

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

SHIVA STEIN, :
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 :
 Plaintiff, : Civil Action No. 1:21-cv-6215
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 v. :
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 : **COMPLAINT FOR VIOLATIONS OF**
 : **SECTIONS 14(a) AND 20(a) OF THE**
 : **SECURITIES EXCHANGE ACT OF**
 : **1934**
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 : **JURY TRIAL DEMANDED**
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 Defendants. :

Shiva Stein (“Plaintiff”), by and through her attorneys, alleges the following upon information and belief, including investigation of counsel and review of publicly-available information, except as to those allegations pertaining to Plaintiff, which are alleged upon personal knowledge:

1. This is an action brought by Plaintiff against Raven Industries, Inc. (“Raven or the “Company”) and the members Raven board of directors (the “Board” or the “Individual Defendants” and collectively with the Company, the “Defendants”) for their violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 (the “Exchange Act”), in connection with the proposed acquisition of Raven by CNH Industrial N.V. (“CNH”) and its affiliates.

2. Defendants have violated the above-referenced Sections of the Exchange Act by causing a materially incomplete and misleading Preliminary Proxy Statement on Schedule 14A (the “Proxy Statement”) to be filed on July 19, 2021 with the United States Securities and Exchange Commission (“SEC”) and disseminated to Company stockholders. The Proxy

Statement recommends that Company stockholders vote in favor of a proposed transaction whereby CNH Industrial South Dakota, Inc. (“Merger Sub”), a wholly owned subsidiary of CNH, will merge with and into Raven with Raven surviving the merger and becoming a wholly owned subsidiary of CNH (the “Proposed Transaction”). Pursuant to the terms of the definitive agreement and plan of merger the companies entered into (the “Merger Agreement”) each Raven common share issued and outstanding will be converted into the right to receive \$6.00 in cash (the “Merger Consideration”).

3. As discussed below, Defendants have asked Raven stockholders to support the Proposed Transaction based upon the materially incomplete and misleading representations and information contained in the Proxy Statement, in violation of Sections 14(a) and 20(a) of the Exchange Act. Specifically, the Proxy Statement contains materially incomplete and misleading information concerning the Company’s financial forecasts and financial analyses conducted by the financial advisors of the Company, J.P. Morgan Securities LLC (“J.P. Morgan”) in support of its fairness opinion, and relied upon by the Board in recommending the Company’s stockholders vote in favor of the Proposed Transaction.

4. It is imperative that the material information that has been omitted from the Proxy Statement is disclosed to the Company’s stockholders prior to the forthcoming stockholder vote so that they can properly exercise their corporate suffrage rights.

5. For these reasons and as set forth in detail herein, Plaintiff seeks to enjoin Defendants from taking any steps to consummate the Proposed Transaction unless and until the material information discussed below is disclosed to Raven stockholders or, in the event the Proposed Transaction is consummated, to recover damages resulting from the Defendants’ violations of the Exchange Act.

JURISDICTION AND VENUE

6. This Court has subject matter jurisdiction pursuant to Section 27 of the Exchange Act (15 U.S.C. § 78aa) and 28 U.S.C. § 1331 (federal question jurisdiction) as Plaintiff alleges violations of Section 14(a) and 20(a) of the Exchange Act and SEC Rule 14a-9.

7. Personal jurisdiction exists over each Defendant either because the Defendant conducts business in or maintains operations in this District, or is an individual who is either present in this District for jurisdictional purposes or has sufficient minimum contacts with this District as to render the exercise of jurisdiction over defendant by this Court permissible under traditional notions of fair play and substantial justice.

8. Venue is proper in this District under Section 27 of the Exchange Act, 15 U.S.C. § 78aa, as well as under 28 U.S.C. § 1391, because the proxy solicitor or Raven is headquartered in this District, and Raven is traded on the NASDAQ Stock Exchange, which is headquartered in this District.

PARTIES

9. Plaintiff is, and has been at all relevant times, the owner of Raven common stock and has held such stock since prior to the wrongs complained of herein.

10. Individual Defendant Marc E. LeBaron has served as a member of the Board since 2011 and Chairman of the Board since May 2017.

11. Individual Defendant Jason M. Andringa has served as a member of the Board since 2013.

12. Individual Defendant Thomas S. Everist has served as a member of the Board since 1996.

13. Individual Defendant Janet M. Holloway has served as a member of the Board since 2018.

14. Individual Defendant Kevin T. Kirby has served as a member of the Board since 2007.

15. Individual Defendant Lois M. Martin has served as a member of the Board since 2018.

16. Individual Defendant Richard W. Parod has served as a member of the Board since 2017.

17. Individual Defendant Daniel A. Rykhus has served as a member of the Board since 2008 and is the President and Chief Executive Officer of the Company.

18. Defendant Raven is incorporated in South Dakota and maintains its principal offices at 205 E. 6th Street, P.O. Box 5107, Sioux Falls, South Dakota 57117-5107. The Company's common stock trades on the NASDAQ Stock Exchange under the symbol "RAVN."

19. The defendants identified in paragraphs 10-17 are collectively referred to as the "Individual Defendants" or the "Board."

20. The defendants identified in paragraphs 10-18 are collectively referred to as the "Defendants."

SUBSTANTIVE ALLEGATIONS

A. The Proposed Transaction

21. Raven, a technology company, provides various products to customers in the industrial, agricultural, geo-membrane, construction, aerospace and defense, and commercial lighter-than-air markets worldwide. It operates through three segments: Applied Technology, Engineered Films, and Aerostar. The Applied Technology segment designs, manufactures, sells, and services precision agriculture products and information management tools that enable farmers to enhance farm yields. Its products include application controls, GPS-guidance steering systems, field computers, automatic boom controls, machine automation, information management tools,

and injection systems, as well as Slingshot, a communications platform for its ag retailers, custom applicators, and enterprise farms; and services comprise high-speed in-field Internet connectivity and cloud-based data management. This segment sells its products to original equipment manufacturers and through aftermarket distribution partners. The Engineered Films segment produces plastic films and sheeting for geo-membrane, agricultural, construction, and industrial applications; and offers design-build and installation services for plastic films and sheeting. This segment sells its products directly to end-customers and through independent third-party distributors. The Aerostar segment offers high-altitude stratospheric platforms, technical services, and radar systems to provide research, communications, and situational awareness capabilities to governmental and commercial customers in the aerospace and defense, and commercial lighter-than-air markets. Raven was incorporated in 1956 and is headquartered in Sioux Falls, South Dakota.

22. On June 21, 2021, Raven and CNH jointly announced that they had entered into a proposed transaction:

LONDON & SIOUX FALLS, S.D.--(BUSINESS WIRE)--CNH Industrial N.V. (NYSE: CNHI / MI: CNHI) today announced that it has entered into an agreement to acquire 100% of the capital stock of Raven Industries, Inc. (NASDAQ: RAVN), a US-based leader in precision agriculture technology for US\$58 per share, representing a 33.6% premium to the Raven Industries 4-week volume-weighted average stock price, and US\$2.1 billion Enterprise Value. The transaction will be funded with available cash on hand of CNH Industrial. Closing is expected to occur in the fourth quarter of 2021, subject to the satisfaction of customary closing conditions, including approval of Raven shareholders and receipt of regulatory approvals.

The acquisition builds upon a long partnership between the two companies and will further enhance CNH Industrial's position in the global agriculture equipment market by adding strong innovation capabilities in autonomous and precision agriculture technology.

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