

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

IN RE HD SUPPLY HOLDINGS, INC.) DERIVATIVE LITIGATION)	Lead Case No.: 1:17-cv-02977-MLB (Derivative Action)
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NOTICE OF PROPOSED SETTLEMENT

TO: ALL RECORD SHAREHOLDERS OF THE COMMON STOCK OF HD SUPPLY HOLDINGS, INC. ("HD SUPPLY" OR THE "COMPANY") AS OF DECEMBER 4, 2020.

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. THIS NOTICE RELATES TO A PROPOSED SETTLEMENT AND DISMISSAL OF SHAREHOLDER DERIVATIVE LITIGATION AND CONTAINS IMPORTANT INFORMATION REGARDING YOUR RIGHTS. YOUR RIGHTS MAY BE AFFECTED BY THESE LEGAL PROCEEDINGS. IF THE COURT APPROVES THE SETTLEMENT, YOU WILL BE FOREVER BARRED FROM CONTESTING THE APPROVAL OF THE PROPOSED SETTLEMENT AND FROM PURSUING THE RELEASED CLAIMS.

IF YOU HELD HD SUPPLY COMMON STOCK FOR THE BENEFIT OF ANOTHER AS OF DECEMBER 4, 2020, PLEASE PROMPTLY TRANSMIT THIS DOCUMENT TO SUCH BENEFICIAL OWNER.

THE COURT HAS MADE NO FINDINGS OR DETERMINATIONS CONCERNING THE MERITS OF THE DERIVATIVE MATTERS. THE RECITATION OF THE BACKGROUND AND CIRCUMSTANCES OF THE SETTLEMENT CONTAINED HEREIN DOES NOT CONSTITUTE THE FINDINGS OF THE COURT. IT IS BASED ON REPRESENTATIONS MADE TO THE COURT BY COUNSEL FOR THE PARTIES.

YOU ARE HEREBY NOTIFIED, pursuant to an Order of the U.S. District Court for the Northern District of Georgia (the "Court"), that a proposed Settlement has been reached between the Parties to the above-captioned shareholder derivative action (the "Federal Derivative Action") and the shareholder derivative action styled *Hendren v. DeAngelo, et al.*, C.A. No. 2018-0643-AGB (Del. Ch.) (the "Delaware Action, and together with the Federal Derivative Action, the "Derivative Actions") brought on behalf of HD Supply, which would resolve the Derivative Actions and certain pre-suit demands sent to the Board of Directors (the "Board") of HD Supply, collectively referred to as the "Derivative Matters."

As explained below, on June 2, 2021, at 2:00 p.m., the Court will hold a hearing (the "Settlement Hearing") to determine: (i) whether the terms of the Settlement are fair, reasonable, and adequate and should be approved; (ii) whether a final judgment should be entered; (iii) whether the Court should award the requested attorneys' fees and reimbursement of expenses for Plaintiffs' Counsel and service awards to Plaintiffs; and (iv) such other matters as may be necessary or proper under the circumstances.

The terms of the Settlement are set forth in a Stipulation and Agreement of Settlement dated December 4, 2020 (the "Stipulation"). The Settlement provides for corporate governance reforms that are designed to strengthen the Company's internal

controls and protect the Company going forward. If approved by the Court, the Settlement will fully resolve the Derivative Matters on the terms set forth in the Stipulation and summarized in this notice, including the dismissal of the Derivative Actions with prejudice. For a more detailed statement regarding the Derivative Matters, the Settlement, and the terms discussed in this notice, the Stipulation may be inspected at the Clerk of Court's office at the Richard B. Russell Federal Building & U.S. Courthouse, 75 Ted Turner Drive, SW, Atlanta, GA 30303-3309. The Stipulation is also available for viewing on HD Supply's website at <https://hdsupply.com/press/>.

This notice is not intended to be an expression of any opinion by the Court with respect to the merits of the claims made in the Derivative Matters, but is merely to advise you of the pendency and Settlement of the Derivative Matters.

There is No Claims Procedure. This case was brought to protect the interests of HD Supply on behalf of its shareholders. The Settlement will result in changes to the Company's corporate governance, not in payments to individuals, and accordingly, there will be no claims procedure.

