

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

IN RE MISONIX, INC. STOCKHOLDER  
DERIVATIVE LITIGATION

Lead Case No. 2:17-cv-03385-ADS-AYS

(Consolidated with No. 2:17-cv-036570-  
ADS-GRB)

This Document Relates To:

Honorable Arthur D. Spatt

ALL DERIVATIVE ACTIONS.

Courtroom 1020

**SUMMARY NOTICE OF PROPOSED SETTLEMENT OF  
SHAREHOLDER DERIVATIVE ACTION**

**TO: ALL RECORD HOLDERS AND BENEFICIAL OWNERS OF MISONIX, INC. (“MISONIX” OR THE “COMPANY”) COMMON STOCK AS OF MAY 3, 2019. PLEASE NOTE THAT THIS ACTION IS NOT A “CLASS ACTION” AND NO INDIVIDUAL MISONIX SHAREHOLDER HAS THE RIGHT TO BE COMPENSATED AS A RESULT OF THIS SETTLEMENT. PLEASE NOTE THAT THE ACTION IS A DERIVATIVE ACTION BROUGHT BY THE SHAREHOLDERS OF THE COMPANY FOR THE BENEFIT OF THE COMPANY, AND THERE IS NO CLAIM FORM BECAUSE NO INDIVIDUAL HAS A RIGHT TO BE COMPENSATED AS A RESULT OF THE SETTLEMENT OF THE DERIVATIVE ACTION.**

PLEASE TAKE NOTICE that the shareholder derivative action captioned *In re Misonix, Inc. Stockholder Derivative Litigation*, Case No. 2:17-cv-03385-ADS-AYS, (the “Action”) is being settled and the parties have entered into a Stipulation of Settlement dated May 3, 2019 (the “Stipulation”). The terms of the proposed Settlement of the Action are set forth in the Stipulation and all capitalized terms herein have the same meaning as defined in the Stipulation. This notice should be read in conjunction with, and is qualified in its entirety by reference to, the text of the Stipulation, which has been filed with the Court. A further notice describing the Action along with the text of the Stipulation is available on the Misonix website at [www.misonix.com/derivativesettlementpapers](http://www.misonix.com/derivativesettlementpapers).

The terms of the Settlement set forth in the Stipulation include: (i) implementation and/or continuation of certain corporate governance and internal controls measures specified in the Stipulation; and (ii) Misonix’s payment of the Fee and Expense Amount to Plaintiffs’ Counsel, from which a service award will be paid to Plaintiffs, subject to Court approval.

IF YOU ARE A CURRENT RECORD OR BENEFICIAL OWNER OF MISONIX COMMON STOCK AS OF May 3, 2019, YOUR RIGHTS MAY BE AFFECTED BY PROCEEDINGS IN THIS LITIGATION.

On July 26, 2019 at 9:00 a.m., a hearing (the “Settlement Hearing”) will be held before the Honorable Arthur D. Spatt at the United States District Court for the Eastern District of New York (the “Court”), Long Island Courthouse, 100 Federal Plaza, Central Islip, New York 11722, to determine: (i) whether the terms of the Settlement are fair, reasonable, and adequate, including the separately negotiated amount for Plaintiffs’ Counsel’s attorneys’ fees and expenses, as well as the service award to Plaintiffs, and should be finally approved; (ii) whether the Order and Final Judgment should be entered and the Action dismissed with prejudice pursuant to the Stipulation; and (iii) such other matters as may be necessary or proper under the circumstances.

Any Misonix shareholder as of May 3, 2019 shall have a right to appear and to be heard at the Settlement Hearing. However, no shareholder shall be heard at the Settlement Hearing unless, no later than ten (10) calendar days prior to the date of the Settlement Hearing, such shareholder has filed with the Court and delivered to counsel for the Parties a written notice of objection, the grounds for objecting to the Settlement, and proof of both the shareholder’s status as a current shareholder and the date of ownership. Only shareholders who have filed and delivered validly and timely written notices of objection will be entitled to be heard at the Settlement Hearing unless the Court orders otherwise.

Any written notice of objection must contain the following information:

1. Your name, legal address, telephone number, and e-mail address;
2. Proof of being a Misonix shareholder as of May 3, 2019;
3. A statement of your position with respect to the matters to be heard at the Settlement Hearing, including a statement of each objection being made and any legal support for such objection;
4. Notice of whether you or your counsel intend to appear at the Settlement Hearing (appearance is not required if you have lodged your objection with the Court);
5. Signature of the shareholder making the objection.

If you wish to object to the Settlement, you must file a written objection setting forth the grounds for such objection and the information listed above with the Court on or before July 16, 2019, with service to the following parties:

***Plaintiffs’ Counsel***

Shane P. Sanders  
Robbins Arroyo LLP  
5040 Shoreham Place

San Diego, California, 92122

David C. Katz  
WeissLaw LLP  
1500 Broadway, 16th Floor  
New York, NY 10036;

***Counsel for Defendants Misonix, Inc., Stavros G. Vizirgianakis, Richard A. Zaremba, John W. Gildea, Charles Miner III, Patrick A. McBrayer, Thomas M. Patton, and T. Guy Minetti***

John S. Williams  
Williams & Connolly LLP  
725 Twelfth Street, N.W.  
Washington, D.C. 20005

***Counsel for Defendant Michael A. McManus, Jr.***

Arthur H. Aufses III  
Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas  
New York, New York 10036

Unless the Court orders otherwise, your objection will not be considered unless it is timely filed with the Court and delivered to the above counsel. ***Any Person or entity who fails to object in the manner provided shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness, reasonableness, or adequacy of the proposed Settlement as set forth in the Stipulation and the Order and Final Judgment, or to the award of attorneys' fees and expenses to Plaintiffs' Counsel, unless otherwise ordered by the Court. Misonix shareholders who have no objection to the settlement do not need to appear at the Settlement Hearing or take any other action.***

Inquiries may be made to Plaintiffs' Counsel:

David C. Katz, WeissLaw LLP, 1500 Broadway, New York, New York 10036, telephone: (212) 682-3025, email: dkatz@weisslawllp.com.

Shane P. Sanders, Robbins Arroyo LLP, 5040 Shoreham Place, San Diego, California 92122, telephone: (619) 525-3990, email: ssanders@robbinsarroyo.com.

**PLEASE DO NOT CONTACT THE COURT REGARDING THIS NOTICE**

DATED: May 9, 2019

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

