

**IN THE COURT OF COMMON PLEAS OF PHILADELPHIA COUNTY,
PENNSYLVANIA – CIVIL TRIAL DIVISION**

IN RE LIVENT CORPORATION
SECURITIES LITIGATION

CIVIL ACTION

Consolidated Case No. 190501229

**NOTICE OF PENDENCY OF CLASS ACTION, PROPOSED SETTLEMENT,
AND MOTION FOR ATTORNEYS' FEES AND EXPENSES**

If you purchased or otherwise acquired the publicly traded common stock of Livent Corporation (“Livent” or the “Company”) pursuant and/or traceable to the Company’s Offering Materials for its initial public offering, commenced on October 11, 2018, of 23,000,000 shares, you may be entitled to a payment from a class action settlement.

A court authorized this Notice. This is not a solicitation from a lawyer.

- The purpose of this Notice is to inform you of the pendency of this securities class action (the “Action”), the proposed settlement of the Action (the “Settlement”),¹ and a hearing to be held by the Court to consider: (i) whether the Settlement should be approved; (ii) whether the proposed plan for allocating the proceeds of the Settlement (the “Plan of Allocation”) should be approved; and (iii) Lead Counsel’s application for attorneys’ fees and expenses. This Notice describes important rights you may have and what steps you must take if you wish to participate in the Settlement, wish to object, or wish to be excluded from the Settlement Class.
- If approved by the Court, the Settlement will create a \$7.4 million cash fund, plus earned interest, for the benefit of eligible Settlement Class Members, before the deduction of attorneys’ fees and expenses awarded by the Court, Notice and Administration Expenses, and Taxes. This is an average recovery of approximately \$0.09 per allegedly damaged share, before these deductions.
- The Settlement resolves claims by Lead Plaintiffs Plymouth County Retirement Association and Gary Bizarria that have been asserted on behalf of the Settlement Class (defined below) against Livent, Paul W. Graves (“Graves”), Gilberto Antoniazzi (“Antoniazzi”), Nicholas L. Pfeiffer (“Pfeiffer”), Pierre R. Brondeau (“Brondeau”), Andrea E. Utecht (“Utecht” and, together with Graves, Antoniazzi, Pfeiffer, and Brondeau, the “Individual Defendants”), Merrill Lynch, Pierce, Fenner & Smith Incorporated (“Merrill Lynch”), Goldman Sachs & Co. LLC (“Goldman Sachs”), Credit Suisse Securities (USA) LLC (“Credit Suisse”), Citigroup Global Markets Inc. (“Citigroup”), Loop Capital Markets LLC (“Loop Capital”), Nomura Securities International, Inc. (“Nomura Securities”) (Merrill Lynch, Goldman Sachs, Credit Suisse, Citigroup, Loop Capital, and Nomura Securities are referred to collectively as the “Underwriter Defendants”), and FMC Corporation (“FMC” and, together with Livent, the Individual Defendants, and the Underwriter Defendants, “Defendants”). It avoids the costs and risks of continuing the litigation; pays money to eligible investors; and releases the Released Defendant Parties (defined below) from liability.

If you are a Settlement Class Member, your legal rights will be affected by this Settlement whether you act or do not act. Please read this Notice carefully.

¹ The terms of the Settlement are in the Stipulation and Agreement of Settlement, dated October 27, 2020 (the “Stipulation”), which can be viewed at www.LiventSecuritiesSettlement.com.com. All capitalized terms not defined in this Notice have the same meanings as defined in the Stipulation.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT

SUBMIT A CLAIM FORM BY MAY 8, 2021	The <u>only</u> way to get a payment. <i>See</i> Question 8 below for details.
EXCLUDE YOURSELF FROM THE SETTLEMENT CLASS BY MARCH 25, 2021	Get no payment. This is the only option that, assuming your claim is timely brought, might allow you to ever bring or be part of any other lawsuit against Defendants and/or the other Released Defendant Parties concerning the Released Claims. <i>See</i> Question 11 below for details.
OBJECT BY MARCH 25, 2021	Write about why you do not like the Settlement, the Plan of Allocation, and/or Lead Counsel’s Fee and Expense Application. If you object, you will still be a member of the Settlement Class. <i>See</i> Question 16 below for details.
PARTICIPATE IN A HEARING ON APRIL 15, 2021, AND SUBMIT A NOTICE OF INTENTION TO APPEAR BY MARCH 25, 2021	Ask to speak to the Court at the Settlement Hearing about the Settlement. <i>See</i> Question 20 below for details.
DO NOTHING	Get no payment. Give up rights.

- These rights and options—**and the deadlines to exercise them**—are explained in this Notice.
- The Court in charge of this case still has to decide whether to approve the Settlement. Payments will be made to all Settlement Class Members who timely submit valid Proof of Claim and Release forms (“Claim Forms”), if the Court approves the Settlement and after any appeals are resolved. Please be patient.

SUMMARY OF THE NOTICE

Statement of the Settlement Class’s Recovery

1. Subject to Court approval, Lead Plaintiffs, on behalf of the Settlement Class, have agreed to settle the Action in exchange for a payment of \$7,400,000 in cash (the “Settlement Amount”), which will be deposited into an Escrow Account, which may earn interest (the “Settlement Fund”). Based on Lead Plaintiffs’ consulting damages expert’s estimate of the number of shares of Livent publicly traded common stock eligible to participate in the Settlement, and assuming that all investors eligible to participate in the Settlement do so, it is estimated that the average recovery, before deduction of any Court-approved fees and expenses, such as attorneys’ fees, litigation expenses, Taxes, and Notice and Administration Expenses, would be approximately \$0.09 per allegedly damaged share. If the Court approves Lead Counsel’s Fee and Expense Application (discussed below), the average recovery would be approximately \$0.06 per allegedly damaged share. **These average recovery amounts are only estimates and Settlement Class Members may recover more or less than these estimated amounts.** A Settlement Class Member’s actual recovery will depend on, for example: (i) the total number of claims submitted; (ii) the amount of the Net Settlement Fund (after deduction of Court-approved fees and expenses); and (iii) whether and when the Settlement Class Member sold Livent common stock. *See* the Plan of Allocation beginning on page 11 for information on the calculation of your Recognized Claim.

