

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

IN RE HP SECURITIES LITIGATION,  
This Document Relates To: All Actions

MASTER FILE NO. 3:12-CV-05980-CRB

**CLASS ACTION**

**NOTICE OF PENDENCY OF CLASS ACTION AND PROPOSED SETTLEMENT, SETTLEMENT FAIRNESS HEARING AND MOTION FOR ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION EXPENSES**

**A U.S. Federal Court authorized this Notice. This is not a solicitation from a lawyer.**

**Notice of Pendency of Class Action:** Please be advised that your rights may be affected by a class action lawsuit (the "Action") pending in the United States District Court for the Northern District of California (the "District Court" or "Court") if, during the period between August 19, 2011 and November 20, 2012, inclusive (the "Settlement Class Period"), you purchased or otherwise acquired the publicly traded common stock of Hewlett-Packard Company ("HP" or the "Company").

**Notice of Pendency of Settlement:** Please also be advised that the Court-appointed Lead Plaintiff PGGM Vermogensbeheer B.V. ("PGGM" or "Lead Plaintiff"), on behalf of itself and the proposed Settlement Class (as defined in ¶1 below), has reached a proposed settlement of the Action with defendants HP and Margaret C. Whitman (together, the "Settling Defendants") for a total of \$100,000,000 in cash that, if approved, will resolve all claims in the Action.<sup>1</sup>

**PLEASE READ THIS NOTICE CAREFULLY. This Notice explains important rights you may have, including the possible receipt of cash from the Settlement. If you are a Settlement Class Member, your legal rights will be affected whether or not you act.**

1. **Description of the Action and Settlement Class:** This Notice relates to a proposed Settlement of claims in a pending class action lawsuit brought by investors alleging that the price of HP's publicly traded common stock was artificially inflated during the Settlement Class Period as a result of alleged false and misleading statements concerning HP's acquisition of Autonomy Corporation plc ("Autonomy"), including statements regarding Autonomy's value and the reasons for Autonomy's poor performance after its acquisition. The proposed Settlement, if approved by the Court, will settle claims of all persons who purchased or otherwise acquired HP's publicly traded common stock between August 19, 2011 and November 20, 2012, inclusive (the "Settlement Class"), except for certain persons and entities who are excluded from the Settlement Class by definition (see Question 6 below) or who timely and validly elect to exclude themselves from the Settlement Class (see Questions 13-15 below).

2. **Statement of Settlement Class's Recovery:** Subject to Court approval, and as described more fully below, Lead Plaintiff, on behalf of itself and the Settlement Class, has agreed to settle all claims based on the purchase or acquisition of HP's publicly traded common stock that were or could have been asserted in the Action in exchange for a payment of \$100,000,000 in cash (the "Settlement Amount") to be deposited into an escrow account (the "Settlement Fund"). The Net Settlement Fund (*i.e.*, the Settlement Fund less any: (i) Taxes; (ii) Notice and Administration Costs; (iii) Litigation Expenses awarded by the District Court; and (iv) attorneys' fees awarded to Lead Counsel by the District Court) will be distributed in accordance with a plan of allocation of settlement proceeds that is subject to Court approval. The proposed plan of allocation (the "Plan of Allocation") is attached hereto as Appendix A. The Plan of Allocation may be modified by the Court without further notice.

3. **Statement of Average Amount of Recovery Per Share:** Lead Plaintiff's damages expert estimates that approximately 973 million shares of HP publicly traded common stock purchased or otherwise acquired during the Settlement Class Period (*i.e.*, between August 19, 2011 and November 20, 2012, inclusive) may have been damaged by the conduct at issue in the Action. If all Settlement Class Members elect to participate in the Settlement, the estimated average recovery per damaged share of HP common stock would be approximately \$0.10 of the \$0.39 average damages per share as estimated by Lead Plaintiff's damages expert before deduction of Court-awarded attorneys' fees and Litigation Expenses and the costs of providing notice and administering the Settlement. **Settlement Class Members should note, however, that this is only an estimate based on the overall number of potentially damaged shares.** Some Settlement Class Members may recover more or less than the estimated average recovery per share. Settlement Class Member recoveries will depend on, among other things: (i) the number of claims submitted; (ii) the amount of HP common stock purchased and/or acquired by the Settlement Class Member; (iii) the timing of such purchases and/or acquisitions; (iv) whether the Settlement Class Member sold his, her, or its shares of HP common stock and, if so, when; (v) administrative costs, including the costs of notice; and (vi) the amount of attorneys' fees and Litigation Expenses awarded by the Court.<sup>2</sup>

4. **Statement of Settling Parties' Position on Liability and Damages:** The Settling Defendants have denied and continue to deny all claims and contentions by Lead Plaintiff, as well as all charges of wrongdoing or liability against them arising out of or related to any of the conduct, statements, acts, or omissions alleged, or that could have been alleged in the Action. The Settling Defendants believe the Action has no merit. The Settling Defendants deny that they made any false or misleading statements during the Settlement Class Period, that they had the state of mind required to render any of the alleged misrepresentations and omissions actionable, and that any alleged loss was caused by any alleged misrepresentations. The Lead Plaintiff disputes all of the foregoing.

<sup>1</sup> All capitalized terms used in this Notice that are not otherwise defined herein shall have the meanings provided in the Stipulation of Settlement and Release dated June 8, 2015 (the "Stipulation"), which is available on the website [www.HPSecuritiesLitigationSettlement.com](http://www.HPSecuritiesLitigationSettlement.com).

<sup>2</sup> See, e.g., ¶ 4 of the Plan of Allocation attached hereto as Appendix A, for a discussion of claims arising out of purchases/acquisitions of publicly traded HP common stock made prior to May 23, 2012, which were previously dismissed by the Court in its November 26, 2013 Order.

As a result, the Settling Parties disagree on a number of issues, including, but not limited to: (i) whether the federal securities laws were violated by the Settling Defendants' acts as alleged in the Complaints; (ii) whether statements made by the Settling Defendants to the investing public concerning the acquisition of Autonomy were false and misleading; and (iii) to what extent the members of the Settlement Class have sustained damages, and the proper measure of damages.

