

COURT-AUTHORIZED NOTICE
UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND
(Northern Division)

MARGARET E. KELLY, et al.,
Plaintiffs,

v.

THE JOHNS HOPKINS UNIVERSITY,
Defendant.

No. 1:16-cv-2835-GLR

NOTICE OF CLASS ACTION SETTLEMENT AND FAIRNESS HEARING

Your legal rights might be affected if you are a member of the following class:

All persons who participated in The Johns Hopkins University 403(b) Plan (“Plan”) at any time during the Class Period, including any Beneficiary of a deceased person who participated in the Plan at any time during the Class Period, and any Alternate Payee of a person subject to a Qualified Domestic Relations Order who participated in the Plan at any time during the Class Period.

The Class Period is defined as August 11, 2010 through June 30, 2019. For purposes of this Notice, if not defined herein, capitalized terms have the definitions in the Settlement Agreement, which is incorporated herein by reference.

PLEASE READ THIS SETTLEMENT NOTICE CAREFULLY.

- The Court has given its preliminary approval to a proposed settlement (the “Settlement”) of a class action lawsuit brought by certain participants in The Johns Hopkins University 403(b) Plan (“Plan”) against The Johns Hopkins University (“Johns Hopkins” or “Defendant”), alleging violations of the Employee Retirement Income Security Act (“ERISA”). The Settlement will provide for the allocation of monies directly into the individual accounts of the Settlement Class who had Plan accounts during the Class Period with a balance greater than \$0 as of June 30, 2019 (“Current Participants”). Class Members who are entitled to a distribution but who no longer had a Plan account with a balance greater than \$0 as of June 30, 2019 (“Former Participants”) will receive their allocation in the form of a check mailed to their last known address or a rollover, if elected.
- The terms and conditions of the Settlement are set forth in the Settlement Agreement dated July 22, 2019. Capitalized terms used in this Settlement Notice but not defined in this Settlement Notice have the meanings assigned to them in the Settlement Agreement. The Settlement Agreement is available at www.JohnsHopkinsUniversity403b.com. Any amendments to the Settlement Agreement or any other settlement documents will be posted on that website. You should visit that website if you would like more information about the Settlement and any subsequent amendments to the Settlement Agreement or other changes, including changes to the Plan of Allocation, the date, time, or location of the Fairness Hearing, or other Court orders concerning the Settlement.
- Your rights and options — and the deadlines to exercise them — are explained in this Settlement Notice.
- The Court still has to decide whether to give its final approval to the Settlement. Payments under the Settlement will be made only if the Court finally approves the Settlement and that final approval is upheld in the event of any appeal.
- A hearing on the final approval of the Settlement and for approval of the Class Representatives’ petition for Attorneys’ Fees and Costs and for Class Representatives’ Compensation will take place on January 8, 2020, at 10:00 a.m., before United States District Court Judge George L. Russell, III in the United States Courthouse, 101 West Lombard Street, Baltimore, MD 21201.
- Any objections to the Settlement, to the petition for Attorneys’ Fees and Costs, or to Class Representatives’ Compensation must be served in writing on Class Counsel and Defendant’s Counsel, as identified on page 5 of this Settlement Notice.
- Further information regarding the litigation, the Settlement, and this Settlement Notice, including any changes to the terms of the Settlement and all orders of the Court regarding the Settlement, may be obtained at www.JohnsHopkinsUniversity403b.com.

According to the Plan's records, you are a Former Participant. If you believe instead that you meet the definition of a Current Participant, please contact the Settlement Administrator. Former Participants are individuals who no longer had an account balance in the Plan greater than \$0 as of June 30, 2019.

