

**UNITED STATES DISTRICT COURT  
DISTRICT OF ARIZONA**

Ronald L. Jackson, as Trustee Under Agreement Dated 01/05/2012 by Ronald L. Jackson, Individually, and on Behalf of All Others Similarly Situated,

Plaintiff,

v.

Microchip Technology, Inc.; Steven Sanghi; Ganesh Moorthy; and J. Eric Bjornholt,

Defendants.

Case No. 2:18-cv-02914-ROS

**CLASS ACTION**

**NOTICE OF PENDENCY OF  
CLASS ACTION**

**TO: ALL PERSONS WHO PURCHASED OR OTHERWISE ACQUIRED MICROCHIP TECHNOLOGY, INC. COMMON STOCK ON A U.S. OPEN MARKET DURING THE CLASS PERIOD OF MARCH 2, 2018, THROUGH AUGUST 9, 2018:**

This Notice is given pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the District of Arizona (the “Court”). The purpose of this Notice is to inform you of the pendency of the lawsuit captioned above, how it might affect your rights, and what steps you may take in relation to it. This Notice is not an expression of any opinion by the Court as to the merits of any of the claims or defenses asserted by any party in this litigation.

The Court has certified the following plaintiff class (the “Class”):

All persons who purchased or otherwise acquired Microchip Technology, Inc. (“Microchip”) common stock on a U.S. open market during the class period March 2, 2018, through August 9, 2018, both dates inclusive (the “Class Period”). Excluded from the Class are defendants in this action, Microchip, Steve Sanghi, Ganesh Moorthy, and J. Eric Bjornholt (collectively, “Defendants”), the officers and directors of the Company during the Class Period (the “Excluded D&Os”), members of Defendants’ and Excluded D&Os’ immediate families, legal representatives, heirs, successors, or assigns, and any entity in which Defendants or the Excluded D&Os have or had a controlling interest.

If you or someone acting on your behalf purchased Microchip common stock during the Class Period, you may be a member of the Class and entitled to participate in any benefits obtained by the Class as a result of this lawsuit.

This Notice provides a summary of the lawsuit, describes who is eligible to be included in the Class and the effect of participating in this class action, and explains how to request exclusion from the Class.

## **I. DESCRIPTION OF THE LAWSUIT**

This is a class action against Defendants Microchip and Steve Sanghi, Ganesh Moorthy, and J. Eric Bjornholt (Microchip's Chief Executive Officer and Chairman of the Board, Chief Operating Officer, and Chief Financial Officer, respectively, during the Class Period) for alleged violations of federal securities laws, specifically Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (15 U.S.C. §§ 78j, 78t) and U.S. Securities and Exchange Commission Rule 10b-5 promulgated thereunder (17 CFR § 240.10b-517). The case is pending in the United States District Court for the District of Arizona before United States District Judge Roslyn O. Silver and is styled *Ronald L. Jackson, as Trustee under Agreement Dated 01/05/2012 by Ronald L. Jackson, Individually, and on Behalf of All Others Similarly Situated v. Microchip Technology Inc., et al.*, No. 2:18-cv-02914-ROS (the "Litigation").

On December 11, 2018, the Court appointed Ronald J. Jackson as "Lead Plaintiff" under the Private Securities Litigation Reform Act of 1995.

Lead Plaintiff's Amended Complaint for Violation of The Federal Securities Laws (the "Complaint"), filed on February 22, 2019, alleges that Defendants made materially false and misleading statements during the Class Period related to Microchip's acquisition of Microsemi Corporation ("Microsemi"). Among other things, the Complaint alleges that Defendants knew that Microsemi had higher inventory levels in its product distribution channel than what Defendants believed were appropriate, and that Defendants' statements concerning the combined company's expected revenue figures, cash flow, and net debt leverage were materially false or misleading. The Complaint alleges that, on August 9, 2018, Defendants disclosed that: Microsemi's inventory and sales practices had led to the over-shipping of inventory into Microsemi's distribution channel; current and future GAAP and non-GAAP revenue and cash flow for the combined company would be significantly lower than previously represented until Microsemi's inventory and sales practices conformed to Microchip's business; Microchip would sell fewer Microsemi products in order to reduce inventory in the distribution channel; and Microchip's net free cash flow would decrease by \$110 million and its debt leverage would increase. The Complaint alleges that as a result of these disclosures, on August 10, 2018, Microchip common stock fell \$10.67, or 10.9%, per share. Lead Plaintiff seeks to recover money and other relief for the Class.

