

EIGHTH JUDICIAL DISTRICT COURT
CLARK COUNTY, NEVADA

In re PARAMETRIC SOUND CORPORATION) SHAREHOLDERS' LITIGATION) <hr style="border: 0.5px solid black; margin: 5px 0;"/> This Document Relates To:) ALL ACTIONS.)	Lead Case No. A-13-686890-B Dept. No. XI <u>CLASS ACTION</u>
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NOTICE OF PROPOSED SETTLEMENT OF CLASS AND DERIVATIVE ACTION

TO: ALL PERSONS AND/OR ENTITIES THAT HELD SHARES OF PARAMETRIC SOUND CORPORATION ("PARAMETRIC" OR THE "COMPANY") COMMON STOCK ON JANUARY 15, 2014, AT THE TIME PARAMETRIC ISSUED SHARES IN THE MERGER PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, WHETHER BENEFICIALLY OR OF RECORD, INCLUDING THE LEGAL REPRESENTATIVES, HEIRS, SUCCESSORS-IN-INTEREST, TRANSFEREES, AND ASSIGNEES OF ALL SUCH FOREGOING HOLDERS, BUT EXCLUDING DEFENDANTS, EXECUTIVE OFFICERS OF PARAMETRIC AS OF JANUARY 15, 2014, AND THEIR LEGAL REPRESENTATIVES, HEIRS, SUCCESSORS-IN-INTEREST, TRANSFEREES, AND ASSIGNEES

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. YOUR RIGHTS MAY BE AFFECTED BY PROCEEDINGS IN THIS LITIGATION. PLEASE NOTE THAT IF YOU ARE A CLASS MEMBER/MERGER STOCKHOLDER, 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 JUNE 3, 2020.**

This Notice of Proposed Settlement of Class and Derivative Action ("Notice") has been sent to you pursuant to an Order of the Eighth Judicial District Court for the State of Nevada, Clark County (the "Court"). The purpose of this Notice is to inform you of the proposed settlement of the Litigation (the "Settlement") and of the hearing to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlement and the proposed Plan of Allocation of the Settlement proceeds, as well as Co-Lead Counsel's application for fees and expenses and Plaintiffs' request for reimbursement of time and expenses. This Notice describes the rights you may have in connection with your participation in the Settlement, what steps you may take in relation to the Settlement and this Litigation, and, alternatively, what steps you must take if you wish to be excluded from the Class and this Litigation.¹

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
SUBMIT A PROOF OF CLAIM	The only way to be eligible to receive a payment. Proofs of Claim must be postmarked or submitted online on or before June 3, 2020.
EXCLUDE YOURSELF	Receive 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 of the Released Defendant Parties about the legal claims related to the issues raised in this Litigation. Exclusions must be received no later than May 4, 2020 , unless you object (as described below).
OBJECT	Write to the Court about why you oppose the Settlement, the Plan of Allocation, the request for attorneys' fees and expenses and/or Plaintiffs' request for reimbursement of time and expenses. You will still be a member of the Class. Objections must be received by the Court and counsel for the Settling Parties on or before May 4, 2020. The Court has ruled that it will conduct a hearing within three (3) days of when an objection is filed. Any such objector shall have an additional five (5) days after the relevant objection hearing to submit a request for exclusion.
GO TO A HEARING ON MAY 18, 2020, AND FILE A NOTICE OF INTENTION TO APPEAR	Ask to speak in Court about the fairness of the Settlement. Requests to speak must be received by the Court and counsel for the Settling Parties on or before May 4, 2020.

¹ All capitalized terms used in this Notice that are not otherwise defined herein shall have the meanings provided in the Stipulation of Settlement, which, along with other important documents, is available on the Settlement website, www.ParametricShareholderLitigation.com.

DO NOTHING	Receive no payment from the Settlement. Members of the Class or Merger Stockholders who do nothing remain bound by the terms of the Settlement unless you have requested exclusion from the Class.
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SUMMARY OF THIS NOTICE

Statement of Class and Derivative Recovery

Pursuant to the Settlement described herein, the Settlement Amount is \$9,650,000.00. The Settlement Amount, plus accrued interest, and minus the costs of this Notice, all costs associated with the administration of the Settlement, taxes and tax expenses, as well as attorneys' fees and expenses as approved by the Court (the "Net Settlement Fund"), will be distributed *pro rata* to Class Members/Merger Stockholders who submit valid and timely Proofs of Claim pursuant to the Plan of Allocation that is described below in this Notice.

