

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE TIBCO SOFTWARE INC.
STOCKHOLDERS LITIGATION

Consolidated
C.A. No. 10319-CB

**NOTICE OF MODIFICATION TO METHOD OF
DISTRIBUTION OF THE SETTLEMENT FUND**

TO: ALL PERSONS WHO RECEIVED MERGER CONSIDERATION IN CONNECTION WITH THE DECEMBER 5, 2014 ACQUISITION OF TIBCO SOFTWARE INC. (“TIBCO”) BY VISTA EQUITY PARTNERS AND WHO WERE THEREBY DAMAGED AS A RESULT OF THE CONDUCT ALLEGED IN THE ABOVE-CAPTIONED CONSOLIDATED STOCKHOLDER CLASS ACTION LAWSUIT (THE “CLASS”).¹

PLEASE READ ALL OF THIS NOTICE CAREFULLY. THIS NOTICE RELATES TO THE SETTLEMENT OF A LAWSUIT AND CONTAINS IMPORTANT INFORMATION.

IF YOU HELD OR TENDERED THE COMMON STOCK OF TIBCO FOR THE BENEFIT OF ANOTHER, PLEASE PROMPTLY TRANSMIT THIS DOCUMENT TO SUCH BENEFICIAL OWNER.

I. THE PURPOSE OF THIS NOTICE

The purpose of the Notice is to inform you of a change in the manner in which payment will be made to members of the Class in connection with the settlement (the “Settlement”) approved by the Court of Chancery of the State of Delaware (the “Court”) in the class action styled *In re TIBCO Software, Inc. Stockholders Litigation*, C.A. No. 10319-CB.

II. BACKGROUND OF THE SETTLEMENT

This Action is a stockholder class action lawsuit arising out of the September 27, 2014 merger agreement (the “Merger Agreement”) entered into by TIBCO and Vista.² Under the Merger Agreement, Vista agreed to acquire all outstanding shares of TIBCO in a going-private transaction for \$24.00 per share and an implied total equity value to TIBCO stockholders of approximately \$4.244 billion. Shortly after announcing the \$4.244 billion dollar transaction, TIBCO disclosed that there had been an error in calculating TIBCO’s shares outstanding. Because of the error, Vista, TIBCO, and TIBCO’s financial advisor, Goldman Sachs & Co. (“Goldman Sachs”), all believed that there were approximately 4.1 million *more* shares of TIBCO stock outstanding than there in fact were (the “Share Count Error”). As a result of the Share Count Error, the implied equity value of the transaction per the Merger Agreement was \$4.144 billion – or approximately \$100 million less.

Paul Hudelson, lead plaintiff and designated Class representative in the Action (“Plaintiff”), initiated this lawsuit on November 5, 2014, seeking to recover the \$100 million shortfall in equity value. In relevant part, Plaintiff sued (i) Vista and TIBCO in order to “reform” the Merger Agreement to reflect the parties’ true

¹ Excluded from the Class by definition are the Remaining Defendants and certain other Excluded Persons (as defined below).

² “Vista” consists of Vista Equity Partners Fund V, L.P., a portfolio fund of the private equity firm Vista Equity Partners, and Balboa Intermediate Holdings, LLC and Balboa Merger Sub, Inc., entities that were formed by Vista affiliates in order to acquire TIBCO.

intention to consummate a \$4.244 billion deal; (ii) the TIBCO board of directors (the “TIBCO Board,” “TIBCO Board Members,” or the “Individual Defendants”) for breach of fiduciary duty in failing to correct the Share Count Error and make the stockholders whole before the deal closed; and (iii) Goldman Sachs for its alleged role in causing the Share Count Error and/or preventing it from being corrected. On October 20, 2015, the Court dismissed the claim against the TIBCO Board. Thus, TIBCO, Vista and Goldman Sachs are described collectively as the “Remaining Defendants”.

After a formal mediation process followed by additional extensive negotiations, Plaintiff and the Remaining Defendants reached a proposed Settlement of the Action for a total of \$30,439,251 in cash. On September 7, 2016, the Court approved the Settlement and the Class definition. The Class was defined as follows:

all Persons who received merger consideration in connection with the December 5, 2014 acquisition of TIBCO and who were thereby damaged as a result of the conduct alleged in the Consolidated Action. Excluded from the Class are: (i) the Remaining Defendants; (ii) all subsidiaries or affiliates of the Remaining Defendants; (iii) all current and former officers, partners, or directors of Vista, Goldman or any of their respective subsidiaries or affiliates; (iv) the Immediate Family members of any of the Individual Defendants and the Immediate Family members of any natural person who is or was an officer, partner, or director of Vista, Goldman or any of their respective subsidiaries or affiliates; (v) any entity in which any of the foregoing in (i)-(iv) above has or had a Controlling Interest; and (vi) the respective legal representatives, heirs, beneficiaries, predecessors, successors in interest, or assigns of any of the foregoing in (i)-(v) above (collectively, the “Excluded Persons”).

