

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE HANDY & HARMAN, LTD.
STOCKHOLDERS LITIGATION

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CONSOLIDATED
C.A. No. 2017-0882-TMR

**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 RECORD HOLDERS AND BENEFICIAL OWNERS OF COMMON STOCK OF HANDY & HARMAN, LTD. (“H&H”) (EXCEPT THE DEFENDANTS HEREIN; ANY PERSON, FIRM, TRUST, CORPORATION OR OTHER ENTITY RELATED TO OR AFFILIATED WITH ANY OF THE DEFENDANTS; ANY CURRENT OR FORMER DIRECTORS OR OFFICERS OF DEFENDANTS; THE SPOUSES, CHILDREN, PARENTS OR SIBLINGS OF SAID DIRECTORS AND OFFICERS; AND ANY ENTITY UNDER THE CONTROL OF THE FOREGOING INDIVIDUALS) WHOSE COMMON STOCK OF H&H WAS CONVERTED INTO THE RIGHT TO RECEIVE PREFERRED SHARES OF STEEL PARTNERS HOLDINGS L.P. (“STEEL PARTNERS”) UPON THE CLOSE OF THE TRANSACTION CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 26, 2017 BETWEEN H&H AND STEEL PARTNERS (THE “CLASS”).

THIS NOTICE WAS AUTHORIZED BY THE COURT OF CHANCERY OF THE STATE OF DELAWARE. IT 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.

I. 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 *In re Handy & Harman, Ltd. Stockholders Litigation*, C.A. No. 2017-0882-TMR (the “Action”), and an order entered by the Court certifying a Class of former stockholders of Handy & Harman, Ltd. (“H&H”). The Action relates to the merger between H&H and a subsidiary of Steel Partners Holdings L.P. (“Steel Partners”) that was announced on June 26, 2017 and closed on October 11, 2017 (the “Merger” or the “Transaction”).

The Class is defined as all record holders and beneficial owners of common stock of H&H (except the Defendants herein; any person, firm, trust, corporation or other entity related to or affiliated with any of the Defendants; any current or former directors or officers of Defendants; the spouses, children, parents or siblings of said directors and officers; and any entity under the control of the foregoing individuals) whose common stock of H&H was converted into the right to receive preferred shares of Steel Partners upon the close of the Transaction contemplated by the Agreement and Plan of Merger, dated as of June 26, 2017 between H&H and Steel Partners.

II. WHAT IS THE ACTION ABOUT?

The Defendants are Steel Partners and certain affiliates (SPH Group Holdings LLC and Steel Partners Holdings GP Inc.) and the former directors of H&H: Patrick DeMarco, Robert Frankfurt, Jack L. Howard, Warren G. Lichtenstein, John H. McNamara, Garen W. Smith, and Jeffrey A. Svoboda.

Plaintiff alleges that the Defendants breached their fiduciary duties to the Class by causing H&H to be sold to Steel Partners at an unfair price as the result of an unfair process. Class members who wish to obtain specific information regarding the claims in the Action should consult the sources discussed in Section XII below.

III. WHAT IS THE HISTORY OF THE ACTION?

The Transaction was publicly announced on June 26, 2017 and closed on October 11, 2017. Plaintiff made a books-and-records request to H&H on August 16, 2017 and, after receiving certain non-public documents in response to that request, filed his class action complaint on December 8, 2017. Plaintiff filed an amended class action complaint on January 3, 2018.

On January 8, 2018, Defendants Steel Partners Holdings L.P., SPH Group Holdings LLC, and Steel Partners Holdings GP Inc. moved to stay the Action in favor of a related action pending in New York Supreme Court, *In re Handy & Harman, Ltd. Stockholders Litigation*, No. 654747/2017 (the “New York Action”). (The New York Action is discussed in Section IV below.) On March 22, 2018, Vice Chancellor Tamika Montgomery-Reeves denied the motion to stay.

On April 3, 2018, Defendants agreed to answer the complaint in lieu of moving to dismiss. Plaintiff and Defendants have since been engaged in discovery in preparation for a potential trial.

IV. WHAT IS THE HISTORY OF THE NEW YORK ACTION?

On July 12, 2017, Susan Paskowitz, a former stockholder of H&H, filed a complaint in New York Supreme Court captioned *Paskowitz v. Handy & Harman Ltd., et al.*, 654747/2017. On December 11, 2017, two other former stockholders of H&H, David Pill and Alan Kahn (collectively, with Paskowitz, the “New York Plaintiffs”), filed a second complaint in New York Supreme Court captioned *Pill v. Steel Partners Holdings L.P., et al.*, 657304/2017.

