

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

ARTHUR MENALDI, Individually and on
Behalf of All Others Similarly Situated,

Plaintiff(s),

-against-

OCH-ZIFF CAPITAL MANAGEMENT
GROUP LLC, DANIEL S. OCH, and JOEL
M. FRANK,

Defendants.

Civil Action No. 14 Civ. 3251 (JPO)

**NOTICE OF PROPOSED SETTLEMENT OF CLASS ACTION, MOTION FOR ATTORNEYS'
FEES AND EXPENSES, AND FINAL APPROVAL HEARING**

TO: ALL PERSONS AND ENTITIES THAT PURCHASED OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC (“OZM”) SECURITIES BETWEEN FEBRUARY 9, 2012 AND AUGUST 22, 2014, BOTH DATES INCLUSIVE (THE “SETTLEMENT CLASS PERIOD”).

EXCLUDED FROM THE SETTLEMENT CLASS ARE DEFENDANTS, ALL CURRENT AND FORMER DIRECTORS AND OFFICERS OF OZM, AND ANY FAMILY MEMBER, TRUST, COMPANY, ENTITY, OR AFFILIATE CONTROLLED OR OWNED BY ANY OF THE EXCLUDED PERSONS AND/OR ENTITIES REFERENCED ABOVE.

PLEASE READ THIS NOTICE CAREFULLY. YOUR RIGHTS MAY BE AFFECTED BY LEGAL PROCEEDINGS IN THIS LITIGATION. IF YOU ARE A MEMBER OF THE CLASS DESCRIBED HEREIN, YOU MAY BE ENTITLED TO RECEIVE A PAYMENT PURSUANT TO THE PROPOSED SETTLEMENT DESCRIBED BELOW.

The sending of this Notice should not be construed as any indication of the Court’s view as to the merits of any claims or defenses asserted by any party to this Action.

CLASS RECOVERY: This Notice has been sent to you pursuant to an Order of the United States District Court, Southern District of New York (the “Court”) in the above-captioned action (the “Action”). One of the purposes of this Notice is to inform you of the proposed Settlement of the Action for \$28,750,000. Plaintiffs estimate there were approximately 69.2 million allegedly damaged OZM Class A Shares purchased during the Settlement Class Period. Pursuant to the Plan of Allocation (*see* Section III herein), if all affected OZM Class A Shares elect to participate in the Settlement, the average recovery per share could be \$.415, before deduction of any fees, expenses, costs, and awards described herein. The actual amount disbursed to members of the Settlement Class who participate in the Settlement may be more or less than this figure.

POTENTIAL OUTCOME OF THE CASE: Plaintiffs and Defendants disagree as to whether Plaintiffs’ claims and/or Defendants’ defenses could be proved at trial. Plaintiffs and Defendants disagree as to the average amount per share that would be recoverable if Plaintiffs prevailed on each claim alleged under the Securities Exchange Act of 1934. Plaintiffs and Defendants disagree on, among other things, the amount of damages per share, if any, Plaintiffs would be able to prove at trial, the methodology used to determine

any such damages, and whether there were any mitigating circumstances which would reduce any or all of the damages alleged by Plaintiffs.

REASONS FOR SETTLEMENT: Plaintiffs believe that the proposed Settlement is fair, reasonable and adequate to, and in the best interests of, the Settlement Class. Plaintiffs and their counsel have reached this conclusion after investigating and considering, among other things, the strengths and weaknesses of Plaintiffs' claims against Defendants, including the Defendants' contentions that Plaintiffs' claims are without merit, the uncertainties of this complex litigation, and the concrete benefits provided by the Settlement to the members of the Settlement Class. Without admitting any wrongdoing or liability on their part whatsoever, Defendants are nevertheless willing to agree to make the payment provided for by the Stipulation provided that all of the claims of the Settlement Class are settled and compromised, in order to avoid the continuing burden, expense, inconvenience, and distraction to Defendants in this Action.

ATTORNEYS FEES AND COSTS SOUGHT: Class Counsel has not received any payment for its services in conducting this litigation on behalf of Plaintiffs and the members of the Settlement Class, nor has it been reimbursed for its out-of-pocket expenditures. If the Settlement is approved by the Court, Class Counsel will apply to the Court for attorneys' fees not to exceed 33% of the Settlement Amount, and reimbursement of expenses not to exceed \$500,000. If the amount requested by counsel is approved by the Court, the average cost would be \$.144 per share. In addition, a Compensatory Award for the time and expenses incurred by Class Plaintiffs will be sought, not to exceed \$5,000 each.

IDENTIFICATION OF PLAINTIFFS' COUNSEL: A request for further information regarding this Settlement may be directed to Class Counsel: Patrick V. Dahlstrom, Pomerantz LLP, 10 South La Salle Street, Suite 3505, Chicago, Illinois 60603; or Laurence Rosen, The Rosen Law Firm, P.A., 275 Madison Avenue, 34th Floor, New York, New York 10016.

