FORM A

STATEMENT REGARDING THE
ACQUISITION OF CONTROL OF A DOMESTIC INSURER

ZING HEALTH OF MICHIGAN, INC.,
A Michigan domestic Health Maintenance Organization
(Name of Domestic Insurer)

BY

TOWN HALL VENTURES II, L.P.,
a Delaware limited partnership;

TOWN HALL VENTURES GP II, LLC,
a Delaware limited liability company;

ANDREW SLAVITT,
an individual; and

DAVID WHELAN,
an individual
(Name of Acquiring Parties)

Filed with the
Michigan Department of Insurance and Financial Services

Dated: September 4, 2026

Name, Title, Address and Telephone Number of Individual to Whom Notices and Correspondence Concerning this Statement Should be Addressed:

Joann Barsky, Chief Financial Officer
Town Hall Ventures
72 Greene Street, Floor 5
New York, New York 10012
joann@townhallventures.com

with a copy to:

Patrick D. Hughes
Faegre Drinker Biddle & Reath LLP
320 South Canal Street, Suite 3300
Chicago, IL 60606
(312) 569-1166
pat.hughes@faegredrinker.com

This Statement Regarding the Acquisition of Control of a Domestic Insurer (this "Statement") is submitted to the Michigan Department of Insurance and Financial Services ("Department") by Town Hall Ventures II, L.P. ("THV LP"), Town Hall Ventures GP II, LLC ("THV GP"), Andrew Slavitt ("Mr. Slavitt"), and David Whelan ("Mr. Whelan") (collectively, the "Acquiring Parties") in connection with the proposed acquisition of indirect control of Zing Health of Michigan, Inc. (the "Domestic HMO"), a Michigan domestic health maintenance organization. The Acquiring Parties respectfully request approval from the Department pursuant to MCL §§ 500.1311, 500.1312, and 500.1315 for the proposed acquisition of control, as described herein.[1]

The Domestic HMO is part of the Zing Health Enterprises Group, which includes Zing Health Enterprises, LP ("ZHE"), a Delaware limited partnership and its general partner, Zing Health Enterprises Management, LLC ("ZHE GP"). ZHE Holdings, LP, a Delaware limited partnership formed by Newlight Partners to hold Newlight's investment in the Zing Health Enterprises Group ("Newlight"), currently holds Class A1 Partnership Interests, Class A3 Partnership Interests, and the Class A4 Partnership Interests in ZHE, as well as the LLC interests in ZHE GP. The Class A1 Partnership Interests in ZHE and the LLC interests in ZHE GP held by Newlight are the subject of the proposed acquisition described herein. THV LP, which currently holds Class A2, A3 and A4 Partnership Interests in ZHE, now proposes to acquire Newlight's Class A1 Partnership Interests in ZHE and the LLC interests in ZHE GP, and thereby, would acquire indirect control of the Domestic HMO.[2]

ITEM 1. METHOD OF ACQUISITION

(a) Name and Address of the Domestic HMO

The name and administrative office address of the Domestic HMO to which this Statement relates is as follows:

Zing Health of Michigan, Inc.
225 W. Washington Street
Suite 450
Chicago, IL 60606

The federal identification number of the Domestic HMO is 84-4598280 and the NAIC number is 16812.

The Domestic HMO received its certificate of authority from the Department on June 24, 2020. The Domestic HMO is currently licensed as an HMO in Michigan, Illinois, Indiana, Mississippi, Missouri, Ohio, and Tennessee, and is approved by and holds a contract with the Centers for Medicare and Medicaid Services ("CMS") to be a Medicare Advantage organization. The Domestic HMO offers Medicare Advantage plans in Michigan, Illinois, Indiana, Mississippi, Ohio and Tennessee.

(b) Description of How Control is to be Acquired

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[1] The Acquiring Parties are also filing a Form A statement in Illinois with respect to the proposed acquisition of ultimate control of Zing Health, Inc., an Illinois domestic HMO.

[2] A Form A was filed by Ravi Yadav and Sunaria Capital Holdings LLC with the Michigan Department of Insurance and Financial Services on January 2, 2026, in connection with the transfer of ultimate indirect control of the Domestic HMO from David Wassong (currently the ultimate controlling person of the Domestic HMO) to Mr. Yadav (the "Newlight Form A"). The Newlight Form A remains under review by the Department.

