

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF OHIO  
EASTERN DIVISION

ALAN WILLIS, Individually and on Behalf of All Others Similarly Situated,	)	No. 2:12-cv-00604-MHW-KAJ
	)	
Plaintiff,	)	<u>CLASS ACTION</u>
	)	
vs.	)	
	)	
BIG LOTS, INC., et al.,	)	
	)	
Defendants.	)	
	)	

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

**TO: ALL PERSONS WHO PURCHASED THE COMMON STOCK OF BIG LOTS, INC. (“BIG LOTS”) BETWEEN MARCH 2, 2012 AND AUGUST 23, 2012, INCLUSIVE (THE “CLASS”)**

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. YOUR RIGHTS MAY BE AFFECTED BY PROCEEDINGS IN THIS LITIGATION. PLEASE NOTE THAT IF YOU ARE A CLASS MEMBER, YOU MAY BE ENTITLED TO SHARE IN THE PROCEEDS OF THE SETTLEMENT DESCRIBED IN THIS NOTICE. TO CLAIM YOUR SHARE OF THE SETTLEMENT PROCEEDS, YOU MUST SUBMIT A VALID PROOF OF CLAIM AND RELEASE FORM (“PROOF OF CLAIM”) **POSTMARKED OR SUBMITTED ONLINE ON OR BEFORE OCTOBER 8, 2018.**

This Notice of Pendency and Proposed Settlement of Class Action (“Notice”) has been sent to you pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the Southern District of Ohio, Eastern Division (the “Court”). The purpose of this Notice is to inform you of the proposed settlement of the Litigation (the “Settlement”) and of the hearing to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlement and the proposed Plan of Allocation of the Settlement proceeds, as well as counsel’s application for fees and expenses. This Notice describes the rights you may have in connection with your participation in the Settlement, what steps you may take in relation to the Settlement and this Litigation, and, alternatively, what steps you must take if you wish to be excluded from the Class and this Litigation. The terms of the Settlement are set forth in the Stipulation of Settlement dated May 16, 2018 (“Stipulation”).<sup>1</sup>

<b>YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT</b>	
<b>SUBMIT A PROOF OF CLAIM</b>	The only way to be eligible to receive a payment. Proofs of Claim must be <b>postmarked or submitted online on or before October 8, 2018.</b>
<b>EXCLUDE YOURSELF</b>	Receive no payment. This is the only option that potentially allows you to ever be part of any other lawsuit against the Defendants or any other Released Persons about the legal claims related to the issues raised in this Litigation. Exclusions must be <b>postmarked on or before October 9, 2018.</b>
<b>OBJECT</b>	Write to the Court about why you oppose the Settlement, the Plan of Allocation, and/or the request for attorneys’ fees and expenses and/or any award to Class Representatives for their time and expense in representing the Class. You will still be a member of the Class. Objections must be <b>received by the Court and counsel on or before October 9, 2018.</b>
<b>GO TO A HEARING</b>	Ask to speak in Court about the fairness of the Settlement. Requests to speak must be <b>received by the Court and counsel on or before October 9, 2018.</b>
<b>DO NOTHING</b>	Receive no payment. Give up your rights.

<sup>1</sup> The Stipulation can be viewed and/or downloaded at [www.BigLotsSecuritiesSettlement.com](http://www.BigLotsSecuritiesSettlement.com). All capitalized terms used in this Notice that are not otherwise defined herein shall have the meanings provided in the Stipulation.

## **SUMMARY OF THIS NOTICE**

### **Statement of Class Recovery**

Pursuant to the Settlement described herein, the Settlement Amount is \$38 million. Class Representatives' damages expert estimates that approximately 50.3 million shares of Big Lots common stock may have been damaged during the Class Period. If 100% of those shares submit a claim, the average recovery per share of common stock is approximately \$0.75 before deduction of any taxes on any income earned on the Settlement Amount, notice and administration costs and the attorneys' fee and expense award as determined by the Court. A Class Member's actual recovery will be a proportion of the Net Settlement Fund determined by that claimant's claim as compared to the total claims of all Class Members who submit valid Proofs of Claim. An individual Class Member may receive more or less than this estimated average amount depending on the number of claims submitted, when during the Class Period a Class Member purchased Big Lots common stock, the price paid, and whether those shares were held or sold, and, if sold, when they were sold and the amount received. See Plan of Allocation as set forth at pages 9-12 below for more information on your claim.