I. THE SETTLEMENT CLASS INVOLVED IN THE PROPOSED SETTLEMENT

The proposed Settlement affects the rights of the members of the Settlement Class, defined as:

All persons and entities that purchased the securities of Och-Ziff Capital Management Group LLC between February 9, 2012 and August 22, 2014, both dates inclusive.

Excluded from the Settlement Class are Defendants, all current and former directors and officers of OZM, and any family member, trust, company, entity, or affiliate controlled or owned by any of the excluded persons and/or entities referenced above.

II. THE LITIGATION

Summary of the Litigation

The Court overseeing this Action is the United States District Court, Southern District of New York, and the case is known as *Menaldi v. Och-Ziff Capital Management Group LLC, et al.*, Civil Action No. 14 Civ. 3251 (JPO). Ralph Langstadt and Julie Lemond were appointed by the Court to represent the Class as Lead Plaintiffs and Class Representatives. The Defendants in this Action are OZM, Daniel S. Och, and Joel M. Frank.

This Action alleges violations by Defendants of the Federal Securities Laws (specifically Sections 10(b) and 20(a) of the Exchange Act (15 U.S.C. §§ 78j(b) and 78(t)(a)) and Rule 10b-5 promulgated thereunder (17 C.F.R. §240.10b-5).

Defendant OZM is a publicly traded Delaware limited liability corporation with its principal place of business located in New York, New York. OZM's Class A Shares, representing Class A limited liability company interests of OZM, trade on the New York Stock Exchange under the ticker symbol "OZM." During the Settlement Class Period, Defendant Daniel S. Och was OZM's Chief Executive Officer and Chairman of OZM's board of directors, and Defendant Joel M. Frank was OZM's Chief Financial Officer.

Plaintiffs allege that, during the Settlement Class Period, OZM's stock price was artificially inflated as a result of a series of untrue or materially misleading statements which omitted to disclose that OZM was under investigation by the United States Securities Exchange Commission and the United States Department

of Justice for potential violations of the Foreign Corrupt Practices Act. Plaintiffs further contend that Defendants failed to disclose the investigation knowing the omissions to be false or misleading, or recklessly disregarding their false or misleading natures, and that investors suffered injury as a result of the alleged inflation. Defendants deny all of the Plaintiffs' allegations of wrongdoing and have asserted various defenses to liability.

Discovery, Investigation, and Research Conducted by Counsel

Before agreeing to the Settlement, Class Counsel conducted extensive discovery into the merits of the Action. This investigation has included consultation with experts concerning the amount of damages suffered by the Settlement Class; review of thousands of pages of documents produced by Defendants and third parties, including OZM's outside auditors; eleven (11) depositions, including depositions of the Defendants, current and former OZM employees, and OZM's outside auditors; detailed reviews of OZM's public filings, SEC filings, press releases, and other public statements; consultation with accounting and damages experts; review of analyst reports, financial analyses, and industry analyses relating to OZM; and research of the applicable law with respect to the claims asserted in the complaints filed in the Action and the potential defenses thereto.

Proposed Settlement

Class Counsel and Defendants' respective counsel participated in extensive arms-length negotiations and two full days of mediation with the assistance of an experienced mediator, Hon. Layn Phillips (ret.). During these negotiations, the parties discussed, among other things, the respective claims and defenses, damage analyses, legal analyses, the evidence to be offered by the parties at trial, and other important factual and legal issues.

These negotiations resulted in the agreement to settle the Action, *i.e.*, the Stipulation of Settlement, dated October 1, 2018 (the "Stipulation"). Class Counsel believe that the claims asserted in the Action have merit and that the evidence developed to date in the action supports the claims asserted therein. Class Counsel assert and believe the Class would present supporting evidence at trial establishing liability against the Defendants under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934.

However, Class Counsel recognize and acknowledge the expense and length of continued proceedings, trial, and appeals, and have taken into account the uncertain outcome and the risk of any litigation, especially complex actions such as this one. They are also mindful of the inherent problems of proof under, as well as the defenses to, the federal securities laws violations asserted in this action, including the defenses asserted by Defendants.

In light of the foregoing, Class Counsel believes that the Settlement set forth in the Stipulation confers a meaningful benefit upon the Settlement Class. Based on their evaluation, Class Counsel have determined that the Settlement is in the best interests of the Settlement Class.

