

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA**

CASEY ROBERTS, individually and on behalf of all  
other similarly situated,

Plaintiff,

v.

ZUORA, INC., TIEN TZUO, and TYLER SLOAT,

Defendants.

No. 3:19-cv-03422-SI

CLASS ACTION

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

Judge: Hon. Susan Illston

**TO: (a) All persons and entities who purchased or otherwise acquired Zuora, Inc. common stock during the period of April 12, 2018, through May 30, 2019, inclusive and were damaged thereby; and/or (b) all persons and entities who purchased or otherwise acquired shares of Zuora, Inc. common stock pursuant or traceable to the Registration Statement and Prospectus issued in connection with Zuora’s April 12, 2018 initial public offering (the “Settlement Class” or “Class”).**

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. YOUR RIGHTS MAY BE AFFECTED BY A PROPOSED CLASS ACTION SETTLEMENT IN A LAWSUIT PENDING IN FEDERAL COURT.

IF YOU ARE A CLASS MEMBER, YOU MUST SUBMIT A CLAIM FORM TO OBTAIN YOUR SHARE OF THE SETTLEMENT. IF YOU DO NOT SUBMIT A CLAIM, YOU WILL NOT HAVE ANY RIGHT TO COMPENSATION.

This Notice concerns a lawsuit that a federal court has certified as a class action on behalf of investors (individuals and entities) who purchased or otherwise acquired Zuora, Inc. common stock during the period of April 12, 2018, through May 30, 2019, inclusive (the “Class Period”).<sup>1</sup> The lawsuit is referred to as *Roberts v. Zuora, Inc., et al.*, Case No. 3:19-cv-03422-SI (the “Action” or “Federal Action”) and is pending before the Honorable Susan Illston in the United States District Court for the Northern District of California (the “Court”).

This Notice is to inform you that the Court-appointed Lead Plaintiff and Class Representative, New Zealand Methodist Trust Association (“Class Representative”), has reached a settlement on behalf of the Class in the amount of \$75,500,000 (seventy-five million, five-hundred thousand U.S. dollars) in cash with Defendants Zuora, Inc., Tien Tzuo, and Tyler Sloat (collectively, “Federal Action Defendants”). The Settlement releases all claims for damages by Class Members provided for under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (“Exchange Act”) which relate to the purchase or other acquisition of Zuora common stock during the Class Period.

The Settlement further releases and calls for the dismissal of all claims for damages by Class Members in *Olsen v. Zuora, Inc.*, Lead Case No. 20-CIV-01918 (Cal. Super. Ct., Cnty. of San Mateo) (the “State Action”), pending in the Superior Court of California for the County of San Mateo (the “State Court”). The State Action claims concern Sections 11 and 15 of the Securities Act of 1933 (“Securities Act”) and relate to the purchase or other acquisition of Zuora common stock pursuant or traceable to the Registration Statement and Prospectus issued in connection with Zuora’s April 12, 2018 initial public offering.

**Overview of the Action and Settlement:**

Class Representative alleged that during the period between April 12, 2018 and May 30, 2019, the Federal Action Defendants made materially false and misleading statements in violation of §10(b) of Exchange Act, Rule 10b-5 promulgated thereunder, and §20(a) of the Exchange Act, which caused the price of Zuora stock to trade at artificially inflated prices. Specifically, Class Representative alleged that Federal Action Defendants misled investors during the Class Period by making public statements that did not reflect the actual state of the functionality of Zuora’s platform as a combined solution, the integrated nature of its flagship products, Billing and RevPro, through the “Keystone” integration project, and Zuora’s path for growth via cross-selling and upselling Billing and RevPro. Class

<sup>1</sup> All capitalized terms used in this Notice that are not otherwise defined herein shall have the meanings provided in the Amended Stipulation and Agreement of Global Settlement dated June 22, 2023 (the “Stipulation”), which is available at [www.ZuoraSecuritiesLitigation.com](http://www.ZuoraSecuritiesLitigation.com).

Representative alleged that persons who purchased Zuora stock during the Class Period suffered economic losses when the price of Zuora stock declined as a result of the May 30, 2019 disclosure addressing the integration failure, sales execution issues, and disappointing financial performance and outlook.

During the course of the Action, the parties engaged a third-party mediator, Robert A. Meyer, Esq. of JAMS. After the submission of comprehensive mediation statements and other materials, the parties participated in a mediation via videoconference with Mr. Meyer on January 18, 2022. The parties did not reach a resolution with Mr. Meyer at that time. On May 31, 2022, the Court entered an order referring this action to Magistrate Judge Kandis Westmore for settlement. As part of the conferences with Judge Westmore, the parties agreed to resume further mediation with Mr. Meyer. On February 2, 2023, the parties conducted an in-person mediation with Mr. Meyer. Although no resolution was reached during the mediation, the parties continued discussions with Mr. Meyer. On March 31, 2023 –one week before oral arguments on the Federal Action Defendants’ summary judgment motion and motion to exclude expert testimony and Class Representative’s motions to exclude expert testimony – the parties reached an agreement to settle the litigation, subject to approval by the Court.

After Class Representative filed its motion for preliminary approval of the Settlement on May 15, 2023, the parties conducted additional negotiations with the State Class Counsel from the State Action. On June 1, 2023, with the assistance of Mr. Meyer, the Settling Parties reached an amended settlement agreement in principle which would resolve the Federal Action and State Action concurrently for \$75,500,000, subject to Court approval. Pursuant to the Settlement, State Class Representative will request a dismissal of the State Action with prejudice upon the Court entering Judgement in the Federal Action as contemplated by the Settlement.

**Overview of the Recovery:** Class Representative has agreed to settle all claims and grant the Released Defendant Persons a full and complete release of all Released Claims in exchange for a cash payment of \$75,500,000 (the “Settlement Amount”). The Settlement Amount plus any interest earned thereon is called the “Settlement Fund.” The “Net Settlement Fund” (the Settlement Fund less any attorneys’ fees (estimated not to exceed 30% or \$22,650,000) and expenses (estimated not to exceed \$1,250,000) provided for herein or approved by the Court and less Notice and Administration Expenses (estimated to be no more than \$275,000), Taxes and Tax Expenses, and other Court-approved deductions) will be distributed pursuant to the plan of allocation that is approved by the Court (the “Plan of Allocation”), which determines how the Net Settlement Fund will be allocated among Class Members who become eligible to participate in the distribution of the Net Settlement Fund by submitting a timely and valid Proof of Claim and Release form (“Proof of Claim” or “Claim Form”). The proposed Plan of Allocation is described at page 13 below.

Based on the analysis performed by Class Representative and its damages experts, the estimated average recovery per share for a Class Member from the Settlement Fund (before the deduction of any Court-approved fees, expenses and costs as described herein) would be approximately \$1.03 per share. This amount assumes all eligible Class Members submit valid and timely Proofs of Claim. If fewer than all Class Members submit timely and valid Proofs of Claim (which is likely), the distributions per share will be higher. A Class Member’s actual recovery will be a proportion of the Net Settlement Fund determined by a Class Member’s number of eligible shares as compared to the total eligible shares of all Class Members who submit timely and valid Proofs of Claim. (See the Plan of Allocation beginning on page 13 below for details and more information.)

