

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

PEIFA XU, Individually and On Behalf of
All Others Similarly Situated,

Plaintiff,

v.

GRIDSUM HOLDING INC., THOMAS
ADAM MELCHER, GUOSHENG QI,
RAVI SARATHY, and MICHAEL PENG
ZHANG,

Defendants.

Civil Action No. 1:18-cv-03655 (GHW)

JUDGE GREGORY H. WOODS

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

To recover as a member of the Class based on your claims in the action captioned *Xu v. Gridsum Holding Inc. et al.*, No. 1:18-cv-03655 (GHW) (S.D.N.Y.) (the “Action”), you must complete and, on page 11 below, sign this Proof of Claim and Release form (“Claim Form”). If you fail to submit a timely and properly addressed (as explained herein) 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.

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

THIS CLAIM FORM MUST BE SUBMITTED NO LATER THAN MAY 15, 2024 AND, IF MAILED, BE POSTMARKED NO LATER THAN MAY 15, 2024, ADDRESSED AS FOLLOWS:

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

If you are a member of the Settlement Class and you do not timely request exclusion in response to the Notice dated January 16, 2024, 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 OR RECEIVE A PAYMENT.**

II. CLAIMANT IDENTIFICATION

1. If you purchased or otherwise acquired Gridsum Holding Inc. (“Gridsum”) securities (i) from September 22, 2016 through January 7, 2019, or (ii) pursuant and/or traceable to the Offering Documents issued and otherwise in connection with Gridsum’s September 2016 initial public offering, ((i) and (ii) together, the “Class Period”), inclusive, and held the securities in your name, you are the beneficial owner as well as the record owner. If, however, you purchased, otherwise acquired, or sold Gridsum securities through a third party, such as a brokerage firm, you are the beneficial owner, and the third party is the record owner.

2. Use **Part A** of this form entitled “Claimant Information” to identify each beneficial owner of Gridsum securities that forms the basis of this claim, as well as the owner of record if different. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL OWNERS OR THE LEGAL REPRESENTATIVE OF SUCH OWNERS.**

All joint owners 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.

III. IDENTIFICATION OF TRANSACTIONS

1. Use **Part B** of this form entitled “Transactions in ADSs” to supply all required details of your transaction(s) in Gridsum ADSs. Use **Part C** of this form entitled “Transactions in Gridsum Call Options” to supply all required details of your transaction(s) in Gridsum publicly traded call options. Use **Part D** of this form entitled “Transactions in Gridsum Put Options” to supply all required details of your transaction(s) in Gridsum publicly traded put options. 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 schedule, provide all of the requested information with respect to your holdings, purchases, acquisitions, and sales of Gridsum securities, whether the transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.

3. The date of covering a “short sale” is deemed to be the date of purchase of Gridsum securities. The date of a “short sale” is deemed to be the date of sale of Gridsum securities.

4. Copies of broker confirmations or other documentation of your transactions must 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 GRIDSUM SECURITIES.**

5. **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 Claim Form whether or not they also submit information regarding their transactions and/or holdings in Gridsum securities in electronic files. If you wish to file your transactions in electronic files, contact the Claims Administrator toll-free at 1-866-742-4955 or by email at info@rg2claims.com 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 A – CLAIMANT INFORMATION

The Claims Administrator will use this information for all communications regarding this Claim Form. If this information changes, you **MUST** notify the Claims Administrator in writing at the address above. Complete names of all persons and entities must be provided.

Beneficial Owner's First Name	MI	Beneficial Owner's Last Name
<input type="text"/>		<input type="text"/>

Co-Beneficial Owner's First Name	MI	Co-Beneficial Owner's Last Name
<input type="text"/>		<input type="text"/>

Entity Name (if claimant is not an individual)

Representative or Custodian Name (if different from Beneficial Owner(s) listed above)

Address 1 (street name and number)

Address 2 (apartment, unit, or box number)

City	State	ZIP/Postal Code
<input type="text"/>	<input type="text"/>	<input type="text"/>

Foreign Country (only if not USA) Foreign County (only if not USA)

Social Security Number		Taxpayer Identification Number
<input type="text"/> - <input type="text"/> - <input type="text"/>	OR	<input type="text"/> - <input type="text"/>

