

Must Be Postmarked
No Later Than
September 12, 2014

EPICOR2



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SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF ORANGE

In re Epicor Software Corporation Shareholder Litigation

Case No. 30-2011-00465495-CU-BT-CXC

PROOF OF CLAIM AND RELEASE

Please Type or Print in the Boxes Below
Do NOT use Red Ink, Pencil, or Staples

PART I: CLAIMANT IDENTIFICATION

Beneficial Owner's Last Name

[Grid for Beneficial Owner's Last Name]

M.I.

[M.I. box]

First Name

[Grid for Beneficial Owner's First Name]

Last Name (Co-Beneficial Owner)

[Grid for Co-Beneficial Owner's Last Name]

M.I.

[M.I. box]

First Name (Co-Beneficial Owner)

[Grid for Co-Beneficial Owner's First Name]

IRA Joint Tenancy Employee Individual Other _____ (specify)

Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA

[Grid for Company Name]

Trustee/Asset Manager/Nominee/Record Owner's Name (If Different from Beneficial Owner Listed Above)

[Grid for Trustee/Asset Manager/Nominee/Record Owner's Name]

Account#/Fund# (Not Necessary for Individual Filers)

[Grid for Account#/Fund#]

Social Security Number

[Grid for Social Security Number]

or

Taxpayer Identification Number

[Grid for Taxpayer Identification Number]

Telephone Number (Primary Daytime)

[Grid for Telephone Number (Primary Daytime)]

Telephone Number (Alternate)

[Grid for Telephone Number (Alternate)]

Email Address

[Grid for Email Address]

MAILING INFORMATION

Address

[Grid for Mailing Address]

Address

[Grid for Mailing Address]

City

[Grid for City]

State

[Grid for State]

Zip Code

[Grid for Zip Code]

Foreign Province

[Grid for Foreign Province]

Foreign Postal Code

[Grid for Foreign Postal Code]

Foreign Country Name/Abbreviation

[Grid for Foreign Country Name/Abbreviation]

FOR CLAIMS
PROCESSING
ONLY

OB

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FOR CLAIMS
PROCESSING
ONLY



YOU MUST READ AND SIGN THE RELEASE BELOW. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.

PART II. SCHEDULE OF TRANSACTIONS IN EPICOR COMMON STOCK

A. Number of shares of Epicor common stock you held and received consideration for in the acquisition of Epicor by Apax Partners L.P. at the price of \$12.50 per share:

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Proof Enclosed? Yes No

V. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release under the terms of the Stipulation of Settlement (the "Stipulation") described in the Notice. I (We) also submit to the jurisdiction of the Superior Court of the State of California, County of Orange, with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the litigation. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I (We) have not submitted any other claim covering the Epicor common stock I (we) held and received consideration for in the acquisition of Epicor by Apax Partners L.P. at the price of \$12.50 per share, and know of no other person having done so on my (our) behalf.

VI. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release and discharge from and covenant not to sue with respect to, the Released Plaintiffs' Claims each and all of the Released Defendant Parties.

2. "Released Plaintiffs' Claims" means any and all manner of claims, demands, losses, rights, causes of action (including Unknown Claims), liabilities, obligations, judgments, suits, disputes, matters and issues of any kind or nature whatsoever, whether known or unknown, contingent or absolute, suspected or unsuspected, disclosed or undisclosed, that have been or could have been asserted in the Action or in any court, tribunal, forum or proceeding (including, but not limited to, any claims arising under federal, state or foreign law, common law, statute, rule, or regulation relating to alleged fraud, breach of any duty, negligence, violations of the federal securities laws, or otherwise, and including all claims within the exclusive jurisdiction of the federal courts), by any Class Member in his, her, or its capacity as a shareholder of Epicor, against the Released Defendant Parties, and that arise out of, relate to, concern, or are based upon the allegations, conduct, facts, events, transactions, acts, occurrences, statements, representations, misrepresentations, omissions, or any other matter, thing or cause whatsoever, or any series thereof embraced, involved, or set forth or otherwise related, directly or indirectly, to the Action, the Merger Agreement, or the Acquisition, including, without limitation, any disclosures made in connection with any of the foregoing, except claims to enforce the Settlement.

3. This release shall be of no force or effect unless and until the Court approves the Stipulation and the Stipulation becomes effective on the Effective Date (as defined in the Stipulation).

4. 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.

5. I (We) hereby warrant and represent that I (we) have included information about all of my (our) holdings in Epicor common stock requested in this Proof of Claim and Release form.

6. I (We) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code.

I declare under penalty of perjury under the laws of the State of California and of the United States of America that the foregoing information supplied by the undersigned is true and correct.

Executed this _____ day of _____ in _____
(Month/Year) (City/State/Country)

(Sign your name here)

(Sign your name here)

(Type or print your name here)

(Type or print your name here)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser, Executor or Administrator)

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Beneficial Purchaser, Executor or Administrator)

ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME. THANK YOU FOR YOUR PATIENCE.

Reminder Checklist:

- 1. Please sign the above release and declaration.
- 2. If this Claim is being made on behalf of Joint Claimants, then both must sign.
- 3. Remember to attach copies of supporting documentation, if available.
- 4. **Do not send** originals of certificates or other documentation, as they will not be returned.
- 5. Keep a copy of your claim form and all supporting documentation for your records.
- 6. If you desire an acknowledgment of receipt of your claim form please send it Certified Mail, Return Receipt Requested.
- 7. If you move, please send your new address to:
Epicor Shareholder Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 8040
San Rafael, CA 94912-8040
- 8. **Do not use red pen or highlighter** on the Proof of Claim and Release form or supporting documentation.