### **Statement of Potential Outcome of Litigation**

The parties disagree on both liability and damages and do not agree on the average amount of damages per Big Lots common stock that would be recoverable if the Class prevailed on each claim alleged. Among other things, Defendants deny that: (i) they violated any federal securities laws; (ii) they made any false or misleading statements or omissions; (iii) the alleged misstatements and omissions influenced the trading price of Big Lots common stock at various times during the Class Period; (iv) Big Lots common stock was artificially inflated during the Class Period; or (v) damages were suffered by members of the Class as a result of their alleged conduct. Defendants have expressly denied and continue to deny all charges of wrongdoing or liability against them arising out of any of the conduct, acts, misstatements, or omissions alleged, or that could have been alleged, in this action, and deny any and all liability to the Plaintiffs or the Class and deny that Plaintiffs or the Class have suffered any damages.

### **Statement of Attorneys' Fees and Expenses Sought**

Class Counsel will apply to the Court for an award of attorneys' fees of 28% of the Settlement Amount, plus expenses not to exceed \$900,000, plus interest earned on both amounts at the same rate as earned on the Settlement Fund. Since the Litigation's inception in 2012, Class Counsel has expended considerable time and effort in the prosecution of this Litigation and preparing the case for trial on a contingent fee basis and advanced the expenses of the Litigation in the expectation that if they were successful in obtaining a recovery for the Class they would be paid from such recovery. In this type of litigation it is customary for counsel to be awarded a percentage of the common fund recovery as their attorneys' fees. The requested fees and expenses amount to an average of approximately \$0.23 per damaged common share. In addition, Class Representatives may seek reimbursement of up to \$12,500 each for time and expenses in representing the Class.

### **Further Information**

For further information regarding the Litigation, this Notice or to review the Stipulation of Settlement, please contact the Claims Administrator toll-free at 1-866-635-4820 or visit the website [www.BigLotsSecuritiesSettlement.com](http://www.BigLotsSecuritiesSettlement.com).

You may also contact representatives of counsel for the Class: Rick Nelson, Shareholder Relations, Robbins Geller Rudman & Dowd LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, 1-800-449-4900, [www.rgrdlaw.com](http://www.rgrdlaw.com).

Please Do Not Call the Court or Defendants with Questions About the Settlement.

### **Reasons for the Settlement**

The principal reason for the Settlement is the benefit to be provided to the Class now. This benefit must be compared to the risk that no recovery might be achieved after summary judgment motions, a contested trial and likely appeals, possibly years into the future.

Defendants have denied and continue to deny each and all of the claims and contentions alleged by Plaintiffs in the Litigation.

## BASIC INFORMATION

### 1. Why did I get this notice package?

You or someone in your family may have purchased Big Lots common stock during the time period March 2, 2012 and August 23, 2012, inclusive (“Class Period”).

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

This Notice explains the class action lawsuit, the Settlement, Class Members’ legal rights, what benefits are available, who is eligible for them, and how to get them.

The Court in charge of the Litigation is the United States District Court for the Southern District of Ohio, Eastern Division, and the case is known as *Alan Willis v. Big Lots, Inc., et al.*, No. 2:12-cv-00604-MHW-KAJ. The case has been assigned to the Honorable Michael H. Watson. The Court-appointed Class Representatives, City of Pontiac General Employees’ Retirement System and Teamsters Local 237 Additional Security Benefit Fund, represent the Class, and the parties they sued and who have now settled are called Defendants.

### 2. What is this lawsuit about?

Plaintiffs allege that Big Lots and several of its officers, former Chairman and Chief Executive Officer, Steven S. Fishman, former President of Big Lots Canada and Chief Financial Officer, Joe R. Cooper, former General Counsel, Charles W. Haubiel, II, and former Senior Vice President of Finance and current Chief Financial Officer, Timothy A. Johnson, violated SEC Rule 10b-5 and Sections 10(b), 20(a), and 20A of the Securities Exchange Act of 1934 by ***making false and misleading statements to investors concerning Big Lots’ success of operations and financial condition.***

Plaintiffs brought this action on July 9, 2012, and following a motion to dismiss brought by Defendants, ultimately succeeded in defeating Defendants’ challenge to dismissal of some of their claims. On March 17, 2017, after extensive discovery and detailed briefing, Judge Watson certified a class of stock purchasers covering the class period March 2, 2012 through August 23, 2012. The parties have completed non-expert discovery, including the production and review of approximately one million pages of documents and taking nearly 30 fact witness depositions. At the time the parties agreed to settle this matter, oral argument on Defendants’ appeal of class certification to the United States Court of Appeals for the Sixth Circuit was scheduled for April 25, 2018. Had the appeal been unsuccessful, the parties would have conducted expert depositions and commenced briefing on any motions for summary judgment.

