

**SUPERIOR COURT OF THE STATE OF CALIFORNIA
FOR THE COUNTY OF SANTA CRUZ**

George Patterson, Individually And on Behalf of
All Others Similarly Situated,
Plaintiff,

v.
Randolph K. Repass, Matthew L. Hyde, Barbara
L. Rambo, Dennis F. Madsen, Robert D. Olsen,
James F. Nordstrom, Jr., Alice M. Richter, and
Christiana Shi,
Defendants.

Case No. 17-cv-01995
CLASS ACTION

**NOTICE OF PENDENCY OF CLASS
ACTION, PROPOSED
SETTLEMENT,
SETTLEMENT HEARING AND
RIGHT
TO APPEAR**

Date Action Filed: July 27, 2017

**NOTICE OF PENDENCY OF CLASS ACTION, PROPOSED SETTLEMENT,
SETTLEMENT HEARING AND RIGHT TO APPEAR**

TO: RECORD AND BENEFICIAL HOLDERS OF WEST MARINE, INC. ("WEST MARINE") COMMON STOCK AS OF SEPTEMBER 14, 2017, THE DATE OF THE CONSUMMATION OF WEST MARINE'S MERGER WITH AFFILIATES OF MONOMOY (THE "MERGER"), INCLUDING ANY AND ALL OF THEIR RESPECTIVE SUCCESSORS-IN-INTEREST, SUCCESSORS, PREDECESSORS-IN-INTEREST, PREDECESSORS, REPRESENTATIVES, TRUSTEES, EXECUTORS, ADMINISTRATORS, ESTATES, HEIRS, ASSIGNS AND TRANSFEREES, IMMEDIATE AND REMOTE, AND ANY PERSON OR ENTITY ACTING FOR OR ON BEHALF OF, OR CLAIMING UNDER, ANY OF THEM, AND EACH OF THEM, TOGETHER WITH THEIR PREDECESSORS-IN-INTEREST, PREDECESSORS, SUCCESSORS-IN-INTEREST, SUCCESSORS, AND ASSIGNS (THE "CLASS").

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. THE PARTIES TO A SHAREHOLDER CLASS ACTION SUIT CONCERNING THE MERGER HAVE AGREED TO A PROPOSED SETTLEMENT AND YOU MAY BE ENTITLED TO COMPENSATION. YOUR RIGHTS WILL BE AFFECTED BY THE LEGAL PROCEEDINGS IN THIS LITIGATION AND THE PROPOSED SETTLEMENT. IF THE COURT APPROVES THE PROPOSED SETTLEMENT, YOU WILL BE FOREVER BARRED FROM CONTESTING THE FAIRNESS, REASONABLENESS AND ADEQUACY OF THE PROPOSED SETTLEMENT AND FROM PURSUING THE SETTLED CLAIMS (DEFINED HEREIN).

IF YOU HELD WEST MARINE COMMON STOCK FOR THE BENEFIT OF ANOTHER, PLEASE PROMPTLY TRANSMIT THIS DOCUMENT TO SUCH BENEFICIAL OWNER.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
Do Nothing	You will get a payment.
Exclude Yourself	Get no payment. This is the only option that allows you to ever bring a lawsuit against Defendants concerning the legal claims at issue in this case.
Object to the Settlement and/or Attorneys' Fees and Expenses	Write to the Court about why you don't like the Settlement, Plan of Allocation, or the requested attorneys' fees and expenses or incentive award.
Go to a Hearing	Ask to speak in Court about the fairness of the Settlement.

