

COMMONWEALTH OF MASSACHUSETTS
MIDDLESEX, ss.
SUPERIOR COURT DEPT.

SHARON KLEIN, individually and on behalf of all others similarly situated,

Plaintiff,

v.

AMERICAN SCIENCE AND ENGINEERING, INC., CHARLES P. DOUGHERTY, HAMILTON W. HELMER, DON R. KANIA, JOHN SANDERS, ROBERT N. SHADDOCK, MARK S. THOMPSON, and JENNIFER VOGEL,
Defendants.

Civil Action No. 16-2344

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

TO: ALL RECORD AND BENEFICIAL HOLDERS OF COMMON STOCK OF THE COMPANY (EXCLUDING DEFENDANTS, THEIR IMMEDIATE FAMILY MEMBERS, AFFILIATES, SUCCESSORS IN INTEREST, REPRESENTATIVES, TRUSTEES, EXECUTORS, ADMINISTRATORS, HEIRS, ASSIGNS OR TRANSFEREES) FOR THE PERIOD FROM AND INCLUDING JUNE 20, 2016 THROUGH AND INCLUDING THE EFFECTIVE DATE OF THE MERGER, SEPTEMBER 9, 2016, INCLUDING ANY AND ALL OF THEIR RESPECTIVE SUCCESSORS IN INTEREST, PREDECESSORS, REPRESENTATIVES, TRUSTEES, EXECUTORS, ADMINISTRATORS, HEIRS, ASSIGNS OR 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.

PLEASE READ ALL OF THIS NOTICE CAREFULLY. YOUR RIGHTS WILL BE AFFECTED BY THE LEGAL PROCEEDINGS IN THIS ACTION. THIS NOTICE RELATES TO A PROPOSED SETTLEMENT OF THE LITIGATION REFERRED TO IN THE CAPTION AND CONTAINS IMPORTANT INFORMATION REGARDING YOUR RIGHTS. IF THE COURT APPROVES THE PROPOSED SETTLEMENT DESCRIBED BELOW, YOU WILL BE FOREVER BARRED FROM CONTESTING THE FAIRNESS OF THE PROPOSED SETTLEMENT, OR PURSUING THE SETTLED CLAIMS (AS DEFINED HEREIN) AGAINST THE RELEASED PERSONS (AS DEFINED HEREIN).

SPECIAL NOTICE TO BROKERS, BANKS AND OTHER NOMINEES:

BROKERAGE FIRMS, BANKS AND OTHER PERSONS OR ENTITIES, WHO WERE RECORD OWNERS OF AS&E COMMON STOCK, BUT NOT BENEFICIAL OWNERS, ARE REQUESTED TO SEND THIS NOTICE PROMPTLY TO BENEFICIAL OWNERS. ADDITIONAL COPIES FOR TRANSMITTAL TO BENEFICIAL OWNERS ARE AVAILABLE ON REQUEST DIRECTED TO:

American Science and Engineering Settlement
c/o GCG
PO Box 10338
Dublin, OH 43017-5538

PURPOSE OF NOTICE

The purpose of this Notice is to inform you of the proposed settlement (the "Proposed Settlement")¹ of the above-captioned lawsuit (the "Action") pending in the Middlesex County Superior Court (the "Court"). This Notice also informs you of the Court's preliminary certification of a Class (the "Class," as defined below) for purposes of the Proposed Settlement, and notifies you of your right to participate in a hearing to be held on July 11, 2017, at 2:00 p.m., before the Court in the Middlesex County Superior Court, 200 Trade Center, 2nd Floor, Woburn, Massachusetts 01801 (the "Settlement Hearing"). The purposes of the Settlement Hearing are: (a) determine whether the provisional class action certification herein should be made final; (b) determine whether the Settlement, on the terms and conditions provided for in the Stipulation, is fair, reasonable, adequate, and in the best interests of Plaintiff and the Class and should be approved by the Court; (c) determine whether the approval of the Class representative and Class counsel should be made final; (d)

¹ The capitalized terms and words employed herein shall have the same meaning as they have in the Stipulation of Settlement, dated January 26, 2017 (the "Stipulation"), certain of which are repeated herein for ease of reference only.