Statement of Potential Outcome of Case if the Action Continued to Be Litigated

2. The Parties disagree about both liability and damages and do not agree about the amount of damages that would be recoverable if Lead Plaintiffs were to prevail on each claim alleged. The issues on which the Parties disagree include, for example: (i) whether the Offering Materials contained untrue statements of material fact or omitted to state a material fact required to be stated therein or necessary to make the statements therein not misleading; (ii) the extent to which external factors, such as general market, economic and industry conditions, influenced the trading prices of Livent common stock at various times; (iii) the appropriate economic models for measuring damages; and (iv) whether class members suffered any damages.

3. Defendants have denied and continue to deny any and all allegations and claims of wrongdoing or fault asserted in the Action, deny that they have committed any act or omission giving rise to any liability or violation of law, and deny that Lead Plaintiffs and the Settlement Class have suffered any loss attributable to Defendants' actions or omissions. While Lead Plaintiffs believe they have meritorious claims, they recognize that there are significant obstacles in the way to recovery.

Statement of Attorneys' Fees and Expenses Sought

4. Lead Counsel, on behalf of all Plaintiffs' Counsel, will apply to the Court for an award of attorneys' fees from the Settlement Fund in an amount not to exceed 33 1/3% of the Settlement Fund, which includes any accrued interest. Lead Counsel, in its sole discretion, may allocate a portion of the fee award to lead counsel Robbins Geller Rudman & Dowd LLP in *Nikolov v. Livent Corp.*, No. 2:19-cv-02218-CFK (E.D. Pa.), a related class action, defined below, which had asserted claims substantially similar to those brought by Lead Plaintiffs. Lead Counsel will also apply for payment of litigation expenses incurred by Plaintiffs' Counsel in prosecuting the Action in an amount not to exceed \$150,000, plus accrued interest, which may include a service award for the reasonable costs and expenses of Lead Plaintiffs related to their representation of the Settlement Class. If the Court approves Lead Counsel's Fee and Expense Application in full, the average amount of such fees and expenses, assuming claims are filed for all shares eligible to participate in the Settlement, will be approximately \$0.03 per allegedly damaged share of Livent common stock. A copy of the Fee and Expense Application will be posted on www.LiventSecuritiesSettlement.com after it has been filed with the Court.

Reasons for the Settlement

5. For Lead Plaintiffs, the principal reason for the Settlement is the guaranteed cash benefit to the Settlement Class. This benefit must be compared to the uncertainty of being able to prove the allegations in the Amended Complaint; the risk that the Court may grant some or all of the anticipated summary judgment motions to be filed by Defendants; the risk of the Court reconsidering its rulings on Defendants' preliminary objections to the Amended Complaint or Defendants securing interlocutory review of those rulings; the uncertainty of having a class certified; the uncertainty inherent in the Parties' various and competing theories of liability, causation and damages; the uncertainty of a greater recovery after a trial and appeals; the risks of litigation, especially in complex actions like this; as well as the difficulties and delays inherent in such litigation (including any trial and appeals).

6. For Defendants, who deny all allegations of wrongdoing or liability whatsoever and deny that Settlement Class Members were damaged, the principal reasons for entering into the Settlement are to end the burden, expense, uncertainty, and risk of further litigation.

Identification of Attorneys' Representatives

7. Lead Plaintiffs and the Settlement Class are represented by Lead Counsel, Alfred L. Fatale III, Labaton Sucharow LLP, 140 Broadway, New York, NY 10005, (888) 219-6877, www.labaton.com, settlementquestions@labaton.com.

8. Further information regarding the Action, the Settlement, and this Notice may be obtained by contacting the Claims Administrator: c/o Epiq, P.O. Box 5270, Portland, OR 97208-5270, (800) 874-8379, www.LiventSecuritiesSettlement.com; or Lead Counsel.

Please Do Not Call the Court with Questions about the Settlement.

BASIC INFORMATION

1. Why did I get this Notice?

9. You or someone in your family may have purchased or acquired Livent's publicly traded common stock pursuant and/or traceable to the Company's Offering Materials for its initial public offering, commenced on October 11, 2018, of 23,000,000 shares. **Receipt of this Notice does not mean that you are a Member of the Settlement Class or that you will be entitled to receive a payment. If you wish to be eligible for a payment, you are required to submit the Claim Form that is being distributed with this Notice. See Question 8 below.**

10. The Court directed that this Notice be sent to Settlement Class Members because they have a right to know about the proposed Settlement of this class action lawsuit, and about all of their options, before the Court decides whether to approve the Settlement.

11. The Court in charge of the Action is the Court of Common Pleas of Philadelphia County, Pennsylvania, and the case is known as *In re Livent Corporation Securities Litigation*, No. 190501229 (the "Action"). The Action is assigned to the Honorable Ramy I. Djerassi.

2. What is this case about and what has happened so far?

12. Livent is a producer and distributor of lithium products based in Philadelphia, Pennsylvania. Lead Plaintiffs' claims arise from allegedly material misstatements and omissions made by Defendants in the Offering Materials issued in connection with the Company's initial public offering, commenced on October 11, 2018, of 23,000,000 shares of common stock. Livent's common stock issued in the IPO was registered with the U.S. Securities and Exchange Commission (the "SEC") pursuant to a registration statement filed with the SEC on Form S-1, which, following several amendments, was declared effective by the SEC on October 10, 2018 (the "Registration Statement"). On or about October 12, 2018, Livent filed with the SEC its final prospectus for the IPO (the "Prospectus"), which forms part of the Registration Statement (the Prospectus and Form S-1, as amended, are referred to collectively as the "Offering Materials").

