

UNITED STATES DISTRICT COURT
DISTRICT OF ARIZONA

Mark Smilovits, Individually and on Behalf of All Others Similarly Situated,)	No. 2:12-cv-00555-DGC
)	
Plaintiff,)	<u>CLASS ACTION</u>
)	
vs.)	
)	
First Solar, Inc., Michael J. Ahearn, Robert J. Gillette, Mark R. Widmar, Jens Meyerhoff, James Zhu, Bruce Sohn and David Eaglesham,)	
)	
Defendants.)	

NOTICE OF PROPOSED SETTLEMENT OF CLASS ACTION

TO: ALL PERSONS AND ENTITIES THAT PURCHASED OR OTHERWISE ACQUIRED THE PUBLICLY-TRADED SECURITIES OF FIRST SOLAR, INC. (“FIRST SOLAR”) DURING THE PERIOD BETWEEN APRIL 30, 2008 AND FEBRUARY 28, 2012, INCLUSIVE (THE “CLASS PERIOD”)

IN ORDER TO QUALIFY FOR A SETTLEMENT PAYMENT, YOU MUST TIMELY SUBMIT A PROOF OF CLAIM AND RELEASE FORM BY JULY 1, 2020.

THIS NOTICE WAS AUTHORIZED BY THE COURT. IT IS NOT A LAWYER SOLICITATION. PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY.

WHY SHOULD I READ THIS NOTICE?

This Notice is given pursuant to an order issued by the United States District Court for the District of Arizona (the “Court”). This Notice serves to inform you of the proposed settlement of the above-captioned class action lawsuit for \$350,000,000.00 in cash (the “Settlement”) and the hearing (the “Settlement Fairness Hearing”) to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlement, as set forth in the Stipulation of Settlement dated February 13, 2020 (the “Stipulation”), by and between Lead Plaintiffs Mineworkers’ Pension Scheme and British Coal Staff Superannuation Scheme on behalf of themselves and the Class (as defined below), on the one hand, and Defendants First Solar, Michael J. Ahearn, Robert J. Gillette, Mark R. Widmar, Jens Meyerhoff, James Zhu, Bruce Sohn and David Eaglesham, on the other hand (collectively, “Defendants”).¹

This Notice is intended to inform you how this lawsuit and proposed Settlement may affect your rights and what steps you may take in relation to it. This Notice is different than the one you previously received advising you of the pendency of this Litigation. This Notice is NOT an expression of any opinion by the Court as to the merits of the claims or defenses asserted in the lawsuit or whether the Defendants engaged in any wrongdoing.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
SUBMIT A PROOF OF CLAIM AND RELEASE	The only way to be eligible to receive a payment from the Settlement. Proofs of Claim and Release must be postmarked (if mailed) or received (if submitted online) on or before July 1, 2020.
OBJECT TO THE SETTLEMENT BY SUBMITTING A WRITTEN OBJECTION	Write to the Court about why you do not like the Settlement, the Plan of Allocation and/or the request for attorneys’ fees and expenses. Objections must be postmarked on or before June 9, 2020.
GO TO THE HEARING ON JUNE 30, 2020, AND FILE A NOTICE OF INTENTION TO APPEAR	Ask to speak in Court about the fairness of the Settlement. Requests to speak must be postmarked on or before June 9, 2020. If you submit a written objection, you may (but you do not have to) attend the hearing.
DO NOTHING	Receive no payment. You will, however, still be a Class Member, which means that you give up your right to ever be part of any other lawsuit against the Defendants or any other Released Person about the legal claims being resolved by this Settlement and you will be bound by any judgments or orders entered by the Court in the Litigation.

¹ The Stipulation can be viewed and/or downloaded at www.FSLRSecuritiesLitigation.com. All capitalized terms used herein have the same meaning as the terms defined in the Stipulation.

SUMMARY OF THIS NOTICE

Description of the Litigation and the Class

This Notice relates to a proposed settlement of claims in a pending securities class action brought by First Solar investors alleging, among other things, that Defendants violated the federal securities laws by making materially false and misleading statements or omitting to state facts necessary to make statements not misleading in public filings and other public statements during the Class Period. A more detailed description of the Litigation is set forth on pages 3-4 below. The proposed Settlement, if approved by the Court, will settle claims of the Class, as defined on pages 10-11 below.

Statement of Class Recovery

Pursuant to the Settlement described herein, a \$350,000,000.00 settlement fund has been established (the "Settlement Amount"). The Settlement Amount together with any interest earned thereon is the "Settlement Fund." The Settlement Fund, less (a) any taxes, (b) any Notice and Administration Expenses, and (c) any attorneys' fees and litigation costs, charges and expenses (including any awards to Lead Plaintiffs of their costs and expenses in representing the Class) awarded by the Court, will be distributed to Class Members in accordance with a plan of allocation that is approved by the Court. The proposed plan of allocation (the "Plan of Allocation") is set forth on pages 4-8 below. Based on Lead Plaintiffs' estimate of the number of First Solar publicly-traded securities eligible to recover, the average distribution under the Plan of Allocation is roughly \$2.58 per common share, before deduction of any taxes on the income earned on the Settlement Fund, Notice and Administration Expenses, and allowable attorneys' fees and expenses (including any awards to Lead Plaintiffs) as determined by the Court. **Class Members should note, however, that these are only estimates.** A Class Member's actual recovery will be a proportion of the Net Settlement Fund determined by that claimant's claims as compared to the total claims of all Class Members who submit acceptable Proofs of Claim. An individual Class Member may receive more or less than these estimated average amounts. See Plan of Allocation set forth and discussed at pages 4-8 below for more information on the calculation of your claim.

