

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE CPI CARD GROUP INC.
SECURITIES LITIGATION

: No. 16 Civ. 04531 (LAK)
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PROOF OF CLAIM AND RELEASE

A. GENERAL INSTRUCTIONS

1. To recover as a member of the Settlement Class based on your claims in the action entitled *In re CPI Card Group Inc. Securities Litigation*, No. 16 Civ. 04531 (LAK) (the “Action”), you must complete and, on page 6 below, sign this Proof of Claim and Release form (“Claim Form”). If you fail to submit a timely and properly addressed (as set forth in paragraph 3 below) Claim Form, your claim may be rejected and you may not receive any recovery from the Net Settlement Fund created in connection with the proposed Settlement.

2. Submission of this Claim Form, however, does not assure that you will share in the proceeds of the Settlement of the Action.

3. **THIS CLAIM FORM MUST BE SUBMITTED ONLINE AT WWW.CPISECURITIESSETTLEMENT.COM NO LATER THAN JANUARY 30, 2019 OR, IF MAILED, BE POSTMARKED OR RECEIVED NO LATER THAN JANUARY 30, 2019, ADDRESSED AS FOLLOWS:**

CPI Securities Litigation
Claims Administrator
c/o A.B. Data, Ltd.
P.O. Box 173056
Milwaukee, WI 53217
www.CPISecuritiesSettlement.com

If you are NOT a member of the Settlement Class (as defined in the Notice of Pendency of Class Action, Proposed Settlement, and Motion for Attorneys’ Fees and Expenses (“Notice”), which accompanies this Claim Form) DO NOT submit a Claim Form.

4. If you are a member of the Settlement Class and you did not timely request exclusion in response to the Notice dated November 1, 2018, you are bound by the terms of any judgment entered in the Action, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A CLAIM FORM.

B. CLAIMANT IDENTIFICATION

1. If you purchased or acquired the common stock of CPI Card Group Inc. (“CPI”) during the period from October 9, 2015 through June 15, 2016, inclusive (the “Relevant Period”) and held the stock in your name, you are the beneficial purchaser as well as the record purchaser. If, however, you purchased or acquired the common stock of CPI during the Relevant Period through a third party, such as a brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.

2. Use Part I of this form entitled “Claimant Identification” to identify each beneficial purchaser or acquirer of CPI common stock that forms the basis of this claim, as well as the purchaser or acquirer of record if different. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S).**

3. All joint purchasers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

C. IDENTIFICATION OF TRANSACTIONS

1. Use Part II of this form entitled “Schedule of Transactions in CPI Common Stock” to supply all required details of your transaction(s) in CPI common stock. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

2. On the schedules, provide all of the requested information with respect to all of your purchases or acquisitions and all of your sales of CPI common stock between October 9, 2015 and March 6, 2017, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to all of the shares of CPI common stock you held at the close of trading on March 6, 2017. Failure to report all such transactions may result in the rejection of your claim.

3. **PLEASE NOTE:** On December 20, 2017, there was a 1-for-5 reverse stock split. When completing this Claim Form, enter share and pricing information exactly as reflected in your documentation. Adjustments will be made by the Claims Administrator.

4. The date of covering a “short sale” is deemed to be the date of purchase of CPI common stock. The date of a “short sale” is deemed to be the date of sale of CPI traded stock.

5. Copies of broker confirmations or other documentation of your transactions in CPI common stock should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim. The Parties do not have information about your transactions in CPI common stock.

6. **NOTICE REGARDING ELECTRONIC FILES:** Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All claimants **MUST** submit a manually signed paper Claim Form whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at (866) 778-6568 to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

PART II – SCHEDULE OF TRANSACTIONS IN CPI COMMON STOCK¹

1. HOLDINGS AS OF OCTOBER 9, 2015 – State the total number of shares of CPI common stock held as of the opening of trading on October 9, 2015. (Must be documented.) If none, write “zero” or “0.” _____	Confirm Proof of Position Enclosed <input type="checkbox"/>
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2. PURCHASES/ACQUISITIONS FROM OCTOBER 9, 2015 THROUGH MARCH 6, 2017. Separately list each and every purchase/acquisition of CPI common stock from after the opening of trading on October 9, 2015 through and including the close of trading on March 6, 2017.² (Must be documented.)

Date of Purchase/ Acquisition (List Chronologically) (Month/Day/Year)	Number of Shares Purchased/ Acquired	Purchase/ Acquisition Price Per Share	Total Purchase/ Acquisition Price (excluding taxes, commissions, and fees)	Confirm Proof of Purchase/ Acquisition Enclosed
/ /		\$	\$	○
/ /		\$	\$	○
/ /		\$	\$	○
/ /		\$	\$	○
/ /		\$	\$	○

3. SALES FROM OCTOBER 9, 2015 THROUGH MARCH 6, 2017 – Separately list each and every sale/disposition of CPI common stock from after the opening of trading on October 9, 2015 through and including the close of trading on March 6, 2017. (Must be documented.)