13. Lead Plaintiffs allege that the Offering Materials presented favorable information about the Company, its operations, and its financial prospects, and touted the Company's low cost lithium production, long-term contracts, accelerating lithium hydroxide demand, and market share. Lead Plaintiffs allege that the Registration Statement failed to disclose that prior to the IPO, Livent purportedly: (i) was purchasing lithium carbonate from third-party suppliers at a higher cost which reduced revenue and squeezed margins; (ii) was negatively impacted by one large lithium hydroxide contract that has been in place for several years at a much lower price and other existing customers were not willing to enter into new contracts; (iii) was experiencing delays in customers' purchases of lithium hydroxide, as such customers were instead producing older batteries that use cheaper lithium carbonate; and (iv) was losing market share and facing greater competition due to pricing pressures and industry consolidation. Lead Plaintiffs also allege that the Registration Statement failed to disclose that the "potential" risks associated with third-party lithium carbonate sourcing, demand for performance lithium compounds, and the Company's competition and market share disclosed by Defendants purportedly had already materialized, and were not prospective, as Defendants claimed. Lead Plaintiffs allege that undisclosed issues and the impact they had on the Company's growth caused the Company's stock price to fall below the IPO price. Defendants have denied, and continue to deny, Lead Plaintiffs' allegations and that the Registration Statement was in any way materially misleading.

14. On May 13, 2019, Lead Plaintiff Plymouth County Retirement Association ("Plymouth") filed a securities class action complaint, captioned *Plymouth County Retirement Association v. Livent Corporation, et al.*, No. 2019-0501229 (the "Plymouth Action"), in the Court of Common Pleas of Philadelphia County, Pennsylvania, on behalf of investors in Livent's common stock asserting claims under Sections 11, 12(a)(2), and 15 of the Securities Act of 1933 (the "Securities Act") for alleged misstatements and omissions in the offering materials for Livent's October 11, 2018 IPO.

15. On May 22, 2019, and June 20, 2019, two other Livent investors filed separate actions under the Securities Act in the U.S. District Court for the Eastern District of Pennsylvania (the "Federal Court"), asserting substantially similar claims under Sections 11, 12(a)(2), and 15 of the Securities Act. These actions were consolidated under the caption *Nikolov v. Livent Corp.*, No. 2:19-cv-02218-CFK (the "Federal Action").

16. On July 18, 2019, another Livent investor—Gary Bizarria ("Bizarria")—filed a securities class action complaint, captioned *Bizarria v. Livent Corporation, et al.*, No. 2019-0702133 (the "Bizarria Action"), in the Court of Common Pleas of Philadelphia County, Pennsylvania, asserting substantially similar claims under Sections 11 and 15 of the Securities Act as the complaint in the Plymouth Action.

17. On July 26, 2019, Lead Plaintiff Plymouth filed an Amended Class Action Complaint (the “Amended Complaint”). The Amended Complaint alleges violations of Sections 11, 12(a)(2), and 15 on behalf of a class of all persons who purchased or otherwise acquired Livent’s publicly traded common stock pursuant and/or traceable to the Offering Materials and who were damaged thereby.

18. On September 20, 2019, the Court issued an order: (i) appointing Plymouth and Bizarria as Lead Plaintiffs; (ii) appointing Labaton Sucharow LLP as Lead Counsel, Thornton Law Firm LLP and Robbins Arroyo LLP (n/k/a Robbins LLP) to an Executive Committee, and Goldman Scarlato & Penny, P.C. as Liaison Counsel; (iii) consolidating the Plymouth Action and the Bizarria Action, and all subsequently filed actions related to the same subject matter, under the caption: *In re Livent Corporation Securities Litigation*, No. 190501229; and (iv) designating the Amended Complaint as the operative complaint in the Action.

19. On October 11, 2019, Defendants filed preliminary objections in the form of a demurrer to the Amended Complaint. On November 15, 2019, Lead Plaintiffs filed answers to Defendants’ preliminary objections. On December 6, 2019, Defendants filed reply briefs in further support of their preliminary objections and their petition for dismissal.

20. On June 29, 2020, the Court overruled Defendants’ preliminary objections.

21. On July 2, 2020, the Federal Court granted Defendants’ motion to dismiss the Federal Action, which had been filed on November 18, 2019, and argued on May 5, 2020.

22. On July 7, 2020, Defendants filed an emergency motion for reconsideration of the Court’s June 29, 2020, orders denying Defendants’ preliminary objections in the Action. On July 20, 2020, Lead Plaintiffs opposed that motion. Defendants filed their reply on July 23, 2020.

23. On July 31, 2020, plaintiff in the Federal Action filed a notice of appeal of the Federal Court’s decision granting Defendants’ Motion to Dismiss. On or about September 14, 2020, the appeal was stayed.

24. Beginning in July 2020, the Parties began discussing the possibility of resolving the claims asserted in the Action through mediation. Lead Plaintiffs, Livent, the Individual Defendants, and FMC engaged Robert A. Meyer, Esq. (the “Mediator”), a well-respected and experienced mediator, to assist them in exploring a potential negotiated resolution of the claims against all Defendants. On August 21, 2020, counsel for Lead Plaintiffs, Livent, the Individual Defendants, and FMC met with the Mediator in an attempt to reach a settlement during an all-day mediation session. Following the mediation, the Parties continued to discuss the possibility of a negotiated resolution. On August 26, 2020, the Parties reached an agreement in principle to settle the claims against all of the Defendants, subject to the negotiation of a mutually acceptable stipulation of settlement.

3. Why is this a class action?

25. In a class action, one or more persons or entities (in this case, Lead Plaintiffs), sue on behalf of people and entities who have similar claims. Together, these people and entities are a “class,” and each is a “class member.” Class actions allow the adjudication of many individuals’ similar claims that might be too small economically to bring as individual actions. One court resolves the issues for all class members at the same time, except for those who exclude themselves, or “opt-out,” from the class. In this Action, the Court has appointed Plymouth County Retirement Association and Gary Bizarria to serve as Class Representatives, for purposes of the Settlement, and has appointed Labaton Sucharow LLP to serve as Lead Counsel, for purposes of the Settlement.

4. What are the reasons for the Settlement?

26. The Court did not finally decide in favor of Lead Plaintiffs or Defendants. Instead, both sides agreed to a settlement. Lead Plaintiffs and Lead Counsel believe that the claims asserted in the Action have merit. They recognize, however, the expense and length of continued proceedings needed to pursue the claims through trial and appeals, as well as the difficulties in establishing liability. For example, Defendants have raised a number of arguments and defenses (which they would raise at summary judgment and trial) countering Lead Plaintiffs’ allegations that the Offering Materials failed to disclose material adverse facts in existence at the time of the Offering. Defendants would also continue to seek to have the Court reconsider its rulings on Defendants’ preliminary objections and/or an interlocutory appeal of those rulings, and Lead Plaintiffs would face substantial risk of further delay and motion and appellate practice.

