

IN RE OCWEN FINANCIAL CORPORATION
SECURITIES LITIGATION

PROOF OF CLAIM AND RELEASE FORM

TO BE ELIGIBLE TO RECEIVE A SHARE OF THE NET SETTLEMENT FUND IN CONNECTION WITH THE SETTLEMENT OF THIS ACTION, YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND RELEASE FORM ("CLAIM FORM") AND MAIL IT BY PREPAID, FIRST-CLASS MAIL, **POSTMARKED NO LATER THAN DECEMBER 8, 2017**, TO THE FOLLOWING ADDRESS:

**Ocwen Financial Corporation Securities Litigation
c/o A.B. Data, Ltd.
P.O. Box 173027
Milwaukee, WI 53217**

FAILURE TO SUBMIT YOUR CLAIM FORM AND THE REQUIRED SUPPORTING DOCUMENTATION BY THE DATE SPECIFIED ABOVE WILL SUBJECT YOUR CLAIM TO REJECTION AND MAY PRECLUDE YOU FROM BEING ELIGIBLE TO RECEIVE ANY PROCEEDS IN CONNECTION WITH THE SETTLEMENT.

DO NOT MAIL OR DELIVER YOUR CLAIM FORM TO THE COURT, THE PARTIES TO THIS ACTION, OR THEIR COUNSEL. SUBMIT YOUR CLAIM FORM ONLY TO THE CLAIMS ADMINISTRATOR AT THE ADDRESS SET FORTH ABOVE.

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PART I

GENERAL INSTRUCTIONS

1. It is important that you completely read and understand the Notice of (I) Proposed Settlement of Class Action; (II) Final Approval Hearing; and (III) Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses (the "Settlement Notice") that accompanies this Claim Form, including the Proposed Plan of Allocation of Net Settlement Fund Among Authorized Claimants ("Plan of Allocation") attached as Appendix A to the Settlement Notice. The Settlement Notice describes the proposed Settlement of the above-captioned action ("Action"), how Class Members are affected by the Settlement, and the manner in which the Net Settlement Fund will be distributed if the Settlement and Plan of Allocation are approved by the Court. The Settlement Notice also contains the definitions of many of the defined terms (which are indicated by initial capital letters) used in this Claim Form. By signing and submitting this Claim Form, you will be certifying that you have read and you understand the Settlement Notice, including the terms of the releases described therein and provided for herein.

2. By submitting this Claim Form, you will be making a request to share in the proceeds of the Settlement described in the Settlement Notice. **IF YOU ARE NOT A CLASS MEMBER** (see the definition of the Class on page 5 of the Settlement Notice, which sets forth who is included and who is excluded from the Class), **OR IF YOU, OR SOMEONE ACTING ON YOUR BEHALF, SUBMITTED A REQUEST FOR EXCLUSION FROM THE CLASS IN CONNECTION WITH THE NOTICE OF PENDENCY AND IS LISTED ON EXHIBIT C TO THE STIPULATION, DO NOT SUBMIT A CLAIM FORM. YOU MAY NOT, DIRECTLY OR INDIRECTLY, PARTICIPATE IN THE SETTLEMENT IF YOU ARE NOT A CLASS MEMBER.** **THUS, IF YOU ARE EXCLUDED FROM THE CLASS, ANY CLAIM FORM THAT YOU SUBMIT, OR THAT MAY BE SUBMITTED ON YOUR BEHALF, WILL NOT BE ACCEPTED.**

3. **Submission of this Claim Form does not guarantee that you will share in the proceeds of the Settlement. The distribution of the Net Settlement Fund will be governed by the Plan of Allocation attached to the Settlement Notice, if it is approved by the Court, or by such other plan of allocation as the Court approves.**

4. Use the Schedule of Transactions in Ocwen Common Stock (Part III of this Claim Form) to supply all required details of your transaction(s) (including free transfers and deliveries) in and holdings of Ocwen Financial Corporation ("Ocwen") common stock. On this schedule, please provide all of the requested information with respect to your holdings, purchases, acquisitions, and sales of Ocwen common stock, regardless of whether such transactions resulted in a profit or a loss. **Failure to report all transaction and holding information during the requested time period may result in the rejection of your claim.**

Please note: Only Ocwen common stock purchased or otherwise acquired during the Class Period (*i.e.*, from May 2, 2013 through December 19, 2014, inclusive) is eligible under the Settlement. However, under the "90-day look-back period" (described in the Plan of Allocation attached to the Settlement Notice), your sales of Ocwen common stock during the period from December 20, 2014 through March 19, 2015, inclusive, will be used for purposes of calculating your claim under the Plan of Allocation. Therefore, in order for the Claims Administrator to be able to balance your claim, the requested purchase/acquisition information during the 90-day look-back period must also be provided.