Your share of the fund will depend on several things, including how many Merger Stockholders/Class Members submit timely and valid Proofs of Claim, and the number of shares of Parametric common stock you held and received consideration for in the Merger. Your actual recovery will be a proportion of the Net Settlement Fund determined by your claim as compared to the total claims of all eligible Class Members/Merger Stockholders who submit acceptable Proofs of Claim. You may receive more or less than the estimated average amount provided below depending on the number of claims submitted. If 100% of non-insider shares outstanding immediately prior to the close of the Merger (January 15, 2014) submit a claim, each share's average distribution under the Settlement will be approximately \$1.65 per share, before deduction of any Taxes on any income earned on the Settlement Amount, Tax Expenses, Notice and Administration Costs, the attorneys' fees and expenses and the expenses of Plaintiffs, as determined by the Court.

See the Plan of Allocation at page 8 hereof for more information on your claim.

Reasons for the Settlement

The principal reason for the Settlement is the cash benefit to be provided to stockholders now. This benefit must be compared to the risk that no recovery might be achieved after a contested trial and likely appeals, possibly years into the future, against the Defendants. See "Why is there a settlement" at page 3 below for more information.

Statement of Attorneys' Fees and Expenses Sought

Co-Lead Counsel will apply to the Court for an award of attorneys' fees of up to 25% of the Settlement Amount, plus expenses up to \$790,000.00, plus interest on both amounts. Since the Litigation's inception, Plaintiffs' Counsel have expended considerable time and effort in the prosecution of this Litigation on a contingent fee basis and advanced the expenses of the Litigation in the expectation that if they were successful in obtaining a recovery for the Class they would be paid from such recovery. In this type of litigation it is customary for counsel to be awarded a percentage of the common fund recovery as their attorneys' fees, in addition to expenses reasonably incurred in the litigation. In addition, Plaintiffs may seek reimbursement of their time and expenses up to \$3,000.00 each.

Further Information

For further information regarding the Litigation, this Notice or to review the Stipulation of Settlement, please contact the Claims Administrator toll-free at 1-866-458-2206, or visit the website www.ParametricShareholderLitigation.com.

You may also contact a representative of Co-Lead Counsel: Rick Nelson, Shareholder Relations, Robbins Geller Rudman & Dowd LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, 1-800-449-4900, www.rgrdlaw.com.

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

BASIC INFORMATION

1.	Why did I get this Notice package?
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You have been identified as a potential Class Member and Merger Stockholder.

The Court directed that this Notice be sent to stockholders at the time of the January 15, 2014 Merger because they have a right to know about the proposed Settlement of this class and derivative lawsuit, and about all of their options, before the Court decides whether to approve the Settlement.

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

The Court in charge of the Litigation is the Eighth Judicial District Court for the State of Nevada, Clark County, and the case is known as *In re Parametric Sound Corporation Shareholders' Litigation*, Lead Case No. A-13-686890-B. The case has been assigned to the Honorable Elizabeth Gonzalez. The Kearney IRRV Trust and Lance Mykita are the lead plaintiffs (referred to as "Plaintiffs" in this Notice), and the parties who were sued and who have now settled are called the "Defendants."

2. What is this lawsuit about?

This is a shareholder class action seeking monetary damages and alleging that Defendants Kenneth Potashner, James Honore, Robert Kaplan, Elwood G. Norris, Andrew Wolfe, and Seth Putterman (referred to as the "Individual Defendants" in this Notice) breached their fiduciary duties in connection with the Merger and that Stripes Group, LLC, SG VTB Holdings, LLC, and VTB Holdings, Inc. aided and abetted those breaches of fiduciary duty. In addition, the lawsuit alleges derivatively, on behalf of Nominal Defendant Turtle Beach Corporation, that the Individual Defendants breached their fiduciary duties to Parametric in connection with the Merger and that Stripes Group, LLC, SG VTB Holdings, LLC, and VTB Holdings, Inc. aided and abetted in those breaches. The Merger closed on January 15, 2014.

3. Why is this a class action and a derivative action?

In a class action, one or more people called a plaintiff sues on behalf of people who have similar claims. All of the people with similar claims are referred to as a Class or Class Members. One court resolves the issues for all Class Members, except for those Class Members who excluded themselves from the Class. In a derivative action, one or more people sue on behalf of a corporation in which they own stock for claims belonging to the corporation. This case involves a dual-natured direct and derivative claim challenging the Merger, which closed on January 15, 2014. The "Class Members" and the "Merger Stockholders" thus involve the same group of stockholders immediately prior to effectuation of the Merger on January 15, 2014.

