

IMPORTANT LEGAL MATERIALS



**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA**

KARIM KHOJA; on behalf of himself and all others similarly situated,

Plaintiffs,

vs.

OREXIGEN THERAPEUTICS, INC., JOSEPH P. HAGAN,
MICHAEL A. NARACHI, and PRESTON KLASSEN

Defendants.

AND ALL CONSOLIDATED CASES

No. 3:15-cv-00540 JLS (KSC)

CLASS ACTION

**NOTICE OF PENDENCY AND PROPOSED
SETTLEMENT OF CLASS ACTION**

I. GENERAL INSTRUCTIONS

1. To recover as a Settlement Class Member based on your claims in the action entitled *Khoja v. Orexigen Therapeutics, Inc. et al.*, No. 3:15-cv-00540 JLS (KSC) (the “Action”), you must complete and, on page 6, sign this Proof of Claim and Release form. If you fail to submit a timely and properly addressed (as set forth in paragraph 3 below) Proof of Claim and Release form, your claim may be rejected and you may not receive any recovery from the Net Settlement Fund created in connection with the proposed Settlement.
2. Submission of this Proof of Claim and Release form, however, does not assure that you will share in the proceeds of the Settlement of the Action.
3. **YOU MUST MAIL (POSTMARKED ON OR BEFORE SEPTEMBER 9, 2021) OR SUBMIT ELECTRONICALLY (ON OR BEFORE SEPTEMBER 9, 2021) YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE FORM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, ADDRESSED AS FOLLOWS:**

Orexigen Securities Litigation
c/o Rust Consulting, Inc. - 7208
P.O. Box 44
Minneapolis, MN 55440-0044
Online Submissions: www.orexigensecuritieslitigation.com¹

If you are not a Settlement Class Member, as defined in the Notice of Pendency and Proposed Settlement of Class Action (“Notice”), DO NOT submit a Proof of Claim and Release form.

4. If you are a Settlement Class Member and you did not timely request exclusion in response to the Notice, you are bound by the terms of any judgment entered in the Action, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE FORM.

¹ For details on electronic file submission, see page 2.

II. CLAIMANT IDENTIFICATION

If you purchased Orexigen Securities and held the certificate(s) in your name, you are the beneficial purchaser as well as the record purchaser. If, however, you purchased Orexigen Securities and the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.

Use Part I of this form entitled "Claimant Identification" to identify each purchaser of record ("nominee"), if different from the beneficial purchaser of the Orexigen Securities that form the basis of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OF THE OREXIGEN SECURITIES UPON WHICH THIS CLAIM IS BASED.**

All joint purchasers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of Persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

III. CLAIM FORM

Use Part II-IV of this form entitled "Schedule of Transactions in Orexigen Common Stock", "Schedule of Transactions of Call Options on Orexigen Common Stock", and "Schedule of Transactions of Put Options on Orexigen Common Stock", respectively, to supply all required details of your transaction(s) in Orexigen Securities. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

On the schedules, provide all of the requested information with respect to all of your purchases and all of your sales of Orexigen Securities which took place during the period March 3, 2015 through and including August 10, 2015 for Orexigen Common Stock, and during the period March 3, 2015 through and including May 13, 2015 for Call Options and Put Options on Orexigen Common Stock, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to all Call Options and Put Options on Orexigen Common Stock you held at the close of trading on May 13, 2015, and for Orexigen Common Stock, at the close of trading on August 10, 2015. Failure to report all such transactions may result in the rejection of your claim.

List each transaction separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

The date of covering a "short sale" is deemed to be the date of purchase of Orexigen Common Stock. The date of a "short sale" is deemed to be the date of sale of Orexigen Common Stock.

Copies of broker confirmations or other documentation of your transactions in Orexigen Securities should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request to, or may be requested to, submit information regarding their transactions in electronic files. All claimants **MUST** submit a manually signed paper Proof of Claim and Release form whether or not they also submit electronic copies. If you have a large number of transactions and wish to file your claim electronically, you must contact the Claims Administrator at 1-877-418-8081 to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

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IMPORTANT LEGAL MATERIALS



FOR OFFICIAL USE ONLY
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PROOF OF CLAIM AND RELEASE FORM

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA

Khoja v. Orexigen Therapeutics, Inc. et al.
No. 3:15-cv-00540 JLS (KSC)

Must Be Postmarked (if Mailed) or Received (if Filed Electronically) No Later Than: September 9, 2021

Please Type or Print

PART I: CLAIMANT IDENTIFICATION

Beneficial Owner's Name (First, Middle, Last): _____

Co-Beneficial Owener's Name (First, Middle, Last): _____

Entity Name (if claimant is not an individual): _____

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

Street Address: _____

City: _____ State or Province: _____

Zip Code or Postal Code: _____ Country: _____

Social Security Number or Taxpayer Identification Number: _____

Individual Corporation/Other

Work Telephone Number (include area code): (_____) _____ - _____

Home Telephone Number (include area code): (_____) _____ - _____

Email Address: _____





PART II: SCHEDULE OF TRANSACTIONS IN OREXIGEN COMMON STOCK

A. Number of shares of Orexigen Common Stock held at the close of trading on March 2, 2015: _____

B. Purchases of Orexigen Common Stock (March 3, 2015 – August 10, 2015, inclusive) (excluding commissions, transfer taxes or other fees):²