I. THE DERIVATIVE MATTERS

The Derivative Matters are brought by Plaintiffs solely on behalf of and for the benefit of HD Supply and against the Individual Defendants. Plaintiffs generally

allege, among other things, that the Individual Defendants breached their fiduciary duties, wasted corporate assets, and were unjustly enriched in connection with allegedly improper public statements and insider stock sales. In the above-captioned Federal Derivative Action, claims have also been asserted for alleged violations of Section 14(a) of the Securities Exchange Act of 1934.

A. The Federal Derivative Action

The Federal Derivative Action was initiated on August 8, 2017, when Sean Zhou (“Zhou”) and James Calderaro (“Calderaro”) filed two separate stockholder derivative actions in the Court (the “*Zhou* Derivative Action” and the “*Calderaro* Derivative Action,” respectively) on behalf of HD Supply that alleged claims for, among other things, violations of Section 14(a) of the Securities Exchange Act of 1934, breach of fiduciary duties, waste of corporate assets, unjust enrichment, and breach of fiduciary duties for insider selling and misappropriation of corporate information, and requesting other relief in the discretion of the Court. By Court order dated October 17, 2017, co-lead counsel was appointed (“Federal Derivative Action Lead Counsel”), and the *Zhou* Derivative Action and the *Calderaro* Derivative Action were consolidated under the caption *In re HD Supply Holdings, Inc. Derivative Litigation*, Case No. 1:17-cv-02977-ELR (N.D. Ga.).

In an effort to preserve judicial resources and the resources of the parties, on December 1, 2017, the parties in the Federal Derivative Action submitted a motion seeking deferral of proceedings in the Federal Derivative Action pending the resolution of an anticipated motion to dismiss to be filed by defendants in the related securities class action filed in the U.S. District Court for the Northern District of Georgia styled *In re HD Supply Holdings, Inc. Securities Litigation*, No. 1:17-cv-02587-ELR (N.D. Ga.) (the “Securities Class Action”). The Court granted the parties’ joint motion for deferral of proceedings on December 5, 2017.

On September 19, 2018, the Court entered an Order in the Securities Class Action granting in part and denying in part defendants’ motion to dismiss. Accordingly, after the parties in the Federal Derivative Action met and conferred, the parties submitted a Joint Motion to Continue Deferral of Litigation on October 19, 2018, which requested that the Federal Derivative Action continue to be deferred until the earlier of: (i) an order from the Court on any summary judgment motion(s) that may be filed in the Securities Class Action; (ii) notification that there has been a settlement reached in the Securities Class Action; or (iii) until otherwise agreed to by the parties in the Federal Derivative Action, and provided, among other things, that Defendants would produce to Plaintiffs in the Federal Derivative Action copies of written discovery responses and documents produced by the defendants in the

Securities Class Action. The Court granted the parties' joint motion on October 22, 2018.

Following the Court's October 22, 2018 order continuing the deferral of the Federal Derivative Action, Zhou and Calderaro, respectively, sold their HD Supply stock, and thus lost standing to sue derivatively on behalf of the Company. On December 19, 2019, Plaintiff Mark Hittinger ("Hittinger") submitted an unopposed motion to intervene as a representative stockholder plaintiff, either as a matter of right pursuant to Federal Rule of Civil Procedure 24(a)(2), or in the alternative, permissively, under Rule 24(b)(1)(B), to take the place of plaintiffs Zhou and Calderaro. The Court granted the foregoing motion on January 9, 2020 and further ordered that the Federal Derivative Action remain deferred and administratively closed per the Court's October 22, 2018 Order.

During the pendency of the deferral, Federal Derivative Action Lead Counsel reviewed and evaluated certain relevant documents from the more than four million pages of documents produced by HD Supply in the Securities Class Action, pursuant to the Court's October 22, 2018 order continuing the deferral of the Federal Derivative Action.

B. The Delaware Action

On March 9, 2018, Plaintiff Eric Hendren (“Hendren”) issued a demand through his counsel to inspect certain HD Supply books and records pursuant to 8 Del. C. §220 (the “*Hendren* §220 Demand”). The *Hendren* §220 Demand sought documents relating to, among other things, (i) the Company’s FM Supply Division; (ii) defendant Joseph DeAngelo’s stock sales during 2017; and (iii) documents relating to the Company’s supply chain.