The Release

In return for the payment of the Settlement Amount, Settlement Class Members who do not file for exclusion from the Settlement Class will release, discharge and dismiss with prejudice all Released Claims as against each and all of the Released Parties, without costs to any party except as provided herein, upon the Effective Date. Class Plaintiffs and all Settlement Class Members, whether or not any such Person submits a Proof of Claim and Release or shares in the Net Settlement Fund, on behalf of themselves and each of their predecessors, successors, parents, subsidiaries, affiliates, custodians, agents, assigns, representatives, heirs, executors, trustees, and administrators, will be deemed by this Settlement on the Effective Date to release and forever discharge the Released Parties from any and all of the Released Claims.

On the Effective Date, all Settlement Class Members, and anyone claiming through or on behalf of any of them, will be forever barred and enjoined from commencing, instituting, prosecuting, or continuing to prosecute any action or other proceedings in any court of law or equity, arbitration tribunal, or any other forum asserting any of the Released Claims against any of the Released Parties.

III. PROPOSED PLAN OF ALLOCATION

The \$28,750,000 Settlement Amount and any interest earned thereon shall be the Settlement Fund. The Settlement Fund less taxes, approved costs, fees and expenses (the “Net Settlement Fund”) shall be distributed to members of the Settlement Class who submit valid Proofs of Claim (“Authorized Claimants”).

The Claims Administrator shall determine each Authorized Claimant’s *pro rata* share of the Net Settlement Fund based upon each Authorized Claimant’s “Recognized Loss.” The Recognized Loss formula is not intended to be an estimate of the amount of what a Settlement Class Member lost or 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 Loss formula is simply the basis upon which the Net Settlement Fund will be proportionately allocated to Authorized Claimants.

The Plan of Allocation has taken into consideration the Limitation on Damages provision of the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4(e), as well as the principles of economic loss articulated by the Supreme Court in *Dura Pharmaceuticals, Inc. v. Broudo*, 544 U.S. 336 (2005). For purposes of this Settlement, the Recognized Loss shall be calculated as follows:

1. **There is no Recognized Loss for shares purchased prior to February 9, 2012.**
2. **For shares purchased on or between February 9, 2012 and February 2, 2014, and**
 - (a) sold on or before February 2, 2014, the Recognized Loss per share is \$0.00.
 - (b) sold on or between February 3, 2014 and March 18, 2014, the Recognized Loss per share is the lesser of
 - \$0.42; or
 - the purchase price minus the sale price (excluding all fees, taxes and commissions). If this calculation results in a negative number, then the Recognized Loss per share is \$0.
 - (c) sold on or between March 19, 2014 and April 27, 2014, the Recognized Loss per share is the lesser of
 - \$0.83; or
 - the purchase price minus the sale price (excluding all fees, taxes and commissions). If this calculation results in a negative number, then the Recognized Loss per share is \$0.
 - (d) sold on or between April 28, 2014 and August 21, 2014, the Recognized Loss per share is the lesser of
 - \$1.91; or
 - the purchase price minus the sale price (excluding all fees, taxes and commissions). If this calculation results in a negative number, then the Recognized Loss per share is \$0.
 - (e) sold on or between August 22, 2014 and November 19, 2014 the Recognized Loss per share is the lesser of
 - \$2.73; or
 - the purchase price minus the sale price (excluding all fees, taxes and commissions). If this calculation results in a negative number, then the Recognized Loss per share is \$0; or
 - the purchase price minus the “90-Day Lookback Value” on the date of sale/disposition provided in Table 1 below. If this calculation results in a negative number, then the Recognized Loss per share is \$0.
 - (f) held through the close of trading on November 19, 2014, the Recognized Loss is
 - \$2.73; or
 - the purchase price (excluding all fees, taxes and commissions) minus the average closing price of the shares during the 90-day period following the Class Period, which is \$11.41. If this calculation results in a negative number, then the Recognized Loss per share is \$0.
3. **For shares purchased on or between February 3, 2014 and March 18, 2014, and**
 - (a) sold on or before March 18, 2014, the Recognized Loss per share is \$0.
 - (b) sold on or between March 19, 2014 and April 27, 2014, the Recognized Loss per share is the lesser of

