

UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

PATRICIA B. BAUM, Individually and on Behalf of)
All Others Similarly Situated,)
)
Plaintiff,)
)
vs.)
)
HARMAN INTERNATIONAL INDUSTRIES,)
INCORPORATED, et al.,)
)
Defendants.)

No. 3:17-cv-00246-RNC

CLASS ACTION

NOTICE OF PENDENCY AND PROPOSED SETTLEMENT OF CLASS ACTION

TO: ALL PERSONS WHO PURCHASED, SOLD, OR HELD HARMAN INTERNATIONAL INDUSTRIES, INCORPORATED (“HARMAN” OR THE “COMPANY”) COMMON STOCK AT ANY TIME DURING THE PERIOD FROM AND INCLUDING JANUARY 10, 2017, THE RECORD DATE FOR HARMAN’S SPECIAL STOCKHOLDER MEETING REGARDING THE MERGER OF HARMAN INTO SAMSUNG ELECTRONICS CO., LTD. (THE “MERGER”), THROUGH AND INCLUDING MARCH 12, 2017, THE DATE THE MERGER CLOSED (THE “CLASS”)

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, 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 DECEMBER 1, 2022.**

This Notice of Pendency and Proposed Settlement of Class Action (“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 District of Connecticut (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 counsel’s application for fees 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 December 1, 2022.
EXCLUDE YOURSELF	Receive no payment from the Settlement. This is the only option that potentially allows you to ever be part of any other lawsuit against the Defendants or any other Released Persons about the legal claims related to the issues raised in this Litigation. Exclusions must be received no later than October 20, 2022.
OBJECT	Write to the Court about why you oppose the Settlement, the Plan of Allocation, the request for attorneys’ fees, and/or the expenses of Lead Plaintiff (if requested). You will still be a Class Member. Objections must be received by the Court and counsel on or before October 20, 2022.
GO TO A HEARING	Ask to speak in Court about the fairness of the Settlement. Requests to speak must be received by the Court and counsel on or before October 20, 2022.
DO NOTHING	Receive no payment from the Settlement. Unless you have requested exclusion from the Class, you cannot be a party of any other lawsuit against Defendants or any other Released Persons about the legal claims related to the issues raised in this Litigation.

¹ All capitalized terms used in this Notice that are not otherwise defined herein shall have the meanings provided in the Stipulation of Settlement dated June 23, 2022 (“Stipulation”), which, along with other important documents, is available on the website, www.HarmanMergerLitigation.com.

SUMMARY OF THIS NOTICE

Statement of Class Recovery

Pursuant to the Settlement described herein, the Settlement Amount is \$28 million. A Class Member's actual recovery will be a proportion of the Net Settlement Fund determined by that claimant's claim 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 the estimated average amount provided below depending on the number of claims submitted. See Plan of Allocation as set forth at pages 9-10 below for more information on your claim.

Statement of Potential Outcome of Litigation

The parties disagree on both liability and damages and do not agree on the average amount of damages per Harman common stock that would be recoverable if the Class prevailed on each claim alleged. The Defendants deny that they are liable to the Class and deny that the Class has suffered any damages.

Statement of Attorneys' Fees and Expenses Sought

Lead Counsel will apply to the Court for an award of attorneys' fees of 31% of the Settlement Amount and expenses in an amount not to exceed \$200,000, plus interest earned from the date the Settlement is funded, at the same rate as earned on the Settlement Fund. Since the Litigation's inception in February 2017, Lead Counsel has expended 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. The requested fees and expenses amount to approximately \$0.13 per damaged share, but the average cost per damaged share will vary depending on the number of acceptable Proofs of Claim submitted.

Further Information

For further information regarding the Litigation, this Notice, or to review the Stipulation, please contact the Claims Administrator toll-free at 1-888-813-7419, or visit the website www.HarmanMergerLitigation.com.

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

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

Reasons for the Settlement

The principal reason for the Settlement is the benefit to be provided to the Class 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.

BASIC INFORMATION

1. Why did I get this notice package?

You or someone in your family may have purchased, sold, or held Harman common stock at any time during the period from and including January 10, 2017, through and including March 12, 2017 (the "Class Period").

The Court directed that this Notice be sent to Class Members because they have a right to know about the proposed Settlement of this class action lawsuit, and about all of their options, before the Court decides whether to approve the Settlement.

