

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

SUMIT GUPTA, Individually and
on Behalf of All Others Similarly Situated,

Plaintiff,

v.

POWER SOLUTIONS INTERNATIONAL, INC.,
GARY S. WINEMASTER, DANIEL P. GOREY,
and MICHAEL P. LEWIS,

Defendants.

Case No.: 1:16-cv-08253

Consolidated with

No.: 1:16-cv-9599

Honorable Virginia M. Kendall

PROOF OF CLAIM AND RELEASE

Deadline for Submission: **June 13, 2019.**

IF YOU PURCHASED OR OTHERWISE ACQUIRED POWER SOLUTIONS INTERNATIONAL, INC. ("PSI" OR THE "COMPANY") COMMON STOCK BETWEEN FEBRUARY 27, 2014 AND FEBRUARY 2, 2017, INCLUSIVE, AND WERE DAMAGED THEREBY, YOU MAY BE A CLASS MEMBER AND YOU MAY BE ENTITLED TO SHARE IN THE SETTLEMENT PROCEEDS.

I. GENERAL INSTRUCTIONS

1. To recover as a member of the Class based on your claims in the action entitled *Gupta v. Power Solutions, Inc., et al.*, No. 1:16-cv-08253 (the "Action"), you must complete and, on page 6 hereof, sign this Proof of Claim and Release. If you fail to file a properly addressed (as set forth in paragraph 3 below) Proof of Claim and Release, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed Settlement of the Action.

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

3. YOU MUST EMAIL OR MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE POSTMARKED ON OR BEFORE **JUNE 13, 2019**, ADDRESSED AS FOLLOWS TO THE CLAIMS ADMINISTRATOR:

Power Solutions Securities Litigation
c/o Claims Administrator
P.O. Box 3747
Portland, OR 97208-3747

-or-

Email: info@PowerSolutionsSecuritiesLitigation.com

If you are NOT a member of the Class (as defined in the Postcard Notice or Internet Notice of (I) Pendency and Proposed Settlement of Class Action; (II) Settlement Fairness Hearing; and (III) Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses (the "Internet Notice"), DO NOT submit a Proof of Claim and Release form.

4. If you are a member of the Class and you do not timely request exclusion in connection with the proposed Settlement, you will be bound by the terms of any judgment entered in the Action, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE FORM.

5. PLEASE NOTE: As set forth in the Plan of Allocation, each Authorized Claimant shall receive his, her, or its *pro rata* share of the Net Settlement Fund. If the prorated payment to any Authorized Claimant calculates to less than \$10.00, it will not be included in the calculation and no distribution will be made to that Authorized Claimant.

II. CLAIMANT IDENTIFICATION

Use Part I of this form entitled “Claimant Identification” to identify the beneficial purchaser of PSI common stock which forms the basis of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR ACQUIRER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OR ACQUIRER(S) OF SHARES UPON WHICH THIS CLAIM IS BASED.**

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

If you are acting in a representative capacity on behalf of a Class Member (for example, as an executor, administrator, trustee, or other representative), you must submit evidence of your current authority to act on behalf of that Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.

NOTICE REGARDING ELECTRONIC FILES: Certain Claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. To obtain the mandatory electronic filing requirements and file layout, you may visit the Settlement website at www.PowerSolutionsSecuritiesLitigation.com or you may email the Claims Administrator’s electronic filing department at info@PowerSolutionsSecuritiesLitigation.com. Any file not in accordance with the required electronic filing format will be subject to rejection. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues an email to that effect after processing your file with your claim numbers and respective account information. Do not assume that your file has been received or processed until you receive this email. If you do not receive such an email within 10 days of your submission, you should contact the electronic filing department at info@PowerSolutionsSecuritiesLitigation.com to inquire about your file and confirm it was received and acceptable.

IMPORTANT: PLEASE NOTE THAT YOUR CLAIM IS NOT DEEMED FILED UNTIL YOU RECEIVE AN ACKNOWLEDGEMENT POSTCARD. THE CLAIMS ADMINISTRATOR WILL ACKNOWLEDGE RECEIPT OF YOUR CLAIM FORM BY MAIL, WITHIN 60 DAYS. IF YOU DO NOT RECEIVE AN ACKNOWLEDGEMENT POSTCARD WITHIN 60 DAYS, PLEASE CALL THE CLAIMS ADMINISTRATOR TOLL FREE AT 888-457-6703.

III. CLAIM FORM

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

On the Schedule of Transactions, provide all of the requested information with respect to *all* of your purchases and acquisitions and *all* of your sales of PSI common stock between February 27, 2014 and May 3, 2017, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to *all* of the PSI common stock you held at the close of trading on May 3, 2017. Failure to report all such transactions may result in the rejection of your claim.