- \$0.40; or
 - the purchase price minus the sale price (excluding all fees, taxes and commissions). If this calculation results in a negative number, then the Recognized Loss per share is \$0.
- (c) sold on or between April 28, 2014 and August 21, 2014, the Recognized Loss per share is the lesser of
- \$1.49; or
 - the purchase price minus the sale price (excluding all fees, taxes and commissions). If this calculation results in a negative number, then the Recognized Loss per share is \$0.
- (d) sold on or between August 22, 2014 and November 19, 2014 the Recognized Loss per share is the lesser of
- \$2.30; or
 - the purchase price minus the sale price (excluding all fees, taxes and commissions). If this calculation results in a negative number, then the Recognized Loss per share is \$0; or
 - the purchase price minus the “90-Day Lookback Value” on the date of sale/disposition provided in Table 1 below. If this calculation results in a negative number, then the Recognized Loss per share is \$0.
- (e) held through the close of trading on November 19, 2014, the Recognized Loss is
- \$2.30; or
 - the purchase price (excluding all fees, taxes and commissions) minus the average closing price of the shares during the 90-day period following the Class Period, which is \$11.41. If this calculation results in a negative number, then the Recognized Loss per share is \$0.
- 4. For shares purchased on or between March 19, 2014 and April 27, 2014, and**
- (a) sold on or before April 27, 2014, the Recognized Loss per share is \$0.
- (b) sold on or between April 28, 2014 and August 21, 2014, the Recognized Loss per share is the lesser of
- \$1.09; or
 - the purchase price minus the sale price (excluding all fees, taxes and commissions). If this calculation results in a negative number, then the Recognized Loss per share is \$0.
- (c) sold on or between August 22, 2014 and November 19, 2014 the Recognized Loss per share is the lesser of
- \$1.90; or
 - the purchase price minus the sale price (excluding all fees, taxes and commissions). If this calculation results in a negative number, then the Recognized Loss per share is \$0; or
 - the purchase price minus the “90-Day Lookback Value” on the date of sale/disposition provided in Table 1 below. If this calculation results in a negative number, then the Recognized Loss per share is \$0.
- (d) held through the close of trading on November 19, 2014, the Recognized Loss is
- \$1.90; or
 - the purchase price (excluding all fees, taxes and commissions) minus the average closing price of the shares during the 90-day period following the Class Period, which is \$11.41. If this calculation results in a negative number, then the Recognized Loss per share is \$0.
- 5. For shares purchased on or between April 28, 2014 and August 21, 2014, and**
- (a) sold on or before August 21, 2014, the Recognized Loss per share is \$0.
- (b) sold on or between August 22, 2014 and November 19, 2014 the Recognized Loss per share is the lesser of
- \$0.81; or
 - the purchase price minus the sale price (excluding all fees, taxes and commissions). If this calculation results in a negative number, then the Recognized Loss per share is \$0; or

- the purchase price minus the “90-Day Lookback Value” on the date of sale/disposition provided in Table 1 below. If this calculation results in a negative number, then the Recognized Loss per share is \$0.
- (c) held through the close of trading on November 19, 2014, the Recognized Loss is
- \$0.81; or
 - the purchase price (excluding all fees, taxes and commissions) minus the average closing price of the shares during the 90-day period following the Class Period, which is \$11.41. If this calculation results in a negative number, then the Recognized Loss per share is \$0.

6. There is no Recognized Loss for shares purchased on or after August 22, 2014.

Sale / Disposition Date	90-Day Lookback Value	Sale / Disposition Date	90-Day Lookback Value	Sale / Disposition Date	90-Day Lookback Value
8/22/2014	\$11.99	9/23/2014	\$12.07	10/22/2014	\$11.47
8/25/2014	\$11.91	9/24/2014	\$12.04	10/23/2014	\$11.46
8/26/2014	\$12.02	9/25/2014	\$11.99	10/24/2014	\$11.45
8/27/2014	\$12.14	9/26/2014	\$11.95	10/27/2014	\$11.44
8/28/2014	\$12.19	9/29/2014	\$11.92	10/28/2014	\$11.44
8/29/2014	\$12.23	9/30/2014	\$11.87	10/29/2014	\$11.43
9/2/2014	\$12.27	10/1/2014	\$11.83	10/30/2014	\$11.42
9/3/2014	\$12.31	10/2/2014	\$11.80	10/31/2014	\$11.41
9/4/2014	\$12.31	10/3/2014	\$11.78	11/3/2014	\$11.40
9/5/2014	\$12.32	10/6/2014	\$11.76	11/4/2014	\$11.39
9/8/2014	\$12.31	10/7/2014	\$11.73	11/5/2014	\$11.39
9/9/2014	\$12.30	10/8/2014	\$11.71	11/6/2014	\$11.38
9/10/2014	\$12.30	10/9/2014	\$11.68	11/7/2014	\$11.38
9/11/2014	\$12.29	10/10/2014	\$11.64	11/10/2014	\$11.39
9/12/2014	\$12.26	10/13/2014	\$11.61	11/11/2014	\$11.39
9/15/2014	\$12.23	10/14/2014	\$11.58	11/12/2014	\$11.40
9/16/2014	\$12.19	10/15/2014	\$11.55	11/13/2014	\$11.40
9/17/2014	\$12.17	10/16/2014	\$11.52	11/14/2014	\$11.40
9/18/2014	\$12.15	10/17/2014	\$11.50	11/17/2014	\$11.40
9/19/2014	\$12.12	10/20/2014	\$11.49	11/18/2014	\$11.40
9/22/2014	\$12.09	10/21/2014	\$11.48	11/19/2014	\$11.41