4. Why is there a settlement?

The Court has not decided in favor of the Defendants or the Plaintiffs. Instead, all sides agreed to the Settlement to avoid the costs and risks of further litigation, including trial and post-trial appeals. Plaintiffs agreed to the Settlement in order to ensure that Class Members/Merger Stockholders will receive compensation, and because Plaintiffs (advised by Plaintiffs' Counsel) considered the Settlement Amount to be a favorable recovery compared to the risk-adjusted possibility of recovery after trial and any appeals. Plaintiffs and Plaintiffs' Counsel believe the Settlement is in the best interest of all Class Members and the Company in light of the real possibility that continued litigation could result in no recovery at all.

WHO IS IN THE SETTLEMENT

To see if you will get money from this Settlement, you first have to decide if you are a Class Member, which involves the same group of stockholders on January 15, 2014 as the "Merger Stockholders."

5. How do I know if I am part of the Settlement?

The Court directed that everyone who fits this description is a Class Member: All persons and/or entities that held shares of Parametric common stock on January 15, 2014, at the time Parametric issued shares in the Merger pursuant to the Agreement and Plan of Merger, whether beneficially or of record, including the legal representatives, heirs, successors-in-interest, transferees, and assignees of all such foregoing holders, except those Persons and entities that are excluded, as described below.

Previous stockholders of VTB Holdings, Inc. who received Parametric stock as part of the Merger do not fall within this Class definition.

6. Are there exceptions to being included?

Excluded from the Class are: Defendants, executive officers of Parametric as of January 15, 2014, and their legal representatives, heirs, successors-in-interest, transferees, and assignees. Also excluded from the Class are those Persons who timely and validly request exclusion from the Class pursuant to this Notice and who timely and validly requested exclusion following the notice of pendency.

7. What if I am 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 1-866-458-2206 or visit the Settlement website www.ParametricShareholderLitigation.com, or you can fill out and return the Proof of Claim enclosed with this Notice package, to see if you qualify.

THE SETTLEMENT BENEFITS – WHAT YOU GET

8. What does the Settlement provide?

In exchange for the Settlement and the release of the Released Claims (defined below) as well as dismissal of the Litigation, Defendants have agreed that a payment of \$9,650,000.00 will be made by Defendants (or on their behalf) to be divided, after taxes, fees, and expenses, among all Class Members and Merger Stockholders who send in a valid Proof of Claim.

HOW YOU GET A PAYMENT – SUBMITTING A CLAIM FORM

9. How can I receive a payment?

To qualify for a payment, you must submit a Proof of Claim. A Proof of Claim is enclosed with this Notice or it may be downloaded at www.ParametricShareholderLitigation.com. Read the instructions carefully, fill out the Proof of Claim, include all the documents the form asks for, sign it, and return it so that it is postmarked, if mailed, or received, if submitted online, no later than June 3, 2020. The Proof of Claim may be submitted online at www.ParametricShareholderLitigation.com.

10. When would I receive my payment?

The Court will hold a Final Approval Hearing on May 18, 2020, to decide whether to approve the Settlement. If the Court approves the Settlement, there might be appeals. It is always uncertain whether these appeals can be resolved, and resolving them can take time, perhaps more than a year. It also takes time for all the Proofs of Claim to be processed. Please be patient.

