

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

NEW JERSEY CARPENTERS PENSION FUND,)
Individually and on Behalf of All Others Similarly) C.A. No. 5334-VCN
Situating,)
Plaintiff,)
v.)
INFOGROUP, INC., ROGER SIBONI, BILL L.)
FAIRFIELD, VINOD GUPTA, BERNARD W.)
REZNICEK, CLIFTON T. WEATHERFORD, GEORGE)
KRAUSS, GARY MORIN, THOMAS L. THOMAS,)
JOHN STAPLES III, AND LEE D. ROBERTS,)
Defendants.)

NOTICE OF PENDENCY AND PROPOSED SETTLEMENT OF CLASS ACTION

TO: ALL HOLDERS OF INFOGROUP, INC. ("INFOGROUP" OR THE "COMPANY") COMMON STOCK AT ANY TIME FROM AUGUST 20, 2008 THROUGH AND INCLUDING JULY 1, 2010, WHETHER BENEFICIAL OR OF RECORD, INCLUDING THEIR LEGAL REPRESENTATIVES, HEIRS, SUCCESSORS IN INTEREST, TRANSFEREES AND ASSIGNEES OF ALL SUCH FOREGOING HOLDERS, EXCLUDING THE DEFENDANTS AND THEIR ASSOCIATES, AFFILIATES, LEGAL REPRESENTATIVES, HEIRS, SUCCESSORS IN INTEREST, TRANSFEREES AND ASSIGNEES (THE "SETTLEMENT CLASS").

PLEASE READ ALL OF THIS NOTICE CAREFULLY. YOUR RIGHTS WILL BE AFFECTED BY THE LEGAL PROCEEDINGS IN THIS ACTION. IF THE COURT APPROVES THE PROPOSED SETTLEMENT DESCRIBED BELOW, YOU WILL BE FOREVER BARRED FROM CONTESTING THE FAIRNESS OF THE PROPOSED SETTLEMENT, OR PURSUING THE RELEASED PLAINTIFF'S CLAIMS (AS DEFINED HEREIN) AGAINST THE RELEASED DEFENDANT PARTIES.

IF YOU HELD INFOGROUP COMMON STOCK FOR THE BENEFIT OF OTHERS, READ THE SECTION BELOW ENTITLED "INSTRUCTIONS TO BROKERS AND OTHERS WHO HELD FOR THE BENEFIT OF OTHERS."

I. PURPOSE OF NOTICE

The purpose of this Notice is to inform you of the proposed settlement (the "Settlement") of the above-captioned lawsuit (the "Action") pending in the Court of Chancery of the State of Delaware (the "Court"). Pursuant to the Settlement, Plaintiffs and Class Representatives New Jersey Carpenters Pension Fund (the "Fund") and Ronald Kistner ("Kistner") (together, "Plaintiffs") on their own behalf and on behalf of the Settlement Class (as further defined herein, the "Settlement Class"), has agreed to settle and dismiss with prejudice their claims against Defendants infoGROUP, Inc. ("infoGROUP"), Roger Siboni, Bill L. Fairfield, Bernard W. Reznicek, Clifton T. Weatherford, George Krauss, Gary Morin, Thomas L. Thomas, John Staples III, Lee D. Roberts, and Vinod Gupta (the "Director Defendants" and collectively with infoGROUP, the "Defendants") which relate to the sale of infoGROUP in 2010 to CCMP Capital Advisors LLC for \$8.00 per share in cash. In consideration of the Settlement, Defendants have agreed to cause the sum of \$13,000,000 to be paid for benefit of the Settlement Class.

This Notice also informs you of the preliminarily certified amendment of the previously certified class, which was previously certified by Order of the Court on February 13, 2013, as set forth below, and notifies you of your right to participate in a hearing to be held on April 30, 2014, at 10:00 a.m., before the Court in the Kent County Courthouse, 38 The Green, Dover, Delaware 19901 (the "Settlement Hearing") to determine, among other things, whether the Court should approve the Settlement as fair, reasonable and adequate, whether Plaintiffs and the law firms of Milberg LLP and Robbins Geller Rudman & Dowd LLP (together, "Class Counsel") have adequately represented the interests of the Settlement Class in the Action, and to consider other matters, including a request by Class Counsel for an award of attorneys' fees and expenses incurred in connection with the prosecution of the Action.

On February 13, 2013, the Court granted Plaintiff New Jersey Carpenters Pension Fund's motion for class certification under Court of Chancery Rules 23(a), 23(b)(1) and 23(b)(2) and certified a non-opt out class consisting of all holders of infoGROUP common stock at any time from March 8, 2010 through and including July 1, 2010, whether beneficial or of record, including their legal representatives, heirs, successors in interest, transferees and assignees of all such foregoing holders, excluding the Defendants and their associates, affiliates, legal representatives, heirs, successors in interest, transferees and assignees.

On February 5, 2014, for purposes of the Settlement, and upon the consent of the Parties and pursuant to Del. Ch. Ct. R. 23(c)(1) and the February 13, 2013 Letter Opinion granting Class certification, the Court amended the previously certified class to consist of

1 The complete terms of the Settlement are set forth in the Stipulation and Agreement of Compromise and Settlement Between Plaintiff and Defendants ("Stipulation" or "Settlement") which can be viewed and/or downloaded at www.infogroupsecuritiessettlement.com.

