



**GRANTED**

EFiled: Aug 17 2018 12:08PM EDT  
Transaction ID 62359763  
Case No. 2017-0882-TMR



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE HANDY & HARMAN, LTD.	)	
STOCKHOLDERS LITIGATION	)	CONSOLIDATED
	)	C.A. No. 2017-0882-TMR
	)	

**ORDER APPROVING FORM AND MANNER OF NOTICE**

WHEREAS, the parties have made an application for an Order approving the form and manner of Notice of the certification of a class in the above-captioned action (the “Action”);

WHEREAS, the Court has read and considered the proposed Notice and the accompanying documents; and

WHEREAS, all parties have consented to the entry of this Order;

**NOW, THEREFORE, IT IS HEREBY ORDERED,** this \_\_\_\_ day of \_\_\_\_, 2018 that:

1. The Court approves, in form and content, the proposed Notice of Pendency of Class Action and Class Certification and finds that the mailing and distribution of the Notice substantially in the manner and form set forth in this Order meets the requirements of Court of Chancery Rule 23 and due process, is the best notice practicable under the circumstances, and shall constitute due and sufficient notice to all persons entitled thereto.

2. The Court approves KCC Class Action Services, LLC as the Notice Administrator.

3. Within five business days of this Order, Steel Partners Holdings L.P. shall, if it has not done so already, provide to the Notice Administrator stock transfer records sufficient to identify all record holders who are members of the Class.

4. Within ten business days of this Order (the “Notice Date”), the Notice Administrator shall cause a copy of the Notice to be mailed by first-class mail to all record holders who are members of the Class at their last-known address appearing in the stock transfer records.

5. All record holders who were not also the beneficial owners of the shares of the Handy & Harman Ltd. common stock held by them of record shall be requested to forward the Notice to the beneficial owners of those shares. The Notice Administrator shall use reasonable efforts to give notice to such beneficial owners by (i) making additional copies of the Notice available to any record holder who, within thirty (30) days of the Notice Date, requests the same for distribution to beneficial owners, or (ii) mailing additional copies of the Notice to beneficial owners as reasonably requested by record holders who provide names and addresses for such beneficial owners within thirty (30) days of the Notice Date.

6. Any member of the Class who wishes to be excluded from the Class must complete and submit to the Notice Administrator the “Opt-Out Form” attached to the Notice no later than sixty (60) days from the Notice Date. If submitted in hard copy, the Opt-Out Form must be postmarked no later than sixty (60) days from the Notice Date. The Opt-Out Form must be submitted to: *In re Handy & Harman, Ltd. Stockholders Litigation*, c/o Notice Administrator, P.O. Box 404020, Louisville, KY 20233-4020 or [info@handyharmanstockholderlitigation.com](mailto:info@handyharmanstockholderlitigation.com). A Class member who duly requests to be excluded will not be bound by any orders or judgments entered in this action, whether favorable or unfavorable to the Class.

7. Within 90 days of the Notice Date, the Notice Administrator shall file proof, by affidavit, of such mailings and shall provide a list of all persons who have made timely and valid requests for exclusion from the Class.

8. The Court may, for good cause, extend any of the deadlines set forth in this Order without further notice to Class members.

SO ORDERED.

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Vice Chancellor Tamika Montgomery-Reeves

This document constitutes a ruling of the court and should be treated as such.

**Court:** DE Court of Chancery Civil Action

**Judge:** Tamika Montgomery-Reeves

**File & Serve**

**Transaction ID:** 62352315

**Current Date:** Aug 17, 2018

**Case Number:** 2017-0882-TMR

**Case Name:** CONSOL/ CONF ORD IN RE HANDY & HARMAN, LTD. STOCKHOLDERS  
LITIGATION

**Court Authorizer:** Montgomery-Reeves, Tamika

**/s/ Judge Montgomery-Reeves, Tamika**