5. **Statement of Attorneys' Fees and Expenses Sought:** Court-appointed Lead Counsel, Kessler Topaz Meltzer & Check, LLP, has litigated the claims asserted in this Action on a wholly contingent basis since its inception and has conducted this litigation and advanced the expenses of litigation with the expectation that if it was successful in recovering money for the Settlement Class, it would receive fees and be paid for its expenses from the Settlement Fund, as is customary in this type of litigation. Court-appointed Lead Counsel will apply to the Court for an award of attorneys' fees in an amount not to exceed eleven percent (11%) of the Settlement Amount, net of Litigation Expenses, a percentage that was specifically negotiated by Lead Plaintiff in advance of this litigation pursuant to a fee grid which varied based upon the amount recovered and the point during the litigation at which the settlement was achieved.<sup>3</sup> Lead Counsel's lodestar is approximately \$8.5 million, a figure calculated by multiplying the hours expended to date on the Action by Lead Counsel for each attorney and professional by their respective hourly rates. If Lead Counsel applies for attorneys' fees in the amount of eleven percent (11%) of the Settlement Amount, net of Litigation Expenses, Lead Counsel will be seeking a multiplier of less than 1.3 on its lodestar. Lead Counsel will also apply to the Court for reimbursement of Litigation Expenses in an amount not to exceed \$1.25 million, plus interest earned on both the fees and Litigation Expenses awarded at the same rate earned on the Settlement Fund, all to be paid from the Settlement Fund. The maximum amount of Litigation Expenses set forth above includes an estimate for reimbursement from the Settlement Fund for costs and expenses (including lost wages) incurred by Lead Plaintiff in connection with its representation of the Settlement Class in accordance with 15 U.S.C. § 78u-4(a)(4), in an amount not to exceed \$175,000. This amount represents reimbursement to be sought for the time expended by the Lead Plaintiff in representing the Settlement Class in this Action, that otherwise would have been spent on daily tasks by employees and personnel of PGGM. The amount Lead Plaintiff will seek will be based upon the hourly rates charged or calculated based upon the annual salaries of the individuals at PGGM who devoted time to this Action, multiplied by the number of hours they expended. Such time includes hours expended on document collection and production, attendance at a hearing, attendance at mediation, preparation for and attendance at depositions and participation in litigation strategy decisions. Lead Plaintiff's approval and recommendation of the Settlement is completely independent of the reimbursement award, such that if a lesser award or no award is granted, Lead Plaintiff still recommends the Settlement. If the above Litigation Expenses are requested and approved by the Court, the average cost per damaged share of HP common stock will be approximately \$0.0124. **Please note that this amount is only an estimate.**<sup>4</sup>

6. **Identification of Attorneys' Representatives:** Lead Plaintiff and the Settlement Class are represented by: Eli R. Greenstein, Esq., One Sansome Street, Suite 1850, San Francisco, CA 94104, (415) 400-3000 and Andrew L. Zivitz, Esq. and Stacey M. Kaplan, Esq., 280 King of Prussia Road, Radnor, PA 19087, (610) 667-7706, all of Kessler Topaz Meltzer & Check, LLP, [www.ktmc.com](http://www.ktmc.com).

7. **Reasons for the Settlement:** Lead Plaintiff's principal reason for entering into the Settlement is the immediate cash benefit to the Settlement Class, without further risk or the delays inherent in continued litigation. The cash benefit under the Settlement must be considered against the significant risk that a smaller recovery – or, indeed, no recovery at all – might be achieved after contested motions, trial, and likely appeals, a process that could last several years into the future. Lead Plaintiff also believes that the Settlement is a favorable result in light of the risks of continued litigation. For the Settling Defendants, who have expressly denied and continue to deny all allegations of liability, fault, or wrongdoing whatsoever, the principal reason for entering into the Settlement is to eliminate the expense, risks, and uncertainty of further litigation to themselves and HP's shareholders.

<b>YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT:</b>	
<b>SUBMIT A CLAIM FORM POSTMARKED NO LATER THAN OCTOBER 31, 2015</b>	This is the only way to be eligible to receive a payment from the Settlement. If you are a Settlement Class Member and you remain in the Settlement Class, you will be bound by the Settlement as approved by the Court whether or not you submit a Claim Form. Instructions as to how to request a Claim Form are contained below. See Question 9 below.
<b>EXCLUDE YOURSELF FROM THE SETTLEMENT CLASS BY SUBMITTING A WRITTEN REQUEST FOR EXCLUSION SO THAT IT IS RECEIVED NO LATER THAN OCTOBER 14, 2015</b>	If you exclude yourself from the Settlement Class, you will not be eligible to receive a payment from the Settlement. This is the only option that <i>potentially</i> allows you to ever bring or maintain your own lawsuit against the Settling Defendants and the other Released Parties, or to be part of another lawsuit, concerning the claims being resolved in this Settlement. See Questions 13-15 below.
<b>OBJECT TO THE SETTLEMENT BY SUBMITTING A WRITTEN OBJECTION SO THAT IT IS FILED OR POSTMARKED NO LATER THAN OCTOBER 14, 2015</b>	If you do not like the proposed Settlement, the proposed Plan of Allocation, and/or the requests for attorneys' fees and Litigation Expenses, you may write to the Court and explain why you do not like them. You cannot object to the Settlement, the Plan of Allocation or the requests for attorneys' fees and Litigation Expenses unless you are a Settlement Class Member and do not exclude yourself.

<sup>3</sup> Court-awarded Litigation Expenses, including any reimbursement of Lead Plaintiff's costs and expenses, will be deducted from the Settlement Amount prior to applying any Court-approved percentage for attorneys' fees in accordance with the Court's standard practice of awarding attorneys' fees on a net basis.

<sup>4</sup> The estimated notice and claims administration costs for this Settlement, which shall be paid out of the Settlement Amount, are \$2.5 million. The cost is only an estimate, however, as the administration has not fully commenced as of the date of this Notice. The costs of notice and claims administration will largely depend upon the number of Notices mailed and the number of claims submitted for processing. If the attorneys' fees and Litigation Expenses requested are approved by the Court and the notice and claims administration costs are \$2.5 million, the average cost per damaged share of HP common stock for all of these expenditures will be approximately \$0.015.

<p><b>GO TO A HEARING ON NOVEMBER 13, 2015 AT 10:00 A.M., AND FILE A NOTICE OF INTENTION TO APPEAR SO THAT IT IS FILED OR POSTMARKED NO LATER THAN OCTOBER 14, 2015</b></p>	<p>Filing a written objection and notice of intention to appear allows you to speak in Court about the fairness of the proposed Settlement, the proposed Plan of Allocation, and/or the requests for attorneys' fees and Litigation Expenses. If you submit a written objection, you may (but do not have to) attend the hearing and speak to the Court about your objection. If you do not attend the hearing, the Court will still consider your objection.</p>
<p><b>DO NOTHING</b></p>	<p>If you are a member of the Settlement Class and you do not submit a Claim Form, you will not be eligible to receive any payment from the Settlement. You will, however, remain a member of the Settlement Class, which means that you give up your right to sue about the claims that are resolved by the Settlement and you will be bound by any judgments or orders entered by the Court in the Action.</p>

- These rights and options – and the deadlines to exercise them – are explained in this Notice. Please note: the date and time of the Settlement Hearing – currently scheduled for **November 13, 2015 at 10:00 a.m.** – is subject to change without further notice to the Settlement Class. If you plan to attend the Settlement Hearing, you should check the website, [www.HPSecuritiesLitigationSettlement.com](http://www.HPSecuritiesLitigationSettlement.com), the Court's PACER site or with Lead Counsel as set forth above to confirm that no change to the date and time of the hearing has been made.
- The Court in charge of this case still has to decide whether to approve the Settlement. Payments will be made if the Court approves the Settlement and, if there are any appeals, after appeals are resolved. Please be patient.