YOUR LEGAL RIGHTS AND OPTIONS UNDER THE SETTLEMENT:	
<p>OUR RECORDS INDICATE THAT YOU ARE A FORMER PARTICIPANT. YOU MUST RETURN THE ENCLOSED FORMER PARTICIPANT CLAIM FORM BY DECEMBER 30, 2019 TO PARTICIPATE IN THE SETTLEMENT</p>	<p><u>Our records indicate that you are a Former Participant.</u> You must return a Former Participant Claim Form that is postmarked by December 30, 2019 to receive your share of the Net Settlement Amount. If you do not return the Former Participant Claim Form that is postmarked by December 30, 2019, you will forfeit your share of the Net Settlement Amount even though you will be bound by the Settlement, including the release. A claim form is enclosed with this notice but may also be obtained by accessing www.JohnsHopkinsUniversity403b.com. Claims may also be completed online and filed electronically through the website www.JohnsHopkinsUniversity403b.com. Claim forms must be submitted electronically by December 30, 2019.</p>
<p>YOU CAN OBJECT (NO LATER THAN DECEMBER 9, 2019)</p>	<p>If you wish to object to any part of the Settlement, you may (as discussed below) write to the Court and counsel about why you object to the Settlement. The Court has authorized the Settling Parties to seek discovery, including the production of documents and appearance at a deposition, from any person who files an objection.</p>
<p>YOU CAN ATTEND A HEARING ON JANUARY 8, 2020</p>	<p>If you submit a written objection to the Settlement to the Court and counsel before the deadline, you may attend the hearing about the Settlement and present your objections to the Court. You may attend the hearing even if you do not file a written objection, but you will not be permitted to address the Court at the hearing if you do not notify the Court and counsel by December 29, 2019, of your intention to appear at the hearing.</p>

The Class Action

The case is called *Kelly et al. v. The Johns Hopkins University*, Case No. 1:16-cv-2835 (D. Md.) (the “Class Action”). The Court supervising the case is the United States District Court for the District of Maryland. The individuals who brought this suit are called Class Representatives, and the entity they sued is called the Defendant. The Class Representatives are current and former participants in the Plan. The Defendant is The Johns Hopkins University. The Class Representatives’ claims are described below, and additional information about them is available at www.JohnsHopkinsUniversity403b.com.

What Does the Settlement Provide?

The Settlement was reached on July 22, 2019. Class Counsel filed this action on August 11, 2016. Since the filing of the case and for a period of almost three years, the parties engaged in substantial litigation. Class Counsel devoted substantial time and effort to review and analyze approximately 10,000 pages of documents produced by Defendant and many other documents, including U.S. Department of Labor Forms 5500 and other publicly available documents, to support their underlying claims. The Settling Parties participated in two different mediations, one with a court-appointed mediator and the second with a nationally recognized mediator who has extensive experience in resolving complex class action claims. The Settling Parties also engaged in substantial settlement discussions without a mediator. Only after extensive arm’s length negotiation over a period of seven months were the Settling Parties able to agree to the terms of the Settlement.

Under the Settlement, a Qualified Settlement Fund of \$14,000,000 will be established to resolve the Class Action. The Net Settlement Amount is \$14,000,000 minus any Administrative Expenses, taxes, tax expenses, Court-approved Attorneys’ Fees and Costs, Class Representatives’ Compensation, and other approved expenses of the litigation.

The Net Settlement Amount will be allocated to Class Members according to a Plan of Allocation to be approved by the Court. Class Members fall into two categories: Current Participants and Former Participants. Allocations to Current Participants who are entitled to a distribution under the Plan of Allocation will be made into their existing Plan accounts. Former Participants who are entitled to a distribution will receive their distribution as a check mailed to their last known address or, if they elect, as a rollover to a qualified retirement account.

