

Appendix A

**Appendix A: Overview of Selected Settlements of Derivative Matters Approved By
 the Massachusetts Superior Court or U.S. District Court for the District of Massachusetts (2005-Present)**

Massachusetts Superior Court

Case Caption	Settlement Year	Corporate Reforms Adopted	Other Settlement Consideration	Procedural Posture
<i>Cima v. Dipp et al</i> , C.A. 2016-3443-BLS1 (Mass. Sup. Ct. 2023) (Krupp, J.)	2023	The company, which had been exposed to millions of dollars in potential damages in connection with three related class actions, agreed to various corporate governance reforms to last for at least five years, including: <ul style="list-style-type: none"> • Enhancement of reporting to the Audit Committee and Board, including a requirement that the principal executive officer or principal financial officer report at least quarterly to the Board regarding legal non-compliance, misconduct risks, and disclosure risks. • Requirement of review by Audit Committee (for earnings releases, Forms 10-Ks/Qs) or legal (for material press releases) prior to issuance. • Requirement that key company policies be distributed to employees and available online. • Enhancement of the Company’s disclosure committee, including participation by the CEO and CFO, with at least four meetings annually. 	None	Post-motion to dismiss (“MTD”) ¹
<i>Cutler v. Burnes & State Street Corp.</i> , C.A. No. SUCV2017-2359-BLS1 (Mass. Sup. Ct. 2021) (Davis, J.)	2021	The company, which had paid nearly \$600M to resolve regulatory and civil claims related to billing irregularities, agreed to various corporate governance reforms to last at least three years, including: <ul style="list-style-type: none"> • Continued maintenance of a Billing Risk Committee (“BRC”) for at least three years, with senior management oversight of client invoicing controls. • Requirement that the BRC approve changes to key billing and expense-invoicing policies. • Adoption of formal Corporate Governance Guidelines defining board and committee oversight responsibilities, including internal-controls oversight. • Enhanced board-level oversight of internal controls and risk management functions for a minimum of two years. 	None	Pre- MTD

¹ The defendants did not file a motion to dismiss in this case. However, in a related federal derivative action, the Court granted a motion to dismiss the first amended complaint. The parties had not yet briefed a motion to dismiss the second amended complaint in federal court when the related case in state court was settled. *See Chiu et al. v. Dipp et al.*, No. 17-cv-11382 (D. Mass.).

Case Caption	Settlement Year	Corporate Reforms Adopted	Other Settlement Consideration	Procedural Posture
		<ul style="list-style-type: none"> Oversight by the Business Conduct Committee (“BCC”) of a mandatory Culture Training Program for new employees, focused on ethical conduct and compliance. 		
<p><i>In re: Sepracor Inc. Derivative Litigation</i>, C.A. No. SUCV2006-04057-BLS (Mass. Sup. Ct. 2007) (Gestel, J.)</p>	2007	<p>The company agreed to various corporate governance reforms and internal control measures to last for at least four years, including:</p> <ul style="list-style-type: none"> Adoption of a formal stock option policy and implementation of related safeguards, including requiring stock option grants to be approved at duly convened Board or Compensation Committee meetings and prohibiting repricing or exchanging options without stockholder approval. Enhancement of Board and Compensation Committee level oversight of equity awards, including improved recordkeeping and documentation requirements for equity awards and subsequent changes. Requirement of annual reviews of internal controls related to stock-based compensation by management with oversight by Audit Committee. Designation of specified personnel with responsibility for (i) updating the company’s inside trading compliance policies, (ii) assisting equity award recipients with compliance with applicable laws and regulations, and (iii) overseeing internal audit. Establishment of training programs for employees and Board, including training on equity compensation processes. Establishment of formalized assumptions, policies, and procedures for determining executive compensation by the Compensation Committee, including benchmarking compensation levels against comparable companies. 	Re-priced a total of 1,206,112 unexercised stock options and canceled 500,000 unexercised stock options.	Post-MTD (<i>Note: The case settled after the Court granted the motion to dismiss.</i>)
<p><i>Nicols v. Keane, et al.</i>, C.A. No. 07-0667 F (Mass. Sup. Ct. 2007) (Hines, J.)</p>	2007	The company agreed to issue supplemental proxy disclosures to its shareholders explaining the financial terms and circumstances leading up to a proposed merger and the related vote by Keane’s shareholders.	Creation of a settlement fund, consisting of any cash payments actually recovered by the company from current or former officers,	Pre-MTD

Case Caption	Settlement Year	Corporate Reforms Adopted	Other Settlement Consideration	Procedural Posture
			directors, or employees as a result of regulatory orders, settlements, investigations or legal processes relating to the mispricing or backdating of stock options, which formed the basis of the allegations in the derivative matter.	

