

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

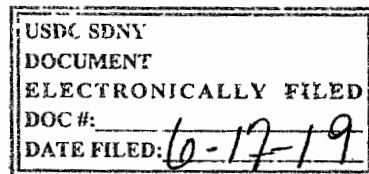
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:  
CITY OF WESTLAND POLICE AND FIRE  
RETIREMENT SYSTEM, Individually and on Behalf of  
All Others Similarly Situated, :

Plaintiff, :

-against- :

METLIFE, INC., et al., :

Defendants. :  
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12 Civ. 0256 (LAK) (OTW)

**PROPOSED ORDER**

This matter comes before the Court on the parties' May 24, 2019 Stipulation ("Stipulation") relating to Plaintiff Central States, Southeast and Southwest Areas Pension Fund's Motion to Approve the Form and Manner of Class Notice (the "Motion").

Upon consideration of the foregoing Stipulation, the Motion, the papers submitted in support, and good cause appearing, IT IS HEREBY ORDERED that:

1. The Court approves the method of providing the Notice of Pendency of Class Action (the "Notice"), attached as Exhibit A to the Stipulation, and the Summary Notice of Pendency of Class Action ("Summary Notice"), attached as Exhibit B to the Stipulation, collectively (the "Forms of Notice"), and finds that they meet the requirements of due process. Specifically, the Court finds the Notice sent by United States First-Class Mail and to be posted on the website dedicated to the Litigation, as well as the publication of the Summary Notice, provides the best notice practicable under the circumstances in this Litigation. The Court further finds the Forms of Notice accurately, and in plain language, describe the Litigation and Class

Members' options regarding the Litigation and thereby constitute due and sufficient notice to all persons entitled to such notice.

2. The Court approves the format and context of the Forms of Notice attached as Exhibits A and B to the Stipulation, respectively, and the proposed plan of dissemination of such documents, including the retention of Gilardi & Co. LLC as the Notice Administrator.

The Court further orders that:

3. Within 20 calendar days after the Court's entry of an order approving the notice forms and processes, MetLife shall cause its transfer agent to produce to the Notice Administrator in electronic searchable form a list of all persons who purchased or otherwise acquired MetLife common stock in the August 3, 2010 Offering, the March 4, 2011 Offering, and during the Class Period (the "Transfer List").

4. Within 15 calendar days of its receipt of the Transfer List (the "Notice Date"), the Notice Administrator shall send, by United States First-Class Mail, the agreed-upon Notice, substantially in the form attached hereto as Exhibit A, to each purchaser or acquirer identified on the Transfer List. For all Notices returned as undeliverable, the Notice Administrator shall use its best effort to locate updated addresses.

5. The Notice Administrator shall use reasonable effort to give notice to brokerage firms, banks, institutions, investment funds, investment companies, investment advisors, investment portfolios, mutual fund trusts, mutual investment funds, investment managers, and any other persons or entities who are or who claim to be nominees that purchased or otherwise acquired MetLife common stock in the August 3, 2010 Offering, the March 4, 2011 Offering, or during the Class Period, for the benefit of another person (the "Nominees List"). Such nominees shall be requested to either: (a) send the Notice to all such beneficial owners of MetLife common

stock within 10 calendar days of receipt of the Notice; or (b) send a list of the names and addresses of such beneficial owners to the Notice Administrator within 10 calendar days after receipt of the Notice or other communication from the Notice Administrator, in which case the Notice Administrator shall promptly mail the Notice to such beneficial owner. Upon full and timely compliance with these directions, such nominees may seek reimbursement from the Notice Administrator of their reasonable expenses actually incurred by providing the Notice Administrator with proper documentation supporting the expenses for which reimbursement is sought. Any disputes with respect to the reasonableness or documentation of expenses incurred shall be subject to review by the Court.

6. Within 10 calendar days after the Notice Date, the Notice Administrator shall: (1) cause the Summary Notice to be published on one occasion in *The Wall Street Journal* and posted in a press release over *BusinessWire*, a national newswire service; and (2) cause the Notice, relevant Court documents, procedural posture and frequently asked questions and answers to be posted to the case website [www.MetlifeSecuritiesLitigation.com](http://www.MetlifeSecuritiesLitigation.com). The Notice Administrator shall also take reasonable measures, including online targeted advertising as described in the Declaration of Michael Joaquin Regarding Notice Plan, attached as Exhibit C to the Motion, to maximize the number of relevant visitors to the Litigation website. Class Counsel shall cause the Notice, as well as a link to the Litigation website, to be available at [www.rgrdlaw.com](http://www.rgrdlaw.com).

7. The Notice and Summary Notice shall notify potential Class Members of the existence of this Litigation and direct them to the Litigation website, [www.MetlifeSecuritiesLitigation.com](http://www.MetlifeSecuritiesLitigation.com). The Litigation website will provide a link to the Notice, and case-related information and documents. Potential Class Members may also call a dedicated

toll-free telephone number established by the Notice Administrator to request a copy of the Notice.

8. The Notice shall provide an address for the purposes of receiving requests for exclusion from the Classes and requests for copies of the Notice. The Notice Administrator shall identify and number all exclusion requests received and create copies of those requests for counsel for all parties. The Notice Administrator shall provide via email weekly reports of exclusion requests received to counsel for all parties. The Notice Administrator will maintain original requests in its files.

9. Among other things, the case website and Notice shall describe the nature of the Litigation, set forth the definition of the Classes; state the Classes' claims and Defendants' denials, and disclose the right of Class Members to exclude themselves from the Classes, as well as the deadline and procedure for doing so, and warn of the binding effect on Class Members who do not exclude themselves. In addition, the Notice shall provide contact information for Class Counsel and include a toll-free telephone number.

10. The requests for exclusion from the Classes shall be made by submitting a written request for exclusion as set forth in the Notice and shall be postmarked within 45 calendar days after the Notice Date.

11. Within 15 calendar days following the deadline for requesting exclusion, the Notice Administrator shall submit a declaration to the Court setting forth its notification efforts and summarizing the exclusion requests that it received.

12. Within 15 calendar days following the deadline for requesting exclusion, Class Counsel shall file all written requests for exclusion (as set forth in the Notice, postmarked within 45 calendar days after the Notice Date) with the Court.

SO ORDERED

  
LEWIS A. KAPLAN, USDJ

6/17/19