

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

JOHN J. GERNETH, Individually and on Behalf of All Others Similarly Situated,)	
)	No. 1:16-cv-11082-DJC
vs.)	<u>CLASS ACTION</u>
)	
CHIASMA, INC., et al.,)	
Defendants.)	
)	

NOTICE OF PENDENCY AND PROPOSED SETTLEMENT OF CLASS ACTION

TO: ALL PERSONS AND ENTITIES THAT PURCHASED OR OTHERWISE ACQUIRED CHIASMA, INC. (“CHIASMA” OR THE “COMPANY”) COMMON STOCK ON OR BEFORE JUNE 9, 2016, PURSUANT OR TRACEABLE TO THE JULY 15, 2015 INITIAL PUBLIC OFFERING (“IPO”) (“CLASS” OR “CLASS MEMBERS”)¹

IN ORDER TO QUALIFY FOR A SETTLEMENT PAYMENT, YOU MUST TIMELY SUBMIT A PROOF OF CLAIM AND RELEASE FORM (“PROOF OF CLAIM”) BY AUGUST 2, 2019.

THIS NOTICE WAS AUTHORIZED BY THE COURT. IT IS NOT A LAWYER SOLICITATION. PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY.

WHY SHOULD I READ THIS NOTICE?

This Notice is given pursuant to an order issued by the United States District Court for the District of Massachusetts (the “Court”). This Notice serves to inform you of the proposed settlement of the above-captioned class action lawsuit for \$18,750,000 in cash (the “Settlement”) and the hearing (the “Settlement Fairness Hearing”) to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlement, as set forth in the Stipulation of Settlement dated February 27, 2019 (the “Stipulation”), by and between Lead Plaintiff Laurent Sberro, on behalf of himself and the Class (as defined below), and Defendants Chiasma, Mark W. Leuchtenberger, Mark J. Fitzpatrick, David Stack, Dror Brandwein, Todd Foley, Ansbert Gadick, Bard Geesaman, Vincent Miles, Scott Minick and John Scarlett (the “Chiasma Defendants”), Barclays Capital Inc., Cowen and Company, LLC, William Blair & Company, L.L.C. and Oppenheimer & Co. Inc. (the “Underwriter Defendants”) (collectively, “Defendants”).²

This Notice is intended to inform you how this lawsuit and proposed Settlement may affect your rights and what steps you may take in relation to it. This Notice is NOT an expression of any opinion by the Court as to the merits of the claims or defenses asserted in the lawsuit or whether the Defendants engaged in any wrongdoing.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
SUBMIT A PROOF OF CLAIM	The only way to be eligible to receive a payment from the Settlement. Proofs of Claim must be postmarked (if mailed) or received (if submitted online) on or before August 2, 2019.
EXCLUDE YOURSELF FROM THE SETTLEMENT BY SUBMITTING A WRITTEN REQUEST FOR EXCLUSION	Get no payment. This is the only option that, assuming your claim is timely brought, <i>potentially</i> allows you to ever be part of any other lawsuit against any of the Defendants or any other Released Defendant Parties concerning the Released Claims. Should you elect to exclude yourself from the Class, you should understand that Defendants and the other Released Defendant Parties will have the right to assert any and all defenses they may have to any claims

¹ For purposes of this Settlement only, the “Class” includes all persons or entities who purchased or otherwise acquired Chiasma common stock pursuant or traceable to Chiasma’s IPO held on or about July 15, 2015, but on or before June 9, 2016.

² The Stipulation can be viewed and/or downloaded at www.ChiasmaSecuritiesSettlement.com. All capitalized terms used herein have the same meaning as the terms defined in the Stipulation.

	that you may seek to assert, including, without limitation, the defense that any such claims are untimely under applicable statutes of limitation and statutes of repose. Exclusions must be received on or before June 6, 2019.
OBJECT TO THE SETTLEMENT BY SUBMITTING A WRITTEN OBJECTION	Write to the Court about why you do not like the Settlement, the Plan of Allocation and/or the request for attorneys' fees and expenses. You will still be a Member of the Class. Objections must be received by the Court and counsel for the Settling Parties on or before June 6, 2019.
GO TO THE HEARING ON JUNE 27, 2019, AND FILE A NOTICE OF INTENTION TO APPEAR	Ask to speak in Court about the fairness of the Settlement. Requests to speak must be received by the Court and counsel for the Settling Parties on or before June 6, 2019. If you submit a written objection, you may (but you do not have to) attend the hearing.
DO NOTHING	Receive no payment. You will, however, still be a Member of the Class, which means that you give up your right to ever be part of any other lawsuit against the Defendants or any other Released Defendant Parties about the legal claims being resolved by this Settlement and you will be bound by any judgments or orders entered by the Court in the Litigation.

SUMMARY OF THIS NOTICE

Description of the Litigation and the Class

This Notice relates to a proposed settlement of claims in a pending securities class action brought by Chiasma investors alleging, among other things, that Defendants violated the federal securities laws by making false and misleading statements in the Registration Statement for Chiasma's IPO. A more detailed description of the Litigation is set forth on page 4 below. The proposed Settlement, if approved by the Court, will settle claims of the Class, as defined on page 4 below.

