

STATE OF NORTH CAROLINA)	IN THE GENERAL COURT OF JUSTICE
)	SUPERIOR COURT DIVISION
COUNTY OF GUILFORD)	
)	15-CVS-9251(Master File);
)	15-CVS-10097
In re NewBridge Bancorp Shareholder Litigation)	15-CVS-10047
)	

NOTICE OF PENDENCY OF CLASS ACTION, CLASS ACTION DETERMINATION, PROPOSED SETTLEMENT OF CLASS ACTION, SETTLEMENT HEARING AND RIGHT TO APPEAR

TO: ANY AND ALL RECORD HOLDERS AND BENEFICIAL OWNERS OF COMMON STOCK OF NEWBRIDGE BANCORP ("NEWBRIDGE") WHO HELD OR OWNED SUCH STOCK AT ANY TIME DURING THE PERIOD BEGINNING ON AND INCLUDING OCTOBER 13, 2015 THROUGH AND INCLUDING MARCH 1, 2016 (THE "CLASS PERIOD"), INCLUDING ANY AND ALL OF THEIR RESPECTIVE SUCCESSORS-IN-INTEREST, SUCCESSORS, PREDECESSORS-IN-INTEREST, PREDECESSORS, REPRESENTATIVES, TRUSTEES, EXECUTORS, ADMINISTRATORS, ESTATES, HEIRS, ASSIGNS AND TRANSFEREES, IMMEDIATE AND REMOTE, AND ANY PERSON OR ENTITY ACTING FOR OR ON BEHALF OF, OR CLAIMING UNDER, ANY OF THEM, AND EACH OF THEM, TOGETHER WITH THEIR PREDECESSORS-IN-INTEREST, PREDECESSORS, SUCCESSORS-IN-INTEREST, SUCCESSORS, AND ASSIGNS (THE "CLASS"). EXCLUDED FROM THE CLASS ARE DEFENDANTS (AS DEFINED BELOW) AND THEIR IMMEDIATE FAMILY MEMBERS, ANY ENTITY IN WHICH ANY DEFENDANT HAS A CONTROLLING INTEREST, AND ANY SUCCESSORS-IN-INTEREST THERETO.

PLEASE READ THIS ENTIRE NOTICE OF PENDENCY OF CLASS ACTION, CLASS ACTION DETERMINATION, PROPOSED SETTLEMENT OF CLASS ACTION, SETTLEMENT HEARING AND RIGHT TO APPEAR (THIS "NOTICE") CAREFULLY. THIS NOTICE IS ABOUT A PROPOSED SETTLEMENT OF A LAWSUIT AND CONTAINS IMPORTANT INFORMATION. YOUR RIGHTS WILL BE AFFECTED BY THE LEGAL PROCEEDINGS IN THIS ACTION.

IF YOU WERE NOT THE BENEFICIAL HOLDER OF NEWBRIDGE STOCK, BUT HELD SUCH STOCK FOR A BENEFICIAL HOLDER, READ THE SECTION BELOW ENTITLED "NOTICE TO PERSONS OR ENTITIES THAT HELD OWNERSHIP ON BEHALF OF OTHERS."

I. PURPOSE OF THIS NOTICE

The purpose of this Notice is to inform you of a proposed settlement (the "Settlement") of the consolidated class action lawsuit captioned *In re NewBridge Bancorp Shareholder Litigation*, Case No. 15-CVS-9251(Master File); 15-CVS-10097, 15-CVS-10047 (the "Consolidated Action"). The cases comprising the Consolidated Action were filed in the State of North Carolina, General Court of Justice Superior Court Division, County of Guilford. As described below, the cases were thereafter assigned to the Honorable Louis A. Bledsoe, III, Special Superior Court Judge for Complex Business Cases (the "Court" or "Judge Bledsoe").

The Court has determined that, for purposes of settlement only, the Consolidated Action shall be conditionally maintained as a class action on behalf of the Class. This Notice describes the rights you have under the Settlement and what steps you may, but are not required to, take in relation to the Settlement. If the Court approves the Settlement, the parties will ask the Court at the Settlement Hearing (as defined below) to enter an Order and Final Judgment (as described below) dismissing the Consolidated Action with prejudice. If you are a Class member, you will be bound by any judgment in the Consolidated Action, whether or not you actually receive this Notice. You may not opt-out of the Class.