This Notice explains the class action 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 United States District Court for the District of Connecticut, and the case is known as *Baum v. Harman Int'l Indus., Inc., et al.*, No. 3:17-cv-00246-RNC. The case has been assigned to the Honorable Robert N. Chatigny. Patricia B. Baum has been appointed by the Court as Lead Plaintiff ("Lead Plaintiff"), and the parties who were sued and who have now settled are called the "Defendants."

2. What is this lawsuit about?

This is an action on behalf of a putative class of all Persons who purchased, sold, or held Harman common stock at any time during the Class Period. Lead Plaintiff alleges that Defendants violated §§14(a) and 20(a) of the Securities Exchange Act of 1934 (the "1934 Act") and U.S. Securities and Exchange Commission ("SEC") Rule 14a-9 promulgated thereunder by making materially misleading statements and omissions in the Definitive Proxy Statement on Schedule 14A (the "Proxy"), filed with the SEC on January 20, 2017. The record date of the Proxy was January 10, 2017. Defendants deny that they violated any securities laws or SEC rules.

On February 15, 2017, Plaintiff Baum filed the initial complaint in this matter (the “Initial Complaint”).

On February 16, 2017, Plaintiff Baum’s counsel issued a notice to investors informing them of their right to seek appointment as lead plaintiff within 60 days of the notice. The Court ultimately appointed Plaintiff Baum as lead plaintiff and Robbins Geller Rudman & Dowd LLP as lead counsel in this Litigation on May 11, 2017.

Lead Plaintiff filed an amended complaint (the “Amended Complaint”) on July 12, 2017. While dropping certain claims and certain defendants, the Amended Complaint continued to allege claims against Defendants for alleged violations of §§14(a) and 20(a) of the 1934 Act and SEC Rule 14a-9 promulgated thereunder.

Defendants filed a motion to dismiss the Amended Complaint on October 6, 2017. On October 3, 2019, the Court granted in part and denied in part Defendants’ motion to dismiss. Shortly thereafter, Lead Plaintiff served document requests and subpoenas to Defendants and various third parties. Defendants served document requests to Lead Plaintiff.

On December 23, 2019, Lead Plaintiff and putative Class Member Laborers’ Local #231 Pension Fund (“Intervening Plaintiff”) jointly filed a motion seeking to permit Intervening Plaintiff to intervene as an additional plaintiff in the Litigation.

On January 14, 2020, Lead Plaintiff filed a motion seeking an order certifying this Litigation as a class action under Rules 23(a) and (b)(3) of the Federal Rules of Civil Procedure and appointing Lead Plaintiff and the Intervening Plaintiff as Class Representatives.

On January 13, 2020, Defendants submitted a letter informing the Court about their intent to file a motion for judgment on the pleadings seeking the dismissal of Lead Plaintiff’s remaining claims (the “Pleadings Motion”), and filed an opposition to the motion to permit Intervening Plaintiff to intervene as an additional plaintiff. On January 21, 2020, the Court held a pre-trial conference in which it informed the Parties that Defendants’ Pleadings Motion was deemed filed as of that date, and that all discovery efforts should cease pending a ruling on the Pleadings Motion.

On June 9, 2020, Defendants filed a motion requesting that the Court take judicial notice of the global auto recession (“Judicial Notice Motion”).

On September 30, 2021, the Court issued an order denying the Pleadings Motion and the Judicial Notice Motion. On November 8, 2021, Defendants filed a motion seeking (i) certification of interlocutory appeal of the order denying the Pleadings Motion, and (ii) a stay of the Litigation pending that appeal.

On October 21, 2021, the Court held a pre-trial conference. During the conference, the Court inquired whether the Parties would engage in private mediation, to which the Parties responded they would be open to doing so. The Parties ultimately retained the Hon. Layn R. Phillips (Ret.) to assist in mediation.

On February 10, 2022, the Parties filed a status report informing the Court that “On January 5, 2022, the parties participated in a mediation in front of the Hon. Layn R. Phillips (Ret.). The parties did not reach a resolution that day, but discussions with the assistance of Judge Phillips’s office continue. In the meantime, the parties are conducting document and written discovery, including electronic and third party discovery.”

Following nearly four months of arm’s-length negotiations, on April 27, 2022, the Parties filed with the Court a “Notice of Settlement,” stating that “the parties, through ongoing mediation, have agreed on the economic terms of a resolution and are working to document a settlement that would resolve all outstanding issues in this case among all parties. The parties are in the process of reducing the agreement to writing, which we expect to be completed within 40 days. When that process has been completed, the parties will file settlement and notice documents with the Court for preliminary approval.”