**[END OF COVER PAGE]**

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## BASIC INFORMATION

### 1. Why was this Notice issued?

This Notice is being sent to you pursuant to an Order of a U.S. Federal Court because you or someone in your family or an investment account for which you serve as custodian may have purchased or otherwise acquired HP's publicly traded common stock during the Settlement Class Period. This Notice explains the lawsuit, the terms of the Settlement and your legal rights and options in connection with the Settlement before the Court decides whether to approve the Settlement. This Notice is also being sent to inform you of the Settlement Hearing to be held by the Court to consider the fairness, reasonableness and adequacy of the Settlement, the Plan of Allocation, and the requests for attorneys' fees and reimbursement of Litigation Expenses.

The Honorable Charles R. Breyer of the United States District Court for the Northern District of California is presiding over the case known as *In re HP Securities Litigation*, No. 3:12-cv-05980-CRB (N.D. Cal.). The persons or entities that are suing are called plaintiffs, and those who are being sued are called defendants. In this case, the Court has appointed PGGM to serve as "Lead Plaintiff" under a federal law governing securities class actions and has appointed the law firm of Kessler Topaz Meltzer & Check, LLP ("Kessler Topaz") as Lead Counsel in the Action. The Settling Defendants are HP and Margaret C. Whitman ("Whitman"). The proposed Settlement discussed in this Notice will resolve all claims against the Settling Defendants and the other Released Parties, thereby concluding this litigation if approved.

Receipt of this Notice does not necessarily mean that you are a Settlement Class Member or that you will be entitled to receive proceeds from the Settlement. If you wish to be eligible to participate in the distribution of the proceeds from the Settlement, you will be required to submit the Claim Form that is included with this Notice, as described in Question 9 below.

### 2. What is this lawsuit about?

Beginning on November 26, 2012, the first of three class action complaints against HP and other defendants was filed in this Court, alleging violations of the federal securities laws and captioned as follows: *Nicolow v. Hewlett-Packard Co.*, Case No. 12-cv-05980-CRB (the "Original Complaint"). By Order dated March 4, 2013, the Court consolidated the foregoing action and any related cases under the caption *In re HP Securities Litigation*, Case No. 12-cv-05980-CRB. By the same Order, the Court appointed PGGM as Lead Plaintiff. By Order dated March 7, 2013, the Court appointed Kessler Topaz as Lead Counsel.

On May 3, 2013, Lead Plaintiff filed the operative complaint in the Action, the Consolidated Complaint for Violation of the Federal Securities Laws (the "Consolidated Complaint"), asserting claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 against Defendants. The Consolidated Complaint alleges, among other things, that during the relevant time period, Defendants made false and misleading statements related to the acquisition of Autonomy, including statements regarding Autonomy's value and the reasons for Autonomy's poor performance after its acquisition by HP. On November 20, 2012, HP announced the write-down of 85% of Autonomy's purchase price due to, *inter alia*, serious accounting improprieties at Autonomy.

On July 2, 2013, Defendants<sup>5</sup> moved to dismiss the Consolidated Complaint. Following full briefing and oral argument on Defendants' motions, the Court, on November 26, 2013, granted in part and denied in part Defendants' motions to dismiss, thereby dismissing all Defendants except HP and Whitman and dismissing all allegedly false and misleading statements made prior to May 23, 2012.

On November 4, 2014, Lead Plaintiff filed a motion to certify this Action as a class action, to certify Lead Plaintiff as class representative and to appoint Kessler Topaz as class counsel. At the time the Settlement was reached, the Court had yet to rule upon the class certification motion.

During the course of the Action, the Settling Parties have conducted extensive discovery, including Lead Plaintiff's review of over 80,000 pages of documents produced by Settling Defendants and third parties. In addition, the Settling Parties, through their counsel, had several in-person and telephonic settlement discussions, mediations and arm's-length negotiations with the assistance of an experienced mediator lasting for the better part of a year, before reaching an agreement-in-principle to settle the Action in May 2015. These proceedings involved several mediation submissions, supplementations and document productions that assisted the parties and the mediator in evaluating the parties' respective positions and the strengths and weaknesses of their case and their defenses.

### 3. Why is this a class action?

In a class action lawsuit, one or more persons or entities known as class representatives – in this case, for purposes of Settlement, Lead Plaintiff PGGM – asserts legal claims on behalf of all persons and entities with similar legal claims. All of these persons or entities together are referred to as the "Settlement Class" or as "Settlement Class Members." One Court resolves the issues for all Settlement Class Members, except for any persons or entities who choose to exclude themselves from the Settlement Class (see Question 15 below), if the Court determines that a class action is an appropriate method to do so.

<sup>5</sup> "Defendants" are HP, Whitman, Leo Apotheker, Shane V. Robison, Catherine A. Lesjak, Raymond J. Lane and James T. Murrin (the "HP Defendants") and Michael R. Lynch.

**4. Why is there a settlement?**

Settling Defendants have agreed to settle the Action. The Court did not decide in favor of Lead Plaintiff or Settling Defendants. The Settling Parties disagree on both liability and the amount of damages that could be won if Lead Plaintiff had prevailed at trial. Specifically, the Settling Parties disagree, among other things, on (1) whether the statements made or facts allegedly omitted were material, false or misleading, (2) whether Settling Defendants are otherwise liable under the securities laws for those statements or omissions, (3) the average amount of damages per share of publicly traded HP common stock, if any, that would be recoverable if Lead Plaintiff was to prevail, and (4) whether the alleged misleading statements caused any part of Lead Plaintiff's losses.

The claims advanced by Lead Plaintiff in this Action involve numerous legal and factual issues, which would require additional discovery, including expert discovery, which would add considerably to the expense, complexity and duration of the litigation. If the Action were to proceed, Lead Plaintiff would have to overcome significant defenses. Based upon their investigation, formal discovery and extensive mediation efforts, and after considering (a) the attendant risks of litigation and (b) the desirability of permitting the Settlement to be consummated as provided by the terms of the Stipulation, Lead Plaintiff and its lawyers, Lead Counsel, believe that the Settlement is in the best interests of the Settlement Class Members.

Settling Defendants have denied the claims asserted against them in the Action and deny having engaged in any wrongdoing or violation of law of any kind whatsoever. Settling Defendants have agreed to the Settlement solely to eliminate the burden and expense of continued litigation. Accordingly, the Settlement may not be construed as an admission of Settling Defendants' wrongdoing.

**WHO IS IN THE SETTLEMENT**

To see if you will receive money from this Settlement, you first have to determine if you are a Settlement Class Member.

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

Judge Breyer has determined that everyone who fits the following description is a Settlement Class Member, unless you are excluded from the Settlement Class as described in Question 6 below: ***All Persons who purchased or otherwise acquired HP's publicly traded common stock between August 19, 2011 and November 20, 2012, inclusive.***

**PLEASE NOTE: RECEIPT OF THIS NOTICE DOES NOT MEAN THAT YOU ARE A SETTLEMENT CLASS MEMBER OR THAT YOU WILL BE ENTITLED TO RECEIVE PROCEEDS FROM THE SETTLEMENT. IF YOU ARE A SETTLEMENT CLASS MEMBER AND YOU WISH TO BE ELIGIBLE TO PARTICIPATE IN THE DISTRIBUTION OF PROCEEDS FROM THE SETTLEMENT, YOU ARE REQUIRED TO SUBMIT THE CLAIM FORM THAT IS BEING DISTRIBUTED WITH THIS NOTICE AND THE REQUIRED SUPPORTING DOCUMENTATION AS SET FORTH THEREIN POSTMARKED NO LATER THAN OCTOBER 31, 2015.**

**6. Are there exceptions to being included?**

Yes. Excluded from the Settlement Class are all Released Parties. Also excluded from the Settlement Class are any persons or entities who exclude themselves from the Settlement Class by submitting a timely request for exclusion in accordance with the requirements set forth in this Notice.