Statement of Potential Outcome of Case

The Settling Parties disagree on both liability and damages and do not agree on the amount of damages per security, if any, that would be recoverable if the Class prevailed on each claim alleged. Defendants deny that they are liable to the Class and deny that the Class has suffered any injury or damages. The issues on which the parties disagree are many, but include: (1) whether Defendants engaged in conduct that would give rise to any liability to the Class under the federal securities laws; (2) whether Defendants have valid defenses to any such claims of liability; (3) the appropriate economic model for determining the amount by which the prices of First Solar publicly-traded securities were allegedly artificially inflated (if at all) during the Class Period; (4) the amount, if any, by which the prices of First Solar publicly-traded securities were allegedly artificially inflated (if at all) during the Class Period; (5) the effect of various market forces on the prices of First Solar publicly-traded securities at various times during the Class Period; (6) the extent to which external factors influenced the price of First Solar publicly-traded securities at various times during the Class Period; (7) the extent to which the various matters that Lead Plaintiffs alleged were materially false or misleading influenced (if at all) the prices of First Solar publicly-traded securities at various times during the Class Period; and (8) the extent to which the various allegedly adverse material facts that Lead Plaintiffs alleged were omitted influenced (if at all) the price of First Solar publicly-traded securities during the Class Period.

Statement of Attorneys' Fees and Expenses Sought

Lead Counsel will apply to the Court on behalf of all Plaintiffs' Counsel for an award of attorneys' fees not to exceed nineteen percent (19%) of the Settlement Amount, plus costs, charges and expenses not to exceed \$6 million, including awards to Lead Plaintiffs not to exceed \$100,000 in the aggregate pursuant to 15 U.S.C. §78u-4(a)(4) in connection with their representation of the Class, plus interest earned on these amounts at the same rate earned by the Settlement Fund. Since the Litigation's inception, Lead Counsel have expended considerable time and effort in the prosecution of this Litigation on a wholly contingent basis and have advanced the expenses of the Litigation in the expectation that if they were successful in obtaining a recovery for the Class they would be paid from such recovery. The requested attorneys' fees, costs, charges and expenses amount to an average cost of approximately \$0.53 per allegedly damaged First Solar common share. The average cost per damaged share will vary depending on the number of acceptable Proofs of Claim submitted.

All briefs and declarations in support of Lead Counsel's fee and expense application will be filed with the Court and posted on the settlement website, www.FSLRSecuritiesLitigation.com, by April 24, 2020.

Further Information

For further information regarding the Litigation or this Notice or to review the Stipulation, please contact the Claims Administrator toll-free at 1-866-688-4903, or visit the website www.FSLRSecuritiesLitigation.com.

You may also contact a representative of counsel for the Class: Rick Nelson, Shareholder Relations, Robbins Geller Rudman & Dowd LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, 1-800-449-4900, www.rgrdlaw.com.

Please Do Not Call the Court or Defendants with Questions About the Settlement.

Reasons for the Settlement

Lead Plaintiffs' principal reason for entering into the Settlement is the benefit to the Class now, without further risk or the delays inherent in continued litigation. The cash benefit under the Settlement must be considered against the significant risk that a smaller recovery – or, indeed, no recovery at all – might be achieved after trial, and likely appeals, a process that could last several years into the future.

Defendants have denied and continue to deny each and all of the claims alleged by Lead Plaintiffs in the Litigation. 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, or that could have been alleged, in the Litigation. Defendants also have denied and continue to deny, among other things, the allegations that Lead Plaintiffs or the Class have suffered any damage, or that Lead Plaintiffs or the Class were harmed by the conduct alleged in the Litigation. For Defendants, the principal reason for entering into the Settlement is to eliminate the uncertainty, risk, costs, and burdens inherent in any litigation, especially in complex cases such as this Litigation. Defendants have concluded that further conduct of this Litigation could be expensive, protracted and distracting.

WHAT IS THIS LAWSUIT ABOUT?

THE ALLEGATIONS

The Litigation is currently pending before the Honorable David G. Campbell in the United States District Court for the District of Arizona (the "Court"). The initial complaint in this action was filed on March 15, 2012. On July 23, 2012, the Court appointed Mineworkers' Pension Scheme and British Coal Staff Superannuation Scheme as Lead Plaintiffs and Robbins Geller Rudman & Dowd LLP ("Robbins Geller") as Lead Counsel.

Lead Plaintiffs' First Amended Complaint for Violation of the Federal Securities Laws (the "Complaint") alleges that Defendants violated §§10(b) and 20(a) of the Securities Exchange Act of 1934. More specifically, Lead Plaintiffs allege that Defendants issued materially false and misleading statements and omitted material information regarding First Solar's solar modules. Lead Plaintiffs further allege that when the true facts regarding the solar modules were revealed, that artificial inflation was removed from the prices of First Solar securities, causing the prices to drop and damaging members of the Class.

Defendants deny all of Lead Plaintiffs' allegations. Defendants contend that they did not make any false or misleading statements and that they disclosed all information required to be disclosed by the federal securities laws.

THE COURT HAS NOT RULED AS TO WHETHER DEFENDANTS ARE LIABLE TO LEAD PLAINTIFFS OR TO THE CLASS. THIS NOTICE IS NOT INTENDED TO BE AN EXPRESSION OF ANY OPINION BY THE COURT WITH RESPECT TO THE TRUTH OF THE ALLEGATIONS IN THIS LITIGATION OR THE MERITS OF THE CLAIMS OR DEFENSES ASSERTED. THIS NOTICE IS SOLELY TO ADVISE YOU OF THE PROPOSED SETTLEMENT OF THIS ACTION AND YOUR RIGHTS IN CONNECTION WITH THAT SETTLEMENT.

