

SUPERIOR COURT OF THE STATE OF CALIFORNIA  
COUNTY OF SAN DIEGO

LABORERS' LOCAL #231 PENSION FUND, ) Individually and on Behalf of All Others ) Similarly Situated, )  Plaintiff, )  vs. ) WEBSENSE, INC., et al., )  Defendants. )	)	Case No. 37-2013-00050879-CU-BT-CTL  <u>CLASS ACTION</u>
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**NOTICE OF PENDENCY OF CLASS ACTION**

TO: All holders of Websense, Inc. ("Websense" or the "Company") common stock who received consideration for their shares in the acquisition of Websense by Vista Equity Partners ("VEP") (together with Tomahawk Acquisitions, LLC and Tomahawk Merger Sub, Inc., "Vista") at the price of \$24.75 per share, first announced on May 20, 2013. Excluded from the Class are defendants and any person, firm, trust, corporation or other entity related to or affiliated with any defendant (the "Class")

1. This Notice is given pursuant to an Order of the Superior Court of California, County of San Diego (the "Court"), requiring that this Notice be sent to persons and entities who are included in the Class, as defined above, to advise them that this lawsuit has been certified as a class action and that they are potentially Class members. You received this Notice because you were identified as a potential Class member. If you fall within the definition of the Class set forth above, you are a Class member and **you do not need to do anything at this time.** If you are not a Class member or a person or entity that held shares of Websense on behalf of a Class member, you may ignore this Notice.

2. This Notice is not an expression of any opinion by the Court as to the merits of any of the claims or defenses asserted by any party in this litigation. Moreover, it is not intended to suggest any likelihood that Plaintiff or any other Class member will obtain any relief. If there is any monetary recovery in the form of damages, Class members may be entitled to share in the proceeds, less such costs, expenses, and attorneys' fees as the Court may allow.

3. A class action lawsuit is a lawsuit in which one or more persons sue on behalf of themselves and others who have similar claims, called Class members. The Court has certified that the Class members in this litigation are:

All holders of Websense common stock who received consideration for their shares in the acquisition of Websense by Vista at the price of \$24.75 per share, first announced on May 20, 2013. Excluded from the Class are defendants and any person, firm, trust, corporation or other entity related to or affiliated with any defendant.

4. Plaintiff Laborers' Local #231 Pension Fund is the class representative. Defendants John McCormack, John B. Carrington, Charles Boesenberg, Bruce T. Coleman, John F. Schaefer, Mark S. St. Clare, Gary E. Sutton and Peter C. Waller (collectively, "Defendants"), are eight individuals who were directors of Websense at the time of its acquisition by Vista (the "Acquisition").

5. Plaintiff's Third Amended Complaint for Breaches of Fiduciary Duty and Violations of State Law ("Third Amended Complaint") alleges that Defendants breached their fiduciary duties of loyalty and good faith owed to the shareholders of Websense in connection with the Acquisition by, among other things, failing to protect the sales process from conflicts of interest, failing to take steps to maximize shareholder value, agreeing to a deal price that undervalued the Company, agreeing to unreasonably preclusive deal protection provisions, and failing to fully disclose all material facts related to the Acquisition.

6. Defendants have denied and continue to deny any wrongdoing in this case and believe that Plaintiff's claims are without merit. Among other things, Defendants contend that they did not breach their fiduciary duties to the Company and its shareholders in connection with the Acquisition or the process leading up to the Acquisition. Defendants contend that they acted on an informed basis, in good faith, and in the best interests of the corporation and its shareholders. Defendants further maintain that there were no disabling conflicts of interest, that the deal price and process were reasonable, that the deal terms were standard and not preclusive, and that the Company's disclosures in connection with the Acquisition were adequate.

7. No judgment has been entered or settlement reached at this time. If a settlement of the lawsuit is reached, it will be subject to approval by the Court. Class members will be sent additional notice of any such proposed settlement as may be approved by the Court, and members of the Class who have not previously excluded themselves will have an opportunity to object to the terms of the proposed settlement, and may be required to submit a claim form to demonstrate their entitlement to any payment. Similarly, the Court may also direct further notice to the Class following any judgment that may be entered after the trial of this case, or for any other reason that the Court may determine.

