

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

THOMAS CULLINAN, Individually and On Behalf of All
Others Similarly Situated,

Plaintiff,

v.

CEMTREX, INC., SAAGAR GOVIL, ARON GOVIL and
RENATO DELA RAMA,

Defendants.

No.: 2:17-cv-01067 (JFB) (AYS)

CLASS ACTION

**NOTICE OF PENDENCY AND
SETTLEMENT OF CLASS ACTION**

If you purchased or otherwise acquired Cemtrex, Inc. (“Cemtrex” or the “Company”) securities during the period from December 26, 2012 through and including March 6, 2017 (the “Class Period”), you could get a payment from a class action settlement (the “Settlement”).

Under law, a federal court has authorized this Notice.

- If approved by the Court, the Settlement will provide \$625,000, plus any interest earned thereon (the “Settlement Amount”), to pay claims of investors who purchased Cemtrex securities during the period from December 26, 2012 through and including March 6, 2017.

- The Settlement represents an average recovery of \$0.12 per share for the 5.2 million estimated shares that Lead Plaintiffs allege were damaged and declined in value as a result of Defendants’ alleged misconduct during the Class Period. This is not an estimate of the actual recovery per share you should expect. Your actual recovery will depend on the aggregate losses of all Class Members, the date(s) you purchased and sold Cemtrex securities and the total number and amount of claims filed.

- Attorneys for Lead Plaintiffs (“Class Counsel”) intend to ask the Court to award them fees of \$156,250 (25% of the Settlement Amount), reimbursement of litigation expenses of no more than \$80,000 and an award to the Lead Plaintiffs as follows: amounts not to exceed \$22,000 to Dr. Khetarpal; and \$2,500 to each of the remaining lead plaintiffs Benjamin Webb, Gang Chen, Timothy Heath, and Minh Nguyen. Collectively, the attorneys’ fees are estimated to average \$0.03 per Cemtrex share. If approved by the Court, these amounts will be paid from the Settlement Fund.

- The approximate recovery, after deduction of attorneys’ fees and expenses approved by the Court, is an average of \$0.07 per Cemtrex share. This estimate is based on the assumptions set forth in the preceding paragraph. Your actual recovery, if any, will vary depending on your purchase price and sales price, and the number and amount of claims filed.

- The Settlement resolves the lawsuit concerning whether Cemtrex and its officers and directors made false and misleading statements, in violation of federal securities laws, based upon the allegations set forth in the Amended Complaint, including that: (1) Cemtrex made false or misleading statements relating to its acquisition of the German subsidiary, Periscope; (2) Cemtrex made false or misleading statements relating to Cemtrex India; and (3) Cemtrex made false or misleading statements regarding its internal controls and disclosure compliance. Defendants Cemtrex Inc. (“Cemtrex”), Saagar Govil, Aron Govil, and Renato Dela Rama (the “Defendants”) deny all allegations of misconduct.

- Your legal rights will be affected whether you act or do not act. If you do not act, you may permanently forfeit your right to recover on this claim. Therefore, you should read this Notice carefully.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT

SUBMIT A PROOF OF CLAIM FORM NO LATER THAN APRIL 15, 2019	The only way to get a payment.
EXCLUDE YOURSELF NO LATER THAN APRIL 22, 2019	Get no payment. This is the only option that allows you to be part of any other lawsuit against the Defendants about the legal claims in this case.
OBJECT NO LATER THAN MAY 8, 2019	Write to the Court about why you do not like the settlement.
GO TO A HEARING ON MAY 22, 2019	Speak in Court about the fairness of the settlement.
DO NOTHING	Get no payment. Give up rights.

INQUIRIES

Please do not contact the Court regarding this notice. All inquiries concerning this Notice, the Proof of Claim form, or any other questions by Class members should be directed to:

Cemtrex, Inc. Securities Litigation Settlement c/o RG/2 Claims Administration LLC P.O. Box 59479 Philadelphia, PA 19102-9479	LEVI & KORSINSKY, LLP 733 Summer Street, Suite 304 Stamford, CT 06901 Tel.: (203) 992-4523 Fax: (212) 363-7171
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COMMON QUESTIONS AND ANSWERS CONCERNING THE SETTLEMENT

1. Why did I get this Notice?

You or someone in your family may have acquired Cemtrex securities during the Class Period.

2. What is this lawsuit about?

The case is known as *Cullinan v. Cemtrex, Inc., et al.*, Case No. 2:17-cv-01067 (the “Class Action”), and the Court in charge of the case is the United States District Court for the Eastern District of New York.