Telephone Number (home)		Telephone Number (work)
<input type="text"/> - <input type="text"/> - <input type="text"/>		<input type="text"/> - <input type="text"/> - <input type="text"/>

Email address

Account Number (if filing for multiple accounts, file a separate Claim Form for each account)

- Claimant Account Type (check appropriate box):
- | | | |
|---|---|--------------------------------|
| <input type="checkbox"/> Individual (includes joint owner accounts) | <input type="checkbox"/> Pension Plan | <input type="checkbox"/> Trust |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Estate | |
| <input type="checkbox"/> IRA/401K | <input type="checkbox"/> Other _____ (please specify) | |

PART B: TRANSACTIONS IN GRIDSUM ADS

Complete this Part B if, and only if, you purchased/acquired Gridsum ADSs during the period from September 22, 2016 through January 7, 2019, both dates inclusive. Please include proper documentation with your Claim Form as described in detail in Section III – Identification of Transactions, above. Do not include information in this section regarding securities other than Gridsum ADSs.

1. PURCHASES/ACQUISITIONS SEPTEMBER 22, 2016 THROUGH JANUARY 7, 2019 – Separately list each and every purchase or acquisition of Gridsum ADSs during the period from September 22, 2016 through January 7, 2019, both dates inclusive. Include Gridsum ADSs purchased in Gridsum’s September 2016 Initial Public Offering and Gridsum ADSs purchased on the open market from the opening of trading on September 23, 2016 through and including the close of trading January 7, 2019. ¹ (Must be documented.)				
Date of Purchase (List Chronologically) (MM/DD/YY)	Number of Shares Purchased	Purchase Price Per Share	Total Purchase Price (not deducting taxes, commissions and fees)	Confirm Proof of Purchase/Acquisition Enclosed
		\$	\$	<input type="checkbox"/>
		\$	\$	<input type="checkbox"/>
		\$	\$	<input type="checkbox"/>
		\$	\$	<input type="checkbox"/>
		\$	\$	<input type="checkbox"/>
		\$	\$	<input type="checkbox"/>
2. PURCHASES/ACQUISITIONS JANUARY 8, 2019 THROUGH APRIL 5, 2019 – State the total number of Gridsum ADSs purchased or acquired from the opening of trading on January 8, 2019 through and including the close of trading on April 5, 2019. If none, write “zero” or “0.” ² _____				
3. SALES SEPTEMBER 22, 2016 THROUGH APRIL 5, 2019 – Separately list each and every sale/disposition of Gridsum ADSs during the period from the opening of trading on September 23, 2016 through and including the close of trading on April 5, 2019, both dates inclusive. (Must be documented.)				
Date of Sale (List Chronologically) (MM/DD/YY)	Number of Shares Sold	Sale Price Per Share	Total Sale Price (not deducting taxes, commissions and fees)	Confirm Proof of Sale Enclosed
		\$	\$	<input type="checkbox"/>
		\$	\$	<input type="checkbox"/>
		\$	\$	<input type="checkbox"/>
		\$	\$	<input type="checkbox"/>
		\$	\$	<input type="checkbox"/>
		\$	\$	<input type="checkbox"/>
4. ENDING HOLDINGS – State the total number of shares of Gridsum ADSs held as of the close of trading on April 5, 2019. If none, write “0” or “Zero.” (Must be documented.) _____				

¹ In September 2016, Gridsum commenced the initial public offering of its ADSs. The ADSs began trading on the NASDAQ Global Select Market on September 23, 2016 under the symbol “GSUM.”

² **Please Note:** Information requested with respect to your purchases and acquisitions of Gridsum ADSs from January 8, 2019 through the close of trading on April 5, 2019 is needed in order to balance your claim; purchases and acquisitions during this period, however, are not eligible under the Settlement and will not be used for purposes of calculating your Recognized Claim under the Plan of Allocation.

IF YOU REQUIRE ADDITIONAL SPACE FOR THE SCHEDULE ABOVE, ATTACH EXTRA SCHEDULES IN THE SAME FORMAT. PRINT THE BENEFICIAL OWNER'S FULL NAME AND LAST FOUR DIGITS OF SOCIAL SECURITY/TAXPAYER IDENTIFICATION NUMBER ON EACH ADDITIONAL PAGE. IF YOU DO ATTACH EXTRA SCHEDULES, CHECK THIS BOX.

