

Court File No. CV-12-447546-00CP

**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE
JUSTICE PERELL

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Monday, THE 13th DAY
OF May, 2013

BETWEEN:

FRANK TUCCI

Plaintiff

- and -

SMART TECHNOLOGIES INC., APAX PARTNERS L.P., APAX PARTNERS EUROPE
MANAGERS LTD., SCHOOL S.A.R.L., INTEL CORPORATION, DAVID A. MARTIN,
NANCY L. KNOWLTON, SALIM NATHOO, ARVIND SODHANI, MICHAEL J.
MUELLER, ROBERT C. HAGERTY and G.A. (DREW) FITCH

Defendants



Proceeding under the *Class Proceedings Act, 1992*

ORDER

THIS MOTION, made by the Plaintiff for an Order, *inter alia*, approving the form of notices of the settlement approval hearing and their method of dissemination, was heard in writing at Toronto, Ontario, and

ON READING the materials filed, including the Stipulation and Agreement of Settlement of Class Actions dated April 30, 2013 between the parties (the "Settlement Agreement"), attached hereto as **Schedule "A"**, and on hearing the submissions of counsel for the Plaintiff and counsel for the Defendants,

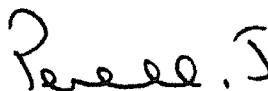
1. **THIS COURT DECLARES** that, except as otherwise stated, this Order incorporates and adopts the definitions set forth in the Settlement Agreement.
2. **THIS COURT ORDERS** that the form and content of the Notice, substantially in the form attached hereto as **Exhibit 1**, is hereby approved.
3. **THIS COURT ORDERS** that the Proof of Claim Form, substantially in the form attached hereto as **Exhibit 2**, is hereby approved.
4. **THIS COURT ORDERS** that the form and content of the Summary Notice, substantially in the form attached hereto as **Exhibit 3** (together with the Notice, the "Approval Notices"), is hereby approved.
5. **THIS COURT ORDERS** that within 7 business days of the granting of the U.S. Preliminary Approval Order, SMART and the Canadian Underwriters (on a best efforts basis) shall provide or cause to be provided to the Claims Administrator (at no cost to the Settlement Fund, U.S. Lead Counsel, Canadian Class Counsel, or the Claims Administrator) their security holder lists consisting of names and addresses of purchasers of SMART common stock from the Canadian Underwriters between July 15 and 20, 2010 in an electronic form suitable to the Claims Administrator.
6. **THIS COURT ORDERS** that the Approval Notices and the Proof of Claim Form shall be disseminated as follows:
 - a. On a date to be fixed which date shall fall not more than 21 days after the date on which the dates for both the Canadian Settlement Hearing and the U.S. Settlement Hearing have been fixed (the "Notice Date"), the Claims Administrator shall cause the Notice and Proof of Claim Form to be sent directly by regular mail to all

persons identified in the records of SMART and the Canadian Underwriters identified pursuant to para 5 above;

- b. Not later than 10 days after the Notice Date, the Summary Notice shall be published once in *Investors' Business Daily* and once in the Report on Business Section of the *Globe and Mail*;
 - c. Not later than 10 days after the Notice Date, the Summary Notice shall be disseminated electronically on *PR Newswire* as a press release;
 - d. On or before the Notice Date, the Notice and Proof of Claim Form shall be posted on Canadian Class Counsel's website at www.classaction.ca and the website maintained by the Claims Administrator at www.SMARTTechnologiesShareholderLitigation.com; and
 - e. On or after the Notice date, the Claims Administrator shall provide the Notice and Proof of Claim Form to any person who requests it.
7. **THIS COURT ORDERS** that a person who would otherwise be a Canadian Class Member may opt out in accordance with the directions contained in the Notice and that such persons who do opt-out in accordance with the directions contained in the Notice shall have opted out of the Canadian Class for all purposes.
8. **THIS COURT ORDERS** that any Class Member who opts out of the U.S. Settlement Class shall be deemed to have opted out of the Canadian Class to the extent such person would otherwise be a member of the Canadian Class.

9. **THIS COURT ORDERS** that the deadline by which a request to opt out of the Canadian Class must be received by the Claims Administrator in order to be effective shall be the date 45 days from the Notice Date.
10. **THIS COURT ORDERS** that a Canadian Class Member may file a claim by submitting a duly completed Proof of Claim Form in accordance with the directions contained in the Notice.
11. **THIS COURT ORDERS** that the date by which Proof of Claim Forms submitted by Canadian Class Members must be postmarked or received by the Claims Administrator shall be the date 120 days from the Notice Date, unless the Court otherwise orders.
12. **THIS COURT ORDERS** that Class Members who wish to file with the Court an objection to or comment on the proposed Settlement, the proposed Plan of Allocation, or the approval of legal fees or expenses may deliver a written statement to Canadian Class Counsel in accordance with the directions contained in the Notice.
13. **THIS COURT ORDERS** that the deadline by which any such written objection to or comment on the proposed Settlement, the proposed Plan of Allocation, or the approval of legal fees or expenses must be received by Canadian Class Counsel in order to be considered by the Court shall be the date 45 days from the Notice Date.
14. **THIS COURT ORDERS** that the hearing of the Canadian Settlement Hearing shall take place on a date to be fixed.
15. **THIS COURT ORDERS** that Canadian Class Counsel shall, at or before the hearing of the Canadian Settlement Hearing, file with the Court proof of the dissemination and publication of the Approval Notices in accordance with this Order.

16. **THIS COURT ORDERS** that Rust Consulting, Inc. be and hereby is appointed the Claims Administrator.



THE HONOURABLE JUSTICE PERELL

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

MAY 13 2013

AS DOCUMENT NO.
À TITRE DE DOCUMENT NO.:

PER / PAR