The Court, located at the Mecklenburg County Courthouse, 832 East Fourth Street, Charlotte, North Carolina 28202, will hold a settlement hearing on October 12, 2016 at 10:00 a.m. (Eastern Time) in Courtroom 6370 (the "Settlement Hearing"). The purpose of the Settlement Hearing is to:

- a. determine whether the preliminary certification and appointments in the Court's Preliminary Approval Order (as defined below) should be made final;
- b. determine Plaintiffs' (as defined below) counsel's application for attorneys' fees, costs and expenses;
- c. determine whether the Settlement should be approved as fair, reasonable, adequate, and in the best interests of the Class;
- d. determine whether an Order and Final Judgment (as described below) should be entered in the Consolidated Action, dismissing the Consolidated Action with prejudice;
- e. hear and determine any objections to the Settlement or to Plaintiffs' counsel's application for attorneys' fees, costs and expenses; and
- f. rule on such other matters as the Court may deem appropriate.

THE FOLLOWING RECITATION DOES NOT CONSTITUTE FINDINGS OF THE COURT. IT IS BASED ON SUMMARY STATEMENTS BY THE PARTIES AND SHOULD NOT BE UNDERSTOOD AS AN EXPRESSION OF ANY OPINION OF THE COURT AS TO THE MERITS OF ANY CLAIMS OR DEFENSES BY ANY OF THE PARTIES.

II. BACKGROUND OF THE CONSOLIDATED ACTION

On October 13, 2015, Yadkin Financial Corporation and NewBridge jointly announced that they entered into a definitive merger agreement (the "Merger Agreement") the day before, whereby Yadkin Financial Corporation would acquire all outstanding shares of NewBridge stock, and NewBridge shareholders would receive 0.50 shares of Yadkin common stock for each NewBridge common share they own (the "Proposed Transaction").

On October 21, 2015, plaintiff Paul Parshall sent, via Federal Express, a demand letter to the NewBridge board of directors, demanding that they investigate alleged breaches of fiduciary duty in connection with the Proposed Transaction, and take all necessary steps to cure such breaches.

On October 29, 2015, plaintiff Paul Parshall filed a Verified Class Action and Shareholder Derivative Complaint in *Parshall v. Albert*, Case No. 15-CVS-9251 (the "Parshall Action") against defendants Yadkin Financial Corporation and Navy Merger Sub Corp. (together, "Yadkin"), NewBridge's board of directors, which includes: Michael S. Albert, Robert A. Boyette, J. David Branch, C. Arnold Britt, Robert C. Clark, Alex A. Diffey, Jr., Barry Z. Dodson, Donald P. Johnson, Joseph H. Kinnarney, Michael S. Patterson, Pressley A. Ridgill, Mary E. Rittling, E. Reid Teague, Richard A. Urquhart, III, G. Alfred Webster, Kenan C. Wright, and Julius S. Young, Jr. (collectively, the "NewBridge Directors"), and nominal defendant NewBridge (NewBridge, together with Yadkin and the NewBridge Directors, "Defendants," and each a "Defendant") seeking to, among other things, enjoin the Proposed Transaction.

On November 5, 2015, an order was entered designating the Parshall Action as a mandatory complex business action.

On November 6, 2015, an Assignment Order was entered assigning the Parshall Action to Judge Bledsoe.

On November 17, 2015, a Form S-4 Registration Statement (the "Form S-4") was filed with the Securities and Exchange Commission (the "SEC") for the Proposed Transaction.

On November 23, 2015, plaintiff William Schult sent, via overnight courier, a demand letter to the NewBridge Directors, demanding that they investigate alleged breaches of fiduciary duty in connection with the Proposed Transaction, and take all necessary steps to cure such breaches.

On December 10, 2015, plaintiff Curtis D. Nall (plaintiff Curtis D. Nall, together with plaintiff Paul Parshall and plaintiff William Schult, collectively, "Plaintiffs," and each a "Plaintiff") sent, via certified mail, a demand letter to the NewBridge Directors demanding that they take corrective action to cure breaches of fiduciary duty in connection with the Proposed Transaction and the dissemination of the Form S-4.

