administrator shall, if feasible, reallocate such balance among Authorized Claimants in an equitable and economic fashion. These redistributions shall be repeated until the balance remaining in the Net Settlement Fund is no longer economically feasible to distribute to Class Members. Thereafter, any balance that still remains in the Net Settlement Fund shall be donated to any appropriate non-sectarian, non-profit charitable organization(s) serving the public interest.

Please contact the Claims Administrator or Lead Counsel if you disagree with any determinations made by the Claims Administrator regarding your Proof of Claim. If you are dissatisfied with the determinations, you may ask the Court, which retains jurisdiction over all Class Members and the claims administration process, to decide the issue by submitting a written request.

The Court has reserved jurisdiction to allow, disallow, or adjust the claim of any Class Member on equitable grounds.

Payment pursuant to the Plan of Allocation set forth above shall be conclusive against all Authorized Claimants. Defendants, their respective counsel, and all other Released Defendant Parties 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. No Person shall have any claim against Plaintiffs, Plaintiffs' Counsel, the Claims Administrator, or other Person designated by Lead Counsel, Defendants, or Defendants' Counsel based on distributions made substantially in accordance with the Stipulation and the Settlement contained therein, the Plan of Allocation, or further orders of the Court. All Class Members who fail to complete and submit a valid and timely Proof of Claim shall be barred from participating in distributions from the Net Settlement Fund (unless otherwise ordered by the Court), but otherwise shall be bound by all of the terms of the Stipulation, including the terms of any judgment entered and the releases given.

**SPECIAL NOTICE TO SECURITIES BROKERS AND OTHER NOMINEES**

If you held Talkspace common stock on May 19, 2021, or were entitled to vote on approval of the Merger, or purchased or acquired Talkspace securities during the Class Period for the beneficial interest of an individual or organization other than yourself, the Court has directed that, WITHIN SEVEN (7) DAYS OF YOUR RECEIPT OF THIS NOTICE, you either (a) provide to the Claims Administrator the name and last known address (including email address if available) of each person or organization for whom or which you purchased or acquired such Talkspace securities during such time period, or (b) request additional copies of the Postcard Notice, which will be provided to you free of charge, and within seven (7) days mail or email the Postcard Notice form directly to the beneficial owners of the Talkspace securities referred to herein. If you choose to follow alternative procedure (b), upon such mailing, you must send a statement to the Claims Administrator confirming that the mailing was made as directed and retain the names and addresses for any future mailings to Class Members. You are entitled to reimbursement from the Settlement Fund of your reasonable expenses actually incurred in connection with the foregoing, including reimbursement of postage expense and the cost of ascertaining the names and addresses of beneficial owners. Your reasonable expenses will be paid upon request and submission of appropriate supporting documentation. Reasonable out-of-pocket expenses actually incurred in connection with the foregoing includes up to \$0.03 for providing names, addresses, and email addresses to the Claims Administrator per record; up to a maximum of \$0.03 per Postcard Notice mailed by you, plus postage at the rate used by the Claims Administrator; or \$0.03 per notice sent by email. Such properly documented expenses incurred by nominees in compliance with the terms of these instructions will be paid from the Settlement Fund. All communications concerning the foregoing should be addressed to the Claims Administrator at [notifications@gilardi.com](mailto:notifications@gilardi.com) or:

*Talkspace Securities Settlement*  
Claims Administrator  
c/o Gilardi & Co. LLC  
P.O. Box 301171  
Los Angeles, CA 90030-1171

DATED: June 30, 2023

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BY ORDER OF THE COURT  
UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

In re TALKSPACE, INC. SECURITIES LITIGATION	X : : : X	Civil Action No. 1:22-cv-00163-PGG <u>CLASS ACTION</u>
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**PROOF OF CLAIM AND RELEASE**

**I. GENERAL INSTRUCTIONS**

1. To recover as a Member of the Class based on your claims in the actions *In re Talkspace, Inc. Securities Litigation*, Civil Action No. 1:22-cv-00163-PGG (S.D.N.Y.) (the “Securities Action”) and *Valdez v. Braunstein, et al.*, No. 2022-1148-KSJM (Del. Ch.) (the “Delaware Action,” and with the Securities Action, the “Actions”), you must complete and, on page 10 hereof, sign this Proof of Claim and Release (“Claim Form” or “Proof of Claim”). If you fail to submit a properly addressed (as set forth in paragraph 3 below) Claim Form, postmarked or received by the date shown below, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed settlement of the Actions (the “Settlement”).<sup>1</sup>

2. Submission of this Claim Form, however, does not assure that you will share in the proceeds of the Settlement.

**3. YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED PROOF OF CLAIM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, NO LATER THAN OCTOBER 23, 2023, TO THE COURT-APPOINTED CLAIMS ADMINISTRATOR IN THIS CASE, AT THE FOLLOWING ADDRESS:**

*Talkspace Securities Settlement*  
Claims Administrator  
c/o Gilardi & Co. LLC  
P.O. Box 301171  
Los Angeles, CA 90030-1171

Online Submissions: [www.TalkspaceSecuritiesSettlement.com](http://www.TalkspaceSecuritiesSettlement.com)

Do not mail or deliver your Claim Form to the Court, the parties to the Actions, or their counsel. Submit your Claim Form only to the Claims Administrator at the address set forth above. If you are NOT a Member of the Class (as defined below and in the Notice of Pendency and Proposed Settlement of Class Actions (the “Notice”)), DO NOT submit a Proof of Claim.

4. If you are a Member of the Class and you do not request exclusion, you will be bound by the terms of any judgment entered in the Actions, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.

5. It is important that you completely read and understand the Notice that accompanies this Claim Form, including the Plan of Allocation of the Net Settlement Fund set forth in the Notice. The Notice describes the proposed Settlement, how the Class Members are affected by the Settlement, and the manner in which the Net Settlement Fund will be distributed if the Settlement and Plan of Allocation are approved by the Court. The Notice also contains the definitions of many of the defined terms (which are indicated by initial capital letters) used in this Claim Form. By signing and submitting this Claim Form, you will be certifying that you have read and that you understand the Notice, including the terms of the releases described therein and provided for herein.

**II. CLAIMANT IDENTIFICATION**

You are a Member of the Class if you purchased or otherwise acquired Talkspace, Inc. f/k/a Hudson Executive Investment Corp. (“Talkspace”) securities during the period between June 11, 2020 and November 15, 2021, inclusive (the “Class Period”), or if you held Talkspace common stock as of the Record Date for the special meeting of shareholders on June 17, 2021 to consider approval of the Merger or you were entitled to vote on the approval of the Merger. Excluded from the Class are: Defendants in the Actions and members of their immediate families, the officers and directors of Talkspace, at all relevant times, and members of their immediate families, the legal representatives, heirs, successors, or assigns of any of the foregoing, and any entity in which Defendants in the Actions have or had a controlling interest. Also excluded from the Class is any Person who would otherwise be a Member of the Class but who validly and timely requested exclusion in accordance with the requirements set by the Court in connection with the Settlement.

