

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

NICKOLAS VAN WINGERDEN and BRIAN KOVAR, Individually and on behalf of all others similarly situated,

Plaintiffs,

v.

CADIZ INC., SCOTT S. SLATER,
TIMOTHY J. SHAHEEN and KEITH BRACKPOOL,

Defendants.

Case No: 15-cv-03080-JAK-JEM

**NOTICE OF PENDENCY AND
PROPOSED SETTLEMENT OF CLASS ACTION**

If you purchased the common stock (“Stock”) of Cadiz Inc. (“Cadiz” or the “Company”) between March 11, 2014 and October 9, 2015, inclusive (“Class Period”), and did not sell all of such Stock prior to April 21, 2015, you could get a payment from a class action settlement (the “Settlement”).¹

A federal court has authorized this notice. This is not a solicitation from a lawyer.

- If approved by the Court, the Settlement will provide \$3,000,000, plus interest (the “Settlement Amount”), to pay claims of investors who purchased Cadiz Stock during the period between March 11, 2014 and October 9, 2015, inclusive, and did not sell all of such Cadiz Stock prior to April 21, 2015.
- The Settlement represents an average recovery of \$0.17 per share of Cadiz Stock for the 17.7 million shares outstanding during the Class Period. A share may have been traded more than once during the Class Period. This estimate solely reflects the average recovery per outstanding share of Cadiz Stock. The indicated average recovery per share will be the total average recovery for all purchasers of that share. This is not an estimate of the actual recovery per share you should expect. Your actual recovery will depend on the aggregate losses of all Class Members, the date(s) you purchased and sold Cadiz Stock, and the total number and amount of claims filed.
- Attorneys for Lead Plaintiffs (“Plaintiffs’ Counsel”) intend to ask the Court to award them attorneys’ fees of up to \$750,000 or twenty five percent (25%) of the Settlement Amount, reimbursement of litigation expenses of no more than \$100,000, and an award to the Lead Plaintiffs for reimbursement of reasonable costs and expenses (including lost wages) directly relating to their representation of the Class, collectively not to exceed \$5,000. If approved by the Court, these amounts will be paid from the Settlement Fund.

¹ All capitalized terms used in this Notice, but not defined herein, shall have the same meanings as defined in the Stipulation of Settlement (the “Stipulation”), dated June 16, 2016. A copy of the Stipulation is available at www.strategicclaims.net/cadiz.

- If the above amounts are requested and approved by the Court, the average cost per share of common stock will be approximately \$0.05 per share, making the estimated recovery per share after attorneys' fees and expenses approximately \$0.12. This estimate is based on the assumptions set forth in the two preceding paragraphs. Your actual recovery, if any, will vary depending on your purchase price and sales price, and the number and amount of claims filed.
- The Settlement resolves a lawsuit concerning whether Cadiz and certain officers and directors made false and misleading statements, in violation of federal securities laws, based upon the allegations set forth in the Second Amended Complaint ("Complaint"), including that Cadiz allegedly failed to disclose the Bureau of Land Management's stated adverse position to Cadiz Valley Water Conservation, Recovery and Storage Project (the "Project").
- Your legal rights will be affected whether you act or do not act. If you do not act, you may permanently forfeit your right to recover on this claim. Therefore, you should read this notice carefully.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT

SUBMIT A CLAIM FORM NO LATER THAN DECEMBER 14, 2016	The only way to get a payment.
EXCLUDE YOURSELF NO LATER THAN JANUARY 7, 2017	Get no payment. This is the only option that allows you to be part of any other lawsuit against the Defendants about the legal claims in this case.
OBJECT NO LATER THAN JANUARY 17, 2017	Write to the Court about why you do not like the settlement.
GO TO A HEARING ON FEBRUARY 6, 2017	You may ask to speak in Court about the fairness of the proposed Settlement, the Plan of Allocation, and/or the request for attorneys' fees and reimbursement of litigation expenses.
DO NOTHING	Get no payment. Give up rights.

INQUIRIES

Please do not contact the Court regarding this notice. All inquiries concerning this Notice, the Proof of Claim form, or any other questions by Class Members should be directed to:

<p><u>Claims Administrator:</u> Cadiz Inc. Litigation c/o Strategic Claims Services P.O. Box 230 600 N. Jackson St., Ste. 3 Media, PA 19063 Telephone: (866) 274-4004 Facsimile: (610) 565-7985 Email: cadizlitigation@strategicclaims.net</p>	<p>or</p>	<p><u>Plaintiffs' Counsel:</u> Phillip Kim, Esq. THE ROSEN LAW FIRM, P.A. 275 Madison Avenue, 34th Floor New York, New York 10016 Telephone: (212) 686-1060 Facsimile: (212) 202-3827 Email: info@rosenlegal.com</p> <p>-or-</p> <p>Kara M. Wolke, Esq. GLANCY PRONGAY & MURRAY LLP 1925 Century Park East, Suite 2100 Los Angeles, California 90067 Telephone: (310) 201-9150 Facsimile: (310) 201-9160 Email: info@glancylaw.com</p>
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COMMON QUESTIONS AND ANSWERS CONCERNING THE SETTLEMENT

1. Why did I get this Notice?

You or someone in your family may have acquired Cadiz Stock during the Class Period.