**7. I am still not sure if I am included.**

If you are not sure whether you are a Settlement Class Member, you may visit [www.HPSecuritiesLitigationSettlement.com](http://www.HPSecuritiesLitigationSettlement.com) or you can contact the Claims Administrator for the Settlement, GCG, by writing to *In re HP Securities Litigation Settlement*, c/o GCG, P.O. Box 10224, Dublin, Ohio 43017-5724, or by calling (888) 985-9382. You may also want to contact your broker to see if you purchased and/or otherwise acquired the publicly traded HP common stock eligible to participate in the Settlement.

**THE SETTLEMENT BENEFITS – WHAT YOU GET**

**8. What does the Settlement provide?**

The Settlement provides for the payment of \$100,000,000 on behalf of the Settling Defendants. If the Settlement is approved, the Net Settlement Fund (as defined above), will be distributed to eligible Settlement Class Members.

**9. How much will my payment be?**

The proposed Plan of Allocation provides for distribution of the Net Settlement Fund to each Settlement Class Member who submits a timely and valid Claim Form to the Claims Administrator, in accordance with the requirements established by the Court, and who is approved for payment from the Net Settlement Fund ("Authorized Claimant"). Your share of the Net Settlement Fund will depend on, among other things, the number of valid Claim Forms submitted, how many shares of HP common stock you purchased or otherwise acquired during the Settlement Class Period and when you purchased, acquired, and sold such shares.

All Claim Forms must be **postmarked** no later than **October 31, 2015** addressed as follows:

***In re HP Securities Litigation Settlement***

c/o GCG  
Claims Administrator  
P.O. Box 10224  
Dublin, Ohio 43017-5724

**Unless otherwise ordered by the Court, any Settlement Class Member who fails to submit a properly completed and signed Claim Form within such period as may be ordered by the Court shall be forever barred from receiving any payments pursuant to the Settlement, but will in all other respects be subject to the provisions of the Stipulation entered into by the Settling Parties, including the releases set forth therein, and the final judgment entered by the Court.**

The Plan of Allocation is a matter separate and apart from the proposed Settlement, and any decision by the Court concerning the Plan of Allocation shall not affect the validity or finality of the Settlement. The Court may approve the Plan of Allocation with or without modifications agreed to among the Settling Parties, or another plan of allocation, without further notice to Settlement Class Members.

The proposed Plan of Allocation, which is subject to Court approval, is attached as Appendix A to this Notice. Please review the Plan of Allocation carefully.

**10. What am I giving up as part of the Settlement?**

If the Settlement is approved by the Court and becomes final, you will be releasing all Defendants and certain of their related parties (*i.e.*, the “Released Parties” as set forth in paragraph 1(bb) of the Stipulation) for all of the Settled Claims defined in paragraph 1(dd) of the Stipulation. The “Settled Claims” are those claims brought in this case or that could have been brought in this case and relate to the purchase and/or acquisition of publicly traded HP common stock during the Settlement Class Period, as fully defined in the Stipulation.<sup>6</sup> The Stipulation is available at [www.HPSecuritiesLitigationSettlement.com](http://www.HPSecuritiesLitigationSettlement.com). The Stipulation describes the Settled Claims with specific description, so please read it carefully.

**11. How can I get a payment?**

If you are a Settlement Class Member you will need to submit a Claim Form and the necessary supporting documentation to establish your potential eligibility to share in the Net Settlement Fund. A Claim Form is included with this Notice, or you may obtain one from the website maintained by the Claims Administrator, [www.HPSecuritiesLitigationSettlement.com](http://www.HPSecuritiesLitigationSettlement.com), or you may request that a Claim Form be mailed to you by contacting the Claims Administrator toll free at (888) 985-9382. Submitting a Claim Form does not necessarily guarantee that you will receive a payment. Please refer to the Plan of Allocation attached as Appendix A hereto for further information on how Lead Plaintiff proposes the Net Settlement Fund will be allocated. Please retain all records of your ownership of and transactions in HP common stock, as they may be needed to document your claim.

**12. When will I get my payment?**

If the Settlement is approved, there may be appeals. It is always uncertain whether these appeals can be resolved favorably, and resolving them can take time. It also takes time for the Claims Administrator to review and process all of the Claim Forms that are submitted and to calculate pursuant to the Plan of Allocation how much each claimant should receive. Please check the website for updates.

**EXCLUDING YOURSELF FROM THE SETTLEMENT CLASS**

If you do not want to be eligible to receive a payment from this Settlement, but you want to keep the right to *potentially* sue or continue to sue Settling Defendants or the Released Parties on your own about the same claims being released in this Settlement, then you must take steps to exclude yourself from the Settlement Class. This is sometimes referred to as “opting out” of the class. See Question 15 below. Lead Counsel and Lead Plaintiff offer no opinion as to whether you will be able to sue or participate in any other actions against the Settling Defendants or the Released Parties related to the claims in this Action if you exclude yourself from the Settlement Class as further explained in response to Question 14 below.

**13. If I exclude myself, can I get money from this Settlement?**

No. If you exclude yourself from the Settlement Class, you will not be eligible to receive a payment from this Settlement, and you cannot object to this Settlement. You will not be bound by anything that happens in this lawsuit, and you may be able to sue Settling Defendants or the other Released Parties on your own in the future.

<sup>6</sup> “Settled Claims” does not include any claims (i) that members of the Settlement Class may have arising solely under ERISA, including without limitation in the action captioned *In re HP ERISA Litigation*, No. C-12-6199 (N.D. Cal.), (ii) that members of the Settlement Class may have solely in a derivative capacity, including without limitation in the action captioned *In re HP Shareholder Derivative Litigation*, No. C-12-6003 CRB (N.D. Cal.), or (iii) to enforce the terms of the Settlement. For the avoidance of doubt, Settled Claims also excludes any and all claims referenced in paragraph 8 of the Stipulation.

**14. If I do not exclude myself, can I sue later?**

No. Unless you exclude yourself, you give up any right you may *potentially* have to sue the Settling Defendants or any of the other Released Parties for the claims being released by this Settlement. If you have a pending lawsuit relating to the claims being released in the Action, you should speak to your lawyer in that case immediately.

