

**SUPREME COURT OF THE STATE OF NEW YORK  
COUNTY OF NEW YORK: COMMERCIAL DIVISION**

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ERIE COUNTY EMPLOYEES' RETIREMENT SYSTEM, Individually and on Behalf of All Others Similarly Situated,	)	Index No. 656462/2019
	)	(Borrok, J.)
Plaintiff,	)	Part 53
vs.	)	Motion Sequence No. 6
NN, INC., RICHARD D. HOLDER, THOMAS C. BURWELL, JR., ROBERT E. BRUNNER, WILLIAM DRIES, DAVID K. FLOYD, DAVID L. PUGH, STEVEN T. WARSHAW, J.P. MORGAN SECURITIES LLC, ROBERT W. BAIRD & CO. INCORPORATED, KEYBANC CAPITAL MARKETS INC., SUNTRUST ROBINSON HUMPHREY, INC., LAKE STREET CAPITAL MARKETS, LLC, STEPHENS INC., WILLIAM BLAIR & COMPANY, L.L.C., CJS SECURITIES, INC., and REGIONS SECURITIES LLC,	)	
Defendants.	)	

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**PROOF OF CLAIM AND RELEASE**

**I. GENERAL INSTRUCTIONS**

1. To recover as a Settlement Class Member based on the claims in the action entitled *Erie County Employees' Retirement System v. NN, Inc., et al.*, Index No. 656462/2019 (the "Litigation"),<sup>1</sup> you must complete and sign this Proof of Claim. If you fail to file a properly addressed Proof of Claim (as set forth in ¶3 below), your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed Settlement.

2. Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of the Settlement of the Litigation.

3. YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED PROOF OF CLAIM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, **ON OR BEFORE DECEMBER 15, 2022**, AS FOLLOWS:

**Online:** [www.NNIncSecuritiesLitigation.com](http://www.NNIncSecuritiesLitigation.com)

**Email to:** [info@NNIncSecuritiesLitigation.com](mailto:info@NNIncSecuritiesLitigation.com)

**Or Mail To:**

*NN, Inc. Securities Litigation Settlement*  
Claims Administrator  
c/o Kroll Settlement Administration  
P.O. Box 225391  
New York, NY 10150-5391

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<sup>1</sup> This Proof of Claim and Release ("Proof of Claim") incorporates by reference the definitions in the Stipulation of Settlement ("Stipulation"), which can be obtained at [www.NNIncSecuritiesLitigation.com](http://www.NNIncSecuritiesLitigation.com).

If you are NOT a Settlement Class Member, as defined in the Notice of Proposed Settlement of Class Action (“Notice”), DO NOT submit a Proof of Claim.

4. If you are a Settlement Class Member and you do not timely request exclusion, you are bound by the terms of any judgment entered in the Litigation, including the releases provided therein, **WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.**

## **II. CLAIMANT IDENTIFICATION**

You are a member of the Settlement Class if you purchased or otherwise acquired shares of NN, Inc. (“NN” or the “Company”) common stock in the Company’s September 14, 2018 Secondary Public Offering, unless you are an excluded party under the terms of the Stipulation.

Use Part I of this form entitled “Claimant Information” to identify each purchaser or acquirer of record (“nominee”) of the NN common stock that forms the basis of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR ACQUIRER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OR ACQUIRER(S) OF THE NN COMMON STOCK UPON WHICH THIS CLAIM IS BASED.**

All joint purchasers or acquirers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

## **III. CLAIM FORM**

Use Part II of this form entitled “Schedule of Transactions in NN Common Stock” to supply all required details of your transaction(s). If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

On the schedules, provide all of the requested information with respect to **all** of your purchases and acquisitions of NN common stock that took place in the Company’s September 14, 2018 Secondary Public Offering, and **all** of your sales of NN common stock on or after September 14, 2018, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to the number of shares of NN common stock you held at the close of trading on March 18, 2019, and as to your total purchases. Failure to report all such transactions may result in the rejection of your claim.

List each transaction separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

The date of covering a “short sale” is deemed to be the date of purchase of NN common stock. The date of a “short sale” is deemed to be the date of sale of NN common stock.