On December 11, 2015, Plaintiff Curtis D. Nall filed a Verified Class Action and Derivative Complaint in *Nall v. Ridgill*, Case No. 15-CVS-10047 (the "Nall Action"), alleging claims in connection with the Proposed Transaction and the Form S-4.

On December 14, 2015, an order was entered designating the Nall Action as a mandatory complex business action.

Also on December 14, 2015, an Assignment Order was entered assigning the Nall Action to Judge Bledsoe.

On December 14, 2015, Plaintiff William Schult sent, via email to counsel for the NewBridge Directors, a supplemental demand, demanding that they cure certain additional alleged breaches of fiduciary duty, including misrepresentations and omissions in the Form S-4.

On December 15, 2015, Plaintiff William Schult filed a Verified Class Action and Shareholder Derivative Complaint in *Schult v. Albert*, Case No. 15-CVS-10097 (the "Schult Action") alleging, among other things, that: (i) the Form S-4 failed to disclose material information about the Proposed Transaction; (ii) the NewBridge Directors breached their fiduciary duties in approving the Proposed Transaction; and (iii) Yadkin aided and abetted the NewBridge Directors' breaches.

On December 16, 2015, Amendment No. 1 to the Form S-4 was filed with the SEC.

On December 22, 2015, an order was entered designating the Schult Action as a mandatory complex business action.

Also on December 22, 2015, an Assignment Order was entered assigning the Schult Action to Judge Bledsoe.

On January 8, 2016, the parties to the Parshall Action, the Schult Action and the Nall Action filed a Stipulation Order on Consolidation and Appointment of a Leadership Structure (the "Consolidation Stipulation") which sought to, among other things, consolidate all three actions and appoint a leadership structure for Plaintiffs' counsel in the prosecution of the actions.

On January 11, 2016, Amendment No. 2 to the Form S-4 was filed with the SEC.

Also on January 11, 2016, Judge Bledsoe approved the Consolidation Stipulation, consolidating the Parshall Action, the Schult Action and the Nall Action to create the Consolidated Action, and designating the Verified Class Action and Shareholder Derivative Complaint filed in the Schult Action as the operative complaint in the Consolidated Action.

Pursuant to the Consolidation Stipulation: (i) Rigrodsky & Long, P.A., Levi & Korsinsky LLP, and Kahn Swick & Foti, LLC were appointed Co-Lead Counsel for Plaintiffs; and (ii) the Rabon Law Firm, PLLC and Pinto Coates Kyre & Bowers, PLLC were appointed as Co-Liaison Counsel.

On January 15, 2016, Judge Bledsoe held a telephone status conference with the parties to, among other things, discuss a schedule for filing and considering any potential motions for: (i) expedited discovery; (ii) a preliminary injunction to enjoin the shareholder vote scheduled for February 23, 2016 for NewBridge shareholders to vote on the Proposed Transaction (the "Shareholder Vote"); and (iii) dismissal of the Verified Class Action and Shareholder Derivative Complaint.

After the telephone status conference, Judge Bledsoe issued a Scheduling Order, Notice of Hearing, and Amended Notice of Case Management Conference pursuant to which, among other things, a hearing on Defendants' motions to dismiss and on any preliminary injunction motion to enjoin the Shareholder Vote was scheduled for February 17, 2016.

On January 21, 2016, Plaintiffs filed a Motion for Expedited Proceedings, and a brief in support thereof.

On January 24, 2016, Yadkin, NewBridge and the NewBridge Directors served Plaintiffs with their respective oppositions to Plaintiffs' Motion for Expedited Proceedings.

Following the service of Yadkin's, NewBridge's, and the NewBridge Directors' oppositions, NewBridge agreed to provide discovery to Plaintiffs on an expedited basis in advance of a preliminary injunction hearing.

On January 25, 2016, Plaintiffs withdrew their Motion for Expedited Proceedings.

Also on January 25, 2016, the parties commenced expedited discovery, which included NewBridge producing documents to Plaintiffs.

On January 28, 2016, Plaintiffs' counsel deposed the Chairman of NewBridge's board of directors, Michael S. Albert.