The Class Action involves whether the Defendants violated the federal securities laws because the Company allegedly made false and misleading statements to the investing public as set out in the Amended Complaint, including statements about (1) its German subsidiary, Periscope; (2) Cemtrex India; and (3) its internal controls and disclosure compliance. Defendants deny they did anything wrong. The Settlement resolves all of the claims in the Class Action against the Defendants.

3. Why is this a class action?

In a class action, one or more persons and/or entities, called Lead Plaintiffs, sue on behalf of all persons and/or entities who have similar claims. All of these persons and/or entities are referred to collectively as a Class, and these individual persons and/or entities are known as Class Members. One court resolves all of the issues for all Class Members, except for those Class Members who exclude themselves from the Class.

4. Why is there a Settlement?

Lead Plaintiffs and Defendants do not agree about the merits of Lead Plaintiffs’ allegations with respect to liability or the average amount of damages per share that would be recoverable if Lead Plaintiffs were to prevail at trial on each claim. The issues on which the Lead Plaintiffs and Defendants disagree include: (1) whether Defendants made false and misleading statements or omitted to disclose material facts; (2) whether Defendants made these statements or omissions with the intent to defraud the

investing public; (3) whether the statements or omissions were the cause of the Class Members' alleged damages; and (4) the amount of damages, if any, suffered by the Class Members.

This matter has not gone to trial, and the Court has not decided in favor of either Lead Plaintiffs or Defendants. Instead, Lead Plaintiffs and Defendants have agreed to settle the Class Action. The Lead Plaintiffs and Class Counsel believe the settlement is best for all Class Members because of the risks associated with continued litigation and the nature of the defenses raised by the Defendants. Even if Plaintiffs were to win at trial and also withstand Defendants' inevitable challenge on appeal, Plaintiffs might not be able to collect some, or all, of the judgment.

5. How do I know if I am part of the Class settlement?

To be a Class Member, you must have purchased or otherwise acquired Cemtrex securities during the period from December 26, 2012 through and including March 6, 2017.

6. Are there exceptions to being included?

Yes. Excluded from the Class are Defendants, and all officers and directors of Cemtrex, and the members of such excluded persons' immediate families, legal representatives, heirs, predecessors, successors, and assigns, and any entity in which any excluded person has or had a controlling interest. Also, if you exclude yourself from the Class, as described below, you are not a part of the Class. You are also excluded from the Class if you have a net profit in purchases and sales of Cemtrex securities or otherwise suffered no compensable damages during the Class Period.

7. What does the Settlement provide?

a. What is the Settlement Fund?

The proposed Settlement calls for Defendants to create a Settlement Fund (the "Settlement Fund") in the amount of \$625,000. Subject to the Court's approval, a portion of the Settlement Fund will be used to pay Lead Plaintiffs' attorneys' fees and reasonable litigation expenses and any award to Lead Plaintiffs. A portion of the Settlement Fund also will be used to pay taxes due on interest earned by the Settlement Fund, if necessary, and any notice and claims administration expenses permitted by the Court. After the foregoing deductions from the Settlement Fund have been made, the amount remaining (the "Net Settlement Fund") will be distributed to Class Members who submit valid claims.

b. What can you expect to receive under the proposed Settlement?

Your share of the Net Settlement Fund will or may depend on: (i) the number of claims filed; (ii) the dates you purchased and sold Cemtrex securities; (iii) the prices of your purchases and sales; (iv) the amount of administrative costs, including the costs of notice; and (v) the amount awarded by the Court to Lead Plaintiffs and Class Counsel for attorneys' fees, costs, and expenses.

The compensable loss per share ("Recognized Loss") of each Authorized Claimant shall be calculated according to the following formula:

PLAN OF ALLOCATION OF THE NET SETTLEMENT FUND

How will my claim be calculated?

1. As discussed above, the Settlement provides \$625,000 in cash for the benefit of the Class. The Settlement Amount and any interest it earns constitute the "Settlement Fund." The Settlement Fund, after deduction of Court-approved attorneys' fees and expenses, Notice and Administration Expenses, Taxes, and any other fees or expenses approved by the Court, is the "Net Settlement Fund." If the Settlement is approved by the Court, the Net Settlement Fund will be distributed to eligible Authorized Claimants – *i.e.*, members of the Class who timely submit valid Claim Forms that are accepted for payment by the Court – in accordance with this proposed Plan of Allocation ("Plan of Allocation" or "Plan") or such other plan of allocation as the Court may approve. Class Members who do not timely submit valid Claim Forms will not share in the Net Settlement Fund, but will otherwise be bound by the Settlement. The Court may approve this proposed Plan of Allocation, or modify it, without additional notice to the Class. Any order modifying the Plan of Allocation will be posted on the settlement website, www.rg2claims.com/cemtrex.html.