2. What is this lawsuit about?

The case is known as *Nickolas Van Wingerden v. Cadiz Inc., et al.*, Case No. 15-cv-03080-JAK-JEM (the “Action”), and the court in charge of the case is the United States District Court for the Central District of California (the “Court”).

The Action involves whether Defendants violated the federal securities laws because the Company allegedly made false and misleading statements to the investing public as set out in the Complaint, including that Defendants allegedly failed to disclose the Bureau of Land Management’s stated adverse position to the Project. Defendants deny they did anything wrong. The Settlement resolves all of the claims in the Class Action against Defendants.

3. Why is this a class action?

In a class action, one or more persons and/or entities, called Lead Plaintiffs, sue on behalf of all persons and/or entities who have similar claims. All of these persons and/or entities are referred to collectively as a Class, and these individual persons and/or entities are known as Class Members. One court resolves all of the issues for all Class Members, except for those Class Members who validly exclude themselves from the Class.

4. Why is there a Settlement?

Lead Plaintiffs and Defendants do not agree regarding the merits of Lead Plaintiffs’ allegations with respect to liability or the average amount of damages per share that would be recoverable if Lead Plaintiffs were to prevail at trial on each claim. The issues on which the Lead Plaintiffs and Defendants disagree include: (i) whether Defendants made materially false and misleading statements; (ii) whether Defendants made these statements with the intent to defraud the investing public; (iii) whether the statements were the cause of the Class Members’ alleged damages; and (iv) the amount of damages, if any, suffered by the Class Members.

This matter has not gone to trial and the Court has not decided in favor of either Lead Plaintiffs or Defendants. Instead, Lead Plaintiffs and Defendants have agreed to settle the Action. Lead Plaintiffs and Plaintiffs’ Counsel believe the settlement is best for all Class Members because of the risks associated with continued litigation and the nature of the defenses raised by Defendants. Even if Lead Plaintiffs win at trial, and also withstand Defendants’ inevitable challenge on appeal, Lead Plaintiffs might not be able to collect some, or all, of the judgment.

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

To be a Class Member, you must have purchased Cadiz Stock during the period between March 11, 2014 and October 9, 2015, inclusive, and not have sold all of such Cadiz Stock prior to April 21, 2015.

6. Are there exceptions to being included?

Yes. Excluded from the Settlement Class are: (i) persons who suffered no compensable losses, *e.g.*, those who bought Cadiz Stock during the Class Period but sold prior to any alleged corrective disclosure; (ii) persons who validly exclude themselves from the Class, as described below; (iii) Defendants and any entity in which Defendants have a controlling interest, and the officers, directors, affiliates, legal representatives, immediate family members, heirs, successors, subsidiaries and/or assigns of any such individual or entity in their capacity as such.

7. What does the Settlement provide?

(a) What is the Settlement Fund?

The proposed Settlement calls for the creation of a Settlement Fund (the “Settlement Fund”) in the amount of \$3,000,000. The Settlement is subject to Court approval. Subject to the Court’s approval, a portion of the Settlement Fund will be used to pay Plaintiffs’ Counsel’s attorneys’ fees and reasonable litigation expenses and any award to Lead Plaintiffs for reimbursement of reasonable costs and expenses (including lost wages) directly relating to their representation of the Class. A portion of the Settlement Fund will also be used to pay taxes due on interest earned by the Settlement Fund, if necessary, and any notice and claims administration expenses permitted by the Court. After the foregoing deductions from the Settlement Fund have been made, the amount remaining (the “Net Settlement Fund”) will be distributed to Class Members who submit valid claims.

(b) What can I expect to receive under the proposed Settlement?

Your share of the Net Settlement Fund will or may depend on: (i) the number of claims filed; (ii) the dates you purchased and sold Cadiz Stock; (iii) the prices of your purchases and sales; (iv) the amount of administrative costs, including the costs of notice; and (v) the amount awarded by the Court to Lead Plaintiffs and their counsel for attorneys’ fees, costs, and expenses.

The Claims Administrator will determine each Class Member’s *pro rata* share of the Net Settlement Fund based upon each Class Member’s valid “Recognized Claim.” The Recognized Claim formula is not intended to be an estimate of the amount that a Class Member might have been able to recover after a trial; it also is not an estimate of the amount that will be paid to Class Members pursuant to the Settlement. The Recognized Claim formula is the basis upon which the Net Settlement Fund will be proportionately allocated to the Class Members with valid claims.

The Net Settlement Fund will be distributed to Class Members who submit valid, timely claim forms (“Authorized Claimants”) under the below Plan of Allocation, which reflects Lead Plaintiffs’ contention that because of the alleged misrepresentations and omissions made by Defendants, the price of Cadiz Stock was artificially inflated during the Class Period and that disclosures and materialization of the true facts caused changes in the inflated stock price.

The Recognized Claim of each Authorized Claimant shall be calculated according to the following formula:

PROPOSED PLAN OF ALLOCATION

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 proposed Settlement. The Court may approve the Plan of Allocation with or without modifications agreed to among the Parties, or another plan of allocation, without further notice to Class Members. Any orders regarding a modification of the Plan of Allocation will be posted to the Claims Administrator’s website, www.strategicclaims.net/cadiz.