On January 9, 2018, the New York court consolidated the *Paskowitz* and *Pill* cases. On January 16, 2018, the New York Plaintiffs filed a consolidated complaint naming as defendants, Steel Partners and Robert Frankfurt, and alleging breach of fiduciary duty claims arising from the process and price of the Transaction.

Steel Partners and Frankfurt moved to dismiss. On May 10, 2018, the New York court granted the motion to dismiss as to Frankfurt and denied the motion to dismiss as to Steel Partners.

On June 18, 2018, Steel Partners filed a notice of appeal of the denial of its motion to dismiss. On June 25, 2018, the New York Plaintiffs filed a notice of cross-appeal of the order granting Frankfurt’s motion to dismiss.

On May 24, 2018, the New York Plaintiffs filed a motion for class certification. On August 2, 2018, following a hearing on the New York Plaintiffs’ motion for class certification, the New York court issued an order stating, in part:

[I]t is hereby ORDERED that this action shall be stayed for 60 days pending the filing by the New York plaintiffs of motions to (a) intervene in the Delaware action on behalf of the class members represented by the New York plaintiffs’ counsel; and (b) obtain a modification of the Delaware Class Certification Order to provide an opt-out right for Class members. The parties will advise the Court of the outcome of the motion practice, and the instant motion to certify this class action is denied without prejudice to renewal if and when the Delaware Court declines to reconfigure the class in that action to include the New York plaintiffs and modify the Class Certification Order to grant class members opt-out rights.

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

The Court entered a Class Certification Order on July 5, 2018. On August 9, 2018, at the request of the parties, the Court revised the Class Certification Order to provide that Class members would have the right to seek exclusion (or to “opt-out”) from the Class. Section VIII below explains how you may seek exclusion.

By entering the Class Certification Order, the Court certified the Action as a class action pursuant to Court of Chancery Rules 23(a) and 23(b)(1) and 23(b)(2). The Class Certification Order defined the Class as all record holders and beneficial owners of common stock of H&H (except the Defendants herein; any person, firm, trust, corporation or other entity related to or affiliated with any of the Defendants; any current or

former directors or officers of Defendants; the spouses, children, parents or siblings of said directors and officers; and any entity under the control of the foregoing individuals) whose common stock of H&H was exchanged for preferred shares of Steel Partners upon the close of the Transaction contemplated by the Agreement and Plan of Merger, dated as of June 26, 2017 between H&H and Steel Partners.

The Court also certified Plaintiff Matthew Sciabacucchi as Class Representative, and it designated Block & Leviton LLP and Heyman Enerio Gattuso & Hirzel LLP as Class Counsel. On August 17, 2018, the Court ordered this Notice to be provided to the Class.

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

At this time, Class members do not need to take any further action to be included in the Class. Class members should retain the records relating to their ownership of H&H and Steel Partners 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.**

VII. WHAT IF I AM A MEMBER OF THE CLASS BUT SOLD MY STEEL PARTNERS STOCK AFTER THE TRANSACTION CLOSED?

If a judgment is entered in the Action in favor of the Class entitling the Class to payment, members of the Class who are otherwise eligible to obtain payment, and who sold some or all of their Steel Partners stock after the Transaction closed, will still be eligible to obtain payment.

VIII. 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 involving the Class, you must request to be excluded from the Class. If you wish to be excluded, you must complete the attached "Opt-Out Form" and submit it to: *In re Handy & Harman, Ltd. Stockholders Litigation* Notice Administrator, c/o KCC Class Action Services, P.O. Box 404020, Louisville, KY 40233-4020 or info@handyharmanstockholderlitigation.com BY OCTOBER 30, 2018. IF SUBMITTED IN HARD COPY, THE OPT-OUT FORM MUST BE POSTMARKED BY OCTOBER 30, 2018. A REQUEST FOR EXCLUSION SHALL NOT BE EFFECTIVE UNLESS SUBMITTED WITHIN THE TIME AND 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. **CLASS MEMBERS WHO DO NOT SEEK EXCLUSION FROM THE CLASS NOW WILL NOT HAVE ANOTHER CHANCE TO DO SO. YOU WILL, HOWEVER, HAVE THE ABILITY TO OBJECT TO ANY SETTLEMENT THAT YOU BELIEVE SHOULD NOT BE APPROVED BY THE COURT.**

IX. REPRESENTATION BY COUNSEL AND FURTHER PROCEEDINGS

Unless you properly request exclusion from the Class by submitting a completed Opt-Out Form, you will be a member of the Class and you will be represented by the Class Counsel identified below.