Trade Date: Month Day Year	Number of Shares Purchased	Purchase Price Per Share	Total Purchase Price
1. ___ / ___ / _____	1. _____	1. \$ _____	1. \$ _____
2. ___ / ___ / _____	2. _____	2. \$ _____	2. \$ _____
3. ___ / ___ / _____	3. _____	3. \$ _____	3. \$ _____

IMPORTANT: If any purchase listed covered a “short sale,” please mark Yes: Yes

C. Sales of Orexigen Common Stock (March 3, 2015 – August 10, 2015, inclusive) (excluding commissions, transfer taxes or other fees):

Trade Date: Month Day Year	Number of Shares Sold	Sale Price Per Share	Total Sales Price
1. ___ / ___ / _____	1. _____	1. \$ _____	1. \$ _____
2. ___ / ___ / _____	2. _____	2. \$ _____	2. \$ _____
3. ___ / ___ / _____	3. _____	3. \$ _____	3. \$ _____

D. Number of shares of Orexigen Common Stock held at the close of trading on August 10, 2015: _____

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

PART III: SCHEDULE OF TRANSACTIONS OF CALL OPTIONS ON OREXIGEN COMMON STOCK

A. Number of Call Options on Orexigen Common Stock owned at the close of trading on March 2, 2015:

No. of Contracts	Expiration Month & Year	Strike Price	Insert an “E” if Exercised or an “X” if Expired	Exercise Date (Month/Day/Year)

B. Purchases of Call Options on Orexigen Common (March 3, 2015 – May 13, 2015, inclusive):

Trade Date of Purchase Month Day Year	No. of Contracts	Expiration Month & Year	Strike Price	Purchase Price Per Contract	Total Purchase Price	Insert an “E” if Exercised or an “X” if Expired or “S” for Sold	Exercise Date (Month/Day/Year)

C. Sales of Call Options on Orexigen Common Stock (March 3, 2015 – May 13, 2015, inclusive):

Trade Date of Sale Month Day Year	No. of Contracts	Expiration Month & Year	Strike Price	Sale Price Per Contract	Total Sales Price

² Please note, purchases of Orexigen Common Stock during the 90-day period from May 13, 2015 through August 10, 2015, inclusive, will be used to balance your claim only.



D. Number of open Call Options on Orexigen Common Stock at the close of trading on May 13, 2015:

No. of Contracts	Expiration Month & Year	Strike Price

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

PART IV: SCHEDULE OF TRANSACTIONS OF PUT OPTIONS ON OREXIGEN COMMON STOCK

A. Number of Put Options on Orexigen Common Stock owned at the close of trading on March 2, 2015:

No. of Contracts	Expiration Month & Year	Strike Price	Insert an "A" if Assigned or an "X" if Expired	Assign Date (Month/Day/Year)

B. Sales of Put Options on Orexigen Common Stock (March 3, 2015 – May 13, 2015, inclusive):

Trade Date of Writing (Sale) Month Day Year	No. of Contracts	Expiration Month & Year	Strike Price	Sale Price Per Contract	Total Sales Price	Insert an "A" if Assigned or an "X" if Expired	Assign Date (Month/Day/Year)

C. Purchases of Put Options on Orexigen Common Stock (March 3, 2015 – May 13, 2015, inclusive):

Trade Date of Purchase Month Day Year	No. of Contracts	Expiration Month & Year	Strike Price	Price Paid Per Contract	Total Purchase Price

D. Number of open Put Options on Orexigen Common Stock at the close of trading on May 13, 2015:

No. of Contracts	Expiration Month & Year	Strike Price

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

IMPORTANT: Be sure to attach the required documentation. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

YOU MUST READ AND SIGN THE RELEASE ON PAGES 5-6. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.

PART V. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release form under the terms of the Stipulation described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Southern District of California, with respect to my (our) claim as a Settlement Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Action. I (We) agree to furnish additional information to the Claims Administrator to support this claim (including transactions in other Orexigen Securities) if requested to do so. I (We) have not submitted any other claim covering the same purchases or sales of Orexigen Securities during the Class Period and know of no other person having done so on my (our) behalf.