General Provisions:

- There shall be no Recognized Loss attributed to any OZM securities other than OZM Class A Shares.
- The date of a purchase or sale of OZM Class A Shares is the “trade” date, and not the “settlement” date.
- The first-in, first-out basis (“FIFO”) will be applied to both purchases and sales.
- The date of covering a “short sale” is deemed to be the date of purchase of OZM Class A Shares; and the date of a “short sale” is deemed to be the date of sale of OZM Class A Shares. Shares originally sold short will have a Recognized Loss of zero.
- Exercise of option contracts into OZM Class A Shares will be considered to be purchases or sales of OZM Class A Shares as of the date of the exercise.
- No cash payment will be made on a claim where the potential distribution amount is less than \$20. Please be advised that if you did not incur a Recognized Loss as defined in the Plan of Allocation, you will not receive a cash distribution from the Net Settlement Fund, but you will be bound by all determinations

and judgments of the Court in connection with the Settlement, including being barred from asserting any of the Released Claims against the Released Parties.

7. The Court has reserved jurisdiction to allow, disallow or adjust the claim of any Class Member on equitable grounds.

8. No Person shall have any claim against Class Counsel, the Claims Administrator or other agent designated by Class Counsel, or any Defendant or any Defendants' Counsel based on the distribution made substantially in accordance with the Stipulation and this Plan of Allocation, or further orders of the Court.

9. Settlement Class Members who do not submit valid Proofs of Claim will not share in the settlement proceeds. Settlement Class Members who do not either submit a request for exclusion or submit a valid Proof of Claim will nevertheless be bound by the settlement and the Order and Final Judgment of the Court dismissing this Action.

IV. REQUESTING EXCLUSION FROM THE CLASS

IF YOU ARE A MEMBER OF THE SETTLEMENT CLASS, YOU MAY BE ELIGIBLE TO SHARE IN THE BENEFITS OF THIS SETTLEMENT AND WILL BE BOUND BY ITS TERMS UNLESS YOU EXCLUDE YOURSELF FROM THE SETTLEMENT CLASS.

Each member of the Settlement Class shall be bound by all determinations and judgments of the Court in connection with the Settlement, whether favorable or unfavorable, unless such Settlement Class Member shall mail, by first class mail, sufficient postage prepaid, a written request for exclusion from the Class, **postmarked no later than January 2, 2019**, addressed to the Claims Administrator at:

OZM Securities Litigation
c/o Strategic Claims Services
600 N. Jackson Street, Suite 205
P.O. Box 230
Media, PA 19063

Such request for exclusion shall be in a form that sufficiently identifies (1) the name and address of the person(s) or entity seeking exclusion, and (2) a list of all transaction(s) involving OZM Class A Shares during the period February 9, 2012 through August 22, 2014, including the number of shares, principal amount, and trade date for each purchase and sale. A request for exclusion shall not be effective unless submitted within the time and in the form and manner provided for herein. **You cannot exclude yourself by telephone, email, or fax.**

If a person or entity who is a member of the Settlement Class duly requests to be excluded from the Settlement Class, such person or entity will not be bound by any orders or judgments entered in respect of the Settlement and shall not be entitled to receive any benefits provided by the Settlement in the event it is finally approved by the Court.

If a judgment approving the Settlement provided for in the Stipulation is finally entered, all members of the Settlement Class who have not requested exclusion shall conclusively be deemed to have released, and shall thereafter be barred from asserting, any of the Released Claims against the Released Parties.

V. STATEMENT OF ATTORNEYS' FEES AND COSTS SOUGHT

If the proposed Settlement is approved, Class Counsel intend to apply to the Court for an award of attorneys' fees and reimbursement of expenses from the Settlement Fund. Class Counsel will seek no more than 33% of the Settlement Fund as fees, plus an additional amount not to exceed \$500,000 as reimbursement for the expenses and costs actually incurred in prosecuting the Action. Class Counsel believe their intended fee request to be fair and reasonable. Class Counsel have litigated the Action on a wholly contingent basis and have received no compensation during the period the Action has been pending. Class Counsel expended considerable time and expense during the Action. Had the Action not been successful, Class Counsel would have sustained a considerable financial loss.

In addition, Class Counsel intend to apply to the Court on behalf of the Court appointed Class Plaintiffs for reimbursement of their reasonable time, costs and expenses, directly relating to their representation of the Settlement Class. Class Counsel will seek no more than \$5,000 for each Class Plaintiff.