On February 2, 2016, Plaintiffs' counsel deposed NewBridge's financial advisor, Scott Clark of Sandler O'Neill.

Counsel for the parties engaged in arm's-length discussions and negotiations concerning the potential resolution of the Consolidated Action, including the negotiation of various supplemental disclosures that Plaintiffs and their counsel demanded for inclusion in the Form S-4.

On February 5, 2016, the parties executed a Memorandum of Understanding (the "MOU") memorializing their agreement to resolve the litigation.

Also on February 5, 2016, NewBridge filed with the SEC a Form 8-K, which made additional agreed-upon disclosures (the "Supplemental Disclosures") concerning certain subject areas identified by Plaintiffs' counsel.¹

On February 23, 2016, NewBridge's shareholders approved the Proposed Transaction.

On March 1, 2016, the NewBridge/Yadkin merger closed.

On March 27, 2016, the parties completed confirmatory discovery consistent with the MOU.

On June 14, 2016, the parties executed the Stipulation and Agreement of Compromise, Settlement and Release (the "Stipulation"), which is the definitive settlement document, replacing the MOU and reflecting the terms of the Settlement, as described herein.

¹ A copy of the Form 8-K containing the Supplemental Disclosures can be found at <http://www.sec.gov/Archives/edgar/data/714530/000114420416079347/0001144204-16-079347-index.htm>

On June 23, 2016, the Court entered an order: (i) preliminarily certifying the Class, (ii) preliminarily appointing Plaintiffs Paul Parshall, William Schult, and Curtis D. Nall as Class representatives, (iii) preliminarily appointing Rigrodsky & Long, P.A., Levi & Korsinsky LLP, and Kahn Swick & Foti, LLC as Co-Lead Counsel for the Class, (iv) preliminarily appointing the Rabon Law Firm, PLLC and Pinto Coates Kyre & Bowers, PLLC as Co-Liaison Counsel for the Class, (v) setting a schedule for the Court's final review of the Settlement, and (vi) establishing customary notice and objection procedures for members of the Class, as described herein (the "Preliminary Approval Order").

III. REASONS FOR THE SETTLEMENT

Defendants state that they have denied, and continue to deny, all allegations of wrongdoing, fault, liability, or damage to Plaintiffs or the Class, deny that they engaged in any wrongdoing, deny that they committed any violation of law, deny that the Form S-4, any amendments thereto, or any other public disclosures were in any way deficient, deny that the processes by which the Proposed Transaction was negotiated were insufficient in any way, deny that the consideration to be received by NewBridge shareholders in connection with the Proposed Transaction was insufficient in any way, deny that they acted improperly in any way, believe that they acted properly at all times, believe that the Consolidated Action (or any of the actions that comprise the Consolidated Action) has no merit, and maintain that they have committed no disclosure violations or any other breach of duty whatsoever, but wish to enter into the Settlement solely because they consider it desirable that the litigation be settled and dismissed with prejudice in order to, among other things, (i) eliminate the burden, inconvenience, expense, risk, and distraction of further litigation; and (ii) finally resolve and terminate all of the claims that were or could have been asserted against Defendants in the litigation.

Plaintiffs represent that they brought their claims in good faith and continue to believe that their claims have legal merit, that the entry by Plaintiffs into the Stipulation is not an admission as to the lack of any merit of any claims asserted, and that Plaintiffs are agreeing to the terms set forth in the Stipulation only because they believe that they provide substantial and material benefits to NewBridge and its shareholders.

NewBridge or its successor shall pay all reasonable costs and expenses incurred in providing notice of the Settlement, including this Notice, to the members of the Class pursuant to the Court's Preliminary Approval Order.

IV. SUMMARY OF THE SETTLEMENT TERMS

In consideration for the full and final settlement and release of all Released Claims (as defined below) by Plaintiffs, NewBridge (asserted derivatively), and the Class, and the dismissal with prejudice of the Consolidated Action, NewBridge agreed to the Supplemental Disclosures made in a Form 8-K concerning certain subject areas raised by Plaintiffs' counsel, which Form 8-K was filed with the SEC on February 5, 2016. Plaintiffs and their counsel were provided with and reviewed the Supplemental Disclosures, and provided comments thereupon. Without admitting any wrongdoing or that any of the Supplemental Disclosures were required to be made, NewBridge acknowledges that the pendency of, and the efforts to settle, the Consolidated Action were the sole cause of the decision to file the Supplemental Disclosures. Plaintiffs and their counsel believe that, with the addition of the Supplemental Disclosures, the Form S-4 was rendered materially complete and not misleading based on their investigation and discovery provided by Defendants.