Statement of Class Recovery

Pursuant to the Settlement described herein, an \$18,750,000 settlement fund has been established (the "Settlement Amount"). The Settlement Amount and any interest earned thereon is the "Settlement Fund." The Settlement Fund, less (a) any taxes, (b) any Notice and Administration Expenses, and (c) any attorneys' fees and litigation expenses (including any award to Lead Plaintiff in connection with his representation of the Class) awarded by the Court, will be distributed to Class Members in accordance with a plan of allocation that is approved by the Court. The proposed plan of allocation (the "Plan of Allocation") is set forth on pages 5-6 below. Based on Lead Plaintiff's estimate of the number of shares of Chiasma common stock damaged during the Class Period, the average distribution per share under the Plan of Allocation is roughly \$0.83, before deduction of any taxes on the income earned on the Settlement Fund, Notice and Administration Expenses, and allowable attorneys' fees and expenses (including any Lead Plaintiff award) as determined by the Court. **Class Members should note, however, that these are only estimates.** A Class Member's actual recovery will be a proportion of the Net Settlement Fund determined by that claimant's claims as compared to the total claims of all Class Members who submit acceptable Proofs of Claim. An individual Class Member may receive more or less than this estimated average amount. See Plan of Allocation set forth and discussed at pages 5-6 below for more information on the calculation of your claim.

Statement of Potential Outcome of Case

The Settling Parties disagree on both liability and damages and do not agree on the amount of damages per share, if any, that would be recoverable if the Class prevailed on each claim alleged. Throughout this Litigation, Defendants have denied, and continue to deny, any and all allegations of fault, liability, wrongdoing, or damages whatsoever. Defendants deny that they are liable to the Class and deny that the Class has suffered any injury or damages. The issues on which the parties disagree are many, but include: (1) whether Defendants engaged in conduct that would give rise to any liability to the Class under the federal securities laws; (2) whether Defendants have valid defenses to any such claims of liability; (3) the appropriate economic model for determining the amount by which the price of Chiasma common stock was allegedly artificially inflated (if at all) during the Class Period; (4) the amount, if any, by which the price of Chiasma common stock was allegedly artificially inflated (if at all) during the Class Period; (5) the effect of various market forces on the price of Chiasma common stock at various times during the Class

Period; (6) the extent to which external factors influenced the price of Chiasma common stock at various times during the Class Period; (7) the extent to which the various matters that Lead Plaintiff alleged were materially false or misleading influenced (if at all) the price of Chiasma common stock at various times during the Class Period; and (8) the extent to which the various allegedly adverse material facts that Lead Plaintiff alleged were omitted influenced (if at all) the price of Chiasma common stock at various times during the Class Period.

Statement of Attorneys' Fees and Expenses Sought

Lead Counsel will apply to the Court for an award of attorneys' fees not to exceed thirty percent (30%) of the Settlement Amount, plus expenses not to exceed \$250,000, plus interest earned on both amounts at the same rate as earned by the Settlement Fund. Since the Litigation's inception, Lead Counsel have expended considerable time and effort in the prosecution of this Litigation on a wholly contingent basis and have advanced the expenses of the Litigation in the expectation that if they were successful in obtaining a recovery for the Class they would be paid from such recovery. In addition, as part of that application, Lead Plaintiff may seek an amount not to exceed \$10,000 in connection with his representation of the Class. The requested attorneys' fees and expenses amount to an average cost of approximately \$0.26 per allegedly damaged Chiasma common share. The average cost per damaged share will vary depending on the number of acceptable Proofs of Claim submitted.

Further Information

For further information regarding the Litigation, this Notice or to review the Stipulation, please contact the Claims Administrator toll-free at 1-866-465-9940, or visit the website www.ChiasmaSecuritiesSettlement.com.

You may also contact a representative of counsel for the Class: Rick Nelson, Shareholder Relations, Robbins Geller Rudman & Dowd LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, 1-800-449-4900, www.rgrdlaw.com, or Michael I. Fistel, Jr., Johnson Fistel, LLP, 40 Powder Springs Street, Marietta, GA 30064, 1-470-632-6000, www.johnsonfistel.com.

Please Do Not Call the Court or Defendants with Questions About the Settlement.

Reasons for the Settlement

Lead Plaintiff's principal reason for entering into the Settlement is the benefit to the Class now, without further risk or the delays inherent in continued litigation. The cash benefit under the Settlement must be considered against the significant risk that a smaller recovery – or, indeed, no recovery at all – might be achieved after contested motions, trial, and likely appeals, a process that could last several years into the future.