The Claims Administrator shall determine each Authorized Claimant’s *pro rata* share of the Net Settlement Fund based upon each Authorized Claimant’s Recognized Claim. **Please Note:** The Recognized Claim formula, set forth below, is not intended to be an estimate of the amount of what a Settlement Class Member might have been able to recover after a trial, nor is it an estimate of the amount that will be paid to Authorized Claimants pursuant to the Settlement. The Recognized Claim formula is the basis upon which the Net Settlement Fund will be proportionately allocated to the Authorized

Claimants. To the extent there are sufficient funds in the Net Settlement Fund, each Authorized Claimant will receive an amount equal to the Authorized Claimant's Recognized Claim. If, however, the amount in the Net Settlement Fund is not sufficient to permit payment of the total Recognized Claim of each Authorized Claimant, then each Authorized Claimant shall be paid the percentage of the Net Settlement Fund that each Authorized Claimant's Recognized Claim bears to the total Recognized Claims of all Authorized Claimants (*i.e.*, "*pro rata share*"). Payment in this manner shall be deemed conclusive against all Authorized Claimants. No distribution will be made on a claim where the potential distribution amount is less than ten dollars (\$10.00) in cash.

If any funds remain in the Net Settlement Fund by reason of uncashed checks, or otherwise, 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, then any balance remaining in the Net Settlement Fund six (6) months after the initial distribution of such funds shall be used: (i) first, to pay any amounts mistakenly omitted from the initial distribution to Authorized Claimants or to pay any late, but otherwise valid and fully documented claims received after the cut-off date used to make the initial distribution, provided that such distributions to any late post-distribution claimants meet all of the other criteria for inclusion in the initial distribution, including the \$10.00 minimum check amount set forth in the Notice; (ii) second, to pay any additional Administrative Costs incurred in administering the Settlement; and (iii) finally, to make a second distribution to Authorized Claimants who cashed their checks from the initial distribution and who would receive at least \$10.00 from such second distribution, after payment of the estimated costs or fees to be incurred in administering the Net Settlement Fund and in making this second distribution, if such second distribution is economically feasible. If six (6) months after such second distribution, if undertaken, or if such second distribution is not undertaken, any funds remain in the Net Settlement Fund after the Claims Administrator has made reasonable and diligent efforts to have Authorized Claimants who are entitled to participate in this Settlement cash their checks, any funds remaining in the Net Settlement Fund shall be donated to a non-profit charitable organization(s) selected by Plaintiffs' Counsel.

THE BASIS FOR CALCULATING YOUR RECOGNIZED CLAIM:

- (I) **Recognized Claim for Cadiz Stock Purchased During the Class Period² will be calculated as follows:**
- (A) For shares purchased between March 11, 2014 and April 20, 2015, inclusive, and sold prior to April 21, 2015, the Recognized Claim will be zero.
 - (B) For shares purchased during the Class Period and sold during the period April 21, 2015 to October 8, 2015, inclusive, the Recognized Claim per share will be the *lesser* of: (1) the inflation per share upon purchase (as set forth in Table A below) less the inflation per share upon sale (as set forth in Table A below); or (2) the purchase price per share minus the sales price per share.
 - (C) For shares purchased during the Class Period and sold during the period October 9, 2015 to January 6, 2016, inclusive, the Recognized Claim will be the *lesser* of: (1) the inflation per share upon purchase (as set forth in Table A below); or (2) the difference between the purchase price per share and the average closing stock price as of date of sale provided in Table B below.

² The Class Period includes all Persons (including, without limitation, their beneficiaries), other than Defendants, who purchased Cadiz Stock during the period of March 11, 2014 through October 9, 2015, inclusive, and did not sell all of such Stock prior to April 21, 2015.

- (D) For shares purchased during the Class Period and retained as of the close of trading on January 6, 2016, the Recognized Claim will be the *lesser* of: (1) the inflation per share upon purchase (as set forth in Table A below); or (2) the purchase price per share minus \$3.77³ per share.

TABLE A	
Purchase or Sale Date Range	Artificial Inflation
March 11, 2014 to April 20, 2015, inclusive	\$5.61 per share
April 21, 2015 to October 4, 2015, inclusive	\$4.89 per share
October 5, 2015	\$1.90 per share
October 6, 2015	\$1.49 per share
October 7, 2015	\$1.00 per share
October 8, 2015	\$0.58 per share
October 9, 2015	\$0.00 per share

TABLE B						
Date of Sale	Closing Price	Average Closing Price		Date of Sale	Closing Price	Average Closing Price
10/9/2015	\$3.01	\$3.01		11/20/2015	\$3.20	\$3.30
10/12/2015	\$2.87	\$2.94		11/23/2015	\$3.20	\$3.30
10/13/2015	\$2.92	\$2.93		11/24/2015	\$3.50	\$3.31
10/14/2015	\$3.23	\$3.01		11/25/2015	\$3.65	\$3.32
10/15/2015	\$3.23	\$3.05		11/27/2015	\$3.61	\$3.32
10/16/2015	\$3.47	\$3.12		11/30/2015	\$3.73	\$3.34
10/19/2015	\$3.78	\$3.22		12/1/2015	\$3.79	\$3.35
10/20/2015	\$3.56	\$3.26		12/2/2015	\$4.02	\$3.37
10/21/2015	\$3.46	\$3.28		12/3/2015	\$4.25	\$3.39
10/22/2015	\$3.94	\$3.35		12/4/2015	\$4.25	\$3.41
10/23/2015	\$3.60	\$3.37		12/7/2015	\$4.14	\$3.43
10/26/2015	\$3.54	\$3.38		12/8/2015	\$4.11	\$3.44
10/27/2015	\$3.33	\$3.38		12/9/2015	\$4.09	\$3.46
10/28/2015	\$3.35	\$3.38		12/10/2015	\$4.30	\$3.48
10/29/2015	\$3.30	\$3.37		12/11/2015	\$4.20	\$3.49
10/30/2015	\$3.42	\$3.38		12/14/2015	\$4.43	\$3.51
11/2/2015	\$3.52	\$3.38		12/15/2015	\$4.20	\$3.53
11/3/2015	\$3.54	\$3.39		12/16/2015	\$4.21	\$3.54

