

CIRCUIT COURT OF FLORIDA  
ELEVENTH JUDICIAL CIRCUIT  
MIAMI-DADE COUNTY

THE ARBITRAGE FUND, on behalf of itself and  
all other similarly situated shareholders of  
EXACTECH, INC.,

Plaintiff,

v.

WILLIAM PETTY, BETTY PETTY, DAVID  
PETTY, PRIMA INVESTMENTS, INC., PRIMA  
INVESTMENTS, L.P., JAMES G. BINCH,  
ANDREW KRUSEN, JR., WILLIAM B.  
LOCANDER, RICHARD C. SMITH, and FERN  
S. WATTS,

Defendants.

Complex Business Litigation Section

Case No. 2018-004061

Section: CA 44

CLASS REPRESENTATION

**PROOF OF CLAIM AND RELEASE FORM**

**I. GENERAL INSTRUCTIONS**

1. To recover as a member of the Class based on your claims in the action entitled *The Arbitrage Fund, on behalf of itself and all other similarly situated shareholders of Exactech, Inc., v. William Petty, et al.*, Case No. 2018-004061 (Miami-Dade County) (the “Action”), you must complete and, on page 5 below, sign this Proof of Claim and Release form (“Claim Form”). If you fail to submit a timely and properly addressed (as explained in Paragraph 3 below) Claim Form, your claim may be rejected and you may not receive any recovery from the Common Fund created in connection with the proposed Settlement. Submission of this Claim Form, however, does not assure that you will share in the proceeds of the Settlement of the Action.<sup>1</sup>

**2. THIS CLAIM FORM MUST BE SUBMITTED ONLINE AT:  
WWW.EXACTECHSHAREHOLDERSETTLEMENT.COM NO LATER THAN JULY 5, 2022 OR, IF MAILED,  
BE POSTMARKED NO LATER THAN JULY 5, 2022, ADDRESSED AS FOLLOWS:**

*Exactech Shareholder Litigation*

c/o A.B. Data, Ltd.

P.O. Box 173056

Milwaukee, WI 53217

[www.ExactechShareholderSettlement.com](http://www.ExactechShareholderSettlement.com)

3. If you are a member of the Class and you do not timely request exclusion in response to the Notice dated March 4, 2022, you are bound by and subject to all of the terms of the Stipulation and Agreement of Compromise, Settlement and Release, and all of the terms of the Judgment and orders entered in the Action, including all releases provided therein, and will be permanently barred and enjoined from bringing any action, claim or other proceeding of any kind asserting any Released Claim against any Released Person, WHETHER OR NOT YOU SUBMIT A CLAIM FORM OR RECEIVE A PAYMENT.

**II. CLAIMANT IDENTIFICATION**

4. If you beneficially owned shares of Exactech, Inc. common stock as of January 12, 2018 and were entitled to vote those shares on the proposed Merger with an affiliate of TPG Capital, L.P. (“TPG”), and you are not a member of the immediate family of any Defendant or Rollover Investor, and you have not filed a statement with the Court requesting

<sup>1</sup> All capitalized terms that are not defined herein have the meanings given them in the Stipulation and Agreement of Settlement, dated February 4, 2022, available at [www.ExactechShareholderSettlement.com](http://www.ExactechShareholderSettlement.com).

exclusion from the Class, you are a member of the Class. If you owned your Exactech stock through a third party, such as a brokerage firm, you are the beneficial owner and the third party is the record owner. If you beneficially owned shares of Exactech common stock as of January 12, 2018 but someone else was entitled to vote those shares (for example, pursuant to a securities lending or voting rights agreement), you are not a member of the Class.

5. Use **Part I** of this form entitled “Claimant Identification” to identify each beneficial owner of Exactech common stock that forms the basis of this claim, as well as the owner of record if different. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL OWNERS OR THE LEGAL REPRESENTATIVE OF SUCH OWNERS.**

6. All joint owners must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

### **III. IDENTIFICATION OF HOLDINGS AND VOTING OR NON-VOTING**

7. Use **Part II** of this form entitled “January 12, 2018 Holdings and Voting of Exactech Common Stock” to supply all required details of your holdings in Exactech Common Stock as of January 12, 2018 and how you voted, or that you did not vote, on the Merger. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

8. Copies of broker confirmations or other documentation of your holdings and how you voted on the Merger must be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

9. **NOTICE REGARDING ELECTRONIC FILES:** Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. (This is different than the online claim portal on the Settlement website.) All such claimants **MUST** submit a manually signed paper Claim Form whether or not they also submit electronic copies, unless the Settlement Administrator waives this requirement in writing. If you wish to submit your claim electronically, you must contact the Settlement Administrator at 877-315-0587 to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Settlement Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

**PART I – CLAIMANT IDENTIFICATION**

The Settlement Administrator will use this information for all communications regarding this Claim Form. If this information changes, you MUST notify the Settlement Administrator in writing at the address above. Complete names of all persons and entities must be provided.

Beneficial Owner’s First Name

Beneficial Owner’s Last Name

Co-Beneficial Owner’s First Name

Co-Beneficial Owner’s Last Name

If this claim is submitted for an IRA, and if you would like any check that you MAY be eligible to receive made payable to the IRA, please include “IRA” in the “Last Name” box above (e.g., Jones IRA).