5. You are required to submit genuine and sufficient documentation for all of your transactions in and holdings of Ocwen common stock set forth in the Schedule of Transactions in Part III of this Claim Form. Documentation may consist of copies of broker
QUESTIONS? CALL (866) 905-8125 OR VISIT WWW.OCWENSECURITIESLITIGATION.COM

confirmation slips or monthly broker account statements, or an authorized statement from your broker containing the required transactional and holding information found in a broker confirmation slip or account statement. **The Parties and the Claims Administrator do not independently have information about your investments in Ocwen common stock. If such documents are not in your possession, please obtain copies or equivalent documents from your broker. Failure to supply this documentation may result in the rejection of your claim.** DO NOT SEND ORIGINAL DOCUMENTS. Please keep a copy of all documents that you send to the Claims Administrator. Also, please do not highlight any portion of the Claim Form or any supporting documents.

6. Separate Claim Forms should be submitted for each separate legal entity (e.g., a claim from joint owners should not include separate transactions of just one of the joint owners, and an individual should not combine his or her IRA transactions with transactions made solely in the individual's name). Conversely, a single Claim Form should be submitted on behalf of one legal entity that includes all transactions made by that entity on one Claim Form, no matter how many separate accounts that entity has (e.g., a corporation with multiple brokerage accounts should include all transactions made in all accounts on one Claim Form).

7. All joint beneficial owners must each sign this Claim Form and their names must appear as "Claimants" in Part II of this Claim Form. If you purchased or otherwise acquired Ocwen common stock during the Class Period and held the stock in your name, you are the beneficial owner as well as the record owner and you must sign this Claim Form to participate in the Settlement. If, however, you purchased or otherwise acquired Ocwen common stock during the Class Period and the securities were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial owner of these shares, but the third party is the record owner. The beneficial owner, not the record owner, must sign this Claim Form to be eligible to participate in the Settlement.

8. Agents, executors, administrators, guardians, and trustees must complete and sign the Claim Form on behalf of persons and entities represented by them, and they must:

- a. expressly state the capacity in which they are acting;
- b. identify the name, account number, Social Security Number (or taxpayer identification number), address and telephone number of the beneficial owner of (or other person or entity on whose behalf they are acting with respect to) the Ocwen common stock; and
- c. furnish herewith evidence of their authority to bind to the Claim Form the person or entity on whose behalf they are acting. (Authority to complete and sign a Claim Form cannot be established by stockbrokers demonstrating only that they have discretionary authority to trade securities in another person/entity's accounts.)

9. By submitting a signed Claim Form, you will be swearing that you:

- a. own(ed) the Ocwen common stock you have listed on the Claim Form; or
- b. are expressly authorized to act on behalf of the owner thereof.

10. By submitting a signed Claim Form, you will be swearing to the truth of the statements contained therein and the genuineness of the documents attached thereto, subject to penalties of perjury under the laws of the United States of America. The making of false statements, or the submission of forged or fraudulent documentation, will result in the rejection of your claim and may subject you to civil liability or criminal prosecution.

11. If the Court approves the Settlement, payments to eligible Authorized Claimants pursuant to the Plan of Allocation (or such other plan of allocation as the Court approves) will be made after any appeals are resolved, and after the completion of all claims processing. The claims process will take substantial time to complete fully and fairly.

12. **Please note:** As set forth in the Plan of Allocation attached to the Settlement Notice, each Authorized Claimant shall receive his, her or its *pro rata* share of the Net Settlement Fund. If the prorated payment to any Authorized Claimant calculates to less than \$10.00, it will not be included in the calculation and no distribution will be made to that Authorized Claimant.