<sup>1</sup> This Proof of Claim incorporates by reference the definitions in the Stipulation of Settlement dated May 19, 2023 (“Stipulation”), which can be obtained at [www.TalkspaceSecuritiesSettlement.com](http://www.TalkspaceSecuritiesSettlement.com).

Use Part I of this form entitled "Claimant Identification" to identify each purchaser, acquirer, or holder of record ("nominee"), if different from the beneficial purchaser, acquirer, or holder of the Talkspace securities which forms the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S), ACQUIRER(S), OR HOLDER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S), ACQUIRER(S), OR HOLDER(S) OF THE TALKSPACE SECURITIES UPON WHICH THIS CLAIM IS BASED.

All joint purchasers, acquirers, or holders must sign this Claim Form. Executors, administrators, guardians, conservators, and trustees must complete and sign this Claim Form on behalf of persons represented by them, and their authority must accompany this claim and their titles or capacities must be stated. The last four digits of the Social Security number (or full taxpayer identification number) and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

If you are acting in a representative capacity on behalf of a Member of the Class (for example, as an executor, administrator, trustee, or other representative), you must submit evidence of your current authority to act on behalf of that Member of the Class. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.

One claim should be submitted for each separate legal entity. Separate Claim Forms should be submitted for each separate legal entity (e.g., a claim from joint owners should not include separate transactions of just one of the joint owners, and an individual should not combine his or her IRA transactions with transactions made solely in the individual's name). Conversely, a single Claim Form should be submitted on behalf of one legal entity including all transactions made by that entity on one Claim Form, no matter how many separate accounts that entity has (e.g., a corporation with multiple brokerage accounts should include all transactions made in all accounts on one Claim Form).

**NOTICE REGARDING ELECTRONIC FILES:** Certain claimants with large numbers of transactions may request to, or may be requested to, submit information regarding their transactions in electronic files. All claimants MUST submit a manually signed paper Proof of Claim listing all their transactions whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at [edata@gilardi.com](mailto:edata@gilardi.com) to obtain the required file layout. Any file not in accordance with the required electronic filing format will be subject to rejection. Only one claim should be submitted for each separate legal entity, and the complete name of the beneficial owner(s) of the securities must be entered where called for. The Third Party Filer shall not be the payee of any distribution payment check or electronic distribution payment. Distribution payments must be made by check or electronic payment payable to the Authorized Claimant (beneficial account owner). The Third Party Filer shall not be the payee of any distribution payment check or electronic distribution payment. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgement of receipt and acceptance of electronically submitted data.

### **III. CLAIM FORM**

Use Part II of this form "Schedule of Transactions in Talkspace Securities," to supply all required details of your transaction(s) and holdings in Talkspace securities. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

On the schedules, provide all of the requested information with respect to all of your purchases or acquisitions and all of your sales of Talkspace securities between June 11, 2020 and February 14, 2022, inclusive, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to all of the Talkspace securities you held at the end of the day on June 10, 2020, May 19, 2021, November 15, 2021, and February 14, 2022. Failure to report all such transactions and holdings may result in the rejection of your claim.

List these transactions and holdings separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

For short-sale transactions, the date of covering a "short sale" is deemed to be the date of purchase of Talkspace securities, and the date of a "short sale" is deemed to be the date of sale of Talkspace securities.

For each transaction, you must provide, together with this Claim Form, copies of stockbroker confirmation slips, stockbroker statements, or other documents adequately evidencing your transactions and holdings in Talkspace securities. If any such documents are not in your possession, please obtain a copy or equivalent documents from your broker because these documents are necessary to prove and process your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

**PLEASE NOTE:** As set forth in the Plan of Allocation, each Authorized Claimant shall receive his, her, their, or its *pro rata* share of the Net Settlement Fund. If the prorated payment to any Authorized Claimant calculates to less than \$10.00, it will not be included in the calculation and no distribution will be made to that Authorized Claimant.

Must Be Postmarked (if Mailed)  
or Received (if Submitted Online)  
No Later Than October 23, 2023

**TKSP**

Please Type or Print in the Boxes Below  
Must use Black or Blue Ink or your claim  
may be deemed deficient.

Official  
Office  
Use  
Only

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK  
*In re Talkspace, Inc. Securities Litigation*  
Civil Action No. 1:22-cv-00163-PGG

*Valdez v. Braunstein, et al.*  
No. 2022-1148-KSJM (Del. Ch.)

**PROOF OF CLAIM AND RELEASE**

**REMEMBER TO ATTACH COPIES OF BROKER CONFIRMATIONS OR OTHER DOCUMENTATION OF YOUR TRANSACTIONS AND HOLDINGS IN TALKSPACE SECURITIES. FAILURE TO PROVIDE THIS DOCUMENTATION COULD DELAY VERIFICATION OF YOUR CLAIM OR RESULT IN REJECTION OF YOUR CLAIM.**

**PART I. CLAIMANT IDENTIFICATION**

Last Name M.I. First Name

Last Name (Co-Beneficial Owner) M.I. First Name (Co-Beneficial Owner)

IRA  Joint Tenancy  Employee  Individual  Other

Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA (specify)

Trustee/Asset Manager/Nominee/Record Owner's Name (If Different from Beneficial Owner Listed Above)

Account#/Fund# (Not Necessary for Individual Filers)

Last Four Digits of Social Security Number Taxpayer Identification Number

Telephone Number (Primary Daytime) Telephone Number (Alternate)

Email Address

**MAILING INFORMATION**

Address

Address (cont.)

City State ZIP Code

Foreign Province Foreign Postal Code Foreign Country Name/Abbreviation

FOR CLAIMS PROCESSING ONLY	OB	CB	<input type="radio"/> ATP <input type="radio"/> KE <input type="radio"/> ICI	<input type="radio"/> BE <input type="radio"/> DR <input type="radio"/> EM	<input type="radio"/> FL <input type="radio"/> ME <input type="radio"/> ND	<input type="radio"/> OP <input type="radio"/> RE <input type="radio"/> SH	MM / DD / YYYY	FOR CLAIMS PROCESSING ONLY
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A. Number of shares of Talkspace warrants held at the close of trading on June 10, 2020:  Proof Enclosed?  Y  N

B. Purchases or acquisitions of Talkspace warrants between June 11, 2020 and February 14, 2022, inclusive:

PURCHASES								Total Purchase or Acquisition Price (Excluding commissions, taxes and fees)	Proof of Purchase Enclosed?						
Trade Date(s) (List Chronologically)				Number of Warrants Purchased or Acquired											
M	M	D	D		Y	Y	Y	Y							
1.			/			/		\$						<input type="radio"/> Y	<input type="radio"/> N
2.			/			/		\$						<input type="radio"/> Y	<input type="radio"/> N
3.			/			/		\$						<input type="radio"/> Y	<input type="radio"/> N
4.			/			/		\$						<input type="radio"/> Y	<input type="radio"/> N
5.			/			/		\$						<input type="radio"/> Y	<input type="radio"/> N