27. Even assuming Lead Plaintiffs could establish liability, the amount of damages that could be attributed to the allegedly false and misleading statements would also be hotly contested. Defendants would likely argue that any drop in Livent's stock price resulted from factors other than the alleged misstatements or omissions in the Offering Materials. In the absence of a settlement, the Parties would present factual and expert testimony on each of these issues, and there is a risk that the Court or jury would resolve these issues unfavorably against Lead Plaintiffs and the Settlement Class. Lead Plaintiffs and Lead Counsel believe that the proposed Settlement is fair, reasonable, and adequate, and in the best interests of the Settlement Class.

28. Defendants have denied and continue to deny any wrongdoing or that they committed any act giving rise to any liability or violation of any law including the U.S. Securities laws. Defendants deny each and every one of the claims alleged by Lead Plaintiffs in the Action, including all claims in the Amended Complaint.

WHO IS IN THE SETTLEMENT

5. How do I know if I am part of the Settlement Class?

29. The Court directed, for the purposes of the proposed Settlement, that everyone who fits the following description is a Settlement Class Member and subject to the Settlement, unless they are an excluded person (*see* Question 6 below) or take steps to exclude themselves from the Settlement Class (*see* Question 11 below):

All persons and entities who or which purchased or otherwise acquired Livent's publicly traded common stock pursuant and/or traceable to the Company's Offering Materials for its initial public offering of 23,000,000 shares, and who were allegedly damaged thereby.

30. You are a Settlement Class Member only if you purchased or otherwise acquired Livent publicly traded common stock pursuant and/or traceable to the Company's Offering Materials for its IPO, which occurred on or about October 11, 2018. For purposes of the Settlement, purchases/acquisitions of shares from October 11, 2018 through May 13, 2019 (the date this lawsuit was filed) will be potentially eligible for a recovery. Check your investment records or contact your broker to see if you have any eligible purchases or acquisitions.

6. Are there exceptions to being included?

31. Yes. There are some individuals and entities who are excluded from the Settlement Class by definition. Excluded from the Settlement Class are: (i) Defendants and the Individual Defendants' immediate family members; (ii) the officers and directors of Livent, FMC, and the Underwriter Defendants; (iii) Livent's affiliates and employee retirement and/or benefit plan(s) and their participants or beneficiaries to the extent they purchased or acquired Livent common stock pursuant or traceable to the Offering through any such plan(s); (iv) the legal representatives, heirs, successors, or assigns of any of the foregoing; and (v) any entity in which any of the foregoing has a majority ownership interest. Also excluded from the Settlement Class is anyone who timely and validly seeks exclusion from the Settlement Class in accordance with the procedures described in Question 11 below.

THE SETTLEMENT BENEFITS

7. What does the Settlement provide?

32. In exchange for the Settlement and the release of the Released Claims against the Released Defendant Parties (*see* Question 10 below), Livent has agreed to cause a \$7.4 million cash payment to be made, which, along with any interest earned, will be distributed after deduction of Court-awarded attorneys' fees and litigation expenses, Notice and Administration Expenses, Taxes, and any other fees or expenses approved by the Court (the "Net Settlement Fund"), to Settlement Class Members who send in valid and timely Claim Forms.

8. How can I receive a payment?

33. To qualify for a payment from the Net Settlement Fund, you must submit a timely and valid Claim Form. A Claim Form is included with this Notice. You may also obtain one from the website dedicated to the Settlement: www.LiventSecuritiesSettlement.com. You can also request that a Claim Form be mailed to you by calling the Claims Administrator toll-free at (800) 874-8379.

34. Please read the instructions contained in the Claim Form carefully. Fill out the Claim Form, include all the documents the form requests, sign it, and either mail it to the Claims Administrator using the address listed in the Claim Form or submit it online at www.LiventSecuritiesSettlement.com. Claim Forms must be **postmarked (if mailed) or received no later than May 8, 2021**.

9. When will I receive my payment?

35. The Court will hold a Settlement Hearing on **April 15, 2021**, to decide, among other things, whether to finally approve the Settlement. Even if the Court approves the Settlement, there may be appeals which can take time to resolve, perhaps more than a year. It also takes a long time for all of the Claim Forms to be accurately reviewed and processed. Please be patient.

10. What am I giving up to receive a payment and by staying in the Settlement Class?

36. If you are a Settlement Class Member and do not timely and validly exclude yourself from the Settlement Class, you will remain in the Settlement Class and that means that, upon the “Effective Date” of the Settlement, you will release all “Released Claims” against the “Released Defendant Parties.”

(a) **“Released Claims”** means any and all manner of actions, suits, demands, rights, liabilities, damages, costs, duties, controversies, obligations, debts, sums of money, contracts, agreements, promises, losses, judgments, allegations, arguments, causes of action, restitution, rescission, interest, attorneys’ fees, expert or consulting fees, expenses, matters, issues, and known claims or Unknown Claims (as defined below), whether contingent or absolute, suspected or unsuspected, disclosed or undisclosed, liquidated or unliquidated, matured or unmatured, accrued or unaccrued, class or individual in nature, apparent or unapparent, whether concealed or hidden, whether based on federal, state, local, foreign, statutory, administrative, or common law or any other law, rule, or regulation, at law or in equity, whether held directly, or representatively, that Lead Plaintiffs or any other Settlement Class Member: (i) asserted in any complaint or other pleading filed in this Action or any other action; or (ii) could have asserted in the Action or any action in any forum, domestic or foreign, that arise out of, are based upon, or relate to, directly or indirectly, in whole or in part: (a) the allegations, transactions, facts, events, matters, occurrences, acts, disclosures (including the adequacy and completeness of such disclosures, the Prospectus, the Registration Statement, the Offering Materials, and any roadshow presentation or other marketing materials in connection with the IPO), representations, statements, omissions, failures to act, or any other matter whatsoever involved in the Action; and (b) the purchase, acquisition, holding or sale of Livent publicly traded common stock pursuant and/or traceable to the IPO. For the avoidance of doubt, Released Claims include claims alleged in the Federal Action, but do not include: claims relating to the enforcement of the Settlement or (ii) any claims of Persons who submit a request for exclusion that is accepted by the Court.