³ Pursuant to Section 21(D)(e)(1) of the Private Securities Litigation Reform Act of 1995, “in any private action arising under this title in which the plaintiff seeks to establish damages by reference to the market price of a security, the award of damages to the plaintiff shall not exceed the difference between the purchase or sale price paid or received, as appropriate, by the plaintiff for the subject security and mean trading price of that security during the 90-day period beginning on the date on which the information correcting the misstatement or omission that is the basis for the action is disseminated.” \$3.77 per share was the mean (average) daily closing trading price of Cadiz Stock during the 90-day period beginning on October 9, 2015 and ending on January 6, 2016.

11/4/2015	\$3.59	\$3.40	12/17/2015	\$4.04	\$3.55
11/5/2015	\$3.48	\$3.41	12/18/2015	\$3.82	\$3.56
11/6/2015	\$3.32	\$3.40	12/21/2015	\$3.82	\$3.56
11/9/2015	\$3.07	\$3.39	12/22/2015	\$3.85	\$3.57
11/10/2015	\$3.05	\$3.37	12/23/2015	\$4.19	\$3.58
11/11/2015	\$3.18	\$3.37	12/24/2015	\$4.24	\$3.59
11/12/2015	\$2.98	\$3.35	12/28/2015	\$4.21	\$3.60
11/13/2015	\$3.06	\$3.34	12/29/2015	\$4.17	\$3.61
11/16/2015	\$3.03	\$3.33	12/30/2015	\$5.30	\$3.64
11/17/2015	\$3.09	\$3.32	12/31/2015	\$5.26	\$3.67
11/18/2015	\$3.16	\$3.31	1/4/2016	\$5.76	\$3.71
11/20/2015	\$3.20	\$3.31	1/5/2016	\$5.69	\$3.74
11/23/2015	\$3.20	\$3.31	1/6/2016	\$5.66	\$3.77
11/19/2015	\$3.13	\$3.31			

To the extent a claimant had a trading gain or “broke even” from his, her or its overall transactions in Cadiz Stock during the Class Period, the value of the Recognized Claim will be zero and the claimant will not be entitled to a share of the Net Settlement Fund. To the extent that a claimant suffered a trading loss on his, her or its overall transactions in the Company’s shares during the Class Period, but that trading loss was less than the Recognized Claim calculated above, then the Recognized Claim shall be limited to the amount of the claimant’s actual trading loss.

For purposes of calculating your Recognized Claim, the date of purchase, acquisition or sale is the “contract” or “trade” date and not the “settlement” or “payment” date. The receipt or grant by gift, inheritance or operation of law of Cadiz Stock shall not be deemed a purchase, acquisition or sale of Cadiz Stock for the calculation of an Authorized Claimant’s Recognized Claim. The covering purchase of a short sale is not an eligible purchase.

For purposes of calculating your Recognized Claim, all purchases, acquisitions and sales shall be matched on a First In First Out (“FIFO”) basis in chronological order. Therefore, on the Proof of Claim enclosed with this Notice, you must provide all of your purchases, acquisitions and sales of Cadiz shares during the time period of March 11, 2014 through and including January 6, 2016.

Payment pursuant to the Plan of Allocation approved by the Court shall be conclusive against all Authorized Claimants. No person shall have any claim against Defendants, Defendants’ Counsel, Lead Plaintiffs, Plaintiffs’ Counsel or the Claims Administrator or other agent designated by Plaintiffs’ Counsel based on the distributions made substantially in accordance with the Stipulation and the Settlement contained therein, the Plan of Allocation, or further orders of the Court. Each claimant shall be deemed to have submitted to the jurisdiction of the Court with respect to the claimant’s Proof of Claim. All persons involved in the review, verification, calculation, tabulation, or any other aspect of the processing of the claims submitted in connection with the Settlement, or otherwise involved in the administration or taxation of the Settlement Fund or the Net Settlement Fund shall be released and discharged from any and all claims arising out of such involvement, and all Settlement Class Members, whether or not they are to receive payment from the Net Settlement Fund, will be barred from making any further claim against the Net Settlement Fund beyond the amount allocated to them as provided in any distribution orders entered by the Court.

(c) Are there any further limitations on the amount I may receive?

