

**UNITED STATES DISTRICT COURT
DISTRICT COURT OF NEW JERSEY**

ROOFER'S PENSION FUND, Individually
and On Behalf of All Others Similarly

Situated,

Plaintiff,

v.

PERRIGO COMPANY PLC, *et al.*,

Defendant.

Case No. 1:16-CV-02805 RMB LDW

Hon. Renée Marie Bumb
Hon. Leda Dunn Wettre

CLASS ACTION

**JOINT DECLARATION OF JOSHUA B. SILVERMAN AND JAMES A. HARROD IN
SUPPORT OF MOTION FOR FINAL APPROVAL OF CLASS ACTION SETTLEMENT
AND MOTION FOR AN AWARD OF ATTORNEYS' FEES, PAYMENT OF
LITIGATION EXPENSES, AND COMPENSATORY AWARDS TO LEAD PLAINTIFF
MEMBERS**

EXHIBIT LIST

Ex.	Description
A	Declaration of Luiggy Segura Regarding (A) Mailing of the Settlement Notice and Claim Form and (B) Publication of the Summary Settlement Notice
B	Declaration of Joshua B. Silverman filed on behalf of Pomerantz LLP in support of Motion for Attorneys' Fees and Litigation Expenses
C	Declaration of James A. Harrod filed on behalf of Bernstein Litowitz Berger & Grossmann LLP in support of Motion for Attorneys' Fees and Litigation Expenses
D	Declaration of Michael B. Himmel on behalf of Lowenstein Sandler LLP in support of Motion for Attorneys' Fees and Litigation Expenses
E	Declaration of Israeli Counsel Jacob Sabo in support of Motion for Attorneys' Fees and Litigation Expenses
F	Declaration of Israeli Counsel Ohad Rosen in support of Motion for Attorneys' Fees and Litigation Expenses
G	Declaration of Isaac Drucker of Lead Plaintiff Perrigo Institutional Investor Group in support of Motion for Final Approval of Settlement, Plan of Allocation, Award of Attorneys' Fees and Expenses, and Award to Lead Plaintiff Members
H	Declaration of Roni Tirosh Maderer of Lead Plaintiff Perrigo Institutional Investor Group in support of Motion for Final Approval of Settlement, Plan of Allocation, Award of Attorneys' Fees and Expenses, and Award to Lead Plaintiff Members
I	Declaration of Liat Cohen-David of Lead Plaintiff Perrigo Institutional Investor Group in support of Motion for Final Approval of Settlement, Plan of Allocation, Award of Attorneys' Fees and Expenses, and Award to Lead Plaintiff Members

WE, JOSHUA B. SILVERMAN and JAMES A. HARROD, declare as follows pursuant to 28 U.S.C. §1746:

1. I, Joshua B. Silverman, am a partner in the law firm Pomerantz LLP ("Pomerantz"). Together with Bernstein Litowitz Berger & Grossmann LLP ("BLBG"), Pomerantz serves as

Court-appointed Lead Counsel for Lead Plaintiff Perrigo Institutional Investor Group (“PIIG”) in the above-captioned Action.¹ I have participated in Pomerantz’s representation of PIIG and other Class Members throughout this litigation, including the resolution embodied in this Settlement. As a result, I have personal knowledge of the facts set forth herein (other than those specified to be asserted only by co-counsel). I submit this declaration in support of Lead Plaintiff’s motion, pursuant to Federal Rule of Civil Procedure 23, for final approval of the proposed Settlement with Defendants that will resolve the claims asserted in the Action and for final approval of the proposed plan of allocating the net proceeds of the Settlement (“Plan of Allocation”), and in support of Lead Counsel’s application for an award of attorneys’ fees and litigation expenses and for awards to the Lead Plaintiff members pursuant to 15 U.S.C. §78u-4(a)(4) (the “Fee and Expense Application”).

2. I, James A. Harrod, am a partner in the law firm Bernstein Litowitz Berger & Grossmann LLP. Together with Pomerantz, BLBG serves as Court-appointed Lead Counsel for Lead Plaintiff PIIG in the above-captioned Action. I have participated in BLBG’s representation of PIIG and other Class Members throughout this litigation, including the resolution embodied in this Settlement. As a result, I have personal knowledge of the facts set forth herein (other than those specified to be asserted only by co-counsel). I submit this declaration in support of Lead Plaintiff’s motion, pursuant to Federal Rule of Civil Procedure 23, for final approval of the proposed Settlement with Defendants that will resolve the claims asserted in the Action and for final approval of the proposed Plan of Allocation, and in support of Lead Counsel’s fee and expense application.

3. In support of these motions, Lead Plaintiff and Lead Counsel are also submitting

¹ Unless otherwise specified, all capitalized terms are used as defined in the Stipulation and Agreement of Settlement (ECF No. 424) (the “Stipulation”).

the exhibits attached hereto, the Memorandum of Law in Support of Lead Plaintiff's Motion for Final Approval of Class Action Settlement and Plan of Allocation (the "Final Approval Memorandum") and Memorandum of Law in Support of Lead Counsel's Motion for Attorneys' Fees and Litigation Expenses (the "Fee Memorandum").

I. INTRODUCTION

4. Since this Action began in 2016, Lead Plaintiff and Lead Counsel have actively and vigorously prosecuted the claims of Class Members. Only after many years of hard fought litigation did they succeed in achieving the Settlement, which resolves all claims in this Action for a cash payment of \$97,000,000.00. As detailed herein, Lead Plaintiff and Lead Counsel believe the proposed Settlement represents an excellent result and is in the best interest of Class Members.

5. Lead Plaintiff and Lead Counsel were fully aware of the strengths and weaknesses of the claims and defenses at the time they reached the proposed Settlement. As detailed herein, at the time they agreed to the proposed Settlement, they had:

- a. Conducted an extensive investigation of potential violations of the securities laws at issue, including a thorough review of Perrigo's filings with the U.S. Securities and Exchange Commission ("SEC"), analyst reports, press releases and other publicly available information, as well as a global private investigation including interviews with numerous former Perrigo employees.
- b. Drafted a detailed Amended Complaint asserting claims under Sections 10(b), 14(e), and 20(a) of the Securities Exchange Act of 1934, as well as the Israel Securities Law, 1968.
- c. Extensively briefed and successfully defeated in large part Defendants' motions to dismiss the Amended Complaint, sustaining the most important claims.
- d. Engaged in extensive fact discovery, including: (1) obtaining and reviewing

millions of pages of documents from Defendants and third parties; (2) taking dozens of depositions; and (3) pursuing foreign discovery via letter rogatory.

- e. Consulting with experts and obtaining expert reports on issues related to market efficiency, generic drug competition, significance of the misrepresented material, damages, loss causation, and Israeli law.
- f. Reviewing the reports of experts proffered by Defendants.
- g. Engaging in paper and deposition discovery of experts from both sides.
- h. Engaging in discovery motion practice and conferences.
- i. Successfully moving for class certification, and defeating Defendants' petition for interlocutory appeal of the certification decision.
- j. Briefing summary judgment, which spanned hundreds of pages.
- k. Providing argument during a seven-hour hearing on summary judgment.
- l. Preparing additional briefing on the issue of corporate scienter, and participating in additional argument on that issue.
- m. Participating in extensive settlement negotiations over multiple years, including several formal mediation sessions, along with providing numerous briefs and written submissions in support of Lead Plaintiff's positions.

6. This Settlement was achieved only after extensive and contentious arm's-length negotiations, including two in-person mediation sessions before the Hon. Daniel Weinstein (Ret.) of JAMS ADR, and several additional in-person and virtual sessions before the Hon. Leda Dunn Wettre. Ultimately, the final session before Judge Wettre resulted in a mediator's proposal, which both sides accepted.

7. Lead Plaintiff and Lead Counsel believe that the Settlement represents a very

favorable outcome for Class Members, and that its approval would be in their best interest. As detailed below, the \$97,000,000 cash settlement represents a substantial recovery for Class Members in light of the significant risks in establishing Defendants' liability in the Action, and the very real possibility that continuing through trial and appeal could result in a smaller recovery or no recovery at all. In reaching this decision, Lead Plaintiff and Lead Counsel also weighed the uncertainty and delay of continued litigation against the certain, immediate recovery of the Settlement.

8. In addition to seeking final approval of the proposed Settlement, Lead Plaintiff seeks final approval of the proposed Plan of Allocation that has been preliminarily approved and communicated to Class Members in the Notice, with *de minimis* adjustments set forth in Lead Plaintiff's moving papers and on p. 16 herein. The Plan of Allocation provides that the Net Settlement Fund will be distributed to Class Members who submit Proof of Claim Forms that are approved for payment on a *pro rata* basis, according to their purchases, shares, and holdings of Perrigo common stock.

9. Lead Counsel worked hard and skillfully for nearly eight years to achieve this favorable result for Class Members. They prosecuted this Action on a fully contingent basis and incurred significant litigation expenses. As a result, they bore all of the financial risk of an unfavorable result. For their considerable efforts in prosecuting the Action and negotiating the Settlement, Lead Counsel is applying for an award of 19% of the Settlement Amount, together with interest accrued thereon while in the Escrow Account. This fee request is consistent with retainers negotiated with Lead Plaintiff members at the inception of the litigation, and has been approved by those members. It is at the lower end of percentage awards granted by courts in this Circuit and elsewhere in similarly-sized securities class action settlements. The requested fee

represents a substantial discount to Lead Counsel's lodestar in this action of over \$38 million, confirming its reasonableness. Lead Counsel submit that the fee request is fair and reasonable in light of the result achieved, the extensive efforts of Lead Counsel over many years, and the risks and complexity of the litigation.

10. Lead Counsel also seek reimbursement of litigation expenses incurred in connection with the prosecution of this Action totaling \$4,110,165.69, plus an award of \$100,000 to each of the three main constituent members of Lead Plaintiff: Migdal, Meitav, and Clal for their time and expenses directly related to their representation of Class Members for the seven years since appointment, as authorized by the Private Securities Litigation Reform Act of 1995 ("PSLRA"), 15 U.S.C. §78u-4(a)(4).

II. PROSECUTION OF THE ACTION

11. The initial complaint was filed in this Action on May 18, 2016, and was assigned to Hon. Madeline Cox Arleo. ECF No. 1. On February 10, 2017, PIIG was appointed Lead Plaintiff and its selected counsel, Pomerantz and BLBG, were approved to serve as Lead Counsel. ECF No. 67. PIIG consists of large, sophisticated Israeli financial institutions: Migdal Insurance Company Ltd., Migdal Makefet Pension and Provident Funds Ltd., Clal Insurance Company Ltd., Clal Pension and Provident Ltd., Atudot Pension Fund for Employees and Independent Workers Ltd., and Meitav DS Provident Funds and Pension Ltd. These constituent members can be grouped into three primary groups: Migdal, Meitav and Clal.

12. On June 21, 2017, Lead Plaintiff filed the operative Amended Complaint. ECF No. 89. The Amended Complaint brought claims under §§10(b), 14(e), and 20(a) of the Exchange Act and provisions parallel to §10(b) and §20(a) in the Israel Securities Law, 1968 on behalf of three Classes:

(1) all persons who purchased Perrigo's publicly traded common stock between

April 21, 2015 and May 2, 2017, both dates inclusive, on the New York Stock Exchange or any other trading center within the United States and were damaged thereby;

- (2) all persons who purchased Perrigo's publicly traded common stock between April 21, 2015 and May 2, 2017, both dates inclusive, on the Tel Aviv Stock Exchange and were damaged thereby; and
- (3) all persons who owned Perrigo common stock as of November 12, 2015 and held such stock through at least 8:00 a.m. Eastern time on November 13, 2015 (whether or not a person tendered their shares in response to the tender offer of Mylan, N.V.).

Excluded from these Classes are the Defendants; Former Defendants; any current or former Officers or directors of Perrigo; the Immediate Family Members of any Defendant, Former Defendant, or any current or former Officer or director of Perrigo; any entity that any Defendant or Former Defendant owns or controls, or owned or controlled during the Class Period; and the legal representatives, heirs, agents, affiliates, successors, or assigns of any such excluded persons and entities.

13. The Amended Complaint brought claims against current Defendants Perrigo Company plc and Joseph Papa, former defendants Judy Brown and Marc Coucke, and several former and current directors of Perrigo. It asserted that these parties made material misrepresentations and omissions about: (i) the integration and performance of Perrigo's largest acquisition, Omega Pharmaceuticals ("Omega"); (ii) anticompetitive practices in Perrigo's generic drug division; (iii) organic growth; and (iv) a royalty stream related to a drug called Tysabri.

14. On August 21 and 25, 2017, Defendants filed motions to dismiss the Amended Complaint. ECF Nos. 114 and 119. After thoroughly researching the arguments presented in those motions, Lead Counsel, on behalf of Lead Plaintiff, prepared a robust opposition brief. ECF No. 126. On July 27, 2018, the Court entered an Order granting in part and denying in part the motions to dismiss. ECF No. 137. Specifically, the Court upheld claims against Perrigo, Papa and

Brown related to Omega and generic drugs. The Court dismissed claims against Coucke and the director defendants, and claims regarding organic growth and Tysabri. *Id.*

15. On September 7, 2018 and September 14, 2018, remaining Defendants Perrigo, Papa and Brown answered the Amended Complaint. ECF Nos. 143, 145, 147.

16. The July 27, 2018 Order lifted the stay of discovery imposed automatically by the PSLRA. Accordingly, Lead Counsel promptly conducted an initial discovery conference with remaining Defendants, exchanged initial disclosures, negotiated a protective order and ESI protocol, and served initial requests for the production of documents. Lead Counsel also commenced discovery directed at third parties, including Perrigo's external advisors, accountants, and other generic drug companies suspected of colluding with Perrigo.

17. On November 30, 2018, Lead Plaintiff moved to certify pursuant to Fed. R. Civ. P. 23(a) and 23(b)(3) the three classes delineated in the Amended Complaint. ECF No. 163. In connection with this motion, Lead Counsel retained experts on market efficiency and trading, as well as Israeli law. *Id.* Defendants deposed Lead Plaintiff's market efficiency expert prior to filing their opposition to class certification.

18. In March 2019, Lead Plaintiff produced six Fed. R. Civ. P. 30(b)(6) representatives – two each from each of the three primary constituent members – to sit for depositions in the United States. Each traveled from Israel for these depositions, and met with counsel to prepare for the depositions as well as discuss strategy and developments in the litigation.

19. On April 17, 2019, Defendants filed their opposition to class certification, asserting, *inter alia*, that the market for Perrigo shares in Israel was not efficient, attempting to attack the typicality and adequacy of Lead Plaintiff, and asserting that damages could not be proved on a classwide basis consistent with Lead Plaintiff's theory of liability. ECF No. 189.

20. On June 5, 2019, after deposing Defendants' market efficiency expert, Lead Counsel prepared on behalf of Lead Plaintiff a thorough reply brief in support of class certification, establishing that each of Defendants' arguments against certification lacked merit. ECF No. 199.

21. On June 7, 2019, Lead Plaintiff moved the Court to issue a letter rogatory seeking document and testimonial discovery from dismissed former defendant Marc Coucke, who resides in Belgium. ECF No. 201. That letter was issued and served.

22. On August 23, 2019, the United States of America moved to intervene in the Action for the purpose of addressing what it perceived as actual or potential conflicts between the discovery sought by Lead Plaintiff with respect to Perrigo's generic drug unit, and a sweeping investigation into generic drug price fixing by the United States Department of Justice. ECF No. 215. Over the course of discovery, the United States sought to block or stay production of certain documents to Lead Plaintiff, and to block or stay many key depositions. Ultimately, Lead Plaintiff was able to take most of the depositions it sought, and to obtain most of the documents in question by other means, but the intervention of the United States posed a substantial hurdle to Lead Plaintiff's discovery into generic drug issues. In addition, Lead Plaintiff was unable to depose a central figure in Perrigo's anticompetitive practices, who committed suicide after being confronted by law enforcement on unrelated charges.

23. Over the course of 2019 and 2020, Lead Counsel on behalf of Lead Plaintiff conducted extensive fact discovery, including review of over 519,000 documents consisting of nearly 3.5 million pages, and took, participated in or defended more than three dozen depositions. Lead Counsel also participated in numerous discovery conferences, status conferences, and brought or opposed discovery motions as needed to advance the interests of Class Members.

24. On November 14, 2019, the Court entered an Order granting in full Lead Plaintiff's

motion for class certification. ECF No. 227. The certification of the TASE Purchaser Class represented the first certification of a foreign purchaser class since the Supreme Court's decision limiting such classes in *Morrison v. National Australia Bank Ltd.*, 561 U.S. 247 (2010). That precedent allowed the TASE Purchaser class here to participate in the litigation and Settlement and will assist investors in other dual-listed companies.

25. Defendants timely filed a petition to the United States Court of Appeals for the Third Circuit for interlocutory appeal of the Court's class certification Order pursuant to Fed. R. Civ. P. 23(f), which Lead Plaintiff opposed. On April 30, 2020, the United States Court of Appeals for the Third Circuit entered an Order denying Defendants' petition for interlocutory appeal. On July 10, 2020, this Court approved the form and plan for disseminating notice of pendency of class action to Class Members. ECF No. 292. On October 26, 2020, Lead Plaintiff filed a declaration from the notice administrator confirming that notice had been disseminated as ordered. ECF No. 311.

26. The Notice of Pendency of Class Action ("Class Notice") directed to potential Class Members, approved by the Court in terms of its form and content, informed them that they had a right to exclude themselves, by submitting a written exclusion to the notice administrator by December 3, 2020, and that if they did not exclude themselves they would be "bound by all orders and judgments in this Action, whether favorable or unfavorable." ECF No. 292. On January 5, 2021, Lead Plaintiff filed a declaration enumerating the exclusion requests received by the notice administrator. ECF No. 331. Certain litigants pursuing a direct action against Perrigo who were not listed in ECF No. 331 thereafter filed motions in their direct action to have their exclusion recognized, which motions were granted.

27. In late 2020 and early 2021, the Parties completed expert discovery. Lead Plaintiff

proffered three merits experts: (a) Dr. Zachary Nye, opining on damages and loss causation; (b) Todd Clark, opining on generic drug marketing and competition; and (c) William Purcell, opining on the importance to investors of issues related to this Action. Each was deposed and produced backup materials. Defendants proffered four expert witnesses: (a) Dr. Paul Gompers, opining on damages and loss causation; (b) Darius Lakdawalla, opining on generic drug marketing and competition; (c) Paul Atkins, opining on the importance to investors of issues related to this Action; and (d) Guhan Subramanian, opining on mergers and acquisitions. Lead Counsel deposed Gompers, Lakdawalla and Subramanian, and obtained the backup materials for all Defendant experts.

28. On April 9, 2021, Defendants Perrigo, Papa and Brown each filed motions for summary judgment and to exclude Lead Plaintiff's experts, accompanied by Rule 56.1 statements. ECF Nos. 342-49. On June 3, 2021, Lead Plaintiff filed its opposition to these motions, together with its response to Defendants' Rule 56.1 statements and its own statement pursuant to Rule 56.1 of additional facts. ECF Nos. 359-61.

29. On June 28, 2021, during summary judgment briefing, this Action was reassigned to Judge Julien Xavier Neals. ECF No. 364.

30. On July 7, 2021, briefing of the combined summary judgment/exclusion motions was completed. ECF Nos. 365-67. In total, the briefs spanned more than four hundred pages, included more than 500 exhibits, and had a record totaling tens of thousands of pages.

31. On November 24, 2021, Lead Plaintiff moved to supplement the summary judgment record with excerpts of exhibits that had been inadvertently omitted from the record upon submission. ECF No. 378-79. This motion was granted upon consent. ECF No. 380.

32. After several continuances, Judge Neals heard oral argument on the motions for

summary judgment and exclusion on April 7, 2022. That oral argument lasted more than seven hours.

33. On July 6, 2023, this Action was reassigned to the Hon. Chief Judge Renée Marie Bumb. ECF No. 399.

34. On August 17, 2023, Judge Bumb issued an Order and Opinion granting in part and denying in part the motions for summary judgment, and reserving ruling on the motions to exclude. ECF No. 400-01. That Order granted summary judgment on all claims against Brown and on generic drug-related claims against Papa, denied summary judgment on most claims related to Omega Pharmaceuticals as against Perrigo and Papa, and expressed skepticism on remaining generic drug-related claims against Perrigo but requested further briefing and oral argument on the issue of corporate scienter. *Id.* The Opinion further suggested that certain disclosure events identified in the Amended Complaint may be confounded, and indicated that a *Daubert* hearing would be scheduled. *Id.* The Opinion also indicated that after a *Daubert* hearing, Defendants would be permitted to bring a second motion for summary judgment on loss causation.

35. On October 12, 2023, after Lead Counsel thoroughly researched applicable caselaw, Lead Plaintiff filed its supplemental brief on the issue of corporate scienter. ECF No. 406. On November 3, 2023, Perrigo filed its responsive brief. ECF No. 412.

36. On November 16, 2023, Judge Bumb heard oral argument on the issue of corporate scienter. ECF No. 417. During that hearing, Judge Bumb expressed doubt as to the viability of Lead Plaintiff's generic drug-related claims against Perrigo, and the loss causation testimony addressing certain related dates. *Id.* Judge Bumb indicated that she would reserve issuing a ruling for a short period of time and ordered the Parties to mediate before Magistrate Judge Wettre.

III. NEGOTIATIONS LEADING TO THE SETTLEMENT

37. On March 12, 2018, the Parties engaged in an all-day, in-person mediation session

between Hon. Daniel Weinstein (Ret.) and Jed Melnick of JAMS ADR, both experienced mediators. That mediation was not successful.

38. On December 18, 2019, the Parties engaged in an additional in-person mediation session before Judge Weinstein and Ambassador David Carden of JAMS ADR. That mediation also was not successful. The Parties continued to have periodic conversations with Judge Weinstein and Ambassador Carden, but did not reach a resolution.

39. On April 30, 2021, the Parties engaged in a settlement conference via Zoom with Magistrate Judge Wettre. Again, no resolution was reached. Over the following two and one-half years, the Parties continued to negotiate with the assistance of Magistrate Judge Wettre.

40. On September 26, 2023, the Parties engaged in an all-day, in-person settlement conference before Magistrate Judge Wettre.

41. On December 8, 2023, the Parties engaged in another settlement conference via Zoom before Magistrate Judge Wettre.

42. On January 11, 2024, the Parties engaged in another settlement conference via Zoom before Magistrate Judge Wettre.

43. Although progress was made in these settlement conferences, no settlement was reached. Accordingly, Magistrate Judge Wettre set a final, in-person settlement conference for February 29, 2024. A representative from Lead Plaintiff, Liat Cohen-David, traveled from Israel to the United States to participate in that settlement conference. At the end of that session, Magistrate Judge Wettre made a mediator's proposal to settle the Action for the Settlement Amount, which both sides ultimately accepted. All Parties also agreed to refer the Settlement proceedings to Magistrate Judge Wettre.

44. After extensive negotiation of non-monetary terms, on March 25, 2024, the Parties

executed a term sheet embodying the principal terms of the Settlement. They further documented the Settlement in a Stipulation of Settlement, signed on April 4, 2024. ECF No. 423.

45. On April 5, 2024, Lead Plaintiff moved for preliminary approval of the Settlement and Plan of Allocation. ECF No. 424.

46. On April 23, 2024, the Court entered an Order preliminarily approving the Settlement and Plan of Allocation. ECF No. 427.

47. Pursuant to the Stipulation, on May 17, 2024, Defendant Perrigo transferred \$97,000,000 to the Escrow Account established for purposes of administering the Settlement.

IV. LEAD PLAINTIFF'S COMPLIANCE WITH THE PRELIMINARY APPROVAL ORDER

48. Pursuant to the Court's Preliminary Approval Order, ECF No. 427, Lead Counsel, through the approved Claims Administrator JND Legal Administration ("JND"), implemented a comprehensive notice program whereby, beginning on May 9, 2024, Settlement notice was given to Class Members and nominees by emailing the Settlement Notice and Claim Form, or mailing the Postcard Notice. *See* Declaration of Luiggy Segura ("Segura Decl."), attached hereto as Exhibit A. As of July 22, 2024, a total of 300,005 Settlement Notice and Claim Forms, emails with links to the Settlement Notice and Claim Forms, and/or Postcard Notices were disseminated as directed in the Preliminary Approval Order. *Id.*, ¶11. Notices disseminated in Israel were provided in Hebrew for the convenience of Israeli Class Members. *Id.*, ¶10.

49. Summary Notice was also published on national newswires in both the United States and Israel (in Hebrew) not only as provided in the Court-approved Plan of Notice, but also additional times in Israel to ensure thorough dissemination. *Id.*, ¶12. Summary Notices published in Israel were published in Hebrew for the convenience of Israeli Class Members. *Id.*

50. On May 9, 2024, the Settlement Website went live. *Id.*, ¶15. The Settlement

Website contains full copies of the Settlement Notice and Claim Form in both English and Hebrew, as well as other relevant documents. *Id.* The Settlement Website also provides Class Members the ability to electronically file a claim, and provided contact information for Class Members to contact the Claims Administrator or Lead Counsel if they require additional information. *Id.* A toll-free call center was also established to field questions from Class Members. *Id.*, ¶14.

51. The Settlement Notice describes, among other things, the following information to assist Class Members in evaluating the benefits of the Settlement: (i) the rights of Class Members under the Settlement; (ii) the nature, history and progress of the litigation; (iii) the risks of continued litigation; (iv) the arms' length negotiations leading to the Settlement; (v) the proposed Settlement including the Settlement Amount; (vi) the process for filing a claim; (vii) the proposed Plan of Allocation; (viii) the fees and maximum expenses to be sought by Lead Counsel; (ix) the claims that will be released under the Settlement; (x) contact information for the Claims Administrator and Lead Counsel; (xi) the Settlement Hearing date, time and location; and (xii) the process for objecting. The Notice also sets forth instructions to securities brokers and other nominees for forwarding the Notice to investors for whom the nominee holds or held shares in street name.

52. As set forth in the Preliminary Approval Order, the deadline for Class Members to object to any aspect of the Settlement, Plan of Allocation, or request for attorneys' fees or reimbursement of litigation expenses is August 6, 2024. While that date has not yet passed, not a single Class Member so far has lodged any objection. Should any objection be subsequently received, Lead Plaintiff will address it in its reply papers.

V. THE PROPOSED PLAN OF ALLOCATION

53. Lead Plaintiff and Lead Counsel prepared the Plan of Allocation after careful consideration and consultation with their damages and loss causation expert, Dr. Zachary Nye.

The objective of the Plan of Allocation is to equitably distribute the Net Settlement Fund to Class Members. *See* Plan of Allocation (Settlement Notice pp. 18-25) at ¶1.

54. The Plan of Allocation allocates the Net Settlement Fund to Class Members on a *pro rata* basis, after determining the Class Members' respective Recognized Loss amounts. Each Class Member that suffered damages and properly submits a valid Proof of Claim Form will receive a *pro rata* share of the Net Settlement Fund, subject to the \$10 minimum payment threshold.

55. A "Recognized Loss Amount" will be calculated for each purchase or acquisition of Perrigo securities in the United States or Israel during the §10(b) Class Period, as well as for each share held over the expiration of Mylan's tender offer for purposes of the §14(e) claim. *See* Plan of Allocation ¶¶2-13. Recognized Loss calculations will be based upon the process and amounts outlined in the Notice,² which reflect the expert's determinations of artificial inflation at various points during the §10(b) Class Period and Lead Counsel's understanding of the value and risks of each claim. The Net Settlement Fund will then be allocated to Authorized Claimants on a *pro rata* basis based on the size of their Recognized Losses relative to the Recognized Losses of

² Lead Counsel intends to make two *de minimis* tweaks, subject to Court approval, to address concerns raised by Israeli Counsel that certain currency exchange mechanics, in practice, may lead to inequitable results for Israeli purchasers (especially those who engaged in cross-border transactions, *i.e.* buying in Israel and selling in the United States, or vice-versa). After consulting with Israeli counsel, Lead Counsel agree subject to Court approval that the single fixed exchange rate referenced in the Plan of Allocation should be replaced with a daily exchange rate based on published rates from a large Israeli bank, and that those engaging in cross-border transactions where an exchange fee was part of the transaction could have those exchange fees considered in assessing their Recognized Loss. Such minor changes are common and do not require re-noticing. *See* Settlement Notice, ¶50 ("The Court may modify the Plan of Allocation, or approve a different plan of allocation without further notice to the Class.") (emphasis in original); *see also, e.g. Union Asset Management Holding A.G. v. Dell, Inc.*, 669 F.3d 632, 641 (5th Cir. 2012) (affirming that second notice was not required even where a more substantial modification, changing the payment threshold, was implemented).

all Authorized Claimants. *Id.*, ¶21.

56. Once the Claims Administrator has processed all submitted claims, the Court has approved the Settlement, and all appeals are resolved, distribution will be made to Authorized Claimants. *Id.*, ¶26; Stipulation, ¶¶13, 27-28. The claim review process, including the right of Class Members to seek judicial review of a contested claim, is set forth in ¶29 of the Stipulation.

57. After an initial distribution, if there is any balance remaining in the Net Settlement Fund after a reasonable amount of time from the initial date of distribution (whether by virtue of uncashed checks, tax refunds, or otherwise), the Claims Administrator shall, if feasible, redistribute the remaining balance among Authorized Claimants. Stipulation, ¶27. If necessary, such subsequent distribution shall be repeated. *Id.*

58. While Lead Counsel anticipate this to result in the full distribution of the Net Settlement Fund, if any *de minimis* balance remains, as provided in the Stipulation such balance shall be contributed to a non-sectarian charity to be proposed by Lead Plaintiff and approved by the Court. *Id.*

59. Claims processing like the method proposed here is standard in securities class action settlements and has long been found to be effective and necessary, insofar as neither Lead Plaintiff nor Defendants possess the individual investor trading data required for a claims-free process to distribute the Net Settlement Fund. In sum, the Plan of Allocation, developed in consultation with Lead Plaintiff's damages and loss causation expert, was designed to be fair and to equitable allocate the Net Settlement Fund among Authorized Claimants. It does not provide any preferential treatment for Lead Plaintiff members or any other Class Members. It is thus fair, reasonable, and adequate, and should be approved.

VI. RISKS OF CONTINUING LITIGATION INSTEAD OF SETTLING

60. This litigation is at an advanced stage. Fact and expert discovery have both been

completed. Lead Plaintiff, through Lead Counsel, has reviewed millions of pages of documents and taken, defended or participated in approximately forty (40) depositions. It has also fully briefed and argued summary judgment, and consulted with experts in all areas relevant to this litigation. Accordingly, Lead Plaintiff and Lead Counsel are ideally situated to evaluate the Settlement relative to the risks of continuing to litigate.

61. Lead Plaintiff and Lead Counsel remain confident in the merits of this Action and in particular of their chances to prevail at trial on the Class's §10(b) claims related to the integration and performance of Omega. However, they recognize that any trial carries considerable risks, and recognize that developments at the summary judgment stage significantly impacted the odds of prevailing on other claims.

62. In particular, Lead Plaintiff is cognizant that the summary judgment proceedings substantially narrowed its claims, and would likely further narrow those claims before trial. Absent the Settlement, the Parties would proceed towards trial on a much smaller set of claims than existed for most of this litigation. Based on the Court's summary judgment opinion (ECF No. 400) and comments at oral argument on the application of corporate scienter (ECF No. 420), Lead Plaintiff understands that summary judgment would almost certainly be entered with respect to the sole generic drug-related claims that remain as to Perrigo. As the summary judgment opinion provides, after ruling on the generic drug-related claims against Perrigo, the Court would conduct a *Daubert* hearing, in which some or all of Lead Plaintiff's experts could be excluded from trial, and would allow Defendants' to renew their motion for summary judgment as to loss causation. ECF No. 400. If any claims survived, a trial would then be scheduled.

63. Lead Plaintiff and Lead Counsel recognize that most of the corrective disclosures asserted with respect to the §10(b) Purchaser Class and the Tel Aviv Stock Exchange Purchaser

Classes would face considerable challenges under *Daubert*, in a renewed summary judgment motion on loss causation, or at trial and subsequent appeal. While the initial disclosure on February 18, 2016, appears largely related to disclosure of disappointing performance at Omega, Defendants would likely assert at trial that the stock drop was due to problems that emerged subsequent to the statements in question, and were not caused by any misrepresentation or omission. The following disclosure, on April 21-22, 2016, followed Defendant Papa's departure from Perrigo, which he and Perrigo have consistently maintained was to take advantage of a new opportunity at Valeant Pharmaceuticals and had nothing to do with perceived problems at Omega. Analysts linked disclosures on April 25, 2016, May 12, 2016, and August 10, 2016, principally to problems with the generic drug unit. As the Court noted in its summary judgment opinion and at oral argument on the issue of corporate scienter, those events would be confounded if the Court granted summary judgment regarding generic drug-related misrepresentations, as it stated it would likely do. It is unclear whether the Court would permit Lead Plaintiff's loss causation expert to supplement his report to address disentangling the causation on those dates if generic drug-related claims were eliminated. Finally, the two disclosures in March 2017 and May 2017, involved only the generic drug unit and would not be corrective at all unless generic drug-related claims survived.

64. Lead Plaintiff and Lead Counsel also recognize that the Class's §14(e) claim faces unique evidentiary hurdles due to the nature of the claim and the proof needed. Plaintiffs would have to prove that the Mylan tender offer would have likely succeeded but for Defendants' misrepresentations about Omega, which would require the jury to find: (a) that Mylan would have made the tender offer, and offered the same level of consideration, had the true state of Omega been known; (b) that investors, who only tendered approximately 40% of shares in the tender offer, would have tendered more than 50% if the truth was known (and more than 80% to cleanly show

damages); (c) that a tender of more than 50% but less than 80% of shares, which would have made Perrigo a subsidiary of Mylan but would not have forced the exchange of shares, would have resulted in damages to Perrigo shareholders; and (d) that if a merger was completed, the share portion of the merger consideration would not have declined so substantially that it would significantly reduce or eliminate damages. Lead Plaintiff is not aware of any §14(e) case in which damages have been awarded under these circumstances.

65. Lead Plaintiff and Lead Counsel believe that the immediate, certain recovery achieved by the Settlement compares favorably with what could be achieved after trial and appeal, after considering the substantial risks that the Class would face from continued litigation. After consulting with damages experts, Lead Counsel estimate that the Settlement represents a recovery of 5.59% to 7.98% of estimated maximum aggregate §10(b) damages available at trial, depending upon which disclosures survived.³ Defendants argued that Plaintiffs' claims were subject to numerous risks and that the Classes' damages were substantially lower. By any calculation, the recovery here compares favorably with benchmark recoveries in this Circuit and elsewhere. *See, e.g., Schuler v. Medicines Co.*, 2016 WL 3457218, at *8 (D.N.J. June 24, 2016) (4% recovery approved, noting that the “percentage falls squarely within the range of previous settlement approvals”); *In re Hemispherx Biopharma, Inc., Sec. Litig.*, 2011 WL 13380384, at *6 (E.D. Pa. Feb. 14, 2011) (approving settlement representing 5.2% of the maximum damages and finding that it “falls squarely within the range of reasonableness approved in other securities class action settlements”); *In re Am. Bus. Fin. Servs. Inc. Noteholders Litigation*, 2008 WL 4974782, at *7 (E.D. Pa. Nov. 21, 2008) (approving settlement that provided 2.5% recovery of damages); *In re*

³ Due to the lack of precedent in calculating §14(e) damages under the circumstances here, and the lack of jury awards of damages under those circumstances, Lead Plaintiff and Lead Counsel do not include §14(e) damages in their estimate.

AT & T Corp. Sec. Litig., 455 F.3d 160, 169 (3d Cir. 2006) (affirming settlement for 4% of total damages).

66. Lead Plaintiff and Lead Counsel acknowledge that there is a very real chance that continued litigation could result in a smaller recovery than the Settlement, or no recovery at all.

VII. THE FEE AND EXPENSE APPLICATION

67. For their extensive efforts, Lead Counsel are applying to the Court for an award of attorneys' fees of 19% of the Settlement Amount, plus interest accrued thereon while in the Escrow Account. The percentage method is the standard and appropriate method of fee recovery because it aligns the lawyers' interest in being paid a fair fee with the interests of Lead Plaintiff and Class Members in achieving the maximum recovery under the circumstances. Use of the percentage method has been recognized as appropriate by the United States Court of Appeals for the Third Circuit for cases of this nature where a common fund has been recovered. Based on the quality of the result achieved, the extent and quality of the work performed, the significant risks of the litigation, and the fully contingent nature of the representation, Lead Counsel respectfully submits that the requested fee award is reasonable and should be approved.

68. Lead Counsel respectfully submit that the factors enumerated as relevant to assessing fee requests in common fund cases in *Gunter v. Ridgewood Energy Corp.*, 223 F.3d 190, 195 (3d Cir. 2000) and *In re Prudential Ins. Co. Am. Sales Practice Litig. Agent Actions*, 148 F.3d 283, 336-40 (3d Cir. 1998) all favor approval of Lead Counsel's fee request.

69. Size of the fund created and number of persons benefitted: Courts in this Circuit have consistently recognized that the settlement value achieved is a significant factor to be considered in making a fee award. Here, the \$97,000,000 award is an excellent result both in absolute terms and when viewed in light of the risks of continued litigation. The Settlement Amount represents a recovery of 5.59% to 7.98% of estimated maximum aggregate §10(b)

damages available at trial, exceeding recoveries in other benchmark securities class action settlements. See ¶65, *supra*. The cash recovery was obtained through the extensive efforts of Lead Counsel over the past seven years of vigorously contested litigation.

70. Lead Plaintiff cannot at this time quantify the number of Class Members that will participate in the Settlement, but believes that number will likely include more than a thousand investors. As a result of the Settlement, Class Members submitting valid Claim Forms will receive compensation for their losses without the substantial risk, expense and delay of trial and appeal. That the Settlement provides an immediate and substantial benefit to Class Members supports Lead Counsel's fee request.

71. Complexity and risk of nonpayment: As set forth above, this case was enormously complex, involving three separate Classes and multiple theories of liability. The litigation was undertaken by Lead Counsel on a wholly-contingent basis, with no guarantee of ever being compensated for the enormous investment of time and money the case required. In undertaking that responsibility, Lead Counsel dedicated sufficient resources to the prosecution of this Action and advanced the considerable expenses that cases such as this entail. Thus, the financial burden on contingent counsel is far greater than on a firm that is paid on an ongoing basis.

72. Moreover, Lead Counsel took on these risks despite the possibility of no recovery. The fact that defendants and their counsel know that leading members of the plaintiffs' bar are actually able to, and will, go to trial (even in high risk cases) gives rise to meaningful settlements in cases like this.

73. There have been many hard-fought lawsuits where, because of discovery or facts unknown when the case was commenced, or changes in the law during the pendency of the case, or a decision of a judge or jury following trial on the merits, excellent professional efforts produced

no fee to counsel. And, even plaintiffs who succeed at summary judgment and trial may find a judgment in their favor overturned on appeal or on a post-trial motion. Because the fee to be awarded is entirely contingent, the only certainty from the outset was that there would be no fee without a successful result and that such a result would be realized only after a lengthy and difficult effort. As discussed in greater detail above, this case was fraught with significant risks concerning liability and damages. Lead Counsel therefore believes that the contingent nature of counsel's representation strongly favors approval of the requested fee.

74. Objections by Class Members: Lead Plaintiff members unanimously support the fee and expense request, which is consistent with the retainer agreements negotiated at the inception of the litigation. *See* Exhibits G to I. To date, there have been no objections to the request for attorneys' fees or litigation expenses.

75. Skill required, quality of work, and time spent: The requested fee is also warranted in light of the extensive efforts of Lead Counsel and Liaison Counsel required to achieve this work. As evidenced by the firm resumes included in Exs. B and C, Pomerantz LLP and Bernstein Litowitz Berger and Grossmann LLP are among the most experienced and skilled securities litigation practitioners, and both have long and successful track records in securities cases throughout the country, including in this Circuit. Each of the particular attorneys involved in this action from Lead Counsel specialize in, and have dedicate his or her practice to, representing investors in securities litigations. Liaison Counsel Lowenstein Sandler LLP also has extensive experience practicing in complex litigation in the courts of this District and nationwide. The reputation and experience of Lead and Liaison Counsel in complex cases facilitated their ability to negotiate the favorable settlement on behalf of Class Members.

76. The quality of work performed by Lead Counsel in attaining the Settlement should

also be evaluated in light of the quality of the opposition. Defendants were represented by Fried, Frank, Harris, Shriver & Jacobson LLP and Gibson, Dunn & Crutcher LLP, both of which are nationally recognized law firms highly experienced in defending securities class action litigations. Both firms vigorously and skillfully defended their clients. In the face of this formidable opposition, Lead Plaintiff and Lead Counsel developed, litigated, and successfully negotiated an excellent recovery for Class Members.

77. Lead Counsel and Liaison Counsel spent over 63,000 hours of time on this case, including: (i) conducting a comprehensive investigation into the allegedly wrongful acts including both publicly-available materials and private interviews with former employees; (ii) drafting an amended complaint; (iii) successfully opposing, in large part, Defendants' motions to dismiss; (iv) exchanging initial disclosures and negotiating a protective order and ESI protocol; (v) obtaining and reviewing millions of pages of documents from Defendants and third parties; (vi) taking and/or participating in dozens of depositions; (vii) pursuing foreign discovery via letter rogatory; (ix) consulting with experts and obtaining expert reports on issues related to market efficiency, generic drug competition, significance of the misrepresented material, damages, loss causation, and Israeli law; (x) engaging in discovery motion and practice; (xi) obtaining class certification, and responding to Defendants' petition for interlocutory appeal of the certification decision; (xii) briefing and arguing summary judgment; (xiii) negotiating the Settlement; and (xiv) negotiating Settlement documentation and preparing motions for preliminary and final approval of the Settlement.

78. The requested fee of 19% of the Settlement Amount, or \$18,430,000, plus interest accrued thereon, represents a negative multiplier of the combined lodestar of Lead Counsel and Liaison Counsel of 0.48. In other words, the fee request represents substantially less than what

counsel would have been compensated using counsel's hourly billing rates, which further demonstrates that the fee request is fair and reasonable in light of the risks undertaken.

79. [These facts are attested to only by Mr. Silverman] As is more fully set forth in Exhibit B, the lodestar below for Pomerantz was prepared from contemporaneous time records prepared and maintained by Pomerantz, and represents the amount of time spent by each attorney or other timekeeper at Pomerantz who worked on this action based on his or her current billing rates. For personnel who are no longer employed at Pomerantz, the lodestar is based upon his or her rate in the final year of employment. No time that was expended on preparing the fee request has been included in this calculation:

ATTORNEY	STATUS	CURRENT RATE	HOURS	CURRENT TOTAL
Adams, Samuel J.	Of Counsel	\$775.00	8.00	\$6,200.00
Lieberman, Jeremy	Partner	\$1,325.00	1,036.70	\$1,373,627.50
Ludwig, Louis C.	Of Counsel	\$825.00	21.90	\$18,067.50
Silverman, Joshua B.	Partner	\$1,100.00	5,552.10	\$6,107,310.00
Pafiti, Jennifer	Partner	\$1,100.00	0.50	\$550.00
Hood, Alex	Partner	\$975.00	58.70	\$57,232.50
Galbes, Fernanda	Project Associate	\$470.00	4,563.25	\$2,144,727.50
Szydlo, Brenda	Partner	\$1,000.00	16.90	\$16,900.00
Jafri, Omar	Partner	\$975.00	1,416.10	\$1,380,697.50
Lahav, Timor	Staff Attorney	\$510.00	217.80	\$111,078.00
Druhm, Kris	Project Associate	\$490.00	4,705.00	\$2,305,450.00
Lindenfeld, Jonathan	Associate	\$485.00	876.91	\$425,301.35
Raven, Michele	Project Associate	\$450.00	657.75	\$295,987.50
Lewis, Garth	Project Associate	\$465.00	1,814.35	\$843,672.75
Piszcior, Brian	Project Associate	\$450.00	2,036.75	\$916,537.50
Vasudevan, Krishna	Project Associate	\$450.00	628.80	\$282,960.00
Smith, Jennifer	Project Associate	\$450.00	1,906.45	\$857,902.50
Schultz, Richard	Project Associate	\$450.00	388.00	\$174,600.00
Hoskin, LaKeith	Project Associate	\$465.00	1,387.00	\$644,955.00
O'Meara, John	Project Associate	\$450.00	436.85	\$196,582.50
Trevino, Karina	Project Associate	\$465.00	3,492.00	\$1,623,780.00
Celik, Morgan	Project Associate	\$465.00	3,664.00	\$1,703,760.00
Geraghty, Peter	Project Associate	\$450.00	723.70	\$325,665.00
Garrette, Thomas	Project Associate	\$465.00	297.00	\$138,105.00
Schneider, Jared	Associate	\$510.00	535.80	\$273,258.00
Przybylowski, Thomas	Associate	\$600.00	653.20	\$391,920.00
Krzywicki, Michael	Associate	\$425.00	554.60	\$235,705.00
Tourek, Christopher	Associate	\$700.00	12.00	\$8,400.00
O'Connell, Brian	Associate	\$700.00	28.60	\$20,020.00
Arifi, Genc	Associate	\$600.00	44.10	\$26,460.00
ATTORNEY TOTAL			37734.81	\$22,907,412.60
PARALEGAL AND OTHER TIMEKEEPERS	STATUS	CURRENT RATE	HOURS	CURRENT TOTAL
Cavener, Ann M.	Paralegal	\$275.00	6.00	\$1,650.00
Lo, Jack	Paralegal	\$365.00	173.50	\$63,327.50
Castro, Sydney	Legal Assistant	\$150.00	1.00	\$150.00
Hall, Simon	Paralegal	\$375.00	0.10	\$37.50
PARALEGAL AND OTHER TIMEKEEPERS TOTAL			180.60	\$65,165.00
FIRM'S TOTAL			37915.41	\$22,972,577.60

80. [These facts are attested to only by Mr. Harrod] As is more fully set forth in Exhibit C, the lodestar below for BLBG was prepared from contemporaneous time records prepared and maintained by BLBG, and represents the amount of time spent by each attorney or other timekeeper at BLBG who worked on this action based on his or her current billing rates. For personnel who are no longer employed at BLBG, the lodestar is based upon his or her rate in the final year of employment. No time that was expended on preparing the fee request has been included in this calculation:

NAME	HOURS	HOURLY RATE	LODESTAR
Partners			
Max W. Berger	28.75	\$1,400	\$40,250.00
Michael D. Blatchley	25.00	\$1,050	\$26,250.00
Scott Foglietta	386.75	\$975	\$377,081.25
James A. Harrod	2,382.25	\$1,175	\$2,799,143.75
Jesse L. Jensen ²	1,580.25	\$950	\$1,501,237.50
Avi Josefson	95.75	\$1,250	\$119,687.50
Mark Lebovitch	14.00	\$1,150	\$16,100.00
Gerald Silk	289.50	\$1,350	\$390,825.00
Senior Counsel			
David L. Duncan	53.50	\$875	\$46,812.50
Associates			
Ryan Dykhouse	371.25	\$425	\$157,781.25
Angus Ni	140.00	\$475	\$66,500.00
Thomas Sperber	47.25	\$525	\$24,806.25
Senior Staff Attorneys			
Reiko Cyr	3,385.00	\$450	\$1,523,250.00
Danielle Disporto	2,024.75	\$450	\$911,137.50
Stephen Imundo	1,300.75	\$425	\$552,818.75
Emily Strickland	55.00	\$450	\$24,750.00

Staff Attorneys			
Sheela Aiyappasamy	4,065.50	\$425	\$1,727,837.50
France Kaczanowski	79.25	\$395	\$31,303.75
Catherine van Kampen	131.25	\$395	\$51,843.75
Christopher McKniff	55.00	\$350	\$19,250.00
John Moore	3,849.00	\$400	\$1,539,600.00
Director of Investor Services			
Adam Weinschel	109.75	\$625	\$68,593.75
Financial Analysts			
Nick DeFilippis	21.00	\$675	\$14,175.00
Matthew McGlade	85.50	\$400	\$34,200.00
Sharon Safran	16.00	\$335	\$5,360.000
Tanjila Sultana	122.00	\$500	\$61,000.00
Investigators			
Chris Altiery	105.50	\$255	\$26,902.50
Amy Bitkower	160.50	\$625	\$100,312.50
Jenna Goldin	387.25	\$425	\$164,581.25
Victoria Kapastin	324.25	\$290	\$94,032.50
Case Managers & Paralegals			
Matthew Mahady	62.00	\$400	\$24,800.00
Matthew Molloy	114.00	\$325	\$37,050.00
Ruben Montilla	92.25	\$255	\$23,523.75
Toby Saviano	36.50	\$400	\$14,600.00
Virgilio Soler	1,524.25	\$375	\$571,593.75
Managing Clerk			
Mahiri Buffong	54.75	\$450	\$24,637.50
Errol Hall	18.25	\$310	\$5,657.50
TOTALS:	23,593.50		\$13,219,286.25

81. The lodestar of Liaison Counsel is supported by the Declaration of Michael B. Himmel, attached hereto as Exhibit D.

82. Litigation expenses are reasonable and should be reimbursed: As is more fully set forth in Exhibits B through F, Lead Counsel are also moving for payment of \$4,110,165.69 in costs, charges, and expenses that were reasonably and necessarily incurred in prosecuting and

resolving this Action, as outlined in the accompanying firm-specific declarations. Lead Counsel includes in its request payment of \$213,214 in expenses incurred by Israeli Counsel, which had originally brought class action claims in Israel arising out of the same facts and circumstances as this Action, styled *Israeli Electric Corp. Employees' Education Fund v. Perrigo Company plc, et al.* (Class Action 64911-06-17); *Keinan v. Perrigo Company plc, et al.* (Class Action 68081-03-17); and *Schweiger v. Perrigo Company plc, et al.* (Class Action 43897-05-16). Israeli Counsel conferred a tangible benefit upon Class Members by agreeing to stay the Israeli litigation so that Israeli purchasers could pursue their claims here without impediment, and advising Lead Counsel on issues pertaining to Israeli investors including suggesting minor changes to the Plan of Allocation. See Exhibit E and F.

83. The majority of Lead Counsel's litigation expenses, \$2,374,689.23, or approximately 58%, relate to fees charged by consulting and testifying experts that provided services directly benefitting Class Members, including providing reports, preparing for and sitting for deposition, responding to the reports of Defendants' experts, and consulting on matters including damages, loss causation, materiality, generic drug marketing, Israeli law, and the Plan of Allocation. These services were necessary to advance the interests of Class Members in the litigation, and are of the type regularly charged to clients who pay on an hourly basis.

84. Another significant expense, \$570,964.35, was for e-discovery hosting, which was provided by a recognized third-party vendor, vDiscovery, at a reasonable negotiated rate. vDiscovery was selected following a competitive bidding process to ensure that these expenses were kept as low as possible. The size of this cost item reflects the large amount of information housed in the e-discovery database and the length of time of this Action. Such e-discovery costs are unavoidable in modern litigation where virtually all documentary evidence is produced

electronically and must be reviewed by a team of reviewers. The availability and function of the e-discovery platform advanced the interests of Class Members in the litigation, and e-discovery costs are regularly charged to clients who pay on an hourly basis.

85. The other expenses for which counsel seek payment are the types of expenses that are typically incurred in complex litigations like this, and are routinely charged to clients billed by the hour. Those include, among other things, mediation costs, the costs of private investigators, court fees, reasonable travel expenses, deposition costs, and copying costs.

VIII. THE REQUESTED AWARDS FOR LEAD PLAINTIFF MEMBERS ARE FAIR AND REASONABLE

86. Lead Counsel respectfully requests that the Court approve awards for each of the three principal member groups of Lead Plaintiff (Meitav, Migdal, and Clal) in the amount of \$100,000 each. An award for reimbursement of a class representative's reasonable costs and expenses is authorized under the PSLRA, 15 U.S.C. §78u-4(a)(4).

87. Lead Plaintiff in this Action played a far greater role than typically occurs in securities class actions. Even before appointment, Lead Plaintiff members met several times with counsel to discuss the strengths and weaknesses of the case and to negotiate a retainer that inured to the benefit of the Class. Lead Plaintiff members, all significant and sophisticated Israeli financial and insurance institutions, negotiated a fee structure that created a multi-million dollar benefit to Class Members. As a result of that retainer, which capped fee requests for settlements under \$100 million at 19%, Lead Counsel will not move for a standard fee in the 25-33% range.

88. These three Lead Plaintiff member groups also made their staff, traders and executives available to advance the interests of Class Members throughout this litigation. During the seven years since appointment, each met several times in-person with Lead Counsel, conferred with Lead Counsel regularly and extensively via telephone, reviewed pleadings and briefs,

preserved documents, compiled and produced extensive information and documents, proffered two representative witnesses (six total) who traveled to the United States to be prepared for and sit for deposition, responded to interrogatories, discussed the litigation and developments at board meetings, advised Lead Counsel on settlement negotiations, provided a representative who traveled to the United States to participate in the settlement conference resulting in the Settlement, and ultimately reviewed and approved the Settlement and documentation thereof.

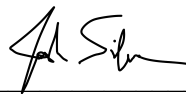
89. The Notice stated that Lead Plaintiff members would request an award not to exceed \$150,000. To date, there have been no objections to that request. Lead Counsel believes the requested awards are reasonable and, if anything, understate the commitment of time and expense that Lead Plaintiff members have made to advance the interests of Class Members.

IX. CONCLUSION

90. For the foregoing reasons, Lead Counsel respectfully request that the Court: (1) grant final approval of the Settlement and Plan of Allocation as fair, reasonable and adequate; (2) approve the application for an award of attorneys' fees of 19% of the Settlement Amount, plus reimbursement of litigation expenses in the amount of \$4,110,165.69 that were reasonably and necessarily incurred by Lead Counsel and other counsel working on behalf of Class Members; and (3) approve awards to Lead Plaintiff members of \$100,000 to each of the three main Lead Plaintiff member groups.

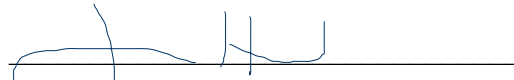
We declare, under penalty of perjury that the foregoing is true and correct.

Executed this 25th of July, 2024, in Chicago, Illinois



Joshua B. Silverman

Executed this 25th of July, 2024, in New York, New York



James A. Harrod

EXHIBIT A

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

ROOFER’S PENSION FUND, Individually and
on Behalf of All Others Similarly Situated,

Plaintiffs,

v.

JOSEPH C. PAPA, et al.,

Defendants.

No. 16-CV-02805-RMB-LDW (D.N.J)

CLASS ACTION

**DECLARATION OF LUIGGY SEGURA REGARDING (A) MAILING OF THE
SETTLEMENT NOTICE AND CLAIM FORM AND (B) PUBLICATION OF THE
SUMMARY SETTLEMENT NOTICE**

I, LUIGGY SEGURA, declare as follows:

1. I am the Vice President of Securities Class Actions at JND Legal Administration (“JND”). Pursuant to paragraph 7 of the Court’s Preliminary Approval Order (“Order”), which was filed on April 23, 2024 (ECF No. 427), JND was appointed to act as the Claims Administrator in connection with the above-captioned action (“Action”)¹.

2. I am over 21 years of age and am not a party to the Action. The following statements are based on my personal knowledge and information provided to me by other experienced JND employees. If called as a witness, I could and would testify competently thereto.

¹ Unless otherwise defined herein, all capitalized terms have the meanings set forth in the Stipulation and Agreement of Settlement dated April 5, 2024 (ECF No. 424) (the “Stipulation”).

MAILING OF THE SETTLEMENT NOTICE

3. Pursuant to paragraph 22 of the Stipulation and Agreement of Settlement (the “Stipulation”) and paragraph 8 of the Preliminary Approval Order (the “Order”), JND mailed the Settlement Summary Postcard Notice (“Postcard Notice”) and/or the Notice of (I) Proposed Settlement and Plan of Allocation; (II) Settlement Hearing; and (III) Motion for Attorneys’ Fees and Litigation Expenses (the “Settlement Notice”) and Proof of Claim and Release From (the “Claim Form” and, collectively with the Settlement Notice, the “Settlement Notice Packet”) to potential Class Members and nominees. A copy of the Postcard Notice and Settlement Notice Packet are attached hereto as Exhibit A.

4. After running all names through the National Change of Address (“NCOA”) database to search for updated addresses, on May 9, 2024, JND mailed a copy of the Postcard Notice to all persons and entities identified as Potential Class Members in connection with the mailing of the Notice of Pendency of Class Action (the “Class Notice”) in August 2020, as well as to all nominees included in JND’s database of banks, brokers and other nominees. JND emailed the Settlement Notice Packet to Class Members whom we were able to obtain an email address and mailed the Settlement Postcard Notice or the Settlement Notice Packet to Class members who were identified with reasonable efforts. On May 9, 2024 JND mailed 123,623 Postcard Notices to brokers, nominees and potential class members as well as another 169,560 Postcard Notices to brokers who requested Postcard Notices for mailing themselves. In total on May 9, 2024 JND mailed 293,183 Postcard Notices.

5. The documents were translated into Hebrew for dissemination to Class Members with mailing addresses in Israel. As part of the 123,623 Postcard Notices mailed on May 9, 2024,

239 Postcard Notices that were translated into Hebrew were mailed to brokers, nominees and potential class members.

6. As in most securities class actions, a large majority of potential Class Members are beneficial purchasers whose securities are held in “street name;” the securities are purchased by brokerage firms, banks, institutions, or other third-party nominees in the name of the nominee, on behalf of the beneficial purchasers. JND maintains a proprietary database with the names and addresses of the most common banks, brokerage firms, nominees, and known third-party filers (the “JND Broker Database”). At the time of the mailing, JND’s Broker Database contained 4,078 names and addresses.

7. On May 9, 2024, JND mailed the Settlement Notice Packet to 4,114 names and addresses in JND’s Broker Database which includes 36 names and addresses from the previous mailing of the Notice of Pendency to solicit information from the brokers and other nominees regarding mailing addresses for beneficial holders.

8. JND also posted the Settlement Notice for brokers and nominees on the Depository Trust Company Legal Notice System (“DTC LENS”). This service is made available to all brokers/nominees who use the DTC. The DTC LENS is a place for legal notices to be posted pertaining to publicly traded companies. JND provided DTC Lens with the Notice for posting on May 8, 2024.

9. In a further attempt to garner broker responses, JND reached out by telephone to the top broker/nominees from the JND Broker Database and mailed reminder postcards to all the entities in the JND Broker Database who had not responded to the mailing. The postcard advised them of their obligation to notice their clients.

10. Pursuant to paragraph 9 of the Order, brokers and other nominees who purchased or otherwise acquired Perrigo common stock during the period April 21, 2015 through May 2, 2017, inclusive (the “Class Period”) and/or held Perrigo common stock as of the market close on November 12, 2015 through at least 8:00 a.m. eastern time on November 13, 2015, for the beneficial interest of persons or entities other than themselves shall: (i) within seven (7) calendar days of receipt of the Postcard Notice and/or Notice Packet, request from the Claims Administrators sufficient copies of the Postcard Notice to forward to all such beneficial owners and within seven (7) calendars of receipt of those Settlement Summary Notices forward them to all such beneficial owners; or (ii) within seven (7) calendar days of receipt of the Postcard Notice, provide a list of names and addresses of all such beneficial owners to the Claims Administrator and the Claims Administrator is ordered to promptly send the Postcard Notice to such identified beneficial owners. Following the mailing in paragraph 4 above, JND mailed 119,509 Settlement Postcard Notices to prior broker lists received from the Class Notice. JND also mailed 169,650 Postcard Notices to brokers and other nominee holders to be forwarded by the nominees to their customers. Since the initial mailing JND received an additional 6,271 requests by brokers for the Postcard Notices. In addition, JND sent out the Settlement Notice Packet to 196 potential Class Members who requested either through email or the toll free number. JND sent 239 Postcard Notices to Israel that were translated in Hebrew. JND also sent the Settlement Notice Packet via email to 355 potential Class Members.

11. Thus, pursuant to the Order, as a result of the efforts described above, as of July 22, 2024, JND mailed 299,650 Postcard Notices or Settlement Notice Packets to potential Class Members, brokers and nominee holders and emailed the Settlement Notice Packet to 355 potential Class Members.

12. Through July 22, 2024, 7,988 mailed Postcard Notices have been returned by the USPS as undeliverable as addressed. The USPS has identified and updated addresses for 1,876 of the undelivered and returned Postcard Notices and the USPS has forwarded these to the updated address for each of those Potential Class Members. For the 6,112 Notices where there was no forwarding address, JND used reasonable efforts to research and determine updated mailing address. As a result 948 notices were remailed to updated addresses. JND continues to mail the Postcard Notice as requested.

PUBLICATION OF THE SETTLEMENT SUMMARY NOTICE

13. Pursuant to Paragraph 12 of the Order, JND was required to cause the Settlement Summary Notice to be published electronically on a national U.S. wire service such as *GlobeNewswire* or *PR Newswire* as well as to be published electronically in Hebrew on a newswire with national coverage in Israel. JND caused the Summary Settlement Notice to be released in English over *PRNewswire* in the United States on May 17, 2024 and published Hebrew and English versions in the *Globe Newswire*, on a newswire with national coverage in Israel, on both May 17, 2024 and June 24, 2024. Attached hereto as Ex. B is confirmation of these publications.

ESTABLISHMENT OF CLAIMS CALL CENTER

14. Beginning on or about August 7, 2020, in connection with the Class Notice mailing, JND established a toll-free telephone number (1-833-674-0175) with an interactive voice response system and live operators for Class Members to call and obtain information about the litigation. JND continues to maintain this toll-free telephone number and has updated the interactive recording to include the most updated information regarding the Settlement. JND has promptly

responded to each telephone inquiry and will continue to address potential Class Members' inquiries.

ESTABLISHMENT OF THE WEBSITE

15. To further assist potential Class Members, on August 7, 2020, in connection with the Class Notice mailing, JND, also established, designed, implemented, and continued to maintain a website, www.PerrigoSecuritiesLitigation.com, dedicated to the litigation (the "Website"). On May 9, 2024, JND updated the website to provide information about the proposed Settlement. JND also posted the Proof of Claim Form on the Settlement website. The website also makes available copies of the Settlement Notice in English and Hebrew translation and Claim Form, as well as copies of the Stipulation and Preliminary Approval Order, among other documents. In addition, the website provides Class Members with the ability to submit their Claim Form through the website and also includes a link to a document with detailed instructions for institutions submitting their claims electronically. The Website also includes general information regarding the potential Settlement and lists the Claim Filing deadline as well as other important deadlines. The website will continue to be updated with relevant case updates.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 23, 2024.

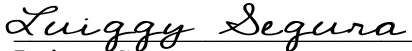

Luiggy Segura

EXHIBIT A

~~COURT-ORDERED LEGAL NOTICE~~

Roofer's Pension Fund v. Papa, et al.,
No. 1:16-cv-02805 (RMB) (LDW) (D.N.J.)

If you are a Class Member, your legal rights may be affected by a proposed Settlement of this securities class action, and you may be eligible for a cash payment. Please read this Postcard Notice carefully.

For more information, please visit www.PerrigoSecuritiesLitigation.com or call toll free 1-833-674-0175.



Perrigo Securities Litigation
c/o JND Legal Administration
P.O. Box 91374
Seattle, WA 98111

«Barcode»

Postal Service: Please do not mark barcode

«First1» «Last1»

«C/O»

«Addr1» «Addr2»

«City», «St» «Zip» «Country»

THIS IS A FINAL NOTICE TO THE CLASS MEMBERS OF THE SETTLEMENT.
Please visit www.PerrigoSecuritiesLitigation.com for more information.

The parties in the securities class action *Roofers' Pension Fund v. Papa, et al.*, No. 1:16-cv-02805 (RMB) (LDW) (D.N.J.) ("Action") have reached a proposed settlement of the claims asserted in the Action against Perrigo Company plc ("Perrigo") and its former CEO, Joseph C. Papa ("Defendants"). If approved, the Settlement will resolve the Action in which Lead Plaintiff had alleged that Defendants made materially false or misleading statements and omissions about Perrigo's business during the period from April 21, 2015 through May 2, 2017, inclusive (the "Class Period"). Defendants deny any liability or wrongdoing whatsoever and deny that any Class Member was damaged. You received this notice because you may be a member of the following Classes: (1) All persons who purchased publicly traded Perrigo common stock during the Class Period on the New York Stock Exchange or any other trading center within the United States and were damaged thereby; (2) all persons who purchased publicly traded Perrigo common stock during the Class Period on the Tel Aviv Stock Exchange and were damaged thereby; and (3) all persons who owned Perrigo common stock as of November 12, 2015 and held such stock through at least 8:00 a.m. on November 13, 2015.

Pursuant to the Settlement, Defendants have agreed to pay **\$97,000,000** in cash, which, after deducting Court-awarded fees and expenses, notice and administration costs, and taxes, will be allocated among Class Members who submit valid claims, in exchange for the Settlement and the release of all claims asserted in the Action and related claims. **For additional information regarding the Settlement, please review the full Settlement Notice available at www.PerrigoSecuritiesLitigation.com.** If you are a Class Member, your *pro rata* share of the Settlement will depend on the number of valid claims submitted, and the number, size, and timing of your transactions in Perrigo common stock during the Class Period. If all Class Members elect to participate in the Settlement, the estimated average recovery will be \$0.69 per eligible share of Perrigo common stock *before* deducting any fees and expenses. Your actual share of the Settlement will be determined pursuant to the Plan of Allocation set forth in the full Notice, or other plan of allocation ordered by the Court.

To be eligible for a payment from the Settlement, you must submit a valid Claim Form. The Claim Form can be found and submitted at www.PerrigoSecuritiesLitigation.com, or you can request that one be mailed to you. **Claims must be postmarked (if mailed), or submitted online, by August 26, 2024.** If you want to object to any aspect of the Settlement, you must file and serve an objection by **August 6, 2024**. The full Settlement Notice provides instructions on how to submit a Claim and how to object, and you must comply with all of the instructions in the Settlement Notice.

The Court will hold a hearing on **September 5, 2024 at 10:00 a.m.**, to consider, among other things, whether to approve the Settlement and a request by the lawyers representing the Settlement Class for attorneys' fees not to exceed 20% of the Settlement Fund and litigation expenses of no more than \$4.5 million (which equals an estimated cost of \$0.17 per eligible share). You may attend the hearing and ask to be heard by the Court, but you do not have to. **For more information, call 1-833-674-0175, send an email to info@PerrigoSecuritiesLitigation.com, or visit www.PerrigoSecuritiesLitigation.com.**

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

ROOFER'S PENSION FUND, on behalf of
itself and all others similarly situated,

Plaintiff,

v.

JOSEPH C. PAPA, *et al.*,

Defendants.

Case No. 1:16-cv-02805-RMB-LDW

CLASS ACTION

**NOTICE OF (I) PROPOSED SETTLEMENT AND
PLAN OF ALLOCATION; (II) SETTLEMENT HEARING; AND
(III) MOTION FOR ATTORNEYS' FEES AND LITIGATION EXPENSES**

- TO:** (1) All persons who purchased Perrigo Company plc's ("Perrigo") publicly traded common stock between April 21, 2015 and May 2, 2017, both dates inclusive (the "Class Period"), on the New York Stock Exchange or any other trading center within the United States and were damaged thereby;
- (2) All persons who purchased Perrigo's publicly traded common stock between April 21, 2015 and May 2, 2017, both dates inclusive, on the Tel Aviv Stock Exchange and were damaged thereby; and
- (3) All persons who owned Perrigo common stock as of November 12, 2015 and held such stock through at least 8:00 a.m. on November 13, 2015 (whether or not a person tendered their shares in response to the tender offer of Mylan, N.V.).

A Federal Court authorized this Settlement Notice. This is not a solicitation from a lawyer.

**גרסה בעברית של הודעה זו זמינה בכתובת
www.PerrigoSecuritiesLitigation.com**

NOTICE OF SETTLEMENT: Please be advised that the Court-appointed Lead Plaintiff Perrigo Institutional Investor Group, on behalf of itself and the Class (defined in ¶ 23 below), has reached a proposed settlement of the above-captioned action ("Action") for **\$97,000,000** in cash that, if approved, will resolve all claims in the Action (the Settlement").

This Notice is directed to you in the belief that you may be a member of the Class. If you do not meet the Class definition, or if you previously excluded yourself from the Class in connection with the Notice of Pendency of Class Action that was mailed to potential Class Members beginning in August 2020 (the "Class Notice"), this Notice does not apply to you.

PLEASE READ THIS NOTICE CAREFULLY. This Notice explains important rights you may have, including the possible receipt of cash from the Settlement. If you are a member of the Class, your legal rights will be affected whether or not you act.

If you have questions about this Notice, the proposed Settlement, or your eligibility to participate in the Settlement, please DO NOT contact the Court, Perrigo, any other Defendant in the Action, or their counsel. All questions should be directed to Lead Counsel or the Claims Administrator (see paragraph 66 below).

1. **Description of the Action and the Class:** This Notice relates to the proposed Settlement of claims in a pending securities class action brought by Perrigo investors alleging, among other things, that Perrigo and former Perrigo CEO Joseph C. Papa (together, “Defendants”) violated the federal securities laws by making false and misleading statements and omissions regarding, among other things (a) the performance and integration of Omega Pharma N.V., which Perrigo acquired in early 2015; and (b) Perrigo’s pricing strategy, noncompetitive practices, and the competitive environment for Perrigo’s generic prescription drug unit. A more detailed description of the Action is set forth in ¶¶ 11-22 below. These claims were brought on behalf of the Class described on the first page of this notice, above, and further defined in ¶ 23 below. The terms and provisions of the Settlement are contained in the Stipulation and Agreement of Settlement dated April 4, 2024 (“Stipulation”).¹ The Settlement, if approved by the Court, will settle the claims of the Class.

2. **Statement of the Class’s Recovery:** Subject to Court approval, Lead Plaintiff on behalf of itself and the Class, has agreed to settle the Action in exchange for a payment of \$97,000,000 in cash (“Settlement Amount”) to be deposited into an escrow account. The Net Settlement Fund (*i.e.*, the Settlement Amount plus any and all interest earned thereon (“Settlement Fund”) less: (a) any Taxes, (b) any Notice and Administration Costs, (c) any Litigation Expenses awarded by the Court, and (d) any attorneys’ fees awarded by the Court) will be distributed in accordance with a plan of allocation approved by the Court, which will determine how the Net Settlement Fund shall be allocated among members of the Class. The proposed plan of allocation (“Plan of Allocation”) is attached hereto as Appendix A.

3. **Estimate of Average Amount of Recovery Per Share:** Based on Lead Plaintiff’s damages expert’s estimate of the number of shares of Perrigo common stock that may have been affected by the alleged conduct at issue in the Action, and assuming that all Class Members elect to participate in the Settlement, the estimated average recovery (before the deduction of any Court-approved fees, expenses, and costs as described herein) is \$0.69 per eligible share. **Class Members should note, however, that the foregoing average recovery per eligible share is only an estimate.** Some Class Members may recover more or less than this estimated amount depending on, among other factors, when and at what prices they purchased, held, or sold their Perrigo stock; whether they purchased shares in the Class Period or held shares as of November 12, 2015; and the total number and value of valid Claims submitted. Distributions to Class Members will be made based on the Plan of Allocation attached hereto as Appendix A or such other plan of allocation as may be ordered by the Court.

4. **Average Amount of Damages Per Share:** The Parties do not agree on the amount of damages per share that would be recoverable if Lead Plaintiff were to prevail in the Action. Among other things, Defendants do not agree that they violated the federal securities laws or that, even if liability could be established, that any damages were suffered by any members of the Class as a result of their conduct.

¹ All capitalized terms used in this Notice that are not otherwise defined herein shall have the meanings ascribed to them in the Stipulation. The Stipulation is available at www.PerrigoSecuritiesLitigation.com.

5. **Attorneys’ Fees and Expenses Sought:** Plaintiffs’ Counsel, which have prosecuted the Action on a wholly contingent basis since its inception eight years ago, have not received any payment of attorneys’ fees for their representation of the Class in the Action and have advanced the funds to pay expenses incurred to prosecute this Action. Court-appointed Lead Counsel, Pomerantz LLP and Bernstein Litowitz Berger & Grossmann LLP, will apply to the Court for an award of attorneys’ fees on behalf of all Plaintiffs’ Counsel in an amount not to exceed 20% of the Settlement Fund, including any interest earned thereon. In addition, Lead Counsel will apply for payment of Litigation Expenses incurred by Plaintiffs’ Counsel in connection with the institution, prosecution, and resolution of the claims against Defendants, in an amount not to exceed \$4.5 million, including any interest earned thereon, and may include a request for reimbursement of the reasonable costs and expenses incurred by Lead Plaintiff or its members directly related to their representation of the Class not to exceed \$150,000 for each of the three main constituents of Lead Plaintiff. Any fees and expenses awarded by the Court will be paid from the Settlement Fund. Class Members are not personally liable for any such fees or expenses. The estimated average cost per eligible share of Perrigo common stock, if the Court approves Lead Counsel’s fee and expense application, is approximately \$0.17 per share. **Please note that this amount is only an estimate.**

6. **Identification of Attorneys’ Representatives:** Lead Plaintiff and the Class are represented by Joshua Silverman of Pomerantz LLP, 10 S. LaSalle Street, Chicago, IL 60603, (312) 377-1181, jbsilverman@pomlaw.com and James A. Harrod of Bernstein Litowitz Berger & Grossmann LLP, 1251 Avenue of the Americas, New York, NY 10020, 1-800-380-8496, settlements@blbglaw.com.

7. **Reasons for the Settlement:** Lead Plaintiff’s principal reason for entering into the Settlement is the substantial and certain cash benefit provided for the Class, without the risk or the delays and costs inherent in further litigation. Moreover, the substantial cash benefit provided under the Settlement must be considered against the significant risk that a smaller recovery—or indeed no recovery at all—might be achieved after a trial of the Action and the likely appeals that would follow a trial. This process could be expected to last several years. Defendants, who deny all allegations of wrongdoing or liability whatsoever, are entering into the Settlement solely to eliminate the uncertainty, burden, and expense of further protracted litigation.

YOUR LEGAL RIGHTS AND OPTIONS IN THE SETTLEMENT:	
SUBMIT A CLAIM FORM POSTMARKED (IF MAILED), OR ONLINE, NO LATER THAN AUGUST 26, 2024.	This is the only way to be potentially eligible to receive a payment from the Settlement Fund. If you are a Class Member, you will be bound by the Settlement as approved by the Court and you will give up any Released Plaintiffs’ Claims (defined in ¶ 33 below) that you have against Defendants and the other Defendants’ Releasees (defined in ¶ 34 below), so it is in your interest to submit a Claim Form.
OBJECT TO THE SETTLEMENT BY SUBMITTING A WRITTEN OBJECTION SO THAT IT IS RECEIVED NO LATER THAN AUGUST 6, 2024.	If you do not like the proposed Settlement, the proposed Plan of Allocation, and/or the requested attorneys’ fees and Litigation Expenses, you may object by writing to the Court and explaining why you do not like them. You cannot object unless you are a Class Member.

YOUR LEGAL RIGHTS AND OPTIONS IN THE SETTLEMENT:	
ATTEND A HEARING ON SEPTEMBER 5, 2024 AT 10:00 A.M., AND FILE A NOTICE OF INTENTION TO APPEAR SO THAT IT IS RECEIVED NO LATER THAN AUGUST 6, 2024.	If you have filed a written objection and wish to appear at the hearing, you must also file a notice of intention to appear by August 6, 2024, which allows you to speak in Court, at the discretion of the Court, about the fairness of the proposed Settlement, the Plan of Allocation, and/or the request for attorneys’ fees and Litigation Expenses. If you submit a written objection, you may (but you do not have to) attend the hearing.
DO NOTHING.	If you are a member of the Class and you do not submit a valid Claim Form, you will not be eligible to receive any payment from the Settlement Fund. You will, however, remain a member of the Class, which means that you give up your right to sue about the claims that are being resolved by the Settlement and you will be bound by any judgments or orders entered by the Court in the Action.

These rights and options—and the deadlines to exercise them—are further explained in this Notice. Please Note: The date and time of the Settlement Hearing—currently scheduled for September 5, 2024 at 10:00 a.m. is subject to change without further notice to the Class. It is also within the Court’s discretion to hold the hearing in person or telephonically. If you plan to attend the hearing, you should check the website, www.PerrigoSecuritiesLitigation.com, or with Lead Counsel as set forth above to confirm that no change to the date and/or time of the hearing has been made.

WHAT THIS NOTICE CONTAINS

Why Did I Get This Notice? Page 5

What Is This Case About? Page 5

How Do I Know If I Am Affected By The Settlement?

Who Is Included In The Class? Page 7

What Are Lead Plaintiff’s Reasons For The Settlement? Page 8

What Might Happen If There Were No Settlement? Page 8

How Are Class Members Affected By The Action And The Settlement? Page 9

How Do I Participate In The Settlement? What Do I Need To Do?..... Page 11

How Much Will My Payment Be?..... Page 11

What Payment Are The Attorneys For The Class Seeking?

How Will The Lawyers Be Paid? Page 13

When And Where Will The Court Decide Whether To Approve The Settlement?

Do I Have To Come To The Hearing? May I Speak

At The Hearing If I Don’t Like The Settlement?..... Page 13

What If I Bought Perrigo Common Stock On Someone Else’s Behalf? Page 15

Can I See The Court File? Whom Should I Contact If I Have Questions? Page 16

Proposed Plan of Allocation of Net Settlement Fund Among

Authorized Claimants Appendix A

WHY DID I GET THIS NOTICE?

8. The Court directed that this Notice be sent to you because you or someone in your family or an investment account for which you serve as custodian may have purchased Perrigo common stock during the Class Period or owned Perrigo common stock as of November 12, 2015. The Court has directed us to send you this Notice because, as a potential Class Member, you have the right to understand how this class action lawsuit may generally affect your legal rights. If the Court approves the Settlement and the Plan of Allocation (or some other plan of allocation), the Claims Administrator selected by Lead Plaintiff and approved by the Court will make payments pursuant to the Settlement after any objections and appeals are resolved.