U.S. District Court for the District of Massachusetts

Case Caption	Settlement Year	Corporate Reforms Adopted	Other Settlement Consideration	Procedural Posture
<p><i>Kay v. Frodl et al.</i>, No. 1:22-cv-10977 (D. Mass.) (Gorton, J.)</p>	<p>2024</p>	<p>The company, which had been exposed to millions of dollars in potential damages in connection with a related class action, agreed to various corporate governance reforms to last for four years, including:</p> <ul style="list-style-type: none"> • Appointment of a new independent director. • Modification of the company’s Bylaws and Corporate Governance Guidelines to require a lead independent director if the company’s CEO and Chair of the Board of Directors are the same person. • Amendment of the Audit Committee Charter, focused on enhancing the Audit Committee’s oversight of the company’s internal audit function and compliance with public reporting requirements and increasing reporting by management to Audit Committee. • Amendment of the Compensation Committee Charter and adoption of related recoupment policy, focused on safeguards surrounding the compensation approval process. • Formalization of the company’s Investment Committee that meets not less than four times annually to assist the Board in its oversight responsibilities regarding merger and acquisition activity over \$1 million. • Requirement that directors participate in annual continuing educational programming focused on relevant topics such as committee roles and responsibilities, corporate governance, or fiduciary duties, among others. 	<p>None</p>	<p>Pre-MTD</p>
<p><i>Nachbaur v. Mahoney et al.</i>, No. 1:23-cv-10750 (D. Mass.) (Saylor, C.J.)</p>	<p>2024</p>	<p>The company, which had been exposed to millions of dollars in potential damages in connection with a related class action, agreed to various corporate governance reforms to last for at least three years, including:</p> <ul style="list-style-type: none"> • Amendment of the Audit Committee Charter, to enhance oversight of the Disclosure Committee and Stock Trading Policy. • Amendment of the Risk Committee Charter, focused on maintaining the independence of the Committee and enhancing its oversight of compliance matters, FDA warning letters, product recalls, and the Company’s global compliance program. 	<p>None</p>	<p>Pre-MTD</p>

Case Caption	Settlement Year	Corporate Reforms Adopted	Other Settlement Consideration	Procedural Posture
		<ul style="list-style-type: none"> • Amendment of the charters for the Nominating and Governance Committee and Compensation Committee to require regular executive sessions. • Adoption of a Disclosure Committee Charter governing SEC filings and public disclosures, disclosure controls and procedures, and the review of disclosure statements. • Amendment of the Insider Trading Policy, including enhanced Rule 10b5-1 plan requirements, cooling-off periods, restrictions on overlapping plans, and certifications of good faith and the absence of material nonpublic information. • Amendment of the Corporate Governance Guidelines to include director education and training programs on fiduciary duties, compliance, and disclosures. 		
<p><i>Myers v. Sesen Bio, Inc. et al.</i>, No. 1: 21-cv-11538 (D. Mass.) (Stearns, J.)</p>	<p>2022</p>	<p>The company agreed to various corporate governance reforms to last for at least three years, including:</p> <ul style="list-style-type: none"> • Creation of a Science Committee to assist the Board in oversight of R&D strategy. • Creation of a Chief Compliance Officer position. • Amendment of the Audit Committee Charter to increase the frequency of meetings, require quarterly reports from the chair of the Audit Committee to the full Board, and require that the Audit Committee receive annual reports listing all trades by Section 16 officers. • Amendment of the Compensation Committee Charter to require the Committee to consider legal and policy compliance in determining executive compensation, and to require the Committee to consider the circumstances of an executive’s termination or separation (including whether it related to legal or policy compliance) in determining termination benefits. • Creation of mandatory annual training programs in risk assessment and compliance that are mandatory for all directors, officers, and employees. 	<p>None</p>	<p>Pre-MTD</p>