Class Counsel Hagens Berman Sobol Shapiro LLP (“Class Counsel”) intends to seek attorneys’ fees according to the terms of the retainer agreement between Class Representative and Class Counsel. These attorneys’ fees are not to exceed 30% or \$22,650,000 of the Settlement Amount. Such requested attorneys’ fees and the expenses described above would amount to an average of approximately \$0.34 per share of Zuora common stock. Please note that these amounts are only estimates and are subject to approval by the Court. In addition, Class Representative may seek payment not to exceed \$25,000.00 for its time and expenses incurred in representing the Class.

Based on the benefit added to the Federal Action through their efforts in the State Action, State Class Counsel intends to seek attorneys’ fees and expenses not to exceed \$1,000,000. Any award of attorneys’ fees and expenses to State Class Counsel will come out of the award of attorneys’ fees and expenses to Federal Class Counsel. Any award to State Class Representative will be paid from the award to State Class Counsel.

The parties disagree on both liability and damages and do not agree on the average amount of damages per share of Zuora common stock that would be recoverable if the Class Representative were to prevail in the Action, and the Defendants deny liability, fault, or wrongdoing. The Class Representative’s expert performed a damages analysis and estimates the aggregate damages recoverable after trial to be within the range of approximately \$360 million, although that amount could be substantially lower or zero if certain arguments by the Defendants were accepted by the Court or a jury. Class Representative believes that the proposed settlement represents a fair and reasonable recovery in light of the risks of continued litigation and is in the best interests of the Class Members.

**Identification of Attorneys:** The Class Representative and all other Class Members are represented by counsel identified in the answer to Question 17 below.

PLEASE DO NOT TELEPHONE THE COURT OR THE COURT CLERK’S OFFICE TO INQUIRE ABOUT THIS SETTLEMENT OR THE CLAIM PROCESS.

<b>YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT</b>	
<b>SUBMIT A PROOF OF CLAIM POSTMARKED OR SUBMITTED ONLINE BY DECEMBER 30, 2023</b>	This is the only way to be eligible to get a payment from the settlement. If you wish to participate in the settlement, you will need to complete and submit the enclosed Proof of Claim. Class Members who do not complete and submit the Proof of Claim in accordance with the instructions on the Proof of Claim and do not submit it within the time required will be bound by the settlement but will not participate in any distribution of the Net Settlement Fund.
<b>OBJECT TO THE SETTLEMENT BY SUBMITTING A WRITTEN OBJECTION SO THAT IT IS RECEIVED OR FILED NO LATER THAN DECEMBER 22, 2023</b>	If you believe the settlement is objectionable in any respect, you may write to the Court about why you oppose the settlement, the Plan of Allocation, the requests for attorneys’ fees, costs, and expenses, and/or the requests for awards to class representatives. You will still be a Class Member.
<b>ATTEND THE SETTLEMENT HEARING ON JANUARY 12, 2024, AT 10:00 AM, AND PROVIDE A NOTICE OF INTENTION TO APPEAR TO CLASS COUNSEL SO THAT IT IS RECEIVED NO LATER THAN DECEMBER 22, 2023</b>	The hearing on whether to approve the settlement is scheduled for January 12, 2024, at 10:00 am (the “Settlement Hearing”), and is open to the public. You do not need to attend the hearing unless you wish to speak either in support of the settlement or in support of any objection you may have submitted, and have submitted to Class Counsel a Notice of Intention to Appear so that it is received no later than December 22, 2023. The Court may postpone the Settlement Hearing without prior notice on the date scheduled for the hearing.
<b>DO NOTHING</b>	If you are a Class Member and do not submit a Proof of Claim postmarked or submitted online by December 30, 2023, you will not be eligible to receive any payment from the Settlement Fund. You will, however, be bound by the settlement, unless you have previously requested exclusion from the Class.

These rights and options are explained in further detail later in this Notice.

### **Further Information**

For further information regarding this settlement, you may contact a representative of Class Counsel: Lucas E. Gilmore, Hagens, Berman, Sobol & Shapiro, LLP., 715 Hearst Avenue, Suite 300, Berkeley, CA 94710, Telephone: 1-510-725-3000. You may also visit the website for the case: [www.ZuoraSecuritiesLitigation.com](http://www.ZuoraSecuritiesLitigation.com) (the “Settlement Website”).

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## BASIC INFORMATION

### 1. Why did I get this Notice?

You have received this Notice because the parties are seeking approval of a proposed settlement on behalf of Class Members, and you have been identified as a potential Class Member either from the transfer agent's record of ownership of Zuora, Inc. common stock or by your broker or custodian if you purchased or acquired Zuora, Inc. stock in "street name."

The Court directed that this Notice be sent to Class Members because they have a right to know about the proposed settlement of the Action, and about all of their options, before the Court decides whether to approve the settlement.

This Notice explains the Action, the settlement, Class Members' legal rights, what benefits are available, who is eligible for them, and how to get them.

### 2. What is the Action about?

The Federal Action was brought by the Court-appointed Lead Plaintiff and Class Representative, New Zealand Methodist Trust Association. Class Representative is represented by the Court-appointed Lead Counsel Hagens Berman Sobol Shapiro LLP. Class Representative asserted claims under Sections 10(b) and 20(a) of the Exchange Act and SEC Rule 10b-5 promulgated thereunder against Federal Action Defendants Zuora, Inc., Tien Tzuo, and Tyler Sloat.

The operative complaint in the Federal Action was filed on November 8, 2019. By order dated April 28, 2020, the Court denied the Federal Action Defendants' motion to dismiss. By order dated March 15, 2021, the Court certified the action as a class action on behalf of the following class: "All persons or entities who purchased or otherwise acquired publicly-traded common stock of defendant Zuora, Inc. during the period from April 12, 2018 to May 30, 2019 and who were damaged. Excluded from the Class are: (i) [Federal Action] Defendants; (ii) members of the immediate family of Defendants [Tzuo] and Sloat; (iii) any person who was an officer or director of Zuora; (iv) any firm or entity in which any [Federal Action] Defendant has or had a controlling interest; (v) [Federal Action] Defendants' liability insurance carriers; (vi) any affiliates, parents, or subsidiaries of Zuora; (vii) all Zuora plans that are covered by ERISA; and (viii) the legal representatives, agents, affiliates, heirs, beneficiaries, successors-in-interest, or assigns of any excluded person or entity, in their respective capacity as such."

In the Federal Action, Class Representative alleged that between April 12, 2018 and May 30, 2019, the Federal Action Defendants misled investors by making public statements that did not reflect the actual state of the functionality of Zuora's platform as a combined solution, the integrated nature of its flagship products, Billing and RevPro, through the "Keystone" integration project, and Zuora's path for growth via cross-selling and upselling Billing and RevPro. Class Representative alleged that persons who purchased Zuora stock during the Class Period suffered economic losses when the price of Zuora stock declined as a result of the May 30, 2019 disclosure addressing the integration failure, sales execution issues, and disappointing financial performance and outlook.

The Federal Action Defendants deny all allegations of wrongdoing asserted in Action and deny any liability whatsoever to any member of the Class.