Defendants have denied and continue to deny each and all of the claims and contentions alleged by Lead Plaintiff in the Litigation and maintain that their conduct was at all times proper and in compliance with all applicable provisions of law. Defendants expressly have denied and continue to deny all charges of wrongdoing or liability against them arising out of any of the conduct, statements, acts, or omissions alleged, or that could have been alleged, in the Litigation. Defendants also have denied, *inter alia*, the allegations that they made a materially false statement or had any intent to make one, the allegations that Lead Plaintiff or the Class has suffered damage, that Lead Plaintiff or the Class were harmed by the conduct that was or could have been alleged in the Litigation, or that Defendants have any liability to the Class. In addition, Defendants maintain that they have meritorious defenses to all claims alleged in the Litigation.

3. Why is this a class 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 exclude themselves from the Class.

4. Why is there a settlement?

The Court has not decided in favor of the Defendants or the Class. Instead, both sides agreed to the Settlement to avoid the costs and risks of further litigation, including trial and post-trial appeals. Lead Plaintiff agreed to the Settlement in order to ensure that Class Members will receive compensation, and because Lead Plaintiff (advised by Lead Counsel) considered the Settlement Amount to be a favorable recovery compared to the risk-adjusted possibility of recovery after trial and any appeals, in light of Defendants' legal argument that the statements at issue were not actionable at all by the Class, and Defendants' factual arguments that they were complying with all applicable securities laws. Lead Plaintiff and Lead Counsel believe the Settlement is in the best interest of all Class Members 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.

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 who purchased, sold, or held Harman common stock at any time during the period from and including January 10, 2017, the record date, through and including March 12, 2017, the date the Merger closed. Under the Plan of Allocation described below, only Class Members who were holders of record of Harman common stock at the close of business on January 10, 2017, and were thus holders of record entitled to vote on the Merger, and who submit a valid Proof of Claim to the Claims Administrator, may share in the recovery – this aligns the recovery with those who have legal standing to bring the claims currently asserted in the Litigation.

6. Are there exceptions to being included?

Excluded from the Class are: (i) Defendants and members of their immediate families; (ii) the officers and directors of the Company at all relevant times and members of their immediate families; (iii) any entity in which Defendants have or had a controlling interest; and (iv) the legal representatives, heirs, successors or assigns of each Defendant and each officer and director of the Company. Also excluded from the Class are those Persons who properly exclude themselves by timely and validly requesting exclusion from the Class pursuant to this Notice.

7. 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 1-888-813-7419 or visit the Settlement website www.HarmanMergerLitigation.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 \$28 million will be made by Defendants (or on their behalf) to be divided, after taxes, fees, and expenses, among all Authorized Claimants.

9. How much will my payment be?

Pursuant to the Settlement described herein, the Settlement Amount is \$28 million. Under the Plan of Allocation described below, only Class Members who were holders of record of Harman common stock at the close of business on January 10, 2017, and were thus holders of record entitled to vote on the Merger, and who submit a valid Proof of Claim to the Claims Administrator, may share in the recovery—this aligns the recovery with those who have legal standing to bring the claims currently asserted in the Litigation. Lead Plaintiff estimates that approximately 69,379,904 shares of Harman common stock are in the Class. 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 who submit acceptable Proofs of Claim. You may receive more than the estimated average amount provided below, depending on the number of claims submitted. If 100% of shares outstanding on the record date submit a claim, each share's average distribution under the Settlement will be approximately \$0.40 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 Lead Plaintiff (if requested), as determined by the Court. See Plan of Allocation as set forth at pages 9-10 below for more information on your claim.

The Settlement Fund less Taxes, Notice and Administration Costs, any award of attorneys' fees and expenses and Lead Plaintiff's expenses ("Net Settlement Fund") will be distributed to Class Members who submit valid, timely Proofs of Claim ("Authorized Claimants") on a *pro rata* basis. However, no distributions will be made to Authorized Claimants who would otherwise receive a distribution of less than \$10.00.

Defendants do not agree with the characterization that any damages were suffered by Lead Plaintiff or the Class.