9. The purpose of this Notice is to inform you of the terms of the proposed Settlement, and of a hearing to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlement, the proposed Plan of Allocation, and the motion by Lead Counsel for attorneys' fees and Litigation Expenses (the "Settlement Hearing"). See paragraphs 53-54 below for details about the Settlement Hearing, including the date and location of the hearing.

10. The issuance of this Notice is not an expression of any opinion by the Court concerning the merits of any claim in the Action, and the Court still has to decide whether to approve the Settlement. If the Court approves the Settlement and a plan of allocation, then payments to Authorized Claimants will be made after any appeals are resolved and after the completion of all claims processing. Please be patient, as this process can take some time to complete.

WHAT IS THIS CASE ABOUT?

11. This Action is a securities class action lawsuit alleging violations of Sections 10(b), 14(e) and 20(a) of the Securities Exchange Act of 1934 and certain claims under Israeli law against Defendants. This lawsuit asserts that Defendants made material misrepresentations and omissions during the Class Period (from April 21, 2015 through May 2, 2017, inclusive), including in connection with a tender offer made to Perrigo shareholders by Mylan N.V. in the fall of 2015 (through which Mylan sought to acquire Perrigo), regarding (a) the performance and integration of Omega Pharma, N.V., which Perrigo acquired in early 2015; (b) Perrigo's pricing strategy, noncompetitive practices, and the competitive environment for Perrigo's generic prescription drug unit; (c) Perrigo's organic growth rate; and (d) a royalty stream for a drug called Tysabri.

12. On May 18, 2016, this Action was commenced in the United States District Court for the District of New Jersey.

13. By Order dated February 10, 2017, the Court entered an order appointing Perrigo Institutional Investor Group (consisting of Migdal Insurance Company Ltd., Migdal Makefet Pension and Provident Funds Ltd., Clal Insurance Company Ltd., Clal Pension and Provident Ltd., Atudot Pension Fund for Employees and Independent Workers Ltd., and Meitav DS Provident Funds and Pension Ltd.) as Lead Plaintiff and approved its selection of Pomerantz LLP and Bernstein Litowitz Berger & Grossmann LLP as Lead Counsel.

14. On June 21, 2017, Lead Plaintiff filed the operative Amended Complaint. The Amended Complaint named as defendants Perrigo and former Perrigo CEO Joseph C. Papa, as well as former defendants Judy Brown, Laurie Brlas, Gary M. Cohen, Marc Coucke, Jacquelyn A. Fouse, Ellen

R. Hoffing, Michael R. Jandernoa, Gerald K. Kunkle, Jr., Herman Morris, Jr., and Donal O'Connor ("Former Defendants").

15. On August 21, 2017, Defendants and Former Defendants moved to dismiss the Amended Complaint. After full briefing, on July 27, 2018, the Court entered an order granting Marc Coucke's motion to dismiss, and granting in part and denying in part the motion to dismiss filed by the Defendants and the Former Defendants other than Coucke. As a result of that order, all of the Former Defendants other than Judy Brown were dismissed from this Action. That order also dismissed claims regarding organic growth rate and Tysabri.

16. Thereafter, Defendants and Former Defendant Judy Brown answered the Amended Complaint, and Lead Plaintiff, Defendants, and Former Defendant Judy Brown commenced discovery. The Parties thereafter engaged in substantial discovery efforts, which included the litigation of several disputed issues related to the scope and breadth of discovery and the efforts by the U.S. Department of Justice to stay discovery in this Action. Substantively, the Parties' discovery efforts included the production and review of over 3.4 million pages of documents from Defendants and non-parties to Lead Plaintiff, and 40 depositions of fact and expert witnesses.

17. On November 30, 2018, Lead Plaintiff moved for class certification. On November 14, 2019, after full briefing, the Court certified the Class, appointing Lead Plaintiff to be the Class Representative and its counsel to be Class Counsel. After Defendants' petition for interlocutory appeal was denied, on July 10, 2020, Lead Plaintiff, Defendants and Former Defendant Judy Brown stipulated, and the Court ordered, that notice should issue regarding the pendency of class action.

18. Beginning in August 2020, the Class Notice was mailed to potential Class Members to notify them of, among other things: (i) the Court's certification of the Action to proceed as a class action on behalf of the Class; and (ii) Class Members' right to request to be excluded from the Class, the effect of remaining in the Class or requesting exclusion, and the procedure for requesting exclusion. The deadline for requesting exclusion from the Class pursuant to the Class Notice was December 3, 2020. A list of the persons and entities who requested exclusion pursuant to the Class Notice is available at www.PerrigoSecuritiesLitigation.com.

19. On April 9, 2021, Defendants Perrigo and Papa and Former Defendant Judy Brown each moved for summary judgment and to exclude Lead Plaintiff's experts. The Summary Judgment record was voluminous with several hundred pages of briefing and statements of fact, and thousands of pages of exhibits. After full briefing and oral argument, on August 17, 2023, the Court entered an Order and issued an Opinion granting Former Defendant Judy Brown's motion for summary judgment, granting in part and denying in part Defendants Perrigo and Papa's motions for summary judgment, directing further briefing and argument on the issue of corporate scienter, and reserving ruling on the motions to exclude. The Parties completed that briefing and presented further argument to the Court on the issue of corporate scienter on November 16, 2023.

20. Throughout the pendency of this Action, the Parties engaged in extensive attempts to mediate this dispute, both before private mediators Hon. Daniel Weinstein (Ret.), Former Ambassador David Carden, and Jed Melnick, and before Magistrate Judge Leda D. Wettre. These efforts included four in-person mediation sessions between 2018 and 2024, and numerous Zoom sessions and phone calls. On February 29, 2024, Magistrate Judge Wettre issued a mediator's proposal to settle this Action for \$97 million. On March 6, 2024, the Parties accepted the proposal.

21. After additional negotiations regarding the specific terms of their agreement, the Parties entered into the Stipulation on April 4, 2024. The Stipulation sets forth the specific terms and conditions of the Settlement and can be viewed on the website for the Action, www.PerrigoSecuritiesLitigation.com.

22. By Order dated April 23, 2024, the Court preliminarily approved the Settlement, authorized notice of the Settlement to be provided to potential Class Members, and scheduled the Settlement Hearing to consider whether to grant final approval to the Settlement.

**HOW DO I KNOW IF I AM AFFECTED BY THE SETTLEMENT?
WHO IS INCLUDED IN THE CLASS?**

23. If you are a member of the Class who has not previously sought exclusion from the Class in connection with the Class Notice, you are subject to the Settlement. The Class (or “Classes”), which was certified by the Court on November 14, 2019 consists of:

(1) all persons who purchased Perrigo publicly traded common stock between April 21, 2015 and May 2, 2017, both dates inclusive (the “Class Period”), on the New York Stock Exchange or any other trading center within the United States and were damaged thereby;

(2) all persons who purchased Perrigo’s publicly traded common stock between April 21, 2015 and May 2, 2017, both dates inclusive, on the Tel Aviv Stock Exchange and were damaged thereby; and

(3) all persons who owned Perrigo common stock as of November 12, 2015 and held such stock through at least 8:00 a.m. on November 13, 2015 (whether or not a person tendered their shares in response to the tender offer of Mylan, N.V.).

Excluded from these Classes are the Defendants; Former Defendants; any current member of the Board of Directors of Perrigo; any current or former Officers of Perrigo who served during the Class Period or any former members of the Board of Directors of Perrigo who served during the Class Period; the Immediate Family Members of any Defendant, Former Defendant, or any current member of the Board of Directors of Perrigo, or former member of the Board of Directors of Period who served during the Class Period, or any current or former Officer of Perrigo who served during the Class Period; any entity that any Defendant or Former Defendant owns or controls, or owned or controlled during the Class Period; and the legal representatives, heirs, agents, affiliates, successors, or assigns of any such excluded persons and entities. Also excluded from the Classes are the persons and entities who requested exclusion from the Classes in connection with the mailing of the Class Notice, or were previously excluded by motion and order.

PLEASE NOTE: Receipt of this Notice does not mean that you are a Class Member or that you will be entitled to receive proceeds from the Settlement.

If you wish to be eligible to participate in the distribution of proceeds from the Settlement, you are required to submit the Claim Form that is being distributed with this Settlement Notice and the required supporting documentation postmarked (if mailed), or online, no later than August 26, 2024.

WHAT ARE LEAD PLAINTIFF’S REASONS FOR THE SETTLEMENT?

24. Lead Plaintiff and Lead Counsel believe that the claims asserted against Defendants have merit. They recognize, however, the uncertainty, expense, and length of the continued proceedings inherent in the prosecution of their claims through the pre-trial motions, trial, post-trial motions, and appeals presented significant risks to achieving a result superior to the Settlement.

25. Among other things, Lead Plaintiff faced substantial risks in establishing liability by the Defendants. Lead Plaintiff faced risks on each main element of its claims. To start, at the time of the Settlement, the Court indicated it was likely to enter summary judgment on behalf of Defendants dismissing Lead Plaintiff’s claims concerning Perrigo’s statements about its generic drug pricing practices. Losing those claims would have substantially narrowed the scope of liability and damages. Lead Plaintiff also faced challenges in proving that Defendants’ statements were false, or that Defendants acted with scienter.

26. In addition, Lead Plaintiff faced substantial risks in establishing loss causation and damages. Defendants would argue, among other things, that Lead Plaintiff could not appropriately establish damages for the claims brought under Section 14(e) of the Exchange Act in connection with the tender offer by Mylan during the Class Period. Defendants have argued and would likely argue at trial that Plaintiffs could not establish that the tender offer would have gone through in the absence of the Defendants’ alleged false statements. Defendants would further argue that Lead Plaintiff and its expert could not establish a causal connection between the alleged misrepresentations and the alleged corrective disclosures. If Defendants succeeded on these arguments, even if Lead Plaintiff had established liability for the violations of the securities laws alleged, the recoverable damages could be substantially less than the amount provided in the Settlement or even zero.

27. In light of these risks, the amount of the Settlement, and the immediacy of recovery to the Class, Lead Plaintiff and Lead Counsel believe that the proposed Settlement is fair, reasonable, and adequate, and in the best interests of the Class. Lead Plaintiff and Lead Counsel believe that the Settlement provides a favorable result for the Class compared to the risk that the claims in the Action would produce a smaller, or no, recovery after a contested trial and appeals, possibly years in the future.

28. Defendants have denied the claims asserted against them in the Action and in the Complaint and deny having engaged in any wrongdoing or violation of law of any kind whatsoever. Defendants have agreed to the Settlement solely to eliminate the burden and expense of continued litigation. Accordingly, as noted above, the Settlement may not be construed as an admission of any wrongdoing by Defendants.

WHAT MIGHT HAPPEN IF THERE WERE NO SETTLEMENT?

29. If there were no Settlement and Lead Plaintiff failed to establish, either at trial or on appeal, any essential legal or factual element of their claims against Defendants, neither Lead Plaintiff nor the other Class Members would recover anything from Defendants. Among other things, Lead Plaintiff faced the very real risk that it would not be able to establish that Defendants made false or misleading statements or acted with fraudulent intent, or caused losses to the Class.

In light of these circumstances, the Class could recover substantially less than the amount provided in the Settlement, or nothing at all.

**HOW ARE CLASS MEMBERS AFFECTED BY
THE ACTION AND THE SETTLEMENT?**

30. As a Class Member, you are represented by Lead Plaintiff and Lead Counsel, unless you enter an appearance through counsel of your own choice and at your own expense. You are not required to retain your own counsel, but if you choose to do so, such counsel must file a notice of appearance on your behalf and must serve copies of his or her appearance on the attorneys listed in the section entitled, “When And Where Will The Court Decide Whether To Approve The Settlement?,” on page 13 below.

31. If you are a Class Member and you wish to object to the Settlement, the Plan of Allocation, and/or Lead Counsel’s motion for attorneys’ fees and Litigation Expenses, and if you did not previously exclude yourself from the Class in connection with Class Notice, you may present your objections by following the instructions in the section entitled, “When And Where Will The Court Decide Whether To Approve The Settlement?,” on page 13 below.

32. If you are a Class Member you will be bound by any orders issued by the Court. If the Settlement is approved, the Court will enter a judgment (“Judgment”). The Judgment will dismiss with prejudice the claims against Defendants and will provide that, upon the Effective Date of the Settlement, Lead Plaintiff, the Class, and each of the other Class Members, on behalf of themselves, and their respective heirs, executors, administrators, predecessors, successors, and assigns, in their capacities as such, shall be deemed to have, and by operation of law and of the Judgment shall have, fully, finally, and forever compromised, settled, released, resolved, relinquished, waived, and discharged each and every Released Plaintiffs’ Claim (as defined in ¶ 33 below) against the Defendants’ Releasees (as defined in ¶ 34 below), and shall forever be barred and enjoined from prosecuting any or all of the Released Plaintiffs’ Claims against any of the Defendants’ Releasees. This Release shall not apply to any of the Excluded Plaintiffs’ Claims.

33. “Released Plaintiffs’ Claims” means all claims and causes of action of every nature and description, whether known or unknown (including Unknown Claims, defined below), whether arising under federal, state, common, foreign, or other applicable law, rule, or regulation, regardless of whether the claims have been dismissed by the Court in any rulings, that Lead Plaintiff or any other member of the Classes: (i) asserted in the Original Complaint filed in the Action on May 18, 2016; (ii) asserted in the Amended Complaint filed in the Action on June 21, 2017;² or (iii) could have asserted in any forum worldwide, including in Israel, that both (a) arise out of or in any way relate to (directly or indirectly) the facts, events, transactions, allegations, matters, statements, or omissions alleged, set forth, or referred to in the Original Complaint or the

² Including, but not limited to, any assertion that up until and including the end of the Class Period: (i) any or all of Defendants or Former Defendants misrepresented that Mylan’s 2015 tender offers undervalued Perrigo; (ii) any or all of Defendants or Former Defendants falsely claimed that Perrigo would achieve 5% to 10% organic growth as a stand-alone company; (iii) any or all of Defendants or Former Defendants concealed that Perrigo was experiencing issues integrating the Omega acquisition; (iv) any or all of Defendants or Former Defendants concealed that Perrigo wrongly accounted for the Tysabri drug royalty stream; or (v) any or all of Defendants or Former Defendants did not disclose that Perrigo was involved in illegal collusive pricing activities in Perrigo’s generic prescription drug business.

Amended Complaint and (b) relate to the purchase or other acquisition of Perrigo publicly traded common stock (including any decision to purchase Perrigo publicly traded common stock) during the Class Period or ownership of Perrigo common stock as of November 12, 2015. Released Plaintiffs' Claims do not cover, include, or release: (i) any claims asserted by any person or entity who requested exclusion from the Classes in connection with the Class Notice; and (ii) any claims relating to the enforcement of the Settlement (the "Excluded Plaintiffs' Claims").

34. "Defendants' Releasees" means Defendants, Former Defendants, and Defendants' or Former Defendants' current and former parents, affiliates, subsidiaries, officers, directors, agents, successors, predecessors, assigns, assignees, partnerships, partners, trustees, trusts, employees, Immediate Family Members, insurers, reinsurers, and attorneys.

35. "Unknown Claims" means any Released Plaintiffs' Claims which Lead Plaintiff, the Class, or any other Class Member does not know or suspect to exist in his, her or its favor at the time of the release of such claims, and any Released Defendants' Claims which any Defendant or any other Defendants' Releasee does not know or suspect to exist in his, her, or its favor at the time of the release of such claims, which, if known by him, her or it, might have affected his, her or its decision(s) with respect to this Settlement. With respect to any and all Released Claims, the Parties stipulate and agree that, upon the Effective Date of the Settlement, Lead Plaintiff and Defendants shall expressly waive, and each of the Class, the other Class Members, and each of the other Plaintiffs' Releasees and Defendants' Releasees shall be deemed to have waived, and by operation of the Judgment, shall have expressly waived, any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law or foreign law, which is similar, comparable, or equivalent to California Civil Code §1542, which provides:

A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.

Lead Plaintiff and Defendants acknowledge that they may hereafter discover facts in addition to or different from those which they or their counsel now know or believe to be true with respect to the subject matter of the Released Claims, but Lead Plaintiff and Defendants shall expressly settle and release, and the Class and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Judgment, shall have, fully, finally and forever settled and released any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. Lead Plaintiff and Defendants acknowledge, and each of the Class and the other Class Members and each of the other Plaintiffs' Releasees and Defendants' Releasees shall be deemed by operation of law to have acknowledged, that the foregoing waiver was separately bargained for and constitutes a key element of the Settlement.

36. Pursuant to the Judgment, upon the Effective Date of the Settlement, Defendants on behalf of themselves, and their respective heirs, executors, administrators, predecessors, successors, and assigns, in their capacities as such, shall be deemed to have, and by operation of law and of the Judgment shall have, fully, finally, and forever compromised, settled, released, resolved,

relinquished, waived, and discharged each and every Released Defendants' Claim (as defined in ¶ 37 below) against the Plaintiffs' Releasees (as defined in ¶ 38 below), and shall forever be barred and enjoined from prosecuting any or all of the Released Defendants' Claims against any of the Plaintiffs' Releasees. This Release shall not apply to any of the Excluded Defendants' Claims.

37. "Released Defendants' Claims" means all claims and causes of action of every nature and description, whether known or unknown (including Unknown Claims, defined above), whether arising under federal, state, common, or foreign law, that arise out of or relate in any way to the institution, prosecution, or settlement of the claims against Defendants. Released Defendants' Claims do not cover, include, or release: (i) any claims relating to the enforcement of the Settlement; and (ii) any claims against any person or entity who submitted a request for exclusion in connection with the Class Notice (the "Excluded Defendants' Claims").

38. "Plaintiffs' Releasees" means Lead Plaintiff and its constituent members, their officers and directors, their respective attorneys, and all other Class Members.

HOW DO I PARTICIPATE IN THE SETTLEMENT? WHAT DO I NEED TO DO?

39. To be eligible for a payment from the proceeds of the Settlement, you must be a member of the Class and you must timely complete and return the Claim Form with adequate supporting documentation *postmarked (if mailed), or submitted online at www.PerrigoSecuritiesLitigation.com, no later than August 26, 2024*. A Claim Form is included with this Settlement Notice, or you may obtain one from the website maintained by the Claims Administrator, www.PerrigoSecuritiesLitigation.com, or on Lead Counsel's websites, www.pomlaw.com and www.blbglaw.com, or you may request that a Claim Form be mailed to you by calling the Claims Administrator toll free at 1-833-674-0175, or by emailing the Claims Administrator at info@PerrigoSecuritiesLitigation.com. **Please retain all records of your ownership of and transactions in Perrigo common stock, as they may be needed to document your Claim.** If you previously requested exclusion from the Class in connection with Class Notice or do not submit a timely and valid Claim Form, you will not be eligible to share in the Net Settlement Fund.

HOW MUCH WILL MY PAYMENT BE?

40. At this time, it is not possible to make any determination as to how much any individual Class Member may receive from the Settlement.

41. Pursuant to the Settlement, Defendants have agreed to pay \$97,000,000 in cash. The Settlement Amount will be deposited into an escrow account. The Settlement Amount plus any interest earned thereon is referred to as the "Settlement Fund." If the Settlement is approved by the Court and the Effective Date occurs, the Net Settlement Fund will be distributed to Class Members who submit valid Claim Forms, in accordance with the proposed Plan of Allocation or such other plan of allocation as the Court may approve.

42. The Net Settlement Fund will not be distributed unless and until the Court has approved the Settlement and a Plan of Allocation and that decision is affirmed on appeal (if any) and/or the

time for any petition for rehearing, appeal, or review, whether by certiorari or otherwise, has expired, the review of pending Claims has been completed, and the Court orders distribution.

43. Neither Defendants, the other Defendants' Releases, nor any other person or entity who or which paid any portion of the Settlement Amount on their behalf are entitled to get back any portion of the Settlement Fund once the Court's order or Judgment approving the Settlement becomes Final. Defendants and the other Defendants' Releasees shall not have any liability, obligation, or responsibility for the administration of the Settlement, the disbursement of the Net Settlement Fund, or the Plan of Allocation.

44. Approval of the Settlement is independent from approval of a plan of allocation. Any determination with respect to a plan of allocation will not affect the Settlement, if approved.

45. Unless the Court otherwise orders, any Class Member who fails to submit a Claim Form postmarked (if mailed), or online, on or before August 26, 2024 shall be fully and forever barred from receiving payments pursuant to the Settlement but will in all other respects remain a Class Member and be subject to the provisions of the Stipulation, including the terms of any Judgment entered and the Releases given. This means that each Class Member releases the Released Plaintiffs' Claims (as defined in ¶ 33 above) against the Defendants' Releasees (as defined in ¶ 34 above) and will be enjoined and prohibited from prosecuting any of the Released Plaintiffs' Claims against any of the Defendants' Releasees whether or not such Class Member submits a Claim Form.

46. Participants in and beneficiaries of a Perrigo-sponsored employee retirement and/or benefit plan covered by ERISA ("ERISA Plan") should NOT include any information relating to Perrigo common stock purchased/acquired or held through the ERISA Plan in any Claim Form they submit in this Action. They should include ONLY those publicly traded Perrigo common stock purchased or held outside of the Perrigo-sponsored ERISA Plan. Claims based on any ERISA Plan(s)' purchases or ownership of Perrigo common stock may be made by the ERISA Plan(s)' trustees.

47. The Court has reserved jurisdiction to allow, disallow, or adjust the Claim of any Class Member.

48. Each Claimant shall be deemed to have submitted to the jurisdiction of the Court with respect to his, her, or its Claim Form.

49. Only Class Members will be eligible to share in the distribution of the Net Settlement Fund. Persons and entities who are excluded from the Class by definition or who previously excluded themselves from the Class in connection with Class Notice will not be eligible to receive a distribution from the Net Settlement Fund and should not submit Claim Forms.

50. Appendix A to this Notice sets forth the Plan of Allocation for allocating the Net Settlement Fund among Authorized Claimants, as proposed by Lead Plaintiff. At the Settlement Hearing, Lead Plaintiff will request the Court approve the Plan of Allocation. The Court may modify the Plan of Allocation, or approve a different plan of allocation, without further notice to the Class.

**WHAT PAYMENT ARE THE ATTORNEYS FOR THE CLASS SEEKING?
HOW WILL THE LAWYERS BE PAID?**

51. Plaintiffs' Counsel have not received any payment for their services in pursuing claims against the Defendants on behalf of the Class, nor have Plaintiffs' Counsel been reimbursed for their out-of-pocket expenses. Before final approval of the Settlement, Lead Counsel will apply to the Court for an award of attorneys' fees for all Plaintiffs' Counsel in an amount not to exceed 20% of the Settlement Fund. At the same time, Lead Counsel also intend to apply for payment of Litigation Expenses incurred in connection with the prosecution and resolution of this Action in an amount not to exceed \$4.5 million, which may include a request for reimbursement of the reasonable costs and expenses incurred by Lead Plaintiff or its members directly related to their representation of the Class. The Court will determine the amount of any award of attorneys' fees or reimbursement of Litigation Expenses. Such sums as may be approved by the Court will be paid from the Settlement Fund. *Class Members are not personally liable for any such fees or expenses.*

**WHEN AND WHERE WILL THE COURT DECIDE WHETHER TO APPROVE THE
SETTLEMENT? DO I HAVE TO COME TO THE HEARING? MAY I SPEAK AT
THE HEARING IF I DON'T LIKE THE SETTLEMENT?**

52. Class Members do not need to attend the Settlement Hearing. The Court will consider any submission made in accordance with the provisions below even if a Class Member does not attend the hearing. You can participate in the Settlement without attending the Settlement Hearing.

53. Please Note: The date and time of the Settlement Hearing may change without further written notice to the Class. The Court may decide to conduct the Settlement Hearing by video or telephonic conference, or otherwise allow Class Members to appear at the hearing by phone, without further written notice to the Class. **In order to determine whether the date and time of the Settlement Hearing have changed, or whether Class Members must or may participate by phone or video, it is important that you monitor the Court's docket and the website for the Action, www.PerrigoSecuritiesLitigation.com, before making any plans to attend the Settlement Hearing. Any updates regarding the Settlement Hearing, including any changes to the date or time of the hearing or updates regarding in-person or telephonic appearances at the hearing, will be posted to the website, www.PerrigoSecuritiesLitigation.com. Also, if the Court requires or allows Class Members to participate in the Settlement Hearing by telephone, the phone number for accessing the telephonic conference will be posted to the website, www.PerrigoSecuritiesLitigation.com.**

54. The Settlement Hearing will be held on **September 5, 2024 at 10:00 a.m.**, before the Honorable Leda Dunn Wettre, United States Magistrate Judge, in person in Courtroom 3C of the Martin Luther King Building & U.S. Courthouse, 50 Walnut Street, Newark, NJ 07101. The Court reserves the right to approve the Settlement, the Plan of Allocation, Lead Counsel's motion for an award of attorneys' fees and Litigation Expenses, and/or any other matter related to the Settlement at or after the Settlement Hearing without further notice to the members of the Class.

55. Any Class Member may object to the Settlement, the Plan of Allocation, and/or Lead Counsel's motion for attorneys' fees and Litigation Expenses. Objections must be in writing. You must file any written objection, together with copies of all other papers and briefs supporting the

objection, with the Clerk's Office at the United States District Court for the District of New Jersey at the address set forth below as well as serve copies on Lead Counsel and Defendants' Counsel at the addresses set forth below so that the papers are received *on or before August 6, 2024*.

Clerk's Office	Lead Counsel	Defendants' Counsel
United States District Court District of New Jersey Clerk's Office Martin Luther King Building & U.S. Courthouse 50 Walnut Street Newark, NJ 07101	Pomerantz LLP Joshua Silverman 10 S. LaSalle Street, Chicago, IL 60603 -and- Bernstein Litowitz Berger & Grossmann LLP Attn: James A. Harrod 1251 Ave. of the Americas New York, NY 10020	Fried, Frank, Harris, Shriver & Jacobsen LLP Attn: James D. Wareham 801 17th Street, NW Washington, DC 20006 -and- Gibson, Dunn & Crutcher, LLP Attn: Reed Brodsky 200 Park Ave New York, New York 10166

56. Any objections, filings, and other submissions by the objecting Class Member: (a) must identify the case name and docket number, *Roofers' Pension Fund v. Papa, et al.*, No. 1:16-cv-02805 (RMB) (LDW) (D.N.J.); (b) must state the name, address, and telephone number of the person or entity objecting and must be signed by the objector; (c) must state with specificity the grounds for the Class Member's objection, including any legal and evidentiary support the Class Member wishes to bring to the Court's attention and whether the objection applies only to the objector, to a specific subset of the Class, or to the entire Class; and (d) must include documents sufficient to prove membership in the Class, *including* (i) the number of shares of Perrigo common stock that the objecting Class Member purchased/acquired and/or sold during the Class Period (*i.e.*, April 21, 2015 through May 2, 2017, inclusive), as well as the transaction dates, number of shares, and prices of each such purchase/acquisition and sale; and (ii) the number of shares of Perrigo common stock that objecting Class Member owned as of November 12, 2015 and still held through at least 8:00 a.m. Eastern Time on November 13, 2015. The objecting Class Member shall provide documentation establishing membership in the Class through copies of brokerage confirmation slips or monthly brokerage account statements, or an authorized statement from the objector's broker containing the transactional and holding information found in a broker confirmation slip or account statement.

57. You may not object to the Settlement, Plan of Allocation, and/or Lead Counsel's motion for attorneys' fees and Litigation Expenses if you previously excluded yourself from the Class in connection with Class Notice or if you are not a member of the Class.

58. You may submit an objection without having to appear at the Settlement Hearing. You may not, however, appear at the Settlement Hearing to present your objection unless you first submit a written objection in accordance with the procedures described above, or the Court orders otherwise.

59. If you wish to be heard orally at the hearing in opposition to the approval of the Settlement, the Plan of Allocation, and/or Lead Counsel's motion for attorneys' fees and Litigation

Expenses, and if you timely submit a written objection as described above, you must also file a notice of appearance with the Clerk's Office and serve it on Lead Counsel and Defendants' Counsel at the addresses set forth in ¶ 55 above so that it is **received on or before August 6, 2024**. Persons who intend to object and desire to present evidence at the Settlement Hearing must include in their written objection or notice of appearance the identity of any witnesses they may call to testify and exhibits they intend to introduce into evidence at the hearing. Such persons may be heard orally at the discretion of the Court.

60. You are not required to hire an attorney to represent you in making written objections or in appearing at the Settlement Hearing. However, if you decide to hire an attorney, it will be at your own expense, and that attorney must file a notice of appearance with the Court and serve it on Lead Counsel and Defendants' Counsel at the addresses set forth in ¶ 55 above so that the notice is **received on or before August 6, 2024**.

61. Unless the Court orders otherwise, any Class Member who does not object in the manner described above will be deemed to have waived any objection and shall be forever foreclosed from making any objection to the proposed Settlement, the proposed Plan of Allocation, and/or Lead Counsel's motion for an award of attorneys' fees and Litigation Expenses. Class Members do not need to appear at the Settlement Hearing or take any other action to indicate their approval.

**WHAT IF I BOUGHT PERRIGO COMMON STOCK
ON SOMEONE ELSE'S BEHALF?**

62. **IMPORTANT: If you previously provided the names and addresses of persons and entities (a) on whose behalf you purchased or otherwise acquired Perrigo common stock from April 21, 2015 through May 2, 2017, inclusive, or (b) on whose behalf you held Perrigo common stock as of the close of trading on November 12, 2015, in connection with the Class Notice, and (i) those names and addresses remain current and (ii) you have no additional names and addresses for potential Class Members to provide to the Claims Administrator, you need do nothing further at this time. The Claims Administrator will mail the Postcard Notice to the beneficial owners whose names and addresses were previously provided in connection with the Class Notice.** If you elected to mail the Class Notice directly to beneficial owners, you were advised that you must retain the mailing records for use in connection with any further notices that may be provided in the Action. If you elected this option, the Claims Administrator will forward the same number of Postcard Notices to you to send to the beneficial owners. If you require more copies of the Postcard Notice than you previously requested in connection with the Class Notice mailing, please contact the Claims Administrator, JND Legal Administration, by email at PRGSecurities@JNDLA.com or toll free at 1-833-674-0175, and let them know how many additional Postcard Notices you require. You must mail the Postcard Notices to the beneficial owners within seven (7) calendar days of your receipt of the Postcard Notices

63. If you have not already provided the names and addresses for persons and entities on whose behalf (a) you purchased Perrigo common stock from April 21, 2015 and May 2, 2017, inclusive, or (b) held Perrigo common stock as of the close of trading on November 12, 2015, in connection with the Class Notice, or if you have additional names or updated or changed information, then the Court has ordered that you must, **WITHIN SEVEN (7) CALENDAR DAYS OF YOUR RECEIPT OF THIS SETTLEMENT NOTICE**, either: (i) send the Postcard Notice to

all such beneficial owners of such Perrigo common stock, or (ii) send a list of the names and addresses of such beneficial owners to the Claims Administrator at *Perrigo Securities Litigation*, c/o JND Legal Administration, P.O. Box 91374, Seattle, WA 98111, in which event the Claims Administrator shall promptly mail the Postcard Notice to such beneficial owners. Alternatively, in lieu of mailing the Postcard Notice, nominees may request an electronic link to the Settlement Notice and Proof of Claim Form (“Notice and Claim Link”), and email the Notice and Claim Link to such beneficial owners for whom valid email addresses are available. Similarly, if the Claims Administrator receives an email address from a nominee, it will send a Notice and Claim Link electronically to those potential Class Members. **AS STATED ABOVE, IF YOU HAVE ALREADY PROVIDED THIS INFORMATION IN CONNECTION WITH CLASS NOTICE, UNLESS THAT INFORMATION HAS CHANGED (E.G., BENEFICIAL OWNER HAS CHANGED ADDRESS), IT IS UNNECESSARY TO PROVIDE SUCH INFORMATION AGAIN.**

64. Upon full and timely compliance with these directions, nominees who mail the Postcard Notice to beneficial owners may seek reimbursement of their reasonable out-of-pocket expenses, incurred in providing notice to beneficial owners, which expenses would not have been incurred except for the providing names and addresses up to \$0.05 per name (with address and email address) provided to the Claims Administrator; up to \$0.05 per Postcard Notice or Notice and Proof of Claim mailed plus postage at the rate used by the Claims Administrator; or up to \$0.05 per Notice and Claim Link sent by email, with any disputes as to the reasonableness or documentation of expenses incurred subject to review by the Court.

65. Copies of this Settlement Notice and the Claim Form may be obtained from the website, www.PerrigoSecuritiesLitigation.com, by calling the Claims Administrator toll free at 1-833-674-0175, or by emailing the Claims Administrator at info@PerrigoSecuritiesLitigation.com.

**CAN I SEE THE COURT FILE?
WHOM SHOULD I CONTACT IF I HAVE QUESTIONS?**

66. This Notice contains only a summary of the terms of the Settlement. For the terms and conditions of the Settlement, please see the Stipulation available at www.PerrigoSecuritiesLitigation.com. More detailed information about the matters involved in this Action can be obtained by accessing the Court docket in this case, for a fee, through the Court’s Public Access to Court Electronic Records (PACER) system at <https://www.njd.uscourts.gov/>, or by visiting, during regular office hours, the Office of the Clerk, United States District Court for the District of New Jersey, Martin Luther King Building & U.S. Courthouse, 50 Walnut Street, Newark, NJ 07101. Additionally, copies of the Stipulation, any related orders entered by the Court and certain other filings in this Action will be posted on the website, www.PerrigoSecuritiesLitigation.com.

All inquiries concerning this Settlement Notice and the Claim Form should be directed to:

Perrigo. Securities Litigation
c/o JND Legal Administration
P.O. Box 91374
Seattle, WA 98111
1-833-674-0175

info@PerrigoSecuritiesLitigation.com
www.PerrigoSecuritiesLitigation.com

and/or

Joshua Silverman
Pomerantz LLP
10 S. LaSalle Street
Chicago, IL 60603
1-312-377-1181
jbsilverman@pomlaw.com

James A. Harrod
Bernstein Litowitz Berger & Grossmann LLP
1251 Avenue of the Americas
New York, NY 10020
1-800-380-8496
settlements@blbglaw.com

**PLEASE DO NOT CALL OR WRITE THE COURT, THE CLERK'S OFFICE,
PERRIGO, OR DEFENDANTS' COUNSEL REGARDING THIS NOTICE.**

Dated: May 9, 2024

By Order of the Court
United States District Court
District of New Jersey

APPENDIX A

Proposed Plan of Allocation of Net Settlement Fund Among Authorized Claimants

1. The objective of the Plan of Allocation is to equitably distribute the Net Settlement Fund among Authorized Claimants based on their respective alleged economic losses as a result of the alleged misstatements and omissions, as opposed to losses caused by market- or industry-wide factors, or company-specific factors unrelated to the alleged fraud. The Claims Administrator shall determine each Authorized Claimant's share of the Net Settlement Fund based upon the recognized loss formula ("Recognized Loss") described below.

2. A Recognized Loss will be calculated under Section 10(b) of the Exchange Act ("Section 10(b)") for each share of Perrigo common stock purchased or otherwise acquired during the Class Period on a U.S. exchange or alternative trading system, or on the Tel Aviv Stock Exchange ("TASE").³

3. A Recognized Loss will be calculated under Section 14(e) of the Exchange Act ("Section 14(e)") for each share of Perrigo common stock held as of November 12, 2015 and continued to be held through at least 8:00 a.m. Eastern Time on November 13, 2015, whether or not such shares were tendered in response to the tender offer of Mylan, N.V.

4. Lead Counsel developed the Plan of Allocation in consultation with a damages expert. The calculation of Recognized Loss will depend upon several factors, including whether the claimant purchased shares of Perrigo common stock in the Class Period or held shares as of November 12, 2015, when the Perrigo common stock was purchased or otherwise acquired during the Class Period, and in what amounts, and whether such stock was sold, and if sold, when it was sold, and for what amounts. The Recognized Loss is not intended to estimate the amount a Class Member might have been able to recover after a trial, nor to estimate the amount that will be paid to Authorized Claimants pursuant to the Settlement. The Recognized Loss is the basis upon which the Net Settlement Fund will be proportionately allocated to the Authorized Claimants. The Claims Administrator will use its best efforts to administer and distribute the Net Settlement Fund to the extent that it is equitably and economically feasible.

5. The Recognized Loss calculation under Section 10(b) reflects the assumption that the price of Perrigo common stock was artificially inflated throughout the Class Period. The estimated alleged artificial inflation in the price of Perrigo common stock during the Class Period is reflected in Table 1 below. The computation of the estimated alleged artificial inflation in the price of Perrigo common stock during the Class Period is based on certain misrepresentations alleged by Lead Plaintiff and the price change in the stock, net of market- and industry-wide factors, in reaction to the public announcements that allegedly corrected the misrepresentations alleged by Lead Plaintiff, as well as Lead Counsel's assessment of loss causation, in consultation with its expert and in view of arguments raised by Defendants, associated with each alleged corrective

³ During the Class Period, Perrigo common stock was dual listed on the New York Stock Exchange ("NYSE") and the TASE under the ticker symbol "PRGO." Herein, unless otherwise specified, all Recognized Loss calculations, and references to Perrigo common stock prices and price inflation, are denominated in U.S. dollars (USD).

disclosure, and in particular, their understanding that summary judgment would almost certainly be granted with respect to generic drug-related statements if the litigation continued, disclosures about which Lead Plaintiff contends were responsible for the entirety of Company-specific losses on March 3, 2017 and May 3, 2017, and were responsible for the majority of Company-specific losses on April 25, 2016, May 12, 2016, and August 10, 2016.

6. The U.S. federal securities laws allow investors to seek to recover losses caused by disclosures which corrected the defendants' previous misleading statements or omissions. Thus, in order to have recoverable damages under Section 10(b), the corrective disclosure of the allegedly misrepresented information must be the cause of the decline in the price or value of Perrigo common stock. In this Action, Lead Plaintiff alleges that Defendants made false statements and/or omitted material facts during the Class Period (April 21, 2015 through May 2, 2017, inclusive), which had the purported effect of artificially inflating the price of Perrigo common stock. Lead Plaintiff further alleges that corrective disclosures removed artificial inflation from the price of Perrigo common stock on the following dates: (i) February 18, 2016; (ii) April 22, 2016; (iii) April 25, 2016 for U.S. exchanges and April 26, 2016 for the TASE; (iv) May 12, 2016; (v) August 10, 2016; (vi) March 3, 2017; and (vii) May 3, 2017 (the "Corrective Disclosure Dates"). Thus, in order for a Class Member to have a Recognized Loss under Section 10(b), Perrigo common stock must have been purchased or acquired during the Class Period and held through at least one of the Corrective Disclosure Dates.

Table 1			
Section 10(b) Artificial Inflation in Perrigo Common Stock (USD)			
From	To	Per-Share Price Inflation U.S. Exchanges	Per-Share Price Inflation TASE
April 21, 2015	February 17, 2016	\$30.73	\$30.73
February 18, 2016 ⁴	April 21, 2016	\$16.32	\$16.32
April 22, 2016	April 24, 2016	\$8.82	\$8.82
April 25, 2016	April 25, 2016	\$3.45	\$8.82
April 26, 2016	May 11, 2016	\$3.45	\$3.45
May 12, 2016	August 9, 2016	\$2.56	\$2.56
August 10, 2016 ⁵	March 2, 2017	\$0.34	\$0.34
March 3, 2017 ⁶	May 2, 2017	\$0.19	\$0.19
May 3, 2017	Thereafter	\$0.00	\$0.00

7. The “90-day look back” provision of the Private Securities Litigation Reform Act of 1995 (“PSLRA”) is incorporated into the calculation of the Recognized Loss for Perrigo common stock under Section 10(b). The limitations on the calculation of the Recognized Loss imposed by the PSLRA are applied such that losses on Perrigo common stock purchased during the Class Period and held as of the close of the 90-day period subsequent to the Class Period (the “90-Day Lookback Period”) cannot exceed the difference between the purchase price paid for such stock and its average price during the 90-Day Lookback Period. The Recognized Loss on Perrigo common stock purchased during the Class Period and sold during the 90-Day Lookback Period cannot exceed the difference between the purchase price paid for such stock and its rolling average price during the portion of the 90-Day Lookback Period elapsed as of the date of sale.⁷

8. The Recognized Loss calculation under Section 14(e) is based on the assessment of Lead Counsel, in consultation with their damages expert, of the losses incurred by investors due to Defendants’ alleged misstatements regarding Mylan’s offer to acquire all outstanding ordinary

⁴ The alleged corrective disclosure on February 18, 2016 occurred during trading hours on the TASE. Transactions in Perrigo common stock on the TASE on February 18, 2016, at a price at or above 550 ILS per share, will be considered to have occurred before the alleged corrective disclosure, at per-share price inflation of \$30.73 USD.

⁵ The alleged corrective disclosure on August 10, 2016 occurred during trading hours on the TASE. Transactions in Perrigo common stock on the TASE on August 10, 2016, at a price at or above 340 ILS per share, will be considered to have occurred before the alleged corrective disclosure, at per-share price inflation of \$2.56 USD.

⁶ The alleged corrective disclosure on March 3, 2017 occurred during trading hours in the U.S. Transactions in Perrigo common stock on a U.S. exchange on March 3, 2017, at a price at or above \$75.00 per share, will be considered to have occurred before the alleged corrective disclosure, at per-share price inflation of \$0.34 USD.

⁷ For purposes of applying the 90-day look back provision to shares of Perrigo common stock purchased on the TASE, the purchase price will be converted to USD using a USD/ILS exchange ratio of 1:3.61.

shares of Perrigo common stock. The Recognized Loss under Section 14(e) also reflects Lead Counsel's views concerning the significant additional legal and evidentiary obstacles that Lead Plaintiff would face on those claims if the Action were litigated to a conclusion.

9. The per-share Recognized Loss for shares of Perrigo common stock eligible for a claim under both Section 10(b) and Section 14(e) shall be the *sum total of*: (i) the Recognized Loss amount calculated under Section 10(b) as described below in "Per-Share Recognized Loss Calculation Under Section 10(b)"; plus (ii) the Recognized Loss amount calculated under Section 14(e) as described below in "Per-Share Recognized Loss Calculation Under Section 14(e).

10. In the calculations below, all purchase and sale prices shall exclude any fees, taxes and commissions. If a Recognized Loss amount is calculated to be a negative number, that Recognized Loss shall be set to zero. Any transactions in Perrigo common stock executed outside of regular trading hours for the U.S. or Israeli financial markets shall be deemed to have occurred during the next regular trading session for the respective exchange.

11. A Recognized Loss will be calculated as set forth below for each purchase or acquisition of Perrigo common stock during the Class Period, and for each share of Perrigo common stock held as of November 12, 2015 and through at least 8:00 a.m. Eastern Time on November 13, 2015, that are listed in the Claim Form and for which adequate documentation is provided.

Per-Share Recognized Loss Calculation Under Section 10(b)

12. For each share of Perrigo common stock purchased or otherwise acquired during the Class Period (*i.e.*, April 21, 2015 through May 2, 2017, inclusive), the Recognized Loss per share shall be calculated as follows:

- i. For each share of Perrigo common stock sold prior to February 18, 2016, the Recognized Loss per share is \$0.
- ii. For each share of Perrigo common stock sold during the period February 18, 2016 through May 2, 2017, inclusive, the Recognized Loss per share is the price inflation on the date of purchase/acquisition as provided in Table 1 above, *minus* the price inflation on the date of sale as provided in Table 1 above.
- iii. For each share of Perrigo common stock sold during the period May 3, 2017 through July 31, 2017, inclusive (*i.e.*, sold during the 90-Day Lookback Period), the Recognized Loss per share is *the lesser of*:
 - a) price inflation on the date of purchase/acquisition as provided in Table 1 above; or
 - b) the purchase/acquisition price *minus* the "90-Day Lookback Value" on the date of sale provided in Table 2 (U.S.) and Table 3 (TASE) below.
- iv. For each share of Perrigo common stock that was still held as of the close of trading on July 31, 2017, the Recognized Loss per share is *the lesser of*:
 - a) price inflation on the date of purchase/acquisition as provided in Table 1 above; or

- b) the purchase/acquisition price *minus* the average closing price for Perrigo common stock during the 90-Day Lookback Period, which is \$73.40 for U.S. exchanges and \$73.46 for the TASE.

Sale/ Disposition Date	90-Day Lookback Value	Sale/ Disposition Date	90-Day Lookback Value	Sale/ Disposition Date	90-Day Lookback Value
5/3/2017	\$72.35	6/2/2017	\$72.85	7/3/2017	\$73.08
5/4/2017	\$72.74	6/5/2017	\$72.80	7/5/2017	\$73.12
5/5/2017	\$72.96	6/6/2017	\$72.70	7/6/2017	\$73.10
5/8/2017	\$72.99	6/7/2017	\$72.61	7/7/2017	\$73.09
5/9/2017	\$73.34	6/8/2017	\$72.56	7/10/2017	\$73.06
5/10/2017	\$73.54	6/9/2017	\$72.52	7/11/2017	\$73.05
5/11/2017	\$73.80	6/12/2017	\$72.49	7/12/2017	\$73.06
5/12/2017	\$73.95	6/13/2017	\$72.46	7/13/2017	\$73.07
5/15/2017	\$74.07	6/14/2017	\$72.46	7/14/2017	\$73.09
5/16/2017	\$74.12	6/15/2017	\$72.47	7/17/2017	\$73.11
5/17/2017	\$74.02	6/16/2017	\$72.48	7/18/2017	\$73.10
5/18/2017	\$73.73	6/19/2017	\$72.50	7/19/2017	\$73.09
5/19/2017	\$73.50	6/20/2017	\$72.50	7/20/2017	\$73.14
5/22/2017	\$73.35	6/21/2017	\$72.52	7/21/2017	\$73.19
5/23/2017	\$73.33	6/22/2017	\$72.58	7/24/2017	\$73.25
5/24/2017	\$73.24	6/23/2017	\$72.66	7/25/2017	\$73.30
5/25/2017	\$73.16	6/26/2017	\$72.74	7/26/2017	\$73.35
5/26/2017	\$72.98	6/27/2017	\$72.79	7/27/2017	\$73.36
5/30/2017	\$72.72	6/28/2017	\$72.88	7/28/2017	\$73.38
5/31/2017	\$72.72	6/29/2017	\$72.96	7/31/2017	\$73.40
6/1/2017	\$72.82	6/30/2017	\$73.02	N/A	N/A

Sale/ Disposition Date	90-Day Lookback Value	Sale/ Disposition Date	90-Day Lookback Value	Sale/ Disposition Date	90-Day Lookback Value
5/3/2017	\$71.74	6/5/2017	\$72.61	7/4/2017	\$73.17
5/4/2017	\$72.31	6/6/2017	\$72.52	7/5/2017	\$73.21
5/7/2017	\$72.73	6/7/2017	\$72.44	7/6/2017	\$73.21
5/8/2017	\$72.89	6/8/2017	\$72.40	7/9/2017	\$73.20
5/9/2017	\$73.05	6/11/2017	\$72.35	7/10/2017	\$73.18
5/10/2017	\$73.18	6/12/2017	\$72.37	7/11/2017	\$73.16
5/11/2017	\$73.32	6/13/2017	\$72.31	7/12/2017	\$73.17
5/14/2017	\$73.51	6/14/2017	\$72.32	7/13/2017	\$73.17

Table 3: 90-Day Lookback Values					
TASE					
Sale/ Disposition Date	90-Day Lookback Value	Sale/ Disposition Date	90-Day Lookback Value	Sale/ Disposition Date	90-Day Lookback Value
5/15/2017	\$73.64	6/15/2017	\$72.37	7/16/2017	\$73.18
5/16/2017	\$73.75	6/18/2017	\$72.40	7/17/2017	\$73.20
5/17/2017	\$73.72	6/19/2017	\$72.42	7/18/2017	\$73.19
5/18/2017	\$73.55	6/20/2017	\$72.46	7/19/2017	\$73.18
5/21/2017	\$73.35	6/21/2017	\$72.51	7/20/2017	\$73.21
5/22/2017	\$73.19	6/22/2017	\$72.56	7/23/2017	\$73.25
5/23/2017	\$73.04	6/25/2017	\$72.62	7/24/2017	\$73.29
5/24/2017	\$73.02	6/26/2017	\$72.75	7/25/2017	\$73.35
5/25/2017	\$72.98	6/27/2017	\$72.82	7/26/2017	\$73.40
5/28/2017	\$72.80	6/28/2017	\$72.92	7/27/2017	\$73.40
5/29/2017	\$72.63	6/29/2017	\$73.00	7/30/2017	\$73.43
6/1/2017	\$72.74	7/2/2017	\$73.07	7/31/2017	\$73.46
6/4/2017	\$72.73	7/3/2017	\$73.13	N/A	N/A

Per-Share Recognized Loss Calculation Under Section 14(e)

13. For each share of Perrigo common stock held on November 12, 2015 and continued to be held through at least 8:00 a.m. Eastern Time on November 13, 2015, the Recognized Loss per share shall be \$4.00.

INSTRUCTIONS APPLICABLE TO ALL CLAIMANTS

14. The payment you receive will reflect your proportionate share of the Net Settlement Fund. Such payment will depend on the number of eligible shares that participate in the Settlement, and when those shares were purchased and sold. The number of claimants who send in claims varies widely from case to case.

15. A purchase or sale of Perrigo common stock shall be deemed to have occurred on the “contract” or “trade” date as opposed to the “settlement” or “payment” date.

16. Acquisition by Gift, Inheritance, or Operation of Law: If a Class Member acquired Perrigo common stock during the Class Period by way of gift, inheritance or operation of law, such a claim will be computed by using the date and price of the original purchase and not the date and price of transfer. To the extent that Perrigo common stock was originally purchased prior to commencement of the Class Period, the Recognized Loss for that acquisition shall be deemed to be zero (\$0.00).

17. Notwithstanding any of the above, receipt of Perrigo common stock during the Class Period in exchange for securities of any other corporation or entity shall not be deemed a purchase or sale of Perrigo common stock.

18. The first-in-first-out (“FIFO”) basis will be applied to purchases and sales. Sales will be matched in chronological order, by trade date, first against Perrigo common stock held as of the

close of trading on April 20, 2015 (the last trading day before the Class Period begins) and then against the purchases of Perrigo common stock during the Class Period.

19. The date of covering a “short sale” is deemed to be the date of purchase of shares. The date of a “short sale” is deemed to be the date of sale of shares. In accordance with the Plan of Allocation, however, the Recognized Loss on “short sales” is zero. In the event that a claimant has an opening short position in Perrigo common stock, the earliest Class Period purchases shall be matched against such opening short position and not be entitled to a recovery until that short position is fully covered.

20. Option contracts are not securities eligible to participate in the Settlement. With respect to Perrigo common stock purchased through the exercise of a call or put option,⁸ the purchase date of Perrigo common stock shall be the exercise date of the option and the purchase price shall be the strike price of the option. Any Recognized Loss arising from purchases of Perrigo common stock acquired during the Class Period through the exercise of an option on Perrigo common stock shall be computed as provided for other purchases of Perrigo common stock in the Plan of Allocation.

21. Payment according to the Plan of Allocation will be deemed conclusive against all Authorized Claimants. A Recognized Loss will be calculated as defined herein and cannot be less than zero. The Claims Administrator shall allocate to each Authorized Claimant a *pro rata* share of the Net Settlement Fund based on his, her, or its Recognized Loss as compared to the total Recognized Losses of all Authorized Claimants. No distribution will be made to Authorized Claimants who would otherwise receive a distribution of less than \$10.00.

22. Class Members who do not submit an acceptable Claim Form will not share in the Settlement proceeds. The Stipulation and the Judgment dismissing this Action will nevertheless bind Class Members who do not submit a request for exclusion or submit an acceptable Proof of Claim.

23. Any Class Member that has maintained a direct action against Perrigo related to the Released Plaintiffs’ Claims shall have a Recognized Loss of zero and be barred from receiving any payment in the Settlement, unless said direct action is dismissed within thirty (30) days of preliminary approval of the Settlement. In addition, any Class Member that receives or has previously received payment from any Defendant in connection with the Class Member’s assertion of any Released Plaintiffs’ Claim (other than through this Settlement) shall not be eligible for payment from the Settlement.

24. Please contact the Claims Administrator or Lead Counsel if you disagree with any determinations made by the Claims Administrator regarding your Proof of Claim. If you are unsatisfied with the determinations, you may ask the Court, which retains jurisdiction over all Class Members and the claims-administration process, to decide the issue by submitting a written request.

⁸ Including (1) purchases of Perrigo common stock as the result of the exercise of a call option, and (2) purchases of Perrigo common stock by the seller of a put option as a result of the buyer of such put option exercising that put option.

25. Defendants, their respective counsel, and all other Releasees will have no responsibility or liability whatsoever for the investment of the Settlement Fund, the distribution of the Net Settlement Fund, the Plan of Allocation, or the payment of any claim. Lead Plaintiff and Lead Counsel likewise will have no liability for their reasonable efforts to execute, administer, and distribute the Settlement.

26. Distributions will be made to Authorized Claimants after all claims have been processed and after the Court has finally approved the Settlement. If any funds remain in the Net Settlement Fund by reason of uncashed distribution checks or otherwise, then, after the Claims Administrator has made reasonable and diligent efforts to have Class Members who are entitled to participate in the distribution of the Net Settlement Fund cash their distributions, any balance remaining in the Net Settlement Fund after at least six (6) months after the initial distribution of such funds will be used in the following fashion: (i) first, to pay any amounts mistakenly omitted from the initial disbursement; (ii) second, to pay any additional settlement administration fees, costs, and expenses, including those of Lead Counsel as may be approved by the Court; and (c) finally, to make a second distribution to claimants who cashed their checks from the initial distribution and who would receive at least \$10.00, after payment of the estimated costs, expenses, or fees to be incurred in administering the Net Settlement Fund and in making this second distribution, if such second distribution is economically feasible.

PROOF OF CLAIM AND RELEASE FORM

Perrigo Securities Litigation

Toll-Free Number: (833) 674-0175

Email: info@PerrigoSecuritiesLitigation.com

Website: www.PerrigoSecuritiesLitigation.com

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 first-class mail to the address below, or submit it online at www.PerrigoSecuritiesLitigation.com, with supporting documentation, **postmarked (if mailed) or received no later than August 26, 2024.**

Mail to: *Perrigo Securities Litigation*
c/o JND Legal Administration
P.O. Box 91374
Seattle, WA 98111

Failure to submit your Claim Form by the date specified will subject your claim to rejection and may preclude you from being eligible to receive any money in connection with the Settlement.

PLEASE NOTE: Unlike some other Israeli securities class actions, you **must** complete a Claim Form (or submit a Claim Form online) to be eligible for payment in this Settlement.

Do not mail or deliver your Claim Form to the Court, the Parties to the Action, or their counsel. Submit your Claim Form only to the Claims Administrator at the address set forth above.

CONTENTS

- 02** I. CLAIMANT INFORMATION
- 03** II. GENERAL INSTRUCTIONS
- 05** III. SCHEDULE OF TRANSACTIONS IN PERRIGO COMMON STOCK
(NYSE: PRGO, CUSIP: G97822103 or TASE: PRGO, ISIN: IE00BGH1M568)
- 08** IV. RELEASE OF CLAIMS AND SIGNATURE

PART I – 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 style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>

Joint Beneficial Owner's First Name <i>(if applicable)</i>	MI	Joint Beneficial Owner's Last Name <i>(if applicable)</i>
<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>

If this claim is submitted for an IRA, and if you would like any check that you MAY be eligible to receive made payable to the IRA, please include "IRA" in the "Last Name" box above (e.g., Jones IRA).

Entity Name (if the Beneficial Owner is not an individual)

Name of Representative, if applicable (*executor, administrator, trustee, c/o, etc.*), if different from Beneficial Owner

Last 4 digits of Social Security Number or Taxpayer Identification Number

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Street Address

Address (Second line, if needed)

City	State/Province	Zip Code
<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>

Foreign Postal Code (if applicable)	Foreign Country (if applicable)
<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>

Telephone Number (Day)	Telephone Number (Evening)
<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>

Email Address (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)

Type of Beneficial Owner (Specify one of the following):

- Individual(s)
 Corporation
 UGMA Custodian
 IRA
 Partnership
 Estate
 Trust
 Other (describe): _____

PART II – GENERAL INSTRUCTIONS

1. It is important that you completely read the Notice of (I) Proposed Settlement and Plan of Allocation; (II) Settlement Hearing; and (III) Motion for Attorneys' Fees and Litigation Expenses (the "Notice") that accompanies this Claim Form, including the Plan of Allocation of the Net Settlement Fund set forth in the Notice. The Notice describes the proposed Settlement, 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 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 that you understand the 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 Notice. If you are not a Class Member (see the definition of the Class on page 7 of the Notice), 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 set forth in the Notice or by such other plan of allocation as the Court approves.**

4. On the Schedule of Transactions in Part III of this Claim Form, provide all of the requested information with respect to your holdings, purchases, acquisitions, and sales of Perrigo Company plc ("Perrigo") common stock (including free transfers and deliveries), including shares traded on both the New York Stock Exchange ("NYSE") or any other trading center in the United States, or on the Tel Aviv Stock Exchange ("TASE"), and 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.**

5. **Please note:** Only shares of Perrigo common stock (a) purchased from April 21, 2015 through May 2, 2017, inclusive, or (b) held as of the close of trading on November 12, 2015 through at least 8:00 a.m. Eastern Time on November 13, 2015 are eligible under the Settlement and the proposed Plan of Allocation set forth in the Notice. However, under the "90-day look-back period" (described in the Plan of Allocation), sales of Perrigo common stock during the period from May 3, 2017 through the close of trading on July 31, 2017 will be used for purposes of calculating certain Recognized Loss amounts under the Plan of Allocation. Therefore, in order for the Claims Administrator to be able to balance your claim, the requested purchase information during this period must also be provided.

6. You are required to submit genuine and sufficient documentation for all of your transactions in and holdings of Perrigo common stock set forth in the Schedule of Transactions in Part III. Documentation may consist of copies of brokerage confirmation slips or monthly brokerage account statements, or an authorized statement from your broker containing the 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 Perrigo common stock. **IF SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN COPIES OF THE DOCUMENTS OR EQUIVALENT DOCUMENTS FROM YOUR BROKER. FAILURE TO SUPPLY THIS DOCUMENTATION MAY RESULT IN THE REJECTION OF YOUR CLAIM. DO NOT SEND ORIGINAL DOCUMENTS.**

7. **Please keep a copy of all documents that you send to the Claims Administrator. Also, do not highlight any portion of the Claim Form or any supporting documents.**

8. Use Part I of this Claim Form entitled "CLAIMANT INFORMATION" to identify the beneficial owner(s) of Perrigo common stock. The complete name(s) of the beneficial owner(s) must be entered. If you held the Perrigo common stock in your own name, you were the beneficial owner as well as the record owner. If, however, your shares of Perrigo common stock were registered in the name of a third party, such as a nominee or brokerage firm, you were the beneficial owner of these shares, but the third party was the record owner. The beneficial owner, not the record owner, must sign this Claim Form to be eligible to participate in the Settlement. If there were joint beneficial owners, each must sign this Claim Form and their names must appear as "Claimants" in Part I of this Claim Form.

9. **One Claim should be submitted for each separate legal entity or separately managed account.** Separate Claim Forms should be submitted for each separate legal entity (e.g., an individual should not combine his or her IRA transactions with transactions made solely in the individual's name). Generally, a single Claim Form should be submitted on behalf of one legal entity including all holdings and transactions made by that entity on one Claim Form. However, if a single person or legal entity had multiple accounts that were separately managed, separate Claims may be submitted for each such account. The Claims Administrator reserves the right to request information on all the holdings and transactions in Perrigo common stock made on behalf of a single beneficial owner.

10. Agents, executors, administrators, guardians, and trustees must complete and sign the Claim Form on behalf of persons 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 other 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 Perrigo 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's accounts.)

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

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

12. 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.

13. Payments to eligible Authorized Claimants will be made only if the Court approves the Settlement, after any appeals are resolved, and after the completion of all claims processing.

14. **PLEASE NOTE:** As set forth in the Plan of Allocation, 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.

15. If you have questions concerning the Claim Form, or need additional copies of the Claim Form or the Notice, you may contact the Claims Administrator, JND Legal Administration, at the above address, by email at info@PerrigoSecuritiesLitigation.com, or by toll-free phone at (833) 674-0175, or you can visit the website, www.PerrigoSecuritiesLitigation.com, where copies of the Claim Form and Notice are available for downloading.

16. 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 settlement website at www.PerrigoSecuritiesLitigation.com or you may email the Claims Administrator's electronic filing department at info@PerrigoSecuritiesLitigation.com. **Any file not in accordance with the required electronic filing format will be subject to rejection.** The **complete** name of the beneficial owner of the securities must be entered where called for (see ¶ 8 above). No electronic files will be considered to have been submitted unless the Claims Administrator issues an email confirming receipt of your submission. **Do not assume that your file has been received until you receive that email. If you do not receive such an email within 10 days of your submission, you should contact the electronic filing department at info@PerrigoSecuritiesLitigation.com to inquire about your file and confirm it was received.**

IMPORTANT: PLEASE NOTE

YOUR CLAIM IS NOT DEEMED FILED UNTIL YOU RECEIVE AN ACKNOWLEDGEMENT POSTCARD. THE CLAIMS ADMINISTRATOR WILL ACKNOWLEDGE RECEIPT OF YOUR CLAIM FORM BY MAIL, WITHIN 60 DAYS. IF YOU DO NOT RECEIVE AN ACKNOWLEDGEMENT POSTCARD WITHIN 60 DAYS, CALL THE CLAIMS ADMINISTRATOR TOLL FREE AT (833) 674-0175.

PART III – SCHEDULE OF TRANSACTIONS IN PERRIGO COMMON STOCK

The only eligible security is Perrigo Company plc (“Perrigo”) common stock, whether traded on the NYSE or other trading center in the U.S. or on the TASE in Israel (**NYSE: PRGO, CUSIP: G97822103 or TASE: PRGO, ISIN: IE00BGH1M568**). Do not include information regarding any other securities. Please include proper documentation with your Claim Form as described in Part II – General Instructions, ¶ 6, above.

TO BE COMPLETED BY ALL CLAIMANTS	
<p>1. HOLDINGS AS OF APRIL 21, 2015 – State the total number of shares of Perrigo common stock held as of the opening of trading on April 21, 2015, whether on NYSE, TASE, or any other trading center. (Must be documented.) If none, write “zero” or “0.”</p> <div style="text-align: right; border: 1px solid black; width: 150px; height: 25px; margin-left: auto;"></div>	<p>Confirm Proof of Position Enclosed</p> <div style="text-align: center;"><input type="checkbox"/></div>
<p>2. HOLDINGS AS OF JULY 31, 2017 – State the total number of shares of Perrigo common stock held as of the close of trading on July 31, 2017 whether on NYSE, TASE, or any other trading center. (Must be documented.) If none, write “zero” or “0.”</p> <div style="text-align: right; border: 1px solid black; width: 150px; height: 25px; margin-left: auto;"></div>	<p>Confirm Proof of Position Enclosed</p> <div style="text-align: center;"><input type="checkbox"/></div>

TRANSACTIONS IN PERRIGO COMMON STOCK ON THE NYSE (OR ANY OTHER TRADING CENTER WITHIN THE U.S.)				
<p>3. PURCHASES/ACQUISITIONS FROM APRIL 21, 2015 THROUGH MAY 2, 2017 – Separately list each and every purchase or acquisition (including free receipts) of Perrigo common stock from April 21, 2015 through the close of trading on May 2, 2017 on the NYSE or any other trading center in the U.S. (Must be documented.) List the purchase/acquisition price in U.S. dollars (USD).</p>				
Date of Purchase/ Acquisition (List Chronologically) (Month/Day/Year)	Number of Shares Purchased/Acquired	Purchase/Acquisition Price Per Share	Total Purchase/ Acquisition Price (excluding any 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"/>
/ /		\$	\$	<input type="checkbox"/>
<p>4. PURCHASES/ACQUISITIONS FROM MAY 3, 2017 THROUGH JULY 31, 2017 – State the total number of shares of Perrigo common stock purchased or acquired (including free receipts) from May 3, 2017 through the close of trading on July 31, 2017 on the NYSE or any other trading center in the U.S. If none, write “zero” or “0.”</p> <div style="text-align: right; border: 1px solid black; width: 150px; height: 25px; margin-left: auto;"></div>				

**TRANSACTIONS IN PERRIGO COMMON STOCK
ON THE TEL AVIV STOCK EXCHANGE ("TASE")**

6. PURCHASES/ACQUISITIONS FROM APRIL 21, 2015 THROUGH MAY 2, 2017 – Separately list each and every purchase or acquisition (including free receipts) of Perrigo common stock from April 21, 2015 through the close of trading on May 2, 2017 on the TASE. (Must be documented.) List the purchase/acquisition price in Israeli shekels (ILS).

Date of Purchase/ Acquisition (List Chronologically) (Month/Day/Year)	Number of Shares Purchased/Acquired	Purchase/Acquisition Price Per Share	Total Purchase/ Acquisition Price (excluding any 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"/>
/ /		₪	₪	<input type="checkbox"/>

7. PURCHASES/ACQUISITIONS FROM MAY 3, 2017 THROUGH JULY 31, 2017 – State the total number of shares of Perrigo common stock purchased or acquired (including free receipts) from May 3, 2017 through the close of trading on July 31, 2017 on the TASE. If none, write “zero” or “0.”

8. SALES FROM APRIL 21, 2015 THROUGH JULY 31, 2017 – Separately list each and every sale or disposition (including free deliveries) of Perrigo common stock from April 21, 2015 through the close of trading on July 31, 2017 on the TASE. (Must be documented.) List the sale price in Israeli shekels (ILS).

**IF NONE,
CHECK HERE**

Date of Sale (List Chronologically) (Month/Day/Year)	Number of Shares Sold	Sale Price Per Share	Total Sale Price (not deducting any 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"/>
/ /		₪	₪	<input type="checkbox"/>

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 IV - RELEASE OF CLAIMS AND SIGNATURE

YOU MUST ALSO READ THE RELEASE AND CERTIFICATION BELOW AND SIGN ON PAGE 10 OF 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 of the Settlement, I (we), on behalf of myself (ourselves) and my (our) (the claimant(s)') heirs, executors, administrators, predecessors, successors, and assigns, in their capacities as such, shall be deemed to have, and by operation of law and of the judgment shall have, fully, finally, and forever compromised, settled, released, resolved, relinquished, waived, and discharged each and every Released Plaintiffs' Claim against the Defendants' Releasees, and shall forever be barred and enjoined from prosecuting 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 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 Notice, and is (are) not excluded by definition from the Class as set forth in the Notice;
3. that the claimant has not received any payment from any Defendant in connection with the assertion of any Released Plaintiffs' Claim in any direct action against Defendants (or in any other manner other than through this Settlement);
4. that I (we) own(ed) the Perrigo 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 of Perrigo 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 Lead 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 determination by the Court of the validity or amount of this Claim, and waive(s) any right of appeal or review with respect to such determination;
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 (i) the claimant(s) is (are) exempt from backup withholding or (ii) the claimant(s) has (have) not been notified by the IRS that he, she, or it is subject to backup withholding as a result of a failure to report all interest or dividends or (iii) the IRS has notified the claimant(s) that he, she, or it is no longer subject to backup withholding. **If the IRS has notified the claimant(s) that he, she, it, or 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.

Signature of claimant Date

Print claimant name here

Signature of joint claimant, if any Date

Print joint claimant name here

If the claimant is other than an individual, or is not the person completing this form, the following also must be provided:

Signature of person signing on behalf of claimant Date

Print name of person signing on behalf of claimant 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 ¶ 10 on page 4 of this Claim Form.)

REMINDER CHECKLIST



1. Sign the above release and certification. If this Claim Form is being made on behalf of joint claimants, then both must sign.

2. Attach only **copies** of acceptable supporting documentation as these documents will not be returned to you.



3. 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 filed until you receive an acknowledgement postcard. **If you do not receive an acknowledgement postcard within 60 days, please call the Claims Administrator toll free at (833) 674-0175.**



6. If your address changes in the future, or if this Claim Form was sent to an old or incorrect address, you must send the Claims Administrator written notification of your new address. If you change your name, inform the Claims Administrator.

7. If you have any questions or concerns regarding your claim, contact the Claims Administrator at the address below, by email at info@PerrigoSecuritiesLitigation.com, or by toll-free phone at (833) 674-0175, or you may visit www.PerrigoSecuritiesLitigation.com. DO NOT call Perrigo or its counsel with questions regarding your claim.



THIS CLAIM FORM MUST BE MAILED TO THE CLAIMS ADMINISTRATOR BY FIRST-CLASS MAIL OR SUBMITTED ONLINE AT WWW.PERRIGOSECURITIESLITIGATION.COM, **POSTMARKED (OR RECEIVED) NO LATER THAN AUGUST 26, 2024**. IF MAILED, THE CLAIM FORM SHOULD BE ADDRESSED AS FOLLOWS:

Perrigo Securities Litigation
c/o JND Legal Administration
P.O. Box 91374
Seattle, WA 98111

A Claim Form received by the Claims Administrator shall be deemed to have been submitted when posted, if a postmark date on or before **August 26, 2024**, is indicated on the envelope and it is mailed First Class, and addressed in accordance with the above instructions. In all other cases, 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.

Perrigo Securities Litigation
c/o JND Legal Administration
P.O. Box 91374
Seattle, WA 98111

Name #: «Printed_ID»



«Name»
«Address1»
«Address2»
«Address3»
«Address4»
«Address5»
«City», «State» «PostalCode»
«Country»

Roofer's Pension Fund v. Papa, et al.,
1:16-cv-02805 (RMB) (LDW) (D.N.J.): מספר:

אם אתה חבר קבוצה, הזכויות המשפטיות
שלך עשויות להיות מושפעות מהצעת
הפשרה של תובענה ייצוגית זו בנוגע
לניירות ערך, וייתכן שתהיה זכאי לתשלום
במזומן. אנא קרא גלוית הודעה זו בעיון.

למידע נוסף, אנא בקר באתר
www.PerrigoSecuritiesLitigation.com

או צלצל בשיחת חינם למספר
1-833-674-0175



למידע נוסף, אנא בקר באתר www.PerrigoSecuritiesLitigation.com

הצדדים בתובענה הייצוגית הקשורה לניירות ערך, *Roofers' Pension Fund v. Papa, et al.*, מספר (LDW) (D.N.J.) (RMB) 1:16-cv-02805 ("התובענה") הגיעו להסדר פשרה מוצע של התביעות הנטענות בתובענה נגד Perrigo Company plc ("Perrigo") ומנכ"ל לשעבר, ג'וזף סי. פאפא ("הנתבעים"). אם תאושר, הפשרה תפתור את התובענה שבה התובעת הראשית טענה כי הנתבעים השמיעו הצהרות כוזבות או מטעות באופן מהותי והשמיטו מידע בנוגע לעסקיה של Perrigo במהלך התקופה שבין 21 באפריל 2015 ועד 2 במאי 2017, כולל ("תקופת הקבוצה"). הנתבעים מכחישים כל אחריות או עול כלשהם ומכחישים כי חבר כלשהו מהקבוצה ספג נזק. קיבלת הודעה זו משום שאתה עשוי להיות חבר בקבוצת הבאות: (1) כל האנשים שרכשו מניות רגילות של Perrigo הנסחרות בבורסה במהלך תקופת הקבוצה בבורסה לניירות ערך של ניו יורק או בכל מרכז מסחר אחר בתוך ארה"ב וניזוקו כתוצאה מכך; (2) כל האנשים שרכשו מניות רגילות של Perrigo הנסחרות בבורסה במהלך תקופת הקבוצה בבורסה לניירות ערך בתל אביב וניזוקו כתוצאה מכך; וכן (3) כל האנשים שהיו בעלי מניות רגילות של Perrigo נכון ל-12 בנובמבר 2015 והחזיקו במניות אלה עד לפחות השעה 8:00 בבוקר ב-13 בנובמבר 2015

בהתאם להסדר הפשרה, הנתבעים הסכימו לשלם **97,000,000 דולר** במזומן, אשר, לאחר ניכוי עמלות והוצאות שנפסקו על ידי בית המשפט, עלויות הודעה וניהול ומיסים, יוקצו בין חברי הקבוצה שהגישו תביעות תקפות, בתמורה לפשרה ולויתור על כל התביעות שנטענו בתובענה ותביעות קשורות. **למידע נוסף בנוגע לפשרה, אנא עיין בהודעת הפשרה המלאה הזמינה בכתובת www.PerrigoSecuritiesLitigation.com**. אם אתה חבר בקבוצה, חלקך היחסי בפשרה יהיה תלוי במספר התביעות התקפות שהוגשו, ובמספר, בגודל ובתזמון העסקאות שלך במניות הרגילות של Perrigo במהלך תקופת הקבוצה. אם כל חברי הקבוצה יבחרו להשתתף בפשרה, סכום ההיפרעות הממוצע המשוער יעמוד על 0.69 דולר ארה"ב למניה רגילה זכאית של Perrigo לפני ניכוי עמלות והוצאות כלשהן. חלקך בפועל בסכום הפשרה ייקבע בהתאם לתוכנית ההקצאה המפורטת בהודעה המלאה, או לתוכנית הקצאה אחרת שהורה בית המשפט. **על מנת להיות זכאי לתשלום מהפשרה, עליך להגיש טופס תביעה תקף.** ניתן למצוא את טופס התביעה ולהגיש אותו בכתובת www.PerrigoSecuritiesLitigation.com, או לבקש שיישלח אליך בדואר. **יש לשלוח את התביעות כשהן חתומות בחותמת בית דואר (אם נשלחו בדואר) או להגיש אותן באופן מקוון, עד 26 באוגוסט 2024.** אם ברצונך להתנגד להיבט כלשהו של הפשרה, עליך למסור ולהגיש התנגדות עד **6 באוגוסט 2024.** הודעת הפשרה המלאה מספקת הוראות לגבי האופן שבו יש להגיש תביעה וכיצד להתנגד לפשרה, ועליך לציית לכל ההוראות המפורטות בהודעת הפשרה

בית המשפט יקיים דיון בתאריך **5 בספטמבר 2024 בשעה 10:00**, כדי לשקול, בין היתר, אם לאשר את הפשרה ואת הבקשה של עורכי הדין המייצגים את קבוצת הפשרה לפסיקת שכר טרחת עורך דין שלא יעלה על 20% מקרן הפשרה והוצאות התדיינות שלא יעלו על 4.5 מיליון דולר (שווה לעלות משוערת של 0.17 דולר למניה זכאית). אתה יכול להשתתף בדיון ולבקש להשמיע את דברך בבית המשפט, אבל אינך חייב לעשות זאת.

לקבלת מידע נוסף, צלצל למספר **1-833-674-0175**, שלח דוא"ל לכתובת info@PerrigoSecuritiesLitigation.com, או בקר בכתובת www.PerrigoSecuritiesLitigation.com

**בית המשפט המחוזי של ארצות הברית
מחוז ניו ג'רזי**

תיק מס' 1:16-cv-02805-RMB-LDW

תובענה ייצוגית

ROOFER'S PENSION FUND, בשם עצמה
ובשם כל האחרים שמצבם דומה,

התובעת,

נ.

JOSEPH C. PAPA, et al.

נתבעים.

**הודעה על (I) הפשרה המוצעת ותוכנית ההקצאה; (II) דיון אודות הפשרה; וכן
(III) בקשה להוצאות שכר טרחת עורך דין והוצאות התדיינות**

- אל:**
- (1) כל האנשים שרכשו מניות רגילות של Perrigo Company plc ("Perrigo") הנסחרות בבורסה בין 21 באפריל 2015, כולל, ו-2 במאי 2017, כולל ("תקופת הקבוצה"), בבורסה לניירות ערך של ניו יורק או בכל מרכז מסחר אחר בתוך ארצות הברית, וניזוקו כתוצאה מכך;
 - (2) כל האנשים שרכשו מניות רגילות של Perrigo הנסחרות בבורסה בין 21 באפריל 2015, כולל, ו-2 במאי 2017, כולל, בבורסה לניירות ערך בתל אביב, וניזוקו כתוצאה מכך; וכן
 - (3) כל האנשים שהחזיקו בבעלותם מניות רגילות של Perrigo החל מ-12 בנובמבר 2015 והחזיקו במניות אלה עד לפחות השעה 8:00 בבוקר ב-13 בנובמבר 2015 (בין אם האדם הגיש את מניותיו בתגובה להצעת המכרז של Mylan, N.V. ובין אם לא).

בית משפט פדרלי אישר את הודעת הפשרה הזאת. זו אינה בקשה מאת עורך דין.

**גרסה בעברית של הודעה זו זמינה בכתובת
www.PerrigoSecuritiesLitigation.com**

הודעת פשרה: לידיעתך, התובעת הראשית שמונתה על-ידי בית המשפט, Perrigo Institutional Investor Group, בשם עצמה ובשם הקבוצה (המוגדרת בסעיף 23 להלן), הגיעה להסדר פשרה מוצע עבור התובענה המוזכרת לעיל ("התובענה") תמורת \$97,000,000 במזומן. אם יאושר הסדר זה, הוא יפתור את כל התביעות בתובענה ("הפשרה").

הודעה זו נשלחת אליך מתוך אמונה שאתה עשוי להיות חבר בקבוצה. אם אינך עומד בהגדרת הקבוצה, או אם בעבר הוצאת את עצמך מהקבוצה בהקשר של ה"הודעה על מצבה התלוי והעומד של התובענה הייצוגית" שנשלחה בדואר לחברי הקבוצה הפוטנציאליים החל מאוגוסט 2020 ("הודעת הקבוצה"), הודעה זו אינה חלה עליך.

אנא קרא הודעה זו בעיון. הודעה זו מסבירה זכויות חשובות שעשויות להיות לך, לרבות אפשרות לקבלת תשלום במזומן מן הפשרה. אם אתה חבר בקבוצה, זכויותיך החוקיות יושפעו בין אם תבצע פעולה כלשהי ובין אם לא.