PROCEDURAL HISTORY

The Settling Parties vigorously litigated this case for seven years. The Parties litigated Defendants' motion to dismiss the Complaint and thereafter engaged in extensive fact and class-related discovery which included the exchange of more than 515,000 documents and the taking of more than 20 depositions, including Lead Plaintiffs, Defendants, and non-parties. After full briefing the Court certified the Class and notice of the pendency of the Litigation was provided in December 2013. The Settling Parties also briefed and argued Defendants' motion for summary judgment and appeal from the Court's order denying the motion, and briefed Defendants' petition for certiorari to the United States Supreme Court. Following the completion of the appellate proceedings, the Parties engaged in expert discovery including the exchange of 15 expert reports from 11 experts, depositions of 10 experts, and production of expert-related documents. After expert discovery, the parties prepared for trial, including submission of a proposed joint pretrial order, and attended a final pre-trial conference on December 18, 2019.

The Settling Parties were scheduled to begin the trial of this Litigation in January 2020. In anticipation of the trial, the Settling Parties briefed 38 motions *in limine* and 9 motions to exclude expert testimony.

The Settling Parties also participated in multiple in-person mediation sessions as well as numerous telephonic conferences over several years with the Honorable Layn R. Phillips (Ret.), a retired United States District Court Judge and an experienced mediator. The Settling Parties engaged in good-faith, arm's-length negotiations during the earlier mediation sessions, but were unable to reach an agreement. The Settling Parties pursued litigation while settlement discussions continued through Judge Phillips. On January 5, 2020, the Settling Parties reached an agreement in principle to resolve the Litigation, subject to the negotiation of the terms of a Stipulation of Settlement and approval by the Court.

HOW DO I KNOW IF I AM A CLASS MEMBER?

If you purchased or otherwise acquired First Solar publicly-traded securities during the period between April 30, 2008 and February 28, 2012, inclusive, and are not otherwise excluded, you are a Class Member. As set forth in the Stipulation, excluded from the Class are: Defendants, members of the immediate families of each of the Defendants, the officers and directors of First Solar, at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns and any entity in which Defendants had a controlling interest.

Additionally, the Class excludes the plaintiffs in the litigation captioned *Maverick Fund, L.D.C. v. First Solar, Inc., et al.*, No. 2:15-cv-01156-DGC (D. Ariz.). Also excluded from the Class is any Class Member who timely and validly requested exclusion in accordance with the requirements set by the Court in connection with the Notice of Pendency of Class Action previously provided to the Class.

PLEASE NOTE: Receipt of this Notice does not mean that you are a Class Member or that you will be entitled to receive a payment from the Settlement. If you are a Class Member and you wish to be eligible to participate in the distribution of proceeds from the Settlement, you are required to submit the Proof of Claim and Release that is being distributed with this Notice and the required supporting documentation as set forth therein postmarked or submitted online on or before July 1, 2020.

WHAT IS THE MONETARY VALUE OF THE PROPOSED SETTLEMENT?

The Settlement, if approved, will result in the creation of a cash settlement fund of \$350,000,000.00. This fund, plus accrued interest and minus the costs of this Notice and all costs associated with the administration of the Settlement, as well as attorneys' fees and expenses, and the awards to Lead Plaintiffs in connection with representing the Class, as approved by the Court (the "Net Settlement Fund"), will be distributed to eligible Class Members pursuant to the Plan of Allocation that is described in the next section of this Notice.

WHAT IS THE PROPOSED PLAN OF ALLOCATION?

A. How will my claim be calculated?

1. As discussed above, the Settlement provides \$350,000,000.00 in cash for the benefit of the Class. The Settlement Amount and any interest it earns constitute 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." If the Settlement is approved by the Court, the Net Settlement Fund will be distributed to eligible Authorized Claimants – *i.e.*, members of the Class who timely submit valid Claim Forms that are accepted for payment by the Court – in accordance with this proposed Plan of Allocation ("Plan of Allocation" or "Plan") or such other plan of allocation as the Court may approve. Class Members who do not timely submit valid Claim Forms will not share in the Net Settlement Fund, but will otherwise be bound by the Settlement. The Court may approve this proposed Plan of Allocation, or modify it, without additional notice to the Class. Any order modifying the Plan of Allocation will be posted on the settlement website, www.FSLRSecuritiesLitigation.com.

2. The objective of the Plan of Allocation is to distribute the Settlement proceeds equitably among those Class Members who suffered economic losses as a proximate result of the alleged wrongdoing. The Plan of Allocation is not a formal damage analysis, and the calculations made in accordance with the Plan of Allocation are not intended to be estimates of, or indicative of, the amounts that Class Members might have been able to recover after a trial. Nor are the calculations in accordance with the Plan of Allocation intended to be estimates of the amounts that will be paid to Authorized Claimants under the Settlement. The computations under the Plan of Allocation are only a method to weigh, in a fair and equitable manner, the claims of Authorized Claimants against one another for the purpose of making *pro rata* allocations of the Net Settlement Fund.

3. The Plan of Allocation is intended to compensate Class Members who purchased or acquired First Solar, Inc. ("First Solar") common stock during the period April 30, 2008 through February 28, 2012, inclusive ("Class Period") and were damaged thereby under the Securities Exchange Act of 1934 ("Exchange Act")

4. For purposes of determining the amount a Claimant may recover under the Plan, Lead Counsel conferred with their damages consultants and the Plan reflects an assessment of the daily per share artificial inflation amounts which allegedly were proximately caused by Defendants' alleged false and misleading statements and material omissions. In calculating the estimated artificial inflation allegedly caused by Defendants' alleged misrepresentations and omissions, Plaintiffs' damages expert considered price changes in First Solar common stock in reaction to certain public announcements regarding First Solar in which such misrepresentations and material omissions were alleged to have been revealed to the market, adjusting for price changes that were attributable to market or industry forces, the allegations in the Complaint, and the evidence developed in support thereof, as advised by Lead Counsel.

