

UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

IN RE AUTOMOTIVE PARTS ANTITRUST LITIGATION
In Re: OCCUPANT SAFETY SYSTEMS CASES
THIS RELATES TO: ALL DIRECT PURCHASER ACTIONS

**CASE NO. 12-MD-02311
HON. MARIANNE O. BATTANI**

2:12-cv-00601-MOB-MKM

**NOTICE OF PROPOSED SETTLEMENT OF DIRECT PURCHASER
CLASS ACTION WITH AUTOLIV DEFENDANTS
AND HEARING ON SETTLEMENT APPROVAL**

TO: ALL INDIVIDUALS AND ENTITIES WHO PURCHASED OCCUPANT SAFETY SYSTEMS IN THE UNITED STATES DIRECTLY FROM ONE OR MORE DEFENDANTS OR ANY OF THE DEFENDANTS' RESPECTIVE PARENTS, SUBSIDIARIES, OR AFFILIATES ("OSS Sellers") FROM JANUARY 1, 2003 THROUGH MAY 30, 2014.

PLEASE READ THIS ENTIRE NOTICE CAREFULLY. YOUR LEGAL RIGHTS MAY BE AFFECTED BY LITIGATION NOW PENDING IN THIS COURT.

WHAT IS THE PURPOSE OF THIS NOTICE AND WHY WAS IT SENT TO ME?

This Notice is given pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the Eastern District of Michigan, Southern Division. The purpose of this Notice is to inform you of a proposed settlement with defendants Autoliv Inc., Autoliv ASP, Inc., Autoliv B.V. & Co. KG, Autoliv Safety Technology, Inc., and Autoliv Japan Ltd. (collectively, "Autoliv"). Under the terms of the proposed settlement, Autoliv has made a payment in the amount of \$40 million (the "Settlement Fund"), and will cooperate with Direct Purchaser Plaintiffs in the prosecution of the claims against the remaining defendants.

This litigation is part of coordinated legal proceedings involving a number of parts used in motor vehicles. The litigation, and the proposed settlement, relate solely to Occupant Safety Systems purchased **directly** from an OSS Seller. These proceedings do not relate to, and have no effect upon, cases involving any other product or purchaser.

"Occupant Safety Systems," for purposes of the settlement, are seat belts, airbags, steering wheels or steering systems, safety electronic systems, and related parts and components. If you purchased Occupant Safety Systems in the United States directly from any OSS Seller during the period from January 1, 2003 through May 30, 2014 (the "Class Period"), you are a member of the Direct Purchaser Settlement Class and have the rights and options summarized here:

- You may remain in the Direct Purchaser Settlement Class and be eligible to share in the Autoliv Settlement Fund under a claims procedure that will be instituted in the future;
- You may exclude yourself from the Direct Purchaser Settlement Class, in which case you will **not** be bound by the settlement and will **not** be eligible to share in the Autoliv Settlement Fund;
- If you do not exclude yourself from the Direct Purchaser Settlement Class, you may object in writing to the proposed Autoliv settlement or the request to use a portion of the Settlement Fund to pay litigation expenses and appear at the hearing where the Court will determine whether the proposed settlement should be approved as fair, adequate, and reasonable, and whether a portion of the Settlement Fund may be used to pay litigation expenses; and
- You may enter an appearance in the litigation through your own counsel at your own expense.

You do **not** need to take any action at this time if you wish to remain in the Direct Purchaser Settlement Class. You should retain all of your records of Occupant Safety Systems purchases for use in the claims procedure that will be instituted at a later date.

WHO IS IN THE DIRECT PURCHASER SETTLEMENT CLASS?

On July 9, 2014, the Court certified a Direct Purchaser Settlement Class for purposes of disseminating notice of the proposed Autoliv settlement, defined as follows:

All individuals and entities who purchased Occupant Safety Systems in the United States directly from one or more Defendants or any of the Defendants' respective parents, subsidiaries, or affiliates from January 1, 2003 through May 30, 2014.

For purposes of the Direct Purchaser Settlement Class definition set forth above, the following entities are defendants:

Autoliv Inc.; Autoliv ASP, Inc.;
Autoliv B.V. & Co. KG; Autoliv Japan Ltd.;
Autoliv Safety Technology, Inc.
Takata Corporation; TK Holdings, Inc.;
Tokai Rika Co., Ltd.;
TRAM, Inc. d/b/a Tokai Rika U.S.A. Inc.;
TRW Automotive Holdings Corporation; and
TRW Deutschland Holding GmbH.

Plaintiffs Beam's Industries, Inc. and Findlay Industries, Inc. have been appointed by the Court to serve as class representatives for the Direct Purchaser Settlement Class. The Court has appointed the law firms of Freed Kanner London & Millen LLC, Kohn, Swift & Graf, P.C., Preti, Flaherty, Beliveau & Pachios LLP, and Spector Roseman Kodroff & Willis, P.C. (hereinafter, "Settlement Class Counsel") to serve as Settlement Class Counsel for the Direct Purchaser Settlement Class.