Payments shall be conclusive against all Authorized Claimants. No Person shall have any claim against Plaintiff's Counsel, Lead Plaintiff, Intervening Plaintiff, the Claims Administrator, Defendants and their Related Parties, or any Person designated by Plaintiff's 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 Defendants for any Released Claims. 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.

HOW YOU GET A PAYMENT – SUBMITTING A CLAIM FORM

10. How can I receive a payment?

To be eligible to receive 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.HarmanMergerLitigation.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 December 1, 2022. The Proof of Claim may be submitted online at www.HarmanMergerLitigation.com.

11. When would I receive my payment?

The Court will hold a Final Approval Hearing on November 10, 2022, to decide whether to approve the Settlement. If the Court approves the Settlement after that, 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.

12. 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 Persons" (as defined below):

- "Released Claims" means any and all claims that have been asserted, could have been asserted, or could be asserted in the future in this Litigation; and any and all claims, actions, potential actions, demands, losses, rights, causes of action, controversies, costs, damages, liabilities, obligations, judgments, suits, matters and issues of any nature for any remedy, known or unknown, suspected or unsuspected, accrued or unaccrued, whether class, individual, or otherwise, arising under the laws, regulations, or common law of the United States of America, any state or political subdivision thereof, or any foreign country or jurisdiction, in law, in contract, or in equity, and regardless of legal theory, and including claims for indemnification, contribution, or otherwise denominated, that have been asserted, could have been asserted, or could be asserted in the future, by Lead Plaintiff or any Class Member in his, her or its capacity as a purchaser, seller or holder of Harman stock, that have arisen from, could have arisen from, or relate in any manner to, in whole or in part, the allegations, conduct, facts, events, transactions, acts, occurrences, statements, representations, omissions or any other matter related to, or arising out of, the Litigation, the Merger, the Proxy, the public statements, projections and investor presentations referenced in the Amended Complaint, or the purchase, sale, or holding of Harman's common stock at any time during the period from and including January 10, 2017 through and including March 12, 2017. "Released Claims" includes "Unknown Claims" as defined below. For the avoidance of doubt, nothing in the Stipulation is intended to, nor shall it be deemed to, release any claim that the Defendants have against any of Defendants' insurers.
- "Released Persons" means each and all of the Defendants and each and all of their Related Parties.
- "Related Parties" means, with respect to each Defendant, any and all of their related parties, including, without limitation, any and all of their past or present parents, subsidiaries, affiliates, predecessors, or successors, as well as any and all of its or their current or former officers, directors, employees, associates, members of their immediate families, agents or other persons acting on their behalf, underwriters, insurers, reinsurers, attorneys, advisors, financial advisors, publicists, independent certified public accountants, auditors, accountants, assigns, creditors, administrators, heirs, estates, or legal representatives.

- “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 Persons or any of them against Lead Plaintiff, Intervening Plaintiff, Class Members, or Plaintiff’s Counsel, that arise out of or relate in any way to the institution, prosecution, or settlement, of the claims against the Released Persons, except for claims related to the enforcement of the Settlement.
- “Unknown Claims” means any of the Released Claims which Lead Plaintiff 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 Persons, and any of the Settled Defendants’ Released Claims that the Released Persons do not know or suspect to exist in his, her or its favor at the time of the release of Lead Plaintiff, each and all of the Class Members and Plaintiff’s Counsel, which, if known by such party, might have affected such party’s settlement with and release of the Released Persons or Lead Plaintiff, each and all of the Class Members and Lead Plaintiff’s 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, Lead Plaintiff and Defendants shall expressly, and each of the Class Members and Released Persons shall be deemed to have, and by operation of the Order and Final Judgment, or the Alternative Judgment, if applicable, 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.

In addition, Lead Plaintiff and Defendants shall expressly, and each of the Class Members and Released Persons shall be deemed to have, and by operation of the Order and Final Judgment, or the Alternative Judgment, if applicable, 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. Lead Plaintiff, Class Members and the Released Persons 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 Lead Plaintiff and Defendants shall expressly, and each Class Member and Released Persons, upon the Effective Date, shall be deemed to have, and by operation of the Order and Final Judgment, or the Alternative Judgment, if applicable, 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. Lead Plaintiff and Defendants acknowledge, and the Class Members and Released Persons shall be deemed by operation of the Order and Final Judgment, or the Alternative Judgment, if applicable, 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 potentially sue the Defendants and the other Released Persons, 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.