5. In order to have recoverable damages in connection with purchases and/or acquisitions of First Solar common stock during the Class Period, disclosure(s) of the allegedly misrepresented or omitted information must be the cause of the decline in the price of First Solar common stock. In this case, Plaintiffs allege that Defendants made false statements and omitted material facts during the Class Period, which had the effect of artificially inflating the prices of First Solar common stock. As the result of the alleged corrective disclosures, artificial inflation was removed from the price of First Solar common stock on July 30, 2010, February 25, 2011, May 4, 2011, December 14, 2011, February 29, 2012, and March 1, 2012.

B. Calculation of Recognized Loss

1. To the extent there are sufficient funds in the Net Settlement Fund, each Claimant will receive an amount equal to the Claimant's "Recognized Loss," as described below. If, however, as expected, the amount in the Net Settlement Fund is not sufficient to permit payment of the total Recognized Loss of each Claimant, then each Claimant shall be paid the percentage of the Net Settlement Fund that each Claimant's Recognized Loss bears to the total of the Recognized Loss of all Claimants – *i.e.*, the Claimant's *pro rata* share of the Net Settlement Fund.

2. For each Settlement Class Period purchase of First Solar common stock that is properly documented, a "Recognized Loss" will be calculated according to the formulas described below. If a Recognized Loss Amount calculates to a negative number or zero under the formulas below, that Recognized Loss Amount will be zero.

3. Estimated damages and the Plan were developed based on an event study analysis, which determines how much artificial inflation was in the stock price on each day during the Class Period by measuring how much the stock price was inflated as a result of alleged misrepresentations and omissions and declined as a result of disclosures that corrected the alleged misrepresentations and omissions. Because the alleged corrective disclosures reduced the artificial inflation in stages over the course of the Class Period, the damages suffered by any particular Claimant depends on when that Claimant purchased and sold shares, or retained shares beyond the end of the Class Period.

4. Table 1 provides the per share amount of artificial inflation in First Solar common stock during the Class Period for specified periods. Each Claimant's Recognized Losses, if any, will be computed as follows:

(a) Sold with an equal, or greater, amount of artificial inflation (see Table 1), the Recognized Loss per share is zero.

(b) Sold prior to July 30, 2010 the Recognized Loss per share is zero.

(c) Sold on or after July 30, 2010 and prior to the close of trading on March 1, 2012, the Recognized Loss per share is equal to the lesser of:

(i) the difference between the per share inflation in the First Solar common stock price at time of purchase (see Table 1) and the per share inflation in the First Solar common stock price at time of sale (see Table 1); and

(ii) the difference between the purchase price and the sales price.

(d) Retained at the end of March 1, 2012 and sold on or before May 29, 2012, the Recognized Loss per share is equal to the lesser of:

(i) the per share inflation in the First Solar common stock price at time of purchase (see Table 1); and

(ii) the difference between the purchase price and the average closing price up to the date of sale as set forth in Table 2 below.

- (e) Retained as of the close of trading on May 29, 2012 or sold thereafter, the Recognized Loss per share is equal to the lesser of:
- (i) the per share inflation in the First Solar common stock price at time of purchase (see Table 1); and
 - (ii) the difference between the purchase price and \$21.37 per share.²

C. Additional Provisions

1. If a Class Member held First Solar common stock at the beginning of the Class Period or made multiple purchases, acquisitions or sales of First Solar common stock during or after the Class Period, the starting point for calculating a Claimant’s Recognized Loss is to match the Claimant’s holdings, purchases and acquisitions to their sales using the FIFO (*i.e.*, first-in-first-out) method. Under the FIFO method, First Solar common stock sold during the Class Period will be matched, in chronological order, first against the respective shares held at the beginning of the Class Period. The remaining sales of First Solar common stock during the Class Period will then be matched, in chronological order, against the respective security purchased or acquired during the Class Period.

2. A Class Member will be eligible to receive a distribution from the Net Settlement Fund only if a Class Member had a net overall loss, after all profits from transactions in all First Solar common stock during the Class Period are subtracted from all losses. However, the proceeds from sales of common stock that have been matched against the First Solar common stock held at the beginning of the Class Period will not be used in the calculation of such net loss.

3. Purchases or acquisitions and sales of First Solar common stock shall be deemed to have occurred on the “contract” or “trade” date as opposed to the “settlement” or “payment” date. The receipt or grant by gift, inheritance or operation of law of First Solar common stock during the Class Period shall not be deemed a purchase, acquisition or sale of First Solar common stock for the calculation of Recognized Loss, unless (i) the donor or decedent purchased or otherwise acquired such First Solar common stock during the Class Period; (ii) no Proof of Claim was submitted by or on behalf of the donor, on behalf of the decedent, or by anyone else with respect to such First Solar common stock; and (iii) it is specifically so provided in the instrument of gift or assignment.

4. An Authorized Claimant’s Recognized Loss shall be the amount used to calculate the Authorized Claimant’s *pro rata* share of the Net Settlement Fund. If the sum total of Recognized Losses of all Authorized Claimants who are entitled to receive payment out of the Net Settlement Fund is greater than the Net Settlement Fund, each Authorized Claimant shall receive his, her, or its *pro rata* share of the Net Settlement Fund. The *pro rata* share shall be the Authorized Claimant’s Recognized Loss divided by the total of the Recognized Losses of all Authorized Claimants, multiplied by the total amount in the Net Settlement Fund. Given the costs of distribution, the Net Settlement Fund will be allocated among all Authorized Claimants whose distribution calculates to \$10.00 or greater.