determine whether Plaintiff and Plaintiff's Counsel have adequately represented the Class; (e) determine whether the Court should enter the Order and Final Judgment as provided in the Stipulation, dismissing with prejudice the claims asserted in the Action and releasing the Settled Claims against the Released Persons; (f) hear the application by Plaintiff's Counsel for an award of attorneys' fees and reimbursement of litigation expenses, including an incentive fee to Plaintiff to be paid out of any award of attorneys' fees (the "Fee Application"); (g) hear and determine any objections to the Settlement or the Fee Application; and (h) rule on such other matters as the Court may deem appropriate.

The Court has determined for purposes of this Proposed Settlement only that the Action shall be preliminarily maintained as a non-opt-out class action under Massachusetts Rule of Civil Procedure 23, by Plaintiff as Class representative, on behalf of a non-opt-out Class consisting of:

All record and beneficial holders of common stock of the Company (excluding Defendants, their immediate family members, affiliates, successors in interest, representatives, trustees, executors, administrators, heirs, assigns or transferees) for the period from and including June 20, 2016 through and including the effective date of the Merger, September 9, 2016, including any and all of their respective successors in interest, predecessors, representatives, trustees, executors, administrators, heirs, assigns or 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.

At the Settlement Hearing, among other things, the Court will consider whether the Class should be finally certified under Massachusetts Rule of Civil Procedure 23 and whether Plaintiff and Plaintiff's Counsel have adequately represented the Class. This Notice describes the rights you may have under the Proposed Settlement and what steps you may, but are not required to, take in relation to the Proposed Settlement. If the Court approves the Proposed Settlement, the parties to the Action will ask the Court at the Settlement Hearing, among other things, to enter an Order dismissing with prejudice the claims asserted in the Action and releasing the Settled Claims against the Released Persons. If you are a Class Member, you will be bound by any judgment entered in the Action whether or not you actually receive this Notice. You may not opt out of the Class.

THE FOLLOWING RECITATION DOES NOT CONSTITUTE FINDINGS OF THE COURT. IT IS BASED ON ALLEGATIONS OR STATEMENTS OF ONE OR MORE OF THE PARTIES AND SHOULD NOT BE UNDERSTOOD AS AN EXPRESSION OF ANY OPINION OF THE COURT AS TO THE MERITS OF ANY OF THE CLAIMS OR DEFENSES RAISED BY ANY OF THE PARTIES. THIS NOTICE IS SENT FOR THE SOLE PURPOSE OF INFORMING YOU OF THE EXISTENCE OF THIS ACTION AND OF A HEARING ON A PROPOSED SETTLEMENT SO THAT YOU MAY MAKE APPROPRIATE DECISIONS AS TO STEPS YOU MAY WISH TO TAKE IN RELATION TO THIS LITIGATION.

BACKGROUND OF THE ACTION

A. On June 21, 2016, American Science and Engineering, Inc. ("AS&E" or the "Company") announced that it had entered into an Agreement and Plan of Merger ("Merger Agreement"), by and among OSI Systems, Inc. ("OSI"), Apple Merger Sub, Inc., a newly formed and wholly owned subsidiary of OSI ("Merger Sub"), and AS&E, providing for the merger of Merger Sub with and into AS&E (the "Merger"). Pursuant to the terms and conditions of the Merger Agreement, each share of common stock of AS&E, par value \$0.66 2/3 per share, issued and outstanding immediately prior to the effective time of the Merger, would be converted into the right to receive \$37.00 in cash, excluding (1) shares owned by AS&E's stockholders who had perfected, and not withdrawn a demand for or lost the right to, appraisal rights under Massachusetts law, and (2) shares owned by OSI, Merger Sub or a subsidiary of AS&E.

B. On July 15, 2016, the Company filed a Schedule 14A definitive proxy statement ("Definitive Proxy Statement") with the Securities and Exchange Commission (the "SEC") through which the members of AS&E's Board of Directors unanimously recommended that AS&E's stockholders vote in favor of approval of the Merger Agreement.