13. 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 *Harman Merger Litigation*.” To be valid, your letter must include the number of shares of Harman common stock you held, purchased, or sold at any time during the Class Period and at the close of business on January 10, 2017, and the dates held during such period. 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 October 20, 2022** to:

Harman Merger Litigation
Claims Administrator
c/o Gilardi & Co. LLC
EXCLUSIONS
P.O. Box 5100
Larkspur, CA 94977-5100

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.

14. If I do not exclude myself, can I sue the Defendants and the other Released Persons for the same thing later?

No. Unless you exclude yourself, you give up any rights to sue the Defendants and the other Released Persons for any and all Released Claims. If you have a pending lawsuit against the Released Persons, 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 October 20, 2022.

15. 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 be able to sue or be part of a different lawsuit against the Defendants and the other Released Persons about the claims raised in this Litigation.

THE LAWYERS REPRESENTING YOU

16. Do I have a lawyer in this case?

The Court ordered that the law firm of Robbins Geller Rudman & Dowd LLP represents the Class, including you. These lawyers are called 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.

17. How will the lawyers be paid?

Lead Counsel will move the Court for an award of attorneys’ fees of 31% of the Settlement Amount and expenses in an amount not to exceed \$200,000, plus interest on such fees and expenses at the same rate as earned on the Settlement Fund. In addition, the Lead Plaintiff may seek reimbursement for her time and expenses in pursuing the Litigation. Such sums as may be approved by the Court will be paid from the Settlement Fund.

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

OBJECTING TO THE SETTLEMENT

18. 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, Lead Counsel’s fee and expense application, and/or Lead Plaintiff’s time and expense request (if such request was made). 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, Lead Counsel’s application for fees and expenses or Lead Plaintiff’s time and expense request (if any), in the *Harman Merger Litigation* and the reasons why you object. You must include your

name, address, telephone number, and your signature, identify the date(s), price(s), and number of shares of Harman common stock you purchased, sold, or held at any time during the Class Period, and state the reasons why you object. You must also include copies of documents demonstrating such holding(s), purchase(s), and/or sale(s). 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 October 20, 2022**:

COURT	LEAD COUNSEL	DEFENDANTS' COUNSEL
Clerk of the Court United States District Court for the District of Connecticut Abraham Ribicoff Federal Building 450 Main Street, Suite A012 Hartford, CT 06103	David A. Knotts ROBBINS GELLER RUDMAN & DOWD LLP 655 West Broadway Suite 1900 San Diego, CA 92101	Stephen R. DiPrima WACHTELL, LIPTON, ROSEN & KATZ 51 West 52nd Street New York, NY 10019

19. 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, Lead Counsel's application for fees and expenses or Lead Plaintiff's time and expense request (if any). 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.

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

The Court will hold a Final Approval Hearing at 10:00 a.m. on November 10, 2022, at the United States District Court for the District of Connecticut, Abraham Ribicoff Federal Building, 450 Main Street, Room 228, Hartford, CT 06103. At the hearing the Court will consider whether the Settlement and proposed Plan of Allocation are fair, reasonable, and adequate, and whether Lead Counsel's fee and expense application and Lead Plaintiff's time and expense request (if any) should be granted. If there are objections, the Court will consider them. 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 Lead Counsel or the Settlement website beforehand to be sure that the date and/or time has not changed.

21. 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 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.

22. May I speak at the hearing?

If you object to the Settlement, the Plan of Allocation or, the fee and expense application or Lead Plaintiff's time and expense request, 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 18 above) a statement saying that it is your "Notice of Intention to Appear in the *Harman Merger Litigation*." Persons who intend to object to the Settlement, the Plan of Allocation, the fee and expense application, and/or Lead Plaintiff's time and expense request 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 copies of any exhibits they intend to introduce into evidence at the Final Approval Hearing. You cannot speak at the hearing if you exclude yourself from the Class.

IF YOU DO NOTHING

23. 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 Persons about the legal issues in this case ever again.

GETTING MORE INFORMATION

24. Are there more details about the proposed Settlement?

This Notice summarizes the proposed Settlement. More details are in the Stipulation dated June 23, 2022. You can obtain answers to common questions regarding the proposed Settlement by contacting the Claims Administrator toll-free at 1-888-813-7419. A copy of the Stipulation and other relevant documents are also available on the Settlement website at www.HarmanMergerLitigation.com.