**COPIES OF BROKER CONFIRMATIONS OR OTHER DOCUMENTATION OF YOUR TRANSACTIONS IN NN COMMON STOCK SHOULD BE ATTACHED TO YOUR CLAIM. FAILURE TO PROVIDE THIS DOCUMENTATION COULD DELAY VERIFICATION OF YOUR CLAIM OR RESULT IN REJECTION OF YOUR CLAIM.**

**NOTICE REGARDING ELECTRONIC FILES:** Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All such claimants **MUST** also submit a manually signed paper Proof of Claim whether or not they also submit electronic copies. If you wish to submit your claim electronically, you must download the electronic filing template at [www.NNIncSecuritiesLitigation.com](http://www.NNIncSecuritiesLitigation.com) and follow the instructions contained within. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.



**PART II: SCHEDULE OF TRANSACTIONS IN NN COMMON STOCK**

**A. State the net total number of shares of NN common stock owned at the close of trading on September 13, 2018, long or short (if a net short position, enter a negative value):**

If none, check here

**B. Separately list each purchase of NN common shares during the period from September 14, 2018 through and including March 18, 2019 (including Secondary Public Offering shares) (must be documented).**

	Date(S) of Purchase (List Chronologically) <u>Month/Day/Year</u>	Number of Shares of Common Stock <u>Purchased</u>	Purchase Price Per Share <u>Common Stock</u>	Total Purchase Price (excluding commissions, taxes, and fees)	Proof Enclosed	
					<u>Yes</u>	<u>No</u>
1.)	□□/□□/□□	□□□□□□□□	\$□□□.□□□□	\$□□□□□□□□.□□	<input type="checkbox"/>	<input type="checkbox"/>
2.)	□□/□□/□□	□□□□□□□□	\$□□□.□□□□	\$□□□□□□□□.□□	<input type="checkbox"/>	<input type="checkbox"/>
3.)	□□/□□/□□	□□□□□□□□	\$□□□.□□□□	\$□□□□□□□□.□□	<input type="checkbox"/>	<input type="checkbox"/>
4.)	□□/□□/□□	□□□□□□□□	\$□□□.□□□□	\$□□□□□□□□.□□	<input type="checkbox"/>	<input type="checkbox"/>

If none, check here:

**C. Separately list each sale of NN common shares (including short sales, if any) during the period from September 14, 2018 through and including March 18, 2019 (must be documented).**

	Date(s) of Sale (List Chronologically) <u>Month/Day/Year</u>	Number of Shares of Common Stock <u>Sold</u>	Sale Price Per Share <u>Common Stock</u>	Total Sale Price (excluding commissions, taxes and fees)	Proof Enclosed	
					<u>Yes</u>	<u>No</u>
1.)	□□/□□/□□	□□□□□□□□	\$□□□.□□□□	\$□□□□□□□□.□□	<input type="checkbox"/>	<input type="checkbox"/>
2.)	□□/□□/□□	□□□□□□□□	\$□□□.□□□□	\$□□□□□□□□.□□	<input type="checkbox"/>	<input type="checkbox"/>
3.)	□□/□□/□□	□□□□□□□□	\$□□□.□□□□	\$□□□□□□□□.□□	<input type="checkbox"/>	<input type="checkbox"/>
4.)	□□/□□/□□	□□□□□□□□	\$□□□.□□□□	\$□□□□□□□□.□□	<input type="checkbox"/>	<input type="checkbox"/>

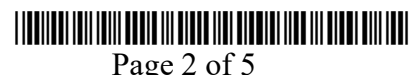
If none, check here:

**D. State your net position (in shares) in NN common stock owned as of the close of trading on March 18, 2019 (if other than zero, must be documented; if a net short position, enter a negative value):**

Proof of Position Enclosed:  Yes  No

**IF YOU REQUIRE ADDITIONAL SPACE, ATTACH COMPLETED EXTRA SCHEDULES IN THE SAME FORMAT AS ABOVE (OR COPY OR DOWNLOAD, AND COMPLETE, ADDITIONAL COPIES OF THE ABOVE "SCHEDULE OF TRANSACTIONS IN NN COMMON STOCK"). PRINT THE BENEFICIAL OWNER'S FULL NAME AND THE LAST FOUR DIGITS OF THEIR TAXPAYER IDENTIFICATION NUMBER ON EACH ADDITIONAL PAGE**

*YOU MUST ALSO READ AND SIGN THE RELEASE and CERTIFICATION AT PAGE 5 BELOW*



**YOU MUST READ AND SIGN THE RELEASE BELOW.  
FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY  
IN PROCESSING OR THE REJECTION OF YOUR CLAIM.**

**IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS**

I (We) submit this Proof of Claim under the terms of the Stipulation described in the Notice. I (We) also submit to the jurisdiction of the Supreme Court of the State of New York, County of New York: Commercial Division, with respect to my (our) claim as a Settlement Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Litigation. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I (We) have not submitted any other claim covering the same purchases, acquisitions, or sales of NN common stock during the Relevant Period and know of no other Person having done so on my (our) behalf.