2 The Company and the Director Defendants, other than Defendant Gupta, may at times also be referred to as the "infoGROUP Defendants."

all holders of common stock of *infoGROUP* at any time from August 20, 2008 through and including July 1, 2010, whether beneficial or of record, including their legal representatives, heirs, successors in interest, transferees and assigns of all such foregoing holders, excluding Defendants and CCMP Capital Advisors L.P. and their associates, affiliates, legal representatives, heirs, successors in interest, transferees and assignees (the "Settlement Class").

This Notice describes the rights you may have under the Settlement and what steps you may, but are not required to, take in relation to the Settlement.

If the Court approves the Settlement, the Plaintiffs and Defendants (the "Settling Parties") to the Action will ask the Court at the Settlement Hearing to enter an Order dismissing all claims asserted in the Action against the Settling Defendants with prejudice.

If you are a member of the Settlement Class (a "Settlement Class Member"), you will be bound by any judgment entered in the Action. You may not opt out of the Settlement Class.

THE FOLLOWING RECITATION DOES NOT CONSTITUTE FINDINGS OF THE COURT. IT IS BASED ON STATEMENTS OF THE PARTIES AND SHOULD NOT BE UNDERSTOOD AS AN EXPRESSION OF ANY OPINION OF THE COURT AS TO THE MERITS OF ANY OF THE CLAIMS OR DEFENSES RAISED BY ANY OF THE PARTIES.

II. BACKGROUND OF THE ACTION

On March 8, 2010, *infoGROUP* publicly announced that it had entered into a definitive merger agreement with CCMP Capital Advisors, LLC ("CCMP") for \$8.00 per share (the "Merger").

On March 11, 2010, the Fund, by its counsel and on behalf of all other similarly situated public shareholders of *infoGROUP*, filed an initial class action complaint in this Court for breaches of fiduciary duty against the Director Defendants and the Company arising from alleged breaches of duty to the Company's public shareholders in connection with the decision to cause the Company to enter into the merger agreement with CCMP. The Fund's March 11, 2010 complaint also brought aiding and abetting claims against CCMP, Omaha Holdco Inc., and Omaha Acquisition Inc. (collectively, the "CCMP Defendants").

On March 17, 2010, Plaintiff Kistner filed a putative class action Complaint Based on Self-Dealing and Breach of Fiduciary Duty in the District Court of Douglas County, Nebraska, Case Doc. 1106 No. 189, against Defendants and the CCMP Defendants for breach of fiduciary duty and aiding and abetting the same in connection with the Merger. Two additional related actions were filed in the District Court of Douglas County, Nebraska and were captioned *The Pennsylvania Avenue Funds v. infoGROUP, Inc., et al.*, Docket 1104, No. 822 (March 9, 2010) and *Sappenfield v. infoGROUP, Inc., et al.*, Docket 1105, No. 146 (March 16, 2010) (collectively the "Nebraska Actions"). Plaintiff Kistner's counsel then appeared by invitation in this Delaware Action, filed *pro hac vice* applications with the Court on June 4 and June 11, 2010, and have been actively involved in this Delaware Action, essentially assuming the role as Co-Lead Counsel for the duration of the litigation. The Nebraska Actions thereafter remained inactive and were voluntarily dismissed in late March and early April 2013.

On or about March 23, 2010, the Fund served its First Request for the Production of Documents directed to all of the Defendants. The Defendants served responses and objections to those requests on or about April 13, 2010 (the *infoGROUP* Defendants), April 29, 2010 (the CCMP Defendants), and May 3, 2010 (Defendant Gupta).

On March 30, 2010, *infoGROUP* filed a Schedule 14A Preliminary Proxy Statement (the "Preliminary Proxy") regarding the Merger with the United States Securities and Exchange Commission (the "SEC"). The March 30, 2010 Preliminary Proxy stated that the *infoGROUP* Defendants anticipated completion of the Merger in June of 2010. *infoGROUP* issued subsequent amended preliminary proxies on May 3, 2010, May 18, 2010, and May 27, 2010.

On April 8, 2010, the Fund filed its First Amended Class Action Complaint, bringing additional claims for breach of fiduciary duty against the Director Defendants in connection with a number of alleged material misstatements and omissions (the "Disclosure Claims") in the March 30, 2010 Preliminary Proxy.

On April 15, 2010, the Fund filed a Motion for Expedited Proceedings, which Defendants opposed. Also on April 15, 2010, the Fund filed a Motion for Preliminary Injunction.

On April 22, 2010, the Court held an office conference concerning the Fund's Motion for Expedited Proceedings, during which then Vice-Chancellor Strine directed the parties to agree upon and submit a schedule providing for appropriate expedited discovery. On April 27, 2010, the Court entered a proposed case schedule which had been submitted by the parties. Pursuant thereto, the parties and their counsel conducted substantial expedited discovery over the course of the next two months. Specifically, the parties conducted negotiations concerning the production of both paper and electronic documents from the various Defendants, and the source of those documents, including the identities of the custodians whose records would be searched and reviewed in connection with expedited discovery. The parties also negotiated search terms in connection with the discovery of electronic materials, and a protocol for the Defendants' search and review of electronic materials.