TABLE 1

First Solar Common Stock Artificial Inflation Per Share

Date Range		Per Share Inflation in Stock Price
4/30/2008	2/21/2010	\$17.79
2/22/2010	7/29/2010	\$28.55
7/30/2010	2/24/2011	\$20.33
2/25/2011	5/3/2011	\$13.06
5/4/2011	12/13/2011	\$8.30
12/14/2011	2/28/2012	\$5.03
	2/29/2012	\$1.86
	On and after 3/1/2012	\$0.00

² Under Section 21(D)(e)(1) of the Exchange Act, “in any private action arising under this Act in which the plaintiff seeks to establish damages by reference to the market price of a security, the award of damages to the plaintiff shall not exceed the difference between the purchase or sale price paid or received, as appropriate, by the plaintiff for the subject security and the mean trading price of that security during the 90-day period beginning on the date on which the information correcting the misstatement or omission that is the basis for the action is disseminated to the market.” Consistent with the requirements of the statute, a Recognized Loss for First Solar common stock is reduced to an appropriate extent by taking into account the closing prices of First Solar common stock during the 90-day look-back period. The mean (average) closing price for First Solar common stock during this 90-day look-back period was \$21.37 per share as shown in Table 2.

TABLE 2
First Solar Common Stock Closing Prices and Average Closing Prices
March 1, 2012 – May 29, 2012

Date	Closing Price	Average Closing Price Between 3/1/2012 and Date Shown
3/1/2012	\$30.42	\$30.42
3/2/2012	\$30.02	\$30.22
3/5/2012	\$28.08	\$29.51
3/6/2012	\$27.63	\$29.04
3/7/2012	\$25.80	\$28.39
3/8/2012	\$26.15	\$28.02
3/9/2012	\$27.49	\$27.94
3/12/2012	\$25.83	\$27.68
3/13/2012	\$27.32	\$27.64
3/14/2012	\$27.10	\$27.58
3/15/2012	\$27.84	\$27.61
3/16/2012	\$29.08	\$27.73
3/19/2012	\$28.67	\$27.80
3/20/2012	\$27.46	\$27.78
3/21/2012	\$26.33	\$27.68
3/22/2012	\$26.95	\$27.64
3/23/2012	\$26.11	\$27.55
3/26/2012	\$26.42	\$27.48
3/27/2012	\$26.11	\$27.41
3/28/2012	\$25.07	\$27.29
3/29/2012	\$25.12	\$27.19
3/30/2012	\$25.05	\$27.09
4/2/2012	\$24.53	\$26.98
4/3/2012	\$22.60	\$26.80
4/4/2012	\$21.73	\$26.60
4/5/2012	\$20.98	\$26.38
4/9/2012	\$20.19	\$26.15
4/10/2012	\$21.38	\$25.98
4/11/2012	\$22.50	\$25.86
4/12/2012	\$22.00	\$25.73
4/13/2012	\$20.83	\$25.57

Date	Closing Price	Average Closing Price Between 3/1/2012 and Date Shown
4/16/2012	\$20.82	\$25.43
4/17/2012	\$22.96	\$25.35
4/18/2012	\$21.35	\$25.23
4/19/2012	\$21.40	\$25.12
4/20/2012	\$20.65	\$25.00
4/23/2012	\$19.25	\$24.84
4/24/2012	\$18.64	\$24.68
4/25/2012	\$18.30	\$24.52
4/26/2012	\$18.31	\$24.36
4/27/2012	\$18.35	\$24.22
4/30/2012	\$18.40	\$24.08
5/1/2012	\$18.42	\$23.95
5/2/2012	\$18.21	\$23.81
5/3/2012	\$18.07	\$23.69
5/4/2012	\$16.94	\$23.54
5/7/2012	\$17.67	\$23.42
5/8/2012	\$16.54	\$23.27
5/9/2012	\$16.92	\$23.14
5/10/2012	\$16.09	\$23.00
5/11/2012	\$16.14	\$22.87
5/14/2012	\$16.16	\$22.74
5/15/2012	\$15.23	\$22.60
5/16/2012	\$13.98	\$22.44
5/17/2012	\$14.92	\$22.30
5/18/2012	\$13.66	\$22.15
5/21/2012	\$13.83	\$22.00
5/22/2012	\$13.60	\$21.86
5/23/2012	\$14.26	\$21.73
5/24/2012	\$14.22	\$21.60
5/25/2012	\$14.33	\$21.48
5/29/2012	\$14.23	\$21.37

Distributions will be made to Authorized Claimants after all claims have been processed, after the Court has finally approved the Settlement, and after any appeals are resolved. If there is any balance remaining in the Net Settlement Fund after at least six (6) months from the initial date of distribution of the Net Settlement Fund (whether by reason of tax refunds, uncashed checks, or otherwise), the Claims Administrator shall, if feasible, reallocate such balance among Authorized Claimants in an equitable and economic fashion. These redistributions shall be repeated until the balance remaining in the Net Settlement Fund is no longer economically feasible to distribute to Class Members. Thereafter, any balance that still remains in the Net Settlement Fund shall be donated to any appropriate non-profit charitable organization(s) unaffiliated with any party or their counsel serving the public interest.