I. PURPOSE OF NOTICE

Pursuant to an Order of the Superior Court of California for Santa Cruz County (the "Court") dated February 19, 2020, and further pursuant to California Code of Civil Procedure ("CCP") Section 382, this Notice is to inform you of (i) the Court's determination to certify the above-captioned action ("Action") pursuant to CCP § 382, (ii) the proposed settlement of the Action (the "Settlement") as provided for in a Stipulation and Agreement of Settlement, Compromise, and Release (the "Stipulation") dated as of January 3, 2020, and (iii) your right to participate in a hearing to be held on May 13, 2020 at 8:30 a.m. before the Court at Department 10 of the Superior Court of the State of California, County of Santa Cruz, located at 701 Ocean Street, Santa Cruz, California 95060 (the "Settlement Hearing") to determine whether the Court should finally certify the Action pursuant to CCP § 382, approve the Settlement as fair, reasonable, adequate and in the best interests of the Class, including the releases provided therein, and consider the attorneys' fees and expenses to be paid to Plaintiff's Counsel.

This Notice describes the rights you may have in the Action and pursuant to the Stipulation and what steps you may take, but are not required to take, in relation to the Settlement.

If the Court approves the Settlement, the parties will ask the Court at the Settlement Hearing to enter an Order and Final Judgment dismissing the Action with prejudice in accordance with the terms of the Stipulation.

THE FOLLOWING RECITATION DOES NOT CONSTITUTE FINDINGS OF THE COURT. IT IS BASED ON STATEMENTS OF THE PARTIES AND SHOULD NOT BE UNDERSTOOD AS AN EXPRESSION OF ANY OPINION OF THE COURT AS TO THE MERITS OF ANY OF THE CLAIMS OR DEFENSES RAISED BY ANY OF THE PARTIES.

II. BACKGROUND

West Marine, Inc. ("West Marine" or the "Company") was a Delaware corporation, headquartered in California, that was a specialty retailer of waterlife-related products. On April 19, 2016, West Marine entered into a definitive merger agreement to be acquired for \$12.97 per share in cash (the "Merger Price") by affiliates of Monomoy Capital Partners III, L.P.

(“Monomoy”) (the “Merger”).

This litigation challenged the fairness of the 2017 sale of West Marine alleging that the Merger was the product of a conflicted and flawed sales process and that resulted in West Marine’s minority shareholders receiving an inadequate price for their West Marine stock.

On July 27, 2017, this action was filed in the Santa Cruz County Superior Court of the State of California (the “Court”), by Plaintiff, a stockholder of West Marine alleging, among other things, that the Defendants had breached fiduciary duties to the Company’s stockholders in connection with the acquisition of West Marine by an affiliate of Monomoy.

On October 30, 2017, Plaintiff filed an Amended Complaint for Breach of Fiduciary Duty and Violations of State Law in the Action.

On January 12, 2018, Defendants filed a demurrer to the Amended Complaint. On May 11, 2018, following full briefing by the parties and following oral argument, the Court found in favor of Plaintiff, overruling the Demurrer, holding that Plaintiff had stated at least two claims for breach of fiduciary duty.

Plaintiff filed a motion for class certification on September 21, 2018. On November 29, 2018 Defendants filed a statement of non-opposition to class certification. On December 12, 2018, this Court entered an Order certifying the Class and appointing Plaintiff as Class Representative and Brodsky & Smith LLC and Monteverde & Associates LLP (collectively referred to as “Plaintiff’s Counsel”) as co-lead counsel in the Action.

On February 4, 2019, Plaintiff’s Counsel, Defendants’ Counsel, as well as counsel for Monomoy, participated in a full-day mediation session before Jed Melnick of JAMS in an effort to resolve both Action. Before the Mediation, the parties exchanged mediation statements and exhibits, which addressed both liability and damages. The Mediation did not lead to resolution of the Action. However, since that time, the parties continued to engage in arms-length negotiations about the potential resolution of the Action. After extensive, arm’s-length negotiations, the Settling Parties reached an agreement in principle on December 17, 2019 to settle the Action for \$2,500,000 in cash, subject to approval by the Court.