13. If you have questions concerning the Claim Form, or need additional copies of the Claim Form or the Settlement Notice, you may contact the Claims Administrator, A.B. Data, Ltd., by writing to the above address, by calling the toll-free hotline at (866) 905-8125, or by sending an email to info@ocwensecuritieslitigation.com, or you can visit the website, www.ocwensecuritieslitigation.com, where copies of the Claim Form and Settlement Notice are available for downloading.

14. **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 website at www.ocwensecuritieslitigation.com or you may email the Claims Administrator's electronic filing department at efiling@abdata.com. Any file not submitted 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 Claims Administrator issues an email after processing your file with your claim number(s) and respective account information. Do not assume that your file has been received or processed until you receive this email. If you do not receive such an email within 10 days of your submission, you should contact the electronic filing department at efiling@abdata.com to inquire about your file and confirm it was received and acceptable.

IMPORTANT – PLEASE NOTE:

YOUR CLAIM IS NOT DEEMED FILED UNTIL YOU RECEIVE AN ACKNOWLEDGMENT POSTCARD. THE CLAIMS ADMINISTRATOR WILL ACKNOWLEDGE RECEIPT OF YOUR CLAIM FORM BY MAIL WITHIN 60 DAYS. IF YOU DO NOT RECEIVE AN ACKNOWLEDGMENT POSTCARD WITHIN 60 DAYS, PLEASE CALL THE CLAIMS ADMINISTRATOR TOLL FREE AT (866) 905-8125.

PART II
CLAIMANT IDENTIFICATION

The Claims Administrator will use the information supplied below for all communications regarding this Claim Form. If this information changes, you **MUST** notify the Claims Administrator in writing at the address above.

Claimant Name(s) (as the name(s) should appear on check, if eligible for payment; if the shares are jointly owned, the names of all beneficial owners must be provided):

Name of person the Claims Administrator should contact regarding this Claim Form (must be provided):

Mailing Address – Line 1: Street Address/P.O. Box:

Mailing Address – Line 2 (if applicable): Apartment/Suite/Floor Number:

City:

State/Province:

ZIP Code/Postal Code (if outside U.S.):

Country:

Last 4 digits of Claimant Social Security/Employer Identification Number:¹

Daytime Telephone Number:

Evening Telephone Number:

Email Address (an email address is not required, but if you provide it, you authorize the Claims Administrator to use it in providing you with information relevant to this claim):

Payment Preference:

If you are eligible to receive a distribution from this Settlement, any cash payment you MAY receive will be in U.S. Dollars.

If you are eligible to receive a distribution from this Settlement and would like to receive payment in a currency other than U.S. Dollars, please check this box and indicate the requested currency here: _____.

¹The last four digits of the taxpayer identification number (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.

PART III – SCHEDULE OF TRANSACTIONS IN OCWEN COMMON STOCK

Please be sure to include proper documentation with your Claim Form as described in detail in Paragraph 5 of the General Instructions above. Do not include information regarding securities other than Ocwen common stock.