Defendants have denied and continue to deny each and all of the claims alleged by Lead Plaintiff in the Litigation. Defendants expressly have denied and continue to deny all charges of fault, wrongdoing or liability against them arising out of any of the conduct, statements, acts or omissions alleged, or that could have been alleged, in the Litigation. Defendants also have denied and continue to deny, among other things, the allegations that Lead Plaintiff or the Class have suffered any damage, that the Registration Statement contained material misrepresentations or omissions, that Lead Plaintiff or the Class were harmed by the conduct alleged in the Litigation, or that the Litigation is properly certifiable as a class action for litigation purposes. For Defendants, the principal reason for entering into the Settlement is to eliminate the uncertainty, risk, costs, and burdens inherent in any litigation, especially in complex cases such as this Litigation. Defendants have concluded that further conduct of this Litigation could be protracted and distracting.

WHAT IS THIS LAWSUIT ABOUT?

I. THE ALLEGATIONS

The Litigation is currently pending before the Honorable Denise J. Casper in the United States District Court for the District of Massachusetts (the “Court”). The initial complaint in this action was filed on June 9, 2016. On December 27, 2016, the Court appointed Lead Plaintiff and Robbins Geller Rudman & Dowd LLP (“Robbins Geller”) and Johnson & Weaver, LLP (n/k/a Johnson Fistel, LLP) as Lead Counsel and Hutchings Barsamian Mandelcorn, LLP as Liaison Counsel.

Lead Plaintiff’s Amended Class Action Complaint for Violation of the Federal Securities Laws (the “Complaint”) alleges that Defendants violated Sections 11 and 15 of the Securities Act of 1933 by issuing materially false and misleading statements and omitting material information in the Registration Statement filed in connection with Chiasma’s IPO of common stock on or about July 15, 2015. Lead Plaintiff alleges that Defendants failed to disclose material adverse information concerning Chiasma’s new drug application for Mycapssa, and failed to provide meaningful risk warnings to potential investors in the Registration Statement for the IPO.

Defendants deny all of Lead Plaintiff’s allegations.

THE COURT HAS NOT RULED AS TO WHETHER DEFENDANTS ARE LIABLE TO LEAD PLAINTIFF OR TO THE CLASS. THIS NOTICE IS NOT INTENDED TO BE AN EXPRESSION OF ANY OPINION BY THE COURT WITH RESPECT TO THE TRUTH OF THE ALLEGATIONS IN THIS LITIGATION OR THE MERITS OF THE CLAIMS OR DEFENSES ASSERTED. THIS NOTICE IS SOLELY TO ADVISE YOU OF THE PROPOSED SETTLEMENT OF THIS ACTION AND YOUR RIGHTS IN CONNECTION WITH THAT SETTLEMENT.

II. PROCEDURAL HISTORY

Lead Plaintiff filed the Complaint on February 10, 2017, and Defendants moved to dismiss the Complaint on March 27, 2017. Lead Plaintiff filed his opposition on May 11, 2017, and Defendants filed their reply on June 1, 2017. On July 17, 2017, the Court heard arguments in connection with Defendants’ motion to dismiss. On February 15, 2018, the Court issued an order denying Defendants’ motion to dismiss the Complaint, but also holding that certain of Lead Plaintiff’s allegations did not state a claim under Section 11. Defendants answered the Complaint on March 30, 2018. Discovery commenced, and the Settling Parties served their respective Rule 26 initial disclosures.

On June 14, 2018, the Chiasma Defendants and Lead Plaintiff participated in an in-person mediation session with Gregory P. Lindstrom, Esq. of Phillips ADR, an experienced mediator. The mediation was preceded by submission of mediation statements and exhibits, as well as the production of certain documents by Defendants to Lead Plaintiff. Chiasma Defendants and Lead Plaintiff engaged in arm’s-length negotiations during the mediation session, but were unable to reach an agreement at the mediation. Following the mediation, the Settling Parties continued to pursue discovery activity while settlement discussions continued through Mr. Lindstrom. On December 20, 2018, the Settling Parties reached an agreement-in-principle to resolve the Litigation. The Stipulation (together with the Exhibits thereto) reflects the final and binding agreement between the Settling Parties.

HOW DO I KNOW IF I AM A CLASS MEMBER?

If you purchased or acquired Chiasma common stock pursuant or traceable to the Registration Statement filed in connection with Chiasma’s IPO, you are a Class Member. For purposes of this Settlement only, you are a Class Member if you purchased or otherwise acquired Chiasma common stock on or before June 9, 2016. As set forth in the Stipulation, excluded from the Class are: Defendants, the present and former officers and directors of Defendants, members of the immediate family of any Individual Defendant and the legal representatives, heirs, successors, or assigns of any of the foregoing, and any entity in which Defendants have or had a controlling interest during the Class Period. Also excluded from the Class is any Person who timely and validly requests exclusion pursuant to the requirements described on page 8 below.

PLEASE NOTE: Receipt of this Notice does not mean that you are a Class Member or that you will be entitled to receive a payment from the Settlement. If you are a Class Member and you wish to be eligible to participate in the distribution of proceeds from the Settlement, you are required to submit the Proof of Claim that is being distributed with this Notice and the required supporting documentation as set forth therein postmarked or submitted online on or before August 2, 2019.