Defendants expressly have denied and continue to deny all charges of wrongdoing or liability against them arising out of any of the conduct, statements, acts, or omissions alleged in the Litigation. Defendants also have denied and continue to deny the allegations that Lead Plaintiff or members of the Class have suffered damage.

On March 11, 2020, the Court granted in part, and denied in part, Defendants' motion to dismiss the Complaint. The Defendants filed an answer to the Complaint on April 24, 2020, denying the claims asserted against them, and asserting several affirmative defenses.

On February 22, 2021, the Court entered an order certifying the above-defined Class and appointing Lead Plaintiff as Class Representative. The Court also appointed Lead Plaintiff's counsel Wolf Popper LLP as Class Counsel and Bonnett, Fairbourn, Friedman & Balint, P.C. as Liaison Counsel. See Section IV, below.

The Court has not decided whether Defendants or Lead Plaintiff are correct. By certifying the Class and ordering that this Notice be issued, the Court is not suggesting that Lead Plaintiff will win or lose this case. The Litigation is ongoing.

Complete copies of the pleadings, orders, and other documents filed in this Litigation may be examined and copied at any time during regular office hours at the office of the Clerk of the Court, United States District Court for the District of Arizona, Sandra Day O'Connor U.S. Courthouse, 401 West Washington Street, Suite 130, SPC 1, Phoenix, AZ 85003-2118. Copies of this Notice, and Court documents mentioned in this Notice, are also available for download from [www.MicrochipTechnologySecuritiesLitigation.com](http://www.MicrochipTechnologySecuritiesLitigation.com).

## II. RIGHTS OF CLASS MEMBERS

### A. **Remaining a Class Member**

This Notice is sent to you based on the belief, based on Defendants' and their agents' records, that you may be a Class member in this Litigation. Mere receipt of the Notice, however, should not be construed to indicate that a determination has been made that you are a member of the Class. To remain a Class member, you are not required to do anything. If you remain a Class member, you will be bound by any judgment in this Litigation, whether it is favorable or unfavorable. If you remain a Class member, you may not pursue a lawsuit on your own with regard to any of the claims asserted or issues decided in this Litigation. As a Class member, you will be represented by Class Counsel (*see* Section IV, below.). You will not be charged for the services or expenses of Class Counsel. If the case results in a recovery for the Class, however, Class Counsel will apply to the Court for reimbursement of costs and expenses and an award of attorneys' fees to be paid from the recovery. The amount of any such award will be determined by the Court.

### B. **Exclusion from the Class**

If you want to be excluded from the Class, you must state your request in writing. To be effective, your request for exclusion must legibly (a) state your name, mailing address, daytime telephone number, and email address; (b) state the case name and your desire to be excluded from the Class; and (c) identify the date(s), price(s), and number(s) of shares of all your purchases, acquisitions, and sales of Microchip common stock during the Class Period and provide copies of supporting documentation for those transactions during the Class Period. **Do not send originals of supporting documentation.** You must also **sign your request for exclusion under penalty of perjury.** If you are signing on behalf of a Class member (such as an estate, corporation, or partnership), please indicate your full name and describe the basis of your authority.

Your request for exclusion must be mailed to:

Microchip Technology Securities Litigation  
EXCLUSIONS  
c/o A.B. Data, Ltd.  
P.O. Box 173001  
Milwaukee, WI 53217

Your request for exclusion **must be postmarked no later than November 2, 2021.** Facsimile and email requests for exclusion are not acceptable. Requests for exclusion that do not comply with the above requirements will be invalid.

