

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

LABORERS' LOCAL #231 PENSION
FUND, Individually and on Behalf of All
Others Similarly Situated,

Plaintiff,

v.

RORY J. COWAN, *et al.*,

Defendants.

C.A. No. 1:17-cv-00478-CFC

CLASS ACTION

**LEAD PLAINTIFF'S UNOPPOSED MOTION TO APPROVE THE FORM AND
MANNER OF CLASS NOTICE AND NOTICE PLAN**

Lead Plaintiff and Class Representative Laborers' Local #231 Pension Fund, individually and on behalf of all others similarly situated ("Lead Plaintiff") moves the Court for approval of the form of the Notice of Pendency of Class Action (the "Notice") (attached as Exhibit A) and the method of notice (the "Notice Plan") (attached as Exhibit B) (the "Unopposed Motion"). Defendants Rory J. Cowan, Edward A. Blechschmidt, Michael G. Dallas, Guy L. de Chazal, Susan Jane Kantor, Paul A. Kavanaugh, Jack Noonan, James A. Quella, Claude P. Sheer, Marc Litz, H.I.G. Capital L.L.C., and LBT Acquisition, Inc. (collectively, the "Defendants" and with Lead Plaintiff, the "Parties") do not oppose the motion and entry of the form of order concurrently filed herewith. In support of this Unopposed Motion, Lead Plaintiff states as follows:

1. On October 5, 2018, the Court certified this action as a Class Action (D.I. 81);
2. The Parties have exchanged drafts of a form of notice and have agreed on the Notice and the Notice Plan;

3. Lionbridge Technologies, Inc. (“Lionbridge”) shall produce records sufficient to show the record holders of Lionbridge common stock as of the close of business on January 27, 2017 within 14 business days of the date of entry of an Order granting this Motion;

4. The Parties agree and submit that the Notice and the Notice Plan comply with the requirements of due process and with Rule 23 of the Federal Rules of Civil Procedure; and

5. The enclosed form of Notice does not provide a specific deadline for exclusion requests to be filed. The deadline, which will be indicated in the final Notice, will be 45 calendar days after the date the Notice is mailed.

WHEREFORE, pursuant to Rule 23 of the Federal Rules of Civil Procedure, Lead Plaintiff requests that the Notice and the Notice Plan be approved by the Court.

ANDREWS & SPRINGER LLC

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Dated: October 26, 2018

/s/ David M. Sborz

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Delaware Counsel for Plaintiff

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

LABORERS' LOCAL #231 PENSION
FUND, Individually and on Behalf of All
Others Similarly Situated,

Plaintiff,

v.

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Defendants.

C.A. No. 1:17-cv-00478-CFC

CLASS ACTION

NOTICE OF PENDENCY OF CLASS ACTION

TO: ALL HOLDERS OF LIONBRIDGE TECHNOLOGIES, INC. COMMON
STOCK AS OF THE CLOSE OF BUSINESS ON JANUARY 27, 2017

**PLEASE READ THIS ENTIRE NOTICE CAREFULLY. YOU MAY BE A
MEMBER OF THE CLASS DESCRIBED HEREIN. AS SUCH, YOUR RIGHTS
MAY BE AFFECTED BY A PENDING LAWSUIT.**

This is an important legal notice sent to you by order of the United States District Court for the District of Delaware (referred to as the "District Court"). This Notice is sent to inform you: (1) that this action is pending before the Honorable Judge Colm F. Connolly; (2) that the District Court has determined that this action may proceed as a class action; (3) how this action may affect your legal rights; and (4) the steps you may take in relation to the action. This notice is not an expression by the District Court of any opinion regarding the merits of any of the claims or defenses asserted by the parties.

1. What Is This Notice And Why Is It Important?

The District Court has certified this lawsuit as a class action. A class action is a lawsuit in which one or more individual(s) and/or entity(ies) sue an individual(s) and/or other entity on behalf of all other people and/or entities who are allegedly in a similar

position. Collectively, the people and/or entities bringing the lawsuit are referred to as a “Class” and individually as “Class Members.” In a class action, the court proceeding resolves certain issues, legal claims and/or defenses for all Class Members in one lawsuit, except for those who ask to be excluded from the Class (as discussed below). If you held Lionbridge Technologies, Inc. (referred to as “Lionbridge”) common stock as of the close of business on January 27, 2017 and were entitled to vote on the merger of Lionbridge and LBT Merger Sub, Inc. (referred to as the “Merger”), you may be a Class Member, and if so, this lawsuit will affect your legal rights. ***Please read this entire notice carefully.***