2. The objective of the Plan of Allocation is to distribute the Settlement proceeds equitably among those Class Members who suffered economic losses as a proximate result of the alleged wrongdoing. The Plan of Allocation is not a formal damage analysis, and the calculations made in accordance with the Plan of Allocation are not intended to be estimates of, or indicative of, the amounts that Class Members might have been able to recover after a trial. Nor are the calculations in accordance with the Plan of Allocation intended to be estimates of the amounts that will be paid to Authorized Claimants under the Settlement. The computations under the Plan of Allocation are only a method to weigh, in a fair and equitable manner, the claims of Authorized Claimants against one another for the purpose of making *pro rata* allocations of the Net Settlement Fund.

3. The Plan of Allocation was developed in consultation with Plaintiffs' damages expert. In developing the Plan of Allocation, Plaintiffs' damages expert calculated the estimated amount of alleged artificial inflation in the per share prices of Cemtrex common stock that was allegedly proximately caused by Defendants' alleged materially false and misleading statements and omissions. In calculating the estimated artificial inflation allegedly caused by those misrepresentations and omissions, Plaintiffs' damages expert considered price changes in Cemtrex common stock in reaction to the public disclosure that allegedly corrected the respective alleged misrepresentations and omissions, adjusting the price change for factors that were attributable to market or industry forces, and for nonfraud related Cemtrex specific information.

4. In order to have recoverable damages, disclosure of the alleged misrepresentations or omissions must be the cause of the decline in the price of the Cemtrex common stock. In this case, Plaintiffs allege that Defendants made false statements and omitted material facts during the period from December 26, 2012 through and including March 6, 2017, which had the effect of artificially inflating the prices of Cemtrex common stock. Artificial inflation was removed from the price of Cemtrex common stock as the result of the alleged corrective disclosures that occurred on February 22, 2017.¹

5. In order to have recoverable damages under the federal securities laws, disclosure of the alleged misrepresentation and/or omission must be the cause of the decline in the price of the security. In this Action, Plaintiffs allege that corrective information allegedly impacting the price of Cemtrex common stock (referred to as the "corrective disclosure") was released to the market. In order to have a "Recognized Loss Amount" under the Plan of Allocation, shares of Cemtrex securities must have been purchased or otherwise acquired during the Class Period and held through the issuance of the corrective disclosure.

CALCULATION OF RECOGNIZED LOSS AMOUNT

6. Based on the formulas stated below, a "Recognized Loss Amount" will be calculated for each purchase or acquisition of Cemtrex shares during the Class Period that is listed on the Claim Form and for which adequate documentation is provided. If a Recognized Loss Amount calculates to a negative number or zero under the formula below, that Recognized Loss Amount will be zero.

7. For each share of Cemtrex securities purchased or otherwise acquired during the period December 26, 2012 through February 21, 2017 and:

- o Sold within the same period, the Recognized Loss Amount per share is zero.
- o Retained at the end of February 21, 2017 and sold before May 22, 2017 the claim per share shall be the lesser of: (i) \$1.73; (ii) the difference between the purchase price and the sale price; and (iii) the difference between the purchase price and the average closing price up to the date of sale as set forth in Table 1 below.
- o Held as of the close of trading on May 22, 2017, or sold thereafter, the claim per share shall be the lesser of (i) \$1.73; (ii) the difference between the purchase price and the sale price; and (iii) the difference between the purchase price and \$3.36 per share.²

8. For each share of Cemtrex securities purchased or otherwise acquired during the period February 21, 2017 through March 6, 2017 the Recognized Loss Amount per share is zero.

¹ Any transactions in Cemtrex securities executed outside of regular trading hours for the U.S. financial markets shall be deemed to have occurred during the next regular trading session.

² Under Section 21(D)(e)(1) of the Exchange Act, "in any private action arising under this Act in which the plaintiff seeks to establish damages by reference to the market price of a security, the award of damages to the plaintiff shall not exceed the difference between the purchase or sale price paid or received, as appropriate, by the plaintiff for the subject security and the mean trading price of that security during the 90-day period beginning on the date on which the information correcting the misstatement or omission that is the basis for the action is disseminated to the market." Consistent with the requirements of the statute, Recognized Loss Amounts are reduced to an appropriate extent by taking into account the closing prices of Cemtrex common stock during the 90-day look-back period. The mean (average) closing price for Cemtrex common stock during this 90-day look-back period was \$3.36 as shown in Table 1.