VI. THE FINAL APPROVAL HEARING

The Final Approval Hearing shall be held before Honorable J. Paul Oetken on January 16, 2019, at 11 a.m., in Courtroom 706 of the United States District Court, Southern District of New York, Thurgood Marshall United States Courthouse, 40 Foley Square, New York, New York 10007, to determine: (1) whether the settlement of the Settlement Class's claims against Defendants for \$28,750,000.00, should be approved as fair, just, reasonable, and adequate; (2) whether the proposed Plan of Allocation is fair, just, reasonable, and adequate; (3) whether the application of Class Counsel for an award of attorneys' fees and expenses should be approved; (4) whether the Class Plaintiffs should be granted a compensatory award; and (5) whether the Class Action should be dismissed with prejudice as set forth in the Stipulation filed with the Court.

The Final Approval Hearing may be adjourned or continued from time to time by the Court without further notice to the Class other than an announcement at such hearing, or on the Electronic Case Filing at the website of the Southern District of New York: <https://ecf.nysd.uscourts.gov>.

Any member of the Settlement Class who does not timely and validly request exclusion from the Settlement Class and who objects to the Settlement, the adequacy of the representation provided by Class Plaintiffs and Class Counsel, the proposed Plan of Allocation of the Net Settlement Fund, the Final Order and Judgment contemplated by the Stipulation, the application for attorneys' fees and reimbursement of expenses, and/or the application for the reimbursement of the reasonable costs and expenses of the Class Plaintiffs, or who otherwise wishes to be heard with respect to any of the foregoing, may appear in person or by attorney at the Final Approval Hearing, at their own expense, and present any evidence or argument that may be proper and relevant. However, no person shall be heard, and no papers, briefs, pleadings, or other documents submitted by any such person shall be considered by the Court unless, no later than January 2, 2019, (1) a notice of the person's intention to appear, (2) a statement of such person's objections to any matter before the Court, and (3) the grounds for such objections or the reason for such person's request to appear and to be heard, as well as the information requested in Section IV herein and all other documents and writings which such person desires the Court to consider, shall be filed by such person with the Clerk of the Court, and, on or before such filing, shall be delivered by hand, overnight mail or by certified mail, return-receipt requested, sufficient postage prepaid, upon each of the following counsel of record:

Robert F. Serio
GIBSON, DUNN & CRUTCHER LLP
200 Park Avenue
New York, New York 10166
Telephone: (212) 351-4000
*Attorneys for Defendant Och-Ziff
Capital Management Group LLC*

Alan Vinegrad
COVINGTON & BURLING LLP
620 Eighth Avenue
New York, New York 10018
Telephone: (212) 841-1000
Attorneys for Defendant Daniel S. Och

Richard J. Morvillo
ORRICK, HERRINGTON & SUTCLIFFE LLP
51 West 52nd Street
New York, New York 10019
Telephone: (212) 506-5000
Attorneys for Defendant Joel M. Frank

Patrick V. Dahlstrom
POMERANTZ LLP
Ten South La Salle Street
Suite 3505
Chicago, Illinois 60603
Telephone: (312) 377-1181
Class Counsel

Laurence Rosen
THE ROSEN LAW FIRM, P.A.
275 Madison Avenue
34th Floor
New York, New York 10016
Telephone: (212) 686-1060
Class Counsel

Any person or entity who fails to object in the manner prescribed in the paragraph immediately above shall be deemed to have waived any objections that person may have and shall be barred from raising such objections in this or any other action or proceeding. Objections directed solely to the proposed Plan of Allocation, attorneys' fees and expenses, or awards to the Class Plaintiffs will not affect the finality of either the Settlement or the Judgment to be entered thereto, if the Settlement is approved by the Court.

All members of the Settlement Class who do not request exclusion therefrom, in the manner provided herein, will be represented by Class Counsel in connection with the Settlement, but may, if they so desire, also enter an appearance through counsel of their own choice and at their own expense.

VII. PROOF OF CLAIM AND RELEASE FORM

To be eligible to receive a cash distribution from the Settlement Fund, you must timely complete, sign, and file a Proof of Claim and Release Form ("Proof of Claim"). A Proof of Claim is annexed to this Notice. You may receive more than one copy of this Notice and the Proof of Claim, but you should **submit one Proof of Claim per account.**

The Proof of Claim (1) **must** be completed in accordance with the Instructions on the Proof of Claim, (2) **must** enclose all documentation required by the Instructions, and (3) **must** be filed with the Court-appointed Claims Administrator **postmarked on or before January 9, 2019** at the following address:

OZM Securities Litigation
c/o Strategic Claims Services
600 N. Jackson Street, Suite 205
P.O. Box 230
Media, PA 19063
Fax (610) 565-7985
info@strategicclaims.net

The Proof of Claim may also be filed online through the Settlement website: www.strategicclaims.net.

A Proof of Claim will be deemed filed when postmarked, if mailed via first-class mail, sufficient postage prepaid. In all other instances, a Proof of Claim will be deemed filed when actually received by the Claims Administrator.