11. What am I giving up to receive a payment or to stay in the Class?

Unless you exclude yourself, you will remain a Class Member, and that means that, 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 all claims, demands, rights, actions or causes of action, liabilities, debts, demands, rights, damages, losses, obligations, judgments, suits, fees, expenses, costs, matters, and issues of any kind or nature whatsoever, whether known or unknown, contingent or absolute, suspected or unsuspected, disclosed or undisclosed, hidden or concealed, matured or unmatured, whether based in law or equity, that have been, or could have been, asserted in the Litigation or any forum by Plaintiffs for themselves or by or on behalf of any member of the Class and/or derivatively on behalf of Turtle Beach Corporation, based on, arising out of, or relating to: (A) his, her, or its ownership of Parametric stock (whether individual, class, derivative, representative, legal, equitable, or any other type or in any other capacity); and (B) the allegations and claims in the Amended Class Action and Derivative Complaint; provided, however, that the Released Claims shall not include any claims to enforce the Settlement Term Sheet or the Stipulation. “Released Claims” includes “Unknown Claims” as defined below.
- “Released Defendant Parties” means (i) Defendants; (ii) Defendants’ affiliates; and (iii) all of the respective families, heirs, executors, personal or legal representatives, counsel (including, but not limited to, Defendants’ counsel), insurers, estates, administrators, predecessors, successors and assigns for those persons identified in part (i) of this paragraph.
- “Settled Defendants’ Released Claims” means all actions, claims, debts, demands, liabilities, losses, matters, rights, suits and causes of action of any nature whatsoever, known or unknown, contingent or absolute, mature or immature, discoverable or undiscoverable, whether concealed or hidden, suspected or unsuspected, whether based in law or equity, arising under federal, state, common or foreign law, or any other law, rule or regulation, which now exist or heretofore have existed, that have been or could have been asserted in the Litigation or any forum by the Released Defendant Parties or any of them against Plaintiffs, Class Members, or Plaintiffs’ Counsel, that arise out of or relate in any way to the institution, prosecution, or settlement of the claims against the Released Defendant Parties, provided, however, that this release shall not include any claims to enforce the Settlement Term Sheet or the Stipulation in the Litigation. “Settled Defendants’ Released Claims” includes “Unknown Claims” as defined below.
- “Unknown Claims” means any of the Released Claims which Plaintiffs or any Class Member does not know or suspect to exist in such party’s favor at the time of the release of the Released Defendant Parties, and any of the Settled Defendants’ Released Claims that the Released Defendant Parties do not know or suspect to exist in his, her, or its favor at the time of the release

of Plaintiffs, each and all of the Class Members and Plaintiffs' Counsel, which, if known by such party, might have affected such party's settlement with and release of the Released Defendant Parties or Plaintiffs, each and all of the Class Members and Plaintiffs' Counsel, or might have affected such party's decision not to object to this Settlement or seek exclusion. Unknown Claims include those Released Claims in which some or all of the facts comprising the claim may be suspected, or even undisclosed or hidden. With respect to any and all Released Claims and the Settled Defendants' Released Claims, upon the Effective Date, Plaintiffs and Defendants shall expressly, and each of the Class Members and Released Defendant Parties shall be deemed to have, and by operation of the Order and Final Judgment shall have, expressly waived to the fullest extent permitted by law, 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.

Plaintiffs and Defendants shall expressly, and each of the Class Members and Released Defendant Parties shall be deemed to have, and by operation of the Order and Final 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. Plaintiffs, Class Members and the Released Defendant Parties may hereafter discover facts in addition to or different from those which such party now knows or believes to be true with respect to the subject matter of the Released Claims and the Settled Defendants' Released Claims, but Plaintiffs and Defendants shall expressly, and each Class Member and Released Defendant Parties, upon the Effective Date, shall be deemed to have, and by operation of the Order and Final Judgment shall have fully, finally, and forever settled and released any and all Released Claims, or the Settled Defendants' Released Claims, as the case may be, 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 that is negligent, reckless, 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, whether or not previously or currently asserted in any action. Plaintiffs and Defendants acknowledge, and the Class Members and Released Defendant Parties shall be deemed by operation of the Order and Final Judgment to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement of which this release is a part.

If you remain a Class Member, all of the Court's orders will apply to you and legally bind you.

EXCLUDING YOURSELF FROM THE CLASS

If you do not want a payment from this Settlement, and you want to keep the right to sue the Defendants and/or the other Released Defendant Parties, on your own, about the legal issues in this Litigation, then you must take steps to remove yourself from the Settlement. This is called excluding yourself.

12. How do I get out of the proposed Settlement?

To exclude yourself from the Class, you must send a letter by First-Class Mail stating that you "request exclusion from the Class in the *Parametric Settlement*." To be valid, your letter must include the number of shares of Parametric common stock you held on January 15, 2014. In addition, you must include your name, address, telephone number, and your signature. You must submit your exclusion request so that it is **received no later than May 4, 2020** to:

Parametric Settlement
c/o Gilardi & Co. LLC
Claims Administrator
EXCLUSIONS
3301 Kerner Blvd.
San Rafael, CA 94901

The Court has ruled that it will conduct a hearing within three (3) days of when an objection is filed. Any such objector shall have an additional five (5) days after the relevant objection hearing to submit a request for exclusion.

If you ask to be excluded, you will not get any payment, and you cannot object to the Settlement. You will not be legally bound by anything that happens in this lawsuit. If you are requesting exclusion because you want to bring your own lawsuit based on the matters alleged in this Litigation, you may want to consult an attorney and discuss whether any individual claim that you wish to pursue would be time-barred by the applicable statutes of limitations or repose.