The parties negotiated an expedited deposition schedule in connection with the preliminary injunction motion, including, *inter alia*, the scheduling of Defendant Gupta's deposition, which ultimately required Court resolution. The Fund issued subpoenas to and obtained documents from non-parties, including: Evercore; the Blackstone Group ("Blackstone," Defendant Gupta's financial advisor); Bank of America (which provided financing in connection with the deal); and Vector Capital. Ultimately, Plaintiffs received and reviewed over 33,000 pages of documents in connection with expedited

discovery, approximately 25,000 pages of which were produced by Defendants and approximately 8,000 pages of which were produced by non-parties.

On June 2, 2010, the Fund served responses and objections to *infoGROUP's* May 13, 2010 First Request for the Production of Documents directed to the Fund, and produced documents in response to those requests prior to the hearing on the Motion for Preliminary Injunction.

Plaintiffs' counsel retained the services of and consulted with expert financial consultant Travis R. Keath of Value, Inc. to issue an expert report concerning valuation and related issues, and concerning the reliability of Evercore's fairness opinion and underlying analysis. Mr. Keath submitted an Affidavit In Support of the Fund's Motion For Preliminary Injunction on June 15, 2010.

Plaintiffs' counsel also took the depositions of the following eight witnesses in expedited discovery: Defendants Vinod Gupta, Bill Fairfield, Gary Morin, and Roger Siboni; Evercore Managing Director Jason Sobol; CCMP Managing Director Richard Zannino; Vector Capital Managing Director Alex Slusky; and Evercore Senior Managing Director Saul Goodman. In addition, Defendants' counsel took the deposition of Plaintiffs' financial consultant, Mr. Keath.

On May 28, 2010, the Company issued its Definitive Proxy Statement on Schedule 14A (the "May 28, 2010 Definitive Proxy Statement") regarding the Merger, announcing that a shareholder vote would be held on June 29, 2010.

On June 16, 2010, the Fund filed its opening brief in support of its Motion For Preliminary Injunction. Defendants filed their papers opposing the Fund's Motion for Preliminary Injunction on June 20, 2010. The Fund then filed its reply papers in further support of the Motion for Preliminary Injunction on June 22, 2010.

On June 22, 2010, the Fund and its counsel filed a Motion to Strike Certain Affidavits which had been submitted by Defendants in connection with their opposition to the Motion for Preliminary Injunction. Defendants opposed this Motion to Strike, and the Motion to Strike was fully briefed as of the hearing date on June 24, 2010.

On June 24, 2010, Chancellor Chandler heard oral argument on Plaintiffs' Motion for Preliminary Injunction. At the hearing, Chancellor Chandler denied the Motion for Preliminary Injunction. Chancellor Chandler also dismissed the aiding and abetting claims against the CCMP Defendants.

infoGROUP's stockholders approved the Merger Agreement at a special meeting on June 29, 2010. The Merger was then consummated on July 1, 2010.

On October 18, 2010, the Fund filed an Unopposed Motion for Leave to File Its Second Amended Consolidated Class Action Complaint ("SAC"), which was granted by the Court on October 20, 2010. The Fund filed the SAC under seal on October 20, 2010.

On or about November 9, 2010, the Fund and counsel served separate second sets of document requests on the *infoGROUP* Defendants and on Defendant Gupta. Defendants served responses and objections to these second sets of requests on December 13, 2010 (the *infoGROUP* Defendants) and December 17, 2010 (Defendant Gupta).

On January 14, 2011, the *infoGROUP* Defendants and Defendant Gupta moved separately to dismiss the SAC. After briefing was completed, the Court heard oral argument on the motions to dismiss on June 21, 2011. On September 30, 2011, as amended October 6, 2011, the Court issued a Memorandum Opinion, which granted in part and denied in part Defendants' motions to dismiss.

On November 18, 2011, the Fund separately issued Third Requests for the Production of Documents to the *infoGROUP* Defendants and to Defendant Gupta. On or about January 10, 2012, the *infoGROUP* Defendants and Defendant Gupta submitted separate sets of responses and objections to these Third Requests.

On November 18, 2011, the *infoGROUP* Defendants served their Second Requests for the Production of Documents upon Plaintiff, and Defendant Gupta separately served his First and his Second Requests for the Production of Documents upon Plaintiff. Defendant Gupta also served his First and his Second Requests for the Production of Documents upon the *infoGROUP* Defendants. On or about January 13, 2012, the Fund served responses and objections to these respective sets of requests directed toward it, and the *infoGROUP* Defendants served responses and objections to Defendant Gupta's document requests directed toward them.

On November 22, 2011, the Court entered a Stipulation and Scheduling Order.

On December 15, 2011, the *infoGROUP* Defendants and Defendant Gupta filed and served separate Answers to the SAC.

In late January 2012, Defendants began producing additional documents, beyond those they had already produced during expedited discovery. The Fund similarly began producing additional documents in mid-February 2012. Plaintiff Kistner began producing documents in July 2012. Both the Fund and Kistner also prepared and produced privilege logs. The parties also engaged in written discovery in 2012, including requests for admission and interrogatories.

During the spring and early summer of 2012, as document discovery proceeded, numerous material disputes arose between the parties, including, *inter alia*, disputes with respect to the scope of the various Defendants' document productions.