PART C: TRANSACTIONS IN GRIDSUM CALL OPTIONS

Complete this Part C if, and only if, you purchased or acquired publicly traded Gridsum call options during the period from September 23, 2016 through January 7, 2019, both dates inclusive. Please include proper documentation with your Claim Form as described in detail in Section III – Identification of Transactions, above. Do not include information in this section regarding securities other than Gridsum call options.

1. PURCHASES/ACQUISITIONS SEPTEMBER 23, 2016 THROUGH JANUARY 8, 2019 – Separately list each and every purchase or acquisition of Gridsum call option contracts from the opening of trading on September 23, 2016 through and including the close of trading on January 8, 2019. (Must be documented.)

Date of Purchase (List Chronologically) (MM/DD/YY)	Strike Price of Call Option Contract	Expiration Date of Call Option Contract (MM/DD/YY)	Option Class Symbol	Number of Call Option Contracts Acquired	Purchase Price Per Call Option Contract	Total Purchase Price (excluding taxes, commissions, and fees)	Insert an "E" if Exercised Insert an "A" if Assigned Insert an "X" if Expired
	\$				\$	\$	
	\$				\$	\$	
	\$				\$	\$	
	\$				\$	\$	

2. SALES SEPTEMBER 23, 2016 THROUGH JANUARY 8, 2019 – Separately list each and every sale/disposition of Gridsum call option contracts from the opening of trading on September 23, 2016 through and including the close of trading on January 8, 2019. If none, write "0" or "Zero." (Must be documented.) _____

Date of Sale (List Chronologically) (MM/DD/YY)	Strike Price of Call Option Contract	Expiration Date of Call Option Contract (MM/DD/YY)	Option Class Symbol	Number of Call Option Contracts Sold	Sale Price Per Call Option Contract	Total Sale Price (excluding taxes, commissions, and fees)
	\$				\$	\$
	\$				\$	\$
	\$				\$	\$
	\$				\$	\$

3. ENDING HOLDINGS – Separately list all positions in Gridsum call option contracts in which you had an open interest as of the close of trading on January 8, 2019. If none, write "0" or "Zero." (Must be documented.) _____

Strike Price of Call Option Contract	Expiration Date of Call Option Contract (MM/DD/YY)	Option Class Symbol	Number of Call Option Contracts in Which You Had an Open Interest
\$			
\$			
\$			
\$			

IF YOU REQUIRE ADDITIONAL SPACE FOR THE SCHEDULE ABOVE, ATTACH EXTRA SCHEDULES IN THE SAME FORMAT. PRINT THE BENEFICIAL OWNER'S FULL NAME AND LAST FOUR DIGITS OF SOCIAL SECURITY/TAXPAYER IDENTIFICATION NUMBER ON EACH ADDITIONAL PAGE. IF YOU DO ATTACH EXTRA SCHEDULES, CHECK THIS BOX.

PART D: TRANSACTIONS IN GRIDSUM PUT OPTIONS

Complete this Part D if and only if you sold (wrote) Gridsum publicly traded put options during the period from September 23, 2016 through January 7, 2019, both dates inclusive. Please include proper documentation with your Claim Form as described in detail in Section III – Identification of Transactions, above. Do not include information in this section regarding securities other than Gridsum put options.

1. SALES (WRITING) SEPTEMBER 23, 2016 THROUGH JANUARY 8, 2019 – Separately list each and every sale (writing) (including free deliveries) of Gridsum put option contracts from the opening of trading on September 23, 2016 through and including the close of trading on January 8, 2019. (Must be documented.)

Date of Sale (List Chronologically) (MM/DD/YY)	Strike Price of Put Option Contract	Expiration Date of Put Option Contract (MM/DD/YY)	Option Class Symbol	Number of Put Option Contracts Sold	Sale Price Per Put Option Contract	Total Sale Price (excluding taxes, commissions, and fees)	Insert an "A" if Assigned Insert an "E" if Exercised Insert an "X" if Expired	Exercise Date (MM/DD/YY)
	\$					\$		
	\$					\$		
	\$					\$		
	\$					\$		