The Settlement does not affect the form or amount of consideration received by NewBridge shareholders and Class members in the NewBridge/Yadkin merger.

V. THE SETTLEMENT HEARING

The Settlement Hearing shall be held on October 12, 2016 at 10:00 a.m. (Eastern Time), in Courtroom 6370 of the Mecklenburg County Courthouse, 832 East Fourth Street, Charlotte, North Carolina 28202 to:

- a. determine whether the preliminary certification and appointments in the Preliminary Approval Order should be made final;
- b. determine Plaintiffs' counsel's application for attorneys' fees, costs and expenses;
- c. determine whether the Settlement should be approved as fair, reasonable, adequate, and in the best interests of the Class;
- d. determine whether an Order and Final Judgment (as described below) should be entered in the Consolidated Action, dismissing the Consolidated Action with prejudice;
- e. hear and determine any objections to the Settlement or to Plaintiffs' counsel's application for attorneys' fees, costs and expenses; and
- f. rule on such other matters as the Court may deem appropriate.

The Court reserves the right to adjourn the Settlement Hearing or any adjournment thereof, including the consideration of the application for attorneys' fees, costs and expenses, without further notice of any kind other than oral announcement at the Settlement Hearing or any adjournment thereof. The Court reserves the right to approve the Settlement at or after the Settlement Hearing with such modification(s) as may be consented to by the parties to the Stipulation and without further notice to the Class.

VI. YOUR RIGHT TO APPEAR AND OBJECT

Any member of the Class who objects to the Settlement, the Order and Final Judgment (as described below) to be entered in the Consolidated Action, and/or Plaintiffs' counsel's application for attorneys' fees, costs and expenses, or who otherwise wishes to be heard, may appear in person or by such member's attorney at the Settlement Hearing and present evidence or argument that may be proper and relevant; provided, however, that, except for good cause shown, no person shall be heard and no papers, briefs, pleadings or other documents submitted by any person shall be considered by the Court unless not later than fourteen (14) calendar days prior to the Settlement Hearing such person files with the Guilford County Clerk of Superior Court and serves upon counsel listed below: (a) a written notice of intention to appear; (b) a statement of such person's objections to any matters before the Court; (c) the grounds for such objections and the reasons that such person desires to appear and be heard; and (d) documentation evidencing membership in the Class as well as all documents or writings such person desires the Court to consider. Such filings shall be served upon the following counsel:

Brian D. Long
Rigrodsky & Long, P.A.
2 Righter Parkway, Suite 120
Wilmington, DE 19803

Preliminarily Appointed Co-Lead Counsel for the Class

Reid L. Phillips
Brooks, Pierce, McLendon, Humphrey & Leonard, LLP
230 N. Elm Street, Suite 2000
Greensboro, NC 27401

Attorneys for Defendant NewBridge Bancorp

Thomas P. Holderness
Robinson, Bradshaw & Hinson, P.A.
101 North Tryon Street, Suite 1900
Charlotte, NC 28246

Attorneys for Defendants Michael S. Albert, Robert A. Boyette, J. David Branch, C. Arnold Britt, Robert C. Clark, Alex A. Diffey, Jr., Barry Z. Dodson, Donald P. Johnson, Joseph H. Kinnarney, Michael S. Patterson, Pressley A. Ridgill, Mary E. Rittling, E. Reid Teague, Richard A. Urquhart, III, G. Alfred Webster, Kenan C. Wright, and Julius S. Young, Jr.

Kieran J. Shanahan
Shanahan Law Group, PLLC
128 E. Hargett Street, Third Floor
Raleigh, NC 27601

Attorneys for Defendants Yadkin Financial Corp. and Navy Merger Sub Corp.

