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APR - 1 2016

DAVID W. HAYES
Chief Executive Officer/Clerk
Superior Court of CA County of Santa Clara
BY ROWENA WALKER DEPUTY

SUPERIOR COURT OF CALIFORNIA
COUNTY OF SANTA CLARA

IN RE AUDIENCE, INC. SHAREHOLDER
LITIGATION

Case No.: 1-15-CV-280778 (Lead Case)

Consolidated Action, Including:

Hall v. Audience, Inc. (Lead Case)
Mohamadi v. Gyani
Kamentsev v. Audience, Inc.
DeSouza v. Santos
Malfatti v. Audience, Inc.

Consolidated with:
1-15-CV-280931
1-15-CV-281063
1-15-CV-281131
1-15-CV-281241

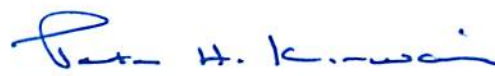
**ORDER AFTER HEARING ON
APRIL 1, 2016**

**Motion by Plaintiffs Ken Hall and
Mark Malfatti for Preliminary
Approval of Class Action Settlement**

The above-entitled matter came on regularly for hearing on Friday, April 1, 2016 at 9:00 a.m. in Department 1 (Complex Civil Litigation), the Honorable Peter H. Kirwan presiding. The Court reviewed and considered the written submission of all parties and issued a tentative ruling on March 30, 2016. No party contested the tentative ruling; as such, the Court orders the tentative ruling, attached as Exhibit A, be adopted and incorporated herein as the Order of the Court.

IT IS SO ORDERED.

Dated: 4/1/16



Honorable Peter H. Kirwan
Judge of the Superior Court

EXHIBIT A

Calendar line 8

Case Name: *In Re Audience, Inc. Shareholder Litigation*
Case No.: 1-15-CV-280778

Plaintiffs' Motion for Preliminary Approval of Class Action Settlement came before this Court on March 11, 2016. At that time, the Court issued an Order that requested additional information supported Plaintiffs' contention that the Supplemental Disclosures provided material information about the Company's financial projections and assisted the typical shareholder in evaluating the fairness of the Proposed Merger. The original moving papers identified general categories of information which were provided in the Supplemental Disclosures, but did not provide any discussion as to why this information was material and would assist and benefit the Proposed Class in assessing the fairness of the Proposed Merger with Knowles Corporation. In its Order dated March 11, 2016, this Court requested supplemental briefing and continued the Preliminary Approval Hearing to April 1, 2016.

On March 25, 2016, Plaintiffs filed the Declaration of Matthew R. Morris in Support of the Motion for Preliminary Approval of Class Action Settlement. Mr. Morris is a partner of RGL Forensics, a global forensic accounting and corporate advisory firm. According to the Declaration, RGL was hired by Plaintiffs to identify information that provided important insight into the valuation of Audience and Knowles, the financial assessment of the Merger, and an understanding of the work performed by Deutsche Bank. The Morris Declaration states that important information was uncovered that was not disclosed in the original 14D9 Form. The information was subsequently included in the 14D9 Amendments and the Declaration provides detailed information and analysis as to how the information in the Supplemental Disclosures was important in financially evaluating Audience, the Merger and the work performed by Deutsche Bank.

After a full review of the Declaration of Mr. Morris which details the information provided in the Supplemental Disclosures, the Court is satisfied that it was material and important to the Shareholders and provided a significant benefit to the Proposed Class. According the Motion for Preliminary Approval is **GRANTED** and the Court's Order of March 11, 2016 is attached as Exhibit A to this Order. The Motion for Final Approval of Class Action Settlement is set for **July 29, 2016 at 9 a.m.**