Members of the Settlement Class who do not exclude themselves from the Settlement Class and who fail to submit a valid and timely Proof of Claim will nevertheless be bound by the Settlement if finally approved, and all orders and judgments entered by the Court in connection therewith.

By Order of the Court, the Proof of Claim provides for and requires a Release of all Released Claims, as defined in Section II above, by all members of the Settlement Class who file Proofs of Claim. The Release will become effective on the Effective Date of the Settlement.

Each person or entity submitting a Proof of Claim thereby submits to the jurisdiction of the Court for purposes of the Action, the Settlement, and any proceedings relating to such Proof of Claim, and agrees that such a filed Proof of Claim will be subject to review and further inquiry as to such person's or entity's status as a member of the Settlement Class and the allowable amount of the claim.

If you would like acknowledgment of the receipt of your Proof of Claim by the Claims Administrator, please send it by certified mail, return requested, or its equivalent. **No other formal acknowledgment will be provided, and you will bear all risks of delay or non-delivery of your claim.**

VIII. SPECIAL NOTICE TO BROKERS AND OTHER NOMINEES

If you purchased or acquired OZM Class A Shares between February 9, 2012 and August 22, 2014, both dates inclusive, for the beneficial interest of a person or organization other than yourself, you must either (a) within seven (7) days after receipt of this Notice, provide to the Claims Administrator the name and last known address of each person or entity (preferably in electronic format (e.g. Excel, csv)) setting forth (i) title/registration; (ii) street address; (iii) city/state/zip; and (iv) to the extent known, email address; or (b) request, in writing, additional copies of this Notice at the below address, which will be provided free of charge, and within seven (7) days after receipt of such Notices, mail the Notice directly to the beneficial owners of the securities referred to herein.

If you choose to follow alternative procedure (b), the Court has directed that, upon such mailing, you send a statement to the Claims Administrator confirming that the mailing was made as directed. You are entitled to reimbursement of your reasonable expenses actually incurred in connection with the foregoing, including reimbursement of postage expense and the actual out of pocket cost incurred in connection with ascertaining the names and addresses of beneficial owners, up to \$0.70 per Notice mailed, if you elect to undertake the mailing of the Notice and Proof of Claim, or \$0.10 per name and address provided to the Claims Administrator. Those expenses will be paid upon request and submission of appropriate supporting documentation. All communications concerning the foregoing should be addressed to the Claims Administrator at the following address:

OZM Securities Litigation
c/o Strategic Claims Services
600 N. Jackson Street, Suite 205
P.O. Box 230
Media PA, 19063
Tel: (866) 274-4004
Fax: (610) 565-7985
info@strategicclaims.net

IX. EXAMINATION OF PAPERS AND INQUIRIES

For further information about the Action, you may contact Class Counsel at the addresses listed above or consult the pleadings and other papers filed in the Action at the Office of the Clerk of the United States District Court, Southern District of New York, Thurgood Marshall United States Courthouse, 40 Foley Square, New York, New York 10007, during normal business hours of the Court. If you have an account with PACER, you may access documents via Electronic Case Filing at the website of the Southern District of New York: <https://ecf.nysd.uscourts.gov>.

If you have any questions concerning the Action or your membership in the Settlement Class, please contact the Claims Administrator by mail at *OZM Securities Litigation*, c/o Strategic Claims Services, 600 N. Jackson Street, Suite 205, P.O. Box 230, Media, PA 19063, or by phone at (866) 274-4004, or by email at info@strategicclaims.net.

**INQUIRIES SHOULD NOT BE DIRECTED TO THE COURT, THE
CLERK'S OFFICE, DEFENDANTS, OR DEFENDANTS' COUNSEL**

Dated: October 2, 2018

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

PROOF OF CLAIM AND RELEASE

Deadline for Submission: January 9, 2019

IF YOU PURCHASED OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC (“OZM”) SECURITIES BETWEEN FEBRUARY 9, 2012 AND AUGUST 22, 2014, BOTH DATES INCLUSIVE (THE “SETTLEMENT CLASS PERIOD”), YOU MAY BE A SETTLEMENT CLASS MEMBER AND YOU MAY BE ENTITLED TO SHARE IN THE SETTLEMENT PROCEEDS.