2. What Is This Lawsuit About?

On April 27, 2017, an action entitled *Laborers’ Local #231 Pension Fund v. Cowan, et al.*, Case No. 1:17-cv-00478-CFC was filed in the District Court. The District Court appointed Laborers’ Local #231 Pension Fund as Lead Plaintiff and then certified it as the Class Representative. Lead Plaintiff alleges in its Second Amended Complaint for Violation of the Federal Securities Laws, filed on May 11, 2018 (the “Complaint”) that the members of Lionbridge’s board of directors (Rory J. Cowan, Edward A. Blechschmidt, Michael G. Dallas, Guy L. de Chazal, Susan Jane Kantor, Paul A. Kavanaugh, Jack Noonan, James A. Quella and Claude P. Sheer, referred to as the “Director Defendants”) and certain of its officers (Chief Financial Officer Marc Litz, in addition to Chief Executive Officer Rory J. Cowan, referred to as the “Officer Defendants”), as well as H.I.G. Capital LLC and LBT Acquisition, Inc. (referred to as the “HIG Defendants,” and together with the Director Defendants and the Officer Defendants, “Defendants”) are liable because the proxy statement recommending the acquisition of Lionbridge by the HIG Defendants, which Defendants disseminated (and/or controlled a person who disseminated), materially

misled Lionbridge shareholders in violation of §§14(a) and 20(a) of the Securities Exchange Act of 1934 and SEC Rule 14a-9 promulgated thereunder.

Defendants moved to dismiss Lead Plaintiff's Complaint, and the District Court granted, in part, and denied, in part, that motion on July 2, 2018. The remaining issues in this action include whether or not the Defendants materially misled shareholders by representing in the proxy statement that Lionbridge's directors considered the fairness opinion issued by their financial advisor to be a positive reason supporting the directors' decision to approve the Merger, without disclosing to shareholders that the financial projections on which the financial advisor based that opinion did not reflect any future acquisitions and, if so, whether the members of the Class suffered damages as a result of that materially misleading proxy statement. Defendants deny all of the claims asserted in the action, and deny any liability to any members of the Class.

The District Court has not ruled on the merits of Lead Plaintiff's claims or Defendants' defenses. The litigation remains ongoing. Please note that this Notice does not describe all claims and defenses asserted by the parties. The section entitled "How Do I Find Out More About This Lawsuit?" describes the process by which you can obtain additional information.

If you held Lionbridge common stock as of the close of business on January 27, 2017 and were entitled to vote on the Merger, you may be a Class Member, and if so, this lawsuit will affect your legal rights to sue defendants now and in the future. ***Please read this entire notice carefully to decide what to do.***

On October 5, 2018, the District Court certified claims in this lawsuit for class action treatment to be pursued by Lead Plaintiff and Class Representative on behalf of all holders of Lionbridge common stock as of the close of business on the record date, January

27, 2017, who were entitled to vote on the Merger, and suffered loss as a result of Defendants' violations of §§14(a) and 20(a) of the Securities Exchange Act of 1934 in connection with the Merger. Excluded from the Class are Defendants, the officers and directors of Lionbridge at all relevant times, members of their immediate families and their legal representatives, heirs, successors, or assignees, and any entity in which Defendants have or had a controlling interest. The District Court's order certifying the Class does not guarantee that Class Members will receive money or benefits; that will be decided later in the lawsuit. In certifying this case as a class action, the District Court made no decision as to the merits of Lead Plaintiff's or the Class's claims or Defendants' defenses.

Please note that the District Court's order certifying the Class may later be changed after the parties exchange evidence and the District Court rules on various legal matters. Unless the District Court rescinds its order certifying the Class, all orders of this District Court, whether favorable or not to the Class, will be binding on any Class Members who do not opt out or exclude themselves. *See* p. __ for further discussion. This includes any judgments entered by the District Court, whether or not favorable to the Class, which will be binding on all Class Members who do not exclude themselves.

3. How Do I Know If I am a Class Member?

According to the District Court's order, you are a Class Member if you fit this description:

all holders of Lionbridge common stock on the record date, January 27, 2017, who were entitled to vote on the Merger and suffered loss as a result of Defendants' violations of §§14(a) and 20(a) of the Securities Exchange Act of 1934 in connection with the Merger. Excluded from the Class are Defendants, the officers and directors of Lionbridge at all relevant times, members of their immediate families and their legal representatives, heirs, successors, or assignees, and any entity in which Defendants have or had a controlling interest.

