

SUPERIOR COURT OF THE STATE OF CALIFORNIA  
COUNTY OF SAN MATEO

In re OOMA, INC. SHAREHOLDER LITIGATION	)	Lead Case No. CIV536959
_____	)	<u>CLASS ACTION</u>
This Document Relates To:	)	Complex Case
ALL ACTIONS.	)	Assigned for All Purposes to
_____	)	Hon. Gerald J. Buchwald, Dept. 10

**NOTICE OF PROPOSED SETTLEMENT OF CLASS ACTION**

**TO: ALL PERSONS WHO PURCHASED OR OTHERWISE ACQUIRED OOMA, INC. (“OOMA” OR THE “COMPANY”) COMMON STOCK PURSUANT OR TRACEABLE TO THE COMPANY’S REGISTRATION STATEMENT AND PROSPECTUS ISSUED IN CONNECTION WITH OOMA’S JULY 17, 2015 INITIAL PUBLIC OFFERING (“IPO” OR “JULY 2015 IPO”) (“CLASS” OR “CLASS MEMBERS”)**<sup>1</sup>

**IN ORDER TO QUALIFY FOR A SETTLEMENT PAYMENT, YOU MUST TIMELY SUBMIT A PROOF OF CLAIM AND RELEASE FORM (“PROOF OF CLAIM”) BY OCTOBER 14, 2019.**

**THIS NOTICE WAS AUTHORIZED BY THE COURT. IT IS NOT A LAWYER SOLICITATION. PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY.**

**WHY SHOULD I READ THIS NOTICE?**

This Notice is given pursuant to an order issued by the Superior Court of California, County of San Mateo (the “Court”). This Notice serves to inform you of the proposed settlement of the above-captioned class action lawsuit (the “Settlement”) and the hearing (the “Settlement Fairness Hearing”) to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlement, as set forth in the Stipulation of Settlement dated May 15, 2019 (the “Stipulation”), by and between Plaintiff and Class Representative Stan Kaye and individual plaintiffs Michael Barnett and Harrison Wise (collectively, “Plaintiffs”), on behalf of themselves and the Class (as defined below), and Defendants Ooma, Eric B. Stang, Ravi Narula, James Wei, Peter J. Goettner, Alison Davis, Andrew H. Galligan, Russell Mann, Sean N. Parker, William D. Pearce (the “Individual Defendants,” and collectively with Ooma, the “Ooma Defendants”), the underwriters of Ooma’s IPO, specifically Credit Suisse Securities (USA) LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, JMP Securities LLC, William Blair & Company, L.L.C., and Wunderlich Securities, Inc. (the “Underwriter Defendants”) (all, collectively, “Defendants”), by their respective counsel.<sup>2</sup>

**This Notice is intended to inform you how this lawsuit and proposed Settlement may affect your rights and what steps you may take in relation to it. This Notice is NOT an expression of any opinion by the Court as to the merits of the claims or defenses asserted in the lawsuit or whether the Defendants engaged in any wrongdoing.**

**WHAT IS THIS LAWSUIT ABOUT?**

**I. THE ALLEGATIONS**

Ooma is a consumer telecommunications company that offers a voice-over-IP protocol communication platform designed to be used by small businesses and home consumers. Plaintiffs claim that Defendants violated §11 of the Securities Act of 1933 by reason of material misrepresentations and omissions in the Registration Statement for Ooma’s July 2015 IPO. Specially, Plaintiffs allege that the Registration Statement failed to disclose that (1) certain prior fiscal year sales to Ooma’s largest outside reseller were not recurring or being replaced in the fiscal year leading up to the IPO; (2) the Company’s customer churn rate had increased significantly as of the IPO, and product sales were down significantly as a result of customers having endured significant service outages, poor support and employee turnover; and (3) technological difficulties in the Company’s Business Promoter service were negatively impacting sales of that service and the Company’s business. Plaintiffs allege that the combination of these non-disclosures masked the fact that at the time of the IPO, Ooma’s revenue growth and operating profits were falling.

Defendants deny all of Plaintiffs’ allegations.