PART VI. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, and discharge from the Released Claims each and all of the "Released Defendant Parties," defined as Defendants, and each of their present and former parents, subsidiaries, division, departments, affiliates, officers, directors, partners, principals, employees, contractors, administrators, auditors, agents, attorneys, accountants, advisors, predecessors, successors, assigns, insurers, general or limited partners or partnerships, and limited liability companies; and the spouses, members of the immediate families, representatives, and heirs of any Released Defendant Parties who is an individual, as well as any trust of which any of the Released Defendant Parties is the settlor or which is for the benefit of any of their immediate family members.
2. "Released Claims" means any and all claims (including "Unknown Claims" as defined below), rights, demands, obligations, damages, actions, suits, matters, issues, causes of action, or liabilities whatsoever, in law or in equity, accrued or unaccrued, fixed or contingent, direct, individual or representative, of every nature and description, whether known or unknown, whether arising under federal, state, local, common or foreign law or any other law, rule, or regulation, that arise out of or relate in any way, in whole or in part, directly or indirectly, to (a) the purchase, acquisition, or sale of Orexigen Securities during the Class Period and (b) the acts, facts, transactions, events, occurrences, statements, disclosures, representations, filings, publications, disseminations, press releases, presentations, omissions, or failures to act that were, could have been, or could in the future be alleged or asserted by Lead Plaintiff or any member of the Settlement Class (i) in the Litigation or (ii) in any other action in any court or forum, including, but not limited to, the Bankruptcy Proof of Claim. Released Claims do not include claims asserted on Orexigen's purported behalf in shareholder derivative actions, except that Lead Plaintiff agrees not to bring, or in any way to cause any other person to bring, any derivative claims in connection with, arising out of, related to, and/or based upon, in whole or in part, directly or indirectly, in any way, any acts, facts, wrongdoing, or any other matter alleged or asserted, or which could have been alleged or asserted, in the Litigation.
3. "Unknown Claims" means any and all Released Claims that Lead Plaintiff or any member of the Settlement Class does not know or suspect to exist in his, her, or its favor at the time of the release of the Released Defendant Parties, which if known by him, her or it might have affected his, her or its settlement Released Defendant Parties or might have affected his, her or its decision not to object to the Settlement or not exclude himself, herself, or itself from the Settlement Class. Lead Plaintiff and every Settlement Class Member expressly waive, and by operation of the Order and Final Judgment shall be deemed to have waived and shall have waived, to the fullest extent permitted by law, any and all provisions, rights and benefits conferred by California Civil Code § 1542 (to the extent applicable), and any law of any state or territory of the United States, or principle of common law, or the law of any foreign jurisdiction, that is similar, comparable or equivalent to California Civil Code § 1542, which provides:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.

Lead Plaintiff and each Settlement Class Member may hereafter discover facts in addition to or different from those which he, she, or it now knows or believes to be true with respect to the subject matter of the Released Claims, but Lead Plaintiff shall expressly, fully, finally, and forever settle and release, and each Settlement Class Member shall be deemed to have, and by operation of the Order and Final 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, whether or not concealed or hidden, 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 acknowledges, and every member of the Settlement Class by law and operation of the Order and Final Judgment shall be deemed to have acknowledged, that the inclusion of "Unknown Claims" in the definition of Released Claims was separately bargained for and was a material element of the Settlement.

4. This release shall be of no force or effect unless and until the Court approves the Stipulation and the Stipulation becomes effective on the Effective Date (as defined in the Stipulation).
5. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.
6. I (We) hereby warrant and represent that I (we) have included the information requested about all of my (our) transactions in Orexigen Securities which are the subject of this claim, which occurred during the Class Period as well as the opening and closing positions in such securities held by me (us) on the dates requested in this claim form.
7. I (We) hereby warrant and represent that I am (we are) not excluded from the Class, as defined in the Notice.
8. I (We) am (are) NOT subject to back withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code.

NOTE: If the Internal Revenue Service has notified you that you 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. The Internal Revenue Service does not require your consent to any provision other than the certification required to avoid backup withholding.

I declare under penalty of perjury under the laws of the United States of America that all of the foregoing information supplied on this Proof of Claim and Release form by the undersigned is true and correct.

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

Sign your name here: _____

Type or print your name here: _____

Capacity of person(s) signing, e.g., Beneficial Purchaser, Executor or Administrator:

ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.

THANK YOU FOR YOUR PATIENCE.

Reminder Checklist:

1. Please sign the above release and declaration.
2. If this Claim is being made on behalf of Joint Claimants, then both must sign.
3. Remember to attach copies of supporting documentation, if available.
4. **Do not** send originals of certificates.
5. Keep a copy of your claim form and all supporting documentation for your records.
6. If you desire an acknowledgment of receipt of your claim form, please send it Certified Mail, Return Receipt Requested.
7. If you move, please send your new address to the address below.
8. **Do not use red pen or highlighter** on the Proof of Claim and Release form or supporting documentation.

THIS PROOF OF CLAIM AND RELEASE FORM MUST BE SUBMITTED ELECTRONICALLY OR, IF MAILED, POSTMARKED NO LATER THAN SEPTEMBER 9, 2021, ADDRESSED AS FOLLOWS:

Orexigen Securities Litigation
c/o Rust Consulting, Inc. - 7208
PO Box 44
Minneapolis, MN 55440-0044
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