The Fund and its counsel filed motions to compel the production of additional documents by Defendant Gupta (filed April 5, 2012) and the *infoGROUP* Defendants (filed May 4, 2012). On May 8, 2012, Defendant Gupta filed a Motion to Compel the Fund to supplement its responses to certain of his interrogatories. On May 17, 2012, the *infoGROUP* Defendants filed a Motion to Compel the Fund to supplement its answers to their February 29, 2012 Second Set of Interrogatories.

On June 7, 2012, the parties participated in a one-day mediation session before JAMS mediator David Geronimus, Esq., in New York, New York. This mediation was unsuccessful.

On July 17, 2012, the Court heard oral argument on the parties' respective motions to compel. On August 16, 2012, the Court issued a Letter Ruling on the four Motions to Compel. The Court granted in part and denied in part Plaintiff's Motions to Compel directed at Gupta and the *infoGROUP* Defendants, granted the *infoGROUP* Defendants' Motion to Compel Directed to Plaintiff, and denied Defendant Gupta's Motion to Compel. Thereafter, Defendants produced thousands of documents on a rolling basis beginning in August 2012 (for Defendant Gupta) and on October 19, 2012 (for the *infoGROUP* Defendants). The *infoGROUP* Defendants also produced privilege logs.

In an effort to address what Plaintiffs characterized as spoliation issues of Defendant Gupta, on September 7, 2012, Plaintiffs deposed four individuals: Ron Bliss, a Network Engineer for Computer Solutions, Inc., an outside vendor retained by Everest Group, LLC, an entity affiliated with Defendant Gupta; Paul Nietzel, Operations Manager for Everest Group, LLC; Curt Van Hill, Investment Manager for Everest Group, LLC; and Gregg Maynard, Consultant at FTDiscovery, a computer forensics and electronic discovery firm retained by Defendant Gupta.

On September 24, 2012, Plaintiffs filed a Motion for Class Certification and opening papers in support thereof.

In October 2012, Defendants deposed the Fund's Administrator George R. Laufenberg and Plaintiff Kistner in connection with Plaintiffs' Motion for Class Certification.

On or about November 16, 2012, Defendants filed papers in opposition to Plaintiffs' Motion for Class Certification. Plaintiffs filed their reply brief in further support of the Motion for Class Certification, and supporting papers, on December 7, 2012.

On January 17, 2013, the Court heard oral argument on Plaintiffs' Motion for Class Certification. On February 13, 2013, the Court granted Plaintiffs' Motion for Class Certification and certified a class of all holders of *infoGROUP* common stock at any time from March 8, 2010 through and including July 1, 2010, whether beneficial or of record, including their legal representatives, heirs, successors in interest, transferees and assignees of all such foregoing holders, excluding the Defendants and their associates, affiliates, legal representatives, heirs, successors in interest, transferees and assignees. The Court also appointed Plaintiffs as Class Representatives and Milberg LLP and Robbins Geller Rudman & Dowd LLP as Class Counsel.

In post-close discovery, Plaintiffs obtained and reviewed over 157,000 pages of documents from Defendants. In addition to pursuing discovery from Defendants and their related entities, Plaintiffs obtained and reviewed nearly 275,000 pages of documents from twelve third parties throughout the litigation, including Evercore Group L.L.C.; Vector Capital, L.P.; Blackstone; CCMP; Silver Lake Management, L.L.C.; Bank of America; Dun & Bradstreet Corporation; First National Bank of Nebraska; Northern Trust Corporation; Kohlberg Kravis Roberts & Co. L.P.; Gregg Maynard; and Apax Partners L.P. These totals do not include the 33,000 documents produced and reviewed in 2010 during expedited discovery.

Additional fact depositions began in April 2013. Plaintiffs' counsel deposed eleven (11) additional fact witnesses, consisting of: Defendants Clifton Weatherford, John Staples, III, Lee Roberts, Bernard Reznicek, Gary Morin, George Krauss, and William Fairfield; Former Company General Counsel and Executive Vice President of Business Conduct Thomas McCusker; Former Company Senior Vice President of Corporate Relations Lisa Olson; Former Company CFO Thomas Oberdorf; and Blackstone Managing Director Anuj Agarwal. Additional depositions of Defendants Vinod Gupta, Roger Siboni and Tom Thomas, as well as representatives of Evercore and Vector, were set to take place in June and July 2013.

In July and August 2013, Plaintiffs and Defendants engaged in arm's-length negotiations, including participation in mediation, in an attempt to resolve the Action. Specifically, in late June 2013 the parties agreed to mediation before former United States District Court Judge Layn Phillips, and the mediation was scheduled for July 25, 2013. Counsel for the parties participated in a one-day mediation session on that date before Judge Phillips at the offices of Irell & Manella LLP in Newport Beach, California.

After the July 25, 2013 mediation, extensive settlement talks continued between the parties, culminating in a Mediator's Recommendation on August 21, 2013. This Recommendation was accepted by all parties on or before August 27, 2013. On August 28, 2013, counsel for the parties notified the Court by telephone that an agreement-in-principle had been reached to settle the matter, and that the parties would be submitting settlement papers in connection therewith.