On March 21, 2018, the Company responded to the *Hendren* §220 Demand by offering to discuss providing an “appropriately circumscribed set of documents responsive” to the *Hendren* §220 Demand. Following meet and conferral discussions, Plaintiff Hendren and the Company agreed to a production of specified categories of documents. The Company produced the agreed-upon documents on May 28, 2018.

Counsel for Plaintiff Hendren reviewed the §220 documents and subsequently, on August 29, 2018, Plaintiff Hendren filed the Delaware Derivative Action in the Delaware Chancery Court, nominally for the benefit of HD Supply against the Individual Defendants for breach of fiduciary duty, unjust enrichment, and insider trading. On November 2, 2018, the Individual Defendants and HD Supply filed a motion to dismiss the Delaware Derivative Action. Following this

filing and after discussions between counsel for the Defendants and Plaintiff Hendren, the parties agreed to stay the Delaware Derivative Action on substantially similar terms as had already been agreed to in the Federal Derivative Action and filed a joint motion to stay the Delaware Derivative Action on January 11, 2019. The Delaware Chancery Court granted the motion to stay on January 14, 2019.

Pursuant to the terms of the stay, Plaintiff Hendren, through counsel, also reviewed and evaluated certain relevant documents from the more than four million pages of documents produced by HD Supply in the Securities Class Action while the Delaware Derivative Action was stayed.

C. The Demands

On September 26, 2017, Michael C. Hilton, M.D. (“Dr. Hilton”) issued a demand through his counsel to inspect certain HD Supply books and records pursuant to 8 Del. C. §220 (the “*Hilton* §220 Demand”). The *Hilton* §220 Demand sought documents relating to, among other things, (i) the Company’s FM Supply Division; (ii) defendant Joseph DeAngelo’s stock sales during 2017; and (iii) documents relating to the Company’s supply chain.

On October 4, 2017, the Company responded to the *Hilton* §220 Demand by offering to discuss providing documents responsive to the *Hilton* §220 Demand. Following meet and conferral discussions, Dr. Hilton and the Company agreed to a

production of specified categories of documents. The Company produced the agreed-upon documents on February 22, 2018. Counsel for Dr. Hilton reviewed certain relevant documents produced in response to the *Hilton* §220 Demand.

Subsequently, on December 4, 2018, Dr. Hilton sent a litigation demand directed to HD Supply's Board demanding that the Board take action to remediate alleged breaches of fiduciary duties by certain of the Company's officers and directors (the "*Hilton* Demand"). The Company responded on December 18, 2018 acknowledging receipt of the *Hilton* Demand and requesting documentation establishing Dr. Hilton's continuous ownership of HD Supply stock. After providing the requested information, discussions between counsel for Dr. Hilton and counsel for the Defendants ensued.

Thereafter, Dr. Hilton and the Company entered into an agreement to defer proceedings concerning the *Hilton* Demand pending a settlement in the Securities Class Action or a ruling on any summary judgment motion in the Securities Class Action, whichever occurred earlier. The agreement also required the Company to provide Dr. Hilton with copies of written discovery responses and documents produced by the defendants in the Securities Class Action and the right to participate in any mediation or formal settlement meeting related to the Securities Class Action.

In addition to the Hilton Demand, on or about October 16, 2018, the Company received a litigation demand directed to HD Supply's Board from counsel representing Kevin Ortenzio, demanding that the Board take action to remediate alleged breaches of fiduciary duties by certain of the Company's officers and directors (the "Ortenzio Demand"). The Settlement also resolves the issues raised in the Ortenzio Demand.

D. Settlement Negotiations

On August 12, 2019, Defendants' Counsel invited Plaintiffs' Counsel to attend a mediation alongside the parties in the Securities Class Action which was scheduled for September 10, 2019 in New York, New York, with Jed Melnick, Esq., a nationally recognized mediator with extensive experience mediating complex stockholder disputes similar to the Derivative Matters.