Case Caption	Settlement Year	Corporate Reforms Adopted	Other Settlement Consideration	Procedural Posture
<p><i>Giroux v. Amello & Acer Therapeutics</i>, No. 20-cv-10537 (D. Mass.) (O’Toole, J.)</p>	2020	<p>The company, which faced millions of dollars in potential damages in connection with a related class action, agreed to various corporate governance reforms to last for at least four years, including:</p> <ul style="list-style-type: none"> • Formation of an executive-level Disclosure Committee to oversee the disclosure process. • Enhancement of Audit Committee oversight. • Provision of semi-annual risk assessments by management to the Audit Committee. • Appointment of a lead independent director. • Other assorted enhancement to the Company’s reporting policies. 	None	Pre-MTD
<p><i>Bushansky v. Carlucci et al</i>, No. 1:17-cv-12091 (D. Mass.) (Burroughs, J.)</p>	2018	<p>The company, which faced millions of dollars in potential damages in connection with a related class action, agreed to various corporate governance reforms, including:</p> <ul style="list-style-type: none"> • Amendment of the Compliance Committee Charter to permit the CFO to call special meetings of the Compliance Committee. • Amendment of the Compliance Committee Charter to allow the Compliance Committee to retain independent counsel at company expense. 	None	Pre-MTD
<p><i>Walker v. Desisto & Insulet Corp.</i>, No. 17-cv-10738 (D. Mass.) (Wolf, J.)</p>	2018	<p>The company, which faced millions of dollars in potential damages in connection with a related class action, agreed to corporate governance reforms to last for at least five years, including:</p> <ul style="list-style-type: none"> • Amendment of the Corporate Governance Guidelines to require that at least two thirds of the Board is made up of independent directors, to require that non-management Directors meet in quarterly executive sections, and to clarify director responsibilities and related topics. • Amendment of the charters for the Audit Committee, Compensation Committee, and Nominating, Governance, and Risk Committee to prohibit any individual from serving as Chair of more than one of those committees at any given time. • Requirement of an annual “quality presentation” to the Board from the VP of Quality, Regulatory, and Clinical Affairs. 	None	Pre-MTD

Case Caption	Settlement Year	Corporate Reforms Adopted	Other Settlement Consideration	Procedural Posture
		<ul style="list-style-type: none"> Implementation of extensive quality reforms, including enhanced risk management, upgraded quality systems, and company-wide compliance and regulatory training. 		
<p><i>Tharp v. Acacia Communications, Inc. et al</i>, Docket No. 1:17-cv-11504 (D. Mass.) (Young, J.)</p>	2018	<p>The company agreed to corporate governance reforms to last for at least three years, including:</p> <ul style="list-style-type: none"> Appointment of a new independent director, with associated commitment to prioritize gender diversity in candidates for director role. Adoption of safeguards concerning trading compliance, including formation of a Trading Compliance Committee that reports to the Audit Committee, amendments to Insider Trading Policy, and requiring approval of transactions pursuant to Insider Trading Policy (including Audit Committee approval of any lock-up or blackout-period waivers). Enhancement of internal controls and reporting, including Board-level review of manufacturing protocols, quality controls, product demand, and forward-looking forecasts and regular reports to Audit and Trading Compliance Committees on same topics. Expansion of Disclosure Committee certification group to include sales and engineering personnel with access to customer forecast data. Requirement that Disclosure Committee Chair provide quarterly reporting to the Audit Committee. 	None	Pre-MTD
<p><i>Van Ingen v. Ha-Ngoc & AVEO Pharm.</i>, No. 14-cv-11672-DJC (D. Mass.) (Casper, J.)</p>	2016	<p>The company agreed to corporate governance reforms to last for at least three years, including:</p> <ul style="list-style-type: none"> Adoption of safeguards intended to maintain and support director engagement and independence, including meeting and committee chair requirements, director education requirements, and enhancement of director independence standards. Expansion of Audit Committee responsibility for risk monitoring, including regulatory, compliance, and disclosure risks. Enhancement of internal controls and compliance procedures, including risk-based compliance assessments and creation of a Risk Compliance Officer role to oversee compliance and risk management. 	None	Post-MTD <i>(Note: The case was on appeal from an order granting the motion to dismiss when it settled.)</i>