III. REASONS FOR THE SETTLEMENT

Plaintiff believes that he brought the claims in good faith and continues to believe that such claims have legal merit, but believes that the Settlement allows the Company’s minority shareholders to receive additional compensation for their West Marine shares while eliminating further litigation and delay of payment. Plaintiff also believes that his efforts in prosecuting the Action have resulted in a significant benefit for West Marine and its stockholders which, under the circumstances, is fair, reasonable, and adequate.

Defendants have denied, and continue to deny, all allegations of wrongdoing, fault, liability, or damage to Plaintiff or the Class, deny that they engaged in any wrongdoing, deny that they acted improperly in any way, believe that they acted properly at all times, and maintain that they have committed no disclosure violations or any other breach of duty whatsoever in connection with the Merger or any public disclosures, but wish to settle solely because it will eliminate the uncertainty, distraction, burden, and expense of further litigation.

IV. CLASS ACTION DETERMINATION

On December 12, 2018, the Court ordered that the Action shall be maintained as a class action pursuant to CCP § 382 on behalf of an opt-out class consisting of any and all record and

beneficial holders of West Marine common stock, as of September 14, 2017 (the date of the consummation of the Merger), including any and all of their respective successors-in-interest, successors, predecessors-in-interest, predecessors, representatives, trustees, executors, administrators, estates, heirs, assigns and transferees, immediate and remote, and any person or entity acting for or on behalf of, or claiming under, any of them, and each of them, together with their predecessors-in-interest, predecessors, successors-in-interest, successors, and assigns, but excluding: (i) Defendants, their Immediate Family (as defined in the Stipulation), and any trust or other entity affiliated with or controlled by any Defendant, other than employees of such entities who were not directors or officers of such entities as of September 14, 2017; (ii) any and all record and beneficial owners of West Marine common stock who exercised their appraisal rights under Section 262 of the General Corporation Law of the State of Delaware; and (iii) any and all record and beneficial owners of West Marine common stock who timely and validly opt out of the Class and Settlement pursuant to the opt-out procedures described below and in the Stipulation (the “Class”).

V. THE SETTLEMENT

In consideration for the Settlement and dismissal with prejudice of the Action, and the releases provided herein, Defendants agree to provide the Class additional compensation of \$2,500,000 (the “Settlement Amount”). Any attorneys’ fees, incentive awards, costs, expenses (including notice and administrative expenses) or other Court-approved deductions shall be paid out of — and shall not be in addition to — the Settlement Amount.

The Settlement Amount minus Court-approved deductions (the “Net Settlement Amount”) will be distributed to all members of the Class who owned West Marine common stock as of September 14, 2017, the date of the consummation of the Merger (“Eligible Class Members”) on a pro rata basis, based on the number of outstanding West Marine shares owned by each such Eligible Class Member at that time. There were approximately 25 million outstanding shares owned by Eligible Class Members at the time of the Merger. Accordingly, the expected payment, assuming the Court approves Plaintiff’s Counsel’s request for attorneys’ fees in the amount not to exceed one third of the Settlement Amount, will be approximately 6.25 cents per share, but may vary based upon the amount of other Court-approved deductions and costs.

Inquiries or comments about the Settlement may be directed to the attention of Counsel for Plaintiff as follows:

BRODSKY & SMITH, LLC
Evan J. Smith
Two Bala Plaza, Suite 510
Bala Cynwyd, PA 19004
610.667.6200

MONTEVERDE & ASSOCIATES PC
Juan E. Monteverde
The Empire State Building
350 Fifth Avenue, Suite 4405
New York, NY 10118
212.971.1341

VI. SETTLEMENT HEARING

The Court has scheduled a Settlement Hearing which will be held on May 13, 2020 in Department 10 of the Superior Court of the State of California, County of Santa Cruz, located at 701 Ocean Street, Santa Cruz, California 95060 at 8:30 a.m., to determine:

(a) whether the Settlement should be approved by the Court as fair, reasonable, and adequate;

(b) whether the Judgment attached as Exhibit D to the Stipulation should be entered in all material respects;

(c) whether the proposed plan of distribution should be approved; and

(d) whether the Court should approve the award of Plaintiff's Counsel's attorneys' fees and expenses (i.e., the "Fee and Expense Award").