Thereafter, on August 30, 2019, Federal Derivative Action Lead Counsel issued a confidential settlement demand to Defendants' Counsel, which outlined a proposed framework for settlement of the Federal Derivative Action and included, among other things, comprehensive corporate governance reforms tailored to directly address the alleged wrongdoing in the Federal Derivative Action.

On September 4, 2019, counsel for Plaintiff Hendren issued a confidential settlement demand to Defendants' Counsel, which outlined a proposed framework

for settlement of the Delaware Derivative Action. Plaintiff Hendren's settlement demand included a comprehensive set of corporate governance reforms which addressed the alleged wrongdoing in the Delaware Derivative Action and the governance issues identified by Plaintiff Hendren in his review of the §220 documents produced by the Company in May 2018.

On September 10, 2019, Federal Derivative Action Lead Counsel, counsel for Hendren, and counsel for Dr. Hilton attended an all-day mediation in New York City before Mr. Melnick. In connection with the mediation, Federal Derivative Action Lead Counsel also submitted a confidential mediation statement and relevant exhibits to Mr. Melnick. Counsel for Hendren and Defendants' Counsel submitted a joint confidential mediation statement to Mr. Melnick on September 4, 2019, prior to the September 10, 2019 mediation. Counsel for Dr. Hilton and Defendants' Counsel submitted a joint confidential mediation statement to Mr. Melnick on August 30, 2019, prior to the September 10, 2019 mediation.

Although neither the Securities Class Action nor the Derivative Matters were resolved at the September 10, 2019 mediation, a second mediation was scheduled for October 22, 2019 with Mr. Melnick in New York City. On October 22, 2019, Federal Derivative Action Lead Counsel, counsel for Hendren, and counsel for Dr. Hilton attended the second mediation. Although no settlement was reached at the

October 22, 2019 mediation, some progress was made. On October 30, 2019, counsel for Hendren and counsel for Dr. Hilton sent a joint confidential settlement demand to Defendants' counsel which outlined a proposed framework for settlement including a comprehensive set of corporate governance reforms.

In the months following the second mediation on October 22, 2019, Federal Derivative Action Lead Counsel, counsel for Hendren, counsel for Dr. Hilton, and Defendants' Counsel continued to engage in confidential settlement negotiations regarding the substantive terms of the Settlement, including the corporate governance reforms ("Corporate Governance Reforms"), via numerous written and telephonic communications.

On or about August 6, 2020, Plaintiffs in the Derivative Actions, Dr. Hilton, and Defendants reached an agreement in principle regarding the material substantive terms of the Settlement, including the Corporate Governance Reforms, other than the attorneys' fees and expenses to be paid to Plaintiffs' Counsel.

E. The Acquisition of HD Supply by The Home Depot, Inc.

On November 16, 2020, HD Supply announced that it had reached an agreement with The Home Depot, Inc. ("Home Depot"), pursuant to which Home Depot would acquire HD Supply via a tender offer and subsequent merger (the "Home Depot Acquisition"). The Home Depot Acquisition was completed on

December 24, 2020. Accordingly, HD Supply is now a wholly owned subsidiary of Home Depot.

II. TERMS OF SETTLEMENT

The principal terms, conditions, and other matters that are part of the Settlement, which is subject to approval by the Court, are summarized below. This summary should be read in conjunction with, and is qualified in its entirety by reference to, the text of the Stipulation, including that all capitalized terms used herein shall bear the same meaning as used in the Stipulation.

HD Supply and its Board have acknowledged that Plaintiffs and Plaintiffs' Counsel's initiation and prosecution of the Derivative Matters were factors in the Company's ability to resolve the Securities Class Action within insurance policy limits. In addition, the HD Supply Board, on behalf of HD Supply, agreed to adopt the Corporate Governance Reforms set forth in Exhibit A to the Stipulation at the first regularly scheduled meeting of the Board following the Effective Date, and to maintain the Corporate Governance Reforms for a period of at least four (4) years following the later of (i) their adoption or (ii) the Effective Date of the Settlement (the "Minimum Term"); provided, however, that HD Supply's Board may alter or discontinue any of the Corporate Governance Reforms prior to the end of the Minimum Term if the Board, in a good faith exercise of its business judgment,

determines that such Corporate Governance Reforms: (a) are no longer necessary or advisable; (b) conflict with any law, regulation, or rule applicable to the Company; or (c) conflict with any amendment to the Company's articles of incorporation or bylaws approved by the Company's stockholders.