The papers must also be sent, not later than fourteen (14) calendar days prior to the Settlement Hearing, to the North Carolina Business Court, Charlotte Office, by U.S. Mail or hand delivery at 832 East Fourth Street, Suite 9600, Charlotte, North Carolina 28202, or by e-mail to charlotte.lawclerk@ncbusinesscourt.net.

Unless the Court otherwise directs, no person shall be entitled to object to the approval of the Settlement, any judgment entered thereon, the adequacy of the representation of the Class by Plaintiffs and Plaintiffs' counsel, any award of attorneys' fees, costs and expenses, or otherwise be heard, except by serving and filing a written objection and supporting papers and documents, as described above. Any person who fails to object in the manner described above shall be deemed to have waived the right to object (including any right of appeal) and shall be forever barred from raising such objection in this or any other action or proceeding.

Any Class member who does not object to the Settlement, the class action determination, or the attorneys' fees, costs and expenses application need not do anything at this time.

VII. THE ORDER AND FINAL JUDGEMENT

If the Court determines that the Settlement, as provided for in the Stipulation, is fair, reasonable, adequate and in the best interests of the Class, the parties to the Consolidated Action will ask the Court to enter an Order and Final Judgment, which will, among other things:

- i. approve the Settlement as fair, reasonable, adequate and in the best interests of the Class and direct consummation of the Settlement, in accordance with its terms and conditions;
- ii. certify the Class as a non-opt-out class pursuant to Rule 23 of North Carolina Rules of Civil Procedure and designate: (a) Plaintiffs Paul Parshall, William Schult, and Curtis D. Nall as Class representatives, (b) Rigrodsky & Long, P.A., Levi & Korsinsky LLP, and Kahn Swick & Foti, LLC as Co-Lead Counsel for the Class, and (c) the Rabon Law Firm, PLLC and Pinto Coates Kyre & Bowers, PLLC as Co-Liaison Counsel for the Class;
- iii. determine that the requirements of due process, North Carolina Rule 23, and applicable law have been satisfied in connection with this Notice;
- iv. dismiss the Consolidated Action with prejudice on the merits, and grant the releases more fully described below in accordance with the terms and conditions of the Stipulation;
- v. permanently bar and enjoin Plaintiffs and all members of the Class from instituting, commencing, or prosecuting any of the Released Claims (as defined below) against any of the Released Parties (as defined below); and
- vi. award attorneys' fees, costs and expenses to Plaintiffs' counsel in the Consolidated Action.

VIII. RELEASES

The Stipulation provides that the Order and Final Judgment shall, among other things, provide:

- a. for the full and complete discharge, dismissal with prejudice, settlement and release of, and a permanent injunction barring, any and all manner of claims, demands, rights, liabilities, losses, obligations, duties, costs, debts, expenses, interest, penalties, sanctions, fees, attorneys' fees, actions, potential actions, causes of action, suits, agreements, judgments, decrees, matters, issues and controversies of any kind, nature or description whatsoever, disclosed or undisclosed, accrued or unaccrued, apparent or not apparent, foreseen or unforeseen, matured or not matured, suspected or unsuspected, liquidated or not liquidated, fixed or contingent, that Plaintiffs or any or all other members of the Class ever had, now have, or may have, whether direct, derivative, individual, class, representative, legal, equitable or of any other type, or in any other capacity, based on his, her, or its ownership of NewBridge common stock during the Class Period, against any of the Released Parties (as defined below), whether based on state, local, foreign, federal, statutory, regulatory, common or other law or rule (including, but not limited to, any claims under federal securities laws or state disclosure law or any claims that could be asserted derivatively on behalf of NewBridge), which, now or hereafter, are based upon, arise out of, relate in any way to, or involve, directly or indirectly, any of the actions, transactions, occurrences, statements, representations, misrepresentations, omissions, allegations, facts, practices, events, claims or any other matters, things or causes whatsoever, or any series thereof, that were or could have been alleged, asserted, set forth, claimed, embraced, involved, or referred to in, or related to, directly or indirectly, the Consolidated Action, or the subject matter thereof, in any court, tribunal, forum or proceeding, including, without limitation, any and all claims that are based upon, arise out of, relate in any way to, or involve, directly or indirectly, (i) the Proposed Transaction, the NewBridge/Yadkin merger, or the Merger Agreement (or any amendment thereto); (ii) any deliberations or negotiations in connection with the Proposed Transaction, the NewBridge/Yadkin merger, or the Merger Agreement (or any amendments thereto), including the process of deliberation or negotiation by Defendants, and any of their respective officers, directors, principals, partners or advisors; (iii) the consideration to be received by Class members in connection with the Proposed Transaction or the NewBridge/Yadkin merger; (iv) the consideration to be received by any other person in connection with the Proposed Transaction or the NewBridge/Yadkin merger (including, but not limited to, any NewBridge or Yadkin agreement); (v) the Form S-4 (including any amendments) or any other disclosures or statements relating to the Proposed Transaction or the NewBridge/Yadkin merger, including, without limitation, claims under the federal securities laws within the exclusive jurisdiction of the federal courts; (vi) the statutory or fiduciary obligations, if any, of the Released Parties (as defined below) in connection with the Proposed Transaction or the NewBridge/Yadkin merger; or (vii) any of the allegations in any complaint or amendment(s) thereto filed in the Consolidated Action (collectively, the "Released Claims"); provided, however, for the avoidance of doubt, the Released Claims shall not include (i) the right to enforce the Stipulation or the Settlement or the rights of any member of the Class to seek appraisal of their NewBridge

