

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 2)<sup>1</sup>

NextGen Healthcare, Inc.  
(Name of Issuer)

Common Stock, \$0.01 par value per share  
(Title of Class of Securities)

65343C102  
(CUSIP Number)

SHELDON RAZIN  
C/O NEXTGEN HEALTHCARE, INC.  
3525 Piedmont Road, NE  
Building 6, Suite 700  
Atlanta, Georgia 30305

ANDREW M. FREEDMAN, ESQ.  
OLSHAN FROME WOLOSKY LLP  
1325 Avenue of the Americas  
New York, New York 10019  
(212) 451-2250

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

September 14, 2021  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

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<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAME OF REPORTING PERSON  SHELDON RAZIN	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  PF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  10,200,327
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  10,200,327
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  10,200,327	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  15.2%	
14	TYPE OF REPORTING PERSON  IN	

1	NAME OF REPORTING PERSON  LANCE E. ROSENZWEIG	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  PF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  35,782
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  35,782
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  35,782	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  Less than 1%	
14	TYPE OF REPORTING PERSON  IN	

1	NAME OF REPORTING PERSON  KENNETH H. FEARN, JR.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  - 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%	
14	TYPE OF REPORTING PERSON  IN	

1	NAME OF REPORTING PERSON  RAMON GREGORY	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  - 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%	
14	TYPE OF REPORTING PERSON  IN	

1	NAME OF REPORTING PERSON  JULIE SCHOENFELD	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  - 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%	
14	TYPE OF REPORTING PERSON  IN	

1	NAME OF REPORTING PERSON  RUBY SHARMA	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  - 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%	
14	TYPE OF REPORTING PERSON  IN	

The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned (“Amendment No. 2”). This Amendment No. 2 amends the Schedule 13D as specifically set forth herein.

Item 2. Identity and Background.

Item 2 is hereby amended to add the following:

Effective September 14, 2021, Mr. Razin withdrew the nominations of Ramon Gregory and Julie Schoenfeld as nominees for election to the Issuer’s board of directors at the Issuer’s 2021 annual meeting of shareholders (the “Annual Meeting”). In connection therewith, Mr. Gregory and Ms. Schoenfeld will no longer be members of the Section 13(d) group and shall cease to be Reporting Persons immediately after the filing of this Amendment No. 2. The remaining Reporting Persons will continue filing as a group statements on Schedule 13D with respect to their beneficial ownership of securities of the Issuer to the extent required by applicable law. Each of the remaining Reporting Persons is party to the Amended and Restated Joint Filing and Solicitation Agreement, as further described in Item 6 below.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On September 14, 2021, Mr. Razin and the other participants in his solicitation filed a definitive proxy statement in connection with the Issuer’s 2021 annual meeting of shareholders (the “Annual Meeting”) and issued a press release (the “September 14 Press Release”), a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Also on September 14, 2021, Mr. Razin delivered a letter to the corporate secretary of the Issuer withdrawing Mr. Gregory and Ms. Schoenfeld as nominees for election at the Annual Meeting.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended to add the following:

On September 16, 2021, the Reporting Persons entered into an Amended and Restated Joint Filing and Solicitation Agreement in which, among other things, the Reporting Persons who will remain Reporting Persons subsequent to this Amendment No. 2 agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Amended and Restated Joint Filing and Solicitation Agreement is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

99.1 Press Release, dated September 14, 2021.

99.2 Amended and Restated Joint Filing and Solicitation Agreement by and among Sheldon Razin, Kenneth H. Fearn, Jr., Lance Rosenzweig and Ruby Sharma, dated September 16, 2021.



SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: September 16, 2021

/s/ Sheldon Razin

Sheldon Razin

Individually and as attorney-in-fact for Kenneth H. Fearn, Jr., Ramon Gregory, Julie Schoenfeld and Ruby Sharma

/s/ Lance E. Rosenzweig

Lance E. Rosenzweig

# The Razin Group Files Definitive Proxy Statement and Sends Letter to NextGen Healthcare Shareholders

*Highlights the Company's Prolonged Underperformance and Stagnation During the Six-Year Chairmanship of Jeffrey Margolis*

*Notes That Misaligned Directors and Underperforming Executives Have Enjoyed Excessive Compensation While Shareholders Have Endured Dismal Results*

*Urges Shareholders to Ignore the Distortions and Misinformation That Mr. Margolis and His Allies are Utilizing to Divert Attention Away From Their Poor Track Records*

*Vote on the **BLUE** Proxy Card to Elect the Razin Group's Minority Slate and Reset the Balance of Power in the Company's Insular Boardroom*

September 14, 2021 09:30 AM Eastern Daylight Time

IRVINE, Calif.--([BUSINESS WIRE](#))--Sheldon Razin, who collectively with Lance Rosenzweig and the other participants in his solicitation (collectively, the "Razin Group") owns approximately 15.2% of the outstanding common shares of NextGen Healthcare, Inc. (NASDAQ: NXGN) ("NextGen Healthcare" or the "Company"), today filed a definitive proxy statement with the U.S. Securities and Exchange Commission in connection with the Company's Annual Meeting of Shareholders scheduled for October 13, 2021. Messrs. Razin and Rosenzweig also sent the below letter to shareholders. The Razin Group urges shareholders to vote on the **BLUE Proxy Card** to elect its four-member slate to the Company's nine-member Board.

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Dear Fellow Shareholder,

We believe NextGen Healthcare, Inc. ("NextGen Healthcare" or the "Company") is at a pivotal crossroads following years of anemic growth, eroding margins, poor corporate governance, questionable acquisitions and sustained underperformance. We contend that under the leadership of Chairman Jeffrey Margolis and his allies, the Board of Directors (the "Board" or the "Margolis Board") has abandoned the spirit of innovation and open-mindedness that has always been at the heart of the business. We contend that continuing to allow these individuals to maintain boardroom control will lead NextGen Healthcare further down a path to irreversible value destruction. This is why we are seeking to elect four highly-qualified director candidates – including new independent nominees Kenneth H. Fearn and Ruby Sharma – at the Annual Meeting of Shareholders (the "Annual Meeting") now scheduled to be held on October 13, 2021.

Although the Margolis Board is waging a low-road campaign to smear us, while brazenly misrepresenting the Company's past six years of underperformance, we urge you to see through this smokescreen. We believe that the Margolis Board is desperately trying to divert attention away from its perpetual failure to create long-term value for shareholders. The fact is that a dollar invested in NextGen Healthcare on the day Mr. Margolis became Chairman in 2015 is worth practically the same today.

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It is important to underscore that our campaign is not about obtaining control or reinstating a dividend. This election contest is about resetting the balance of power in what has been a dysfunctional and insular boardroom for far too long. We believe shareholders can help breathe new life into the Board and position the Company for long-term success by voting on the **BLUE Proxy Card** to:

- Elect our four aligned and experienced director candidates, who collectively possess capital markets acumen, corporate governance knowhow, finance and transaction expertise, and healthcare and technology backgrounds;
- Facilitate the removal of Mr. Margolis and three other incumbent directors – Craig Barbarosh, George Bristol, and Morris Panner – who have held leadership positions on the Margolis Board during a period of persistent stagnation;
- Reject the Company's currently proposed reincorporation in Delaware, which would strengthen the Margolis Board's unilateral power and reduce shareholders' rights, including through a provision in the new charter that would take away shareholders' existing ability to fill director vacancies, and;
- Reject the Company's attempted manipulations of the corporate machinery, including new proposals that would prevent shareholders from acting by written consent and empower the Margolis Board to unilaterally fix the number of directors.

We view the Margolis Board's reactionary entrenchment maneuvers as a clear attempt to restrict shareholders' ability to have input on the Company's governance. If Mr. Margolis and the three directors we are seeking to replace are so confident in their records, we contend that they would not assume such an anti-shareholder posture. We suspect that these entrenched directors are well aware that their performance in the boardroom has not earned them re-election on the merits. They seem to be focused on sustaining lofty director fees without providing any assurance that the Company's business performance will improve under their continued leadership.