2. PURCHASES/ACQUISITIONS SEPTEMBER 23, 2016 THROUGH JANUARY 8, 2019 – Separately list each and every purchase/acquisition (including free receipts) of Gridsum put option contracts from the opening of trading on September 23, 2016 through and including the close of trading on January 8, 2019. If none, write "0" or "Zero." (Must be documented.) _____

Date of Purchase (List Chronologically) (MM/DD/YY)	Strike Price of Put Option Contract	Expiration Date of Put Option Contract (MM/DD/YY)	Option Class Symbol	Number of Put Option Contracts Purchased	Purchase Price Per Put Option Contract	Total Purchase Price (excluding taxes, commissions, and fees)
	\$					\$
	\$					\$
	\$					\$
	\$					\$

3. ENDING HOLDINGS – Separately list all positions in Gridsum put option contracts in which you had an open interest as of the close of trading on January 8, 2019. If none, write "0" or "Zero." (Must be documented.) _____

Strike Price of Put Option Contract	Expiration Date of Put Option Contract (MM/DD/YY)	Option Class Symbol	Number of Put Option Contracts in Which You Had an Open Interest
\$			
\$			
\$			
\$			

IF YOU REQUIRE ADDITIONAL SPACE FOR THE SCHEDULE ABOVE, ATTACH EXTRA SCHEDULES IN THE SAME FORMAT. PRINT THE BENEFICIAL OWNER'S FULL NAME AND LAST FOUR DIGITS OF SOCIAL SECURITY/TAXPAYER IDENTIFICATION NUMBER ON EACH ADDITIONAL PAGE. IF YOU DO ATTACH EXTRA SCHEDULES, CHECK THIS BOX.

IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

By signing and submitting this Claim Form, the claimant(s) or the person(s) acting on behalf of the claimant(s) certify(ies) the following:

- I (We) submit this Claim Form under the terms of the Stipulation described in the accompanying Notice.
- I (We) also submit to the jurisdiction of the United States District Court for the Southern District of New York (the “Court”) with respect to my (our) claim as a Settlement Class Member(s) and for purposes of enforcing the releases set forth herein.
- I (We) further acknowledge that I (we) will be bound by the terms of any Judgment entered in connection with the Settlement in the Action, including the releases set forth therein.
- I (We) agree to furnish additional information to the Claims Administrator to support this claim, such as additional documentation for transactions in eligible Gridsum securities, if required to do so.
- I (We) have not submitted any other claim covering the same transactions in Gridsum securities during the Settlement Class Period and know of no other person having done so on my (our) behalf.

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V. RELEASES, WARRANTIES, AND CERTIFICATION

By signing and submitting this Claim Form, the claimant(s) or the person(s) acting on behalf of the claimant(s) certify(ies) the following:

- I (We) hereby warrant and represent that I am (we are) a Settlement Class Member as defined in the Notice, that I am (we are) not excluded from the Settlement Class, that I am (we are) not one of the “Released Defendant Parties” as defined in the accompanying Notice.
- As a Settlement Class Member, I (we) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, and discharge with prejudice the Released Plaintiff Claims as to each and all of the Released Defendant Parties (as these terms are defined in the accompanying Notice). This release shall be of no force or effect unless and until the Court approves the Settlement and it becomes effective on the Effective Date.
- 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.
- I (We) hereby warrant and represent that I (we) have included information about all of my (our) purchases, acquisitions and sales of Gridsum securities that occurred during the Settlement Class Period and the number of securities held by me (us), to the extent requested.
- I (We) certify that I am (we are) NOT subject to backup tax withholding. (If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike out the prior sentence.)

* * *

VI. YOUR DECLARATION UNDER PENALTY OF PERJURY

By submitting this Claim Form, you must sign below, declaring under penalty of perjury that all information it contains is true and correct:

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 this Claim Form.
2. DO NOT HIGHLIGHT THE CLAIM FORM OR YOUR SUPPORTING DOCUMENTATION.
3. Attach only copies of supporting documentation as these documents will not be returned to you.
4. Keep a copy of your Proof of Claim for your records.
5. If you desire an acknowledgment of receipt of your claim form, please send it by Certified Mail, Return Receipt Requested, or its equivalent. You will bear all risks of delay or non-delivery of your claim.
6. If you move after submitting this Claim Form, please notify the Claims Administrator of the change in your address, otherwise you may not receive additional notices or payment.