The independent members of the Company's Board unanimously approved a resolution reflecting their determination, in a good faith exercise of their business judgment, that: (a) Plaintiffs, through their initiation and prosecution of the Derivative Matters, were the cause of the Board's agreement to adopt, implement, and/or maintain for the Minimum Term the Corporate Governance Reforms set forth in Section IV of Exhibit A to the Stipulation; (b) Plaintiffs, through their initiation and prosecution of the Derivative Matters, were a significant and material factor in the Board's agreement to adopt, implement, and/or maintain for the Minimum Term the Corporate Governance Reforms set forth in Section III of Exhibit A to the Stipulation; (c) the Corporate Governance Reforms confer substantial benefits on the Company and its stockholders; and (d) the Settlement is in the best interests of the Company and its stockholders.

This notice provides a summary of the Corporate Governance Reforms that the Board of HD Supply has agreed to adopt as consideration for the Settlement. For

a complete description of all of the Corporate Governance Reforms, please see the Stipulation and Exhibit A thereto.

III. DISMISSAL AND RELEASES

The Settlement is conditioned, among other things, upon: entry of an order by the Court approving the Settlement and dismissing the Federal Derivative Action with prejudice. The Settlement will not become effective until such an order has been entered and become final and non-appealable (the "Effective Date"). The Settlement also provides that, within five (5) business days following the Effective Date, the parties in the Delaware Action shall file a stipulation of dismissal with prejudice as to all Defendants and the Hilton Demand shall be withdrawn with prejudice.

Upon the Effective Date, Plaintiffs, all HD Supply stockholders, Plaintiffs' Counsel, and HD Supply shall be deemed to have, and by operation of the Judgment shall have fully, finally, and forever released, relinquished, and discharged and will be forever barred and enjoined from commencing, instituting, or prosecuting any of the Plaintiffs' Released Claims (including Unknown Claims) against HD Supply, the Individual Defendants, and all other Released Persons (as defined in the Stipulation).

Further, upon the Effective Date, HD Supply and the Individual Defendants shall be deemed to have, and by operation of the Judgment shall have fully, finally, and forever released, relinquished, and discharged Plaintiffs and Plaintiffs' Counsel from all claims (including Unknown Claims), arising out of, relating to, or in connection with the institution, prosecution, assertion, settlement, or resolution of the Derivative Actions.

These releases, however, shall not in any way impair or restrict the rights of any Settling Party to enforce the terms of the Stipulation or the Judgment. In addition, nothing in the Stipulation constitutes or reflects a waiver or release of any rights or claims of Defendants against their insurers, or their insurers' subsidiaries, predecessors, successors, assigns, affiliates, or representatives, including, but not limited to, any rights or claims of Defendants under any directors' and officers' liability insurance or other applicable insurance coverage maintained by the Company. Likewise, nothing in the Stipulation constitutes or reflects a waiver or release of any rights or claims of the Individual Defendants relating in any way to indemnification or advancement of attorneys' fees relating to the Derivative Actions or the Released Claims, whether under any written indemnification or advancement agreement, or under the Company's charter, by-laws, or under applicable law.

IV. ATTORNEYS' FEES AND EXPENSES

After Plaintiffs in the Derivative Actions, Dr. Hilton, and the Defendants reached an agreement in principle regarding the material substantive terms of the Settlement, including the Corporate Governance Reforms, the Plaintiffs in the Derivative Actions, Dr. Hilton, and Defendants commenced negotiations through Mr. Melnick regarding the attorneys' fees and expenses to be paid to Plaintiffs' Counsel. On September 7, 2020, after several weeks of negotiations, Mr. Melnick issued a mediator's proposal for a fee in the amount of one million nine hundred thousand dollars (\$1,900,000) to be paid to Plaintiffs' Counsel as attorneys' fees and expenses by the Individual Defendants' insurer(s) (the "Fee and Expense Amount"), based on the substantial benefit conferred on HD Supply by the Settlement, subject to approval of the Court. Plaintiffs in the Derivative Actions, Dr. Hilton, and Defendants agreed to the mediator's recommendation regarding the Fee and Expense Amount on September 8, 2020.