(b) **“Released Defendant Parties”** or **“Released Defendant Party”** means Defendants, Defendants’ Counsel, and each of their respective past or present subsidiaries, parents, affiliates, principals, the successors and predecessors and assigns in interest of any of them, joint venturers, officers, directors, shareholders, underwriters, trustees, partners, members, agents, fiduciaries, contractors, employees, insurers, co-insurers, reinsurers, controlling shareholders, attorneys, financial or investment advisors or consultants, banks or investment bankers, personal or legal representatives, estates, heirs, related or affiliated entities, any entity in which a Defendant has a controlling interest, any member of an Individual Defendant’s immediate family, or any trust of which any Individual Defendant is a settlor or which is for the benefit of any Defendant and/or member(s) of his or her family, and each of the heirs, executors, administrators, trustees, predecessors, successors, and assigns of the foregoing.

(c) **“Unknown Claims”** means any and all Released Claims that Lead 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 Defendant Parties, and any and all Released Defendants’ Claims that any Defendant does not know or suspect to exist in his, her, or its favor at the time of the release of the Released Plaintiff Parties, which if known by him, her, or it might have affected his, her, or its decision(s) with respect to the Settlement, including the decision to object to the terms of the Settlement or to exclude himself, herself, or itself from the Settlement Class. With respect to any and all Released Claims and Released Defendants’ Claims, the Parties stipulate and agree that, upon the Effective Date, Lead Plaintiffs and Defendants shall expressly, and each other Settlement Class Member shall be deemed to have, and by operation of the Judgment shall have, to the fullest extent permitted by law, expressly waived and relinquished any and all provisions, rights and benefits conferred by any law of any state or territory of the United States or foreign law, or principle of common law, which is similar, comparable, or equivalent to Cal. Civ. Code § 1542, which provides:

A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.

Lead Plaintiffs, other Settlement Class Members, or Defendants may hereafter discover facts, legal theories, or authorities in addition to or different from those which any of them now knows or believes to be true with respect to the subject matter of the Released Claims and the Released Defendants' Claims, but Lead Plaintiffs and Defendants shall expressly, fully, finally, and forever settle and release, and each Settlement Class Member shall be deemed to have settled and released, and upon the Effective Date and by operation of the Judgment shall have settled and released, fully, finally, and forever, any and all Released Claims and Released Defendants' Claims as applicable, without regard to the subsequent discovery or existence of such different or additional facts, legal theories, or authorities. Lead Plaintiffs and Defendants acknowledge, and other Settlement Class Members by operation of law shall be deemed to have acknowledged, that the inclusion of "Unknown Claims" in the definition of Released Claims and Released Defendants' Claims was separately bargained for and was a material element of the Settlement.

37. The "Effective Date" will occur when an Order entered by the Court approving the Settlement becomes Final and is not subject to appeal. If you remain a member of the Settlement Class, all of the Court's orders, whether favorable or unfavorable, will apply to you and legally bind you.

38. Upon the "Effective Date," Defendants will also provide a release of any claims against Lead Plaintiffs and the Settlement Class arising out of or related to the institution, prosecution, or settlement of the claims in the Action.

EXCLUDING YOURSELF FROM THE SETTLEMENT CLASS

39. If you want to keep any right you may have to sue or continue to sue Defendants and the other Released Defendant Parties on your own concerning the Released Claims, then you must take steps to remove yourself from the Settlement Class. This is called excluding yourself or "opting out." **Please note:** If you decide to exclude yourself, there is a risk that any lawsuit you may file to pursue claims alleged in the Action may be dismissed, including because the suit is not filed within the applicable time periods required for filing suit. Also, Livent may terminate the Settlement if more than a certain number of exclusion requests are received.

11. How do I exclude myself from the Settlement Class?

40. To exclude yourself from the Settlement Class, you must mail a signed letter stating that you request to be "excluded from the Settlement Class in *In re Livent Corporation Securities Litigation*, No. 190501229." You cannot exclude yourself by telephone or e-mail. Each request for exclusion must also: (i) state the name, address, telephone number, and email address of the person or entity requesting exclusion; (ii) state the date(s), price(s), and number(s) of shares of Livent common stock purchased during the period from October 11, 2018 through May 13, 2019, and provide documentation of the purchases/acquisitions; (iii) state the date(s), price(s), and number(s) of shares of Livent common stock sold during the period from May 13, 2019 through October 26, 2020, and provide documentation of the sales; and (iv) be signed by the Person requesting exclusion or an authorized representative. Only members of the Settlement Class can request exclusion. A request for exclusion must be mailed so that it is **received no later than March 25, 2021** at:

Livent Securities Settlement
c/o Epiq
P.O. Box 5270
Portland, OR 97208-5270

41. This information is needed to determine whether you are a member of the Settlement Class. Your exclusion request must comply with these requirements in order to be valid. If you ask to be excluded, do not submit a Claim Form because you cannot receive any payment from the Net Settlement Fund. Also, you cannot object to the Settlement because you will not be a Settlement Class Member. However, if you submit a valid exclusion request, you will not be legally bound by anything that happens in the Action, and you may be able to sue (or continue to sue) Defendants and the other Released Defendant Parties in the future.

12. If I do not exclude myself, can I sue Defendants and the other Released Defendant Parties for the same thing later?

42. No. If you are a member of the Settlement Class, unless you properly exclude yourself, you will give up any rights to sue Defendants and the other Released Defendant Parties for any and all Released Claims. If you have a pending lawsuit against any of the Released Defendant Parties, **speak to your lawyer in that case immediately**. You must exclude yourself from this Settlement Class to continue your own lawsuit. Remember, the exclusion deadline is **March 25, 2021**.

13. If I exclude myself, can I get money from the proposed Settlement?

43. No, only Settlement Class Members are eligible to recover money from the Settlement.

THE LAWYERS REPRESENTING YOU

14. Do I have a lawyer in this case?

44. Labaton Sucharow LLP, Thornton Law Firm LLP, Robbins LLP, and Goldman, Scarlato & Penny, P.C. are Plaintiffs' Counsel in the Action. You will not be separately charged for these lawyers. The Court will determine the amount of attorneys' fees and expenses, which will be paid from the Settlement Fund. If you want to be represented by your own lawyer, you may hire one at your own expense.