**Should you elect to exclude yourself from the Settlement Class, you should understand that the Settling Defendants and the Released Parties will have the right to assert any and all defenses they may have to any claims that you may seek to assert. Although the Settling Defendants have decided to settle the Action in its entirety in order to eliminate the burden and expense of continued litigation, the Settling Defendants will retain and are not waiving in any way the right to assert that any subsequent claims asserted by any individual Settlement Class Members who exclude themselves from the Settlement Class are otherwise subject to dismissal, or otherwise lack merit.**

**15. How do I get out of the Settlement Class?**

To exclude yourself from the Settlement Class, you must send a letter by mail saying that you want to be excluded from the Settlement Class in *In re HP Securities Litigation*, No. 3:12-cv-05980-CRB (N.D. Cal.). Be sure to include your name, address, and telephone number. Your request for exclusion must also provide information containing your transactions in HP publicly traded common stock, including (i) the number of shares of HP's publicly traded common stock held as of August 19, 2011, the first day of the Settlement Class Period; (ii) the number of shares of HP's publicly traded common stock purchased or otherwise acquired during the Settlement Class Period, and if any such shares were sold, how many shares were sold; (iii) the prices or other consideration paid or received for such shares; and (iv) the date of each purchase, acquisition or sale transaction. The request must be signed by the person or entity requesting exclusion. You must mail your exclusion request so that it is **received** no later than **October 14, 2015** to:

***In re HP Securities Litigation Settlement***  
c/o GCG  
Claims Administrator  
P.O. Box 10224  
Dublin, Ohio 43017-5724

- Please keep a copy of everything you send by mail, in case it is lost or destroyed during mailing.
- You cannot exclude yourself over the phone or by e-mail.

Pursuant to the terms of a separate supplemental agreement between the Settling Parties, the Settling Parties shall have the option to terminate the Settlement in the event that members of the Settlement Class, who purchased and/or acquired a certain amount of publicly traded HP common stock and would otherwise be entitled to participate in the Settlement Class, timely and validly request exclusion in accordance with the requirements set forth in this Notice.

**THE LAWYERS REPRESENTING YOU**

**16. Do I have a lawyer in this case?**

The Court has appointed the law firm of Kessler Topaz Meltzer & Check, LLP to represent you and the other Settlement Class Members. These lawyers are referred to as Lead Counsel. You may contact Lead Counsel as follows: Eli R. Greenstein, Esq., One Sansome Street, Suite 1850, San Francisco, CA 94104, (415) 400-3000 or Andrew L. Zivitz, Esq. and Stacey M. Kaplan, Esq., 280 King of Prussia Road, Radnor, PA 19087, (610) 667-7706, all of Kessler Topaz Meltzer & Check, LLP, [www.ktmc.com](http://www.ktmc.com). You will not be separately charged for these lawyers beyond your *pro rata* share of any attorneys' fees and Litigation Expenses awarded by the Court that will be paid from the Settlement Fund. 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 has not received any payment for its services in pursuing claims against the Defendants on behalf of the Settlement Class, nor has Lead Counsel been paid for its expenses which have been incurred in prosecuting and resolving the Action. Before final approval of the Settlement, Court-appointed Lead Counsel will apply to the Court for an award of attorneys' fees in an amount not to exceed eleven percent (11%) of the Settlement Amount, net of Litigation Expenses, a percentage that was specifically negotiated by Lead Plaintiff in advance of this litigation pursuant to a fee grid which varied based upon the amount recovered and the point during the litigation at which the settlement was achieved.<sup>7</sup> Lead Counsel will also apply for reimbursement of Litigation Expenses in an amount not to exceed \$1.25 million, plus interest earned on both the fees and Litigation Expenses awarded at the same rate earned on the Settlement Fund, all to be paid from the Settlement Fund. The maximum amount of Litigation Expenses set forth above includes an

<sup>7</sup> Court-awarded Litigation Expenses, including any costs and expenses awarded to the Lead Plaintiff, will be deducted from the Settlement Amount prior to applying any Court-approved percentage for attorneys' fees in accordance with the Court's standard practice of awarding attorneys' fees on a net basis. As set forth above, Lead Counsel's lodestar is approximately \$8.5 million, a figure calculated by multiplying the hours expended to date on the Action by Lead Counsel for each attorney and professional by their hourly rate. If Lead Counsel applies for attorneys' fees in the amount of 11% of the Settlement Amount, net of Litigation Expenses, Lead Counsel will be seeking a multiplier of less than 1.3 on its lodestar.

estimate for reimbursement from the Settlement Fund for costs and expenses (including lost wages) incurred by Lead Plaintiff in connection with its representation of the Settlement Class in accordance with 15 U.S.C. § 78u-4(a)(4), in an amount not to exceed \$175,000. The Court may award less than the requested amounts. Any payments to the attorneys for fees or expenses, now or in the future, will first be approved by the Court.

### OBJECTING TO THE SETTLEMENT

You can tell the Court that you do not agree with the Settlement, the Plan of Allocation, Lead Counsel's request for an award of attorneys' fees and Litigation Expenses, or Lead Plaintiff's request for reimbursement of costs and expenses.

#### 18. How do I tell the Court if I do not like the Settlement?

If you are a Settlement Class Member who has not sought to exclude yourself from the Settlement Class, you can object to the Settlement if you do not like any part of it. The Court can only approve or deny the Settlement. You cannot ask the Court to order a larger settlement. If the Court denies approval of the Settlement, no settlement payments will be sent out and the Action will continue.

To object, you must send a letter to the Court saying that you object to the Settlement in the *In re HP Securities Litigation*, No. 3:12-cv-05980-CRB (N.D. Cal.) and the reasons why you object to the Settlement. Be sure to include your full name, address and telephone number. An objector must also include the following information: (i) a list and documentation of all of his, her or its transactions involving HP's publicly traded common stock during the Settlement Class Period, including brokerage confirmation receipts or other competent documentary evidence of such transactions, including the amount and date of each purchase, acquisition or sale and the price paid and/or received; (ii) a written statement of all grounds for the objection accompanied by any legal support for the objection; (iii) copies of any papers, briefs or other documents upon which the objection is based; (iv) a list of any persons who will be called to testify in support of the objection; (v) a statement of whether the objector intends to appear at the Settlement Hearing; (vi) a list of other cases in which the objector or the objector's counsel have appeared either as settlement objectors or as counsel for objectors in the preceding five years; and (vii) the objector's signature, even if represented by counsel. If you intend to appear at the Settlement Hearing through counsel, the objection must also state the identity of all attorneys who will appear on your behalf at the Settlement Hearing. Any Settlement Class Member who does not make his, her or its objection in the manner provided for herein shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness or adequacy of the Settlement as reflected in the Stipulation, to the Plan of Allocation or to the applications for attorneys' fees and reimbursement of Litigation Expenses. If you are not a member of the Settlement Class, you cannot object to the Settlement as it does not affect you.

Any objection must be submitted to the Court either by mailing the objection to the Class Action Clerk at the address below or by filing the objection in person at any location of the United States District Court for the Northern District of California, such that the objection is **filed or postmarked** on or before **October 14, 2015**:

United States District Court  
Northern District of California  
Class Action Clerk  
450 Golden Gate Avenue  
San Francisco, CA 94102

#### 19. What is the difference between objecting and excluding?

Objecting is simply telling the Court that you do not like something about the Settlement, the Plan of Allocation, and/or the application for attorneys' fees and Litigation Expenses. You can object **only if** you stay in the Settlement Class. Excluding yourself is telling the Court that you do not want to be part of the Settlement. If you exclude yourself, you have no basis to object because the case no longer affects you.