Case Caption	Settlement Year	Corporate Reforms Adopted	Other Settlement Consideration	Procedural Posture
		<ul style="list-style-type: none"> • Enhancement of insider trading policy, including trading windows, blackout periods, and pre-clearance requirements. • Requirement that company retain a new independent audit partner every five years. • Implementation of a third-party whistleblower policy. 		
<i>Operative Plasters et al. v. State Street</i> , No. 12-cv-10767-GAO (D. Mass.) (O’Toole, J.)	2014	The company, which faced billions of dollars in potential damages from related lawsuits and had lost nearly \$14 billion in market capitalization, agreed to corporate governance reforms to last for at least two years, including: <ul style="list-style-type: none"> • Enhancement of the board’s oversight. • Modification of the company’s compensation committee. • Modification of the Company’s Risk and Capital Committee Charter. • For two years following the entry of a judgment, requirement that certain information about the pricing of indirect foreign transactions executed with State Street are made available to its custody clients and investment managers. 	None	Post-MTD <i>(Note: The case was on appeal from an order granting the motion to dismiss when it settled.)</i>
<i>Mitchell v. Gozani et al</i> , Docket No. 1:08-cv-10674 (D. Mass.) (Zobel, J.)	2009	The company, which had experienced a \$494 million market capitalization loss as a result of the alleged misconduct, agreed to corporate governance reforms, including: <ul style="list-style-type: none"> • Appointment of a new CFO. • Continued compliance with the Deferred Prosecution Agreement and Corporate Integrity Agreement. • Enhancement to role and authority of Director of Ethics and Compliance, including requiring supplemental training, granting investigative authority, and requiring regular reporting to Board, and formalizing Board oversight of Ethics and Compliance Committee. • Requirement that Compensation Committee review executive compensation for potential disgorgement issues if financial improprieties are discovered. • Maintain a toll-free compliance hotline. 	None	Pre-MTD <i>(Note: MTD briefing stayed while settlement negotiations proceeded.)</i>

Case Caption	Settlement Year	Corporate Reforms Adopted	Other Settlement Consideration	Procedural Posture
		<ul style="list-style-type: none"> • Submit a formal Board resolution requiring continued compliance with NASDAQ Rule 5605(b) while listed. 		
<p><i>In Re Biopure Corporation Derivative Litigation</i>, Docket No. 1:04-cv-10177 (D. Mass.) (Gertner, J.)</p>	2009	<p>The company agreed to corporate governance reforms, including:</p> <ul style="list-style-type: none"> • Adoption of detailed Standard Operating Procedures for regulatory communications, including same-day dissemination of communications with regulatory agencies and centralized tracking of regulatory correspondence. • Formalization of and enhancements to disclosure controls and process for disclosure decisions, including requiring prompt escalation of material regulatory and clinical developments, codifying and expanding Disclosure Committee’s responsibilities and formalizing protocols for coordination on disclosure decisions. • Enhancement of Regulation FD compliance procedures, including tracking of analyst and investor communications and annual training with outside securities counsel. • Implementation of or enhancements to document drafting and review processes for registration statements, press releases, and investor presentations. • Completion of Board self-evaluations and CEO evaluations pursuant to corporate guidelines. 	None	<p>Post-MTD <i>(Note: The Court denied a motion to dismiss the first amended complaint, and a motion to dismiss the second amended complaint was pending when the case settled.)</i></p>
<p><i>Arkansas Teacher Retirement System v. Alsop et al</i>, Docket No. 1:08-cv-10757 (D. Mass.) (Lindsay, J.)</p>	2008	<p>The company agreed to corporate governance reforms to last for at least three years, including:</p> <ul style="list-style-type: none"> • Adoption of a formal Stock Option Grant Policy. • Adoption of an Amended Stock Option Grant Policy to implement additional corporate governance measures. 	<p>Individual defendants agreed to reimburse the company approximately \$7 million for improperly priced stock options and to amend their stock options.</p>	Pre-MTD

Case Caption	Settlement Year	Corporate Reforms Adopted	Other Settlement Consideration	Procedural Posture
<p><i>In Re: Vaso Active Pharmaceuticals, Inc. Derivative Litigation</i>, Docket No. 1:04-cv-10792 (D. Mass.) (Lindsay, J.)</p>	<p>2005</p>	<p>The company, which faced millions in dollars of potential liability and damages, agreed to corporate governance reforms to last for three years, including:</p> <ul style="list-style-type: none"> • Enhancements to Board independence, including adoption of Board composition requirements, adoption of detailed director independence standards, creation of a Lead Independent Director role, and separation of Chairman and CEO roles. • Enhancement of Compensation Committee duties, including performance-based executive compensation principles and annual reporting in proxy statements, and adoption of related safeguards including restrictions on stock-option repricing, limits on director equity grants, and adoption of formal insider trading policy. • Expansion of Audit Committee into an Audit and Oversight Committee with authority over litigation oversight, auditor independence, and related-party transactions. • Creation of a Corporate Governance Committee with authority over Board nominations, governance policies, and director training. • Shareholder rights reforms, including proxy access for 5% shareholders, ability to call special meetings, and removal of directors by majority vote. • Heightened scrutiny and approval requirements for related-party transactions. 	<p>None</p>	<p>Pre-MTD</p>