15. How will the lawyers be paid?

45. Plaintiffs' Counsel have been prosecuting the Action on a contingent basis and have not been paid for any of their work. Lead Counsel, on behalf of Plaintiffs' Counsel, will seek an attorneys' fee award of no more than 33 1/3% of the Settlement Fund, which will include accrued interest. Lead Counsel will also seek payment of litigation expenses incurred by Plaintiffs' Counsel in the prosecution of this Action of no more than \$150,000, plus accrued interest, which may include an application for a service award to Lead Plaintiffs for the reasonable costs and expenses related to Lead Plaintiffs' representation of the Settlement Class. Any attorneys' fees and expenses awarded by the Court will be paid from the Settlement Fund. Settlement Class Members are not personally liable for any such fees or expenses.

OBJECTING TO THE SETTLEMENT, THE PLAN OF ALLOCATION, OR THE FEE AND EXPENSE APPLICATION

16. How do I tell the Court that I do not like something about the proposed Settlement?

46. If you are a Settlement Class Member, you can object to the Settlement or any of its terms, the proposed Plan of Allocation of the Net Settlement Fund, and/or Lead Counsel's Fee and Expense Application. You may write about why you think the Court should not approve any or all of the Settlement terms or related relief. If you would like the Court to consider your views, you must submit a proper objection within the deadline, and according to the following procedures.

47. To object, you must send a signed letter stating that you object to the proposed Settlement, the Plan of Allocation, and/or the Fee and Expense Application in "*In re Livent Corporation Securities Litigation*, No. 190501229." The objection must also: (i) state the name, address, telephone number, and e-mail address of the objector and must be signed by the objector; (ii) contain a statement of the Settlement Class Member's objection or objections and the specific reasons for each objection, including any legal and evidentiary support (including witnesses) the Settlement Class Member wishes to bring to the Court's attention; (iii) explain whether your objection applies only to you, a subset of the Settlement Class, or the entire Settlement Class; and (iv) state the date(s), price(s), and number(s) of shares of all purchases and acquisitions of Livent common stock from October 11, 2018 through May 13, 2019, and the date(s), price(s), and number(s) of shares of all sales of Livent common stock from October 11, 2018 through October 26, 2020, and provide documentation of the purchases/acquisitions/sales. Unless otherwise ordered by the Court, any Settlement Class Member who does not object in the manner described in this Notice will be deemed to have waived any objection and will be forever foreclosed from making any objection to the proposed Settlement, the Plan of Allocation, and/or Lead Counsel's Fee and Expense Application. Your objection must be mailed or delivered to the following counsel so that it is **received no later than March 25, 2021**:

Lead Counsel

Labaton Sucharow LLP
Alfred L. Fatale III, Esq.
140 Broadway
New York, NY 10005

Defendants' Counsel Representative

Davis Polk & Wardwell LLP
Dana M. Seshens, Esq.
450 Lexington Avenue
New York, NY 10017

48. You do not need to attend the Settlement Hearing to have your written objection considered by the Court. However, any Settlement Class Member who has complied with the procedures described in this Question 16 and below in Question 20 may appear at the Settlement Hearing and be heard, to the extent allowed by the Court. An objector may appear themselves or arrange, at his, her, or its own expense, for a lawyer to represent him, her, or it at the Settlement Hearing.

17. What is the difference between objecting and seeking exclusion?

49. Objecting is telling the Court that you do not like something about the proposed Settlement, Plan of Allocation, or Lead Counsel's Fee and Expense Application. You can still recover money from the Settlement. You can object *only* if you stay in the Settlement Class. Excluding yourself is telling the Court that you do not want to be part of the Settlement Class. If you exclude yourself from the Settlement Class, you have no basis to object because the Settlement and the Action no longer affect you.

THE SETTLEMENT HEARING

18. When and where will the Court decide whether to approve the proposed Settlement?

50. The Settlement Hearing will be held on **April 15, 2021 at 10:00 a.m. EDT**, before the Court of Common Pleas of Philadelphia County, Pennsylvania, either in person at the Court of Common Pleas of Philadelphia County in a courtroom that will be posted in advance on the Settlement website, www.LiventSecuritiesSettlement.com, or remotely using a Zoom link that will be posted in advance on the Settlement website, in the Court's discretion.

51. At this hearing, the Honorable Ramy I. Djerassi will consider whether: (i) the Settlement is fair, reasonable, adequate, and should be approved; (ii) the Plan of Allocation is fair and reasonable, and should be approved; and (iii) the application of Lead Counsel for an award of attorneys' fees and payment of litigation expenses is reasonable and should be approved. The Court will take into consideration any written objections submitted in accordance with the instructions in Question 16 above. We do not know how long it will take the Court to make these decisions.

52. You should be aware that the Court may change the date and time of the Settlement Hearing, or hold the hearing remotely, without another notice being sent to Settlement Class Members. If you want to attend the hearing, you should check with Lead Counsel or visit the Settlement website, www.LiventSecuritiesSettlement.com, beforehand to be sure that the hearing date and/or time has not changed.

19. Do I have to come to the Settlement Hearing?

53. No. Lead Counsel will answer any questions the Court may have. But, you are welcome to attend at your own expense. If you submit a valid and timely objection, the Court will consider it and you do not have to participate in the Settlement Hearing to discuss it. You may have your own lawyer attend (at your own expense), but it is not required. If you do hire your own lawyer, he or she must submit and serve a Notice of Appearance in the manner described in the answer to Question 20 below **no later than March 25, 2021**.

20. May I speak at the Settlement Hearing?

54. If you are a member of the Settlement Class, you may ask the Court for permission to speak at the Settlement Hearing. To do so, you must, **no later than March 25, 2021**, submit a statement to Lead Counsel and Defendants' Counsel that you, or your attorney, intend to appear in "*In re Livent Corporation Securities Litigation*, No. 190501229." Persons who intend to present evidence at the Settlement Hearing must also include in their objections (prepared and submitted in accordance with the answer to Question 16 above) the identities of any witnesses they may wish to call to testify and any exhibits they intend to introduce into evidence at the Settlement Hearing. You may not speak at the Settlement Hearing if you exclude yourself from the Settlement Class or if you have not provided written notice of your intention to speak at the Settlement Hearing in accordance with the procedures described in this Question 20 and Question 16 above.