On May 5, 2016 and September 28, 2017, the parties participated in mediation sessions with the assistance of Robert A. Meyer. In advance of the mediation sessions, the parties submitted detailed descriptions of their case and defenses, and voluminous collections of the evidence in support of their arguments. The parties, through Mr. Meyer, engaged in protracted negotiations before reaching agreement to resolve this matter for \$38 million.

Defendants deny each and all of the claims and contentions of wrongdoing alleged by Plaintiffs in the Litigation. Defendants contend that they did not make any materially false or misleading statements, and that they disclosed all material information required to be disclosed by the federal securities laws. Defendants also contend that any losses suffered by members of the Class were not caused by any allegedly false or misleading statements by Defendants.

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

In a class action, one or more people called plaintiffs sue on behalf of people who have similar claims. Here, all of the people with similar claims are referred to as the Class or Class Members. One court resolves the issues for all Class Members, except for those Class Members who exclude themselves from the Class.

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

The Court has not decided in favor of the Defendants or the Class. Instead, both sides agreed to the Settlement to avoid the costs and risks of further litigation, including trial and post-trial appeals, and Class Representatives agreed to the Settlement in order to ensure that Class Members will receive compensation. Class Representatives and Class Counsel believe the Settlement is in the best interest of all Class Members in light of the 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 decide if you are a Class Member.

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

The Court ordered that everyone who fits this description is a Class Member: ***all Persons who purchased the common stock of Big Lots between March 2, 2012 and August 23, 2012***, except those Persons and entities that are excluded, as described below.

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

Excluded from the Class are Defendants, the officers and directors of Big Lots, members of their immediate families and their legal representatives, heirs, successors, or assigns of any entity in which Defendants have or had a controlling interest. Also excluded from the Class are those Persons who timely and validly request exclusion from the Class pursuant to this Notice. See Questions 13-14 below.

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

If you are still not sure whether you are included, you can ask for free help. You can contact the Claims Administrator toll-free at 1-866-635-4820, or you can fill out and return the Proof of Claim enclosed with this Notice package, to see if you qualify.

**THE SETTLEMENT BENEFITS – WHAT YOU GET**

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

In exchange for the Settlement and the release of the Released Claims (defined below) as well as dismissal of the Litigation, Defendants have agreed that a payment of \$38 million will be made by Defendants (or on their behalf) to be divided, after taxes, fees, and expenses, *pro rata* pursuant to the Plan of Allocation described below, among all Class Members who send in a valid Proof of Claim.

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

Your share of the fund will depend on several things, including how many Class Members submit timely and valid Proofs 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 Big Lots common stock you purchased, how much you paid for the shares, when you purchased them, and if you sold your shares and for how much. See the Plan of Allocation at pages 9-12 hereof for more information.

**HOW YOU GET A PAYMENT – SUBMITTING A CLAIM FORM**

**10. How can I receive a payment?**

To qualify for a payment, you must submit a Proof of Claim. A Proof of Claim is enclosed with this Notice or it may be downloaded at [www.BigLotsSecuritiesSettlement.com](http://www.BigLotsSecuritiesSettlement.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 online so that it is postmarked (if mailed) or received (if filed electronically) no later than **October 8, 2018**. The Proof of Claim may be submitted online at [www.BigLotsSecuritiesSettlement.com](http://www.BigLotsSecuritiesSettlement.com).

**11. When would I receive my payment?**

The Court will hold a Final Approval Hearing on October 30, 2018, to decide whether to approve the Settlement. If the Court approves the Settlement after that, 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 to receive a payment or to stay in the Class?**

Unless you exclude yourself, you will remain a Class Member, and that means that, if the Settlement is approved, you will give up all “Released Claims” (as defined below), including “Unknown Claims” (as defined below), against the “Released Persons” (as defined below):