C. On July 26, 2016, Plaintiff Sharon Klein ("Plaintiff") filed a putative class action complaint, captioned *Klein v. American Science and Engineering, Inc., et al.*, Case No. 16-11542 (D. Mass.) (the "Massachusetts Federal Court Action"), individually and on behalf of all others similarly situated, against AS&E and the members of the Board of Directors of AS&E (collectively, the "Defendants") alleging breaches of the Defendants' fiduciary duties in connection with the proposed sale of AS&E to OSI, and making disclosure claims based on alleged deficiencies in AS&E's Definitive Proxy Statement. The action sought, among other things, to enjoin the Merger, or in the event the Merger was consummated, to rescind it. Plaintiff and Defendants shall be referred to, collectively, as the "Parties."

D. The Parties reached an agreement to pursue expedited discovery and an expedited deposition schedule, and on August 10, 2016, the Parties entered into a stipulated confidentiality agreement and protective order (the "Protective Order"). Beginning on August 10, 2016, and continuing thereafter, AS&E began a production of

documents, including certain minutes of the meetings of its Board of Directors and subcommittees, presentations prepared by AS&E's financial advisor Evercore Group L.L.C. ("Evercore"), offer letters from interested parties (including OSI), communications between certain AS&E officers and interested parties, certain communications between AS&E officers and members of the AS&E Board of Directors, and other documents related to the Plaintiff's claims.

E. On August 15, 2016, Sharon Klein filed another putative class action complaint in Massachusetts state court, captioned *Klein v. American Science and Engineering, Inc., et al.*, Civil Action No. 16-2344 (Mass. Super. Ct.) (the "Massachusetts State Court Action"), which was nearly identical to that filed in the Massachusetts Federal Court Action on July 26, 2016. The Parties agreed that discovery in the Massachusetts State Court Action would be subject to the Protective Order in the Massachusetts Federal Court Action. The Massachusetts Federal Court Action and the Massachusetts State Court Action will be referred to, collectively, as the "Actions."

F. On August 16, 2016, Plaintiff deposed AS&E's Chief Executive Officer ("CEO"), Charles Dougherty. The Parties also agreed to the deposition of Evercore to take place on August 30, 2016 (the "Confirmatory Discovery").

G. Beginning on August 16, 2016 after the completion of the deposition of Mr. Dougherty, the Parties engaged in extensive arm's-length good faith negotiations regarding a potential settlement of the Actions and Plaintiff's demands that AS&E's stockholders be provided with further disclosure prior to the consummation of the Merger.

H. On August 19, 2016, the Parties entered into a Memorandum of Understanding ("MOU") memorializing their agreement-in-principle for the settlement of the Actions.

I. On August 19, 2016, AS&E filed with the SEC a Form 8-K and a Schedule 14A containing certain supplemental disclosures as called for by the MOU (the "Proxy Supplement"). A copy of the Proxy Supplement is appended hereto as Exhibit A.

J. On August 30, 2016, Plaintiff deposed Evercore.

K. On August 31, 2016, AS&E's stockholders approved the Merger.

L. Plaintiff's Counsel and Defendants have engaged in further good faith arm's-length negotiations to agree upon this formal Stipulation and the form and content of the exhibits hereto, including but not limited to the notice to members of the Class (as defined below).

M. On January 26, 2017, counsel for the parties filed an executed copy of the Stipulation with the Court.

N. On March 28, 2017, the Court entered the Scheduling Order.

SETTLEMENT CONSIDERATION

1. In consideration of the Settlement, dismissal with prejudice of the Actions, and the releases provided herein, AS&E included certain additional disclosures in the Proxy Supplement filed with the SEC on August 19, 2016. Without admitting any wrongdoing, the Defendants acknowledge that the filing and prosecution of the Actions and discussions with Plaintiff's Counsel were the cause of their decision to file the August 19, 2016 Proxy Supplement. Neither Plaintiff nor Plaintiff's Counsel will seek additional disclosures as a condition of this Settlement.

RELEASE OF CLAIMS

The Stipulation provides, among other things, that if the Proposed Settlement is approved, as of the Effective Date of the Stipulation, the Settled Claims (defined below) shall be dismissed with prejudice on the merits and without costs.