TABLE1

**Centrex Closing Price and Average Closing Price
February 22, 2017 – May 22, 2017**

Date	Closing Price	Average Closing Price
2/22/2017	\$3.40	\$3.40
2/23/2017	\$4.02	\$3.71
2/24/2017	\$4.01	\$3.81
2/27/2017	\$3.82	\$3.81
2/28/2017	\$3.54	\$3.76
3/1/2017	\$4.05	\$3.81
3/2/2017	\$3.66	\$3.79
3/3/2017	\$3.67	\$3.77
3/6/2017	\$3.35	\$3.72
3/7/2017	\$3.39	\$3.69
3/8/2017	\$3.37	\$3.66
3/9/2017	\$3.47	\$3.65
3/10/2017	\$3.52	\$3.64
3/13/2017	\$3.45	\$3.62
3/14/2017	\$3.33	\$3.60
3/15/2017	\$3.26	\$3.58
3/16/2017	\$3.32	\$3.57
3/17/2017	\$3.17	\$3.54
3/20/2017	\$3.06	\$3.52
3/21/2017	\$3.07	\$3.50
3/22/2017	\$3.17	\$3.48
3/23/2017	\$3.28	\$3.47
3/24/2017	\$3.31	\$3.46
3/27/2017	\$3.35	\$3.46
3/28/2017	\$3.30	\$3.45
3/29/2017	\$3.41	\$3.45
3/30/2017	\$3.60	\$3.46
3/31/2017	\$3.53	\$3.46
4/3/2017	\$3.35	\$3.46
4/4/2017	\$3.27	\$3.45
4/5/2017	\$3.15	\$3.44
4/6/2017	\$3.15	\$3.43

Date	Closing Price	Average Closing Price
4/7/2017	\$3.10	\$3.42
4/10/2017	\$3.16	\$3.41
4/11/2017	\$3.06	\$3.40
4/12/2017	\$3.10	\$3.40
4/13/2017	\$3.10	\$3.39
4/17/2017	\$3.14	\$3.38
4/18/2017	\$3.22	\$3.38
4/19/2017	\$3.32	\$3.38
4/20/2017	\$3.35	\$3.37
4/21/2017	\$3.37	\$3.37
4/24/2017	\$3.25	\$3.37
4/25/2017	\$3.23	\$3.37
4/26/2017	\$3.18	\$3.36
4/27/2017	\$3.23	\$3.36
4/28/2017	\$3.19	\$3.36
5/1/2017	\$3.08	\$3.35
5/2/2017	\$3.17	\$3.35
5/3/2017	\$3.16	\$3.34
5/4/2017	\$3.16	\$3.34
5/5/2017	\$3.22	\$3.34
5/8/2017	\$3.23	\$3.34
5/9/2017	\$3.41	\$3.34
5/10/2017	\$3.34	\$3.34
5/11/2017	\$3.20	\$3.34
5/12/2017	\$3.22	\$3.33
5/15/2017	\$3.20	\$3.33
5/16/2017	\$3.15	\$3.33
5/17/2017	\$3.94	\$3.34
5/18/2017	\$3.81	\$3.35
5/19/2017	\$3.82	\$3.35
5/22/2017	\$3.72	\$3.36

ADDITIONAL PROVISIONS

9. If a Class Member held shares of Cemtrex securities at the beginning of the Class Period or made multiple purchases, acquisitions or sales of Cemtrex shares during or after the Class Period, the starting point for calculating a Claimant's Recognized Loss is to match the Claimant's holdings, purchases and acquisitions to their sales using the FIFO (i.e., first-in-first-out) method. Under the FIFO method, Cemtrex shares sold during the Class Period will be matched, in chronological order first against Cemtrex shares held at the beginning of the Class Period. The remaining sales of Cemtrex shares during the Class Period will then be matched, in chronological order against Cemtrex shares purchased or acquired during the Class Period.