Plaintiffs' Counsel shall request approval by the Court of the Fee and Expense Amount at the Settlement Hearing. To date, Plaintiffs' Counsel have neither received any payment for their services in pursuing the Derivative Matters, nor have Plaintiffs' Counsel been reimbursed for their out-of-pocket litigation expenses incurred. Plaintiffs' Counsel believe that the Fee and Expense Amount is within the

range of fees and expenses awarded to plaintiffs' counsel under similar circumstances in litigation of this type.

Plaintiffs Hittinger, Hendren, and Dr. Hilton may also apply for Court approval of service awards in the amount of \$2,500 for each Plaintiff (the "Service Awards"), in light of the benefits they have helped to create for HD Supply and HD Supply stockholders. The Service Awards, to the extent that they are applied for and approved by the Court in whole or in part, shall be funded solely from the Fee and Expense Amount to Plaintiffs' Counsel and any application for the Service Awards shall not increase the amount of the Fee and Expense Amount.

V. REASONS FOR THE SETTLEMENT

Counsel for the Settling Parties believe that the Settlement is in the best interests of the Plaintiffs, Individual Defendants, HD Supply, and HD Supply stockholders.

A. Why Did Plaintiffs Agree to Settle?

Plaintiffs believe that the Derivative Matters have substantial merit, and Plaintiffs' entry into the Stipulation and this Settlement is not intended to be and shall not be construed as an admission or concession concerning the relative strength or merit of the claims alleged in the Derivative Matters. Plaintiffs and their counsel also acknowledge the significant risk, expense, and length of continued proceedings

necessary to prosecute the Derivative Matters against the Defendants through trial(s) and through possible appeals. Plaintiffs' Counsel have also taken into account the substantial risks, costs, and delays involved in complex shareholder derivative litigation, generally, as well as the unique challenges presented by the Derivative Matters, including establishing that demand on the Board would be futile in the Derivative Actions, establishing that the Board's response to either or both of the Demands was wrongful, and the exculpation and indemnification rights afforded the director Defendants pursuant to Delaware General Corporate Law §102(b)(7).

Based on Plaintiffs' Counsel's thorough review and analysis of the relevant facts and the circumstances, allegations, defenses, and controlling legal principles, Plaintiffs' Counsel have determined that the Settlement set forth in the Stipulation is fair, reasonable, and adequate, and confers substantial benefits upon HD Supply and its stockholders. Based on their evaluation, Plaintiffs and their counsel believed that the Settlement was in the best interests of HD Supply and HD Supply stockholders and have agreed to settle the Derivative Matters upon the terms and subject to the conditions set forth herein.

B. Why Did the Defendants Agree to Settle?

Defendants have denied and continue to deny each and all of the claims, contentions, and allegations made against them or that could have been made against

them in the Derivative Matters, and believe the Derivative Matters have no merit. The Individual Defendants expressly assert that they have satisfied their fiduciary duties and have acted in good faith and in the best interests of HD Supply and its shareholders at all relevant times and deny each and every one of the claims, contentions, and allegations of wrongdoing made against them or that could have been made against them in the Derivative Matters, and expressly deny all charges of wrongdoing or liability against them. Nonetheless, Defendants have taken into account the uncertainty and risks inherent in any litigation, especially in complex actions such as the Derivative Matters, as well as the continuing expense, inconvenience, and distraction of ongoing litigation. Defendants have, therefore, determined that it is desirable for the Derivative Matters to be fully and finally settled in the matter and upon the terms and conditions set forth in this Stipulation. Further, the independent members of HD Supply's Board have determined, in a good faith exercise of their business judgment, that the Corporate Governance Reforms confer substantial benefits on the Company and its stockholders and that the Settlement is in the best interests of the Company and its stockholders.

VI. THE SETTLEMENT HEARING AND YOUR RIGHT TO BE HEARD

On June 2, 2021, at 2:00 p.m., the Court will hold the Settlement Hearing at the U.S. District Court for the Northern District of Georgia, Atlanta Division,

Courtroom 1906, located at Richard B. Russell Federal Building & U.S. Courthouse, 75 Ted Turner Drive, SW, Atlanta, GA 30303-3309. The Settlement Hearing may be continued by the Court without further notice.

