

**Notice to Former ADT Stockholders Regarding Litigation Challenging the  
Merger with Protection 1**

NEW YORK, July 25, 2016 –

**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

MSS 12-09 TRUST, on behalf of all  
itself and all other similarly situated  
stockholder of The ADT  
CORPORATION,

Plaintiff,

v.

THOMAS COLLIGAN, RICHARD J.  
DALY, TIMOTHY DONAHUE,  
ROBERT DUTKOWSKY, BRUCE  
GORDON, NAREN GURSAHANEY,  
BRIDGETTE HELLER, KATHLEEN  
HYLE, and CHRISTOPHER HYLEN,

Defendants.

C.A. No. 12133-VCL

PETER ROY, individually and on  
behalf of all others similarly situated,

Plaintiff,

v.

THE ADT CORPORATION, NAREN  
GURSAHANEY, THOMAS  
COLLIGAN, RICHARD J. DALY,  
TIMOTHY DONAHUE, ROBERT  
DUTKOWSKY, BRUCE GORDON,  
BRIDGETTE HELLER, KATHLEEN  
HYLE, CHRISTOPHER HYLEN,

Defendants.

C.A. No. 12160-VCL

**NOTICE**

On February 16, 2016, the ADT Corporation (“ADT”) announced that it had entered into an agreement with Apollo Global Management, LLC (“Apollo”) pursuant to which Apollo would acquire ADT pursuant to a transaction in which each share of ADT stock would receive \$42.00 in cash.

On March 24, 2016 and April 4, 2016, two separate ADT stockholders filed purported class action lawsuits in the Delaware Court of Chancery against ADT’s board members (the “Board”) and CEO alleging breaches of fiduciary duty in connection with the proposed transaction (the “Transaction”). The lawsuits challenged, among other things, ADT’s public disclosures about the Transaction. Plaintiffs in the lawsuits identified information that the plaintiffs contended should have been, but was not, disclosed to ADT’s stockholders in the proxy statement related to the Transaction. Specifically, Plaintiffs asserted certain disclosure claims relating to, *inter alia*: (a) prior engagements and fees paid to Merrill Lynch, Pierce, Fenner & Smith Incorporated (“BofA Merrill Lynch”) – the Board’s financial advisor retained to run the “go shop” process associated with the Transaction – by Apollo; (b) prior engagements of and fees paid to Goldman Sachs (the Board’s primary financial advisor) and BofA Merrill Lynch by Koch Industries, Inc., which participated in the Transaction alongside Apollo; and (c) information about the process leading to ADT’s decision to grant Paul, Weiss, Rifkind, Wharton & Garrison LLP a conflicts waiver that allowed the law firm to represent Apollo in connection with the Transaction despite simultaneously representing ADT in other pending litigations. The April 4, 2016 lawsuit also sought to enjoin the Transaction and alleged concerns relating to the proposed consideration in the Transaction.

On April 11, 2016, and in response to the lawsuits, ADT made supplemental disclosures (the “Supplemental Disclosures”) within an amended Definitive Proxy Statement that it filed with the U.S. Securities and Exchange Commission. The Supplemental Disclosures made the disclosure claims asserted in the lawsuits moot. Therefore, the plaintiffs in the lawsuits petitioned the Court for voluntary dismissal of the lawsuits. On April 12, 2016 and April 13, 2016, the Court of Chancery entered orders dismissing the lawsuits and the claims asserted in the lawsuits with prejudice only as to all named plaintiffs individually, and without prejudice as to any actual or potential claims of the putative class or any other class members. Pursuant to the orders, the Court of Chancery retained jurisdiction solely for the purpose of determining plaintiffs’ potential application for an award of attorneys’ fees and reimbursement of expenses.

On April 22, 2016, ADT’s stockholders approved the Transaction, which closed on May 2, 2016.

After dismissal of the lawsuits, the parties commenced negotiations concerning plaintiffs’ counsel’s application for fees and expenses based on the alleged benefits provided by the Supplemental Disclosures. After negotiations, ADT has agreed to make a fee and expense payment to plaintiffs’ counsel in the lawsuits of \$350,000.00 to resolve any application for an award of attorneys’ fees and expenses to be made by counsel for plaintiffs in the lawsuits for the alleged benefit conferred on ADT stockholders through the issuance of the Supplemental Disclosures detailed above. The Court of Chancery has not been asked to review, and will pass no judgment on, the payment of fees and expenses or its reasonableness.

If you have any questions regarding the litigation, please contact any of the attorneys below:

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