C. Sales of Talkspace warrants between June 11, 2020 and February 14, 2022, inclusive:

SALES								Total Sales Price (Excluding commissions, taxes and fees)	Proof of Sales Enclosed?						
Trade Date(s) of Shares (List Chronologically)				Number of Shares Sold											
M	M	D	D		Y	Y	Y	Y							
1.			/			/		\$						<input type="radio"/> Y	<input type="radio"/> N
2.			/			/		\$						<input type="radio"/> Y	<input type="radio"/> N
3.			/			/		\$						<input type="radio"/> Y	<input type="radio"/> N
4.			/			/		\$						<input type="radio"/> Y	<input type="radio"/> N
5.			/			/		\$						<input type="radio"/> Y	<input type="radio"/> N

D. Number of shares of Talkspace warrants held at the close of trading on November 15, 2021:  Proof Enclosed?  Y  N

E. Number of shares of Talkspace warrants held at the close of trading on February 14, 2022:  Proof Enclosed?  Y  N



A. Number of shares of HEC common stock held at the close of trading on June 10, 2020:  Proof Enclosed?  Y  N

B. Purchases or acquisitions of HEC common stock between June 11, 2020 and February 14, 2022, inclusive:

PURCHASES										Total Purchase or Acquisition Price (Excluding commissions, taxes and fees)		Proof of Purchase Enclosed?					
Trade Date(s) (List Chronologically)										Number of Shares Purchased or Acquired							
M	M	D	D	Y	Y	Y	Y										
1.			/			/				\$						<input type="radio"/> Y	<input type="radio"/> N
2.			/			/				\$						<input type="radio"/> Y	<input type="radio"/> N
3.			/			/				\$						<input type="radio"/> Y	<input type="radio"/> N
4.			/			/				\$						<input type="radio"/> Y	<input type="radio"/> N
5.			/			/				\$						<input type="radio"/> Y	<input type="radio"/> N

C. Sales of HEC common stock between June 11, 2020 and February 14, 2022, inclusive:

SALES										Total Sales Price (Excluding commissions, taxes and fees)		Proof of Sales Enclosed?					
Trade Date(s) of Shares (List Chronologically)										Number of Shares Sold							
M	M	D	D	Y	Y	Y	Y										
1.			/			/				\$						<input type="radio"/> Y	<input type="radio"/> N
2.			/			/				\$						<input type="radio"/> Y	<input type="radio"/> N
3.			/			/				\$						<input type="radio"/> Y	<input type="radio"/> N
4.			/			/				\$						<input type="radio"/> Y	<input type="radio"/> N
5.			/			/				\$						<input type="radio"/> Y	<input type="radio"/> N

D. Number of shares of HEC common stock held at the close of trading on May 19, 2021:  Proof Enclosed?  Y  N

E. Number of shares of HEC common stock held at the close of trading on November 15, 2021:  Proof Enclosed?  Y  N

F. Number of shares of HEC common stock held at the close of trading on February 14, 2022:  Proof Enclosed?  Y  N



PART II.D SCHEDULE OF TRANSACTIONS IN HEC WARRANTS (CUSIP 143761119)

A. Number of HEC warrants held at the close of trading on June 10, 2020:  Proof Enclosed?  Y  N

B. Purchases or acquisitions of HEC warrants between June 11, 2020 and February 14, 2022, inclusive:

PURCHASES													
Trade Date(s) (List Chronologically)								Number of Warrants Purchased or Acquired	Total Purchase or Acquisition Price (Excluding commissions, taxes and fees)	Proof of Purchase Enclosed?			
M	M	D	D	Y	Y	Y	Y		\$				
1.			/			/						00	<input type="radio"/> Y <input type="radio"/> N
2.			/			/						00	<input type="radio"/> Y <input type="radio"/> N
3.			/			/						00	<input type="radio"/> Y <input type="radio"/> N
4.			/			/						00	<input type="radio"/> Y <input type="radio"/> N
5.			/			/						00	<input type="radio"/> Y <input type="radio"/> N

C. Sales of HEC warrants between June 11, 2020 and February 14, 2022, inclusive:

SALES													
Trade Date(s) of Shares (List Chronologically)								Number of Shares Sold	Total Sales Price (Excluding commissions, taxes and fees)	Proof of Sales Enclosed?			
M	M	D	D	Y	Y	Y	Y		\$				
1.			/			/						00	<input type="radio"/> Y <input type="radio"/> N
2.			/			/						00	<input type="radio"/> Y <input type="radio"/> N
3.			/			/						00	<input type="radio"/> Y <input type="radio"/> N
4.			/			/						00	<input type="radio"/> Y <input type="radio"/> N
5.			/			/						00	<input type="radio"/> Y <input type="radio"/> N

D. Number of HEC warrants held at the close of trading on November 15, 2021:  Proof Enclosed?  Y  N

E. Number of HEC warrants held at the close of trading on February 14, 2022:  Proof Enclosed?  Y  N

If you require additional space, attach extra schedules in the same format as above. Sign and print your name and the last four digits of your Social Security/taxpayer identification number on each additional page.

**YOU MUST READ AND SIGN THE RELEASE ON PAGE 10. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.**



PART II.E SCHEDULE OF TRANSACTIONS IN HEC UNITS (CUSIP 743761200)

A. Number of HEC Units held at the close of trading on June 10, 2020:  Proof Enclosed?  Y  N

B. Purchases or acquisitions of HEC Units between June 11, 2020 and February 14, 2022, inclusive:

PURCHASES								Total Purchase or Acquisition Price (Excluding commissions, taxes and fees)	Proof of Purchase Enclosed?						
Trade Date(s) (List Chronologically)				Number of Units Purchased or Acquired											
M	M	D	D	Y	Y	Y	Y								
1.			/			/		\$						<input type="radio"/> Y	<input type="radio"/> N
2.			/			/		\$						<input type="radio"/> Y	<input type="radio"/> N
3.			/			/		\$						<input type="radio"/> Y	<input type="radio"/> N
4.			/			/		\$						<input type="radio"/> Y	<input type="radio"/> N
5.			/			/		\$						<input type="radio"/> Y	<input type="radio"/> N

C. Sales of HEC Units between June 11, 2020 and February 14, 2022, inclusive:

SALES								Total Sales Price (Excluding commissions, taxes and fees)	Proof of Sales Enclosed?						
Trade Date(s) of Units (List Chronologically)				Number of Units Sold											
M	M	D	D	Y	Y	Y	Y								
1.			/			/		\$						<input type="radio"/> Y	<input type="radio"/> N
2.			/			/		\$						<input type="radio"/> Y	<input type="radio"/> N
3.			/			/		\$						<input type="radio"/> Y	<input type="radio"/> N
4.			/			/		\$						<input type="radio"/> Y	<input type="radio"/> N
5.			/			/		\$						<input type="radio"/> Y	<input type="radio"/> N

D. Number of shares of HEC Units held at the close of trading on May 19, 2021:  Proof Enclosed?  Y  N

E. Number of shares of HEC Units held at the close of trading on November 15, 2021:  Proof Enclosed?  Y  N

F. Number of shares of HEC Units held at the close of trading on February 14, 2022:  Proof Enclosed?  Y  N

If you require additional space, attach extra schedules in the same format as above. Sign and print your name and the last four digits of your Social Security/taxpayer identification number on each additional page.