שאלות? בקר באתר www.PerrigoSecuritiesLitigation.com או צלצל בשיחת חינם למספר 674-0175 (833) עמוד 1 מתוך 22

אם יש לך שאלות לגבי הודעה זו, או לגבי הפשרה המוצעת, או לגבי זכאותך להשתתף בפשרה, נא לא ליצור קשר עם בית המשפט, עם Perrigo, עם כל נתבע אחר, או עם מייצגיהם. את כל השאלות יש להפנות למייצג הראשי או למנהל התביעות (ראה סעיף 66 להלן).

1. **תיאור התובענה והקבוצה:** הודעה זו מתייחסת להסדר התביעות המוצע בתובענה ייצוגית עומדת ותלויה בנוגע לניירות ערך אשר הובאה על ידי משקיעי Perrigo הטוענים, בין היתר, כי Perrigo ומנכ"ל Perrigo לשעבר, ג'וזף סי. פאפא (יחדיו, "הנתבעים") הפרו את חוקי ניירות הערך הפדרליים על ידי מתן הצהרות כוזבות ומטעות והשמטות מידע בנוגע, בין היתר (א) לביצועים ולאיינטגרציה של Omega Pharma N.V., אותה רכשה Perrigo בתחילת 2015; וכן (ב) לאסטרטגיית התמחור של Perrigo, לשיטות העבודה הלא תחרותיות שלה, ולסביבה התחרותית עבור יחידת תרופות המרשם הגנריות של Perrigo. תיאור מפורט יותר של התובענה נכלל בסעיפים 11-22 להלן. תביעות אלה הוגשו מטעם הקבוצה המתוארת בעמוד הראשון של הודעה זו, לעיל, ומוגדרות ביתר פירוט בסעיף 23 להלן. התנאים וההוראות של הפשרה כלולים בהסכם הפשרה המותנה מתאריך 4 באפריל 2024 ("ההתניה").¹ הפשרה, אם תאושר על ידי בית המשפט, תיישב את טענות הקבוצה.

2. **הצהרה בדבר היפרעות הקבוצה:** כפוף לאישור בית המשפט, התובעת הראשית, בשם עצמה ובשמה של הקבוצה, הסכימה ליישב את התובענה בתמורה לסכום של 97,000,000 דולר במזומן ("סכום הפשרה") שיופקדו לחשבון השלשה. סכום הנטו של קרן הפשרה (כלומר, סכום הפשרה בתוספת כל ריבית שנצברה עבורו ["קרן הפשרה"] בניכוי: (א) מיסים כלשהם, (ב) כל עלות הודעה ועלות מנהלתית, (ג) כל הוצאה התדיינות שיפסוק בית המשפט, וכן (ד) שכר טרחת עורכי דין שיפסוק בית המשפט) יחולק בהתאם לתוכנית הקצאה שאושרה על ידי בית המשפט, אשר תקבע כיצד יוקצה סכום הנטו של קרן הפשרה בין חברי הקבוצה. תוכנית ההקצאה המוצעת ("תוכנית ההקצאה") מצורפת בזאת כנספח א'.

3. **אומדן סכום ההיפרעות הממוצע למניה:** בהתבסס על האומדן של מומחה הפיזיים של התובעת הראשית עבור מספר המניות הרגילות של Perrigo שייכתן כי הושפעו מן ההתנהלות הנדונה בתובענה, ומתוך הנחה כי כל חברי קבוצת הפשרה בוחרים להשתתף בפשרה, ההיפרעות הממוצעת המשוערת (לפני הפחתת תשלומים, הוצאות ועלויות כלשהם שאושרו על ידי בית המשפט כמתואר במסמך זה) היא 0.69 דולר לכל מניה זכאית. עם זאת, על חברי הקבוצה לשים לב כי ההיפרעות הממוצעת המצוינת לעיל היא בבחינת אומדן בלבד. חלק מחברי הקבוצה עשויים לפרוע סכום גבוה או נמוך יותר מאשר הסכום המשוער בהתאם, בין היתר, לזמן ולמחירים שבהם רכשו את מניות Perrigo, החזיקו בהן או מכרו אותן; לשאלה אם רכשו מניות בתקופת הקבוצה או החזיקו במניות החל מ-12 בנובמבר 2015; וכן על פי המספר והערך הכוללים של התביעות התקפות שהוגשו. חלוקות לחברי הקבוצה יבוצעו על בסיס תוכנית ההקצאה המצורפת בזאת כנספח א', או תוכנית הקצאה אחרת כפי שיוורה בית המשפט.

4. **סכום פיצויים ממוצע למניה:** הצדדים אינם מסכימים על סכום הפיצויים הממוצע למניה שיהיה ניתן לפירעון אם התובעת הראשית הייתה זוכה בתובענה. בין היתר, הנתבעים אינם מסכימים כי הם הפרו את חוקי ניירות הערך הפדרליים או כי, גם אם ניתן היה לבסס חבות, נגרם נזק כלשהו לחברי הקבוצה כתוצאה מהתנהלותם.

5. **שכר טרחת עורך דין והוצאות מבוקשות:** מייצגי התובעים, אשר ניהלו את התובענה על בסיס מותנה לחלוטין מתחילתה לפני שמונה שנים, לא קיבלו כל תשלום של שכר טרחת עורך דין תמורת ייצוג הקבוצה בתובענה, ושילמו מקדמות לכיסוי ההוצאות ההכרחיות שנגרמו במסגרת ניהול תובענה זו. המייצג הראשי שמונה על ידי בית המשפט, Pomerantz LLP וכן Bernstein Litowitz Berger & Grossmann LLP, יפנה לבית המשפט בבקשה לפסיקת שכר טרחת עורכי דין מטעם כל מייצגי התובעים בסכום שלא יעלה על 20% מקרן הפשרה, כולל כל ריבית שנצברה בה. בנוסף, המייצג הראשי יגיש בקשה לתשלום הוצאות התדיינות שנגרמו למייצג התובעים בקשר לביסוס, לניהול, ולפתרון של הטענות נגד

¹ כל המונחים הרשומים באות גדולה אשר נעשה בהם שימוש בהודעה זו, ואשר אינם מוגדרים באופן אחר במסמך זה, נושאים את המשמעויות שיוחסו להם בהתניה. ההתניה זמינה בכתובת www.PerrigoSecuritiesLitigation.com

הנתבעים, בסכום שלא יעלה על 4.5 מיליון דולר, כולל כל ריבית שנצברה, והוא עשוי לכלול בקשה להחזר הוצאות ועלויות סבירות שנגרמו לתובע הראשי או לחברים בו בקשר ישיר לייצוג שסיפקו לקבוצה, בסכום שלא יעלה על 150,000 דולר לכל אחד משלושת החברים העיקריים במסגרת התובעת הראשית. כל תשלומי שכר הטרחה וההוצאות שיפסוק בית המשפט ישולמו מתוך קרן הפשרה. חברי הקבוצה אינם נושאים באחריות אישית לתשלומי שכר טרחה או הוצאות כלשהם מסוג זה. העלות הממוצעת המשוערת למניה זכאית במסגרת המניות הרגילות של Perrigo, אם בית המשפט יאשר את בקשת שכר הטרחה וההוצאות של המייצג הראשי, היא כ-0.17 דולר למניה. **שים לב שסכום זה הוא הערכה בלבד.**

6. **זהות נציגי עורכי הדין:** התובעת הראשית והקבוצה מיוצגים על ידי ג'ושוע סילברמן ממשד Pomerantz LLP בכתובת 10 S. LaSalle Street, Chicago, IL 60603 בטלפון 377-1181 (312), ובכתובת הדוא"ל jbsilverman@pomlaw.com, ועל ידי ג'יימס איי. הארוד ממשד Bernstein Litowitz Berger & Grossmann LLP בכתובת 1251 Avenue of the Americas, New York, NY 10020 בטלפון 1-800-380-8496, ובכתובת הדוא"ל settlements@blbglaw.com

7. **סיבות לפשרה:** הסיבה העיקרית של המייצג הראשי להגעה לפשרה היא הטבת המזומן המהותית והוודאית שתניתן לקבוצה, ללא הסיכון או העיכובים הכרוכים בהתדיינות נוספת. יתרה מכך, יש לראות את הטבת המזומן המהותית שתוענק במסגרת הפשרה כנגד הסיכון המשמעותי שלפיו תושג היפרעות קטנה יותר – או שלא תושג כל היפרעות כלל – לאחר הבאת התובענה למשפט והערעורים שסביר כי יוגשו בעקבות המשפט. תהליך זה היה צפוי להימשך מספר שנים. הנתבעים, אשר מכחישים את כל ההאשמות וכל עוול או אחריות מכל סוג שהוא, נכנסים לפשרה רק כדי להיפטר מחוסר הוודאות, מהנטל ומההוצאות הכרוכים בהתדיינות ממושכת נוספת.

זכויותיך ואפשרויותיך החוקיות בפשרה:	
<p>זו הדרך היחידה להיות זכאי באופן פוטנציאלי לקבלת תשלום מקרן הפשרה. אם אתה חבר בקבוצה, תהיה מחויב לפשרה כפי שתאושר על ידי בית המשפט ואתה תוותר על כל טענות התובעים המשוחררות (המוגדרות בסעיף 33 להלן) שיש לך נגד הנתבעים והמשוחררים האחרים של הנתבעים (המוגדרים בסעיף 34 להלן), ולכן האינטרס שלך הוא להגיש טופס תביעה.</p>	<p>להגיש טופס תביעה עם חותמת בית דואר (אם נשלח בדואר), או באופן מקוון, לא יאוחר מ-26 באוגוסט 2024</p>
<p>אם אינך מרוצה מן הפשרה המוצעת, מתוכנית ההקצאה המוצעת ו/או משכר טרחת עורך הדין והוצאות ההתדיינות המבוקשים, תוכל להגיש את התנגדותך בכתב לבית המשפט ולהסביר מדוע אינך מרוצה מהם. אינך יכול להתנגד אלא אם כן אתה חבר בקבוצה.</p>	<p>להתנגד לפשרה על ידי הגשת התנגדות בכתב באופן בו תתקבל לא יאוחר מ-6 באוגוסט 2024.</p>
<p>אם הגשת התנגדות בכתב וברצונך להופיע בדיון, עליך להגיש גם הודעה על כוונה להופיע עד 6 באוגוסט 2024, וזו תאפשר לך לדבר בבית המשפט, על פי שיקול דעתו של בית המשפט, על אודות הוגנות הפשרה המוצעת, תוכנית ההקצאה ו/או שכר טרחת עורך הדין והוצאות ההתדיינות המבוקשים. אם תגיש התנגדות בכתב, תוכל (אך לא תהיה חייב) לנכוח בדיון.</p>	<p>להשתתף בדיון שייערך ב-5 בספטמבר 2024 בשעה 10:00, ולהגיש הודעה על כוונה להופיע באופן בו תתקבל לא יאוחר מ-6 באוגוסט 2024</p>
<p>אם אתה חבר בקבוצה ולא תגיש טופס תביעה תקף, לא תהיה זכאי לקבל כל תשלום מקרן הפשרה. עם זאת, אתה תישאר חבר בקבוצה, ומכאן שתוותר על זכותך לתבוע בנוגע לטענות שאותן תיישב הפשרה, ותהיה מחויב לכל פסקי הדין או הצווים שעליהם יחליט בית המשפט בנושא התובענה.</p>	<p>לא לעשות דבר.</p>

זכויות ואפשרויות אלה – ולוחות הזמנים למימושן – מוסברות עוד בהודעה זו. לתשומת ליבך: התאריך והשעה של דיון הפשרה – שנקבע כעת ל-5 בספטמבר 2024 בשעה 10:00 בבוקר, כפופים לשינוי ללא הודעה נוספת לקבוצה. כמו כן, לבית המשפט נתון שיקול הדעת להחליט אם לקיים את הדיון באופן פיזי או טלפוני. אם אתה מתכנן להשתתף בדיון, עליך לבדוק את אתר האינטרנט, www.PerrigoSecuritiesLitigation.com, או לברר עם המייצג הראשי כמפורט לעיל כדי לוודא שלא בוצע שינוי בתאריך ו/או בשעת הדיון.

מה מכילה הודעה זו

4 עמוד	מדוע קיבלתי הודעה זו?
5 עמוד	במה עוסק תיק זה? כיצד אדע אם אני מושפע מן הפשרה?
6 עמוד	מי נכלל בקבוצה?
7 עמוד	מהן סיבותיה של התובעת הראשית לפשרה?
8 עמוד	מה היה עלול לקרות אם לא הייתה מושגת פשרה?
8 עמוד	כיצד חברי הקבוצה מושפעים מן התובענה והפשרה?
10 עמוד	כיצד אוכל להשתתף בפשרה? מה עליי לעשות?
10 עמוד	מה יהיה סכום התשלום עבורי? מהו התשלום אותו מבקשים עורכי הדין של הקבוצה?
11 עמוד	כיצד ישולם שכר טרחת עורכי הדין? מתי והיכן יחליט בית המשפט אם לאשר את הפשרה?
11 עמוד	האם עליי להגיע לדיון? האם אוכל לדבר בדיון אם אני מרוצה מן הפשרה?
13 עמוד	מה אם קניתי מניות רגילות של Perrigo בשם מישהו אחר?
14 עמוד	האם אוכל לראות את תיק בית המשפט? עם מי עליי ליצור קשר אם יהיו לי שאלות? תוכנית מוצעת להקצאת סכום הנטו של קרן הפשרה תובעים מורשים.
נספח א'	נספח א'

מדוע קיבלתי הודעה זו?

8. בית המשפט הורה לשלוח אליך הודעה זו, מכיוון שייטכן שאתה, או מישהו מבני משפחתך, או חשבון השקעות שאתה משמש אפוסטרופוס עבורו רכשתם מניות רגילות של Perrigo במהלך תקופת הקבוצה, או החזקתם בבעלותכם מניות רגילות של Perrigo נכון ל-12 בנובמבר 2015. בית המשפט הורה לנו לשלוח לך הודעה זו משום שכחבר קבוצה פוטנציאלי, יש לך זכות להבין כיצד תביעה ייצוגית זו עשויה להשפיע באופן כללי על זכויותיך החוקיות. אם בית המשפט יאשר את הפשרה ואת תוכנית ההקצאה (או תוכנית הקצאה אחרת כלשהי), מנהל התביעות שנבחר על ידי התובעת הראשית ואושר על ידי בית המשפט יבצע תשלומים בהתאם לפשרה לאחר הכרעה בכל ההתנגדויות והערעורים.

9. מטרת הודעה זו היא ליידע אותך לגבי תנאי הפשרה המוצעת ולגבי הדיון שיערוך בית המשפט כדי לבחון את ההוגנות, הסבירות וההלימה של הפשרה, של תוכנית ההקצאה המוצעת ושל בקשת המייצג הראשי בנוגע לשכר טרחת עורך דין והוצאות התדיינות ("דיון הפשרה"). ראה סעיפים 53-54 להלן לפרטים אודות דיון הפשרה, לרבות תאריך ומיקום הדיון.

10. פרסום הודעה זו אינה מהווה ביטוי של כל דעה על ידי בית המשפט בנוגע לביסוס לכל טענה בתובענה, ובית המשפט טרם החליט אם לאשר את הפשרה. אם בית המשפט יאשר את הפשרה ותוכנית הקצאה כלשהי, אזי התשלומים לתובעים מורשים זכאים יבוצעו לאחר הכרעה בערעורים כלשהם ולאחר השלמת עיבודן של כל התביעות. אנא התאזר בסבלנות שכן תהליך זה עשוי להימשך זמן מה עד להשלמתו.

שאלות? בקר באתר www.PerrigoSecuritiesLitigation.com או צלצל בשיחת חינם למספר 674-0175 (833) עמוד 4 מתוך 22

במה עוסק תיק זה?

11. תובענה זו היא תביעה ייצוגית בניירות ערך הטוענת להפרות של סעיפים 10(ב), 14(ה) ו-20(א) של חוק הבורסה לניירות ערך (Securities Exchange Act) משנת 1934, והיא כוללת תביעות מסוימות לפי הדין הישראלי נגד הנתבעים. בתביעה זו נטען כי הנתבעים ביצעו מצגי שווא והשמטות באופן מהותי במהלך תקופת הקבוצה (החל מ-21 באפריל, 2015 עד 2 במאי, 2017, כולל), כולל בקשר להצעת מכרז שהגישה Mylan N.V. לבעלי המניות של Perrigo בסתיו 2015 (שדרכה ביקשה Mylan לרכוש את Perrigo), לגבי (א) הביצועים והאינטגרציה של Omega Pharma, N.V., שאותה Perrigo רכשה בתחילת 2015; (ב) אסטרטגיית התמחור של Perrigo, שיטות עבודה לא תחרותיות, והסביבה התחרותית עבור יחידת תרופות המרשם הגנריות של Perrigo; (ג) קצב הצמיחה האורגני של Perrigo; וכן (ד) זרם התמלוגים עבור תרופה בשם טייסברי (Tysabri).

12. ב-18 במאי 2016, תובענה זו נפתחה בבית המשפט המחוזי של ארה"ב במחוז ניו ג'רזי.

13. על פי הוראתו מתאריך 10 בפברואר 2017, בית המשפט מינה את Perrigo Institutional Investor Group (הכוללת את חברת הביטוח מגדל בע"מ, את מגדל מקפת קרנות פנסיה וקופות גמל בע"מ, כלל חברה לביטוח בע"מ, כלל פנסיה וגמל בע"מ, עתודות קרן פנסיה לשכירים ועצמאיים בע"מ, ומיטב דש קופות גמל ופנסיה בע"מ) כתובעת ראשית ואישרה את בחירתה ב-Pomerantz LLP וב-Brnstein Litowitz Berger & Grossmann LLP כמייצג הראשי.

14. ב-21 ביוני 2017 הגישה התובעת הראשית את התלונה האופרטיבית המתוקנת. הנתבעים שצוינו בתלונה המתוקנת הם Perrigo ומנכ"ל Perrigo לשעבר, ג'וזף סי. פאפא, לצד הנתבעים הקודמים: ג'ודי בראון, לורי ברלס, גארי מ. כהן, מארק קוק, ג'קלין איי. פוז, אלן ר. הופינג, מייקל ר. ג'נדרנאוה, ג'רלד קיי. קונקל ג'וניור, הרמן מוריס ג'וניור, וכן דונל אוקונור ("נתבעים קודמים").

15. ב-21 באוגוסט 2017, הנתבעים והנתבעים הקודמים עתרו לסילוק התלונה המתוקנת. לאחר סקירה מלאה, ביום 27 ביולי 2018, בית המשפט פרסם צו הנעתר לבקשתו של מארק קוק לסילוק, ונעתר באופן חלקי ודחה באופן חלקי את הבקשה לסילוק שהוגשה על ידי הנתבעים והנתבעים הקודמים למעט קוק. כתוצאה מצו זה, כל הנתבעים הקודמים, למעט ג'ודי בראון, שוחררו מתובענה זו. צו זה גם דחה טענות לגבי קצב הצמיחה האורגני ולגבי טייסברי.

16. לאחר מכן, הנתבעים והנתבעת לשעבר ג'ודי בראון השיבו על התלונה המתוקנת, והתובעת הראשית, הנתבעים והנתבעת לשעבר ג'ודי בראון החלו בגילוי. בהמשך, הצדדים עסקו במאמצי גילוי משמעותיים, שכללו את הבירור המשפטי של מספר נושאים שנויים במחלוקת הקשורים להיקף ולרוחב הגילוי ולמאמצים של משרד המשפטים האמריקני להשהות את הגילוי בתובענה זו. באופן מהותי, מאמצי הגילוי של הצדדים כללו את ההמצאה והסקירה של למעלה מ-3.4 מיליון עמודים של מסמכים מנתבעים ומגורמים שאינם צדדים בתובענה למייצג הראשי, ו-40 תצהירים עובדתיים ושל עדים מומחים.

17. ב-30 בנובמבר 2018, התובעת הראשית עתרה לאישור הקבוצה. ביום 14 בנובמבר 2019, לאחר סקירה מלאה, אישר בית המשפט את הקבוצה, ומינה את התובעת הראשית להיות נציגת הקבוצה ואת המייצג שלה להיות המייצג של הקבוצה. לאחר שבקשתם של הנתבעים לערעור צו ביניים נדחתה, ב-10 ביולי 2020 התובעת הראשית, הנתבעים והנתבעת הקודמת ג'ודי בראון גיבשו התניה לפיה יש לפרסם הודעה על מצבה התלוי והעומד של התובענה הייצוגית, ובית המשפט הורה כי כך ייעשה.

18. החל מאוגוסט 2020, ההודעה לקבוצה נשלחה לחברי הקבוצה הפוטנציאליים כדי להודיע להם, בין היתר, על: (1) אישור בית המשפט להמשך התובענה כתובענה ייצוגית מטעם הקבוצה; וכן (2) זכותם של חברי הקבוצה לבקש להחריגם מהקבוצה, ההשפעה של הישארות בקבוצה או של בקשת החרגה, והנוהל לבקשת החרגה. המועד האחרון לבקשת החרגה מהקבוצה בהתאם להודעה לקבוצה היה 3 בדצמבר 2020. רשימה של האנשים והישויות שביקשו החרגה בהתאם להודעה לקבוצה זמינה בכתובת www.PerrigoSecuritiesLitigation.com

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19. ב-9 באפריל 2021, הנתבעים Perrigo ופאפא והנתבעת הקודמת ג'ודי בראון עתרו כל אחד לפסק דין בהליך מקוצר ולהחרגת המומחים של התובעת הראשית. הבקשה להליך מקוצר הייתה רחבת יריעה וכללה כמה מאות עמודים של טיעונים משפטיים והצגת עובדות ואלפי עמודים של מוצגים. לאחר סקירה מלאה והצגת טיעונים בעל פה, ביום 17 באוגוסט 2023, בית המשפט פרסם צו והוציא חוות דעת הנעתרים לבקשת הנתבעת הקודמת ג'ודי בראון לפסק דין בהליך מקוצר, נעתרים באופן חלקי ושוללים באופן חלקי את בקשותיהם של הנתבעים Perrigo ופאפא לפסק דין בהליך מקוצר, ומורים על הגשת כתבי טענות וטיעונים נוספים בנושא של מודעות התאגיד, ושומרים את הזכות לפסוק בנוגע לבקשות להחרגה. הצדדים השלימו את כתבי הטענות והגישו לבית המשפט טיעונים נוסף בקשר למודעות התאגיד ב-16 בנובמבר 2023

20. לאורך כל התקופה שבה תובענה זו הייתה תלויה ועומדת, הצדדים עסקו בניסיונות נרחבים לגישור בסכסוך זה, הן בפני המגשרים הפרטיים שהיו השופט (בדימוס) דניאל ויינשטיין, השגריר לשעבר דיוויד קרדן, וג'ד מלניק, והן בפני הרשמת לדה די. וטר. מאמצים אלה כללו ארבעה מפגשי גישור פנים אל פנים בין 2018 ל-2024, וכן מספר רב של מפגשי זום ושיחות טלפון. ב-29 בפברואר 2024, הרשמת וטר פרסמה הצעת מגשר ליישוב תובענה זו תמורת 97 מיליון דולר. ב-6 במרץ 2024 קיבלו הצדדים את ההצעה.

21. לאחר משא ומתן נוסף בנוגע לתנאים הספציפיים של ההסכם, הצדדים התקשרו בהתניה ב-4 באפריל 2024. ההתניה קובעת את התנאים וההתניות הספציפיים של הפשרה וניתן לצפות בה באתר האינטרנט של התובענה, www.PerrigoSecuritiesLitigation.com

22. בצו מ-23 באפריל 2024, בית המשפט אישר באופן מקדמי את הפשרה, אישר את שליחתה של הודעה בדבר הפשרה אל חברי קבוצה פוטנציאליים וקבע תאריך לדיון בפשרה על מנת להכריע אם להעניק אישור סופי לפשרה.

**כיצד אדע אם אני מושפע מן הפשרה?
מי נכלל בקבוצה?**

23. אם אתה חבר בקבוצה שלא ביקש בעבר החרגה מהקבוצה בקשר להודעה לקבוצה, אתה כפוף לפשרה. הקבוצה (או "הקבוצות"), שאושרה על ידי בית המשפט ב-14 בנובמבר 2019 כוללת את:

- (1) כל האנשים שרכשו מניות רגילות של Perrigo הנוסחרות בבורסה בין 21 באפריל 2015, כולל, ל-2 במאי 2017, כולל ("תקופת הקבוצה"), בבורסה לניירות ערך של ניו יורק או בכל מרכז מסחר אחר בתוך ארצות הברית, וניזוקו כתוצאה מכך;
- (2) כל האנשים שרכשו מניות רגילות של Perrigo הנוסחרות בבורסה בין 21 באפריל 2015, כולל, ו-2 במאי 2017, כולל, בבורסה לניירות ערך בתל אביב, וניזוקו כתוצאה מכך; וכן
- (3) כל האנשים שהחזיקו בבעלותם מניות רגילות של Perrigo החל מ-12 בנובמבר 2015 והחזיקו במניות אלה עד לפחות השעה 8:00 בבוקר ב-13 בנובמבר 2015 (בין אם האדם הגיש את מניותיו בתגובה להצעת המכרז של Mylan, N.V. ובין אם לא).

מקבוצות אלה מוחרגים הנתבעים; הנתבעים הקודמים; כל חבר נוכחי במועצת המנהלים של Perrigo; כל נושאי משרה בעבר או בהווה של Perrigo שניהנו בתפקיד במהלך תקופת הקבוצה או כל חבר לשעבר במועצת המנהלים של Perrigo שניהנו בתפקיד במהלך תקופת הקבוצה; בני משפחה מדרגה ראשונה של כל נתבע או נתבע קודם, או של כל חבר נוכחי במועצת המנהלים של Perrigo, או חבר לשעבר במועצת המנהלים של התקופה שניהנו בתפקיד במהלך תקופת הקבוצה, או כל נושא משרה נוכחי או לשעבר של Perrigo שניהנו בתפקיד במהלך תקופת הקבוצה; כל ישות אשר נמצאת בבעלות או בשליטה של כל נתבע או נתבע קודם, או שהייתה בבעלותו או בשליטתו במהלך תקופת הקבוצה; והנציגים המשפטיים, היורשים, הסוכנים, החברות המסונפות, היורשים או הנמחים של אנשים וישויות המוחרגים כאמור. כמו כן, מוחרגים

מהקבוצות האנשים והישויות אשר ביקשו להיות מוחרגים מהקבוצות בקשר לשליחת ההודעה לקבוצה, או שהוחרגו בעבר בעקבות בקשה או צו כלשהם.

לתשומת ליבך: קבלת הודעה זו אין פירושה שאתה חבר בקבוצה או שתהיה זכאי לקבל לתשלומים מן הפשרה.

אם ברצונך להיות זכאי להשתתף בחלוקת התשלומים מהפשרה, אתה נדרש להגיש את טופס התביעה שנשלח עם הודעת פשרה זו ואת התיעוד התומך הנדרש עם חותמת בית דואר (אם נשלח בדואר), או באופן מקוון, לא יאוחר מ-26 באוגוסט 2024

מהן סיבותיה של התובעת הראשית לפשרה?

24. התובעת הראשית והמייצג הראשי סוברים כי קיים בסיס לטענות שהועלו כנגד הנתבעים. עם זאת, הם מכירים בכך שאי הוודאות, ההוצאות ואורכם של ההליכים המתמשכים הגלומים בהמשך תביעת טענותיהם בבקשות לפני המשפט, במשפט עצמו, בבקשות לאחר המשפט ובערעורים מביאים עימם סיכונים משמעותיים להשגת תוצאה העולה בטיבה על הפשרה.

25. בין היתר, התובעת הראשית ניצבה בפני סיכונים משמעותיים בביסוס חבותם של הנאשמים. התובעת הראשית ניצבה מול סיכונים בכל מרכיב עיקרי בטענותיה. ראשית, במועד הפשרה, בית המשפט ציין כי סביר להניח שהוא יקבע פסק דין בהליך מקוצר לטובת הנתבעים שבו ידחה את טענות התובעת הראשית בנוגע להצהרותיה של Perrigo בקשר לנוהלי תמחור התרופות הגנריות שלה. אובדן התביעות האלה היה מצמצם באופן משמעותי את היקף החבות והפיצויים. התובעת הראשית התמודדה גם עם אתגרים בהוכחה כי הנאשמים השמיעו הצהרות כוזבות, או כי הנאשמים פעלו ביודעין.

26. בנוסף, התובעת הראשית התמודדה עם סיכונים משמעותיים הקשורים לביסוס הסיבתיות של האובדן והנזקים. הנתבעים היו טוענים, בין היתר, כי התובעת הראשית לא הייתה יכולה לקבוע כראוי את הפיצויים בגין התביעות שהוגשו לפי סעיף 14(ה) לחוק הבורסה לניירות ערך (Exchange Act) בקשר להצעת המכרז של Mylan במהלך תקופת הקבוצה. הנתבעים טענו, וסביר להניח שהיו טוענים גם במשפט, כי התובעים לא היו יכולים לקבוע כי ההצעה במכרז הייתה מתקיימת בהיעדר הצהרות כוזבות לכאורה של הנאשמים. הנתבעים היו טוענים עוד כי התובעת הראשית והמומחה שלה לא היו יכולים לבסס קשר סיבתי בין מצגי השווא לכאורה לבין הגילויים המתקנים לכאורה. אם הנתבעים היו מצליחים בביסוס הטיעונים הללו, גם אם התובעת הראשית הייתה מצליחה לבסס חבות להפרות הנטענות בדיני ניירות הערך, הנזקים ברי הפיצוי עשויים היו להיות נמוכים משמעותית מהסכום שנקבע בהסדר או אפילו אפסיים.

27. לאור סיכונים אלו, סכום הפשרה והמיידידות של ההפרעות עבור הקבוצה, התובעת הראשית והמייצג הראשי סוברים כי הפשרה המוצעת היא הוגנת, סבירה והולמת וכי היא מיטיבה עם הקבוצה. התובעת הראשית והמייצג הראשי סוברים כי הפשרה מספקת תוצאה חיובית עבור הקבוצה בהשוואה לסיכון כי הטענות בתובענה יניבו הפרעות קטנה יותר, או כלל לא יניבו הפרעות, לאחר ההתנגדות במשפט ובערעורים, שיסתיימו ככל הנראה בעוד שנים בעתיד.

28. הנתבעים הכחישו את הטענות שהועלו נגדם בתובענה ובתלונה והכחישו כי עסקו בכל עוול או הפרה של חוק מכל סוג שהוא. הנתבעים הסכימו לפשרה רק על מנת להיפטר מן הנטל וההוצאות הכרוכים בהתדיינות ממושכת. לפיכך, כפי שנאמר לעיל, אין לפרש את הפשרה כהודאה בכל עוול על ידי הנתבעים.

מה היה עלול לקרות אם לא הייתה מושגת פשרה?

29. לו לא הייתה מושגת כל פשרה והתובעת הראשית לא הייתה מצליחה להוכיח מרכיב חוקי או עובדתי חיוני כלשהו בטענותיה כנגד הנתבעים, בין אם במשפט ובין אם בערעור, אזי התובעת הראשית והחברים האחרים בקבוצה לא היו פורעים דבר מאת הנתבעים. בין היתר, התובעת הראשית ניצבה בפני הסיכון הממשי ביותר לכך שלא הייתה מצליחה לבסס את הטענה כי הנתבעים השמיעו הצהרות כוזבות או מטעות או פעלו מתוך כוונה לביצוע הונאה, או גרמו להפסדים לקבוצה. לאור נסיבות אלה, הקבוצה יכולה להיפרע בסכום הנמוך באופן משמעותי מהסכום שנקבע בפשרה, או לא להיפרע כלל.

כיצד חברי הקבוצה מושפעים מן התובענה והפשרה?

30. כחבר בקבוצה, אתה מיוצג על ידי התובעת הראשית והמייצג הראשי, אלא אם תחליט להיות מיוצג על ידי מייצג לבחירתך ועל חשבונך. אינך מחויב להשיג מייצג משלך, אך אם תחליט לעשות כן, על המייצג כאמור להגיש הודעה על הופעה בשמך ולהגיש עותקים של הופעתו ברשימת עורכי הדין בסעיף שכותרתו "מתי והיכן יחליט בית המשפט אם לאשר את הפשרה?" בעמוד 11 להלן.

31. אם אתה חבר בקבוצה ומעוניין להתנגד לפשרה, לתוכנית ההקצאה ו/או לבקשת המייצג הראשי לפסוק שכר טרחת עורך דין והוצאות התדיינות, ואם לא החרגת בעבר את עצמך מהקבוצה בקשר להודעה לקבוצה, תוכל להציג את התנגדותך על ידי מעקב אחר ההוראות בסעיף שכותרתו "מתי והיכן יחליט בית המשפט אם לאשר את הפשרה?" בעמוד 11 להלן.

32. אם אתה חבר בקבוצה, תהיה מחויב לכל צו שיפורסם על ידי בית המשפט. אם הפשרה תאושר, בית המשפט יפרסם פסק דין ("פסק הדין"). פסק הדין ידחה לאלתר את הטענות כנגד הנתבעים ויקבע כי במועד הקובע של הפשרה, התובעת הראשית, הקבוצה וכל אחד מחברי הקבוצה האחרים, בשם עצמם ובשם היורשים, מבצעי צוואה, מנהלי העיזבון, הקודמים, הממשיכים, והנמחים שלהם, מתוקף סמכותם ככאלה, ייחשבו, ומכוח הדין והפסיקה ייראו, כמי שהתפשרו, הסכימו, ויתרו, פטרו, פתרו, נטשו ושחררו באופן מלא וסופי כל אחת מטענות התובעים המשוחררות (כהגדרתן בסעיף 33 להלן) כנגד המשוחררים של הנתבעים (כהגדרתם בסעיף 34 להלן), וכי הם יהיו חסומים ומנועים לעולם מהעלאת כל אחת מטענות התובעים המשוחררות כנגד מי מהמשוחררים של הנתבעים. שחרור זה לא יחול על אף טענה מטענות התובעים המוחרגים.

33. "טענות התובעים המשוחררות" פירושו כל טענה ועילה לתביעה מכל סוג ותיאור, בין אם ידועות ובין אם לא (כולל תביעות לא ידועות, כמוגדר להלן), בין אם הן נובעות מכל חוק, כלל, או תקנה מן החוק הפדרלי, המדינתי, המקובל או הזר או מחוק רלוונטי אחר, בין אם הטענות נדחו על ידי בית המשפט בפסיקות כלשהן ובין אם לא, אשר התובעת הראשית או כל חבר אחר בקבוצה: (1) טען בתלונה המקורית שהוגשה בתובענה ב-18 במאי 2016; (2) טען בתלונה המתקנת שהוגשה בתובענה ב-21 ביוני 2017² או (3) היה יכול לטעון אותן בכל פורום ברחבי העולם, כולל בישראל, אשר בו זמנית (א) נובעות מהעובדות, האירועים, העסקאות, האשמות, העניינים, ההצהרות, או ההשמטות לכאורה אשר מוצגות

² כולל, בין היתר, כל טענה שעד וכולל סיום תקופת הקבוצה: (1) הנתבעים או הנתבעים הקודמים, חלקם או כולם, הציגו מצג שווא לפיו המרכז של Mylan משנת 2015 מעריך את Perrigo בחסר; (2) הנתבעים או הנתבעים הקודמים, כולם או חלקם, טענו באופן כוזב כי Perrigo תשיג צמיחה אורגנית של 5% עד 10% כחברה עצמאית; (3) הנתבעים או הנתבעים הקודמים, כולם או חלקם, הסתירו כי Perrigo חווה בעיות באינטגרציה של השגת הבעלות על Omega; (4) הנתבעים או הנתבעים הקודמים, כולם או חלקם, הסתירו כי Perrigo הציגה באופן שגוי בדוחותיה הכספיים את תזרים התמלוגים עבור התרופה טייסברי; או (5) הנתבעים או הנתבעים הקודמים, כולם או חלקם, לא חשפו כי Perrigo הייתה מעורבת בפעילויות לא חוקיות כחלק מקנוניית תמחור בעסקי תרופות המרשם הגריות של Perrigo

או מוזכרות בתלונה המקורית או בתלונה המתוקנת או קשורות אל אלה בכל צורה שהיא (בין במישרין ובין בעקיפין) וכן (ב) מתייחסות לרכישה או להשגת בעלות אחרת של מניות רגילות של Perrigo הנסחרות בבורסה (כולל כל החלטה לרכוש מניות רגילות של Perrigo הנסחרות בבורסה) במהלך תקופת הקבוצה או לבעלות על מניות רגילות של Perrigo נכון ל-12 בנובמבר 2015. טענות התובעים המשוחררות אינן מכסות, כוללות או משחררות: (1) כל טענה שהועלתה על ידי כל אדם או ישות שביקשו החרגה מהקבוצה בקשר להודעה לקבוצה; וכן (2) כל תביעה הקשורה לאכיפת הפשרה ("טענות התובעים המוחרגים").

34. "המשוחררים של הנתבעים" פירושה הנתבעים, הקודמים וההורים, החברות המסונפות, חברות הבת, נושאי המשרה, המנהלים, הסוכנים, היורשים, הקודמים, הממחים, הנמחים, השותפיות, השותפים, הנאמנים, הנאמנויות, העובדים, בני המשפחה מדרגה ראשונה, המבטחים, מבטחי המשנה ועורכי הדין בעבר ובהווה של הנתבעים ושל הנתבעים הקודמים.

35. "טענות בלתי ידועות" פירושה כל אחת מטענות התובעים המשוחררות אשר התובעת הראשית, הקבוצה או כל אחד מחברי הקבוצה האחרים אינם יודעים על קיומה או חושדים בקיומה לטובתם במועד פרסומן של טענות מסוג זה, וכל אחת מטענות הנתבעים המשוחררות אשר אף אחד מן הנתבעים או אף אחד מהמשוחררים של הנתבעים האחרים אינו יודע על קיומה או חושד בקיומה לטובתו במועד פרסומן של טענות מסוג זה אשר, לו הייתה ידועה להם, הייתה עשויה להשפיע על החלטתם בנוגע לפשרה זו. בנוגע לכל הטענות המשוחררות, הצדדים מתנים ומסכימים כי במועד הקובע של הפשרה, התובעת הראשית והנתבעים יוותרו באופן מפורש, וכל אחד מהקבוצה וכל אחד מחברי הקבוצה האחרים ומהמשוחררים של הנתבעים ושל הנתבעים, ייחשב כמי שוותר ומכוח פסק הדין ייחשב כמי שוותר באופן מפורש, על כל אחת מן ההוראות, הזכויות וההטבות הקבועות בכל חוק של כל מדינה או טריטוריה בארצות הברית, או עקרון במשפט המקובל או בחוק הזר, אשר הוא דומה, בר השוואה או שווה-ערך לקודקס האזרחי של מדינת קליפורניה, סעיף 1542, שלפיו:

פטור כללי אינו חל על טענות אשר הנושה או הצד הפוטר אינו יודע על קיומן, או חושד בקיומן לטובתו בזמן הוצאת הפטור ואשר, לו הייתה ידועה לו, הייתה משפיעה באופן מהותי על הפשרה שלו עם החייב או הצד הפטור.

התובעת הראשית והנתבעים מכירים בכך שהם עשויים לגלות בעתיד עובדות בנוסף או בשונה מאלה שהם או המייצג שלהם מכירים כעת או מאמינים כעת שהן נכונות ביחס לנושא של הטענות המשוחררות, אך התובעת הראשית והנתבעים יישבו ויוותרו במפורש, והקבוצה וכל חבר בקבוצה, במועד הקובע, ייחשבו כמי שוותרו ושיחררו ומכוח פסק הדין ייחשבו כמי שיישבו ושיחררו באופן מפורש, מלא, סופי ולצמיתות כל תביעה ששחררה, ידועה או לא ידועה, חשודה או לא חשודה, מותנית או לא מותנית, שקיימת כיום או שהייתה קיימת עד כה, המבוססת על כל תורה של משפט או של דיני היושר הקיימת כעת או אשר תקום בעתיד, כולל, בין היתר, התנהגות רשלנית, בכוונה תחילה, עם או בלי זדון, או הפרה של כל חובה, חוק או כלל, ללא קשר לגילויין או לקיומן של עובדות שונות או נוספות כאמור. התובעת הראשית והנתבעים מכירים, וכל אחת מהקבוצות האחרות וכל אחד מהקבוצה וכל אחד מחברי הקבוצה האחרים ומהמשוחררים של הנתבעים ושל הנתבעים ייחשב מכוח החוק כמי שהכיר בכך שכתב הוויתור לעיל נדון בנפרד ומהווה מרכיב מרכזי בפשרה.

36. בהתאם לפסק הדין, במועד הקובע של הפשרה, הנתבעים, בשם עצמם והיורשים, מבצעי הצוואה, מנהלי העיזבון, הקודמים, הממשיכים, והמוטבים שלהם בהתאמה, מתוקף סמכותם ככאלה, ייחשבו, ומכוח החוק ופסק הדין יהיו כמי שבאופן מפורש הסכימו, ויתרו, פטרו, פתרו, נטשו, ויתרו ושחררו באופן מלא, סופי ולצמיתות לגבי כל אחת מטענות הנתבעים המשוחררות (כהגדרתן בסעיף 37 להלן) כנגד המשוחררים של הנתבעים (כהגדרתן בסעיף 38 להלן), וכי הם יהיו חסומים ומנועים לעולם מהעלאת כל אחת מטענות הנתבעים המשוחררות או את כולן כנגד כל אחד מהמשוחררים של הנתבעים. שחרור זה לא יחול על אף אחת מטענות הנתבעים המוחרגים.

37. "טענות הנתבעים המשוחררות" פירושה כל טענה ועילה לתביעה מכל סוג ותיאור, בין אם ידועות או בלתי ידועות (כולל תביעות לא ידועות כמוגדר לעיל), בין אם אלו נובעות מן החוק הפדרלי, המדינתי,

המקובל או הזר, העולות או קשורות בכל דרך לביסוסן, ביצוען או יישובן של הטענות נגד הנתבעים. טענות הנתבעים המשוחררות אינן מכסות, כוללות או משחררות: (1) כל טענה בקשר לאכיפה של הפשרה; וכן (2) כל טענה נגד כל אדם או ישות אשר הגישו בקשה להחרגה בקשר להודעה לקבוצה ("טענות הנתבעים המוחרגים").

38. "המשוחררים של התובעים" פירושו התובעת הראשית והחברים המרכיבים אותה, נושאי המשרה והמנהלים שלהם, עורכי הדין שלהם בהתאמה וכל חברי הקבוצה האחרים.

כיצד אוכל להשתתף בפשרה? מה עליי לעשות?

39. כדי להיות זכאי לתשלום מסכומי הפשרה, עליך להיות חבר בקבוצה ועליך למלא ולהחזיר את טופס התביעה במועד המתאים עם תיעוד תומך הולם **ועם חותמת בית הדואר (אם נשלח בדואר), או באופן מקוון בכתובת www.PerrigoSecuritiesLitigation.com, לא יאוחר מ-26 באוגוסט 2024**. טופס תביעה כלול בהודעת פשרה זו, או שתוכל לקבל טופס כזה מאתר האינטרנט המתוחזק על ידי מנהל התביעות, www.PerrigoSecuritiesLitigation.com, או באתרי האינטרנט של המייצג הראשי, www.pomlaw.com ו-www.blbglaw.com, או שתוכל לבקש שטופס תביעה יישלח אליך בדואר באמצעות צלצול בשיחת חינם למנהל התביעות במספר 1-833-674-0175, או באמצעות שליחת דוא"ל למנהל התביעות בכתובת info@PerrigoSecuritiesLitigation.com. **אנא שמור על כל הרשומות של בעלותך על מניות רגילות של Perrigo ושל העסקאות שביצעת בהן, שכן ייתכן שיהיה צורך ברשומות אלו כדי לתעד את תביעתך**. אם ביקשת בעבר החרגה מהקבוצה בקשר להודעה לקבוצה או אם לא תגיש טופס תביעה תקף במועד המתאים, לא תהיה זכאי לחלק מסכום הנטו של קרן הפשרה.

מה יהיה סכום התשלום עבורי?

40. נכון למועד זה, בלתי אפשרי לקבוע מהו הסכום שכל חבר בקבוצה עשוי לקבל מן הפשרה.
41. בהתאם לפשרה, הנתבעים הסכימו לשלם 97,000,000 דולר במזומן. סכום הפשרה יופקד לחשבון השלשה. סכום הפשרה בתוספת כל ריבית הנצברת בגינו ייקרא, להלן, "קרן הפשרה". אם הפשרה תאושר על ידי בית המשפט והמועד הקובע יחול, סכום הנטו של קרן הפשרה יחולק לחברי הקבוצה המגישים טופסי תביעה תקפים, בהתאם לתוכנית ההקצאה המוצעת או לתוכנית הקצאה אחרת מעין זו כפי שבית המשפט עשוי לאשר.
42. סכום הנטו של קרן הפשרה לא יחולק למעט אם, ועד אשר, בית המשפט יאשר את הפשרה ותוכנית הקצאה ועד שהחלטה תאושר לאחר ערעור (אם יהיה) ו/או עד אשר יחלוף המועד לכל עתירה לדיון חוזר, ערעור או ביקורת, בין אם מתוקף צו עיון מחדש או באופן אחר, לבירור של כל טענה תלויה ועומדת, ובית המשפט מורה על חלוקת הסכום.
43. הנתבעים, המשוחררים האחרים של הנתבעים וכל אדם או ישות אחרים ששילמו חלק כלשהו מסכום הפשרה בשם עצמם, לא יהיו זכאים לקבל בחזרה כל חלק מקרן הפשרה לאחר שפסק הדין של בית המשפט המאשר את הפשרה יהפוך לסופי. הנתבעים והמשוחררים האחרים של הנתבעים לא יישאו בכל חבות, חובה או אחריות לניהול הפשרה, לחלוקת סכום הנטו של קרן הפשרה או לתוכנית ההקצאה.
44. אישור הפשרה אינו תלוי באישורה של תוכנית הקצאה. כל החלטה בנוגע לתוכנית ההקצאה לא תשפיע על הפשרה, אם וככל שתאושר.
45. אלא אם בית המשפט יורה אחרת, ייאסר באופן מלא ולצמיתות על כל חבר בקבוצה שלא יגיש טופס תביעה שנושא חותמת של בית דואר (אם נשלח בדואר), או באופן מקוון, ב-26 באוגוסט 2024 או לפני כן, לקבל תשלומים בהתאם לפשרה, אך בכל המובנים האחרים יישאר חבר בקבוצה ויהיה כפוף להוראות

ההתניה, כולל התנאים של כל פסק דין שפורסם ושחרורים שניתנו. פירוש הדבר הוא שכל חבר בקבוצה מוותר על טענות התובעים המשוחררות (כהגדרתן בסעיף 33 לעיל) נגד המשוחררים של הנתבעים (כהגדרתם בסעיף 34 לעיל) ויאסר עליו ויימנע ממנו להגיש תביעה בגין אחת מטענות התובעים המשוחררות נגד מי מהמשוחררים של הנתבעים, בין אם חבר הקבוצה כאמור מגיש טופס תביעה ובין אם לא.

46. על משתתפים ומוטבים בתוכנית פנסיה ו/או הטבה בחסות Perrigo המכוסה על ידי ERISA ("תוכנית ERISA") לא לכלול כל מידע הקשור למניות רגילות של Perrigo שנרכשו/התקבלו או הוחזקו דרך תוכנית ERISA בכל טופס תביעה שהם מגישים במסגרת תובענה זו. עליהם לכלול רק את המניות הרגילות של Perrigo הנסחרות בבורסה שנרכשו או הוחזקו מחוץ לתוכנית ERISA בחסות Perrigo. תביעות המבוססות על רכישות או בעלות של מניות רגילות של Perrigo במסגרת תוכנית/ות ERISA רשאיות להתבצע על ידי הנאמנים של תוכנית/ות ERISA

47. לבית המשפט יש סמכות שיפוטית שמורה לאפשר, לאסור או להתאים את התביעה של כל חבר בקבוצה.

48. כל תובע ייחשב כמי שהסכים להכפיף את עצמו לסמכות השיפוט של בית המשפט ביחס לטופס התביעה שלו.

49. רק חברי הקבוצה יהיו זכאים להשתתף בחלוקת סכום הנטו של קרן הפשרה. אנשים וישויות שאינם נכללים בקבוצה על פי הגדרה או שבעבר החריגו את עצמם מהקבוצה בקשר להודעה לקבוצה לא יהיו זכאים להשתתף בחלוקה של סכום הנטו של קרן הפשרה ואסור להם להגיש טופס תביעה.

50. נספח א' להודעה זו מפרט את תוכנית ההקצאה להקצאת סכום הנטו של קרן הפשרה בין התובעים המורשים, כמוצע על ידי התובעת הראשית. במהלך דיון הפשרה, התובעת הראשית תבקש מבית המשפט לאשר את תוכנית ההקצאה. בית המשפט עשוי לשנות את תוכנית ההקצאה, או לאשר תוכנית הקצאה אחרת, ללא מתן הודעה נוספת לקבוצה.

**מהו התשלום אותו מבקשים עורכי הדין של הקבוצה?
כיצד ישולם שכר טרחת עורכי הדין?**

51. מייצגי התובעים לא קיבלו כל תשלום עבור שירותיהם בניהול התביעות כנגד הנתבעים בשם הקבוצה. כמו כן, מייצגי התובעים לא קיבלו החזר עבור ההוצאות הישירות שלהם. טרם האישור הסופי של הפשרה, המייצג הראשי יבקש מבית המשפט שיפסוק שכר טרחת עורך דין עבור כל מייצגי התובעים בשיעור שלא יעלה על 20% מקרן הפשרה. יחד עם זאת, המייצג הראשי מתכוון גם להגיש בקשה לתשלום הוצאות התדיינות שנגרמו בקשר לתביעה וליישוב של תובענה זו בסכום שלא יעלה על 4.5 מיליון דולר, אשר עשויה לכלול בקשה להחזר ההוצאות והעלויות הסבירות שנגרמו לתובעת הראשית או לחבריה בקשר ישיר לייצוג של הקבוצה על ידיה. בית המשפט יקבע את הסכום של כל תשלום של שכר טרחת עורך דין או החזר של הוצאות התדיינות. כפוף לאישורם על ידי בית המשפט, סכומים מעין אלה ישולמו מתוך קרן הפשרה. **חברי הקבוצה אינם נושאים באחריות אישית לתשלומי שכר טרחה או הוצאות כלשהם מסוג זה.**

**מתי והיכן יחליט בית המשפט אם לאשר את הפשרה? האם עליי להגיע לדיון?
האם אוכל לדבר בדיון אם איני מרוצה מן הפשרה?**

52. חברי הקבוצה אינם מחויבים להיות נוכחים בדיון הפשרה. בית המשפט ישקול כל הגשה שתיעשה בהתאם להוראות שלהלן, גם אם חבר כלשהו בקבוצה לא ישתתף בדיון. באפשרותך להשתתף בפשרה אף מבלי להשתתף בדיון הפשרה.

53. לתשומת ליבך: תאריך ושעת דיון הפשרה עשויים להשתנות ללא מתן הודעה בכתב נוספת לקבוצה. בית המשפט עשוי להחליט לנהל את דיון הפשרה בשיחת ועידה בווידיאו או בטלפון, או להתיר

באופן אחר לחברי הקבוצה להופיע בדיון באופן טלפוני, מבלי שתימסר הודעה נוספת בכתב לקבוצה. על מנת לדעת אם תאריך ושעת דיון הפשרה השתנו, או אם חברי הקבוצה חייבים או יכולים להשתתף בטלפון או בווידאו, חשוב לעקוב אחר סדר היום של בית המשפט ואחר אתר הפשרה, www.PerrigoSecuritiesLitigation.com, לפני שתתכנן להשתתף בדיון הפשרה. כל העדכונים בנוגע לדיון הפשרה, לרבות כל שינוי בתאריך ושעת הדיון או עדכונים בנוגע להופעות באופן אישי או טלפוני בדיון, יפורסמו באתר הפשרה, www.PerrigoSecuritiesLitigation.com. בנוסף, אם בית המשפט יחייב או יתיר לחברי הקבוצה להשתתף בדיון הפשרה באופן טלפוני, מספר הטלפון לגישה לשיחת הוועידה הטלפונית יפורסם באתר הפשרה, www.PerrigoSecuritiesLitigation.com.

54. דיון הפשרה יתקיים ב-5 בספטמבר 2024 בשעה 10:00, בפני כבוד הרשמת בבית המשפט של ארצות הברית, לדה דאן וטר, באופן פיזי באולם בית המשפט C3 של בניין מרטין לותר קינג ואולם בית המשפט של ארה"ב, בכתובת 50 Walnut Street, Newark, NJ 07101. לבית המשפט שמורה הזכות לאשר את הפשרה, את תוכנית ההקצאה, את בקשת המייצג הראשי לפסוק שכר טרחת עורך דין והוצאות התדיינות ו/או כל עניין אחר הקשור לפשרה במהלך דיון הפשרה או לאחריו, זאת מבלי שתימסר הודעה נוספת לחברי הקבוצה.

55. כל חבר בקבוצה רשאי להתנגד לפשרה, לתוכנית ההקצאה ו/או לבקשת המייצג הראשי לפסוק שכר טרחת עורך דין והוצאות התדיינות. חלה חובה להגיש התנגדויות בכתב. עליך להגיש כל התנגדות בכתב, יחד עם עותקים של כל המסמכים והסיכומים האחרים התומכים בהתנגדות, למזכירות בית המשפט המחוזי של מחוז ניו ג'רזי בכתובת המפורטת להלן, וכן להגיש עותקים למייצג הראשי ולמייצג של הנתבעים בכתובות המפורטות להלן, כך שהמסמכים יתקבלו ב-6 באוגוסט 2024 או לפני כן.

מזכירות	המייצג הראשי	מייצג הנתבעים
United States District Court District of New Jersey Clerk's Office Martin Luther King Building & U.S. Courthouse 50 Walnut Street Newark, NJ 07101	Pomerantz LLP Joshua Silverman 10 S. LaSalle Street, Chicago, IL 60603 -וכן- Bernstein Litowitz Berger & Grossmann LLP Attn: James A. Harrod 1251 Ave. of the Americas New York, NY 10020	Fried, Frank, Harris, Shriver & Jacobsen LLP Attn: James D. Wareham 801 17th Street, NW Washington, DC 20006 -וכן- Gibson, Dunn & Crutcher, LLP Attn: Reed Brodsky 200 Park Ave New York, New York 10166

56. כל התנגדות, בקשה, ומסמכים אחרים שיוגשו על ידי חבר הקבוצה המתנגד: (א) חייבים לציין את שם המקרה ומספר התיק, *Roofer's Pension Fund v. Papa, et al.*, מספר (D.N.J.) (LDW) (RMB) 1:16-cv-02805; (ב) חייבים לציין את השם, כתובת, ומספר הטלפון של האדם או הישות המתנגדים וחייבים לכלול את חתימת המערער; (ג) חייבים לציין באופן ספציפי את העילה להתנגדותו של חבר הקבוצה, לרבות כל תמיכה משפטית וראייתית שחבר הקבוצה מבקש להביא לידיעת בית המשפט וכן לציין אם ההתנגדות חלה רק על המתנגד, על תת-קבוצה ספציפית של הקבוצה, או על הקבוצה כולה; וכן (ד) חייבים לכלול מסמכים המספיקים להוכחת חברות בקבוצה, כולל (1) מספר המניות הרגילות של Perrigo שחבר הקבוצה המתנגד רכש/קיבל ו/או מכר במהלך תקופת הקבוצה (כלומר, 21 באפריל 2015 עד 2 במאי 2017, כולל), כמו גם את תאריכי העסקאות, מספר המניות, והמחירים של כל רכישה/השגת בעלות ומכירה כאמור; וכן (2) מספר המניות הרגילות של Perrigo שהיו

שאלות? בקר באתר www.PerrigoSecuritiesLitigation.com או צלצל בשיחת חינם למספר 674-0175 (833) עמוד 12 מתוך 22

בבעלותו של חבר הקבוצה המתנגד נכון ל-12 בנובמבר 2015 ושהחזיק בהן לפחות עד השעה 8:00 בבוקר לפי שעון מזרח ארה"ב ביום 13 בנובמבר 2015. חבר הקבוצה המתנגד יספק תיעוד המבסס חברות בקבוצה באמצעות עותקים של שוברי קיום של מסחר בניירות ערך או הצהרות חשבון חודשיות של מסחר בניירות ערך, או הצהרה מורשית מסוכן המניות של המתנגד המכילה את המידע על העסקאות והאחזקות המצוי בשובר קיום מסחר בניירות ערך או בהצהרת חשבון.

57. לא תוכל להתנגד לפשרה, לתוכנית ההקצאה ו/או לבקשת המייצג הראשי לפסוק שכר טרחת עורך דין והוצאות התדיינות אם החרגת את עצמך מהקבוצה בקשר להודעה לקבוצה או אם אינך חבר בקבוצה

58. אתה רשאי להגיש התנגדות מבלי שתחול עליך החובה להתייצב אישית לדיון הפשרה. עם זאת, לא תוכל להופיע לדיון הפשרה על מנת להציג את התנגדותך אם לא תגיש תחילה התנגדות בכתב בהתאם לנהלים המתוארים לעיל, או אם בית המשפט יורה אחרת.

59. אם תחפוץ לשאת דברים בדיון נגד אישור הפשרה, תוכנית ההקצאה ו/או בקשת המייצג הראשי לפסוק שכר טרחת עורך דין והוצאות התדיינות, ואם תגיש בזמן המתאים התנגדות בכתב כמתואר לעיל, יהיה עליך בנוסף להגיש הודעת הופעה למזכירות וכן למייצג הראשי ולמייצגי הנתבעים, אל הכתובות המתוארות בסעיף 55 לעיל, כך שהיא **תתקבל לא יאוחר מ-6 באוגוסט 2024**. אנשים המתכוונים להתנגד ומעוניינים להציג ראיות בדיון הפשרה, יידרשו לכלול בהתנגדות בכתב או בהודעת הופעה שלהם, את זהותם של העדים להם הם עשויים לקרוא למתן עדות וכן מוצגים שהם מתכוונים להציג כראיות בדיון. אנשים מסוג זה יוכלו לשאת דברים על פי שיקול דעתו של בית המשפט.

60. אינך מחויב לשכור עורך דין על מנת שהוא ייצג אותך בעת הגשת התנגדויות בכתב או הופעה בדיון הפשרה. עם זאת, אם תחליט לשכור עורך דין, תעשה זאת על חשבונך ועורך דין זה יידרש להגיש הודעת הופעה לבית המשפט וכן למייצג הראשי ולמייצגי הנתבעים בכתובות המתוארות בסעיף 55 לעיל, כך שהיא **תתקבל לא יאוחר מ-6 באוגוסט**

61. אלא אם בית המשפט יורה אחרת, כל חבר בקבוצה שלא יתנגד באופן המתואר לעיל ייחשב כמי שוויתר על כל התנגדות ויהיה מנוע באופן מוחלט מהגשת התנגדות כלשהי לפשרה המוצעת, לתוכנית ההקצאה המוצעת ו/או לבקשת המייצג הראשי לפסוק שכר טרחת עורך דין והוצאות התדיינות. חברי הקבוצה אינם חייבים להופיע לדיון הפשרה, או לנקוט כל פעולה אחרת על מנת להביע את אישורם.

**מה אם קניתי מניות רגילות של Perrigo
בשם מישהו אחר?**

62. חשוב: אם בעבר סיפקת את השמות והכתובות של אנשים וישויות (א) שבשםם רכשת או קיבלת באופן אחר מניות רגילות של Perrigo החל מ-21 באפריל, 2015 עד 2 במאי 2017, כולל, או (ב) שבשםם החזקת מניות רגילות של Perrigo נכון לסגירת המסחר ב-12 בנובמבר 2015, בקשר להודעה לקבוצה, וכן (1) שמות וכתובות אלה עדיין עדכניים וכן (2) אין לך שמות וכתובות נוספים עבור חברי קבוצה פוטנציאליים לספק למנהל התביעות, אתה לא צריך לעשות שום דבר נוסף בשלב זה מנהל התביעות ישלח את גלוית ההודעה לבעלים המוטבים ששמותיהם וכתובותיהם סופקו בעבר בקשר להודעה לקבוצה. אם בחרת לשלוח את ההודעה לקבוצה ישירות לבעלים המוטבים, נאמר לך שעליך לשמור את רשומות הדיוור לשימוש בקשר לכל הודעה נוספת שעשויה להימסר בתובענה. אם בחרת באפשרות זו, מנהל התביעות יעביר אליך את אותו מספר גלויות הודעה לשליחה אל הבעלים המוטבים. אם אתה זקוק לעותקים נוספים של גלויות ההודעה מעבר לאלה שביקשת קודם לכן בקשר לשליחת ההודעה לקבוצה, אנא צור קשר עם מנהל התביעות, JND Legal Administration, בדוא"ל PRGSecurities@JNDLA.com או בשיחת חינום למספר 1-833-674-0175, והודע לו כמה גלויות הודעה נוספות דרושות לך. עליך לשלוח את גלויות ההודעה לבעלים המוטבים בתוך שבעה (7) ימים קלנדריים ממועד קבלת גלויות ההודעה.

שאלות? בקר באתר www.PerrigoSecuritiesLitigation.com או צלצל בשיחת חינום למספר 674-0175 (833) עמוד 13 מתוך 22

63. אם טרם מסרת את השמות והכתובות עבור אנשים וישויות שבשמם (א) רכשת מניות רגילות של Perrigo החל מ-21 באפריל 2015 ועד 2 במאי 2017, כולל, או (ב) החזקת במניות רגילות של Perrigo נכון לסגירת המסחר ב-12 בנובמבר 2015, בקשר להודעה לקבוצה, או אם יש לך שמות נוספים או מידע מעודכן או שונה, בית המשפט הורה לך, בתוך שבעה (7) ימים קלנדריים ממועד קבלת הודעת הפשרה הזאת: (1) לשלוח את גלוית ההודעה לכל הבעלים המוטבים של מניות רגילות של Perrigo כאמור, או (2) לשלוח רשימה של השמות והכתובות של בעלים מוטבים כאמור אל מנהל התביעות בכתובת Perrigo Securities Litigation, c/o JND Legal Administration, P.O. Box 91374, Seattle, WA 98111, כאשר במקרה כזה, מנהל התביעות ישלח מייד את גלוית ההודעה לבעלים המוטבים כאמור. לחלופין, במקום לשלוח את גלוית ההודעה, המועמדים רשאים לבקש קישור אלקטרוני אל הודעת הפשרה וטופס הוכחת התביעה ("קישור להודעה ולתביעה"), ולשלוח בדוא"ל את הקישור להודעה ולתביעה אל הבעלים המוטבים כאמור אשר כתובות הדוא"ל שלהם זמינות. באופן דומה, אם מנהל התביעות יקבל כתובת דוא"ל ממועמד, הוא ישלח את הקישור להודעה ולתביעה באופן אלקטרוני לאותם חברי קבוצה פוטנציאליים. כפי שצוין לעיל, אם כבר סיפקת מידע זה בקשר להודעה לקבוצה, אלא אם כן מידע זה השתנה (למשל, אחד הבעלים המוטבים שינה את כתובתו), אינך צריך לספק מידע זה שוב.

64. לאחר ציות מלא להוראות אלה במועד המתאים, מועמדים ששולחים את גלוית ההודעה לבעלים מוטבים רשאים לבקש החזר על ההוצאות הסבירות שנגרמו להם במסגרת מסירת ההודעה לבעלים המוטבים, כאשר הוצאות אלה לא היו נגרמות אלמלא הצורך למסור שמות וכתובות, עד לסכום של 0.05 דולר לכל שם (עם כתובת וכתובת דוא"ל) שסופקו למנהל התביעות; עד לסכום של 0.05 דולר לכל גלוית ההודעה או הודעה והוכחת תביעה שנשלחו בדואר יחד עם דמי משלוח בדואר בתעריף המשמש את מנהל התביעות; או עד לסכום של 0.05 דולר לכל קישור להודעה ולתביעה שנשלח בדוא"ל, כאשר כל מחלוקת בקשר למידת הסבירות של תיעוד ההוצאות שנגרמו תהיה כפופה לבירור על ידי בית המשפט.

65. באפשרותך לקבל עותקים של הודעת פשרה זו ושל טופס התביעה באתר האינטרנט www.PerrigoSecuritiesLitigation.com, בשיחת חינם למנהל התביעות במספר 1-833-674-0175, או באמצעות שליחת דוא"ל למנהל התביעות בכתובת info@PerrigoSecuritiesLitigation.com

**האם אוכל לראות את תיק בית המשפט?
עם מי עליי ליצור קשר אם יהיו לי שאלות?**

66. הודעה ז מכילה רק תקציר של תנאי הפשרה. לקבלת התנאים וההתניות של הפשרה, אנא עיין בהתניה הזמינה בכתובת www.PerrigoSecuritiesLitigation.com. ניתן לקבל מידע מפורט יותר על הנושאים הקשורים לתובענה זו על ידי גישה לתיק בית המשפט במקרה זה, תמורת תשלום, באמצעות מערכת הגישה הציבורית של בית המשפט לרשומות אלקטרוניות של בית המשפט (PACER) בכתובת <https://www.njd.uscourts.gov/>, או באמצעות ביקור במזכירות של בית המשפט המחוזי של ארצות הברית במחוז ניו ג'רזי במהלך שעות העבודה הרגילות, בכתובת Martin Luther King Building & U.S. Courthouse, 50 Walnut Street, Newark, NJ 07101. בנוסף, עותקים של ההתניה, כל הצווים הקשורים שפורסמו על ידי בית המשפט ומסמכים מסוימים אחרים שהוגשו במסגרת תובענה זו יפורסמו באתר האינטרנט, www.PerrigoSecuritiesLitigation.com.

את כל השאלות הנוגעות להודעת הפשרה הזאת ולטופס התביעה יש להפנות אל:

Perrigo. Securities Litigation
c/o JND Legal Administration
P.O. Box 91374
Seattle, WA 98111
1-833-674-0175
info@PerrigoSecuritiesLitigation.com
www.PerrigoSecuritiesLitigation.com

ו/או

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אנא אל תתקשר ואל תכתוב אל בית המשפט, מזכירות בית המשפט, Perrigo או המייצג של הנאשמים בנוגע להודעה זו.

בצו בית המשפט
בית המשפט המחוזי של ארצות הברית
מחוז ניו ג'רזי

תאריך: 9 במאי 2024

נספח א

תוכנית מוצעת להקצאת סכום הנטו של קרן הפשרה בין התובעים המורשים

1. מטרת תוכנית ההקצאה היא לחלק באופן שוויוני את סכום הנטו של קרן הפשרה בין תובעים מורשים לפי ההפסדים הכלכליים שנגרמו להם לכאורה כתוצאה מההצהרות השגויות ומההשמטות לכאורה, בניגוד להפסדים שנגרמו על ידי גורמים בשוק או בתעשייה כולה, או גורמים ספציפיים לחברה שאינם קשורים להונאה הנטענת. מנהל התביעות יקבע את חלקו של כל תובע מורשה בסכום הנטו של קרן הפשרה בהתבסס על נוסחת ההפסד המוכרת ("הפסד מוכר") המתוארת להלן.

2. הפסד מוכר יחושב בהתאם להוראות סעיף 10(ב) של חוק הבורסה לניירות ערך (Exchange Act) ("סעיף 10(ב)") עבור כל מניה רגילה של Perrigo שנרכשה או התקבלה בדרך אחרת במהלך תקופת הקבוצה בבורסה בארה"ב או במערכת מסחר חלופית, או בבורסה לניירות ערך בתל אביב ("TASE").³

3. הפסד מוכר יחושב על פי סעיף 14(ה) של חוק הבורסה לניירות ערך ("סעיף 14(ה)") עבור כל חלק של מניות רגילות של Perrigo שהוחזקו נכון ל-12 בנובמבר 2015 והוחזקו לפחות עד 8:00 בבוקר לפי שעון מזרח ארה"ב ב-13 בנובמבר 2015, בין אם מניות כאלה הוצעו בתגובה להצעת המכרז של Mylan, N.V. ובין אם לא.

4. המייצג הראשי פיתח את תוכנית ההקצאה בהתייעצות עם מומחה פיצויים. חישוב ההפסד המוכר יהיה תלוי במספר גורמים, כולל אם התובע רכש מניות רגילות של Perrigo בתקופת הקבוצה או החזיק במניות נכון ל-12 בנובמבר 2015, מתי המניה הרגילה של Perrigo נרכשה או התקבלה באופן אחר במהלך תקופת הקבוצה, ובאילו סכומים היא נרכשה או התקבלה, ואם מניה כאמור נמכרה, ואם נמכרה – מתי נמכרה ובאילו סכומים. ההפסד המוכר לא נועד להעריך את הסכום שחבר קבוצה יכול היה לקבל לאחר משפט, או להעריך את הסכום שישולם לתובעים המורשים בהתאם לפשרה. ההפסד המוכר הוא הבסיס שישמש להקצאה יחסית של סכום הנטו של קרן הפשרה בין התובעים המורשים. מנהל התביעות יעשה כמיטב יכולתו כדי לנהל ולחלק את סכום הנטו של קרן הפשרה ככל שהדבר אפשרי מבחינה שוויונית וכלכלית.

5. חישוב ההפסד המוכר לפי סעיף 10(ב) משקף את ההנחה שמחיר המניה הרגילה של Perrigo נופח באופן מלאכותי לאורך כל תקופת הקבוצה. העלייה המלאכותית המשוערת לכאורה במחיר המניה הרגילה של Perrigo במהלך תקופת הקבוצה מוצגת בטבלה 1 להלן. חישוב העלייה המלאכותית המשוערת לכאורה במחיר המניה הרגילה של Perrigo במהלך תקופת הקבוצה מבוסס על מצגי שווא מסוימים שנטענו על ידי התובעת הראשית ועל שינוי המחיר במניה, על גורמים הקשורים לשוק ולתעשייה כולה, בתגובה להודעות פומביות אשר לכאורה תיקנו את ההצהרות המטעות שנטענו על ידי התובעת הראשית. החישוב מבוסס גם על הערכת המייצג הראשי לסיבתיות של האובדן, תוך התייעצות עם המומחה שלו ולנוכח הטיעונים שהעלו הנתבעים, בקשר לכל חשיפה מתקנת לכאורה, ובמיוחד, בקשר להבנתם כי פסק דין בהליך מקוצר יינתן כמעט בוודאות ביחס להצהרות הקשורות לתרופות גנריות אם ההתדיינות המשפטית תימשך, חשיפות שבקשר אליהן טענה התובעת הראשית כי היו הגורם האחראי לכל ההפסדים הספציפיים לחברה ב-3 במרץ 2017 וב-3 במאי 2017, והיו אחראים לרוב ההפסדים הספציפיים לחברה ב-25 באפריל 2016, ב-12 במאי 2016 וב-10 באוגוסט 2016

³ במהלך תקופת הקבוצה, המניות הרגילות של Perrigo היו רשומות באופן כפול בבורסה לניירות ערך של ניו יורק ("NYSE") וב-TASE תחת סמל הפסנוע "PRGO". מכאן והלאה, אלא אם צוין אחרת, כל חישובי ההפסד המוכר, וההתייחסויות למחירי המניות הרגילות של Perrigo ולעלייה במחירים, מוצגים בדולר ארה"ב (USD).

שאלות? בקר באתר www.PerrigoSecuritiesLitigation.com או צלצל בשיחת חינם למספר 674-0175 (833) עמוד 16 מתוך 22

6. חוקי ניירות הערך הפדרליים בארה"ב מאפשרים למשקיעים לנסות להיפרע מהפסדים שנגרמו כתוצאה מחשיפות אשר תיקנו את ההצהרות המטעות או את ההשמטות הקודמות של הנאשמים. לפיכך, על מנת לקבל פיצויים הניתנים להשבה לפי סעיף 10(ב), החשיפה המתקנת של המידע שהוצג לכאורה באופן שגוי חייבת להיות הסיבה לירידה במחיר או בערך של המניות הרגילות של Perrigo. בתובענה הזאת, התובעת הראשית טוענת כי הנתבעים ביצעו הצהרות כוזבות ו/או השמיטו עובדות מהותיות במהלך תקופת הקבוצה (21 באפריל 2015 עד 2 במאי 2017, כולל), אשר הובילו לעלייה מלאכותית כביכול במחיר המניות הרגילות של Perrigo. התובעת הראשית טוענת עוד כי החשיפות המתקנות ביטלו את העלייה המלאכותית במחיר המניה הרגילה של Perrigo בתאריכים הבאים: (1) 18 בפברואר 2016; (2) 22 באפריל 2016; (3) 25 באפריל 2016 עבור בורסות בארה"ב ו-26 באפריל 2016 עבור TASE; (4) 12 במאי 2016; (5) 10 באוגוסט 2016; (6) 3 במרץ 2017; וכן (7) 3 במאי 2017 (להלן "תאריכי החשיפה המתקנת"). לפיכך, על מנת שחבר בקבוצה יחזיק בהפסד מוכר לפי סעיף 10(ב), המניות הרגילות של Perrigo חייבות היו להירכש או שבעלותם תירכש במהלך תקופת הקבוצה ולהיות מוחזקות לפחות באחד מתאריכי החשיפה המתקנת.

טבלה 1			
סעיף 10(ב) – עלייה מלאכותית במחיר המניות הרגילות של Perrigo (USD)			
עלייה במחיר למניה ב-TASE	עלייה במחיר למניה בבורסות בארה"ב	עד תאריך	מתאריך
\$30.73	\$30.73	17 בפברואר 2016	21 באפריל 2015
\$16.32	\$16.32	21 באפריל 2016	18 בפברואר 2016 ⁴
\$8.82	\$8.82	24 באפריל 2016	22 באפריל 2016
\$8.82	\$3.45	25 באפריל 2016	25 באפריל 2016
\$3.45	\$3.45	11 במאי 2016	26 באפריל 2016
\$2.56	\$2.56	9 באוגוסט 2016	12 במאי 2016
\$0.34	\$0.34	2 במרץ 2017	10 באוגוסט 2016 ⁵
\$0.19	\$0.19	2 במאי 2017	3 במרץ 2017 ⁶
\$0.00	\$0.00	והלאה	3 במאי 2017

7. ההוראה בדבר "תקופת הסקירה לאחור של 90 ימים" הקבועה בחוק הרפורמה בליטיגציה בניירות ערך פרטיים משנת 1995 (Private Securities Litigation Reform Act; "PSLRA") משולבת בחישוב ההפסד המוכר עבור מניות רגילות של Perrigo לפי סעיף 10(ב). המגבלות על חישוב ההפסד המוכר שהטיל ה-PSLRA מיושמות כך שהפסדים על מניות רגילות של Perrigo שנרכשו במהלך תקופת הקבוצה והוחזקו נכון לתום התקופה בת 90 הימים שלאחר תקופת הקבוצה ("תקופת הסקירה לאחור של 90 ימים") אינן יכולות לחרוג מההפרש בין מחיר הרכישה ששולם עבור מניה כזו לבין מחירה הממוצע במהלך תקופת הסקירה לאחור של 90 ימים. ההפסד המוכר על מניות רגילות של Perrigo שנרכשו

⁴ החשיפה המתקנה לכאורה ב-18 בפברואר 2016 התרחשה במהלך שעות המסחר ב-TASE. עסקאות במניות הרגילות של Perrigo ב-TASE ביום 18 בפברואר 2016, במחיר של 550 ש"ח למניה או יותר, ייחשבו כאילו התרחשו לפני החשיפה המתקנת לכאורה, בעלייה במחיר למניה של 30.73 דולר ארה"ב.

⁵ החשיפה המתקנה לכאורה ב-10 באוגוסט 2016 התרחשה במהלך שעות המסחר ב-TASE. עסקאות במניות הרגילות של Perrigo ב-TASE ביום 10 בפברואר 2016, במחיר של 340 ש"ח למניה או יותר, ייחשבו כאילו התרחשו לפני החשיפה המתקנת לכאורה, בעלייה במחיר למניה של 2.56 דולר ארה"ב.

⁶ החשיפה המתקנת לכאורה ב-3 במרץ 2017 התרחשה במהלך שעות המסחר בארה"ב. עסקאות במניות הרגילות של Perrigo בבורסה בארה"ב ב-3 במרץ 2017, במחיר של 75.00 דולר למניה או יותר, ייחשבו כאילו התרחשו לפני החשיפה המתקנת לכאורה, בעלייה במחיר למניה של 0.34 דולר ארה"ב.

במהלך תקופת הקבוצה ונמכרו במהלך תקופת הסקירה לאחור של 90 ימים אינו יכול לחרוג מההפרש בין מחיר הרכישה ששולם עבור מניה כזו לבין המחיר הממוצע הנע שלה במהלך החלק של תקופת הסקירה לאחור של 90 ימים שחלף נכון למועד המכירה.⁷

8. חישוב ההפסד המוכר לפי סעיף 14(ה) מבוסס על הערכת המייצג הראשי, תוך התייעצות עם מומחה הפיזויים שלו, של ההפסדים שנגרמו למשקיעים עקב ההצהרות המוטעות לכאורה של הנתבעים בנוגע להצעתה של Mylan לרכוש את כל המניות הרגילות של Perrigo שמוחזקות על ידי הציבור. ההפסד המוכר לפי סעיף 14(ה) משקף גם את עמדתו של המייצג הראשי בנוגע למכשולים המשפטיים והראייתיים המשמעותיים הנוספים שהתובעת הראשית הייתה נאלצת להתמודד עימם אם בירור התובענה היה ממשיך עד תום.

9. ההפסד המוכר למניה למניות עבור מניות רגילות של Perrigo הזכאי לתביעה הן לפי סעיף 10(ב) והן לפי סעיף 14(ה) יהיה הסכום הכולל של: (1) סכום ההפסד המוכר המחושב לפי סעיף 10(ב) כמתואר להלן תחת "חישוב הפסד מוכר למניה לפי סעיף 10(ב)"; ובנוסף (2) סכום ההפסד המוכר המחושב לפי סעיף 14(ה) כמתואר להלן תחת "חישוב הפסד מוכר למניה לפי סעיף 14(ה)".