8. You may review a copy of the Third Amended Complaint and other documents in the case by visiting the following website: [www.websenseshareholderlitigation.com](http://www.websenseshareholderlitigation.com).

9. The Court has approved the following law firm to serve as counsel for the Class, finding that it will fairly and adequately protect the interests of the Class:

**ROBBINS GELLER RUDMAN & DOWD LLP**

655 West Broadway, Suite 1900

San Diego, CA 92101

Telephone: (619) 231-1058

[www.rgrdlaw.com](http://www.rgrdlaw.com)

Although the Court has appointed attorneys to represent the Class as described above, you have the right to retain your own counsel at your own expense. However, you are not required to retain separate counsel. If you do not retain separate counsel and remain a member of the Class, your interest will be represented by Class counsel.

10. All brokerage firms, banks, and/or other persons or entities who held Websense shares during the relevant time period as a nominee for a beneficial owner are requested to send this Notice to all such beneficial owners no later than ten (10) days after receipt of this Notice. Additional copies of this Notice with postage prepaid will be provided to such nominees upon written request sent to the address identified in Paragraph 4 below. In the alternative, all nominees are requested to send an unduplicated list of names and addresses of said beneficial owners to the address identified in Paragraph 4 below. The Notice Administrator will thereafter mail copies of this Notice directly to all such beneficial owners. Counsel for the Class will prepay the reasonable cost of preparing an unduplicated list of names and addresses of such beneficial owners or of forwarding this Notice to

beneficial owners in those cases where a nominee elects to forward this Notice rather than provide a list of names and addresses to Plaintiff's counsel.

NOW THEREFORE, TAKE NOTICE:

1. If you were a holder of Websense common stock who received consideration for your shares in the Acquisition of Websense by Vista at the price of \$24.75 per share, and you are neither a named defendant in this action nor any person, firm, trust, corporation or other entity related to or affiliated with any defendant, then you are a member of the Class unless you request exclusion therefrom as provided in Paragraph 3 below.

2. All members of the Class who do not request to be excluded will be bound by any judgment, whether or not favorable to the Class. ***If you wish to remain a member of the Class, you need do nothing*** and your rights in this lawsuit will be represented by Lead Counsel for Plaintiff and the Class, Robbins Geller Rudman & Dowd LLP. ***If you wish, you may enter an appearance through your own counsel at your own expense.***

3. You may request to be excluded from the Class by mailing a written request for exclusion to the Notice Administrator at the address below, postmarked on or before March 11, 2016, setting forth your name and address. In order to be valid, any letter or other written direction to be excluded must: (a) set forth the name, address and telephone number of the person or entity directing exclusion; (b) state that such person or entity requests to be excluded from the Class in this case; and (c) be signed by such person or duly authorized representative of such person or entity. Persons who request exclusion will not be entitled to share in the benefits of any judgment or settlement nor will they be bound by any settlement or judgment. If you elect to be excluded from the Class, you may pursue, at your own expense, whatever legal rights you may have. ***You should only elect to be excluded from the Class if you do NOT wish to participate in this class action and do not wish to share in any potential recovery that the Class may obtain.***

4. All communications regarding this Notice must be made in writing, must refer to the name and number of this action, *Laborers' Local #231 Pension Fund v. Websense, Inc., et al.*, Case No. 37-2013-00050879-CU-BT-CTL, and must be addressed to:

Websense, Inc. Shareholder Litigation  
Notice Administrator  
c/o Gilardi & Co. LLC  
P.O. Box 990  
Corte Madera, CA 94976-0990

PLEASE DO NOT TELEPHONE THE CLERK OF THE COURT REGARDING THIS NOTICE.

DATED: January 26, 2016

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THE HONORABLE JOAN M. LEWIS  
SAN DIEGO SUPERIOR COURT JUDGE

*Websense, Inc. Shareholder Litigation*  
Notice Administrator  
c/o Gilardi & Co. LLC  
PO Box 990  
Corte Madera, CA 94976-0990

Presorted  
First-Class Mail  
US Postage  
**PAID**  
Gilardi & Co

**IMPORTANT LEGAL DOCUMENTS ENCLOSED.**

**WEBSENSE**