**YOU MUST READ AND SIGN THE RELEASE ON PAGE 10. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.**



#### IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim under the terms of the Stipulation described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Southern District of New York with respect to my (our) claim as a Member of the Class and for purposes of enforcing the releases set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of the Stipulation and any judgment that may be entered in the Actions, including the releases and the covenants set forth herein. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I (We) have not submitted any other claim in connection with the purchase, acquisition or holding of Talkspace securities during the Class Period and know of no other person having done so on my (our) behalf.

#### V. RELEASES

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever waive, compromise, settle, discharge, extinguish and release from the Released Claims each and all of the Released Defendant Parties.

2. "Released Defendant Party" or "Released Defendant Parties" mean each and all of Defendants, Defendants' Counsel, and any of their Related Parties.

3. "Released Claims" means any and all rights, liabilities, suits, debts, obligations, demands, damages, losses, judgment, matters, issues, claims (including "Unknown Claims," as defined below), and causes of action of every nature and description whatsoever, in law, equity, or otherwise, whether known or unknown, asserted or unasserted, accrued or unaccrued, fixed or contingent, liquidated or unliquidated, whether arising under federal, state, local, statutory, common law, foreign law, or any other law, rule, or regulation, whether class and/or individual in nature, concerning, based on, arising out of, or in connection with both the purchase (or other acquisition), sale, ownership, voting, holding, redemption, or decision not to redeem Talkspace securities during the Class Period and the acts, facts, matters, occurrences, disclosures, filings, representations, statements, or omissions that were or could have been alleged or asserted by Plaintiffs in the Actions. "Released Claims" does not include: (i) any derivative claims asserted by or on behalf of Talkspace's shareholders, including, without limitation, in the action entitled *In re Talkspace Stockholder Derivative Litigation*, Case No. 22-cv-05016 (S.D.N.Y.); (ii) claims brought pursuant to the Employee Retirement Income Security Act of 1974 (ERISA); and (iii) any claims to enforce the Settlement.

4. "Released Defendants' Claims" means any and all claims and causes of action of every nature and description whatsoever, including both known claims and Unknown Claims, against Plaintiffs, Plaintiffs' Counsel, or any Class Member that arise out of or relate in any way to the institution, prosecution, or settlement of the claims against Defendants in the Actions, except for claims relating to the enforcement of the Settlement.

5. "Unknown Claims" means (a) any and all Released Claims that any of the Releasing Plaintiff Parties do not know or suspect to exist in his, her, their, or its favor at the time of the release of the Released Defendant Parties, which, if known by him, her, them, or it, might have affected his, her, their, or its settlement with and release of the Released Defendant Parties, or might have affected his, her, their, or its decision(s) with respect to the Settlement, including, but not limited to, whether or not to object to this Settlement; and (b) any and all Released Defendants' Claims that any of the Released Defendant Parties do not know or suspect to exist in his, her, their, or its favor at the time of the release of Plaintiffs, the Class, and Plaintiffs' Counsel, which, if known by him, her, them, or it, might have affected his, her, their, or its settlement and release of Plaintiffs, the Class, and Plaintiffs' Counsel. With respect to (a) any and all Released Claims against the Released Defendant Parties, and (b) any and all Released Defendants' Claims against Plaintiffs, the Class, and Plaintiffs' Counsel, the Settling Parties stipulate and agree that, upon the Effective Date, the Settling Parties shall expressly waive, and each Releasing Plaintiff Party and Released Defendant Party shall be deemed to have, and by operation of the Judgment shall have, expressly waived the provisions, rights, and benefits of California Civil Code §1542, which provides:

A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.



The Settling Parties shall expressly waive, and each Releasing Plaintiff Party and Released Defendant Party shall be deemed to have, and by operation of the Judgment shall have, expressly waived 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 is similar, comparable, or equivalent to California Civil Code §1542. The Releasing Plaintiff Parties and Released Defendant Parties acknowledge that they may hereafter discover facts, legal theories, or authorities in addition to or different from those which he, she, it, or their counsel now knows or believes to be true with respect to the subject matter of the Released Claims or Released Defendants' Claims, but (a) the Releasing Plaintiff Parties shall expressly fully, finally, and forever waive, compromise, settle, discharge, extinguish and release, and each Releasing Plaintiff Party shall be deemed to have waived, compromised, settled, discharged, extinguished, and released, and, upon the Effective Date, and by operation of the Judgment, shall have waived, compromised, settled, discharged, extinguished, and released, fully, finally, and forever, any and all Released Claims against the Released Defendant Parties, known or unknown, suspected or unsuspected, contingent or non-contingent, accrued or unaccrued, whether or not concealed or hidden, which now exist, or heretofore have existed, or may hereafter exist, 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, legal theories, or authorities, and (b) the Released Defendant Parties shall expressly fully, finally, and forever waive, compromise, settle, discharge, extinguish and release, and, upon the Effective Date, and by operation of the Judgment, shall have waived, compromised, settled, discharged, extinguished, and released, fully, finally, and forever, any and all Released Defendants' Claims against Plaintiffs, the Class, and Plaintiffs' Counsel, 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, legal theories, or authorities. The Settling Parties acknowledge, and the Releasing Plaintiff Parties and Released Defendant Parties shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and is an essential element of the Settlement of which this release is a part.

6. These releases shall be of no force or effect unless and until the Court approves the Stipulation and the Settlement becomes effective on the Effective Date.

7. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any claim or matter released pursuant to this release or any other part or portion thereof.

8. I (We) hereby warrant and represent that I (we) have included information about all of my (our) purchases, acquisitions, and sales of Talkspace securities during the Class Period and the number of Talkspace securities held by me (us) at the end of the day on June 11, 2020, May 19, 2021, November 15, 2021, and February 14, 2022.



I (We) declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct.

Executed this \_\_\_\_\_ day of \_\_\_\_\_ in \_\_\_\_\_  
(Month/Year) (City/State/Country)

\_\_\_\_\_  
(Sign your name here)

\_\_\_\_\_  
(Sign your name here)

\_\_\_\_\_  
(Type or print your name here)

\_\_\_\_\_  
(Type or print your name here)

\_\_\_\_\_  
(Capacity of person(s) signing, e.g.,  
Beneficial Purchaser or Acquirer, Executor or Administrator)

\_\_\_\_\_  
(Capacity of person(s) signing, e.g.,  
Beneficial Purchaser or Acquirer, Executor or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME. THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please sign the above release and declaration.
2. If this Claim is being made on behalf of Joint Claimants, then both must sign.
3. Remember to attach copies of supporting documentation, if available.
4. **Do not send** originals of certificates.
5. Keep a copy of your Proof of Claim and all supporting documentation for your records.
6. If you desire an acknowledgment of receipt of your Proof of Claim, please send it Certified Mail, Return Receipt Requested.
7. If you move, please send your new address to the address below.
8. **Must use Black or Blue Ink** on the Proof of Claim or supporting documentation or your claim may be deemed deficient.