- “Defendants’ Released Claims” means all claims, demands, losses, rights, and causes of action of any nature whatsoever (including Unknown Claims as defined below) whether accrued or unaccrued, fixed or contingent, liquidated or unliquidated, whether arising under federal, state, common or foreign law, or any other law, rule or regulation, which now exist, or heretofore have existed, that have been or could have been asserted in the Litigation or any forum by the Released Persons or any of them against the Class Representatives, Plaintiffs, Class Members, or Plaintiffs’ Counsel, that arise out of or relate in any way to the institution, prosecution, resolution, or settlement of the Released Claims and/or the Litigation against the Released Persons, except for claims related to the enforcement of the Settlement.
- “Related Parties” means each of Defendants’ present and former parents, subsidiaries, affiliates, predecessors, successors, joint venturers and assigns, and each of their respective officers, directors, employees, partners, controlling shareholders, principals, trustees, attorneys, auditors, accountants, investment bankers, underwriters, consultants, agents, insurers, re-insurers, spouses, estates, related or affiliated entities, any entity in which a Defendant has a controlling interest, any members of any Defendant’s immediate family, any trust of which any Defendant is the settlor or which is for the benefit of any Defendant and/or member(s) of his family, and each of the heirs, executors, administrators, predecessors, successors, and assigns of the foregoing.
- “Released Claims” means any and all rights, liabilities, suits, debts, obligations, demands, damages, losses, judgments, matters, issues, claims (including Unknown Claims as defined below), and causes of action of every nature and description whatsoever, in law or equity, 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 both: (i) the purchase of Big Lots common stock by Plaintiffs or any Class Member during the Class Period; and (ii) the allegations, transactions, acts, facts, matters, occurrences, disclosures, statements, SEC filings, representations, omissions, or events that were or could have been alleged or asserted in the Litigation. Released Claims do not include claims to enforce the Settlement.
- “Released Persons” means each and all of the Defendants and their Related Parties.
- “Unknown Claims” means any of the Released Claims which Plaintiffs or any Class Member does not know or suspect to exist in such party’s favor at the time of the release of the Released Persons, and any of the Defendants’ Released Claims that the Released Persons do not know or suspect to exist in his, her or its favor at the time of the release of the Class Representatives, Plaintiffs, each and all of the Class Members and Plaintiffs’ Counsel, which, if known by such party, might have affected such party’s settlement with and release of the Released Persons or Class Representatives, Plaintiffs, each and all of the Class Members and Plaintiffs’ Counsel, or might have affected such party’s decision not to object to this Settlement. With respect to any and all Released Claims and the Defendants’ Released Claims, upon the Effective Date, the Class Representatives and Defendants shall

expressly, and each of the Class Members and Released Persons shall be deemed to have, and by operation of the Order and Final Judgment shall have, expressly waived to the fullest extent permitted by law, the provisions, rights, and benefits of California Civil Code §1542, which provides:

**A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.**

Class Representatives and Defendants shall expressly, and each of the Class Members and Released Persons shall be deemed to have, and by operation of the Order and Final Judgment shall have, expressly waived any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable or equivalent to California Civil Code §1542. The Class Representatives, Class Members, and the Released Persons may hereafter discover facts in addition to or different from those which such party now knows or believes to be true with respect to the subject matter of the Released Claims and the Defendants' Released Claims, but the Class Representatives and Defendants shall expressly, and each Class Member and Released Person, upon the Effective Date, shall be deemed to have, and by operation of the Order and Final Judgment shall have, fully, finally, and forever settled and released any and all Released Claims, or the Defendants' Released Claims, as the case may be, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct that is negligent, reckless, intentional, with or without malice, or a breach of any duty, law, or rule, without regard to the subsequent discovery or existence of such different or additional facts. The Class Representatives and Defendants acknowledge, and the Class Members and Released Persons shall be deemed by operation of the Order and Final Judgment to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement of which this release is a part.

If you remain a member of the Class, all of the Court's orders will apply to you and legally bind you.

### **EXCLUDING YOURSELF FROM THE CLASS**

If you do not want a payment from this Settlement, and you want to keep the right to sue the Defendants and the other Released Persons, on your own, about the legal issues in this Litigation, then you must take steps to remove yourself from the Class. This is called excluding yourself. ***If you are requesting exclusion because you want to bring your own lawsuit based on the matters alleged in the Litigation, you may want to consult an attorney and discuss whether any individual claim that you may wish to pursue would be time-barred by the applicable statutes of limitations or repose.***

#### **13. How do I get out of the Class?**

To exclude yourself from the Class, you must send a letter by First-Class Mail stating that you "request exclusion from the Class in the *Big Lots Securities Litigation*." To be valid, your letter must include the date(s), price(s), and number(s) of shares of all purchases and sales of Big Lots common stock between March 2, 2012 and August 23, 2012, inclusive. In addition, you must include your name, address, telephone number, and your signature. You must submit your exclusion request **postmarked no later than October 9, 2018** to:

*Big Lots Securities Litigation*  
c/o Gilardi & Co. LLC  
Claims Administrator  
EXCLUSIONS  
3301 Kerner Blvd.  
San Rafael, CA 94901

If you ask to be excluded, you will not get any payment, and you cannot object to the Settlement. You will not be legally bound by anything that happens in this lawsuit, and you may be able to sue the Defendants and the other Released Persons in the future.