**This Notice is NOT an expression of the Court's opinion on the merits of any of the claims in the Action or whether the Federal Action Defendants engaged in any wrongdoing.**

To learn more about what has happened in the Action to date, including a detailed history, please see the Stipulation and other relevant pleadings which are available at [www.ZuoraSecuritiesLitigation.com](http://www.ZuoraSecuritiesLitigation.com) (the "Settlement Website"). Instructions on how to get more information are also included in Question 25 below.

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

In a class action, one or more persons or entities sue on behalf of people and entities who have similar claims. Together, these people and entities are referred to as a Class, and each is a Class Member. One court resolves the issues for all Class Members at the same time, except for those Class Members who exclude themselves from the Class (the process for which is described more fully in Question 13 below).

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

The Class Representative made claims against the Federal Action Defendants on behalf of Class Members. The Defendants in both the Federal Action and State Action deny that they have done anything wrong or violated any statute and admit no liability. No court has decided in favor of the Defendants or the Class in either the Federal or State Action. Instead, all parties agreed to the settlement to avoid the costs and risks of further litigation, including trial and post-trial appeals, and the Class Representative agreed to the settlement to ensure that Class Members will receive compensation. The Class Representative and Class Counsel all believe the settlement is in the best interest of all Class Members in light of the real possibility that continued litigation could result in no recovery at all.

#### WHO IS IN THE SETTLEMENT

To see if you will get money from this settlement, you first have to ascertain if you are a Class Member.

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

The Court directed that everyone who fits these descriptions is a Class Member: (a) all Persons who purchased or otherwise acquired Zuora common stock between April 12, 2018, and May 30, 2019, inclusive (the “Class Period”), and were damaged thereby; and/or (b) all persons and entities who purchased or otherwise acquired shares of Zuora, Inc. common stock pursuant or traceable to the Registration Statement and Prospectus issued in connection with Zuora’s April 12, 2018 initial public offering, except those Persons and entities that are excluded, as described below.

**PLEASE NOTE: RECEIPT OF THIS NOTICE DOES NOT MEAN YOU ARE A CLASS MEMBER OR ENTITLED TO RECEIVE A PAYMENT FROM THE SETTLEMENT. IF YOU ARE A CLASS MEMBER AND YOU WISH TO BE ELIGIBLE TO GET A PAYMENT FROM THE SETTLEMENT, YOU MUST SUBMIT THE CLAIM FORM INCLUDED WITH THIS NOTICE SO THAT IT IS POSTMARKED OR SUBMITTED ONLINE BY DECEMBER 30, 2023.**

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

Excluded from the Settlement Class are: (i) the Defendants; (ii) members of the immediate family of defendants Tien Tzuo, Tyler Sloat, Peter Fenton, Kenneth A. Goldman, Timothy Haley, Jason Pressman, Michelangelo Volpi, and Magdalena Yesil; (iii) any person who is or was an officer or director of Zuora; (iv) any firm or entity in which Defendants have or had a majority ownership interest; (v) Zuora’s liability insurance carriers; (vi) any affiliates, parents, or subsidiaries of Zuora; (vii) all Zuora plans that are covered by ERISA; and (viii) the legal representatives, agents, affiliates, heirs, beneficiaries, successors-in-interest, or assigns of any excluded person or entity, in their respective capacity as such. Also excluded from the Settlement Class will be those Persons who previously filed valid requests for exclusion in accordance with the original notice of pendency. On March 15, 2021, the Court certified the Class in the Federal Action. On October 14, 2021, the State Court certified the Class in the State Action. On August 12, 2022, notice was disseminated to potential Class Members. That notice of pendency required Class Members seeking exclusion to make a formal request to Court and/or State Court postmarked no later than October 30, 2022.

#### 7. What if I am still not sure if I am included?

If you are still not sure whether you are included in the settlement, you can ask for free help. You can contact the Claims Administrator toll-free at 1-855-914-4696, or you can fill out and return the Proof of Claim enclosed with this Notice, to see if you qualify.

#### THE SETTLEMENT BENEFITS – WHAT YOU GET

#### 8. What does the settlement provide?

A settlement has been reached to resolve this Action, the terms and conditions of which are set forth in the Stipulation and the Exhibits thereto. The following description of the proposed settlement is only a summary, and reference is made to the text of the Stipulation, on file with the Court or accessible at [www.ZuoraSecuritiesLitigation.com](http://www.ZuoraSecuritiesLitigation.com), for a full statement of its provisions.

The Settlement Fund consists of Seventy-Five Million, Five-Hundred Thousand Dollars (\$75,500,000.00) in cash, plus any interest earned thereon.

The Settlement Fund will be used to pay expenses for the Action, to pay for this Notice and the processing of claims submitted by Class Members, to pay Taxes and Tax Expenses, and to pay attorneys' fees and any awards to class representatives.

The balance of the Settlement Fund (the "Net Settlement Fund") will be distributed, in accordance with the Plan of Allocation described below, to Class Members who submit valid and timely Proofs of Claim.

The effectiveness of the settlement is subject to a number of conditions and reference to the Stipulation is made for further particulars regarding these conditions.

## 9. How much will my payment be?

Your share of the fund will depend on several things, including how many Class Members submit a timely and valid Proof of Claim, the total dollar amount of the claims represented by the valid Proofs of Claim that Class Members send in, the number of shares of Zuora common stock you purchased or acquired, how much you paid for the shares, when you purchased or acquired them, and if you sold your shares and for how much.

By following the instructions in the Plan of Allocation, you can calculate your claim. It is unlikely that you will get a payment for the full amount of your claim. After all Class Members have sent in their Proofs of Claim, the payment you get will be a part of the Net Settlement Fund equal to your claim divided by the total of all valid claimants' claims. (See the Plan of Allocation below on pages 13-16 for more information on your claim.)

## 10. How can I receive a payment?

You may submit a Proof of Claim as described below. If you choose this option, you will share in the proceeds of the proposed settlement if your claim is timely, valid, and entitled to a distribution under the Plan of Allocation described below and if the proposed settlement is finally approved by the Court; and you will be bound by the Judgment and release to be entered by the Court as described below.

**TO PARTICIPATE IN THE DISTRIBUTION OF THE NET SETTLEMENT FUND, YOU MUST TIMELY SUBMIT A PROOF OF CLAIM.** A Proof of Claim is enclosed with this Notice, or it may be downloaded at [www.ZuoraSecuritiesLitigation.com](http://www.ZuoraSecuritiesLitigation.com). Read the instructions carefully, fill out the Proof of Claim, include all the documents the form asks for, sign it, and mail or submit it to the Claims Administrator so that it is ***postmarked or electronically submitted no later than December 30, 2023***. The Claim Form may be submitted online at [www.ZuoraSecuritiesLitigation.com](http://www.ZuoraSecuritiesLitigation.com). Unless the Court orders otherwise, if you do not timely submit a valid Proof of Claim, you will be barred from receiving any payments from the Net Settlement Fund but will in all other respects be bound by the provisions of the Stipulation and the Judgment.

## 11. When would I receive my payment?

The Court will hold a Settlement Hearing on ***January 12, 2024 at 10:00 am***, to decide whether to approve the settlement. If the Court approves the settlement after that hearing, there might be appeals. It is always uncertain whether these appeals can be resolved, and resolving them can take time, perhaps more than a year. It also takes time for all the Proofs of Claim to be processed. Please be patient.

