



**GRANTED**

EFiled: Jul 26 2017 04:04PM EDT  
Transaction ID 60902143  
Case No. 13001-CB



**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

IN RE HARMAN INTERNATIONAL )  
INDUSTRIES, INCORPORATED ) CONSOLIDATED  
STOCKHOLDERS LITIGATION ) C.A. No. 13001-CB

**STIPULATED [PROPOSED] ORDER REGARDING  
NOTICE TO CLASS MEMBERS**

WHEREAS, the above-captioned action (the “Action”) was brought challenging the proposed merger of Harman International Industries, Incorporated (“Harman”) and Samsung Electronics Co., Ltd. (“Samsung”) pursuant to an agreement and plan of merger filed with the United States Securities and Exchange Commission (“SEC”) on November 14, 2016 (the “Transaction”);

WHEREAS, on December 12, 2016, Harman filed a Preliminary Proxy Statement on Schedule 14A (the “Preliminary Proxy”) with the SEC in connection with the Transaction;

WHEREAS, on December 22, 2016, Plaintiff Harinath Nampally filed a verified Class Action Complaint against Harman’s Board of Directors (the “Board”) for breach of fiduciary duty (the “Nampally Complaint”);

WHEREAS, on December 29, 2016, Plaintiff Nampally filed a Motion for Expedited Proceedings and Discovery and a Motion for Preliminary Injunction to enjoin the shareholder vote on the merger agreement until Defendants cured certain alleged disclosure violations (the “Motions”);

WHEREAS, on January 3, 2017, Plaintiff Robert Fine filed a verified Class Action Complaint against the Board for breach of fiduciary duty (the “Fine Complaint”);

WHEREAS, on January 6, 2017, Plaintiffs’ counsel was provided certain limited documents pursuant to an Agreement Respecting Limited Production of Documents for Evaluation Purposes;

WHEREAS, on January 12, 2017, the Court granted an Order Consolidating the Actions, Appointing Co-Lead Counsel, and Scheduling Certain Matters, in which Plaintiffs Nampally and Fine were designated Co-Lead Plaintiffs;

WHEREAS, on January 12, 2017, Co-Lead Plaintiffs sent a letter to Defendants demanding disclosure of additional information Co-Lead Plaintiffs claimed to be material to the decision whether to approve the Transaction;

WHEREAS, on January 12, 2017, the parties agreed on categories of disclosures Harman would provide to moot the Motions;

WHEREAS, on January 13, 2017, the parties agreed on a draft of additional disclosures to be filed with the SEC that would resolve the Motions (the “Additional Disclosures”);

WHEREAS, on January 18, 2017, the Court granted a Stipulation and Order to Withdraw Plaintiff’s Motion for Expedited Proceedings and Discovery and Motion for a Preliminary Injunction as Moot;

WHEREAS, on January 20, 2017, Harman filed a Definitive Proxy Statement on Schedule 14A (the “Definitive Proxy”) with the SEC that incorporated the Additional Disclosures;

WHEREAS, on February 17, 2017, a special meeting of Harman stockholders was held and the Transaction was approved;

WHEREAS, on March 10, 2017, the Transaction was completed;

WHEREAS, on April 7, 2017, the Court entered a Stipulation and Order dismissing the Action with prejudice as to Co-Lead Plaintiffs, and without prejudice as to any other putative class member, and retaining jurisdiction solely for the purpose to determine Co-Lead Plaintiffs’ counsel’s anticipated application for an award of attorneys’ fees and reimbursement of expenses (the “Fee and Expense Application”);

WHEREAS, the parties have reached an agreement to resolve the Fee and Expense Application with a payment by Harman of \$195,000 to Co-Lead Plaintiffs’ counsel in attorneys’ fees (inclusive of expenses) pursuant to the procedures and timing specified below;

WHEREAS, this Court requires the parties to provide notice to stockholders of the entity paying an agreed-upon amount of attorneys’ fees and expenses;

WHEREAS, Harman is no longer a registered filer with the SEC; and

WHEREAS, subject to Court approval, the parties have conferred and agreed upon the procedure for notice set forth below and in the form attached as Exhibit A (the “Notice”).

NOW, THEREFORE, IT IS HEREBY ORDERED this \_\_\_\_ day of July, 2017 that:

1. Within ten (10) calendar days of the entry of this Order, Harman and Co-Lead Plaintiffs’ counsel shall cause the Notice substantially in the form annexed hereto as Exhibit A to be (a) publicly disseminated via a press release through PR Newswire, (b) posted to the Harman corporate website for a period of thirty (30) calendar days, and (c) posted on the website of Faruqi & Faruqi, LLP for a period of thirty (30) calendar days. The cost of the dissemination of the Notice via press release through PR Newswire and posting of the Notice to the Harman website shall be paid by Harman.

2. Upon compliance with Paragraph 1 herein, the parties shall submit a proposed order stating that Paragraph 1 has been complied with and providing for the final dismissal and closure of this Action.

3. Harman shall pay Co-Lead Plaintiffs’ counsel fees and expenses in the amount of \$195,000 within ten (10) business days of the entry of the order referenced in Paragraph 2.

Dated: July 25, 2017

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*Counsel for Defendants*

*Counsel for Defendants*

IT IS SO ORDERED this \_\_\_\_\_ day of \_\_\_\_\_, 2017.

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CHANCELLOR ANDRE BOUCHARD

This document constitutes a ruling of the court and should be treated as such.

**Court:** DE Court of Chancery Civil Action

**Judge:** Andre G Bouchard

**File & Serve**

**Transaction ID:** 60893413

**Current Date:** Jul 26, 2017

**Case Number:** 13001-CB

**Case Name:** CLOSED CONS W/ 2017-0001-AGB - IN RE HARMAN INTERNATIONAL INDUSTRIES, INCORPORATED STOCKHOLDERS LITIGATION

/s/ **Judge Bouchard, Andre G**