IF YOU DO NOTHING

21. What happens if I do nothing at all?

55. If you do nothing and you are a member of the Settlement Class, you will receive no money from this Settlement and you will be precluded from starting a lawsuit, continuing with a lawsuit, or being part of any other lawsuit against Defendants and the other Released Defendant Parties concerning the Released Claims. To share in the Net Settlement Fund, you must submit a Claim Form (*see* Question 8 above). To start, continue, or be a part of any other lawsuit against Defendants and the other Released Defendant Parties concerning the Released Claims, you must exclude yourself from the Settlement Class (*see* Question 11 above).

GETTING MORE INFORMATION

22. Are there more details about the Settlement?

56. This Notice summarizes the proposed Settlement. More details are contained in the Stipulation. You may review the Stipulation filed with the Court or other documents in the case by visiting the Court's website at http://fjdefile.phila.gov/efsfjd/zk_fjd_public_qry_00.zp_disclaimer.

57. You can also get a copy of the Stipulation, and other documents related to the Settlement, as well as additional information about the Settlement by visiting the website dedicated to the Settlement, www.LiventSecuritiesSettlement.com. You may also call the Claims Administrator toll free at (800) 874-8379 or write to the Claims Administrator at *Livent Securities Settlement*, c/o Epiq, P.O. Box 5270, Portland, OR 97280-5270. **Please do not call or write the Court with questions about the Settlement.**

PLAN OF ALLOCATION OF THE NET SETTLEMENT FUND

23. How will my claim be calculated?

58. The Plan of Allocation (the "Plan of Allocation" or "Plan") set forth below is the plan that is being proposed by Lead Plaintiffs and Lead Counsel to the Court for approval. The Court may approve this Plan of Allocation or modify it without additional notice to the Settlement Class. Any order modifying the Plan of Allocation will be posted on the Settlement website at: www.LiventSecuritiesSettlement.com.

59. The Settlement Amount and the interest it earns is the Settlement Fund. The Settlement Fund, after deduction of Court-approved attorneys' fees and expenses, Notice and Administration Expenses, Taxes, and any other fees or expenses approved by the Court is the Net Settlement Fund. The Net Settlement Fund will be distributed to members of the Settlement Class who timely submit valid Claim Forms that show a Recognized Claim according to the Plan of Allocation approved by the Court.

60. The objective of this Plan of Allocation is to equitably distribute the Net Settlement Fund among Authorized Claimants who suffered economic losses allegedly as a result of the violations of the Securities Act asserted in the Action. To design this Plan, Lead Counsel conferred with Lead Plaintiffs' consulting damages expert. This Plan is intended to be generally consistent with an assessment of, among other things, the damages that Lead Plaintiffs and Lead Counsel believe were recoverable in the Action.

61. The Plan of Allocation, however, is not a formal damages analysis and the calculations made pursuant to the Plan are not intended to be estimates of, nor indicative of, the amounts that Settlement Class Members might have been able to recover after a trial. An individual Settlement Class Member's recovery will depend on, for example: (i) the total number and value of claims submitted; and (ii) whether and when the Claimant sold his, her, or its shares of common stock. The computations under the Plan of Allocation are only a method to weigh the claims of Authorized Claimants against one another for the purposes of making pro rata allocations of the Net Settlement Fund.

62. Because the Net Settlement Fund is less than the total losses alleged to be suffered by Settlement Class Members, the formulas described below for calculating Recognized Losses are not intended to estimate the amount that will actually be paid to Authorized Claimants. Rather, these formulas provide the basis on which the Net Settlement Fund will be distributed among Authorized Claimants on a *pro rata* basis. An Authorized Claimant's "Recognized Claim" shall be the amount used to calculate the Authorized Claimant's *pro rata* share of the Net Settlement Fund. The *pro rata* share shall be the Authorized Claimant's Recognized Claim divided by the total of the Recognized Claims of all Authorized Claimants, multiplied by the total amount in the Net Settlement Fund.

63. Section 11 of the Securities Act serves as the basis for the calculation of the Recognized Loss Amounts under the Plan of Allocation. Section 11 of the Securities Act provides a statutory formula for the calculation of damages. The formulas stated below, which were developed by Lead Plaintiffs' consulting damages expert, generally track the statutory formula.

64. Defendants, their respective counsel, and all other Released Defendant Parties will have no responsibility or liability for the investment of the Settlement Fund, the distribution of the Net Settlement Fund, the Plan of Allocation or the payment of any claim. Lead Plaintiffs, Lead Counsel, and anyone acting on their behalf, likewise will have no liability for their reasonable efforts to execute, administer, and distribute the Settlement.

CALCULATION OF RECOGNIZED LOSS AMOUNTS

65. For purposes of determining whether a Claimant has a "Recognized Claim," purchases, acquisitions, and sales of Livent publicly traded common stock will first be matched on a First In/First Out ("FIFO") basis. If a Settlement Class Member has more than one purchase/acquisition or sale of Livent common stock, all purchases/acquisitions and sales shall be matched on a FIFO basis. Sales will be matched against purchases/acquisitions in chronological order, beginning with the earliest purchase/acquisition made during the period from October 11, 2018 through May 13, 2019.

66. A "Recognized Loss Amount" will be calculated as set forth for each purchase of Livent publicly traded common stock during the period from October 11, 2018 through May 13, 2019 that is listed in the Claim Form and for which adequate documentation is provided. To the extent that the calculation of a Claimant's Recognized Loss Amount results in a negative number, that number shall be set to zero. The sum of a Claimant's Recognized Loss Amounts will be his, her or its Recognized Claim.

