

**Must be
Postmarked
No Later Than
November 26, 2018**

**Saba Software Settlement
C/O GCG
P.O. Box 10599
Dublin, Ohio 43017-7299
(855) 865-4749
www.SabaSoftwareSettlement.com**

SBS



Claim Number:

Control Number:

PROOF OF CLAIM

Please complete the Proof of Claim below if you were a record or beneficial holder of Saba Software, Inc. ("Saba") common stock at the closing of the transaction consummated by Vector Capital Management, L.P. ("Vector Capital"), Vector Talent II LLC ("Parent"), and Vector Talent Merger Sub, Inc. ("Merger Sub") on March 30, 2015 ("Acquisition"). Excluded persons and entities include: Shawn Farshchi, William V. Russell, Dow R. Wilson, William M. Klein, William N. MacGowan, Michael Fawkes, and Nora Denzel (collectively, the "Individual Defendants"), members of the immediate family of any Individual Defendant, any entity in which an Individual Defendant has or had a controlling interest, Saba, Vector Capital, Parent, and Merger Sub, and the legal representatives, heirs, successors, and assigns of any of the foregoing excluded parties.

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Important - This form should be completed IN CAPITAL LETTERS using BLACK or DARK BLUE ballpoint/fountain pen. Characters and marks used should be similar in the style to the following:
A B C D E F G H I J K L M N O P Q R S T U V W X Y Z 1 2 3 4 5 6 7 0



GENERAL INSTRUCTIONS

This Proof of Claim must contain the name, address, and taxpayer identification number (TIN) of the beneficial owner(s). The TIN, consisting of a valid Social Security number (SSN) for individuals or employer identification number (EIN) for business entities, trusts, estates, etc., and telephone number of the beneficial owner(s) may be used in verifying this claim; this information is required.

You must also provide the quantity of shares and the stock certificate numbers (if shares were held in certificate form; if shares were held through a brokerage account, certificate numbers would not be needed). You must sign the Proof of Claim in the space provided in order to make a valid claim. Please also provide your brokerage statement for March 2015 or a letter from your bank, broker, or other nominee indicating the quantity of shares held at the closing of the Acquisition on March 30, 2015. If you held shares in certificate form, please provide confirmation from the transfer agent of surrender.

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. To obtain the mandatory electronic filing requirements and file layout, you may visit the case listing at www.SabaSoftwareSettlement.com or you may email the Paying Agent's electronic filing department at eClaim@choosegcg.com. Any file not in accordance with the required electronic filing format will be subject to rejection. No electronic files will be considered to have been properly submitted unless the Paying Agent issues an email after processing your file with your claim numbers and respective account information. Do not assume that your file has been received or processed until you receive this email.

Proof of Claim forms **must be postmarked no later than November 26, 2018** and mailed to:

Saba Software Settlement
C/O GCG
P.O. Box 10599
Dublin, Ohio 43017-7299
(855) 865-4749

1. Please sign the below release and certification. If this Proof of Claim is being submitted on behalf of multiple claimants, then all claimants must sign.
2. Remember to attach only copies of acceptable supporting documentation.
3. Please do not highlight any portion of the Proof of Claim or any supporting documents.
4. Do not send original stock certificates or documentation. These items cannot be returned to you by the Paying Agent.
5. Keep copies of the completed Proof of Claim and documentation for your own records.
6. You will not receive confirmation of receipt of your Proof of Claim; if confirmation is desired, please send your Proof of Claim Certified Mail, Return Receipt requested.
7. If your address changes in the future, or if this Proof of Claim was sent to an old or incorrect address, please send the Paying Agent written notification of your new address. If you change your name, please inform the Paying Agent.
8. If you have any questions or concerns regarding your Proof of Claim, please contact the Paying Agent at the above address or call or visit www.SabaSoftwareSettlement.com.