**V. RELEASE**

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, and discharge from the Released Claims each and all of the Released Defendant Parties, defined below.

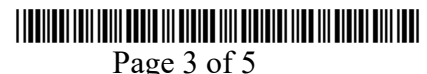
2. “Released Claims” means any and all claims, demands, losses, rights, and causes of action of every nature and description, whether asserted or unasserted, including both known claims and Unknown Claims, whether arising under federal, state, common, or foreign law, by Released Plaintiff Parties, whether brought directly or indirectly against any of the Released Defendant Parties, that have been or could have been asserted in the Litigation or could in the future be asserted in any forum, whether foreign or domestic, and which arise out of or relate in any way to (a) any of the allegations, transactions, events, disclosures, statements, acts, or omissions that were asserted, involved, set forth, asserted, or referred to or could have been asserted by a Released Plaintiff Party in this Litigation; and (b) arise out of, are based upon, or relate in any way, directly or indirectly, to the purchase, acquisition, holding, sale, or disposition of NN common stock issued in or traceable to NN’s Secondary Public Offering. “Released Claims” do not include claims to enforce the Settlement, or the claims of any Person that submits a request for exclusion that is accepted by the Court. “Released Claims” includes “Unknown Claims” as defined below.

3. “Released Defendant Party” or “Released Defendant Parties” mean Defendants, Defendants’ Counsel, and their Related Parties.

4. “Released Plaintiff Party” or “Released Plaintiff Parties” mean each and every Settlement Class Member, Plaintiff, Plaintiff’s Counsel, Plaintiff’s Counsel, and their Related Parties.

5. “Related Parties” means, as applicable, each Plaintiff’s, Settlement Class Member’s, Plaintiff’s Counsel’s, Defendant or Defendant’s Counsel’s respective former, present, or future parents, subsidiaries, divisions, controlling persons, associates, and affiliates and each and all of their respective present and former employees, members, partners, principals, officers, directors, controlling shareholders, agents, attorneys, advisors (including financial or investment advisors), accountants, auditors, consultants, underwriters, investment bankers, commercial bankers, entities providing fairness opinions, general or limited partners or partnerships, limited liability companies, members, joint ventures, and insurers and reinsurers of each of them; and the predecessors, successors, estates, immediate family members, spouses, heirs, executors, trusts, trustees, administrators, agents, legal or personal representatives, assigns, and assignees of each of them, in their capacity as such.

6. “Unknown Claims” means: (a) any and all Released Claims that any of the Released Plaintiff Parties do not know or suspect to exist in his, her, or its favor at the time of the release of the Released Defendant Parties, which, if known by him, her, or it, might have affected his, her, or its settlement with and release of the Released Defendant Parties, or might have affected his, her, or its decision(s) with respect to the Settlement, including, but not limited to, whether or not to object to this Settlement or seek exclusion from the Settlement Class; and (b) any and all Released Defendants’ Claims that any of the Released Defendant Parties do not know or suspect to exist in his, her, or its favor at the time of the release of the Released Plaintiff Parties that, if known by him, her, or it, might have affected his, her, or its settlement and release of the Released Plaintiff Parties. With



respect to (a) any and all Released Claims against the Released Defendant Parties; and (b) any and all Released Defendants' Claims against the Released Plaintiff Parties, the Settling Parties stipulate and agree that, upon the Effective Date, the Settling Parties shall expressly waive, and each Released Plaintiff Party and Released Defendant Party shall be deemed to have, and by operation of the Judgment shall have expressly waived, the provisions, rights, and benefits of California Civil Code §1542, which provides:

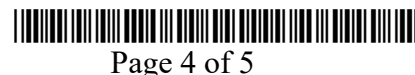
**A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party;**