WHAT IS THE MONETARY VALUE OF THE PROPOSED SETTLEMENT?

The Settlement, if approved, will result in the creation of a cash settlement fund of \$18,750,000. This Fund, plus accrued interest and minus the costs of this Notice and all costs associated with the administration of the Settlement, as well as attorneys' fees and expenses, and the amount to Lead Plaintiff in connection with his representation of the Class, as approved by the Court (the "Net Settlement Fund"), will be distributed to eligible Class Members pursuant to the Plan of Allocation that is described in the next section of this Notice.

WHAT IS THE PROPOSED PLAN OF ALLOCATION?

The objective of the Plan of Allocation is to equitably distribute the Net Settlement Fund among Class Members based on their respective alleged economic losses resulting from the securities law violations alleged in the Litigation.

The Claims Administrator shall determine each Class Member's share of the Net Settlement Fund based upon the recognized loss formula (the "Recognized Loss") described below. A Recognized Loss will be calculated for each share of Chiasma common stock purchased or otherwise acquired pursuant or traceable to the Company's IPO. The calculation of Recognized Loss will depend upon several factors, including when the Chiasma common stock was purchased or otherwise acquired and in what amounts, whether the shares were ever sold, and, if so, when they were 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 Class Members pursuant to the Settlement. The Recognized Loss is the basis upon which the Net Settlement Fund will be proportionately allocated to Class Members.

Your share of the Net Settlement Fund will depend on the number of valid Proofs of Claim that Class Members send in and how many shares of Chiasma common stock you purchased or otherwise acquired pursuant or traceable to Chiasma's IPO, and whether you sold any of those shares and when you sold them.

The calculation of claims below is not an estimate of the amount you will receive. It is a formula for allocating the Net Settlement Fund among all Authorized Claimants. Furthermore, if any of the formulas set forth below yield an amount less than \$0.00, the claim per share is \$0.00.

PLAN OF ALLOCATION

Claims for the July 2015 Initial Public Offering

Initial Public Offering Price: \$16.00 per share

Closing Price on the date the lawsuit was filed:³ \$3.14 per share

A claim will be calculated as follows:

For shares of Chiasma common stock purchased or otherwise acquired between July 15, 2015 and the close of trading on June 9, 2016, and

(a) sold prior to June 9, 2016, the claim per share is the lesser of: (i) the Purchase Price per share less the Sales Price per share; or (ii) \$16.00 less the Sales Price per share; and

(b) retained at the close of trading on June 9, 2016, or sold on or after June 9, 2016, the claim per share is the lesser of: (i) \$16.00 less \$3.14; or (ii) the Purchase Price per share less \$3.14 per share.

³ Initial class action complaint filed on June 9, 2016.

In the event a Class Member has more than one purchase or acquisition or sale of Chiasma common stock, pursuant or traceable to the Registration Statement, all such purchases and sales shall be matched on a First-In, First-Out ("FIFO") basis. Sales will be matched against purchases in chronological order, beginning with the earliest purchase made during the relevant period.

A purchase, acquisition or sale of Chiasma common stock shall be deemed to have occurred on the "contract" or "trade" date as opposed to the "settlement" or "payment" date. All purchase, acquisition and sale prices shall exclude any fees and commissions. The receipt or grant by gift, devise, or operation of law of Chiasma common stock during the Class Period shall not be deemed a purchase, acquisition or sale of Chiasma common stock for the calculation of a claimant's recognized claim nor shall it be deemed an assignment of any claim relating to the purchase or acquisition of such shares unless specifically provided in the instrument of gift or assignment. The receipt of Chiasma common stock during the Class Period in exchange for securities of any other corporation or entity shall not be deemed a purchase, acquisition or sale of Chiasma common stock.

With respect to Chiasma common stock purchased or sold through the exercise of an option, the purchase/sale date of the shares is the exercise date of the option and the purchase/sale price of the share is the exercise price of the option. Any recognized claim arising from purchases of Chiasma common stock acquired during the Class Period through the exercise of an option on Chiasma common stock shall be computed as provided for other purchases of Chiasma common stock in the Plan of Allocation.

The total of all profits shall be subtracted from the total of all losses from transactions during the Class Period to determine if a Class Member has a recognized claim. Only if a Class Member had a net market loss, after all profits from transactions in Chiasma common stock during the Class Period are subtracted from all losses, will such Class Member be eligible to receive a distribution from the Net Settlement Fund.

If an Authorized Claimant has an overall market gain, the recognized claim for that Authorized Claimant will be \$0.00. If an Authorized Claimant has an overall market loss, that Authorized Claimant's recognized claim will be limited to the amount of overall market loss. 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 claim as compared to the total recognized claims of all Authorized Claimants. No distribution shall be made to Authorized Claimants who would otherwise receive a distribution of less than \$10.00.