10. בחישובים שלהלן, כל מחירי הרכישה והמכירה לא יכללו כל תשלום, מס או עמלה. אם סכום ההפסד המוכר המחושב הוא מספר שלילי, אותו הפסד מוכר יוגדר כאפס. כל עסקה במניות רגילות של Perrigo שבוצעה מחוץ לשעות המסחר הרגילות עבור השווקים הפיננסיים בארה"ב או בישראל תיחשב כאילו התרחשה במהלך מושב המסחר הרגיל הבא עבור הבורסה המתאימה.

11. הפסד מוכר יחושב כמוגדר להלן עבור כל רכישה או השגת בעלות של מניות רגילות של Perrigo במהלך תקופת הקבוצה, ועבור כל מניה רגילה של Perrigo שהוחזקה נכון ל-12 בנובמבר 2015 ועד לפחות 8:00 בבוקר לפי שעון מזרח ארה"ב ב-13 בנובמבר 2015, אשר מפורטות בטופס התביעה ושעבורן סופק תיעוד הולם.

חישוב הפסד מוכר למניה לפי סעיף 10(ב)

12. עבור כל מניה רגילה של Perrigo שנרכשה או התקבלה באופן אחר במהלך תקופת הקבוצה (כלומר, 21 באפריל 2015 עד 2 במאי 2017, כולל), ההפסד המוכר למניה יחושב כדלקמן:

(1) עבור כל מניה רגילה של Perrigo שנמכרה לפני 18 בפברואר 2016, ההפסד המוכר למניה הוא 0 דולר.

(2) עבור כל מניה רגילה של Perrigo שנמכרה במהלך התקופה שבין 18 בפברואר 2016 ועד 2 במאי 2017, כולל, ההפסד המוכר למניה הוא העלייה במחיר בתאריך הרכישה/השגת הבעלות כפי שמפורט בטבלה 1 לעיל, פחות העלייה במחיר בתאריך המכירה כפי שמפורט בטבלה 1 לעיל.

(3) עבור כל מניה רגילה של Perrigo שנמכרה במהלך התקופה שבין 3 במאי 2017 עד 31 ביולי 2017, כולל (כלומר, נמכרה במהלך תקופת הסקירה לאחור של 90 ימים), ההפסד המוכר למניה הוא הנמוך מבין:

(א) העלייה במחיר בתאריך הרכישה/השגת הבעלות כמפורט בטבלה 1 לעיל; או

⁷ למטרות החלת ההוראה בדבר סקירה לאחור של 90 ימים בנוגע למניות רגילות של Perrigo שנרכשו ב-TASE, מחיר הרכישה יומר לדולר ארה"ב באמצעות שער חליפין USD/ILS של 1:3.61.

(ב) מחיר הרכישה/השגת הבעלות פחות "ערך הסקירה לאחור של 90 ימים" בתאריך המכירה המפורט בטבלה 2 (ארה"ב) ובטבלה 3 (TASE) להלן.

(4) עבור כל מניה רגילה של Perrigo שעדיין הוחזקה נכון לסגירת המסחר ב-31 ביולי 2017, ההפסד המוכר למניה הוא הנמוך מבין

(א) העלייה במחיר בתאריך הרכישה/השגת הבעלות כמפורט בטבלה 1 לעיל; או

(ב) מחיר הרכישה/השגת הבעלות פחות מחיר הסגירה הממוצע עבור מניות רגילות של Perrigo במהלך תקופת הסקירה לאחור של 90 ימים, שהוא 73.40 דולר עבור בורסות בארה"ב ו-73.46 דולר עבור TASE

טבלה 2: ערכי סקירה לאחור של 90 ימים בבורסות בארה"ב					
תאריך מכירה/העברה	ערך סקירה לאחור של 90 ימים	תאריך מכירה/העברה	ערך סקירה לאחור של 90 ימים	תאריך מכירה/העברה	ערך סקירה לאחור של 90 ימים
3/5/2017	\$72.35	2/6/2017	\$72.85	3/7/2017	\$73.08
4/5/2017	\$72.74	5/6/2017	\$72.80	5/7/2017	\$73.12
5/5/2017	\$72.96	6/6/2017	\$72.70	6/7/2017	\$73.10
8/5/2017	\$72.99	7/6/2017	\$72.61	7/7/2017	\$73.09
9/5/2017	\$73.34	8/6/2017	\$72.56	10/7/2017	\$73.06
10/5/2017	\$73.54	9/6/2017	\$72.52	11/7/2017	\$73.05
11/5/2017	\$73.80	12/6/2017	\$72.49	12/7/2017	\$73.06
12/5/2017	\$73.95	13/6/2017	\$72.46	13/7/2017	\$73.07
15/5/2017	\$74.07	14/6/2017	\$72.46	14/7/2017	\$73.09
16/5/2017	\$74.12	15/6/2017	\$72.47	17/7/2017	\$73.11
17/5/2017	\$74.02	16/6/2017	\$72.48	18/7/2017	\$73.10
18/5/2017	\$73.73	19/6/2017	\$72.50	19/7/2017	\$73.09
19/5/2017	\$73.50	20/6/2017	\$72.50	20/7/2017	\$73.14
22/5/2017	\$73.35	21/6/2017	\$72.52	21/7/2017	\$73.19
23/5/2017	\$73.33	22/6/2017	\$72.58	24/7/2017	\$73.25
24/5/2017	\$73.24	23/6/2017	\$72.66	25/7/2017	\$73.30
25/5/2017	\$73.16	26/6/2017	\$72.74	26/7/2017	\$73.35
26/5/2017	\$72.98	27/6/2017	\$72.79	27/7/2017	\$73.36
30/5/2017	\$72.72	28/6/2017	\$72.88	28/7/2017	\$73.38
31/5/2017	\$72.72	29/6/2017	\$72.96	31/7/2017	\$73.40
1/6/2017	\$72.82	30/6/2017	\$73.02	לא רלוונטי	לא רלוונטי

טבלה 3: ערכי סקירה לאחור של 90 ימים					
ב-TASE					
ערך סקירה לאחור של 90 ימים	תאריך מכירה/העברה	ערך סקירה לאחור של 90 ימים	תאריך מכירה/העברה	ערך סקירה לאחור של 90 ימים	תאריך מכירה/העברה
\$73.17	4/7/2017	\$72.61	5/6/2017	\$71.74	3/5/2017
\$73.21	5/7/2017	\$72.52	6/6/2017	\$72.31	4/5/2017
\$73.21	6/7/2017	\$72.44	7/6/2017	\$72.73	7/5/2017
\$73.20	9/7/2017	\$72.40	8/6/2017	\$72.89	8/5/2017
\$73.18	10/7/2017	\$72.35	11/6/2017	\$73.05	9/5/2017
\$73.16	11/7/2017	\$72.37	12/6/2017	\$73.18	10/5/2017
\$73.17	12/7/2017	\$72.31	13/6/2017	\$73.32	11/5/2017
\$73.17	13/7/2017	\$72.32	14/6/2017	\$73.51	14/5/2017
\$73.18	16/7/2017	\$72.37	15/6/2017	\$73.64	15/5/2017
\$73.20	17/7/2017	\$72.40	18/6/2017	\$73.75	16/5/2017
\$73.19	18/7/2017	\$72.42	19/6/2017	\$73.72	17/5/2017
\$73.18	19/7/2017	\$72.46	20/6/2017	\$73.55	18/5/2017
\$73.21	20/7/2017	\$72.51	21/6/2017	\$73.35	21/5/2017
\$73.25	23/7/2017	\$72.56	22/6/2017	\$73.19	22/5/2017
\$73.29	24/7/2017	\$72.62	25/6/2017	\$73.04	23/5/2017
\$73.35	25/7/2017	\$72.75	26/6/2017	\$73.02	24/5/2017
\$73.40	26/7/2017	\$72.82	27/6/2017	\$72.98	25/5/2017
\$73.40	27/7/2017	\$72.92	28/6/2017	\$72.80	28/5/2017
\$73.43	30/7/2017	\$73.00	29/6/2017	\$72.63	29/5/2017
\$73.46	31/7/2017	\$73.07	2/7/2017	\$72.74	1/6/2017
לא רלוונטי	לא רלוונטי	\$73.13	3/7/2017	\$72.73	4/6/2017

חישוב הפסד מוכר למניה לפי סעיף 14(ה)

13. עבור כל מניה רגילה של Perrigo שהוחזקה ב-12 בנובמבר 2015 ועדיין הייתה מוחזקת לפחות עד 8:00 בבוקר לפי שעון מזרח ארה"ב ב-13 בנובמבר 2015, ההפסד המוכר למניה יהיה 4.00 דולר.

הוראות החלות על כל התובעים

14. התשלום שתקבל ישקף את החלק היחסי שלך בסכום הנטו של קרן הפשרה. התשלום כאמור יהיה תלוי במספר המניות הזכאיות המשתתפות בפשרה, ובזמן שבו מניות אלה נרכשו ונמכרו. מספר התובעים השולחים תביעות משתנה באופן נרחב ממקרה למקרה.

15. רכישה או מכירה של מניות רגילות של Perrigo ייחשבו ככאלו שהתרחשו במועד "החזרה" או "המסחר" בניגוד לתאריך "היישוב" או "התשלום".

16. השגת בעלות במתנה, בירושה או על פי חוק; אם חבר בקבוצה רכש בעלות על מניות רגילות של Perrigo במהלך תקופת הקבוצה בדרך של מתנה, בירושה או על פי חוק, תביעה כזו תחושב תוך שימוש בתאריך ובמחיר של הרכישה המקורית ולא באמצעות שימוש בתאריך ובמחיר של ההעברה. למעט אם הבעלות על המניות הרגילות של Perrigo נרכשה במקור לפני תחילת תקופת הקבוצה, ההפסד המוכר עבור אותה השגת בעלות ייחשב כאפס (0.00 דולר).

17. על אף כל האמור לעיל, קבלת מניות רגילות של Perrigo במהלך תקופת הקבוצה בתמורה לניירות ערך של כל תאגיד או ישות אחרים לא תיחשב כרכישה או מכירה של מניות רגילות של Perrigo

18. מתכונת "נכנס ראשון יוצא ראשון" (FIFO; נרי"ר) תוחל על רכישות ומכירות. המכירות יותאמו בסדר כרונולוגי, לפי תאריך מסחר, תחילה כנגד מניות רגילות של Perrigo שהוחזקו נכון לסגירת המסחר ב-20 באפריל 2015 (יום המסחר האחרון לפני תחילת תקופת הקבוצה) ולאחר מכן כנגד רכישות של מניות רגילות של Perrigo במהלך תקופת הקבוצה.

19. מועד פריעת "מכירה בחסר" ייחשב כמועד הרכישה של המניות. תאריך "מכירה בחסר" ייחשב כמועד המכירה של המניות. עם זאת, בהתאם לתוכנית ההקצאה, ההפסד המוכר עבור כל "מכירה בחסר" יהיה אפס. במקרה שיש לתובע כלשהו עומדה פתוחה בחסר במניות רגילות של Perrigo, יותאמו הרכישות המוקדמות ביותר במהלך תקופת הקבוצה כנגד העומדה הפתוחה בחסר, והן לא יהיו זכאיות להיפרעות עד אשר העומדה בחסר תיפרע במלואה.

20. חוזי אופציות אינם ניירות ערך הזכאים להשתתף בפשרה. בנוגע למניות רגילות של Perrigo שנרכשו באמצעות ניצול אופציות רכש או מכר,⁸ מועד הרכישה של המניות הרגילות של Perrigo יהיה מועד ניצול האופציה ומחיר הרכישה יהיה מחיר מימוש האופציה. כל הפסד מוכר הנובע מרכישות של מניות רגילות של Perrigo שבעלותן הושגה במהלך תקופת הקבוצה באמצעות מימוש אופציה על מניות רגילות של Perrigo יחושב כפי שנקבע עבור רכישות אחרות של מניות רגילות של Perrigo בתוכנית ההקצאה.

21. התשלום על פי תוכנית ההקצאה ייחשב כסופי עבור כל התובעים המורשים. הפסד מוכר יחושב כמוגדר במסמך זה והוא אינו יכול להיות פחות מאפס. מנהל התביעות יקצה לכל תובע מורשה חלק יחסי של סכום הנטו של קרן הפשרה בהתבסס על ההפסד המוכר שלו בהשוואה לסך ההפסדים המוכרים של כל התובעים המורשים. לא תתבצע חלוקה לתובעים מורשים אשר באופן אחר היו מקבלים חלוקה של פחות מ-10.00 דולר.

22. חברי הקבוצה שאינם מגישים טופס תביעה קביל לא ישתתפו בסכומי הפשרה. עם זאת, ההתניה ופסק הדין הדוחים תובענה זו עדיין יחייבו את חברי הקבוצה שאינם מגישים בקשה להחרגה או מגישים הוכחת תביעה קבילה.

23. כל חבר בקבוצה אשר ניהל תובענה ישירה נגד Perrigo הקשורה לטענות התובעים המשוחררות יוכר כבעל הפסד מוכר של אפס וייאסר עליו לקבל כל תשלום בפשרה, אלא אם כן התובענה הישירה האמורה תידחה בתוך שלושים (30) ימים ממועד האישור המקדים של הפשרה. בנוסף, כל חבר בקבוצה שמקבל או קיבל בעבר תשלום מתובע כלשהו בקשר לטענתו של חבר הקבוצה לגבי טענה מטענות התובעים המשוחררות (למעט דרך פשרה זו) לא יהיה זכאי לתשלום מהפשרה.

24. אנא צור קשר עם מנהל התביעות או עם המייצג הראשי אם אינך מסכים עם החלטה כלשהי של מנהל התביעות בנוגע להוכחת התביעה שלך. אם אינך מרוצה מההחלטות, תוכל לבקש מבית המשפט, המחזיק בסמכות השיפוט על כל חברי הקבוצה ועל הליך ניהול התביעות, לקבל החלטה בנושא באמצעות הגשת בקשה בכתב.

25. לנאשמים, למייצגים שלהם בהתאמה ולכל שאר המשוחררים לא תהיה כל אחריות או חבות בגין ההשקעה של קרן הפשרה, חלוקת סכום הנטו של קרן הפשרה, תוכנית ההקצאה או התשלום של תביעה

⁸ כולל (1) רכישות של מניות רגילות של Perrigo כתוצאה ממימוש אופציית רכש, וכן (2) רכישות של מניות רגילות של Perrigo על ידי המוכר של אופציית מכר כתוצאה מכך שהקונה של אופציית המכר מימש את אותה אופציית מכר.

כלשהי. אף התובעת הראשית והמייצג הראשי לא יישאו בחבות למאמצייהם הסבירים לבצע, לנהל ולחלק את הפשרה.

26. חלוקות יבוצעו לתובעים מורשים לאחר שכל התביעות יעובדו ולאחר שבית המשפט אישר באופן סופי את הפשרה. אם ייוותרו כספים כלשהם בסכום הנטו של קרן הפשרה בשל המחאות חלוקה שלא נפדו או בכל דרך אחרת, אז, לאחר שמנהל התביעות עשה מאמצים סבירים ונחושים כדי שחברי הקבוצה הזכאים להשתתף בחלוקת סכום הנטו של קרן הפשרה יפדו את הסכומים שחולקו להם, בכל יתרה שנתרה בסכום הנטו של קרן הפשרה לאחר שחלפו לפחות שישה (6) חודשים מהחלוקה הראשונית של כספים אלה ייעשה שימוש כדלהלן: (1) ראשית, לתשלום סכומים שהושמטו בטעות מהתשלום הראשוני; (2) שנית, לתשלום כל תשלום מנהלתי, עלות והוצאה נוספים בקשר לניהול הפשרה, לרבות אלה של המייצג הראשי כפי שיאושרו על ידי בית המשפט; (3) לבסוף, כדי לבצע חלוקה שנייה לתובעים שפדו את המחאות שלהם מהחלוקה הראשונית ושהיו מקבלים לפחות 10.00 דולר, לאחר תשלום העלויות, ההוצאות או התשלומים המשוערים שייגרמו עקב ניהול קרן הפשרה נטו וביצוע חלוקה שנייה זו, אם חלוקה שנייה זו אפשרית מבחינה כלכלית.

הוכחת תביעה וכתב ויתור

Perrigo Securities Litigation

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אתר אינטרנט: www.PerrigoSecuritiesLitigation.com

כדי להיות זכאי לקבל חלק מסכום הנטו של קרן הפשרה בקשר לפשרה בתובענה זו, עליך למלא טופס הוכחת תביעה וכתב ויתור זה ("טופס תביעה"), לחתום עליו ולשלוח אותו בשירות דואר מחלקה ראשונה לכתובת שלהלן, או להגיש אותו באופן מקוון בכתובת www.PerrigoSecuritiesLitigation.com, עם תיעוד תומך, **חתום בחותמת בית דואר (אם נשלח בדואר) או כך שיתקבל לא יאוחר מ-26 באוגוסט 2024**

שלח בדואר אל: *Perrigo Securities Litigation*
c/o JND Legal Administration
P.O. Box 91374
Seattle, WA 98111

אי הגשת טופס התביעה שלך עד לתאריך שצוין תחשוף את תביעתך לדחייה ועשויה למנוע ממך להיות זכאי לקבלת כל סכום כסף בקשר לפשרה.

לתשומת ליבך: שלא בדומה למספר תובענות ייצוגיות אחרות הקשורות לניירות ערך ישראלים, אתה **נדרש** למלא טופס תביעה (או להגיש טופס תביעה באופן מקוון) כדי להיות זכאי לתשלום בהסדר פשרה זה.

אין לשלוח בדואר את טופס התביעה שלך או לבצע מסירה שלו אל בית המשפט, אל הצדדים לתביעה, או למייצגים שלהם. עליך להגיש את טופס התביעה שלך אך ורק למנהל התביעות בכתובת המפורטת לעיל.

תוכן

I. 02 מידע על התובע

II. 03 הוראות כלליות

III. 05 לוח זמני העסקאות במניות הרגילות של Perrigo
(NYSE: PRGO; CUSIP: G97822103; TASE: PRGO; ISIN: IE00BGH1M568)

IV. 08 כתב ויתור על תביעות וחתימה

חלק I – מידע על התובע

מנהל התביעות ישתמש במידע זה עבור כל ההודעות הנוגעות לטופס תביעה זה. אם מידע זה משתנה, עליך להודיע למנהל התביעות בכתב בכתובת שלעיל. יש לספק שמות מלאים של כל האנשים והישויות.

שם המשפחה של הבעלים המוטבים	ר"ת שם שני	השם הפרטי של הבעלים המוטבים
<input type="text"/>	<input type="text"/>	<input type="text"/>

שם המשפחה של הבעלים המוטבים המשותפים (אם רלוונטי)	ר"ת שם שני	השם הפרטי של הבעלים המוטבים המשותפים (אם רלוונטי)
<input type="text"/>	<input type="text"/>	<input type="text"/>

אם תביעה זו מוגשת עבור חשבון פרישה אישי (IRA) ואם תרצה שכל המחאה שאתה עשוי להיות זכאי לקבלה תשולם ל-IRA, אנא הוסף את המילה "IRA" בתיבת "שם משפחה" לעיל (למשל, ג'ונס IRA).

שם הישות (אם הבעלים המוטבים אינו אדם פרטי)

שם הנציג, אם רלוונטי (מבצע צוואה, מנהל עיזבון, נאמן, מען למכתבים, וכדומה), אם הוא שונה מהבעלים המוטבים

4 הספרות האחרונות של מספר ביטוח לאומי אמריקני או מספר הזיהוי לצורכי מס

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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כתובת הרחוב

כתובת (שורה שנייה, במידת הצורך)

מדינה/מחוז	מיקוד	עיר
<input type="text"/>	<input type="text"/>	<input type="text"/>

המדינה הזרה (אם רלוונטי)	מיקוד זר (אם רלוונטי)
<input type="text"/>	<input type="text"/>

מספר טלפון (בשעות העבודה)	מספר טלפון (אחרי שעות העבודה)
<input type="text"/>	<input type="text"/>

כתובת דוא"ל (כתובת הדוא"ל אינה חובה, אולם אם תספק אותה אתה מאשר למנהל התביעות להשתמש בה כדי לספק לך מידע הרלוונטי לתביעה זו)

סוג הבעלים המוטבים (ציין אחד מהבאים):

אדם פרטי/אנשים פרטיים תאגיד אפטרופוס לפי החוק האחיד למתנות לקטינים (UGMA) IRA שותפות

עיזבון נאמנות אחר (תאר): _____

חלק II – הוראות כלליות

1. חשוב שתקרא במלואה את ההודעה בדבר (I) הפשרה המוצעת ותוכנית ההקצאה; (II) דיון הפשרה; וכן (III) הבקשה לשכר טרחת עורך דין והוצאות התדיינות ("ההודעה") הנלווית לטופס תביעה זה, כולל תוכנית ההקצאה וסכום הנטו של קרן הפשרה המובאים בהודעה. ההודעה מתארת את הפשרה המוצעת, את האופן שבו חברי הקבוצה מושפעים מהפשרה, ואת האופן שבו יחולק סכום הנטו של קרן הפשרה אם הפשרה ותוכנית ההקצאה יאושרו על ידי בית המשפט. כמו כן, ההודעה מכילה את ההגדרות של רבים מהמונחים המוגדרים (המצוינים בשפה האנגלית באותיות ראשונות רישיות) שנעשה בהם שימוש בטופס התביעה. בחתימתך על טופס תביעה זה והגשתו, אתה מאשר שקראת והבנת את ההודעה, כולל את תנאי כתבי הוויתור המתוארים בה והנקבעים בה.

2. בהגשת טופס תביעה זה, אתה מגיש בקשה לקבלת חלקך בתקבולים מהפשרה המתוארת בהודעה. אם אינך חבר בקבוצה (ראה הגדרת הקבוצה בעמוד 7 של ההודעה), אל תגיש טופס תביעה. **אינך רשאי, באופן ישיר או עקיף, להשתתף בפשרה אם אינך חבר בקבוצה.** כך, אם אינך כלול בקבוצה, כל טופס תביעה אשר תגיש, או שיוגש בשמך, לא יתקבל.

3. **הגשת טופס תביעה זה אינה מבטיחה שתחלוק בתמורה הכספית של הפשרה. חלוקת סכום הנטו של קרן הפשרה תהיה כפופה לתוכנית ההקצאה המפורטת בהודעה או לתוכנית הקצאה אחרת שאותה יאשר בית המשפט.**

4. בלוח זמני העסקאות המופיע בחלק III של טופס תביעה זה, ספק את כל המידע המבוקש בנוגע לאחזקות, לרכישות, להשגות בעלות ולמכירות שביצעת במניות רגילות של Perrigo Company plc ("Perrigo") (כולל העברות ומסירות חנים), כולל מניות הנסחרות בבורסה לניירות ערך של ניו יורק ("NYSE") או בכל מרכז מסחר אחר בארה"ב, או בבורסה לניירות ערך של תל אביב ("TASE"), ופירוט אם עסקאות כאלה הניבו רווח או הפסד. **אי-דיווח על כל המידע הקשור לעסקאות ולאחזקות במהלך תקופת הזמן המבוקשת עלול להביא לדחיית התביעה שלך.**

5. **לתשומת ליבך:** רק מניות רגילות של Perrigo (א) שנרכשו בין 21 באפריל 2015 ל-2 במאי 2017, כולל, או (ב) שהוחזקו נכון לסגירת המסחר ב-12 בנובמבר 2015 עד לפחות השעה 8:00 בבוקר לפי שעון מזרח ארה"ב ב-13 בנובמבר 2015 מוגדרות כזכאיות במסגרת הפשרה ותוכנית ההקצאה המוצעת המפורטת בהודעה. עם זאת, תחת "תקופת הסקירה לאחור של 90 ימים" (המתוארת בתוכנית ההקצאה), פעולות מכירה של מניות רגילות של Perrigo במהלך התקופה שבין 3 במאי 2017 ועד לסגירת המסחר ב-31 ביולי 2017 ישמשו למטרות חישוב סכומי הפסד מוכרים מסוימים במסגרת תוכנית ההקצאה. לפיכך, כדי שמנהל התביעות יוכל לשקול את התביעה שלך, יש להמציא גם את המידע הדרוש בנוגע לרכישות במהלך תקופה זו.

6. אתה נדרש להגיש תיעוד אמיתי ומספק על כל העסקאות והאחזקות שלך במניות הרגילות של Perrigo כמפורט בלוח זמני העסקאות בחלק III של טופס תביעה זה. התיעוד יכול לכלול עותקים של שוברי קיום של מסחר בניירות ערך או הצהרות חשבון חודשיות של מסחר בניירות ערך, או הצהרה מורשית מסוכן המניות שלך המכילה את המידע על העסקאות והאחזקות המצוי בשובר קיום ברוקראז' או בהצהרת חשבון. הצדדים ומנהל התביעות אינם מחזיקים באופן עצמאי במידע על השקעותיך במניות הרגילות של Perrigo. אם מסמכים אלה אינם בחזקתך, אנא השג עותקים של מסמכים אלה או מסמכים שווי ערך מסוכן המניות שלך. אי-מסירה של תיעוד זה עלולה להביא לדחיית התביעה שלך. אל תשלח מסמכים מקוריים.

7. **אנא שמור עותקים של כל המסמכים שאתה שולח למנהל התביעות. כמו כן, אל תסמן כל חלק בטופס התביעה או במסמכים תומכים כלשהם.**

8. השתמש בחלק I של טופס תביעה זה שכותרתו "מידע על התובע" כדי להגדיר את הבעלים המוטבים של המניות הרגילות של Perrigo. חובה להזין את השם/ות המלא/ים של הבעלים המוטבים. אם החזקת במניות הרגילות של Perrigo בשמך, היית גם הבעלים המוטבים וגם בעל המניות הרשום. עם זאת, אם חלק המניה שלך במניות הרגילות של Perrigo נרשם בשמו של צד שלישי, כגון ממונה או חברת מסחר בניירות ערך, היית הבעלים המוטבים של מניות אלה, אך הצד השלישי היה בעל המניות הרשום. הבעלים המוטבים, ולא בעל המניות הרשום, חייב לחתום על טופס תביעה זה כדי להיות זכאי להשתתף בפשרה. אם היו בעלים מוטבים משותפים, כל אחד מהם חייב לחתום על טופס תביעה זה ושמותיהם חייבים להופיע כ"תובעים" בחלק I של טופס תביעה זה.

9. **יש להגיש תביעה אחת עבור כל ישות משפטית נפרדת או עבור כל חשבון המנוהל בנפרד.** טופסי תביעה נפרדים צריכים להיות מוגשים עבור כל ישות משפטית נפרדת (למשל, אדם פרטי לא ישלב את עסקאות ה-IRA שאלות? בקר באתר www.PerrigoSecuritiesLitigation.com או צלצל בשיחת חנים למספר (833) 674-0175 עמוד 3 מתוך 10 כדי לצפות במדיניות הפרטיות של JND, אנא בקר באתר <https://www.jndla.com/privacy-policy>

שלו עם עסקאות שבוצעו אך ורק בשמו). ככלל, יש להגיש טופס תביעה יחיד בשם ישות משפטית אחת, כולל כל האחזקות והעסקאות שבוצעו על ידי אותה ישות בטופס תביעה יחיד. עם זאת, אם לאדם פרטי או לישות משפטית היו מספר חשבונות שנוהלו בנפרד, ניתן להגיש תביעות נפרדות עבור כל חשבון שכה. מנהל התביעות שומר לעצמו את הזכות לבקש מידע על כל האחזקות והעסקאות במניות הרגילות של Perrigo שנעשו בשמו של בעלים מוטבים יחיד.

10. באי כוח, מבצעי צוואה, מנהלי עיזבון, אפוטרופוסים ונאמנים חייבים למלא את טופס התביעה ולחתום עליו בשמם של אנשים המיוצגים על ידיהם, ובנוסף הם חייבים:

- (א) לציין במפורש את הסמכות שמכוחה הם פועלים;
- (ב) לזהות את השם, מספר החשבון, מספר הביטוח הלאומי האמריקני (או מספר זיהוי אחר לצורכי מס), הכתובת, ומספר הטלפון של הבעלים המוטבים של (או כל אדם או ישות אחרים שבשמם הם פועלים ביחס אל) המניות הרגילות של Perrigo; וכן
- (ג) לספק בזאת ראיות לסמכותם לחייב בטופס התביעה את האדם או הישות שבשמם הם פועלים. (הסמכות למלא טופס תביעה ולחתום עליו אינה יכולה להיות מוכחת בכך שסוכני מניות רק יראו כי יש להם סמכות של שיקול דעת לסחור בניירות ערך בחשבונותיו של אדם אחר).

11. בהגשתו של טופס תביעה חתום, אתה תישבע, כדלהלן:

- (א) שבבעלותך מניות רגילות של Perrigo שאותן פירטת בטופס התביעה, או שמניות אלה היו בבעלותך; או
- (ב) שאתה מוסמך במפורש לפעול בשמו של הבעלים המוטבים של המניות המצוינות לעיל.

12. בהגשת טופס תביעה חתום, תישבע על אמיתותן של ההצהרות הכלולות בו ולנכונותם של המסמכים המצורפים אליו, בכפוף לעונשים על שבעת שקר שבחוקי ארצות-הברית של אמריקה. מתן הצהרות כוזבות, או הגשת תיעוד מזויף או כוזב, יביאו לדחיית תביעתך ועלולים לחשוף אותך לחבות אזרחית או לאישום פלילי.

13. תשלומים לתובעים מורשים המוגדרים כזכאים יבוצעו רק אם בית המשפט יאשר את הפרשה, לאחר הכרעה בערעורים כלשהם ולאחר השלמת עיבודן של כל התביעות.

14. **לתשומת ליבך:** כמתואר בתוכנית ההקצאה, כל תובע מורשה יקבל את חלקו היחסי מסכום הנטו של קרן הפרשה. אם חישוב התשלום היחסי לתובע מורשה כלשהו מסתכם בפחות מסכום של 10.00 דולר, הוא לא יכלול בחישוב ולא תתבצע כל חלוקה לאותו תובע מורשה.

15. אם יש לך שאלות כלשהן הנוגעות לטופס התביעה, או שאתה זקוק לעותקים נוספים של טופס התביעה או של ההודעה, תוכל ליצור קשר עם מנהל התביעות, JND Legal Administration, בכתובת הדואר לעיל, בכתובת הדוא"ל info@PerrigoSecuritiesLitigation.com, או בשיחת חינם למספר 674-0175 (833), או שתוכל לבקר באתר האינטרנט, www.PerrigoSecuritiesLitigation.com, בו זמינים להורדה עותקים של טופס התביעה וההודעה.

16. הודעה בנוגע לקבצים אלקטרוניים: תובעים מסוימים עם מספר רב של עסקאות יכולים לבקש, או שיתכן שיתבקשו, להגיש מידע הנוגע לעסקאותיהם בקבצים אלקטרוניים. כדי לקבל את דרישות החובה בנוגע להגשת קבצים אלקטרוניים ולתסדיר הקבצים, תוכל לבקר באתר האינטרנט של הפרשה בכתובת www.PerrigoSecuritiesLitigation.com או שתוכל לשלוח דוא"ל אל מחלקת התיוק האלקטרוני של מנהל התביעות בכתובת info@PerrigoSecuritiesLitigation.com. כל קובץ שאינו תואם את הפורמט הנדרש לתיוק אלקטרוני יהיה חשוף לדחייה. יש להזין את שמו המלא של הבעלים המוטבים של ניירות הערך היכן שנדרש (ראה סעיף 8 לעיל). קבצים אלקטרוניים ייחשבו ככאלה שהוגשו רק לאחר שמנהל התביעות ישלח הודעת דוא"ל המאשרת את קבלת הקבצים שהגשת. אין להניח שהקובץ שלך התקבל עד אשר תקבל הודעת דוא"ל זו. אם לא תקבל את הודעת הדוא"ל כאמור תוך 10 ימים ממועד הגשתך, יהיה עליך ליצור קשר עם מחלקת התיוק האלקטרוני בכתובת info@PerrigoSecuritiesLitigation.com כדי לשאול לגבי הקובץ שלך ולאשר שהוא אכן התקבל.

חשוב: לתשומת ליבך

תביעתך לא תיחשב כאילו הוגשה עד אשר תקבל גלויית אישור. מנהל התביעות יאשר את קבלת טופס התביעה שלך בדואר בתוך 60 ימים. אם אינך מקבל גלויית אישור בתוך 60 ימים, עליך לצלצל למנהל התביעות בשיחת חינם למספר 674-0175 (833).

חלק III – לוח זמני העסקאות במניות הרגילות של Perrigo

ניירות הערך הזכאים היחידים הם מניות רגילות של Perrigo Company plc ("Perrigo"), בין אם הן נסחרו ב-NYSE או במרכז מסחר אחר בארה"ב, או ב-TASE בישראל (**NYSE: PRGO**, **CUSIP: G97822103** או **TASE: PRGO**), אל תכלול מידע הנוגע לניירות ערך אחרים כלשהם. יש לכלול תיעוד מתאים יחד עם טופס התביעה שלך כמתואר בפירוט בחלק II – הוראות כלליות, סעיף 6, לעיל.

למילוי על ידי כל התובעים	
<p>1. אחזקות נכון לתאריך 21 באפריל 2015 – ציין את המספר הכולל של מניות רגילות של Perrigo שהוחזקו נכון לפתיחת המסחר ב-21 באפריל 2015, בין אם ב-NYSE, ב-TASE או בכל מרכז מסחר אחר (חובה לספק תיעוד). אם אין, יש לכתוב "אפס" או "0".</p>	<p>אשר את הוכחת העמדה המצורפת</p> <input type="checkbox"/>
<p>2. אחזקות נכון לתאריך 31 ביולי 2017 – ציין את המספר הכולל של מניות רגילות של Perrigo שהוחזקו נכון לסגירת המסחר ב-31 ביולי 2017, בין אם ב-NYSE, ב-TRASE או בכל מרכז מסחר אחר (חובה לספק תיעוד). אם אין, יש לכתוב "אפס" או "0".</p>	<p>אשר את הוכחת העמדה המצורפת</p> <input type="checkbox"/>

עסקאות במניות רגילות של Perrigo ב-NYSE (או בכל מרכז מסחר אחר בתוך ארה"ב)				
<p>3. רכישות/השגות בעלות החל מ-21 באפריל 2015 ועד 2 במאי 2017 – יש לרשום בנפרד כל רכישה או השגת בעלות (כולל קבלה בחינם) של מניות רגילות של Perrigo החל מ-21 באפריל 2015 ועד סגירת המסחר ב-2 במאי 2017 ב-NYSE או בכל מרכז מסחר אחר בארה"ב (חובה לספק תיעוד). רשום את מחיר הרכישה/השגת הבעלות בדולר ארה"ב (USD).</p>				
תאריך הרכישה/השגת הבעלות (בסדר כרונולוגי) (שנה/חודש/יום)	מספר המניות שנרכשו/שבעלותן הושגה	מחיר הרכישה/השגת הבעלות למניה	מחיר כולל לרכישה/השגת בעלות (לא כולל מיסים, עמלות ותשלומים כלשהם)	אשר את הוכחת הרכישה/השגת הבעלות המצורפת
		\$	\$	<input type="checkbox"/>
		\$	\$	<input type="checkbox"/>
		\$	\$	<input type="checkbox"/>
		\$	\$	<input type="checkbox"/>
		\$	\$	<input type="checkbox"/>
		\$	\$	<input type="checkbox"/>
		\$	\$	<input type="checkbox"/>
<p>4. רכישות/השגות בעלות החל מ-3 במאי 2017 ועד 31 ביולי 2017 – ציין את המספר הכולל של מניות רגילות של Perrigo שנרכשו או שבעלותן הושגה (כולל קבלה בחינם) החל מ-3 במאי 2017 ועד לסיום המסחר ב-31 ביולי 2017 ב-NYSE או בכל מרכז מסחר אחר בארה"ב. אם אין, יש לכתוב "אפס" או "0".</p>				
<input type="text"/>				

**עסקאות במניות רגילות של Perrigo
בבורסה לניירות ערך בתל אביב ("TASE")**

6. רכישות/השגות בעלות החל מ-21 באפריל 2015 ועד 2 במאי 2017 – יש לרשום בנפרד כל רכישה או השגת בעלות (כולל קבלה בחינם) של מניות רגילות של Perrigo החל מ-21 באפריל 2015 ועד סגירת המסחר ב-2 במאי 2017 ב-TASE (חובה לספק תיעוד). רשום את מחיר הרכישה/השגת הבעלות בשקל ישראלי (ILS).

תאריך הרכישה/ השגת הבעלות (בסדר כרונולוגי) (שנה/חודש/יום)	מספר המניות שנרכשו/ שבעלותן הושגה	מחיר הרכישה/ השגת הבעלות למניה	מחיר כולל לרכישה/ השגת בעלות (לא כולל מיסים, עמלות ותשלומים כלשהם)	אשר את הוכחת הרכישה/ השגת הבעלות המצורפת
		₪	₪	<input type="checkbox"/>
		₪	₪	<input type="checkbox"/>
		₪	₪	<input type="checkbox"/>
		₪	₪	<input type="checkbox"/>
		₪	₪	<input type="checkbox"/>
		₪	₪	<input type="checkbox"/>
		₪	₪	<input type="checkbox"/>

7. רכישות/השגות בעלות החל מ-3 במאי 2017 ועד 31 ביולי 2017 – ציין את המספר הכולל של מניות רגילות של Perrigo שנרכשו או שבעלותן הושגה (כולל קבלה בחינם) החל מ-3 במאי 2017 ועד לסיום המסחר ב-31 ביולי 2017 ב-TASE. אם אין, יש לכתוב "אפס" או "0".

תאריך המכירה (בסדר כרונולוגי) (יום/חודש/שנה)	מספר המניות שנמכרו	מחיר המכירה למניה	מחיר המכירה הכולל (ללא ניכוי מיסים, עמלות ותשלומים כלשהם)	אם אין, סמן כאן <input type="checkbox"/>
		₪	₪	<input type="checkbox"/>
		₪	₪	<input type="checkbox"/>
		₪	₪	<input type="checkbox"/>
		₪	₪	<input type="checkbox"/>
		₪	₪	<input type="checkbox"/>
		₪	₪	<input type="checkbox"/>
		₪	₪	<input type="checkbox"/>
		₪	₪	<input type="checkbox"/>
<p>8. מכירות החל מ-21 באפריל 2015 ועד 31 ביולי 2017 – יש לרשום בנפרד כל מכירה או העברה (כולל מסירה בחינם) של מניות רגילות של Perrigo החל מ-21 באפריל 2015 ועד סגירת המסחר ב-31 ביולי 2017 ב-TASE (חובה לספק תיעוד). רשום את מחיר המכירה בשקל ישראלי (ILS).</p>				
<p>אם נדרש לך עוד מקום עבור לוח הזמנים שלעיל, צרף לוחות זמנים נוספים באותו פורמט. כתוב באותיות דפוס את השם המלא של הבעלים המוטבים ואת ארבע הספרות האחרונות של מספר הביטוח הלאומי האמריקני/ מספר הזהוי לצורכי מס בכל עמוד נוסף. אם אכן תצרף לוחות זמנים נוספים, סמן תיבה זו.</p>				

חלק IV – כתב ויתור על תביעות וחתימה

עליך לקרוא גם את כתב הויתור והאישור שלהלן ולחתום בעמוד 10 של טופס תביעה זה.

אני (אנחנו) מכיר/ים בזאת, כי בהתאם לתנאים המפורטים בהתניה, ללא פעולה נוספת של אף אחד, במועד הקובע של הפשרה, אני (אנחנו), בשם עצמי (עצמנו) והיורשים, מבצעי צוואה, מנהלי העיזבון, הקודמים, הממשיכים, והנמחים שלי (שלנו) (של התובע/ים), מתוקף סמכותם ככאלה, ייחשבו, ומכוח הדין והפסיקה ייראו כמי שהתפשרו, הסכימו, ויתרו, פטרו, פתרו, נטשו, ויתרו ושחררו באופן מלא, קבוע ולצמיתות כל אחת מטענות התובעים המשוחררות כנגד המשוחררים של הנתבעים; ואני/אנו נהיה חסומים ומנועים לעולם מהעלאת טענה כלשהי מטענות התובעים המשוחררות או כולן, כנגד כל המשוחררים של הנתבעים.

אישור

בחתימה על טופס תביעה זה והגשתו, התובע/ים או האדם/האנשים המייצגים את התובע/ים מסכים/ים לתוכן הויתור לעיל ומאשר/ים, כדלהלן:

1. כי אני (אנחנו) קראתי/קראנו והבנתי/והבנו את תוכן ההודעה וטופס תביעה זה, כולל הוראות לגבי הויתורים במסגרת הפשרה ובתנאי תוכנית ההקצאה;
2. כי התובע/ים חבר/ים בקבוצה, כמוגדר בהודעה, והיכללותו (היכללותם) בקבוצה לא נמנעה לפי ההגדרה כמפורט בהודעה;
3. כי התובע לא קיבל כל תשלום מנתבע כלשהו בקשר לטענה כלשהי מטענות התובעים המשוחררות בכל פעולה ישירה נגד הנתבעים (או בכל דרך אחרת מלבד במסגרת פשרה זו);
4. כי (היו) בבעלותי/תנו מניות רגילות של Perrigo שהוגדרו בטופס התביעה ולא ביצעתי/נו המחאה של זכות התביעה כנגד כל אחד מהנתבעים או כל אחד מהמשוחררים הנתבעים לאדם אחר, או שבחתימה על טופס תביעה זה והגשתו, יש לי (לנו) את הסמכות לפעול בשמו (בשמם) של בעלי מניות זה/אלה;
5. כי התובע/ים לא הגישו/ו כל תביעה אחרת המכסה את אותן רכישות של מניות רגילות של Perrigo ולא יודע (יודעים) על כל אדם אחר שעשה כן בשם התובע (התובעים);
6. כי התובע/ים מגישים לסמכות שיפוטו של בית המשפט ביחס לתביעתו של התובע (התובעים) ולמטרות אכיפת הויתורים המפורטים בזה;
7. כי אני (אנחנו) מסכים/ים לספק מידע נוסף שכזה ביחס לטופס תביעה זה בהתאם לדרישת המייצג הראשי, מנהל התביעות, או בית המשפט;
8. כי התובע/ים מוותרים על הזכות למשפט עם מושבעים, ככל שזו קיימת, ומסכים/ים להכרעת בית המשפט לגבי תוקף התביעה או סכום התביעה, ומוותרים על כל זכות ערעור או עיון מחודש ביחס לקביעה שכזו;
9. כי אני (אנחנו) מכיר/ים בכך שהתובע/ים יהיו מחויבים וכפופים לתנאים של פסיקה (פסיקות) כלשהי (כלשהן) אשר ייתכן שיופעלו; וכן
10. כי התובע/ים אינו (אינם) כפופים לניכוי מס לצורך גיבוי לפי הוראות סעיף 3406(א)(1)(ג) של קוד הכנסות הפנים מכיוון (1) שהתובע/ים פטורים מניכוי מס לצורך גיבוי או (2) שהתובע/ים לא קיבלו הודעה משירות הכנסות הפנים (IRS) לפיה הוא (הם) כפופים לניכוי מס לצורך גיבוי כתוצאה מאי-דיווח על כל האינטרסים והדיבידנדים או (3) ה-IRS דיווחו לתובע/ים שאינו (אינם) כפופים עוד לניכוי מס לצורך גיבוי. **אם ה-IRS הודיע לתובע/ים שהוא, או הם, כפופים לניכוי מס לצורך גיבוי, יש למחוק את הטקסט במשפט הקודם המציין שהתביעה אינה כפופה לניכוי מס לצורך גיבוי באישור לעיל.**

בהתאם לעונשים הקבועים בחוק בגין מתן שבועת שקר, אני (אנחנו) מאשר/ים שכל המידע שנמסר על ידי (ידינו) בטופס תביעה זה הוא נאמן, נכון ושלם, וכי המסמכים המוגשים בזאת הם עותקים נאמנים ומדויקים של מה שהם מתיימרים להיות.

חתימת התובע תאריך

רשום כאן את שם התובע באותיות דפוס

חתימת התובע המשותף, אם יש כזה תאריך

רשום כאן את שם התובע המשותף באותיות דפוס

אם התובע איננו אדם פרטי, או שאינו האדם הממלא טופס זה, יש לספק גם:

חתימה של האדם החותם בשמו של התובע תאריך

רשום כאן את שם האדם החותם בשמו של התובע באותיות דפוס

סמכות האדם החותם בשם התובע, אם איננו אדם פרטי, לדוגמה, מבצע צוואה, נשיא, נאמן, אפוטרופוס, וכדומה (יש לספק הוכחה לסמכות לפעול בשמו של התובע – ראה סעיף 10 בעמוד 4 של טופס תביעה זה).

רשימת תיוג לתזכורת

1. חתום על הוויטור והאישור לעיל. אם טופס תביעה זה מבוצע בשמם של תובעים משותפים, נדרש כי שניהם יחתמו על המסמך.



2. צרף רק **עותקים** של תיעוד תומך קביל שכן מסמכים אלה לא יוחזרו אליך.

3. אל תסמן כל חלק בטופס התביעה או במסמכים תומכים כלשהם.



4. שמור עותקים של טופס התביעה המלא ושל התיעוד לצורך רשומותיך.



5. מנהל התביעות יאשר את קבלת טופס התביעה שלך בדואר, בתוך 60 ימים. תביעתך לא תיחשב כאילו הוגשה עד אשר תקבל גלויית אישור. **אם אינך מקבל גלויית אישור בתוך 60 ימים, עליך ליצור קשר עם מנהל התביעות בשיחת חינם למספר 674-0175 (833)**

6. אם כתובתך תשתנה בעתיד, או אם טופס תביעה זה נשלח לכתובת ישנה או שגויה, עליך לשלוח למנהל התביעות הודעה בכתב על כתובתך החדשה. אם תשנה את שמך, עליך להודיע למנהל התביעות.



7. אם יש לך שאלות או חששות כלשהם בנוגע לתביעתך, צור קשר עם מנהל התביעות בכתובת הדואר שלהלן, בדוא"ל בכתובת info@PerrigoSecuritiesLitigation.com, או בשיחת חינם למספר 674-0175 (833), או שבאפשרותך לבקר בכתובת www.PerrigoSecuritiesLitigation.com. אל תתקשר אל Perrigo או למייצגיה בשאלות הנוגעות לתביעתך.



יש לשלוח טופס תביעה זה אל מנהל התביעות באמצעות שירות דואר במחלקה ראשונה או להגיש אותו באופן מקוון בכתובת WWW.PERRIGOSECURITIESLITIGATION.COM, **חתום בחותמת בית דואר (או כר שיתקבל) לא יאוחר מ-26 באוגוסט 2024**. אם טופס התביעה נשלח בדואר, יש למען אותו לכתובת הבאה:

Perrigo Securities Litigation
c/o JND Legal Administration
P.O. Box 91374
Seattle, WA 98111

טופס תביעה שנתקבל על-ידי מנהל התביעות ייחשב ככזה שהוגש במועד שליחתו, אם תאריך חותמת הדואר על המעטפה הוא **26 באוגוסט 2024** או קודם לכן, והוא נשלח בשירות דואר מחלקה ראשונה, ומוען בהתאם להוראות לעיל. בכל המקרים האחרים, טופס תביעה ייחשב ככזה שהוגש כאשר יתקבל בפועל על-ידי מנהל התביעות.

עליך להיות מודע לכך שעיבוד מלא של טופסי התביעה צפוי לארוך תקופה משמעותית. אנא התאזר בסבלנות והודע למנהל התביעות על כל שינוי בכתובתך.

EXHIBIT B

Notice of Proposed Settlement and Plan of Allocation Involving Purchasers of Perrigo Common Stock from April 21, 2015 through May 2, 2017 and Owners of Perrigo Common Stock as of November 12, 2015

NEWS PROVIDED BY
JND Legal Administration →
May 17, 2024, 09:17 ET

SEATTLE, May 17, 2024 /PRNewswire/ --

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

ROOFER'S PENSION FUND, on behalf of itself and all others similarly situated,

Plaintiff,

v.

JOSEPH C. PAPA, *et al.*,

Defendants.

Case No. 1:16-cv-02805-RMB-LDW

CLASS ACTION

**Summary Notice of (I) Proposed Settlement
and Plan of Allocation; (II) Settlement Hearing; and
(III) Motion for Attorneys' Fees and Litigation Expenses**

To:

- (1) All persons who purchased Perrigo Company plc's ("Perrigo") publicly traded common stock between April 21, 2015 and May 2, 2017, both dates inclusive (the "Class Period"), on the New York Stock Exchange or any other trading center within the United States and were damaged thereby;
- (2) All persons who purchased Perrigo's publicly traded common stock between April 21, 2015 and May 2, 2017, both dates inclusive, on the Tel Aviv Stock Exchange and were damaged thereby; and
- (3) All persons who owned Perrigo common stock as of November 12, 2015 and held such stock through at least 8:00 a.m. on November 13, 2015 (whether or not a person tendered their shares in response to the tender offer of Mylan, N.V).¹

PLEASE READ THIS NOTICE CAREFULLY; YOUR RIGHTS WILL BE AFFECTED BY THE SETTLEMENT OF A CLASS ACTION LAWSUIT PENDING IN THIS COURT.

YOU ARE HEREBY NOTIFIED, pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the District of New Jersey, that the Court-appointed Lead Plaintiff, on behalf of itself and the Court-certified Class, in the above-captioned securities class action (the "Action") has reached a proposed settlement of the Action with defendants Perrigo Company plc ("Perrigo") and Joseph C. Papa (collectively, "Defendants") for \$97,000,000 in cash that, if approved, will resolve all claims in the Action.

A hearing will be held on September 5, 2024 at 10:00 a.m., before the Honorable Leda Dunn Wettre, United States Magistrate Judge, in person in Courtroom 3C of the Martin Luther King Building & U.S. Courthouse, 50 Walnut Street, Newark, NJ 07101, to determine: (i) whether the proposed Settlement should be approved as fair, reasonable, and adequate; (ii) whether the Action should be dismissed with prejudice against Defendants, and the releases specified and described in the Stipulation and Agreement of Settlement dated April 4, 2024 should be granted; (iii) whether the proposed Plan of Allocation should be approved as fair and reasonable; and (iv) whether Lead Counsel's application for an award of attorneys' fees and payment of expenses should be approved.

If you are a member of the Class, your rights will be affected by the pending Action and the Settlement, and you may be entitled to share in the Net Settlement Fund. If you have not yet received the full printed Notice of (I) Proposed Settlement and Plan of Allocation; (II) Settlement Hearing; and (III) Motion for Attorneys' Fees and Litigation Expenses (the "Settlement Notice") and the Claim Form, you may obtain copies of these documents by contacting the Claims Administrator at *Perrigo Securities Litigation*, c/o JND Legal Administration, P.O. Box 91374, Seattle, WA 98111, 1-833-674-0175, info@PerrigoSecuritiesLitigation.com. Copies of the Settlement Notice and Claim Form can also be downloaded from the website for the Action, www.PerrigoSecuritiesLitigation.com.

If you are a Class Member, in order to be eligible to receive a payment under the proposed Settlement, you must submit a Claim Form *online or postmarked* no later than August 26, 2024. If you are a Class Member and do not submit a proper Claim Form, you will not be eligible to share in the distribution of the net proceeds of the Settlement but you will nevertheless be bound by any judgments or orders entered by the Court in the Action.

Any objections to the proposed Settlement, the proposed Plan of Allocation, and/or Lead Counsel's application for attorneys' fees and payment of expenses, must be filed with the Court and delivered to Lead Counsel and counsel for Defendants such that they are *received* no later than August 6, 2024, in accordance with the instructions set forth in the Settlement Notice.

Please do not contact the Court, the Clerk's office, Perrigo, any other Defendant in the Action, or their counsel regarding this notice. All questions about this notice, the proposed Settlement, or your eligibility to participate in the Settlement should be directed the Claims Administrator or Lead Counsel.

Requests for the Settlement Notice and Claim Form should be made to:

Perrigo Securities Litigation
c/o JND Legal Administration
P.O. Box 91374
Seattle, WA 98111
1-833-674-0175

info@PerrigoSecuritiesLitigation.com

www.PerrigoSecuritiesLitigation.com

Inquiries, other than requests for the Settlement Notice and Claim Form, may be made to Lead Counsel:

Pomerantz LLP
Joshua Silverman
10 S. LaSalle Street
Chicago, IL 60603
1-312-377-1181

jbsilverman@pomlaw.com



James A. Harrod
1251 Avenue of the Americas
New York, NY 10020
1-800-380-8496
settlements@blbglaw.com

By Order of the Court

¹ Certain persons and entities are excluded from the Class by definition and others are excluded pursuant to request. The full definition of the Class including a complete description of who is excluded from the Class is set forth in the full Settlement Notice referred to above.

SOURCE JND Legal Administration

Notice of Proposed Settlement and Plan of Allocation Involving Purchasers of Perrigo Common Stock from April 21, 2015 through May 2, 2017 and Owners of Perrigo Common Stock as of November 12, 2015

Your publication date and time will appear here. | Source: [JND Legal Administration](#)

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SEATTLE, May 17, 2024 (GLOBE NEWSWIRE) --

UNITED STATES DISTRICT COURT DISTRICT OF NEW JERSEY

ROOFER'S PENSION
FUND, on behalf of
itself and all others
similarly situated,

Plaintiff,

v.

JOSEPH C. PAPA, *et al.*,

Defendants.

Case No. 1:16-cv-02805-RMB-LDW
CLASS ACTION

SUMMARY NOTICE OF (I) PROPOSED SETTLEMENT AND PLAN OF ALLOCATION; (II) SETTLEMENT HEARING; AND (III) MOTION FOR ATTORNEYS' FEES AND LITIGATION EXPENSES

To:

(1) All persons who purchased Perrigo Company plc's ("Perrigo") publicly traded common stock between April 21, 2015 and May 2, 2017, both dates inclusive (the "Class Period"), on the New York

Stock Exchange or any other trading center within the United States and were damaged thereby;

(2) All persons who purchased Perrigo's publicly traded common stock between April 21, 2015 and May 2, 2017, both dates inclusive, on the Tel Aviv Stock Exchange and were damaged thereby; and

(3) All persons who owned Perrigo common stock as of November 12, 2015 and held such stock through at least 8:00 a.m. on November 13, 2015 (whether or not a person tendered their shares in response to the tender offer of Mylan, N.V").¹

PLEASE READ THIS NOTICE CAREFULLY; YOUR RIGHTS WILL BE AFFECTED BY THE SETTLEMENT OF A CLASS ACTION LAWSUIT PENDING IN THIS COURT.

YOU ARE HEREBY NOTIFIED, pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the District of New Jersey, that the Court-appointed Lead Plaintiff, on behalf of itself and the Court-certified Class, in the above-captioned securities class action (the "Action") has reached a proposed settlement of the Action with defendants Perrigo Company plc ("Perrigo") and Joseph C. Papa (collectively, "Defendants") for **\$97,000,000** in cash that, if approved, will resolve all claims in the Action.

A hearing will be held on September 5, 2024 at 10:00 a.m., before the Honorable Leda Dunn Wettre, United States Magistrate Judge, in person in Courtroom 3C of the Martin Luther King Building & U.S. Courthouse, 50 Walnut Street, Newark, NJ 07101, to determine: (i) whether the proposed Settlement should be approved as fair, reasonable, and adequate; (ii) whether the Action should be dismissed with prejudice against Defendants, and the releases specified and described in the Stipulation and Agreement of Settlement dated April 4, 2024 should be granted; (iii) whether the proposed Plan of Allocation should be approved as fair and reasonable; and (iv) whether Lead Counsel's application for an award of attorneys' fees and payment of expenses should be approved.

If you are a member of the Class, your rights will be affected by the pending Action and the Settlement, and you may be entitled to share in the Net Settlement Fund. If you have not yet received the full printed Notice of (I) Proposed Settlement and Plan of Allocation; (II) Settlement Hearing; and (III) Motion for Attorneys' Fees and

Litigation Expenses (the "Settlement Notice") and the Claim Form, you may obtain copies of these documents by contacting the Claims Administrator at *Perrigo Securities Litigation*, c/o JND Legal Administration, P.O. Box 91374, Seattle, WA 98111, 1-833-674-0175, info@PerrigoSecuritiesLitigation.com. Copies of the Settlement Notice and Claim Form can also be downloaded from the website for the Action, www.PerrigoSecuritiesLitigation.com.

If you are a Class Member, in order to be eligible to receive a payment under the proposed Settlement, you must submit a Claim Form **online or postmarked no later than August 26, 2024**. If you are a Class Member and do not submit a proper Claim Form, you will not be eligible to share in the distribution of the net proceeds of the Settlement but you will nevertheless be bound by any judgments or orders entered by the Court in the Action.

Any objections to the proposed Settlement, the proposed Plan of Allocation, and/or Lead Counsel's application for attorneys' fees and payment of expenses, must be filed with the Court and delivered to Lead Counsel and counsel for Defendants such that they are **received no later than August 6, 2024**, in accordance with the instructions set forth in the Settlement Notice.

Please do not contact the Court, the Clerk's office, Perrigo, any other Defendant in the Action, or their counsel regarding this notice. All questions about this notice, the proposed Settlement, or your eligibility to participate in the Settlement should be directed the Claims Administrator or Lead Counsel.

Requests for the Settlement Notice and Claim Form should be made to:

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c/o JND Legal Administration

P.O. Box 91374

Seattle, WA 98111

1-833-674-0175

info@PerrigoSecuritiesLitigation.com

www.PerrigoSecuritiesLitigation.com

Inquiries, other than requests for the Settlement Notice and Claim Form, may be made to Lead Counsel:

Pomerantz LLP

Joshua Silverman

10 S. LaSalle Street

Chicago, IL 60603

1-312-377-1181

jbsilverman@pomlaw.com

Bernstein Litowitz Berger & Grossmann LLP

James A. Harrod

1251 Avenue of the Americas

New York, NY 10020

1-800-380-8496

settlements@blbglaw.com

By Order of the Court

¹ Certain persons and entities are excluded from the Class by definition and others are excluded pursuant to request. The full definition of the Class including a complete description of who is excluded from the Class is set forth in the full Settlement Notice referred to above.

Tags

[Class Action](#)

הודעה על הצעת הסדר ותוכנית הקצאה הכוללת רוכשי מניות רגילות של Perrigo מ-21 באפריל 2015 עד 2 במאי 2017 ובעלי מניות רגילות של Perrigo מיום 12 בנובמבר 2015

Your publication date and time will
appear here.

| Source: [JND Legal
Administration](#)

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סיאטל, (GLOBE NEWSWIRE) -- May 17, 2024

בית המשפט המחוזי של ארצות הברית

מחוז ניו ג'רזי

קרן הפנסיה של רופר (ROOFER'S PENSION FUND), בשם עצמה ובשם כל
האחרים הממוקמים באופן דומה,

התובע,

תיק מס' 16:16-RMB-LDW-02805-cv

תביעה ייצוגית

נגד

JOSEPH C. PAPA, et al.,

הנתבעים.

הודעה מסכמת על (1) הסדר מוצע ותוכנית הקצאה; (2) דיון בפשרה; ו-

(3) בקשה לשכר טרחת עורך דין והוצאות התדיינות משפטית

ל:

(1) כל האנשים שרכשו מניות רגילות של Perrigo Company plc ("פריגו") ושנסחרו
בבורסה בין 21 באפריל 2015 ל-2 במאי 2017, שני התאריכים כוללים ("תקופת הייצוג"),
בבורסה לניירות ערך בניו יורק או בכל מרכז מסחר אחר בתוך ארצות הברית וניזוקו
כתוצאה מכך;

(2) כל מי שרכשו מניות רגילות של Perrigo הנסחרות בבורסה לניירות ערך בתל אביב
בין התאריכים 21 באפריל 2015 עד 2 במאי 2017, שני התאריכים כוללים, וניזוקו כתוצאה
מכך; ו

(3) כל מי שהחזיק במניות רגילות של Perrigo נכון ליום 12 בנובמבר 2015 והחזיק במניות אלה עד השעה 8:00 בבוקר לפחות ב-13 בנובמבר 2015 (בין אם אדם הציע את מניותיו בתגובה להצעת הרכש של Mylan ובין אם לאו).¹

אנא קראו הודעה זו בעיון; זכויותיכם יושפעו מיישוב תביעה ייצוגית התלויה ועומדת בבית משפט זה.

אתם מודיעים בזאת, בהתאם לכלל 23 של הכללים הפדרליים של סדר הדין האזרחי וצו של בית המשפט המחוזי של ארצות הברית במחוז ניו ג'רזי, כי התובע הראשי שמונה על ידי בית המשפט, בשם עצמו ובשם הקבוצה המאושרת על ידי בית המשפט, בתביעה הייצוגית בניירות ערך שכותרתה לעיל ("התביעה") הגיע להסדר מוצע של התביעה עם הנתבעים Perrigo Company plc ("פריגו") וג'וזף ס. פאפא (Joseph C. Papa) (ביחד, "הנתבעים") תמורת **97,000,000** דולר ארה"ב במזומן, שאם יאושרו, יפתרו את כל התביעות בתביעה.

דיון יתקיים ביום 5 בספטמבר 2024 בשעה 10:00 בבוקר, בפני כבוד לדה דאן ווטר (Leda Dunn Wettre), שופטת השלום של ארצות הברית, באופן אישי באולם 3C של בניין מרטין לותר קינג ובית המשפט האמריקאי, רחוב וולנאט 50, ניוארק, ניו ג'רזי 07101, כדי לקבוע: (i) האם יש לאשר את הסדר הפשרה המוצע כהוגן, סביר והולם; (2) האם יש לדחות את התביעה תוך פגיעה בנתבעים, ולהיעתר לשחרורים המפורטים והמתוארים בתניה ובהסכם הפשרה מיום 4 באפריל 2024; (3) האם יש לאשר את תכנית ההקצאה המוצעת כהוגנת וסבירה; ו-(4) האם יש לאשר את בקשתו של היועץ המשפטי לממשלה לפסיקת שכר טרחת עורך דין ותשלום הוצאות.

אם אתם חברים בקבוצה, זכויותיכם יושפעו מהתביעה התלויה ועומדת ומהסדר הפשרה, וייתכן שתהיו זכאים להשתתף בקרן ההסדר נטו. אם טרם קיבלתם את ההודעה המודפסת המלאה על (I) הסדר מוצע ותוכנית הקצאה; (II) דיון בפשרה; וכן (III) בקשה לשכר טרחת עורכי דין והוצאות התדיינות משפטית ("הודעת הפשרה") וטופס התביעה, תוכלו לקבל עותקים של מסמכים אלה על ידי יצירת קשר עם מנהל התביעות ב-Perrigo Securities Litigation, c/o JND Legal Administration, P.O. Box 91374, Seattle, WA 98111, 1-833-674-0175, info@PerrigoSecuritiesLitigation.com. ניתן גם להוריד עותקים של הודעת הפשרה וטופס התביעה מאתר האינטרנט של התביעה, www.PerrigoSecuritiesLitigation.com.

אם אתם חברים בקבוצה, על מנת להיות זכאים לקבל תשלום במסגרת הסדר הפשרה המוצע, עליכם להגיש טופס תביעה **מקוון או מסומן בדואר לא יאוחר מיום 26 באוגוסט 2024**. אם אתם חברים בקבוצה ולא תגישו טופס תביעה מתאים, לא תהיו זכאיים להשתתף בחלוקת התמורה נטו של הסדר הפשרה, אך בכל זאת תהיו מחויבים לכל פסקי הדין או הצווים שהוזנו על ידי בית המשפט בתביעה.

כל התנגדות להסדר הפשרה המוצע, לתוכנית ההקצאה המוצעת ו/או לבקשת היועץ הראשי לשכר טרחת עורך דין ותשלום הוצאות, יש להגיש לבית המשפט ולמסור לבא כוח ראשי ולבא כוח הנתבעים כך **שיתקבלו לא יאוחר מיום 6 באוגוסט 2024**, בהתאם להוראות המפורטות בהודעת הפשרה.

אין לפנות לבית המשפט, למשרד הפקיד, ל- Perrigo, לכל נתבע אחר בתביעה, או לבאי כוחם בנוגע להודעה זו. כל שאלה בנוגע להודעה זו, להסדר הפשרה המוצע או לזכאותכם להשתתף בהסדר הפשרה יש להפנות למנהל התביעות או ליועץ המשפטי הראשי.

בקשות להודעת הסדר הפשרה ולטופס התביעה יש להגיש אל:

Perrigo Securities Litigation

c/o JND Legal Administration

P.O. Box 91374

Seattle, WA 98111

1-833-674-0175

info@PerrigoSecuritiesLitigation.com

www.PerrigoSecuritiesLitigation.com

פניות, למעט בקשות להודעת הסדר פשרה וטופס תביעה, ניתן להפנות לעורך הדין הראשי:

Pomerantz LLP

Joshua Silverman

S. LaSalle Street 10

Chicago, IL 60603

1-312-377-1181

jbsilverman@pomlaw.com

Bernstein Litowitz Berger & Grossmann LLP

James A. Harrod

Avenue of the Americas 1251

New York, NY 10020

1-800-380-8496

settlements@blbglaw.com

בהוראת בית המשפט

¹ אנשים וישויות מסוימים אינם נכללים בקבוצה מעצם הגדרתם ואחרים אינם נכללים בהתאם לבקשה. ההגדרה המלאה של הקבוצה, כולל תיאור מלא של מי שאינו נכלל בקבוצה, מפורטת בהודעת ההסדר המלאה שהוזכרה לעיל.

Notice of Proposed Settlement and Plan of Allocation Involving Purchasers of Perrigo Common Stock from April 21, 2015 through May 2, 2017 and Owners of Perrigo Common Stock as of November 12, 2015

Your publication date and time will appear here. | Source: [JND Legal Administration](#)

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SEATTLE, June 24, 2024 (GLOBE NEWSWIRE) --

UNITED STATES DISTRICT COURT DISTRICT OF NEW JERSEY

ROOFER'S PENSION FUND, on
behalf of
itself and all others similarly situated,

Plaintiff,

v.

JOSEPH C. PAPA, *et al.*,

Defendants

Case No. 1:16-cv-02805-RMB-LDW

CLASS ACTION

SUMMARY NOTICE OF (I) PROPOSED SETTLEMENT AND PLAN OF ALLOCATION; (II) SETTLEMENT HEARING; AND (III) MOTION FOR ATTORNEYS' FEES AND LITIGATION EXPENSES

To: (1) All persons who purchased Perrigo Company plc's ("Perrigo") publicly traded common stock between April 21, 2015 and May 2, 2017, both dates inclusive (the "Class Period"), on the New York Stock Exchange or any other trading center within the United States and were damaged thereby;

(2) All persons who purchased Perrigo's publicly traded common stock between April 21, 2015 and May 2, 2017, both dates inclusive, on the Tel Aviv Stock Exchange and were damaged thereby; and

(3) All persons who owned Perrigo common stock as of November 12, 2015 and held such stock through at least 8:00 a.m. on November 13, 2015 (whether or not a person tendered their shares in response to the tender offer of Mylan, N.V).¹

PLEASE READ THIS NOTICE CAREFULLY; YOUR RIGHTS WILL BE AFFECTED BY THE SETTLEMENT OF A CLASS ACTION LAWSUIT PENDING IN THIS COURT.

YOU ARE HEREBY NOTIFIED, pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the District of New Jersey, that the Court-appointed Lead Plaintiff, on behalf of itself and the Court-certified Class, in the above-captioned securities class action (the "Action") has reached a proposed settlement of the Action with defendants Perrigo Company plc ("Perrigo") and Joseph C. Papa (collectively, "Defendants") for **\$97,000,000** in cash that, if approved, will resolve all claims in the Action.

A hearing will be held on September 5, 2024 at 10:00 a.m., before the Honorable Leda Dunn Wettre, United States Magistrate Judge, in person in Courtroom 3C of the Martin Luther King Building & U.S. Courthouse, 50 Walnut Street, Newark, NJ 07101, to determine: (i) whether the proposed Settlement should be approved as fair, reasonable, and adequate; (ii) whether the Action should be dismissed with prejudice against Defendants, and the releases specified and described in the Stipulation and Agreement of Settlement dated April 4, 2024 should be granted; (iii) whether the proposed Plan of Allocation should be approved as fair and reasonable; and (iv) whether Lead Counsel's application for an award of attorneys' fees and payment of expenses should be approved.

If you are a member of the Class, your rights will be affected by the pending Action and the Settlement, and you may be entitled to share in the Net Settlement Fund. If you have not yet received the full printed Notice of (I) Proposed Settlement and Plan of Allocation; (II) Settlement Hearing; and (III) Motion for Attorneys' Fees and

Litigation Expenses (the "Settlement Notice") and the Claim Form, you may obtain copies of these documents by contacting the Claims Administrator at *Perrigo Securities Litigation*, c/o JND Legal Administration, P.O. Box 91374, Seattle, WA 98111, 1-833-674-0175, info@PerrigoSecuritiesLitigation.com. Copies of the Settlement Notice and Claim Form can also be downloaded from the website for the Action, www.PerrigoSecuritiesLitigation.com.

If you are a Class Member, in order to be eligible to receive a payment under the proposed Settlement, you must submit a Claim Form **online or postmarked no later than August 26, 2024**. If you are a Class Member and do not submit a proper Claim Form, you will not be eligible to share in the distribution of the net proceeds of the Settlement but you will nevertheless be bound by any judgments or orders entered by the Court in the Action.

Any objections to the proposed Settlement, the proposed Plan of Allocation, and/or Lead Counsel's application for attorneys' fees and payment of expenses, must be filed with the Court and delivered to Lead Counsel and counsel for Defendants such that they are **received no later than August 6, 2024**, in accordance with the instructions set forth in the Settlement Notice.

Please do not contact the Court, the Clerk's office, Perrigo, any other Defendant in the Action, or their counsel regarding this notice. All questions about this notice, the proposed Settlement, or your eligibility to participate in the Settlement should be directed the Claims Administrator or Lead Counsel.

Requests for the Settlement Notice and Claim Form should be made to:

Perrigo Securities Litigation

c/o JND Legal Administration

P.O. Box 91374

Seattle, WA 98111

1-833-674-0175

info@PerrigoSecuritiesLitigation.com

www.PerrigoSecuritiesLitigation.com

Inquiries, other than requests for the Settlement Notice and Claim Form, may be made to Lead Counsel:

Pomerantz LLP

Joshua Silverman

10 S. LaSalle Street

Chicago, IL 60603

1-312-377-1181

jbsilverman@pomlaw.com

Bernstein Litowitz Berger & Grossmann LLP

James A. Harrod

1251 Avenue of the Americas

New York, NY 10020

1-800-380-8496

settlements@blbglaw.com

By Order of the Court

¹ Certain persons and entities are excluded from the Class by definition and others are excluded pursuant to request. The full definition of the Class including a complete description of who is excluded from the Class is set forth in the full Settlement Notice referred to above.

Tags

Class Action

הודעה על הצעת הסדר ותוכנית הקצאה הכוללת רוכשי מניות רגילות של Perrigo מ-21 באפריל 2015 עד 2 במאי 2017 ובעלי מניות רגילות של Perrigo מיום 12 בנובמבר 2015

Your publication date and time will
appear here.

| Source: [JND Legal
Administration](#)

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סיאטל, (GLOBE NEWSWIRE) -- June 24, 2024

בית המשפט המחוזי של ארצות הברית

מחוז ניו ג'רזי

תיק מס' 1:16--cv-02805-
RMB-LDW

תביעה ייצוגית

קרן הפנסיה של ROOFER, בשם עצמה ובשם כל האחרים
הממוקמים באופן דומה,

התובעת,

נגד

JOSEPH C. PAPA, et al

הנתבעים

הודעה מסכמת על (1) הסדר

מוצע ותוכנית הקצאה; (2) דיון בפשרה; ו-

(3) בקשה לשכר טרחת עורך דין והוצאות התדיינות משפטית

ל: (1) כל האנשים שרכשו מניות רגילות של ("Perrigo") Perrigo Company plc שנסחרו בבורסה בין 21 באפריל 2015 ל-2 במאי 2017, שני התאריכים כוללים ("התקופה הייצוגית"), בבורסה לניירות ערך בניו יורק או בכל מרכז מסחר אחר בתוך ארצות הברית וניזוקו כתוצאה מכך;

(2) כל מי שרכש מניות רגילות של Perrigo הנסחרות בבורסה לניירות ערך בתל אביב בין התאריכים 21 באפריל 2015 עד 2 במאי 2017, בשני המועדים כולל, וניזוק כתוצאה

מכך; ו

(3) כל מי שהחזיק במניות רגילות של Perrigo נכון ל-12 בנובמבר 2015 והחזיק במניות אלה עד השעה 8:00 בבוקר לפחות ב-13 בנובמבר 2015 (בין אם אדם הציע את מניותיו בתגובה להצעת הרכש של Mylan ובין אם לאו).¹

אנא קראו הודעה זו בעיון; זכויותיכם יושפעו מיישוב תביעה ייצוגית התלויה ועומדת בבית משפט זה.

הנכם מקבלים הודעה זאת, בהתאם לכלל 23 של הכללים הפדרליים של סדר הדין האזרחי וצו של בית המשפט המחוזי של ארצות הברית במחוז ניו ג'רזי, כי התובע הראשי שמונה על ידי בית המשפט, בשם עצמו ובשם הקבוצה המאושרת על ידי בית המשפט, בתביעה הייצוגית בניירות ערך שכותרתה לעיל ("התביעה") הגיע להסדר מוצע של התביעה עם הנתבעים Perrigo Company plc ("פריגו") ו-Joseph C. Papa (ביחד, "הנתבעים") תמורת **97,000,000** דולר ארצות הברית במזומן, שאם יאושרו, יסיימו את כל התביעות בתביעה.

דיון יתקיים ביום 5 בספטמבר 2024 בשעה 10:00 בבוקר, בפני שופטת השלום של ארצות הברית לדה דאן ווטר (Leda Dunn Wettre), באופן אישי באולם 3C של בניין מרטין לותר קינג ובית המשפט האמריקאי, רחוב וולנאט 50, ניוארק, ניו ג'רזי 07101 (Walnut 50 Street, Newark, NJ 07101), כדי לקבוע: (i) האם יש לאשר את הסדר הפשרה המוצע כהוגן, סביר והולם; (ii) האם יש לדחות את התביעה תוך פגיעה בנתבעים, ולהיעתר לשחרורים המפורטים והמתוארים בתניה ובהסכם הפשרה מיום 4 באפריל 2024; (iii) האם יש לאשר את תכנית ההקצאה המוצעת כהוגנת וסבירה; ו-(4) האם יש לאשר את בקשתו של היועץ המשפטי הראשי לפסיקת שכר טרחת עורך דין ותשלום הוצאות.

אם אתם חברים בקבוצה, זכויותיכם יושפעו מהתביעה התלויה ועומדת ומהסדר הפשרה, וייתכן שתהיו זכאים להשתתף בקרן ההסדר נטו. אם טרם קיבלתם את ההודעה המודפסת המלאה על (I) הסדר מוצע ותוכנית הקצאה; (II) דיון בפשרה; וכן (III) בקשה לשכר טרחת עורכי דין והוצאות התדיינות משפטית ("הודעת הפשרה") וטופס התביעה, תוכלו לקבל עותקים של מסמכים אלה על ידי יצירת קשר עם מנהל התביעות ב-Perrigo Securities Litigation, c/o JND Legal Administration, P.O. Box 91374, Seattle, WA 98111, 1-833-674-0175, info@PerrigoSecuritiesLitigation.com. ניתן גם להוריד עותקים של הודעת הפשרה וטופס התביעה מאתר האינטרנט של התביעה, www.PerrigoSecuritiesLitigation.com.

אם אתם חברים בקבוצה, על מנת להיות זכאים לקבל תשלום במסגרת הסדר הפשרה המוצע, עליכם להגיש טופס תביעה **מקוון או מסומן בדואר לא יאוחר מיום 26 באוגוסט 2024**. אם אתם חברים בקבוצה ולא תגישו טופס תביעה מתאים, לא תהיו זכאים להשתתף בחלוקת התמורה נטו של הסדר הפשרה, אך בכל זאת תהיו מחויבים לכל פסקי הדין או הצווים שהוזנו על ידי בית המשפט בתביעה.

כל התנגדות להסדר הפשרה המוצע, לתוכנית ההקצאה המוצעת ו/או לבקשת היועץ הראשי לשכר טרחת עורך דין ותשלום הוצאות, יש להגיש לבית המשפט ולמסור לבא כוח ראשי ולבא כוח הנתבעים כך **שיתקבלו לא יאוחר מיום 6 באוגוסט 2024**, בהתאם להוראות המפורטות בהודעת הפשרה.

אין לפנות לבית המשפט, למשרד הפקיד, ל-Perrigo, לכל נתבע אחר בתביעה, או לבאי כוחם בנוגע להודעה זו. כל שאלה בנוגע להודעה זו, להסדר הפשרה המוצע או לזכאותכם להשתתף בהסדר הפשרה יש להפנות למנהל התביעות או ליועץ המשפטי הראשי.

בקשות להודעת הסדר הפשרה ולטופס התביעה יש להגיש אל:

Perrigo Securities Litigation

c/o JND Legal Administration

P.O. Box 91374

Seattle, WA 98111

1-833-674-0175

info@PerrigoSecuritiesLitigation.com

www.PerrigoSecuritiesLitigation.com

פניות, למעט בקשות להודעת הסדר פשרה וטופס תביעה, ניתן להפנות לעורך הדין הראשי:

Pomerantz LLP

Joshua Silverman

S. LaSalle Street 10

Chicago, IL 60603

1-312-377-1181

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Bernstein Litowitz Berger & Grossmann LLP

James A. Harrod

Avenue of the Americas 1251

New York, NY 10020

1-800-380-8496

settlements@blbglaw.com

בהוראת בית המשפט

¹ אנשים וישויות מסוימים אינם נכללים בקבוצה מעצם הגדרתם, ואחרים אינם נכללים בהתאם לבקשה. ההגדרה המלאה של הקבוצה, כולל תיאור מלא של מי שאינם נכללים בקבוצה, מפורטת בהודעת ההסדר המלאה שהוזכרה לעיל.