The Court has reserved the right to adjourn the Settlement Hearing or any adjournment thereof, including the consideration an award of attorneys' fees, without further notice of any kind other than oral announcement at the Settlement Hearing or any adjournment thereof.

The Court has also reserved the right to approve the Settlement at or after the Settlement Hearing with such modification(s) as may be consented to by the Parties to the Stipulation and without further notice to the Class.

VII. RIGHT TO APPEAR AND OBJECT

If you are a member of the Class, you may object to the terms of the Settlement. Whether or not you object to the terms of the Settlement, you may also object to the requested attorneys' fees and expenses, the incentive award to Plaintiff and/or the plan of distribution. In order for any objection to be considered, you must file a written statement, accompanied by proof of Class membership, with the Court, and send a copy to Plaintiff's Counsel **such that it is received by April 22, 2020**. The Court's address is Clerk of the Court, Superior Court of the State of California, County of Santa Cruz, 701 Ocean Street, Santa Cruz, California 95060, with copies of all such papers served upon the following: Juan E. Monteverde, Esquire, 350 Fifth Avenue, Suite 4405, New York, NY 10118, and Evan Smith, Esquire Brodsky & Smith, LLC, Two Bala Plaza, Suite 510, Bala Cynwyd, PA 19004 and James Ducayet, Sidley Austin, 1 S. Dearborn, Chicago, IL 60603. Persons who object in writing to the Settlement, the plan of distribution, the Fee and Expense Application or the incentive award and desire to present evidence at the Settlement Hearing must include in their written objections copies of any exhibits they intend to introduce into evidence at the Settlement Hearing. If an objector hires an attorney to represent him, her, or it for the purposes of making an objection, the attorney must both effect service of a notice of appearance on counsel listed above and file it with the Court by no later than twenty-one calendar days prior to the Settlement Hearing. A member of the Class who files a written objection does not have to appear at the Settlement Hearing for the Court to consider his, her or its objection. Any objector may attend the Settlement Hearing and make an objection whether he, she or it files a written objection or not. Any member of the Class who does not make his, her, or its objection in writing in the manner provided above, or appear in person to make an objection, shall be deemed to have waived such objection and shall be foreclosed from making any objection to the fairness or adequacy of the Settlement set forth in the Stipulation, to the plan of distribution, and to the award of attorneys' fees, expenses and incentive award to Plaintiff's Counsel and Plaintiff for their representation of the Class, unless the Court orders otherwise.

VIII. RIGHT TO EXCLUDE YOURSELF FROM THE CLASS AND SETTLEMENT

If you want to keep the right to sue or continue to sue Defendants on your own about the legal issues in this case, then you must take steps to get out of the Class and Settlement. This is called excluding yourself from, or "opting out" of, the Class and Settlement.

To exclude yourself from the Class and Settlement, you must write and send a letter to the Claims Administrator by First-Class Mail stating that you want to be excluded from the Class and Settlement in this Action. Your letter must include your name, address, telephone number, and must also be signed by you. Your letter must also include the number of shares of West Marine

common stock you held or owned as of September 14, 2017, the date of the consummation of the Merger.

Your exclusion request must be **postmarked no later than twenty-one (21) calendar days prior to the Settlement Hearing, or by April 22, 2020, and sent to the Claims Administrator at: West Marine Shareholder Settlement, c/o RG/2 Claims Administration, P.O. Box 59479, Philadelphia, PA 19102-9479.**

You cannot exclude yourself by phone or by e-mail. If you make a proper request for exclusion, you will not receive your share of the Settlement Payment, you cannot object to the Settlement and you will not be legally bound by anything that happens in this lawsuit. However, if you do not timely and validly request exclusion from the Class and Settlement, you shall be deemed a member of the Class and be legally bound by the terms of the Settlement, Stipulation and Order and Final Judgment in this Action.