## 12. What am I giving up as a Class Member?

As a Class Member, you are bound by any and all determinations or judgments in the Action in connection with the Settlement entered into or approved by the Court, whether favorable or unfavorable to the Class, and you shall be deemed to have, and by operation of the Judgment shall have, fully released all of the Released Claims against the Released Defendant Persons, whether or not you submit a valid Proof of Claim.

## 13. HOW COULD CLASS MEMBERS SEEK EXCLUSION FROM THE CLASS?

On March 15, 2021, the Court certified the Class in this case. On October 14, 2021, the State Court certified the Class in the State Action. On August 12, 2022, the Court and State Court-ordered notice was disseminated to potential Class Members. That notice required Class Members seeking exclusion to make a formal request to the Court and/or the State Court postmarked no later than October 30, 2022. If you timely and validly sought to be

excluded from the Class, you are not eligible to receive any payment out of the Net Settlement Fund. If you did not seek exclusion from the Class, there is no further opportunity to exclude yourself from this Settlement. If you are a Class Member, your options, as stated in detail above, are: (1) submit a Claim Form and participate in the Settlement Fund; (2) object to the Settlement; or (3) do nothing. Regardless of the option chosen, if the Court approves the Settlement, it will bind Class Members.

#### **14. If I excluded myself, can I get money from the proposed settlement?**

No. If you excluded yourself, you may not send in a Proof of Claim to ask for any money.

#### **THE LAWYERS REPRESENTING YOU**

#### **15. Do I have a lawyer in this case?**

The Court appointed the law firm of Hagens Berman Sobol & Shapiro, LLP as Lead Counsel and Class Counsel to represent the Class in this Action, including you (assuming you are a Class Member). These lawyers are called Class Counsel.

You will not be charged for these lawyers. They will be paid from the Settlement Fund to the extent the Court approves their application for fees and expenses. If you want to be represented by your own lawyer, you may hire one at your own expense.

#### **16. How will the lawyers be paid?**

At the Settlement Hearing, Class Counsel will request that the Court award aggregate attorneys' fees according to the terms of the retainer agreement between the Class Representative and Class Counsel. These attorney's fees are estimated to be no more than 30% of the Settlement Amount, or \$22,650,000. Class members are not personally liable for any such fees or any other expenses (estimated not to exceed \$1,250,000 for litigation expenses, and \$275,000 for Notice and Administration Expenses). The net recovery for Class Members (also referred to as the Net Settlement Fund) is estimated to be at least \$51,300,000 (\$75,500,000 minus all of the foregoing fees and expenses). In addition, Lead Plaintiff may seek payment not to exceed \$25,000.00 for its time and expenses incurred in representing the Class.

State Class Counsel intends to seek attorneys' fees and expenses not to exceed \$1,000,000. Any award of attorneys' fees and expenses to State Class Counsel will come out of the award of attorneys' fees and expenses to Class Counsel. Any award to State Class Representative will be paid from the award to State Class Counsel.

To date, Class Counsel and State Class Counsel have not received any payment for their services representing Class Members, nor have they been paid any of their expenses. The fees requested by Class Counsel and State Class Counsel will compensate counsel for their efforts in achieving the settlement for the benefit of the Class and for the risks they undertook in representing the Class on a wholly contingent basis. Class Counsel and State Class Counsel believe their total attorneys' fee requests are well within the range of fees awarded to plaintiff's counsel under similar circumstances in other litigation of this type. The percentage fee award that Class Counsel will request is consistent with the fee caps that were approved by the Class Representative and shared with the Court at the outset of the Action.

#### **17. Can I hire my own lawyer?**

If you are a Class Member, you may, but are not required to, enter an appearance through counsel of your own choosing and at your own expense, provided that such counsel must file an appearance on your behalf on or before **December 22, 2023**, and must serve copies of such appearance on the attorneys listed below by both email and hard copy mail. If you do not enter an appearance through counsel of your own choosing, you will be represented by Class Counsel listed below.

### Class Counsel

Steve Berman  
HAGENS BERMAN SOBOL SHAPIRO LLP  
1301 Second Avenue, Suite 2000  
Seattle, WA 98101  
Telephone: (206) 623-7292  
Facsimile: (206) 623-0594  
steve@hbsslaw.com

Lucas E. Gilmore  
HAGENS BERMAN SOBOL SHAPIRO LLP  
715 Hearst Avenue, Suite 300  
Berkeley, CA 94710  
Telephone: (510) 725-3000  
Facsimile: (510) 725-3001  
lucasg@hbsslaw.com

Counsel for the defendant Zuora is listed below:

### Counsel for Defendant Zuora

Audra J. Soloway  
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP  
1285 Avenue of the Americas  
New York, NY 10019  
ASoloway@paulweiss.com

## OBJECTING TO THE SETTLEMENT

### 18. How do I tell the Court that I object to the proposed settlement?

Any Class Member who objects to any aspect of the settlement, including the Plan of Allocation, or the applications for attorneys' fees and expenses, may appear and ask to be heard at the Settlement Hearing. The Court can only approve or deny the settlement; the Court cannot change its terms. You can ask the Court to deny approval of the settlement by filing an objection.

You may object to the proposed settlement in writing. You may also appear at the Settlement Hearing, either in person or through your own attorney. If you appear through your own attorney, you are responsible for any legal expenses charged by that attorney. Any objection must (1) include your name, address, and telephone number; (2) clearly identify the case name and number (*Roberts v. Zuora, Inc., et al.*, Case No. 3:19-cv-03422-SI (N.D. Cal.)); (3) demonstrate your membership in the Class, including the date(s), price(s), and number(s) of shares of all purchases, acquisitions, and/or sales of Zuora common stock from April 12, 2018 through May 30, 2019, inclusive; (4) contain a statement of the reasons for objection; and (5) be submitted to the Court either by mailing to the Class Action Clerk, United States District Court for the Northern District of California, 450 Golden Gate Avenue, San Francisco, CA 94102, or by filing them in person at any location of the United States District Court for the Northern District of California, or electronically by ECF on the docket for this case. Copies of such objections must also be provided by email and hard copy mail to Class Counsel and Defendant's counsel listed above. Such objections, papers, and briefs must be **received or filed, not simply postmarked, on or before December 22, 2023.**

Only Class Members who have submitted written notices of objection in the manner and time provided above will be heard at the Settlement Hearing, unless the Court orders otherwise. Any Class Member who does not make their objection in the manner and time provided above shall be deemed to have waived such objection and shall be foreclosed from making any objection to the fairness or adequacy of the proposed settlement, to the Plan of Allocation, or to the award of attorneys' fees and expenses, unless otherwise ordered by the Court.