EXHIBIT B

**UNITED STATES DISTRICT COURT
DISTRICT COURT OF NEW JERSEY**

ROOFER’S PENSION FUND, Individually and On Behalf of All Others Similarly Situated, <p style="text-align: right;">Plaintiff,</p> <p style="text-align: center;">v.</p> PERRIGO COMPANY PLC, <i>et al.</i> , <p style="text-align: right;">Defendan</p>	}	Case No. 1:16-CV-02805 RMB LDW Hon. Renée Marie Bumb Hon. Leda Dunn Wettre CLASS ACTION
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**DECLARATION OF JOSHUA B. SILVERMAN ON BEHALF OF
POMERANTZ LLP IN SUPPORT OF LEAD COUNSEL’S MOTION FOR
ATTORNEYS’ FEES AND LITIGATION EXPENSES**

I, Joshua B. Silverman, declare the following:

1. I am a partner in the law firm Pomerantz LLP (“Pomerantz”), which was appointed Co-Lead Counsel in this Action. I have been personally involved in the prosecution of this Action, and have personal knowledge of the facts set forth herein. I would testify to those facts if called to do so.
2. I and other attorneys (as well as non-attorney timekeepers like paralegals and analysts) contemporaneously record time and expenses in Pomeranz’s accounting

system. Such time and expenses are allocated in Pomeranz's accounting system on a case-specific basis, and I believe accurately reflect the amount of time spent and litigation expenses incurred by Pomerantz to date.

3. Pomerantz's accounting records confirm that Pomerantz has expended the following hours and lodestar prosecuting this Action through July 15, 2024:

ATTORNEY	STATUS	CURRENT RATE	HOURS	CURRENT TOTAL
Adams, Samuel J.	Of Counsel	\$775.00	8.00	\$6,200.00
Lieberman, Jeremy	Partner	\$1,325.00	1,036.70	\$1,373,627.50
Ludwig, Louis C.	Of Counsel	\$825.00	21.90	\$18,067.50
Silverman, Joshua B.	Partner	\$1,100.00	5,552.10	\$6,107,310.00
Pafiti, Jennifer	Partner	\$1,100.00	0.50	\$550.00
Hood, Alex	Partner	\$975.00	58.70	\$57,232.50
Galbes, Fernanda	Project Associate	\$470.00	4,563.25	\$2,144,727.50
Szydlo, Brenda	Partner	\$1,000.00	16.90	\$16,900.00
Jafri, Omar	Partner	\$975.00	1,416.10	\$1,380,697.50
Lahav, Timor	Staff Attorney	\$510.00	217.80	\$111,078.00
Druhm, Kris	Project Associate	\$490.00	4,705.00	\$2,305,450.00
Lindenfeld, Jonathan	Associate	\$485.00	876.91	\$425,301.35
Raven, Michele	Project Associate	\$450.00	657.75	\$295,987.50
Lewis, Garth	Project Associate	\$465.00	1,814.35	\$843,672.75
Piszczor, Brian	Project Associate	\$450.00	2,036.75	\$916,537.50
Vasudevan, Krishna	Project Associate	\$450.00	628.80	\$282,960.00
Smith, Jennifer	Project Associate	\$450.00	1,906.45	\$857,902.50
Schultz, Richard	Project Associate	\$450.00	388.00	\$174,600.00
Hoskin, LaKeith	Project Associate	\$465.00	1,387.00	\$644,955.00
O'Meara, John	Project Associate	\$450.00	436.85	\$196,582.50
Trevino, Karina	Project Associate	\$465.00	3,492.00	\$1,623,780.00
Celik, Morgan	Project Associate	\$465.00	3,664.00	\$1,703,760.00
Geraghty, Peter	Project Associate	\$450.00	723.70	\$325,665.00
Garrette, Thomas	Project Associate	\$465.00	297.00	\$138,105.00
Schneider, Jared	Associate	\$510.00	535.80	\$273,258.00
Przybowski, Thomas	Associate	\$600.00	653.20	\$391,920.00
Krzywicki, Michael	Associate	\$425.00	554.60	\$235,705.00
Tourek, Christopher	Associate	\$700.00	12.00	\$8,400.00
O'Connell, Brian	Associate	\$700.00	28.60	\$20,020.00
Arifi, Genc	Associate	\$600.00	44.10	\$26,460.00
ATTORNEY TOTAL			37734.81	\$22,907,412.60
PARALEGAL AND OTHER TIMEKEEPERS	STATUS	CURRENT RATE	HOURS	CURRENT TOTAL
Cavener, Ann M.	Paralegal	\$275.00	6.00	\$1,650.00
Lo, Jack	Paralegal	\$365.00	173.50	\$63,327.50
Castro, Sydney	Legal Assistant	\$150.00	1.00	\$150.00
Hall, Simon	Paralegal	\$375.00	0.10	\$37.50
PARALEGAL AND OTHER TIMEKEEPERS TOTAL			180.60	\$65,165.00
FIRM'S TOTAL			37915.41	\$22,972,577.60

The above tabulation does not include any time related to its preparation of a fee request. The above time expenditures relate to time spent on activities reasonably necessary to prosecute this Action. The above hourly rates are the standard rates currently charged by Pomerantz for each timekeeper (or if the timekeeper has left Pomerantz, the rate at the time of his or her departure) and reflect the amounts that I believe the designated timekeeper could secure if paid on an hourly basis, after considering: (a) hourly rates approved by courts in other securities cases; (b) public reports of hourly rates charged by defense firms that participate in securities litigation; and (c) the experience and pedigree of each timekeeper.

5. Pomerantz's accounting records confirm that it incurred the following litigation expenses, none of which has been reimbursed to date:

Type of litigation Expense	Subtotal	Amount
Experts and consultants		\$2,110,182.24
-Amir Licht (<i>Israeli law</i>)	\$26,061.50	
-Fideres (<i>generic rx consultant</i>)	\$65,256.05	
-Stanford Consulting Group (<i>testifying re market efficiency, loss causation, damages, consulting re damages and plan of allocation</i>)	\$1,569,210.00	
-Marks Paneth (<i>accounting consultant</i>)	\$16,615.00	
-Todd Clark/IMS (<i>generic rx testifying</i>)	\$241,942.93	
-William Purcell (<i>mergers and investment significance</i>)	\$181,346.76	
-Loop Capital	\$9,750.00	
e-Discovery		\$382,678.13
2020 Class Notice		\$208,273.53

Depositions, process server, subpoena costs, letters rogatory		\$130,501.50
Mediator fees		\$123,254.00
Factual investigation incl. private investigator fees		\$58,178.63
Photocopy, postage, clerical overtime		\$15,926.97
Press releases		\$1,532.30
Travel & lodging		\$158,341.82
Meals and conferences		\$7,205.14
Legal Research		\$29,083.67
Filing fees		\$7,091.08
Total		\$3,232,249.01

6. Attached hereto as Exhibit 1 is Pomerantz's firm resume.

I make these declarations under threat of perjury in Chicago, Illinois this 24th day of July, 2024.



Joshua B. Silverman

POMERANTZ LLP

History Pomerantz LLP is one of the most respected law firms in the United States dedicated to representing investors. The Firm was founded in 1936 by the late Abraham L. Pomerantz, widely regarded as a legal pioneer and “dean” of the plaintiffs’ securities bar, who helped secure the right of investors to bring class and derivative actions.

Leadership Today, led by Managing Partner Jeremy A. Lieberman, the Firm maintains the commitments to excellence and integrity passed down by Abe Pomerantz.

Results Pomerantz achieved a historic \$3 billion settlement for defrauded investors in 2018 as well as precedent-setting legal rulings, in *In re Petrobras Securities Litigation*. Pomerantz consistently shapes the law, winning landmark decisions that expand and protect investor rights and initiating historic corporate governance reforms.

Global Expertise Beyond its three American offices, the Firm has offices in Paris, London, and Tel Aviv. Pomerantz also partners with an extensive network of prominent law firms across the globe to assist clients, wherever they are situated, in recovering monies lost due to corporate misconduct and securities fraud. Our team of attorneys is collectively fluent in English, Arabic, Cantonese, Mandarin, French, Hebrew, Italian, Portuguese, Romanian, Russian, Spanish, and Ukrainian.

Practice Pomerantz protects, expands, and vindicates shareholder rights through our securities litigation services and portfolio monitoring service. The Firm represents some of the largest and most influential pension funds, asset managers and institutional investors around the globe, monitoring assets of over \$9.4 trillion and growing. Pomerantz’s practice includes corporate governance, antitrust, and strategic consumer litigation.

Recognition Pomerantz has been recognized as a top tier firm by *The Legal 500*, *Benchmark Litigation*, and *Chambers USA*, among others. In 2020, Pomerantz was named the Plaintiff Firm of the Year by *Benchmark Litigation* and honored with *European Pensions’* inaugural Thought Leadership Award. Courts across the country have noted the quality of our legal work, and Pomerantz attorneys regularly receive praise from their peers. The 2024 *Benchmark Litigation* guide describes Pomerantz’s “prodigious capacity for cases and its tenacity to keep pursuing them” as well as the Firm’s work on litigation “with more meaningful angles.” The Firm’s attorneys have been recognized by major industry publications, including *The National Law Journal*, *The New York Law Journal*, *Law360*, and *Lawdragon*. Among the prestigious honors received by Pomerantz attorneys are the *Benchmark Litigation* Plaintiff Litigator of the Year Award (Jeremy Lieberman, 2019; Emma Gilmore 2024), *New York Law Journal* Innovation Award (Jennifer Pafiti, 2023), and *Law360* Titan of the Plaintiffs Bar (Murielle Steven Walsh, 2024).

Pomerantz is headquartered in New York City, with offices in Chicago, Los Angeles, London, Paris, and Tel Aviv.

Securities Litigation

Significant Landmarks

In re Petrobras Sec. Litig., No. 14-cv-9662 (S.D.N.Y. 2018)

On January 3, 2018, in a significant victory for investors, Pomerantz, as sole Lead Counsel for the class, along with Lead Plaintiff Universities Superannuation Scheme Limited (“USS”), achieved a historic \$2.95 billion settlement with Petróleo Brasileiro S.A. (“Petrobras”) and its related entity, Petrobras International Finance Company, as well as certain of Petrobras’ former executives and directors. On February 2, 2018, Pomerantz and USS reached a \$50 million settlement with Petrobras’ auditors, PricewaterhouseCoopers Auditores Independentes, bringing the total recovery for Petrobras investors to \$3 billion.

This is not only the largest securities class action settlement in a decade but is the largest settlement ever in a securities class action involving a foreign issuer, the fifth-largest securities class action settlement ever achieved in the United States, the largest securities class action settlement achieved by a foreign Lead Plaintiff, and the largest securities class action settlement in history not involving a restatement of financial reports.

The class action, brought on behalf of all purchasers of common and preferred American Depositary Shares (“ADSs”) on the New York Stock Exchange, as well as purchasers of certain Petrobras debt, principally alleged that Petrobras and its senior executives engaged in a multi-year, multi-billion-dollar money-laundering and bribery scheme, which was concealed from investors.

In addition to the multi-billion-dollar recovery for defrauded investors, Pomerantz secured precedent-setting decisions when the Second Circuit Court of Appeals squarely rejected defendants’ invitation to adopt the heightened ascertainability requirement promulgated by the Third Circuit, which would have required plaintiffs to demonstrate that determining membership in a class is “administratively feasible.” The Second Circuit’s rejection of this standard is not only a victory for bondholders in securities class actions, but also for plaintiffs in consumer fraud class actions and other class actions where documentation regarding Class membership is not readily attainable. The Second Circuit also refused to adopt a requirement, urged by defendants, that all securities class action plaintiffs seeking class certification prove through direct evidence (i.e., an event study) that the prices of the relevant securities moved in a particular direction in response to new information.

Pirnik v. Fiat Chrysler Automobiles N.V. et al., No. 1:15-cv-07199-JMF (S.D.N.Y)

In August 2019, Pomerantz, as Lead Counsel, achieved final approval of a \$110 million settlement for the Class in this high-profile securities class action. Plaintiffs alleged that Fiat Chrysler concealed from investors that it improperly outfitted its diesel vehicles with “defeat device” software designed to cheat NOx emissions regulations in the U.S. and Europe, and that regulators had accused Fiat Chrysler of violating the emissions regulations. The *Fiat Chrysler* recovery provides the class of investors with as much as 20% of recoverable damages—an excellent result when compared to historical statistics in class action settlements, where typical recoveries for cases of this size are between 1.6% and 3.3%.

In addition to creating precedent-setting case law in successfully defending the various motions to dismiss the *Fiat Chrysler* litigation, Pomerantz also significantly advanced investors' ability to obtain critically important discovery from regulators that are often at the center of securities actions. During the litigation, Pomerantz sought the deposition of a former employee of the National Highway Traffic Safety Administration ("NHTSA"). The United States Department of Transportation ("USDOT"), like most federal agencies, has enacted a set of regulations—known as "Touhy regulations"—governing when its employees may be called by private parties to testify in court. On their face, USDOT's regulations apply to both "current" and "former" employees. In response to Pomerantz's request to depose a former employee of NHTSA that interacted with Fiat Chrysler, NHTSA denied the request, citing the Touhy regulation. Despite the widespread application, and assumed appropriateness, of applying these regulations to former employees throughout the case law, Pomerantz filed an action against USDOT and NHTSA, arguing that the statute pursuant to which the Touhy regulations were enacted speaks only of "employees," which should be interpreted to apply only to current employees. The court granted summary judgment in favor of Pomerantz's clients, holding that "USDOT's Touhy regulations are unlawful to the extent that they apply to former employees." This victory will greatly shift the discovery tools available, so that investor plaintiffs in securities class actions against highly regulated entities (for example, companies subject to FDA regulations) will now be able to depose former employees of the regulators that interacted with the defendants during the class period to get critical testimony concerning the company's violations and misdeeds.

***Karimi v. Deutsche Bank AG*, 1:22-cv-02854 (S.D.N.Y.)**

On September 27, 2022, Pomerantz reached a \$26.25 million settlement on behalf of defrauded investors in a securities class action against Deutsche Bank AG. The settlement represents over 49% of estimated recoverable damages, far in excess of the 1.8% median recovery in similar cases.

The complaint alleges that Deutsche Bank failed to properly adhere to its own Know Your Customer ("KYC") policies when dealing with customers it considered high-risk, such as accused sex offender Jeffrey Epstein, Russian oligarchs and politically exposed persons ("PEPs") reportedly engaged in criminal activities. The Bank repeatedly assured investors that it had "developed effective procedures for assessing clients and processes for accepting new clients in order to facilitate comprehensive compliance" with these policies. In reality, however, during the Class Period, defendants repeatedly exempted high net-worth individuals and PEPs from any meaningful due diligence, further enabling their crimes through the use of the Bank's facilities.

For example, in 2013, Deutsche Bank took on Jeffrey Epstein as a client, despite his previous convictions for and new allegations of child sex trafficking and abuse. Because Epstein was regarded as a "high-risk" customer, he should have been subject to the strict due diligence required by the Bank's KYC program; however, he was instead classified as an "Honorary PEP," and his activities within the Bank were allowed to continue, largely due to the business he could generate for the Bank. Prior to his onboarding as a client, "40 underage girls had come forward with testimony of Epstein sexually assaulting them," and despite these allegations, Deutsche Bank remained "comfortable with things continuing."

Howard v. Arconic et al., No. 2:17-cv-01057 (W.D.Pa.)

In August 2023, Pomerantz, as Co-Lead Counsel, achieved final approval of a \$74 million settlement on behalf of defrauded investors in a securities class action against the American industrial company Arconic.

On June 14, 2017, a devastating fire broke out in the Grenfell Tower block of flats in London, United Kingdom, resulting in the deaths of 72 people and injuries to more than 70 other tenants. In the wake of the tragedy, numerous investigations were conducted, ultimately revealing that, while an electrical fault within the building instigated the blaze, Arconic's Reynobond PE panels, which covered the outside of the building, likely acted as an accelerant, contributing to the rapid spread of the flames to the floors above.

In August 2017, Pomerantz filed a securities class action against Arconic alleging that its stock price was artificially inflated during the Class Period by the company's misstatements about the safety of its Reynobond PE insulating panels. Following a partial dismissal, Pomerantz filed a second amended complaint, which cited numerous instances in which Arconic sold Reynobond PE panels for use in other high-rise towers in the UK and across the globe.

Notably, despite the United States' near universal ban of combustible Reynobond for buildings taller than twelve meters (40 feet), plaintiffs found that Arconic had sold these panels for use in the construction of numerous structures measuring twelve meters or higher throughout the country, including a terminal at the Dallas/Fort Worth airport and Ohio's Cleveland Browns stadium. The complaint also pointed to at least eighteen other instances in which deadly fires had spread through exterior wall assemblies, most of which involved high-rise buildings. The new allegations included in the second amended complaint convinced Chief U.S. District Judge Mark R. Hornak to not only change his mind on many of the claims he had previously dismissed, but also to make new law in plaintiffs favor on several significant issues, including the element of scienter, i.e., intent to deceive investors.

The \$74 million settlement represents approximately 22% of recoverable damages for defrauded Arconic shareholders, an amount far exceeding the 1.8% median recovery for all securities class action settlements in 2022.

Kaplan v. S.A.C. Capital Advisors, L.P., No. 12-cv-9350 (S.D.N.Y.)

In May 2017, Pomerantz, as Co-Lead Counsel, achieved final approval of a \$135 million recovery for the Class in this securities class action that stemmed from what has been called the most profitable insider trading scheme in U.S. history. After years of vigorous litigation, billionaire Steven A. Cohen's former hedge fund, S.A.C. Capital Advisors LP, agreed to settle the lawsuit by investors in the drug maker Elan Corp, who said they lost money because of insider trading by one of his portfolio managers.

In re BP p.l.c. Securities Litigation, MDL No. 2185 (S.D. Tex.)

Beginning in 2012, Pomerantz pursued ground-breaking individual lawsuits for institutional investors to recover losses in BP p.l.c.'s London-traded common stock and NYSE-traded American Depositary Shares (ADSs) arising from its 2010 Gulf of Mexico oil spill. Over nine years, Pomerantz briefed and argued every significant dispute on behalf of 125+ institutional plaintiffs, successfully opposed three motions to

dismiss, won other contested motions, oversaw e-discovery of 1.75 million party and non-party documents, led the Individual Action Plaintiffs Steering Committee, served as sole Liaison with BP and the Court, and worked tirelessly with our clients' outside investment management firms to develop crucial case evidence.

A threshold challenge was how to litigate in U.S. court given the U.S. Supreme Court's decision in *Morrison v. National Australia Bank*, 130 S. Ct. 2869 (2010), which barred recovery for losses in foreign-traded securities under the U.S. federal securities laws. In 2013 and 2014, Pomerantz won significant victories in defeating BP's *forum non conveniens* arguments, which sought to force dismissal of the English common law claims from U.S. courts for refiling in English courts, first as regards U.S. institutions and, later, foreign institutions. Pomerantz also defeated BP's attempt to extend the U.S. federal Securities Litigation Uniform Standards Act of 1998 to reach, and dismiss, these foreign law claims in deference to non-existent remedies under the U.S. federal securities laws. These rulings paved the way for 125+ global institutional investors to pursue their claims and marked the first time, post-*Morrison*, that U.S. and foreign investors, pursuing foreign claims seeking recovery for losses in a foreign company's foreign-traded securities, did so in a U.S. court. In 2017, Pomerantz earned an important victory that expanded investor rights under English law, permitting certain BP investors to pursue a "holder claim" theory seeking to recover losses in securities held, rather than purchased anew, in reliance on the alleged fraud—a theory barred under the U.S. federal securities laws since *Blue Chip Stamps v. Manor Drug Stores*, 421 U.S. 723 (1975). This win was significant, given the dearth of precedent from anywhere recognizing the viability of a "holder claim" under any non-U.S. law and holding that a given plaintiff alleged facts sufficiently evidencing reliance and documenting the resulting retention of an identifiable amount of shares on a date certain.

In Q1 2021, Pomerantz secured confidential, favorable monetary settlements from BP for our nearly three dozen clients, including public and private pension funds, money management firms, partnerships, and investment trusts from the U.S., Canada, the U.K., France, the Netherlands, and Australia.

In re Comverse Technology, Inc. Sec. Litig., No. 06-CV-1825 (E.D.N.Y.)

In June 2010, Judge Nicholas G. Garaufis of the U.S. District Court for the Eastern District of New York granted final approval of a \$225 million settlement proposed by Pomerantz and Lead Plaintiff the Menora Group, with Comverse Technology and certain of Comverse's former officers and directors, after four years of highly contested litigation. The *Comverse* settlement is one of the largest securities class action settlements reached since the passage of the Private Securities Litigation Reform Act ("PSLRA").¹ It is the second-largest recovery in a securities litigation involving the backdating of options, as well as one of the largest recoveries—\$60 million—from an individual officer-defendant, Comverse's founder and former CEO, Kobi Alexander.

Other Significant Settlements

Even before the enactment of the PSLRA, Pomerantz represented state agencies in securities class actions, including the Treasurer of the Commonwealth of Pennsylvania (recovered \$100 million) against a major investment bank. *In re Salomon Brothers Treasury Litig.*, No. 91-cv-5471 (S.D.N.Y.).

¹ Institutional Shareholder Services, *SCAS Top 100 Settlements Quarterly Report* (Sept. 30, 2010).

Pomerantz recovered \$50 million for the Treasurer of the State of New Jersey and several New Jersey pension funds in an individual action. This was a substantially higher recovery than what our clients would have obtained had they remained in a related federal class action. *Treasurer of State of New Jersey v. AOL Time Warner, Inc.* (N.J. Super. Ct. Law Div., Mercer Cty.).

Pomerantz has litigated numerous cases for the Louisiana School Employees' Retirement System. For example, as Lead Counsel, Pomerantz recovered \$74.75 million in a securities fraud class action against Citigroup, its CEO Sanford Weill, and its now infamous telecommunications analyst Jack Grubman. *In re Salomon Analyst AT&T Litig.*, No. 02-cv-6801 (S.D.N.Y.) Also, the Firm played a major role in a complex antitrust and securities class action which settled for over \$1 billion. *In re NASDAQ Market-Makers Antitrust Litig.*, MDL No. 1023 (S.D.N.Y.). Pomerantz was a member of the Executive Committee in *In re Transkaryotic Therapies, Inc. Securities Litigation*, C.A. No. 03-10165 (D. Mass.), helping to win a \$50 million settlement for the class.

In 2008, together with Co-Counsel, Pomerantz identified a substantial opportunity for recovery of losses in Countrywide mortgage-backed securities ("MBS") for three large New Mexico funds (New Mexico State Investment Council, New Mexico Public Employees' Retirement Association, and New Mexico Educational Retirement Board), which had been overlooked by all of the firms then in their securities litigation pool. We then filed the first non-class lawsuit by a public institution with respect to Countrywide MBS. See *N.M. State Inv. Council v. Countrywide Fin. Corp.*, No. D-0101-CV-2008-02289 (N.M. 1st Dist. Ct.). In Fall 2010, we negotiated for our clients an extremely favorable but confidential settlement.

Over its long history, Pomerantz has achieved significant settlements in numerous cases, a sampling of which appears below:

- *In re Petrobras Sec. Litig.*, No. 14-cv-9662 (S.D.N.Y. 2018)
\$3 billion settlement of securities class action in which Pomerantz was Lead Counsel.
- *Pirnik v. Fiat Chrysler Automobiles N.V. et al.*, No. 1:15-cv-07199-JMF (S.D.N.Y.)
\$110 million settlement of securities class action in which Pomerantz was Lead Counsel
- *In re Yahoo!, Inc. Sec. Litig.*, No. 17-cv-00373 (N.D. Cal. 2018)
\$80 million settlement of securities class action in which Pomerantz was Co-Lead Counsel
- *In re Libor Based Financial Instruments Antitrust Litig.*, 1:11-md-2262
\$31 million partial settlement with three defendants in this multi-district litigation in which Pomerantz represents the Berkshire Bank and the Government Development Bank for Puerto Rico
- *Kaplan v. S.A.C. Capital Advisors, L.P.*, No. 12-cv-9350 (S.D.N.Y. 2017)
\$135 million settlement of class action in which Pomerantz was Co-Lead Counsel.
- *In re Groupon, Inc. Sec. Litig.*, No. 12-cv-02450 (N.D. Ill. 2015)
\$45 million settlement of class action in which Pomerantz was sole Lead Counsel.
- *In re Elan Corp. Sec. Litig.*, No. 05-cv-2860 (S.D.N.Y. 2005)
\$75 million settlement in class action arising out of alleged accounting manipulations.
- *In re Safety-Kleen Corp. Stockholders Litig.*, No. 00-cv-736-17 (D.S.C. 2004)
\$54.5 million in total settlements in class action alleging accounting manipulations by corporate officials and auditors; last settlement reached on eve of trial.
- *Duckworth v. Country Life Ins. Co.*, No. 1998-CH-01046 (Ill. Cir. Ct., Cook Cty. 2000)
\$45 million recovery.

- *Snyder v. Nationwide Ins. Co.*, No. 97/0633 (N.Y. Sup. Ct. Onondaga Cty. 1998)
Settlement valued at \$100 million in derivative case arising from injuries to consumers purchasing life insurance policies.
- *In re National Health Lab., Inc. Sec. Litig.*, No. CV 92-1949 (S.D. Cal. 1995)
\$64 million recovery.
- *In re First Executive Corp. Sec. Litig.*, No. 89-cv-07135 (C.D. Cal. 1994)
\$102 million recovery for the class, exposing a massive securities fraud arising out of the Michael Milken debacle.
- *In re Boardwalk Marketplace Sec. Litig.*, MDL No. 712 (D. Conn. 1994)
Over \$66 million benefit in securities fraud action.
- *In re Telerate, Inc. S'holders Litig.*, C.A. No. 1115 (Del. Ch. 1989)
\$95 million benefit in case alleging violation of fiduciary duty under state law.

Pomerantz has also obtained stellar results for private institutions and Taft-Hartley funds. Below are a few examples:

- *In re Charter Commc'ns, Inc. Sec. Litig.*, No. 02-cv-1186 (E.D. Mo. 2005) (sole Lead Counsel for Lead Plaintiff StoneRidge Investment Partners LLC); \$146.25 million class settlement, where Charter also agreed to enact substantive improvements in corporate governance.
- *In re Am. Italian Pasta Sec. Litig.*, No. 05-cv-865 (W.D. Mo. 2008) (sole Lead Counsel for Lead Plaintiff Ironworkers Locals 40, 361 and 417; \$28.5 million aggregate settlements).
- *Richardson v. Gray*, No. 116880/1995 (N.Y. Sup. Ct. N.Y. Cty. 1999); and *In re Summit Metals*, No. 98-2870 (Bankr. D. Del. 2004) (two derivative actions where the Firm represented C.C. Partners Ltd. and obtained judgment of contempt against controlling shareholder for having made "extraordinary" payments to himself in violation of a preliminary injunction; persuaded the court to jail him for two years upon his refusal to pay; and, in a related action, won a \$43 million judgment after trial and obtained turnover of stock of two companies).

Shaping the Law

Not only has Pomerantz established a long track record of obtaining substantial monetary recoveries for our clients; whenever appropriate, we also pursue corporate governance reforms on their behalf. In *In re Chesapeake Shareholders Derivative Litigation*, No. CJ-2009-3983 (Okla. Dist. Ct., Okla. Cty. 2011), for example, the Firm served as Co-Lead Counsel, representing a public pension client in a derivative case arising from an excessive compensation package granted to Chesapeake's CEO and founder. This was a derivative action, not a class action. Yet it is illustrative of the results that can be obtained by an institutional investor in the corporate governance arena. There we obtained a settlement which called for the repayment of \$12.1 million and other consideration by the CEO. The Wall Street Journal (Nov. 3, 2011) characterized the settlement as "a rare concession for the 52-year-old executive, who has run the company largely by his own rules since he co-founded it in 1989." The settlement also included comprehensive corporate governance reforms.

The Firm has won many landmark decisions that have enhanced shareholders' rights and improved corporate governance. These include decisions that established that:

- defendants seeking to rebut the *Basic* presumption of reliance on an efficient market must do so by a preponderance of the evidence. *Waggoner v. Barclays PLC*, 875 F.3d 79 (2d Cir. 2017) (*Strougo v. Barclays PLC*, in the court below);
- plaintiffs have no burden to show price impact at the class certification stage. *Waggoner v. Barclays PLC*, 875 F.3d 79 (2d Cir. 2017) (*Strougo v. Barclays PLC*, in the court below);
- the ascertainability doctrine requires only that a class be defined using objective criteria that establish a membership with definite boundaries. *Universities Superannuation Scheme Ltd. v. Petróleo Brasileiro S.A. Petrobras*, 862 F.3d 250 (2d Cir. 2017);
- companies cannot adopt bylaws to regulate the rights of former stockholders. *Strougo v. Hollander*, C.A. No. 9770-CB (Del. Ch. 2015);
- a temporary rise in share price above its purchase price in the aftermath of a corrective disclosure does not eviscerate an investor's claim for damages. *Acticon AG v. China Ne. Petroleum Holdings Ltd.*, 692 F.3d 34 (2d Cir. 2012);
- an MBS holder may bring claims if the MBS price declines even if all payments of principal and interest have been made. Transcript of Proceedings, *N.M. State Inv. Council v. Countrywide Fin. Corp.*, No. D-0101-CV-2008-02289 (N.M. 1st Dist. Ct. Mar. 25, 2009);
- when a court selects a Lead Plaintiff under the Private Securities Litigation Reform Act ("PSLRA"), the standard for calculating the "largest financial interest" must take into account sales as well as purchases. *In re Comverse Tech., Inc. Sec. Litig.*, No. 06-cv-1825, 2007 U.S. Dist. LEXIS 14878 (E.D.N.Y. Mar. 2, 2007);
- a managing underwriter can owe fiduciary duties of loyalty and care to an issuer in connection with a public offering of the issuer stock, even in the absence of any contractual agreement. Professor John C. Coffee, a renowned Columbia University securities law professor, commenting on the ruling, stated: "It's going to change the practice of all underwriting." *EBC I, Inc. v. Goldman Sachs & Co.*, 5 N.Y. 3d 11 (2005);
- purchasers of options have standing to sue under federal securities laws. *In re Green Tree Fin. Corp. Options Litig.*, No. 97-2679, 2002 U.S. Dist. LEXIS 13986 (D. Minn. July 29, 2002);
- shareholders have a right to a jury trial in derivative actions. *Ross v. Bernhard*, 396 U.S. 531 (1970);
- a company may have the obligation to disclose to shareholders its Board's consideration of important corporate transactions, such as the possibility of a spin-off, even before any final decision has been made. *Kronfeld v. Trans World Airlines, Inc.*, 832 F.2d 726 (2d Cir. 1987);
- specific standards for assessing whether mutual fund advisors breach fiduciary duties by charging excessive fees. *Gartenberg v. Merrill Lynch Asset Mgmt., Inc.*, 740 F.2d 190 (2d Cir. 1984);
- investment advisors to mutual funds are fiduciaries who cannot sell their trustee positions for a profit. *Rosenfeld v. Black*, 445 F.2d 1337 (2d Cir. 1971); and
- management directors of mutual funds have a duty to make full disclosure to outside directors "in every area where there was even a possible conflict of interest." *Moses v. Burgin*, 445 F.2d 369 (1st Cir. 1971).

Comments from the Courts

Throughout its history, courts time and again have acknowledged the Firm's ability to vigorously pursue and successfully litigate actions on behalf of investors.

U.S. District Judge Noel L. Hillman, in approving the *In re Toronto-Dominion Bank Securities Litigation* settlement in October 2019, stated:

I commend counsel on both sides for their hard work, their very comprehensive and thoughtful submissions during the motion practice aspect of this case . . . It's clear to me that this was comprehensive, extensive, thoughtful, meaningful litigation leading up to the settlement . . . This settlement appears to have been obtained through the hard work of the Pomerantz firm . . . It was through their efforts and not piggybacking on any other work that resulted in this settlement.

In approving the settlement in *Strougo v. Barclays PLC* in June 2019, Judge Victor Marrero of the Southern District of New York wrote:

Let me thank counsel on both sides for the extraordinary work both sides did in bringing this matter to a reasonable conclusion. As the parties have indicated, the matter was intensely litigated, but it was done in the most extraordinary fashion with cooperation, collaboration, and high levels of professionalism on both sides, so I thank you.

In approving the \$3 billion settlement in *In re Petrobras Securities Litigation* in June 2018, Judge Jed S. Rakoff of the Southern District of New York wrote:

[T]he Court finds that Class Counsel's performance was in many respects exceptional, with the result that, as noted, the class is poised to enjoy a substantially larger per share recovery [65%] than the recovery enjoyed by numerous large and sophisticated plaintiffs who separately settled their claims.

At the hearing for preliminary approval of the settlement in *In re Petrobras Securities Litigation* in February 2018, Judge Rakoff stated:

[T]he lawyers in this case [are] some of the best lawyers in the United States, if not in the world.

Two years earlier, in certifying two Classes in *In re Petrobras Securities Litigation* in February 2016, Judge Rakoff wrote:

[O]n the basis not only of USS's counsel's prior experience but also the Court's observation of its advocacy over the many months since it was appointed Lead Counsel, the Court concludes that Pomerantz, the proposed class counsel, is "qualified, experienced and able to conduct the litigation." . . . [T]he Pomerantz firm has both the skill and resources to represent the Classes adequately.

In approving the settlement in *Thorpe v. Walter Investment Management Corp.*, No. 14-cv-20880, 2016 U.S. Dist. LEXIS 144133 (S.D. Fla. Oct. 14, 2016) Judge Ursula Ungaro wrote:

Class Counsel has developed a reputation for zealous advocacy in securities class actions . . . The settlement amount of \$24 million is an outstanding result.

At the May 2015 hearing wherein the court approved the settlement in *Courtney v. Avid Technology, Inc.*, No. 13-cv-10686 (D. Mass. May 12, 2015), following oral argument by Jeremy A. Lieberman, Judge William G. Young stated:

This has been very well litigated. It is always a privilege. I don't just say that as a matter of form. And I thank you for the vigorous litigation that I've been permitted to be a part of. [Tr. at 8-9.]

At the January 2012 hearing wherein the court approved the settlement in *In re Chesapeake Energy Corp. Shareholder Derivative Litigation*, No. CJ-2009-3983 (Okla. Dist. Ct., Okla. Cty. Jan. 30, 2012), following oral argument by Marc I. Gross, Judge Daniel L. Owens stated:

Counsel, it's a pleasure, and I mean this and rarely say it. I think I've said it two times in 25 years. It is an extreme pleasure to deal with counsel of such caliber. [Tr. at 48.]

In approving the \$225 million settlement in *In re Comverse Technology, Inc. Securities Litigation*, No. 06-CV-1825 (E.D.N.Y.) in June 2010, Judge Nicholas G. Garaufis stated:

As outlined above, the recovery in this case is one of the highest ever achieved in this type of securities action . . . The court also notes that, throughout this litigation, it has been impressed by Lead Counsel's acumen and diligence. The briefing has been thorough, clear, and convincing, and . . . Lead Counsel has not taken short cuts or relaxed its efforts at any stage of the litigation.

In approving a \$146.25 million settlement in *In re Charter Communications Securities Litigation*, No. 02-CV-1186, 2005 U.S. Dist. LEXIS 14772 (E.D. Mo. June 30, 2005), in which Pomerantz served as sole Lead Counsel, Judge Charles A. Shaw praised the Firm's efforts, citing "the vigor with which Lead Counsel . . . investigated claims, briefed the motions to dismiss, and negotiated the settlement." He further stated:

This Court believes Lead Plaintiff achieved an excellent result in a complex action, where the risk of obtaining a significantly smaller recovery, if any, was substantial.

In approving a \$24 million settlement in *In re Force Protection, Inc.*, No. 08 CV 845 (D.S.C. 2011), Judge C. Weston Houk described the Firm as "attorneys of great ability and great reputation" and commended the Firm for having "done an excellent job."

In certifying a class in a securities fraud action against analysts in *DeMarco v. Robertson Stephens, Inc.*, 228 F.R.D. 468 (S.D.N.Y. 2005), Judge Gerard D. Lynch stated that Pomerantz had "ably and zealously represented the interests of the class."

Numerous courts have made similar comments:

- Appointing Pomerantz Lead Counsel in *American Italian Pasta Co. Securities Litigation*, No 05-CV-0725 (W.D. Mo.), a class action that involved a massive fraud and restatements spanning several years, the District Court observed that the Firm "has significant experience (and has been extremely effective) litigating securities class actions, employs highly qualified attorneys,

and possesses ample resources to effectively manage the class litigation and protect the class's interests."

- In approving the settlement in *In re Wiring Devices Antitrust Litigation*, MDL No. 331 (E.D.N.Y. Sept. 9, 1980), Chief Judge Jack B. Weinstein stated that "Counsel for the plaintiffs I think did an excellent job . . . They are outstanding and skillful. The litigation was and is extremely complex. They assumed a great deal of responsibility. They recovered a very large amount given the possibility of no recovery here which was in my opinion substantial."
- In *Snyder v. Nationwide Insurance Co.*, No. 97/0633, (N.Y. Supreme Court, Onondaga Cty.), a case where Pomerantz served as Co-Lead Counsel, Judge Tormey stated, "It was a pleasure to work with you. This is a good result. You've got some great attorneys working on it."
- In *Steinberg v. Nationwide Mutual Insurance Co.* (E.D.N.Y. 2004), Judge Spatt, granting class certification and appointing the Firm as class counsel, observed: "The Pomerantz firm has a strong reputation as class counsel and has demonstrated its competence to serve as class counsel in this motion for class certification." (224 F.R.D. 67, 766.)
- In *Mercury Savings & Loan*, No. 90-cv-00087 LHM (C.D. Cal. 1993), Judge McLaughlin commended the Firm for the "absolutely extraordinary job in this litigation."
- In *Boardwalk Marketplace Securities Litigation*, MDL No. 712 (D. Conn.), Judge Eginton described the Firm's services as "exemplary," praised it for its "usual fine job of lawyering . . . [in] an extremely complex matter," and concluded that the case was "very well-handled and managed." (Tr. at 6, 5/20/92; Tr. at 10, 10/10/92.)
- In *Nodar v. Weksel*, No. 84 Civ. 3870 (S.D.N.Y.), Judge Broderick acknowledged "that the services rendered [by Pomerantz] were excellent services from the point of view of the class represented, [and] the result was an excellent result." (Tr. at 21-22, 12/27/90.)
- In *Klein v. A.G. Becker Paribas, Inc.*, No. 83 Civ. 6456 (S.D.N.Y.), Judge Goettel complimented the Firm for providing "excellent . . . absolutely top-drawer representation for the class, particularly in light of the vigorous defense offered by the defense firm." (Tr. at 22, 3/6/87.)
- In *Digital Securities Litigation*, No. 83-3255 (D. Mass.), Judge Young lauded the Firm for its "[v]ery fine lawyering." (Tr. at 13, 9/18/86.)
- In *Shelter Realty Corp. v. Allied Maintenance Corp.*, 75 F.R.D. 34, 40 (S.D.N.Y. 1977), Judge Frankel, referring to Pomerantz, said: "Their experience in handling class actions of this nature is known to the court and certainly puts to rest any doubt that the absent class members will receive the quality of representation to which they are entitled."
- In *Rauch v. Bilzerian*, No. 88 Civ. 15624 (N.J. Sup. Ct.), the court, after trial, referred to Pomerantz partners as "exceptionally competent counsel," and as having provided "top drawer, topflight [representation], certainly as good as I've seen in my stay on this court."

Corporate Governance Litigation

Pomerantz is committed to ensuring that companies adhere to responsible business practices and practice good corporate citizenship. We strongly support policies and procedures designed to give shareholders the ability to oversee the activities of a corporation. We vigorously pursue corporate governance reform, particularly in the area of excess compensation, where it can address the growing disparity between the salaries of executives and the workers of major corporations. We have successfully utilized litigation to bring about corporate governance reform in numerous cases, and always consider whether such reforms are appropriate before any case is settled.

Pomerantz's Corporate Governance Practice Group, led by Partner Gustavo F. Bruckner, enforces shareholder rights and prosecutes actions challenging corporate transactions that arise from an unfair process or result in an unfair price for shareholders.

In September 2017, New Jersey Superior Court Judge Julio Mendez, of Cape May County Chancery Division, approved Pomerantz's settlement in a litigation against Ocean Shore Holding Co. The settlement provided non-pecuniary benefits for a non-opt out class. In so doing, Judge Mendez became the first New Jersey state court judge to formally adopt the Third Circuit's nine-part *Girsh* factors, *Girsh v. Jepsen*, 521 F.2d 153 (3d Cir. 1975). There has never before been a published New Jersey state court opinion setting out the factors a court must consider in evaluating whether a class action settlement should be determined to be fair and adequate. After conducting an analysis of each of the nine *Girsh* factors and holding that "class actions settlements involving non-monetary benefits to the class are subject to more exacting scrutiny," Judge Mendez held that the proposed settlement provided a material benefit to the shareholders.

In February 2018, the Maryland Circuit Court, Montgomery County, approved a \$17.5 million settlement that plaintiffs achieved as additional consideration on behalf of a class of shareholders of American Capital, Ltd. *In re Am. Capital, Ltd. S'holder Litig.*, C.A. No. 422598-V (2018). The settlement resolved Plaintiffs' claims regarding a forced sale of American Capital.

Pomerantz filed an action challenging the sale of American Capital, a Delaware corporation with its headquarters in Maryland. Among other things, American Capital's board of directors (the "Board") agreed to sell the company at a price below what two other bidders were willing to offer. Worse, the merger price was even below the amount that shareholders would have received in the company's planned phased liquidation, which the company was considering under pressure from Elliott Management, an activist hedge fund and holder of approximate 15% of American Capital stock. Elliott was not originally named as a defendant, but after initial discovery showed the extent of its involvement in the Board's breaches of fiduciary duty, Elliott was added as a defendant in an amended complaint under the theory that Elliott exercised actual control over the Board's decision-making. Elliott moved to dismiss on jurisdictional grounds and additionally challenged its alleged status as a controller of American Capital. In June 2017, minutes before the hearing on defendants' motion to dismiss, a partial settlement was entered into with the members of the Board for \$11.5 million. The motion to dismiss hearing proceeded despite the partial settlement, but only as to Elliott. In July 2017, the court denied the motion to dismiss, finding that Elliott, "by virtue solely of its own conduct, . . . has easily satisfied the transacting business prong of the Maryland long arm statute." The court also found that the "amended complaint in this case sufficiently pleads that Elliott was a controller with respect to" the sale, thus implicating a higher standard of review. Elliott subsequently settled the remaining claims for an additional \$6 million. Pomerantz served as Co-Lead Counsel.

In May 2017, the Circuit Court of the State of Oregon approved the settlement achieved by Pomerantz and co-counsel of a derivative action brought by two shareholders of Lithia Motors, Inc. The lawsuit alleged breach of fiduciary duties by the board of directors in approving, without any meaningful review, the Transition Agreement between Lithia Motors and Sidney DeBoer, its founder, controlling shareholder, CEO, and Chairman, who was stepping down as CEO. DeBoer and his son, the current CEO, Bryan DeBoer, negotiated virtually all the material terms of the Agreement, by which the company agreed to pay the senior DeBoer \$1,060,000 and a \$42,000 car allowance annually for the rest of his life,

plus other benefits, in addition to the \$200,000 per year that he would receive for continuing to serve as Chairman.

The *Lithia* settlement extracted corporate governance therapeutics that provide substantial benefits to Lithia and its shareholders and redress the wrongdoing alleged by plaintiffs. The board will now be required to have at least five independent directors—as defined under the New York Stock Exchange rules—by 2020; a number of other new protocols will be in place to prevent self-dealing by board members. Further, the settlement calls for the Transition Agreement to be reviewed by an independent auditor who will determine whether the annual payments of \$1,060,000 for life to Sidney DeBoer are reasonable. Lithia has agreed to accept whatever decision the auditor makes.

In January 2017, the Group received approval of the Delaware Chancery Court for a \$5.6 million settlement it achieved on behalf of a class of shareholders of Physicians Formula Holdings, Inc. over an ignored merger offer in 2012. *In re Physicians Formula Holdings, Inc.*, C.A. No. 7794-VCL (Del. Ch.).

The Group obtained a landmark ruling in *Strougo v. Hollander*, C.A. No. 9770-CB (Del. Ch.), that fee-shifting bylaws adopted after a challenged transaction do not apply to shareholders affected by the transaction. They were also able to obtain a 25% price increase for members of the class cashed out in the going private transaction.

In *Miller v. Bolduc*, No. SUCV 2015-00807 (Mass. Super. Ct.), the Group caused Implant Sciences to hold its first shareholder annual meeting in five years and put an important compensation grant up for a shareholder vote.

In *Smollar v. Potarazu*, C.A. No. 10287-VCN (Del. Ch.), the Group pursued a derivative action to bring about the appointment of two independent members to the board of directors, retention of an independent auditor, dissemination of financials to shareholders and the holding of first ever in-person annual meeting, among other corporate therapeutics.

In *Hallandale Beach Police Officers & Firefighters' Personnel Retirement Fund vs. Lululemon athletica, Inc.*, C.A. No. 8522-VCP (Del. Ch.), in an issue of first impression in Delaware, the Chancery Court ordered the production of the chairman's 10b5-1 stock trading plan. The court found that a stock trading plan established by the company's chairman, pursuant to which a broker, rather than the chairman himself, would liquidate a portion of the chairman's stock in the company, did not preclude potential liability for insider trading.

In *Strougo v. North State Bancorp*, No. 15 CVS 14696 (N.C. Super. Ct.), the Group caused the Merger Agreement to be amended to provide a “majority of the minority” provision for the holders of North State Bancorp's common stock in connection with the shareholder vote on the merger. As a result of the Action, common shareholders could stop the merger if they did not wish it to go forward.

Pomerantz's commitment to advancing sound corporate governance principles is further demonstrated by the more than 26 years that we have co-sponsored the Abraham L. Pomerantz Lecture Series with Brooklyn Law School. These lectures focus on critical and emerging issues concerning shareholder rights and corporate governance and bring together top academics and litigators.

Our bi-monthly newsletter, *The Pomerantz Monitor*, provides institutional investors updates and insights on current issues in corporate governance.

Strategic Consumer Litigation

Pomerantz's Strategic Consumer Litigation practice group, led by Partner Jordan Lurie, represents consumers in actions that seek to recover monetary and injunctive relief on behalf of class members while also advocating for important consumer rights. The attorneys in this group have successfully prosecuted claims involving California's Unfair Competition Law, California's Consumers Legal Remedies Act, the Song Beverly Consumer Warranty Act and the Song Beverly Credit Card Act. They have resolved data breach privacy cases and cases involving unlawful recording, illegal background checks, unfair business practices, misleading advertising, and other consumer finance related actions. All of these actions also have resulted in significant changes to defendants' business practices.

Pomerantz currently represents consumers in a nationwide class action against Facebook for mistargeting ads. Plaintiff alleges that Facebook programmatically displays a material percentage of ads to users outside the defined target market and displays ads to "serial Likers" outside the defined target audience in order to boost Facebook's revenue. *IntegrityMessageBoards.com v. Facebook, Inc.* (N.D. Cal.) Case No. 4:18-cv-05286 PJH.

Pomerantz has pioneered litigation to establish claims for public injunctive relief under California's unfair business practices statute. For example, Pomerantz has filed cases seeking to prevent major auto manufacturers from unauthorized access to, and use of, drivers' vehicle data without compensation, and seeking to require the auto companies to share diagnostic data extracted from drivers' vehicles. The Strategic Consumer Litigation practice group is also prosecuting class cases against auto manufacturers for failing to properly identify high-priced parts that must be covered in California under extended emissions warranties.

Other consumer matters handled by Pomerantz's Strategic Consumer Litigation practice group include actions involving cryptocurrency, medical billing, price fixing, and false advertising of various consumer products and services.

Antitrust Litigation

Pomerantz has earned a reputation for prosecuting complex antitrust and consumer class actions with vigor, innovation, and success. Pomerantz's Antitrust and Consumer Group has recovered billions of dollars for the Firm's business and individual clients and the classes that they represent. Time and again, Pomerantz has protected our free-market system from anticompetitive conduct such as price fixing, monopolization, exclusive territorial division, pernicious pharmaceutical conduct, and false advertising. Pomerantz's advocacy has spanned across diverse product markets, exhibiting the Antitrust and Consumer Group's versatility to prosecute class actions on any terrain.

Pomerantz has served and is currently serving in leadership or Co-Leadership roles in several high-profile multi-district litigation class actions. In December 2018, the Firm achieved a \$31 billion partial settlement with three defendants on behalf of a class of U.S. lending institutions that originated,

purchased or held loans paying interest rates tied to the U.S. Dollar London Interbank Offered Rate (USD LIBOR). It is alleged that the class suffered damages as a result of collusive manipulation by the LIBOR contributor panel banks that artificially suppressed the USD LIBOR rate during the class period, causing the class members to receive lower interest payments than they would have otherwise received. *In re Libor Based Financial Instruments Antitrust Litig.*, 1:11-md-2262.

Pomerantz represented baseball and hockey fans in a game-changing antitrust class action against Major League Baseball and the National Hockey League, challenging the exclusive territorial division of live television broadcasts, internet streaming, and the resulting geographic blackouts. *See Laumann v. NHL and Garber v. MLB* (S.D.N.Y. 2012).

Pomerantz has spearheaded the effort to challenge harmful anticompetitive conduct by pharmaceutical companies—including Pay-for-Delay Agreements—that artificially inflates the price of prescription drugs by keeping generic versions off the market.

Even prior to the 2013 precedential U.S. Supreme Court decision in *Actavis*, Pomerantz litigated and successfully settled the following generic-drug-delay cases:

- *In re Flonase Antitrust Litig.* (E.D. Pa. 2008) (\$35 million);
- *In re Toprol XL Antitrust Litig.* (D. Del. 2006) (\$11 million); and
- *In re Wellbutrin SR Antitrust Litig.* (E.D. Pa. 2004) (\$21.5 million).

Other exemplary victories include Pomerantz's prominent role in *In re NASDAQ Market-Makers Antitrust Litigation* (S.D.N.Y.), which resulted in a settlement in excess of \$1 billion for class members, one of the largest antitrust settlements in history. Pomerantz also played prominent roles in *In re Sorbates Direct Purchaser Antitrust Litigation* (N.D. Cal.), which resulted in over an \$82 million recovery, and in *In re Methionine Antitrust Litigation* (N.D. Cal.), which resulted in a \$107 million recovery. These cases illustrate the resources, expertise, and commitment that Pomerantz's Antitrust Group devotes to prosecuting some of the most egregious anticompetitive conduct.

A Global Advocate for Asset Managers and Public and Taft-Hartley Pension Funds

Pomerantz represents some of the largest pension funds, asset managers, and institutional investors around the globe, monitoring assets of over \$9 trillion, and growing. Utilizing cutting-edge legal strategies and the latest proprietary techniques, Pomerantz protects, expands, and vindicates shareholder rights through our securities litigation services and portfolio monitoring program.

Pomerantz partners routinely advise foreign and domestic institutional investors on how best to evaluate losses to their investment portfolios attributable to financial misconduct and how best to maximize their potential recoveries worldwide. In particular, Pomerantz Partners Jeremy Lieberman and Jennifer Pafiti regularly travel throughout the U.S. and across the globe to meet with clients on these issues and are frequent speakers at investor conferences and educational forums in North America, Europe, and the Middle East.

Pomerantz was honored by European Pensions with its inaugural 2020 Thought Leadership award in recognition of significant contributions the Firm has made in the European pension environment.

Institutional Investor Services

Pomerantz offers a variety of services to institutional investors. Through the Firm's proprietary system, PomTrack[®], Pomerantz monitors client portfolios to identify and evaluate potential and pending securities fraud, ERISA and derivative claims, and class action settlements. Monthly customized PomTrack[®] reports are included with the service. PomTrack[®] currently monitors assets of over \$9.4 trillion for some of the most influential institutional investors worldwide.

When a potential securities claim impacting a client is identified, Pomerantz offers to analyze the case's merits and provide a written analysis and recommendation. If litigation is warranted, a team of Pomerantz attorneys will provide efficient and effective legal representation. The experience and expertise of our attorneys—which have consistently been acknowledged by the courts—allow Pomerantz to vigorously pursue the claims of investors, taking complex cases to trial when warranted.

Pomerantz is committed to ensuring that companies adhere to responsible business practices and practice good corporate citizenship. The Firm strongly support policies and procedures designed to give shareholders the ability to oversee the activities of a corporation. Pomerantz has successfully utilized litigation to bring about corporate governance reform, and always considers whether such reforms are appropriate before any case is settled.

Pomerantz provides clients with insightful and timely commentary on matters essential to effective fund management in our bi-monthly newsletter, *The Pomerantz Monitor* and regularly sponsors conferences and roundtable events around the globe with speakers who are experts in securities litigation and corporate governance matters.

Attorneys

Partners

Jeremy A. Lieberman

Jeremy A. Lieberman is Pomerantz's Managing Partner. He became associated with the Firm in August 2004 and was elevated to Partner in January 2010. The Legal 500, in honoring Jeremy as a Leading Lawyer and Pomerantz as a 2021 and 2022 Tier 1 Plaintiffs Securities Law Firm, stated that "Jeremy Lieberman is super impressive—a formidable adversary for any defense firm." Among the client testimonials posted on The Legal 500's website: "Jeremy Lieberman led the case for us with remarkable and unrelenting energy and aggression. He made a number of excellent strategic decisions which boosted our recovery." Lawdragon has named Jeremy among the Leading 500 Plaintiff Financial Lawyers in the United States each year from 2019 to 2024. Super Lawyers[®] named him among the Top 100 Lawyers in the New York Metro area in 2021. In 2020, Jeremy won a Distinguished Leader award from the *New York Law Journal*. He was honored as Benchmark Litigation's 2019 Plaintiff Attorney of the Year. In 2018, Jeremy was honored as a Titan of the Plaintiffs Bar by Law360 and as a Benchmark

Litigation Star. The Pomerantz team that Jeremy leads was named a 2018 Securities Practice Group of the Year.

Jeremy led the securities class action litigation *In re Petrobras Securities Litigation*, which arose from a multi-billion-dollar kickback and bribery scheme involving Brazil's largest oil company, *Petróleo Brasileiro S.A.–Petrobras*, in which Pomerantz was sole Lead Counsel. The biggest instance of corruption in the history of Brazil ensnared not only Petrobras' former executives but also Brazilian politicians, including former president Lula da Silva and one-third of the Brazilian Congress. In January and February 2018, Jeremy achieved a historic \$3 billion settlement for the Class. This is not only the largest securities class action settlement in a decade but is the largest settlement ever in a securities class action involving a foreign issuer, the fifth-largest securities class action settlement ever achieved in the United States, the largest securities class action settlement achieved by a foreign Lead Plaintiff, and the largest securities class action settlement in history not involving a restatement of financial reports.

Jeremy also secured a significant victory for Petrobras investors at the Second Circuit Court of Appeals, when the court rejected the heightened ascertainability requirement for obtaining class certification that had been imposed by the Third Circuit Courts of Appeals. The ruling will have a positive impact on plaintiffs in securities fraud litigation. Indeed, the *Petrobras* litigation was honored in 2019 as a National Impact Case by Benchmark Litigation.

Jeremy was Lead Counsel in *Pirnik v. Fiat Chrysler Automobiles N.V. et al.*, No. 1:15-cv-07199-JMF (S.D.N.Y.), in which the Firm achieved a \$110 million settlement for the class. Plaintiff alleged that Fiat Chrysler concealed from investors that it improperly outfitted its diesel vehicles with “defeat device” software designed to cheat NOx emissions regulations in the U.S. and Europe, and that regulators had accused Fiat Chrysler of violating the emissions regulations. The *Fiat Chrysler* recovery provided the class of investors with as much as 20% of recoverable damages—an excellent result when compared to historical statistics in class action settlements, where typical recoveries for cases of this size are between 1.6% and 3.3%.

In November 2019, Jeremy achieved a critical victory for investors in the securities fraud class action against Perrigo Co. plc when Judge Arleo of the United States District Court for the District of New Jersey certified classes of investors that purchased Perrigo securities on both the New York Stock Exchange and the Tel Aviv Stock Exchange. Pomerantz represents a number of institutional investors that purchased Perrigo securities on both exchanges after an offer by Mylan N.V. to tender Perrigo shares. This is the first time since *Morrison* that a U.S. court has independently analyzed the market of a security traded on a non-U.S. exchange and found that it met the standards of market efficiency necessary allow for class certification.

Jeremy headed the Firm's individual action against pharmaceutical giant Teva Pharmaceutical Industries Ltd. and Teva Pharmaceuticals USA, Inc. (together, “Teva”), and certain of Teva's current and former employees and officers, relating to alleged anticompetitive practices in Teva's sales of generic drugs. Teva is a dual-listed company, and the Firm represents several Israeli institutional investors who purchased Teva shares on the Tel Aviv Stock Exchange. In early 2021, Pomerantz achieved a major victory for global investors when the district court agreed to exercise supplemental jurisdiction over the Israeli law claims. *Clal Insurance Company Ltd. v. Teva Pharmaceutical Industries Ltd.*

In 2019, Jeremy achieved a \$27 million settlement for the Class in *Strougo v. Barclays PLC*, a high-profile securities class action in which Pomerantz was Lead Counsel. Plaintiffs alleged that Barclays PLC misled institutional investors about the manipulation of the banking giant's so-called "dark pool" trading systems in order to provide a trading advantage to high-frequency traders over its institutional investor clients. This case turned on the duty of integrity owed by Barclays to its clients. In November 2017, Jeremy achieved precedent-setting victories for investors, when the Second Circuit Court of Appeals held that direct evidence of price impact is not always necessary to demonstrate market efficiency to invoke the presumption of reliance, and that defendants seeking to rebut the presumption of reliance must do so by a preponderance of the evidence rather than merely meeting a burden of production.

Jeremy led the Firm's securities class action litigation against Yahoo!, Inc., in which Pomerantz, as Lead Counsel, achieved an \$80 million settlement for the Class in 2018. The case involved the biggest data breaches in U.S. history, in which over 3 billion Yahoo accounts were compromised. This was the first significant settlement to date of a securities fraud class action filed in response to a data breach.

In 2018 Jeremy achieved a \$3,300,000 settlement for the Class in the Firm's securities class action against Corinthian Colleges, one of the largest for-profit college systems in the country, for alleged misrepresentations about its job placement rates, compliance with applicable regulations, and enrollment statistics. Pomerantz prevailed in the motion to dismiss the proceedings, a particularly noteworthy victory because Chief Judge George King of the Central District of California had dismissed two prior lawsuits against Corinthian with similar allegations. *Erickson v. Corinthian Colleges, Inc.* (C.D. Cal.).

Jeremy led the Firm's litigation team that in 2018 secured a \$31 million partial settlement with three defendants in *In re Libor Based Financial Instruments Antitrust Litigation*, a closely watched multi-district litigation, which concerns the London Interbank Offered Rate (LIBOR) rigging scandal.

In *In re China North East Petroleum Corp. Securities Litigation*, Jeremy achieved a significant victory for shareholders in the United States Court of Appeals for the Second Circuit, whereby the Appeals Court ruled that a temporary rise in share price above its purchase price in the aftermath of a corrective disclosure did not eviscerate an investor's claim for damages. The Second Circuit's decision was deemed "precedential" by the *New York Law Journal* and provides critical guidance for assessing damages in a § 10(b) action.

Jeremy had an integral role in *In re Comverse Technology, Inc. Securities Litigation*, in which he and his partners achieved a historic \$225 million settlement on behalf of the Class, which was the second-largest options backdating settlement to date.

Jeremy regularly consults with Pomerantz's international institutional clients, including pension funds, regarding their rights under the U.S. securities laws. Jeremy is working with the Firm's international clients to craft a response to the Supreme Court's ruling in *Morrison v. National Australia Bank, Ltd.*, which limited the ability of foreign investors to seek redress under the federal securities laws.

Jeremy is a frequent lecturer worldwide regarding current corporate governance and securities litigation issues.

Jeremy graduated from Fordham University School of Law in 2002. While in law school, he served as a

staff member of the *Fordham Urban Law Journal*. Upon graduation, he began his career at a major New York law firm as a litigation associate, where he specialized in complex commercial litigation.

Jeremy is admitted to practice in New York; the United States District Courts for the Southern and Eastern Districts of New York, the Southern District of Texas, the District of Colorado, the Eastern District of Michigan, the Eastern District of Wisconsin, and the Northern District of Illinois; the United States Courts of Appeals for the First, Second, Third, Fourth, Fifth, Sixth, Ninth, and Tenth Circuits; and the United States Supreme Court.

Gustavo F. Bruckner

Gustavo F. Bruckner heads Pomerantz's Corporate Governance practice group, which enforces shareholder rights and prosecutes litigation challenging corporate actions that harm shareholders. Under Gustavo's leadership, the Corporate Governance group has achieved numerous noteworthy litigation successes. He has been quoted on corporate governance issues by *The New York Times*, *The Wall Street Journal*, *Bloomberg*, *Law360*, and *Reuters*, and was honored from 2016 through 2021 by Super Lawyers® as a "Top-Rated Securities Litigation Attorney," a recognition bestowed on no more than 5% of eligible attorneys in the New York Metro area. In 2023, he was included on Lawdragon's list of the 500 Leading Plaintiff Financial Lawyers. Gustavo regularly appears in state and federal courts across the nation. Gustavo presented at the prestigious Institute for Law and Economic Policy conference.

Gustavo is a fierce advocate of aggressive corporate clawback policies that allow companies to recover damages from officers and directors for reputational and financial harm. Most recently, in *McIntosh vs Keizer, et al.*, Docket No. 2018-0386 (Del. Ch.), Pomerantz filed a derivative suit on behalf of Hertz Global Holdings, Inc. shareholders, seeking to compel the Hertz board of directors to claw back millions of dollars in unearned and undeserved payments that the Company made to former officers and directors who significantly damaged Hertz through years of wrongdoing and misconduct. Under pressure from plaintiff's litigation efforts, the Hertz board of directors elected to take unprecedented action and mooted plaintiff's claims, initiating litigation to recover tens of millions of dollars in incentive compensation and more than \$200 million in damages from culpable former Hertz executives.

Pomerantz, through initiation and prosecution of a shareholder derivative action, forced the Hertz board to seek clawback from former officers and directors of the company, unjustly enriched after causing the Company to file inaccurate and false financial statements leading to a \$235 million restatement and \$16 million fee to the SEC.

In September 2017, Gustavo's Corporate Governance team achieved a settlement in New Jersey Superior Court that provided non-pecuniary benefits for a non-opt out class. In approving the settlement, Judge Julio Mendez, of Cape May County Chancery Division, became the first New Jersey state court judge to formally adopt the Third Circuit's nine-part *Girsh* factors, *Girsh v. Jepsen*, 521 F.2d 153 (3d Cir. 1975). Never before has there been a published New Jersey state court opinion setting out the factors a court must consider in evaluating whether a class action settlement should be determined to be fair and adequate.

Gustavo successfully argued *Strougo v. Hollander*, C.A. No. 9770-CB (Del. Ch. 2015), obtaining a landmark ruling in Delaware that bylaws adopted after shareholders are cashed out do not apply to

shareholders affected by the transaction. In the process, Gustavo and the Corporate Governance team beat back a fee-shifting bylaw and were able to obtain a 25% price increase for members of the class cashed out in the “going private” transaction. Shortly thereafter, the Delaware Legislature adopted legislation to ban fee-shifting bylaws.

In *Stein v. DeBoer* (Or. Cir. Ct. 2017), Gustavo and the Corporate Governance group achieved a settlement that provides significant corporate governance therapeutics on behalf of shareholders of Lithia Motors, Inc. The company’s board had approved, without meaningful review, the Transition Agreement between the company and Sidney DeBoer, its founder, controlling shareholder, CEO, and Chairman, who was stepping down as CEO. DeBoer and his son, the current CEO, negotiated virtually all the material terms of the Agreement, by which the company agreed to pay the senior DeBoer \$1,060,000 and a \$42,000 car allowance annually for the rest of his life, plus other benefits, in addition to the \$200,000 per year that he would receive for continuing to serve as Chairman.

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In *Hallandale Beach Police Officers and Firefighters’ Personnel Retirement Fund vs. Lululemon Athletica, Inc.*, C.A. No. 8522-VCP (Del. Ch. 2014), in an issue of first impression in Delaware, Gustavo successfully argued for the production of the company chairman’s Rule 10b5-1 stock trading plan. The court found that a stock trading plan established by the company’s chairman, pursuant to which a broker, rather than the chairman himself, would liquidate a portion of the chairman’s stock in the company, did not preclude potential liability for insider trading.

Gustavo was Co-Lead Counsel in *In re Great Wolf Resorts, Inc. Shareholders Litigation*, C.A. No. 7328-VCN (Del. Ch. 2012), obtaining the elimination of stand-still provisions that allowed third parties to bid for Great Wolf Resorts, Inc., resulting in the emergence of a third-party bidder and approximately \$94 million (57%) in additional merger consideration for Great Wolf shareholders.

Gustavo received his law degree in 1992 from the Benjamin N. Cardozo School of Law, where he served as an editor of the Moot Court Board and on the Student Council. Upon graduation, he received the award for outstanding student service.

After graduating law school, Gustavo served as Chief-of-Staff to a New York City legislator.

Gustavo is a Mentor and Coach to the NYU Stern School of Business, Berkley Center for Entrepreneurial Studies, New Venture Competition. He was a University Scholar at NYU where he obtained a B.S. in Marketing and International Business in 1988 and an MBA in Finance and International Business in 1989. Gustavo is a Trustee and former Treasurer of the Beit Rabban Day School, and an arbitrator in the Civil Court of the City of New York.

Gustavo is admitted to practice in New York and New Jersey; the United States District Courts for the Eastern, Northern, and Southern Districts of New York and the District of New Jersey; the Eastern District of Wisconsin; the United States Courts of Appeals for the Second and Seventh Circuits; and the United States Supreme Court.

Brian Calandra

Brian Calandra joined Pomerantz in June 2019 as Of Counsel and was elevated to Partner in January 2023. He has extensive experience in securities, antitrust, complex commercial, and white-collar matters in federal and state courts nationwide. Brian has represented issuers, underwriters, and individuals in securities class actions involving the financial, telecommunications, real estate, and pharmaceutical industries. He has also represented financial institutions in antitrust class actions concerning foreign exchange; supra-national, sub-sovereign and agency bonds; bonds issued by the government of Mexico; and credit card fees. In 2021, Brian was honored as a Super Lawyers® “Top-Rated Securities Litigation Attorney”.

Brian has written multiple times on developments in securities law and other topics, including co-authoring an overview of insider trading law and enforcement for *Practical Compliance & Risk Management for the Securities Industry*, co-authoring an analysis of anti-corruption compliance risks posed by sovereign wealth funds for *Risk & Compliance*, and authoring an analysis of the effects of the 2005 Bankruptcy Abuse Prevention and Consumer Protection Act on women in bankruptcy for the *Women’s Rights Law Reporter*.

Before joining Pomerantz, Brian was a litigation associate at Shearman & Sterling LLP. Brian graduated from Rutgers School of Law-Newark in 2009, *cum laude*, Order of the Coif. While at Rutgers, Brian was co-editor-in-chief of the *Women’s Rights Law Reporter* and received the Justice Henry E. Ackerson Prize for Distinction in Legal Skills and the Carol Russ Memorial Prize for Distinction in Promoting Women’s Rights.

Brian is admitted to practice in New York; the United States District Courts for the Northern, Southern and Eastern Districts of New York; the District of New Jersey, and the Eastern District of Wisconsin; the United States Courts of Appeals for the First, Second, Third, Fifth and Tenth Circuits; and the United States Supreme Court.

Justin D. D’Aloia

Justin D. D’Aloia is a Partner in Pomerantz’s New York office, where he specializes in securities class action litigation. He has extensive experience litigating high-profile securities cases in federal and state courts across the country. Justin has represented issuers, underwriters, and senior executives in matters involving a range of industries, including the financial services, life sciences, real estate, technology, and consumer retail sectors. His practice covers the full spectrum of proceedings from pre-suit demand through settlement.

Justin joined Pomerantz as a Partner in October 2022. Before joining Pomerantz, Justin was counsel at a large international law firm where he focused on securities litigation and other complex shareholder

class action litigation. He previously served as a law clerk to Judge Mark Falk of the United States District Court for the District of New Jersey.

Justin received his J.D. from Fordham University School of Law, where he was Editor-in-Chief of the Fordham International Law Journal. He earned his undergraduate degree from Rutgers University with a concentration in Business and Economics.

Justin is admitted to practice in New York; United States District Courts for the Southern and Eastern Districts of New York and the District of Colorado; United States Courts of Appeals for the Second, Third, and Tenth Circuits.

Emma Gilmore

Emma Gilmore is a Partner at Pomerantz and is regularly involved in high-profile class-action litigation. In 2024, Benchmark Litigation selected her as “Plaintiff Litigator of the Year.” In 2023, the *National Law Journal* named her a Plaintiffs’ Attorney Trailblazer and Benchmark Litigation shortlisted her for Plaintiff Litigator of the Year. Emma was honored by Law360 in 2023 and in 2018 as an MVP in Securities Litigation, part of an “elite slate of attorneys [who] have distinguished themselves from their peers by securing hard-earned successes in high-stakes litigation, complex global matters and record-breaking deals.” Only up to six attorneys nationwide are selected each year as MVPs in Securities Litigation. In 2018, Emma was the first woman plaintiff attorney to receive this outstanding award since it was initiated in 2011. In 2021, Emma was awarded a spot on *National Law Journal’s* prestigious Elite Women of the Plaintiffs Bar list. In 2021 and 2020, she was named by Benchmark Litigation as one of the Top 250 Women in Litigation—an honor bestowed on only seven plaintiffs’ lawyers in the U.S. those years. The *National Law Journal* and the *New York Law Journal* honored her as a “Plaintiffs’ Lawyer Trailblazer.” Emma has been honored since 2018 as a Super Lawyer®. She has been recognized by Lawdragon as one of the top 500 Leading Plaintiff Financial Lawyers.

Emma is regularly invited to speak about recent trends and developments in securities litigation. She serves on the New York City Bar Association’s Securities Litigation Committee. Emma regularly counsels clients around the world on how to maximize recoveries on their investments.

Emma played a leading role in the Firm’s class action case in the Southern District of New York against Brazil’s largest oil company, Petrobras, arising from a multi-billion-dollar kickback and bribery scheme, in which the Firm was sole Lead Counsel. In a significant victory for investors, Pomerantz achieved a historic \$3 billion settlement with Petrobras. This is not only the largest securities class action settlement in a decade but is the largest settlement ever in a class action involving a foreign issuer, the fifth-largest class action settlement ever achieved in the United States, and the largest settlement achieved by a foreign lead plaintiff. The biggest instance of corruption in the history of Brazil had ensnared not only Petrobras’ former executives but also Brazilian politicians, including former president Lula da Silva and one-third of the Brazilian Congress. Emma traveled to Brazil to uncover evidence of fraud and drafted the complaint. She deposed and defended numerous fact and expert witnesses, including deposing the former CEO of Petrobras, the whistleblower, and the chief accountant. She drafted the appellate brief, playing an instrumental role in securing a significant victory for investors in this case at the Second Circuit Court of Appeals, when the Court rejected the heightened ascertainability requirement for obtaining class certification that had been imposed by other circuit courts. She opposed defendants’ petition for a writ of certiorari to the Supreme Court. Emma successfully obtained sanctions

against a professional objector challenging the integrity of the settlement, both in the District Court and in the Court of Appeals for the Second Circuit.

Emma organized a group of twenty-seven of the foremost U.S. scholars in the field of evidence and spearheaded the effort to submit an amicus brief to the U.S. Supreme Court on their behalf in a critical issue for investors. One of the two issues before the High Court in *Goldman Sachs Group, Inc. et al v. Arkansas Teachers Retirement System, et al.* (No. 20-222) squarely affected investors' ability to pursue claims collectively as a class: whether, in order to rebut the presumption of reliance originated by the Court in the landmark *Basic v. Levinson* decision, defendants bear the burden of persuasion, or whether they bear only the much lower burden of production. The scholars argued that defendants carry the higher burden of persuasion. In a 6-3 decision, the Supreme Court sided with Pomerantz and the scholars.

Emma led the Firm's class action litigation against Deutsche Bank and its executives, arising from the Bank's improper anti-money-laundering and know-your-customer procedures. Plaintiffs alleged that, despite the Bank's representations that it implemented a "robust and strict" Know Your Customer program with "special safeguards" for politically exposed persons (PEPs), defendants repeatedly exempted high-net-worth individuals and PEPs from any meaningful due diligence, enabling their criminal activities through the Bank's facilities. For example, Deutsche Bank continued "business as usual" with Jeffrey Epstein even after learning that 40 underage girls had come forward with testimony that he had sexually assaulted them. Deutsche Bank's former CEOs also onboarded, retained, and serviced Russian oligarchs and other clients reportedly engaged in criminal activities, with little or no due diligence. On October 20, 2022, Emma secured for investors nearly 50% of recoverable damages, which reflects a premium for the palpable misconduct and is exceptionally high for securities class action settlements. The Deutsche Bank litigation and settlement serve as important legal precedents aimed to deter financial institutions from enabling the wealthy and powerful to commit crimes in return for financial benefits to the institutions.

Emma co-leads the Firm's securities class action against Amazon arising from the behemoth's anti-competitive practices, which are also the subject of investigations by the U.S Congress and foreign regulators. Amazon is accused of misrepresenting its business dealing with third-party sellers on its market platform. Unbeknownst to investors, Amazon repeatedly misappropriated third-party sellers' data to create competing products, tied and bundled its products, exploited its power over third party sellers and favored its private-label products to the detriment of third-party sellers and consumers. The lawsuit seeks to recover billions of dollars in damages on behalf of defrauded investors.

Emma played a leading role in *Strougo v. Barclays PLC*, a high-profile securities class action that alleged Barclays PLC misled institutional investor clients about the extent of the banking giant's use of so-called "dark pool" trading systems. She secured an important precedent-setting opinion from the Second Circuit. Emma organized a group of leading evidence experts who filed amicus briefs supporting plaintiffs' position in the Second Circuit.

Emma secured a unanimous decision by a panel of the Ninth Circuit Court of Appeals, benefiting defrauded investors in *Costa Brava Partnership III LP v. ChinaCast Education Corp.* In an issue of first impression, the Ninth Circuit held that imputation of the CEO's scienter to the company was warranted vis-a-vis innocent third parties, despite the fact that the executive acted for his own benefit and to the company's detriment.

She has also devoted a significant amount of time to pro bono matters. She played a critical role in securing a unanimous ruling by the Arkansas Supreme Court striking down as unconstitutional a state law banning cohabiting individuals from adopting children or serving as foster parents. The ruling was a relief for the 1,600-plus children in the state of Arkansas who needed a permanent family. The litigation generated significant publicity, including coverage by the *Arkansas Times*, *the Wall Street Journal*, and *the New York Times*.

She was Lead Counsel in the Firm's class action litigation against Arconic, in which she secured a \$74 million settlement for the class. Arconic is the U.S. company that manufactured the highly flammable aluminum cladding allegedly responsible for the 2017 Grenfell Tower fire in London that eradicated a public housing block, killing 72 people and injuring 70 other tenants. Arconic repeatedly misrepresented to the market its safety protocols and the safety classification of its cladding products. When the truth about Arconic's unsafe practices emerged, investors lost over \$1 billion in damages.

Before joining Pomerantz, Emma was a litigation associate with the firms of Skadden, Arps, Slate, Meagher and Flom, LLP, and Sullivan & Cromwell, LLP. She worked on the *WorldCom Securities Litigation*, which settled for \$2 billion.

She also served as a law clerk to the Honorable Thomas C. Platt, former U.S. Chief Judge for the Eastern District of New York.

Emma graduated *cum laude* from Brooklyn Law School, where she served as a staff editor for the *Brooklyn Law Review*. She was the recipient of two CALI Excellence for the Future Awards, in the subjects of evidence and discovery. She graduated *summa cum laude* from Arizona State University, with a BA in French and a minor in Business.

She serves on the Firm's Anti-Harassment and Discrimination Committee.

Michael Grunfeld

Michael Grunfeld joined Pomerantz in July 2017 as Of Counsel and was elevated to Partner in 2019.

Michael has extensive experience in securities, complex commercial, and white-collar matters in federal and state courts around the country.

He has played a leading role in some of the Firm's significant class action litigation, including its case against Yahoo!, Inc. arising out of the biggest data breaches in U.S. history, in which the Firm, as Lead Counsel, achieved an \$80 million settlement on behalf of the Class. This settlement made history as the first substantial shareholder recovery in a securities fraud class action related to a cybersecurity breach. Michael also plays a leading role in many of the Firm's other ongoing class actions.

Michael is an honoree of Benchmark Litigation's 40 & Under Hot List 2020, 2021, and 2022, granted to a few of the "best and brightest law firm partners who stand out in their practices." He was named a 2019 Rising Star by Law360, a prestigious honor awarded to a select few top litigators under 40 years old "whose legal accomplishments transcend their age." In 2020, 2021, and 2022, Michael was recognized

by Super Lawyers® as a Top-Rated Securities Litigation Attorney;” in 2018 and 2019 he was honored as a New York Metro Rising Star.

Michael also leads Pomerantz’s litigation on behalf of the Colorado Public Employees’ Retirement System as an intervenor in *The Doris Behr 2012 Irrevocable Trust v. Johnson & Johnson*. At issue is an activist investor’s attempt to have Johnson & Johnson (“J&J”) shareholders vote on a proxy proposal instituting a corporate bylaw that would require all securities fraud claims against the company to be pursued through mandatory arbitration, and that would waive shareholder’s rights to bring securities class actions. In March 2022, the district court handed down an important victory for shareholders when it granted J&J’s and the Intervenors’ Motion to Dismiss the Third Amended Complaint.