### THE COURT'S SETTLEMENT HEARING

The Court will hold a hearing to consider whether to approve the Settlement, the Plan of Allocation and the applications for attorneys' fees and Litigation Expenses. 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 Settlement?

The Court will hold a Settlement Hearing at **10:00 a.m., on November 13, 2015**, in Courtroom 6 on the 17<sup>th</sup> Floor before the Honorable Charles R. Breyer at the United States District Court for the Northern District of California, San Francisco Courthouse, 450 Golden Gate Avenue, San Francisco, CA 94102. At this hearing, the Court will consider whether the Settlement and the Plan of Allocation are fair, reasonable, and adequate. If there are objections, the Court will consider them. Judge Breyer may also consider Lead Counsel's application for attorneys' fees and Litigation Expenses at this time, including any request by Lead Plaintiff for reimbursement of its costs and expense (including lost wages) in connection with its representation of the Settlement Class. **The Settlement Hearing may occur on a different date or at a different time without additional notice, so if you plan on attending the hearing, please check the website, [www.HPSecuritiesLitigationSettlement.com](http://www.HPSecuritiesLitigationSettlement.com), the Court's PACER site or contact Lead Counsel to confirm that the date and/or time of the hearing has not changed.**



**21. Do I have to come to the settlement hearing?**

No. Lead Counsel will answer any questions Judge Breyer may have. But, you are welcome to attend the hearing at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as your written objection was received on time, the Court will consider it. You may also pay your own lawyer to attend, but it is not required.

**22. May I speak at the settlement hearing?**

You may ask the Court for permission to speak at the Settlement Hearing. To do so, you must send a letter stating that it is your "Notice of Intention to Appear at the Final Settlement Hearing in the HP Securities Litigation matter." Be sure to include your name, address, telephone number, your signature, and also identify your transactions in publicly traded HP common stock, including the date(s), price(s) and amount(s) of all purchases, acquisitions, and sales of the eligible HP common stock during the Settlement Class Period. Your notice of intention to appear must be submitted to the Court either by mailing it to the Class Action Clerk at the address set forth above in Question 18 or by filing it in person at any location of the United States District Court for the Northern District of California, such that the notice of intention to appear is **filed or postmarked** on or before **October 14, 2015**. Absent Court approval, you cannot speak at the hearing if you exclude yourself from the Settlement Class.

**IF YOU DO NOTHING**

**23. What happens if I do nothing at all?**

If you do nothing, you will receive no money from this Settlement. But, unless you exclude yourself, subject to the caveats set forth above in response to Question 14 above, you will not be potentially able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against Settling Defendants or the other Released Parties about the same claims being released in this Settlement.

**GETTING MORE INFORMATION**

**24. How do I get more information?**

This notice summarizes the Settlement. For the precise terms and conditions of the Settlement, please see the Stipulation available at [www.HPSecuritiesLitigationSettlement.com](http://www.HPSecuritiesLitigationSettlement.com). A copy of the Stipulation and additional information regarding the Settlement can also be obtained by contacting Lead Counsel at the contact information set forth above, by accessing the Court docket in this case through the Court's Public Access to Court Electronic Records (PACER) system at <https://ecf.cand.uscourts.gov>, or by visiting the office of the Clerk of the Court for the United States District Court for the Northern District of California, 450 Golden Gate Avenue, San Francisco, CA 94102-3489, between 9:00 a.m. and 4:00 p.m., Monday through Friday, excluding Court holidays. You may also write to the Claims Administrator at, *In re HP Securities Litigation Settlement*, c/o GCG, P.O. Box 10224, Dublin, OH 43017-5724. **PLEASE DO NOT CALL THE COURT OR THE CLERK OF THE COURT FOR ADDITIONAL INFORMATION ABOUT THE SETTLEMENT OR THE CLAIMS PROCESS.**

**INFORMATION FOR BROKERS AND OTHER NOMINEES**

**25. What if I purchased publicly traded HP common stock for a beneficial owner?**

If you purchased publicly traded HP common stock during the Settlement Class Period as a nominee for a beneficial owner, the Court has directed that, **within fourteen (14) calendar days after you receive this Notice**, you must either:

(i) provide the names and addresses of such persons and entities to the Claims Administrator, GCG, and GCG will send a copy of the Notice and Claim Form to the beneficial owners; or

(ii) send a copy of the Notice and Claim Form by first class mail to the beneficial owners of such HP common stock. You can request additional copies of these documents by contacting the Claims Administrator, *In re HP Securities Litigation Settlement*, c/o GCG, P.O. Box 10224, Dublin, Ohio 43017-5724, or by going to [www.HPSecuritiesLitigationSettlement.com](http://www.HPSecuritiesLitigationSettlement.com).

If you verify and provide details about your assistance with either of these options, you may be reimbursed from the Settlement Fund for the actual expenses you incur to send the Notice and Claim Form, including postage and/or the reasonable costs of determining the names and addresses of beneficial owners. Please send any requests for reimbursement, along with appropriate supporting documentation, to: *In re HP Securities Litigation Settlement*, c/o GCG, Claims Administrator, P.O. Box 10224, Dublin, Ohio 43017-5724, or visit [www.HPSecuritiesLitigationSettlement.com](http://www.HPSecuritiesLitigationSettlement.com).

**PLEASE DO NOT CALL OR WRITE THE COURT OR THE CLERK OF THE COURT TO INQUIRE ABOUT THIS SETTLEMENT OR THE CLAIMS PROCESS.**

Dated: August 17, 2015

By Order of the Clerk of the Court  
United States District Court  
Northern District of California

## APPENDIX A

### **PLAN OF ALLOCATION OF NET SETTLEMENT FUND AMONG SETTLEMENT CLASS MEMBERS**

1. The objective of the Plan of Allocation is to equitably distribute the Net Settlement Fund to those Settlement Class Members who suffered economic losses as a result of the alleged violations of the federal securities laws as opposed to losses caused by market or industry factors or company-specific factors unrelated to the alleged violations of law. The Plan of Allocation reflects Lead Plaintiff's damages expert's analysis undertaken to date to that end, including a review of publicly available information regarding HP and statistical analysis of the price movements of publicly traded HP common stock ("HP Common Stock") and the price performance of relevant market and peer indices during the Settlement Class Period. The Plan of Allocation, however, is not a formal damages analysis that has been adjudicated or fully developed during discovery in the Action.
2. The calculations made pursuant to the Plan of Allocation are not intended to be estimates of, nor indicative of, the amounts that Settlement Class Members might have been able to recover after a trial. Nor are the calculations pursuant to the Plan of Allocation intended to be estimates of the amounts that will be paid to Authorized Claimants pursuant to the Settlement. The computations under the Plan of Allocation are only a method to weigh the claims of Authorized Claimants against one another for the purposes of making *pro rata* allocations of the Net Settlement Fund.
3. The Plan of Allocation generally measures the amount of loss that a Settlement Class Member can claim for purposes of making *pro rata* allocations of the Net Settlement Fund to Authorized Claimants. For losses to be compensable damages under the federal securities laws, the disclosure of the allegedly misrepresented information must be the cause of the decline in the price of the security. In this case, Lead Plaintiff alleges that Defendants made false statements and omitted material facts from August 19, 2011 through and including November 19, 2012, which had the effect of artificially inflating the price of HP Common Stock. Alleged corrective disclosures that resulted in a statistically significant change in market price and removed the artificial inflation from the price of HP common stock occurred on August 22, 2012 and November 20, 2012. Accordingly, in order to have a Recognized Loss, the HP Common Stock must have been purchased/acquired during the Settlement Class Period and held through at least one of the alleged disclosures.
4. In addition, the Plan of Allocation takes into account the fact that the Court's November 26, 2013 Order dismissed all claims related to allegedly false and misleading statements made between August 19, 2011 and May 22, 2012, inclusive. Because of the dismissal of these claims, it is far less likely that Lead Plaintiff could prevail on those claims. Accordingly, Recognized Losses resulting from purchases/acquisitions during this time period calculated pursuant to paragraph 8 below shall be multiplied by fifteen (15%) percent to reflect the increased litigation risk on the dismissed claims.