If you are a Class Member, you must decide either to stay in this lawsuit or exclude yourself, as described below. You may enter an appearance through your own attorney at your own expense if you so desire. If you are a legal representative for a deceased's estate or an individual who is no longer in charge of his or her own financial matters, and you believe they fall within this definition, read this Notice carefully to decide what steps to take on their behalf.

4. If I Am A Class Member, What Are My Options?

If you are a Class Member, you have a right to stay in the case as a Class Member or be excluded from the lawsuit. You have to decide this very soon.

Option 1. Do Nothing. Stay In The Lawsuit.

You have the right to stay in the lawsuit as a Class Member and await the outcome of the case. You need to do nothing if you wish to remain in this lawsuit. It will cost you nothing. If you decide to stay in the lawsuit as a Class Member, you will be bound by all orders, judgments, and decisions of the District Court whether favorable or unfavorable to you or the Class. At the end of the case, you may receive money or other benefits as may be awarded as a result of a trial or as a result of a settlement reached between Lead Plaintiff and Defendants, or you may receive nothing. You do not need to do anything to keep open the possibility of getting money or benefits from the lawsuit.

If you stay in the case, Lead Plaintiff will pursue the claims and remedies on your behalf. There is no guarantee that Lead Plaintiff will be successful with its claims and/or win the lawsuit at trial or earlier or later. If the Class is awarded money or benefits, you will be notified about how to make a claim for your share, if any.

The District Court has appointed Lead Plaintiff Laborers' Local #231 Pension Fund to be Class Representative and provide evidence on behalf of you and other Class

Members. The District Court has also appointed the following law firm as Class Counsel for those Class Members who stay in the lawsuit:

ROBBINS GELLER RUDMAN
& DOWD LLP
655 West Broadway, Suite 1900
San Diego, CA 92101
www.rgrdlaw.com

More information is available about Class Counsel on the website listed above.

In the event that Lead Plaintiff is successful through trial or settlement, Class Counsel will seek attorneys' fees and expenses. You will not be personally responsible for any fees, costs, or expenses of Class Counsel relating to the prosecution of this lawsuit.

Please keep in mind that if you do nothing now and stay in the lawsuit, you will give up your rights to sue Defendants separately in another lawsuit regarding legal claims that are, or could have been, part of this lawsuit (described below), and your rights to recover in other lawsuits involving Defendants may be impacted. You also may forego your right to pursue claims based on alternative legal theories in favor of the theories being pursued in this case. You waive your right to bring a separate lawsuit if you do not exclude yourself from this case. If you stay in the case, you will be legally bound by all of the orders that the District Court issues in this case, including final judgment.

Option 2. Exclude Yourself From The Lawsuit.

Alternatively, you have the right to not be part of this lawsuit by excluding yourself or "opting out" of the Class. If you wish to exclude yourself, you must do so on or before _____, as described below. If you exclude yourself from the Class, you give up your right to receive any money or other benefits awarded in this case, and you will not be bound by any judgments or other orders of the District Court whether favorable or unfavorable to you and/or the Class. Additionally, if you exclude yourself from the Class, you will keep

your rights, if any, to sue Defendants separately in another lawsuit and bring the same legal claims that are part of this lawsuit. If you wish to pursue your own lawsuit, you will need to exclude yourself and hire and pay your own lawyer. If you choose this option, you should be aware that your claims may be subject to a statute of limitations which sets a deadline for filing the lawsuit within a certain period of time.

5. How Do I Exclude Myself from the Class?

To exclude yourself from this lawsuit and/or preserve your right to bring a separate case, you must make a request to be excluded in writing and mail it to:

Lionbridge Technologies, Inc. Securities Litigation
c/o Gilardi & Co. LLC
3301 Kerner Blvd.
San Rafael, CA 94901

All requests for exclusion must be postmarked on or before _____.

Your request for exclusion *must* contain:

1. The name of the lawsuit (*Laborers' Local #231 Pension Fund v. Cowan, et al.*);
2. Your full name;
3. Your current address;
4. A clear statement that you wish to be excluded such as: **"I request exclusion from the Class"**;
5. The number of Lionbridge common shares you held as of the close of business on January 27, 2017; and
6. Your signature.