10. Purchases or acquisitions and sales of Cemtrex securities shall be deemed to have occurred on the "contract" or "trade" date as opposed to the "settlement" or "payment" date. The receipt or grant by gift, inheritance or operation of law of Cemtrex shares during the Class Period shall not be deemed a purchase, acquisition or sale of Cemtrex securities for the calculation of Recognized Loss, unless (i) the donor or decedent purchased or otherwise acquired such shares during the Class Period; (ii) no Proof of Claim was submitted by or on behalf of the donor, on behalf of the decedent, or by anyone else with respect to such securities; and (iii) it is specifically so provided in the instrument of gift or assignment.

11. An Authorized Claimant's Recognized Loss shall be the amount used to calculate the Authorized Claimant's *pro rata* share of the Net Settlement Fund. If the sum total of Recognized Loss of all Authorized Claimants who are entitled to receive payment out of the Net Settlement Fund is greater than the Net Settlement Fund, each Authorized Claimant shall receive his, her, or its *pro rata* share of the Net Settlement Fund. The *pro rata* share shall be the Authorized Claimant's Recognized Loss divided by the total of the Recognized Loss of all Authorized Claimants, multiplied by the total amount in the Net Settlement Fund. Given the costs of distribution, the Net Settlement Fund will be allocated among all Authorized Claimants whose Distribution Amount is \$10.00 or greater.

8. How can I get a payment?

To qualify for a payment, you must send in a form entitled "Proof of Claim and Release" (the "Proof of Claim"). This claim form is attached to this Notice. You may also obtain a claim form on the Internet at www.rg2claims.com/cemtrex.html. Read the instructions carefully, fill out the form, sign it in the location indicated, and mail the Proof of Claim form together with all documentation requested in the form, postmarked no later than April 15, 2019:

Cemtrex, Inc. Securities Litigation Settlement
c/o RG/2 Claims Administration LLC
P.O. Box 59479
Philadelphia, PA 19102-9479

The Claims Administrator will process your claim and determine whether you are an "Authorized Claimant".

9. What am I giving up to get a payment or stay in the Class?

Unless you exclude yourself, you will remain in the Class. That means that if the Settlement is approved, you and all Class Members will release (agreeing never to sue, continue to sue, or be part of any other lawsuit) all claims against the Defendants, their past or present or future subsidiaries, parents, affiliates, principals, successors and predecessors, assigns, officers, directors, shareholders, trustees, partners, agents, fiduciaries, contractors, employees, and attorneys (including in-house counsel and outside attorneys), auditors, and insurers; the immediate family members, representatives, and heirs of the Defendants; any trust of which any Defendant is the settlor or which is for the benefit of any immediate family member of any Defendant; any firm, trust, corporation, or entity in which any of the Defendants has a controlling interest; and any of the legal representatives, heirs, successors in interest or assigns of the Defendants, in connection with your acquisition of Cemtrex securities during the Class Period, except that you do not release the Released Parties from any claim or action to enforce the Settlement. It also means that all of the Court's orders will apply to you and legally bind you. If you sign the Proof of Claim form, you are agreeing to a "Release of Claims," which will bar you from ever filing a lawsuit against any Released Party to recover losses from the acquisition or sale of Cemtrex securities during the Class Period, except to enforce the Settlement. That means you will accept a share in the Net Settlement Fund as sole compensation for any losses you have suffered in the acquisition and sale of Cemtrex securities during the Class Period.

10. How do I get out of the Settlement?

If you do not want to receive a payment from this Settlement, and you want to keep any right you may have to sue or continue to sue any of the Defendants on your own based on the legal claims raised in this Class Action, then you must take steps to get out of the Settlement. This is called excluding yourself from – or “opting out” of – the Settlement. To exclude yourself from the Settlement, you must mail a letter stating you want to be excluded as a Class Member from *Cullinan v. Cemtrex, Inc., et al.*, Case No. 2:17-cv-01067. To be valid, your request must include your name, address, telephone number and your signature, along with an accurate list of all of your purchases and sales of Cemtrex securities (including the date, number of shares, and the amount of each purchase and sale). You must mail your exclusion request so that it is received no later than April 22, 2019, to both:

Cemtrex, Inc. Securities Litigation Settlement
c/o RG/2 Claims Administration LLC
P.O. Box 59479
Philadelphia, PA 19102-9479

And to

Douglas W. Greene, Esq.
BAKER & HOSTETLER LLP
999 Third Avenue, Suite 3600
Seattle, WA 98104-4040

You cannot exclude yourself by telephone or by e-mail. If you ask to be excluded, you will not receive a settlement payment, and you cannot object to the Settlement. If you ask to be excluded, you will not be legally bound by anything that happens in this Class Action.