This Settlement is intended fully, finally and forever to resolve, discharge and settle the Released Plaintiffs' Claims (as defined herein) and the Released Defendants Parties' Claims (as defined herein) with prejudice. It is the intention of Plaintiffs and Defendants that the Settlement will release all Released Plaintiffs' Claims and all Released Defendants' Claims that were alleged or could have been alleged by Plaintiffs against the Defendants in this Action.

The entry by Plaintiffs and Defendants into the Settlement is not, and shall not be construed as or deemed to be evidence of, an admission as to the merit or lack of merit of any claims or defenses asserted in the Action.

Class Counsel have conducted an investigation and pursued discovery relating to the claims and the underlying events and transactions alleged in the Action. Class Counsel have analyzed the evidence adduced during their investigation and through discovery, and have researched the applicable law with respect to Plaintiffs and the Settlement Class. In negotiating and evaluating the terms of the Settlement, Class Counsel considered the significant legal and factual defenses to Plaintiffs' claims. Class Counsel have received sufficient information to evaluate the merits of the Settlement. Based upon their evaluation, Class Counsel have determined that the Settlement is fair, reasonable and adequate and in the best interests of all Settlement Class Members, and that it confers substantial benefits upon the Settlement Class Members.

The Defendants deny any and all allegations of wrongdoing, fault, liability or damage whatsoever; deny that they engaged in, committed or aided or abetted the commission of any breach of duty, wrongdoing or violation of law; deny that Plaintiffs or any of the other Settlement Class Members suffered any damage whatsoever; deny that they acted improperly in any way; believe that they acted properly at all times; maintain that the Director Defendants complied with their fiduciary duties; maintain that they have complied with federal and state laws; and maintain that they have committed no disclosure violations or any other breach of duty or wrongdoing whatsoever in connection with the Merger. Specifically, the Defendants deny that they acted contrary to the best interests of *infoGROUP* and its stockholders and the Defendants further believe that the sale process leading up to the Merger achieved the best price reasonably available for *infoGROUP* stockholders.

Defendants enter into the Settlement solely because they consider it desirable that the Action be settled and dismissed with prejudice in order to, among other things, eliminate the uncertainties, burden and expense of further litigation and finally put to rest and terminate all of the claims which were or could have been asserted against the Defendants in the Action. Nothing in the Settlement shall be construed as any admission by Defendants of wrongdoing, fault, liability, or damages whatsoever. Nothing in the Settlement shall be construed as an allocation of fault or liability between or among the Defendants.

III. THE BENEFITS OF THE SETTLEMENT

(a) Settlement Payment

In consideration of the Settlement, Defendants have agreed to cause the sum of \$13,000,000 (the "Settlement Amount") to be paid for the benefit of the Settlement Class. The Settlement Amount, less any Fee and Expense Award approved by the Court and Administrative Costs (the "Net Settlement Amount"), will be distributed as follows, as set forth below:

(b) Distribution of the Settlement Fund

Following the Effective Date, the Net Settlement Amount will be disbursed by the Claims Administrator to the Settlement Payment Recipients and will be allocated on a per-share basis amongst the Settlement Payment Recipients who have submitted to the Claims Administrator a valid Proof of Claim by the deadline provided herein ("Authorized Claimants") based on the number of shares of *infoGROUP* common stock held by the applicable Settlement Payment Recipient upon the Closing of the Merger (provided that if a Settlement Payment Recipient held shares of *infoGROUP* common stock in registered form and has not submitted a letter of transmittal as of the Effective Date, such payment shall be allocated to such Settlement Payment Recipient but will not be remitted until such Settlement Payment Recipient has submitted its letter of transmittal and its share certificates for exchange) (the "Initial Distribution"). If there is any balance remaining of the Net Settlement Amount after six (6) months from the date of distribution of the Net Settlement Amount (whether by reason of tax refunds, uncashed checks or otherwise), Class Counsel shall, if feasible, reallocate such balance among Authorized Claimants who deposited the checks sent in the initial distribution in an equitable and economic fashion. Thereafter, any balance which still remains of the Net Settlement Amount shall be donated to Homes for Our Troops.

(c) Proof of Claim

Any Settlement Payment Recipient who wishes to participate in the distribution of the Net Settlement Amount shall submit to the Claims Administrator a completed Proof of Claim in the form enclosed no later than June 6, 2014. Any Proof of Claim submitted to the Claims Administrator after such date may be rejected as untimely.

As set forth in the Stipulation:

1. "Settlement Payment Recipients" means all Settlement Class Members who were stockholders of record of *infoGROUP* common stock at the Closing and who received consideration in the Merger upon exchange of *infoGROUP* common stock, and who submit a valid Proof of Claim to the Claims Administrator.

2. "Settlement Class Member" means a member of the Settlement Class as preliminarily certified by the Court on February 5, 2014.

IV. RELEASES

Upon the Effective Date, Plaintiffs and all Settlement Class Members, on behalf of themselves, their legal representatives, heirs, successors-in-interest, transferees and assigns, shall thereupon fully, finally and forever, release, settle and discharge the Released Defendants from and with respect to every one of the Released Plaintiffs' Claims, and shall thereupon be forever barred and enjoined from commencing, instituting, prosecuting, or continuing to prosecute any Released Plaintiffs' Claims against any of the Released Defendants.

As set forth in the Stipulation:

1. "Effective Date" means the first business day following the date the Judgment (defined below) becomes Final (defined below).