***WE BELIEVE THE MARGOLIS BOARD'S LEADERSHIP CANNOT OUTRUN ITS RECORD OF PRESIDING OVER DISMAL FINANCIAL PERFORMANCE***

While the Margolis Board's most recent letter boasts of purported accomplishments, it conspicuously omits any mention of shareholder returns. We assume this is due to the fact that the Company's share price has dramatically underperformed the broader market, industry indices and the majority of peers since Mr. Margolis was appointed Chairman in November 2015. This alarming underperformance has occurred over every relevant time horizon under Mr. Margolis' leadership.

	<b>1-Year Return</b>	<b>3-Year Return</b>	<b>5-Year Return</b>	<b>Margolis Tenure Returns</b>
Russell 2000	37.04%	30.90%	83.93%	93.39%
S&P SmallCap 600 Health Care	35.04%	32.18%	150.30%	161.48%
S&P SmallCap 600 Information Technology	47.53%	63.10%	131.19%	166.04%
NextGen Healthcare	9.21%	-32.06%	29.80%	2.67%

*Note: Returns run through 8/19/21.*

In contrast, the Company's share price appreciated more than 1,150% during the Razin chairmanship.<sup>1</sup> Even Mr. Margolis acknowledged this accomplishment in 2015, when he publicly stated the following: "[i]t is an honor to follow Shelly Razin in the role of chairman [...] I admire his accomplishments as an inspirational founder and look forward to garnering his wisdom as chairman emeritus."<sup>2</sup>

The reality is that Mr. Margolis inherited a strong business that had a sizable cash position, minimal debt and high-performing operations. As one can see by reviewing NextGen Healthcare's performance since Mr. Margolis took the reins of the Company, the entrenched directors have failed to build on the platform they were handed.

***WE BELIEVE MR. MARGOLIS AND THE COMPANY'S REMAINING ENTRENCHED DIRECTORS ARE WED TO A FAILED STRATEGY THAT IS NOT GENERATING RESULTS***

We encourage shareholders to see through the Margolis Board's recent contention that it has spent the past six years addressing "legacy business problems." The truth is NextGen Healthcare has devoted the past several years to executing a strategy that included allocating more than \$200 million to largely non-accretive acquisitions. We believe shareholders should closely scrutinize the Margolis Board's so-called transformation strategy, particularly in light of the fact that the Company's share price was higher in early 2016 – before this acquisition spree began – than it is today.

We believe the following points are especially notable:<sup>3</sup>

- The Company's compound annual growth rate has been approximately 2%, which is an anemic level, during the Margolis chairmanship;
- The Company's net income has plunged from \$27.3 million in the year prior to Mr. Margolis becoming Chairman to just \$9.5 million in fiscal year 2021, down a dramatic 69%;
- The Company's shares trade at a multiple of less than 2x annual revenue, whereas certain high-performing peers are trading at multiples of more than 4x annual revenue;
- Notwithstanding this poor performance, executive compensation has increased by approximately 75% since fiscal year 2016, and;
- Total director compensation has increased by more than 70% since the year before Mr. Margolis became Chairman.

Shareholders have also suffered due to the Margolis Board's failure to consider alternative strategies for creating value. Rather than engage with shareholders on an ongoing basis to solicit constructive feedback, the Margolis Board has continually focused on deals. We also believe the Margolis Board has been outright dismissive when it comes to considering a strategy that prioritizes organic growth and margin expansion because it does not know how to implement a plan like that. Fortunately, we do. We have done it before at NextGen Healthcare and at other companies, and we can work to achieve these outcomes at the Company going forward.

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***WE BELIEVE MR. MARGOLIS AND THE COMPANY'S REMAINING ENTRENCHED DIRECTORS ARE RESPONSIBLE FOR DISMAL CORPORATE GOVERNANCE***

The Margolis Board's recent attempts to initiate entrenchment maneuvers and manipulate the corporate machinery reflect its apparent disregard for sound governance. We hope shareholders recognize that the Margolis Board only decided to pursue a reincorporation in Delaware and eliminate cumulative voting following our nominations, suggesting to us that these were reactionary tactics designed to protect entrenched directors. We contend that a board of directors truly concerned with good governance would not be seeking to ram through a reincorporation that would:

- Preclude shareholders from filling director vacancies;
- Raise the threshold for calling a special meeting by 50%;
- Prohibit shareholders from acting by written consent;
- Allow the Board to unilaterally fix the number of directors, and;
- Eliminate cumulative voting in the election of directors in a self-serving manner.