Jason A. Leviton
Joel A. Fleming
BLOCK & LEVITON LLP
155 Federal Street, Suite 400
Boston, MA 02110
(617) 398-5600
jason@blockesq.com
joel@blockesq.com

Kurt M. Heyman
Melissa N. Donimirski
HEYMAN ENERIO
GATTUSO & HIRZEL LLP
300 Delaware Avenue, Suite 200
Wilmington, DE 19801
(302) 472-7300
kheyman@hegh.law
mtonimirski@hegh.law

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 at your own expense.

Class Counsel has agreed to represent the Class on a contingent basis. Accordingly, if these attorneys are successful in obtaining a recovery for the Class, they will seek attorneys' fees and reimbursement of expenses from any common fund created for the Class.

X. 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 they deny any and all liability to the Class representative and to the Class.

XI. NOTICE TO PERSONS OR ENTITIES HOLDING H&H STOCK ON BEHALF OF OTHERS

Brokerage firms, banks and/or other persons or entities who held shares of H&H common stock at the time the Transaction closed for the benefit of others are requested to send this Notice promptly 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:

In re Handy & Harman, Ltd. Stockholders Litigation
Notice Administrator
P.O. Box 404020
Louisville, KY 40233-4020
Nominees@handyharmanstockholderlitigation.com

XII. FURTHER INFORMATION AVAILABLE

This Notice is not all-inclusive. The references herein to the pleadings in the Action and the New York Action are only summaries and do not purport to be comprehensive. Further information regarding the Action and New York Action may be obtained from the Court's files or from the website maintained by the Notice Administrator, <http://www.handyharmanstockholderlitigation.com>. For the Action, 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. For the New York Action, you or your attorney may examine the Court files during regular business hours of each business day at the County Clerk of New York County, Room 119, 60 Centre Street, New York, New York 10007. In addition, you may direct questions and inquiries about the Action or the New York Action to Class Counsel:

Jason A. Leviton
Joel A. Fleming
BLOCK & LEVITON LLP
155 Federal Street, Suite 400
Boston, MA 02110
(617) 398-5600
jason@blockesq.com
joel@blockesq.com

Kurt M. Heyman
Melissa N. Donimirski
HEYMAN ENERIO
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300 Delaware Avenue, Suite 200
Wilmington, DE 19801
(302) 472-7300
kheyman@hegh.law
mdonimirski@hegh.law

PLEASE DO NOT WRITE OR CALL THE COURT.

Dated: August 31, 2018

Register in Chancery

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE HANDY & HARMAN, LTD.)
STOCKHOLDERS LITIGATION)
CONSOLIDATED)
C.A. No. 2017-0882-TMR)

OPT-OUT FORM

I, the undersigned, have read the foregoing Notice of Pendency of Class Action and Class Certification and understand its contents.

I WANT to be excluded from the Class certified in the Action styled as In re Handy & Harman, Ltd. Stockholders Litigation, C.A. No. 2017-0882-TMR (Del. Ch). I DO NOT WANT to participate in any future potential settlement or judgment involving the Class.

(i) EVERYONE COMPLETE THIS SECTION:

NUMBER OF SHARES OF HANDY & HARMAN, LTD. STOCK FOR WHICH YOU ARE REQUESTING EXCLUSION FROM THE CLASS: _____

FULL NAME OF INDIVIDUAL OR ENTITY (printed or typed) SIGNATURE

ADDRESS Dated (mm/dd/yyyy): _____

CITY, STATE, and ZIP CODE

EMAIL ADDRESS (optional) TELEPHONE (optional)

(ii) INDIVIDUALS COMPLETING THIS FORM ON BEHALF OF AN ENTITY OR ANOTHER INDIVIDUAL (INCLUDING ESTATE REPRESENTATIVES AND POWERS OF ATTORNEY) COMPLETE THIS SECTION:

NAME OF SIGNATORY (printed or typed) TITLE / POSITION OF SIGNATORY

ADDRESS OF SIGNATORY (if different from above; optional)

CITY, STATE, and ZIP CODE (if different from above; optional)

EMAIL ADDRESS (if different from above; optional) TELEPHONE OF SIGNATORY (if different from above; optional)

TO OPT-OUT OF THE CLASS, SEND THIS FORM, ELECTRONICALLY OR IN HARD COPY, TO:

In re Handy & Harman, Ltd. Stockholders Litigation Notice Administrator
c/o KCC Class Action Services
P.O. Box 404020, Louisville, KY 40233-4020 or
info@handyharmanstockholderlitigation.com

IF SUBMITTED ELECTRONICALLY, YOUR FORM MUST BE SUBMITTED BY OCTOBER 30, 2018 TO BE EFFECTIVE.

IF SUBMITTED IN HARD COPY, YOUR FORM MUST BE POSTMARKED BY OCTOBER 30, 2018 TO BE EFFECTIVE.