Class Counsel will file your request for exclusion with the District Court. If you are signing on behalf of a Class Member (such as an estate or incompetent person), as a legal representative, please include your full name and the basis for your authority.

IF YOU DO NOT EXCLUDE YOURSELF BY THE DEADLINE ABOVE, YOU WILL REMAIN PART OF THE CLASS AND BE BOUND BY THE ORDERS OF THE DISTRICT COURT IN THIS LAWSUIT, INCLUDING FINAL JUDGMENT, WHETHER OR NOT IT IS FAVORABLE TO LEAD PLAINTIFF AND YOU.

6. How Do I Find Out More About This Lawsuit?

If you have any questions about the lawsuit or any matter raised in this notice, please contact Gilardi & Co. LLC at www._____.com or toll free at 1 (____) ____-____.

You may also contact Class Counsel through their website, listed above.

Complete copies of the documents filed in these lawsuits may be examined and copied at any time during regular office hours at the Clerk of the Court, United States District Court for the District of Delaware, located at 844 North King Street, Unit 18, Wilmington, Delaware 19801-3570 or for a fee at www.pacer.gov.

PLEASE DO NOT TELEPHONE OR CONTACT THE COURT OR THE CLERK OF THE COURT REGARDING THIS NOTICE.

DATED: _____, 2018

OF

BY ORDER OF THE UNITED STATES
DISTRICT COURT FOR THE DISTRICT

DELAWARE

EXHIBIT B

**IN THE UNITED STATES DISTRICT COURT
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FUND, Individually and on Behalf of All
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CLASS ACTION

NOTICE PLAN

Notice will issue in the following manner:

1. The firm of Gilardi & Co. LLC (“Notice Administrator”) is appointed and authorized to supervise and administer the notice procedure.
2. The Notice Administrator shall compile a list of names and addresses of the record holders of Lionbridge Technologies, Inc. (“Lionbridge”) common stock as of January 27, 2017, that Lionbridge will have provided.
3. The Notice Administrator shall, not later than twenty-one (21) calendar days from receipt of the Lionbridge stock ownership records, send through the United States mail, by first class mail, the form of Notice, substantially in the form attached as Exhibit A to the Motion, to each record holder identified on the list (the date on which this mailing is postmarked, the “Notice Date”).
4. Brokerage firms, banks, institutions, investment funds, investment companies, investment advisors, investment portfolios, mutual fund trusts, mutual investment funds, investment managers, and any other Persons who are or who claim to be nominees that held Lionbridge common stock for the benefit of another person on January

27, 2017 shall be requested to: (a) send the Notice to all such beneficial owners of Lionbridge common stock within ten (10) calendar days after receipt thereof; or (b) send a list of the names and addresses of such beneficial owners to the Notice Administrator within ten (10) calendar days thereof, in which case the Notice Administrator shall promptly mail the Notice to such beneficial owners.

5. The Notice Administrator shall cause to be published on one occasion in the national edition of *Investor's Business Daily* and over the *Business Wire* the Notice, substantially in the form attached as Exhibit A to the Motion, not later than fourteen (14) days after the mailing of the Notice, which will give those who did not receive such Notice an opportunity to request it and to protect their rights in this action.

6. The Notice shall provide an address for the purpose of receiving requests for exclusion from the Class. After the period allowed for Class members to request exclusion has expired, Class Counsel shall promptly file all such requests for exclusion and serve copies of the same on all parties.

7. The deadline for exclusion from the Class shall be 45 calendar days after the Notice Date.

8. The costs of the notice process shall be borne by Class Counsel.

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CLASS ACTION

**[PROPOSED] ORDER GRANTING THE FORM AND MANNER OF CLASS
NOTICE AND NOTICE PLAN**

This matter comes before the Court on Lead Plaintiff's Unopposed Motion to Approve the Form and Manner of Class Notice and Notice Plan (the "Unopposed Motion").

Upon consideration of the Unopposed Motion, the papers submitted in support and good cause appearing therefor, IT IS HEREBY ORDERED that the Unopposed Motion is GRANTED. Lead Plaintiff and Class Representative Laborers' Local #231 Pension Fund is to provide notice to the Class in substantially the form as submitted as Exhibit A to the Motion and in accordance with the Notice Plan submitted as Exhibit B to the Motion.

* * *

ORDER

IT IS SO ORDERED

DATED: _____

THE HONORABLE COLM F. CONNOLLY
UNITED STATES DISTRICT JUDGE