Please contact the Claims Administrator or Lead Counsel if you disagree with any determinations made by the Claims Administrator regarding your Proof of Claim and Release. If you are dissatisfied with the determinations, you may ask the Court, which retains jurisdiction over all Class Members and the claims administration process, to decide the issue by submitting a written request.

The Court has reserved jurisdiction to allow, disallow, or adjust the claim of any Class Member on equitable grounds.

Payment pursuant to the Plan of Allocation set forth above shall be conclusive against all Authorized Claimants. No Person shall have any claim against Lead Plaintiffs, Lead Counsel, any Claims Administrator, any other Person designated by Lead Plaintiffs' counsel, or any of the Released Persons based on the distributions made substantially in accordance with the Stipulation and the Settlement contained therein, the Plan of Allocation, or further orders of the Court. **All Class Members who fail to complete and submit a valid and timely Proof of Claim and Release shall be barred from participating in distributions from the Net Settlement Fund (unless otherwise ordered by the Court), but otherwise shall be bound by all of the terms of the Settlement, including the terms of any judgment entered and the releases given.**

DO I NEED TO CONTACT LEAD COUNSEL IN ORDER TO PARTICIPATE IN DISTRIBUTION OF THE SETTLEMENT FUND?

No. If you have received this Notice and timely submit your Proof of Claim and Release to the designated address, you need not contact Lead Counsel. If your address changes, please contact the Claims Administrator at:

First Solar Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 43336
Providence, RI 02940-3336
Telephone: 1-866-688-4903
www.FSLRSecuritiesLitigation.com

THERE WILL BE NO PAYMENTS IF THE STIPULATION IS TERMINATED

The Stipulation may be terminated under several circumstances outlined in it. If the Stipulation is terminated, the Litigation will proceed as if the Stipulation had not been entered into.

WHAT ARE THE REASONS FOR SETTLEMENT?

The Settlement was reached after contested motion practice directed to the sufficiency of Lead Plaintiffs' claims. The parties also completed document, deposition, and expert discovery. Nevertheless, the Court has not reached any final decisions in connection with Lead Plaintiffs' claims against Defendants. Instead, Lead Plaintiffs and Defendants have agreed to this Settlement, which was reached with the substantial assistance of a highly respected mediator. In reaching the Settlement, the parties have avoided the cost, delay and uncertainty of further litigation.

As in any litigation, Lead Plaintiffs and the Class would face an uncertain outcome if they did not agree to the Settlement. If Lead Plaintiffs succeeded at the upcoming trial, Defendants would likely file appeals that would postpone final resolution of the case. Continuation of the Litigation against Defendants could result in a judgment greater than this Settlement. Conversely, continuing the case could result in no recovery at all or a recovery that is less than the amount of the Settlement.

Lead Plaintiffs and Lead Counsel believe that this Settlement is fair and reasonable to the Members of the Class. They have reached this conclusion for several reasons. Specifically, if the Settlement is approved, the Class will receive a certain and immediate monetary recovery. Additionally, Lead Counsel believes that the significant and immediate benefits of the Settlement, when weighed against the significant risk, delay and uncertainty of continued litigation, are a very favorable result for the Class.

Defendants are entering into this Settlement because it would be beneficial to avoid the burden, inconvenience, and expense associated with continuing the Litigation, and the uncertainty and risks inherent in any litigation. Defendants have determined that it is desirable and beneficial to them that the Litigation be settled in the manner and upon the terms and conditions set forth in the Stipulation.

WHO REPRESENTS THE CLASS?

The following attorneys are counsel for the Class:

Daniel S. Drosman
ROBBINS GELLER RUDMAN & DOWD LLP
655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: 1-800-449-4900

If you have any questions about the Litigation, or the Settlement, you are entitled to consult with Lead Counsel by contacting counsel at the phone number listed above.

You may obtain a copy of the Stipulation by contacting the Claims Administrator at:

First Solar Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 43336
Providence, RI 02940-3336
Telephone: 1-866-688-4903
www.FSLRSecuritiesLitigation.com

HOW WILL THE LEAD PLAINTIFFS' LAWYERS BE PAID?

Lead Counsel will file a motion for an award of attorneys' fees and expenses that will be considered at the Settlement Fairness Hearing. Lead Counsel will apply for an attorneys' fee award for Plaintiffs' Counsel in the amount of up to 19% of the Settlement Fund, plus payment of Plaintiffs' Counsel's costs, charges and expenses incurred in connection with this Litigation in an amount not to exceed \$6 million, which may include awards to Lead Plaintiffs pursuant to 15 U.S.C. §78u-4(a)(4) in connection with their representation of the Class. Such sums as may be approved by the Court will be paid from the Settlement Fund. Class Members are not personally liable for any such fees or expenses.

The attorneys' fees and costs, charges and expenses requested will be the only payment to Plaintiffs' Counsel for their efforts in achieving this Settlement and for their risk in undertaking this representation on a wholly contingent basis. The fees requested will compensate Plaintiffs' Counsel for their work in achieving the Settlement. The Court will decide what constitutes a reasonable fee award and may award less than the amount requested by Lead Counsel.

CAN I EXCLUDE MYSELF FROM THE SETTLEMENT?

No. If you did not exclude yourself from the Class in connection with the Notice of Pendency of Class Action, you remain a Class Member.

CAN I OBJECT TO THE SETTLEMENT, THE REQUESTED ATTORNEYS' FEES, THE REQUESTED PAYMENT OF COSTS AND EXPENSES AND/OR THE PLAN OF ALLOCATION?