**THE COURT HAS NOT RULED AS TO WHETHER DEFENDANTS ARE LIABLE TO PLAINTIFFS OR TO THE CLASS. THIS NOTICE IS NOT INTENDED TO BE AN EXPRESSION OF ANY OPINION BY THE COURT WITH RESPECT TO THE TRUTH OF THE ALLEGATIONS IN THIS ACTION OR THE MERITS OF THE CLAIMS OR DEFENSES ASSERTED. THIS NOTICE IS SOLELY TO ADVISE YOU OF THE PROPOSED SETTLEMENT OF THIS ACTION AND YOUR RIGHTS IN CONNECTION WITH THAT SETTLEMENT.**

<sup>1</sup> For purposes of this Settlement only, the “Class” includes all persons or entities who purchased or otherwise acquired Ooma common stock on or before January 14, 2016.

<sup>2</sup> The Stipulation can be viewed and/or downloaded at [www.OomaSecuritiesLitigation.com](http://www.OomaSecuritiesLitigation.com). All capitalized terms used herein have the same meaning as the terms defined in the Stipulation.

## II. PROCEDURAL HISTORY

The initial complaint was filed in this Court by one of the Plaintiffs on January 14, 2016. Two other complaints by the other two Plaintiffs were filed thereafter.

On May 18, 2016, Plaintiffs filed their Consolidated Complaint for Violations of §§11, 12(a)(2) and 15 of the Securities Act of 1933. On July 1, 2016, the Ooma Defendants filed a motion for judgment on the pleadings. Plaintiffs opposed the motion on August 30, 2016, and Defendants filed their reply on September 30, 2016. The hearing on the motion occurred on October 11, 2016.

On January 5, 2017, the Court granted in part and denied in part the Ooma Defendants' motion for judgment on the pleadings. The Court upheld Plaintiffs' §11 claim and granted the Ooma Defendants' motion as to Plaintiffs' §12(a)(2) and §15 claims. The Court also granted Plaintiffs leave to amend. Shortly thereafter, the Parties agreed to explore early resolution of the case and engaged the services of the Hon. Layn R. Phillips (Ret.), a nationally recognized mediator. In connection with the mediation the Ooma Defendants made a limited production of over 1,500 pages of documents relevant to Plaintiffs' claims. On August 4, 2017, the Parties attended an all-day-in-person mediation with Judge Phillips. The case did not settle and the Parties continued to litigate the case.

On August 28, 2017, Plaintiffs filed an Amended Consolidated Complaint for Violations of the Federal Securities Laws. Plaintiffs reasserted their §12(a)(2) and §15 claims and added the Underwriter Defendants as defendants. Plaintiffs also asserted a §15 claim against several venture capitalists who beneficially owned more than 56% of the Company's shares at the time of the IPO. In response to the complaint, on October 16, 2017, the Individual Defendants filed a motion for judgment on the pleadings as to Plaintiffs' §12(a)(2) and §15 claims and the Underwriter Defendants filed a motion for judgment on the pleadings on the grounds that the court lacked subject matter jurisdiction to hear the case. On October 16, 2017, the Ooma Defendants moved to stay all proceedings in the case until the United States Supreme Court issued a decision in *Cyan, Inc., et al. v. Beaver Cty. Emps., et al.*, No. 15-1439, which would resolve state court subject matter jurisdiction over covered class actions that alleged only Securities Act claims.

The Court heard all three motions on November 20, 2017. On November 27, 2017, the Court issued an order denying the Ooma Defendants' motion to stay. The Court granted the Individual Defendants' motion for judgment on the pleadings as to Plaintiffs' §12(a)(2) and §15 claims, which effectively dismissed the venture capitalist defendants. The Court also denied the Underwriter Defendants' motion for judgment on the pleadings concerning subject matter jurisdiction. On November 27, 2017, the Court also issued a case management order staying fact discovery and ordering that only class certification discovery proceed.

On January 26, 2018, Plaintiffs filed a motion for class certification. Defendants took discovery in connection with that motion, including propounding interrogatories and requests for production of documents and deposing Plaintiff Stan Kaye. On June 22, 2018, Defendants filed an opposition to the motion. Plaintiffs filed their reply brief on July 20, 2018. On July 30, 2018, the Court heard oral argument. On the same day, the Court issued an order certifying the Class, appointing Plaintiff Stan Kaye as Class Representative and appointing Robbins Geller Rudman & Dowd LLP as Class Counsel.