11. If I do not exclude myself, can I sue the Defendants for the same thing later?

No. Unless you exclude yourself, you give up any right to sue any of the Defendants for the claims that this Settlement resolves. If you have a pending lawsuit, speak to your lawyer in that case immediately, since you may have to exclude yourself from this Class to continue your own lawsuit.

12. Do I have a lawyer in this case?

The Court appointed Levi & Korsinsky LLP as Lead Counsel, also referred to as Class Counsel, to represent you and the Class Members. If you want to be represented by your own lawyer, you may hire one at your own expense. Contact information for Levi & Korsinsky LLP is provided below.

13. How will the lawyers be paid?

Class Counsel have expended considerable time litigating this action on a contingent fee basis, and they have paid for the expenses of the litigation themselves and have not been paid attorneys' fees in advance of this Settlement. Class Counsel have done so with the expectation that if they are successful in recovering money for the Class, they will receive attorneys' fees and be reimbursed for their litigation expenses from the Settlement Fund, as is customary in this type of litigation. Class Counsel will not receive attorneys' fees or be reimbursed for their litigation expenses except from the Settlement Fund. Therefore, Class Counsel will file a motion asking the Court at the Settlement Hearing to make an award of attorneys' fees of \$156,250 (25% of the Settlement Amount), reimbursement of litigation expenses of no more than \$80,000 and an award to the Lead Plaintiffs as follows: amounts not to exceed \$22,000 to Dr. Khetarpal; and \$2,500 to each of the remaining lead plaintiffs Benjamin Webb, Gang Chen, Timothy Heath, and Minh Nguyen. The Court may award less than these amounts. Any amounts awarded by the Court will come out of the Settlement Fund.

14. How do I tell the Court if I do not like the Settlement?

You can tell the Court you do not agree with the Settlement, any part of the Settlement, Class Counsel's motion for attorneys' fees, or payment to Lead Plaintiffs and that you think the Court should not approve the Settlement, by mailing a letter stating that you object to the Settlement in the matter of *Cullinan v. Centrex, Inc., et al.*, Case No. 2:17-cv-01067. Be sure to include your name, address, telephone number, your signature, a list of your purchases and sales of Centrex securities in order to show your membership in the Class, and all of the reasons you object to the Settlement. Be sure to mail the objections to the three different places listed below, to be received no later than May 8, 2019, so the Court will consider your views:

Clerk of the Court United States District Court Eastern District of New York 100 Federal Plaza Central Islip, NY 11722	Shannon L. Hopkins LEVI & KORSINSKY, LLP 733 Summer Street, Suite 304 Stamford, CT 06901 Tel.: (203) 992-4523 Fax: (212) 363-7171	Douglas W. Greene BAKER & HOSTETLER LLP 999 Third Avenue, Ste 3600 Seattle, WA 98104-4040 Tel.: (206) 332-1380 Fax: (206) 624-7317
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15. What is the difference between objecting and requesting exclusion?

Objecting is simply telling the Court you do not like something about the Settlement. You can object only if you stay in the Class. Requesting exclusion is telling the Court you do not want to be part of the Class and Settlement. If you exclude yourself, you cannot object to the Settlement because it no longer concerns you. If you stay in the Class and object, but your objection is overruled, you will not be allowed a second opportunity to exclude yourself.

16. When and where will the Court decide whether to approve the Settlement?

The Court will hold a Settlement Hearing on May 22, 2019, at 1:30 p.m. in the United States District Court for the Eastern District of New York, Courtroom 1040, 100 Federal Plaza, Central Islip, NY 11722. At this hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate and whether to approve the Settlement. If there are objections, the Court will consider them, and the Court will listen to people who have asked to speak at the hearing. The Court may also decide how much to pay Class Counsel for attorneys' fees and expenses.

17. Do I have to come to the hearing?

No. Class Counsel will answer any questions the Court may have. However, you are welcome to attend at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as you mail your written objection on time, the Court will consider it.

18. What happens if I do nothing at all?

If you do nothing, you will not receive a payment from the Settlement. However, unless you exclude yourself, you will not be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against Defendants about the claims made in this case ever again.

DATED: FEBRUARY 28, 2019.

BY ORDER OF THE UNITED STATES DISTRICT COURT FOR THE
EASTERN DISTRICT OF NEW YORK

PROOF OF CLAIM AND RELEASE

Deadline for Submission: April 15, 2019

IF YOU PURCHASED OR OTHERWISE ACQUIRED CEMTREX, INC. SECURITIES DURING THE PERIOD FROM DECEMBER 26, 2012 THROUGH MARCH 6, 2017, INCLUSIVE (THE “CLASS PERIOD”), YOU ARE A “CLASS MEMBER” AND YOU MAY BE ENTITLED TO SHARE IN THE SETTLEMENT PROCEEDS.