**THIS CLAIM FORM MUST BE SUBMITTED ONLINE OR POSTMARKED NO LATER THAN OCTOBER 23, 2023:**

*Talkspace Securities Settlement*  
Claims Administrator  
c/o Gilardi & Co. LLC  
P.O. Box 301171  
Los Angeles, CA 90030-1171  
[www.TalkspaceSecuritiesSettlement.com](http://www.TalkspaceSecuritiesSettlement.com)





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# EXHIBIT C

1 McInnis Parkway  
Suite 250  
San Rafael, CA 94903  
P: (415) 458-3015

July 21, 2023

«FirstName» «LastName»  
«Company»  
«Addr1»  
«Addr2»  
South Bend, IN 46601  
«FCountry»

**Re: Talkspace Securities Settlement**

Dear «GENDER» «LastName»:

Please find enclosed the Notice of Pendency and Proposed Settlement of Class Action (the “Notice”) and Proof of Claim and Release for the above referenced litigation. Please note both the Class Period and the designated eligible securities described on page one of the Notice, specifically the inclusion of (1) all Persons that purchased or otherwise acquired Talkspace, Inc. f/k/a Hudson Executive Investment Corp. (“Talkspace” or the “Company”) securities between June 11, 2020 and November 15, 2021, inclusive; and (2) all holders of Talkspace common stock as of the record date for the special meeting of shareholders held on June 17, 2021 to consider approval of the Merger between Talkspace and Hudson Executive Investment Corp. (the “Merger”) or who were entitled to vote on the approval of the Merger (“Class” or “Class Member”). In addition, **the Notice provides that the exclusion deadline is October 9, 2023 and the claim submission deadline is October 23, 2023.**

Please pay particular attention to the "Special Notice to Securities Brokers and Other Nominees" on page sixteen of the Notice. Please do not make your own copies of the Proof of Claim and Release, as copies may not be accepted for processing. Additional copies of the appropriate documents may be requested by contacting us at the below email address.

If we conduct the necessary mailing on your behalf, please submit names and addresses either via email to [Notifications@Gilardi.com](mailto:Notifications@Gilardi.com), via CD Rom to the above address or contact us to obtain secure FTP transmission instructions. Mailing labels will be accepted, but you may be requested to provide an additional copy of the address information you send. Do not include any confidential information that should not appear on a mailing label.

The data provided must be in one of the following formats:

- ASCII Fixed Length file
- ASCII Tab Delimited file
- Microsoft Excel spreadsheet

Your request must also specify the case name and Control Total(s) (for example, the total number of name and address records provided) for each file submission. If you have any questions, please email [Notifications@Gilardi.com](mailto:Notifications@Gilardi.com).

Sincerely,

Gilardi and Company, LLC

# EXHIBIT D



## BUSINESS &amp; FINANCE

# Extreme Summer Heat Is Testing Airlines

By ALISON SIDER

Travelers and crew members endured sweltering temperatures as their plane waited on the tarmac. Carriers supplied baggage handlers with ice and extra breaks. Airlines lightened jets to aid takeoff in the lighter air.

A heat wave that engulfed swaths of the U.S. in recent weeks is putting up fresh challenges for airlines amid the hectic summer travel season.

Christopher DeBoer was a passenger on Delta Flight 555, scheduled to fly July 17 from Las Vegas to Atlanta. The flight was on the ground for about three hours in the 111-degree heat before it was canceled. "It was incredibly uncomfortable," he said. "You could kind of smell the mustiness."

The Transportation Department is investigating the incident. Delta Air Lines said it is cooperating with the investigation and looking into what led to the uncomfortable temperatures in the cabin.

For airlines that navigated a

spate of disruptive summer storms, the record-breaking heat hitting parts of the U.S. is creating additional difficulties. Workers who sling bags outside need more frequent breaks. When temperatures surge, planes sometimes need longer runways or must reduce weight to take off in the less dense air.

Delta, American Airlines, United Airlines, Southwest Airlines and other carriers said workers are encouraged to take breaks and keep hydrated during the hot summer months. American Airlines said it has had a "very small number" of flight diversions and delays related to high temperatures, but has worked to avoid a more significant impact.

"We're really taking this seriously, and we're going to have to as we go forward," American Airlines Chief Executive Robert Isom said during an earnings conference call last week.

Carriers say they work to ensure planes have appropriate air conditioning before passengers board. They pump chilled air through hoses at the gate to cool cabins and can run auxil-

iary power units for air conditioning, particularly when planes are taxiing.

Passengers and crew members at times complain that planes can start to feel like ovens as they linger on the ground with the sun beating down.

"It's a consistent issue. It comes up every single summer," said Taylor Garland, a spokeswoman for the Association of Flight Attendants-CWA, which represents flight attendants at several airlines. Auxiliary power units can break or aren't turned on soon enough, and airports might not always have enough cooling units, she said.

AFA in 2018 petitioned the Transportation Department to set cabin-temperature standards. That year the group, along with the union that represents Southwest Airlines' flight attendants, launched an app for flight attendants to report extreme temperature readings. No limits have been set.

A provision in a bill to reauthorize the Federal Aviation Administration, passed in the



Water is delivered to grounds crew at Sky Harbor International Airport in Phoenix.

House last week, calls for a study of the effect on passengers and crew when temperatures inside planes reach extreme levels. Companion legislation set to be debated in the Senate includes a similar measure.

Following the July 17 flight, Delta awarded passengers 20,000 SkyMiles and refunded their fares, in addition to providing meal and hotel vouchers to the customers stuck in Las Vegas overnight.

"We recognize that you endured a very poor cabin experience due to a taxi delay and

high cabin temperatures attributable to the scorching temperatures in the Las Vegas area on your day of travel," the airline later wrote in a note to passengers. "We deeply regret the conditions on board flight 555."

A flight attendant and passenger were treated at a local hospital, a Delta spokesman said.

A domestic flight that has been delayed on the ground has three hours before it has to start moving to a location where passengers can exit, and airlines can rack up fines for violations. The Delta flight's time

on the ground included periods when it returned to the gate, the airline said.

Carriers have to maintain a "comfortable cabin temperature" during lengthy ground delays, but regulations don't set a temperature range.

The Transportation Department's inspector general has said the lack of a set definition of a comfortable cabin temperature has made it difficult for the department to enforce those rules, and recommended nearly a decade ago that the department enshrine the definition in regulations.

## Carriers' Business Travel Lags

Continued from page B1

and what days of the week.

The drop-off in flying from Monday to Tuesday and Wednesday will be sharper. Southwest will pivot from some short-haul routes aimed at business travelers to longer

routes with more potential leisure traffic. And it said it would shift some flights from the early morning or late night hours, favored by road warriors jetting to and from meetings.

Major airlines have said their revenue hit record levels during the three months ended June 30, and Southwest was no exception. But airlines are also facing questions about whether the surging demand of the last two years can be sustained, and pressure from rising wage rates as they strike new labor deals with employees. Southwest shares

closed down 9% Thursday.

Carriers including Delta Air Lines have said they still expect gradual improvement in corporate travel, especially as offices fill up. But changes in how people work are also facilitating more travel. "The less that people are in the office, the more they travel, the more mobile they are," Delta CEO Ed Bastian said this month.

