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UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE FOREIGN EXCHANGE  
BENCHMARK RATES ANTITRUST  
LITIGATION

No. 1:13-cv-07789-LGS

~~PROPOSED~~ ORDER APPROVING THE PLAN OF DISTRIBUTION

WHEREAS, a class action is pending in this Court entitled *In re Foreign Exchange Benchmark Rates Antitrust Litigation*, No 1:13-cv-07789-LGS;

WHEREAS, Class Plaintiffs have entered into settlements as set forth in the Stipulation and Agreement of Settlement with Bank of America Corporation, Bank of America, N.A., and Merrill Lynch, Pierce, Fenner & Smith Incorporated; Stipulation and Agreement of Settlement with Barclays Bank PLC and Barclays Capital Inc.; Stipulation and Agreement of Settlement with BNP Paribas Group, BNP Paribas North America Inc., BNP Paribas Securities Corp., and BNP Prime Brokerage, Inc.; Stipulation and Agreement of Settlement with Citigroup Inc., Citibank, N.A., Citicorp, and Citigroup Global Markets Inc.; Stipulation and Agreement of Settlement with The Goldman Sachs Group, Inc. and Goldman, Sachs & Co.; Stipulation and Agreement of Settlement with HSBC Holdings PLC, HSBC Bank PLC, HSBC North America Holdings Inc., HSBC Bank USA, N.A., and HSBC Securities (USA) Inc.; Stipulation and Amended Agreement of Settlement with JPMorgan Chase & Co. and JPMorgan Chase Bank, N.A.; Stipulation and Agreement of Settlement with The Royal Bank of Scotland Group PLC, The Royal Bank of Scotland PLC, and RBS Securities Inc.; Stipulation and Amended Agreement of Settlement with UBS AG, UBS Group AG, and UBS Securities LLC; Stipulation and

Agreement of Settlement with The Bank of Tokyo-Mitsubishi UFJ, Ltd.; Stipulation and Agreement of Settlement with Morgan Stanley, Morgan Stanley & Co., LLC, and Morgan Stanley & Co. International plc; Stipulation and Agreement of Settlement with RBC Capital Markets, LLC; Stipulation and Agreement of Settlement with Société Générale; Stipulation and Agreement of Settlement with Standard Chartered Bank; and Stipulation and Agreement of Settlement with Deutsche Bank AG;

WHEREAS each of the foregoing stipulations are collectively referred to as the “Settlement Agreements,” and the foregoing defendants are collectively referred to as the “Settling Defendants;”

WHEREAS the Settlement Agreements provide for a complete dismissal with prejudice of the claims asserted against the Settling Defendants on the terms and conditions set forth in the Settlement Agreements, subject to the approval of this Court;

WHEREAS, unless otherwise defined in this Order Approving the Plan of Distribution (the “Order”), the capitalized terms herein shall have the same meaning as they have in the Settlement Agreements;

WHEREAS, by Orders dated December 15, 2015, September 8, 2017, and September 29, 2017 (the “Preliminary Approval Orders”) and September 29, 2017 (the “Notice Order”), this Court: (a) preliminarily approved the Settlement Agreement and Plan of Distribution; (b) preliminarily certified the Settlement Classes; (c) ordered that notice of the Settlement Agreements be provided to potential members of the Settlement Classes; (d) provided members of the Settlement Classes with the opportunity either to exclude themselves from the Settlement Classes or to object to any of the proposed Settlement Agreements; (e) designated Christopher M. Burke and Michael D. Hausfeld as settlement class counsel for the Settlement Class (“Class

Counsel”) and Class Plaintiffs as class representatives of the Settlement Classes; and (f) scheduled a hearing regarding final approval of the Settlement on May 23, 2018;

WHEREAS, due and adequate notice has been given to the Settlement Classes;

WHEREAS, the 90-day period provided by the Class Action Fairness Act, 28 U.S.C. §1715(d), having expired;

WHEREAS, the Court conducted a hearing on May 23, 2018 (the “Fairness Hearing”) to consider, among other things, whether the Plan of Distribution should be approved; and

WHEREAS, the Court having reviewed and considered the Plan of Distribution, all papers filed and proceedings held herein in connection with the Settlement Agreements, and the record in the Action, and good cause appearing therefore,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED:

1. **Jurisdiction** – This Court has jurisdiction over the subject matter of the Action, all matters relating to the settlements, as well as personal jurisdiction over all Parties and each of the Settlement Class Members.

2. **CAFA Notice** – The notice provisions of the Class Action Fairness Act, 28 U.S.C. §1715, have been satisfied.

3. **Notice** – Notice of Class Plaintiffs’ motion for approval of the Plan of Distribution was given to all members of the Settlement Classes who or which could be identified with reasonable effort. The form and method of notifying the Settlement Classes of the motion for approval of the proposed Plan of Distribution satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure and the United States Constitution (including the Due Process Clause), constituted the best notice practicable under the circumstances, and constituted due and sufficient notice to all Persons entitled thereto.

4. **Plan of Distribution** – The Court finds and concludes that the Plan of Distribution is, in all respects, fair and reasonable to the Settlement Classes.

5. **Retention of Jurisdiction** – Without affecting the finality of this Order in any way, this Court hereby retains continuing jurisdiction over the Parties and the Settlement Class Members for all matters relating to this Action, including the administration, interpretation, effectuation, or enforcement of this Order.

6. **Separate Orders** – Separate orders shall be entered regarding Final Approval and Judgment and awarding attorneys’ fees and reimbursement of litigation expenses. Such orders shall in no way disturb or affect this Order and shall not affect or delay the Effective Date of the Settlement.

7. **Entry of Order** – There is no just reason for delay in the entry of this Order, and immediate entry by the Clerk of the Court is expressly directed.

IT IS SO ORDERED.

DATED: August 6, 2018

  
LORNA G. SCHOFIELD  
UNITED STATES DISTRICT JUDGE