## THE COURT'S SETTLEMENT HEARING

### 19. When and where will the Court decide whether to approve the proposed settlement?

The Settlement Hearing will be held on **January 12, 2024, at 10:00 am**, before the Honorable Susan Illston, United States District Judge, at the United States District Court for the Northern District of California, 450 Golden Gate Avenue, San Francisco, California 94102. The purpose of the Settlement Hearing will be to determine: (1) whether the proposed settlement, as set forth in the Stipulation, consisting of Seventy-Five Million, Five-Hundred Thousand Dollars (\$75,500,000.00) in cash, should be approved as fair, reasonable, and adequate to the Class Members; (2) whether the proposed plan to distribute the Net Settlement Fund (the "Plan of Allocation") is fair, reasonable, and adequate; (3) whether the applications by Class Counsel and State Class Counsel for attorneys' fees and expenses, and Class Representative's and State Class Representative's awards should be approved; and (4) whether the proposed Judgment should be entered. **The Court may adjourn the Settlement Hearing to another time (i.e., reschedule)**

**without further notice to the Class. Before the Settlement Hearing, Class Members who plan to attend should check the Settlement Website or the Court’s PACER site (see Question 25 below) to confirm that the date of the Settlement Hearing has not been changed.**

## **20. Do I have to attend the hearing?**

No. Class Counsel will answer questions the Court may have. But you are welcome to attend at your own expense. If you send an objection or statement in support of the settlement, you are not required to go to Court to discuss it. As long as you mailed your objection on time, the Court will consider it. You may also pay your own lawyer to attend, but you are not required to do so. Class Members do not need to appear at the hearing or take any other action to indicate their approval.

## **21. May I speak at the hearing?**

If you object to any aspect of the settlement, you may ask the Court for permission to speak at the Settlement Hearing. To do so, you must submit a written statement saying that it is your “Notice of Intention to Appear in *Roberts v. Zuora, Inc., et al.*, Case No. 3:19-cv-03422-SI.” Persons who intend to object to any aspect of the settlement and desire to present evidence at the Settlement Hearing must include in their written objections the identity of any witnesses they may call to testify and exhibits they intend to introduce into evidence at the Settlement Hearing. You cannot speak at the hearing if you exclude yourself.

## **22. What happens if I do nothing at all?**

You may do nothing at all. If you choose this option, you will not share in the proceeds of the settlement, but you will be bound by any judgment entered by the Court, and you shall be deemed to have, and by operation of the Judgment shall have, fully released all of the Released Claims against the Released Defendant Persons.

### **DISMISSALS AND RELEASES**

## **23. What happens if the proposed settlement is approved?**

As a Class Member, in consideration for the benefits of the settlement, you will be bound by the terms of the settlement and you will release the Released Defendant Persons from the Released Claims as defined below.

“Defendants” refers, collectively, to the Federal Action Defendants and State Action Defendants.

“Released Claims” means any and all rights, liabilities, suits, debts, obligations, demands, damages, losses, judgment matters, issues, claims (including Unknown Claims), and causes of action of every nature and description whatsoever, in law, equity, or otherwise, whether accrued or unaccrued, fixed or contingent, liquidated or unliquidated, whether arising under federal, state, local, statutory, common law, foreign law, or any other law, rule, or regulation, and whether class and/or individual in nature, concerning, based on, arising out of, or in connection with all claims and causes of action that Lead Plaintiff, State Class Representative, or any other member of the Settlement Class (i) asserted in the Federal Action or State Action, or (ii) were or could have been asserted in any forum that, both (a) arise out of the facts, matters, statements, or omissions alleged in the Federal Action or State Action and (b) relate to the purchase, acquisition, sale, disposition, or holding of Zuora common stock. This release does not cover, include, or release claims relating to the enforcement of this Settlement.

“Released Defendant Persons” means Defendants and all of Defendants’ past and present officers, directors, employees, insurers, subsidiaries, affiliates, successors, representatives, attorneys, underwriters, and agents.

If the proposed settlement is approved, the Court will enter a Judgment (the “Judgment”). Upon the Effective Date of the Judgment, the Class Representative and all Class Members and anyone claiming through or on behalf of any of them shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever released, relinquished, and discharged all Released Claims against the Released Defendant Persons, whether or not such Class Member executes and delivers the Proof of Claim and Release, whether or not such Class Member shares in the Settlement Fund, and whether or not such Class member objects to the settlement, and will be forever barred and enjoined from commencing, instituting, prosecuting, or continuing to prosecute any action or other proceeding in any court of law or equity, arbitration tribunal or administrative forum, asserting any and all Released Claims against any of the Released Defendant Persons, except to enforce the Stipulation.

**24. How does approval of the proposed settlement impact Class Members who are also members of the certified class in the State Action?**

There is currently a related certified class action pending in the Superior Court of California for the County of San Mateo captioned *Olsen v. Zuora, Inc.*, Lead Case No. 20-CIV-01918 (Cal. Super. Ct., Cnty. of San Mateo) that asserts claims for false and misleading statements contained in Zuora, Inc.'s April 2018 initial public offering registration statement and prospectus under Section 11 of the Securities Act of 1933 against Zuora, Inc., Tien Tzuo, Tyler Sloat, Peter Fenton, Kenneth A. Goldman, Timothy Haley, Jason Pressman, Michelangelo Volpi, Magdalena Yesil, Goldman Sachs & Co. LLC, Morgan Stanley & Co. LLC, Allen & Company LLC, Jefferies LLC, Canaccord Genuity LLC, and Needham & Company, LLC, and under Section 15 of the Securities Act of 1933 against Tien Tzuo, Tyler Sloat, Peter Fenton, Kenneth A. Goldman, Timothy Haley, Jason Pressman, Michelangelo Volpi, and Magdalena Yesil.

The certified class in the State Action consists of “[a]ll persons and entities who purchased or otherwise acquired shares of Zuora, Inc. common stock pursuant or traceable to the Registration Statement and Prospectus issued in connection with Zuora’s April 12, 2018 initial public offering.”

In the event the proposed settlement in this Action is approved and you are both a member of the Class in this Action and a member of the class in the State Action, your claims for recovery in the State Action are released and you cannot recover any additional damages based on the State Action claims.

Pursuant to the Settlement, State Class Representative will request a dismissal of the State Action with prejudice upon the Court entering Judgement as contemplated by the Settlement.

**GETTING MORE INFORMATION**

**25. How do I get more information about the proposed settlement?**

This Notice contains only a summary of the terms of the proposed settlement and does not describe all of the details of the Stipulation. For the precise terms and conditions of the settlement, please see the Stipulation available at [www.ZuoraSecuritiesLitigation.com](http://www.ZuoraSecuritiesLitigation.com); by contacting Class Counsel at 510-725-3000; by accessing the Court docket in the Action through the Federal Court’s Public Access to Court Electronic Records (PACER) system at <https://ecf.cand.uscourts.gov>, or by visiting the office of the Clerk at the United States District Court for the Northern District of California, 450 Golden Gate Avenue, San Francisco, California 94102, between 9:00 a.m. and 4:00 p.m., Monday through Friday, excluding Court holidays.

