

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

WENDY LEE, individually and on behalf of)
all others similarly situated,)
)
Plaintiff,)
)
v.) C.A. No. 8458-CB
)
MARK PINCUS, *et al.*,)
)
Defendants.)

**NOTICE OF PENDENCY OF CLASS ACTION
AND CLASS CERTIFICATION**

THIS IS A NOTICE OF PENDENCY OF A CLASS ACTION AND CLASS CERTIFICATION DIRECTED TO ALL STOCKHOLDERS OF ZYNGA, INC. (“ZYNGA”) WHO WERE SUBJECT TO LOCKUP RESTRICTIONS ON THEIR SHARES OF ZYNGA COMMON STOCK AND WHO WERE NOT PERMITTED TO SELL SHARES IN ZYNGA’S APRIL 3, 2012 SECONDARY OFFERING, INCLUDING STOCKHOLDERS FOR WHOM THE LOCKUP RESTRICTIONS WERE WAIVED, BUT WHO WERE BARRED FROM SELLING IN THE SECONDARY OFFERING BY ZYNGA’S TRADING BLACKOUT POLICY, EXCLUDING DEFENDANTS AND THEIR AFFILIATES.

THIS NOTICE SHOULD NOT BE UNDERSTOOD AS AN EXPRESSION OF AN OPINION OF THIS COURT AS TO THE MERITS OF ANY CLAIMS OR DEFENSES OF ANY OF THE PARTIES. IT IS SENT TO YOU FOR THE SOLE PURPOSE OF INFORMING YOU OF THE EXISTENCE OF THIS ACTION. THIS NOTICE MAY AFFECT YOUR RIGHTS. PLEASE READ IT CAREFULLY.

1. WHAT IS THE PURPOSE OF THIS NOTICE?

This Notice is to inform you of the pendency of a class action in the Delaware Court of Chancery (the “Court”), captioned *Lee v. Pincus, et al.*, Del. Ch., C.A. No. 8458-CB (the “Action”), and an order entered by the Court on December 30, 2015 certifying a Class. The Action relates to Zynga’s April 3, 2012 secondary offering (the “Secondary Offering”) in which certain Zynga directors, officers and other stockholders sold shares of Zynga common stock. The Class is defined as all stockholders of Zynga who were subject to lockup restrictions on their shares of Zynga common stock and who were not permitted to sell shares in the Secondary Offering, including stockholders for whom the lockup restrictions were waived, but who were barred from selling in the Secondary Offering by Zynga’s trading blackout policy, excluding Defendants and their affiliates.

2. WHAT IS THE ACTION ABOUT?

Plaintiff claims that certain directors of Zynga who approved the Secondary Offering breached their fiduciary duties to the Class by selectively waiving lockup agreements entered into in connection with Zynga’s initial public offering. The waiver of these lockup agreements allowed certain of Zynga’s

directors, officers and other investors to sell over 40 million shares in Zynga's Secondary Offering. Plaintiff also alleges that certain of Zynga's directors selectively waived Zynga's trading blackout policy, which would have otherwise barred the directors and officers who sold in the Secondary Offering from selling their shares.

Class members who wish to obtain specific information regarding the claims in the Action should consult the sources discussed below.

3. WHAT IS THE HISTORY OF THE ACTION?

The Secondary Offering was publicly announced on March 14, 2012 and closed on April 3, 2012. Plaintiff filed her class action complaint on April 4, 2013, naming as defendants Zynga's directors who approved the Secondary Offering (the "Director Defendants") and the two lead investment banks who underwrote it (the "Underwriter Defendants"). Defendants removed the Action to the United States District Court for the District of Delaware (the "District Court") and moved for dismissal on the grounds of preclusion by the Securities Litigation Uniform Standards Act. On December 23, 2013, the District Court denied Defendants' motion and remanded the Action to the Delaware Court of Chancery.

Plaintiff filed an amended complaint on January 17, 2014. On March 6, 2014, Defendants moved to dismiss the amended complaint. On November 14, 2014, the Court denied the Director Defendants' motion to dismiss and granted the Underwriter Defendants' motion to dismiss. On August 19, 2015, the parties stipulated to dismiss Jeffrey Katzenberg, Sunil Paul, and Stanley Meresman as defendants. Plaintiff and Defendants have since been engaged in discovery in preparation for trial.

4. WHAT ARE THE TERMS OF THE CLASS CERTIFICATION ORDER?

The Court entered a Class Certification Order on December 30, 2015. By this Order, the Court certified the Action as a class action pursuant to Court of Chancery Rules 23(a) and 23(b)(3). The Class Certification Order defined the Class as all stockholders of Zynga who were subject to lockup restrictions on their shares of Zynga common stock and who were not permitted to sell shares in Zynga's April 3, 2012 Secondary Offering, including stockholders for whom the lockup restrictions were waived, but who were barred from selling in the Secondary Offering by Zynga's trading blackout policy, excluding Defendants and their affiliates. The Court also certified Plaintiff Wendy Lee as Class Representative, and designated Prickett, Jones & Elliott, P.A. and Wohl & Fruchter LLP as Class Counsel. On March 28, 2016, the Court ordered this Notice to be provided to the Class.