PART I - CLAIMANT IDENTIFICATION

Claimant or Representative Contact Information:

The Paying Agent will use this information for all communications relevant to this Claim (including the check, if eligible for payment). If this information changes, you **MUST** notify the Paying Agent in writing at the address above.

Last Name (Beneficial Owner):

First Name (Beneficial Owner):

Last Name (Co-Beneficial Owner):

First Name (Co-Beneficial Owner):

Company/Other Entity (If Claimant Is Not an Individual):

Contact Person (If Claimant is Not an Individual):

Record Owner's Name (If Different From Claimant or Beneficial Owner Listed Above, e.g. Brokerage Firm, Bank, Trustee, Nominee, etc.):

Account Number (If Claimant Is Not an Individual):

Beneficial Owner's Employer Identification Number or Social Security Number:

____ - ____ / ____ - ____ - ____

Trust/Other Date (If Applicable):

Street Address:

City:

State: **Zip:**

Country (if Other than U.S.):

Daytime Telephone Number:

Evening Telephone Number:

Email Address (Email address is not required, but if you provide it you authorize the Paying Agent to use it in providing you with information relevant to this claim.):

Identity of Claimant (check only one):

- Individual
 Corporation
 Joint Owners
 Estate
 Trust
 Partnership
 Private Pension Fund
- Legal Representative
 IRA, Keogh, or other type of individual retirement plan
 (indicate type of plan, mailing address, and name of current custodian on separate sheet)
- Other (specify, describe on separate sheet)

To view GCG's Privacy Notice, please visit <http://www.choosegcg.com/privacy>



PART II - HOLDINGS AND STOCK CERTIFICATE NUMBERS

A. HOLDINGS ON MARCH 30, 2015: State the number of shares of Saba common stock surrendered at the closing of the Acquisition on **March 30, 2015**. Documentation includes brokerage statements from March 2015 showing the quantity of shares surrendered, a letter from your bank, broker, or other nominee indicating the quantity of shares surrendered, or proof of stock certificate surrender (see below for more details if your shares were held in certificate form).

| | | | | | | | | | |
|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |
|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|

Shares

Proof enclosed: Y N

B. STOCK CERTIFICATE NUMBERS (If applicable): List below the stock certificate numbers for all Saba common stock surrendered pursuant to the Acquisition on **March 30, 2015** for all shares NOT HELD IN A BROKERAGE ACCOUNT. Be sure to attach documentation of surrender such as a letter accompanying a payment for surrendered shares from the transfer agent or your broker.

| CERTIFICATE | PROOF OF SURRENDER ENCLOSED? |
|---|--|
| CERTIFICATE 1: <input type="text"/> | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| CERTIFICATE 2: <input type="text"/> | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| CERTIFICATE 3: <input type="text"/> | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| CERTIFICATE 4: <input type="text"/> | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| CERTIFICATE 5: <input type="text"/> | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| CERTIFICATE 6: <input type="text"/> | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| CERTIFICATE 7: <input type="text"/> | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| CERTIFICATE 8: <input type="text"/> | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| CERTIFICATE 9: <input type="text"/> | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| CERTIFICATE 10: <input type="text"/> | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| CERTIFICATE 11: <input type="text"/> | <input type="checkbox"/> Yes <input type="checkbox"/> No |

IF YOU REQUIRE ADDITIONAL SPACE, ATTACH EXTRA SCHEDULES IN THE SAME FORMAT AS ABOVE. PRINT THE BENEFICIAL OWNER'S FULL NAME AND TAXPAYER IDENTIFICATION NUMBER ON EACH ADDITIONAL PAGE.

YOU MUST SIGN THE PROOF OF CLAIM ON PAGE 6.