- (i) Transactions during the Class Period resulting in a gain shall be netted against the Class Member's transactions resulting in a loss to arrive at the Recognized Claim.
- (ii) Any Class Members whose collective transactions in Cadiz Stock during the Class Period resulted in a net gain shall not be entitled to share in the Net Settlement Fund.
- (iii) The purchase and sale prices exclude any brokerage commissions, transfer taxes or other fees.
- (iv) The covering purchase of a short sale is not an eligible purchase. Gifts and transfers are not eligible purchases.

8. How can I get a payment?

To qualify for a payment, you must send in a form entitled "Proof of Claim and Release." This form is attached to this Notice. You may also obtain this form online at www.strategicclaims.net/cadiz. Read the instructions carefully, fill out the form, sign the form where indicated, and mail the form together with all of the requested documentation, postmarked no later than December 14, 2016 to:

Cadiz Inc. Litigation
c/o Strategic Claims Services
P.O. Box 230
600 N. Jackson St., Ste. 3
Media, PA 19063

The Claims Administrator will process your claim and determine whether you are an "Authorized Claimant."

9. What am I giving up to get a payment or stay in the Class?

Unless you validly exclude yourself, you will remain in the Class. That means that if the Settlement is approved, you and all Class Members will release (agreeing never to sue, continue to sue, or be part of any other lawsuit) the Released Claims (as defined below) against the "Released Parties" defined as (i) Cadiz, its past, present and future, direct or indirect, parent entities, associates, affiliates, and subsidiaries, each and all of their respective past and present directors, officers, partners, alleged partners, stockholders, predecessors, successors and employees, and in their capacity as such, each and all of their underwriters, attorneys, advisors, consultants, trustees, insurers, co-insurers, reinsurers, representatives, and assigns; (ii) each of the Individual Defendants and their respective present and past spouses and children, heirs, successors, or assignees; (iii) any and all persons, firms, trusts, corporations, and other entities in which any of the Defendants has a financial interest or was a founder, settler or creator of the entity, and, in their capacity as such, any and all officers, directors, employees, trustees, beneficiaries, settlers, creators, attorneys, consultants, agents, or representatives of any such person, firm, trust, corporation or other entity; and (iv) in their capacity as such, the legal representatives, heirs, executors, administrators, predecessors, successors, predecessors-in-interest, successors-in-interest, and assigns of any of the foregoing.

"Released Claims" or "Release of Claims" means any and all Claims, including Unknown Claims, that have been, could have been, or in the future can or might be asserted in any federal, state or foreign court, tribunal, forum or proceeding by on or behalf of any of the Releasing Parties against any one or more of the Released Parties, whether any such Released Parties were named, served with process, or appeared in the Action, which directly or indirectly arise out of or relate to (i) the subject matter of the Action or any of the claims asserted in the Action, (ii) the purchase or sale of Cadiz common stock by any

of the Releasing Parties during the Class Period, and/or (iii) any claims in connection with, based upon, arising out of, or relating to the Settlement (but excluding any claims to enforce the terms of the Settlement).

If you sign the claim form, you are agreeing to release your claims against the Released Parties, which will bar you from ever filing a lawsuit that could have been brought under any of the Released Claims. That means you will accept a share in the Net Settlement Fund as sole compensation for any losses you have suffered in the acquisition and sale of Cadiz Stock during the Class Period.

Further detail and information about what you are agreeing to and giving up is detailed in the Stipulation of Settlement which is available at www.strategicclaims.net/cadiz.

10. How do I get out of the Settlement?

If you do not want to receive a payment from this Settlement, and you want to keep any right you may have to sue or continue to sue Defendants on your own based on the legal claims raised in this Class Action, then you must take steps to get out of the Settlement. This is called excluding yourself from – or “opting out” of – the Settlement. To validly exclude yourself from the Settlement, you must mail a letter stating you want to be excluded as a Class Member from *Nickolas Van Wingerden v. Cadiz Inc., et al.*, Case No. 15-cv-03080-JAK-JEM. You must include your name, address, telephone number, email contact information (if any) and your signature, along with an accurate list of all of your purchases and sales of Cadiz common stock during the Class Period, including the date, number of shares and price of the shares purchased or sold and supporting account documentation. You must mail your exclusion request, postmarked no later than January 7, 2017 to:

Cadiz Inc. Litigation
c/o Strategic Claims Services
P.O. Box 230
600 N. Jackson St., Ste. 3
Media, PA 19063

You cannot exclude yourself by telephone or by e-mail. If you ask to be excluded, you will not receive a settlement payment, and you cannot object to the Settlement. If you ask to be excluded in conformity with this Notice, you will not be legally bound by anything that happens in this Action.

11. If I do not exclude myself, can I sue Defendants for the same thing later?

No. Unless you exclude yourself, you give up any right to sue Defendants for the claims that this Settlement resolves, or the Released Claims as defined above. If you have a pending lawsuit, speak to your lawyer in that case immediately, since you may have to exclude yourself from this Class to continue your own lawsuit.

12. Do I have a lawyer in this case?

The Court has appointed The Rosen Law Firm, P.A. and Glancy Prongay & Murray LLP as plaintiffs’ counsel to represent the Class Members for the purposes of this settlement. You have the option to retain your own separate counsel at your own cost and expense. You need not retain your own separate counsel to opt-out, object, submit a Proof of Claim, or appear at the Settlement Hearing.