**14. If I do not exclude myself, can I sue the Defendants and the other Released Persons for the same thing later?**

No. Unless you exclude yourself, you give up any rights to sue the Defendants and the other Released Persons for any and all Released Claims. If you have a pending lawsuit against the Released Persons, speak to your lawyer in that case immediately. You must exclude yourself from this Litigation to continue your own lawsuit. **Remember, the exclusion deadline is October 9, 2018.**

**THE LAWYERS REPRESENTING YOU**

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

The Court ordered that the law firm of Robbins Geller Rudman & Dowd LLP represent the Class, including you. 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?**

Class Counsel will move the Court for an award of attorneys' fees of 28% of the Settlement Amount and for expenses in an amount not to exceed \$900,000, which were incurred in connection with the Litigation, plus interest on such fees and expenses at the same rate earned on the Settlement Fund. In addition, the Class Representatives may seek up to \$12,500 each for their time and expenses in representing the Class. Such sums as may be approved by the Court will be paid from the Settlement Fund.

The attorneys' fees and expenses requested will be the only payment to Plaintiffs' Counsel for their efforts in achieving this Settlement and for their risk in undertaking this representation on a wholly contingent basis. To date, Plaintiffs' Counsel have not been paid for their services for conducting this Litigation on behalf of Class Representatives and the Class nor for the substantial litigation expenses Plaintiffs' Counsel have incurred. The fee requested will compensate Plaintiffs' Counsel for their work in achieving the Settlement Fund and is within the range of fees awarded to class counsel under similar circumstances in other cases of this type.

**OBJECTING TO THE SETTLEMENT**

**17. How do I tell the Court that I object to the proposed Settlement?**

If you are a Class Member, you can write to the Court to object to or comment positively on the proposed Settlement, the proposed Plan of Allocation, or Class Counsel's fee and expense application. The Court will consider your views. To object, you must send a signed letter saying that you object to the proposed Settlement, the proposed Plan of Allocation, the application for fees and expenses, and/or the request by Class Representatives for payment for their time and expenses in representing the Class and the reasons you object. Be sure to include your name, address, telephone number, and your signature, identify the date(s), price(s), and number(s) of shares of Big Lots common stock you purchased and sold during the Class Period, and state the reasons why you object. Your objection must reference *Alan Willis v. Big Lots, Inc., et al.*, No. 2:12-cv-00604-MHW-KAJ, and be filed with the Court and mailed or delivered to each of the following addresses such that it is **received no later than October 9, 2018:**

**COURT**

Clerk of the Court  
 UNITED STATES  
 DISTRICT COURT  
 SOUTHERN DISTRICT  
 OF OHIO  
 EASTERN DIVISION  
 Joseph P. Kinneary  
 U.S. Courthouse  
 85 Marconi Boulevard  
 Columbus, OH 43215

**CLASS COUNSEL**

David W. Mitchell  
 ROBBINS GELLER RUDMAN  
 & DOWD LLP  
 655 West Broadway, Suite 1900  
 San Diego, CA 92101

**DEFENDANTS' COUNSEL**

Michael A. Paskin  
 CRAVATH, SWAINE &  
 MOORE LLP  
 825 Eighth Avenue  
 New York, NY 10019

<b>18. What is the difference between objecting and excluding myself?</b>
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Objecting is simply telling the Court that you do not like something about the proposed Settlement, the Plan of Allocation, or the fee and expense application. You can object only if you stay in the Class. Excluding yourself is telling the Court that you do not want to be part of the Class.

**THE COURT'S FINAL APPROVAL HEARING**

The Court will hold a hearing to decide whether to approve the proposed Settlement. You may attend and you may ask to speak, but you do not have to.

<b>19. When and where will the Court decide whether to approve the proposed Settlement?</b>
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The Court will hold a Final Approval Hearing **at 2:00 p.m., on Tuesday, October 30, 2018**, at the United States District Court for the Southern District of Ohio, Eastern Division, Joseph P. Kinneary U.S. Courthouse, 85 Marconi Boulevard, Columbus, Ohio 43215. At the hearing the Court will consider whether the Settlement and proposed Plan of Allocation are fair, reasonable, and adequate and whether Class Counsel's fee and expense application should be granted. The Court will also consider Class Representatives' request for their time and expenses in representing the Class. If there are objections, the Court will consider them. The Court will listen to people who have asked to speak at the hearing. After the Final Approval Hearing, the Court will decide whether to approve the Settlement, the Plan of Allocation, the amount of attorneys' fees and expenses and Class Representatives' request for their time and expenses in representing the Class. We do not know how long these decisions will take. The Court may change the date and time of the Final Approval Hearing without another notice being sent to Class Members. If you want to attend the hearing, you may wish to check with Class Counsel beforehand to be sure that the date and/or time has not changed.