We also find it troubling that the same directors now attacking us and claiming to be champions of diversity spent most of the past six years disregarding the need for more female and minority representation in the boardroom. We cannot help but deem these recent claims as disingenuous and reactionary.

Unfortunately, the Margolis Board's governance failures extend well beyond the aforementioned areas. Mr. Margolis has fostered an imperial boardroom culture that stifles debate and punishes dissension. This insular posture led the Margolis Board to ignore our calls for better succession planning prior to Chief Executive Officer Rusty Franz's recent departure. The absence of a viable succession plan created a power vacuum, which has been filled by an Oversight Committee that includes just Messrs. Margolis and Barbarosh. We fail to see how it is good governance for the Margolis Board's Chairman and Vice Chairman to further consolidate their power after failing to fulfill their most fundamental duty to keep a functioning management team in place. Moreover, we are very concerned that the Board's ongoing search for a Chief Executive Officer is a hollow process intended to lay the groundwork for appointing an internal candidate already beholden to Mr. Margolis and his unjustified largesse.

It is also noteworthy that the Margolis Board's Compensation Committee facilitated a highly-questionable pivot away from thoughtful performance-based share vesting for executives in favor of straight grants and other ineffective grants measured against the Company's budget. We believe this formula disincentivized management from focusing on organic growth and innovation. The Margolis Board also continued to authorize large bonuses and share grants to executives during years in which shareholders incurred losses.

***WE URGE OUR FELLOW SHAREHOLDERS TO VOTE ON THE BLUE PROXY CARD TO ELECT OUR SLATE AND RESET THE BALANCE OF POWER IN THE BOARDROOM***

As noted, we are seeking to elect four individuals to NextGen Healthcare's nine-member Board. We want to reset the balance of power in the boardroom – not obtain control of the Board.

Our four-member slate includes aligned, experienced and thoughtful individuals. The two of us will be focused on stabilizing the business and reinstating good governance before stepping off at the right time for the Company in the coming years. Mr. Fearn and Ms. Sharma are focused on establishing long-term improvements across areas such as capital allocation, governance and strategic planning. They are the future leaders that the Company so desperately needs.

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Notably, our slate has specific ideas that it intends to champion in the boardroom, if elected. These include:

- Advocating for a revised, shareholder-friendly reincorporation in Delaware;
- Developing a robust succession plan for all c-level roles and senior leadership positions;
- Developing a clear and transparent capital allocation policy that is disclosed to shareholders;
- Instituting a new executive compensation plan that aligns pay with performance, including share price appreciation;
- Restructuring the sales team under its own P&L and establishing attractive incentives to spur increased organic growth, and;
- Reducing spending on consultants, non-accretive initiatives and services that could be outsourced.

If shareholders vote to elect our slate and remove the entrenched directors at the Annual Meeting, we are confident that a refreshed Board will be able to have an open debate about the aforementioned initiatives. There is no need to continue to roll the dice on leadership that holds a minimal number of shares and has failed to deliver any meaningful value for six years.

Thank you for your engagement and support. We shall endeavor to keep you informed as we advance our efforts to achieve constructive change atop NextGen Healthcare.

Sincerely,

Sheldon Razin

Lance Rosenzweig

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<sup>1</sup> Reflects the Company's share price since its initial public offering through the close of trading on November 5, 2015, which was Mr. Razin's final day as Chairman.

<sup>2</sup> Company press release dated November 6, 2015.

<sup>3</sup> Company filings.

#### Contacts

Harkins Kovler

Jordan Kovler / Rahsaan Wareham, 212-468-5380

[jkovler@harkinskovler.com](mailto:jkovler@harkinskovler.com) / [rwareham@harkinskovler.com](mailto:rwareham@harkinskovler.com)

MKA

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[gmarose@mkacomms.com](mailto:gmarose@mkacomms.com) / [bkirpalani@mkacomms.com](mailto:bkirpalani@mkacomms.com)

**AMENDED AND RESTATED JOINT FILING AND SOLICITATION AGREEMENT**

WHEREAS, certain of the undersigned are shareholders, direct or beneficial, of NextGen Healthcare Inc., a California corporation (the "Company");

WHEREAS, Sheldon Razin ("Razin") and Kenneth H. Fearn, Jr., Lance Rosenzweig, and Ruby Sharma (collectively, the "Nominees") wish to form a group for the purpose of seeking representation on the Board of Directors of the Company (the "Board") at the 2021 annual meeting of shareholders of the Company (including any other meeting of shareholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof, the "Annual Meeting") and for the purpose of taking all other action necessary to achieve the foregoing.