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

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

Copies of stockbroker confirmation slips, stockbroker statements, or other documents evidencing your transactions in PSI common stock should be attached to your claim. If any such documents are not in your possession, please obtain a copy or equivalent documents from your broker because these documents are necessary to prove and process your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

PART II: SCHEDULE OF TRANSACTIONS IN PSI COMMON STOCK

Please be sure to include proper documentation with your Claim Form as described in detail in Section I – General Instructions, above. Do not include information regarding securities other than PSI common stock.

1. HOLDINGS AS OF FEBRUARY 27, 2014 – State the total number of shares of PSI common stock held as of the opening of trading on February 27, 2014. (Must be documented.) If none, write “zero” or “0.”

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2. PURCHASES/ACQUISITIONS FROM FEBRUARY 27, 2014 THROUGH FEBRUARY 2, 2017 – Separately list each and every purchase/acquisition (including free receipts) of PSI common stock from after the opening of trading on February 27, 2014 through and including the close of trading on February 2, 2017. (Must be documented.)

Date of Purchase/ Acquisition (List Chronologically) (Month/Day/Year)	Number of Shares Purchased/Acquired	Purchase/ Acquisition Price Per Share	Total Purchase/ Acquisition Price (excluding taxes, commissions, and fees)

3. PURCHASES/ACQUISITIONS FROM FEBRUARY 3, 2017 THROUGH MAY 3, 2017 – State the total number of shares of PSI common stock purchased/acquired (including free receipts) from after the opening of trading on February 3, 2017 through and including the close of trading on May 3, 2017. If none, write “zero” or “0.”¹

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4. SALES FROM FEBRUARY 27, 2014 THROUGH MAY 3, 2017 – Separately list each and every sale/disposition (including free deliveries) of PSI common stock from after the opening of trading on February 27, 2014 through and including the close of trading on May 3, 2017. (Must be documented.)

IF NONE, CHECK HERE

Date of Sale (List Chronologically) (Month/Day/Year)	Number of Shares Sold	Sale Price Per Share	Total Sale Price (excluding taxes, commissions, and fees)

5. HOLDINGS AS OF MAY 3, 2017 – State the total number of shares of PSI common stock held as of the close of trading on May 3, 2017. (Must be documented.) If none, write “zero” or “0.”

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IF YOU REQUIRE ADDITIONAL SPACE FOR THE SCHEDULE ABOVE, ATTACH EXTRA SCHEDULES IN THE SAME FORMAT. PRINT THE BENEFICIAL OWNER’S FULL NAME AND LAST FOUR DIGITS OF SOCIAL SECURITY/TAXPAYER IDENTIFICATION NUMBER ON EACH ADDITIONAL PAGE. IF YOU DO ATTACH EXTRA SCHEDULES, CHECK THIS BOX:

YOU MUST READ AND SIGN THE RELEASE ON PAGE 6. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR REJECTION OF YOUR CLAIM.

¹ **Please note:** Information requested with respect to your purchases/acquisitions of PSI common stock from after the opening of trading on February 3, 2017 through and including the close of trading on May 3, 2017, is needed in order to balance your claim; purchases during this period, however, are not eligible under the Settlement and will not be used for purposes of calculating your Recognized Claim pursuant to the Plan of Allocation.

PART III: RELEASE OF CLAIMS AND SIGNATURE

I. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release under the terms of the Stipulation and Agreement of Settlement (“Stipulation”) described in the Postcard Notice and the detailed Internet Notice.² I (We) also submit to the jurisdiction of the United States District Court for the Northern District of Illinois with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Action. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I (We) have not submitted any other claim in connection with the same purchases of PSI common stock and know of no other person having done so on my (our) behalf.

II. RELEASE

1. Upon the Effective Date of the Settlement, I (we) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release and discharge from the Released Plaintiffs’ Claims (defined below), including Unknown Claims (defined below), each and all of the Defendants’ Releasees (defined below) as provided in the Stipulation, parts of which are set forth in Paragraphs 2–5 below.

2. “Defendants’ Releasees” means Defendants and their respective current and former family members, heirs, trusts, trustees, executors, estates, administrators, beneficiaries, foundations, agents, employees, parents, subsidiaries, divisions, affiliates, officers, managers, directors, predecessors, predecessors-in-interest, successors, successors-in-interest, assigns, advisors, consultants, attorneys, personal or legal representatives, accountants, auditors, insurers, co-insurers, reinsurers, and associates, in their capacities as such.

3. “Defendants” means PSI and the Individual Defendants: Gary S. Winemaster, Daniel P. Gorey, Michael P. Lewis, Jay J. Hansen, Ellen R. Hoffing, Kenneth Landini and Mary E. Vogt.