THV LP proposes to acquire from Newlight (i) all of Newlight's 132,150 Class A1 Partnership Interests in ZHE (representing 89.6% of the total Class A1 Partnership Interests), and (ii) Newlight's LLC interests in ZHE GP (the "Proposed Acquisition"), for $998,000, pursuant to an Agreement of Purchase and Sale dated as of September 2, 2026, by and between THV LP, ZHE and Newlight (the "Purchase Agreement") attached as **Exhibit 1**. Concurrently with the Proposed Acquisition, THV LP will also acquire 264.3 Class A1 Partnership Interests in ZHE (representing 0.2% of the total Class A1 Partnership Interests), held by SCI Partners LP, a Delaware limited partnership ("SCI") and Newlight co-investment vehicle, pursuant to a separate purchase agreement between THV LP and SCI, the closing of which is a condition to the closing of the Proposed Acquisition, and the closing of the Proposed Acquisition is likewise a condition to the closing under the SCI purchase agreement. As a result of the Proposed Acquisition and the closing of the SCI purchase agreement, THV LP will acquire 100% of the Class A1 Partnership Interests in ZHE held by Newlight and SCI, resulting in THV LP holding 132,414.3 Class A1 Partnership Interests (representing 89.8% of the total Class A1 Partnership Interests).

The Proposed Acquisition is conditioned on, among other things, receipt of required regulatory and governance approvals described below, customary closing conditions regarding representations, absence of legal proceedings and execution of definitive transaction documents.

As a result of the Proposed Acquisition, THV LP will hold Class A1 Partnership Interests together with its existing Class A2, A3 and A4 Partnership Interests in ZHE and, together with the other Acquiring Parties, will acquire indirect control, as the term is defined in the Michigan Insurance Code, of the entities that comprise the Zing Health Enterprises Group, including the Domestic HMO.

The transfer of Newlight's Class A1 Partnership Interests requires approval of ZHE GP and each class of ZHE's partnership interests, including the Class A1 Majority, 66 2/3% of the Class A2 Units, the Class A3 Majority and the Class B Majority, under Section 6.5 of the Third Amended and Restated Limited Partnership Agreement of ZHE. The transfer also requires waivers of the right of first refusal (exercisable first by ZHE, then by the Class A3 unitholders) and of the tag-along rights held by ZHE's other partners. Separately, in connection with the Proposed Acquisition, ZHE will issue THV LP a warrant to purchase up to 1,412.43 Class A3 Units at an exercise price of $0.01 per unit(the "TH Warrant"). Of the $998,000 purchase price under the Purchase Agreement, $27,000 will be allocated to the TH Warrant as it is deemed fair market value and treated as having been distributed by ZHE to Newlight in redemption of an equivalent portion of Newlight's Class A1 Partnership Interests; because ZHE's other Class A partners hold preemptive rights over new security issuances under Section 7.3 of the Limited Partnership Agreement, the TH Warrant issuance also requires a waiver of those rights.[3]

Subject to the Department's approval, Newlight will transfer, and THV LP will accept, the Class A1 Partnership Interests in ZHE and the LLC interests in ZHE GP described above. Thus, the Acquiring Parties will acquire indirect control of the Domestic HMO.

ITEM 2. IDENTITY AND BACKGROUND OF THE ACQUIRING PARTIES

(a) **Names and Address of the Acquiring Parties**

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[3] On August 21, 2026, Zing Health Consolidator, Inc., a wholly owned subsidiary of ZHE, separately borrowed amounts and issued convertible promissory notes ("Bridge Convertible Notes"), and ZHE issued related financing warrants to purchase Class A3 Partnership Interests in ZHE ("Financing Warrants"), to existing investors, including THV LP, in connection with a bridge financing. The Bridge Convertible Notes and related Financing Warrants are separate from the TH Warrant described above.