The Stipulation also provides that, if the Proposed Settlement is approved, as of the Effective Date of the Stipulation, Plaintiff and all members of the Class, and their respective successors in interest, predecessors, representatives, trustees, executors, administrators, heirs, assigns or 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, by operation of the Judgment shall release and forever discharge all the Settled Claims as against all Released Persons (defined below).

The Stipulation also provides that, if the Proposed Settlement is approved, as of the Effective Date, Plaintiff and all members of the Class, and their respective successors in interest, predecessors, representatives, trustees, executors,

administrators, heirs, assigns or 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, will be forever barred and enjoined from commencing, prosecuting, instigating, or in any way participating in the commencement or prosecution of any action relating, directly or indirectly, to any Settled Claim against any of the Released Persons.

As provided in the Stipulation, "Settled Claims" means any and all claims, demands, rights, actions or causes of action, liabilities, debts, penalties, costs, expenses, fees, prejudgment interest, indemnities, duties, damages (including, without limitation, compensatory, punitive, exemplary, rescissory, direct, consequential or special damages, restitution and disgorgement), losses, obligations, judgments, suits, appeals, matters and issues of any kind or nature whatsoever, whether known or unknown, contingent or absolute, suspected or unsuspected, disclosed or undisclosed, matured or unmatured, that have been or could have been asserted or in the future might be asserted in the Action or in an action entitled *Klein v. American Science and Engineering, Inc., et al.*, C.A. No. 16-11542 (D. Mass.) (together with this Action, the "Actions") or in any court, tribunal or proceeding (including, but not limited to, any claims arising under federal, state, statutory, regulatory, common law or other law or rule, including federal or state law relating to alleged fraud, breach of any duty, negligence or violations of the federal or state securities laws) by or on behalf of the Plaintiff in the Actions and any and all of the members of the Class in their capacity as AS&E shareholders, whether individual, class, direct, derivative, representative, legal, equitable or any other type or in any other capacity against any and all Released Persons (defined below) which Plaintiff or any member of the Class ever had, now has, or hereafter can, shall or may have by reason of, based upon, arising out of, relating to or in connection with the allegations, facts, events, transactions, acts, occurrences, statements, representations, misrepresentations, omissions or any other matter, thing or cause whatsoever, or any series thereof, related to the Actions, the Merger, or the Merger Agreement, including without limitation any disclosures made in the Definitive Proxy Statement or the Proxy Supplement (or any amendment thereto) or in connection with any of the foregoing; provided, however, that the Settled Claims shall not include claims to enforce the Settlement or claims for appraisal under M.G.L. c.156D, §13.02. Upon Final Approval of the Settlement, Plaintiff and any and all of the members of the Class shall be forever and fully barred from asserting Settled Claims against the Released Persons in any court or other venue in any manner whatsoever.

As provided in the Stipulation, "Released Persons" means any and all Defendants in the Actions, and/or any of their family members, parent entities, associates, affiliates or subsidiaries and each and all of their respective past or present officers, directors, stockholders, representatives, employees, attorneys, financial or investment advisors, consultants, accountants, entities providing fairness opinions, investment bankers, commercial bankers, brokers, engineers, advisors or agents, insurers, heirs, executors, trustees, general or limited partners or partnerships, personal representatives, estates, administrators, predecessors, successors and assigns and any of their affiliates and their respective control persons, directors, officers, employees, and agents of each and any of them.

With respect to any of the Settled Claims or Claims Released Against Plaintiff, the Parties stipulate and agree that upon Final Approval of the Proposed Settlement, the Parties, including Plaintiff for herself and on behalf of the Class, the Company and its stockholders shall be deemed to waive any and all provisions, rights and benefits conferred by any law of the United States or any state or territory of the United States, or principle of common law, which governs or limits a person's release of unknown claims. The Parties, including Plaintiff for herself and on behalf of the Class, the Company and its stockholders shall be deemed to waive any and all provisions, rights and benefits conferred by any law of the United States or any state or territory of the United States, or principle of common law or foreign law, which is similar, comparable, or equivalent to Section 1542 of the California Civil Code which provides:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.