4. “Released Plaintiffs’ Claims” means all claims, liabilities, demands, lawsuits, and causes of action of every nature and description, whether known claims or Unknown Claims, whether arising under federal, state, common or foreign law, whether class or individual in nature, that are based upon, arise out of, or relate to, or involve, directly or indirectly, (i) the purchase, acquisition, sale, or retention of PSI common stock during the Settlement Class Period, and (ii) any of the actions, failures to act, transactions, occurrences, statements, omissions, allegations, facts, practices, events, or claims arising therefrom or related thereto, alleged or asserted in, or which could have been asserted in the Complaint in the Action. Released Plaintiffs’ Claims do not include any Excluded Claims.³

5. “Unknown Claims” means any Released Plaintiffs’ Claims which Plaintiffs or any Settlement Class Member does not know or suspect to exist in his, her, or its favor at the time of the release of such claims, and any Released Defendants’ Claims which any Defendant or any Defendants’ Releasee does not know or suspect to exist in his, her, or its favor at the time of the release of such claims, which, if known by him, her, or it, might have affected his, her, or its decision(s) with respect to this Settlement. With respect to any and all Released Claims, the Parties stipulate and agree that, upon the Effective Date of the Settlement, Plaintiffs and Defendants shall expressly waive, and each of the Settlement Class Members and each of the Defendants’ Releasees shall be deemed to have waived, and by operation of the Judgment or the Alternate Judgment, if applicable, 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 or foreign law, which is similar, comparable, or equivalent to California Civil Code §1542, which provides:

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

Plaintiffs, any Settlement Class Member, Defendants, and each of their respective Releasees, may hereafter discover facts in addition to or different from those which he, she, or it now knows or believes to be true with respect to the subject matter of the Released Claims, but the Parties shall expressly fully, finally, and forever settle and release, and each Settlement Class Member and each of the Releasees, upon the Effective Date, shall be deemed to have, and by operation of the Final Judgment or Alternate Judgment shall have fully, finally, and forever settled and released, any and all Released Claims, 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,

² All capitalized terms used in this Proof of Claim and Release that are not otherwise defined herein shall have the meanings ascribed to them in the Stipulation, which is available at www.PowerSolutionsSecuritiesLitigation.com.

³ “Excluded Claims” means (i) any claims asserted in *Dorvit v. Winemaster*, Case No. 1:17-cv-1097 (N.D. Ill. filed February 10, 2017); *Rebscher v. Winemaster*, Case No. 2017-CH-06517 (Circuit Court of Cook County, Chancery Division filed May 5, 2017) (consolidated with *McClenney v. Winemaster*, Case No. 2017-CH-06481 (Circuit Court of Cook County, Chancery Division filed May 5, 2017)); and *Martin v. Winemaster*, Case No. 18-cv-2386 (N.D. Ill. filed April 3, 2018), (ii) any claims of any person or entity who or which submits a request for exclusion that is accepted by the Court, and (iii) any claims relating to the enforcement of the Settlement or its terms.

including but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law, or rule without regard to the subsequent discovery or existence of such different or additional facts. Plaintiffs and Defendants acknowledge, and each of the other Settlement Class Members and each of the Defendants' Releasees shall be deemed by operation of law to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement. This release shall be of no force or effect unless and until the Court approves the Stipulation and the Settlement becomes effective on the Effective Date.

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

7. I (We) hereby warrant and represent that I (we) have included information about all of my (our) purchases, acquisitions, and sales of PSI common stock between February 27, 2014 and May 3, 2017, and the number of shares of PSI common stock held by me (us) at the close of trading on May 3, 2017.

8. I (We) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code.

Note: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

9. I (We) declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct.

Executed this _____ day of _____, in _____, _____.
(Month / Year) (City) (State/Country)

Signature of Claimant Date - -
MM DD YY

Print Name of Claimant

Signature of Joint Claimant, if any Date - -
MM DD YY

Print Name of Joint Claimant, if any

Capacity of person(s) signing (e.g., Beneficial Purchaser, Executor, or Administrator)

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

Reminder Checklist:

1. Please sign and date the above release and declaration. If this Proof of Claim and Release is submitted on behalf of joint Claimants, then both Claimants must sign.
2. Remember to attach supporting documentation, if available.
3. DO NOT send original stock certificates.
4. Keep a copy of everything you submit for your records, including your Proof of Claim and Release form.
5. The Claims Administrator will acknowledge receipt of your Claim Form by mail, within 60 days. Your claim is not deemed filed until you receive an acknowledgement postcard. If you do not receive an acknowledgement postcard within 60 days, please call the Claims Administrator toll free at 888-457-6703.
6. If you move after submitting this Proof of Claim and Release, please notify the Claims Administrator of the change in your address.

THIS PROOF OF CLAIM AND RELEASE MUST BE SUBMITTED VIA EMAIL OR POSTMARKED NO LATER THAN JUNE 13, 2019, ADDRESSED AS FOLLOWS:

Power Solutions Securities Litigation
c/o Claims Administrator
P.O. Box 3747
Portland, OR 97208-3747
Tel.: 888-457-6703

-or-

Email: info@PowerSolutionsSecuritiesLitigation.com