Date of Sale (List Chronologically) (Month/Day/Year)	Number of Shares Sold	Sale Price Per Share	Total Sale Price (excluding taxes, commissions, and fees)	Confirm Proof of Sale Enclosed
/ /		\$	\$	○
/ /		\$	\$	○
/ /		\$	\$	○
/ /		\$	\$	○
/ /		\$	\$	○

4. HOLDINGS AS OF MARCH 6, 2017 – State the total number of shares of CPI common stock held as of the close of trading on March 6, 2017. (Must be documented.) If none, write “zero” or “0.” _____	Confirm Proof of Position Enclosed <input type="checkbox"/>
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IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU MUST PHOTOCOPY THIS PAGE AND CHECK THIS BOX

IF YOU DO NOT CHECK THIS BOX THESE ADDITIONAL PAGES WILL NOT BE REVIEWED. INCLUDE THE BENEFICIAL OWNER’S FULL NAME AND LAST FOUR DIGITS OF SOCIAL SECURITY NUMBER/TAXPAYER IDENTIFICATION NUMBER ON EACH PAGE.

¹ On December 20, 2017, there was a 1-for-5 reverse stock split. When completing this Claim Form, enter share and pricing information exactly as reflected in your documentation. Adjustments will be made by the Claims Administrator.

² **Please note:** Information requested with respect to your purchases/acquisitions of CPI common stock from after the opening of trading on June 16, 2016 through and including the close of trading on March 6, 2017 is needed in order to balance your claim; purchases during this period, however, are not eligible under the Settlement and will not be used for purposes of calculating your Recognized Claim pursuant to the Plan of Allocation.

YOU MUST READ AND SIGN THE RELEASE ON THE NEXT PAGE. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.

A. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release under the terms of the Stipulation and Agreement of Settlement, dated September 21, 2018 (the "Stipulation") described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the District of New York, with respect to my (our) claim as a Settlement Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Action. I (We) agree to furnish additional information to the Claims Administrator to support this claim (including transactions in other CPI securities) if requested to do so. I (We) have not submitted any other claim in the Action covering the same purchases or sales of CPI common stock during the Relevant Period and know of no other person having done so on my (our) behalf.

B. RELEASE AND ACKNOWLEDGEMENT

7. Upon the occurrence of the Court's approval of the Settlement, as detailed in the accompanying Notice, I (we) agree and acknowledge that my (our) signature(s) below shall effect and constitute a full and complete release and discharge by me (us) and my (our) successors, assigns, executors, administrators, representatives, attorneys, and agents, in their capacities as such (or, if I am (we are) submitting this Claim Form on behalf of a corporation, a partnership, estate or one or more other persons, by it, him, her or them, and by its, his, her or their successors, assigns, executors, administrators, representatives, attorneys, and agents, in their capacities as such) of each of the "Released Defendant Parties" of all "Released Claims," as those terms are defined in the Stipulation.

8. Upon the occurrence of the Court's approval of the Settlement, as detailed in the accompanying Notice, I (we) agree and acknowledge that my (our) signature(s) below shall effect and constitute an agreement by me (us) and my (our) successors, assigns, executors, administrators, representatives, attorneys, and agents, in their capacities as such (or, if I am (we are) submitting this Claim Form on behalf of a corporation, a partnership, estate or one or more other persons, by it, him, her or them, and by its, his, her or their successors, assigns, executors, administrators, representatives, attorneys, and agents, in their capacities as such) to permanently refrain from prosecuting or attempting to prosecute any Released Claims against any of the Released Defendant Parties.

9. I (We) acknowledge that the inclusion of "Unknown Claims" in the definition of "Released Claims" set forth in the Stipulation was separately bargained for and is a material element of the Settlement of which this release is a part.

10. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

11. I (We) hereby warrant and represent that I (we) have included the information requested about all of my (our) transactions in CPI common stock which are the subject of this claim, as well as the opening and closing positions in such securities held by me (us) on the dates requested in this Claim Form.

12. I (We) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code. (Note: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike out the prior sentence.)

I declare under penalty of perjury under the laws of the United States of America that all of the foregoing information supplied on this Claim Form by the undersigned is true and correct.

Executed this _____ day of _____, in _____, _____.
(Month / Year) (City) (State/Country)

Signature of Claimant

Signature of Joint Claimant, if any

Print Name of Claimant

Print Name of Joint Claimant, if any

(Capacity of person(s) signing, e.g., Beneficial Purchaser, Executor or Administrator)

ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.

THANK YOU FOR YOUR PATIENCE.

REMINDER CHECKLIST

1. Please sign the above release and acknowledgement.
2. If this claim is being made on behalf of Joint Claimants, then both must sign.
3. Remember to attach copies of supporting documentation, if available.
4. **Do not send** originals of certificates.
5. Keep a copy of your Claim Form and all supporting documentation for your records.
6. If you desire an acknowledgment of receipt of your Claim Form, please send it Certified Mail, Return Receipt Requested.
7. If you move, please send your new address to:
CPI Securities Litigation
Claims Administrator
c/o A.B. Data, Ltd.
P.O. Box 173056
Milwaukee, WI 53217
info@CPISecuritiesSettlement.com
8. **Do not use red pen or highlighter** on the Claim Form or supporting documentation.