PART III - RELEASE AND CERTIFICATION

On behalf of myself (ourselves) or the beneficial owner, I (we) am (are) authorized to file this Proof of Claim, and on behalf of each of my (our, his, her, its) heirs, agents, executors, trustees, administrators, predecessors, successors, and assigns, I (we, he, she, it) hereby acknowledge that as of the Effective Date, I (we, he, she, it) shall (i) be deemed to have fully, finally, and forever waived, released, discharged, and dismissed each and every one of the Released Claims (as defined in the Notice of Pendency of Class Action, Proposed Settlement of Class Action, and Settlement Hearing ("Notice")), as against each and every one of the Released Parties; (ii) forever be barred and enjoined from commencing, instituting, prosecuting, or maintaining any of the Released Claims against any of the Released Parties; and (iii) be deemed to have covenanted not to sue any Released Party on the basis of any Released Claim or, unless compelled by operation of law, to assist any person in commencing or maintaining any suit relating to any Released Claim against any Released Party.

By checking this box I certify that I (we) am (are) or, if I am filing on behalf of another, that party, is not an excluded party under the terms of the Stipulation. Excluded parties include: Defendants, members of the immediate family of any Defendant, any entity in which a Defendant has or had a controlling interest, Saba, Vector Capital, Parent, and Merger Sub, any person who was an officer of Saba on March 30, 2015, and the legal representatives, heirs, successors, and assigns of any of the foregoing excluded parties.

By signing and submitting this Proof of Claim, the claimant(s) or the person(s) who represent(s) the claimant(s) certifies (certify) as follows:

1. That I (we) have read the Notice, and the Proof of Claim, including the releases provided for in the settlement;
2. That the claimant(s) is (are) a Class Member(s), as defined in the Notice, and is (are) not excluded from the Class;
3. That the claimant(s) owned the Saba common stock identified in the Proof of Claim and has (have) not assigned the claim against the Released Parties to another, or that, in signing and submitting this Proof of Claim, the claimant(s) has (have) the authority to act on behalf of the owner(s) thereof;
4. That the claimant(s) has (have) not submitted any other claim covering the same purchases, acquisitions, sales, or holdings of Saba common stock and knows (know) of no other person having done so on his/her/its/their behalf;
5. That the claimant(s) submits (submit) to the jurisdiction of the Court with respect to his/her/its/their claim and for purposes of enforcing the releases provided for in the settlement;
6. That I (we) agree to furnish such additional information with respect to this Proof of Claim as the Paying Agent or the Court may require;
7. That I (we) acknowledge that the claimant(s) will be bound by and subject to the terms of the Stipulation and Agreement of Compromise and Settlement and any judgment that may be entered in the litigation, including the releases and covenants set forth therein; and
8. That 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.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike the language that you are not subject to backup withholding in the certification above. The Internal Revenue Service does not require your consent to any provision other than the certification required to avoid backup withholding.

**PART III - RELEASE AND CERTIFICATION (CONTINUED)**

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED BY ME (US) ON THIS FORM IS TRUE, CORRECT, AND COMPLETE AND THAT THE DOCUMENTS SUBMITTED HEREWITH ARE TRUE AND CORRECT COPIES OF WHAT THEY PURPORT TO BE.

Signature of Claimant

Print Name of Claimant

Date

Signature of Joint Claimant, if any

Print Name of Joint Claimant, if any

Date

Capacity of Person(s) Signing, e.g., beneficial owner(s), executor, administrator, trustee, etc.

THIS PROOF OF CLAIM MUST BE MAILED TO THE PAYING AGENT POSTMARKED BY NOVEMBER 26, 2018.

REMINDER CHECKLIST

1. Please sign the Signature Section of the Proof of Claim.
2. If this Proof of Claim form is being made on behalf of Joint Claimants, then both must sign.
3. Remember to attach supporting documentation.
4. **DO NOT SEND ORIGINALS OF ANY SUPPORTING DOCUMENTS.**
5. Keep a copy of your Proof of Claim form and all documentation submitted for your records.
6. If you desire an acknowledgement of your Proof of Claim, please send it Certified Mail, Return Receipt requested.
7. If you move, please send your new address to the Paying Agent.
8. Do not use a highlighter on the Proof of Claim form or supporting documentation.