

SUPERIOR COURT OF THE STATE OF CALIFORNIA  
COUNTY OF ORANGE

In re CERADYNE, INC. SHAREHOLDER LITIGATION	)	Lead Case No. 30-2012-00604001-CU-BT-CXC
	)	(Consolidated with
	)	Case No. 30-2012-00604931-CU-SL-CXC)
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This Document Relates To:	)	<u>CLASS ACTION</u>
ALL ACTIONS.	)	Assigned to: Judge Thierry P. Colaw
	)	DEPT: CX105
	)	DATE ACTION FILED: 10/09/12

**PROOF OF CLAIM**

**I. GENERAL INSTRUCTIONS**

1. All capitalized terms not otherwise defined shall have the same meanings as set forth in the Stipulation of Settlement dated June 14, 2017 and the Notice of Amendments to the Stipulation of Settlement dated June 14, 2017 (together, the "Stipulation"), which can be downloaded at [www.ceradyneshareholdersettlement.com](http://www.ceradyneshareholdersettlement.com).

2. To recover as a member of the Class based on your claims in the action entitled *In re Ceradyne, Inc. Shareholder Litigation*, Lead Case No. 30-2012-00604001-CU-BT-CXC (the "Action"), YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED PROOF OF CLAIM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, **ON OR BEFORE MARCH 1, 2018**, ADDRESSED AS FOLLOWS:

*Ceradyne Shareholder Litigation*  
Claims Administrator  
c/o Gilardi & Co. LLC  
P.O. Box 404041  
Louisville, KY 40233-4041

Online Submissions: [www.ceradyneshareholdersettlement.com](http://www.ceradyneshareholdersettlement.com)

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

4. If you are a member of the Class and you did not timely request exclusion in connection with the Settlement, you are bound by the terms of any judgment entered in the Action, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.

**II. DEFINITIONS**

1. "Class" means, for purposes of settlement only, all record and beneficial owners of Ceradyne common stock who received consideration for their shares in the sale of Ceradyne to 3M Company at the price of \$35.00 per share, pursuant to either the Tender Offer or the second step Merger. Excluded from the Class are the Defendants, their estates, Defendants' respective successors, heirs and assigns, Defendants' immediate family members, and any company, trust, or other entity in which a Defendant owned, or beneficially controlled or held, as of November 27, 2012, a fifty percent or more interest. Also excluded from the Class is any Person who exercised their appraisal rights under Section 262 of the General Corporation Law of the State of Delaware or who validly requests exclusion from the Class.

2. "Defendants" means Ceradyne, Inc. ("Ceradyne"), Joel P. Moskowitz, Richard A. Kertson, Richard A. Allegro, Frank Edelstein, Siegfried Müssig and Milton L. Lohr.

3. "Released Defendant Parties" means Defendants, 3M, and Citigroup Global Markets, individually and collectively, and any and all of their families, parent entities, subsidiaries, joint ventures and joint venturers, related or affiliated entities, controlling or managing persons or entities, associates, investors, affiliates or subsidiaries and each and all of their past, present, or future officers, directors, managing directors, stockholders, employees, attorneys, financial or investment advisors, principals, insurers, excess insurers and reinsurers, consultants, accountants and auditors, investment banks and bankers, commercial banks and bankers, entities providing fairness opinions, brokers, dealers, underwriters, analysts, engineers, advisors or agents, spouses, heirs, executors, assigns, trustees, general or limited partners or partnerships, limited liability companies, members, personal or legal representatives, estates, administrators, and each of their respective predecessors, successors, and assigns, and investment funds that any of the Defendants, 3M or Citigroup Global Markets managed or advised and such funds' respective affiliates, predecessors, and successors, whether or not served with process and whether or not such person appeared or was named as a defendant in the Action.

4. "Released Plaintiffs' Claims" means any and all manner of claims (including Unknown Claims as defined in Paragraph 1.27 of the Stipulation), which have been or could have been asserted by Plaintiffs or any other Class Member in his, her, or its capacity as a shareholder of Ceradyne against the Released Defendant Parties, and that arise out of or relate to, the Action or the Transaction. Released Plaintiffs' Claims, however, are limited to claims based on a Plaintiff's or Class Member's status as a shareholder of Ceradyne. Non-shareholder claims include, but are not limited to, product liability, employee, contract or vendor claims. For example, if a Class Member sold copy paper or performed a service for any Defendant or Released Defendant Party, those claims would not be released. Released Plaintiffs' Claims also do not include any claims to enforce the Stipulation.

### III. CLAIMANT IDENTIFICATION

If you held Ceradyne common stock and received consideration for your shares in the sale of Ceradyne to 3M Company at the price of \$35.00 per share, use Part I of this form entitled "Claimant Identification" to list the claimant name, mailing address, and account information if relevant (such as for a claim submitted on behalf of an IRA, Trust, or estate account). Please list the most current claimant or account name as you would like the information to appear on the check if eligible for payment. Please also provide a telephone number and/or e-mail address, as the Claims Administrator may need to contact you with questions about the claim submitted. If your Claimant Identification information changes, please notify the Claims Administrator in writing at the address above.

All joint purchasers must sign this 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 or other documents which provide you with authority to submit the claim. Please also indicate your representative capacity under your signature on page 4 of this Proof of Claim.