### **CALCULATION OF RECOGNIZED LOSS AMOUNTS**

5. For purposes of determining whether a Claimant has a "Recognized Claim", purchases, acquisitions, and sales of HP Common Stock will first be matched on a First In/First Out ("FIFO") basis as set forth in paragraph 9 below.
6. For each share of HP Common Stock purchased or otherwise acquired during the Settlement Class Period and sold on or before February 15, 2013,<sup>1</sup> an "Out of Pocket Loss" will be calculated. Out of Pocket Loss is defined as the purchase price (excluding all fees, taxes, and commissions) *minus* the sale price (excluding all fees, taxes, and commissions). To the extent that calculation of the Out of Pocket Loss results in a negative number thereby reflecting a gain on the transaction, that number shall be set to zero.
7. A "Recognized Loss Amount" will be calculated as set forth below for each HP Common Stock share purchased or otherwise acquired during the Settlement Class Period, that is listed in the Claim Form and for which adequate documentation is provided. To the extent that the calculation of a Claimant's Recognized Loss Amount results in a negative number, that number shall be set to zero.
8. For each share of HP Common Stock purchased or acquired during the Settlement Class Period, and
  - A. Sold prior to the release of corrective information on August 22, 2012<sup>2</sup>, the Recognized Loss Amount for each share shall be zero.

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<sup>1</sup> February 15, 2013 represents the last day of the 90-day period subsequent to the Settlement Class Period (the "90-day look back period"). The Private Securities Litigation Reform Act of 1995 ("PSLRA") imposes a statutory limitation on recoverable damages using the 90-day look back period. This limitation is incorporated into the calculation of a Settlement Class Member's Recognized Loss Amount. Specifically, a Settlement Class Member's Recognized Loss Amount cannot exceed the difference between the purchase price paid for the HP Common Stock and the average price of HP Common Stock during the 90-day look back period subsequent to the Settlement Class Period if the share was held through February 15, 2013, the end of the 90-day look back period. Losses on HP Common Stock purchased/acquired during the Settlement Class Period and sold during the 90-day look back period cannot exceed the difference between the purchase price paid for the HP Common Stock and the average price of HP Common Stock during the portion of the 90-day look back period elapsed as of the date of sale, as set forth in Table 2 below.

<sup>2</sup> Given that documentation may not exist setting forth the exact time of each such transaction, the price at which the transaction took place shall serve as a proxy for determining whether the transaction occurred before or after the release of the allegedly corrective information. Shares purchased/acquired or sold on August 22, 2012 at any price equal to or greater than \$19.00, shall be deemed to have been purchased/acquired or sold prior to the release of corrective information on August 22, 2012 for purposes of this Plan. Shares purchased/acquired or sold on August 22, 2012 at any price less than \$19.00, shall be deemed to have been purchased/acquired or sold after the release of corrective information on August 22, 2012 for purposes of this Plan.

B. Sold after the release of corrective information on August 22, 2012<sup>3</sup>, and prior to the release of corrective information on November 20, 2012<sup>4</sup>, the Recognized Loss Amount for each share shall be **the lesser of**:

- (i) the dollar amount of artificial inflation applicable to each such share on the date of purchase/acquisition as set forth in **Table 1** below minus the dollar amount of artificial inflation applicable to each such share on the date of sale as set forth in **Table 1** below; or
- (ii) the Out of Pocket Loss.

C. Sold after the release of corrective information on November 20, 2012<sup>5</sup>, and prior to the close of trading on February 15, 2013, inclusive, the Recognized Loss Amount for each share shall be **the lesser of**:

- (i) the dollar amount of artificial inflation applicable to each such share on the date of purchase/acquisition as set forth in **Table 1** below;
- (ii) the purchase/acquisition price of each such share (excluding all fees, taxes and commissions) minus the average closing price set forth in **Table 2** below on the date of sale; or
- (iii) the Out of Pocket Loss.

D. Held through the close of trading on February 15, 2013, the Recognized Loss Amount for each share shall be **the lesser of**:

- (i) the dollar amount of artificial inflation applicable to each such share on the date of purchase/acquisition as set forth in **Table 1** below; or
- (ii) the purchase/acquisition price (excluding all fees, taxes, and commissions) minus \$15.16 (the average closing price of HP Common Stock between November 20, 2012, and February 15, 2013, as shown on the last line in **Table 2** below).

#### ADDITIONAL PROVISIONS

9. If a Settlement Class Member has more than one purchase/acquisition or sale of HP Common Stock during the Settlement Class Period, all purchases/acquisitions and sales shall be matched on a FIFO basis. Settlement Class Period sales will be matched first against any holdings at the beginning of the Settlement Class Period, and then against purchases/acquisitions in chronological order, beginning with the earliest purchase/acquisition made during the Settlement Class Period.

10. Purchases/acquisitions and sales of HP Common Stock shall be deemed to have occurred on the “contract” or “trade” date as opposed to the “settlement” or “payment” date. The receipt or grant by gift, inheritance or operation of law of HP Common Stock during the Settlement Class Period shall not be deemed a purchase, acquisition or sale of these shares of HP Common Stock for the calculation of an Authorized Claimant’s Recognized Claim, nor shall the receipt or grant be deemed an assignment of any claim relating to the purchase/acquisition of such shares of HP Common Stock unless (i) the donor or decedent purchased or otherwise acquired such shares of HP Common Stock during the Settlement Class Period; (ii) no Claim Form was submitted by or on behalf of the donor, on behalf of the decedent, or by anyone else with respect to such shares of HP Common Stock; and (iii) it is specifically so provided in the instrument of gift or assignment.

11. The date of covering a “short sale” is deemed to be the date of purchase or acquisition of the HP Common Stock. The date of a “short sale” is deemed to be the date of sale of HP Common Stock. In accordance with the Plan of Allocation, however, the Recognized Loss Amount on “short sales” is zero. In the event that a Claimant has an opening short position in HP Common Stock, the earliest Settlement Class Period purchases or acquisitions shall be matched against such opening short position and not be entitled to a recovery until that short position is fully covered.