25. How do I get more information?

For even more detailed information concerning the matters involved in this Litigation, reference is made to the pleadings, the Stipulation, the Orders entered by the Court and the other papers filed in the Litigation, which may be inspected at the Office of the Clerk of the United States District Court for the District of Connecticut, Abraham Ribicoff Federal Building, 450 Main Street, Suite A012, Hartford, CT 06103, during regular business hours. For a fee, all papers filed in this Litigation are available at www.pacer.gov.

You can also call 1-888-813-7419 or write to the Shareholder Relations Department, Robbins Geller Rudman & Dowd LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, settlementinfo@rgrdlaw.com or visit www.HarmanMergerLitigation.com.

PLAN OF ALLOCATION OF NET SETTLEMENT FUND AMONG CLASS MEMBERS

The Net Settlement Fund (the Settlement Amount plus interest less taxes, tax expenses, Notice and Administration Costs, attorneys' fees and expenses, and Lead Plaintiff's time and expense payment (if any)) will be distributed to Class Members who, in accordance with the terms of the Stipulation, are entitled to a distribution from the Net Settlement Fund pursuant to any plan of allocation or any order of the Court and who submit a valid and timely Proof of Claim under the Plan of Allocation described below.

26. How will my claim be calculated?

As discussed above, the Settlement provides \$28 million in cash for the benefit of the Class. The Settlement Amount and any interest it earns constitute the "Settlement Fund." The Settlement Fund, after deduction of Court-approved attorneys' fees and expenses, Notice and Administration Costs, Taxes, and any other fees or expenses approved by the Court, is the "Net Settlement Fund." If the Settlement is approved by the Court, the Net Settlement Fund will be distributed to Authorized Claimants—*i.e.*, who were holders of record of Harman common stock at the close of business on January 10, 2017, and who submit a valid Proof of Claim to the Claims Administrator—in accordance with this proposed Plan of Allocation ("Plan of Allocation" or "Plan") or such other plan of allocation as the Court may approve. Only those stockholders holding Harman common stock as of the close of business on January 10, 2017 were considered record holders entitled to vote on the Merger. Given that the currently pending claims in the Litigation challenge statements made in the Proxy related to that vote, this proposed Plan of Allocation aligns the recovery with those who have legal standing to bring the claims currently asserted in the Litigation. Class Members who do not timely submit valid Proofs of Claim and/or who did not hold Harman common stock at the close of business on January 10, 2017 will not share in the Net Settlement Fund, but will otherwise be bound by the Settlement. The Court may approve this proposed Plan of Allocation, or modify it, without additional notice to the Class. Any order modifying the Plan of Allocation will be posted on the Settlement website, www.HarmanMergerLitigation.com.

The objective of the Plan of Allocation is to distribute the Settlement proceeds equitably among those Class Members who have legal standing to bring the claims currently asserted in the Litigation (as described above). The Plan of Allocation is not a formal damage analysis, and the calculations made in accordance with the Plan of Allocation are not intended to be estimates of, or indicative of, the amounts that Class Members might have been able to recover after a trial.

Pursuant to the Settlement described herein, the Settlement Amount is \$28 million. Lead Plaintiff estimates that approximately 69,379,904 shares of Harman common stock are in the Class. A Class Member's actual recovery will be a proportion of the Net Settlement Fund determined by its claim as compared to the total claims of all eligible Class Members who submit acceptable Proofs of Claim. A Class Member may receive more than the estimated average amount provided below depending on the number of claims submitted. If 100% of shares outstanding on the record date submit a claim, each share's average distribution under the Settlement will be approximately \$0.40 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, the expenses of Lead Plaintiff (if any), as determined by the Court.

The Net Settlement Fund will be distributed to Authorized Claimants on a *pro rata* basis. However, no distributions will be made to Authorized Claimants who would otherwise receive a distribution of less than \$10.00.

Payments shall be conclusive against all Authorized Claimants. No Person shall have any claim against Plaintiff's Counsel, Lead Plaintiff, Intervening Plaintiff, the Claims Administrator, Defendants and their Related Parties, or any Person designated by Plaintiff's 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 Defendants for any Released Claims. 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 purchased, sold, or held Harman common stock at any time during the Class Period 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 person or organization for whom or which you purchased, sold, or held such 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 via First Class mail 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 at notifications@gilardi.com or:

Harman Merger Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 6177
Novato, CA 94948-6177

DATED: July 13, 2022

BY ORDER OF THE COURT
UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

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