shares pursuant to N.C. Gen. Stat. § 55-13-02,² or (ii) claims that do not in any respect arise out of, or do not relate in any manner to, the Proposed Transaction and the NewBridge/Yadkin merger (including the negotiations in connection with the Proposed Transaction and the NewBridge/Yadkin merger) that are (x) unknown to Plaintiffs and their counsel; (y) brought under the Securities Act of 1933 or Sections 10 or 14 of the Securities Exchange Act of 1934 and (z) are based on any alleged material misstatements or omissions in the historical financial statements of Yadkin included in the Form S-4 (including any amendments);

- b. that Defendants release Plaintiffs and Plaintiffs' counsel from all claims, complaints, petitions, liabilities, or sanctions arising out of the investigation, commencement, prosecution, settlement, or resolution of their respective actions, and shall be barred from asserting same; provided, however, that such releases will not include a release of the right to enforce the Stipulation or the Settlement;
- c. that whether or not each or all of the following persons or entities were named, served with process, or appeared in the Consolidated Action, "Released Parties" means Yadkin Financial Corporation, Navy Merger Sub Corp., Michael S. Albert, Robert A. Boyette, J. David Branch, C. Arnold Britt, Robert C. Clark, Alex A. Diffey, Jr., Barry Z. Dodson, Donald P. Johnson, Joseph H. Kinnarney, Michael S. Patterson, Pressley A. Ridgill, Mary E. Rittling, E. Reid Teague, Richard A. Urquhart, III, G. Alfred Webster, Kenan C. Wright, Julius S. Young, Jr., and NewBridge Bancorp, and each of their respective past or present family members, spouses, heirs, trusts, trustees, executors, estates, administrators, beneficiaries, distributees, foundations, agents, employees, fiduciaries, partners, control persons, partnerships, general or limited partners or partnerships, joint ventures, member firms, limited liability companies, corporations, parents, subsidiaries, divisions, affiliates, associated entities, shareholders, principals, officers, managers, directors, managing directors, members, managing members, managing agents, predecessors, predecessors-in-interest, successors, successors-in-interest, assigns, financial or investment advisors, advisors, consultants, investment bankers, entities providing any fairness opinion, underwriters, brokers, dealers, lenders, commercial bankers, attorneys, personal or legal representatives, accountants, insurers, co-insurers, reinsurers, and associates, of each and all of the foregoing; and
- d. that, upon Final Approval (as defined below) of the Settlement, any party providing a release (a "Releasing Person") shall waive and relinquish, to the fullest extent permitted by law, the provisions, rights and benefits of any state, federal, or foreign law or principle of common law, which may have the effect of limiting the releases set forth above. Plaintiffs acknowledge, and the members of the Class shall be deemed by operation of the entry of the Order and Final Judgment approving the Settlement to have acknowledged, that the foregoing waiver was separately bargained for, is an integral element of the Settlement, and was relied upon by each and all of the Defendants in entering into the Settlement.