The Parties, including Plaintiff for herself and on behalf of the Class, the Company and its stockholders, acknowledge that they may discover facts in addition to or different from those that they now know or believe to be true with respect to the subject matter of this release, but that it is the intention of the Parties, including Plaintiff for herself and on behalf of the Class, and, derivatively, the Company and/or its stockholders, to fully, finally and forever settle and release any and all claims released hereby known or unknown, suspected or unsuspected, which now exist, or heretofore existed, or may hereafter exist, and without regard to the subsequent discovery or existence of such additional or different facts (the "Settled Claims" and "Claims Released Against Plaintiff").

The Stipulation further provides that Final Approval of the Settlement shall also result in Defendants fully and forever releasing the Plaintiff and her agents, including without limitation Plaintiff's Counsel, from any and all claims, liabilities or sanctions relating in any way to the investigation, institution, pleading, prosecution, litigation, settlement, or resolution of the Actions (the "Claims Released Against Plaintiff"); provided, however, that the Defendants and Released Persons shall retain the right to enforce the terms of the Settlement as set forth in the Stipulation. Upon Final Approval of

the Settlement, Defendants shall be forever and fully barred from asserting the Claims Released Against Plaintiff in any court or other venue in any manner whatsoever.

REASONS FOR THE SETTLEMENT

Plaintiff and Plaintiff's Counsel believe that (a) the claims Plaintiff has asserted have legal merit, although they recognize that there are legal and factual defenses to the claims asserted in the Actions that Defendants have raised and might have raised throughout the pendency of the Actions. In evaluating the Settlement, Plaintiff and Plaintiff's Counsel have considered: (i) the benefits to the members of the Class from the Settlement; (ii) the facts developed during discovery; (iii) the attendant risks of continued litigation and the uncertainty of the outcome of the Actions; (iv) the probability of success on the merits and the allegations contained in the Actions, including the uncertainty relating to the proof of those allegations; (v) the desirability of permitting the Settlement to be consummated as provided by the terms of the Stipulation; and (vi) the conclusion of Plaintiff's Counsel that the terms and conditions of the Settlement are fair, reasonable, and adequate.

Defendants have denied, and continue to deny, that they have committed or attempted to commit any violation of law of any kind or engaged in any of the wrongful acts alleged in the Actions. The Defendants expressly maintain that they have diligently and scrupulously complied with their fiduciary and other legal duties. The Defendants specifically have denied and continue to deny that the supplemental disclosures described herein or any supplemental disclosures were required under any applicable rule, statute, regulation, or law. However, to avoid the costs, disruption and distraction of further litigation, and without admitting that Plaintiff has standing to bring any claims in either of the Actions, the validity of any allegation made in these Actions, or any liability with respect thereto, Defendants have concluded that it is desirable that the claims against them be settled and dismissed on the terms reflected in the Stipulation.

PLAINTIFF'S ATTORNEYS' FEES AND EXPENSES

Plaintiff and Plaintiff's Counsel intend to petition the Court for an award of fees and expenses in an amount not to exceed \$195,000 in connection with the Proposed Settlement of the Action (the "Fee Application"). Defendants agree not to oppose Plaintiff's Counsel's request for such approval in an amount not exceeding \$195,000, both in the Court and on any appeal by any Class Member. The Fee Application is expected to include a petition for an incentive award of \$1,500 to be paid to Plaintiff out of any award of attorneys' fees.

The Fee Application shall be Plaintiff's and/or Plaintiff's Counsel's sole application for an award of fees or expenses in connection with any litigation concerning the Merger.

If the Court grants the Fee Application, fees and expenses awarded shall be paid to Plaintiff's Counsel within ten (10) business days of execution of the Court's order approving the Proposed Settlement, awarding Plaintiff's counsel fees and expenses and dismissing the Action with prejudice. In the event that such Order is reversed or modified on appeal, Plaintiff's Counsel shall refund to AS&E or its successor the advanced amount and all interest accrued or accumulated thereon. Except as provided herein, the Released Persons shall bear no other expenses, costs, damages, or fees alleged or incurred by the named Plaintiff, by any member of the Class, or by any of their attorneys, experts, advisors, agents or representatives.