Following the grant of class certification, the Court lifted the fact discovery stay put in place on November 27, 2017. Plaintiffs began working diligently on obtaining discovery from Defendants and third parties, including extensive negotiations with Defendants on search terms and custodians and other issues related to the production of electronically stored information. On the eve of the Parties' settlement, the Ooma Defendants were scheduled to produce approximately 22,000 documents. During discovery, Plaintiffs received and reviewed over 14,000 pages of documents from third party Blue Shirt, Ooma's external public relations firm and over 1,000 pages of documents from the Underwriter Defendants.

In September 2018, the Parties renewed their efforts to resolve the case. On September 28, 2018, the Parties attended a second full-day-in-person mediation with Judge Phillips. Although no agreement was reached, negotiations continued through Judge Phillips, and on March 14, 2019, the Parties agreed to settle the Action on the terms set forth herein, subject to the negotiation of a Stipulation of Settlement and approval by the Court. The Stipulation (together with the exhibits thereto) reflects the final and binding agreement between the Parties.

### HOW DO I KNOW IF I AM A CLASS MEMBER?

If you purchased or acquired Ooma common stock pursuant or traceable to the Registration Statement filed in connection with Ooma's IPO, you are a Class Member. For purposes of this Settlement only, you are a Class Member if you purchased or otherwise acquired Ooma common stock on or before January 14, 2016. As set forth in the Stipulation, excluded from the Class are: Defendants, the officers and directors of Ooma (at all relevant times), members of their immediate families, and their legal representatives, heirs, successors or assigns, and any entity in which any Defendant has a majority ownership. Also excluded from the Class are those Persons who would otherwise be Class Members but who timely and validly exclude themselves therefrom.

**PLEASE NOTE:** Receipt of this Notice does not mean that you are a Class Member or that you will be entitled to receive a payment from the Settlement. If you are a Class Member and you wish to be eligible to participate in the distribution of proceeds from the Settlement, you are required to submit the Proof of Claim that is being distributed with this Notice and the required supporting documentation as set forth therein postmarked or submitted online on or before October 14, 2019.

## WHAT IS THE MONETARY VALUE OF THE PROPOSED SETTLEMENT?

The Settlement, if approved, will result in the creation of a cash settlement fund of \$8,650,000 (the "Settlement Fund"). The Settlement Fund, plus accrued interest and minus the costs of this Notice and all costs associated with the administration of the Settlement Fund, as well as attorneys' fees and expenses, and the payment to Plaintiffs for representing the Class, as approved by the Court (the "Net Settlement Fund"), will be distributed to eligible Class Members pursuant to the Plan of Allocation that is described in the next section of this Notice.

## WHAT IS THE PROPOSED PLAN OF ALLOCATION?

The objective of the Plan of Allocation is to equitably distribute the Net Settlement Fund among Class Members based on their respective alleged economic losses resulting from the securities law violations alleged in the Action.

The Claims Administrator shall determine each Class Member's share of the Net Settlement Fund based upon the recognized loss formula (the "Recognized Claim") described below. A Recognized Claim will be calculated for each share of Ooma common stock purchased or otherwise acquired pursuant or traceable to the Company's IPO. The calculation of a Recognized Claim will depend upon several factors, including when the shares were purchased or otherwise acquired and in what amounts, whether the shares were ever sold, and, if so, when they were sold and for what amounts. The Recognized Claim is not intended to estimate the amount a Class Member might have been able to recover after a trial, nor to estimate the amount that will be paid to Class Members pursuant to the Settlement. The Recognized Claim is the basis upon which the Net Settlement Fund will be proportionately allocated to Class Members.

Your share of the Net Settlement Fund will depend on the number of valid Proofs of Claim that Class Members send in and how many shares of Ooma common stock you purchased or otherwise acquired in or traceable to Ooma's IPO, and whether you sold any of those shares and when you sold them.

The calculation of claims below is not an estimate of the amount you will receive. It is a formula for allocating the Net Settlement Fund among all Authorized Claimants. Furthermore, if any of the formulas set forth below yield an amount less than \$0.00, the claim per share is \$0.00.

### PLAN OF ALLOCATION

#### Claims for the July 2015 Initial Public Offering

Initial Public Offering Price: \$13.00 per share

Closing Price on the date the lawsuit was filed:<sup>3</sup> \$6.56 per share

A claim will be calculated as follows:

For shares of Ooma common stock purchased or otherwise acquired pursuant or traceable to Ooma's July 2015 IPO, and prior to January 14, 2016, the claim per share is the purchase price (not to exceed \$13.00 per share) minus:

1. sales price per share, if sold on or prior to January 14, 2016;
2. the greater of (a) the sales price per share, or (b) \$6.56 per share, if sold from January 15, 2016 through June 22, 2018; or
3. \$0 per share if still retained at the end of June 22, 2018.