12. HP Common Stock is the only security eligible for recovery under the Plan of Allocation. Option contracts to purchase or sell HP Common Stock are not securities eligible to participate in the Settlement. With respect to HP Common Stock purchased or sold through the exercise of an option, the purchase/sale date of the HP Common Stock is the exercise date of the option and the purchase/sale price is the exercise price of the option.

13. The sum of a Claimant’s Recognized Loss Amounts will be the Claimant’s “Recognized Claim.”

14. An Authorized Claimant’s Recognized Claim shall be the amount used to calculate the Authorized Claimant’s *pro rata* share of the Net Settlement Fund. If the sum total of Recognized Claims of all Authorized Claimants who are entitled to receive payment out of the Net Settlement Fund is greater than the Net Settlement Fund, each Authorized Claimant shall receive his, her, or its *pro rata* share of the Net Settlement Fund. The *pro rata* share shall be the Authorized Claimant’s Recognized Claim divided by the total of Recognized Claims of all Authorized Claimants, multiplied by the total amount in the Net Settlement Fund.

15. If the Net Settlement Fund exceeds the sum total amount of the Recognized Claims of all Authorized Claimants entitled to receive payment out of the Net Settlement Fund, the excess amount in the Net Settlement Fund shall be distributed *pro rata* to all Authorized Claimants entitled to receive payment.

<sup>3</sup> See fn. 2.

<sup>4</sup> Given that documentation may not exist setting forth the exact time of each such transaction, the price at which the transaction took place shall serve as a proxy for determining whether the transaction occurred before or after the release of the allegedly corrective information. Shares purchased/acquired or sold on November 20, 2012 at any price equal to or greater than \$13.00, shall be deemed to have been purchased/acquired or sold prior to the release of corrective information on November 20, 2012 for purposes of this Plan. Shares purchased/acquired or sold on November 20, 2012 at any price less than \$13.00, shall be deemed to have been purchased/acquired or sold after the release of corrective information on November 20, 2012 for purposes of this Plan.

<sup>5</sup> See fn. 4.

16. The Net Settlement Fund will be allocated among all Authorized Claimants whose prorated payment is \$10.00 or greater. If the prorated payment to any Authorized Claimant calculates to less than \$10.00, it will not be included in the calculation and no distribution will be made to that Authorized Claimant.

17. If any funds remain in the Net Settlement Fund by reason of uncashed distributions or other reasons following an initial distribution, then, after the Claims Administrator has made reasonable and diligent efforts to have Authorized Claimants who are entitled to participate in the distribution of the Net Settlement Fund cash their distribution checks, any balance remaining in the Net Settlement Fund one (1) year after the initial distribution of such funds shall be re-distributed to Authorized Claimants who have cashed their initial distributions and who would receive at least \$10.00 from such re-distribution, after payment of any unpaid costs or fees incurred in administering the Net Settlement Fund, including costs or fees for such re-distribution. The Claims Administrator may make further re-distributions of balances remaining in the Net Settlement Fund to such Authorized Claimants to the extent such re-distributions are cost-effective. At such time as it is determined that the re-distribution of funds which remain in the Net Settlement Fund is not cost-effective, Lead Counsel shall contribute the balance to the Investor Protection Trust, a national non-profit organization whose mission is to provide independent, objective investor education to allow all Americans to make informed investment decisions, or another non-profit organization that is approved by the Court.

**TABLE 1**

**HP Common Stock Artificial Inflation For Purposes of Calculating Purchase/Acquisition and Sale Inflation**

Date Range <sup>6</sup>	Inflation Per Share
August 19, 2011 - August 22, 2012 (prior to the release of corrective information)	\$0.93
August 22, 2012 (after the release of corrective information) - November 20, 2012 (prior to the release of corrective information)	\$0.73
November 20, 2012 (after the release of corrective information)	\$0.00

**TABLE 2**

**HP Common Stock Closing Price and Average Closing Price November 20, 2012—February 15, 2013**

Date	Closing Price	Average Closing Price Between November 20, 2012 and Date Shown	Date	Closing Price	Average Closing Price Between November 20, 2012 and Date Shown
11/20/2012	\$11.71	\$11.71	1/4/2013	\$15.14	\$13.78
11/21/2012	\$11.94	\$11.83	1/7/2013	\$15.17	\$13.83
11/23/2012	\$12.44	\$12.03	1/8/2013	\$15.39	\$13.87
11/26/2012	\$12.74	\$12.21	1/9/2013	\$15.85	\$13.93
11/27/2012	\$12.36	\$12.24	1/10/2013	\$16.28	\$14.00
11/28/2012	\$12.73	\$12.32	1/11/2013	\$16.16	\$14.06
11/29/2012	\$12.89	\$12.40	1/14/2013	\$16.95	\$14.14
11/30/2012	\$12.99	\$12.48	1/15/2013	\$16.53	\$14.20
12/3/2012	\$12.87	\$12.52	1/16/2013	\$17.21	\$14.28
12/4/2012	\$13.53	\$12.62	1/17/2013	\$17.11	\$14.35
12/5/2012	\$13.82	\$12.73	1/18/2013	\$17.11	\$14.42
12/6/2012	\$13.83	\$12.82	1/22/2013	\$17.25	\$14.48
12/7/2012	\$13.94	\$12.91	1/23/2013	\$17.01	\$14.54
12/10/2012	\$14.16	\$13.00	1/24/2013	\$17.01	\$14.60
12/11/2012	\$14.26	\$13.08	1/25/2013	\$16.99	\$14.65
12/12/2012	\$14.53	\$13.17	1/28/2013	\$17.02	\$14.70
12/13/2012	\$14.50	\$13.25	1/29/2013	\$16.48	\$14.74
12/14/2012	\$14.75	\$13.33	1/30/2013	\$16.40	\$14.78
12/17/2012	\$14.21	\$13.38	1/31/2013	\$16.51	\$14.81
12/18/2012	\$14.53	\$13.44	2/1/2013	\$16.46	\$14.84
12/19/2012	\$14.38	\$13.48	2/4/2013	\$16.18	\$14.87
12/20/2012	\$14.43	\$13.52	2/5/2013	\$16.61	\$14.90
12/21/2012	\$14.34	\$13.56	2/6/2013	\$16.69	\$14.94
12/24/2012	\$14.01	\$13.58	2/7/2013	\$16.44	\$14.96
12/26/2012	\$14.12	\$13.60	2/8/2013	\$16.87	\$15.00
12/27/2012	\$14.04	\$13.62	2/11/2013	\$16.83	\$15.03
12/28/2012	\$13.68	\$13.62	2/12/2013	\$17.10	\$15.07
12/31/2012	\$14.25	\$13.64	2/13/2013	\$17.01	\$15.10
1/2/2013	\$15.02	\$13.69	2/14/2013	\$17.03	\$15.13
1/3/2013	\$15.14	\$13.74	2/15/2013	\$16.79	\$15.16

<sup>6</sup> See fn. 2 and fn. 4 above for additional explanations as to alleged artificial inflation levels regarding transactions which occur after the release of corrective information on August 22, 2012 or prior to the release of corrective information on November 20, 2012.