Distributions will be made to Authorized Claimants after all claims have been processed, after the Court has finally approved the Settlement, and after any appeals are resolved. If there is any balance remaining in the Net Settlement Fund after at least six (6) months from the initial date of distribution of the Net Settlement Fund (whether by reason of tax refunds, uncashed checks, or otherwise), the Claims Administrator shall, if feasible, reallocate such balance among Authorized Claimants in an equitable and economic fashion. These redistributions shall be repeated until the balance remaining in the Net Settlement Fund is no longer economically feasible to distribute to Class Members. Thereafter, any balance that still remains in the Net Settlement Fund shall be donated to any appropriate non-sectarian, non-profit charitable organization(s) serving the public interest selected by Lead Counsel.

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 dissatisfied 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.

The Court has reserved jurisdiction to allow, disallow, or adjust the claim of any Class Member on equitable grounds.

Payment pursuant to the Plan of Allocation set forth above shall be conclusive against all Authorized Claimants. No Person shall have any claim against Lead Plaintiff, Lead Counsel, any Claims Administrator, any other Person designated by Lead Plaintiff's Counsel, or any of the Released Defendant Parties based on the distributions made substantially in accordance with the Stipulation and the Settlement contained therein, the Plan of Allocation, or further orders of the Court. All Class Members who fail to complete and submit a valid and timely Proof of Claim shall be barred from participating in distributions from the Net Settlement Fund (unless otherwise ordered by the Court), but otherwise shall be bound by all of the terms of the Stipulation, including the terms of any judgment entered and the releases given.

**DO I NEED TO CONTACT LEAD COUNSEL IN ORDER
TO PARTICIPATE IN DISTRIBUTION OF THE SETTLEMENT FUND?**

No. If you have received this Notice and timely submit your Proof of Claim to the designated address, you need not contact Lead Counsel. If your address changes, please contact the Claims Administrator at:

Chiasma Securities Settlement
c/o Gilardi & Co. LLC
P.O. Box 404114
Louisville, KY 40233-4114
Telephone: 1-866-465-9940
www.ChiasmaSecuritiesSettlement.com

THERE WILL BE NO PAYMENTS IF THE STIPULATION IS TERMINATED

The Stipulation may be terminated under several circumstances outlined in it. If the Stipulation is terminated, the Litigation will proceed as if the Stipulation had not been entered into.

WHAT ARE THE REASONS FOR SETTLEMENT?

The Settlement was reached after contested motion practice directed to the sufficiency of Lead Plaintiff's claims. The parties also conducted document discovery. Nevertheless, the Court has not reached any final decisions in connection with Lead Plaintiff's claims against Defendants. Instead, Lead Plaintiff and Defendants have agreed to this Settlement, which was reached with the substantial assistance of a highly respected mediator. In reaching the Settlement, the Settling Parties have avoided the cost, delay and uncertainty of further litigation.

As in any litigation, Lead Plaintiff and the proposed Class would face an uncertain outcome if they did not agree to the Settlement. The Settling Parties expected that the case could continue for a lengthy period of time and that if Lead Plaintiff succeeded, Defendants would file appeals that would postpone final resolution of the case. Continuation of the Litigation against Defendants could result in a judgment greater than this Settlement. Conversely, continuing the case could result in no recovery at all or a recovery that is less than the amount of the Settlement.

Lead Plaintiff and Lead Counsel believe that this Settlement is fair and reasonable to the Members of the Class. They have reached this conclusion for several reasons. Specifically, if the Settlement is approved, the Class will receive a certain and immediate monetary recovery. Additionally, Lead Counsel believe that the significant and immediate benefits of the Settlement, when weighed against the significant risk, delay and uncertainty of continued litigation, are a very favorable result for the Class.

WHO REPRESENTS THE CLASS?

The following attorneys are counsel for the Class:

Ellen Gusikoff Stewart
ROBBINS GELLER RUDMAN
& DOWD LLP
655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: 800/449-4900

Michael I. Fistel, Jr.
JOHNSON FISTEL, LLP
40 Powder Springs Street
Marietta, GA 30064
Telephone: 470/632-6000

If you have any questions about the Litigation, or the Settlement, you are entitled to consult with Lead Counsel by contacting counsel at the phone numbers listed above.

You may obtain a copy of the Stipulation by contacting the Claims Administrator at:

Chiasma Securities Settlement
c/o Gilardi & Co. LLC
P.O. Box 404114
Louisville, KY 40233-4114
Telephone: 1-866-465-9940
www.ChiasmaSecuritiesSettlement.com

HOW WILL THE LEAD PLAINTIFF'S LAWYERS BE PAID?

Lead Counsel will file a motion for an award of attorneys' fees and expenses that will be considered at the Settlement Fairness Hearing. Lead Counsel will apply for an attorneys' fee award for Lead Plaintiff's Counsel in the amount of up to 30% of the Settlement Fund, plus payment of Lead Plaintiff's Counsel's expenses incurred in connection with this Litigation in an amount not to exceed \$250,000. In addition, Lead Plaintiff may seek a payment of up to \$10,000 for his efforts in representing the Class. 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.