13. How will the lawyers be paid?

Plaintiffs’ Counsel have expended considerable time litigating this action on a contingent fee basis, have paid for the expenses of the litigation themselves, and have not been paid any attorneys’ fees in advance of this Settlement. Plaintiffs’ Counsel have done so with the expectation that if they are successful in recovering money for the Class, they will receive attorneys’ fees and be reimbursed for their litigation expenses from the Settlement Fund, as is customary in this type of litigation. Plaintiffs’ Counsel will not receive attorneys’ fees or be reimbursed for their litigation expenses except from the Settlement Fund. Therefore, Plaintiffs’ Counsel will file a motion asking the Court at the Settlement Hearing to make an award of attorneys’ fees in an amount not to exceed 25% of the Settlement Fund, for reimbursement of reasonable litigation expenses not to exceed \$100,000, and for reimbursement of Lead Plaintiffs’ reasonable costs and expenses (including lost wages) directly relating to their representation of the Class, in an amount collectively not to exceed \$5,000. The Court may award less than these amounts. Any amounts awarded by the Court will come out of the Settlement Fund.

14. How do I tell the Court that I do not like the Settlement?

You can tell the Court you do not agree with the Settlement, any part of the Settlement, the Plan of Allocation and/or Plaintiffs’ Counsel’s motion for attorneys’ fees and litigation expenses, and that you think the Court should not approve the Settlement, by mailing a letter stating that you object to the Settlement in the matter of *Nickolas Van Wingerden v. Cadiz Inc., et al.*, Case No. 15-cv-03080-JAK-JEM. Be sure to include your name, address, telephone number, your signature, a list of your purchases and sales of Cadiz common stock during the Class Period, including the date, number of shares and price of the shares purchased or sold in order to show your membership in the Class, and all of the reasons you object to the Settlement. Be sure to mail the objections to the different places listed below, such that they are *received* no later than January 17, 2017, so the Court will consider your views:

Clerk of the Court United States District Court Central District of California 255 East Temple Street Los Angeles, CA 90012-3332	<u>Plaintiffs’ Counsel:</u> Robert V. Prongay Kara M. Wolke GLANCY PRONGAY & MURRAY LLP 1925 Century Park East, Suite 2100 Los Angeles, California 90067	<u>Defendants’ Counsel:</u> Joshua P. Arnold CADWALADER WICKERSHAM & TAFT LLP One World Financial Center New York, New York 10281
	-or-	-or-
	Laurence M. Rosen Phillip Kim THE ROSEN LAW FIRM, P.A. 275 Madison Avenue, 34 th Floor New York, NY 10016	John E. Schreiber WINSTON & STRAWN LLP 333 S. Grand Avenue, Suite 3800 Los Angeles, CA 90071-1543

Attendance at the Final Settlement Hearing is not necessary but persons wishing to be heard orally regarding the Settlement, the Plan of Allocation, and/or the application for attorneys’ fees and expenses or award to Lead Plaintiffs are required to indicate in their written objection (or in a separate writing that is submitted in accordance with the deadline and after instruction pertinent to the submission of a written objection) that they intend to appear at the Settlement Hearing and identify any witnesses they may call to testify or exhibits they intend to introduce into evidence at the Final Settlement Hearing.

15. What is the difference between objecting and requesting exclusion?

Objecting is simply telling the Court you do not like something about the Settlement. You can object only if you stay in the Class. Requesting exclusion is telling the Court you do not want to be part of the Class and Settlement. If you exclude yourself, you cannot object to the Settlement because it no

longer concerns you. If you stay in the Class and object, but your objection is overruled, you will not be allowed a second opportunity to exclude yourself and you will be bound by any order issued by the Court.

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

The Court will hold a Final Settlement Hearing on February 6, 2017 at 8:30 a.m., at the United States District Court, Central District of California, 255 East Temple Street, Los Angeles, California 90012-3332.

At this hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate and whether to approve the Settlement. If there are objections, the Court will consider them, and the Court will listen to people who have asked to speak at the hearing. The Court may also decide how much to award Plaintiffs' Counsel for attorneys' fees and expenses or Lead Plaintiffs for their reasonable costs and expenses (including lost wages) directly relating to their representation of the Class.

17. Do I have to come to the hearing?

No. Plaintiffs' Counsel will answer any questions the Court may have. However, you are welcome to attend at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as you mail your written objection on time, the Court will consider it.

18. What happens if I do nothing at all?

If you do nothing, you will not receive a payment from the Settlement. However, unless you validly exclude yourself, you will not be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against Defendants about the claims made in this case ever again.

19. What If I Bought Shares On Someone Else's Behalf?

If you purchased Cadiz Stock between March 11, 2014 and October 9, 2015, inclusive, and did not sell all of such Stock prior to April 21, 2015, for the beneficial interest of persons or entities other than yourself, you must either (a) within seven (7) calendar days of receipt of this Notice, request from the Claims Administrator sufficient copies of the Notice and Proof of Claim and Release (the "Notice Packet") to forward to all such beneficial owners and within seven (7) calendar days of receipt of those Notice Packets forward them to all such beneficial owners; or (b) within seven (7) calendar days of receipt of this Notice, provide a list of the names and addresses of all such beneficial owners to Cadiz Inc. Litigation, c/o Strategic Claims Services, P.O. Box 230, 600 N. Jackson St., Ste. 3, Media, PA 19063 or email it to cadizlitigation@strategicclaims.net. If you choose the second option, the Claims Administrator will send a copy of the Notice Packet to the beneficial owners. Upon full compliance with these directions, such nominees may seek reimbursement of their reasonable expenses actually incurred, by providing the Claims Administrator with proper documentation supporting the expenses for which reimbursement is sought. Copies of this Notice and the Claim Form may also be obtained from www.strategicclaims.net/cadiz, or by calling the Claims Administrator toll-free at (866) 274-4004.