In the event a Class Member has more than one purchase, acquisition or sale of Ooma common stock, pursuant or traceable to Ooma's IPO, all such purchases and sales shall be matched on a First-In, First-Out ("FIFO") basis. Sales will be matched against purchases in chronological order, beginning with the earliest purchase made during the relevant period.

A purchase, acquisition or sale of Ooma common stock shall be deemed to have occurred on the "contract" or "trade" date as opposed to the "settlement" or "payment" date. All purchase, acquisition and sale prices shall exclude any fees and commissions. The receipt or grant by gift, devise, or operation of law of Ooma common stock during the Class Period shall not be deemed a purchase, acquisition or sale of Ooma common stock for the calculation of a claimant's Recognized Claim nor shall it be deemed an assignment of any claim relating to the purchase or acquisition of such share unless specifically provided in the instrument of gift or assignment. The receipt of Ooma common stock during the Class Period in exchange for securities of any other corporation or entity shall not be deemed a purchase, acquisition or sale of Ooma common stock.

With respect to Ooma common stock purchased or sold through the exercise of an option, the purchase/sale date of the share is the exercise date of the option and the purchase/sale price of the share is the exercise price of the option. Any Recognized Claim arising from purchases of Ooma common stock acquired during the Class Period through the exercise of an option on Ooma common stock shall be computed as provided for other purchases of Ooma common stock in the Plan of Allocation.

<sup>3</sup> Initial class action complaint filed on January 14, 2016.

The total of all profits shall be subtracted from the total of all losses from transactions during the Class Period to determine if a Class Member has a Recognized Claim. Only if a Class Member had a net market loss, after all profits from transactions in Ooma common stock during the Class Period are subtracted from all losses, will such Class Member be eligible to receive a distribution from the Net Settlement Fund.

If an Authorized Claimant has an overall market gain, the Recognized Claim for that Authorized Claimant will be \$0.00. If an Authorized Claimant has an overall market loss, that Authorized Claimant's Recognized Claim will be limited to the amount of overall market loss. The Claims Administrator shall allocate to each Authorized Claimant a *pro rata* share of the Net Settlement Fund based on his, her, or its Recognized Claim as compared to the total Recognized Claims of all Authorized Claimants. No distribution shall be made to Authorized Claimants who would otherwise receive a distribution of less than \$10.00.

Distributions will be made to Authorized Claimants after all claims have been processed, after the Court has finally approved the Settlement, and after any appeals are resolved. If there is any balance remaining in the Net Settlement Fund after at least six (6) months from the initial date of distribution of the Net Settlement Fund (whether by reason of tax refunds, uncashed checks, or otherwise), the Claims Administrator shall, if feasible, reallocate such balance among Authorized Claimants in an equitable and economic fashion. These redistributions shall be repeated until the balance remaining in the Net Settlement Fund is no longer economically feasible to distribute to Class Members. Thereafter, subject to distribution to state entities, as required by California Code of Civil Procedure §384(b)(3), any balance that still remains in the Net Settlement Fund shall be donated to the Legal Aid Society of San Mateo County.

Please contact the Claims Administrator or Class Counsel if you disagree with any determinations made by the Claims Administrator regarding your Proof of Claim. If you are dissatisfied with the determinations, you may ask Class Counsel to request that the Court, which retains jurisdiction over all Class Members and the claims administration process, decide the issue.

The Court has reserved jurisdiction to allow, disallow, or adjust the claim of any Class Member on equitable grounds.

Payment pursuant to the Plan of Allocation set forth above shall be conclusive against all Authorized Claimants. No Person shall have any claim against Plaintiffs, Plaintiffs' Counsel, any Claims Administrator, any other Person designated by Plaintiffs' Counsel, or any of the Released Parties based on the distributions made substantially in accordance with the Stipulation and the Settlement contained therein, the Plan of Allocation, or further orders of the Court. All Class Members who fail to complete and submit a valid and timely Proof of Claim shall be barred from participating in distributions from the Net Settlement Fund (unless otherwise ordered by the Court), but otherwise shall be bound by all of the terms of the Stipulation, including the terms of any judgment entered and the releases given.