Michael is the co-author of a chapter on damages in securities class actions in the LexisNexis treatise, *Litigating Securities Class Actions*.

Michael served as a clerk for Judge Ronald Gilman of the Sixth Circuit Court of Appeals and as a foreign law clerk for Justice Asher Grunis of the Israeli Supreme Court. Before joining Pomerantz, he was a litigation associate at Shearman & Sterling LLP and Paul, Weiss, Rifkind, Wharton & Garrison LLP.

Michael graduated from Columbia Law School in 2008, where he was a Harlan Fiske Stone Scholar and Submissions Editor of the Columbia Business Law Review. He graduated from Harvard University with an A.B. in Government, *magna cum laude*, in 2004.

Michael is admitted to practice in New York; the United States District Courts for the Southern and Eastern Districts of New York and the District of Colorado; and the United States Courts of Appeal for the Second, Third, Fourth, Sixth, Ninth, and Tenth Circuits.

J. Alexander Hood II

J. Alexander Hood II joined Pomerantz in June 2015 and was elevated to Of Counsel to the Firm in 2019. He was elevated to Partner in 2022. Alex leads the Firm’s case origination team, identifying and investigating potential violations of the federal securities laws. In 2023, Alex was selected as a Rising Star in the *National Law Journal’s* Elite Trial Lawyers awards competition. This award honors lawyers under 40 who represent the next generation of legal leaders. He has been named a Super Lawyers® Rising Star each year since 2019.

He has been named a Super Lawyers® Rising Star each year since 2019.FF

Alex played a key role in securing Pomerantz’s appointment as Lead Counsel in actions against Meta Platforms, Inc., AT&T, Inc., Adobe, Inc., Hawaiian Electric Industries, Inc., Rite Aid Corporation, Yahoo!, Inc., Amazon.com, Inc., Fiat Chrysler Automobiles N.V., Wynn Resorts Limited, Perrigo Company plc, among others.

Alex also oversees the firm’s involvement on behalf of institutional investors in non-U.S. litigations, assisting Pomerantz clients with respect to evaluating and pursuing recovery in foreign jurisdictions, including matters in the Netherlands, Germany, the UK, Australia, Brazil, Denmark, and elsewhere.

Prior to joining Pomerantz, Alex practiced at nationally recognized law firms, where he was involved in commercial, financial services, corporate governance, and securities matters.

Alex graduated from Boston University School of Law (J.D.) and from the University of Oregon School of Law (LL.M.). During law school, he served as a member of the Boston University Review of Banking & Financial Law and participated in the Thomas Tang Moot Court Competition. In addition, Alex clerked for the American Civil Liberties Union of Tennessee and, as a legal extern, worked on the Center for Biological Diversity's Clean Water Act suit against BP in connection with the Deepwater Horizon oil spill.

Alex is admitted to practice in New York; the United States District Courts for the Southern, Eastern, Western and Northern Districts of New York; the District of Colorado; the Eastern District of Michigan; the Eastern District of Wisconsin; the Northern District of Illinois; the Northern District of Indiana; the Southern District of Texas; and the United States Courts of Appeals for the Second Circuit.

Omar Jafri

Omar Jafri is a Partner at Pomerantz. He represents defrauded investors in individual and class action securities litigation. *Lawdragon* has named him one of the country's Leading Plaintiff Financial Lawyers, and Super Lawyers® has recognized him as a Top-Rated Securities Litigator. Previously, Omar was recognized by the *National Law Journal* as a Rising Star of the Plaintiffs' Bar. The *National Law Journal* selected lawyers who "demonstrated repeated success in cutting-edge work on behalf of plaintiffs over the last 18 months [and] possess a solid track record of client wins over the past three to five years." He was also recognized by Super Lawyers® as a Rising Star in Securities Litigation between 2021 and 2023.

Omar has played an integral role in numerous cases where the Firm achieved significant recoveries for defrauded shareholders as Lead, Co-Lead or Additional Counsel, including: *Roofer's Pension Fund v. Papa et al.* (preliminary approval of \$97 million recovery); *In re Chicago Bridge & Iron Co. N.V. Securities Litigation* (\$44 million recovery); *In re Juno Therapeutics, Inc. Securities Litigation* (\$24 million recovery); *In re Aveo Pharmaceuticals, Inc. Securities Litigation* (\$18 million recovery, which was more than four times larger than the SEC's fair fund recovery in its parallel litigation); *Sudunagunta v. NantKwest, Inc.* (\$12 million settlement); *Cooper v. Thoratec Corporation et al.* (\$11.9 million settlement following a reversal in the United States Court of Appeals for the Ninth Circuit after the lower court repeatedly dismissed the case); *Thomas v. MagnaChip Semiconductor Corp. Securities Litigation* (\$6.2 million settlement with majority shareholder, Avenue Capital); *Solomon v. Sprint Corporation et al.* (\$3.75 million settlement); *In re Paysign, Inc. Securities Litigation* (\$3.75 million settlement); *Schaeffer v. Nabriva Therapeutics plc et al.* (\$3 million settlement); *In re Sequans Communications S.A. Securities Litigation* (\$2.75 million settlement); *Torres et al. v. Berry Corporation et al.* (\$2.5 million settlement); and *Busic v. Orphazyme A/S et al.* (\$2.5 million settlement).

Through vigorous litigation, Omar has helped shape important precedents for all investors. *NantKwest* was the first case in the United States to recognize statistical proof of traceability. In *Roofer's Pension Fund v. Papa et al.*, the District Court independently analyzed the market of a security traded on a foreign exchange and found that it met the standards of market efficiency to allow for class certification for the first time since the U.S. Supreme Court decided *Morrison*. *Nabriva* was the first case in the Second Circuit to sustain a complaint based on the failure to disclose the FDA's serious criticisms identified in a Form 483 letter. In *Yan v. ReWalk Robotics et al.*, while the United States Court of Appeals for the First Circuit disagreed on the merits, the Circuit held that it is erroneous to dismiss a case for lack

of standing when a named plaintiff can be substituted with another class member, shutting the door on such defense tactics in any future case filed in that Circuit. *In re Bed Bath & Beyond Corporation Securities Litigation* was one of the first decisions in the country to conclude that the dissemination of a misleading emoji can be an actionable misrepresentation under the federal securities laws. And in *Glazer Capital Management, L.P. et al. v. Forescout Technologies, Inc. et al.*, Omar won a rare reversal in a securities fraud class action in the United States Court of Appeals for the Ninth Circuit. In a published decision that reversed the dismissal in *Forescout*, the Ninth Circuit held that lower courts must not comingle the lower standard for falsity with the higher standard for scienter in analyzing the sufficiency of a securities fraud complaint, and repudiated numerous arguments concerning the testimony of Confidential Witnesses that the defense bar had convinced many lower courts to erroneously endorse over the years.

Omar started his legal career at the height of the financial crisis in 2008 and has litigated major disputes on behalf of institutional investors arising out of the credit crisis, including disputes related to Collateralized Debt Obligations, Residential Mortgage-Backed Securities, Credit Default Swaps and other complex financial investments. Omar also represented the Examiner in the *Lehman Brothers* bankruptcy, the largest in history at the time, and helped draft a report that identified colorable claims against Lehman's senior executives for violating their fiduciary duties. He also has a robust *pro bono* criminal defense practice and has represented indigent defendants charged with crimes that range from simple battery to arson and murder.

Before joining Pomerantz, Omar was a law clerk to Judge William S. Duffey, Jr. of the United States District Court for the Northern District of Georgia, and an associate at an international law firm where he represented clients in a wide variety of matters, including securities litigation, complex commercial litigation, white collar criminal defense, and internal investigations.

Omar is a 2004 honors graduate of the University of Texas at Austin, and a 2008, *magna cum laude*, graduate of the University of Illinois College of Law, where he was inducted into the *Order of the Coif* and received the Rickert Award for Excellence in Advocacy. He is a fellow of the American Bar Foundation.

Omar is admitted to practice in Illinois; the United States District Courts for the Northern District of Illinois (Trial Bar) and the Northern District of Indiana; the United States Courts of Appeals for the First, Second, Fifth, and Ninth Circuits; and the United States Supreme Court.

Jordan L. Lurie

Jordan L. Lurie joined Pomerantz as a partner in the Los Angeles office in December 2018. Jordan heads Pomerantz's Strategic Consumer Litigation practice. He was named a 2021 Southern California Super Lawyer®.

Jordan has litigated shareholder class and derivative actions, complex corporate securities and consumer litigation, and a wide range of fraud and misrepresentation cases brought under state and federal consumer protection statutes involving unfair competition, false advertising, and privacy rights. Among his notable representations, Jordan served as Lead Counsel in the prosecution and successful resolution of major nationwide class actions against Nissan, Ford, Volkswagen, BMW, Toyota, Chrysler and General Motors. He also successfully preserved a multi-million dollar nationwide automotive class

action settlement by convincing the then Chief Judge of the Ninth Circuit and his wife, who were also class members and had filed objections to the settlement, to withdraw their objections and endorse the settlement.

Jordan has argued cases in the California Court of Appeals and in the Ninth Circuit that resulted in published opinions establishing class members' rights to intervene and clarifying the standing requirements for an objector to appeal. He also established a Ninth Circuit precedent for obtaining attorneys' fees in a catalyst fee action. Jordan has tried a federal securities fraud class action to verdict. He has been a featured speaker at California Mandatory Continuing Legal Education seminars and is a trained ombudsman and mediator. In 2020, Jordan was recognized as a 2021 Southern California Super Lawyer.

Outside of his legal practice, Jordan is an active educator and community leader and has held executive positions in various organizations in the Los Angeles community. Jordan participated in the first Wexner Heritage Foundation leadership program in Los Angeles and the first national cohort of the Board Member Institute for Jewish Nonprofits at the Kellogg School of Management.

Prior to joining Pomerantz, Jordan was the Managing Partner of the Los Angeles office of Weiss & Lurie and Senior Litigator at Capstone Law APC.

Jordan graduated cum laude from Yale University in 1984 with a B.A in Political Science and received his law degree in 1987 from the University of Southern California Gould School of Law, where he served as Notes Editor of the *University of Southern California Law Review*.

Jordan is a member of the State Bar of California and has been admitted to practice before the United States District Courts for the Northern, Southern, Central and Eastern Districts of California, the Eastern and Western Districts of Michigan, and the District of Colorado.

Jennifer Pafiti

Jennifer Pafiti became associated with the Firm in April 2014 and was elevated to Partner in December 2015. A dually qualified U.K. solicitor and U.S. attorney, she is the Firm's Head of Client Services and also takes an active role in complex securities litigation, representing clients in both class and non-class action securities litigation.

In 2023, Jennifer was one of only four individuals to be honored with the *New York Law Journal's* Innovation Award, which recognizes "creative and inspiring approaches by forward-thinking firms and individuals." Jennifer was nominated as a 2023 Lawyer of Distinction. In 2022, *The Enterprise World* named Jennifer as *The Most Successful Business Leader to Watch*. In 2021, Jennifer was selected as one of the "Women, Influence and Power in Law" honorees by Corporate Counsel, in the Collaborative Leadership—Law Firm category. Lawdragon has named Jennifer among the Leading 500 Lawyers in the United States every year since 2021. In 2020 she was named a Southern California Rising Star by Super Lawyers® and was recognized by Benchmark Litigation as a Future Star. Lawdragon has recognized Jennifer as a Leading Plaintiff Financial Attorney from 2019 through 2021. In 2019, she was also honored by Super Lawyers® as a Southern California Rising Star in Securities Litigation, named to Benchmark Litigation's *40 & Under Hot List* of the best young attorneys in the United States, and recognized by *Los Angeles Magazine* as one of Southern California's Top Young Lawyers. In 2018,

Jennifer was recognized as a Lawyer of Distinction. She was honored by Super Lawyers® in 2017 as both a Rising Star and one of the Top Women Attorneys in Southern California. In 2016, the *Daily Journal* selected Jennifer for its “Top 40 Under 40” list of the best young attorneys in California.

Jennifer was an integral member of the Firm’s litigation team for *In re Petrobras Securities Litigation*, a case relating to a multi-billion-dollar kickback and bribery scheme at Brazil’s largest oil company, Petróleo Brasileiro S.A.–Petrobras, in which the Firm was sole Lead Counsel. She helped secure a significant victory for investors in this case at the Second Circuit Court of Appeals, when the court rejected the heightened ascertainability requirement for obtaining class certification that had been imposed by other Circuit courts such as the Third and Sixth Circuit Courts of Appeals. Working closely with Lead Plaintiff, Universities Superannuation Scheme Limited, she was also instrumental in achieving the historic settlement of \$3 billion for Petrobras investors. This is not only the largest securities class action settlement in a decade but is the largest settlement ever in a securities class action involving a foreign issuer, the fifth-largest securities class action settlement ever achieved in the United States, the largest securities class action settlement achieved by a foreign Lead Plaintiff, and the largest securities class action settlement in history not involving a restatement of financial reports.

Jennifer was involved, among other cases, in the securities class action against rare disease biopharmaceutical company, KaloBios, and certain of its officers, including CEO Martin Shkreli. In 2018, Pomerantz achieved a settlement of \$3 million plus 300,000 shares for defrauded investors—an excellent recovery in light of the company’s bankruptcy. *Isensee v. KaloBios*. Jennifer also helped achieve a \$10 million recovery for the class in a securities litigation against the bankrupt Californian energy company, PG&E, which arose from allegedly false statements made by the company about its rolling power outages in the wake of the catastrophic wildfire incidents that occurred in California in 2015, 2017, and 2018. *Vataj v. Johnson, et al.*

Jennifer earned a Bachelor of Science degree in Psychology at Thames Valley University in England, prior to studying law. She earned her law degrees at Thames Valley University (G.D.L.) and the Inns of Court School of Law (L.P.C.) in the U.K.

Before studying law in England, Jennifer was a regulated financial advisor and senior mortgage underwriter at a major U.K. financial institution. She holds full CeFA and CeMAP qualifications. After qualifying as a solicitor, Jennifer specialized in private practice civil litigation, which included the representation of clients in high-profile cases in the Royal Courts of Justice. Prior to joining Pomerantz, Jennifer was an associate with Robbins Geller Rudman & Dowd LLP in their San Diego office.

Jennifer regularly travels throughout the U.S. and Europe to advise clients on how best to evaluate losses to their investment portfolios attributable to financial fraud or other misconduct, and how best to maximize their potential recoveries. Jennifer is also a regular speaker at events on securities litigation and fiduciary duty. In 2022, Thought Leaders 4 Disputes published Jennifer’s article entitled “The Globalisation of Securities Litigation.”

Jennifer served on the Honorary Steering Committee of Equal Rights Advocates (“ERA”), which focuses on specific issues that women face in the legal profession. ERA is an organization that protects and expands economic and educational access and opportunities for women and girls.

Jennifer is a member of the National Association of Pension Fund Attorneys and represents the Firm as a member of the California Association of Public Retirement Systems, the State Association of County Retirement Systems, the National Association of State Treasurers, the National Conference of Employee Retirement Systems, the Texas Association of Public Employee Retirement Systems, and the U.K.'s National Association of Pension Funds.

Jennifer is admitted to practice in England and Wales; California; the United States District Courts for the Northern, Central and Southern Districts of California; and the United States Court of Appeals for the Ninth Circuit.

Joshua B. Silverman

Joshua B. Silverman is a partner in Pomerantz's Chicago office. He specializes in individual and class action securities litigation.

Josh was Lead Counsel in *In re Groupon, Inc. Securities Litigation*, achieving a \$45 million settlement, one of the highest percentage recoveries in the Seventh Circuit. He was also Lead or Co-Lead Counsel in *In re MannKind Corp. Securities Litigation* (\$23 million settlement); *In re AVEO Pharmaceuticals, Inc. Securities Litigation* (\$18 million settlement, more than four times larger than the SEC's fair fund recovery in parallel litigation); *New Mexico State Investment Council v. Countrywide Financial Corp.* (very favorable confidential settlement); *New Mexico State Investment Council v. Cheslock Bakker & Associates* (summary judgment award in excess of \$30 million); *Sudunagunta v. NantKwest, Inc.* (\$12 million settlement); *Bruce v. Suntech Power Holdings Corp.* (\$5 million settlement); *In re AgFeed, Inc. Securities Litigation* (\$7 million settlement); and *In re Hemispherx BioPharma Securities Litigation* (\$2.75 million settlement). Josh also played a key role in the Firm's representation of investors before the United States Supreme Court in *StoneRidge*, and prosecuted many of the Firm's other class cases, including *In re Sealed Air Corp. Securities Litigation* (\$20 million settlement).

Josh, together with Managing Partner Jeremy Lieberman, achieved a critical victory for investors in the securities fraud class action against Perrigo Co. plc when Judge Arleo of the United States District Court for the District of New Jersey certified classes of investors that purchased Perrigo securities on both the New York Stock Exchange and the Tel Aviv Stock Exchange. Pomerantz represents a number of institutional investors that purchased Perrigo securities on both exchanges after an offer by Mylan N.V. to tender Perrigo shares. This is the first time since *Morrison* that a U.S. court has independently analyzed the market of a security traded on a non-U.S. exchange, and found that it met the standards of market efficiency necessary allow for class certification.

Several of Josh's cases have set important precedent. For example, *In re MannKind* established that investors may support complaints with expert information. *New Mexico v. Countrywide* recognized that investors may show Section 11 damages for asset-backed securities even if there has been no interruption in payment or threat of default. More recently, *NantKwest* was the first Section 11 case in the nation to recognize statistical proof of traceability.

In addition to prosecuting cases, Josh regularly speaks at investor conferences and continuing legal education programs.

Before joining Pomerantz, Josh practiced at McGuireWoods LLP and its Chicago predecessor, Ross & Hardies, where he represented one of the largest independent futures commission merchants in commodities fraud and civil RICO cases. He also spent two years as a securities trader, and continues to actively trade stocks, futures, and options for his own account.

Josh is a 1993 graduate of the University of Michigan, where he received Phi Beta Kappa honors, and a 1996 graduate of the University of Michigan Law School.

Josh is admitted to practice in Illinois; the United States District Court for the Northern District of Illinois; the United States Courts of Appeals for the First, Second, Third, Seventh, Eighth and Ninth Circuits; and the United States Supreme Court.

Brenda Szydlo

Brenda Szydlo joined Pomerantz in January 2016 as Of Counsel and was elevated to Partner in 2022. She brings to the Firm extensive experience in complex civil litigation in federal and state court on behalf of plaintiffs and defendants, with a particular focus on securities and financial fraud litigation, litigation against pharmaceutical corporations, accountants' liability, and commercial litigation. In 2020, 2021, 2022, 2023, and 2024, Brenda was recognized by Super Lawyers® as a "Top-Rated Securities Litigation Attorney." Brenda was also included on the Lawdragon 500 Leading Plaintiff Financial Lawyers list in 2022, 2023, and 2024. Additionally, Brenda was named New York Metro Top Women 2024 for Securities Litigation.

Brenda played a leading role in the Firm's securities class action case in the Southern District of New York against Brazil's largest oil company, Petrobras, arising from a multi-billion-dollar kickback and bribery scheme, in which the Firm, as sole Lead Counsel, achieved a precedent-setting legal ruling and a historic \$3 billion settlement for the Class. This is not only the largest securities class action settlement in a decade but is the largest settlement ever in a securities class action involving a foreign issuer, the fifth-largest securities class action settlement ever achieved in the United States, the largest securities class action settlement achieved by a foreign Lead Plaintiff, and the largest securities class action settlement in history not involving a restatement of financial reports.

Brenda has represented investors in additional class and private actions that have resulted in significant recoveries, such as *In re Pfizer, Inc. Securities Litigation*, where the recovery was \$486 million, and *In re Refco, Inc. Securities Litigation*, where the recovery was in excess of \$407 million. She has also represented investors in opt-out securities actions, such as investors opting out of *In re Bank of America Corp. Securities, Derivative & ERISA Litigation* in order to pursue their own securities action.

Prior to joining Pomerantz, Brenda served as Senior Counsel in a prominent plaintiff advocacy firm, where she represented clients in securities and financial fraud litigation, and litigation against pharmaceutical corporations and accounting firms. Brenda also served as Counsel in the litigation department of one of the largest premier law firms in the world, where her practice focused on defending individuals and corporation in securities litigation and enforcement, accountants' liability actions, and commercial litigation.

Brenda is a graduate of St. John's University School of Law, where she was a St. Thomas More Scholar and member of the Law Review. She received a B.A. in economics from Binghamton University.

Brenda is admitted to practice in New York; United States District Courts for the Southern and Eastern Districts of New York; the U.S. Courts of Appeals for the Second and Ninth Circuits; and the United States Supreme Court.

Matthew L. Tuccillo

A Partner since 2013, Matthew L. Tuccillo joined Pomerantz in 2011. With 24+ years of experience, he is recognized as a top national securities litigator.

Matt serves as the Firm's lead litigator on high-stakes securities class action litigation in courts nationwide. He closely advises his institutional clients, which are regularly appointed to serve as lead plaintiffs overseeing such lawsuits. His current caseload includes multiple lawsuits headed by his clients with class-wide damages of \$500 million - \$1 billion+. Matt's representative cases include:

- In *In re Emergent Biosolutions, Inc. Securities Litigation*, No. 8:21-cv-00955-PWG (D. Md.), arising from a company's COVID-19 vaccine manufacturing failures, one of Matt's foreign pension fund clients is court-appointed co-lead plaintiff with a second Pomerantz client. Matt secured partial denial of the motion to dismiss a robust amended complaint, based on confidential sources and extensive U.S. government documents, in September 2023. The court certified the class in June 2024, and the lawsuit is now proceeding through discovery.
- In *Edwards v. McDermott Int'l, Inc.*, No. 4:18-cv-4330-AB (S.D. Tex.), Matt successfully opposed a motion to dismiss a class action lawsuit, led by one of his foreign pension fund clients, alleging a years-long, multi-prong fraud by an engineering and construction company that did a risky merger, delayed massive write-downs, and declared bankruptcy. Matt led the case through discovery, securing court orders that required defendants to review for production 1.25 million+ documents identified via plaintiff-authored search terms on plaintiff-selected custodians. Recent efforts have focused on class certification litigation and expert work.
- In *Ramos v. Comerica, Inc.*, No. 2:23-cv-06843-SB-JPR (C.D. Cal.), one of Matt's foreign pension fund clients is lead plaintiff overseeing class action claims arising from a bank's statements regarding certain government contract programs and related operating and financial metrics. A further amended complaint will be filed after an initial dismissal without prejudice.
- In *In re Miniso Group Holding Limited Securities Litigation*, No. CV-22-5815 (MR Wx) (S.D.N.Y.), one of Matt's foreign pension fund clients is lead plaintiff overseeing class action claims arising from a China-based retail company's U.S. IPO. A further amended complaint will be filed after the court resolves all briefing concerning the amended complaint.
- In *Chun v. Fluor Corp., et al.*, No. 3:18-cv-01338-S (N.D. Tex.), with two of his U.S. municipal pension fund clients serving as co-lead plaintiffs, Matt served as co-lead counsel in hard-fought litigation concerning underperforming, large-scale, fixed-bid projects through two motions to dismiss. A months-long mediation and negotiation process resulted in a court-approved \$33 million settlement, which was a 37.5% recovery of the upheld claim value.
- In *Kendall v. Odonate Therapeutics, Inc., et al.*, No. 3:20-01828-H-LL (S.D. Cal.), Matt successfully opposed a motion to dismiss a securities lawsuit arising from a pharmaceuticals company's failure to advance its lead drug candidate to FDA approval. Notably, the court held that defendants' scienter (intent) was sufficiently pled, even though they bought, rather than sold,

company stock during the period of alleged fraud. A successful mediation resulted in a court-approved \$12.75 million settlement.

- In *In re BP p.l.c. Securities Litigation*, No. 4:10-md-2185 (S.D. Tex.), where the court praised the “uniformly excellent” “quality of lawyering,” Matt spearheaded lawsuits over BP’s Gulf of Mexico oil spill by 125+ global institutional investors. Over 9 years, he successfully opposed three motions to dismiss, oversaw e-discovery of 1.75 million documents, led the Plaintiffs Steering Committee, was the sole interface with BP and the Court, and secured some of the Firm’s most ground-breaking rulings. In a ruling of first impression, he successfully argued that investors asserted viable English law “holder claims” for losses due to retention of already-owned shares in reliance on a fraud, a theory barred under U.S. law since *Blue Chip Stamps v. Manor Drug Stores*, 421 U.S. 723 (1975). He successfully argued against *forum non conveniens* (wrong forum) dismissal of 80+ global institutions’ lawsuits - the first ruling after *Morrison v. Nat’l Australia Bank Ltd.*, 130 S. Ct. 2869 (2010), to permit foreign investors to pursue in U.S. court their foreign law claims for losses in a foreign company’s securities traded on a foreign exchange. He successfully argued that the U.S. Securities Litigation Uniform Standards Act of 1998 (SLUSA), which extinguishes U.S. state law claims in deference to the U.S. federal law, should not extend to the foreign law claims of U.S. and foreign investors, a ruling that saved those claims from dismissal where U.S. federal law afforded no remedy after *Morrison*. In 2021, Matt achieved mediator-assisted, confidential, favorable monetary settlement for all 35 Firm clients including public and private pension funds, money management firms, partnerships, and trusts from the U.S., Canada, the U.K., France, the Netherlands, and Australia. Notably, seven of these plaintiffs were Matt’s institutional clients from the U.S., U.K., and Canada.
- In *In re Toronto-Dominion Bank Securities Litigation*, No. 1:17-cv-01735 (D.N.J.), Matt pled a multi-year fraud arising at one of Canada’s largest banks, based on extensive statements by former employees detailing underlying retail banking misconduct. Matt persuaded the court to reject a motion to dismiss in an order noteworthy because it validated the scienter (intent) pleading despite no witness speaking directly to the individual defendants’ state of mind. The court approved a \$13.25 million class-wide settlement achieved after mediation.
- In *Perez v. Higher One Holdings, Inc., et al.*, No. 14-cv-00755-AWT (D. Conn.), Matt persuaded the court, after an initial dismissal, to uphold a second amended complaint asserting five threads of fraud by an education funding company and its founders and to approve a \$7.5 million class-wide settlement. Notably, the court held that the company’s reported financial results violated SEC Regulation S-K, Item 303, for failure to disclose known trends and impacts from underlying misconduct – a rare ruling absent an accounting restatement.
- In *In re KaloBios Pharmaceuticals, Inc. Securities Litigation*, No. 15-cv-05841 (N.D. Cal.), a lawsuit against a bankrupt drug company and its jailed ex-CEO, Matt negotiated two class-wide settlements totaling \$3.25+ million, including cash payments and stock from the company, that were approved by the bankruptcy and district courts.
- In *In re Silvercorp Metals, Inc. Securities Litigation*, No. 1:12-cv-09456 (S.D.N.Y.), Matt worked with mining, accounting, damages, and market efficiency experts to survive a motion to dismiss by a Canadian company with mining operations in China and NYSE-traded stock. In approving the \$14 million settlement achieved after two mediations, Judge Rakoff called the case “unusually complex,” given the technical nature of mining metrics, the need to compare mining standards in Canada, China, and the U.S., and the volume of Chinese-language evidence.

Matt was also on the multi-firm team that represented commercial real estate investors against the Empire State Building's long-term lessees/operators regarding a consolidation, REIT formation, and IPO in *In re Empire State Realty Trust, Inc. Investor Litig.*, No. 650607/2012 (N.Y. Sup. Ct.), which was resolved for a \$55 million cash/securities settlement fund, a \$100 million tax benefit from restructured terms, remedial disclosures, and deal protections.

Matt regularly counsels institutional investors, foreign and domestic, regarding pending or potential complex litigation in the U.S. He is skilled at identifying potential securities frauds early, regularly providing clients with the first opportunity to evaluate and pursue their claims, and he has worked extensively with outside investment management firms retained by clients to identify a winning set of supporting evidence. When litigation is filed, he fully oversees its conduct and resolution, counseling clients throughout every step of the process, while handling all significant motions and courtroom arguments. These skills have enabled him to sign numerous institutional clients for litigation and portfolio monitoring services, including public and private pension plans, investment management firms and sponsored investment vehicles, from both the U.S. and abroad. Matt's clients have spearheaded the Firm's litigation efforts in the *BP, Fluor, McDermott, Emergent, Miniso, and Comerica* litigations discussed above.

Matt takes great pride in representing union clients. He got his own union card as a teenager (United Food & Commercial Workers International Union, Local 371), following in the footsteps of his grandfather (International Brotherhood of Teamsters, Local 560).

Before joining Pomerantz, Matt worked at a large full-service firm then plaintiff-side boutique firms in Boston and Connecticut, litigating complex business disputes and securities, consumer, and employment class actions. His pro bono work included securing Social Security benefits for a veteran with non-service-related disabilities.

Matt graduated from the Georgetown University Law Center in 1999, where he made the Dean's List. He graduated from Wesleyan University in 1995, and among his various volunteer activities, he served as President of the Wesleyan Lawyers Association from 2017-2020.

His has been named a *Super Lawyers*® "Top-Rated Securities Litigation Attorney" (2016-present), *Lawdragon* Leading Plaintiff Financial Lawyer (2019-2020, 2022- present), *Benchmark* Litigation Star (2021-2023), *Legal 500* Recommended Securities Litigator (2016, 2021), *American Lawyer* Top Rated Litigator (2023) and Northeast Trailblazer (2021), and a *Martindale-Hubbell AV*® Preeminent™ peer-rated attorney (2014-present). His advocacy has been covered by Bloomberg, Law360, the *Houston Chronicle*, the *Hartford Business Journal*, and other outlets.

He is a member of the Bars the Supreme Court of the United States; the State of New York; the State of Connecticut; the Commonwealth of Massachusetts; the Second and Ninth Circuit Courts of Appeals; and the United States District Courts for the Southern and Eastern District of New York, Connecticut, Massachusetts, the Northern District of Illinois, the Eastern District of Wisconsin, and the Southern District of Texas. He is regularly admitted pro hac vice in state and federal courts nationwide.

Austin P. Van

Austin focuses his practice on high-profile securities class actions. In 2020, Austin was named an MVP in Securities Litigation by Law360, as part of an “elite slate of attorneys [who] have distinguished themselves from their peers by securing hard-earned successes in high-stakes litigation, complex global matters and record-breaking deals.” Only up to six attorneys nationwide are selected each year as MVPs in Securities Litigation. Austin was named to Benchmark Litigation’s “40 and Under Hotlist” in 2020 and 2021. Austin has been recognized by Lawdragon as one of the top 500 Leading Plaintiff Financial Lawyers and has been named as a Recommended Lawyer by The Legal 500. From 2018–2021, Austin was honored as a Super Lawyers® Rising Star.

Austin was in charge of Pomerantz’s securities class action against TechnipFMC, an oil and gas services provider. He uncovered the theory of this case: that TechnipFMC massively overstated its net income in its initial registration statement due to its use of incorrect foreign exchange rates. Austin successfully argued at oral argument in 2018 that the Court should deny defendants’ motion to dismiss the central claim in the matter. In 2019, Austin successfully argued lead plaintiff’s motion for class certification. He led the class through complete preparations for trial. The case settled in 2020 for approximately \$20 million.

Austin led a successful securities class action at Pomerantz against Rockwell Medical, Inc. and served as co-lead counsel on the matter with another firm. Austin extensively investigated the facts of this case and drafted the operative complaint. At a pre-motion conference for Defendants’ motion to dismiss, District Senior Judge Allyn R. Ross stated: “based on what I have reviewed, it is virtually inconceivable to me that the consolidated amended complaint could possibly be dismissed on a Rule 12(b)(6) motion or a Rule 9(b) motion” and that the proposed motion practice “would be a complete waste of time and resources of counsel, of the clients’ money, and my time.” Defendants declined even to move to dismiss the complaint and settled the case in 2019 for \$3.7 million—a highly favorable settlement for the Class. Austin received a J.D. from Yale Law School, where he was an editor of the Yale Law Journal and the Yale Journal of International Law. He has a B.A. from Yale University and an M.Sc. from the London School of Economics.

Austin is admitted to practice law in New York and New Jersey; the United States District Courts for the Southern and Eastern Districts of New York, the District of New Jersey, the Northern District of Illinois, and the Southern District of Texas; and the United States Courts of Appeals for the First and Second Circuits.

Murielle Steven Walsh

Murielle Steven Walsh joined the Firm in 1998 and was elevated to Partner in 2007. In 2024 Murielle was named a Titan of the Plaintiffs Bar by *Law360*, and in 2022 she was selected to participate on the publication’s Securities Editorial Board. She was named a 2020 Plaintiffs’ Lawyer Trailblazer by the *National Law Journal*, an award created to “honor a handful of individuals from each practice area that are truly agents of change” and was also honored as a 2020 Plaintiffs’ Trailblazer by the *New York Law Journal*. Murielle was honored in 2019, 2020 and 2021 as a Super Lawyers® “Top-Rated Securities Litigation Attorney,” a recognition bestowed on 5% of eligible attorneys in the New York Metro area. Lawdragon named her a Top Plaintiffs’ Financial Lawyer in 2019 and 2020.

During her career at Pomerantz, Murielle has prosecuted highly successful securities class action and corporate governance cases. She was one of the lead attorneys litigating *In re Livent Noteholders' Securities Litigation*, a securities class action in which she obtained a \$36 million judgment against the company's top officers, a ruling which was upheld by the Second Circuit on appeal. Murielle was also part of the team litigating *EBC I v. Goldman Sachs*, where the Firm obtained a landmark ruling from the New York Court of Appeals, that underwriters may owe fiduciary duties to their issuer clients in the context of a firm-commitment underwriting of an initial public offering.

Murielle currently leads the high-profile securities class action against Wynn Resorts Ltd., in which Pomerantz is lead counsel. The litigation arises from the company's concealment of a long-running pattern of sexual misconduct against Wynn employees by billionaire casino mogul Stephen Wynn, the company's founder and former Chief Executive Officer. In March 2023, Murielle achieved class certification on behalf of defrauded investors. *Ferris v. Wynn Resorts Ltd.*, No. 18-cv-479 (D. Nev.)

In a securities class action against Ormat Technologies, Inc., Murielle achieved a \$3,750,000 settlement on behalf of defrauded investors in January 2021. Ormat's securities are dual-listed on the NYSE and the Tel Aviv Stock Exchange. Murielle persuaded the district court in exercise supplemental jurisdiction in order to apply U.S. securities law to the claims in the case, regardless of where investors purchased their securities.

Murielle led the Firm's ground-breaking litigation that arose from the popular Pokémon Go game, in which Pomerantz was lead counsel. Pokémon Go is an "augmented reality" game in which players use their smart phones to "catch" Pokémon in real-world surroundings. GPS coordinates provided by defendants to gamers included directing the public to private property without the owners' permission, amounting to an alleged mass nuisance. *In re Pokémon Go Nuisance*, No. 3:16-cv-04300 (N.D. Cal.)

Murielle was co-lead counsel in *Thorpe v. Walter Investment Management Corp.*, No. 14-cv-20880 (S.D. Fla.), a securities fraud class action challenging the defendants' representations that their lending activities were regulatory-compliant, when in fact the company's key subsidiary engaged in rampant violations of federal consumer financial protection laws, subjecting it to various government investigations and enforcement action by the CFPB and FTC. In 2016, the Firm obtained a \$24 million settlement on behalf of the class. She was also co-lead counsel in *Robb v. Fitbit, Inc.*, No. 16-cv-00151 (N.D. Cal.), a securities class action alleging that the defendants misrepresented that their key product delivered "highly accurate" heart rate readings when in fact their technology did not consistently deliver accurate readings during exercise and its inaccuracy posed serious health risks to users of Fitbit's products. The Firm obtained a \$33 million settlement on behalf of the investor class in this action.

In 2018 Murielle, along with then-Senior Partner Jeremy Lieberman, achieved a \$3,300,000 settlement for the Class in the Firm's case against Corinthian Colleges, one of the largest for-profit college systems in the country, for alleged misrepresentations about its job placement rates, compliance with applicable regulations, and enrollment statistics. Pomerantz prevailed in the motion to dismiss the proceedings, a particularly noteworthy victory because Chief Judge George King of the Central District of California had dismissed two prior lawsuits against Corinthian with similar allegations. *Erickson v. Corinthian Colleges, Inc.*, No. 2:13-cv-07466 (C.D. Cal.).

Murielle serves as a member and on the Executive Committee of the Board of Trustees of the non-profit organization Court Appointed Special Advocates for Children ("CASA") of Monmouth County. She also

served on the Honorary Steering Committee of Equal Rights Advocates (“ERA”), which focuses on and discusses specific issues that women face in the legal profession. ERA is an organization that protects and expands economic and educational access and opportunities for women and girls. In the past, Murielle served as a member of the editorial board for Class Action Reports, a Solicitor for the Legal Aid Associates Campaign, and has been involved in political asylum work with the Association of the Bar of the City of New York.

Murielle serves on the Firm's Anti-Harassment and Discrimination Committee.

Murielle graduated *cum laude* from New York Law School in 1996, where she was the recipient of the Irving Mariash Scholarship. During law school, Murielle interned with the Kings County District Attorney and worked within the mergers and acquisitions group of Sullivan & Cromwell.

Murielle is admitted to practice in New York; the United States District Court for the Southern District of New York; and the United States Courts of Appeals for the Second and Sixth Circuits.

Tamar A. Weinrib

Tamar A. Weinrib joined Pomerantz in 2008. She was Of Counsel to the Firm from 2014 through 2018 and was elevated to Partner in 2019. In 2020, The Legal 500 honored her as a Next Generation Partner. Tamar was named a 2018 Rising Star under 40 years of age by Law360, a prestigious honor awarded to a select few “top litigators and dealmakers practicing at a level usually seen from veteran attorneys.” Tamar has been recognized by Super Lawyers® as a 2021 “Top-Rated Securities Litigation Attorney;” she was honored as a New York Metro Rising Star every year from 2014 to 2019.

In 2019, Tamar and Managing Partner Jeremy Lieberman achieved a \$27 million settlement for the Class in *Strougo v. Barclays PLC*, a high-profile securities class action in which Pomerantz was Lead Counsel. Plaintiffs alleged that Barclays PLC misled institutional investor clients about the extent of the banking giant’s use of so-called “dark pool” trading systems. This case turned on the duty of integrity owed by Barclays to its clients. In November 2016, Tamar and Jeremy achieved precedent-setting victories for investors, when the Second Circuit Court of Appeals held that direct evidence of price impact is not always necessary to demonstrate market efficiency to invoke the presumption of reliance, and that defendants seeking to rebut the presumption of reliance must do so by a preponderance of the evidence rather than merely meeting a burden of production. In 2018, Tamar successfully opposed Defendants’ petition to the Supreme Court for a writ of certiorari.

In approving the settlement in *Strougo v. Barclays PLC* in June 2019, Judge Victor Marrero of the Southern District of New York stated:

Let me thank counsel on both sides for the extraordinary work both sides did in bringing this matter to a reasonable conclusion. As the parties have indicated, the matter was intensely litigated, but it was done in the most extraordinary fashion with cooperation, collaboration, and high levels of professionalism on both sides, so I thank you.

Tamar headed the litigation of *In re Delcath Systems, Inc. Securities Litigation*, in which Pomerantz achieved a settlement of \$8,500,000 for the class. She successfully argued before the Second Circuit in *In*

re China North East Petroleum Securities Litigation, to reverse the district court's dismissal of the defendants on scienter grounds.

Among other securities fraud class actions that Tamar led to successful settlements are *KB Partners I, L.P. v. Pain Therapeutics, Inc.* (\$8,500,000); *New Oriental Education & Technology Group, Inc.* (\$3,150,000); and *Whiteley v. Zynerba Pharmaceuticals, Inc. et al.* (\$4,000,000).

Before coming to Pomerantz, Tamar had over three years of experience as a litigation associate in the New York office of Clifford Chance US LLP, where she focused on complex commercial litigation. Tamar has successfully tried pro bono cases, including two criminal appeals and a housing dispute filed with the Human Rights Commission.

Tamar graduated from Fordham University School of Law in 2004 and while there, won awards for successfully competing in and coaching Moot Court competitions.

Tamar is admitted to practice in New York; the United States District Courts for the Southern and Eastern Districts of New York; and the United States Courts of Appeals for the Second, Third, Fourth, and Ninth Circuits.

Michael J. Wernke

Michael J. Wernke joined Pomerantz as Of Counsel in 2014 and was elevated to Partner in 2015. He was named a 2020 Plaintiffs' Lawyer Trailblazer by the *National Law Journal*, an award created to "honor a handful of individuals from each practice area that are truly agents of change."

Michael, along with Managing Partner Jeremy Lieberman, led the litigation in *Pirnik v. Fiat Chrysler Automobiles N.V. et al.*, No. 1:15-cv-07199-JMF (S.D.N.Y), in which the Firm, as Lead Counsel, achieved a \$110 million settlement for the class. This high-profile securities class action alleges that Fiat Chrysler concealed from investors that it improperly outfitted its diesel vehicles with "defeat device" software designed to cheat NOx emissions regulations in the U.S. and Europe, and that regulators had accused Fiat Chrysler of violating the emissions regulations. The *Fiat Chrysler* recovery provides the class of investors with as much as 20% of recoverable damages—an excellent result when compared to historical statistics in class action settlements, where typical recoveries for cases of this size are between 1.6% and 3.3%.

Michael led the securities class action *Zwick Partners, LP v. Quorum Health Corp., et al.*, No. 3:16-cv-2475, achieving a settlement of \$18,000,000 for the class in June 2020. The settlement represented between 12.7% and 42.9% of estimated recoverable damages. Plaintiff alleged that defendants misrepresented to investors the poor prospects of hospitals that the parent company spun off into a stand-alone company. In defeating defendants' motions to dismiss the complaint, Michael successfully argued that company from which Quorum was spun off was a "maker" of the false statements even though all the alleged false statements concerned only Quorum's financials and the class involved only purchasers of Quorum's common stock. This was a tremendous victory for plaintiffs, as cases alleging false statements of goodwill notoriously struggle to survive motions to dismiss.

Along with Managing Partner Jeremy Lieberman, Michael leads the Firm's individual action against pharmaceutical giant Teva Pharmaceutical Industries Ltd. and Teva Pharmaceuticals USA, Inc. (together,

“Teva”), and certain of Teva’s current and former employees and officers, relating to alleged anticompetitive practices in Teva’s sales of generic drugs. Teva is a dual-listed company; the Firm represents several Israeli institutional investors who purchased Teva shares on the Tel Aviv Stock Exchange. In early 2021, Pomerantz achieved a major victory for global investors when the district court agreed to exercise supplemental jurisdiction over the Israeli law claims. *Clal Insurance Company Ltd. v. Teva Pharmaceutical Industries Ltd.*

In December 2018, Michael, along with Pomerantz Managing Partner Jeremy A. Lieberman, secured a \$31 million partial settlement with three defendants in *In re Libor Based Financial Instruments Antitrust Litigation*, a closely watched multi-district litigation, which concerns the LIBOR rigging scandal.

In October 2018, Michael secured a \$15 million settlement in *In re Symbol Technologies, Inc. Securities Litigation*, No. 2:05-cv-03923-DRH-AKT (E.D.N.Y.), a securities class action that alleges that, following an accounting fraud by prior management, Symbol’s management misled investors about the state of its internal controls and the Company’s ability to forecast revenues.

He was Lead Counsel in *Thomas v. Magnachip Semiconductor Corp.*, in which he achieved a \$23.5 million partial settlement with certain defendants, securing the settlement despite an ongoing investigation by the Securities and Exchange Commission and shareholder derivative actions. He played a leading role in *In re Lumber Liquidators, Inc. Securities Litigation*, in which Pomerantz, as Co-Lead Counsel, achieved a settlement of \$26 million in cash and 1,000,000 shares of Lumber Liquidators common stock for the Class. Michael also secured a \$7 million settlement (over 30% of the likely recoverable damages) in the securities class action *Todd v. STAAR Surgical Company, et al.*, No. 14-cv-05263-MWF-RZ (C.D. Cal.), which alleged that STAAR concealed from investors violations of FDA regulations that threatened the approval of STAAR’s long awaited new product.

In the securities class action *In re Atossa Genetics, Inc. Securities Litigation*, No. 13-cv-01836-RSM (W.D. Wash.), Michael secured a decision by the Ninth Circuit Court of Appeals that reversed the district court’s dismissal of the complaint. The Ninth Circuit held that the CEO’s public statements that the company’s flagship product had been approved by the FDA were misleading despite the fact that the company’s previously filed registration statement stated that that the product did not, at that time, require FDA approval.

During the nine years prior to coming to Pomerantz, Michael was a litigator with Cahill Gordon & Reindel LLP, with his primary focus in the securities defense arena, where he represented multinational financial institutions and corporations, playing key roles in two of only a handful of securities class actions to go to jury verdict since the passage of the PSLRA.

In 2020 and 2021, Michael was honored as a Super Lawyers® “Top Rated Securities Litigation Attorney.” In 2014 and 2015, he was recognized as a Super Lawyers® New York Metro Rising Star.

Michael received his J.D. from Harvard Law School in 2004. He also holds a B.S. in Mathematics and a B.A. in Political Science from Ohio State University, where he graduated *summa cum laude*.

He serves on the Firm’s Anti-Harassment and Discrimination Committee.

Michael is admitted to practice in New York; the United States District Court for the Southern District of New York; and the United States Supreme Court.

Senior Counsel

Stanley M. Grossman

Stanley M. Grossman, Senior Counsel, is a former Managing Partner of Pomerantz. Widely recognized as a leader in the plaintiffs' securities bar, he was honored in 2020 with a Lifetime Achievement award by the *New York Law Journal*. Martindale Hubbell awarded Stan its 2021 AV Preeminent Rating®, "given to attorneys who are ranked at the highest level of professional excellence for their legal expertise, communication skills, and ethical standards by their peers." Stan was selected by *Super Lawyers*® as an outstanding attorney in the United States for the years 2006 through 2020 and was featured in the *New York Law Journal* article *Top Litigators in Securities Field—A Who's Who of City's Leading Courtroom Combatants*. Lawdragon named Stan a Leading Plaintiff Financial Lawyer in 2019 and 2020, and in 2021, he was inducted into the Lawdragon Hall of Fame. In 2013, Brooklyn Law School honored Stan as an Alumnus of the Year.

Stan has primarily represented plaintiffs in securities and antitrust class actions, including many of those listed in the Firm biography. See, e.g., *Ross v. Bernhard*, 396 U.S. 531 (1970); *Rosenfeld v. Black*, 445 F.2d 137 (2d Cir. 1971); *Wool v. Tandem Computers, Inc.*, 818 F.2d 1433 (9th Cir. 1987); and *In re Salomon Bros. Treasury Litig.*, 9 F.3d 230 (2d Cir. 1993). In 2008 he appeared before the United States Supreme Court to argue that scheme liability is actionable under Section 10(b) and Rule 10b-5(a) and (c). See *StoneRidge Inv. Partners, LLC v. Sci.-Atlanta, Inc.*, No. 06-43 (2008). Other cases where he was the Lead or Co-Lead Counsel include: *In re Salomon Brothers Treasury Litigation*, No. 91 Civ. 5471 (S.D.N.Y. 1994) (\$100 million cash recovery); *In re First Executive Corporation Securities Litigation*, No. CV-89-7135 (C.D. Cal. 1994) (\$100 million settlement); and *In re Sorbates Direct Purchaser Antitrust Litigation*, No. C98-4886 (N.D. Cal. 2000) (over \$80 million settlement for the class).

In 1992, Senior Judge Milton Pollack of the Southern District of New York appointed Stan to the Executive Committee of counsel charged with allocating to claimants hundreds of millions of dollars obtained in settlements with Drexel Burnham & Co. and Michael Milken.

Many courts have acknowledged the high quality of legal representation provided to investors by Stan. In *Gartenberg v. Merrill Lynch Asset Management, Inc.*, No. 79 Civ. 3123 (S.D.N.Y.), where Stan was lead trial counsel for plaintiff, Judge Pollack noted at the completion of the trial:

[I] can fairly say, having remained abreast of the law on the factual and legal matters that have been presented, that I know of no case that has been better presented so as to give the Court an opportunity to reach a determination, for which the court thanks you.

Stan was also the lead trial attorney in *Rauch v. Bilzerian* (N.J. Super. Ct.) (directors owed the same duty of loyalty to preferred shareholders as common shareholders in a corporate takeover), where the court described the Pomerantz team as "exceptionally competent counsel." He headed the six week trial on liability in *Walsh v. Northrop Grumman* (E.D.N.Y.) (a securities and ERISA class action arising from Northrop's takeover of Grumman), after which a substantial settlement was reached.

Stan frequently speaks at law schools and professional organizations. In 2010, he was a panelist on *Securities Law: Primary Liability for Secondary Actors*, sponsored by the Federal Bar Council, and he presented *Silence Is Golden—Until It Is Deadly: The Fiduciary’s Duty to Disclose*, at the Institute of American and Talmudic Law. In 2009, Stan was a panelist on a Practising Law Institute “Hot Topic Briefing” entitled *StoneRidge—Is There Scheme Liability or Not?*

Stan served on former New York State Comptroller Carl McCall’s Advisory Committee for the NYSE Task Force on corporate governance. He is a former president of NASCAT. During his tenure at NASCAT, he represented the organization in meetings with the Chairman of the Securities and Exchange Commission and before members of Congress and of the Executive Branch concerning legislation that became the PSLRA.

Stan served for three years on the New York City Bar Association’s Committee on Ethics, as well as on the Association’s Judiciary Committee. He is actively involved in civic affairs. He headed a task force on behalf of the Association, which, after a wide-ranging investigation, made recommendations for the future of the City University of New York. He was formerly on the board of the Appleseed Foundation, a national public advocacy group.

Stan is admitted to practice in New York; the United States District Courts for the Southern and Eastern Districts of New York, Central District of California, Eastern District of Wisconsin, District of Arizona, District of Colorado; the United States Courts of Appeals for the First, Second, Third, Ninth and Eleventh Circuits; and the United States Supreme Court.

Marc I. Gross

Marc I. Gross is Senior Counsel at Pomerantz LLP, where he has litigated securities fraud class actions for over four decades, serving as its Managing Partner from 2009 to 2016. His major lawsuits include SAC Capital (Steven Cohen—insider trading); Chesapeake Energy (Aubrey McClendon—insider bail out); Citibank (analyst Jack Grubman—false AT&T stock recommendation); and Charter Communications (Paul Allen—accounting fraud). He also litigated market efficiency issues in the firm’s landmark \$3 billion recovery in *Petrobras*.

Mr. Gross has also served as President of the Institute of Law and Economic Policy (“ILEP”), which has organized symposiums each year where leading academics have presented papers on securities law and consumer protection issues. These papers have been cited in over 200 cases, including several in the United States Supreme Court. <http://www.ilep.org>.

Mr. Gross has addressed numerous forums in the United States on shareholder-related issues, including ILEP; Loyola-Chicago School of Law’s Institute for Investor Protection Conference; the National Conference on Public Employee Retirement Systems’ (“NCPERS”) Legislative Conferences; PLI conferences on Current Trends in Securities Law; a panel entitled *Enhancing Consistency and Predictability in Applying Fraud-on-the-Market Theory*, sponsored by the Duke Law School Center for Judicial Studies, as well as securities law students at NYU and Georgetown Law schools.

Among other articles, Mr. Gross authored *Cooking Books? The Valuation Treadmill*, 50 Sec. Reg. L. Jrl. 363 (2022); *Reputation and Securities Litigation*, 47 Sec. Reg. I Jrl. 99 (2019) *Back to Basic(s): Common*

Sense Trumps Econometrics, N.Y.L.J. (Jan. 8, 2018) (with Jeremy Lieberman); and *Class Certification in a Post-Halliburton II World*, 46 Loyola-Chicago L.J. 485 (2015).

Mr. Gross was honored in 2022 by T'ruah, the Rabbinic Call to Human Rights, for his pro bono work in support of the Coalition of Immokalee Workers in Florida in their battle for recognition by Wendy's Restaurants, and recently joined the Board of Mainchance, a homeless drop-in shelter operating in Manhattan.

Mr. Gross is a graduate of NYU Law '76 and Columbia College '73.

Patrick V. Dahlstrom

Patrick Dahlstrom joined Pomerantz as an associate in 1991 and was elevated to Partner in January 1996. He served as Co-Managing Partner with Jeremy Lieberman in 2017 and 2018 and is now Senior Counsel. Patrick heads the Firm's Chicago office. He was honored as a Super Lawyers® "Top-Rated Securities Litigation Attorney" from 2018–2021 in both Securities Litigation and Appellate matters. In 2021, Patrick was inducted into the Lawdragon Hall of Fame.

Patrick, a member of the Firm's Institutional Investor Practice and New Case Groups, has extensive experience litigating cases under the PSLRA. He led *In re Comverse Technology, Inc. Securities Litigation*, No. 06-CV-1825 (E.D.N.Y.), in which the Firm, as Lead Counsel, recovered a \$225 million settlement for the Class—the second-highest ever for a case involving back-dating options, and one of the largest recoveries ever from an individual officer-defendant, the company's founder and former CEO. In *Comverse*, the Firm obtained an important clarification of how courts calculate the "largest financial interest" in connection with the selection of a Lead Plaintiff, in a manner consistent with *Dura Pharmaceuticals, Inc. v. Broudo*, 544 U.S. 336 (2005). Judge Garaufis, in approving the settlement, lauded Pomerantz: "The court also notes that, throughout this litigation, it has been impressed by Lead Counsel's acumen and diligence. The briefing has been thorough, clear, and convincing, and . . . Lead Counsel has not taken short cuts or relaxed its efforts at any stage of the litigation."

In *DeMarco v. Robertson Stephens, Inc.*, 228 F.R.D. 468 (S.D.N.Y. 2005), Patrick obtained the first class certification in a federal securities case involving fraud by analysts.

Patrick's extensive experience in litigation under the PSLRA has made him an expert not only at making compelling arguments on behalf of Pomerantz's clients for Lead Plaintiff status, but also in discerning weaknesses of competing candidates. *In re American Italian Pasta Co. Securities Litigation* and *Comverse* are the most recent examples of his success in getting our clients appointed sole Lead Plaintiff despite competing motions by numerous impressive institutional clients.

Patrick was a member of the trial team in *In re ICN/Viratek Securities Litigation* (S.D.N.Y. 1997), which, after trial, settled for \$14.5 million. Judge Wood praised the trial team: "[P]laintiffs counsel did a superb job here on behalf of the class . . . This was a very hard fought case. You had very able, superb opponents, and they put you to your task . . . The trial work was beautifully done and I believe very efficiently done."

Patrick's speaking engagements include interviews by NBC and the CBC regarding securities class actions, and among others, a presentation at the November 2009 State Association of County

Retirement Systems Fall Conference as the featured speaker at the Board Chair/Vice Chair Session entitled: "Cleaning Up After the 100 Year Storm. How trustees can protect assets and recover losses following the burst of the housing and financial bubbles."

Patrick is a 1987 graduate of the Washington College of Law at American University in Washington, D.C., where he was a Dean's Fellow, Editor in Chief of the *Administrative Law Journal*, a member of the Moot Court Board representing Washington College of Law in the New York County Bar Association's Antitrust Moot Court Competition, and a member of the Vietnam Veterans of America Legal Services/Public Interest Law Clinic. Upon graduating, Patrick served as the Pro Se Staff Attorney for the United States District Court for the Eastern District of New York and was a law clerk to the Honorable Joan M. Azrack, United States Magistrate Judge.

Patrick is admitted to practice in New York and Illinois; the United States District Courts for the Southern and Eastern Districts of New York, Northern District of Illinois, Northern District of Indiana, Eastern District of Wisconsin, District of Colorado, and Western District of Pennsylvania; the United States Courts of Appeals for the First, Fourth, Sixth, Seventh, Eighth, and Ninth Circuits; and the United States Supreme Court.

Of Counsel

Samuel J. Adams

Samuel J. Adams became an Associate at Pomerantz in January 2012 and was elevated to Of Counsel to the Firm in 2021. He has been recognized as a Super Lawyers® "Rising Star" every year from 2015 through 2021.

Sam focuses his practice on corporate governance litigation and has served as a member of the litigation team in numerous actions that concluded in successful resolutions for stockholders. He was an integral member of the litigation team that secured a \$5.6 million settlement on behalf of a class of shareholders of Physicians Formula Holdings, Inc. following an ignored merger offer. *In re Physicians Formula Holdings, Inc. S'holder Litig.*, C.A. No. 7794-VCL (Del. Ch. Ct.). Sam was also instrumental in achieving a settlement in *Strougo v. Hollander*, C.A. No. 9770-CB (Del. Ch. Ct.) which provided for a 25% price increase for members of the class cashed out in the going-private transaction and established that fee-shifting bylaws adopted after a challenged transaction do not apply to stockholders affected by the transaction. Additionally, he was on the team of Pomerantz attorneys who obtained the elimination of stand-still provisions that allowed third parties to bid for Great Wolf Resorts, Inc., resulting in the emergence of a third-party bidder and approximately \$94 million (57%) in additional merger consideration for Great Wolf shareholders. *In re Great Wolf Resorts, Inc. S'holder Litig.*, C.A. No. 7328-VCN (Del. Ch.).

Sam is a 2009 graduate of the University of Louisville Louis D. Brandeis School of Law. While in law school, he was a member of the National Health Law Moot Court Team. He also participated in the Louis D. Brandeis American Inn of Court.

Sam is admitted to practice in New York; the United States District Courts for the Southern, Northern, and Eastern Districts of New York and the Eastern District of Wisconsin; and the United States Court of Appeals for the Fifth Circuit.

Ari Y. Basser

Ari Y. Basser joined Pomerantz as an associate in April 2019 and was elevated to Of Counsel in January 2022. He focuses his practice on strategic consumer litigation by representing consumers in unfair competition, fraud, false advertising, and auto defect actions that recover monetary and injunctive relief on behalf of class members while also advocating for important consumer rights. Ari has successfully prosecuted claims involving California's Unfair Competition Law, California's Consumers Legal Remedies Act, the Song-Beverly Consumer Warranty Act, and the Magnusson-Moss Warranty Act.

Prior to joining Pomerantz, Ari was an associate at major litigation law firms in Los Angeles. Ari also worked as a Law Clerk in the Economic Crimes Unit of the Santa Clara County Office of the District Attorney. Ari has litigated antitrust violations, product defect matters, and a variety of fraud and misrepresentation cases brought under state and federal consumer protection statutes involving unfair competition and false advertising. He has also been deputized in private attorneys general enforcement actions to recover civil penalties from corporations, on behalf of the State of California, for violations of the Labor Code.

Ari is a contributing author to the *Competition Law Journal*, the official publication of the Antitrust, UCL, and Privacy Section of the State Bar of California, where he has examined trends in antitrust litigation and the regulatory authority of the Federal Trade Commission.

Ari received dual degrees in Economics and Psychology from the University of California, San Diego in 2004. He earned his Juris Doctor in 2010 from Santa Clara University School of Law.

Samantha Daniels

Samantha brings years of commercial litigation experience to the Pomerantz team, joining the Firm as Of Counsel in 2024. Her practice involves representing aggrieved shareholders in securities litigation to recover losses across a number of industries, including pharma, technology, and entertainment.

Prior to joining Pomerantz, Samantha was an associate at Gibson, Dunn & Crutcher LLP, primarily in the firm's renowned appellate practice, representing highly-visible clients in a range of issues from securities litigation, consumer deception, and labor and employment, to constitutional crises. Her former matters include resolving first impression questions of employment status for gig workers for Uber and Postmates, securing victory for Apple against allegations of consumer fraud regarding FaceTime, and helping win NML shareholders 2.1 billion in due Argentine bonds.

Samantha earned her law degree from the University of Chicago Law School where she published her student comment on consumer protection. Before that, Samantha studied at Cornell University in Ithaca, New York, earning degrees in Political Science and History.

Cheryl D. Hamer

Cheryl D. Hamer joined Pomerantz in 2003 as an associate, served as a partner from 2007 to 2015 and is now Of Counsel to the Firm. She is based in San Diego.

Before joining Pomerantz, she served as counsel to nationally known securities class action law firms focusing on the protection of investors rights. In private practice for over 20 years, she has litigated, at both state and federal levels, Racketeer Influenced and Corrupt Organizations, Continuing Criminal Enterprise, death penalty and civil rights cases and grand jury representation. She has authored numerous criminal writs and appeals.

Cheryl was an Adjunct Professor at American University, Washington College of Law from 2010–2011 and served as a pro bono attorney for the Mid-Atlantic Innocence Project. She was an Adjunct Professor at Pace University, Dyson College of Arts and Sciences, Criminal Justice Program and The Graduate School of Public Administration from 1996–1998. She has served on numerous non-profit boards of directors, including Shelter From The Storm, the Native American Preparatory School and the Southern California Coalition on Battered Women, for which she received a community service award.

Cheryl has been a member of the Litigation and Individual Rights and Responsibilities Sections of the American Bar Association, the Corporation, Finance & Securities Law and Criminal Law and Individual Rights Sections of the District of Columbia Bar, the Litigation and International Law Sections of the California State Bar, and the National Association of Public Pension Attorneys (NAPPA) and represents the Firm as a member of the Council of Institutional Investors (CII), the National Association of State Treasurers (NAST), the National Conference on Public Employees Retirement Systems (NCPERS), the International Foundation of Employee Benefit Plans (IFEBP), the State Association of County Retirement Systems (SACRS), the California Association of Public Retirement Systems (CALAPRS) and The Association of Canadian Pension Management (ACPM/ACARR).

Cheryl is a 1973 graduate of Columbia University and a 1983 graduate of Lincoln University Law School. She studied tax law at Golden Gate University and holds a Certificate in Journalism from New York University and a Certificate in Photography: Images and Techniques from The University of California San Diego.

Louis C. Ludwig

Louis C. Ludwig joined Pomerantz in April 2012 and was elevated to Of Counsel to the Firm in 2019. He has been honored as a 2016 and 2017 Super Lawyers® Rising Star and as a 2018 and 2019 Super Lawyers® Top-Rated Securities Litigation Attorney.

Louis focuses his practice on securities litigation, and has served as a member of the litigation team in multiple actions that concluded in successful settlements for the Class, including *Satterfield v. Lime Energy Co.*, (N.D. Ill.); *Blitz v. AgFeed Industries, Inc.* (M.D. Tenn.); *Frater v. Hemispherx Biopharma, Inc.* (E.D. Pa.); *Bruce v. Suntech Power Holdings Co.* (N.D. Cal.); *In re: Groupon, Inc. Securities Litigation* (N.D. Ill.); *Flynn v. Sientra, Inc.* (C.D. Cal.); *Thomas v. MagnaChip Semiconductor Corp.* (N.D. Cal.); *In re: AVEO Pharmaceuticals, Inc. Securities Litigation* (N.D. Cal.); and *In re: Akorn, Inc. Securities Litigation* (N.D. Ill.).

Louis graduated from Rutgers University School of Law in 2007, where he was a Dean's Law Scholarship Recipient. He served as a law clerk to the Honorable Arthur Bergman, Superior Court of New Jersey. Prior to joining Pomerantz, Louis specialized in litigating consumer protection class actions at Bock & Hatch LLC in Chicago, Illinois.

Louis is admitted to practice in New Jersey and Illinois; the United States District Courts for the District of New Jersey and the Northern District of Illinois; and the United States Courts of Appeals for the Seventh and Ninth Circuits.

Jonathan D. Park

Jonathan D. Park joined Pomerantz as Of Counsel in April 2022. Prior to joining Pomerantz, he was associated with a prominent plaintiff-side litigation firm, where he represented clients in securities and investment litigation. He is regularly recognized as a Super Lawyers® Rising Star.

Jonathan focuses his practice on securities litigation. He is currently pursuing claims against Twitter concerning its cybersecurity practices and user metrics. Jonathan was a key member of the litigation teams that obtained settlements in *Poirier v. Bakkt Holdings, Inc.* (E.D.N.Y.) and *Lako v. loanDepot, Inc.* (C.D. Cal.). Prior to joining Pomerantz, he was a member of the litigation team that obtained \$19 million for the class in *In re Synchronoss Technologies, Inc. Securities Litigation*, and he represented investors in *In re JPMorgan Chase & Co. Securities Litigation*, which arose from the “London Whale” scandal and was settled for \$150 million. He has also represented investors in opt-out securities actions against pharmaceutical manufacturers and other companies.

Jonathan also has experience representing investors in breach of contract actions. He was the primary associate representing institutional investors injured by the early redemption of bonds issued by CoBank, ACB and AgriBank, FCB. In the litigation against CoBank, the plaintiffs secured a summary judgment ruling on liability, and in the litigation against AgriBank, the plaintiffs defeated a motion to dismiss, permitting the claims to proceed though the plaintiffs were beneficial owners and not record holders of the bonds at issue. Both cases were resolved on confidential terms.

At the New York City Bar Association, Jonathan has served on the Task Force on Puerto Rico, the New Lawyers Council, and the International Human Rights Committee. He also served on the board of his non-profit running club, the Dashing Whippets Running Team.

Jonathan earned his J.D. in 2013 from Fordham University School of Law, where he served on the school’s Moot Court Board as the Editor of the Jessup International Law Competition Team. During law school, he was a Crowley Scholar in International Human Rights, received the Archibald R. Murray Public Service Award, and interned with a refugee law project in Cairo, Egypt. He received a B.A. in 2006 from Vassar College, where he majored in Africana Studies.

Lesley Portnoy

Lesley Portnoy joined Pomerantz as Of Counsel in January 2020, bringing to the Firm more than a decade of experience representing investors and consumers in recovering losses caused by corporate fraud and wrongdoing. Lesley is based in Los Angeles.

Lesley has assisted in the recovery of billions of dollars on behalf of aggrieved investors, including the victims of the Bernard M. Madoff bankruptcy. Courts throughout the United States have appointed him as Lead Counsel to represent investors in securities fraud class actions. Lesley has been recognized as a Super Lawyers® Rising Star every year from 2017 through 2021.

As Co-Lead Counsel with Pomerantz in *In re Yahoo!, Inc. Sec. Litig.*, a high-profile class action litigation against Yahoo!, Inc., Lesley helped achieve an \$80 million settlement for the Class in 2018. The case involved the biggest data breaches in U.S. history, in which over 3 billion Yahoo accounts were compromised.

Other securities fraud cases that Lesley successfully litigated include *Parmelee v. Santander Consumer USA Holdings, Inc.*; *In re Fifth Street Asset Management, Inc. Sec. Litig.*; *In re ITT Educational Services, Inc. Sec. Litig.*; *In re Penn West Petroleum Ltd. Sec. Litig.*; *Elkin v. Walter Investment Management Corp.*; *In re CytRx Corporation Sec. Litig.*; *Carter v. United Development Funding IV*; and *In re Akorn, Inc. Sec. Litig.*

Lesley received his B.A. in 2004 from the University of Pennsylvania. In 2009, he simultaneously received his JD magna cum laude from New York Law School and his Master's of Business Administration from City University of New York. At New York Law School, Lesley was on the Dean's List—High Honors and an Articles Editor for the New York Law School Law Review.

Lesley is admitted to practice in New York and California; the United States District Courts for the Southern and Eastern Districts of New York, the Central, Northern, and Southern Districts of California and the Northern District of Texas; and the United States Court of Appeals for the Second Circuit.

Jennifer Banner Sobers

Jennifer Banner Sobers is Of Counsel to the Firm.

In 2021, Jennifer was honored as a Super Lawyers® “Top-Rated Securities Litigation Attorney”. She was also named a 2020 Rising Star by Super Lawyers®, Law360, and the *New York Law Journal*, all separate and highly competitive awards that honor attorneys under 40 whose legal accomplishments transcend their age. After a rigorous nomination and vetting process, Jennifer was honored in 2019 and 2020 as a member of the National Black Lawyers Top 100, an elite network of the top 100 African American attorneys from each state.

Jennifer played an integral role on the team litigating *In re Petrobras Securities Litigation*, in the Southern District of New York, a securities class action arising from a multi-billion-dollar kickback and bribery scheme involving Brazil's largest oil company, Petróleo Brasileiro S.A.—Petrobras. The Firm, as sole Lead Counsel, achieved a historic \$3 billion settlement on behalf of investors in Petrobras securities. Among Jennifer's contributions to the team's success were: managing the entire third-party discovery in the United States, which resulted in the discovery of key documents and witnesses; deposing several underwriter bank witnesses; drafting portions of Plaintiffs' amended complaints that withstood motions to dismiss the claims and Plaintiffs' successful opposition to Defendants' appeal in the Second Circuit, which resulted in precedential rulings, including the Court rejecting the heightened ascertainability requirement for obtaining class certification that had been imposed by other circuit courts; and second chaired argument in the Second Circuit that successfully led to the Court upholding the award of sanctions against a professional objector challenging the integrity of the settlement.

Jennifer played a leading role in *In re Toronto-Dominion Bank Securities Litigation*, an action in the District of New Jersey alleging a multi-year fraud arising from underlying retail banking misconduct by one of Canada's largest banks that was revealed by investigative news reports. Jennifer undertook

significant work drafting the briefing to oppose Defendants' motion to dismiss the claims, which the Court denied. She oversaw the discovery in the action, which included, among other things, heading the complicated process of obtaining documents in Canada and being a principal drafter of the motion to partially lift the PSLRA stay in order to obtain discovery. Jennifer successfully presented oral argument which led to the Court approval of a \$13.25 million class-wide settlement.

U.S. District Judge Noel L. Hillman, in approving the *Toronto-Dominion Bank* settlement, stated, "I commend counsel on both sides for their hard work, their very comprehensive and thoughtful submissions during the motion practice aspect of this case. I paused on it because it was a hard case. I paused on it because the lawyering was so good. So, I appreciate from both sides your efforts." He added, "It's clear to me that this was comprehensive, extensive, thoughtful, meaningful litigation leading up to the settlement." Singling out Pomerantz's role as lead counsel, the judge also said, "This settlement appears to have been obtained through the hard work of the Pomerantz firm . . . It was through their efforts and not piggybacking on any other work that resulted in this settlement."

Jennifer was a key member of the team litigating individual securities actions against BP p.l.c. in the Northern District of Texas on behalf of institutional investors in BP p.l.c. to recover losses in BP's common stock (which trades on the London Stock Exchange), arising from BP's 2010 Gulf oil spill. The actions were resolved in 2021 in a confidential, favorable monetary settlement for all 35 Firm clients.

Jennifer was a lead litigator in *Crutchfield v. Match Group, Inc.* Jennifer was also a key member of the litigation teams of other nationwide securities class action cases, including: *In re Ubiquiti Networks, Inc. Sec. Litig.*, an action in the Southern District of New York, for which Jennifer was one of the principal drafters of the amended complaint—the strength of which led the Court to deny permission to the defendants to file a formal motion to dismiss it—which secured a court-approved \$15 million class-wide settlement; *In re KaloBios Pharmaceuticals, Inc. Securities Litigation*, an action in the Northern District of California, which successfully secured settlements from the bankrupt company and its jailed CEO worth over \$3.25 million for the Class that were approved by the Court as well as the bankruptcy court; *Perez v. Higher One Holdings, Inc.*, an action in the District of Connecticut, for which Jennifer was one of the principal drafters of the successful opposition to Defendants' motion to dismiss, and which secured a court-approved \$7.5 million class-wide settlement; *Edwards v. McDermott Int'l, Inc.*; *Chun v. Fluor Corp.*; and *Kendall v. Odonate Therapeutics, Inc.*

Prior to joining Pomerantz, Jennifer was an associate with a prominent law firm in New York where her practice focused on complex commercial litigation, including securities law and accountants' liability. An advocate of pro bono representation, Jennifer earned the Empire State Counsel honorary designation from the New York State Bar Association and received an award from New York Lawyers for the Public Interest for her pro bono work.

Jennifer received her B.A. from Harvard University (with honors), where she was on the Dean's List, a Ron Brown Scholar, and a recipient of the Harvard College Scholarship. She received her J.D. from University of Virginia School of Law where she was a participant in the Lile Moot Court Competition and was recognized for her pro bono service.

She is a member of the Securities Litigation and Public Service Committees of the Federal Bar Council, and the New York City Bar Association.

Jennifer is admitted to practice in New York; the United States District Court for the Southern and Eastern Districts of New York; and the United States Courts of Appeals for the Second, Fifth, and Ninth Circuits.

Nicolas Tatin

French lawyer Nicolas Tatin joined Pomerantz in April 2017 as Of Counsel. He heads the Firm's Paris office and serves as its Director-Business Development Consultant for France, Benelux, Monaco and Switzerland. Nicolas advises institutional investors in the European Union on how best to evaluate losses to their investment portfolios attributable to financial misconduct, and how best to maximize their potential recoveries in U.S. and international securities litigations.

Nicolas was previously a financial lawyer at ERAFP, France's €24bn pension and retirement fund for civil servants, where he provided legal advice on the selection of management companies and the implementation of mandates entrusted to them by ERAFP.

Nicolas began his career at Natixis Asset Management, before joining BNP Paribas Investment Partners, where he developed expertise in the legal structuring of investment funds and acquired a global and cross-functional approach to the asset management industry.

Nicolas graduated in International law and received an MBA from IAE Paris, the Sorbonne Graduate Business School.

Associates

Genc Arifi

Genc Arifi focuses his practice on securities litigation.

Prior to joining Pomerantz in its Chicago office, Genc was an associate with a prominent Chicago law firm and represented an expansive range of businesses in employment law matters as well as complex commercial litigation in both state and federal courts. Genc's experience includes handling complex civil matters, such as cases arising out of the Racketeer Influenced and Corrupt Organizations Act (RICO), shareholder derivative lawsuits, and employment law matters. He has also advised technology start-up clients as well as established financial institutions with risk assessment and litigation strategies.

Genc earned his J.D. from DePaul University College of Law and his B.S. from Western Illinois University, *summa cum laude*. He demonstrated strong academic credentials throughout law school; most notably when he achieved the highest grade in Business Organizations, which earned him the CALI Excellence for the Future Award. Genc was a recipient of the Dean's Certificate of Service awarded to law students who provided 100 hours of community service. Genc participated in a criminal appeals clinic and successfully reduced an indigent client's prison sentence.

Genc is co-author of "Valuation," Chapter 6 in "Disputes Involving Closely Held Companies 2020 Edition." Published by the Illinois Institute for Continuing Legal Education in Feb. 2020, it is the essential guide for Illinois attorneys who represent closely held corporations, partnerships, or LLCs.

Genc currently serves as the Secretary and board member of the Albanian-American Community of Illinois, a 501(c)(3) non-profit whose mission is to preserve and promote Albanian culture, history, and tradition through civic engagement and educational initiatives.

Genc is admitted to practice in Illinois and the United States District Court for the Northern District of Illinois.

Brandon M. Cordovi

Brandon M. Cordovi focuses his practice on securities litigation.

Prior to joining Pomerantz, Brandon was an associate at a law firm in New York that specializes in the defense of insurance claims. Brandon's practice focused on the defense of transportation, premises and construction liability matters.

Brandon earned his J.D. in 2018 from Fordham University School of Law, where he served on the Moot Court Board and was the recipient of a merit-based scholarship. While at Fordham Law, Brandon participated in the Securities Litigation and Arbitration Clinic, where he prepared for the negotiation and arbitration of claims brought on behalf of clients with limited resources. During his second summer of law school, Brandon was a summer associate at a major plaintiffs securities firm.

Brandon earned his B.S. from the University of Delaware where he double-majored in Sport Management and Marketing.

Brandon is admitted to practice in New York, New Jersey, and the United States District Courts for the Southern and Eastern Districts of New York.

Jessica N. Dell

Jessica Dell focuses her practice on securities litigation.

She has worked on dozens of cases at Pomerantz, including the Firm's securities fraud lawsuits arising from BP's 2010 Gulf oil spill. Jessica has expertise in managing discovery and a nose for investigating complex fraud across many sectors, including pharmaceuticals, medical devices, and data security. True to her roots in public interest law, she has also worked in complex pro bono class action litigation at Pomerantz.

Jessica graduated from CUNY School of Law in 2005. She was the recipient of an Everett fellowship for her work at Human Rights Watch. She also interned at the Urban Justice Center and National Advocates for Pregnant Women. While in the CUNY clinical program, she represented survivors of domestic violence facing deportation and successfully petitioned under the Violence Against Women Act. She also successfully petitioned for the release of survivors incarcerated as drug mules in Central America. After Hurricane Katrina, Jessica traveled to Louisiana to aid emergency efforts to reunite families and restore legal process for persons lost in the prison system weeks after the flood.

Jessica is a member of the New York City and State Bar Associations and the National Lawyers Guild.

Zachary Denver

Zachary Denver focuses his practice on securities litigation.

Prior to joining Pomerantz, Zachary worked at prominent New York firms where he litigated a variety of complex commercial matters, specializing in financial markets, securities, and bankruptcy.

Zachary graduated from New York University School of Law in 2013 and was a staff editor at the NYU Journal of Law and Liberty and a board member for the Suspension Representation Project. He earned a double bachelor's degree from the University of Massachusetts in Political Science and Communications. After undergrad, Zachary served as a Teach for America corps member in New York City and earned a master's degree in classroom teaching from PACE University.

Zachary also serves as a board member for the Legal Alliance of Pheonjong, a non-profit organization that provides legal services to Tibetan asylum seekers in New York City, and he has served as lead counsel on several applications including two successful trials in immigration court.

Zachary is admitted to practice in New York, the United States District Courts for the Southern and Eastern Districts of New York and the Courts of Appeals for the Second and Fifth Circuits.

Dean P. Ferrogari

Dean P. Ferrogari focuses his practice on securities litigation. He was recognized in the 2024 edition of the *Best Lawyers: Ones to Watch® in America* publication for his work in securities litigation.