DATED: SEPTEMBER 30, 2016

BY ORDER OF THE UNITED STATES
DISTRICT COURT FOR CENTRAL
DISTRICT OF CALIFORNIA

**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA**
Nickolas Van Wingerden v. Cadiz Inc., et al.
Case No. 15-cv-03080-JAK-JEM

PROOF OF CLAIM AND RELEASE

Deadline for Submission: December 14, 2016

IF YOU PURCHASED CADIZ INC. COMMON STOCK BETWEEN MARCH 11, 2014 AND OCTOBER 9, 2015, INCLUSIVE (“CLASS PERIOD”) AND DID NOT SELL ALL OF SUCH COMMON STOCK PRIOR TO APRIL 21, 2015, YOU MAY BE A CLASS MEMBER AND YOU MAY BE ENTITLED TO SHARE IN THE SETTLEMENT PROCEEDS.

YOU MUST COMPLETE AND SUBMIT THIS PROOF OF CLAIM AND RELEASE FORM (“PROOF OF CLAIM”) IN ORDER TO BE ELIGIBLE FOR ANY SETTLEMENT BENEFITS.

YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND MAIL IT BY FIRST CLASS MAIL, POSTMARKED NO LATER THAN DECEMBER 14, 2016 TO THE CLAIMS ADMINISTRATOR, AT THE FOLLOWING ADDRESS:

Cadiz Inc. Litigation
c/o Strategic Claims Services
P.O. Box 230
600 N. Jackson St., Ste. 3
Media, PA 19063
Tel.: 866-274-4004
Fax: 610-565-7985
cadizlitigation@strategicclaims.net

FAILURE TO SUBMIT YOUR POSTMARKED PROOF OF CLAIM BY DECEMBER 14, 2016 WILL SUBJECT YOUR CLAIM TO REJECTION AND MAY PRECLUDE RECEIPT OF ANY MONEY IN CONNECTION WITH THE SETTLEMENT OF THIS ACTION. DO NOT MAIL OR DELIVER YOUR CLAIM TO THE COURT OR TO ANY OF THE PARTIES OR THEIR COUNSEL AS ANY SUCH CLAIM WILL BE DEEMED NOT TO HAVE BEEN SUBMITTED. SUBMIT YOUR CLAIM ONLY TO THE CLAIMS ADMINISTRATOR.

CLAIMANT’S STATEMENT

1. I (we) purchased common stock in Cadiz Inc. (“Cadiz”) and was (were) damaged thereby. (Do not submit this Proof of Claim if you did not purchase Cadiz common stock during the designated Class Period).
2. By submitting this Proof of Claim, I (we) state that I (we) believe in good faith that I am (we are) a Class Member as defined above and in the Notice of Pendency and Proposed Settlement of Class Action (the “Notice”), or am (are) acting for such person(s); that I am (we are) not a Defendant in the Actions or anyone excluded from the Class, as defined in the Notice; that I (we) have read and understand the Notice; that I (we) believe that I am (we are) entitled to receive a share of the Net Settlement Fund, as defined in the Notice; that I (we) elect to participate in the proposed Settlement described in the Notice; and that I (we) have not filed a request for exclusion. (If you are acting in a representative capacity on behalf of a Class Member [*e.g.*, as an executor, administrator, trustee, or

other representative], you must submit evidence of your current authority to act on behalf of that Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.)

3. I (we) consent to the jurisdiction of the Court with respect to all questions concerning the validity of this Proof of Claim. I (we) understand and agree that my (our) claim may be subject to investigation and discovery under the Federal Rules of Civil Procedure, provided that such investigation and discovery shall be limited to my (our) status as a Class Member(s) and the validity and amount of my (our) claim. No discovery shall be allowed on the merits of the Litigation or Settlement in connection with processing of the Proof of Claim.
4. I (we) have set forth where requested below all relevant information with respect to each purchase of Cadiz common stock during the Class Period, and each sale, if any, of such securities. I (we) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so.
5. I (we) have enclosed photocopies of the stockbroker's confirmation slips, stockbroker's statements, or other documents evidencing each purchase, sale or retention of Cadiz common stock listed below in support of my (our) claim. (IF ANY SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN A COPY OR EQUIVALENT DOCUMENTS FROM YOUR BROKER BECAUSE THESE DOCUMENTS ARE NECESSARY TO VERIFY AND PROCESS YOUR CLAIM.)
6. I (we) understand that the information contained in this Proof of Claim is subject to such verification as the Claims Administrator may request or as the Court may direct, and I (we) agree to cooperate in any such verification. (The information requested herein is designed to provide the minimum amount of information necessary to process most simple claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your recognized claim. In some cases, the Claims Administrator may condition acceptance of the claim based upon the production of additional information, including, where applicable, information concerning transactions in any derivatives securities such as options.)
7. Upon the occurrence of the Court's approval of the Settlement, as detailed in the Notice, I (we) agree and acknowledge that my (our) signature(s) hereto shall effect and constitute a full and complete release, remise and discharge by me (us) and my (our) heirs, joint tenants, tenants in common, beneficiaries, executors, administrators, predecessors, successors, attorneys, insurers and assigns (or, if I am (we are) submitting this Proof of Claim on behalf of a corporation, a partnership, estate or one or more other persons, by it, him, her or them, and by its, his, her or their heirs, executors, administrators, predecessors, successors, and assigns) of each of the "Released Parties" of all "Released of Claims," as defined in the Notice.