The attorneys' fees and expenses requested will be the only payment to Lead Plaintiff's Counsel for their efforts in achieving this Settlement and for their risk in undertaking this representation on a wholly contingent basis. The fees requested will compensate Lead Plaintiff's Counsel for their work in achieving the Settlement. The Court will decide what constitutes a reasonable fee award and may award less than the amount requested by Lead Plaintiff's Counsel.

CAN I EXCLUDE MYSELF FROM THE SETTLEMENT?

Yes. If you do not want to receive a payment from this Settlement, or you want to keep the potential right to sue or continue to sue Defendants on your own about the legal issues in this case, then you must take steps to get out of the Class. This is called excluding yourself from, or "opting out" of, the Class. If you are requesting exclusion because you want to bring your own lawsuit based on the matters alleged in this Litigation, you may want to consult an attorney and discuss whether any individual claim that you may wish to pursue would be time-barred by the applicable statutes of limitation or repose.

To exclude yourself from the Class, you must send a signed letter by mail saying that you want to be excluded from the Class in the following Litigation: *Gerneth v. Chiasma, Inc., et al.*, No. 1:16-cv-11082-DJC. Be sure to include your name, address, telephone number, and the date(s), price(s), and number of shares of Chiasma common stock that you purchased, acquired or sold during the Class Period (July 15, 2015 through June 9, 2016). Your exclusion request must be **received no later than June 6, 2019**, and sent to the Claims Administrator at:

Chiasma Securities Settlement
Claims Administrator
c/o Gilardi & Co. LLC
EXCLUSIONS
3301 Kerner Blvd.
San Rafael, CA 94901

You cannot exclude yourself by phone or by e-mail. If you make a proper request for exclusion, you will not receive a settlement payment, and you cannot object to the Settlement. If you make a proper request for exclusion, you will not be legally bound by anything that happens in this lawsuit.

CAN I OBJECT TO THE SETTLEMENT, THE REQUESTED ATTORNEYS' FEES, THE REQUESTED PAYMENT OF COSTS AND EXPENSES AND/OR THE PLAN OF ALLOCATION?

Yes. If you are a Class Member, you may object to the terms of the Settlement. Whether or not you object to the terms of the Settlement, you may also object to the requested attorneys' fees, costs and expenses, Lead Plaintiff's request for payment for representing the Class and/or the Plan of Allocation. In order for any objection to be considered, you must file a written statement, accompanied by proof of Class membership, with the Court and send a copy to Lead Counsel and Defendants' Counsel, at the addresses listed below **by June 6, 2019**. The Court's address is John Joseph Moakley U.S. Courthouse,

1 Courthouse Way, Boston, MA 02210; Lead Counsel's addresses are: Robbins Geller Rudman & Dowd LLP, c/o Ellen Gusikoff Stewart, 655 West Broadway, Suite 1900, San Diego, CA 92101, and Johnson Fistel, LLP, c/o Michael I. Fistel, Jr., 40 Powder Springs Street, Marietta, GA 30064; Defendants' Counsel's addresses are: Goodwin Procter LLP, c/o Deborah S. Birnbach, 100 Northern Avenue, Boston, MA 02210 and Shearman & Sterling LLP, c/o Adam S. Hakki, 599 Lexington Avenue, New York, NY 10022. Attendance at the Settlement Fairness Hearing is not necessary; however, persons wishing to be heard orally at the Settlement Fairness Hearing are required to indicate in their written objection their intention to appear at the hearing and identify any witnesses they may call to testify and exhibits, if any, they intend to introduce into evidence.

WHAT IS THE DIFFERENCE BETWEEN OBJECTING AND EXCLUDING MYSELF FROM THE SETTLEMENT?

Objecting is telling the Court that you do not like something about the proposed Settlement, the Plan of Allocation, Lead Counsel's request for an award of attorneys' fees and expenses, or Lead Plaintiff's request for payment for representing the Class. You can object only if you stay in the Class. Excluding yourself is telling the Court that you do not want to be part of the Class. If you exclude yourself, you have no basis to object because the case no longer applies to you.

WHAT ARE MY RIGHTS AND OBLIGATIONS UNDER THE SETTLEMENT?

If you are a Class Member and you do not exclude yourself from the Class, you may receive the benefit of, and you will be bound by, the terms of the Settlement described in this Notice, upon approval by the Court.

HOW CAN I GET A PAYMENT?

In order to qualify for a payment, you must timely complete and return the Proof of Claim that accompanies this Notice. A Proof of Claim is enclosed with this Notice and also may be downloaded at www.ChiasmaSecuritiesSettlement.com. Read the instructions carefully; fill out the Proof of Claim; sign it; and mail or submit it online so that it is **postmarked (if mailed) or received (if submitted online) no later than August 2, 2019**. The Proof of Claim may be submitted online at www.ChiasmaSecuritiesSettlement.com. If you do not submit a timely Proof of Claim with all of the required information, you will not receive a payment from the Settlement Fund; however, unless you expressly exclude yourself from the Class as described above, you will still be bound in all other respects by the Settlement, the Judgment, and the release contained in them.