Entity Name (if the Beneficial Owner is not an individual)

Name of Representative, if applicable (*executor, administrator, trustee, c/o, etc.*), if different from Beneficial Owner

Last 4 digits of Social Security Number or Taxpayer Identification Number

Street Address

City  State/Province  Zip Code

Foreign Postal Code (if applicable)

Foreign Country (if applicable)

Telephone Number (home)

Telephone Number (work)

Email Address

Account Number (if filing for multiple accounts, file a separate Claim Form for each account)

**Type of Beneficial Owner:**  
 Specify one of the following:

Individual(s)       Corporation       UGMA Custodian       IRA

Partnership       Estate       Trust       Other (describe: \_\_\_\_\_)

**PART II – JANUARY 12, 2018 HOLDINGS AND VOTING OF EXACTECH COMMON STOCK**

10. I/we beneficially owned \_\_\_\_\_ shares of Exactech common stock as of the close of business on January 12, 2018 that we were entitled to vote on the Merger with TPG on February 13, 2018. These shares were:

- Voted “For” the Merger
- Voted “Against” the Merger
- Voted “Abstain” with respect to the Merger
- Not Voted in connection with the February 13, 2018 Shareholder Vote (but I/we were entitled to vote).
- I/we do not know and have been unable to learn despite my/our best efforts, whether or how these shares were voted in connection with the February 13, 2018 Shareholder Vote (but I/we were entitled to vote).

11. My/Our broker, or other holder of record of these shares was:

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12. As documentation of my/our holdings as of January 12, 2018, I/we am/are submitting herewith:

- Statement(s) from my broker, custodian bank or other financial institution
- Receipt(s) / Confirmation(s) related to my vote in the merger
- Other (explain): \_\_\_\_\_

13. As documentation of how I/we voted our shares in connection with the February 13, 2018 Shareholder Vote, I/we are submitting herewith:

- Receipt(s) related to my vote in the merger
- Instructions to my broker or owner of record directing the voting of my/our shares
- Only the Declaration on Page 5 hereto, signed by me/us under penalty of perjury.
- Other (explain): \_\_\_\_\_

**PART III – SUBMISSION TO JURISDICTION AND ACKNOWLEDGMENTS**

14. By signing and submitting this Claim Form, the claimant(s) or the person(s) acting on behalf of the claimant(s) certify(ies) that: I (We) submit this Claim Form under the terms of the accompanying Notice. I (We) also submit to the jurisdiction of the Eleventh Judicial Circuit in and for Miami-Dade County, Florida (the “Court”) with respect to my (our) claim as (a) Class Member(s) and for purposes of enforcing the releases set forth herein. I (We) further acknowledge that I (we) will be bound by and subject to the terms of the Judgment and any orders entered in connection with the Settlement in the Action, including the releases set forth therein. I (We) agree to furnish additional information to the Settlement Administrator to support this claim, such as voting records, if required to do so. I (We) have not submitted any other claim

covering the same shares of Exactech common stock during the Class Period and know of no other person having done so on my (our) behalf.

**PART IV – RELEASES, WARRANTIES, AND CERTIFICATION**

15. I (We) hereby warrant and represent that I am (we are) a Class Member as defined in the Notice, that I am (we are) not excluded from the Class, that I am (we are) not an Outside Director or a Rollover Investor (as defined in the Notice) or a member of the immediate family of an Outside Director or Rollover Investor.<sup>2</sup>

16. As a Class Member, I (we) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever compromise, settle, release, resolve, relinquish, waive, discharge, and dismiss with prejudice, and without costs, the Released Claims as to each and all of the Released Parties (as these terms are defined in the accompanying Notice). This release shall be of no force or effect unless and until the Court approves the Settlement and it becomes effective on the Effective Date.

17. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

18. I (We) hereby warrant and represent that I (we) have included information about all of my (our) holdings of Exactech common stock as of January 12, 2018 and my (our) votes on the Merger.

19. I (We) certify that I am (we are) NOT subject to backup tax withholding. (If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike out the prior sentence.)

I (We) declare under penalty of perjury under the laws of the United States of America that all of the foregoing information supplied by the undersigned is true and correct.

Executed this \_\_\_\_\_ day of \_\_\_\_\_, 2022

\_\_\_\_\_  
Signature of Claimant

\_\_\_\_\_  
Type or print name of Claimant

\_\_\_\_\_  
Signature of Joint Claimant, if any

\_\_\_\_\_  
Type or print name of Joint Claimant

\_\_\_\_\_  
Signature of person signing on behalf of Claimant

\_\_\_\_\_  
Type or print name of person signing on behalf of Claimant

\_\_\_\_\_  
Capacity of person signing on behalf of Claimant, if other than an individual (e.g., Administrator, Executor, Trustee, President, Custodian, Power of Attorney, etc.)

<sup>2</sup> The “Rollover Investors” are: William Petty; David Petty; Betty Petty; Prima Investments, L.P; Miller Holdings, LLC, a Florida limited liability company 100% owned by Gary Miller (Exactech’s co-founder and EVP of Research and Development) with his wife and children; Bruce Thompson (Exactech’s SVP of Strategic Initiatives); Joel C. Phillips (Exactech’s CFO); Donna Edwards, (Exactech’s VP of Legal); Chris Roche (Exactech’s Director of Engineering); and Steve Szabo (Exactech’s VP of Marketing). The Outside Directors are James G. Binch, Andrew Krusen, Jr., William B. Locander, Richard C. Smith, and Fern S. Watts.

### REMINDER CHECKLIST:

1. Please sign this Claim Form.
2. DO NOT HIGHLIGHT THE CLAIM FORM OR YOUR SUPPORTING DOCUMENTATION.
3. Attach only copies of supporting documentation as these documents will not be returned to you.
4. Keep a copy of your Claim Form for your records.
5. The Settlement Administrator will acknowledge receipt of your Claim Form by mail, within 60 days. **Your claim is not deemed submitted until you receive an acknowledgment postcard.** If you do not receive an acknowledgment postcard within 60 days, please call the Settlement Administrator toll free at 877-315-0587.
6. If you move after submitting this Claim Form please notify the Settlement Administrator of the change in your address, otherwise you may not receive additional notices or payment.