WHAT IS THIS LITIGATION ABOUT?

In 2012, class action lawsuits were filed against Defendants by Plaintiffs, who are direct purchasers of Occupant Safety Systems. Plaintiffs allege that Defendants entered into a conspiracy to suppress and eliminate competition for Occupant Safety Systems by agreeing to fix, maintain, or stabilize prices, rig bids, and allocate the supply of Occupant Safety Systems, in violation of federal antitrust laws. Plaintiffs further allege that, as a result of the conspiracy, they and other direct purchasers of Occupant Safety Systems have been injured by paying more for those products than they would have paid in the absence of the alleged illegal conduct, and they seek recovery of treble damages, together with reimbursement of costs and an award of attorneys' fees.

Autoliv and the other defendants deny Plaintiffs' allegations, and the Court has not issued any findings or rulings with respect to the merits of Plaintiffs' claims or Defendants' defenses. This is a partial settlement of the claims in the Complaint, as it is with Autoliv only. The class representative plaintiffs are continuing to prosecute the case against the remaining, non-settling, defendants.

WHAT RELIEF DOES THE PROPOSED SETTLEMENT PROVIDE?

Plaintiffs, on behalf of the Direct Purchaser Settlement Class, have entered into a settlement agreement with Autoliv dated May 30, 2014 (the "Settlement Agreement") under which Autoliv has paid the amount of \$40 million into an escrow account for the benefit of the Settlement Class. The Settlement Agreement gives Autoliv the right to reduce the Settlement Fund by as much as, but no more than, \$16 million depending upon the percentage of the total dollar volume of sales of Occupant Safety Systems by Autoliv during the Class Period to direct purchasers who timely exercise their right to request exclusion from the Settlement Class. Further, the settlement gives both Autoliv and the plaintiffs the right to withdraw from the settlement if the total dollar amount of sales of Occupant Safety Systems by Autoliv during the Class Period to direct purchasers who timely exercise their right to request exclusion from the Settlement Class exceeds a certain percentage.

Autoliv has also agreed to cooperate with plaintiffs in the prosecution of the lawsuit against the remaining defendants. The cooperation provided for under the Settlement Agreement includes: (a) the production by Autoliv of certain documents and data potentially relevant to plaintiff's claims; (b) interviews with certain of Autoliv's employees; (c) declarations and affidavits from Autoliv's employees; (d) depositions and trial testimony of certain of Autoliv's employees; and (e) meetings between Settlement Class Counsel and Autoliv's counsel to provide information relating to the Occupant Safety Systems industry and the alleged antitrust violations at issue in these actions.

Settlement Class Counsel agreed to the proposed settlement to ensure a fair and reasonable resolution to this matter, and to provide benefits to the members of the Direct Purchaser Settlement Class recognizing the existence of complex, contested issues of law and fact; the risks inherent in such complex litigation; the likelihood that, in the absence of settlement, future proceedings would take several years and be extremely costly; and the magnitude of the benefits resulting from the settlement in light of the possible range of recovery that could be obtained through further litigation, including the risk of no recovery. Settlement Class Counsel believe it is in the best interests of the Direct Purchaser Settlement Class to enter into the proposed settlement and resolve this litigation as to Autoliv.

This Notice is only a summary of the terms of the proposed settlement. The Settlement Agreement contains other important provisions, including the release of certain claims against Autoliv, and you are referred to the Agreement, which is on file with the Clerk of Court and is available online at www.autopartsantitrustlitigation.com, for the complete terms of the settlement. The proposed settlement must receive final approval by the Court in order to become effective.

If you are a member of the Direct Purchaser Settlement Class, and the proposed settlement is approved and becomes effective, you will be bound by its terms, including the release provisions. If you wish to object to approval of the settlement, you may do so, but only in accordance with the procedures set forth below. If you do not object to the settlement, you do not need to take any action at this time to indicate your support for, or lack of objection to, the settlement.

HOW DO I REMAIN IN THE SETTLEMENT CLASS AND WHAT HAPPENS IF I DO?

If you are a member of the Direct Purchaser Settlement Class as defined above, you will automatically remain a Direct Purchaser Settlement Class member with respect to the Autoliv settlement unless you elect to be excluded. If you wish to remain in the Direct Purchaser Settlement Class, you do not need to take any action at this time and your interests will be represented by the class representatives and by Settlement Class Counsel. You will have no responsibility to individually pay attorneys' fees or expenses. Any such fees and expenses will be paid solely from amounts obtained from the Defendants, whether by settlement or judgment, and must be approved by the Court after notice to you and a hearing. If you choose, you may also have your own attorney enter an appearance on your behalf and at your expense.

If you remain in the Direct Purchaser Settlement Class and the final judgment order dismissing Autoliv from the litigation becomes final and unappealable, you will be bound by that judgment.