American Airlines has said the share of its revenue coming from pure business travel has declined. The same people who once spent four days a week on the road are often

spending as much or more on vacations or hybrid trips, the company said. That has informed a new strategy—the airline let a chunk of its corporate sales staff go and has been playing down the role of corporate travel agencies and corporate contracts.

Frontier Airlines, a discounter, has also said Tuesdays and Wednesdays—when people are more likely to be at their desks—have become lackluster days for vacationers. The airline earlier this year said it would reorient its schedule to fly more on peak

days and less during the mid-week trough.

There are some indications that domestic demand has cooled off as more travelers have looked abroad, something analysts say could pose a challenge for airlines like Southwest with less exposure to far-flung locales.

Southwest said it expects the third quarter to bring another revenue record, but it said that revenue per seat flown a mile could be as much as 7% lower than in the same period in 2022.

The airline said it is tough

to live up to last year when pent-up demand for travel was first unleashed.

Alaska Airlines, another primarily domestic leisure carrier, said this week that ravenous appetite for international travel has diverted some would-be domestic travelers, which has been a drag on domestic fares. Alaska's shares also sold off sharply after it reported earnings on Tuesday.

Southwest reported a profit of \$683 million in the three months ended June 30, down about 10% from the same period a year earlier.

## ADVERTISEMENT

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## CLASS ACTION

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

In re TALKSPACE, INC. SECURITIES LITIGATION X  
: Civil Action No. 1:22-cv-00163-PGG  
: CLASS ACTION  
: SUMMARY NOTICE OF PROPOSED  
: SETTLEMENT OF CLASS ACTIONS

TO: (1) ALL PERSONS THAT PURCHASED OR OTHERWISE ACQUIRED TALKSPACE, INC. F/K/A HUDSON EXECUTIVE INVESTMENT CORP. ("TALKSPACE" OR THE "COMPANY") SECURITIES BETWEEN JUNE 11, 2020 AND NOVEMBER 15, 2021, INCLUSIVE; AND (2) ALL HOLDERS OF TALKSPACE COMMON STOCK AS OF THE RECORD DATE FOR THE SPECIAL MEETING OF SHAREHOLDERS HELD ON JUNE 17, 2021 TO CONSIDER APPROVAL OF THE MERGER BETWEEN TALKSPACE AND HUDSON EXECUTIVE INVESTMENT CORP. (THE "MERGER" OR WHO WERE ENTITLED TO VOTE ON THE APPROVAL OF THE MERGER ("CLASS" OR "CLASS MEMBER")

THIS NOTICE WAS AUTHORIZED BY THE COURT. IT IS NOT A LAWYER SOLICITATION. PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY.

YOU ARE HEREBY NOTIFIED that a hearing will be held on October 30, 2023, at 10:00 a.m., before Judge Paul G. Gardephe at the United States District Court, Southern District of New York, in Courtroom 705 of the Thurgood Marshall United States Courthouse, 40 Foley Square, New York, NY 10007 to determine whether: (1) the proposed settlement (the "Settlement") of the above-captioned action (the "Action") as set forth in the Stipulation of Settlement ("Stipulation") for \$8,500,000 in cash should be approved by the Court as fair, reasonable, and adequate; (2) the Judgment as provided under the Stipulation should be entered dismissing the Action with prejudice; (3) to award Lead Counsel attorneys' fees and expenses out of the Settlement Fund (as defined in the Notice of Pendency and Proposed Settlement of Class Actions ("Notice"), which is discussed below) and to award Plaintiffs reimbursement of their time and expenses pursuant to 15 U.S.C. §78u-4(a)(4) in connection with their representation of the Class, and, if so, in what amounts; and (4) the Plan of Allocation should be approved by the Court as fair, reasonable, and adequate.

The Court may decide to conduct the Settlement Hearing by video or telephonic conference, or otherwise allow Class Members to appear remotely at the hearing, without further written notice to the Class. In order to determine whether the date and time of the Settlement Hearing have changed, or whether Class Members must or may participate by phone or video, it is important that you monitor the Court's docket and the Settlement website, www.TalkspaceSecuritiesSettlement.com, before making any plans to attend the Settlement Hearing. Updates regarding the Settlement Hearing, including any changes to the date or time of the hearing or updates regarding in-person or remote appearances at the hearing, will be posted to the Settlement website, www.TalkspaceSecuritiesSettlement.com. Also, if the Court requires or allows Class Members to participate in the Settlement Hearing by remote means, the information for accessing the hearing will be posted to the Settlement website.

IF YOU PURCHASED OR OTHERWISE ACQUIRED TALKSPACE SECURITIES BETWEEN JUNE 11, 2020 AND NOVEMBER 15, 2021, INCLUSIVE, OR IF YOU HELD TALKSPACE COMMON SHARES ON MAY 19, 2021, THE RECORD DATE FOR THE VOTE ON THE MERGER, YOUR RIGHTS MAY BE AFFECTED BY THE SETTLEMENT OF THE ACTIONS.

To share in the distribution of the Settlement Fund, you must establish your rights by submitting a Proof of Claim and Release form ("Proof of Claim") by mail (postmarked no later than October 23, 2023) or electronically (no later than October 23, 2023). Your failure to submit your Proof of Claim by October 23, 2023, will subject your claim to rejection and preclude your receiving any of the recovery in connection with the Settlement of the Actions. If you are a Member of the Class, and do not request exclusion from the Class, you will be bound by the Settlement and any judgment and release entered in the Actions, including, but not limited to, the Judgment, whether or not you submit a Proof of Claim.

If you have not received a copy of the Notice, which more completely describes the Settlement and your rights thereunder (including your right to object to the Settlement), and a Proof of Claim, you may obtain these documents, as well as a copy of the Stipulation (which, among other things, contains definitions for the defined terms used in this Summary Notice) and other Settlement documents, online at www.TalkspaceSecuritiesSettlement.com, or by writing to:

Talkspace Securities Settlement  
Claims Administrator  
c/o Gilardi & Co. LLC  
P.O. Box 301171  
Los Angeles, CA 90030-1171

Inquiries should NOT be directed to Defendants, the Court, or the Clerk of the Court.

Inquiries, other than requests for the Notice or for a Proof of Claim, may be made to Lead Counsel:

ROBBINS GELLER RUDMAN & DOWD LLP  
Ellen Gusikoff Stewart  
655 West Broadway, Suite 1900  
San Diego, CA 92101  
Telephone: 1-800-449-4900  
settlementinfo@rgdlaw.com

- OR -

ROLNICK KRAMER SADIGHI LLP  
Marc B. Kramer  
1251 Avenue of the Americas  
New York, NY 10020  
Telephone: 1-212-597-2838

IF YOU DESIRE TO BE EXCLUDED FROM THE CLASS, YOU MUST SUBMIT A REQUEST FOR EXCLUSION SUCH THAT IT IS POSTMARKED BY OCTOBER 9, 2023, IN THE MANNER AND FORM EXPLAINED IN THE NOTICE. ALL CLASS MEMBERS WILL BE BOUND BY THE SETTLEMENT EVEN IF THEY DO NOT SUBMIT A TIMELY PROOF OF CLAIM.

IF YOU ARE A CLASS MEMBER, YOU HAVE THE RIGHT TO OBJECT TO THE SETTLEMENT, THE PLAN OF ALLOCATION, THE REQUEST BY LEAD COUNSEL FOR AN AWARD OF ATTORNEYS' FEES ON BEHALF OF ALL PLAINTIFFS' COUNSEL NOT TO EXCEED 30% OF THE \$8,500,000 SETTLEMENT AMOUNT AND EXPENSES NOT TO EXCEED \$75,000 AND AWARDS TO PLAINTIFFS NOT TO EXCEED \$25,000 IN THE AGGREGATE IN CONNECTION WITH THEIR REPRESENTATION OF THE CLASS. ANY OBJECTIONS MUST BE FILED WITH THE COURT AND SENT TO LEAD COUNSEL AND DEFENDANTS' COUNSEL BY OCTOBER 9, 2023, IN THE MANNER AND FORM EXPLAINED IN THE NOTICE.

DATED: June 30, 2023

BY ORDER OF THE COURT  
UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

<sup>1</sup> The Stipulation can be viewed and/or obtained at www.TalkspaceSecuritiesSettlement.com.

<sup>2</sup> The action entitled *Valdez v. Braunstein, et al.*, No. 2022-1148-KSJM (Del. Ch.) (the "Delaware Action") is also being resolved. The Action and the Delaware Action are referred to as the "Actions."

## Shell's Shareholder Payouts Rise Despite Energy Slump

By MARI NOVIK  
AND JENNY STRASBURG

LONDON—Weaker oil and natural-gas prices and softer demand for everything from chemicals to U.S. renewable power took a bite out of Shell's second-quarter profit a year after the war in Ukraine supercharged commodity prices, fueling a record haul for Europe's biggest energy company.

Still, the U.K.-based company on Thursday increased its dividend and said it would buy back \$3 billion more in shares this quarter, reflecting new Chief Executive Wael Sawan's quest to keep cash-thirsty investors happy amid energy-price drops and economic uncertainty.

Shell's adjusted earnings for the quarter, which strip out certain commodity price adjustments and one-time charges, were \$5.1 billion. The result compared with a consensus forecast of \$5.6 billion, based on a survey of 23 analysts compiled for Shell by an outside firm.

The company's shares in London fell 1.4% Thursday.

Shell's core integrated-gas unit, which includes its leading business selling liquefied natural gas, also fell short of analyst expectations. The division posted \$2.5 billion in adjusted earnings, compared with \$2.6 billion forecast by analysts.

Shell's outlook for its oil and gas production and LNG volumes were below market expectations, said RBC Capital Markets analyst Biraj Borkhataria in a research note Thursday morning.

Shell's outlook depends in part on demand for LNG. Strong supplies of European natural gas stowed away in the region's storage facilities, combined with muted demand from China's big industrial users, have left Europe well prepared for this winter, Sawan said.

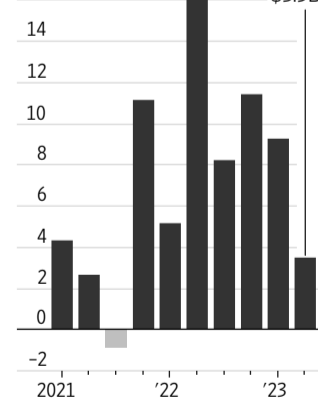
"There's a bit of a reprieve for now," he said, adding that Europe still faces challenges in subsequent winters depending on weather and supplies.

Shell's earnings are the first since Sawan, a veteran



Shell's adjusted quarterly earnings came in below estimates.

### Shell's quarterly net profit/loss\*



\*On a net current-cost-of-supplies basis  
Source: the company

investors demanding higher cash payouts from dividends and stock buybacks while leaning on the London-based major to tighten spending on its own businesses, including oil and gas production.

Sawan is asking shareholders to trust him as he tries to boost Shell's stock price in a bid to narrow the valuation gap with U.S. majors. But Shell also faces persistent pressure from some investors, governments and climate watchdogs pushing it to invest more in low-carbon energy amid mounting signs that time is running short to curb harm from greenhouse-gas emissions.

Among European oil-and-gas majors, Shell attracts the most public attention from activists and environmental groups.

A Dutch court ruled in 2021 that Shell was partially responsible for climate change and must reduce its carbon emissions. Shell is appealing the ruling, arguing that it is being unreasonably singled out. Shell moved to the U.K. from the Netherlands in the wake of the ruling.

Shell's second-quarter profit on a net current-cost-of-supplies basis—a figure similar to the net income that U.S. oil companies report—was \$3.5 billion, compared with \$16.7 billion in the year-ago period, when record energy prices produced bumper profits for the world's biggest oil companies.

Sawan is trying to satisfy

Declaration of Publication

I, Carla Peak, as Vice President, Legal Notification Services at Gilardi & Co. LLC, a KCC Class Action Services Company in San Rafael, California, hereby certify that I caused the attached notice to be printed in said publication on July 28, 2023:

Name of Publication: The Wall Street Journal

Address: 1211 Avenue of the Americas

City, State, Zip: New York, NY 10036

Phone #: 1-800-568-7625

State of: New York

I declare under penalty of perjury that the foregoing is true and correct. Executed on this 28th day of July 2023, at Sellersville, Pennsylvania.

A handwritten signature in black ink that reads "Carla Peak". The signature is written in a cursive, flowing style.

Carla Peak





## Robbins Geller Rudman & Dowd LLP and Rolnick Kramer Sadighi LLP Announce Proposed Settlement in the Talkspace Securities Litigation

July 28, 2023 08:00 AM Eastern Daylight Time

SAN DIEGO--(BUSINESS WIRE)--The following statement is being issued by Robbins Geller Rudman & Dowd LLP and Rolnick Kramer Sadighi LLP regarding the Talkspace Securities Litigation:

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

<p>In re TALKSPACE, INC. SECURITIES LITIGATION</p>	<p>X</p>	<p>Civil Action No. 1:22-cv-00163-PGG</p> <p><u>CLASS ACTION</u></p>
	<p>X</p>	<p>SUMMARY NOTICE OF PROPOSED SETTLEMENT OF CLASS ACTIONS</p>

**TO: (1) ALL PERSONS THAT PURCHASED OR OTHERWISE ACQUIRED TALKSPACE, INC. F/K/A HUDSON EXECUTIVE INVESTMENT CORP. (“TALKSPACE” OR THE “COMPANY”) SECURITIES BETWEEN JUNE 11, 2020 AND NOVEMBER 15, 2021, INCLUSIVE; AND (2) ALL HOLDERS OF TALKSPACE COMMON STOCK AS OF THE RECORD DATE FOR THE SPECIAL MEETING OF SHAREHOLDERS HELD ON JUNE 17, 2021 TO CONSIDER APPROVAL OF THE MERGER BETWEEN TALKSPACE AND HUDSON EXECUTIVE INVESTMENT CORP. (THE “MERGER”) OR WHO WERE ENTITLED TO VOTE ON THE APPROVAL OF THE MERGER (“CLASS” OR “CLASS MEMBER”)**

**THIS NOTICE WAS AUTHORIZED BY THE COURT. IT IS NOT A LAWYER SOLICITATION. PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY.**