CLASS ACTION DETERMINATION

For purposes of this Proposed Settlement, the Court has ordered that the Action shall be preliminarily maintained as a non-opt out class action under Massachusetts Rule of Civil Procedure 23, on behalf of the Class (as defined above).

SETTLEMENT HEARING

The Court has scheduled a Settlement Hearing, which will be held on July 11, 2017, at 2:00 p.m. (the "Settlement Hearing Date"), in the Middlesex County Superior Court, 200 Trade Center, 2nd Floor, Woburn, Massachusetts 01801 to: (a) determine whether the provisional class action certification herein should be made final; (b) determine whether the Proposed Settlement, on the terms and conditions provided for in the Stipulation, is fair, reasonable, adequate, and in the best interests of Plaintiff and the Class and should be finally approved by the Court; (c) determine whether the approval of the Class representative and Class counsel should be made final; (d) determine whether Plaintiff and Plaintiff's Counsel have adequately represented the Class; (e) determine whether the Court should enter the Order and Final Judgment as provided in the Stipulation, dismissing with prejudice the claims asserted in the Action and releasing the Settled Claims against the Released Persons; (f) hear the application by Plaintiff's Counsel for an award of attorneys' fees and reimbursement of litigation expenses (the "Fee Application"); (g) hear and determine any objections to the Proposed Settlement or the Fee Application; and (h) rule on such other matters as the Court may deem appropriate.

The Court has reserved the right to adjourn the Settlement Hearing or any adjournment thereof, including the hearing on the Fee Application, without further notice of any kind to the Class other than by oral announcement at the Settlement Hearing or any adjournment thereof. The Court has also reserved the right to approve the Proposed 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.

RIGHT TO APPEAR AND OBJECT

Any member of the Class who objects to the Proposed Settlement and/or the Order and Final Judgment to be entered by the Court, and/or the Fee Application, or otherwise wishes to be heard, may appear personally or by counsel at the Settlement Hearing and present any evidence or argument that may be proper and relevant; provided, however, that no member of the Class may be heard and no papers or briefs submitted by or on behalf of any member of the Class shall be received and considered, except by Order of the Court for good cause shown, unless, no later than fourteen (14) business days prior to the Settlement Hearing, copies of: (a) a written notice of intention to appear, identifying the name, address, and telephone number of the objector and, if represented, their counsel; (b) a written detailed statement of such person's specific objections to any matter before the Court; (c) proof of membership in the Class, including a listing of all transactions in AS&E common stock during the Class Period; (d) the grounds for such objections and any reasons for such Person's desiring to appear and be heard; and (e) all documents and writings such Person desires the Court to consider, are served by hand or overnight mail upon each of the following counsel:

LEVI & KORSINSKY LLP

Michael H. Rosner
William J. Fields
30 Broad Street, 24th Floor
New York, NY 10004
212.363.7500 (t)
212.363.7171 (f)

MATORIN LAW OFFICE, LLC

Mitchell J. Matorin
18 Grove Street, Suite 5
Wellesley, MA 02482
781.453.0100 (t)

WILMER CUTLER PICKERING HALE AND DORR LLP

Daniel W. Halston
Eric D. Wolkoff
Yavor L. Nechev
60 State Street
Boston, MA 02109
617.526.6000 (t)
617.526.5000 (f)

Such papers must also be filed by that day with the Clerk of Courts, Middlesex County Superior Court, 200 Trade Center, 2nd Floor, Woburn, MA 01801.

Any Class Member who does not object to the Proposed Settlement or the request by Plaintiff's Counsel for an award of attorneys' fees and expenses need not take any action with respect to this notice or this Proposed Settlement.