13. 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 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 this Litigation to continue your own lawsuit. Remember, the exclusion deadline is May 4, 2020.

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

No. If you exclude yourself, you may not send in a Proof of Claim to ask for any money. But, you may be able to sue or be part of a different lawsuit against the Defendants and the other Released Defendant Parties about the claims raised in this Litigation.

THE LAWYERS REPRESENTING YOU

15. Do I have a lawyer in this case?

The Court ordered that the law firms of Robbins Geller Rudman & Dowd LLP and Saxena White P.A. represent the Class, including you. These lawyers are called Co-Lead Counsel. They will be paid from the Settlement Fund to the extent the Court approves their application for fees and expenses. If you want to be represented by your own lawyer, you may hire one at your own expense.

16. How will the lawyers be paid?

Co-Lead Counsel will move the Court for an award of attorneys' fees of up to 25% of the Settlement Amount and for expenses up to \$790,000.00, plus interest on both amounts. Such sums as may be approved by the Court will be paid from the Settlement Fund. In addition, Plaintiffs may seek reimbursement for their time and expenses up to \$3,000.00 each.

The attorneys' fees and expenses requested will be the only payment to Plaintiffs' Counsel for their efforts in achieving this Settlement and for their risk in undertaking this representation on a wholly contingent basis. To date, Plaintiffs' Counsel have not been paid for their services for conducting this Litigation on behalf of Plaintiffs, the Company, and the Class nor for the litigation expenses Plaintiffs' Counsel have incurred. The fee requested will compensate Plaintiffs' Counsel for their work in achieving the Settlement Fund and is within the range of fees and expenses awarded to class counsel under similar circumstances in other cases of this type.

OBJECTING TO THE SETTLEMENT

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

If you are a Class Member, you can write to the Court to object to the proposed Settlement, the proposed Plan of Allocation, and/or Co-Lead Counsel's fee and expense application. The Court will consider your views. To object, you must send a signed letter saying that you object to the proposed Settlement, the proposed Plan of Allocation, and/or the application for fees and expenses, in the *Parametric Settlement* and the reasons you object. Be sure to include your name, address, telephone number, and your signature, identify the number of shares of Parametric common stock you held on January 15, 2014, and state the reasons why you object. Your 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 May 4, 2020**. The Court has ruled that it will conduct a hearing within three (3) days of when an objection is filed.

COURT

CLERK OF THE COURT
Department XI
Eighth Judicial District Court
Clark County, Nevada
200 Lewis Avenue
Las Vegas, NV 89101

CO-LEAD COUNSEL

David Knotts
ROBBINS GELLER
RUDMAN & DOWD LLP
655 West Broadway,
Suite 1900
San Diego, CA 92101

DEFENDANTS' COUNSEL

John P. Stigi III
SHEPPARD, MULLIN,
RICHTER & HAMPTON LLP
1901 Avenue of the Stars,
Suite 1600
Los Angeles, CA 90067

18. What is the difference between objecting and excluding myself?

Objecting is simply telling the Court that you do not like something about the proposed Settlement, the Plan of Allocation, or the fee and expense application. You can object only if you stay in the Class. Excluding yourself is telling the Court that you do not want to be part of the Class.

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.

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

The Court will hold a Final Approval Hearing at 9:00 a.m., on Monday, May 18, 2020, before the Honorable Elizabeth Gonzalez of the Eighth Judicial District Court of Clark County, Nevada, 200 Lewis Avenue, Las Vegas, Nevada, Courtroom 3E. At the hearing the Court will consider whether the Settlement and proposed Plan of Allocation are fair, reasonable, and adequate, and whether Co-Lead Counsel's fee and expense application should be granted. If there are objections, the Court has ruled that it will conduct a hearing on that particular objection within three (3) days of when the objection is filed. Any such objection hearing may therefore take place on a date that is different from May 18, 2020. The Court will listen to people who have asked to speak at the hearing. After the Final Approval Hearing, the Court will decide whether to approve the Settlement, the Plan of Allocation and the amount of fees and expenses. We do not know how long these decisions will take. The Court may change the date and time of the Final Approval Hearing without another notice being sent to Class Members. If you want to attend the hearing, you may wish to check with Co-Lead Counsel or the Settlement website beforehand to be sure that the date and/or time has not changed.