2. "Judgment" means the Order and Final Judgment to be entered in the Action in all material respects in the form attached as Exhibit E to the Stipulation.

3. "Final," when referring to the Judgment, means (1) entry of the Judgment or (2) if there is an objection to the Settlement, the expiration of any time for appeal or review of the Judgment, or, if any appeal is filed and not dismissed or withdrawn, issuance of a decision upholding the Judgment on appeal in all material respects, which is no longer subject to review upon appeal or other review, and the expiration of the time for the filing of any petition for reargument, appeal or review of the Judgment or any order affirming the Judgment; provided, however, that any disputes or appeals relating solely to the amount, payment or allocation of attorneys' fees and expenses shall have no effect on finality for purposes of determining the date on which the Judgment becomes Final and shall not otherwise prevent, limit or otherwise affect the Judgment, or prevent, limit, delay or hinder entry of the Judgment; and, provided, further, however, that in the event the

Court does not enter judgment approving the Settlement between Plaintiffs, the Settlement Class and the *infoGROUP* Defendants, such event shall have no effect on finality for purposes of determining the date on which the Judgment becomes Final and shall not otherwise prevent, limit or otherwise affect the Judgment, or prevent, limit, delay or hinder entry of the Judgment as to Defendants.

4. "Released Defendant Parties" means (i) the Settling Defendants, and the Settling Defendants' past or present, direct or indirect, affiliates, associates, members, partners, partnerships, investment funds, subsidiaries, parents, predecessors, and successors (collectively "Affiliates"); (ii) all associates, members, partners, officers, directors, employees, agents, advisors, financial or investment advisors, and attorneys (including Settling Defendants' Counsel) of the Settling Defendants and their respective Affiliates; (iii) any and all persons, firms, trusts, corporations, officers, directors or other individuals or entities in which any of the Settling Defendants or their Affiliates have a financial interest; and (iv) the legal representatives, heirs, executors, administrators, predecessors, successors, predecessors-in-interest, successors-in-interest and assigns of any of the foregoing.

5. "Claims" mean any and all manner of claims, demands, rights, liabilities, losses, obligations, duties, damages, diminutions in value, costs, debts, expenses, interest, penalties, fines, sanctions, fees, attorneys' fees, expert or consulting fees, actions, potential actions, causes of action, suits, agreements, judgments, decrees, matters, issues and controversies of any kind, nature or description whatsoever, whether disclosed or undisclosed, accrued or unaccrued, apparent or not apparent, foreseen or unforeseen, matured or not matured, suspected or unsuspected, liquidated or not liquidated, fixed or contingent, which now exist, or heretofore or previously existed, or may hereafter exist, including known claims and Unknown Claims, whether direct, derivative, individual, class, representative, legal, equitable or of any other type, or in any other capacity, whether based on state, local, foreign, federal, statutory, regulatory, common or other law or rule (including but not limited to any claims under federal or state securities law, federal or state antitrust law, or under state disclosure law or any claims that could be asserted derivatively on behalf of *infoGROUP*).

6. "Released Plaintiffs' Claims" means any and all Claims which are based upon, arise out of, result from, relate to, or involve or previously were based upon, arose out of, resulted from, related to or involved, directly or indirectly, any of the actual, alleged or attempted actions, transactions, occurrences, statements, representations, misrepresentations, omissions, allegations, facts, practices, events, claims or any other matters, things or causes whatsoever, or any series thereof, that (i) were alleged, asserted, set forth, or claimed in the Action against the Released Defendants; (ii) are related to the subject matter of the claims that were alleged, asserted, set forth, or claimed in the Action against the Released Defendants; or (iii) could have been alleged, asserted, set forth or claimed in the Action or in any other action, court (whether state or federal), tribunal, forum or proceeding by Plaintiffs or any or all of the other Settlement Class Members, including, but not limited to, claims under any and all federal or state securities laws (including those within the exclusive jurisdiction of the federal courts) which arise out of the Settlement Class Members' status as *infoGROUP* stockholders during the Settlement Class Period, and which are based upon, arise out of, result from, relate in any way to, or involve, directly or indirectly, (a) the Merger or any element, term, condition or circumstance of the Merger or the sale process leading up to the Merger, (b) any actions, deliberations, negotiations, discussions, offers, inquiries, solicitations of interest, indications of interest, bids, due diligence or any act or omission in connection with the review of strategic alternatives available to *infoGROUP* or the Merger, including the process of deliberation or negotiation by CCMP, *infoGROUP*, the Director Defendants, and any of their respective officers, directors or advisors, (c) the consideration received by Settlement Class Members, (e) the Preliminary Proxy and any amendments thereto, the Definitive Proxy and any amendments thereto, or any other disclosures, SEC filings, public filings, periodic reports, press releases, proxy statements or other statements issued, made available, or filed or otherwise disclosed or communicated relating, directly or indirectly, to the Merger, (f) the June 29, 2010 vote of *infoGROUP* stockholders approving the Merger, (g) proxy solicitation efforts in connection with the June 29, 2010 vote of *infoGROUP* stockholders on the Merger, (h) any fiduciary obligations in connection with the Merger of the Released Defendants, (i) the setting of the record date for the Merger and the mailing of the Proxy, or (j) the fees, expenses or costs incurred in prosecuting, defending, or settling the Action, except to the extent of any Fee and Expense Award paid from the Settlement Amount pursuant to Section 5 of the Stipulation; provided, however, that the Released Plaintiffs' Claims shall not include the right to enforce the Stipulation.