As a member of the Direct Purchaser Settlement Class, you will be eligible to share in the Autoliv Settlement Fund pursuant to a claims procedure that will begin at a later date. Settlement Class Counsel are not presently asking the Court to distribute the Settlement Fund proceeds to Direct Purchaser Settlement Class members. If you remain a member of the Direct Purchaser Settlement Class, you will receive additional notice at a later date and you will have an opportunity to object to and be heard in connection with the proposed plan of distribution of the Settlement Fund at that time.

Do not dispose of any document that reflects your direct purchases of Occupant Safety Systems in the United States from any defendant during the period from January 1, 2003 through May 30, 2014. You may need those documents to complete a claim form in the future, which would be subject to inquiry and verification, if the settlement is approved or if damages are otherwise recovered from Autoliv or another defendant.

Settlement Class Counsel are not seeking payment of attorneys' fees or reimbursement of litigation costs incurred by Settlement Class Counsel at this time. In connection with seeking final approval of the Autoliv settlement, plaintiffs will seek permission from the Court to use up to \$1.0 million from the Settlement Fund to pay plaintiffs' litigation expenses, including, but not limited to, costs for economic experts, depositions, costs related to document reproduction and review, and other costs incurred in prosecuting the case.

At a later date, Settlement Class Counsel will ask the Court for an award of attorneys' fees and reimbursement of litigation expenses, as well as payment of incentive awards to the class representatives for their service to the class. When Settlement Class Counsel seek payment of attorneys' fees, reimbursement of litigation expenses, and incentive awards from the Settlement Fund, you will receive notice and be given an opportunity to object and be heard by the Court at that time.

WHAT IF I DO NOT WANT TO REMAIN IN THE SETTLEMENT CLASS?

If you wish to exclude yourself from the Direct Purchaser Settlement Class, you must send a request for exclusion, in writing, via certified mail, return receipt requested, **postmarked no later than October 30, 2014**, to Settlement Class Counsel at the addresses set forth below, and to the following address:

Occupant Safety Systems Direct Purchaser Antitrust Litigation
PO Box 5110
Portland, OR 97208-5110

Your request for exclusion must include the full name and address of the purchaser (including any predecessor or successor entities). You are also requested to identify the defendant(s) from which you purchased Occupant Safety Systems during the Class Period, the Occupant Safety Systems purchased, and the dollar amount of those purchases. If you validly exclude yourself from the Direct Purchaser Settlement Class, you will not be bound by any decision concerning the Autoliv settlement and you may pursue individually any claims that you may have against Autoliv, but you will not be eligible to share in the Settlement Fund created by the Autoliv settlement.

WHEN WILL THE COURT DECIDE WHETHER TO APPROVE THE SETTLEMENT AND HOW CAN I TELL THE COURT WHAT I THINK ABOUT THE SETTLEMENT?

The Court will hold a hearing on December 3, 2014, at 1:00 p.m., at the Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226, Courtroom 272, to determine whether the proposed Autoliv settlement should be approved as fair, reasonable, and adequate. The Court will also consider at the hearing whether to approve plaintiffs' request to utilize a portion of the Settlement Fund to pay plaintiffs' litigation expenses incurred in the prosecution of the case against the non-settling defendants. The hearing may be continued without further notice.

If you do not exclude yourself from the Direct Purchaser Settlement Class and you wish to object to the Settlement Agreement or plaintiffs' request to utilize a portion of the Settlement Fund to pay plaintiffs' litigation expenses, you must do so in writing. Your objection must include the caption of this litigation, must be signed, and be **filed no later than October 30, 2014**, with the Clerk of Court, United States District Court for the Eastern District of Michigan, Southern Division, Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226, and mailed to the following counsel:

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Counsel for the Autoliv Defendants

If you do not object to the proposed Autoliv settlement or plaintiffs' request to utilize a portion of the Settlement Fund to pay plaintiffs' litigation expenses, you do not need to appear at the hearing or take any other action at this time.

WHAT SHOULD I DO IF I WANT ADDITIONAL INFORMATION OR IF MY ADDRESS CHANGES?

If this Notice reached you at an address other than the one on the mailing label, or if your address changes, please send your correct address to: Occupant Safety Systems Direct Purchaser Antitrust Litigation, P.O. Box 5110, Portland, OR 97208-5110.

The Settlement Agreement, Complaint, and other public documents filed in this litigation are available for review during normal business hours at the offices of the Clerk of Court, United States District Court for the Eastern District of Michigan, Southern Division, Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226. Copies of the Settlement Agreement and certain other documents relevant to this litigation are available at www.autopartsantitrustlitigation.com. Questions concerning the proposed Autoliv settlement, this Notice, or the litigation, may be directed to any of the Settlement Class Counsel identified above.

Please do not contact the Clerk of the Court or the Judge.

Dated: August 29, 2014

BY ORDER OF:

The United States District Court for the Eastern
District of Michigan, Southern Division