**DO NOT TELEPHONE THE COURT REGARDING THIS NOTICE.**

If you have any questions about the settlement, you may contact Class Counsel by writing to:

Hagens Berman Sobol Shapiro, LLP  
ATTN: Lucas E. Gilmore  
Zuora Litigation  
715 Hearst Avenue, Suite 300  
Berkeley, CA 94710

**SPECIAL NOTICE TO NOMINEES**

Nominees who purchased or otherwise acquired Zuora common stock for the beneficial interest of other Persons between April 12, 2018 and May 30, 2019, inclusive, or who purchased or otherwise acquired Zuora common stock for the beneficial interest of other Persons pursuant or traceable to the Registration Statement and Prospectus issued in connection with Zuora’s April 12, 2018 initial public offering shall either: (i) within ten (10) calendar days of receipt of this Notice, request from the Notice Administrator sufficient copies of the Notice to forward to all such beneficial owners and within ten (10) calendar days of receipt of those Notices forward them to all such beneficial owners; or (ii) within ten (10) calendar days of receipt of this Notice, provide a list of the names and addresses of all such beneficial owners to the Claims Administrator at *Zuora Securities Litigation*, c/o Epiq Class Action and Claims Solutions, Inc., P.O. Box 5530, Portland, OR 97228-5530.

If you choose the first option, you must send a statement to the Claims Administrator confirming that the mailing was made and **you must retain your mailing records for use in connection with any further notices that may be provided in the Action.**

If you choose the second option, the Claims Administrator will send a copy of the Notice to the beneficial owners.

Upon full and timely compliance with these directions, such nominees may seek reimbursement of their reasonable expenses actually incurred (but not to exceed \$0.25 per mailing, excluding postage) by providing the Claims Administrator with proper documentation supporting the expenses for which reimbursement is sought.

Copies of this Notice may also be obtained from [www.ZuoraSecuritiesLitigation.com](http://www.ZuoraSecuritiesLitigation.com), or by calling the Claims Administrator toll free at 1-855-914-4696.

### **HOW MUCH WILL MY PAYMENT BE?**

1. At this time, it is not possible to make any determination as to how much any individual Class Member may receive from the Settlement.

2. Pursuant to the Settlement, Zuora has agreed to pay or caused to be paid Seventy-Five Million, Five-Hundred Thousand Dollars (\$75,500,000.00) in cash. The Settlement Amount has been deposited into an escrow account and is earning interest for the benefit of the Class. The Settlement Amount plus any interest earned thereon and accretions thereto is referred to as the “Settlement Fund.” If the Settlement is approved by the Court and the Effective Date occurs, the Net Settlement Fund will be distributed to Class Members who submit valid Claim Forms, in accordance with the proposed Plan of Allocation or such other plan of allocation as the Court may approve.

3. The Net Settlement Fund will not be distributed unless and until the Court has approved the Settlement and a plan of allocation, and the time for any petition for rehearing, appeal, or review, whether by certiorari or otherwise, has expired.

4. Neither the Federal Action Defendants, any Released Defendant Persons, nor any other person or entity that paid any portion of the Settlement Amount on their behalf are entitled to return of any portion of the Settlement Fund once the Court’s order or judgment approving the Settlement becomes Final. The Defendants shall not have any liability, obligation, or responsibility for the administration of the Settlement, the disbursement of the Net Settlement Fund, or the Plan of Allocation.

5. Approval of the Settlement is independent from approval of a plan of allocation. Any determination with respect to a plan of allocation will not affect the Settlement, if approved.

6. Unless the Court otherwise orders, any Class Member who fails to submit a Claim Form postmarked or submitted online on or before December 30, 2023 shall be fully and forever barred from receiving payments pursuant to the Settlement but will in all other respects remain a Class Member and be subject to the provisions of the Stipulation, including the terms of any Judgment entered and the releases given. This means that each Class Member releases the Released Claims (as defined in ¶ 1.35 of the Stipulation) against the Released Defendant Persons (as defined in ¶ 1.37 of the Stipulation) and will be enjoined and prohibited from filing, prosecuting, or pursuing any of the Released Claims against any of the Released Defendant Persons whether or not such Class Member submits a Claim Form.

7. Participants in and beneficiaries of a Zuora, Inc. employee benefit plan covered by ERISA (“Zuora ERISA Plan”) should NOT include any information relating to their transactions in Zuora, Inc. common stock held through the Zuora ERISA Plan in any Claim Form that they may submit in this Action. They should include ONLY shares they purchased outside of the Zuora ERISA Plan. To the extent that any of the Federal Action Defendants, Released Defendant Persons, or any of the other persons or entities excluded from the Class are participants in the Zuora ERISA Plan, such persons or entities shall not receive, either directly or indirectly, any portion of the recovery that may be obtained from the Settlement.

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

9. Each Claimant shall be deemed to have submitted to the jurisdiction of the Court with respect to his, her or its Claim Form.

10. Only Class Members or persons authorized to submit a claim on their behalf will be eligible to share in the distribution of the Net Settlement Fund. Persons and entities that are excluded from the Class by definition or that previously validly excluded themselves from the Class will not be eligible to receive a distribution from the Net Settlement Fund and should not submit Claim Forms.

## PROPOSED PLAN OF ALLOCATION

11. The objective of the Plan of Allocation is to equitably distribute the Net Settlement Fund to those Class Members who suffered economic losses as a result of the alleged violations of the federal securities laws set forth in the Consolidated Amended Class Action Complaint filed on November 8, 2019. The calculations made pursuant to the Plan of Allocation are not intended to be estimates of, nor indicative of, the amounts that Class Members might have been able to recover after a trial. Nor are the calculations pursuant to the Plan of Allocation intended to be estimates of the amounts that will be paid to Authorized Claimants pursuant to the Settlement. The computations under the Plan of Allocation are only a method to weigh the claims of Claimants against one another for the purposes of making *pro rata* allocations of the Net Settlement Fund.

12. In developing the Plan of Allocation, the Class Representative New Zealand Methodist Trust Association's damages expert calculated the estimated amount of artificial inflation in the per-share closing price of Zuora, Inc. common stock which allegedly was proximately caused by the Federal Action Defendants' alleged false and misleading statements and material omissions.

13. In calculating the estimated artificial inflation allegedly caused by the Federal Action Defendants' alleged misrepresentations and omissions, the Class Representatives' damages expert considered price changes in Zuora, Inc. common stock in reaction to certain public announcements allegedly revealing the truth concerning the Federal Action Defendants' alleged misrepresentations and material omissions, adjusting for price changes that were attributable to market or industry forces. The estimated artificial inflation per share of Zuora, Inc. common stock is stated in Table 1 at the end of this Notice.

14. In order to have recoverable damages, the disclosure of the allegedly misrepresented information must be the cause of the decline in the price of Zuora, Inc. common stock. In this case, the Class Representative alleges that between April 12, 2018 and May 30, 2019, inclusive, the Federal Action Defendants issued allegedly false and misleading statements and omissions, which had the effect of artificially inflating the price of Zuora, Inc. common stock during the Class Period. The Class Representative further alleges that corrective information was released to the market on May 30, 2019, which removed the artificial inflation from the price of Zuora, Inc. common stock.

15. Recognized Loss Amounts are based primarily on the difference in the amount of alleged artificial inflation in the prices of Zuora, Inc. common stock at the time of purchase and at the time of sale or the difference between the actual purchase price and sale price. In order to have a Recognized Loss Amount under the Plan of Allocation, a Class Member who or which purchased Zuora, Inc. common stock prior to the corrective disclosure, which occurred after market close on May 30, 2019, must have held his, her, or its shares of Zuora, Inc. common stock until the close of trading on May 30, 2019. A Class Member who purchased Zuora, Inc. common stock from April 12, 2018 through May 30, 2019, must have held those shares through the close of trading on May 30, 2019.