IX. ORDER AND FINAL JUDGMENT OF THE COURT

If the Court determines that the Settlement, as provided for in the Stipulation is fair, reasonable, and adequate and in the best interests of the Class, the Parties shall jointly request that the Court enter an Order and Final Judgment. The Order and Final Judgment shall, among other things:

- (a) make final the Court's previous determination to certify the Action as a class action pursuant to CCP § 382;
- (b) determine that the requirements of the Court Rules and due process have been satisfied in connection with the Notice;
- (c) approve the Settlement as fair, reasonable, and adequate and in the best interests of the Class, including the releases contained therein;
- (d) authorize and direct the performance of the Settlement in accordance with its terms and conditions and reserve jurisdiction to supervise the consummation of the Settlement;
- (e) dismiss the Action with prejudice, on the merits, without costs except as provided in the Order and Final Judgment, as against any and all Defendants, and release the Released Defendant Parties and Released Plaintiff parties (defined below) from the Released Claims (defined below);

and

- (f) subject to Court approval, award attorneys' fees and expenses to Plaintiff's Counsel and an incentive award to Plaintiff, from the Settlement Amount.

X. RELEASES

Upon the Effective Date of the Settlement (as defined in the Stipulation), the Released Plaintiff Parties (as defined in the Stipulation), Plaintiff and all Class Members, on behalf of themselves and their legal representatives, heirs, executors, administrators, estates, predecessors, successors, predecessors-in-interest, successors-in-interest, and assigns, and any person or entity acting for or on behalf of, or claiming under, any of them, shall thereupon be deemed to have fully, finally and forever, released, settled and discharged the Released Defendant Parties (as defined in

the Stipulation) from and with respect to every one of the Released Plaintiff's Claims (as defined in the Stipulation), and shall thereupon be forever barred and enjoined from commencing, instituting, prosecuting, or continuing to prosecute or pursuing in any fashion any Released Plaintiff's Claims against any of the Released Defendant Parties.

In addition, upon the Effective Date, each of Released Defendant Parties, on behalf of themselves and their legal representatives, heirs, executors, administrators, estates, predecessors, successors, predecessors-in-interest, successors-in-interest, and assigns, and any person or entity acting for or on behalf of, or claiming under, any of them, shall thereupon be deemed to have fully, finally and forever, released, settled and discharged the Released Plaintiff Parties from and with respect to every one of the Released Defendants' Claims (as defined in the Stipulation), and shall thereupon be forever barred and enjoined from commencing, instituting or prosecuting or pursuing in any fashion any of the Released Defendants' Claims against any of the Released Plaintiff Parties.

The foregoing releases extend to Released Plaintiff's Claims and Released Defendants' Claims that the Settling Parties did not know or suspect to exist at the time of the release. Under the terms of the Stipulation and Settlement, the following definitions apply:

1. "Released Plaintiff Parties" means (i) Plaintiff and all other Class Members; (ii) members of each individual Class Member's Immediate Family; (iii) all Class Members' past or present, current or former, direct or indirect, affiliates, associates, members, partners, limited partners, general partners, partnerships, limited partnerships, general partnerships, investment funds, investment advisors, investment managers, investors, shareholders, joint venturers, subsidiaries, parents, divisions, subdivisions, predecessors, successors, officers, directors, employees, agents, principals, owners, representatives, advisors, insurers and attorneys(including Plaintiff's Counsel) of Plaintiff and the Class Members and their respective affiliates; and (iv) the past or present, current or former, direct or indirect legal representatives, heirs, executors, trustees, beneficiaries, administrators, trusts, trustees, predecessors, successors, predecessors-in-interest, successors-in-interest and assigns of any of the foregoing.