Additional Benefits Of the Settlement

In addition to the monetary component of the Settlement, the Parties to the Settlement have agreed to the following additional terms for future years: (1) Johns Hopkins agrees to comply with the non-monetary terms for a three-year Settlement Period; (2) Within 30 days after the end of each year of the Settlement Period, Johns Hopkins will provide Class Counsel with a list of the Plan's investment options, fees charged by those investments, and a copy of the Investment Policy Statement (if any); (3) If the Plan's fiduciaries have not done so, within 90 days of the Settlement Effective Date, the Plan's fiduciaries shall retain an independent consultant with expertise in designing investment structures for large defined contribution plans, who will thereafter assist the fiduciaries in reviewing the Plan's existing investment structure, including the investment options offered within the "vendor windows" and those that are frozen to new participant contributions, and to develop a recommendation for the Plan's investment structure. This review shall include a recommendation regarding the removal of any investment options included in the Plan that are not monitored by the Plan's fiduciaries, a mapping strategy (if applicable) for any funds recommended to be removed from the Plan, and treatment of any assets that are frozen to new participant contributions. If the fiduciaries do not follow the consultant's recommendation, they will document the reasons for that decision and provide those reasons in writing to Class Counsel along with the consultant's written report(s), if any, and other documentation reflecting the consultant's recommendation and basis for such recommendation; (4) With the assistance of the independent consultant (described above), the Plan's fiduciaries (or a delegate thereof) shall issue a request for proposals for recordkeeping and administrative services. The request for proposals shall request that any proposal provided by a service provider for basic recordkeeping services to the Plan include an agreement that the service provider will not solicit current Plan participants for the purpose of cross-selling proprietary non-Plan products and services, including, but not limited to, Individual Retirement Accounts (IRAs), non-Plan managed account services, life or disability insurance, investment products, and wealth management services, unless a request is initiated by a Plan participant. After conducting the request for proposals for recordkeeping services, the independent consultant shall provide a recommendation to the Plan's fiduciaries regarding whether the Plan should use a single recordkeeper or more than one recordkeeper. To the extent the Plan's fiduciaries decide not to follow a recommendation, the Plan's fiduciaries shall document the reasons for that decision and provide those reasons in writing to Class Counsel along with the consultant's written report(s), if any, or other documentation reflecting the consultant's recommendation and basis for such recommendation; (5) Within 30 days of selecting the recordkeeper(s), the Plan's fiduciaries shall provide to Class Counsel the final bid amounts that were submitted in response to the request for proposal and shall identify the selected recordkeeper(s), which shall be accompanied by the final agreed upon contracts. The final agreed-upon contract(s) for recordkeeping services shall contractually prohibit the Plan's recordkeeper(s) from soliciting current Plan participants for the purpose of cross-selling proprietary non-Plan products and services, including, but not limited to, Individual Retirement Accounts (IRAs), non-Plan managed account services, life or disability insurance, investment products, and wealth management services, unless a request is initiated by a Plan participant; (6) To the extent that the Plan's fiduciaries do not follow a recommendation from the independent investment consultant engaged to provide services (identified in numbers 3 and 4, above), and Class Counsel determines that the Plan's fiduciaries failed to comply with the terms set forth in Article 10 when deviating from the consultant's recommendation(s), Class Counsel may seek enforcement of those terms in accordance with Article 13 under the Settlement Agreement; (7) Within 18 months of the Settlement Effective Date, Johns Hopkins shall communicate, in writing, with current Plan participants and inform them of the recordkeeping and investment structure for the Plan resulting from the process described above. Plan participants shall be informed of the investment options available in the approved fund lineup, including any frozen annuity options. Participants shall be provided with a link to a webpage containing the fees and the 1-, 5-, and 10-year historical performance of the frozen accounts and the investment options that are in the Plan's approved investment structure and the contact information for the individual or entity that can facilitate a fund transfer for participants who seek to transfer their investments in frozen annuity accounts to another fund in the Plan; and (8) During the Settlement Period, in considering Plan investment options, the Plan's fiduciaries shall consider, among any other factors the Plan's fiduciaries deem reasonable and appropriate under the circumstances, the following: (a) the cost of different share classes available for any particular mutual fund considered for inclusion in the Plan as well as other criteria applicable to different share classes; and (b) the availability of revenue sharing rebates on any share class available for any investment option considered for inclusion in the Plan.

Release

All Class Members and anyone making a claim on their behalf will fully release the Plan as well as Defendant and other “Released Parties” from “Released Claims.” The Released Parties include (a) Defendant and its insurers, (b) Defendant’s past, present, and future parent corporation(s), The Johns Hopkins University (c) affiliates, subsidiaries, divisions, joint ventures, predecessors, successors, successors-in-interest, and assigns of Defendant, The Johns Hopkins University, (d) with respect to (a) through (c) above, each of their respective boards of directors and managers, past, present and future members of the boards of directors, officers, trustees, partners, agents, managers, members, shareholders (in their capacity as such), employees, independent contractors, representatives, attorneys, administrators, fiduciaries, insurers, co-insurers, reinsurers, accountants, auditors, advisors, consultants, personal representatives, spouses, heirs, executors, administrators, associates, employee benefit plan fiduciaries (with the exception of the Independent Fiduciary), employee benefit plan administrators, employee benefit plan service providers (including their owners and employees), members of their immediate families, consultants, subcontractors, and all persons acting under, by, through, or in concert with any of them, (e) the Plan and its predecessors and successors, and (f) each of the Plan’s fiduciaries, service providers, parties in interest, and investment consultants, and each of their respective owners, officers, directors, managers, members, partners, employees, advisors, attorneys, agents, contractors, subcontractors and consultants. Released Parties are intended third party beneficiaries of this Settlement Agreement and are entitled to enforce its terms.

The Released Claims include all claims that were asserted or might have been asserted in the Class Action or would be barred by the principle of res judicata had the claims asserted been fully litigated and resulted in final judgment; and all claims relating to the implementation of the Settlement.

This is only a summary of the Released Claims and not a binding description of the Released Claims. The actual governing release is found within the Settlement Agreement at www.JohnsHopkinsUniversity403b.com. Generally, the release means that Class Members will not have the right to sue the Defendant, the Plan, or the Released Parties for conduct arising out of or relating to the allegations in the Class Action.

This is only a summary of the Settlement. The entire Settlement Agreement is at www.JohnsHopkinsUniversity403b.com.

Statement of Attorneys’ Fees and Costs Sought in the Class Action

Since mid-2016, Class Counsel has devoted many hours investigating potential claims, bringing this case, and handling. Class Counsel reviewed thousands of pages of documents produced in this case and, prior to filing this action, analyzed thousands of pages of publicly filed documents, including those filed with the Department of Labor, to support their claims. Class Counsel took the entire risk of litigation and has not been paid for any of their time or for any of their costs incurred in bringing this action. Class Counsel has also agreed: (1) to undertake the additional risk of paying half of the costs of the settlement process if the Settlement is not approved; (2) to monitor for three years compliance with the Settlement Agreement; (3) to enforce the Settlement Agreement in accordance with its terms; and (4) to do each of these without additional pay.

Class Counsel will apply to the Court for payment of Attorneys’ Fees and Costs for their work in the case. The amount of fees (not including costs) that Class Counsel will request will not exceed one-third of the Settlement Amount, \$4,666,667, in addition to no more than \$75,000 in litigation costs. Class Counsel will not seek to receive any interest earned by the Qualified Settlement Fund, which will be added to the amount received by the Class. Any Attorneys’ Fees and Costs awarded by the Court to Class Counsel will be paid from the Qualified Settlement Fund and must be approved by the Court.

As is customary in class action cases, in which the Class Representatives have spent time and effort on the litigation, Class Counsel also will ask the Court to approve payments, not to exceed \$20,000 each, for eight Class Representatives who took on the risk of litigation, devoted considerable time, and committed to spend the time necessary to bring the case to conclusion. Their activities also included assisting in the factual investigation of the case by Class Counsel and providing information for the case. Any Class Representatives’ Compensation awarded by the Court will be paid from the Qualified Settlement Fund.

A full application for Attorneys’ Fees and Costs and for Class Representatives’ Compensation will be filed with the Court and made available on the Settlement Website, www.JohnsHopkinsUniversity403b.com.

1. Why Did I Receive This Settlement Notice?

The Court caused this Settlement Notice to be sent to you because the Plan's records indicate that you may be a Class Member. If you fall within the definition of the Class, you have a right to know about the Settlement and about all of the options available to you before the Court decides whether to give its final approval to the Settlement. If the Court approves the Settlement, and after any objections and appeals, if any, are resolved, the Net Settlement Amount will be allocated among Class Members according to a Court-approved Plan of Allocation.

2. What Is The Class Action About?

In the Class Action, Class Representatives claim that, during the Class Period, the Defendant violated the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended, 29 U.S.C. §1001, et seq., with respect to its management, operation and administration of the Plan, including allowing excessive fees and imprudent investments in the Plan.

Defendant has denied and continues to deny the claims and contentions of the Class Representatives, that it is liable at all to the Class, and that the Class or the Plan have suffered any harm or damage for which Defendant could or should be held responsible, as Defendant contends that it acted prudently and in keeping with its fiduciary responsibilities under ERISA by monitoring, reviewing and evaluating the Plan's investment options, by monitoring, reviewing and evaluating the administrative fees paid by the Plan, by eliminating or adding investment options when appropriate and by negotiating fees for administrative services for the Plan to ensure that the Plan paid reasonable fees for the services provided.