## RECOGNIZED LOSS AMOUNT CALCULATIONS

16. In calculating the estimated artificial inflation allegedly caused by the Federal Action Defendants' misrepresentations and omissions, the Class Representative's damages expert considered price changes in Zuora, Inc.'s common stock in reaction to certain public announcements allegedly revealing the truth concerning the Federal Action Defendants' alleged misrepresentations and material omissions; and adjusted for price changes that were otherwise attributable to unrelated market or industry forces.

17. In order to have recoverable damages under the Exchange Act, the disclosure of the allegedly misrepresented information must be the cause of the decline in the price of Zuora common stock. In this case, the Class Representative alleges that the Federal Action Defendants made false statements and omitted material facts during the Class Period, which had the effect of artificially inflating the price of Zuora common stock. The Class Representative further alleges that corrective information was released to the market on May 30, 2019 (after market close), which removed artificial inflation from the price of Zuora common stock on May 31, 2019.

18. Recognized Loss Amounts are based primarily on the difference in the amount of alleged artificial inflation in the prices of Zuora common stock at the time of purchase or acquisition and at the time of sale. Accordingly, in order to have a Recognized Loss under the Plan of Allocation, an Authorized Claimant must have purchased or otherwise acquired Zuora common stock during the Class Period and held such Zuora common stock through the alleged corrective disclosure that removed artificial inflation from the price of Zuora common stock.

19. Based on the formula stated below, a Recognized Loss Amount will be calculated for each purchase or acquisition of Zuora common stock that is listed on the Claim Form and for which adequate documentation is provided. If a Recognized Loss Amount calculates to a negative number or zero under the formula below, that number will be zero.

20. For each share of Zuora, Inc. publicly traded common stock purchased or otherwise acquired from April 12, 2018 through May 30, 2019 inclusive, and:

- (a) Sold on or before May 30, 2019, the Recognized Loss Amount will be \$0.00;
- (b) Sold from May 31, 2019 through August 28, 2019, the Recognized Loss Amount will be *the lesser of*: (i) \$5.53 (Inflation value as presented in Table 1 below), or (ii) the purchase price minus the average closing price on the sale date (Value presented in Table 2 below);
- (c) Held as of the close of trading on August 28, 2019, the Recognized Loss Amount will be *the lesser of*: (i) \$5.53 (Inflation value as presented in Table 1 below), or (ii) the purchase price minus \$14.90, the average closing price for Zuora common stock between May 31, 2019 and August 28, 2019 (the last entry in Table 2 below).<sup>2</sup>

#### ADDITIONAL PROVISIONS

21. **Calculation of Claimant's "Recognized Claim":** A Claimant's "Recognized Claim" will be the sum of his, her, or its Recognized Loss Amounts as calculated above with respect to Zuora, Inc. common stock.

22. **FIFO Matching:** If a Class Member made more than one purchase or sale of Zuora, Inc. common stock during the relevant period, all purchases and sales will be matched on a First In, First Out ("FIFO") basis. Sales will be matched first against any holdings at the beginning of the Class Period, and then against purchases in chronological order, beginning with the earliest purchase made during the Class Period.

23. **"Purchase/Sale" Dates:** Purchases and sales of Zuora, Inc. common stock will be deemed to have occurred on the "contract" or "trade" date as opposed to the "settlement" or "payment" date. "Purchases" eligible under the Settlement and this Plan of Allocation include all purchases or other acquisitions of Zuora, Inc. common stock in exchange for value and are not limited to purchases made on or through a stock exchange, as long as the purchase is adequately documented. However, the receipt or grant by gift, inheritance, or operation of law of Zuora, Inc. common stock during the Class Period shall not be deemed a purchase or sale of Zuora, Inc. common stock for the calculation of a Claimant's Recognized Loss Amount, nor shall the receipt or grant be deemed an assignment of any claim relating to the purchase/sale of Zuora, Inc. common stock unless (i) the donor or decedent purchased the shares during the Class Period; (ii) the instrument of gift or assignment specifically provides that it is intended to transfer such rights; and (iii) no Claim was submitted by or on behalf of the donor, on behalf of the decedent, or by anyone else with respect to those shares. Any transaction in Zuora, Inc. common stock executed outside regular trading hours for the United States financial markets shall be deemed to have occurred during the next trading session.

24. **Short Sales:** The date of covering a "short sale" is deemed to be the date of purchase of the Zuora, Inc. common stock. The date of a "short sale" is deemed to be the date of sale of the Zuora, Inc. common stock. In accordance with the Plan of Allocation, however, the Recognized Loss Amount on "short sales" and the purchases covering "short sales" is zero. In the event that a Claimant has an opening short position in Zuora, Inc. common stock, the earliest purchases of Zuora, Inc. common stock during the Class Period will be matched against such opening short position, and not be entitled to a recovery, until that short position is fully covered.

25. **Common Stock Purchased/Sold Through the Exercise of Options:** Option contracts are not securities eligible to participate in the Settlement. With respect to Zuora, Inc. common stock purchased or sold through the exercise of an option, the purchase/sale date of the common stock is the exercise date of the option and the purchase/sale price is the exercise price of the option.

26. **Market Gains and Losses:** The Claims Administrator will determine if the Claimant had a "Market Gain" or a "Market Loss" with respect to his, her, or its overall transactions in Zuora, Inc. common stock during the Class Period. For purposes of making this calculation, the Claims Administrator shall determine the difference

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<sup>2</sup> Pursuant to Section 21(D)(e)(1) of the Exchange Act, "in any private action arising under this Act 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 the 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 to the market." Consistent with the requirements of the statute, Recognized Loss Amounts are reduced to an appropriate extent by taking into account the closing prices of Zuora common stock during the 90-day look-back period. The mean (average) closing price for Zuora common stock during this 90-day look-back period was \$14.90.

between (i) the Claimant's Total Purchase Amount<sup>3</sup> and (ii) the sum of the Claimant's Total Sales Proceeds<sup>4</sup> and the Claimant's Holding Value.<sup>5</sup> If the Claimant's Total Purchase Amount *minus* the sum of the Claimant's Total Sales Proceeds and the Holding Value is a positive number, that number will be the Claimant's Market Loss; if the number is a negative number or zero, that number will be the Claimant's Market Gain.

27. If a Claimant had a Market Gain with respect to his, her, or its overall transactions in Zuora, Inc. common stock during the Class Period, the value of the Claimant's Recognized Claim will be zero, and the Claimant will in any event be bound by the Settlement. If a Claimant suffered an overall Market Loss with respect to his, her, or its overall transactions in Zuora, Inc. common stock during the Class Period but that Market Loss was less than the Claimant's Recognized Claim, then the Claimant's Recognized Claim will be limited to the amount of the Market Loss.

28. **Determination of Distribution Amount:** If the sum total of Recognized Claims of all Authorized Claimants who are entitled to receive payment out of the Net Settlement Fund is greater than the Net Settlement Fund, each Authorized Claimant shall receive his, her, or its *pro rata* share of the Net Settlement Fund. The *pro rata* share or "Distribution Amount" will be the Authorized Claimant's Recognized Claim divided by the total of Recognized Claims of all Authorized Claimants, multiplied by the total amount in the Net Settlement Fund.

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

30. After the initial distribution of the Net Settlement Fund, the Claims Administrator will make reasonable and diligent efforts to have Authorized Claimants cash their distribution checks. To the extent any monies remain in the Net Settlement Fund nine (9) months after the initial distribution, if Class Counsel Hagens Berman Sobol Shapiro LLP ("Class Counsel"), in consultation with the Claims Administrator, determines that it is cost-effective to do so, the Claims Administrator will conduct a re-distribution of the funds remaining after payment of any unpaid fees and expenses incurred in administering the Settlement, including for such re-distribution, to Authorized Claimants who have cashed their initial distributions and who would receive at least \$10.00 from such re-distribution. Additional re-distributions to Authorized Claimants who have cashed their prior checks and who would receive at least \$10.00 on such additional re-distributions may occur thereafter if Class Counsel, in consultation with the Claims Administrator, determines that additional re-distributions, after the deduction of any additional fees and expenses incurred in administering the Settlement, including for such re-distributions, would be cost-effective. At such time as it is determined that the re-distribution of funds remaining in the Net Settlement Fund is not cost-effective, the remaining balance will be contributed to a non-sectarian, non-profit Section 501(c)(3) organization as may be deemed appropriate by the Court.

31. Payment pursuant to the Plan of Allocation, or such other plan of allocation as may be approved by the Court, will be conclusive against all Authorized Claimants. No person shall have any claim against Class Representative, Class Counsel, Class Representative's damages expert, Class Representative's consulting experts, Defendants, Defendants' Counsel, or any of the other Released Plaintiff Persons or Released Defendant Persons, or the Claims Administrator or other agent designated by Class Counsel arising from distributions made substantially in accordance with the Stipulation, the Plan of Allocation approved by the Court, or further Orders of the Court. Class Representative, Defendants, and their respective counsel, and all other Released Defendant Persons or Released Plaintiff Persons, shall have no responsibility or liability whatsoever for the investment or distribution of the Settlement Fund or the Net Settlement Fund; the Plan of Allocation; the determination, administration, calculation, or payment of any claim or nonperformance of the Claims Administrator; the payment or withholding of Taxes; or any losses incurred in connection therewith.

32. The Plan of Allocation stated herein is the plan that is being proposed to the Court for its approval by Class Representative after consultation with its damages' expert. The Court may approve this plan as proposed or it may modify the Plan of Allocation without further notice to the Class. Any Orders regarding any modification of the Plan of Allocation will be posted on the case website, [www.ZuoraSecuritiesLitigation.com](http://www.ZuoraSecuritiesLitigation.com).

<sup>3</sup> The "Total Purchase Amount" is the total amount the Claimant paid (excluding all fees, taxes and commissions) for all shares of Zuora, Inc. common stock purchased during the Class Period.

<sup>4</sup> The Claims Administrator shall match any sales of Zuora, Inc. common stock from the start of the Class Period through and including August 28, 2019 first against the Claimant's opening position in Zuora, Inc. common stock (the proceeds of those sales will not be considered for purposes of calculating market gains or losses). The total amount received (not deducting any fees, taxes and commissions) for sales of the remaining shares of Zuora, Inc. common stock sold from the start of the Class Period through and including the close of trading on August 28, 2019 will be the "Total Sales Proceeds."

<sup>5</sup> The Claims Administrator shall ascribe a "Holding Value" of \$14.90 per share to each share of Zuora, Inc. common stock purchased during the Class Period that was still held as of the close of trading on August 28, 2019 (the "Holding Value").

**TABLE 1**  
**Zuora, Inc. Common Stock Estimated Artificial Inflation Amount**

Date Range	Artificial Inflation per Share
April 12, 2018 - May 30, 2019	\$5.53

**TABLE 2**  
**Zuora, Inc. Common Stock Closing Price & Average Closing Price**

Date	Closing Price	Average Closing Price Between May 31, 2019 and Date Shown	Date	Closing Price	Average Closing Price Between May 31, 2019 and Date Shown
May 31, 2019	\$13.99	\$13.99	July 17, 2019	\$15.48	\$15.30
June 3, 2019	\$13.26	\$13.63	July 18, 2019	\$15.49	\$15.30
June 4, 2019	\$14.30	\$13.85	July 19, 2019	\$15.31	\$15.30
June 5, 2019	\$14.18	\$13.93	July 22, 2019	\$15.41	\$15.31
June 6, 2019	\$14.57	\$14.06	July 23, 2019	\$15.09	\$15.30
June 7, 2019	\$14.56	\$14.14	July 24, 2019	\$15.39	\$15.30
June 10, 2019	\$14.76	\$14.23	July 25, 2019	\$15.30	\$15.30
June 11, 2019	\$14.17	\$14.22	July 26, 2019	\$15.55	\$15.31
June 12, 2019	\$14.97	\$14.31	July 29, 2019	\$15.19	\$15.31
June 13, 2019	\$14.94	\$14.37	July 30, 2019	\$15.50	\$15.31
June 14, 2019	\$14.73	\$14.40	July 31, 2019	\$15.01	\$15.30
June 17, 2019	\$15.50	\$14.49	August 1, 2019	\$14.84	\$15.29
June 18, 2019	\$15.66	\$14.58	August 2, 2019	\$14.83	\$15.28
June 19, 2019	\$15.91	\$14.68	August 5, 2019	\$13.96	\$15.25
June 20, 2019	\$15.71	\$14.75	August 6, 2019	\$14.02	\$15.23
June 21, 2019	\$15.91	\$14.82	August 7, 2019	\$14.21	\$15.21
June 24, 2019	\$15.12	\$14.84	August 8, 2019	\$14.44	\$15.19
June 25, 2019	\$14.89	\$14.84	August 9, 2019	\$14.05	\$15.17
June 26, 2019	\$14.74	\$14.84	August 12, 2019	\$13.84	\$15.14
June 27, 2019	\$15.03	\$14.85	August 13, 2019	\$13.90	\$15.12
June 28, 2019	\$15.32	\$14.87	August 14, 2019	\$13.74	\$15.09
July 1, 2019	\$15.46	\$14.89	August 15, 2019	\$13.32	\$15.06
July 2, 2019	\$15.85	\$14.94	August 16, 2019	\$13.54	\$15.03
July 3, 2019	\$16.04	\$14.98	August 19, 2019	\$13.67	\$15.01
July 5, 2019	\$16.11	\$15.03	August 20, 2019	\$13.81	\$14.99
July 8, 2019	\$16.05	\$15.07	August 21, 2019	\$14.04	\$14.97
July 9, 2019	\$16.36	\$15.11	August 22, 2019	\$14.29	\$14.96
July 10, 2019	\$16.45	\$15.16	August 23, 2019	\$14.19	\$14.95
July 11, 2019	\$16.35	\$15.20	August 26, 2019	\$14.31	\$14.94
July 12, 2019	\$16.39	\$15.24	August 27, 2019	\$14.00	\$14.92
July 15, 2019	\$16.32	\$15.28	August 28, 2019	\$13.93	\$14.90
July 16, 2019	\$15.76	\$15.29			