### IV. CLAIM FORM

Use Part II of this form entitled "Schedule of Transactions in Ceradyne Common Stock" to provide the number of shares of Ceradyne common stock you held and received consideration for in the sale of Ceradyne to 3M Company at the price of \$35.00 per share.

**Broker confirmations or other documents verifying the number of shares of Ceradyne common stock you received consideration for in the sale of Ceradyne to 3M Company at the price of \$35.00 per share, should be attached to your claim. Failure to do so could delay verification of your claim or result in rejection of your claim.**

Must Be Postmarked (if Mailed)  
or Received (if Submitted Online)  
No Later Than March 1, 2018

**CDY**

Official  
Office  
Use  
Only

SUPERIOR COURT OF THE STATE OF CALIFORNIA  
COUNTY OF ORANGE

*In re Ceradyne, Inc. Shareholder Litigation,*  
Lead Case No. 30-2012-00604001-CU-BT-CXC

**PROOF OF CLAIM**

Please Type or Print in the Boxes Below  
Do NOT use Red Ink, Pencil, or Staples

**PART I: CLAIMANT IDENTIFICATION**

Last Name	M.I.	First Name
<input type="text"/>	<input type="text"/>	<input type="text"/>
Last Name (Co-Beneficial Owner)	M.I.	First Name (Co-Beneficial Owner)
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="radio"/> IRA <input type="radio"/> Joint Tenancy <input type="radio"/> Employee <input type="radio"/> Individual <input type="radio"/> Other _____ (specify)		
Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA		
<input type="text"/>		
Trustee/Asset Manager/Nominee/Record Owner's Name (If Different from Beneficial Owner Listed Above)		
<input type="text"/>		
Account#/Fund# (Not Necessary for Individual Filers)		
<input type="text"/>		

Last Four Digits of Social Security Number	or	Taxpayer Identification Number
<input type="text"/>		<input type="text"/>
Telephone Number (Primary Daytime)		Telephone Number (Alternate)
<input type="text"/>		<input type="text"/>
Email Address		
<input type="text"/>		

**MAILING INFORMATION**

Address		
<input type="text"/>		
Address		
<input type="text"/>		
City	State	Zip Code
<input type="text"/>	<input type="text"/>	<input type="text"/>
Foreign Province	Foreign Postal Code	Foreign Country Name/Abbreviation
<input type="text"/>	<input type="text"/>	<input type="text"/>

FOR CLAIMS PROCESSING ONLY	OB <input type="text"/>	CB <input type="text"/>	<input type="radio"/> ATP <input type="radio"/> KE <input type="radio"/> ICI	<input type="radio"/> BE <input type="radio"/> DR <input type="radio"/> EM	<input type="radio"/> FL <input type="radio"/> ME <input type="radio"/> ND	<input type="radio"/> OP <input type="radio"/> RE <input type="radio"/> SH	MM / DD / YYYY	FOR CLAIMS PROCESSING ONLY
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PART II. SCHEDULE OF TRANSACTIONS IN CERADYNE COMMON STOCK

A. Number of shares of Ceradyne common stock you held and received consideration for in the sale of Ceradyne to 3M Company at the price of \$35.00 per share:

Grid for entering the number of shares.

Proof Enclosed? Y N

Broker confirmations or other documents verifying the number of shares of Ceradyne common stock you received consideration for in the sale of Ceradyne to 3M Company at the price of \$35.00 per share, should be attached to your claim.

V. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

1. I (We) submit this Proof of Claim under the terms of the Stipulation described in the Notice. I (We) also submit to the jurisdiction of the Superior Court of the State of California, County of Orange, with respect to my (our) claim as a Class Member.

2. I (We) will fully and completely satisfy, finally and forever settle, release and discharge from, and covenant not to sue with respect to, the Released Plaintiffs' Claims as to each and all of the Released Defendant Parties.

3. 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.

4. I (We) hereby warrant and represent that I (we) have included information about all of my (our) holdings in Ceradyne common stock requested in this Proof of Claim.

I (We) declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed this \_\_\_\_\_ day of \_\_\_\_\_ in \_\_\_\_\_ (Month/Year) (City/State/Country)

(Sign your name here)

(Sign your name here)

(Type or print your name here)

(Type or print your name here)

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

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

Reminder Checklist:

- 1. Please sign the above declaration.
2. If this claim is being made on behalf of Joint Claimants, then both must sign.
3. Remember to attach copies of supporting documentation.
4. Do not send originals of certificates or other documentation as they will not be returned.
5. Keep a copy of your Proof of Claim and all supporting documentation for your records.
6. If you desire an acknowledgment of receipt of your Proof of Claim, please send it Certified Mail, Return Receipt Requested.
7. If you move, please send your new address to the address below.
8. Do not use red pen or highlighter on the Proof of Claim or supporting documentation.

THIS PROOF OF CLAIM MUST BE POSTMARKED (IF MAILED) OR RECEIVED (IF SUBMITTED ONLINE) NO LATER THAN MARCH 1, 2018, ADDRESSED AS FOLLOWS:

Ceradyne Shareholder Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 404041
Louisville, KY 40233-4041
www.ceradyneshareholdersettlement.com