WHAT CLAIMS WILL BE RELEASED BY THE SETTLEMENT?

If the Settlement is approved by the Court, the Court will enter a Judgment. If the Judgment becomes final pursuant to the terms of the Stipulation, all Class Members shall be deemed to have, and by operation of the Final Judgment shall have, fully, finally, and forever released, relinquished, and discharged any and all of the Released Defendant Parties from all Released Claims.

- "Released Defendant Parties" means Defendants, Defendants' Counsel, and each of their respective past, present or future subsidiaries, parents, divisions, affiliates, principals, and their and each of Defendants' and Defendants' Counsel's respective present or former principals, assigns, successors, predecessors, joint venturers, assigns, officers, directors, underwriters, trustees, partners, members, agents, fiduciaries, contractors, employees, insurers, co-insurers, reinsurers, controlling shareholders, attorneys, accountants or auditors, financial or investment advisors or consultants, banks or investment bankers, personal or legal representatives, estates, heirs, related or affiliated entities, any firm, trust, corporation or entity in which a Defendant has or had a controlling interest during the Class Period; the spouses, members of the immediate families, representatives, and heirs of the Individual Defendants, as well as any trust of which an Individual Defendant is a settlor or which is for the benefit of an Individual Defendant and/or member(s) of his family, and each of the heirs, executors, administrators, predecessors, successors, and assigns of the foregoing.

- “Released Claims” means any and all claims, demands, losses, rights, and causes of action of every nature and description whatsoever whether class or individual in nature, including both known claims and Unknown Claims, whether arising under federal, state, common or foreign law, by Lead Plaintiff, any Class Member, or their successors, assigns, executors, administrators, representatives, attorneys and agents, in their capacities as such, whether brought directly or indirectly against any of the Released Defendant Parties, that have been or could have been asserted in the Litigation or could in the future be asserted in any forum, whether foreign or domestic, or which arise out of, are based upon, or relate in any way to (a) any of the allegations, acts, transactions, facts, events, matters, occurrences, statements, representations, misrepresentations, or omissions that were or could have been involved, set forth, alleged or referred to in this Litigation by Lead Plaintiff or Class Members, and (b) the purchase, acquisition, holding, sale or disposition of Chiasma common stock by Class Members during the Class Period pursuant or traceable to Chiasma’s IPO. “Released Claims” does not include any claims to enforce the Settlement. “Released Claims” includes “Unknown Claims” as defined below.
- “Unknown Claims” means (a) any and all Released Claims which the Releasing Plaintiff Parties do 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 with and release of the Released Defendant Parties, or might have affected his, her, or its decision(s) with respect to the Settlement, including, but not limited to, whether or not to object to this Settlement or seek exclusion from the Class; and (b) any and all Released Defendants’ Claims that the Released Defendant Parties do not know or suspect to exist in his, her, or its favor at the time of the release of the Lead Plaintiff, Lead Plaintiff’s Counsel, or any Class Members, which, if known by him, her, or it, might have affected his, her, or its settlement and release of Lead Plaintiff, Lead Plaintiff’s Counsel, or Class Members. With respect to any and all Released Claims and Released Defendants’ Claims, the Settling Parties stipulate and agree that, upon the Effective Date, the Settling Parties shall expressly waive and each Releasing Plaintiff Party and Released Defendant Party shall be deemed to have, and by operation of the Judgment shall have expressly waived, to the fullest extent permitted by law, the provisions, rights, and benefits of 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.

The Settling Parties shall expressly waive and each Releasing Plaintiff Party and Released Defendant Party shall be deemed to have, 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, which is similar, comparable, or equivalent to California Civil Code §1542. The Releasing Plaintiff Parties and Released Defendant Parties acknowledge that they may hereafter discover facts in addition to or different from those which he, she, it or their counsel now knows or believes to be true with respect to the subject matter of the Released Claims or Released Defendants’ Claims, but the Settling Parties shall expressly fully, finally, and forever waive, compromise, settle, discharge, extinguish and release, and each Releasing Plaintiff Party and Released Defendant Party shall be deemed to have waived, compromised, settled, discharged, extinguished, and released, and upon the Effective Date, and by operation of the Judgment shall have waived, compromised, settled, discharged, extinguished, and released, fully, finally, and forever, any and all Released Claims and Released Defendants’ 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, legal theories, or authorities. The Settling Parties acknowledge, and the Releasing Plaintiff Parties and Released Defendant Parties shall be deemed by operation of the Judgment to have acknowledged, that the inclusion of "Unknown Claims" in the definition of Released Claims and Released Defendants' Claims was separately bargained for and is a material element of the Settlement.