3. Why Is There A Settlement?

The Court has not reached a final decision as to the Class Representatives' claims. Instead, the Class Representatives and Defendant have agreed to the Settlement. The Settlement is the product of extensive negotiations between Class Counsel and Defendant's counsel over seven months, including use of a court-appointed mediator, an all-day session with a private national mediator, and additional arm's length negotiations. The parties to the Settlement have taken into account the uncertainty and risks of litigation and have concluded that it is desirable to settle on the terms and conditions set forth in the Settlement Agreement. The Class Representatives and Class Counsel, who are highly experienced in this kind of matter, believe that the Settlement is best for all Class Members.

4. How Much Will My Distribution Be?

The amount, if any, that will be allocated to you will be based upon records maintained by the Plan's recordkeeper, or, if on June 30, 2019, you either no longer had a Plan account or had a Plan account with no money in it, based upon your Former Participant Claim Form. Calculations regarding the individual distributions will be performed by the Settlement Administrator, whose determinations will be final and binding, pursuant to the Court-approved Plan of Allocation.

To be eligible for a distribution from the Net Settlement Amount, you must either be a (1) "Current Participant" as defined on page 1, or (2) an "Authorized Former Participant" (a "Former Participant" as defined on page 1 who submitted a completed, satisfactory Former Participant Claim Form that is postmarked by the deadline), or (3) a beneficiary, alternate payee, or attorney-in-fact of persons identified in (1) or (2).

The Plan of Allocation will allocate the Net Settlement Fund among Current and Authorized Former Participants as follows:

1. The end-of-quarter balances of Current and Authorized Former Participants are identified for each quarter during the Class Period;
2. All end-of-quarter balances identified in step 1 are summed together for each Participant;
3. An average end-of-quarter balance for each Current Participant and each Authorized Former Participant is calculated for the Class Period (with a zero included as the balance for any quarter during which the individual did not participate in the Plan);
4. For each Current Participant and each Authorized Former Participant, the average end-of-quarter balance of step 3 is divided by the average end-of-quarter balance for the Class Period of all Current and Authorized Former Participants;

5. Each Current Participant and each Authorized Former Participant will receive the fraction of the total Net Settlement Amount which is calculated in step 4.

No amount shall be distributed to a Class Member that is five dollars (\$5.00) or less, because such an amount is de minimis and would cost more in processing than its value. The method of making these calculations is described in the Plan of Allocation, found in Article 6 of the Settlement Agreement and available at www.JohnsHopkinsUniversity403b.com.

There are approximately 39,000 Class Members.

Note that if you are an alternate payee pursuant to a Qualified Domestic Relations Order, you will receive a check if and to the extent you are entitled to receive a portion of a Current Participant's or Authorized Former Participant's allocation under the Settlement Agreement in accordance with the plan of allocation as if you are a Current Participant or Authorized Former Participant.

5. How Can I Receive My Distribution?

Whether you need to submit a claim form to receive your distribution depends on whether you are considered a "Current Participant" or a "Former Participant." **According to the Plan's records, you are a Former Participant. Therefore, you need to return your claim form to receive your share of the Settlement.**

6. When Will I Receive My Distribution?

The timing of the distribution of the Net Settlement Amount is conditioned on several matters, including the Court's final approval of the Settlement and that approval becoming final and no longer subject to any appeals in any court. An appeal of the final approval may take several years. If the Settlement is approved by the Court, and there are no appeals, the Settlement distribution likely will occur during the first half of 2020.

There Will Be No Payments Under The Settlement If The Settlement Agreement Is Terminated.

7. Can I Get Out Of The Settlement?

No. The Class was certified under Federal Rule of Civil Procedure 23(b)(1). Therefore, as a Class Member, you are bound by any judgments or orders that are entered in the Class Actions for all claims that were asserted in the Class Actions or are otherwise included as Released Claims under the Settlement.

8. Do I Have A Lawyer In The Case?

The Court has appointed the law firm Schlichter, Bogard & Denton, in St. Louis, Missouri, as Class Counsel. If you want to be represented by your own lawyer, you may hire one at your own expense.