IF YOU ARE A CLASS MEMBER, YOU MUST COMPLETE AND SUBMIT THIS FORM IN ORDER TO BE ELIGIBLE FOR ANY SETTLEMENT BENEFITS.

YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND RELEASE (“PROOF OF CLAIM”) AND MAIL IT BY FIRST CLASS MAIL, POSTMARKED NO LATER THAN APRIL 15, 2019, TO RG/2 CLAIMS ADMINISTRATION LLC, THE CLAIMS ADMINISTRATOR, AT THE FOLLOWING ADDRESS:

Cemtrex, Inc. Securities Litigation Settlement
c/o RG/2 Claims Administration LLC
P.O. Box 59479
Philadelphia, PA 19102-9479

YOUR FAILURE TO SUBMIT YOUR CLAIM BY APRIL 15, 2019 WILL SUBJECT YOUR CLAIM TO REJECTION AND PRECLUDE YOUR RECEIVING ANY MONEY IN CONNECTION WITH THE SETTLEMENT OF THIS ACTION. DO NOT MAIL OR DELIVER YOUR CLAIM TO THE COURT OR TO ANY OF THE PARTIES OR THEIR COUNSEL AS ANY SUCH CLAIM WILL BE DEEMED NOT TO HAVE BEEN SUBMITTED. SUBMIT YOUR CLAIM ONLY TO THE CLAIMS ADMINISTRATOR.

CLAIMANT’S STATEMENT

1. I (we) purchased or otherwise acquired Cemtrex, Inc. (“Cemtrex”) securities and was (were) damaged thereby. (Do not submit this Proof of Claim if you did not purchase Cemtrex securities during the designated Class Period).
2. By submitting this Proof of Claim, I (we) state that I (we) believe in good faith that I am (we are) a Class Member as defined above and in the Notice of Pendency and Settlement of Class Action (the “Notice”), or am (are) acting for such person(s); that I am (we are) not a Defendant in the Actions or anyone excluded from the Class; that I (we) have read and understand the Notice; that I (we) believe that I am (we are) entitled to receive a share of the Net Settlement Fund, as defined in the Notice; that I (we) elect to participate in the proposed Settlement described in the Notice; and that I (we) have not filed a request for exclusion. (If you are acting in a representative capacity on behalf of a Class Member [e.g., as an executor, administrator, trustee, or other representative], you must submit evidence of your current authority to act on behalf of that Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.)
3. I (we) consent to the jurisdiction of the Court with respect to all questions concerning the validity of this Proof of Claim. I (we) understand and agree that my (our) claim may be subject to investigation and discovery under the Federal Rules of Civil Procedure, provided that such investigation and discovery shall be limited to my (our) status as a Class Member(s) and the validity and amount of my (our) claim. No discovery shall be allowed on the merits of the Action or Settlement in connection with processing of the Proof of Claim.

4. I (we) have set forth where requested below all relevant information with respect to each purchase of Cemtrex shares during the Class Period, and each sale, if any, of such securities. I (we) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so.
5. I (we) have enclosed photocopies of the stockbroker's confirmation slips, stockbroker's statements, or other documents evidencing each purchase, sale or retention of Cemtrex securities listed below in support of my (our) claim. (IF ANY SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN A COPY OR EQUIVALENT DOCUMENTS FROM YOUR BROKER BECAUSE THESE DOCUMENTS ARE NECESSARY TO PROVE AND PROCESS YOUR CLAIM.)
6. I (we) understand that the information contained in this Proof of Claim is subject to such verification as the Claims Administrator may request or as the Court may direct, and I (we) agree to cooperate in any such verification. (The information requested herein is designed to provide the minimum amount of information necessary to process most simple claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your recognized claim. In some cases, the Claims Administrator may condition acceptance of the claim based upon the production of additional information, including, where applicable, information concerning transactions in any derivatives securities such as options.)
7. Upon the occurrence of the Court's approval of the Settlement, as detailed in the Notice, I (we) agree and acknowledge that my (our) signature(s) hereto shall effect and constitute a full and complete release, remise and discharge by me (us) and my (our) heirs, joint tenants, tenants in common, beneficiaries, executors, administrators, predecessors, successors, attorneys, insurers and assigns (or, if I am (we are) submitting this Proof of Claim 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 heirs, executors, administrators, predecessors, successors, and assigns) of each of the "Released Parties" of all "Settled Claims," as defined in the Notice.
8. 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 Proof of Claim form listing all their transactions whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at info@rg2claims.com or visit their website at www.rg2claims.com/cemtrex.html 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.

I. CLAIMANT INFORMATION

Name:		
Address:		
City	State	ZIP
Foreign Provenance	Foreign Country	
Day Phone	Evening Phone	
Email		
Social Security Number (for individuals):	OR	Taxpayer Identification Number (for estates, trusts, corporations, etc.)

II. SCHEDULE OF TRANSACTIONS IN CEMTREX SHARES

Beginning Holdings:

- A. State the total number of shares of Centrex securities owned at the close of trading on December 25, 2012 (*must be documented*).

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Purchases:

- B. Separately list each and every purchase or acquisition of Centrex shares during the period from December 26, 2012 through May 22, 2017, inclusive, and provide the following information (*must be documented*):

Trade Date (List Chronologically) (Month/Day/Year)	Number of Shares Purchased	Price per Share	Total Cost (Excluding Commissions, Taxes, and Fees)

Sales:

C. Separately list each and every sale of Centrex securities during the period from December 26, 2012 through May 22, 2017, inclusive, and provide the following information (*must be documented*):

Trade Date (List Chronologically) (Month/Day/Year)	Number of Shares Sold	Price per Share	Amount Received (Excluding Commissions, Taxes, and Fees)

Ending Holdings:

D. State the total number of shares of Centrex owned at the close of trading on March 6, 2017 (*must be documented*).

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If additional space is needed, attach separate, numbered sheets, giving all required information, substantially in the same format, and print your name and Social Security or Taxpayer Identification number at the top of each sheet.

III. SUBSTITUTE FORM W-9

Request for Taxpayer Identification Number:

Enter taxpayer identification number below for the Beneficial Owner(s). For most individuals, this is your Social Security Number. The Internal Revenue Service ("I.R.S.") requires such taxpayer identification number. If you fail to provide this information, your claim may be rejected.

Social Security Number (for individuals)	or	Taxpayer Identification Number (for estates, trusts, corporations, etc.)

IV. CERTIFICATION

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 because: (a) I am (We are) exempt from backup withholding, or (b) I (We) have not been notified by the I.R.S. that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the I.R.S. has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the I.R.S. that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

UNDER THE PENALTIES OF PERJURY UNDER THE LAWS OF THE UNITED STATES, I (WE) CERTIFY THAT ALL OF THE INFORMATION I (WE) PROVIDED ON THIS PROOF OF CLAIM AND RELEASE FORM IS TRUE, CORRECT AND COMPLETE.

Signature of Claimant (If this claim is being made on behalf of Joint Claimants, then each must sign):

(Signature)

(Signature)

(Capacity of person(s) signing, e.g. beneficial purchaser(s), executor, administrator, trustee, etc.)

☐ Check here if proof of authority to file is enclosed.
(See Item 2 under Claimant's Statement)

Date: _____

THIS PROOF OF CLAIM MUST BE POSTMARKED NO LATER THAN APRIL 15, 2019 AND MUST BE MAILED TO:

Centrex, Inc. Securities Litigation Settlement
c/o RG/2 Claims Administration LLC
P.O. Box 59479
Philadelphia, PA 19102-9479

A Proof of Claim received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by April 15, 2019 and if a postmark is indicated on the envelope and it is mailed first class and addressed in accordance with the above instructions. In all other cases, a Proof of Claim shall be deemed to have been submitted when actually received by the Claims Administrator.

You should be aware that it will take a significant amount of time to process fully all of the Proofs of Claim and to administer the Settlement. This work will be completed as promptly as time permits, given the need to investigate and tabulate each Proof of Claim. Please notify the Claims Administrator of any change of address.

REMINDER CHECKLIST

- o Please be sure to sign this Proof of Claim on page 5. If this Proof of Claim is submitted on behalf of joint claimants, then both claimants must sign.
- o Please remember to attach supporting documents. Do NOT send any stock certificates. Keep copies of everything you submit.
- o Do NOT use highlighter on the Proof of Claim or any supporting documents.
- o If you move after submitting this Proof of Claim, please notify the Claims Administrator of the change in your address.

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Centrex, Inc. Securities Litigation Settlement
c/o RG/2 Claims Administration LLC
P.O. Box 59479
Philadelphia, PA 19102-9479