Yes. If you are a Class Member, 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, costs, charges and expenses, Lead Plaintiffs' request for awards for representing the Class and/or the Plan of Allocation. 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 Lead Counsel and Defendants' Counsel, at the addresses listed below **by June 9, 2020**. The Court's address is United States District Court for the District of Arizona, Sandra Day O'Connor United States Courthouse, 401 West Washington Street, Suite 623, Phoenix, AZ 85003-2156; Lead Counsel's address is Robbins Geller Rudman & Dowd LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, c/o Daniel S. Drosman; First Solar's Counsel's address is: Cravath, Swaine & Moore LLP, 825 8th Avenue, New York, NY 10019, c/o Daniel Slifkin. Attendance at the Settlement Fairness Hearing is not necessary; however, persons wishing to be heard orally at the Settlement Fairness Hearing are required to indicate in their written objection their intention to appear at the hearing and identify any witnesses they may call to testify and exhibits, if any, they intend to introduce into evidence.

WHAT ARE MY RIGHTS AND OBLIGATIONS UNDER THE SETTLEMENT?

If you are a Class Member and you did not exclude yourself from the Class, you may receive the benefit of, and you will be bound by, the terms of the Settlement described in this Notice, upon approval by the Court.

HOW CAN I GET A PAYMENT?

In order to qualify for a payment, you must timely complete and return the Proof of Claim and Release that accompanies this Notice. A Proof of Claim and Release is enclosed with this Notice and also may be downloaded at www.FSLRSecuritiesLitigation.com. Read the instructions carefully; fill out the Proof of Claim and Release; sign it; and mail or submit it online so that it is **postmarked (if mailed) or received (if submitted online) no later than July 1, 2020**. The Proof of Claim and Release may be submitted online at www.FSLRSecuritiesLitigation.com. If you do not submit a timely Proof of Claim and Release with all of the required information, you will not receive a payment from the Settlement Fund; however, unless you expressly excluded yourself from the Class as described

above, you will still be bound in all other respects by the Settlement, the Judgment, and the release contained in them.

WHAT CLAIMS WILL BE RELEASED BY THE SETTLEMENT?

If the Settlement is approved by the Court, the Court will enter a Judgment. If the Judgment becomes final pursuant to the terms of the Stipulation, all Class Members shall be deemed to have, and by operation of the Final Judgment shall have, fully, finally, and forever released, relinquished, and discharged any and all of the Released Persons from all Released Claims.

- “Released Claims” means any and all claims (including Unknown Claims), and causes of action of every nature and description whatsoever, in law, equity, or otherwise, whether accrued or unaccrued, fixed or contingent, liquidated or unliquidated, whether arising under federal, state, local, statutory, common law, foreign law, or any other law, rule, or regulation, and whether class, individual, representative, legal, or equitable in nature, concerning, based on, arising out of, or in connection with both: (i) the purchase or other acquisition of First Solar publicly-traded securities by Lead Plaintiffs or any other Class Member during the period between April 30, 2008 and February 28, 2012, inclusive; and (ii) the facts, matters, allegations, transactions, events, disclosures, statements, acts or omissions which have been or could have been asserted by or on behalf of any member of the Class. Released Claims do not include claims to enforce the Settlement, or any shareholder derivative claims on behalf of First Solar being pursued in the Derivative Action captioned *Barger, et al. v. Ahearn, et al.*, No. CV2013-009938, pending in the Superior Court of Arizona, Maricopa County.
- “Related Parties” means each Defendant’s respective present and former parents, subsidiaries, divisions, controlling persons, associates, entities and affiliates and each and all of their respective present and former employees, members, partners, principals, officers, directors, controlling shareholders, agents, attorneys, advisors (including financial or investment advisors), accountants, auditors, consultants, underwriters, investment bankers, commercial bankers, entities providing fairness opinions, general or limited partners or partnerships, limited liability companies, members, joint ventures and insurers and reinsurers of each of them; as well as the predecessors, successors, assigns, estates, immediate family members, spouses, heirs, executors, trusts, trustees, administrators, agents, legal or personal representatives, assigns, and assignees of each of them, in their capacity as such.
- “Released Persons” means each and all of the Defendants and their Related Parties.
- “Unknown Claims” means (a) any and all Released Claims which the Releasing Plaintiff Parties do not know or suspect to exist in his, her, or its favor at the time of the release of the Released Persons, which, if known by him, her, or it, might have affected his, her, or its settlement with and release of the Released Persons, or might have affected his, her, or its decision(s) with respect to the Settlement, including, but not limited to, whether or not to object to this Settlement or seek exclusion from the Class; and (b) any and all Released Defendants’ Claims that the Released Persons do not know or suspect to exist in his, her, or its favor at the time of the release of the Lead Plaintiffs, the Class and Plaintiffs’ Counsel, which, if known by him, her, or it, might have affected his, her, or its settlement and release of Lead Plaintiffs, the Class and Plaintiffs’ Counsel. With respect to (a) any and all Released Claims against the Released Persons, and (b) any and all Released Defendants’ Claims against Lead Plaintiffs, the Class and Plaintiffs’ Counsel, the Settling Parties stipulate and agree that, upon the Effective Date, the Settling Parties shall expressly waive and each Releasing Plaintiff Party and Released Person shall be deemed to have, and by operation of the Judgment shall have expressly waived, the provisions, rights, and benefits of California Civil 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.