7. "Released Defendant Parties' Claims" means any Claims that have been or could have been asserted in the Action, or in any court, tribunal, forum or proceeding, by Defendants or any of their respective successors and assigns against any of the Released Plaintiff Parties, which arise out of or relate in any way to the institution, prosecution, settlement or dismissal of the Action; provided, however, that the Released Defendant Parties' Claims shall not include claims to enforce this Stipulation.

8. "Merger" means the transaction announced on or about March 8, 2010, whereby *infoGROUP* entered into a definitive merger agreement with CCMP for \$8.00 per share.

9. "Administrative Costs" means all costs and expenses associated with providing notice of the Settlement to the Settlement Class or otherwise administering or carrying out the terms of the Settlement.

10. "Settlement Class Period" means the period between and including August 20, 2008 through and including July 1, 2010.

11. "Unknown Claims" means any and all Released Plaintiffs' Claims which Plaintiffs or any other Settlement Class Member does not know or suspect to exist in his, her, or its favor at the time of the release of the Released Plaintiffs' Claims against the Released Defendants, including (without limitation) Claims which if known by him, her or it, might have affected his, her or its decision(s) with respect to the Settlement, and any and all Released Defendants' Claims which any Defendant or any other Released Defendant does not know or suspect to exist in his, her, or its favor at the time of the release of the Released Defendants' Claims against the Released Plaintiff Parties, including (without limitation) Claims which if known by him, her, or it might have affected his, her, or its decision(s) with respect to the Settlement.

V. REASONS FOR THE SETTLEMENT

Plaintiffs and Class Counsel have reviewed and analyzed the facts and circumstances relating to the claims asserted in the Action, as known by Plaintiffs to date. Class Counsel has reviewed approximately 450,000 pages of documents, has taken twenty three (23) depositions (including defendants, third parties, witnesses in connection with spoliation issues). Class Counsel believe that they have received sufficient information to evaluate the merits of the proposed Settlement.

Class Counsel has analyzed the evidence adduced during their investigation, and have researched the applicable law with respect to the claims of Plaintiffs and the Settlement Class against Defendants and the potential defenses thereto. Based on this investigation and substantial discovery, Plaintiffs have decided to enter into the Settlement of the Action, after taking into account, among other things, (1) the substantial benefits to members of the Settlement Class from the Settlement; (2) the risks of continued litigation in the Action against the Settling Defendants; and (3) the conclusion reached by Plaintiffs and Class Counsel that the Settlement upon the terms and provisions set forth in the Stipulation is fair, reasonable, adequate, and in the best interests of the Settlement Class and will result in a material benefit to them.

The entry by Plaintiffs and Defendants into the Stipulation is not an admission as to the merit or lack of merit of any claims or defenses asserted in the Action.

Each Settling Party denies any and all allegations of wrongdoing, fault, liability or damage in the Action. The Settling Parties covenant and agree that neither the Stipulation, nor the fact or any terms of the Settlement, or any communications relating thereto, is evidence, or an admission or concession by any party or their counsel, or Settlement Class Member, of any fault, liability or wrongdoing whatsoever, as to any facts or claims alleged or asserted in the Action, or any other actions or proceedings, or as to the validity or merit of any of the claims or defenses alleged or asserted in any such action or proceeding.

VI. APPLICATION FOR ATTORNEYS' FEES AND EXPENSES

Concurrent with seeking final approval of the Settlement, Co-Lead Counsel intend to petition the Court for an award for attorneys' fees to Class Counsel of 29% of the Net Settlement Amount, after the deduction of expenses, plus payment of Class Counsel's expenses in prosecuting the Action through August 27, 2013 of up to \$575,000. Class Counsel will make this petition not less than twenty-eight calendar days prior to the Settlement Hearing.

VII. SETTLEMENT HEARING

The Court has scheduled a Settlement Hearing, which will be held on April 30, 2014, at 10:00 a.m. (the "Settlement Hearing Date"), in the Court of Chancery, Kent County Courthouse, 38 The Green, Dover, Delaware 19901 to: (a) determine whether it should grant final approval and certification of the proposed Settlement Class as preliminarily certified; (b) determine whether the Court should approve the Settlement as fair, reasonable and adequate; (c) determine whether Plaintiffs and Class Counsel have adequately represented the interests of the Settlement Class in the Action; (d) determine whether final judgment should be entered dismissing the Action with prejudice as to Defendants, releasing the Released Plaintiffs' Claims and barring and enjoining prosecution of any and all Released Plaintiffs' Claims (as provided in the Stipulation); (e) hear and determine any objections to the Settlement or the application of Class Counsel for an award of attorneys' fees and expenses; (f) consider the application by Class Counsel for attorneys' fees and expenses; and (g) rule on such other matters as the Court may deem appropriate.

The Court has reserved the right to adjourn and reconvene the Settlement Hearing, including the hearing on the application for attorneys' fees and expenses, without further notice to Settlement Class Members. The Court has also reserved the right to approve the Settlement at or after the Settlement Hearing with such modification(s) as may be consented to by the Settling Parties to the Stipulation and without further notice to the Settlement Class.