Unless the Court otherwise directs, no member of the Class will be entitled to object to the approval of the Proposed Settlement, to the Order and Final Judgment to be entered in the Action, or the Fee Application, nor will he, she or it otherwise be entitled to be heard with respect to any aspect of the Proposed Settlement, except by serving and filing a written objection as described above. Any member of the Class who does not make his, her or its objection in the manner described above shall be deemed to have waived his, her or its right to object to the Proposed Settlement, the entry of the Order and Final Judgment, and/or the Fee Application, and shall forever be barred and foreclosed from objecting to the fairness, reasonableness or adequacy of the Proposed Settlement (including the releases and liability protections for the Released Persons contained therein), the entry of the Order and Final Judgment, and/or the Fee Application, or from otherwise being heard with respect to any aspect of the Proposed Settlement, in this Action or in any other action or proceeding.

THE ACTION IS STAYED

Pending Final Approval of the Settlement: (a) all proceedings in the Action (other than those necessary to effectuate the Proposed Settlement) are stayed; (b) Defendants' time to answer or otherwise respond to the Complaint in the Action is extended indefinitely; and (c) Plaintiff and all members of the Class, and any of them, either directly, representatively, derivatively, or in any other capacity, are barred and enjoined from commencing, prosecuting, instigating or in any way participating in or promoting the commencement or prosecution of any action relating, directly or indirectly, to any Settled Claims against any Released Person. Plaintiff's Counsel will notify the Massachusetts Federal Court of the Stipulation and either apply for a stay of the proceedings in the Massachusetts Federal Court Action pending Final Approval of the Settlement or dismiss the Massachusetts Federal Court Action. In any event, within five (5) days of the Final Approval of this Settlement, Plaintiff shall dismiss the Massachusetts Federal Court Action with prejudice.

ORDER AND JUDGMENT OF THE COURT

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 will ask the Court to enter an Order and Final Judgment, which will, among other things:

- A. Determine that the form and method of Notice is the best notice reasonably practicable under the circumstances, constitutes due, adequate, and sufficient notice to all Persons entitled to receive notice of the Settlement, and satisfies the requirements of the United States Constitution (including the Due Process Clause), the laws of the Commonwealth of Massachusetts, and all other applicable law and rules;
- B. Determine that all members of the Class are bound by the Order and Final Judgment;
- C. Determine that the Action is a proper class action pursuant to Massachusetts Rule of Civil Procedure 23 and finally certify the Class;
- D. Determine that the Settlement is fair, reasonable, adequate, and in the best interests of Plaintiff and the Class;
- E. Approve and effectuate the releases provided for in the Stipulation;
- F. Bar and enjoin Plaintiff and the Class from instituting, commencing, or prosecuting any and all Settled Claims against all Released Persons; and
- G. Award Plaintiff's Counsel fair and reasonable attorneys' fees and expenses.

NOTICE TO PERSONS OR ENTITIES HOLDING OWNERSHIP ON BEHALF OF OTHERS

Brokerage firms, banks and/or other persons or entities who held shares of the common stock of AS&E during the period from and including June 20, 2016 through and including September 9, 2016 for the benefit of others are directed promptly to send this Notice to all of their respective beneficial owners. If additional copies of the Notice are needed for forwarding to such beneficial owners, any requests for such copies may be made to:

American Science and Engineering Settlement
c/o GCG
PO Box 10338
Dublin, OH 43017-5538

SCOPE OF THE NOTICE

This Notice is not all-inclusive. The references in this Notice to the Stipulation and other papers and proceedings are only summaries and do not purport to be comprehensive. For the full details of the Action, claims that have been asserted by the parties and the terms and conditions of the Proposed Settlement, including a complete copy of the Stipulation, members of the Class are referred to the Court files in the Action. You or your attorney may examine the Court files from the Action during regular business hours of each business day at the office of the Clerk of Courts, Middlesex County Superior Court, 200 Trade Center, 2nd Floor, Woburn, MA 01801.

Questions or comments regarding the Proposed Settlement may be directed to Plaintiff's Co-Lead Counsel:

LEVI & KORSINSKY LLP
Michael H. Rosner
30 Broad Street, 24th Floor
New York, NY 10004
212.363.7500 (t)
212.363.7171 (f)

MATORIN LAW OFFICE, LLC
Mitchell J. Matorin
18 Grove Street, Suite 5
Wellesley, MA 02482
781.453.0100 (t)

PLEASE DO NOT WRITE TO OR TELEPHONE THE COURT.

Dated: March 28, 2017