#### **DO I NEED TO CONTACT PLAINTIFFS' COUNSEL IN ORDER TO PARTICIPATE IN DISTRIBUTION OF THE SETTLEMENT FUND?**

No. If you have received this Notice and timely submit your Proof of Claim to the designated address, you need not contact Plaintiffs' Counsel. If your address changes, please contact the Claims Administrator at:

*Ooma Securities Litigation Settlement*  
c/o Gilardi & Co. LLC  
P.O. Box 404146  
Louisville, KY 40233-4146  
Telephone: 1-888-663-7191  
[www.OomaSecuritiesLitigation.com](http://www.OomaSecuritiesLitigation.com)

#### **THERE WILL BE NO PAYMENTS IF THE STIPULATION IS TERMINATED**

The Stipulation may be terminated under several circumstances outlined in it. If the Stipulation is terminated, the Action will proceed as if the Stipulation had not been entered into.

#### **WHAT ARE THE REASONS FOR SETTLEMENT?**

The Settlement was reached after highly contested motion practice directed to the proper forum for litigating Plaintiffs' claims, the sufficiency of Plaintiffs' claims and whether the proposed Class could be certified. The Parties conducted extensive document and deposition discovery. Nevertheless, the Court has not reached any final decisions in connection with Plaintiffs' claims against Defendants. Instead, Plaintiffs and Defendants have agreed to this Settlement, which was reached with the substantial assistance of Judge Layn Phillips, a highly respected former judge with extensive experience in the mediation of complex class actions. In reaching the Settlement, the Parties have avoided the cost, delay and uncertainty of further litigation.

As in any litigation, Plaintiffs and the proposed Class would face an uncertain outcome if they did not agree to the Settlement. The Parties expected that the case could continue for a lengthy period of time and that if Plaintiffs succeeded, Defendants would file appeals that would postpone final resolution of the case. Continuation of the Action against Defendants

could result in a judgment greater than this Settlement. Conversely, continuing the case could result in no recovery at all or a recovery that is less than the amount of the Settlement.

Plaintiffs and Plaintiffs' Counsel believe that this Settlement is fair and reasonable to the members of the Class. They have reached this conclusion for several reasons. Specifically, if the Settlement is approved, the Class will receive a certain and immediate monetary recovery. Additionally, Plaintiffs' Counsel believe that the significant and immediate benefits of the Settlement, when weighed against the significant risk, delay and uncertainty of continued litigation, are a very favorable result for the Class.

### **WHO REPRESENTS THE CLASS?**

The following attorney is counsel for the Class:

Ellen Gusikoff Stewart, Esq.  
ROBBINS GELLER RUDMAN &  
DOWD LLP  
655 West Broadway, Suite 1900  
San Diego, CA 92101  
Telephone: 1- 800-449-4900

If you have any questions about the Action, or the Settlement, you are entitled to consult with Class Counsel by contacting counsel at the phone number listed above.

You may obtain a copy of the Stipulation by contacting the Claims Administrator at:

*Ooma Securities Litigation Settlement*  
c/o Gilardi & Co. LLC  
P.O. Box 404146  
Louisville, KY 40233-4146  
Telephone: 1-888-663-7191  
[www.OomaSecuritiesLitigation.com](http://www.OomaSecuritiesLitigation.com)

### **HOW WILL THE PLAINTIFFS' LAWYERS BE PAID?**

Class Counsel will file a motion for an award of attorneys' fees and expenses that will be considered at the Settlement Fairness Hearing. Class Counsel will apply for an attorneys' fee award for Plaintiffs' Counsel in the amount of up to 33-1/3% of the Settlement Fund, plus payment of Plaintiffs' Counsel's expenses incurred in connection with this Action in an amount not to exceed \$350,000. In addition, Plaintiffs may seek a payment of up to \$10,000 in the aggregate for their efforts in representing the Class. Such sums as may be approved by the Court will be paid from the Settlement Fund. Class Members are not personally liable for any such fees or expenses.

The attorneys' fees and expenses requested will be the only payment to Plaintiffs' Counsel for their efforts in achieving this Settlement and for their risk in undertaking this representation on a wholly contingent basis. The fees requested will compensate Plaintiffs' Counsel for their work in achieving the Settlement. The Court will decide what constitutes a reasonable fee award and may award less than the amount requested by Class Counsel.