Dean earned his Juris Doctor in 2020 from Brooklyn Law School, where he served as an Associate Managing Editor for the Brooklyn Law Review. While in law school, Dean was initiated into the International Legal Honor Society of Phi Delta Phi and was an extern for the Brooklyn Volunteer Lawyers Project. He was recognized by the New York State Unified Court System's Office for Justice Initiatives for his distinguished service in assisting disadvantaged civil litigants in obtaining due process in consumer credit actions. Dean also authored the publication "The Dark Web: A Symbol of Freedom Not Cybercrime," New York County Lawyers Association CLE Institute, *Security in a Cyber World: Whistle Blowers, Cyber Threats, Domestic Terrorism, Financial Fraud, Policy by Twitter . . . and the Evolving Role of the Attorney and Firm*, Oct. 4, 2019, at 321.

Dean earned his B.A. from the University of Maryland, where he majored in Economics and was awarded the President's Transfer Scholarship.

He is admitted to practice in the United States District Courts for the Southern and Eastern Districts of New York.

Emily C. Finestone

Emily C. Finestone focuses her practice on securities litigation.

Prior to joining Pomerantz, Emily was an associate at a boutique litigation firm in New York where she successfully litigated matters pertaining to sports and entertainment law, copyright infringement, and

employment law. Emily previously worked at a prominent complex litigation firm specializing in consumer protection, antitrust, whistleblower, and securities litigation. She also gained appellate experience as a temporary law clerk and Staff Attorney at the Supreme Court of Virginia.

In 2022 – 2024, Emily was recognized as a Super Lawyers® Rising Star.

Emily graduated from Boston University School of Law in 2015 and was a member of *the Review of Banking & Financial Law*. She received her B.A. from the University of Virginia in 2012, where she double majored in English and Spanish, and minored in Government.

Emily is admitted to practice in New York, Massachusetts, Pennsylvania, and Virginia, as well as the United States District Courts for the Southern District of New York, Eastern District of New York, District of Connecticut, District of Massachusetts, and Eastern District of Pennsylvania.

James M. LoPiano

James M. LoPiano focuses his practice on securities litigation. He is part of the Firm's case origination team, identifying and investigating potential violations of the federal securities laws.

James has been named a Super Lawyers® Rising Star each year since 2021.

Prior to joining Pomerantz, James served as a Fellow at Lincoln Square Legal Services, Inc., a non-profit law firm run by faculty of Fordham University School of Law.

James earned his J.D. in 2018 from Fordham University School of Law, where he was awarded the Archibald R. Murray Public Service Award, cum laude, and merit-based scholarship. While in law school, James served as a judicial intern to the Honorable Stephen A. Bucaria of the Nassau County Supreme Court, Commercial Division, of the State of New York. He also served as Senior Notes and Articles Editor of the Fordham Intellectual Property, Media and Entertainment Law Journal, and authored the publication "Public Fora Purpose: Analyzing Viewpoint Discrimination on the President's Twitter Account," Note, 28 Fordham Intell. Prop. Media & Ent. L.J. 511 (2018). In addition, James completed legal internships at the Authors Guild and Fordham University School of Law's Intellectual Property and Information Law Clinic, where he counseled clients and worked on matters related to Freedom of Information Act litigation, trademarks, and copyrights.

James earned his B.A. from Stony Brook University, where he double -majored in English and Cinema and Cultural Studies, completed the English Honors Program, was inducted into the Stony Brook University chapter of the International English Honors Society, and was awarded the university's Thomas Rogers Award for best analytical paper in an English course by an undergraduate.

James is admitted to practice in New York and the United States District Courts for the Southern and Eastern Districts of New York.

Diego Martinez-Krippner

Diego Martinez-Krippner focuses his practice on securities litigation.

Prior to joining Pomerantz, Diego was a litigation associate at a large international law firm, where he litigated cases in state and federal courts involving mergers and acquisitions, corporate governance, multidistrict litigation, products liability, and commercial matters. He also served as a litigation associate at a boutique law firm where he was involved in disputes concerning art, investment instruments, intellectual property, fiduciary duties, and other commercial matters.

Diego is a graduate of the University of Chicago and the University of Illinois College of Law. He began his career as a judicial law clerk for the Honorable Theresa Lazar Springmann, United States District Court for the Northern District of Indiana, and the Honorable Mary Beck Briscoe, United States Court of Appeals for the Tenth Circuit.

Diego is admitted to practice in Illinois.

Brian P. O'Connell

Brian P. O'Connell focuses his practice on securities and financial services litigation. Prior to joining Pomerantz in its Chicago office, Brian was an associate at Cafferty Clobes Meriwether & Sprengel LLP, where he specialized in antitrust and commodity futures litigation. Brian has successfully litigated complex class actions involving securities, as well as manipulation of futures and options contracts. Brian also previously worked at the Financial Regulatory Authority (FINRA) as a contractor focusing on options trading regulation. Following law school, Brian was a legal fellow at the chambers of Judge Marvin E. Aspen in the United States District Court for the Northern District of Illinois.

Brian is passionate about finance and securities law, having previously interned for the Chicago Board Options Exchange and for Susquehanna International Group. Brian has served as a Vice Chair of the Chicago Bar Association Securities Law Committee. Brian was recently recognized as a Super Lawyers® Rising Star for 2023.

Brian earned his Juris Doctor from Northwestern University Pritzker School of Law. During his time there, he had the opportunity to work at the Center on Wrongful Convictions, where he argued in court on behalf of a client serving a life sentence and was later exonerated. Brian also served as Executive Articles Editor for the Journal of International Human Rights Law and as a teaching assistant for the Northwestern Center on Negotiation and Mediation.

A graduate of Stanford University, Brian majored in Political Science and minored in Economics. During his senior year, he was Editor-in-Chief of The Stanford Review, where he had previously been a Features Editor and a staff writer.

Brian is admitted to practice in Illinois and California, the United States District Courts for the Northern District of Illinois, and the Northern and Central Districts of California, and the United States Court of Appeals for the Ninth Circuit.

Thomas H. Przybylowski

Thomas H. Przybylowski focuses his practice on securities litigation.

Prior to joining Pomerantz, Thomas was an associate at a large New York law firm, where his practice focused on commercial and securities litigation, and regulatory investigations. In 2020 and 2021, Thomas was honored as a Super Lawyers® Rising Star.

Thomas earned his J.D. in 2017 from the Georgetown University Law Center. While in law school, Thomas served as a Notes Editor for the *Georgetown Journal of Legal Ethics* and authored the publication “A Man of Genius Makes No Mistakes: Judicial Civility and the Ethics of the Opinion,” Note, 29 *Geo. J. Legal Ethics* 1257 (2016). Thomas earned his B.A. from Lafayette College in 2014, where he double majored in English and Philosophy.

Thomas is admitted to practice in New York and New Jersey, and the United States District Courts for the Eastern and Southern Districts of New York and the District of New Jersey.

Jared Rabinowitz

Jared Rabinowitz focuses his practice on securities litigation.

Prior to joining Pomerantz, Jared was a judicial law clerk for Justice Andrew Borrok of the New York County Supreme Court Commercial Division.

Jared earned his J.D. in 2021 from New York Law School, where he served as a Senior Editor for the *New York Law School Law Review* and was the recipient of a merit-based scholarship. While at New York Law School, Jared participated in the Securities Arbitration Clinic, where he prepared for the negotiation and arbitration of securities claims brought on behalf of clients with limited resources. Prior to law school, Jared worked as an institutional equity trader at a New York financial services firm.

Jared earned his B.S. from Hofstra University where he majored in Legal Studies in Business.

Jared is admitted to practice in New York and United States District Courts for the Southern and Eastern Districts of New York.

Ankita Sangwan

Ankita Sangwan focuses her practice on corporate governance matters.

She graduated in 2022 from the LL.M. program at Columbia Law School as a Harlan Fiske Stone Scholar. Prior to attending Columbia Law School, Ankita worked for four years in the Commercial Litigation Team of a prominent law firm in Bombay, India, at which she focused her practice on complex commercial and civil disputes. Ankita assisted in arguments before various courts in India, including the Supreme Court.

In 2017, Ankita graduated with Honors from the B.A. LL.B. program at Jindal Global Law School, India. She was a member of the university’s Moot Court Society, which finished as semi-finalists at the World Rounds of the International Investment Moot Court Competition, held in Frankfurt, Germany (2016). Ankita’s moot court experience was recognized by her university; she was awarded the “Outstanding Contribution to Moot Court” prize upon graduation.

Ankita is admitted to practice in the State of New York.

Villi Shteyn

Villi Shteyn focuses his practice on securities litigation.

Villi worked on individual securities lawsuits concerning BP's 2010 Gulf of Mexico oil spill, which proceeded in *In re BP p.l.c. Secs Litig.*, No. 4:10-md-2185 (S.D. Tex.) and were resolved in 2021 in a confidential, favorable monetary settlement for all 35 Firm clients, including public and private pension funds, money management firms, partnerships, and investment trusts from the U.S., Canada, the U.K., France, the Netherlands, and Australia. He also worked on a successful 2021 settlement for investors in a case against Chinese company ChinaCache.

Villi pursued claims against Deutsche Bank for its lending activities to disgraced financier Jeffrey Epstein and was involved in the Firm's class action litigation against Arconic, arising from the deadliest U.K. fire in more than a century. He also represented investors in a case against AT&T for widespread fraud relating to their rollout of DirecTVNow, and against Frutarom for fraud related to widespread bribery in Russia and Ukraine. He represented Safra Bank in a class action against Samarco Mineração S.A., in connection with the Fundao dam-burst disaster, which is widely regarded as the worst environmental disaster in Brazil's history. He represented investors against Recro Pharma in relation to their non-opioid pain-relief product IV Meloxicam, and against online education companies 2U and K12. Villi also worked on a consumer class action against Apple, Inc. in relation to alleged slowdowns of the iPhone product.

Before joining Pomerantz, Villi was employed by a boutique patent firm, where he worked on patent validity issues in the wake of the landmark *Alice* decision and helped construct international patent maintenance tools for clients and assisted in pursuing injunctive relief for a patent-holder client against a large tech company.

Villi has been recognized as a Super Lawyers® Rising Star from 2021 through 2023.

Villi graduated from The University of Chicago Law School (J.D., 2017). In 2014, he graduated *summa cum laude* from Baruch College with a Bachelor of Science in Public Affairs.

Villi is admitted to practice in New York, and the United States District Courts for the Southern District of New York and the Eastern District of New York, and the United States Court of Appeals for the Second Circuit.

Christopher Tourek

Christopher Tourek focuses his practice on securities litigation.

Prior to joining Pomerantz in its Chicago office, Christopher was an associate at a prominent complex-litigation firm and specialized in consumer protection, antitrust, and securities litigation. Christopher has successfully litigated securities fraud, antitrust violations, and consumer protection violations on behalf of plaintiffs in state and federal court. His litigation experience has led to his being honored as a Super

Lawyers® Rising Star in Mass Torts litigation from 2016 through 2021, and in the area of Securities litigation for 2022 and 2023.

Christopher graduated *cum laude* in 2013 from the University of Illinois College of Law, where he obtained his pro bono notation, honors in legal research, and was a member of the Federal Civil Rights Clinic, in which he first chaired the case of *Powers v. Coleman* in the United States District Court for the Central District of Illinois. He earned his bachelor's degree in Government & Law, with a minor in Anthropology & Sociology, from Lafayette College in 2010.

Christopher is admitted to practice in Illinois and the United States District Courts for the District of Columbia, the Northern and Southern Districts of Illinois, the Eastern District of Michigan, and the Eastern District of Missouri.

Stephanie Weaver

Stephanie Weaver focuses her practice on securities litigation. Prior to joining Pomerantz, Stephanie was an associate at a boutique securities litigation firm, focused on securities litigation, antitrust and bankruptcy matters.

Stephanie graduated from St. John's University School of Law *cum laude* in 2021. While in law school, she served as Managing Director of the Moot Court Honor Society and won the Best Brief Award at the 2020 Elaine Jackson Stack Moot Court Competition. She was also a member of the school's New York International Law Review. She was also honored as a New York State Court of Appeals Fellow in 2019. She earned her bachelor's degree *summa cum laude* from St. John's University in 2018.

Stephanie is admitted to practice in the State of New York.

Guy Yedwab

Guy Yedwab focuses his practice on securities litigation.

Guy graduated from Rutgers Law School *summa cum laude* in 2023, while also receiving a Master's Degree in Public Affairs and Policy from the Rutgers University Bloustein School of Planning and Public Policy. While in law school, he won awards with the National Appellate Advocacy Team and was an editor at the *Journal of Law and Public Policy*, in which he published a note on constitutional law. He was honored with the Marsha Wenk Fellowship at the A.C.L.U. of New Jersey, and the Eagleton Institute's Henry J. Raimondo Legislative Fellowship.

Guy serves as a board member for the League of Independent Theater, a 501(c)(6) trade association for small-sized cultural institutions in New York City. As such, he consults with policymakers on fostering small business in the city.

Guy is admitted to practice in New York State's First Appellate Department.

Staff Attorneys

Jay Douglas Dean

Jay Dean focuses on class action securities litigation. He has been a commercial litigator for more than 30 years.

Jay has been practicing with Pomerantz since 2008, including as an associate from 2009–2014, interrupted by a year of private practice in 2014–2015. More recently, he was part of the Pomerantz teams prosecuting the successful *Petrobras* and *Yahoo* actions. Prior to joining Pomerantz, he served as an Assistant Corporation Counsel in the Office of the Corporation Counsel of the City of New York, most recently in its Pensions Division. While at Pomerantz, in the Corporation Counsel's office and previously in large New York City firms, Jay has taken leading roles in trials, motions and appeals.

Jay graduated in 1988 from Yale Law School, where he was Senior Editor of the *Yale Journal of International Law*.

Jay is admitted to practice in New York; the United States District Courts for the Southern and Eastern Districts of New York; and the United States Court of Appeals for the Second Circuit. Jay has also earned the right to use the Chartered Financial Analyst designation.

Timor Lahav

Timor Lahav focuses his practice on securities litigation.

Timor participated in the Firm's securities class action case against Brazil's largest oil company, Petrobras, arising from a multi-billion-dollar kickback and bribery scheme, in which the Firm, as sole Lead Counsel, achieved a historic \$3 billion settlement for the Class, as well as precedent-setting legal rulings. Timor also participated in the firm's landmark litigation against Yahoo!, Inc., for the massive security breach that compromised 1.5 billion users' personal information.

Timor received his LL.B. from Tel Aviv University School of Law in Israel, following which he clerked at one of Israel's largest law firms. He was an associate at a law firm in Jerusalem, where, among other responsibilities, he drafted motions and appeals, including to the Israeli Supreme Court, on various civil matters.

He received his LL.M. from Benjamin N. Cardozo School of Law in New York. There, Timor received the Uriel Caroline Bauer Scholarship, awarded to exceptional Israeli law graduates.

Timor brings to Pomerantz several years' experience as an attorney in New York, including examining local SOX anti-corruption compliance policies in correlation with the Foreign Corrupt Practices Act; and analysis of transactions in connection with DOJ litigation and SEC enforcement actions.

Timor was a Captain in the Israeli Defense Forces. He is a native Hebrew speaker and is fluent in Russian.

He is admitted to practice in New York and Israel.

Laura M. Perrone

Laura M. Perrone focuses on class action securities litigation.

Prior to joining Pomerantz, Laura worked on securities class action cases at Labaton Sucharow. Preceding that experience, she represented plaintiffs at her own securities law firm, the Law Offices of Laura M. Perrone, PLLC.

At Pomerantz, Laura participated in the Firm's securities class action case against Brazil's largest oil company, Petrobras, arising from a multi-billion-dollar kickback and bribery scheme, in which the Firm, as sole Lead Counsel, achieved a historic \$3 billion settlement for the Class, as well as precedent-setting legal rulings.

Laura has also represented bondholders against Citigroup for its disastrous investments in residential mortgage-backed securities, shareholders against Barclays PLC for misrepresentations about its dark pool trading system known as Barclays LX, and shareholders against Fiat Chrysler Automobiles for misrepresentations about its recalls and its diesel emissions defeat devices.

Laura graduated from the Benjamin N. Cardozo School of Law, where she was on the editorial staff of Cardozo's Arts and Entertainment Law Journal and was the recipient of the Jacob Burns Merit Scholarship.

Laura is admitted to practice in New York; the United States District Courts for the Southern and Eastern Districts of New York; and the United States Court of Appeals for the Second Circuit.

Allison Tierney

Allison Tierney focuses her practice on securities litigation.

Allison brings to Pomerantz her 10 years' expertise in large-scale securities class action litigation. She participated in the Firm's securities class action case against Brazil's largest oil company, Petrobras, arising from a multi-billion-dollar kickback and bribery scheme, in which the Firm, as sole Lead Counsel, achieved a historic \$3 billion settlement for the Class, as well as precedent-setting legal rulings.

Prior to joining Pomerantz, Allison worked on securities class action cases at several top New York law firms, representing institutional investors. She has represented plaintiffs in disputes related to antitrust violations, corporate financial malfeasance, and residential mortgage-backed securities fraud.

Allison earned her law degree from Hofstra University School of Law, where she served as notes and comments editor for the *Cyberlaw Journal*. She received her B.A. in Psychology from Boston University, where she graduated *magna cum laude*.

Allison is conversant in Spanish and studying to become fluent.

Allison is admitted to practice in New York.

EXHIBIT C

**UNITED STATES DISTRICT COURT
DISTRICT COURT OF NEW JERSEY**

ROOFER’S PENSION FUND, Individually
and On Behalf of All Others Similarly
Situated,

Plaintiff,

v.

PERRIGO COMPANY PLC, *et al.*,

Defendant.

Case No. 1:16-CV-02805 RMB LDW

Hon. Renée Marie Bumb
Hon. Leda Dunn Wettre

CLASS ACTION

**DECLARATION OF JAMES A. HARROD ON BEHALF OF BERNSTEIN
LITOWITZ BERGER & GROSSMANN LLP IN SUPPORT OF LEAD COUNSEL’S
MOTION FOR ATTORNEYS’ FEES AND LITIGATION EXPENSES**

I, JAMES A. HARROD, declare as follows:

1. I am a Partner in the law firm of Bernstein Litowitz Berger & Grossmann LLP (“BLB&G”). I submit this Declaration in support of Lead Counsel’s motion for an award of attorneys’ fees in the above-captioned securities class action (“Action”), as well as for payment of Litigation Expenses incurred by my firm in connection with the Action.¹ Unless otherwise stated, I have personal knowledge of the facts set forth herein and, if called upon, could and would testify thereto.

¹ All capitalized terms that are not otherwise defined herein shall have the meanings set forth in the Stipulation and Agreement of Settlement dated April 4, 2024 (ECF No. 424).

2. My firm, as co-Lead Counsel for Lead Plaintiff and the Classes, was involved in all aspects of the prosecution and resolution of the Action, as set forth in the Joint Declaration of Joshua B. Silverman and James A. Harrod in Support of Motion for Final Approval of Class Action Settlement and Motion for an Award of Attorneys' Fees, Payment of Litigation Expenses, and Compensatory Awards to Lead Plaintiff Members.

3. The schedule attached hereto as Exhibit 1 is a detailed summary of the amount of time spent by each BLB&G attorney and professional support staff employee who devoted ten (10) or more hours to the Action from its inception through and including July 15, 2024, and the lodestar calculation for those individuals based on their current hourly rates. For personnel who are no longer employed by my firm, the lodestar calculation is based upon the hourly rates for such personnel in their final year of employment with my firm. The schedule was prepared from contemporaneous daily time records regularly prepared and maintained by BLB&G. All time expended in preparing this application for fees and expenses has been excluded.

4. The number of hours expended by BLB&G in the Action, from inception through July 15, 2024, as reflected in Exhibit 1, is 23,593.50. The lodestar for my firm, as reflected in Exhibit 1, is \$13,219,286.25.

5. The hourly rates for the BLB&G attorneys and professional support staff employees included in Exhibit 1 are their standard current rates and are the same as, or comparable to, the rates submitted by my firm and accepted by courts for lodestar cross-checks in other class action fee applications. *See, e.g., In re James River Grp. Holdings Ltd. Sec. Litig.*, No. 3:21-cv-444 (DJN) (E.D. Va. May 24, 2024), ECF No. 131 (approving fee based on lodestar cross-check using BLB&G's current rates); *In re Boston Scientific Corp. Sec. Litig.*, No. 1:20-cv-12225-ADB (D. Mass. April 23, 2024), ECF No. 166 (same); *see also In re BioMarin Pharm. Inc. Sec. Litig.*, No.

20-cv-06719-WHO (N.D. Cal. Nov. 14, 2023), D.I. 155 (approving fee based on lodestar cross-check using BLB&G's 2023 rates); *In re Kraft Heinz Sec. Litig.*, No. 1:19-cv-01339 (N.D. Ill. Sept. 19, 2023), D.I. 493 (same); *In re Wells Fargo & Co. Sec. Litig.*, No. 1:20-cv-04494- JLR-SN (S.D.N.Y. Sept. 8, 2023), ECF No. 206 (same), *In re Synchrony Fin. Sec. Litig.*, 2023 WL 4992933, at *11 (D. Conn. Aug. 4, 2023) (same); *In re Novo Nordisk Sec. Litig.*, No. 3:17-cv-00209-ZNQ-LHG, slip op. at 2 (D.N.J. July 13, 2022), ECF No. 361 (approving fee based on lodestar cross-check using BLB&G's then-current rates).

6. My firm's rates are set based on periodic analysis of rates used by firms performing comparable work and that have been approved by courts. Different timekeepers within the same employment category (e.g., Partners, Associates, Paralegals, etc.) may have different rates based on a variety of factors, including years of practice, years at the firm, year in the current position (e.g., years as a Partner), relevant experience, relative expertise, and the rates of similarly experienced peers at our firm or other firms.

7. BLB&G reviewed its time and expense records to prepare this Declaration. The purpose of this review was to confirm both the accuracy of the time entries and expenses and the necessity for, and reasonableness of, the time and expenses committed to the litigation. I believe that the time reflected in the firm's lodestar calculation and the expenses for which payment is sought as stated in this Declaration are reasonable in amount and were necessary for the effective and efficient prosecution and resolution of the litigation.

8. As set forth in Exhibit 2 hereto, BLB&G is seeking payment for \$661,942.27 in expenses incurred in connection with the prosecution and resolution of the Action. Expense items are reported separately and are not duplicated in my firm's hourly rates. The following is additional information regarding certain of these expenses:

(a) **Experts & Consultants** (\$264,506.99). As detailed in the Joint Declaration, Lead Counsel retained testifying and consulting experts to assist at various stages of the litigation. The following expert expenses were incurred by Lead Counsel and included in BLB&G's expense application:

- **Todd Clark** (\$130,276.96). Todd Clark was Lead Plaintiff's expert on generic drug marketing and competition. Mr. Clark prepared an expert report and was deposed by Defendants in the Action. BLB&G's share of the expenses incurred for the retention of Mr. Clark was \$130,276.96.

- **William H. Purcell Consulting** (\$97,648.08). William Purcell, an investment banking expert, provided expert testimony for Lead Plaintiff on the importance to investors of alleged misstatements in the Action. Mr. Purcell prepared an expert report and was deposed by Defendants in the Action. BLB&G's share of the expenses incurred for the retention of Mr. Purcell was \$97,648.08.

- **Fideres Partners LLP** (\$30,231.95). Fideres Partners LLP was an antitrust consulting expert that assisted Lead Plaintiff with an analysis of generic drug pricing issues. BLB&G's share of the expenses incurred for the retention of Fideres was \$30,231.95.

- **Loop Capital Financial Consulting Services LLC** (\$5,250.00). Loop Capital Financial Consulting Services LLC was a valuation consultant that Lead Plaintiff retained to perform a valuation and "ability to pay" analysis of Perrigo to inform its approach in settlement discussions.

(b) **Online Factual Research** (\$102,677.62) and **Online Legal Research** (\$45,778.47). The charges reflected are for out-of-pocket payments to vendors such as

Westlaw, Lexis/Nexis, Bureau of National Affairs, ALM, Court Alert, and PACER for research done in connection with this litigation. These resources were used to obtain access to court filings, to conduct legal research and cite-checking of briefs, and to obtain factual information regarding the claims asserted. These expenses represent the actual expenses incurred by BLB&G for use of these services in connection with this litigation. There are no administrative charges included in these figures. Online research is billed to each case based on actual usage at a charge set by the vendor. When BLB&G utilizes online services provided by a vendor with a flat-rate contract, access to the service is by a billing code entered for the specific case being litigated. At the end of each billing period, BLB&G's costs for such services are allocated to specific cases based on the percentage of use in connection with that specific case in the billing period.

(c) **Document Management & Litigation Support** (\$188,286.22). This category represents BLB&G's share of costs incurred in connection with the electronic database that was used to store and review the substantial amount of written documents produced in the Action and other related costs. The great majority of these expenses were incurred in connection with the services of vDiscovery, the outside vendor that established and maintaining the electronic document database.

(d) **Internal Copying & Printing** (\$4,108.70). Our firm charges \$0.10 per page for in-house copying and printing of documents.

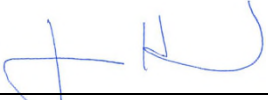
(e) **Out-of-Town Travel** (\$4,759.34). BLB&G seeks reimbursement of \$4,759.34 in costs incurred in connection with travel in connection with the Action. Airfare is at coach rates, hotel charges are capped at \$350 per night; and travel meals are capped at \$20 per person for breakfast, \$25 per person for lunch, and \$50 per person for dinner.

(f) **Working Meals** (\$2,190.38). Out of office working meals are capped at \$25 per person for lunch and \$50 per person for dinner; and in-office working meals are capped at \$25 per person for lunch and \$40 per person for dinner.

9. The expenses incurred by BLB&G in the Action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and are an accurate record of the expenses incurred. I believe these expenses were reasonable and expended for the benefit of the Settlement Class in the Action.

10. With respect to the standing of my firm, attached hereto as Exhibit 3 is a firm résumé, which includes information about my firm and biographical information concerning the firm's attorneys.

I declare, under penalty of perjury, that the foregoing facts are true and correct. Executed on July 25, 2024.



James A. Harrod

EXHIBIT 1

Rooper's Pension Fund v. Perrigo Co. PLC,
Case No. 2:16-CV-02805 RMB LDW (D.N.J.)

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP**TIME REPORT**

From Inception Through July 15, 2024

NAME	HOURS	HOURLY RATE	LODESTAR
Partners			
Max W. Berger	28.75	\$1,400	\$40,250.00
Michael D. Blatchley	25.00	\$1,050	\$26,250.00
Scott Foglietta	386.75	\$975	\$377,081.25
James A. Harrod	2,382.25	\$1,175	\$2,799,143.75
Jesse L. Jensen ²	1,580.25	\$950	\$1,501,237.50
Avi Josefson	95.75	\$1,250	\$119,687.50
Mark Lebovitch	14.00	\$1,150	\$16,100.00
Gerald Silk	289.50	\$1,350	\$390,825.00
Senior Counsel			
David L. Duncan	53.50	\$875	\$46,812.50
Associates			
Ryan Dykhouse	371.25	\$425	\$157,781.25
Angus Ni	140.00	\$475	\$66,500.00
Thomas Sperber	47.25	\$525	\$24,806.25
Senior Staff Attorneys			
Reiko Cyr	3,385.00	\$450	\$1,523,250.00
Danielle Disporto	2,024.75	\$450	\$911,137.50
Stephen Imundo	1,300.75	\$425	\$552,818.75
Emily Strickland	55.00	\$450	\$24,750.00

² Mr. Jensen was promoted from Associate to Partner on January 1, 2022. Mr. Jensen billed 1,521 hours to the case while an Associate, and 59.25 hours to the case as a Partner.

Staff Attorneys			
Sheela Aiyappasamy	4,065.50	\$425	\$1,727,837.50
France Kaczanowski	79.25	\$395	\$31,303.75
Catherine van Kampen	131.25	\$395	\$51,843.75
Christopher McKniff	55.00	\$350	\$19,250.00
John Moore	3,849.00	\$400	\$1,539,600.00
Director of Investor Services			
Adam Weinschel	109.75	\$625	\$68,593.75
Financial Analysts			
Nick DeFilippis	21.00	\$675	\$14,175.00
Matthew McGlade	85.50	\$400	\$34,200.00
Sharon Safran	16.00	\$335	\$5,360.000
Tanjila Sultana	122.00	\$500	\$61,000.00
Investigators			
Chris Altiery	105.50	\$255	\$26,902.50
Amy Bitkower	160.50	\$625	\$100,312.50
Jenna Goldin	387.25	\$425	\$164,581.25
Victoria Kapastin	324.25	\$290	\$94,032.50
Case Managers & Paralegals			
Matthew Mahady	62.00	\$400	\$24,800.00
Matthew Molloy	114.00	\$325	\$37,050.00
Ruben Montilla	92.25	\$255	\$23,523.75
Toby Saviano	36.50	\$400	\$14,600.00
Virgilio Soler	1,524.25	\$375	\$571,593.75
Managing Clerk			
Mahiri Buffong	54.75	\$450	\$24,637.50
Errol Hall	18.25	\$310	\$5,657.50
TOTALS:	23,593.50		\$13,219,286.25

EXHIBIT 2

Roofers' Pension Fund v. Perrigo Co. PLC,
Case No. 2:16-CV-02805 RMB LDW (D.N.J.)

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP**EXPENSE REPORT**

CATEGORY	AMOUNT
Court Fees	\$3,758.46
Service of Process	\$4,841.25
PSLRA Notice Costs	\$825.00
On-Line Factual Research	\$102,677.62
On-Line Legal Research	\$45,778.47
Document Management & Litigation Support	\$188,286.22
Telephone	\$1,215.27
Postage, Express Mail & Hand Delivery	\$2,300.67
Local Transportation	\$4,058.52
Internal Copying & Printing	\$4,108.70
Outside Copying & Printing	\$23,798.38
Out-of-Town Travel	\$4,759.34
Working Meals	\$2,190.38
Court Reporting & Transcripts	\$899.00
Experts	\$264,506.99
Mediation Fees	\$7,938.00
TOTAL:	\$661,942.27

EXHIBIT 3

Roofer's Pension Fund v. Perrigo Co. PLC,
Case No. 2:16-CV-02805 RMB LDW (D.N.J.)

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP

FIRM RESUME



Bernstein Litowitz Berger & Grossmann LLP
Attorneys at Law

Firm Resume

Table of Contents

Firm Overview	3
More Top Securities Recoveries Than Any Other Firm	3
Giving Shareholders a Voice and Changing Business Practices for the Better	4
Practice Areas.....	5
Securities Fraud Litigation	5
Corporate Governance and Shareholder Rights	5
Distressed Debt and Bankruptcy	6
Commercial Litigation	6
Alternative Dispute Resolution	6
Feedback from the Courts.....	7
Significant Recoveries	8
Securities Fraud Litigation	8
Corporate Governance and Shareholders’ Rights	17
Clients and Fees	21
In the Public Interest.....	22
Bernstein Litowitz Berger & Grossmann Public Interest Law Fellows	22
Firm Sponsorship of Her Justice.....	22
Firm Sponsorship of City Year New York	22
Max W. Berger Pre-Law Program	22
Our Attorneys.....	23
Partners.....	23
Senior Counsel	32
Associates	33
Senior Staff Attorneys.....	34
Staff Attorneys	35

Since our founding in 1983, Bernstein Litowitz Berger & Grossmann LLP has obtained more than \$40 billion in recoveries on behalf of investors. The firm has obtained some of the largest settlements ever agreed to by public companies related to securities fraud, including six of the 15 largest in history. Working with our clients, we have also used the litigation process to achieve precedent-setting reforms that have increased market transparency, held wrongdoers accountable, and improved corporate business practices in groundbreaking ways.

Firm Overview

Bernstein Litowitz Berger & Grossmann LLP (BLB&G), a national law firm with offices located in New York, California, Delaware, Louisiana, and Illinois, prosecutes class and private actions on behalf of individual and institutional clients. The firm's litigation practice areas include securities class and direct actions in federal and state courts; corporate governance and shareholder rights litigation, including claims for breach of fiduciary duty and proxy violations; mergers and acquisitions and transactional litigation; alternative dispute resolution; and distressed debt and bankruptcy. We also handle, on behalf of major institutional clients and lenders, more general complex commercial litigation involving allegations of breach of contract, accountants' liability, breach of fiduciary duty, fraud, and negligence.

We are the nation's leading firm representing institutional investors in securities fraud class action litigation. The firm's institutional client base includes U.S. public pension funds the New York State Common Retirement Fund; the California Public Employees' Retirement System (CalPERS); the Los Angeles County Employees Retirement Association; the Chicago Municipal, Police and Labor Retirement Systems; the Teacher Retirement System of Texas; the Arkansas Teacher Retirement System; the Florida State Board of Administration; the Public Employees' Retirement System of Mississippi; the New York State Teachers' Retirement System; the Ohio Public Employees Retirement System; the State Teachers Retirement System of Ohio; the Oregon Public Employees Retirement System; the Virginia Retirement System; the Louisiana School, State, Teachers and Municipal Police Retirement Systems; the Public School Teachers' Pension and Retirement Fund of Chicago; the New Jersey Division of Investment of the Department of the Treasury; TIAA-CREF and other private institutions; as well as numerous other public and Taft-Hartley pension entities. Our European client base includes APG; Aegon AM; ATP; Blue Sky Group; Hermes IM; Robeco; SEB; Handelsbanken; Nykredit; PGB; and PGGM, among others.

More Top Securities Recoveries Than Any Other Firm

Since its founding in 1983, BLB&G has prosecuted some of the most complex cases in history and obtained more than \$40 billion on behalf of investors. The firm has negotiated and obtained many of the largest securities recoveries in history, including:

- *In re WorldCom, Inc. Securities Litigation – \$6.19 billion recovery*
- *In re Cendant Corporation Securities Litigation – \$3.3 billion recovery*
- *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation – \$2.43 billion recovery*

- *In re Allianz Global Investors U.S. Litigation – More than \$2 billion recovered in a series of direct actions*
- *In re Nortel Networks Corporation Securities Litigation (Nortel II) – \$1.07 billion recovery*
- *In re Merck & Co., Inc. Securities Litigation – \$1.06 billion recovery*
- *In re McKesson HBOC, Inc. Securities Litigation – \$1.05 billion recovery*
- *In re Wells Fargo & Company Securities Litigation – \$1.00 billion recovery*

Based on our record of success, BLB&G has been at the top of the rankings by ISS Securities Class Action Services (ISS-SCAS), a leading industry research publication that provides independent and objective third-party analysis and statistics on securities-litigation law firms, since its inception. In its most recent report, [Top 100 U.S. Class Action Settlements of All-Time](#), ISS-SCAS once again ranked BLB&G as the top firm in the field for the 14th year in a row. BLB&G has served as lead or co-lead counsel in 38 of the ISS-SCAS's top 100 U.S. securities-fraud settlements—significantly more than any other firm—and recovered over \$27 billion for investors in those cases, nearly \$9 billion more than any other plaintiffs' securities firm.

Giving Shareholders a Voice and Changing Business Practices for the Better

BLB&G was among the first law firms ever to obtain meaningful corporate governance reforms through litigation. In courts throughout the country, we prosecute shareholder class and derivative actions, asserting claims for breach of fiduciary duty and proxy violations wherever the conduct of corporate officers and/or directors, or M&A transactions, seeks to deprive shareholders of fair value, undermine shareholder voting rights, or allow management to profit at the expense of shareholders.

We have prosecuted seminal cases establishing precedent that has increased market transparency, held wrongdoers accountable, addressed issues in the boardroom and executive suite, challenged unfair deals, and improved corporate business practices in groundbreaking ways. We have confronted a variety of questionable, unethical, and proliferating corporate practices, setting new standards of director independence, restructuring board practices in the wake of persistent illegal conduct, challenging the improper use of defensive measures and deal protections for management's benefit, and confronting stock options backdating abuses and other self-dealing by executives.

Practice Areas

Securities Fraud Litigation

Securities fraud litigation is the cornerstone of the firm's litigation practice. Since its founding, the firm has had the distinction of having tried and prosecuted many of the most high-profile securities fraud class actions in history, recovering billions of dollars and obtaining unprecedented corporate governance reforms on behalf of our clients. BLB&G continues to play a leading role in major securities litigation pending in federal and state courts, and the firm remains one of the nation's leaders in representing institutional investors in securities fraud class litigation.

The firm also pursues direct actions in securities fraud cases, when appropriate. By selectively opting out of certain securities class actions, we seek to resolve our clients' claims efficiently and for substantial multiples of what they might otherwise recover from related class action settlements.

Our attorneys have extensive experience in the laws that regulate the securities markets and in the disclosure requirements of corporations that issue publicly traded securities. Many also have accounting backgrounds. The group has access to state-of-the-art, online financial wire services and databases, which enable it to instantaneously investigate any potential securities fraud action involving a public company's debt and equity securities. Biographies for our attorneys can be accessed on the firm's website by clicking [here](#).

Corporate Governance and Shareholder Rights

Our Corporate Governance and Shareholder Rights attorneys prosecute derivative actions, claims for breach of fiduciary duty, and proxy violations on behalf of individual and institutional investors in state and federal courts throughout the country. We have prosecuted actions challenging numerous highly publicized corporate transactions that violated fair process, fair price, and the applicability of the business judgment rule, and have also addressed issues of corporate waste, shareholder voting rights claims, and executive compensation.

Our attorneys have prosecuted numerous cases regarding the improper "backdating" of executive stock options that resulted in windfall undisclosed compensation to executives at the direct expense of shareholders—and returned hundreds of millions of dollars to company coffers. We also represent institutional clients in lawsuits seeking to enforce fiduciary obligations in connection with mergers and acquisitions and going-private transactions that deprive shareholders of fair value when participants buy companies from their public shareholders "on the cheap." Although enough shareholders accept the consideration offered for the transaction to close, many sophisticated investors correctly recognize and ultimately enjoy the increased returns to be obtained by pursuing appraisal rights and demanding that courts assign a "true value" to the shares taken private in these transactions.

Our attorneys are well versed in changing SEC rules and regulations on corporate governance issues and have a comprehensive understanding of a wide variety of corporate law transactions and both substantive and courtroom expertise in the specific legal areas involved. As a result of the firm's high-profile and widely recognized capabilities, our attorneys are increasingly in demand with institutional investors who are exercising a more assertive voice with corporate boards regarding corporate governance issues and the boards' accountability to shareholders.

Distressed Debt and Bankruptcy

BLB&G has obtained billions of dollars through litigation on behalf of bondholders and creditors of distressed and bankrupt companies, as well as through third-party litigation brought by bankruptcy trustees and creditors' committees against auditors, appraisers, lawyers, officers and directors, and other defendants who may have contributed to client losses. As counsel, we advise institutions and individuals nationwide in developing strategies and tactics to recover assets presumed lost as a result of bankruptcy. Our record in this practice area is characterized by extensive trial experience in addition to successful settlements.

Commercial Litigation

BLB&G provides contingency fee representation in complex business litigation and has obtained substantial recoveries on behalf of investors, corporations, bankruptcy trustees, creditor committees, and other business entities. We have faced down the most powerful and well-funded law firms and defendants in the country—and consistently prevailed. For example, on behalf of the bankruptcy trustee, the firm prosecuted *BFA Liquidation Trust v. Arthur Andersen*, arising from the largest nonprofit bankruptcy in U.S. history. After two years of litigation and a week-long trial, the firm obtained a \$217 million recovery from Andersen for the Trust. Combined with other recoveries, the total amounted to more than 70 percent of the Trust's losses.

Having obtained huge recoveries with nominal out-of-pocket expenses and fees of less than 20 percent, we have repeatedly demonstrated that valuable claims are best prosecuted by a first-rate litigation firm on a contingent basis at negotiated percentages. Legal representation need not compound the risk and high cost inherent in today's complex and competitive business environment. We are paid only if we (and our clients) win. The result: the highest quality legal representation at a fair price.

Alternative Dispute Resolution

BLB&G offers clients an accomplished team and a creative venue in which to resolve conflicts outside of the litigation process. We have experience in U.S. and international disputes, and our attorneys have led complex business-to-business arbitrations and mediations domestically and abroad, representing clients before all the major arbitration tribunals, including the American Arbitration Association, FINRA, JAMS, International Chamber of Commerce, and the London Court of International Arbitration.

Our lawyers have successfully arbitrated cases that range from complex business-to-business disputes to individuals' grievances with employers. It is our experience that in some cases, a well-executed arbitration process can resolve disputes faster, with limited appeals and a higher level of confidentiality than public litigation.

In the wake of the credit crisis, for example, we successfully represented numerous former executives of a major financial institution in arbitrations relating to claims for compensation. We have also assisted clients with disputes involving failure to honor compensation commitments, disputes over the purchase of securities, businesses seeking compensation for uncompleted contracts, and unfulfilled financing commitments.

Feedback from the Courts

Throughout the firm's history, many courts have recognized the professional excellence and diligence of the firm and its members. A few examples are set forth below.

In re WorldCom, Inc. Securities Litigation

- The Honorable Denise Cote of the United States District Court for the Southern District of New York

"I have the utmost confidence in plaintiffs' counsel...they have been doing a superb job...The Class is extraordinarily well represented in this litigation."

"The magnitude of this settlement is attributable in significant part to Lead Counsel's advocacy and energy...The quality of the representation given by Lead Counsel...has been superb...and is unsurpassed in this Court's experience with plaintiffs' counsel in securities litigation."

"Lead Counsel has been energetic and creative...Its negotiations with the Citigroup Defendants have resulted in a settlement of historic proportions."

* * *

In re Clarent Corporation Securities Litigation

- The Honorable Charles R. Breyer of the United States District Court for the Northern District of California

"It was the best tried case I've witnessed in my years on the bench...."

"[A]n extraordinarily civilized way of presenting the issues to you [the jury]...We've all been treated to great civility and the highest professional ethics in the presentation of the case..."

"These trial lawyers are some of the best I've ever seen."

* * *

Landry's Restaurants, Inc. Shareholder Litigation

- Vice Chancellor J. Travis Laster of the Delaware Court of Chancery

"I do want to make a comment again about the excellent efforts...put into this case...This case, I think, shows precisely the type of benefits that you can achieve for stockholders and how representative litigation can be a very important part of our corporate governance system...you hold up this case as an example of what to do."

* * *

McCall V. Scott (Columbia/HCA Derivative Litigation)

- The Honorable Thomas A. Higgins of the United States District Court for the Middle District of Tennessee

"Counsel's excellent qualifications and reputations are well documented in the record, and they have litigated this complex case adeptly and tenaciously throughout the six years it has been pending. They assumed an enormous risk and have shown great patience by taking this case on a contingent basis, and despite an early setback they have persevered and brought about not only a large cash settlement but sweeping corporate reforms that may be invaluable to the beneficiaries."

Significant Recoveries

BLB&G has successfully identified, investigated, and prosecuted many of the most significant securities and shareholder actions in history, recovering billions of dollars on behalf of defrauded investors and obtaining groundbreaking corporate-governance reforms. These resolutions include eight recoveries of over \$1 billion, more than any other firm in our field. Examples of cases with our most significant recoveries include:

Securities Fraud Litigation

Case: *In re WorldCom, Inc. Securities Litigation*

Court: United States District Court for the Southern District of New York

Highlights: \$6.19 billion securities fraud class action recovery—the second largest in history; unprecedented recoveries from Director Defendants.

Case Summary: Investors suffered massive losses in the wake of the financial fraud and subsequent bankruptcy of former telecom giant WorldCom. This litigation alleged that WorldCom and others disseminated false and misleading statements to the investing public regarding its earnings and financial condition in violation of the federal securities and other laws. It further alleged a nefarious relationship between Citigroup subsidiary Salomon Smith Barney and WorldCom, carried out primarily by Salomon employees involved in providing investment banking services to WorldCom, and by WorldCom’s former CEO and CFO. As Court-appointed Co-Lead Counsel representing Lead Plaintiff the New York State Common Retirement Fund, we obtained unprecedented settlements totaling more than \$6 billion from the Investment Bank Defendants who underwrote WorldCom bonds, including a \$2.575 billion cash settlement to settle all claims against the Citigroup Defendants. On the eve of trial, the 13 remaining “Underwriter Defendants,” including J.P. Morgan Chase, Deutsche Bank, and Bank of America, agreed to pay settlements totaling nearly \$3.5 billion to resolve all claims against them. Additionally, the day before trial was scheduled to begin, the former WorldCom Director Defendants agreed to pay over \$60 million to settle the claims against them. An unprecedented first for outside directors, \$24.75 million of that amount came out of the pockets of the individuals—20% of their collective net worth. *The Wall Street Journal*, in its coverage, profiled the settlement as having “shaken Wall Street, the audit profession and corporate boardrooms.” After four weeks of trial, Arthur Andersen, WorldCom’s former auditor, settled for \$65 million. Subsequent settlements were reached with the former executives of WorldCom, and then with Andersen, bringing the total obtained for the Class to over \$6.19 billion.

Case: *In re Cendant Corporation Securities Litigation*

Court: United States District Court for the District of New Jersey

Highlights: \$3.3 billion securities fraud class action recovery—the third largest in history; significant corporate governance reforms obtained.

Summary: The firm was Co-Lead Counsel in this class action against Cendant Corporation, its officers and directors and Ernst & Young (E&Y), its auditors, for their role in disseminating materially false and misleading financial statements concerning the company's revenues, earnings and expenses for its 1997 fiscal year. As a result of companywide accounting irregularities, Cendant restated its financial results for its 1995, 1996, and 1997 fiscal years and all fiscal quarters therein. Cendant agreed to settle the action for \$2.8 billion and to adopt some of the most extensive corporate governance changes in history. E&Y settled for \$335 million. These settlements remain the largest sums ever recovered from a public company and a public accounting firm through securities class action litigation. BLB&G represented Lead Plaintiffs CalPERS, the New York State Common Retirement Fund, and the New York City Pension Funds, the three largest public pension funds in America, in this action.

Case: *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation*

Court: United States District Court for the Southern District of New York

Highlights: \$2.425 billion in cash; significant corporate governance reforms to resolve all claims. This recovery is by far the largest shareholder recovery related to the subprime meltdown and credit crisis; the single largest securities class action settlement ever resolving a Section 14(a) claim—the federal securities provision designed to protect investors against misstatements in connection with a proxy solicitation; the largest ever funded by a single corporate defendant for violations of the federal securities laws; the single largest settlement of a securities class action in which there was neither a financial restatement involved nor a criminal conviction related to the alleged misconduct; and one of the 10 largest securities class action recoveries in history.

Summary: The firm represented Co-Lead Plaintiffs the State Teachers Retirement System of Ohio, the Ohio Public Employees Retirement System, and the Teacher Retirement System of Texas in this securities class action filed on behalf of shareholders of Bank of America Corporation (BAC) arising from BAC's 2009 acquisition of Merrill Lynch & Co. The action alleges that BAC, Merrill Lynch, and certain of the companies' current and former officers and directors violated the federal securities laws by making a series of materially false statements and omissions in connection with the acquisition. These violations included the alleged failure to disclose information regarding billions of dollars of losses Merrill had suffered before the BAC shareholder vote on the proposed acquisition, as well as an undisclosed agreement allowing Merrill to pay billions in bonuses before the acquisition closed despite these losses. Not privy to these material facts, BAC shareholders voted to approve the acquisition.

Case: *In re Allianz Global Investors U.S. Litigation*

Court: Cases primarily filed in the United States District Court for the Southern District of New York

Highlights: Over \$2 billion dollars recovered for investors in a series of more than 20 direct actions.

Summary: BLB&G prosecuted claims on behalf of institutional investors that suffered losses in connection with investments in the Allianz Structured Alpha Funds—a suite of investment products developed and overseen by Allianz Global Investors U.S.—due to Allianz’s breaches of fiduciary and contractual duties. BLB&G negotiated settlements that returned over \$2 billion to investors. Our firm filed a series of direct actions, including the first complaint in this matter on behalf of Arkansas Teacher Retirement System, and subsequently served as liaison counsel in more than 20 related actions.

Allianz’s representations concerning the Alpha Funds were also investigated by the SEC and the U.S. Department of Justice. Allianz ultimately set aside over \$6 billion to deal with government investigations and lawsuits resulting from the collapse of the Structured Alpha Funds.

Case: *In re Nortel Networks Corporation Securities Litigation (Nortel II)*

Court: United States District Court for the Southern District of New York

Highlights: Over \$1.07 billion in cash and common stock recovered for the class.

Summary: This securities fraud class action charged Nortel Networks Corporation and certain of its officers and directors with violations of the Securities Exchange Act of 1934, alleging that the Defendants knowingly or recklessly made false and misleading statements with respect to Nortel’s financial results during the relevant period. BLB&G clients the Ontario Teachers’ Pension Plan Board and the Treasury of the State of New Jersey and its Division of Investment were appointed as Co-Lead Plaintiffs for the Class in one of two related actions (Nortel II), and BLB&G was appointed Lead Counsel for the Class. In a historic settlement, Nortel agreed to pay \$2.4 billion in cash and Nortel common stock to resolve both matters. Nortel later announced that its insurers had agreed to pay \$228.5 million toward the settlement, bringing the total amount of the global settlement to approximately \$2.7 billion, and the total amount of the Nortel II settlement to over \$1.07 billion.

Case: *In re Merck & Co., Inc. Securities Litigation*

Court: United States District Court, District of New Jersey

Highlights: \$1.06 billion recovery for the class.

Summary: This case arises out of misrepresentations and omissions concerning life-threatening risks posed by the “blockbuster” COX-2 painkiller Vioxx, which Merck withdrew from the market in 2004. In January 2016, BLB&G achieved a \$1.062 billion settlement on the eve of trial after more than 12 years of hard-fought litigation that included a successful decision at the United States Supreme Court. This settlement is the second-largest recovery ever obtained in the Third Circuit and one of the top securities recoveries of all time. BLB&G represented Lead Plaintiff the Public Employees’ Retirement System of Mississippi.

Case: *In re McKesson HBOC, Inc. Securities Litigation*

Court: United States District Court for the Northern District of California

Highlights: \$1.05 billion recovery for the class.

Summary: This securities fraud litigation was filed on behalf of purchasers of HBOC, McKesson, and McKesson HBOC securities, alleging that Defendants misled the investing public concerning HBOC's and McKesson HBOC's financial results. On behalf of Lead Plaintiff the New York State Common Retirement Fund, BLB&G obtained a \$960 million settlement from the company, \$72.5 million in cash from Arthur Andersen, and, on the eve of trial, a \$10 million settlement from Bear Stearns & Co., with total recoveries reaching more than \$1 billion.

Case: *In re Wells Fargo & Company Securities Litigation*

Court: United States District Court for the Southern District of New York

Highlights: \$1 billion recovery for the class, the top U.S. securities class action settlement of 2023, among the top six in the past decade, and among the top 17 of all time.

Summary: In 2018, Wells Fargo's regulators imposed unprecedented consent orders on Wells Fargo designed to halt the bank's decades-long, fraudulent banking practices and rectify the severely deficient corporate oversight that allowed those fraudulent practices to develop and endure (the "2018 Consent Orders"). In this action, lead plaintiffs, represented by BLB&G as co-lead counsel, alleged that Wells Fargo and certain of its senior executives issued false and misleading statements to investors regarding the status of Wells Fargo's compliance with the 2018 Consent Orders, claiming that the bank had regulator-approved "plans" and that it was "in compliance" with the Orders. In reality, Wells Fargo had yet to submit to regulators an acceptable plan or schedule for overhauling the bank's compliance and oversight practices and was nowhere near meeting the regulators' requirements that were a predicate to lifting the severe measures imposed on the bank. Wells Fargo investors were harmed after a series of disclosures, including damning congressional hearings and reports, revealed the truth to the market that the bank had blatantly disregarded the basic requirements set forth in the 2018 Consent Orders. The \$1 billion settlement was reached after three years of hard-fought litigation and was achieved with the assistance of a respected mediator, former U.S. District Judge Layn R. Phillips.

Case: *HealthSouth Corporation Bondholder Litigation*

Court: United States District Court for the Northern District of Alabama

Highlights: \$804.5 million in total recoveries.

Summary: In this litigation, BLB&G was the appointed Co-Lead Counsel for the bond holder class, representing Lead Plaintiff the Retirement Systems of Alabama. This action arose from allegations that Birmingham-based HealthSouth Corporation overstated its earnings at the direction of its founder and former CEO Richard Scrushy. Subsequent revelations disclosed that the overstatement exceeded

over \$2.4 billion, virtually wiping out all of HealthSouth's reported profits for the prior five years. A total recovery of \$804.5 million was obtained in this litigation through a series of settlements, including an approximately \$445 million settlement for shareholders and bondholders, a \$100 million in cash settlement from UBS AG, UBS Warburg LLC, and individual UBS Defendants, and \$33.5 million in cash from the company's auditor. The total settlement for injured HealthSouth bond purchasers exceeded \$230 million, recouping over a third of bond purchaser damages.

Case: *In re Washington Public Power Supply System Litigation*

Court: United States District Court for the District of Arizona

Highlights: Over \$750 million—the largest securities fraud settlement ever achieved at the time.

Summary: BLB&G was appointed Chair of the Executive Committee responsible for litigating on behalf of the class in this action. The case was litigated for over seven years and involved an estimated 200 million pages of documents produced in discovery; the depositions of 285 fact witnesses and 34 expert witnesses; more than 25,000 introduced exhibits; six published district court opinions; seven appeals or attempted appeals to the Ninth Circuit; and a three-month jury trial, which resulted in a settlement of over \$750 million—then the largest securities fraud settlement ever achieved.

Case: *In re Lehman Brothers Equity/Debt Securities Litigation*

Court: United States District Court for the Southern District of New York

Highlights: \$735 million in total recoveries.

Summary: Representing the Government of Guam Retirement Fund, BLB&G successfully prosecuted this securities class action arising from Lehman Brothers Holdings' issuance of billions of dollars in offerings of debt and equity securities that were sold using offering materials that contained untrue statements and missing material information.

After four years of intense litigation, Lead Plaintiffs achieved a total of \$735 million in recoveries consisting of a \$426 million settlement with underwriters of Lehman securities offerings, a \$90 million settlement with former Lehman directors and officers, a \$99 million settlement that resolves claims against Ernst & Young, Lehman's former auditor (considered one of the top 10 auditor settlements ever achieved), and a \$120 million settlement that resolves claims against UBS Financial Services. This recovery is remarkable not only because of the difficulty in recovering assets when the issuer defendant is bankrupt, but also because no financial results were restated, and the auditors never disavowed the statements.

Case: *In re Citigroup, Inc. Bond Action Litigation*

Court: United States District Court for the Southern District of New York

Highlights: \$730 million cash recovery, the second largest recovery in a litigation arising from the financial crisis.

Summary: In the years prior to the collapse of the subprime mortgage market, Citigroup issued 48 offerings of preferred stock and bonds. This securities fraud class action was filed on behalf of purchasers of Citigroup bonds and preferred stock alleging that these offerings contained material misrepresentations and omissions regarding Citigroup's exposure to billions of dollars in mortgage-related assets, the loss reserves for its portfolio of high-risk residential mortgage loans, and the credit quality of the risky assets it held in off-balance sheet entities known as "structured investment vehicles." After protracted litigation lasting four years, we obtained a \$730 million cash recovery—the second largest securities class action recovery in a litigation arising from the financial crisis, and the second largest recovery ever in a securities class action brought on behalf of purchasers of debt securities. As Lead Bond Counsel for the Class, BLB&G represented Lead Bond Plaintiffs Minneapolis Firefighters' Relief Association, Louisiana Municipal Police Employees' Retirement System, and Louisiana Sheriffs' Pension and Relief Fund.

Case: *In re Schering-Plough Corporation/Enhance Securities Litigation; In re Merck & Co., Inc. Vytarin/Zetia Securities Litigation*

Court: United States District Court for the District of New Jersey

Highlights: \$688 million in combined settlements (Schering-Plough settled for \$473 million; Merck settled for \$215 million) in this coordinated securities fraud litigations filed on behalf of investors in Merck and Schering-Plough.

Summary: After nearly five years of intense litigation, just days before trial, BLB&G resolved the two actions against Merck and Schering-Plough, which stemmed from claims that Merck and Schering artificially inflated their market value by concealing material information and making false and misleading statements regarding their blockbuster anti-cholesterol drugs Zetia and Vytarin. Specifically, we alleged that the companies knew that their "ENHANCE" clinical trial of Vytarin (a combination of Zetia and a generic) demonstrated that Vytarin was no more effective than the cheaper generic at reducing artery thickness. The companies nonetheless championed the "benefits" of their drugs, attracting billions of dollars of capital. When public pressure to release the results of the ENHANCE trial became too great, the companies reluctantly announced these negative results, which we alleged led to sharp declines in the value of the companies' securities, resulting in significant losses to investors. The combined \$688 million in settlements (Schering-Plough settled for \$473 million; Merck settled for \$215 million) is the second largest securities recovery ever in the Third Circuit, among the top 25 settlements of all time, and among the 10 largest recoveries ever in a case where there was no financial restatement. BLB&G represented Lead Plaintiffs Arkansas Teacher Retirement System, the Public Employees' Retirement System of Mississippi, and the Louisiana Municipal Police Employees' Retirement System.

Case: *In re Lucent Technologies, Inc. Securities Litigation*

Court: United States District Court for the District of New Jersey

Highlights: \$667 million in total recoveries; the appointment of BLB&G as Co-Lead Counsel is especially noteworthy as it marked the first time since the 1995 passage of the Private Securities Litigation Reform Act that a court reopened the lead plaintiff or lead counsel selection process to account for changed circumstances, new issues, and possible conflicts between new and old allegations.

Summary: BLB&G served as Co-Lead Counsel in this securities class action, representing Lead Plaintiffs the Parnassus Fund, Teamsters Locals 175 & 505 D&P Pension Trust, Anchorage Police and Fire Retirement System, and the Louisiana School Employees' Retirement System. The complaint accused Lucent of making false and misleading statements to the investing public concerning its publicly reported financial results and failing to disclose the serious problems in its optical networking business. When the truth was disclosed, Lucent admitted that it had improperly recognized revenue of nearly \$679 million in fiscal 2000. The settlement obtained in this case is valued at approximately \$667 million, and is composed of cash, stock, and warrants.

Case: *In re Wachovia Preferred Securities and Bond/Notes Litigation*

Court: United States District Court for the Southern District of New York

Highlights: \$627 million recovery—among the largest securities class action recoveries in history; third-largest recovery obtained in an action arising from the subprime mortgage crisis.

Summary: This securities class action was filed on behalf of investors in certain Wachovia bonds and preferred securities against Wachovia Corp., certain former officers and directors, various underwriters, and its auditor, KPMG. The case alleged that Wachovia provided offering materials that misrepresented and omitted material facts concerning the nature and quality of Wachovia's multibillion-dollar option-ARM (adjustable rate mortgage) "Pick-A-Pay" mortgage loan portfolio, and that Wachovia's loan loss reserves were materially inadequate. According to the Complaint, these undisclosed problems threatened the viability of the financial institution, requiring it to be "bailed out" during the financial crisis before it was acquired by Wells Fargo. The combined \$627 million recovery obtained in the action is among the 20 largest securities class action recoveries in history, the largest settlement ever in a class action case asserting only claims under the Securities Act of 1933, and one of a handful of securities class action recoveries obtained where there were no parallel civil or criminal actions brought by government authorities. The firm represented Co-Lead Plaintiffs Orange County Employees Retirement System and Louisiana Sheriffs' Pension and Relief Fund in this action.

Case: *In re Fannie Mae/Freddie Mac Senior Preferred Stock Purchase Agreement Class Action Litigations*

Court: United States District Court for the District of Columbia

Highlights: \$612.4 million jury award for Fannie Mae and Freddie Mac investors in a unanimous trial verdict.

Summary: BLB&G secured a \$612.4 million jury award for Fannie Mae and Freddie Mac investors in a unanimous trial verdict against the Federal Housing Finance Agency (FHFA). The action challenged FHFA's decision to sweep the entire net worth of Fannie Mae and Freddie Mac to the U.S. Treasury, depriving

shareholders of significant value. The award came after two trials and 10 years of intense litigation and negotiations. The court also recently approved our request for prejudgment interest, adding approximately \$198 million to the recovery for investors (pending entry of judgment).

Case: *Bear Stearns Mortgage Pass-Through Litigation*

Court: United States District Court for the Southern District of New York

Highlights: \$500 million recovery—the largest recovery ever on behalf of purchasers of residential mortgage-backed securities.

Summary: BLB&G served as Co-Lead Counsel in this securities action, representing Lead Plaintiffs the Public Employees' Retirement System of Mississippi. The case alleged that Bear Stearns & Company sold mortgage pass-through certificates using false and misleading offering documents. The offering documents contained false and misleading statements related to, among other things, the underwriting guidelines used to originate the mortgage loans underlying the certificates and the accuracy of the appraisals for the properties underlying the certificates. After six years of hard-fought litigation and extensive arm's-length negotiations, the \$500 million recovery is the largest settlement in a U.S. class action against a bank that packaged and sold mortgage securities at the center of the 2008 financial crisis.

Case: *Gary Hefler et al. v. Wells Fargo & Company et al.*

Court: United States District Court for the Northern District of California

Highlights: \$480 million recovery—the fourth largest securities settlement ever achieved in the Ninth Circuit.

Summary: BLB&G served as Lead Counsel for the Court-appointed Lead Plaintiff Union Asset Management Holding, AG in this action, which alleged that Wells Fargo and certain current and former officers and directors of Wells Fargo made a series of materially false statements and omissions in connection with Wells Fargo's secret creation of fake or unauthorized client accounts in order to hit performance-based compensation goals. After years of presenting a business driven by legitimate growth prospects, U.S. regulators revealed in September 2016 that Wells Fargo employees were secretly opening millions of potentially unauthorized accounts for existing Wells Fargo customers. The Complaint alleged that these accounts were opened in order to hit performance targets and inflate the "cross-sell" metrics that investors used to measure Wells Fargo's financial health and anticipated growth. When the market learned the truth about Wells Fargo's violation of its customers' trust and failure to disclose reliable information to its investors, the price of Wells Fargo's stock dropped, causing substantial investor losses.

Case: *In re Kraft Heinz Securities Litigation*

Court: United States District Court for the Northern District of Illinois

Highlights: \$450 million in total recoveries.

Summary: BLB&G litigated claims against Kraft Heinz arising from the defendants' misstatements regarding the company's financial position, including the carrying value of Kraft's assets, the sustainability of Kraft's margins, and the success of recent cost-cutting strategies by the company. After overcoming defendants' motions to dismiss and conducting discovery involving the production of over 14.7 million pages of documents, the parties engaged in mediation and reached a settlement that represented a recovery of \$450 million for impacted investors.

Case: *Ohio Public Employees Retirement System v. Freddie Mac*

Court: United States District Court for the Southern District of Ohio

Highlights: \$410 million settlement.

Summary: This securities fraud class action was filed on behalf of the Ohio Public Employees Retirement System and the State Teachers Retirement System of Ohio alleging that Freddie Mac and certain of its current and former officers issued false and misleading statements in connection with the company's previously reported financial results. Specifically, the Complaint alleged that the Defendants misrepresented the company's operations and financial results by engaging in numerous improper transactions and accounting machinations that violated fundamental GAAP precepts in order to artificially smooth the company's earnings and hide earnings volatility. In connection with these improprieties, Freddie Mac restated more than \$5 billion in earnings. A settlement of \$410 million was reached in the case just as deposition discovery had begun and document review was complete.

Case: *In re Refco, Inc. Securities Litigation*

Court: United States District Court for the Southern District of New York

Highlights: Over \$407 million in total recoveries.

Summary: The lawsuit arises from the revelation that Refco, a once-prominent brokerage, had for years secreted hundreds of millions of dollars of uncollectible receivables with a related entity controlled by Phillip Bennett, the company's Chairman and Chief Executive Officer. This revelation caused the stunning collapse of the company a mere two months after its initial public offering of common stock. As a result, Refco filed one of the largest bankruptcies in U.S. history. Settlements have been obtained from multiple company and individual defendants, resulting in a total recovery for the class of over \$407 million. BLB&G represented Co-Lead Plaintiff RH Capital Associates LLC.

Case: *In re Allergan, Inc. Proxy Violation Securities Litigation*

Court: United States District Court for the Central District of California

Highlights: Recovered over \$250 million for investors while challenging an unprecedented insider trading scheme by billionaire hedge fund manager Bill Ackman.

Summary: As alleged in groundbreaking litigation, billionaire hedge fund manager Bill Ackman and his Pershing Square Capital Management fund secretly acquired a near 10% stake in pharmaceutical concern Allergan as part of an unprecedented insider trading scheme by Ackman and Valeant Pharmaceuticals International. What Ackman knew—but investors did not—was that in the ensuing weeks, Valeant would be launching a hostile bid to acquire Allergan shares at a far higher price. Ackman enjoyed a massive instantaneous profit upon public news of the proposed acquisition, and the scheme worked for both parties as he kicked back hundreds of millions of his insider-trading proceeds to Valeant after Allergan agreed to be bought by a rival bidder. After a ferocious three-year legal battle over this attempt to circumvent the spirit of the U.S. securities laws, BLB&G obtained a \$250 million settlement for Allergan investors, and created precedent to prevent similar such schemes in the future. The Plaintiffs in this action were the State Teachers Retirement System of Ohio, the Iowa Public Employees Retirement System, and Patrick T. Johnson.

Corporate Governance and Shareholders' Rights

Case: *Tornetta v. Musk*

Court: Delaware Court of Chancery

Highlights: Achieved a historic ruling rescinding Elon Musk's \$55 billion compensation package at Tesla—the largest such package in history.

Summary: BLB&G led a headline-grabbing shareholder derivative action against Elon Musk and certain Tesla board members challenging the \$55 billion compensation plan granted to Musk—the largest such compensation plan in history. BLB&G served as lead trial counsel in this case on behalf of a Tesla stockholder. The firm litigated for more than four years, examined eight of the most critical witnesses—including Elon Musk himself—and presented a strong factual record to the Court. On January 30, 2024, in a historic decision, the court nullified Musk's entire \$55 billion compensation package, finding that Tesla's board of directors had breached their fiduciary duty in structuring Musk's multi-tranched compensation.

Case: *City of Monroe Employees' Retirement System, Derivatively on Behalf of Twenty-First Century Fox, Inc. v. Rupert Murdoch, et al.*

Court: Delaware Court of Chancery

Highlights: Landmark derivative litigation established unprecedented, independent Board-level council to ensure employees are protected from workplace harassment while recouping \$90 million for the company's coffers.

Summary: Before the birth of the #metoo movement, BLB&G led the prosecution of an unprecedented shareholder derivative litigation against Fox News parent 21st Century Fox arising from the systemic sexual and workplace harassment at the embattled network. After nearly 18 months of litigation,

discovery and negotiation related to the shocking misconduct and the Board’s extensive alleged governance failures, the parties unveil a landmark settlement with two key components: 1) the first ever Board-level watchdog of its kind—the “Fox News Workplace Professionalism and Inclusion Council” of experts (WPIC)—majority independent of the Murdochs, the Company and Board; and 2) one of the largest financial recoveries—\$90 million—ever obtained in a pure corporate board oversight dispute. The WPIC serves as a model for public companies in all industries. The firm represented 21st Century Fox shareholder the City of Monroe (Michigan) Employees’ Retirement System.

Case: *In re McKesson Corporation Derivative Litigation*

Court: United States District Court, Northern District of California, Oakland Division and Delaware Chancery Court

Highlights: Litigation recovered \$175 million and achieved substantial corporate governance reforms.

Summary: BLB&G represented the Police & Fire Retirement System City of Detroit and Amalgamated Bank in this derivative class action arising from the company’s role in permitting and exacerbating America’s ongoing opioid crisis. The complaint, initially filed in Delaware Chancery Court, alleged that defendants breached their fiduciary duties by failing to adequately oversee McKesson’s compliance with provisions of the Controlled Substances Act and a series of settlements with the Drug Enforcement Administration intended to regulate the distribution and misuse of controlled substances such as opioids. Even after paying fines and settlements in the hundreds of millions of dollars, McKesson was sued in the National Opioid Multidistrict Litigation. In May 2018, our clients joined a substantially similar action being litigated in California federal court. Acting as co-lead counsel, BLB&G played a major role in litigating the case, opposing a motion to stay the action by a special litigation committee, and engaging in extensive pretrial discovery. Ultimately, \$175 million was recovered for the benefit of McKesson’s shareholders in a settlement that also created substantial corporate-governance reforms to prevent a recurrence of McKesson’s inadequate legal compliance efforts.

Case: *UnitedHealth Group, Inc. Shareholder Derivative Litigation*

Court: United States District Court for the District of Minnesota

Highlights: Recovered over \$920 million in ill-gotten compensation directly from former officers for their roles in illegally backdating stock options, while the company agreed to far-reaching reforms aimed at curbing future executive compensation abuses.

Summary: This shareholder derivative action filed against certain current and former executive officers and members of the Board of Directors of UnitedHealth Group alleged that the Defendants obtained, approved and/or acquiesced in the issuance of stock options to senior executives that were unlawfully backdated to provide the recipients with windfall compensation at the direct expense of UnitedHealth and its shareholders. The firm recovered over \$920 million in ill-gotten compensation

directly from the former officer Defendants—the largest derivative recovery in history. As feature coverage in *The New York Times* indicated, “investors everywhere should applaud [the UnitedHealth settlement]....[T]he recovery sets a standard of behavior for other companies and boards when performance pay is later shown to have been based on ephemeral earnings.” The Plaintiffs in this action were the St. Paul Teachers’ Retirement Fund Association, the Public Employees’ Retirement System of Mississippi, the Jacksonville Police & Fire Pension Fund, the Louisiana Sheriffs’ Pension & Relief Fund, the Louisiana Municipal Police Employees’ Retirement System and Fire & Police Pension Association of Colorado.

Case: *Caremark Merger Litigation*

Court: Delaware Court of Chancery – New Castle County

Highlights: Landmark Court ruling ordered Caremark’s board to disclose previously withheld information, enjoined a shareholder vote on the CVS merger offer, and granted statutory appraisal rights to Caremark shareholders. The litigation ultimately forced CVS to raise its offer by \$7.50 per share, equal to more than \$3.3 billion in additional consideration to Caremark shareholders.

Summary: Commenced on behalf of the Louisiana Municipal Police Employees’ Retirement System and other shareholders of Caremark RX, this shareholder class action accused the company’s directors of violating their fiduciary duties by approving and endorsing a proposed merger with CVS Corporation, while refusing to fairly consider an alternative transaction proposed by another bidder. In a landmark decision, the Court ordered the Defendants to disclose material information that had previously been withheld, enjoined the shareholder vote on the CVS transaction until the additional disclosures occurred, and granted statutory appraisal rights to Caremark’s shareholders—forcing CVS to increase the consideration offered to shareholders by \$7.50 per share in cash (over \$3 billion in total).

Case: *In re Pfizer Inc. Shareholder Derivative Litigation*

Court: United States District Court for the Southern District of New York

Highlights: Landmark settlement in which Defendants agreed to create a new Regulatory and Compliance Committee of the Pfizer Board to be supported by a dedicated \$75 million fund.

Summary: In the wake of Pfizer’s agreement to pay \$2.3 billion as part of a settlement with the U.S. Department of Justice to resolve civil and criminal charges relating to the illegal marketing of at least 13 of the company’s most important drugs (the largest such fine ever imposed), this shareholder derivative action was filed against Pfizer’s senior management and Board alleging they breached their fiduciary duties to Pfizer by, among other things, allowing unlawful promotion of drugs to continue after receiving numerous “red flags” that Pfizer’s improper drug marketing was systemic and widespread. The suit was brought by Court-appointed Lead Plaintiffs Louisiana Sheriffs’ Pension and Relief Fund and Skandia Life Insurance Company, Ltd. In an unprecedented settlement reached by the parties, the Defendants agreed to create a new Regulatory and Compliance Committee of the Pfizer Board of Directors (the “Regulatory Committee”) to oversee and monitor Pfizer’s compliance and drug

marketing practices and to review the compensation policies for Pfizer’s drug sales related employees.

Case: *Miller et al. v. IAC/InterActiveCorp et al.*

Court: Delaware Court of Chancery

Highlights: This litigation shut down efforts by controlling shareholders to obtain “dynastic control” of the company through improper stock class issuances, setting valuable precedent and sending a strong message to boards and management in all sectors that such moves will not go unchallenged.

Summary: BLB&G obtained this landmark victory for shareholder rights against IAC/InterActiveCorp and its controlling shareholder and chairman, Barry Diller. For decades, activist corporate founders and controllers sought ways to entrench their position atop the corporate hierarchy by granting themselves and other insiders “supervoting rights.” Diller laid out a proposal to introduce a new class of non-voting stock to entrench “dynastic control” of IAC within the Diller family. BLB&G litigation on behalf of IAC shareholders ended in capitulation with the Defendants effectively conceding the case by abandoning the proposal. This became a critical corporate governance precedent, given the trend of public companies to introduce “low” and “no-vote” share classes, which diminish shareholder rights, insulate management from accountability, and can distort managerial incentives by providing controllers voting power out of line with their actual economic interests in public companies.

Case: *In re News Corp. Shareholder Derivative Litigation*

Court: Delaware Court of Chancery – Kent County

Highlights: An unprecedented settlement in which News Corp. recouped \$139 million and enacted significant corporate governance reforms that combat self-dealing in the boardroom.

Summary: Following News Corp.’s 2011 acquisition of a company owned by News Corp. Chairman and CEO Rupert Murdoch’s daughter, and the phone-hacking scandal within its British newspaper division, BLB&G filed a derivative litigation on behalf of the company because of institutional shareholder concern with the conduct of News Corp.’s management. BLB&G ultimately obtained an unprecedented settlement in which News Corp. recouped \$139 million for the company coffers and agreed to enact corporate governance enhancements to strengthen its compliance structure, the independence and functioning of its board, and the compensation and clawback policies for management.

Clients and Fees

We are firm believers in the contingency fee as a socially useful, productive and satisfying basis of compensation for legal services, particularly in litigation. Wherever appropriate, even with our corporate clients, we encourage retentions in which our fee is contingent on the outcome of the litigation. This way, it is not the number of hours worked that will determine our fee, but rather the result achieved for our client. The firm generally negotiates with our clients a contingent fee schedule specific to each litigation, and all fee proposals are approved by the client prior to commencing litigation, and ultimately by the Court.

Our clients include many large and well-known financial and lending institutions and pension funds, as well as privately held companies that are attracted to our firm because of our reputation, expertise, and fee structure. Most of the firm's clients are referred by other clients, law firms and lawyers, bankers, investors, and accountants. A considerable number of clients have been referred to the firm by former adversaries. We have always maintained a high level of independence and discretion in the cases we decide to prosecute. As a result, the level of personal satisfaction and commitment to our work is high.

In the Public Interest

Bernstein Litowitz Berger & Grossmann LLP is guided by two principles: excellence in legal work and a belief that the law should serve a socially useful and dynamic purpose. Attorneys at the firm are active in academic, community, and pro bono activities and regularly participate as speakers and contributors to professional organizations. In addition, the firm endows a public interest law fellowship and sponsors an academic scholarship at Columbia Law School. Highlights of our community contributions include:

Bernstein Litowitz Berger & Grossmann Public Interest Law Fellows

BLB&G is committed to fighting discrimination and effecting positive social change. In support of this commitment, the firm donates funds to Columbia Law School to create the Bernstein Litowitz Berger & Grossmann Public Interest Law Fellowship. This fund at Columbia Law School provides Fellows with 100% of the funding needed to make payments on their law school tuition loans so long as such graduates remain in the public interest law field. BLB&G Fellows can begin their careers free of any school debt if they make a long-term commitment to public interest law.

Firm Sponsorship of Her Justice

BLB&G is a sponsor of Her Justice, a not-for-profit organization in New York City dedicated to providing pro bono legal representation to indigent women, principally vulnerable women, in connection with the myriad legal problems they face. The organization trains and supports the efforts of New York lawyers who provide pro bono counsel to these women. Several members and associates of the firm volunteer their time to help women who need divorces from abusive spouses or representation on issues such as child support, custody, and visitation. To read more about Her Justice, visit the organization's website at <http://www.herjustice.org/>.

Firm Sponsorship of City Year New York

BLB&G is an active supporter of City Year New York, a division of AmeriCorps. The program was founded in 1988 as a means of encouraging young people to devote time to public service and unites a diverse group of volunteers for a demanding year of full-time community service, leadership development, and civic engagement. Through their service, corps members experience a rite of passage that can inspire a lifetime of citizenship and build a stronger democracy.

Max W. Berger Pre-Law Program

The Max W. Berger Pre-Law Program was established at Baruch College to encourage outstanding minority undergraduates to pursue a meaningful career in the legal profession. Providing workshops, seminars, counseling, and mentoring to Baruch students, the program facilitates and guides them through the law school research and application process, and places them in appropriate internships and other pre-law working environments.

Our Attorneys

BLB&G employs a dedicated team of attorneys, including partners, counsel, associates, and senior staff attorneys. Biographies for each of our attorneys can be found on our website by clicking [here](#). On a case-by-case basis, we also make use of a pool of staff attorneys to supplement our litigation teams. The BLB&G team also includes investigators, financial analysts, paralegals, electronic-discovery specialists, information-technology professionals, and administrative staff. Biographies for our investigative team are available on our website by clicking [here](#), and biographies for the leaders of our administrative departments are viewable [here](#).

Partners

Max Berger, Founding Partner, has grown BLB&G from a partnership of four lawyers in 1983 into what the *Financial Times* described as “[one of the most powerful securities class action law firms in the United States](#)” by prosecuting seminal cases which have increased market transparency, held wrongdoers accountable, and improved corporate business practices in groundbreaking ways.