I. CLAIMANT INFORMATION

Name:		
Address:		
City:	State:	ZIP Code:
Foreign Province:	Foreign Country:	
Day Phone:	Evening Phone:	
Email:		

II. SCHEDULE OF TRANSACTIONS IN CADIZ COMMON STOCK

Beginning Holdings:

A. State the total number of shares of Cadiz common stock owned at the close of trading on March 10, 2014, long or short (*must be documented*).

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Purchases:

B. Separately list each and every open market purchase of Cadiz common stock during the period from March 11, 2014 through and including January 6, 2016, and provide the following information (*must be documented*):

Trade Date (List Chronologically) (Month/Day/Year)	Number of Shares Purchased	Price per Share	Total Cost (Excluding Commissions, Taxes, and Fees)

Sales:

C. Separately list each and every sale of Cadiz common stock during the period from March 11, 2014 through and including January 6, 2016, and provide the following information (*must be documented*):

Trade Date (List Chronologically) (Month/Day/Year)	Number of Shares Sold	Price per Share	Amount Received (Excluding Commissions, Taxes, and Fees)

Ending Holdings:

D. State the total number of shares of Cadiz common stock owned at the close of trading on January 6, 2016, long or short (*must be documented*).

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If additional space is needed, attach separate, numbered sheets, giving all required information, substantially in the same format, and print your name and Social Security or Taxpayer Identification number at the top of each sheet.

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 Claimants **MUST** submit a manually signed paper Proof of Claim form listing all their transactions whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at 1-866-274-4004 or visit their website www.strategicclaims.net/cadiz to obtain the required file layout. 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.

III. SUBSTITUTE FORM W-9

Request for Taxpayer Identification Number:

Enter taxpayer identification number below for the Beneficial Owner(s). For most individuals, this is your Social Security Number. The Internal Revenue Service (“I.R.S.”) requires such taxpayer identification number. If you fail to provide this information, your claim may be rejected.

Social Security Number (for individuals):	or	Taxpayer Identification Number (for estates, trusts, corporations, etc.):

IV. CERTIFICATION

I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406 (a)(1)(c) of the Internal Revenue Code because: (a) I am (We are) exempt from backup withholding, or (b) I (We) have not been notified by the I.R.S. that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the I.R.S. has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the I.R.S. that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

UNDER THE PENALTIES OF PERJURY UNDER THE LAWS OF THE UNITED STATES, I (WE) CERTIFY THAT ALL OF THE INFORMATION I (WE) PROVIDED ON THIS PROOF OF CLAIM AND RELEASE FORM IS TRUE, CORRECT AND COMPLETE.

Signature of Claimant (If this claim is being made on behalf of Joint Claimants, then each must sign):

(Signature)

(Write or Type Your Name Here)

(Signature)

(Write or Type Your Name Here)

(Capacity of person(s) signing, e.g. beneficial purchaser(s), executor, administrator, trustee, etc.)

Check here if proof of authority to file is enclosed.
(See Item 2 under Claimant's Statement)

Date: _____

THIS PROOF OF CLAIM MUST BE POSTMARKED NO LATER THAN DECEMBER 14, 2016 AND MUST BE MAILED TO:

Cadiz Inc. Litigation
c/o Strategic Claims Services
P.O Box 230
600 N. Jackson St., Ste. 3
Media, PA 19063
Tel.: 866-274-4004
Fax: 610-565-7985
cadizlitigation@strategicclaims.net

A Proof of Claim received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by December 14, 2016 and if a postmark is indicated on the envelope and it is mailed first class and addressed in accordance with the above instructions. In all other cases, a Proof of Claim shall be deemed to have been submitted when actually received by the Claims Administrator.

You should be aware that it will take a significant amount of time to process fully all of the Proofs of Claim and to administer the Settlement. This work will be completed as promptly as time permits. Please notify the Claims Administrator of any change of address.

REMINDER CHECKLIST

- Please be sure to sign and date this Proof of Claim at Paragraph IV above. If this Proof of Claim is submitted on behalf of joint claimants, then both claimants must sign.
- Please remember to attach supporting documents. Do NOT send any stock certificates. Keep copies of everything you submit including your claim form.
- Do NOT use highlighter on the Proof of Claim or any supporting documents.
- If you move after submitting this Proof of Claim, please notify the Claims Administrator of the change in your address.

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Cadiz Inc. Litigation
c/o Strategic Claims Services
600 N Jackson Street – Suite 3
Media, PA 19063

IMPORTANT LEGAL DOCUMENT – PLEASE FORWARD