### **CAN I EXCLUDE MYSELF FROM THE SETTLEMENT?**

Yes. If you do not want to receive a payment from this Settlement, or you want to keep the right to sue or continue to sue Defendants on your own about the legal issues in this case, then you must take steps to get out of the Class. This is called excluding yourself from, or "opting out" of, the Class. If you are requesting exclusion because you want to bring your own lawsuit based on the matters alleged in this Action, you may want to consult an attorney and discuss whether any individual claim that you may wish to pursue would be time-barred by the applicable statutes of limitation or repose.

To exclude yourself from the Class, you must send a signed letter by mail saying that you want to be excluded from the Class in the following Action: *In re Ooma, Inc. Shareholder Litig.*, Lead Case No. CIV536959. Be sure to include your name, address, telephone number, and the date(s), price(s), and number of shares of Ooma common stock that you purchased or acquired during the Class Period (July 17, 2015-January 14, 2016). Your exclusion request must be **postmarked no later than September 13, 2019**, and sent to the Claims Administrator at:

*Ooma Securities Litigation Settlement*  
Claims Administrator  
c/o Gilardi & Co. LLC  
EXCLUSIONS  
3301 Kerner Blvd.  
San Rafael, CA 94901

You cannot exclude yourself by phone or by e-mail. If you make a proper request for exclusion, you will not receive a settlement payment, and you cannot object to the Settlement. If you make a proper request for exclusion, you will not be legally bound by anything that happens in this lawsuit.

### **CAN I OBJECT TO THE SETTLEMENT, THE REQUESTED ATTORNEYS' FEES, THE REQUESTED PAYMENT OF COSTS AND EXPENSES AND/OR THE PLAN OF ALLOCATION?**

Yes. If you are a Class Member, you may object to the terms of the Settlement. Whether or not you object to the terms of the Settlement, you may also object to the requested attorneys' fees, costs and expenses, Plaintiffs' request for payment for representing the Class and/or the Plan of Allocation. In order for any objection to be considered, you must file a written statement, accompanied by proof of Class membership, with the Court and send a copy to Class Counsel and Defendants' Counsel, at the addresses listed below **by September 13, 2019**. The Court's address is Superior Court of San Mateo, Hall of Justice and Records, 400 County Center, Redwood City, CA 94063; Class Counsel's address is Robbins Geller Rudman & Dowd LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, c/o Ellen Gusikoff Stewart and Defendants' Counsel's address is Orrick, Herrington & Sutcliffe LLP, The Orrick Building, 405 Howard Street, San Francisco, CA 94105, c/o James N. Kramer. Attendance at the Settlement Fairness Hearing is not necessary; however, persons wishing to be heard orally at the Settlement Fairness Hearing are required to indicate in their written objection their intention to appear at the hearing and identify any witnesses they may call to testify and exhibits, if any, they intend to introduce into evidence.

### **WHAT IS THE DIFFERENCE BETWEEN OBJECTING AND EXCLUDING MYSELF FROM THE SETTLEMENT?**

Objecting is telling the Court that you do not like something about the proposed Settlement, the Plan of Allocation, or Class Counsel's request for an award of attorneys' fees and expenses. You can object only if you stay in the Class. Excluding yourself is telling the Court that you do not want to be part of the Class. If you exclude yourself, you have no basis to object because the case no longer applies to you.

### **WHAT ARE MY RIGHTS AND OBLIGATIONS UNDER THE SETTLEMENT?**

If you are a Class Member and you do not exclude yourself from the Class, you may receive the benefit of, and you will be bound by, the terms of the Settlement described in this Notice, upon approval by the Court.

### **HOW CAN I GET A PAYMENT?**

In order to qualify for a payment, you must timely complete and return the Proof of Claim that accompanies this Notice. A Proof of Claim is enclosed with this Notice and also may be downloaded at [www.OomaSecuritiesLitigation.com](http://www.OomaSecuritiesLitigation.com). Read the instructions carefully; fill out the Proof of Claim; sign it; and mail or submit it online so that it is **postmarked (if mailed) or received (if submitted online) no later than October 14, 2019**. The Proof of Claim may be submitted online at [www.OomaSecuritiesLitigation.com](http://www.OomaSecuritiesLitigation.com). If you do not submit a timely Proof of Claim with all of the required information, you will not receive a payment from the Settlement Fund; however, unless you expressly exclude yourself from the Class as described above, you will still be bound in all other respects by the Settlement, the Judgment, and the release contained in them.