<b>20. Do I have to come to the hearing?</b>
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No. Class Counsel will answer questions the Court may have. But, you are welcome to come at your own expense. If you send an objection or statement in support of the Settlement, you are not required to come to Court to discuss it. As long as you mailed your statement in support of the Settlement or written 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.

<b>21. May I speak at the hearing?</b>
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If you object to the Settlement, the Plan of Allocation, the fee and expense application, or Class Representatives' request for their time and expenses in representing the Class, you may ask the Court for permission to speak at the Final Approval Hearing. To do so, you must include with your objection (see Question 17 above) a statement saying that it is your "Notice of Intention to Appear in the *Big Lots Securities Litigation*." Persons who intend to object to the Settlement, the Plan of Allocation, the application for an award of attorneys' fees and expenses, or Class Representatives' request for their time and expenses in representing the Class and desire to present evidence at the Final Approval 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 Final Approval Hearing. You cannot speak at the hearing if you exclude yourself.

### IF YOU DO NOTHING

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

If you do nothing, you will get no money from this Settlement. But, unless you exclude yourself, you will not be able to start a lawsuit or be part of any other lawsuit against the Released Persons about the legal issues in this case, ever again.

### GETTING MORE INFORMATION

#### 23. Are there more details about the proposed Settlement?

This Notice summarizes the proposed Settlement. More details are in the Stipulation. You can obtain answers to common questions regarding the proposed Settlement by contacting the Claims Administrator toll-free at 1-866-635-4820. A copy of the Stipulation and other relevant documents are also available on the Settlement website at [www.BigLotsSecuritiesSettlement.com](http://www.BigLotsSecuritiesSettlement.com). You may also contact a representative of Class Counsel: Rick Nelson, Shareholder Relations, Robbins Geller Rudman & Dowd LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, Telephone: 1-800-449-4900.

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

For even more detailed information concerning the matters involved in this Litigation, reference is made to the pleadings, the Stipulation, to the Orders entered by the Court and the other papers filed in the Litigation, which may be inspected at the Office of the Clerk of the United States District Court for the Southern District of Ohio, Eastern Division, Joseph P. Kinneary U.S. Courthouse, 85 Marconi Boulevard, Columbus, Ohio 43215, during regular business hours. For a fee, all papers filed with the Court in this Litigation are available at [www.pacer.gov](http://www.pacer.gov).

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

The Settlement Fund, less all taxes, approved fees, and expenses (the "Net Settlement Fund") will be distributed to Class Members who submit timely and valid Proofs of Claim to the Claims Administrator ("Authorized Claimants") pursuant to the Plan of Allocation (the "Plan") described below.

The Plan provides that an Authorized Claimant will be eligible to participate in the distribution of the Net Settlement Fund only if the Authorized Claimant purchased Big Lots common stock during the "Class Period," between March 2, 2012 and August 23, 2012, inclusive.

Defendants will not have any involvement or responsibility for the terms or application of the Plan.

The Claims Administrator will determine each Authorized Claimant's *pro rata* share of the Net Settlement Fund based upon each Authorized Claimant's "Recognized Loss" calculated using the Court-approved Plan. The Recognized Loss formula (described below) is not intended to estimate the amount that will be paid to Authorized Claimants from the Net Settlement Fund. Rather, the Recognized Loss formula is the basis upon which the Net Settlement Fund will be allocated among Authorized Claimants on a *pro rata* basis. The Court may approve the Plan, or modify it, without additional notice to the Class. However, any order modifying the Plan will be posted on the Settlement website at: [www.BigLotsSecuritiesSettlement.com](http://www.BigLotsSecuritiesSettlement.com).

If any of the formulas set forth below yield an amount less than \$0.00, the claim is \$0.00.

#### A. Eligible Securities

The Big Lots securities for which an Authorized Claimant may be entitled to receive a distribution from the Net Settlement Fund consist of Big Lots common stock (CUSIP: 089302103) purchased during the Class Period.

## B. Recognized Claim

To the extent there are sufficient funds in the Net Settlement Fund, each Authorized Claimant will receive an amount equal to the Authorized Claimant's "Recognized Claim," as described below. If, however, as expected, the amount in the Net Settlement Fund is not sufficient to pay the total Recognized Claim of each Authorized Claimant, then each Authorized Claimant shall be paid the Authorized Claimant's *pro rata* share of the Net Settlement Fund, *i.e.*, the Recognized Claim multiplied by the ratio of the Net Settlement Fund to the aggregate amount of the Recognized Claims of all Authorized Claimants. Payment in this manner shall be deemed conclusive against all Authorized Claimants.