1. BEGINNING HOLDINGS OF OCWEN COMMON STOCK – State the total number of shares of Ocwen common stock held as of the opening of trading on May 2, 2013. (Must be documented.) If none, write “zero” or “0.” _____					
2. PURCHASES/ACQUISITIONS OF OCWEN COMMON STOCK FROM MAY 2, 2013 THROUGH DECEMBER 19, 2014, INCLUSIVE – Separately list each and every purchase/acquisition (including free receipts) of Ocwen common stock from after the opening of trading on May 2, 2013 through December 19, 2014, inclusive. (Must be documented.)					IF NONE, CHECK HERE <input type="radio"/>
Date of Purchase/ Acquisition (List Chronologically) (Month/Day/Year)	Number of Shares Purchased/ Acquired	Purchase/ Acquisition Price per Share	Total Purchase/ Acquisition Price (excluding taxes, commissions, and fees)	Result of Exercise of Option?	Confirm Proof of Purchase/ Acquisition Enclosed
/ /		\$	\$	<input type="radio"/>	<input type="radio"/>
/ /		\$	\$	<input type="radio"/>	<input type="radio"/>
/ /		\$	\$	<input type="radio"/>	<input type="radio"/>
/ /		\$	\$	<input type="radio"/>	<input type="radio"/>
3. PURCHASES/ACQUISITIONS OF OCWEN COMMON STOCK FROM DECEMBER 20, 2014 THROUGH MARCH 19, 2015, INCLUSIVE – State the total number of shares of Ocwen common stock purchased/acquired (including fee receipts) from after the opening of trading on December 20, 2014 through March 19, 2015, inclusive. If none, write “zero” or “0.” ² _____					
4. SALES OF OCWEN COMMON STOCK FROM MAY 2, 2013 THROUGH MARCH 19, 2015, INCLUSIVE – Separately list each and every sale/disposition (including free deliveries) of Ocwen common stock from after the opening of trading on May 2, 2013 through the close of trading on March 19, 2015. (Must be documented.)					IF NONE, CHECK HERE <input type="radio"/>
Date of Sale (List Chronologically) (Month/Day/Year)	Number of Shares Sold	Sale Price per Share	Total Sale Price (excluding taxes, commissions, and fees)	Result of Exercise of Option?	Confirm Proof of Sale Enclosed
/ /		\$	\$	<input type="radio"/>	<input type="radio"/>
/ /		\$	\$	<input type="radio"/>	<input type="radio"/>
/ /		\$	\$	<input type="radio"/>	<input type="radio"/>
/ /		\$	\$	<input type="radio"/>	<input type="radio"/>
5. ENDING HOLDINGS – State the total number of shares of Ocwen common stock held as of the close of trading on March 19, 2015. (Must be documented.) If none, write “zero” or “0.” _____					Confirm Proof of Position Enclosed <input type="radio"/>

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 THEIR SOCIAL SECURITY/TAXPAYER IDENTIFICATION NUMBER ON EACH ADDITIONAL PAGE.

² **PLEASE NOTE:** Information requested with respect to your purchases/acquisitions of Ocwen common stock from after the opening of trading on December 20, 2014 through March 19, 2015, inclusive is needed in order to balance your claim; purchases/acquisitions of Ocwen common stock during this period, however, are **not** eligible under the Settlement and will not be used for purposes of calculating your Recognized Claim pursuant to the Plan of Allocation.

PART IV – RELEASE OF CLAIMS AND SIGNATURE

YOU MUST ALSO READ THE RELEASE AND CERTIFICATION BELOW AND SIGN BELOW ON THIS CLAIM FORM.

I (we) hereby acknowledge that, pursuant to the terms set forth in the Stipulation, without further action by anyone, upon the Effective Date, I (we), on behalf of myself (ourselves) and my (our) heirs, executors, administrators, predecessors, successors, and assigns, in their capacities as such, shall be deemed to have, and by operation of the judgment shall have, fully, finally, and forever released, relinquished, waived, discharged and dismissed each and every Released Plaintiffs' Claim against Defendants and the other Defendants' Releases, and shall be forever barred and enjoined from commencing, instituting, prosecuting or maintaining any or all of the Released Plaintiffs' Claims against any of the Defendants' Releasees.

CERTIFICATION

By signing and submitting this Claim Form, the claimant(s) or the person(s) who represent(s) the claimant(s) agree(s) to the release above and certifies (certify) as follows:

1. that I (we) have read and understand the contents of the Settlement Notice and this Claim Form, including the Releases provided for in the Settlement and the terms of the Plan of Allocation;
2. that the claimant(s) is a (are) Class Member(s), as defined in the Settlement Notice, and is (are) not excluded by definition from the Class as set forth in the Settlement Notice;
3. that the claimant(s) did not submit a request for exclusion from the Class in connection with the previously disseminated Notice of Pendency;
4. that I (we) own(ed) the Ocwen common stock identified in the Claim Form and have not assigned the claim against any of the Defendants or any of the other Defendants' Releasees to another, or that, in signing and submitting this Claim Form, I (we) have the authority to act on behalf of the owner(s) thereof;
5. that the claimant(s) has (have) not submitted any other claim covering the same purchases/acquisitions of Ocwen common stock and knows (know) of no other person having done so on the claimant's (claimants') behalf;
6. that the claimant(s) submit(s) to the jurisdiction of the Court with respect to claimant's (claimants') claim and for purposes of enforcing the Releases set forth herein;
7. that I (we) agree to furnish such additional information with respect to this Claim Form as Class Counsel, the Claims Administrator or the Court may require;
8. that the claimant(s) waive(s) the right to trial by jury, to the extent it exists, and agree(s) to the Court's summary disposition of the determination of the validity or amount of the claim made by this Claim Form;
9. that I (we) acknowledge that the claimant(s) will be bound by and subject to the terms of any judgment(s) that may be entered in the Action; and
10. that the claimant(s) is (are) NOT subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code because the (a) claimant(s) is (are) exempt from backup withholding or (b) the claimant(s) has (have) not been notified by the IRS that he/she/it/they is (are) subject to backup withholding as a result of a failure to report all interest or dividends or (c) the IRS has notified the claimant(s) that he/she/it/they is (are) no longer subject to backup withholding. **If the IRS has notified the claimant(s) that he/she/it/they is (are) subject to backup withholding, please strike out the language in the preceding sentence indicating that the claim is not subject to backup withholding in the certification above.**

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

Executed this _____ day of _____ in _____
(Month/Year) (City/State/Country)

(Sign your name here)

(Sign your name here)

(Type or print your name here)

(Type or print your name here)

Capacity of person signing on behalf of claimant, if other than an individual, *e.g.*, executor, president, trustee, custodian, etc. (Must provide evidence of authority to act on behalf of claimant – *see* ¶8 on page 2 of this Claim Form.)

Capacity of person signing on behalf of claimant, if other than an individual, *e.g.*, executor, president, trustee, custodian, etc. (Must provide evidence of authority to act on behalf of claimant – *see* ¶8 on page 2 of this Claim Form.)

REMINDER CHECKLIST

1. Please sign the above release and certification. If this Claim Form is being made on behalf of joint claimants, then both must sign.
2. Remember to attach only **copies** of acceptable supporting documentation, as these documents will not be returned to you.
3. Please do not highlight any portion of the Claim Form or any supporting documents.
4. Keep copies of the completed Claim Form and documentation for your own records.
5. The Claims Administrator will acknowledge receipt of your Claim Form by mail within 60 days. Your claim is not deemed submitted until you receive an acknowledgment postcard. **IF YOU DO NOT RECEIVE AN ACKNOWLEDGMENT POSTCARD WITHIN 60 DAYS, PLEASE CALL THE CLAIMS ADMINISTRATOR TOLL-FREE AT (866) 905-8125.**
6. If your address changes in the future, or if this Claim Form was sent to an old or incorrect address, please send the Claims Administrator written notification of your new address. If you change your name, please inform the Claims Administrator.
7. If you have any questions or concerns regarding your claim, please contact the Claims Administrator in writing at the address below, by calling toll-free at (866) 905-8125, or by email at info@ocwensecuritieslitigation.com. You can also visit the case website, www.ocwensecuritieslitigation.com. Please **DO NOT** call Ocwen, any other Defendants or their counsel with questions regarding your claim.

THIS CLAIM FORM MUST BE MAILED TO THE CLAIMS ADMINISTRATOR BY FIRST-CLASS MAIL, POSTMARKED NO LATER THAN DECEMBER 8, 2017, ADDRESSED AS FOLLOWS:

**Ocwen Financial Corporation Securities Litigation
c/o A.B. Data, Ltd.
P.O. Box 173027
Milwaukee, WI 53217**

A Claim Form received by the Claims Administrator shall be deemed to have been submitted when posted, if a postmark date on or before December 8, 2017 is indicated on the envelope and it is mailed by First-Class Mail, and if the envelope is addressed in accordance with the above instructions. In all other instances, a Claim Form 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 fully process all of the Claim Forms. Please be patient and notify the Claims Administrator of any change of address.

QUESTIONS? CALL (866) 905-8125 OR VISIT WWW.OCWENSECURITIESLITIGATION.COM

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Ocwen Financial Corporation Securities Litigation
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**COURT-APPROVED NOTICE REGARDING
IN RE OCWEN FINANCIAL CORPORATION SECURITIES LITIGATION**

**DATED MATERIAL – OPEN IMMEDIATELY
OCWE - DD_54151N24**