### **WHAT CLAIMS WILL BE RELEASED BY THE SETTLEMENT?**

If the Settlement is approved by the Court, the Court will enter a Judgment. If the Judgment becomes final pursuant to the terms of the Stipulation, all Class Members shall be deemed to have, and by operation of the Final Judgment shall have, fully, finally, and forever released, relinquished, and discharged any and all of the Released Parties from all Released Claims.

- "Related Parties" means each of a Defendant's past, present or future direct or indirect parents, subsidiaries, divisions, affiliates or joint ventures, as well as each of their respective present or former directors, officers, employees, partners, members, principals, agents, underwriters, insurers, co-insurers, reinsurers, controlling shareholders, attorneys, accountants, auditors, financial or investment advisors or consultants, banks or investment bankers, personal or legal representatives, predecessors, successors, assigns, spouses, heirs, related or affiliated entities, any entity in which a Defendant has a controlling interest, any member of an Individual Defendant's immediate family, any trust of which any Defendant is the settlor or which is for the benefit of any Defendant and/or member(s) of his or her family, and the legal representatives, heirs, successors in interest or assigns of the Defendants.
- "Released Parties" means Defendants and each and all of their Related Parties.
- "Released Claims" means all claims, including "Unknown Claims" as defined below, that both (a) arise out of, are based upon, or relate in any way to any of the allegations, acts, transactions, facts, events, matters, occurrences, statements, representations, misrepresentations or omissions involved, set forth, alleged or referred to, in this Action, or which could have been alleged in, referred to or made part of this Action, and (b) arise out of, are based upon, or relate in any way to the purchase, acquisition, holding, sale, or disposition of any Ooma securities purchased or otherwise acquired pursuant to or traceable to the Registration Statement issued in connection with Ooma's IPO. "Released Claims" also includes any and all claims arising out of, relating to, or in connection with the Settlement or resolution of the Action against the Released Parties (including Unknown Claims), except claims to enforce any of the terms of the Stipulation.

- “Unknown Claims” means (i) any and all claims and potential claims against Defendants which Plaintiffs or any Class Member do not know or suspect to exist in their, his, her, or its favor as of the Effective Date, and (ii) any claims against Plaintiffs which Defendants do not know or suspect to exist in their favor, which if known by any of them, might have affected their, his, her, or its decision(s) with respect to the Settlement. With respect to any and all Released Claims and Released Defendants’ Claims, the Parties stipulate and agree that by operation of the Final Judgment, upon the Effective Date, the Plaintiffs and Defendants shall have expressly waived, and each Class Member shall be deemed to have waived, and by operation of the Final Judgment shall have expressly waived, the provisions, rights and benefits of Cal. Civ. Code §1542, which provides:

**A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS THAT THE CREDITOR OR RELEASING PARTY DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE AND THAT, IF KNOWN BY HIM OR HER, WOULD HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR OR RELEASED PARTY;**

and any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable, or equivalent to Cal. Civ. Code §1542. Plaintiffs and Class Members may hereafter discover facts in addition to or different from those which he, she, or it now knows or believes to be true with respect to the subject matter of the Released Claims, but Plaintiffs shall expressly fully, finally, and forever settle and release, and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Final Judgment shall have, fully, finally, and forever settled and released, any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. Plaintiffs and Defendants acknowledge, and Class Members shall be deemed to have acknowledged, that the inclusion of “Unknown Claims” in the definition of Released Claims and Released Defendants’ Claims was separately bargained for and was an essential element of the Settlement.

The above description of the proposed Settlement is only a summary. The complete terms are set forth in the Stipulation (including its exhibits), which may be obtained at [www.OomaSecuritiesLitigation.com](http://www.OomaSecuritiesLitigation.com), or by contacting Class Counsel listed on Page 5 above.

### **THE SETTLEMENT FAIRNESS HEARING**

The Court will hold a Settlement Fairness Hearing on October 18, 2019 at 10:00 a.m., before the Honorable Gerald J. Buchwald at the Superior Court of California, County of San Mateo, Department 10, Courtroom 8D, 400 County Center, Redwood City, CA 94063, for the purpose of determining whether: (1) the Settlement as set forth in the Stipulation for \$8,650,000 in cash should be approved by the Court as fair, reasonable and adequate; (2) Judgment as provided under the Stipulation should be entered; (3) to award Plaintiffs’ Counsel attorneys’ fees and expenses out of the Settlement Fund and, if so, in what amount; (4) to pay Plaintiffs for their efforts in representing the Class out of the Settlement Fund and, if so, in what amount; and (5) the Plan of Allocation should be approved by the Court. The Court may adjourn or continue the Settlement Fairness Hearing without further notice to members of the Class.