The name and address of the Acquiring Parties seeking to acquire control of the Domestic HMO is as follows:

Town Hall Ventures II, L.P.
72 Greene Street, Floor 5
New York, New York 10012

Town Hall Ventures GP II, LLC
72 Greene Street, Floor 5
New York, New York 10012

Andrew Slavitt
c/o Town Hall Ventures
72 Greene Street, Floor 5
New York, New York 10012

David Whelan
c/o Town Hall Ventures
72 Greene Street, Floor 5
New York, New York 10012

(b) **Nature of the Acquiring Parties' Business Operations**

Andrew Slavitt is a co-founder of Town Hall Ventures and is a general partner and managing member of Town Hall Ventures GP II, LLC. Mr. Slavitt was formerly the Group Executive Vice President with Optum, a division of UnitedHealth Group and head of the Centers for Medicare and Medicaid Services, as well as a White House senior advisor for pandemic response. He is also currently a commissioner on the National Academy of Medicine's Commission on Investment Imperatives for a Healthy Nation. He is founder and Board Chair Emeritus of United States Care, a national non-profit health advocacy organization. He co-chaired a national initiative on the future of health care at the Bipartisan Policy Center. Mr. Slavitt earned a B.A. and B.S from the University of Pennsylvania and an MBA from Harvard Business School.

David Whelan is a co-founder of Town Hall Ventures and is a general partner and managing member of Town Hall Ventures GP II, LLC. Before Town Hall Ventures, Mr. Whelan served as Managing General Partner of the Oxeon Venture Studio, a company creation platform that leverages the combined networks of Town Hall and Oxeon as the studio team designs, incubates, and builds de novo healthcare companies. Prior to this, Mr. Whelan served as CFO and General Partner of Accretive, LLC, a private investment firm specializing in building disruptive startup companies. Mr. Whelan was also Vice President of Corporate Development with the Virgin Group, where he led development of Virgin America. Mr. Whelan earned a Bachelor of Laws and Bachelor of Commerce from Bond University in Queensland, Australia.

Town Hall Ventures II, L.P., founded in 2020, invests in companies that transform access and equitable care for underserved Americans with an aim to deliver top-quartile financial results by finding and scaling models that improve outcomes. To date, Town Hall Ventures has started or invested in 42 companies, with eight of the first 16 investments valued at over $1 billion.

Town Hall Venture's target investments are healthcare technology and services businesses that address critical patient needs, favoring companies with the ambition to scale nationally, a focus on underserved populations, and the use of technology to drive efficiency. The firm is flexible on investment size, with initial checks ranging from $3 million to $30 million and additional capital available to support portfolio companies throughout their lifecycle, and it invests across all company stages, prioritizing team, business model, and mission over stage. While headquartered in New York, Town Hall Ventures invests across the United States, because of its familiarity with local healthcare geographies and participants. Beyond capital, the firm partners with portfolio companies by providing insight into the current and future state of health policy and payment, helping shape go-to-market strategies, building and scaling management teams, accelerating customer sales cycles through its network of healthcare payers and providers, and enabling access through its strategic limited partners and advisors.

Town Hall Ventures GP II, LLC is the general partner of Town Hall Ventures II, L.P. It does not have any independent business operations.

(c) **Organizational Chart**

The current pre-closing organizational charts for (1) the Domestic HMO and its affiliates and (2) the Acquiring Parties are attached as **Exhibits 2** and **3** respectively. The organizational chart attached as **Exhibit 4** presents the identities of and interrelationships among the Acquiring Parties, the Domestic HMO and their affiliates following the acquisition of control. Such charts indicate the percentage of voting securities of each entity owned or controlled by the Acquiring Parties or any other such entity, as well as the type of organization and the state or other jurisdiction of domicile of each entity specified therein. To the best of the Acquiring Parties' knowledge, no person directly or indirectly owns, controls, holds with power to vote or holds proxies representing collectively ten percent or more of the partnership interests of THV GP, other than as described herein. No court proceeding involving a reorganization or liquidation is pending with respect to the Acquiring Parties or any of their affiliates.

ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE ACQUIRING PARTIES

As described in Item 2(b), Mr. Slavitt and Mr. Whelan are the General Partners of THV GP. The biographical affidavits of Mr. Slavitt and Mr. Whelan are attached as **Exhibit 5.**

A request for third-party verification reports for Mr. Slavitt and Mr. Whelan has been submitted to CaptureIntel Inc. These reports will be sent directly to the Department.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

(a) **Nature, Source, and Amount of Funds or Other Consideration**

THV LP shall purchase Newlight's Class A1 position in ZHE and its LLC interests in ZHE GP for $998,000.

(b) **Criteria to Determine Nature and Amount of Consideration**

The terms of the Purchase Agreement were determined with the assistance of legal counsel.

(c) **Identity of Lender(s)**

Not applicable.

ITEM 5. FUTURE PLANS OF THE DOMESTIC HMO

The Acquiring Parties have no present plans or proposals to cause the Domestic HMO to declare any extraordinary dividend, to liquidate the Domestic HMO, to sell the Domestic HMO's assets, or to merge the Domestic HMO with any person or persons. Further, other than ongoing capital raising activities of ZHE, there are no current plans or proposals to make any other material change in the Domestic HMO's business operations or corporate structure, except as described herein and as may otherwise occur in the ordinary course of business.

ITEM 6. VOTING SECURITIES OR POLICYHOLDER PROXIES TO BE ACQUIRED OR CONTROLLED

The Acquiring Parties do not plan to directly acquire any shares with respect to the Domestic HMO. The Domestic HMO is a Michigan domestic corporation and licensed as an HMO; therefore, there are no policyholder proxies. As a result of the acquisition, the Acquiring Parties will acquire ultimate indirect control of the Domestic HMO.

ITEM 7. OWNERSHIP OF VOTING SECURITIES OR CONTROL OF POLICYHOLDER PROXIES

The Domestic HMO is a wholly owned, direct subsidiary of Zing Health Holdings of Michigan, Inc., a Michigan corporation. Neither of the Acquiring Parties, nor their affiliates, nor any person listed in Item 3 has any beneficial ownership or the right to acquire beneficial ownership in, or controls or has a right to control any policyholder proxies of, the Domestic HMO , other than the Purchase Agreement.

ITEM 8. CONTRACTS, ARRANGEMENTS, OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER

To the best of the Acquiring Parties' knowledge and belief, there are no contracts, arrangements or understandings with respect to any voting security of the Domestic HMO or any voting securities of the Domestic HMO 's affiliates, or policyholder proxies of the Domestic HMO , in which the Acquiring Parties, their affiliates or any persons listed in Item 3 are involved, including but not limited to transfer of any of the securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, division of losses or profits, or the giving or withholding of proxies, other than the Purchase Agreement and the Third Amended and Restated Limited Partnership Agreement of Zing Health Enterprises, LP, the latter of which will be amended and restated pursuant to the Fourth Amended and Restated Limited Partnership Agreement of Zing Health Enterprises LP.

ITEM 9. RECENT ACQUISITIONS OF VOTING SECURITIES OR POLICYHOLDER PROXIES

There have been no acquisitions of any voting securities or control of policyholder proxies of the Domestic HMO by either of the Acquiring Parties, their affiliates or any person listed in Item 3 during the 12 calendar months preceding the filing of this Statement.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

There have been no recommendations to purchase any voting security or control of policyholder proxies of the Domestic HMO made during the 12 calendar months preceding the filing of this Statement by the Acquiring Parties, their affiliates or any person listed in Item 3, or by any other person based on interviews or at the suggestion of the Acquiring Parties, their affiliates or any person listed in Item 3.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

There have been no agreements, contracts or understanding made by the Acquiring Parties with any broker-dealer as to solicitation of voting securities of the Domestic HMO for tender.

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

The following Exhibits are attached to this Statement.

(a) **Exhibits**

Exhibit Number	Title
1	Purchase Agreement
2	Pre-Closing Organizational Chart of the Domestic HMO and its Affiliates
3	Pre-Closing Organizational Chart for the Acquiring Parties
4	Pro Forma Post-Closing Organizational Chart of the Acquiring Parties and Their Affiliates
5	NAIC Biographical Affidavits for Mr. Slavitt and Mr. Whelan
6	Financial statements for THV LP

As described in Item 5, the Acquiring Parties do not presently have any plans to make any material change in the Domestic HMO 's business operations, corporate structure or management, other than as described herein and as may arise in the ordinary course of business; the proposed acquisition of ultimate control described herein will not have any impact to the financial stability of the Domestic HMO or the interest of its policyholders. As such, three-year financial projections of the Domestic HMO and a three-year narrative business plan are inapplicable and not being filed with this Statement.

Additionally, there are no proposed changes to the Domestic HMO 's reinsurance program, amount, timing and type of capital contributions, executive officers and directors, or compliance plan with the “books and records in Michigan” requirement of Section 5256. As such, these items are inapplicable and not being filed with this Statement.

(b) **Financial Statements**

The financial information available for and provided by the Acquiring Parties varies, as described below.

THV LP will file financial statements as required for an Acquiring Party entity, including five years of annual financial statements in the ordinary course of business and a quarterly financial statement dated within the last 90 days.

Mr. Slavitt and Mr. Whelan are each individuals and do not prepare audited financial statements. Each of their reviewed financial statements will be confidentially submitted directly to the Department.

(c) **Copies of all Tender Offers, Agreements and Soliciting Material**

There are no tender offers for, requests or invitations for tenders of, exchange offers for, or agreements to acquire or exchange any voting securities of the Domestic HMO , nor any related soliciting material, associated with the proposed acquisition of control that is the subject of this Statement.

ITEM 13. AGREEMENT REQUIREMENT FOR ENTERPRISE RISK MANAGEMENT

The Acquiring Parties agree to provide, to the best of their knowledge and belief, the information required by Form F within fifteen (15) days after the end of the month in which the acquisition of control occurs.

[Signature page follows.]

ITEM 14. SIGNATURE AND CERTIFICATION

SIGNATURE

Pursuant to the requirements of Section 1311 of the Michigan Insurance Code of 1956, as amended, Town Hall Ventures II, L.P. has caused this application to be duly signed on its behalf in the City of New York and State of New York on the 4th day of September, 2026.

Town Hall Ventures II, L.P.

By: Town Hall Ventures GP II, LLC, its general partner

DocuSigned by:

By: David Whelan

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Name: David Whelan
Title: Managing Member

Attest:

DocuSigned by:

08A9BC818A9744F...

(signature)

Andrew Slavitt

(printed name) Andrew Slavitt

CERTIFICATION

The undersigned deposes and says that she or he has duly executed the attached application dated September 4 ,2026, for and on behalf of Town Hall Ventures II, L.P.; that she or he is the Managing Member of Town Hall Ventures GP II, LLC, the general partner of such company, and that she or he is authorized to execute and file such instrument. Deponent further says that she or he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of the his or her knowledge, information and belief.

Town Hall Ventures II, L.P.

By: Town Hall Ventures GP II, LLC, its general partner

DocuSigned by:

By: David Whelan

4D671125D30847B...

Name: David Whelan
Title: Managing Member

SIGNATURE

Pursuant to the requirements of Section 1311 of the Michigan Insurance Code of 1956, as amended, Town Hall Ventures GP II, LLC has caused this application to be duly signed on its behalf in the City of Santa Barbara and State of California on the 4th day of September, 2026.

Town Hall Ventures GP II, LLC

DocuSigned by:

By: ______________________________

08A9BC818A9744F...

Name: Andrew Slavitt

Title: Managing Member

Attest:

DocuSigned by:

David Whelan

4D671125D30847B...

(signature)

David Whelan

(printed name)

CERTIFICATION

The undersigned deposes and says that she or he has duly executed the attached application dated September 4, 2026, for and on behalf of Town Hall Ventures GP II, LLC; that she or he is the Managing Member of such company and that she or he is authorized to execute and file such instrument. Deponent further says that she or he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of the his or her knowledge, information and belief.

Town Hall Ventures GP II, LLC

DocuSigned by:

By: ______________________________

08A9BC818A9744F...

Name: Andrew Slavitt

Title: Managing Member

SIGNATURE

Pursuant to the requirements of Section 1311 of the Michigan Insurance Code of 1956, as amended, Andrew Slavitt has caused this application to be duly signed in the City of Santa Barbara and State of California on the 4th day of September, 2026.

DocuSigned by:

08A9BC818A9744F...

Andrew Slavitt

Attest:

DocuSigned by:

David Whelan

4D671125D30847B...

(signature)

David Whelan

(printed name)

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated September 4, 2026, for and on behalf of himself and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

DocuSigned by:

08A9BC818A9744F...

Andrew Slavitt

SIGNATURE

Pursuant to the requirements of Section 1311 of the Michigan Insurance Code of 1956, as amended, David Whelan has caused this application to be duly signed in the City of New York and State of New York on the 4th day of September, 2026.

DocuSigned by:
David Whelan
4D671125D30847B...
David Whelan

Attest:
DocuSigned by:
08A9BC818A9744F...
(signature)

Andrew Slavitt
(printed name)

CERTIFICATION

The undersigned deposes and says that she or he has duly executed the attached application dated September 4, 2026, for and on behalf of himself and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

DocuSigned by:
David Whelan
4D671125D30847B...
David Whelan