NOW, IT IS AGREED, this 16<sup>th</sup> day of September 2021 by the parties hereto:

1. In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each of the undersigned (collectively, the "Group") agrees to the joint filing on behalf of each of them of statements on Schedule 13D, and any amendments thereto, with respect to the securities of the Company. Each member of the Group shall be responsible for the accuracy and completeness of his or her own disclosure therein, and is not responsible for the accuracy and completeness of the information concerning the other members, unless such member knows or has reason to know that such information is inaccurate.

2. So long as this agreement is in effect, each of the undersigned shall provide written notice to Olshan Frome Wolosky LLP ("Olshan") of (i) any of their purchases or sales of securities of the Company; or (ii) any securities of the Company over which they acquire or dispose of beneficial ownership. Notice shall be given no later than 24 hours after each such transaction.

3. So long as this agreement is in effect, each of the Nominees agrees to provide Razin advance written notice prior to effecting any purchase, sale, acquisition or disposal of any securities of the Company which he or she has, or would have, direct or indirect beneficial ownership so that Razin has an opportunity to review the potential implications of any such transaction in the securities of the Company and pre-clear any such potential transaction in the securities of the Company by any such Nominee. Each of the Nominees agrees that he or she shall not undertake or effect any purchase, sale, acquisition or disposal of any securities of the Company without the prior written consent of Razin.

4. Each of the undersigned agrees to form the Group for the purpose of (i) soliciting proxies or written consents for the election of the persons nominated by the Group to the Board at the Annual Meeting, (ii) taking such other actions as the parties deem advisable, and (iii) taking all other action necessary or advisable to achieve the foregoing.

5. Razin shall have the right to pre-approve all expenses incurred in connection with the Group's activities and agrees to pay directly all such pre-approved expenses.

6. Each of the undersigned agrees that any filing with the Securities and Exchange Commission, press release or shareholder communication proposed to be made or issued by the Group or any member of the Group in connection with the Group's activities set forth in Section 4 shall be first approved by Razin, or his representatives, which approval shall not be unreasonably withheld.

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7. The relationship of the parties hereto shall be limited to carrying on the business of the Group in accordance with the terms of this agreement. Such relationship shall be construed and deemed to be for the sole and limited purpose of carrying on such business as described herein. Nothing herein shall be construed to authorize any party to act as an agent for any other party, or to create a joint venture or partnership, or to constitute an indemnification. Nothing herein shall restrict any party's right to purchase or sell securities of the Company, as he or she deems appropriate, in his or her sole discretion, respectively, provided that all such transactions are made in compliance with the terms of this agreement and all applicable securities laws.

8. This agreement may be executed in counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute but one and the same instrument, which may be sufficiently evidenced by one counterpart.

9. In the event of any dispute arising out of the provisions of this agreement or their investment in the Company, the parties hereto consent and submit to the exclusive jurisdiction of the Federal and State Courts in the State of New York.

10. Any party hereto may terminate his or her obligations under this agreement on 24 hours' written notice to all other parties, with a copy by fax to Andrew M. Freedman at Olshan, Fax No. (212) 451-2222.

11. Each party acknowledges that Olshan shall act as counsel for both the Group and Razin and his affiliates relating to their investment in the Company.

12. Each of the undersigned parties hereby agrees that this agreement shall be filed as an exhibit to a Schedule 13D pursuant to Rule 13d-1(k)(1)(iii) under the Exchange Act.



IN WITNESS WHEREOF, the parties hereto have caused this agreement to be executed as of the day and year first above written.

/s/ Sheldon Razin

Sheldon Razin

Individually and as attorney-in-fact for Kenneth H. Fearn, Jr. and Ruby  
Sharma

/s/ Lance Rosenzweig

Lance Rosenzweig