THE SETTLEMENT FAIRNESS HEARING

The Court will hold a Settlement Fairness Hearing on June 27, 2019, at 11:00 a.m., before the Honorable Denise J. Casper at the United States District Court for the District of Massachusetts, John Joseph Moakley U.S. Courthouse, 1 Courthouse Way, Boston, MA 02210, for the purpose of determining whether: (1) the Settlement as set forth in the Stipulation for \$18,750,000 should be approved by the Court as fair, reasonable and adequate; (2) Judgment as provided under the Stipulation should be entered dismissing the Litigation with prejudice against Defendants; (3) to award Lead Plaintiff's Counsel attorneys' fees and expenses out of the Settlement Fund and, if so, in what amount; (4) to grant final certification of the Class for purposes of the Settlement; (5) to pay Lead Plaintiff for his efforts in representing the Class out of the Settlement Fund and, if so, in what amount; and (6) the Plan of Allocation should be approved by the Court. The Court may adjourn or continue the Settlement Fairness Hearing without further notice to members of the Class.

Any Class Member may appear at the Settlement Fairness Hearing and be heard on any of the foregoing matters; provided, however, that no such person shall be heard unless his, her, or its objection is made in writing and is filed, together with proof of membership in the Class and with copies of all other papers and briefs to be submitted by him, her, or it to the Court at the Settlement Fairness Hearing, with the Court no later than June 6, 2019, and showing proof of service on the following counsel:

Ellen Gusikoff Stewart
ROBBINS GELLER RUDMAN
& DOWD LLP
655 West Broadway, Suite 1900
San Diego, CA 92101

Michael I. Fistel, Jr.
JOHNSON FISTEL, LLP
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Marietta, GA 30064

Attorneys for Lead Plaintiff

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GOODWIN PROCTER LLP
100 Northern Avenue
Boston, MA 02210

Adam S. Hakki
SHEARMAN & STERLING LLP
599 Lexington Avenue
New York, NY 10022

Attorneys for Defendants

Unless otherwise directed by the Court, any Class Member who does not make his, her or its objection in the manner provided shall be deemed to have waived all objections to this Settlement and shall be foreclosed from raising (in this or any other proceeding or on any appeal) any objection and any untimely objection shall be barred.

If you hire an attorney (at your own expense) to represent you for purposes of objecting, your attorney must serve a notice of appearance on counsel listed above and file it with the Court (at the address set out above) by no later than June 6, 2019.

INJUNCTION

The Court has issued an order enjoining all Class Members from instituting, commencing, maintaining or prosecuting any action in any court or tribunal that asserts Released Claims against any Released Defendant Party, pending final determination by the Court of whether the Settlement should be approved.

HOW DO I OBTAIN ADDITIONAL INFORMATION?

This Notice contains only a summary of the terms of the proposed Settlement. The records in this action may be examined and copied at any time during regular office hours, and subject to customary copying fees, at the Clerk of the United States District Court for the District of Massachusetts. For a fee, all papers filed in this Litigation are available at www.pacer.gov. In addition, all of the Settlement documents, including the Stipulation, this Notice, the Proof of Claim and proposed Judgment may be obtained by contacting the Claims Administrator at:

Chiasma Securities Settlement
c/o Gilardi & Co. LLC
P.O. Box 404114
Louisville, KY 40233-4114
Email: info@ChiasmaSecuritiesSettlement.com
Telephone: 1-866-465-9940
www.ChiasmaSecuritiesSettlement.com

In addition, you may contact Rick Nelson, Shareholder Relations, Robbins Geller Rudman & Dowd LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, 1-800-449-4900 or Michael I. Fistel, Jr., Johnson Fistel, LLP, 40 Powder Springs Street, Marietta, GA 30064, 1-470-632-6000 if you have any questions about the Litigation or the Settlement.

DO NOT WRITE TO OR TELEPHONE THE COURT FOR INFORMATION

SPECIAL NOTICE TO BANKS, BROKERS, AND OTHER NOMINEES

If you hold any Chiasma common stock purchased or acquired between July 15, 2015 and June 9, 2016, inclusive, as a nominee for a beneficial owner, then, within fourteen (14) business days after you receive this Notice, you must either: (1) send a copy of this Notice by First-Class Mail to all such Persons; or (2) provide a list of the names and addresses of such Persons to the Claims Administrator:

Chiasma Securities Settlement
c/o Gilardi & Co. LLC
P.O. Box 404114
Louisville, KY 40233-4114
Email: info@ChiasmaSecuritiesSettlement.com
Telephone: 1-866-465-9940
www.ChiasmaSecuritiesSettlement.com

If you choose to mail the Notice and Proof of Claim yourself, you may obtain from the Claims Administrator (without cost to you) as many additional copies of these documents as you will need to complete the mailing.

Regardless of whether you choose to complete the mailing yourself or elect to have the mailing performed for you, you may obtain reimbursement for or advancement of reasonable administrative costs actually incurred or expected to be incurred in connection with forwarding the Notice and which would not have been incurred but for the obligation to forward the Notice, upon submission of appropriate documentation to the Claims Administrator.

DATED: March 14, 2019

BY ORDER OF THE COURT
UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS