

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE 2014 AVON PRODUCTS, INC. ERISA  
LITIGATION

14 Civ. 10083 (LGS)

**NOTICE OF (I) PENDENCY OF CLASS ACTION, CERTIFICATION OF CLASS FOR SETTLEMENT PURPOSES, AND SETTLEMENT; (II) FAIRNESS HEARING; AND (III) MOTION FOR AN AWARD OF A CASE CONTRIBUTION AWARD AND ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION EXPENSES**

YOUR LEGAL RIGHTS MIGHT BE AFFECTED IF YOU ARE A MEMBER OF THE FOLLOWING CLASS (the "Settlement Class"):

**All Persons who were participants in or beneficiaries of the Avon Personal Savings Account Plan (the "Plan") at any time from July 31, 2006, through February 29, 2016 (the "Class Period"), and whose Plan accounts included investments in the Avon Stock Fund.**

**PLEASE READ THIS NOTICE CAREFULLY.  
A FEDERAL COURT AUTHORIZED THIS NOTICE.  
THIS IS NOT A SOLICITATION FROM A LAWYER.  
YOU HAVE NOT BEEN SUED.**

United States District Court Judge Lorna G. Schofield, of the United States District Court for the Southern District of New York (the "Court"), has preliminarily approved a settlement (the "Settlement") of a class action lawsuit (the "Action") brought under the Employee Retirement Income Security Act of 1974 ("ERISA"). The Settlement generally provides for payments to individuals who had portions of their Plan accounts invested in the Avon Stock Fund, consisting primarily of Avon Products, Inc. ("Avon" or the "Company") common stock from July 31, 2006, through February 29, 2016. The Settlement is summarized below.

A Qualified Settlement Fund consisting of Six Million Two Hundred Fifty Thousand Dollars (\$6,250,000) in cash is being established in the Action. Class Counsel believes that the Qualified Settlement Fund will allow for tax-free distribution to retirement accounts of members of the Class. The Qualified Settlement Fund, including accrued interest, after payment of any taxes, expenses, approved attorneys' fees and costs, and a Case Contribution Award to the Named Plaintiffs (after deductions, the "Net Settlement Fund"), will be allocated to Settlement Class members according to a Plan of Allocation to be approved by the Court. The estimated amount of the Net Settlement Fund is Four Million Three Hundred Forty-Five Thousand Dollars (\$4,345,000). The Court has scheduled a hearing to consider Named Plaintiffs' Motion for Final Approval of the Settlement and Class Counsel's Motions for Attorneys' Fees and Expenses and for a Case Contribution Award to the Named Plaintiffs. That hearing has been scheduled for October 11, 2016, in Courtroom 1106 of the United States District Court for the Southern District of New York, Thurgood Marshall United States Courthouse, 40 Foley Square, New York, NY 10007.

Any objections to the Settlement or the Motions for Attorneys' Fees and Expenses and for a Case Contribution Award to the Named Plaintiffs must be filed with the Court and served in writing on Class Counsel identified on Page 7 of this Notice, and on Defendants' attorneys, who also are identified on Page 7 of this Notice. The procedure for objecting is described below.

This Notice contains summary information with respect to the Settlement. The terms and conditions of the Settlement are set forth in the Amended Class Action Settlement Agreement and Release ("Settlement Stipulation"). The Settlement Stipulation is called the Amended Class Action Settlement Agreement and Release because the Named Plaintiffs and the Defendants, who are identified on page 3 (together, the "Parties"), made changes to the first Class Action Settlement Agreement and Release after an April 20, 2016, Court hearing. Capitalized terms used in this Notice but not defined in this Notice have the meanings assigned to them in the Settlement Stipulation. The Settlement Stipulation and additional information with respect to this Action and the Settlement are available at an internet site dedicated to the Settlement, [AvonERISASettlement.com](http://AvonERISASettlement.com) (the "Settlement Website").

**PLEASE READ THIS NOTICE CAREFULLY AND COMPLETELY. IF YOU ARE A MEMBER OF THE SETTLEMENT CLASS TO WHOM THIS NOTICE IS ADDRESSED, THE SETTLEMENT WILL AFFECT YOUR RIGHTS. YOU ARE NOT BEING SUED IN THIS MATTER. YOU DO NOT HAVE TO APPEAR IN COURT, AND YOU DO NOT HAVE TO HIRE AN ATTORNEY IN THIS CASE. IF YOU ARE IN FAVOR OF THE SETTLEMENT, YOU NEED NOT DO ANYTHING. IF YOU DISAPPROVE OF THE SETTLEMENT, YOU MAY OBJECT TO THE SETTLEMENT BY FOLLOWING THE PROCEDURES DESCRIBED BELOW.**

**YOUR LEGAL RIGHTS AND OPTIONS UNDER THE SETTLEMENT**

<b>YOU ARE NOT REQUIRED TO DO ANYTHING.</b>	If the Settlement is approved by the Court and you are a member of the Settlement Class, you do not need to do anything to receive a payment (if you are entitled to a payment under the Plan of Allocation). The portion, if any, of the Net Settlement Fund to be allocated to your Plan account, or to be paid to you, depending on whether you have an active Plan account, will be calculated as part of the implementation of the Settlement.
<b>NO ACTION IS NECESSARY TO RECEIVE A PAYMENT.</b>	If you are a Settlement Class member and you currently have an active Plan account, any share of the Net Settlement Fund to which you are entitled will be deposited into your Plan account in accordance with investment elections currently in effect, or, if no such elections have been made, into the Plan’s qualified default investment alternative. If you no longer have an active Plan account, but are a Settlement Class member, any share of the Net Settlement Fund to which you are entitled will be paid to you.
<b>YOU MAY OBJECT TO THE SETTLEMENT BY September 22, 2016.</b>	If you wish to object to any part of the Settlement, you may (as discussed below) write to the Court and counsel identified on Page 7 of this Notice about why you object to the Settlement.
<b>YOU MAY ATTEND THE FAIRNESS HEARING TO BE HELD ON October 11, 2016.</b>	If you submit a timely written objection to the Settlement to the Court and counsel, you may (but do not have to) attend the Fairness Hearing about the Settlement and present your objections to the Court. You may attend the Fairness Hearing even if you do not file a written objection, but you will be allowed to speak at the Fairness Hearing only if you file a written objection in advance of the Fairness Hearing and file a Notice of Intention to Appear.

- These rights and options – *and the deadlines to exercise them* – are explained in this Notice.
- The Court still has to decide whether to approve the Settlement. Payments will be made only if the Court approves the Settlement and that approval is upheld in the event of any appeal.

Further information regarding this litigation and this Notice may be obtained by contacting Class Counsel:

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Class Counsel has established a toll-free phone number to receive your comments and questions: 877-234-6578. You may also send an email to [info@AvonERISAsettlement.com](mailto:info@AvonERISAsettlement.com).

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**SUMMARY OF THE CASE**

This Action is a consolidated class action in which Named Plaintiffs allege that Defendants breached fiduciary duties under ERISA owed to the participants in and beneficiaries of the Plan arising from the Plan’s investments in the Avon Stock Fund, consisting primarily of Avon common stock, during the Class Period. Copies of the operative May 8, 2015, consolidated complaint (the “Complaint”) and other documents filed in the Action are available at [AvonERISAsettlement.com](http://AvonERISAsettlement.com) or from Class Counsel.

The United States District Court for the Southern District of New York is in charge of this case. The persons who sued are called “Named Plaintiffs,” and the people they sued are called “Defendants.” The Named Plaintiffs are Kay E. Comstock, Mark Jacobs, Kathleen A. McCoy, Frank Pacific, George Poovathur, and Katherine C. Walker. The Defendants are Avon, Plan Administrator, Benefits Board (formerly known as the Retirement Board), Investment Committee, Gina Calvario Fitzsimons, Richard Valone, Shalabh Gupta, Robert Loughran, Michael Russnok, and Michael Seay. The Action is known as *IN RE 2014 AVON PRODUCTS, INC. ERISA LITIGATION*, No. 14 Civ. 10083 (LGS) (S.D.N.Y.).

**STATEMENT OF POTENTIAL OUTCOME OF THE ACTION**

Plaintiffs face an uncertain outcome if this Action is to continue. Defendants strongly dispute the claims asserted in the Action. If Plaintiffs’ case proceeded to trial, Plaintiffs could receive a judgment or verdict greater or less than \$6.25 million, or no recovery at all. Plaintiffs will describe potential outcomes in greater detail, including scenarios under which a recovery in excess of \$6.25 million might have been obtained, in their motion papers for Settlement approval; those motion papers will be posted to the Settlement Website at least two weeks before the deadline for objecting, or by no later than September 5, 2016.

Named Plaintiffs and Defendants disagree on liability, and dispute the amount that would be recoverable even if Plaintiffs were to prevail at trial. Defendants have denied and continue to deny all claims and contentions by Named Plaintiffs. Defendants deny that they are liable to the Settlement Class, and that the Settlement Class or the Plan has suffered any losses or damages for which Defendants could be held legally responsible. Nevertheless, Defendants have considered the uncertainty and risks inherent in any litigation, particularly in a complex case such as this, and have concluded that it is desirable that the Action be fully and finally settled on the terms and conditions set forth in the Settlement Stipulation.

**STATEMENT OF ATTORNEYS’ FEES AND COSTS SOUGHT IN THE ACTION**

Class Counsel will file a motion for an order awarding attorneys’ fees not in excess of thirty (30%) of the amount recovered in the Settlement, plus reimbursement of expenses. Any amount awarded will be paid from the proceeds of the Qualified Settlement Fund. Defendants take no position on this motion and have no responsibility for payment of such fees and expenses. Any motion for attorneys’ fees will be posted to the Settlement Website at least two weeks before the deadline for objecting, or by no later than September 5, 2016.

**WHAT WILL THE PLAINTIFFS GET?**

The six Named Plaintiffs will share in the allocation of the Net Settlement Fund on the same basis as all other members of the Settlement Class. In addition, Plaintiffs will ask the Court to award up to \$5,000 to each of them in recognition of their representation of the Settlement Class. Any such award will be paid solely from the proceeds of the Qualified Settlement Fund. Information about any such award sought will be included within any motion for a Case Contribution Award posted to the Settlement Website at least

two weeks before the deadline for objecting, or by no later than September 5, 2016.

## BASIC INFORMATION

### 1. WHY DID I GET THIS NOTICE PACKAGE?

You or someone in your family was a participant in the Plan during the Class Period and your, or their, Plan account(s) was (were) invested in the Avon Stock Fund.

The Court directed that this Notice be sent to you because, if you fall within that group, you have a right to know about the Settlement and the options available to you regarding the Settlement, before the Court decides whether to approve the Settlement. If the Court approves the Settlement, and after any objections and appeals are resolved, the Net Settlement Fund will be allocated among Settlement Class members according to a Plan of Allocation that will be approved by the Court. This Notice describes the Action, the Settlement, your legal rights, the benefits available under the Settlement, who is eligible for them, and how to get them.

### 2. WHAT IS THE ACTION ABOUT?

#### *THE CLAIMS IN THE ACTION*

Plaintiffs' Complaint was filed on behalf of the Plan to recover losses to the Plan allegedly caused by alleged breaches of fiduciary duty under ERISA. Plaintiffs allege that Defendants violated ERISA by, among other things, permitting the Plan to purchase and hold shares of Avon common stock during the Settlement Class Period when they knew or should have known it was imprudent to do so. Participants in the Plan were able to allocate their account balances among various investment funds, including the Avon Stock Fund.

The Action alleges that, under ERISA, Defendants owed fiduciary duties of loyalty, care, and prudence to the Plan, and that they violated those duties in connection with the Plan's investments in the Avon Stock Fund. Specifically, Plaintiffs allege that: (1) during the Class Period, Defendants allowed continued investment in the Avon Stock Fund during a time when Avon stock traded at an artificially inflated price because of undisclosed violations of the Foreign Corrupt Practices Act ("FCPA"); and (2) the Avon Stock Fund became unduly risky for retirement savings in 2011, and was therefore an imprudent retirement investment for the Plan. Plaintiffs also allege that certain Defendants failed adequately to monitor and inform other Defendants.

#### *THE DEFENSES IN THE ACTION*

Defendants deny that they have engaged in any wrongdoing whatsoever, have breached fiduciary duties, or have any liability to the Plan or its participants or beneficiaries. If the Action were to continue, Defendants would raise numerous defenses to liability, including, without limitation:

- Defendants were not each fiduciaries of the Plan, or, to the extent any Defendant was a fiduciary, his/her/its fiduciary duties did not extend to the matters at issue in the Action;
- Plaintiffs' allegations, including those alleging violations of the FCPA, are all false;
- The Avon Stock Fund was a prudent investment for the Plan and its participants;
- Defendants fully and prudently discharged any and all fiduciary duties under ERISA; and
- Losses suffered by the Avon Stock Fund during the Settlement Class Period were a result of market conditions and were in no way caused by any actions or omissions of the Defendants.

#### *THE ACTION HAS BEEN VIGOROUSLY LITIGATED*

Class Counsel has extensively investigated the allegations in the Action. Class Counsel has obtained and reviewed thousands of pages of documents, including Plan governing documents and materials, Securities and Exchange Commission ("SEC") filings, press releases, public statements, news articles and other publications, and other documents regarding the matters that the Plaintiffs allege made investment in the Avon Stock Fund an imprudent Plan investment. Class Counsel also obtained ERISA-related documents, including damages-related data, in anticipation of mediation.

This Action was litigated by Named Plaintiffs and Class Counsel for almost one year before a final agreement on Settlement terms was reached. Plaintiff Poovathur filed his complaint against Defendants on December 23, 2014. Plaintiffs Jacobs and Pacific joined Plaintiff Poovathur on an amended complaint on January 28, 2015. On March 12, 2015, Plaintiffs McCoy and Walker filed Case No. 15-cv-1828. On April 8, 2015, the pending actions were consolidated and the Court appointed Class Counsel, as listed above on page 2, as Lead Counsel.

On May 8, 2015, Named Plaintiffs filed a Complaint that superseded their previous complaints and that added Named Plaintiff Comstock. On July 9, 2015, Defendants moved to dismiss Plaintiffs' Complaint. The Court has not ruled upon Defendants' motion; that motion could result in the dismissal of this litigation. The Court stayed the Action on August 24, 2015, and directed the Parties to pursue nonbinding mediation.

In addition to the above, the parties served document requests and interrogatories upon each other and were moving forward with substantial discovery efforts.

### ***SETTLEMENT DISCUSSIONS***

The Settlement is the product of hard-fought, lengthy negotiations between Class Counsel and the Defendants' counsel, which was mediated by an experienced and well-respected mediator. Throughout the mediation, which took place on November 19, 2015, and December 11, 2015, Class Counsel was advised by individuals with expertise of the estimation of potential losses or damages in cases involving ERISA fiduciary liability.

#### **3. WHY IS THIS CASE A CLASS ACTION?**

In a class action, one or more plaintiffs, called "class representatives" or "plaintiffs," sue on behalf of people who have similar claims. All of these people who have similar claims collectively make up the "class" and are referred to individually as "class members." One case resolves the issues for all class members together. Because the wrongful conduct alleged in this Action allegedly affected a large group of people – participants of the Plan during the relevant time period whose Plan accounts included investments in the Avon Stock Fund – in a similar way, Named Plaintiffs filed this case as a class action.

#### **4. WHY IS THERE A SETTLEMENT?**

The Parties have agreed to settle this case following significant litigation. While Plaintiffs and Class Counsel believe the Action has merit, they recognize that the outcome would be uncertain. Plaintiffs faced lengthy litigation on the merits of their claims, including discovery, class certification proceedings, trial, and likely appeals.

As in any litigation, the Plaintiffs would face an uncertain outcome. On the one hand, continuation of the case against the Defendants could result in a judgment greater than this Settlement. On the other hand, continuing the case could result in no recovery at all, or a recovery that is less than the amount of the Settlement. And continuing the case could result in judgment for Defendants. Based on these factors, Plaintiffs and Class Counsel have concluded that the proposed cash Settlement is in the best interests of all Settlement Class members.

#### **5. HOW DO I KNOW WHETHER I AM PART OF THE SETTLEMENT?**

You are a member of the Settlement Class if you fall within the definition of the Settlement Class approved by the Court:

All Persons who were participants in or beneficiaries of the Avon Savings Plan (the "Plan") at any time from July 31, 2006 through February 29, 2016 (the "Class Period"), and whose Plan accounts included investments in the Avon Stock Fund.

If you are a member of the Settlement Class, the amount of money you will receive, if any, depends upon the Plan of Allocation, described below, and the amount of the Avon Stock Fund in which your Plan account was invested during the Class Period.

### **THE SETTLEMENT BENEFITS – WHAT YOU GET**

#### **6. WHAT DOES THE SETTLEMENT PROVIDE?**

A Net Settlement Fund of approximately \$4.345 million will be divided among eligible Settlement Class members. The Settlement Stipulation, other related documents, and a list of frequently asked questions are available at the Settlement Website identified below, and further describe the details of the proposed Settlement. While there is nothing you have to do to receive a Settlement distribution, if any, pursuant to the Settlement, the amount to which you are entitled, if anything, cannot be determined until after the Court has finally approved the Settlement. At that time, the Plan's records and a formula approved by the Court will be used to calculate each Settlement Class member's distribution, if any, under the Settlement. Your share (if any) of the Net Settlement Fund will depend upon the amount and value of shares of Avon common stock held in your Plan account(s) during the Class Period as shown by the Plan's records and as described in the Plan of Allocation that the Court which the Court ultimately approves.

If the Settlement is approved by the Court, all Settlement Class members and anyone claiming through them shall be deemed to fully release the "Defendants' Releasees" from "Plaintiffs' Released Claims." Defendants' Releasees are broadly defined in the Settlement Stipulation, and include, among others, the Defendants and their related entities and any and all of their officers, directors, employees, attorneys, insurers, reinsurers, agents, successors, assigns, heirs, executors, and administrators. Plaintiffs' Released Claims, which also are broadly defined in the Settlement Stipulation, include, among others, any and all claims that were or could have been asserted in the Action. This means that Settlement Class members will be enjoined from and will not have the right to sue Defendants' Releasees for anything related to the investment of Plan assets in the Avon Stock Fund or related matters during the Class Period.

The above description of the proposed Settlement is only a summary. Complete terms, including the definitions of the "Defendants' Releasees" and "Plaintiffs' Released Claims" are set forth in the Settlement Stipulation (including its exhibits), which may be obtained from the Settlement Website, [AvonERISAsettlement.com](http://AvonERISAsettlement.com), or by contacting Class Counsel listed on Page 2 above.

## 7. HOW MUCH WILL MY PAYMENT BE?

Your share (if any) of the Net Settlement Fund, net of the fees and expenses described above, will depend on your alleged loss, compared with other Settlement Class members' alleged losses, related to Plan investments in the Avon Stock Fund at any time since July 31, 2006. Each Settlement Class member's share will be calculated according to a Court-approved Plan of Allocation. You are not responsible for calculating the amount you may be entitled to receive under the Settlement, or for providing the information needed to perform such calculations.

In general, your proportionate share of the Settlement will be calculated as follows:

- Each Settlement Class member's "Net Loss" will be calculated. For each Settlement Class member, his or her Net Loss will be equal to: (a) the dollar value, if any, of his or her account balance in the Avon Stock Fund on the first day of the Settlement Class Period (July 31, 2006) plus (b) the dollar value, if any, of all purchases of interests in the Avon Stock Fund for his or her account during the Class Period, as of the time of purchase(s); minus (c) the dollar value, if any, of all dispositions of interests in the Avon Stock Fund in his or her account during the Class Period, as of the time of the disposition(s); minus (d) the dollar value of the balance in the Avon Stock Fund remaining in his or her account on the close of business on February 29, 2016.
- All Net Losses will be aggregated to yield the total loss over the Plan of Allocation, and each Settlement Class member's percentage of that total loss will be calculated.
- Applying that percentage to the Settlement proceeds (net of fees and expenses as described above), the Settlement Administrator will calculate each Settlement Class member's share of those proceeds on a preliminary basis.
- All participants whose preliminary share is greater than zero but less than or equal to twenty-five dollars (\$25.00) will be deemed to have a final share equal to zero dollars. The Settlement Administrator will then recalculate the net loss percentage of those Settlement Class members whose preliminary share was greater than \$25.00 to arrive at each such Settlement Class member's final share.

***Do not worry if you do not have records that show your Plan activity.*** The Plan has records of participants' activity that will be used for calculations. If you are entitled to a share of the Net Settlement Fund, you will receive a statement showing your share. If you have questions regarding the allocation of the Settlement proceeds, please contact Class Counsel listed on Page 2 above.

## 8. HOW CAN I GET A PAYMENT?

You do not need to file a claim. If you are a Settlement Class member with an active Plan account, the payment will be made directly to your Plan account in accordance with investment elections currently in effect or, if no such elections have been made, into the Plan's qualified default investment alternative. If you are a Settlement Class member without an active Plan account, the payment will be made to you by the Settlement Administrator. If practicable, you will be given a choice whether to deposit your entitlement into a retirement account or have the amount treated as a distribution from the Plan for tax purposes. If you are a former Plan participant and have not provided the Plan with your current address, please contact Class Counsel listed on Page 2 above.

## 9. WHEN WOULD I GET MY PAYMENT?

The Settlement cannot be completed unless and until several events occur. These events include final approval of the Settlement by the Court and calculation of the amount of the Settlement proceeds owed to each Settlement Class member. If objections are made or appeals are taken by objectors from approval of the Settlement, this process may take a long time to complete, possibly years. The Settlement Payment, however, will be invested in a secure, interest-bearing account, and the interest income will be included in any amount allocated to Settlement Class members.

### ***THERE WILL BE NO PAYMENTS IF THE SETTLEMENT STIPULATION IS TERMINATED***

The Settlement may be terminated for several reasons, including if: (1) the Court does not approve, or materially modifies, the Settlement Stipulation in a way that Plaintiffs and Defendants do not accept; or (2) the Court approves the Settlement Stipulation but the approval is reversed or materially modified by an appellate court. If the Settlement is terminated, the Action will proceed as if the Settlement Stipulation had not been entered into.

Calculations will be made as soon as practicable after the Settlement is completed, and a distribution will be made as soon as practicable after the calculations have been verified. Only Settlement Class members entitled to a distribution will receive correspondence when the distribution is made, because the costs of distribution are borne by the Net Settlement Fund, and sending notices to those who are not entitled to a distribution would deplete the Net Settlement Fund. Updates, when available, will be posted to the Settlement Website.

## 10. MUST I PARTICIPATE IN THE SETTLEMENT?

***You do not have the right to exclude yourself from the Settlement.*** The Settlement Stipulation provides for certification of the Settlement Class as a non-opt-out class action under Federal Rule of Civil Procedure 23(b)(1) and (b)(2), and the Court has preliminarily determined that the requirements of that Rule have been satisfied. Thus, it is not possible for any Settlement Class member to exclude himself or herself from the Settlement. As a Settlement Class member, you will be bound by any judgments or

orders that are entered in the Action for all claims that were or could have been asserted in the Action or are otherwise released under the Settlement.

Although you cannot opt out of the Settlement, you can object to the Settlement. See Answer to Question No. 13, below.

### THE LAWYERS REPRESENTING YOU

#### 11. DO I HAVE A LAWYER IN THE CASE?

The Court has appointed the law firms of Zamansky LLC and Stull, Stull & Brody as Class Counsel for Plaintiffs and the Settlement Class in this Action. If you want to be represented by your own lawyer, you may hire one at your own expense.

#### 12. HOW WILL THE LAWYERS BE PAID?

Class Counsel will file a motion for an award of attorneys' fees of not more than thirty (30%) of the Settlement Fund, plus reimbursement of expenses incurred in connection with the prosecution of the Action. This motion will be considered at the Fairness Hearing described below.

#### 13. HOW DO I TELL THE COURT IF I DO NOT LIKE THE SETTLEMENT OR THE MOTIONS FOR ATTORNEYS' FEES AND EXPENSES AND PLAINTIFFS' CASE CONTRIBUTION AWARDS?

Any motions for final approval of the Settlement and for Attorneys' Fees and Expenses and a Case Contribution Award will be filed with the Court, and will be posted to the Settlement Website, by no later than September 5, 2016.

If you are a Settlement Class member, you can object to the Settlement and/or the Motions for Fees and Expenses and Named Plaintiffs' Case Contribution Award. To object, you must file a letter or other writing with the Court stating that you object to the Settlement, Motion for Fees and Expenses, and/or Motion for Named Plaintiffs' Case Contribution Award in *IN RE 2014 AVON PRODUCTS, INC. ERISA LITIGATION*, No. 14 Civ. 10083 (LGS) (S.D.N.Y). Be sure to include your name, address, telephone number, and signature, and a full explanation of all the reasons you object to the Settlement. The objection must refer prominently to *IN RE 2014 AVON PRODUCTS, INC. ERISA LITIGATION*, No. 14 Civ. 10083 (LGS).

Objections must be sent to the Court. The address for the Court is: Clerk of the Court, Daniel Patrick Moynihan U.S. Courthouse, 500 Pearl Street, New York, NY 10007. ***Your written objection must be sent to the Court and postmarked, or if not sent by United States Postal Service mail, received by the Court, by no later than September 22, 2016.***

Any objection must also be postmarked, or received if not sent by United States Postal Service mail, to counsel on the same day it is sent to the Court. Objections may alternatively be emailed to counsel, but emailing any objection(s) to counsel does not relieve you from the obligation to file the objection(s) with the Clerk of the Court by mail as described immediately above.

#### **To Class Counsel:**

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***Your objection must be sent to the Court and contemporaneously sent to the counsel listed above. If the objection is sent via the United States Postal Service, it must be postmarked by September 22, 2016. If the objection is sent by other means and not via the United States Postal Service, it must be received by the Court no later than September 22, 2016.***

### THE FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the Settlement as fair, reasonable, and adequate (the "Fairness Hearing"). You may attend the Fairness Hearing, and you may ask to speak, but you do not have to attend.

**14. WHEN AND WHERE WILL THE COURT DECIDE WHETHER TO APPROVE THE SETTLEMENT?**

The Fairness Hearing in this case will be held at 10:30 a.m. on October 11, 2016, in Courtroom 1106 of the United States District Court for the Southern District of New York, Thurgood Marshall United States Courthouse, 40 Foley Square, New York, NY 10007, to consider whether to approve the Settlement and a request by the lawyers representing all Settlement Class members, Class Counsel, for attorneys' fees, for a Case Contribution Award to the Named Plaintiffs, and for other case-related expenses. The Court may adjourn the Fairness Hearing without further notice to the Settlement Class so, if you wish to attend, you should confirm the date and time of the Fairness Hearing with Class Counsel before doing so. At that hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate. If there are objections, the Court will consider them. The Court also will rule on the Motions for Attorneys' Fees and Expenses and for a Case Contribution Award to the Named Plaintiffs. It is not known how long these decisions will take or whether appeals will be taken.

**15. DO I HAVE TO COME TO THE HEARING?**

No. You may come at your own expense or retain an attorney at your own expense to attend, but your attendance is not necessary. The Court will consider any written objections even if you do not attend the hearing.

**16. MAY I SPEAK AT THE HEARING?**

If you are a Settlement Class member, you or your attorney may ask the Court for permission to speak at the Fairness Hearing. To do so, you must have served an objection and you *must* send a letter or other paper called a "Notice of Intention to Appear at Fairness Hearing in *IN RE 2014 AVON PRODUCTS, INC. ERISA LITIGATION*, No. 14 Civ. 10083 (LGS)." Be sure to include your name, address, telephone number, and signature. Your Notice of Intention to Appear (1) must be filed and served on the attorneys listed in the Answer to Question No. 13, above, (2) must be postmarked, or if not sent by United States Postal Service mail, received by the Court, by September 22, 2016, and (3) must be filed with the Clerk of the Court at the address listed in the Answer to Question No. 13.

**IF YOU DO NOTHING**

**17. WHAT HAPPENS IF I DO NOTHING AT ALL?**

If you do nothing and you are a Settlement Class member, you will participate in the Settlement of the Action as described in this Notice. Whether you receive any portion of the Settlement Fund will be determined in accordance with the Plan of Allocation.

**GETTING MORE INFORMATION**

**18. ARE THERE MORE DETAILS ABOUT THE SETTLEMENT?**

Yes. This Notice summarizes the proposed Settlement. The complete terms are set forth in the Settlement Stipulation. You may obtain a copy of the Settlement Stipulation by making a written request to Class Counsel listed on Page 2, above. Copies may also be obtained at a dedicated Settlement internet site, [AvonERISAsettlement.com](http://AvonERISAsettlement.com), by calling the toll-free number 877-234-6578, or by sending an email to [info@AvonERISAsettlement.com](mailto:info@AvonERISAsettlement.com). You are encouraged to read the complete Settlement Stipulation.

DATED: JULY 22, 2016

UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK