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**UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SOUTHERN DIVISION**

IN RE: COOPER COMPANIES, INC.  
DERIVATIVE LITIGATION

Master File:  
Case No. SACV 06 00300 CJC (RNB)  
[This Document Relates to All Actions]

**NOTICE OF SETTLEMENT**

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1 **TO: ALL CURRENT RECORD HOLDERS AND BENEFICIAL OWNERS**  
2 **OF COMMON STOCK OF THE COOPER COMPANIES, INC.**  
3 **(“COOPER” OR THE “COMPANY”) AS OF DECEMBER 6, 2010**

4 PLEASE TAKE NOTICE that the above-captioned shareholder derivative  
5 litigation (the “Federal Action”), as well as the consolidated shareholder derivative  
6 action in Alameda County Superior Court entitled *In re Cooper Companies, Inc.*  
7 *Shareholder Derivative Litigation*, Case No. RG06260748 (the “State Action”)  
8 (collectively, the “Actions”), are being settled on the terms set forth in a  
9 Stipulation of Settlement dated December 6, 2010 (the “Stipulation”).<sup>1</sup>

10 In the Actions, plaintiffs allege that certain officers and/or directors of The  
11 Cooper Companies, Inc. (“Cooper” or “the Company”) breached their fiduciary  
12 duties to the Company by making material misstatements regarding the Company’s  
13 product lines and financial projections, failing to establish adequate internal  
14 controls, and engaging in impermissible insider trading. The terms of the  
15 settlement set forth in the Stipulation (the “Settlement”) include: (1) the adoption,  
16 implementation, amendments, and/or maintenance of enhanced corporate  
17 governance measures at the Company relating to board membership, corporate  
18 disclosures, internal audit, and the Company’s insider trading policy; and (2)  
19 Cooper’s agreement to pay an amount not to exceed \$750,000 in cash for  
20 Plaintiffs’ Counsel’s attorneys’ fees and expenses.

21 IF YOU ARE A CURRENT RECORD OR BENEFICIAL OWNER OF  
22 COOPER COMMON STOCK AS OF DECEMBER 6, 2010, PLEASE READ  
23 THIS NOTICE CAREFULLY AND IN ITS ENTIRETY AS YOUR RIGHTS  
24 MAY BE AFFECTED BY PROCEEDINGS IN THE LITIGATION.

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25 <sup>1</sup> This notice should be read in conjunction with, and is qualified in its entirety by  
26 reference to, the text of the Stipulation, which has been filed with the Federal  
27 Court and posted at <http://investor.coopercos.com>. All capitalized terms herein  
28 have the same meanings as set forth in the Stipulation (in addition to those  
capitalized terms defined herein).

1 On May 2, 2011, at 1:30 p.m., a hearing (the “Settlement Hearing”) will be  
2 held before the United States District Court for the Central District of California,  
3 Santa Ana Division, 411 Fourth Street, Santa Ana, CA 92701, to determine: (1)  
4 whether the terms of the Settlement, including the requested attorneys’ fees and  
5 expenses, should be approved as fair, reasonable, and adequate; and (2) whether  
6 the Actions should be dismissed on the merits and with prejudice.

7 Any shareholder of Cooper that objects to the Settlement of the Actions shall  
8 have a right to appear and to be heard at the Settlement Hearing, provided that he  
9 or she was a shareholder of record or beneficial owner as of December 6, 2010.  
10 Any shareholder of Cooper who satisfies this requirement may enter an appearance  
11 through counsel of such shareholder’s own choosing and at such member’s own  
12 expense or may appear on their own. However, no shareholder of Cooper shall be  
13 heard at the Settlement Hearing unless no later than fourteen (14) days prior to the  
14 date of the Settlement Hearing, such shareholder has filed with the Court and  
15 delivered to Plaintiffs’ Counsel, and Cooper’s counsel, a written notice of  
16 objection, their ground for opposing the Settlement, and proof of both their status  
17 as a shareholder and the dates of stock ownership in Cooper. Only shareholders  
18 who have filed and delivered valid and timely written notices of objection will be  
19 entitled to be heard at the Settlement Hearing unless the Court orders otherwise.

20 If you wish to object to the Settlement, you must file a written objection  
21 setting forth the grounds for such an objection with the Court on or before April  
22 18, 2011 with service on the following parties:

23 ***Co-Lead Plaintiffs Counsel***

24 Robert C. Schubert  
25 SCHUBERT JONCKHEER & KOLBE LLP  
26 Three Embarcadero Center, Suite 1650  
27 San Francisco, CA 94111  
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*Co-Lead Counsel for State Plaintiffs*

Blake Harper  
HULETT HARPER STEWART LLP  
525 B Street, Suite 760  
San Diego, CA 92101

*Counsel for The Cooper Companies, Inc.*

David M. Friedman  
LATHAM & WATKINS LLP  
505 Montgomery Street, Suite 2000  
San Francisco, CA 94111

Any current Cooper shareholder as of December 6, 2010 who does not make his, her or its objection in the manner provided herein shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness, reasonableness or adequacy of the Settlement as incorporated in the Stipulation and to the award of attorneys' fees and expenses to Plaintiffs' Counsel, unless otherwise ordered by the Court, but shall otherwise be bound by the Judgment to be entered and the releases to be given.

Inquiries regarding the Settlement may be made to counsel for the Federal Plaintiffs: Robert C. Schubert, Schubert Jonckheer & Kolbe LLP, Three Embarcadero Center, Suite 1650, San Francisco, CA 94111; telephone 415-788-4220.

**PLEASE DO NOT CONTACT THE COURT REGARDING THIS  
NOTICE**

DATED March 7, 2011

**BY ORDER OF THE COURT  
UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF  
CALIFORNIA**