The Settling Parties shall expressly waive and each Releasing Plaintiff Party and Released Person shall be deemed to have, and by operation of the Judgment shall have, expressly waived any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable, or equivalent to California Civil Code

§1542. The Releasing Plaintiff Parties and Released Persons acknowledge that they may hereafter discover facts in addition to or different from those which he, she, it or their counsel now knows or believes to be true with respect to the subject matter of the Released Claims or Released Defendants' Claims, but (a) the Releasing Plaintiff Parties shall expressly fully, finally, and forever waive, compromise, settle, discharge, extinguish, and release, and each Releasing Plaintiff Party shall be deemed to have waived, compromised, settled, discharged, extinguished, and released, and upon the Effective Date, and by operation of the Judgment shall have waived, compromised, settled, discharged, extinguished, and released, fully, finally, and forever, any and all Released Claims against the Released Persons, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts, legal theories, or authorities, and (b) the Released Persons shall expressly fully, finally, and forever waive, compromise, settle, discharge, extinguish, and release, and upon the Effective Date, and by operation of the Judgment shall have waived, compromised, settled, discharged, extinguished, and released, fully, finally, and forever, any and all Released Defendants' Claims against the Lead Plaintiffs, the Class and Plaintiffs' Counsel, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts, legal theories, or authorities. The Settling Parties acknowledge, and the Releasing Plaintiff Parties and Released Persons shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and is an essential element of the Settlement of which this release is a part.

THE SETTLEMENT FAIRNESS HEARING

The Court will hold a Settlement Fairness Hearing on June 30, 2020, at 1:30 p.m., before the Honorable David G. Campbell at the United States District Court for the District of Arizona, Sandra Day O'Connor United States Courthouse, 401 West Washington Street, Phoenix, Arizona for the purpose of determining whether: (1) the Settlement as set forth in the Stipulation for \$350,000,000.00 in cash should be approved by the Court as fair, reasonable and adequate; (2) Judgment as provided under the Stipulation should be entered; (3) to award Lead Counsel attorneys' fees and expenses out of the Settlement Fund and, if so, in what amount; (4) to award Lead Plaintiffs pursuant to 15 U.S.C. §78u-4(a)(4) in connection with their representation of the Class out of the Settlement Fund and, if so, in what amount; and (5) the Plan of Allocation should be approved by the Court. The Court may adjourn or continue the Settlement Fairness Hearing without further notice to Members of the Class.

Any Class Member may appear at the Settlement Fairness Hearing and be heard on any of the foregoing matters; provided, however, that no such person shall be heard unless his, her, or its objection is made in writing and is filed, together with proof of membership in the Class and with copies of all other papers and briefs to be submitted by him, her, or it to the Court at the Settlement Fairness Hearing, with the Court no later than June 9, 2020, and showing proof of service on the following counsel:

Daniel S. Drosman
ROBBINS GELLER RUDMAN & DOWD LLP
655 West Broadway, Suite 1900
San Diego, CA 92101

Attorneys for Lead Plaintiffs

Daniel Slifkin
CRAVATH, SWAINE & MOORE LLP
Worldwide Plaza
825 8th Avenue
New York, NY 10019

Attorneys for Defendants

Unless otherwise directed by the Court, any Class Member who does not make his, her or its objection in the manner provided shall be deemed to have waived all objections to this Settlement and shall be foreclosed from raising (in this or any other proceeding or on any appeal) any objection and any untimely objection shall be barred.

If you hire an attorney (at your own expense) to represent you for purposes of objecting, your attorney must serve a notice of appearance on counsel listed above and file it with the Court (at the address set out above) by no later than June 9, 2020.

INJUNCTION

The Court has issued an order enjoining all Class Members from instituting, commencing, maintaining or prosecuting any action in any court or tribunal that asserts Released Claims against any Released Persons, pending final determination by the Court of whether the Settlement should be approved.

HOW DO I OBTAIN ADDITIONAL INFORMATION?

This Notice contains only a summary of the terms of the proposed Settlement. The records in this Litigation may be examined and copied at any time during regular office hours, and subject to customary copying fees, at the Clerk of the United States District Court for the District of Arizona. For a fee, all papers filed in this Litigation are available at www.pacer.gov. In addition, all of the Settlement documents, including the Stipulation, this Notice, the Proof of Claim and Release and proposed Judgment may be obtained by contacting the Claims Administrator at:

First Solar Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 43336
Providence, RI 02940-3336
Email: info@FSLRSecuritiesLitigation.com
Telephone: 1-866-688-4903
www.FSLRSecuritiesLitigation.com

In addition, you may contact Rick Nelson, Shareholder Relations, Robbins Geller Rudman & Dowd LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, 1-800-449-4900, if you have any questions about the Litigation or the Settlement.

DO NOT WRITE TO OR TELEPHONE THE COURT FOR INFORMATION

SPECIAL NOTICE TO BANKS, BROKERS, AND OTHER NOMINEES

If you hold any First Solar publicly-traded securities purchased or acquired during the Class Period as a nominee for a beneficial owner, then, within fourteen (14) business days after you receive this Notice, you must either: (1) send a copy of this Notice by First-Class Mail to all such Persons; or (2) provide a list of the names and addresses of such Persons to the Claims Administrator:

First Solar Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 43336
Providence, RI 02940-3336
Email: info@FSLRSecuritiesLitigation.com
Telephone: 1-866-688-4903
www.FSLRSecuritiesLitigation.com

If you choose to mail the Notice and Proof of Claim and Release yourself, you may obtain from the Claims Administrator (without cost to you) as many additional copies of these documents as you will need to complete the mailing.

Regardless of whether you choose to complete the mailing yourself or elect to have the mailing performed for you, you may obtain reimbursement for or advancement of reasonable administrative costs actually incurred or expected to be incurred in connection with forwarding the Notice and which would not have been incurred but for the obligation to forward the Notice, upon submission of appropriate documentation to the Claims Administrator.

DATED: March 2, 2020

BY ORDER OF THE
UNITED STATES DISTRICT COURT
DISTRICT OF ARIZONA