If you properly exclude yourself from the Class, you will not be bound by any judgment in this Litigation, but you will also not be entitled to share in any recovery. If you properly request exclusion, it will be for you to decide whether to pursue any individual lawsuit, claim, or remedy that you may have at your own expense. **However,** if you wish to exclude yourself from the Class and intend to

pursue an individual lawsuit, you should consult your own attorney concerning the impact of the statute of limitations or statute of repose on your claims **before you submit a request for exclusion**. If you exclude yourself and a court determines the statute of limitations or statute of repose has expired, you will not be able to bring your own individual lawsuit.

**Do not request exclusion if you wish to be a Class member in this lawsuit.** You may also enter an appearance in this case through counsel of your own choosing and at your expense, if you so desire.

### **III. SECURITIES BROKERS AND NOMINEES**

The Court authorized the mailing of a separate “Postcard Notice” to potential Class members. The Postcard Notice directs potential Class members to [www.MicrochipTechnologySecuritiesLitigation.com](http://www.MicrochipTechnologySecuritiesLitigation.com) or to contact the notice administrator, A.B. Data, Ltd. (the “Administrator”), either by email, phone, or mail to obtain this full printed Notice. The Administrator’s contact information is below:

Microchip Technology Securities Litigation  
c/o A.B. Data, Ltd.  
P.O. Box 173050  
Milwaukee, WI 53217  
Toll Free Number: 877-888-4851  
[info@MicrochipTechnologySecuritiesLitigation.com](mailto:info@MicrochipTechnologySecuritiesLitigation.com)

Nominees who purchased or otherwise acquired Microchip common stock during the Class Period for the beneficial ownership of another are requested to send the Postcard Notice to all such beneficial owners no later than ten (10) days after receipt of the Postcard Notice. Additional copies of the Postcard Notice will be provided to such nominees upon written request sent to:

Microchip Technology Securities Litigation  
c/o A.B. Data, Ltd.  
Attn: Fulfillment Dept.  
P.O. Box 173050  
Milwaukee, WI 53217

In the alternative, nominees are requested to send a list of the names and addresses of such beneficial owners to the Administrator at the above address no later than ten (10) days after receipt of the Postcard Notice. The Administrator will thereafter mail copies of the Postcard Notice directly to all such beneficial owners. You are entitled to reimbursement of your reasonable out-of-pocket expenses actually incurred in connection with the foregoing, up to a maximum of \$0.05 plus postage at the pre-sort rate utilized by the Administrator per Postcard Notice mailed, or \$0.05 per name and address provided to the Administrator. Those expenses will be paid upon request and submission of appropriate supporting documentation.

### **IV. CLASS COUNSEL**

The Court approved the Lead Plaintiff’s choice of law firms and appointed **Wolf Popper LLP** as Class Counsel and **Bonnett, Fairbourn, Friedman & Balint, P.C.** as Liaison Counsel for the Class. If you have any questions concerning the matter raised in this Notice, you may address Class Counsel in writing to:

Robert C. Finkel  
Joshua W. Ruthizer  
Wolf Popper LLP  
845 Third Avenue, 12<sup>th</sup> Floor  
New York, New York 10022  
[rfinkel@wolfpopper.com](mailto:rfinkel@wolfpopper.com)  
[jruthizer@wolfpopper.com](mailto:jruthizer@wolfpopper.com)

**Please do not contact the Court, Defendants, or their counsel with questions.**

**V. NOTICE ADMINISTRATOR AND ADDRESS CORRECTIONS**

If you have any corrections or changes of name or address, you may address them in writing to the Administrator, either by email, phone, or mail. The Administrator's contact information is below:

Microchip Technology Securities Litigation  
c/o A.B. Data, Ltd.  
P.O. Box 173050  
Milwaukee, WI 53217  
Toll-Free Number: 877-888-4851  
[info@MicrochipTechnologySecuritiesLitigation.com](mailto:info@MicrochipTechnologySecuritiesLitigation.com)

If you did not receive this Notice or the separate Postcard Notice by email or mail, and you are and remain a member of the Class, please send your name and address to the Administrator at the contact information above to ensure that you receive further notices disseminated in connection with the Litigation.

BY ORDER OF THE COURT  
THE HONORABLE ROSLYN O. SILVER  
UNITED STATES DISTRICT JUDGE

DATE OF NOTICE: SEPTEMBER 3, 2021