YOU ARE HEREBY NOTIFIED that a hearing will be held on October 30, 2023, at 10:00 a.m., before Judge Paul G. Gardephe at the United States District Court, Southern District of New York, in Courtroom 705 of the Thurgood Marshall United States Courthouse, 40 Foley Square, New York, NY 10007 to determine whether: (1) the proposed settlement (the “Settlement”) of the above-captioned action (the “Action”) as set forth in the Stipulation of Settlement (“Stipulation”) <sup>1</sup> for \$8,500,000 in cash should be approved by the Court as fair, reasonable, and adequate;<sup>2</sup> (2) the Judgment as provided under the Stipulation should be entered dismissing the Action with prejudice; (3) to award Lead Counsel attorneys’ fees and expenses out of the Settlement Fund (as defined in the Notice of Pendency and Proposed Settlement of Class Actions



("Notice"), which is discussed below) and to award Plaintiffs reimbursement of their time and expenses pursuant to 15 U.S.C. §78u-4(a)(4) in connection with their representation of the Class, and, if so, in what amounts; and (4) the Plan of Allocation should be approved by the Court as fair, reasonable, and adequate.

The Court may decide to conduct the Settlement Hearing by video or telephonic conference, or otherwise allow Class Members to appear remotely at the hearing, without further written notice to the Class. In order to determine whether the date and time of the Settlement Hearing have changed, or whether Class Members must or may participate by phone or video, it is important that you monitor the Court's docket and the Settlement website, [www.TalkspaceSecuritiesSettlement.com](http://www.TalkspaceSecuritiesSettlement.com), before making any plans to attend the Settlement Hearing. Updates regarding the Settlement Hearing, including any changes to the date or time of the hearing or updates regarding in-person or remote appearances at the hearing, will be posted to the Settlement website, [www.TalkspaceSecuritiesSettlement.com](http://www.TalkspaceSecuritiesSettlement.com). Also, if the Court requires or allows Class Members to participate in the Settlement Hearing by remote means, the information for accessing the hearing will be posted to the Settlement website.

IF YOU PURCHASED OR OTHERWISE ACQUIRED TALKSPACE SECURITIES BETWEEN JUNE 11, 2020 AND NOVEMBER 15, 2021, INCLUSIVE, OR IF YOU HELD TALKSPACE COMMON SHARES ON MAY 19, 2021, THE RECORD DATE FOR THE VOTE ON THE MERGER, YOUR RIGHTS MAY BE AFFECTED BY THE SETTLEMENT OF THE ACTIONS.

To share in the distribution of the Settlement Fund, you must establish your rights by submitting a Proof of Claim and Release form ("Proof of Claim") by mail (**postmarked no later than October 23, 2023**) or electronically (**no later than October 23, 2023**). Your failure to submit your Proof of Claim by October 23, 2023, will subject your claim to rejection and preclude your receiving any of the recovery in connection with the Settlement of the Actions. If you are a Member of the Class, and do not request exclusion from the Class, you will be bound by the Settlement and any judgment and release entered in the Actions, including, but not limited to, the Judgment, whether or not you submit a Proof of Claim.

If you have not received a copy of the Notice, which more completely describes the Settlement and your rights thereunder (including your right to object to the Settlement), and a Proof of Claim, you may obtain these documents, as well as a copy of the Stipulation (which, among other things, contains definitions for the defined terms used in this Summary Notice) and other Settlement documents, online at [www.TalkspaceSecuritiesSettlement.com](http://www.TalkspaceSecuritiesSettlement.com), or by writing to:

*Talkspace Securities Settlement*  
Claims Administrator  
c/o Gilardi & Co. LLC  
P.O. Box 301171  
Los Angeles, CA 90030-1171

Inquiries should NOT be directed to Defendants, the Court, or the Clerk of the Court.

Inquiries, other than requests for the Notice or for a Proof of Claim, may be made to Lead Counsel:

ROBBINS GELLER RUDMAN & DOWD LLP  
Ellen Gusikoff Stewart  
655 West Broadway, Suite 1900  
San Diego, CA 92101  
Telephone: 1-800-449-4900  
[settlementinfo@rgrdlaw.com](mailto:settlementinfo@rgrdlaw.com)

- OR -

ROLNICK KRAMER SADIGHI LLP  
Marc B. Kramer  
1251 Avenue of the Americas  
New York, NY 10020  
Telephone: 1-212-597-2838

IF YOU DESIRE TO BE EXCLUDED FROM THE CLASS, YOU MUST SUBMIT A REQUEST FOR EXCLUSION SUCH THAT IT IS **POSTMARKED BY OCTOBER 9, 2023**, IN THE MANNER AND FORM EXPLAINED IN THE NOTICE. ALL CLASS MEMBERS WILL BE BOUND BY THE SETTLEMENT EVEN IF THEY DO NOT SUBMIT A TIMELY PROOF OF CLAIM.

IF YOU ARE A CLASS MEMBER, YOU HAVE THE RIGHT TO OBJECT TO THE SETTLEMENT, THE PLAN OF ALLOCATION, THE REQUEST BY LEAD COUNSEL FOR AN AWARD OF ATTORNEYS' FEES ON BEHALF OF ALL PLAINTIFFS' COUNSEL NOT TO EXCEED 30% OF THE \$8,500,000 SETTLEMENT AMOUNT AND EXPENSES NOT TO EXCEED \$75,000 AND AWARDS TO PLAINTIFFS NOT TO EXCEED \$25,000 IN THE AGGREGATE IN CONNECTION WITH THEIR REPRESENTATION OF THE CLASS. ANY OBJECTIONS MUST BE FILED WITH THE COURT AND SENT TO LEAD COUNSEL AND DEFENDANTS' COUNSEL **BY OCTOBER 9, 2023**, IN THE MANNER AND FORM EXPLAINED IN THE NOTICE.

DATED: June 30, 2023

BY ORDER OF THE COURT  
UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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<sup>1</sup> The Stipulation can be viewed and/or obtained at [www.TalkspaceSecuritiesSettlement.com](http://www.TalkspaceSecuritiesSettlement.com).

<sup>2</sup> The action entitled *Valdez v. Braunstein, et al.*, No. 2022-1148-KSJM (Del. Ch.) (the "Delaware Action") is also being resolved. The Action and the Delaware Action are referred to as the "Actions."

### Contacts

Robbins Geller Rudman & Dowd LLP  
Shareholder Relations Department  
Greg Wood  
(619) 231-1058

### Declaration of Publication

I, Carla Peak, as Vice President, Legal Notification Services at Gilardi & Co. LLC, a KCC Class Action Services Company in San Rafael, California, hereby certify that I caused the attached notice to be published as a press release by the following wire service:

Name of Publication: BusinessWire  
Address: 101 California Street 20th Floor  
City, ST Zip: San Francisco, CA 94111  
Phone #: 415-986-4422  
State of: California

The press release was distributed on July 28, 2023 to the following media circuits offered by the above-referenced wire service:

1. National Newslite

I declare under penalty of perjury that the foregoing is true and correct. Executed on this 28th day of July 2023, at Sellersville, Pennsylvania.



Carla Peak  
Carla Peak