67. For each share of Livent publicly traded common stock purchased or otherwise acquired from October 11, 2018 through and including May 13, 2019, and:

- A. Sold before the opening of trading on May 13, 2019,² the Recognized Loss Amount for each such share shall be the purchase/acquisition price (not to exceed the issue price at the Offering of \$17.00) minus the sale price.
- B. Sold after the opening of trading on May 13, 2019 through the close of trading on October 26, 2020,³ the Recognized Loss Amount for each such share shall be the purchase/acquisition price (not to exceed the issue price at the Offering of \$17.00) minus the sale price (not to be less than \$7.61, the closing share price on May 13, 2019).
- C. Retained through the close of trading on October 26, 2020, the Recognized Loss Amount for each such share shall be the purchase/acquisition price (not to exceed the issue price at the Offering of \$17.00) minus \$7.61, the closing share price on May 13, 2019.

ADDITIONAL PROVISIONS

68. Purchases or acquisitions and sales of Livent publicly traded common stock shall be deemed to have occurred on the "contract" or "trade" date as opposed to the "settlement," "payment," or "sale" date. The receipt or grant by gift, inheritance or operation of law of Livent publicly traded common stock purchased or acquired in the Offering shall not be deemed a purchase, acquisition, or sale of such shares for the calculation of a Claimant's Recognized Claim, nor shall the receipt or grant be deemed an assignment of any claim relating to the purchase/acquisition of such shares unless: (i) the donor or decedent purchased or otherwise acquired such shares in the Offering; (ii) no Claim Form was submitted by or on behalf of the donor, on behalf of the decedent, or by anyone else with respect to such shares; and (iii) it is specifically so provided in the instrument of gift or assignment.

69. In accordance with the Plan of Allocation, the Recognized Loss Amount on any portion of a purchase or acquisition that matches against (or "covers") a "short sale" is zero. The Recognized Loss Amount on a "short sale" that is not covered by a purchase or acquisition is also zero.

70. In the event that a Claimant newly establishes a short position during the period from October 11, 2018 through May 13, 2019, the earliest subsequent purchase or acquisition during the period from October 11, 2018 through May 13, 2019, shall be matched against such short position on a FIFO basis and will not be entitled to a recovery.

71. Livent publicly traded common stock is the only security eligible for recovery under the Plan of Allocation. With respect to Livent publicly traded common stock purchased or sold through the exercise of an option, the purchase/sale date of the Livent publicly traded common stock is the exercise date of the option and the purchase/sale price is the exercise price of the option.

² For purposes of the statutory calculations, May 13, 2019 is the date of filing of the initial complaint in the Action.

³ This is the day before the Stipulation was executed.

72. The Net Settlement Fund will be allocated among all Authorized Claimants whose prorated payment is \$10.00 or greater. If the prorated payment to any Authorized Claimant calculates to less than \$10.00, it will not be included in the calculation and a distribution will not be made to that Authorized Claimant.

73. Payment according to this Plan of Allocation will be deemed conclusive against all Authorized Claimants. Recognized Claims will be calculated as defined herein by the Claims Administrator and cannot be less than zero.

74. Distributions will be made to eligible Authorized Claimants after all claims have been processed and after the Court has finally approved the Settlement. If there is any balance remaining in the Net Settlement Fund (whether by reason of tax refunds, uncashed checks or otherwise) after at least six (6) months from the date of initial distribution of the Net Settlement Fund, the Claims Administrator shall, if feasible and economical, after payment of Notice and Administration Expenses, Taxes, and attorneys' fees and expenses, if any, redistribute such balance among Authorized Claimants who have cashed their initial checks in an equitable and economic fashion. Any balance that still remains in the Net Settlement Fund after re-distribution(s), which is not feasible or economical to reallocate, after payment of outstanding Notice and Administration Expenses, Taxes, and attorneys' fees and expenses, if any, shall be donated as follows: 50% of the unclaimed balance to the Pennsylvania Interest on Lawyers Trust Account Board and 50% of the unclaimed balance to the Consumer Federation of America, a private, non-profit, non-sectarian 501(c)(3) organization, or as otherwise approved by the Court.

75. Payment pursuant to the Plan of Allocation or such other plan as may be approved by the Court shall be conclusive against all Claimants. No person shall have any claim against Lead Plaintiffs, Plaintiffs' Counsel, their damages expert, the Claims Administrator, or other agent designated by Plaintiffs' Counsel, arising from determinations or distributions to Claimants made substantially in accordance with the Stipulation, the Plan of Allocation approved by the Court, or further orders of the Court. Lead Plaintiffs, Defendants, their respective counsel, and all other Released Parties shall have no responsibility or liability whatsoever for the investment or distribution of the Settlement Fund, the Net Settlement Fund, the Plan of Allocation or the determination, administration, calculation, or payment of any Claim Form or non-performance of the Claims Administrator, the payment or withholding of taxes owed by the Settlement Fund or any losses incurred in connection therewith.

76. Each Claimant is deemed to have submitted to the jurisdiction of the Court with respect to his, her, or its claim.

SPECIAL NOTICE TO SECURITIES BROKERS AND NOMINEES

77. If you purchased or acquired Livent publicly traded common stock during the period from October 11, 2018 through May 13, 2019 for the beneficial interest of a person or entity other than yourself, the Court has directed that **WITHIN TEN (10) CALENDAR DAYS OF YOUR RECEIPT OF THIS NOTICE, YOU MUST EITHER:** (a) provide to the Claims Administrator the name and last known address of each person or entity for whom or which you purchased or acquired Livent common stock; or (b) request additional copies of this Notice and the Claim Form from the Claims Administrator, which will be provided to you free of charge, and **WITHIN TEN (10) CALENDAR DAYS** of receipt of the copies, mail the Notice and Claim Form directly to all the beneficial owners of those securities. If you choose to follow procedure (b), the Court has also directed that, upon making that mailing, **YOU MUST SEND A STATEMENT** to the Claims Administrator confirming that the mailing was made as directed and keep a record of the names and mailing addresses used. You are entitled to reimbursement from the Settlement Fund of your reasonable expenses actually incurred in connection with the foregoing, including reimbursement of postage expense and the cost of ascertaining the names and addresses of beneficial owners. Those expenses will be paid upon request and submission of appropriate supporting documentation and timely compliance with the above directives. All communications concerning the foregoing should be addressed to the Claims Administrator:

Livent Securities Settlement
c/o Epiq
P.O. Box 5270
Portland, OR 97208-5270

Dated: January 8, 2021

BY ORDER OF THE COURT OF COMMON PLEAS
OF PHILADELPHIA COUNTY, PENNSYLVANIA