Any Class Member may appear at the Settlement Fairness Hearing and be heard on any of the foregoing matters; provided, however, that no such person shall be heard unless his, her, or its objection is made in writing and is filed, together with proof of membership in the Class and with copies of all other papers and briefs to be submitted by him, her, or it to the Court at the Settlement Fairness Hearing, with the Court no later than September 13, 2019, and showing proof of service on the following counsel:

Ellen Gusikoff Stewart  
ROBBINS GELLER RUDMAN &  
DOWD LLP  
655 West Broadway, Suite 1900  
San Diego, CA 92101

*Attorneys for Plaintiffs*

James N. Kramer  
Orrick, Herrington & Sutcliffe LLP  
The Orrick Building  
405 Howard Street  
San Francisco, CA 94105

*Attorneys for Defendants*

Unless otherwise directed by the Court, any Class Member who does not make his, her or its objection in the manner provided shall be deemed to have waived all objections to this Settlement and shall be foreclosed from raising (in this or any other proceeding or on any appeal) any objection and any untimely objection shall be barred.

If you hire an attorney (at your own expense) to represent you for purposes of objecting, your attorney must serve a notice of appearance on counsel listed above and file it with the Court (at the address set out above) by no later than September 13, 2019.

### **INJUNCTION**

The Court has issued an order enjoining all Class Members from instituting, commencing, maintaining or prosecuting any action in any court or tribunal that asserts Released Claims against any Released Party, pending final determination by the Court of whether the Settlement should be approved.

### **HOW DO I OBTAIN ADDITIONAL INFORMATION?**

This Notice contains only a summary of the terms of the proposed Settlement. The records in this Action may be examined and copied at any time during regular office hours, and subject to customary copying fees, at the Clerk of the Superior Court of California, County of San Mateo. In addition, all of the Settlement documents, including the Stipulation, this Notice, the Proof of Claim and proposed Judgment may be obtained by contacting the Claims Administrator at:

*Ooma Securities Litigation Settlement*  
c/o Gilardi & Co. LLC  
P.O. Box 404146  
Louisville, KY 40233-4146  
Email: [info@oomasecuritieslitigation.com](mailto:info@oomasecuritieslitigation.com)  
Telephone: 1-888-663-7191  
[www.OomaSecuritiesLitigation.com](http://www.OomaSecuritiesLitigation.com)

In addition, you may contact Rick Nelson, Shareholder Relations, Robbins Geller Rudman & Dowd LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, 1-800-449-4900 if you have any questions about the Action or the Settlement.

### **DO NOT WRITE TO OR TELEPHONE THE COURT FOR INFORMATION**

### **SPECIAL NOTICE TO BANKS, BROKERS, AND OTHER NOMINEES**

If you hold any Ooma common stock purchased or acquired between July 17, 2015 and January 14, 2016, inclusive, as a nominee for a beneficial owner, then, within fourteen (14) business days after you receive this Notice, you must either: (1) send a copy of this Notice by First-Class Mail to all such Persons; or (2) provide a list of the names and addresses of such Persons to the Claims Administrator:

*Ooma Securities Litigation Settlement*  
c/o Gilardi & Co. LLC  
P.O. Box 404146  
Louisville, KY 40233-4146  
Email: [info@oomasecuritieslitigation.com](mailto:info@oomasecuritieslitigation.com)  
Telephone: 1-888-663-7191  
[www.OomaSecuritiesLitigation.com](http://www.OomaSecuritiesLitigation.com)

If you choose to mail the Notice and Proof of Claim yourself, you may obtain from the Claims Administrator (without cost to you) as many additional copies of these documents as you will need to complete the mailing.

Regardless of whether you choose to complete the mailing yourself or elect to have the mailing performed for you, you may obtain reimbursement for or advancement of reasonable administrative costs actually incurred or expected to be incurred in connection with forwarding the Notice and which would not have been incurred but for the obligation to forward the Notice, upon submission of appropriate documentation to the Claims Administrator.

DATED: June 24, 2019

BY ORDER OF THE SUPERIOR COURT OF  
CALIFORNIA, COUNTY OF SAN MATEO  
HONORABLE GERALD J. BUCHWALD