III. SIGNIFICANT SHARE COUNT DISCREPANCY IN THE CLAIMS ADMINISTRATION PROCESS

The claims administrator for the Action (the “Settlement Administrator”) mailed notices concerning the Settlement and Proofs of Claim to members of the Class, brokers and other nominees. The claims administrator received 44,354 Proofs of Claim. The claims administrator reviewed each of the Proofs of Claims for possible deficiencies. For the deficient Proofs of Claims, the claims administrator mailed letters to the claimants identifying the deficiencies and asking that they submit additional information or documentation to cure the deficiencies. If the Class members’ responses cured the deficiencies, then the claims administrator provisionally accepted the Proof of Claim.

At the conclusion of the claims process described above, the total number of shares identified by claimants as associated with such provisionally accepted Proofs of Claim (the “Provisionally Eligible Shares”) was 184,568,106.59. Based on proxy data, the claims administrator expected no more than 175,029,560 total shares of TIBCO common stock, restricted common stock, restricted stock units, and shares underlying in-the-money options to acquire TIBCO common stock. The Provisionally Eligible Shares thus exceeded the number of shares held by the Class at Closing by approximately 9.5 million shares. Based on Class Counsel’s and the claims administrator’s collective experience, it was determined that further additional investigation, which would be costly to the Settlement Fund and inject additional delay into the distribution process, would be unlikely to resolve this discrepancy.

The claims administrator and Class Counsel believe that the share count discrepancy is largely attributable to the volume of trades in TIBCO stock occurring during the final days of trading leading up to Closing, with many of these trades not settling until after December 5, 2014, in accordance with normal administrative procedures, and short positions in TIBCO stock.

IV. THE REVISED METHOD OF DISTRIBUTION

To resolve the discrepancy regarding the Provisionally Eligible Shares, the Court has ordered that the Settlement Fund be distributed in the same manner in which the Merger Consideration was paid in connection with the Closing of the Merger. Accordingly, the Settlement Fund will be made paid to record holders of TIBCO common stock and stock equivalents on a *pro rata* basis based on the number of shares held of record at

the time of Closing and consistent with the per-share dollar amounts reflected in the initial plan of allocation previously ordered by the Court.

For Class Members who may have owned TIBCO common stock beneficially through a DTC Participant as of the Closing of the Merger, please note that distribution of Settlement Fund amounts will be made to DTC Participants, which must then distribute Settlement Fund amounts to the appropriate beneficial owners who owned TIBCO common stock at Closing, in the same way that the consideration was paid in the Merger.

Thus, following the distribution of the Settlement Fund to the DTC Participants, inquiries by Class members regarding payment of the Settlement Fund should be made directly to DTC Participants, such as banks or brokerage firms, through which they beneficially owned TIBCO shares.

Any DTC Participant who receives settlement consideration with respect to shares of TIBCO common stock beneficially owned by any Excluded Person is directed to return such settlement consideration to the claims administrator at the address in Section VI below.

V. SCOPE OF THIS NOTICE AND FURTHER INFORMATION

The description of the Settlement, the Proof of Claims Process and the revised method of distribution set forth herein does not purport to be comprehensive. Accordingly, Class members are referred to the documents filed with the Court in the Action, including filings and orders related to the revised method of distribution, which are available for inspection at the Office of the Register in Chancery in the Court of Chancery of the State of Delaware, New Castle County Courthouse, 500 N. King Street, Wilmington, Delaware 19801, during regular business hours of each business day. Related documents are also posted on the settlement website, which may be accessed at www.tibcostockholderslitigation.com. Following distribution of the Settlement Fund to the DTC Participants, the per-share distribution amount will be posted on the settlement website.

Inquiries or comments about the Settlement and the Distribution of the Settlement Fund, other than requests for additional copies of this Notice, may be directed to the attention of Co-Lead Counsel as follows:

Cynthia A. Calder
GRANT & EISENHOFER P.A.
123 Justison Street
Wilmington, DE 19801
(302) 622-7000

VI. NOTICE TO PERSONS OR ENTITIES HOLDING RECORD OWNERSHIP ON BEHALF OF OTHERS

Brokerage firms, banks and/or other persons or entities who held shares of the common stock of TIBCO on behalf of a Class Member are requested to promptly send this Notice to all of their respective beneficial owners. If additional copies of the Notice are needed for forwarding to such beneficial owners, any requests for such copies may be made to:

TIBCO Stockholder Litigation
Attn: Fulfillment Department
c/o A.B. Data, Ltd.
3410 West Hopkins Street
PO Box 170999
Milwaukee, WI 53217

Or call 866-561-6065 or e-mail
fulfillment@abdata.com

PLEASE DO NOT WRITE OR CALL THE COURT.