At the Settlement Hearing, the Court will consider: (i) whether the terms of the Settlement are fair, reasonable, and adequate and should be approved; (ii) whether a final judgment should be entered; (iii) whether the Court should award the requested attorneys' fees and reimbursement of expenses for Plaintiffs' Counsel and service awards to Plaintiffs; and (iv) such other matters as may be necessary or proper under the circumstances.

Home Depot's acquisition of HD Supply may impact the Court's consideration of any objections to the Settlement that may be raised by former HD Supply stockholders. In the event that any objections to the Settlement are received, the Court will determine whether the closing of the Home Depot Acquisition has impacted the standing of the Person(s) making such objection(s). Should you wish to appear in person or through counsel at the Settlement Hearing to object to the terms of the proposed Settlement or otherwise present evidence or argument that may be proper and relevant, you must, *at least fourteen (14) calendar days prior to the Settlement Hearing*, file with the Clerk of the Court a written objection to the Settlement setting forth: (i) a written notice of objection with your name, address,

and telephone number, along with a representation as to whether you intend to appear at the Settlement Hearing; (ii) competent evidence that you held shares of HD Supply common stock as of the date the Stipulation was signed, December 4, 2020; (iii) a statement of objections to any matters before the Court, the grounds therefor, or the reasons for you desire to appear and be heard, as well as all documents or writings you desire the Court to consider; and (iv) the identities of any witnesses you plan on calling at the Settlement Hearing, along with a summary description of their expected testimony.

YOUR WRITTEN OBJECTIONS MUST BE ON FILE WITH THE CLERK OF THE COURT NO LATER THAN MAY 19, 2021. The Court Clerk's address is:

Clerk of the Court
U.S. District Court for the Northern District of Georgia
Richard B. Russell Federal Building & U.S. Courthouse
75 Ted Turner Drive, SW
Atlanta, GA 30303-3309

YOU ALSO MUST DELIVER COPIES OF THE MATERIALS TO PLAINTIFFS' COUNSEL AND DEFENDANTS' COUNSEL SO THEY ARE RECEIVED NO LATER THAN MAY 19, 2021. Counsel's addresses are:

Counsel for Plaintiffs

Michael I. Fistel, Jr.
JOHNSON FISTEL LLP
40 Powder Springs Street
Marietta, GA 30064

Counsel for Defendants

M. Robert Thornton
Benjamin Lee
KING & SPALDING LLP
1180 Peachtree Street, NE
Atlanta, GA 30309-3521

Unless the Court orders otherwise, your objection will not be considered unless it is timely filed with the Court and delivered to Plaintiffs' Counsel and Defendants' Counsel. Any Person or entity who fails to object or otherwise request to be heard in the manner prescribed above will be deemed to have waived the right to object to any aspect of the Settlement or otherwise request to be heard (including the right to appeal) and will be forever barred from raising such objection or request to be heard in this or any other action or proceeding.

VII. HOW TO OBTAIN ADDITIONAL INFORMATION

This notice summarizes the Stipulation. It is not a complete statement of the events of the Derivative Matters or the Stipulation.

There is additional information concerning the Settlement available in the Stipulation, which may be viewed on the Company's website at <https://hdsupply.com/press/>. You may also inspect the Stipulation during business hours at the office of the Clerk of the Court office at the Richard B. Russell Federal Building & U.S. Courthouse, 75 Ted Turner Drive, SW, Atlanta, GA 30303-3309. However, you must appear in person to inspect these documents. The Clerk's office will not mail copies to you.

For more information concerning the Settlement, you may also call or write to: Michael I. Fistel, Jr., Johnson Fistel, LLP, 40 Powder Springs Street, Marietta, Georgia 30064, Telephone: (470) 632-6000.

PLEASE DO NOT CALL, WRITE, OR OTHERWISE DIRECT QUESTIONS TO EITHER THE COURT OR THE CLERK'S OFFICE.

DATED: April 1, 2021.

BY ORDER OF THE COURT
U.S. DISTRICT COURT FOR THE
NORTHERN DISTRICT OF
GEORGIA