

UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA

PLYMOUTH COUNTY RETIREMENT)	Case No. 0:18-cv-00871-MJD-HB
SYSTEM, Individually and on Behalf of)	
All Others Similarly Situated,)	
Plaintiffs,)	ORDER GRANTING CLASS
vs.)	REPRESENTATIVES' UNOPPOSED
PATTERSON COMPANIES, INC., et al.,)	MOTION TO APPROVE THE FORM
Defendants.)	AND MANNER OF CLASS NOTICE
_____)	

WHEREAS, the Amended Class Action Complaint (the “Complaint”) was filed in the above-captioned action (the “Action”) on November 9, 2018;

WHEREAS, by Order dated September 28, 2020, the Court certified the Action to proceed as a class action on behalf of a class consisting of all person or entities who purchased or otherwise acquired Patterson Companies, Inc., common stock between June 26, 2013 and February 28, 2018, inclusive;¹

WHEREAS, Plymouth County Retirement System, Pembroke Pines Fund for Firefighters and Police Officers, Central Laborers Pension Plan, and Gwinnett County Public Employees Retirement System (collectively, the “Class Representatives”) have

¹ Excluded from the Class are Defendants, the officers and directors of Patterson at all relevant times, members of their immediate families, and their legal representatives, heirs, agents, affiliates, successors or assigns, Defendants’ liability insurance carriers, and any affiliates or subsidiaries thereof, and any entity in which Defendants or their immediate families have or had a controlling interest.

moved the Court, pursuant to Rule 23(c)(2)(B) of the Federal Rules of Civil Procedure, for an Order approving the proposed form and content of the Notice of Pendency of Class Action (the “Notice”) and the Summary Notice of Pendency of Class Action (the “Summary Notice” and together with the Notice, the “Notices”) to be disseminated to the Class as well as the proposed method for dissemination of these Notices;

WHEREAS, Defendants do not oppose the Class Representatives’ motion; and

WHEREAS, the Court has reviewed the Notices submitted by the Class Representatives and has found good cause for entering the following Order.

NOW, THEREFORE, IT IS HEREBY ORDERED that:

1. The Court approves the form, substance, and content of the Notices.
2. The proposed form and content of the Notices meet the requirements of Rule 23(c)(2)(B) of the Federal Rules of Civil Procedure – as they clearly and concisely state in plain and easily understood language, the nature of the action, the definition of the class certified, the class claims, issues or defenses, that a Class Member may enter an appearance through an attorney if the member so desires, that the Court will exclude from the Class any member who requests exclusion, the time and manner for requesting exclusion, and the binding effect of a class judgment on Class Members under Rule 23(c)(3) of the Federal Rules of Civil Procedure. The Notice and Summary Notice, and the method and schedule set forth below for notifying the Class of the pendency of the Action as a class action, meet the requirements of Rule 23 and due process, constitute the best notice practicable under the circumstances and shall constitute due and sufficient notice to all persons and entities entitled thereto.

3. Lead Counsel is hereby authorized to retain Gilardi & Co., LLC (the “Notice Administrator”) to supervise and administer the notice procedure as more fully set forth below. Notice shall be provided by Lead Counsel as follows:

(a) not later than ten (10) calendar days after entry of this Order, Patterson shall provide or cause to be provided to the Notice Administrator shareholder records in its possession or under its control (consisting of the shareholder names and addresses) in electronic form identifying persons or entities who purchased or acquired Patterson common stock in their own name during the period of June 26, 2013 up to and including February 28, 2018 (the “Class Period”). Patterson shall also obtain from its proxy solicitor a list reflecting the names and addresses of banks, brokers, and other nominees that purchased or acquired Patterson common stock in street name during the Class Period, which list shall be provided in electronic form to the Notice Administrator not later than ten (10) calendar days after entry of this Order;

(b) not later than twenty-five (25) calendar days after the date of entry of this Order (the “Notice Date”), the Notice Administrator shall cause a copy of the Notice, substantially in the form attached as Exhibit 1 to the Class Representatives’ Motion, to be mailed by first-class mail to potential Class Members at the addresses set forth in the records provided or caused to be provided by Patterson pursuant to paragraph 3(a) above, or who otherwise may be identified through further reasonable effort;

(c) contemporaneously with the mailing of the Notice, the Notice Administrator shall establish a toll-free number dedicated to the litigation to address Class Member inquiries, and cause a copy of the Notice and the Summary Notice to be posted

on a website to be developed (www.pattersonsecuritiesclassaction.com), from which copies of the Notice and other relevant Court documents can be viewed and downloaded, and answers to frequently asked questions can be found; and

(d) not later than seven (7) calendar days after the Notice Date, the Notice Administrator shall cause the Summary Notice, substantially in the form attached as Exhibit 2 to the Class Representatives' Motion, to be published once in *Investor's Business Daily* and to be transmitted once over the *PR Newswire*.

4. Brokers and other nominees who purchased or otherwise acquired Patterson common stock during the Class Period for the beneficial interest of another person or entity shall (a) within seven (7) calendar days of receipt of the Notice, request from the Notice Administrator sufficient copies of the Notice to forward to all such beneficial owners and within seven (7) calendar days of receipt of those Notices forward them to all such beneficial owners; or (b) within seven (7) calendar days of receipt of the Notice, provide a list of the names and addresses of all such beneficial owners to the Notice Administrator and the Notice Administrator is ordered to promptly send the Notice to such identified beneficial owners. Nominees who elect to send the Notice to their beneficial owners shall send a statement to the Notice Administrator confirming that the mailing was made and shall retain their mailing records for use in connection with any further notices that may be provided in the Action. Upon full compliance with this Order, such nominees may seek reimbursement of their reasonable expenses actually incurred in complying with this Order 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.

5. Class Members shall be bound by all determinations and judgments in this Action, whether favorable or unfavorable, unless such persons and entities request exclusion from the Class in a timely and proper manner, as hereinafter provided. A Class Member wishing to make such a request for exclusion shall mail the request in written form by first class mail, postmarked no later than sixty (60) calendar days after the Notice Date, to the address designated in the Notice. Such request for exclusion shall clearly state that the Class Member “requests exclusion from the Class in *Plymouth County Retirement System v. Patterson Companies, Inc.*, Case No. 18-cv-00871-MJD-HB (D. Minn.)” and must (i) state the name, address and telephone number of the person or entity requesting exclusion; (ii) identify all of your transactions in Patterson common stock during the period June 26, 2013 up through and including February 28, 2018; and (iii) be signed by the person or entity requesting exclusion or an authorized representative accompanied by proof of authorization. The request for exclusion shall not be effective unless it provides the required information and is made within the time stated above, or the exclusion is otherwise accepted by the Court.

6. Any Class Member who retains separate counsel in connection with this matter must enter an appearance pursuant to Rule 23(c)(2) of the Federal Rules of Civil Procedure, as set out in the Notice, no later than sixty (60) calendar days after the Notice Date. Class members who retain separate counsel do so at their own expense.

7. Within fifteen (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 providing a list of all persons and entities who have requested exclusion from the Class.

8. This Order may be modified by the Court upon motion by any party, for good cause shown.

9. This Order and related Notices are not intended to affect any party's right to assert any properly preserved claim, defense or other issue, even if such a claim, defense or issue is not specifically identified in the Notices.

DATED: May 25, 2021

SO ORDERED:

s/Michael J. Davis

HONORABLE MICHAEL J. DAVIS
UNITED STATES DISTRICT COURT