Described by sources quoted in leading industry publication *Chambers USA* as “the smartest, most strategic plaintiffs’ lawyer [they have] ever encountered,” Max has litigated many of the firm’s most high-profile and significant cases and secured some of the largest recoveries ever achieved in securities fraud lawsuits, negotiating seven of the largest securities fraud settlements in history, each in excess of a billion dollars: *Cendant* (\$3.3 billion), *Citigroup-WorldCom* (\$2.575 billion), *Bank of America/Merrill Lynch* (\$2.4 billion), *JPMorgan Chase-WorldCom* (\$2 billion), *Nortel* (\$1.07 billion), *Merck* (\$1.06 billion), and *McKesson* (\$1.05 billion). Max’s prosecution of the *WorldCom* litigation, which resulted in unprecedented monetary contributions from WorldCom’s outside directors (nearly \$25 million out of their own pockets on top of their insurance coverage) “shook Wall Street, the audit profession and corporate boardrooms.” (*The Wall Street Journal*)

Max’s cases have resulted in sweeping corporate governance overhauls, including the creation of an independent task force to oversee and monitor diversity practices (*Texaco* discrimination litigation), establishing an industry-accepted definition of director independence, increasing a board’s power and responsibility to oversee internal controls and financial reporting (*Columbia/HCA*), and creating a Healthcare Law Regulatory Committee with dedicated funding to improve the standard for regulatory compliance oversight by a public company board of directors (*Pfizer*). His cases have yielded results which have served as models for public companies going forward.

Most recently, before the #metoo movement came alive, on behalf of an institutional investor client, Max handled the prosecution of an unprecedented shareholder derivative litigation against Fox News parent 21st Century Fox, Inc. arising from the systemic sexual and workplace harassment at the embattled network. After nearly 18 months of litigation, discovery, and negotiation related to the shocking misconduct and the Board’s extensive alleged governance failures, the parties unveiled a landmark settlement with two key components: 1) the first ever Board-level watchdog of its kind—the “Fox News Workplace Professionalism and Inclusion Council” of experts (WPIC)—majority independent of the Murdochs, the Company and Board; and 2) one of the largest financial recoveries—\$90 million—ever obtained in a pure corporate board oversight dispute. The WPIC is expected to serve as a model for public companies in all industries.

Max's work has garnered him extensive media attention, and he has been the subject of feature articles in a variety of major media publications. *The New York Times* highlighted his remarkable track record in an October 2012 profile entitled "[Investors' Billion-Dollar Fraud Fighter](#)," which also discussed his role in the *Bank of America/Merrill Lynch Merger* litigation. In 2011, Max was twice profiled by *The American Lawyer* for his role in negotiating a \$627 million recovery on behalf of investors in the *In re Wachovia Corp. Securities Litigation*, and a \$516 million recovery in *In re Lehman Brothers Equity/Debt Securities Litigation*. For his outstanding efforts on behalf of WorldCom investors, he was featured in articles in *BusinessWeek* and *The American Lawyer*, and *The National Law Journal* profiled Max (one of only eleven attorneys selected nationwide) in its annual 2005 "Winning Attorneys" section. He was subsequently featured in a 2006 *New York Times* article, "A Class-Action Shuffle," which assessed the evolving landscape of the securities litigation arena.

One of the "100 Most Influential Lawyers in America"

Widely recognized as the "Dean" of the U.S. plaintiff securities bar for his remarkable career and his professional excellence, Max has a distinguished and unparalleled list of honors to his name.

- He was selected as one of the "100 Most Influential Lawyers in America" by *The National Law Journal* for being "front and center" in holding Wall Street banks accountable and obtaining over \$5 billion in cases arising from the subprime meltdown, and for his work as a "master negotiator" in obtaining numerous multi-billion dollar recoveries for investors.
- Described as a "standard-bearer" for the profession in a career spanning nearly 50 years, he is the recipient of *Chambers USA's* award for Outstanding Contribution to the Legal Profession. In presenting this prestigious honor, *Chambers* recognized Max's "numerous headline-grabbing successes," as well as his unique stature among colleagues—"warmly lauded by his peers, who are nevertheless loath to find him on the other side of the table." Max has been recognized as a litigation "star" and leading lawyer in his field by *Chambers* since its inception.
- *Benchmark Litigation* recently inducted him into its exclusive "Hall of Fame" and named him a 2021 "Litigation Star" in recognition of his career achievements and impact on the field of securities litigation.
- Upon its tenth anniversary, *Lawdragon* named Max a "Lawdragon Legend" for his accomplishments. He was recently inducted into *Lawdragon's* "Hall of Fame." He is regularly included in the publication's "500 Leading Lawyers in America" and "100 Securities Litigators You Need to Know" lists.
- *Law360* published a special feature discussing his life and career as a "Titan of the Plaintiffs Bar," named him one of only six litigators selected nationally as a "Legal MVP," and selected him as one of "10 Legal Superstars" nationally for his work in securities litigation.
- Max has been regularly named a "leading lawyer" in the *Legal 500 US Guide* where he was also named to their "Hall of Fame" list, as well as *The Best Lawyers in America*® guide.
- Max was honored for his outstanding contribution to the public interest by Trial Lawyers for Public Justice, which named him a "Trial Lawyer of the Year" Finalist in 1997 for his work in *Roberts, et al. v. Texaco*, the celebrated race discrimination case, on behalf of Texaco's African-American employees.

Max has lectured extensively for many professional organizations, and is the author and co-author of numerous articles on developments in the securities laws and their implications for public policy. He was chosen, along with

several of his BLB&G partners, to author the first chapter—“Plaintiffs’ Perspective”—of Lexis/Nexis’s seminal industry guide *Litigating Securities Class Actions*. An esteemed voice on all sides of the legal and financial markets, in 2008 the SEC and Treasury called on Max to provide guidance on regulatory changes being considered as the accounting profession was experiencing tectonic shifts shortly before the financial crisis.

Max also serves the academic community in numerous capacities. A long-time member of the Board of Trustees of Baruch College, he served as the President of the Baruch College Fund from 2015-2019 and now serves as its Chairman. In May 2006, he was presented with the Distinguished Alumnus Award for his contributions to Baruch College, and in 2019, was awarded an honorary Doctor of Laws degree at Baruch’s commencement, the highest honor Baruch College confers upon an individual for non-academic achievement. The award recognized his decades-long dedication to the mission and vision of the College, and in bestowing it, Baruch's President described Max as “[one of the most influential individuals in the history of Baruch College](#).” Max established the [Max Berger Pre-Law Program at Baruch College](#) in 2007.

A member of the Dean's Council to Columbia Law School as well as the Columbia Law School Public Interest/Public Service Council, Max has taught Profession of Law, an ethics course at Columbia Law School, and serves on the Advisory Board of Columbia Law School’s Center on Corporate Governance. In February 2011, Max received Columbia Law School's most prestigious and highest honor, “The Medal for Excellence.” This award is presented annually to Columbia Law School alumni who exemplify the qualities of character, intellect, and social and professional responsibility that the Law School seeks to instill in its students. As a recipient of this award, Max was [profiled](#) in the Fall 2011 issue of *Columbia Law School Magazine*. Max is a member of the American Law Institute and an Advisor to its Restatement Third: Economic Torts project. Max [recently endowed the Max Berger '71 Public Interest/Public Service Fellows Program at Columbia Law School](#). The program provides support for law students interested in pursuing careers in public service. Max and his wife, Dale, previously endowed the [Dale and Max Berger Public Interest Law Fellowship at Columbia Law School](#) and, under Max’s leadership, BLB&G also created the Bernstein Litowitz Berger & Grossmann Public Interest Law Fellowship at Columbia.

Among numerous charitable and volunteer works, Max is a significant and long-time contributor to Her Justice, a non-profit organization in New York City dedicated to providing *pro bono* legal representation to indigent women, principally survivors of intimate partner violence, in connection with the many legal problems they face. In recognition of their personal support of the organization, Max and his wife, Dale Berger, were awarded the “Above and Beyond Commitment to Justice Award” by Her Justice in 2021 for being steadfast advocates for women living in poverty in New York City. In addition to his personal support of Her Justice, Max has ensured BLB&G's long-time involvement with the organization. Max is also an active supporter of City Year New York, a division of AmeriCorps, dedicated to encouraging young people to devote time to public service. In July 2005, he was named City Year New York’s “Idealist of the Year,” for his commitment to, service for, and work in the community. A celebrated photographer, Max has held two successful photography shows that raised hundreds of thousands of dollars for City Year and Her Justice.

Education: Columbia Law School, 1971, J.D., Editor of the *Columbia Survey of Human Rights Law*; Baruch College-City University of New York, 1968, B.B.A., Accounting

Bar Admissions: New York; United States District Court for the Eastern District of New York; United States District Court for the Southern District of New York; United States Court of Appeals for the Second Circuit; United States

Court of Appeals for the Third Circuit; United States Court of Appeals for the Sixth Circuit; Supreme Court of the United States

Michael Blatchley's practice focuses on securities fraud litigation. He is currently a member of the firm's case development and client advisory group, in which he, along with a team of attorneys, financial analysts, forensic accountants, and investigators, counsels the firm's clients on their legal claims.

Michael has also served as a member of the litigation teams responsible for prosecuting a number of the firm's cases. For example, Michael was a key member of the team that recovered \$150 million for investors in *In re JPMorgan Chase & Co. Securities Litigation*, a securities fraud class action arising out of misrepresentations and omissions concerning JPMorgan's Chief Investment Office, the company's risk management systems, and the trading activities of the so-called "London Whale." He was also a member of the litigation team in *In re Medtronic, Inc. Securities Litigation*, an action arising out of allegations that Medtronic promoted the Infuse bone graft for dangerous "off-label" uses, which resulted in an \$85 million recovery for investors. In addition, Michael prosecuted a number of cases related to the financial crisis, including several actions arising out of wrongdoing related to the issuance of residential mortgage-backed securities and other complex financial products.

Michael was a member of the team that achieved a \$250 million recovery for investors in *In re Allergan, Inc. Proxy Violation Securities Litigation*, a precedent-setting case alleging unlawful insider trading by hedge fund billionaire Bill Ackman. Most recently, he played a key role on the BLB&G team that recovered nearly \$2 billion for 35 institutions that invested in the Allianz Structured Alpha Funds.

Among other accolades, Michael has been repeatedly named to *Benchmark Litigation's* "Under 40 Hot List," selected as a leading plaintiff financial lawyer by *Lawdragon*, and recognized as a "Super Lawyer" by Thomson Reuters. He frequently presents to public pension fund professionals and trustees concerning legal issues impacting their funds, has authored numerous articles addressing investor rights, including, for example, a chapter in the Practising Law Institute's *2017 Financial Services Mediation Answer Book*, and is a regular speaker at institutional investor conferences. While attending Brooklyn Law School, Michael held a judicial internship position for the Honorable David G. Trager, United States District Judge for the Eastern District of New York. In addition, he worked as an intern at The Legal Aid Society's Harlem Community Law Office, as well as at Brooklyn Law School's Second Look and Workers' Rights Clinics, and provided legal assistance to victims of Hurricane Katrina in New Orleans, Louisiana.

Education: Brooklyn Law School, J.D., *cum laude*, Edward V. Sparer Public Interest Law Fellowship; William Payson Richardson Memorial Prize; Richard Elliott Blyn Memorial Prize; Editor for the Brooklyn Law Review; Moot Court Honor Society; University of Wisconsin, B.A.

Bar Admissions: New York; New Jersey; United States District Court for the Southern District of New York; United States District Court for the District of New Jersey; United States District Court for the Western District of Wisconsin; United States Court of Appeals for the Ninth Circuit

Scott Foglietta prosecutes securities fraud, corporate governance, and shareholder rights litigation on behalf of the firm's institutional investor clients. As a member of the firm's case development and client advisory group, Scott advises Taft-Hartley pension funds, public pension funds, and other institutional investors on potential legal claims.

Scott was an integral member of the teams that advised the firm's clients in their prosecution of numerous significant matters, including securities class actions against Wells Fargo (\$480 million recovery), Kraft Heinz (\$450 million recovery), Salix Pharmaceuticals (\$210 million recovery), Luckin Coffee (\$175 million recovery), and Equifax (\$149 million recovery). Scott was also key member of the teams that evaluated and developed novel case theories or claims in several matters, including a securities class action against Willis Towers Watson, which arose from misrepresentations made in a proxy statement in connection with the merger between Willis Group and Towers Watson and was resolved for \$75 million, and an ongoing securities class action against Perrigo arising from misrepresentations made in connection with a tender offer for shares trading in both the United States and Israel. Scott was also a member of the teams that secured our clients' appointments as lead plaintiffs in the ongoing securities class actions against Boeing, Meta Platforms, Seagate, Silvergate, TD Bank and First Horizon, and SVB Financial, among others.

Scott was also a member of the team that advised one of the firm's institutional investor clients in a shareholder derivative action against the board of directors of FirstEnergy Corp. arising from the company's role in an egregious public corruption scandal, in which \$180 million was recovered and substantial governance reforms were obtained. Scott is routinely recognized for his outstanding legal work, including being named a "Rising Star" by *The National Law Journal* and *Law360*, and to *Benchmark Litigation's* "40 & Under" Hot List. Scott has also been named to numerous *Lawdragon* lists, including "500 Leading Plaintiff Financial Lawyers," "500 Leading Lawyers in America," and "Lawdragon 500 X – The Next Generation."

Before joining the firm, Scott represented institutional and individual clients in a wide variety of complex litigation matters, including securities class actions, commercial litigation, and ERISA litigation. Prior to law school, Scott earned an M.B.A. in finance from Clark University and worked as a capital markets analyst for a boutique investment banking firm.

Education: Brooklyn Law School, 2010, J.D. Clark University, Graduate School of Management, 2007, M.B.A., Finance University, 2006, B.A., *cum laude*, Management

Bar Admissions: New York; New Jersey; United States District Court for the Southern District of New York; United States District Court for the Eastern District of New York; United States District Court for the District of New Jersey

James Harrod With two decades of experience prosecuting complex litigation in federal courts, Jim Harrod's practice focuses on representing the firm's institutional investor clients in securities fraud-related matters. He also leads the firm's Global Securities and Litigation Monitoring Team, which monitors securities class and group actions around the world, and advises BLB&G's institutional clients on potential avenues for recovery in those actions.

Over the course of his career, he has obtained over \$3 billion on behalf of investor classes. Most recently, he played a key role on the BLB&G team that recovered over \$2 billion for 35 institutions that invested in the Allianz Structured Alpha Funds. Jim's other high-profile cases include *In re Motorola Securities Litigation*, in which he was a key member of the team that represented the State of New Jersey's Division of Investment and obtained a \$190 million recovery three days before trial. Recently, Jim represented the class of investors in the securities litigation against General Motors arising from GM's recall of vehicles with defective ignition switches, and recovered \$300 million for investors – the second largest securities class action recovery in the Sixth Circuit.

Jim represented institutional investors in several cases concerning the issuance of residential mortgage-backed securities prior to the financial crisis. He worked on the team that recovered \$500 million for investors in *In re Bear Stearns Mortgage Pass-Through Certificates Litigation*, which brought claims related to the issuance of mortgage pass-through certificates during 2006 and 2007. In a similar action, *Plumbers' & Pipefitters' Local #562 Supplemental Plan & Trust v. J.P. Morgan Acceptance Corp. I*, he recovered \$280 million on behalf of a class of investors. Other mortgage-backed securities cases that Jim worked on include *In re Lehman Bros. Mortgage Backed Securities Litigation* (\$40 million recovery), and *Tsereteli v. Residential Asset Securitization Trust 2006-A8* (\$10.9 million recovery).

Jim has been active in prosecuting claims against foreign issuers and actions brought under foreign law, including the Israeli securities law claims currently being prosecuted in the Perrigo securities litigation. He served as lead counsel in a class action led by Union Asset Management AG—a large German asset manager—in litigation against Equifax related to its 2017 data breach. He also served as lead counsel in litigation on behalf of investors in Volkswagen AG American Depository Receipts (ADRs), relating to the automaker's alleged misrepresentations concerning its "clean diesel" cars, which claims involved significant international discovery, foreign jurisdictional issues and overlapping litigation in Europe.

Among his other notable recoveries are *The Department of the Treasury of the State of New Jersey and its Division of Investment v. Cliffs Natural Resources Inc.* (class recovery of \$84 million); *Anwar v. Fairfield Greenwich Limited* (settlement valued at \$80 million); *In re Service Corporation International* (\$65 million recovery); *Danis v. USN Communications, Inc.* (\$44.6 million recovery); *In re Tower Group International, Ltd. Securities Litigation* (\$20.5 million recovery); *In re Navistar International Securities Litigation* (\$13 million recovery); and *In re Sonus Networks, Inc. Securities Litigation-II* (\$9.5 million recovery).

In connection with his representation of institutional investors, he is a frequent speaker to public pension fund organizations and trustees concerning fiduciary duties, emerging issues in securities litigation and the financial markets.

Jim is recognized as a "Litigation Star" by *Benchmark Litigation*, and is regularly named to lists of leading practitioners by *Lawdragon*, and Thomson Reuters' *Super Lawyers* for his professional achievements. More recently, he was named a Plaintiffs' Lawyers Trailblazers by *The National Law Journal*.

Education: George Washington University Law School, J.D. Skidmore College, B.A.

Bar Admissions: New York; United States District Court for the Southern District of New York; United States District Court for the Eastern District of New York; United States Court of Appeals for the Second Circuit; United States Court of Appeals for the Third Circuit; United States Court of Appeals for the Sixth Circuit; United States Court of Appeals for the Seventh Circuit

Jesse Jensen prosecutes securities fraud, corporate governance and shareholder rights litigation on behalf of the firm's institutional clients.

Prior to joining the firm, Jesse was a litigation associate at Hughes Hubbard & Reed, where he represented accounting firms, banks, investment firms and high-net-worth individuals in complex commercial, securities, commodities and professional liability civil litigation and alternative dispute resolution. He also gained considerable experience in

responding to investigations and inquiries by government regulators such as the SEC and CFTC. In addition, Jesse actively litigated several *pro bono* civil rights cases, including a federal suit in which he secured a favorable settlement for an inmate alleging physical abuse by corrections officers.

Since joining the firm, he has helped investors achieve hundreds of millions in recoveries, including a \$110 million settlement in *Fresno County Employees' Retirement Association v. comScore, Inc.*; a \$32 million cash settlement in an action against real estate service provider Altisource Portfolio Solutions, S.A.; a \$210 million dollar settlement in *In re Wilmington Trust Securities Litigation*; and a \$22 million settlement in an action against mutual fund company Virtus Investment Partners, Inc. Jesse was also a key part of the team that achieved a \$90 million recovery for investors in *In re Willis Towers Watson plc Proxy Litigation* (pending court approval). In recognition of his professional achievements and reputation, Jesse has been named a "Rising Star" for the past seven years by Thomson Reuters Super Lawyers (no more than 2.5% of the lawyers in New York are selected to receive this honor each year).

Education: New York University School of Law, 2009, J.D., NYU Journal of Law and Business, Staff Editor; University of Washington, 2005, B.A., Honors, English Literature

Bar Admissions: New York; United States District Court for the Southern District of New York; United States District Court for the Eastern District of New York; United States Court of Appeals for the Second Circuit; United States Court of Appeals for the Third Circuit; United States Court of Appeals for the Fourth Circuit; Supreme Court of the United States

Avi Josefson is Co-head of BLB&G's Case Development and Client Advisory Group. As one of the firm's senior partners, Avi leads a team of attorneys, financial analysts and investigators that analyze potential securities claims. Avi counsels institutional clients in the U.S., Europe, and Israel.

With more than 20 years of experience in securities litigation, Avi participated in many of the firm's significant representations. Avi led the BLB&G team that recovered over \$2 billion for 35 institutions that invested in the Allianz Structured Alpha Funds. He previously prosecuted *In re SCOR Holding (Switzerland) AG Securities Litigation*, which recovered more than \$143 million for investors and utilized a novel settlement process in both New York and Amsterdam. He was also a member of the team that litigated the *In re OM Group, Inc. Securities Litigation*, which resulted in a settlement of \$92.4 million. Avi has presented argument in several federal and state courts, including the Delaware Supreme Court.

Recognized as both a "Leading Plaintiff Financial Lawyer" and as one of "500 Leading Lawyers in America" by *Lawdragon* and by *The National Law Journal* as a "Plaintiffs' Lawyers Trailblazer," Avi is experienced in all aspects of the firm's representation of institutional investors. He represented shareholders in the litigation arising from the proposed acquisitions of Ceridian Corporation and Anheuser-Busch and, as leader of the firm's subprime litigation team, he prosecuted securities fraud actions arising from the collapse of subprime mortgage lender American Home Mortgage and the actions against Lehman Brothers, Citigroup and Merrill Lynch, arising from those banks' multi-billion dollar loss from mortgage-backed investments. Avi has also represented U.S. and European institutions in actions against Deutsche Bank and Morgan Stanley arising from their sale of mortgage-backed securities.

Avi practices in the firm's Chicago and New York offices.

Education: Northwestern University School of Law, 2000, J.D., Dean's List, Awarded the Justice Stevens Public Interest Fellowship (1999); Public Interest Law Initiative Fellowship (2000); Brandeis University, 1997, B.A., *cum laude*

Bar Admissions: Illinois; New York; United States District Court for the Southern District of New York; United States District Court for the Northern District of Illinois

Mark Lebovitch [Former Partner] co-led the firm's corporate governance litigation practice, focusing on the startup and conclusion stages of the practice's derivative suits and transactional litigation. Working with his institutional investor clients, he fought to hold management accountable, pursuing meaningful and novel challenges to alleged corporate governance-related misconduct and anti-shareholder practices. A seasoned litigator, Mark also prosecuted securities fraud class actions and was a senior or lead member of the trial teams on some of the most high-profile securities fraud class actions and corporate governance litigations in history. His cases regularly resulted in key legal precedents while helping recoup billions of dollars for investors and improving corporate governance practices.

Mark led numerous of the firm's cases involving special purpose acquisition companies ("SPACs"), including claims in Delaware's Court of Chancery, such as *In re MultiPlan Stockholders' Litigation*, as well as a series of novel federal actions involving alleged violations of the Investment Company Act by a number of SPACs.

Mark was part of the trial team that successfully invalidated a novel "anti-activism" poison pill in *In re The Williams Companies Stockholder Litigation*, and recovered \$110 million for investors while eliminating side benefits in connection with the prosecution and settlement of Delaware litigation arising from the merger of GCI Liberty, Inc. Mark argued numerous cases to the Delaware Supreme Court, most recently in fending off an interlocutory appeal intended to derail investor claims in *In re Straight Path Stockholders Litigation*.

Previously, Mark led the *Allergan Proxy Violation Litigation*, alleging an unprecedented insider trading scheme. After a ferocious three-year legal battle over an alleged attempt to circumvent the spirit of the U.S. securities laws, defendants accepted a \$250 million settlement for Allergan investors. In 2017, before the birth of the #metoo movement, he led the prosecution of a novel and socially-important shareholder derivative litigation against Fox News parent 21st Century Fox, Inc. arising from the systemic sexual and workplace harassment at the embattled network. The case resulted in one of the largest financial recoveries—\$90 million—ever obtained in a pure corporate board oversight dispute; and the creation of an independent council of experts—named the "Fox News Workplace Professionalism and Inclusion Council"—which has served as a model for public companies in all industries.

Mark prosecuted *In re Freeport-McMoRan Derivative Litigation*, which resulted in a \$154 million recovery structured as a special dividend that would be distributed to shareholders—a first-of-its-kind result—to rectify the Freeport-McMoRan Board's decision to significantly overpay for a firm controlled by the company's CEO. He also served as lead counsel in the derivative case against News Corp. concerning its high-profile hacking scandal, which resulted in a \$139 million recovery and corporate governance reforms that strengthened the company's compliance structure, the independence of its board, and the company's pay practices.

For these and other several other recent prosecutions, the *New York Law Journal* bestowed Mark with its most prestigious honor, naming him the 2019 "Attorney of the Year" at the New York Legal Awards. Among other industry leading recognitions, he has been named a "Leading Lawyer" by *Lawdragon* and a "Litigation Star" by *Benchmark Litigation*. He is also recognized as a top litigator by *Chambers USA* for what quoted sources describe as his "very smart" approach, along with his "particular strength in corporate governance litigation, focusing on shareholder

derivative suits” and for being “absolutely fearless” and providing “great advocacy for his clients.” Mark has been named a Fellow at the American College of Governance Counsel, an invite-only membership that is extended to lawyers who have practiced law for a minimum of 15 years, while devoting at least 10 of those practice years focused on the field of governance.

** Not admitted to practice in Delaware.*

Education: Binghamton University – State University of New York, 1996, B.A., *cum laude*; New York University School of Law, 1999, J.D., *cum laude*.

Bar Admission: New York; United States District Court for the Southern and Eastern Districts of New York; United States District Court for the District of Colorado; United States Court of Appeals for the Second Circuit; United States Court of Appeals for the Ninth Circuit.

Jerry Silk's practice focuses on representing institutional investors on matters involving federal and state securities laws, accountants' liability, and the fiduciary duties of corporate officials, as well as general commercial and corporate litigation. He also advises creditors on their rights with respect to pursuing affirmative claims against officers and directors, as well as professionals both inside and outside the bankruptcy context.

Jerry is a member of the firm's Executive Committee. He also oversees the firm's case development and client advisory group, in which he, along with a group of attorneys, financial analysts and investigators, counsels institutional clients on potential legal claims. In December 2014, Jerry was recognized by *The National Law Journal* in its inaugural list of "Litigation Trailblazers & Pioneers" — one of several lawyers in the country who have changed the practice of litigation through the use of innovative legal strategies — in no small part for the critical role he has played in helping the firm's investor clients recover billions of dollars in litigation arising from the financial crisis, among other matters.

In addition, *Lawdragon* magazine, which has named Jerry one of the "100 Securities Litigators You Need to Know," one of the "500 Leading Lawyers in America," and one of America's top 500 "Rising Stars" in the legal profession, also profiled him as part of its "Lawyer Limelight" special series, discussing subprime litigation, his passion for plaintiffs' work and the trends he expects to see in the market. Recognized as one of an elite group of notable practitioners, *Chambers USA* continuously ranks Jerry nationally "for his expertise in a range of cases on the plaintiff side." He was also named a "Litigation Star" by *Benchmark Litigation*, recommended by the *Legal 500 USA* guide in the field of plaintiffs' securities litigation, and has been selected by Thomson Reuters as a Super Lawyer every year since 2006.

In the wake of the financial crisis, he advised the firm's institutional investor clients on their rights with respect to claims involving transactions in residential mortgage-backed securities (RMBS) and collateralized debt obligations (CDOs). His work representing Cambridge Place Investment Management Inc. on claims under Massachusetts state law against numerous investment banks arising from the purchase of billions of dollars of RMBS was featured in a 2010 *New York Times* article by Gretchen Morgenson titled, "Mortgage Investors Turn to State Courts for Relief." Jerry also represented the New York State Teachers' Retirement System in a securities litigation against the General Motors Company arising from a series of misrepresentations concerning the quality, safety, and reliability of the Company's cars, which resulted in a \$300 million settlement. He was also a member of the litigation team responsible for the successful prosecution of *In re Cendant Corporation Securities Litigation* in the District of New Jersey, which

was resolved for \$3.3 billion. In addition, he is actively involved in the firm's prosecution of highly successful M&A litigation, representing shareholders in widely publicized lawsuits, including the litigation arising from the proposed acquisition of Caremark Rx, Inc. by CVS Corporation — which led to an increase of approximately \$3.5 billion in the consideration offered to shareholders.

A graduate of the Wharton School of Business, University of Pennsylvania and Brooklyn Law School, in 1995-96, Jerry served as a law clerk to the Hon. Steven M. Gold, U.S.M.J., in the United States District Court for the Eastern District of New York.

Jerry lectures to institutional investors at conferences throughout the country, and has written or substantially contributed to several articles on developments in securities and corporate law, including his most recent article, "SEC Statement On Emerging Markets Is A Stunning Failure," which was published by *Law360* on April 27, 2020. He has authored numerous additional articles, including: "Improving Multi-Jurisdictional, Merger-Related Litigation," American Bar Association (February 2011); "The Compensation Game," *Lawdragon*, (Fall 2006); "Institutional Investors as Lead Plaintiffs: Is There A New And Changing Landscape?," *75 St. John's Law Review* 31 (Winter 2001); "The Duty To Supervise, Poser, Broker-Dealer Law and Regulation," 3rd Ed. 2000, Chapter 15; "Derivative Litigation In New York after *Marx v. Akers*," *New York Business Law Journal*, Vol. 1, No. 1 (Fall 1997).

He has also been a commentator for the business media on television and in print. Among other outlets, he has appeared on NBC's *Today*, and CNBC's *Power Lunch*, *Morning Call*, and *Squawkbox* programs, as well as being featured in The New York Times, Financial Times, Bloomberg, The National Law Journal, and the New York Law Journal.

Education: Brooklyn Law School, 1995, J.D., *cum laude*; Wharton School of the University of Pennsylvania, 1991, B.S., Economics

Bar Admissions: New York; United States District Court for the Southern District of New York; United States District Court for the Eastern District of New York; United States Court of Appeals for the Second Circuit

Senior Counsel

David Duncan's practice concentrates on the settlement of class actions and other complex litigation and the administration of class action settlements.

Prior to joining BLB&G, David worked as a litigation associate at Debevoise & Plimpton, where he represented clients in a wide variety of commercial litigation, including contract disputes, antitrust and products liability litigation, and in international arbitration. In addition, he has represented criminal defendants on appeal in New York State courts and has successfully litigated on behalf of victims of torture and political persecution from Sudan, Côte d'Ivoire and Serbia in seeking asylum in the United States.

While in law school, David served as an editor of the *Harvard Law Review*. After law school, he clerked for Judge Amalya L. Kearse of the U.S. Court of Appeals for the Second Circuit.

Education: Harvard Law School, 1997, J.D., *magna cum laude*; Harvard College, 1993, A.B., *magna cum laude*, Social Studies

Bar Admissions: New York; Connecticut; United States District Court for the Southern District of New York

Associates

R. Ryan Dykhouse [Former Associate] practiced out of the firm's New York office and prosecuted securities fraud, corporate governance, and shareholder rights litigation on behalf of the firm's institutional investor clients.

He assisted the firm in its prosecution of *Lord Abbett Affiliated Fund, Inc. v. Navient Corporation*; *In re City of Sunrise Firefighters' Pension Fund v. Oracle Corp.*; *Yoshikawa v. Exxon Mobil Corp., et al.*; *Roofer's Pension Fund v. Papa et al.*; and *In re Turquoise Hill Resources Securities Litigation*. He was also a member of the teams that recovered \$70 million for investors in *SEB Investment Management AB v. Symantec Corp., et al.*, \$16.5 million in *Steinberg v. Opko Health, Inc., et al.*, and \$3.5 million from Apple, Inc. in *Levy v. Gutierrez, et al.*

Prior to joining the firm, Ryan was a Disputes Resolution Associate with Freshfields Bruckhaus Deringer, where he represented public and private companies on internal and government investigations, sanctions compliance, and litigation matters. He also spent seven months on rotation in Freshfields' mergers & acquisitions group, counseling multinational companies on cross-border M&A transactions.

While attending Harvard Law School, Ryan served as the Executive Managing Editor of the *Harvard Civil Rights – Civil Liberties Law Review*. He also represented clients in housing eviction and wage theft cases as student counsel with the Harvard Legal Aid Bureau, and served as a Legal Intern for the Civil Division of the United States Attorney's Office, Southern District of New York.

Education: Harvard Law School, 2017, J.D., Executive Managing Editor, *Harvard Civil Rights – Civil Liberties Law Review*; Hunter College, 2014, M.S.Ed.; Olivet Nazarene University, 2012, B.A., *summa cum laude*.

Bar Admission: New York.

Angus Fei Ni [Former Associate] practiced out of the New York office, where he prosecuted securities fraud, corporate governance and shareholder rights litigation for the firm's institutional investor clients.

Prior to joining the firm, Angus was a litigation associate at a top New York law firm, where he drafted briefs, conducted internal investigations, and managed discovery. He has also represented corporate clients in international arbitrations before ICC and ICSID tribunals.

Angus was a member of the teams prosecuting securities class actions against Salix Pharmaceuticals, Ltd., Cardiovascular Systems, Inc., Pier 1 Imports, and Tyson Foods Inc.

Education: University of Chicago Law School, J.D., 2013, *with Honors*. University of Toronto, Trinity College, B.A., 2009, College Scholar.

Bar Admissions: New York; U.S. District Court for the Southern District of New York.

Thomas Sperber is an associate practicing out of the New York office prosecuting securities fraud, corporate governance, and shareholder rights litigation on behalf of the firm's institutional investor clients. Prior to joining the firm, Thomas was a law clerk for the Honorable K. Michael Moore, Chief Judge of the United States District Court for the Southern District of Florida. He is a graduate of Fordham University School of Law, where he was an associate editor of the Fordham Law Review.

Education: Fordham University School of Law, 2018, J.D., Associate Editor, Fordham Law Review; Binghamton University - State University of New York, 2014, B.A.

Bar Admission: New York

Senior Staff Attorneys

Reiko Cyr [Former Senior Staff Attorney] practiced out of the New York office, providing discovery support for the firm's securities litigation matters.

Prior to joining the firm, Reiko practiced antitrust and commercial litigation as an associate in New York and telecommunications regulatory law in Ontario, Canada. Reiko graduated from the Faculty of Law at McGill University with both civil (B.C.L.) and common law (L.L.B) degrees. She received a Bachelor of Science with Specialization in Microbiology from the University of Alberta, Canada.

Education: McGill Faculty of Law , 1999, LLB, BCL; University of Alberta, 1990, Microbiology, B.S.

Bar Admission: New York; US District Courts for the Eastern and Southern Districts of New York; Supreme Court of the United States.

Danielle Disporto is a senior staff attorney practicing out of the New York office in the securities litigation department. She represents the firm's institutional investor clients in securities fraud-related matters. Prior to joining the firm, Danielle worked as an associate at two plaintiffs' firms in New York, where she practiced class action litigation. Danielle graduated cum laude from Seton Hall University School of Law. She received a Bachelor of Science in Business Administration from the University of Delaware.

Education: Seton Hall University School of Law, 2003, J.D., cum laude; University of Delaware, 1998, B.S., Business Administration

Bar Admissions: New York; United States District Court for the Southern District of New York; New Jersey; United States District Court for the District of New Jersey

Stephen Imundo is a senior staff attorney in the New York office, and primarily provides electronic discovery assistance and support in litigation of securities fraud-related matters. He has led discovery teams of over 25 attorneys on multiple occasions and worked on some of the firm's most significant cases, including Citigroup and the General Motors litigation. Early in his legal career Stephen joined up with the firm Schoengold, Sporn, Laitman & Lometti where he focused on securities fraud class action litigations, and worked side by side with BLB&G attorneys

on the Worldcom case. He graduated from Fordham University School of Law where he was a recipient of the Archibald R. Murray Public Service Award and was the associate editor of the Fordham Environmental Law Journal.

Education: Fordham University School of Law, 2002, J.D., Archibald R. Murray Public Service Award, Associate Editor Fordham Environmental Law Journal; Mercy College, 1996, B.S., summa cum laude

Bar Admissions: New York; Connecticut

Emily Strickland [Former Senior Staff Attorney] practiced out of the New York office in the securities litigation department. She represented the firm's institutional investor clients in securities fraud-related matters.

Prior to joining the firm, Emily was an attorney at a smaller plaintiffs' firm, where she represented plaintiffs in complex securities class actions. Before joining her last firm, she practiced in-house as compliance counsel for a professional fundraiser for national performing arts organizations, advocacy groups, and political action committees. At the firm, Emily worked on several cases that recovered millions of dollars for institutional investors, including BNY Mellon Corp. Forex Transaction Litigation, HeartWare International, Inc., General Motors Company, GT Advanced Technologies Inc., Wells Fargo & Company, and Equifax Inc.

Emily is a graduate of Suffolk University Law School, where she was a Distinguished Oral Advocate in the McLoughlin Moot Court competition. She graduated from St. John's College, Annapolis, MD, with a Bachelor of Arts in Philosophy and History of Mathematics and Science.

Education: Suffolk University Law School, 2009, J.D. St. John's College, 2003, B.A.

Bar Admissions: New York, California

Staff Attorneys

Sheela Aiyappasamy [Former Staff Attorney] worked on numerous matters at BLB&G, including *Roofers' Pension Fund v. Joseph C. Papa, et al* ("Perrigo"); *In re Akorn, Inc. Securities Litigation*; *Mudrick Capital Management, L.P. v. Globalstar, Inc.*; *St. Paul Teachers' Retirement Fund Association v. HeartWare International, Inc.*; *Hefler et al. v. Wells Fargo & Company et al.*; *Fresno County Employees' Retirement Association v. comScore, Inc.*; *Medina et al. v. Clovis Oncology, Inc., et al.*; *In re Salix Pharmaceuticals, Ltd., Securities Litigation*; and *In re Meta Platforms, Inc. Securities Litigation*.

Prior to joining the firm in 2016, Sheela was a law clerk at the U.S. Attorney's Office for the Eastern District of New York, where she worked on complex financial litigations. She previously worked as a staff attorney at Simpson Thacher & Bartlett, where she represented several international banks in residential mortgage-backed securities matters.

Education: Boston University, B.A., 2001. University of Miami School of Law, J.D., 2004. Florida International University, M.B.A., 2008.

Bar Admission: Florida.

France Kaczanowski has worked on various matters at BLB&G, including *San Antonio Fire and Police Pension Fund et al v. Dole Food Company, Inc. et al*. Prior to joining the firm in 2016, Ms. Kaczanowski was a contract attorney at several New York firms.

Education: University of Montreal, B.A., 1989. University of Quebec in Montreal, LL.B., 1993. Touro College Jacob D. Fuchsberg Law Center, LL.M., 1997.

Bar Admission: New York.

Catherine van Kampen's law practice concentrates on class action settlement administration. She manages the firm's qualified settlement funds and claims administration for settlements achieved by the firm. Catherine is responsible for initiating and managing the claims administration process and working with the Court-appointed claims administrators and investment banks for the benefit of the Classes represented by the firm. Catherine works closely with the firm's partners to apply for Court approval in various jurisdictions throughout the United States for the disbursement of settlement funds. She regularly interfaces with institutional and retail investors to explain the claims administration process and to assist them with filing their claims.

Catherine also has extensive experience in complex litigation and litigation management, having served as a team leader and overseen attorney teams in many of the firm's most high-profile cases during the 2008 Financial Crisis. Catherine has worked on more than two dozen high-value cases. Fluent in Dutch, she has served as the lead investigator and led discovery efforts in actions involving international corporations and financial institutions headquartered in Belgium and the Netherlands. She is certified in E-Discovery and Healthcare Compliance.

Prior to joining BLB&G, Catherine focused on complex litigation initiated by institutional investors and the Federal Government. She has worked on litigation and investigations related to regulatory enforcement actions, corporate governance, and compliance matters as well as conducted extensive discovery in English and Dutch in cross-border litigation.

Since attending law school, Catherine has been deeply committed to pro bono service. Through her volunteer work, Catherine has advocated for social change and justice, particularly for immigrant and refugee women and children. As a member of the New York City Bar Association's United Nations Committee, she spearheads the highly successful and widely-praised *International Law Conference on the Status of Women*, Pro Bono Engagement Fair, Epiq's Women Organization Awards and Huntington Bank's Her Hero Awards, featuring the Under Secretary and Special Representative to the Secretary General of the United Nations for the Prevention of Violence Against Women, and other progressive women advocates from New York's legal community. In recognition of her work, Catherine was appointed Co-Chair of the New York City Bar Association's United Nations Committee and a Member of the Council on International Affairs in September of 2021.

A committed humanitarian, Catherine was honored as the 2018 Ambassador Medalist at the New Jersey Governor's Jefferson Awards for Outstanding Public Service for her international humanitarian and pro bono work with refugees. The Jefferson Awards, issued by the Jefferson Awards Foundation founded by Jacqueline Kennedy Onassis, are awarded by state governors and are considered America's highest honor for public service bestowed by the United States Senate. Catherine was also honored in Princeton, New Jersey, by her high school alma mater, Stuart Country Day School, in its 2018 Distinguished Alumnae Gallery for her humanitarian and pro bono efforts on behalf of Yezidis and Christians afflicted by war in Iraq and Syria. In 2020, Catherine was accepted as a *SHESOURCE* legal expert

advocating for the needs of immigrant and refugee women by the Women’s Media Center, founded by Gloria Steinem, Jane Fonda, and Robin Morgan. In 2021, Catherine was appointed a Global Goals Ambassador for Clean Water and Sanitation by the United Nations Association of the USA, the sister organization of the United Nations Foundation USA founded by Eleanor Roosevelt. She is a recipient of several honors recognizing her pro bono work and commitment to social issues, including an invitation to attend the 2020 Tory Burch Foundation Embrace Ambition Summit and an appointment to the Advisory Board of the National Center for Girls’ Leadership in Princeton, New Jersey. In 2021, the President of Manhattan honored Catherine with Certificate of Appreciation for her outstanding leadership towards the advancement of human rights and she was honored as the 2021 Human Rights Leader of the Year by the Arts for All Foundation.

Catherine has conducted extensive legal research and co-authored legal articles in international law journals and magazines. She is an active member of the American Bar Association, American Bar Foundation, New York State Bar Association, New York City Bar Association, New Jersey State Bar Association, and the National Association of Women Lawyers. In 2020, Catherine was appointed to the NYSBA’s Leadership Development Committee. In 2021, Catherine was appointed to the NJSBA’s Class Actions, International Law and Organizations, and Special Civil Part Committees. In 2022, she was appointed Co-Chair of the NYSBA’s Leadership Development Committee and Co-Chair of the American Bar Association’s International Law Section — Women’s Interest Network. Catherine was also appointed a Fellow at the American Bar Foundation in 2022. In 2023, Catherine was appointed Vice-Chair of the National Association of Women Lawyers’ Podcast Committee. As part of her international pro bono legal work, she serves on several Boards of international NGOs serving refugees and internally displaced persons in the Middle East and Africa and rescuing exploited and trafficked women and girls.

Catherine clerked for the Honorable Mary M. McVeigh in the Superior Court of New Jersey where she was trained as a court-certified mediator. While in law school she interned at the Center for Social Justice’s Immigration Law Clinic at Seton Hall University School of Law. Catherine is a Graduate of the American Inns of Court.

Education: Seton Hall University School of Law, 1998, J.D. • Indiana University, 1988, B.A., Political Science

Bar Admissions: New York; New Jersey

Christopher M. McKniff [Former Staff Attorney] worked on the *In re Frontier Communications Corporation Stockholders Litigation*.

Prior to joining the firm, Chris was a contract attorney and worked on litigation involving residential mortgage backed securities. Previously, Chris worked in the real estate industry with the Hudson Gateway Association of Realtors as Assistant General Counsel.

Education: University of Southern California, B.A. *cum laude*, 2005. New York Law School, J.D. 2012.

Bar Admission: New York.

John Moore [Former Staff Attorney] worked on numerous matters at BLB&G, including *Roofers’ Pension Fund v. Joseph C. Papa, et al. (“Perrigo”)*; *In re Akorn, Inc. Securities Litigation*; *Mudrick Capital Management, L.P. v. Globalstar, Inc.*; *St. Paul Teachers’ Retirement Fund Association v. HeartWare International, Inc.*; *Hefler et al. v. Wells*

Fargo & Company et al.; In re Volkswagen AG Securities Litigation; California Public Employees' Retirement System v. IAC/InterActiveCorp, et al., and In re Salix Pharmaceuticals, Ltd. Securities Litigation.

Prior to joining the firm in 2016, John was engaged in a general law practice, and also provided pro bono assistance to pro se litigants in consumer credit and bankruptcy actions.

Education: Colorado University, Bachelor of Music, 1986. Northeastern University School of Law, J.D., 2007.

Bar Admission: New York.

EXHIBIT D

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

ROOFER'S PENSION FUND, Individually
and On Behalf of All Others Similarly
Situated,

Plaintiff,

v.

PERRIGO COMPANY PLC, *et al.*,

Defendant.

Case No. 1:16-CV-02805 RMB LDW

Hon. Renée Marie Bumb
Hon. Leda Dunn Wettre

CLASS ACTION

**DECLARATION OF MICHAEL B. HIMMEL IN SUPPORT OF
LEAD COUNSEL'S MOTION FOR ATTORNEYS' FEES AND LITIGATION
EXPENSES, FILED ON BEHALF OF LOWENSTEIN SANDLER LLP**

I, Michael B. Himmel, hereby declare as follows:

1. I am a partner in the law firm Lowenstein Sandler LLP ("Lowenstein").¹ I submit this declaration in support of Lead Counsel's motion for an award of attorneys' fees in connection with services rendered in the Action, as well as for payment of expenses incurred by my firm in connection with the Action. I have personal knowledge of the facts stated in this declaration and, if called upon, could and would testify to these facts.

2. My firm acted as Liaison Counsel for Lead Plaintiffs and the Settlement Class in this Action. In that capacity, we worked with Lead Counsel on the litigation, including preparing for and participating in court conferences, reviewing pleadings, briefs, and communications with

¹ Capitalized terms that are not defined in this declaration have the same meanings as set forth in the Stipulation and Agreement of Settlement, dated April 4, 2024 (ECF No. 424) (the "Stipulation").

the Court including settlement, advised Lead Counsel regarding local practice, procedures, and requirements, and serving as the principal contact between Lead Plaintiffs and the Court.

3. The schedule attached hereto as Exhibit 1 is a detailed summary indicating the amount of time spent by each Lowenstein attorney and professional support staff employees who devoted ten (10) or more hours to the Action from its inception through and including July 15, 2024 and the lodestar calculation for those individuals based on their current hourly rates. For personnel who are no longer employed by my firm, the lodestar calculation is based upon the hourly rates for such personnel in their final year of employment with my firm. The schedule was prepared from contemporaneous daily time records regularly prepared and maintained by Lowenstein.

4. As the partner responsible for supervising my firm's work on this case, I reviewed these time and expense records to prepare this declaration. The purpose of this review was to confirm both the accuracy of the time entries and expenses and the necessity for, and reasonableness of, the time and expenses committed to the litigation. As a result of this review, reductions were made in the exercise of counsel's judgment. In addition, all time expended in preparing this application for fees and expenses has been excluded.

5. Following this review and the adjustments made, I believe that the time reflected in the firm's lodestar calculation and the expenses for which payment is sought as stated in this declaration are reasonable in amount and were necessary for the effective and efficient prosecution and resolution of the litigation. These expenses are all of a type that courts have routinely approved in similar class action cases.

6. The hourly rates for the Lowenstein attorneys and professional support staff employees included in Exhibit 1 are their standard rates and are the same as, or comparable to, the

rates submitted by my firm and accepted by courts for lodestar cross-checks in other class action fee applications. My firm's rates are set based on periodic analysis of rates used by firms performing comparable work and that have been approved by courts. Different timekeepers within the same employment category (*e.g.*, partners, associates, paralegals, etc.) may have different rates based on a variety of factors, including years of practice, years at the firm, year in the current position (*e.g.*, years as a partner), relevant experience, relative expertise, and the rates of similarly experienced peers at our firm or other firms.

7. The total number of hours expended on this Action by my firm from the inception of the case through and including July 15, 2024 is 1,638.40 hours. The total lodestar for my firm for that period is \$ 1,973,010.50. My firm's lodestar figures are based upon the firm's hourly rates described above, which do not include expense items. Expense items are recorded separately, and these amounts are not duplicated in my firm's hourly rates.

8. As detailed in Exhibit 2, my firm is seeking payment for a total of \$ 2,760.41 in expenses incurred in connection with this Action.

9. The expenses reflected in Exhibit 2 are the expenses actually incurred by my firm or reflect "caps" based on the application of the following criteria:

- (a) Internal Copying: Charged at \$0.10 per page.
- (b) On-Line Research: Charges reflected are for out-of-pocket payments to the vendors for research done in connection with this litigation. On-line research is billed to each case based on actual time usage at a set charge by the vendor. There are no administrative charges included in these figures.

10. The expenses incurred in this Action are reflected in the records of my firm, which are regularly prepared and maintained in the ordinary course of business. These records are

prepared from expense vouchers, check records, and other source materials, and are an accurate record of the expenses incurred.

11. With respect to the standing of my firm, attached hereto as Exhibit 3 is a brief biography of my firm and the attorneys involved in this matter.

I declare, under penalty of perjury, that the foregoing facts are true and correct. Executed on July 18, 2024.

s/ Michael B. Himmel

Michael B. Himmel

EXHIBIT 1

*Roofer's Pension Fund, Individually and On Behalf of All Others Similarly Situated v.
Perrigo Company PLC, et al.*

Civil Action No. 1:16-cv-02805 (RMB)(LDW)

LOWENSTEIN SANDLER LLP**TIME REPORT**

Inception through and including July 15, 2024

NAME	HOURS	HOURLY RATE	LODESTAR
Partners			
Himmel, Michael B.	930.90	\$ 1,595.00	\$ 1,484,785.50
Long, Michael T.G.	264.10	\$ 920.00	\$ 242,972.00
Associates			
Furia, Jamie Gottlieb	150.30	\$ 730.00	\$ 109,719.00
Fischetti, Joseph A.	66.60	\$ 775.00	\$ 51,615.00
Paralegals			
Esposito, Elizabeth	189.90	\$ 360.00	\$ 68,364.00
Taboada, Valerie	36.60	\$ 425.00	\$ 15,555.00
TOTALS:	1,638.40		\$ 1,973,010.50

EXHIBIT 2

*Roofers' Pension Fund, Individually and On Behalf of All Others Similarly Situated v.
Perrigo Company PLC, et al.*
Civil Action No. 1:16-cv-02805 (RMB)(LDW)

LOWENSTEIN SANDLER LLP

EXPENSE REPORT

CATEGORY	AMOUNT
Online Legal Research	\$ 619.60
Filing Fees	\$ 1,062.00
Postage & Express Mail	\$ 648.53
Hand Delivery Charges	\$ 233.00
Internal Copying & Printing	\$ 21.48
Court Reporting & Transcripts	\$ 175.80
TOTAL:	\$ 2,760.41

EXHIBIT 3

Roofer's Pension Fund, Individually and On Behalf of All Others Similarly Situated v.

Perrigo Company PLC, et al.

Civil Action No. 1:16-cv-02805 (RMB)(LDW)

LOWENSTEIN SANDLER LLP

FIRM BIOGRAPHY

LOWENSTEIN SANDLER FIRM RESUME





TABLE OF CONTENTS

Lowenstein Sandler Overview.....3

Lowenstein Sandler Honors & Awards.....4

Litigation Department Overview.....6

Attorney Biography: Michael B. Himmel.....8



LOWENSTEIN SANDLER OVERVIEW

Lowenstein Sandler LLP is a national law firm with over 350 lawyers working from five offices in New York, Palo Alto, New Jersey, Utah, and Washington, D.C. We represent clients in virtually every sector of the global economy, with particular strength in the areas of technology, life sciences, and investment funds.

We have built a reputation for pursuing every matter with creativity and passion. Our industry knowledge, entrepreneurial drive, and proven commitment to our communities deliver a different and better law firm experience to our clients. We focus on building long-standing relationships and anticipating our clients' needs, rather than responding to them. Working side-by-side with our clients, we serve not only as lawyers, but as trusted advisors.

We approach each case, each client, and each other with integrity and respect, and our award winning pro-bono work enables us to connect individuals and communities with unimaginable success.

We see our colleagues as family and commit to the personal development, support, and mentorship of all those under our roof. We work tirelessly to create a fully inclusive environment in which differing views and perspectives are welcomed and honored.



LOWENSTEIN SANDLER HONORS & AWARDS

CHAMBERS USA: AMERICA'S LEADING LAWYERS FOR BUSINESS (2016-2024)

- 2024 rankings include 34 lawyers across 14 practice areas; firm's Hedge Funds and Capital Markets practices and five lawyers also ranked in Chambers Global. Lowenstein's rankings are accessible at this [link](#).

CHAMBERS HIGH NET WORTH GUIDE (2016-2024)

- #1 ranking for Trusts & Estates practice: Private Wealth Law

BLOOMBERG LAW (2023)

- Recognized with the Pro Bono Innovator Award for the firm's work to build the endowments of Historically Black Colleges and Universities and to reduce extreme prison sentences for juvenile offenders

SERAMOUNT: BEST LAW FIRMS FOR WOMEN & DIVERSITY (2023)

- An annual list which recognizes firms that utilize best practices in recruiting, retaining, promoting, and developing women lawyers

HUMAN RIGHTS CAMPAIGN FOUNDATION: A BEST PLACE TO WORK FOR LGBTQ EQUALITY (2017-2022)

- Perfect (100 percent) score on the Human Rights Campaign Foundation's (HRC) Corporate Equality Index (CEI)

UTAH CENTER FOR LEGAL INCLUSION (UCLI) CERTIFICATION (2022)

- Certified to provide the firm with training and the necessary tools to address existing and future hiring and retention; and advancement and inclusion challenges for women and other diverse attorneys and professionals.

THE BEST LAWYERS IN AMERICA (2008-2023)

- 2023 rankings recognize 61 Lowenstein lawyers

CRAIN'S BEST PLACES TO WORK IN NEW YORK CITY (2018-2021)

- Recognizing employers with a demonstrated commitment to creating a supportive, collegial, and empowering workplace

NJBIZ (2008, 2010, 2012-2021)

- Named one of NJBIZ's Best Places to Work in New Jersey in the large-company category. This is the tenth consecutive year Lowenstein has made the list.

VAULT (2021-2022)

- Named a Best Law Firm to Work For (Technology & Innovation, Pro Bono, Satisfaction, Transparency, Integration of Laterals & Clerks), a Best Law Firm For Diversity (Diversity for Women, Racial & Ethnic Diversity, Diversity for Individuals with Disabilities), a Best Law Firm by Region (Mid-Atlantic), and a Best Summer Associate Program (2022)



- Named a Best Law Firm to Work For (Business Outlook, Firm Culture, Satisfaction, Informal Training, Mentoring & Sponsorship, Quality of Work, Hours, Associate/Partner Relations, Overall Summer Associate Program, Technology & Innovation, Transparency, Compensation, and Diversity for Women) and a Best Law Firm by Region (Mid-Atlantic) (2021)

MANSFIELD RULE 4.0 CERTIFICATION (2021)

- Recognizing Lowenstein's commitment to increasing the representation of historically underrepresented lawyers among law firm leadership

LEADERSHIP COUNCIL ON LEGAL DIVERSITY (LCLD): COMPASS AWARD (2020-2021)

- Recognizing law firms and corporations showing a strong commitment to building more diverse organizations and a more inclusive legal profession

BLOOMBERG LAW DIVERSITY, EQUITY & INCLUSION (DEI) FRAMEWORK (2021)

- Recognizing law firms that meet or exceed an established threshold of diversity, equity, and inclusion

THE DEAL'S POWER RANKINGS LEAGUE TABLE (2019-2021)

- Ranked among the Top Private Equity Law Firms
- Ranked among the Top M&A Law Firms

PIPE'S REPORT'S LEAGUE TABLES (2019-2021)

WORLD TRADEMARK REVIEW (2012-2021)

- Listed among the preeminent trademark practices in World Trademark Review 1000 - The World's Leading Trademark Professionals

PRO BONO PARTNERSHIP (2021)

- Recipient of the 2020 Pandemic Response Award (bestowed in 2021) for Lowenstein's initiative in developing a program to assist Pro Bono Partnership clients with the SBA Paycheck Protection Program

NATIONAL LEGAL AID & DEFENDER ASSOCIATION (NLADA) (2014, 2020-2021)

- Recipient of the Beacon of Justice Award for the firm's pro bono efforts in addressing systemic racial disparities in 2020 (2021)
- Recipient of the Beacon of Justice Award for the firm's pro bono efforts in support of immigrants fighting unlawful deportation, family separations, and wrongful denial of Special Immigrant Juvenile Status (2020)
- Recipient of Beacon of Justice Award for innovation in pro bono service to America's most marginalized populations (2014)

U.S. NEWS & WORLD REPORT: BEST LAWYERS (2016-2021)

- Best Law Firms



LITIGATION DEPARTMENT OVERVIEW

Success in litigation is about facts, strategy, and preparation. Our Litigation lawyers quickly zero in on critical issues to formulate the approach most likely to ensure a positive outcome. With our proven track record at trial and relentless commitment to exceeding expectations, we inspire confidence in our clients and pose a serious threat to adversaries.

As a Litigation law firm, our team has been consistently honored for excellence by *Chambers USA*. We are recognized for the successful representation of clients in matters ranging from business and securities litigation to white-collar defense. With strength across practice areas, our work and experience span the breadth of litigation matters our clients may face. For instance, institutional investors come to us when they are being pursued by regulators or when they or their portfolio companies have been damaged by others. Household names in the life sciences, financial services, technology, energy, and health care industries trust us with complex class actions, internal investigations, and multidistrict litigation, as well as their most sensitive employment, environmental, and insurance issues.

We have tried and arbitrated scores of cases throughout the United States and internationally, including high-stakes class actions, commercial and intellectual property disputes, and tort claims. Our team includes former federal prosecutors and a certified civil trial attorney who has first-chaired more than 100 jury trials to verdict.

We are a leading firm across disciplines and can turn to colleagues for immediate answers when nuances in legal matters arise. Clients benefit from our strength in transactional, regulatory, and other related practice areas across the firm. Through our public interest arm, the Lowenstein Center for Public Interest, we partner with client companies to match social needs with company strengths. This service allows us to expand our knowledge base and keep on top of company and industry matters, which benefits not only our community but our practice and our clients as well.

While our litigation lawyers have the skill and experience to try cases in any jurisdiction in the country, we understand that protecting our clients often requires avoiding the business interruption and unwanted public exposure caused by extensive litigation. The best measure of our success is the long-term relationships we have built with individuals and companies alike. Our clients return to us again and again when the stakes are highest, knowing that we will work tirelessly on their behalf to achieve favorable results in line with their business goals.



Our litigation services include:

- Alternative Dispute Resolution
- Antitrust/Competition
- Appellate
- Bankruptcy & Restructuring Litigation
- Business Litigation
- Class Action Litigation
- Corporate Investigations & Integrity
- Employment
- Environmental Law & Litigation
- Insurance Recovery
- Products Liability & Specialty Torts
- Securities Litigation
- White Collar Criminal Defense



ATTORNEY BIOGRAPHY



Michael B. Himmel

Partner

E-mail: mhimmel@lowenstein.com

T: 646.414.6904

F: 973.597.6173

Michael Himmel has significant experience defending individuals and entities in high-profile white collar criminal matters and bet-the-company litigation. His clients benefit from his years of experience on both sides of the courtroom, as well as his deep-rooted commitment to the successful outcome of each matter he handles.

Michael's national white collar practice includes matters involving the Foreign Corrupt Practices Act, criminal antitrust matters, health care fraud, securities fraud, tax fraud, and political corruption, as well as internal investigations. His clients have included private and public corporations in various industries, including health care and life sciences, real estate, professional services, and the financial sector, as well as officers and directors of private and public corporations and state and federal officials.

Michael's broad experience in white collar criminal matters, including trial, has resulted in his retention in many sophisticated civil litigation matters involving securities and corporate litigation. He frequently represents plaintiffs in securities class actions and has reached settlements for his clients ranging from \$84 million to \$1.3 billion. Michael is the immediate past chair of Lowenstein's litigation practice and the White Collar Criminal Defense Group, which he led from 2004 to 2023.

Michael served as an Assistant District Attorney in Bronx County, New York, and an Assistant U.S. Attorney for the District of New Jersey, where he led the prosecution and conviction of a New Jersey state senator, a former speaker of the state legislature, and a number of union officials. He is a past president of the Association of the Federal Bar of New Jersey and a member of the Federal Bar Council, Second Circuit.

Education

- St. Louis University School of Law (J.D. 1974), Member, *St. Louis University Law Review*
- New York University (B.S. 1971)

Bar Admissions

- New York
- New Jersey



CORE VALUES

OUR CORE VALUES MAKE US DIFFERENT. WHAT MAKES US DIFFERENT MAKES US SUCCESSFUL.

We are committed deeply to **client service**.

We honor the **trust** others have placed in us.

We are **entrepreneurial**.

We **anticipate** rather than merely respond.

We are **passionate** about everything we do.

We encourage **creativity** to flourish.

We are **generous** with our time and our talent.

We work to **connect** clients and communities.

EXHIBIT E

UNITED STATES DISTRICT COURT
DISTRICT COURT OF NEW JERSEY

ROOFER’S PENSION FUND, Individually
and On Behalf of All Others Similarly

Situated,

Plaintiff,

v.

PERRIGO COMPANY PLC, *et al.*,

Defendant.

Case No. 1:16-CV-02805 RMB LDW

Hon. Renée Marie Bumb
Hon. Leda Dunn Wettre

CLASS ACTION

**DECLARATION OF JACOB SABO IN SUPPORT OF MOTION FOR FINAL
APPROVAL OF CLASS ACTION SETTLEMENT AND MOTION FOR AN AWARD OF
ATTORNEYS’ FEES, PAYMENT OF LITIGATION EXPENSES, AND
COMPENSATORY AWARDS TO LEAD PLAINTIFF MEMBERS**

I, JACOB SABO, hereby declare as follows pursuant to 28 U.S.C. §1746:

1. I, JACOB SABO, am a lawyer admitted to practice in Israel and in the State of New York. I currently practice under my own name in Tel Aviv, Israel. My firm, together with Kalai, Rosen & Co., are hereafter referenced as “Co-Israeli Class Counsel.”

2. I submit this declaration in support of My firm’s application seeking, among other things, reimbursement of expenses incurred by Israeli Class Counsel in connection with the above-captioned action. I have actual knowledge of the facts set forth herein.

3. Co-Israeli Class Counsel brought class actions in Israel against Perrigo Company plc (“Perrigo”) and certain of its officers alleging *inter alia* violations of the Israeli Securities Law, 1968, on behalf of a proposed class of investors who purchased Perrigo common stock on the Tel Aviv Stock Exchange (“TASE”) based on the same underlying factual allegations as this Action (the “Israeli Actions”).

4. The TASE Purchaser Class certified in this Action includes the potential class members addressed by the Israeli Actions. Co-Israeli Class Counsel agreed to stay the claims of the Israeli Actions to permit those claims to be adjudicated without impediment in this Action. If the Settlement before this Court is approved, the Israeli Actions will be dismissed with prejudice and such potential class members may be entitled to share in the Settlement by submitting claims in the manner previously approved by this Court.

5. Co-Israeli Class Counsel have been involved in advising and assisting Lead Counsel with respect to Israeli Law and the best means of allocating and processing the claims of the TASE Purchaser Class.

6. Israeli Class Counsel incurred at total of \$199,214 in unreimbursed expenses in connection with the Israeli Actions and our work assisting Lead Counsel in connection with this

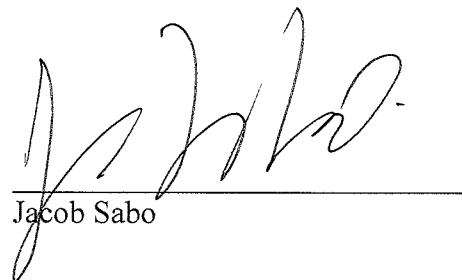
Action, for which reimbursement is being sought in Lead Counsel’s fee petition. The following chart provides a breakdown of those expenses:

Category	Amount (USD)
Legal Opinion re: US Laws (Marc Zell & Abe Katsman)	14,214
Economic Consulting re: TASE-USA trade volumes; Relative Damages; economics of Dual Listed Securities; Cross border trading; Cross border impact of disclosures; Loss causation; General advice throughout the litigation.	185,000
Total	199,214

7. The expenses identified above were incurred in connection with protecting the interests of members of the TASE Purchaser Class, who are also members of the proposed class in the Israeli Actions.

I declare, under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

Executed on: July 4, 2024



Jacob Sabo

es A. Harrod

EXHIBIT F

**UNITED STATES DISTRICT COURT
DISTRICT COURT OF NEW JERSEY**

ROOFER'S PENSION FUND, Individually
and On Behalf of All Others Similarly

Situated,

Plaintiff,

v.

PERRIGO COMPANY PLC, *et al.*,

Defendant.

Case No. 1:16-CV-02805 RMB LDW

Hon. Renée Marie Bumb

Hon. Leda Dunn Wettre

CLASS ACTION

**DECLARATION OF OHAD ROSEN IN SUPPORT OF MOTION FOR FINAL
APPROVAL OF CLASS ACTION SETTLEMENT AND MOTION FOR AN AWARD OF
ATTORNEYS' FEES, PAYMENT OF LITIGATION EXPENSES, AND
COMPENSATORY AWARDS TO LEAD PLAINTIFF MEMBERS**

I, OHAD ROSEN, hereby declare as follows pursuant to 28 U.S.C. §1746:

1. I, OHAD ROSEN, am a lawyer admitted to practice in Israel. I currently practice under the Law Firm of KALAI-ROSEN & Co. in Tel Aviv, Israel. KALAI-ROSEN & Co. together with the Law Office of JACOB SABO are hereafter referenced as “Co-Israeli Class Counsel.”

2. I submit this declaration in support of Lead Counsel’s application seeking, among other things, reimbursement of expenses incurred by Co-Israeli Class Counsel in connection with the above-captioned action. I have actual knowledge of the facts set forth herein.

3. Co-Israeli Class Counsel brought class actions in Israel against Perrigo Company plc (“Perrigo”) and certain of its officers alleging *inter alia* violations of the Israeli Securities Law, 1968, on behalf of a proposed class of investors who purchased Perrigo common stock on the Tel Aviv Stock Exchange (“TASE”) based on the same underlying factual allegations as this Action (together with the Law Office Jacob Sabo, the “Israeli Actions”).

4. The TASE Purchaser Class certified in this Action includes the potential class members addressed by the Israeli Actions. Co-Israeli Class Counsel agreed to stay the claims of the Israeli Actions to permit those claims to be adjudicated without impediment in this Action. If the Settlement before this Court is approved, the Israeli Actions will be dismissed with prejudice and such potential class members may be entitled to share in the Settlement by submitting claims in the manner previously approved by this Court.

5. Co-Israeli Class Counsel have been involved in advising and assisting Lead Counsel with respect to Israeli Law and the best means of allocating and processing the claims of the TASE Purchaser Class.

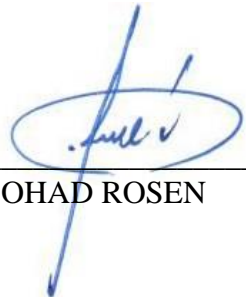
6. KALAI-ROSEN Co-Israeli Class Counsel incurred at total of \$14,000¹ in unreimbursed expenses in connection with the Israeli Actions and our work assisting Lead Counsel in connection with this Action, for which reimbursement is being sought in Lead Counsel’s fee petition. The following chart provides a breakdown of those expenses:

Category	Amount (NIS)	Amount (USD)
Filing Fee		
Translation	31875	8500
Printings	11250	3000
Deliveries & Services	9375	2500
Tota;		14,000

7. The expenses identified above were incurred in connection with protecting the interests of members of the TASE Purchaser Class, who are also members of the proposed class in the Israeli Actions.

I declare, under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

Executed on: July 4th, 2024



OHAD ROSEN

¹ Since most of Israeli Class Counsel’s were made in New Israeli Shekels (NIS), the exchange rate we used to convert those expenses into U.S. dollars is \$1 (USD) 3.75 (NIS), which reflects the current exchange rate.

EXHIBIT G

**UNITED STATES DISTRICT COURT
DISTRICT COURT OF NEW JERSEY**

ROOFER'S PENSION FUND, Individually
and On Behalf of All Others Similarly
Situated,

Plaintiff,

v.

PERRIGO COMPANY PLC, *et al.*,

Defendant.

Case No. 1:16-CV-02805 RMB LDW

Hon. Renée Marie Bumb
Hon. Leda Dunn Wettre

CLASS ACTION

**DECLARATION OF ISAAC DRUCKER IN SUPPORT OF MOTION FOR FINAL
APPROVAL OF CLASS ACTION SETTLEMENT AND MOTION FOR AN AWARD OF
ATTORNEYS' FEES, PAYMENT OF LITIGATION EXPENSES, AND
COMPENSATORY AWARDS TO LEAD PLAINTIFF MEMBERS**

I, ISAAC DRUCKER, hereby declare as follows pursuant to 28 U.S.C. §1746:

1. I, ISAAC DRUCKER, am a lawyer admitted to practice in Israel. I currently am Senior Vice President of Clal Insurance Company Ltd. ("Clal Insurance"), one of the leading insurance companies in Israel. I serve as legal counsel to the investment division of Clal Insurance which is the mother company of, Lead Plaintiff members Clal Pension and Provident Ltd. and Atudot Pension Fund for Employees and Independent Workers Ltd. (collectively with Clal Insurance, "Clal"). I have personal knowledge of the matters set forth in this Declaration.

2. Even before Lead Plaintiff was appointed, Clal negotiated a sliding-scale attorneys' fees arrangement that guaranteed a lower-fee would be sought. Under that arrangement, Lead Counsel agreed to seek a fee of no more than 19% for a settlement or award in this range. Moreover, we asked Lead Counsel to include (if the law supported it) parallel claims under Israel Securities Law, 1968, to protect Israeli purchasers. I believe that these actions conferred a considerable benefit upon Class Members.

3. Throughout this litigation, Clal devoted significant time and resources to oversee Lead Counsel's prosecution. I and other Clal personnel: (a) regularly communicated with Lead Counsel; (b) had several in-person meetings with Lead Counsel in both Israel and the United States; (c) reviewed and discussed significant pleadings, motions and briefs; (d) reviewed and/or discussed all significant decisions from the Court; (e) coordinated Clal's document production; (f) discussed and certified Clal's responses to interrogatories; (g) traveled from Tel Aviv, Israel to New York, New York for my deposition as well as the deposition of Uri Bar Tov, a senior investment manager at Clal involved with its equity trading and other Lead Plaintiff members; (h) advised Clal's Investment committee and personal regarding the progress of and developments in this litigation; (i) consulted extensively with Lead Counsel with regard to

settlement authority and strategy; and (j) evaluated and approved the proposed Settlement.

4. I estimate that I personally spent over 100 hours over the past seven years overseeing this litigation, including my trip to the United States for deposition in March 2019 and my many meetings and conversations with Lead Counsel. I estimate that Mr. Bar Tov spent over 40 hours gathering information for discovery, preparing for deposition, and traveling to the United States for deposition. I estimate that other staff members spent at least 60 hours gathering information as needed for responses to discovery requests and for deposition preparation, and that Clal's Investment committee and personal spent additional time assessing Clal's decision to get involved in the litigation, reviewing the status of the Action, and analyzing proposed settlement terms. The time that my colleagues and I devoted to representing the Classes in this Action was time that we otherwise would have spent on other activities at Clal. As a result, the value of the time and resources committed by Clal to oversee this litigation far exceeds the \$100,000 compensatory award requested.

I declare, under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

Executed on: July 25, 2024



Isaac Drucker

EXHIBIT H

**UNITED STATES DISTRICT COURT
DISTRICT COURT OF NEW JERSEY**

ROOFER'S PENSION FUND, Individually
and On Behalf of All Others Similarly
Situated,

Plaintiff,

v.

PERRIGO COMPANY PLC, *et al.*,

Defendant.

Case No. 1:16-CV-02805 RMB LDW

Hon. Renée Marie Bumb
Hon. Leda Dunn Wettre

CLASS ACTION

**DECLARATION OF RONI TIROSH MADERER IN SUPPORT OF MOTION FOR
FINAL APPROVAL OF CLASS ACTION SETTLEMENT AND MOTION FOR AN
AWARD OF ATTORNEYS' FEES, PAYMENT OF LITIGATION EXPENSES, AND
COMPENSATORY AWARDS TO LEAD PLAINTIFF MEMBERS**

I, RONI TIROSH MADERER, hereby declare as follows pursuant to 28 U.S.C. §1746:

1. I, RONI TIROSH MADERER, am a lawyer admitted to practice in Israel. I am a legal advisor to the investment divisions of Migdal Insurance Company Ltd. and Migdal Makefet Pension and Provident Funds Ltd. (together, “Migdal”), members of Lead Plaintiff. I have personal knowledge of the matters set forth in this Declaration.

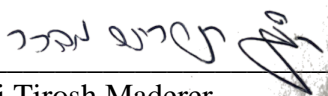
2. Even before Lead Plaintiff was appointed, the Lead Plaintiff negotiated a sliding-scale attorneys’ fees arrangement that guaranteed a lower fee would be sought. Under that arrangement, Lead Counsel agreed to seek a fee of no more than 19% for a settlement or award in this range. Moreover, we asked Lead Counsel to include (if the law supported it) parallel claims under Israel Securities Law, 1968, to protect Israeli purchasers. I believe that these actions conferred a considerable benefit upon Class Members.

3. Throughout this litigation, Migdal devoted significant time and resources to oversee Lead Counsel’s prosecution. I, Tali Lederman Bachrach (also legal counsel for Migdal), and other Migdal personnel: (a) regularly communicated with Lead Counsel; (b) had several in-person meetings with Lead Counsel in both Israel and the United States; (c) reviewed and discussed significant pleadings, motions and briefs; (d) reviewed and/or discussed all significant decisions from the Court; (e) coordinated Migdal’s document production; (f) discussed and certified Migdal’s responses to interrogatories; (g) traveled from Tel Aviv, Israel to New York, New York, for my deposition as well as the deposition of Yuval Beer Even, a senior manager at Migdal involved with its equity trading, and other Lead Plaintiff members; (h) advised Migdal’s Investment Committee and/or personnel regarding the progress of and developments in this litigation; (i) consulted extensively with Lead Counsel with regard to settlement authority and strategy; and (j) evaluated and approved the proposed Settlement.

4. I estimate that I and Ms. Bachrach spent over 100 hours over the past seven years overseeing this litigation, including my trip to the United States for deposition in March 2019 and our many meetings and conversations with Lead Counsel. I estimate that Mr. Beer Even spent over 40 hours gathering information for discovery, preparing for deposition, and traveling to the United States for deposition. I estimate that other staff members spent at least 60 hours gathering information as needed for responses to discovery requests and for deposition preparation, and that Migdal's Investment Committee and/or personnel spent additional time assessing Migdal's decision to get involved in the litigation, reviewing the status of the Action, and analyzing proposed settlement terms. The time that my colleagues and I devoted to representing the Classes in this Action was time that we otherwise would have spent on other activities at Migdal. As a result, the value of the time and resources committed by Migdal to oversee this litigation far exceeds the \$100,000 compensatory award requested.

I declare, under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

Executed on: July 24, 2024



Roni Tirosh Maderer

EXHIBIT I

UNITED STATES DISTRICT COURT
DISTRICT COURT OF NEW JERSEY

ROOFER'S PENSION FUND, Individually and On Behalf of All Others Similarly Situated, <div style="text-align: right;">Plaintiff,</div>	}
v.	}
PERRIGO COMPANY PLC, <i>et al.</i> , <div style="text-align: right;">Defendant.</div>	}

Case No. 1:16-CV-02805 RMB LDW

Hon. Renée Marie Bumb
Hon. Leda Dunn Wettre

CLASS ACTION

**DECLARATION OF LIAT COHEN-DAVID IN SUPPORT OF MOTION FOR FINAL
APPROVAL OF CLASS ACTION SETTLEMENT AND MOTION FOR AN AWARD OF
ATTORNEYS' FEES, PAYMENT OF LITIGATION EXPENSES, AND
COMPENSATORY AWARDS TO LEAD PLAINTIFF MEMBERS**

I, LIAT COHEN-DAVID, hereby declare as follows pursuant to 28 U.S.C. §1746:

1. I, LIAT COHEN-DAVID, am a lawyer admitted to practice in Israel. I currently am Vice President of Legal & Risk Management at Meitav Investment House Ltd., one of the leading investment firms in Israel. I serve as general counsel to Meitav Investment House Ltd. and its subsidiaries, including Lead Plaintiff member Meitav DS Provident Funds and Pension Ltd. (“Meitav”). I have personal knowledge of the matters set forth in this Declaration.

2. Even before Lead Plaintiff was appointed, Meitav negotiated a sliding-scale attorneys’ fees arrangement that guaranteed a lower-than-normal fee would be sought. Under that arrangement, Lead Counsel agreed to seek a fee of no more than 19% for a settlement or award in this range. Moreover, we asked Lead Counsel to include (if the law supported it) parallel claims under Israel Securities Law, 1968, to protect Israeli purchasers. I believe that these actions conferred a considerable benefit upon Class Members.

3. Throughout this litigation, Meitav devoted significant time and resources to oversee Lead Counsel’s prosecution. I and other Meitav personnel: (a) regularly communicated with Lead Counsel; (b) had at least ten in-person meetings with Lead Counsel in both Israel and the United States; (c) reviewed and discussed significant pleadings, motions and briefs; (d) reviewed and/or discussed all significant decisions from the Court; (e) coordinated Meitav’s document production; (f) discussed and certified Meitav’s responses to interrogatories; (g) traveled from Tel Aviv, Israel to New York, New York for my deposition as well as the deposition of Moshe Rabbanyan, head of Israeli-related equity for Meitav’s provident and pension funds, and other Lead Plaintiff members; (h) advised Meitav’s authorized officers regarding the progress of and developments in this litigation; (i) consulted extensively with Lead Counsel with regard to settlement authority and strategy; (j) evaluated and approved the

proposed Settlement; and (k) traveled from Tel Aviv, Israel to Newark, New Jersey for the final settlement conference leading to the Settlement. Based on this involvement, Meitav believes that the Settlement is fair, reasonable, and adequate, and supports Lead Counsel's request for attorneys' fees and litigation expenses as fair and reasonable.

4. I estimate that I personally spent over 130 hours over the past seven years overseeing this litigation, including my trip to the United States for deposition in March 2019, my trip to the United States for a settlement conference in February 2024, preparing for the deposition and to the settlement conference and my many meetings and conversations with Lead Counsel. I estimate that Mr. Rabbanyan spent over 40 hours gathering information for discovery, preparing for deposition, and traveling to the United States for deposition. I estimate that other staff members spent at least 60 hours gathering information as needed for responses to discovery requests and for deposition preparation, and that Meitav's officers spent additional time assessing Meitav's decision to get involved in the litigation, reviewing the status of the Action, and analyzing proposed settlement terms. The time that my colleagues and I devoted to representing the Classes in this Action was time that we otherwise would have spent on other activities at Meitav. As a result, the value of the time and resources committed by Meitav to oversee this litigation far exceeds the \$100,000 compensatory award requested.

I declare, under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

Executed on: July 24, 2024



Liat Cohen-David