IF YOU ARE A SETTLEMENT CLASS MEMBER, IN ORDER TO BE ELIGIBLE FOR ANY SETTLEMENT BENEFITS, YOU MUST COMPLETE AND SUBMIT THIS FORM, AND MAIL IT BY FIRST CLASS MAIL, POSTMARKED NO LATER THAN JANUARY 9, 2019 TO STRATEGIC CLAIMS SERVICES, THE CLAIMS ADMINISTRATOR, AT THE FOLLOWING ADDRESS:

OZM Securities Litigation
c/o Strategic Claims Services
600 N. Jackson Street, Suite 205
P.O. Box 230
Media PA, 19063
Tel: (866) 274-4004
Fax: (610) 565-7985
info@strategicclaims.net

YOUR FAILURE TO SUBMIT YOUR CLAIM BY JANUARY 9, 2019, WILL SUBJECT YOUR CLAIM TO REJECTION AND PRECLUDE YOU FROM RECEIVING ANY MONEY IN CONNECTION WITH THE SETTLEMENT OF THE 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. IF YOU ARE A SETTLEMENT CLASS MEMBER AND DO NOT SUBMIT A PROPER PROOF OF CLAIM AND RELEASE FORM (“PROOF OF CLAIM”), YOU WILL NOT SHARE IN THE SETTLEMENT, BUT YOU NEVERTHELESS WILL BE BOUND BY THE ORDER AND FINAL JUDGMENT OF THE COURT UNLESS YOU EXCLUDE YOURSELF.

SUBMISSION OF A PROOF OF CLAIM DOES NOT ASSURE THAT YOU WILL SHARE IN THE PROCEEDS OF THE SETTLEMENT.

CLAIMANT’S STATEMENT

1. I (we) purchased OZM securities during the Settlement Class Period and was (were) damaged thereby. (Do not submit this Proof of Claim if you did not purchase OZM Class A Shares during the designated Settlement 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 Settlement Class Member(s) as defined above and in the Notice of Proposed Settlement of Class Action, Motion for Attorneys’ Fees and Expenses, and Final Approval Hearing (the “Notice”), or am (are) acting for such person(s); that I am (we are) not a Defendant in the Action or anyone excluded from the Settlement Class; 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 Settlement 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 Settlement 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 Settlement Class Member(s) and the validity and amount of my (our) claim. No discovery shall be allowed on the merits of the Action 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 OZM securities during the Settlement 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 OZM securities 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 PROVE 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 Loss. 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 Effective date, as detailed in the Notice, I (we) agree and acknowledge on behalf of myself (ourselves) and each of my (our) predecessors, successors, parents, subsidiaries, affiliates, custodians, agents, assigns, representatives, heirs, executors, trustees, and administrators, to release, relinquish, and discharge the Defendants' Released Parties from any and all of the Plaintiffs' Released Claims, and I (we) agree and acknowledge that upon the Effective Date, I (we) and anyone claiming through or on behalf of me (us) will be forever barred and enjoined from commencing, instituting, prosecuting, or continuing to prosecute any action or other proceedings in any court of law or equity, arbitration tribunal, or any other forum asserting any of the Released Plaintiffs' Claims against any of the Defendants' Released Parties, as defined in the Stipulation.
8. 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 at www.strategicclaims.net 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.

I. CLAIMANT INFORMATION

Name		
Address		
City	State	ZIP
Foreign Province	Foreign Country	
Day Phone	Evening Phone	
Email		
Social Security Number (for individuals)	OR	Taxpayer Identification Number (for estates, trusts, corporations, etc.)

II. SCHEDULE OF TRANSACTIONS IN OZM SECURITIES**Beginning Holdings:**

A. State the total number of shares of OZM securities owned at the close of trading on February 8, 2012, long or short (*must be documented*).

--

Purchases:

B. Separately list each and every open market purchase of OZM securities during the period from February 9, 2012 through November 19, 2014, inclusive, 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 OZM securities during the period from February 9, 2012 through November 19, 2014, inclusive, 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 OZM securities owned at the close of trading on November 19, 2014, long or short (*must be documented*).

--

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.

III. SUBSTITUTE FORM W-9

Request for Taxpayer Identification Number:

Enter the 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)

(Signature)

(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 JANUARY 9, 2019 AND MUST BE MAILED TO:

OZM Securities Litigation
c/o Strategic Claims Services
600 N. Jackson Street, Suite 205
P.O. Box 230
Media PA, 19063
info@strategicclaims.net

A Proof of Claim received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by January 9, 2019, 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 fully process all of the Proofs of Claim and to administer the Settlement. This work will be completed as promptly as time permits, given the need to investigate and tabulate each Proof of Claim. Please notify the Claims Administrator of any change of address.

OZM Securities Litigation
c/o Strategic Claims Services
600 N. Jackson Street, Suite 205
Media PA, 19063

IMPORTANT LEGAL NOTICE – PLEASE FORWARD

REMINDER CHECKLIST

- Please be sure to sign this Proof of Claim on page 15. 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.
- Do NOT use highlighter on the Proof of Claim or any supporting documents.
- If you desire an acknowledgment of receipt of your claim form, please send it Certified Mail, Return Receipt Requested, or its equivalent.
- If you move after submitting this Proof of Claim, please notify the Claims Administrator of the change in your address.