20. Do I have to come to the hearing?

No. Co-Lead Counsel will answer questions the Court may have. But, you are welcome to come at your own expense. If you send an objection or statement in support of the Settlement, you are not required to come to Court to discuss it. As long as you mailed your objection on time, the Court will consider it. You may also pay your own lawyer to attend, but you are not required to do so. Class Members do not need to appear at the hearing or take any other action to indicate their approval.

21. 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 Final Approval Hearing. To do so, you must include with your objection (see Question 17 above) a statement saying that it is your "Notice of Intention to Appear in the *Parametric Settlement*." Persons who intend to object to the Settlement, the Plan of Allocation, and/or the application for an award of attorneys' fees and expenses and desire to present evidence at the Final Approval 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 Final Approval Hearing. You cannot speak at the hearing if you exclude yourself.

IF YOU DO NOTHING

22. What happens if I do nothing at all?

If you do nothing, you will get no money from this Settlement. But, unless you exclude yourself, you will not be able to start a lawsuit or be part of any other lawsuit against the Released Defendant Parties about the legal issues in this case ever again.

GETTING MORE INFORMATION

23. Are there more details about the proposed Settlement?

This Notice summarizes the proposed Settlement. More details are in a Stipulation of Settlement dated November 14, 2019 (the "Stipulation"). You can obtain answers to common questions regarding the proposed Settlement by contacting the Claims Administrator toll-free at 1-866-458-2206. A copy of the Stipulation and other relevant documents are also available on the Settlement website at www.ParametricShareholderLitigation.com.

**PLAN OF ALLOCATION OF NET SETTLEMENT FUND
AMONG CLASS MEMBERS AND MERGER STOCKHOLDERS**

Your share of the Net Settlement Fund will depend on how many shares of Parametric common stock you held on January 15, 2014, and the number of shares of Parametric common stock represented by valid claims made by members of the Class.

Distributions will be made *pro rata* to Authorized Claimants after all claims have been processed and after the Court has finally approved the Settlement. The Net Settlement Fund will be disbursed by the Claims Administrator to the Authorized Claimants and will be allocated on a *pro rata*, equal per-share basis amongst the Authorized Claimants. Any distribution will require a \$10.00 minimum.

If there is any balance remaining in the Net Settlement Fund after a reasonable period of time after the initial distribution of the Net Settlement Fund (whether by reason of tax refunds, uncashed checks, or otherwise), Co-Lead Counsel, shall, if feasible, reallocate on a *pro rata* basis among Authorized Claimants who negotiated the checks sent to them in the initial distribution and who would receive a minimum of \$10.00. These reallocations shall be repeated until the balance remaining in the Net Settlement Fund is *de minimis* and any remainder shall thereafter be donated to an appropriate non-profit organization selected by Co-Lead Counsel.

Class Members who do not submit acceptable Proofs of Claim will not share in the Settlement proceeds. The Settlement and the Order and Final Judgment releasing the Defendants and other Released Defendant Parties and dismissing this Litigation will nevertheless bind all Class Members.

Please contact the Claims Administrator if you disagree with any determinations made by the Claims Administrator regarding your Proof of Claim. If you are unsatisfied 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.

No Person shall have any claim against Plaintiffs' Counsel, Plaintiffs, the Claims Administrator, Defendants and the Released Defendant Parties, or any Person designated by Co-Lead Counsel based on distributions made substantially in accordance with the Stipulation and the Settlement contained therein, or further order(s) of the Court. No Class Member shall have any claim against any Released Defendant Parties for any Released Claims.

SPECIAL NOTICE TO SECURITIES BROKERS AND OTHER NOMINEES

If you held Parametric common stock on January 15, 2014 for the beneficial interest of an individual or organization other than yourself, the Court has directed that, WITHIN FIFTEEN (15) DAYS OF YOUR RECEIPT OF THIS NOTICE, you either (a) provide to the Claims Administrator the name and last known address of each beneficial owner of the common stock, or (b) request additional copies of this Notice and the Proof of Claim, which will be provided to you free of charge, and within fifteen (15) days mail the Notice and Proof of Claim directly to the beneficial owners of the common stock 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. All communications concerning the foregoing should be addressed to the Claims Administrator:

Parametric Settlement
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 43342
Providence, RI 02940-3342
www.ParametricShareholderLitigation.com

DATED: January 17, 2020

BY ORDER OF THE COURT
EIGHTH JUDICIAL DISTRICT COURT
CLARK COUNTY, NEVADA