The Plan reflects the Plaintiffs' allegations that, over the course of the Class Period, the trading prices of Big Lots common stock were artificially inflated as a result of the Defendants' misrepresentations and omissions.

For purposes of this Settlement only, Recognized Claims will be calculated as follows:

The allocation below is based on the following inflation per share amounts for Class Period common stock purchases and sales as well as the statutory PSLRA 90-day look-back amount of \$29.97. Furthermore, if any of the formulas set forth below yield an amount less than \$0.00, the claim per share is \$0.00.

Inflation Period	Inflation per Share
March 2, 2012 – March 28, 2012	\$20.79
March 29, 2012 – April 23, 2012	\$18.76
April 24, 2012 – August 22, 2012	\$7.91
August 23, 2012	\$0.00

For shares of Big Lots common stock purchased on or between March 2, 2012 through August 22, 2012, the claim per share shall be as follows:

- (a) If sold prior to March 29, 2012, the claim per share is \$0.00.
- (b) If sold on or between March 29, 2012 through August 22, 2012, the claim per share shall be the lesser of: (i) the inflation per share at the time of purchase less the inflation per share at the time of sale; and (ii) the difference between the purchase price and the selling price.
- (c) If retained at the end of August 22, 2012 and sold on or before November 20, 2012, the claim per share shall be the least of: (i) the inflation per share at the time of purchase; (ii) the difference between the purchase price and the selling price; and (iii) the difference between the purchase price and the average closing price up to the date of sale as set forth in the table below.
- (d) If retained at the close of trading on November 20, 2012, or sold thereafter, the claim per share shall be the lesser of: (i) the inflation per share at the time of purchase; and (ii) the difference between the purchase price and \$29.97.

For shares of Big Lots common stock purchased on August 23, 2012, the claim per share is \$0.00.<sup>2</sup>

<sup>2</sup> Please note that although the Class Period includes August 23, 2012, shares of Big Lots common stock that were purchased on August 23, 2012 are not eligible for a recovery under the Plan of Allocation because the August 23, 2012 disclosure that Plaintiffs allege corrected earlier alleged misrepresentations and omissions was made before the opening of trading that day.

DATE	PRICE	AVERAGE CLOSING PRICE
8/23/2012	\$30.76	\$30.76
8/24/2012	\$30.28	\$30.52
8/27/2012	\$30.64	\$30.56
8/28/2012	\$31.10	\$30.70
8/29/2012	\$30.43	\$30.64
8/30/2012	\$30.37	\$30.60
8/31/2012	\$30.44	\$30.57
9/4/2012	\$30.57	\$30.57
9/5/2012	\$30.56	\$30.57
9/6/2012	\$30.60	\$30.58
9/7/2012	\$30.67	\$30.58
9/10/2012	\$30.51	\$30.58
9/11/2012	\$30.43	\$30.57
9/12/2012	\$30.39	\$30.55
9/13/2012	\$30.46	\$30.55
9/14/2012	\$31.83	\$30.63
9/17/2012	\$31.74	\$30.69
9/18/2012	\$31.56	\$30.74
9/19/2012	\$31.44	\$30.78
9/20/2012	\$31.19	\$30.80
9/21/2012	\$30.90	\$30.80
9/24/2012	\$30.87	\$30.81
9/25/2012	\$29.59	\$30.75
9/26/2012	\$29.65	\$30.71
9/27/2012	\$29.43	\$30.66
9/28/2012	\$29.58	\$30.62
10/1/2012	\$30.14	\$30.60
10/2/2012	\$29.65	\$30.56
10/3/2012	\$29.80	\$30.54
10/4/2012	\$30.29	\$30.53
10/5/2012	\$30.71	\$30.53

DATE	PRICE	AVERAGE CLOSING PRICE
10/8/2012	\$30.43	\$30.53
10/9/2012	\$30.07	\$30.52
10/10/2012	\$30.38	\$30.51
10/11/2012	\$30.32	\$30.51
10/12/2012	\$30.07	\$30.50
10/15/2012	\$30.84	\$30.51
10/16/2012	\$30.89	\$30.52
10/17/2012	\$30.60	\$30.52
10/18/2012	\$29.94	\$30.50
10/19/2012	\$29.22	\$30.47
10/22/2012	\$29.43	\$30.45
10/23/2012	\$28.65	\$30.41
10/24/2012	\$29.00	\$30.37
10/25/2012	\$29.21	\$30.35
10/26/2012	\$28.78	\$30.31
10/31/2012	\$29.13	\$30.29
11/1/2012	\$30.52	\$30.29
11/2/2012	\$30.29	\$30.29
11/5/2012	\$30.53	\$30.30
11/6/2012	\$31.14	\$30.31
11/7/2012	\$30.57	\$30.32
11/8/2012	\$29.65	\$30.31
11/9/2012	\$28.93	\$30.28
11/12/2012	\$28.91	\$30.26
11/13/2012	\$27.48	\$30.21
11/14/2012	\$26.86	\$30.15
11/15/2012	\$27.39	\$30.10
11/16/2012	\$27.19	\$30.05
11/19/2012	\$27.90	\$30.02
11/20/2012	\$27.55	\$29.97

#### ADDITIONAL PROVISIONS

If a Class Member held Big Lots common stock at the beginning of the Class Period or made multiple purchases or sales of Big Lots common stock during the Class Period, the starting point for calculating an Authorized Claimant's Recognized Claim is to match the Authorized Claimant's holdings and purchases to their sales using the FIFO (*i.e.*, "first-in-first-out") method. Under the FIFO method, shares sold during the Class Period will be matched, in chronological order first against shares held at the beginning of the Class Period. The remaining sales of shares during the Class Period will then be matched, in chronological order against shares purchased during the Class Period.

Purchases and sales of Big Lots common stock shall be deemed to have occurred on the "contract" or "trade" date as opposed to the "settlement" or "payment" date. The receipt or grant by gift, inheritance or operation of law of shares during the Class Period shall not be deemed a purchase or sale of shares for the purpose of calculating Recognized Claims, unless (i) the donor or decedent purchased such shares during the Class Period; and (ii) no Proof of Claim was submitted by or on behalf of the donor, on behalf of the decedent, or by anyone else with respect to such shares.

A Class Member will be eligible to receive a distribution from the Net Settlement Fund only if that Class Member had a net overall loss, after all profits from transactions in all shares purchased during the Class Period are subtracted from all losses from transactions in all shares purchased during the Class Period. No distributions will be made to Authorized Claimants who would otherwise receive a distribution of less than \$10.00.

All distributions to Authorized Claimants from the Net Settlement Fund shall be void after a prescribed number of days. An Authorized Claimant who fails to cash a distribution within that time period from the date of the distribution forfeits his, her or its interest in that distribution, and continues to be bound by all of the terms of the Stipulation and the Settlement, including the terms of the Order and Final Judgment to be entered in the Litigation and the releases provided for therein, and will be barred from bringing any action against the Released Persons concerning the Released Claims.

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

Payment pursuant to the Plan set forth above shall be conclusive against all Authorized Claimants. No Person shall have any claim against Class Representatives, Class Counsel, Plaintiffs' Counsel, any claims administrator, or other Person designated by Class Representatives' counsel, or Defendants or Defendants' counsel based on distributions made substantially in accordance with the Stipulation and the Settlement contained therein, the Plan, or further orders of the Court. All Class Members who fail to complete and file a valid and timely Proof of Claim shall be barred from participating in distributions from the Net Settlement Fund (unless otherwise ordered by the Court), but otherwise shall be bound by all of the terms of the Stipulation, including the terms of any judgment entered and the releases given.

#### **SPECIAL NOTICE TO SECURITIES BROKERS AND OTHER NOMINEES**

If you purchased any shares of Big Lots common stock during the Class Period for the beneficial interest of an individual or organization other than yourself, the Court has directed that, WITHIN TEN (10) CALENDAR DAYS OF YOUR RECEIPT OF THIS NOTICE, you either (a) provide to the Claims Administrator the name and last known address of each person or organization for whom or which you purchased such securities during such time period, or (b) request additional copies of this Notice and the Proof of Claim, which will be provided to you free of charge, and within ten (10) calendar days mail the Notice and Proof of Claim directly to the beneficial owners of the securities referred to herein. If you choose to follow alternative procedure (b), upon such mailing, you must send a statement to the Claims Administrator confirming that the mailing was made as directed and retain the names and addresses for any future mailings to Class Members. You are entitled to reimbursement from the Settlement Fund of your reasonable expenses actually incurred in connection with the foregoing, including reimbursement of postage expense and the cost of ascertaining the names and addresses of beneficial owners. Your reasonable expenses will be paid upon request and submission of appropriate supporting documentation. All communications concerning the foregoing should be addressed to the Claims Administrator:

*Big Lots Securities Litigation*  
c/o Gilardi & Co. LLC  
Claims Administrator  
P.O. Box 404066  
Louisville, KY 40233-4066  
1-866-635-4820  
[www.BigLotsSecuritiesSettlement.com](http://www.BigLotsSecuritiesSettlement.com)

DATED: June 25, 2018

BY ORDER OF THE COURT  
UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF OHIO  
EASTERN DIVISION