2. "Released Plaintiff's Claims" means any and all Claims that were asserted or could have been asserted by Plaintiff in the Action on behalf of himself and/or the Class, and any and all Claims, including Unknown Claims, that are based on, arise out of, relate in anyway, or involve the same set of operative facts as the claims asserted by Plaintiff against Released Defendant Parties in the Action and which relate to the ownership of West Marine common stock. The Released Plaintiff's Claims shall not include claims to enforce the Stipulation or any part of it, and shall not include claims based on the conduct of any of the Settling Parties which occurs after the Effective Date.

3. "Released Defendant Parties" means Defendants, West Marine, Inc., Rising Tide Parent Inc. ("Parent"), and Rising Tide Merger Sub, Inc. ("Merger Sub"), Monomoy, affiliates of Monomoy, as well as each of their respective past or present family members, spouses, heirs, trusts, trustees, executors, estates, administrators, beneficiaries, distributees, foundations, agents, employees, fiduciaries, partners, control persons, partnerships, general or limited partners or partnerships, joint ventures, member firms, limited liability companies, corporations, affiliates, parents, subsidiaries, divisions, associated entities, stockholders, principals, officers, managers, directors, managing directors, members, managing members, managing agents, insurers, predecessors, predecessors-in-interest, successors, successors-in-interest, assigns, financial or investment advisors, advisors, consultants, investment bankers, entities providing any fairness opinion, underwriters, brokers, dealers, lenders, commercial bankers, attorneys, personal or legal representatives, accountants, insurers, co-insurers, reinsurers, and associates.

4. "Released Defendants' Claims" means any and all Claims, including Unknown Claims, that have been or could have been asserted in the action, or in any court, tribunal,

forum or proceeding, by the Released Defendant Parties or any of their respective successors and assigns against any of the Released Plaintiff Parties, which arise out of or relate in any way to the institution, prosecution, settlement, or dismissal of either of the Action; provided, however, that as used herein the term “Released Defendants’ Claims” shall not include the right to enforce this Stipulation or any part of it, and shall not include Claims based on the conduct of any of the Settling Parties which occurs after the Effective Date.

XI. PLAINTIFF’S COUNSEL’S ATTORNEYS’ FEES AND EXPENSES

Plaintiff’s Counsel intend to petition the Court for an award of attorneys’ fees and expenses incurred in connection with the Action not to exceed one third of the Settlement Fund plus reimbursement of expenses (the “Fee and Expense Application”), which shall be paid out of— and shall not be in addition to — the Settlement Amount. Defendants have agreed not to oppose such Fee and Expense Application.

XII. NOTICE TO PERSONS OR ENTITIES HOLDING OWNERSHIP ON BEHALF OF OTHERS

Brokerage firms, banks and/or other persons or entities who held shares of the common stock of West Marine as of September 14, 2017, the date of the consummation of the Merger, for the benefit of others are directed promptly to send this Notice to all of their respective beneficial owners. If additional copies of the Notice are needed for forwarding to such beneficial owners, any requests for such copies may be made to:

XIII. SCOPE OF THIS NOTICE

This Notice is not all-inclusive. The references in this Notice to the pleadings in the Action, the Stipulation and other papers and proceedings are only summaries and do not purport to be comprehensive. A copy of the Stipulation is available at www.rg2claims.com/westmarine.html. For the further details of the Action, including the claims and defenses that have been asserted by the parties, members of the Class are referred to the Court files in the Action. You or your attorney may examine the Court files during regular business hours of each business day at the office of the Clerk of the Court, Superior Court of the State of California, County of Santa Cruz, 701 Ocean Street, Santa Cruz, CA 95060.

DO NOT CALL THE COURT.

BY ORDER OF THE SUPERIOR COURT OF
CALIFORNIA FOR SANTA CRUZ COUNTY
FOR THE STATE OF CALIFORNIA

Register in the Superior Court of California for
Santa Cruz County

Dated: March 4, 2020

HONORABLE JOHN GALLAGHER JUDGE OF
THE SUPERIOR COURT