5. DO I NEED TO TAKE FURTHER ACTION TO BE INCLUDED IN THE CLASS?

Class members need not take any further action to be included in the Class. Class members should retain the records relating to their ownership of Zynga stock, as such records may be required to obtain any payment that may be made to eligible Class members if the Action results in a recovery for the Class. **IF YOU REMAIN IN THE CLASS, YOU WILL BE BOUND BY ANY DECISION, FAVORABLE OR UNFAVORABLE, IN THIS CASE.**

6. WHAT IF I AM A MEMBER OF THE CLASS BUT SOLD MY ZYNGA STOCK AFTER THE SECONDARY OFFERING?

If a judgment is entered in the Action in favor of the Class entitling the Class to payment, members of the Class who sold some or all of their Zynga stock after the Secondary Offering will be eligible to obtain payment.

7. PROCEDURE TO REQUEST EXCLUSION.

If you are a member of the Class and do not wish to be bound by future orders of the Court or participate in any future potential settlement or judgment favorable to the Class, you must request to be excluded from the Class. If you wish to be excluded, you must submit a written request for exclusion from the Class, addressed to: *Lee v. Pincus, et al.*, c/o Strategic Claims Services, 600 North Jackson Street, Suite 3, Media, Pennsylvania 19063. THE REQUEST FOR EXCLUSION MUST BE POSTMARKED BY JUNE 6, 2016, and must clearly identify the name and address of the person seeking exclusion, the number of shares for which exclusion is requested, and clearly state that the person requests to be excluded from the Class. A REQUEST FOR EXCLUSION SHALL NOT BE EFFECTIVE UNLESS IT IS POSTMARKED WITHIN THE TIME AND SUBMITTED IN THE MANNER PROVIDED FOR ABOVE. 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.

8. REPRESENTATION BY COUNSEL AND FURTHER PROCEEDINGS.

As a member of the Class, you will be represented by the Class Counsel identified below, and will have no individual liability for attorneys' fees and costs.

PRICKETT, JONES & ELLIOTT, P.A. 1310 King Street Wilmington, Delaware 19801 (302) 888-6500	WOHL & FRUCHTER LLP 570 Lexington Avenue, 16th Floor New York, New York 10022 (212) 758-4000
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These attorneys will represent you as a part of the Class unless you choose to hire your own attorney. You have the right to hire your own attorney.

9. DEFENDANTS' DENIAL OF LIABILITY.

Defendants have denied and continue to deny, that they have committed any violations of law or that they have any liability with respect to any claims asserted in the Action, and deny any and all liability to the Class representative and to the Class.

10. NOTICE TO PERSONS OR ENTITIES HOLDING ZYNGA STOCK ON BEHALF OF OTHERS.

Brokerage firms, banks and/or other persons or entities who held shares of Zynga common stock at the time of the April 3, 2012 Secondary Offering for the benefit of others are requested promptly to send this Notice to all of the beneficial owners of such shares. If additional copies of the Notice are needed for forwarding to such beneficial owners, any requests for such additional copies may be made to:

Lee v. Pincus, et al.
c/o Strategic Claims Services
600 North Jackson Street
Suite 3
Media, Pennsylvania 19063
(866) 274-4004 (Toll Free)
(610) 565-9202

11. FURTHER INFORMATION AVAILABLE.

This Notice is not all-inclusive. The references herein to the pleadings in the Action and other papers and proceedings are only summaries and do not purport to be comprehensive. Further information regarding the Action and the claims may be obtained from the Court's files or from the website maintained by counsel, <http://www.wohlfruchter.com/cases/znga>. You or your attorney may examine the Court files during regular business hours of each business day at the Office of the Register in Chancery, Court of Chancery, 500 North King Street, Wilmington, Delaware 19801. In addition, you may direct questions and inquires about the Action to the following Class Counsel:

Elizabeth M. McGeever PRICKETT, JONES & ELLIOTT, P.A. 1310 King Street Wilmington, Delaware 19801 (302) 888-6500	Ethan D. Wohl WOHL & FRUCHTER LLP 570 Lexington Avenue, 16th Floor New York, New York 10022 (212) 758-4000
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PLEASE DO NOT WRITE OR CALL THE COURT.

Register in Chancery

Dated: March 28, 2016

Lee v. Pincus, et al.
c/o Strategic Claims Services
600 N Jackson Street – Suite 3
Media, PA 19063

Mail ID:
Name
Address
City, State Zip