VIII. RIGHT TO APPEAR AND OBJECT BY ANY MEMBER OF THE SETTLEMENT CLASS WHO OBJECTS TO THE SETTLEMENT AND/OR THE ORDER AND FINAL JUDGMENT TO BE ENTERED

Any Settlement Class Member who wishes to object to the Settlement, and/or Class Counsel's application for attorneys' fees and expenses, or otherwise wishes to be heard, may appear personally or by counsel at the Settlement Hearing and present any evidence or argument that may be proper and relevant; **provided, however**, that no member of the Settlement Class may be heard and no papers or briefs submitted by or on behalf of any member of the Settlement Class shall be received and considered, except by Order of the Court for good cause shown, unless, no later than fourteen (14) calendar days prior to the Settlement Hearing, such person files with the Register in Chancery, Court of Chancery, 38 The Green, Dover, Delaware, 19901, and serves upon the attorneys listed below: (a) a written notice of intention to appear; (b) proof of membership in the Settlement Class; (c) a detailed statement of objections to any matter before the Court; and (d) the grounds therefor or the reasons for wanting to appear and be heard, as well as all documents or writings the Court shall be asked to consider. These writings must also be served, on or before such filing with the Court, by hand or first-class mail upon the following attorneys:

Kent A. Bronson
Jessica Sleater
MILBERG LLP
One Pennsylvania Plaza
New York, New York 10119
(212) 594-5300
Counsel for Plaintiffs and the Settlement Class

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David A. Knotts
ROBBINS GELLER RUDMAN & DOWD
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(619) 231-1058
Counsel for Plaintiffs and the Settlement Class

Steven M. Schatz
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(650) 493-9300

Attorneys for the infoGROUP Defendants

Kevin G. Abrams
Derrick B. Farrell
Nathan A. Cook
ABRAMS & BAYLISS LLP
20 Montchanin Road, Suite 200
Wilmington, Delaware 19807
(302) 778-1000

Attorneys for Defendant Vinod K. Gupta

Unless the Court otherwise directs, no person will be entitled to object to the approval of the Settlement, the Judgment to be entered in the Action, or the fee and expense application, nor will he, she or it otherwise be entitled to be heard, except by serving and filing a written objection as described above.

Any person who fails to object in the manner described above shall be deemed to have waived the right to object (including the right to appeal) and will be forever barred from raising such objection in this or any other action or proceeding.

IX. ORDER AND JUDGMENT OF THE COURT

If the Court determines that the Settlement, as provided for in the Stipulation, is fair, reasonable, adequate and in the best interests of the Settlement Class, the Court will enter an Order and Final Judgment, which will, among other things:

- (a) Determine that the form and manner of notice of the Settlement was the best notice practicable under the circumstances and fully complied with each of the requirements of due process, Delaware Court of Chancery Rule 23, and applicable law;
- (b) Determine that all members of the Settlement Class are bound by the Order and Final Judgment;
- (c) Determine that the Settlement is fair, reasonable and adequate;
- (d) Dismiss the Action with prejudice against the Settling Defendants, on the merits and without costs (except as provided in the Stipulation);
- (e) Fully, finally and forever release, settle and discharge the Released Defendant Parties from and with respect to every one of the Released Plaintiffs' Claims;
- (f) Bar and enjoin Plaintiffs and any Settlement Class Members from instituting, commencing, or prosecuting any and all Released Plaintiffs' Claims against any Released Defendant; and
- (g) Award Class Counsel such attorneys' fees and expenses as the Court deems fair and reasonable.

X. INSTRUCTIONS TO BROKERS AND OTHERS WHO HELD FOR THE BENEFIT OF OTHERS

Brokerage firms, banks and/or other persons or entities who held shares of *infoGROUP* common stock for the benefit of others are requested to immediately send this Notice to all such beneficial owners. If additional copies of the Notice are needed for forwarding to such beneficial owners, any requests for such additional copies or provision of a list of names and mailing addresses of beneficial owners may be made to:

infoGROUP, Inc. Shareholder Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 8040
San Rafael CA 94912-8040

XI. SCOPE OF THE NOTICE

This Notice is not all-inclusive. The references in this Notice to the pleadings in the Action, the Stipulation, and other papers and proceedings are only summaries and do not purport to be comprehensive. For the full details of the Action, claims which have been asserted by the Settling Parties and the terms and conditions of the Settlement, including a complete copy of the Stipulation, members of the Settlement Class are referred to the Court files in the Action.

You or your attorney may examine the Court files from the Action during regular business hours of each business day at the office of the Register in Chancery, Kent County Courthouse, 38 The Green, Dover, Delaware 19901.

Questions or comments about the Settlement or the litigation may be directed to Class Counsel:

Kent A. Bronson
Milberg LLP
One Pennsylvania Plaza
49th Floor
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212-594-1229

David A. Knotts
Robbins Geller Rudman & Dowd LLP
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San Diego, CA 92101
1-800-449-4900

DO NOT WRITE OR TELEPHONE THE COURT.

Dated: February 5, 2014

BY ORDER OF THE COURT
OF CHANCERY OF THE STATE OF DELAWARE