The approval of the Settlement by the Court shall be considered final ("Final Approval") for purposes of the Stipulation when the Court has entered the Order and Final Judgment approving the Settlement, dismissing the Consolidated Action with prejudice and with each party to bear its own costs (except those costs described herein), and providing for the releases set forth above, and that such Order and Final Judgment is final and no longer subject to further appeal or review, whether by affirmance on or exhaustion of any possible appeal or review, lapse of time, or otherwise. Final Approval shall not include (and the Settlement is expressly not conditioned on) Court approval of attorneys' fees, costs and expenses as described below, and any appeal related thereto.

IX. APPLICATION FOR ATTORNEYS' FEES, COSTS AND EXPENSES

Defendants acknowledge and agree that Plaintiffs' counsel are entitled to a reasonable payment of attorneys' fees, costs and expenses in connection with the prosecution of the actions and the benefits obtained by the Settlement. Plaintiffs and Plaintiffs' counsel will petition the Court to approve the amount of attorneys' fees, costs and expenses, which amount shall be wholly inclusive of all fees, expenses, cost disbursements, and expert and consulting fees in the Consolidated Action (including each of the lawsuits that comprises the Consolidated Action). Plaintiffs agree that they will make only one application for an approval of attorneys' fees, costs and expenses filed in connection with the Consolidated Action. The parties agree that Plaintiffs' counsel will seek a payment of attorneys' fees, costs and expenses in an amount not to exceed \$300,000 in total (the "Negotiated Amount"). Plaintiffs' counsel will seek an order from the Court approving payment of attorneys' fees, costs and expenses to Plaintiffs' counsel in an amount not to exceed the Negotiated Amount, and Defendants and their counsel will not object to an application for approval of attorneys' fees, costs and expenses not exceeding the Negotiated Amount.

² As previously disclosed in the Form S-4 and amendments thereto, NewBridge shareholders are not entitled to any appraisal rights or dissenters' rights in connection with the merger. Defendants agree that NewBridge shareholders are not entitled to appraisal or dissenters' rights with respect to their shares of NewBridge stock.

NewBridge or its successor-in-interest shall pay, or cause its respective insurer to pay, on behalf of NewBridge and for the benefit of Defendants, any attorneys' fees, costs and expenses approved by the Court in connection with Plaintiffs' counsel's application.

X. NOTICE TO PERSONS OR ENTITIES THAT HELD OWNERSHIP ON BEHALF OF OTHERS

Brokerage firms, banks and/or other persons or entities who held shares of the common stock of NewBridge during the Class Period for the benefit of others are requested to promptly send this Notice to all of their respective beneficial owners. If additional copies of this Notice are needed for forwarding to such beneficial owners, any requests for such copies may be made to:

In re NewBridge Bancorp Shareholder Litigation
c/o GCG
PO Box 10313
Dublin, OH 43017-5913

XI. SCOPE OF THIS NOTICE AND ADDITIONAL INFORMATION

This Notice is only a summary of the Consolidated Action and the Settlement. If Class members would like additional information, all documents filed with the Court in the Consolidated Action (and underlying actions) are accessible at <http://www.ncbusinesscourt.net/TCDDotNetPublic/default.aspx?CID=3&caseNumber=15CVS9251> (for the Consolidated Action and the Parshall Action); <http://www.ncbusinesscourt.net/TCDDotNetPublic/default.aspx?CID=3&caseNumber=15CVS10097> (for the Schult Action); and <http://www.ncbusinesscourt.net/TCDDotNetPublic/default.aspx?CID=3&caseNumber=15CVS10047> (for the Nall Action), and are available at the Guilford County Clerk of Superior Court. **PLEASE DO NOT WRITE OR CALL THE COURT.** Questions or comments about the Settlement may be directed to the attention of preliminarily appointed Co-Lead Counsel for the Class as follows:

Donald J. Enright
Levi & Korsinsky LLP
1101 30th Street, N.W., Suite 115
Washington, DC 20007
Telephone: (202) 524-4290

Dated: August 3, 2016

BY ORDER OF THE COURT

/s/ Louis A. Bledsoe, III