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 Cal. Civ. Code §1542. The Released Plaintiff Parties and Released Defendant Parties acknowledge that they may hereafter discover facts, legal theories, or authorities in addition to, or different from, those which he, she, it, or their counsel now knows or believes to be true with respect to the subject matter of the Released Claims or Released Defendants' Claims, but: (a) the Released Plaintiff Parties shall expressly, fully, finally, and forever waive, compromise, settle, discharge, extinguish, and release, and each Released Plaintiff Party shall be deemed to have waived, compromised, settled, discharged, extinguished, and released, and upon the Effective Date, and by operation of the Judgment, shall have waived, compromised, settled, discharged, extinguished, and released, fully, finally, and forever, any and all Released Claims against the Released Defendant Parties, known or unknown, suspected or unsuspected, contingent or non-contingent, accrued or unaccrued, whether or not concealed or hidden, which now exist, or heretofore have existed, or may hereafter exist, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, 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, legal theories, or authorities; and (b) the Released Defendant Parties shall expressly fully, finally, and forever waive, compromise, settle, discharge, extinguish, and release, and each Released Defendant Party shall be deemed to have waived, compromised, settled, discharged, extinguished, and released, and upon the Effective Date, and by operation of the Judgment, shall have waived, compromised, settled, discharged, extinguished, and released, fully, finally, and forever, any and all Released Defendants' Claims against the Released Plaintiff Parties, 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 which is negligent, 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, legal theories, or authorities. The Settling Parties acknowledge, and the Released Plaintiff Parties and Released Defendant Parties shall be deemed, by operation of the Judgment, to have acknowledged that the foregoing waiver was separately bargained for and is an essential element of the Settlement of which this release is a part.

7. I (We) hereby warrant and represent that I (we) have not assigned or transferred, or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

8. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in NN common stock that occurred during the Relevant Period, as well as the number of shares held by me (us) at the close of trading on March 18, 2019.

9. I (We) certify that I am (we are) NOT subject to backup tax withholding. (If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike out the prior sentence.)



10. I (We) declare under penalty of perjury under the laws of the State of New York that all of the foregoing information supplied on this Proof of Claim by the undersigned is true and correct.

Executed this \_\_\_\_\_ day of \_\_\_\_\_  
(Month/Year)

in \_\_\_\_\_  
(City) (State/Country)

\_\_\_\_\_  
Signature of Claimant

\_\_\_\_\_  
(Type or print name of Claimant)

\_\_\_\_\_  
Signature of Joint Claimant, if any

\_\_\_\_\_  
(Type or print name of Joint Claimant, if any)

\_\_\_\_\_  
Signature of person signing on behalf of Claimant

\_\_\_\_\_  
(Type or print name of person signing on behalf of Claimant)

\_\_\_\_\_

Capacity of person signing on behalf of Claimant, if other than an individual (e.g., Administrator, Executor, Trustee, President, Custodian, Power of Attorney, etc.)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.  
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please sign the above release and acknowledgment.
2. Remember to attach copies of supporting documentation.
3. **Do not send** originals of certificates or other documentation as they will not be returned.
4. Keep a copy of your Proof of Claim and all supporting documentation for your records.
5. The Claims Administrator will acknowledge receipt of your claim by mail within 45 days of receipt. Your claim is not deemed filed until you receive an acknowledgement postcard. If you do not receive an acknowledgment postcard within 45 days, please contact the Claims Administrator at [info@NNIncSecuritiesLitigation.com](mailto:info@NNIncSecuritiesLitigation.com).
6. If you move, please send your new address to the address below.
7. **Do not use red pen or highlighter** on the Proof of Claim or supporting documentation.

**THIS PROOF OF CLAIM MUST BE SUBMITTED ONLINE OR MAILED  
NO LATER THAN DECEMBER 15, 2022, ADDRESSED AS FOLLOWS:**

**Online Submissions:** [www.NNIncSecuritiesLitigation.com](http://www.NNIncSecuritiesLitigation.com)

**Email to:** [info@NNIncSecuritiesLitigation.com](mailto:info@NNIncSecuritiesLitigation.com).

**Or Mail To:**

*NN, Inc. Securities Litigation Settlement*  
Claims Administrator  
c/o Kroll Settlement Administration  
P.O. Box 225391  
New York, NY 10150-5391