9. How Will The Lawyers Be Paid?

Class Counsel will file a petition for the award of Attorneys' Fees and Costs. This petition will be considered at the Fairness Hearing. Class Counsel has agreed to limit their application for an award of Attorneys' Fees and Costs to not more than \$4,666,667 in fees and \$75,000 in costs and Class Counsel will also monitor compliance with the Settlement for three years without charge and has committed to bring an enforcement action, if needed, to enforce the Settlement, also with no charge. The Court will determine what fees and costs will be approved.

10. How Do I Tell The Court If I Don't Like The Settlement?

If you are a Class Member, you can tell the Court that you do not agree with the Settlement or some part of it. To object, you must send the Court a written statement that you object to the Settlement in *Kelly v. The Johns Hopkins University*, Case No.1:16-cv-2835 (D. Md.). Be sure to include your name, address, telephone number, signature, and a full explanation of why you object to the Settlement. Your written objection must be received by the Court **no later than December 9, 2019**. The Court's address is Clerk of the Court, United States District Court for the District of Maryland, 101 West Lombard St., Baltimore, MD 21201. Your written objection also must be mailed to the lawyers listed below, no later than December 9, 2019. Please note that the Court's Order Granting Preliminary Approval of this Settlement provides that any party to the

litigation may, but is not required to, serve discovery requests, including requests for documents and notice of deposition not to exceed two hours in length, on any objector. Any responses to discovery, or any depositions, must be completed within ten days of the request being served on the objector.

CLASS COUNSEL	DEFENDANT'S COUNSEL
SCHLICHTER, BOGARD & DENTON Attn: The Johns Hopkins University 403(b) Settlement 100 S. Fourth St., Suite 1200 St. Louis, MO 63102 Hopkins403bsettlement@uselaws.com	MORGAN, LEWIS & BOCKIUS LLP Attn: Christopher Diffie 101 Park Avenue New York, NY 10178

11. When And Where Will The Court Decide Whether To Approve The Settlement?

The Court will hold a Fairness Hearing at 10:00 a.m. on January 8, 2020, at the United States District Court for the District of Maryland, 101 West Lombard St., Baltimore, MD 21201.

At the Fairness Hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate. If there are objections, the Court will consider them. After the Fairness Hearing, the Court will decide whether to give its final approval to the Settlement. The Court also will consider the petition for Class Counsel's Attorneys' Fees and Costs and any Class Representatives' Compensation.

12. Do I Have To Attend The Fairness Hearing?

No, but you are welcome to come at your own expense. If you send an objection, you do not have to come to the Court to talk about it. As long as you mailed your written objection on time, the Court will consider it when the Court considers whether to approve the Settlement as fair, reasonable and adequate. You also may pay your own lawyer to attend the Fairness Hearing, but such attendance is not necessary.

13. May I Speak At The Fairness Hearing?

If you are a Class Member, you may ask the Court for permission to speak at the Fairness Hearing. To do so, you must send a letter or other paper called a "Notice of Intention to Appear at Fairness Hearing in *Kelly v. The Johns Hopkins University*, Case No. 1:16-cv-2835." Be sure to include your name, address, telephone number, and your signature. Your Notice of Intention to Appear must be mailed to the attorneys and filed with the Clerk of the Court, at the addresses listed in the Answer to Question No. 10, **no later than December 29, 2019.**

14. What Happens If I Do Nothing At All?

If you are a "Current Participant" as defined on page 1, and do nothing, you will participate in the Settlement of the Class Action as described above in this Settlement Notice if the Settlement is approved.

If you are a "Former Participant" as defined on page 1, and you do nothing, you will be bound by the Settlement of the Class Action as described above in this Settlement Notice if the Settlement is finally approved, BUT YOU WILL NOT RECEIVE ANY MONEY UNLESS YOU SUBMIT A FORMER PARTICIPANT CLAIM FORM.

According to the Plan's records, you are a Former Participant, so you will need to submit a Former Participant Claim Form in order to receive your share of the Settlement.

15. How Do I Get More Information?

If you have general questions regarding the Settlement, you can visit this website: www.JohnsHopkinsUniversity403b.com, call 1-877-979-7115, or write to the Settlement Administrator at The Johns Hopkins University 403(b) Settlement Administrator, c/o RG/2 Claims Administration, LLC, P.O. Box 59479, Philadelphia, PA 19102-9479.

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