Appendix B

**Appendix B: Overview of Selected Settlements of Derivative Matters Approved by
 the Delaware Court of Chancery (2020-Present)**

Case Caption	Settlement Year	Corporate Reforms Adopted	Other Settlement Consideration	Procedural Posture
<i>Palmer v. Greene</i> , C.A. No. 2019-0307-AGB (Del. Ch.) (Bouchard, C.)	2020	The company agreed to various corporate governance reforms, including: <ul style="list-style-type: none"> • Elimination of all meeting fees. • Limitations on leadership and committee chair compensation, capping cash and equity at current levels. • Enhancement of disclosure and stockholder transparency, requiring description of the process for determining non-employee director compensation. • Formalization of director stock ownership and holding requirements into binding policies for at least two years. 	None	Pre-motion to dismiss (“MTD”)
<i>Willcox v. Dolan</i> , C.A. No. 2019-0245-SG (Del. Ch.) (Glasscock, V.C.)	2020	The company agreed to various corporate governance reforms, including: <ul style="list-style-type: none"> • Cancellation and forfeiture of the Chairman’s compensation awards. • Requirement of the Board or Compensation Committee to retain independent legal counsel and an independent executive compensation consultant in future negotiations regarding the Chairman’s compensation. 	None	Pre-MTD
<i>In re Santander Consumer USA Holdings, Inc.</i> , C.A. No. 11614-VCG (Del. Ch.) (Glasscock, V.C.)	2020	The company agreed to implement and maintain various corporate governance reforms for at least four years, including: <ul style="list-style-type: none"> • Enhancement of oversight of accounting and financial reporting functions, including requiring that the Risk and Audit Committee report to the Board. • Improvements in management documentation and review controls over accounting and credit loss allowance processes, including creation of an Executive-Level Accounting and Credit Loss Committee. 	None	Pre-MTD

Case Caption	Settlement Year	Corporate Reforms Adopted	Other Settlement Consideration	Procedural Posture
		<ul style="list-style-type: none"> • Adoption of a whistleblower program and expansion of other compliance initiatives, including Sarbanes-Oxley training for all executives and control owners and revisions to the code of conduct. • Increase of Board diversity. • Revisions to the Compensation Committee Charter. 		
<i>Solak v. Sato</i> , C.A. No. 2020-0775-JTL (Del. Ch.) (Laster, V.C.)	2021	The company agreed to implement and maintain various corporate governance reforms, including: <ul style="list-style-type: none"> • Addition of safeguards for non-employee director compensation, including adopting non-employee director compensation policy with four-year commitment and enhancing disclosures regarding the company’s director compensation policy. • Reduction in option grants in favor of Restricted Stock Units. • Adoption of mandatory stock-ownership guidelines. 	None	Pre-MTD
<i>Alvarado v. Lynch</i> , C.A. No. 2020-0237-AGB (Del. Ch.) (Will, V.C.)	2021	The company agreed to implement and maintain various corporate governance reforms through its 2023 annual meeting, including: <ul style="list-style-type: none"> • Addition of safeguards for non-employee director compensation, including caps on compensation, requiring stockholder approval of equity compensation plan for non-employee directors, and enhancing disclosures regarding the company’s director compensation policies. • Reduction in option grants in favor of Restricted Stock Units. • Adoption of a new employee director compensation policy, with a three-year commitment. 	None	Post-MTD <i>(Note: The MTD was granted in part.)</i>

Case Caption	Settlement Year	Corporate Reforms Adopted	Other Settlement Consideration	Procedural Posture
<p><i>Eppers 2005 Revocable Trust v. Backer</i>, C.A. No. 2021-0084-PAF (Del. Ch.) (Fioravanti, V.C.)</p>	<p>2021</p>	<p>The company agreed to various corporate governance reforms for five years, including:</p> <ul style="list-style-type: none"> • Establishment of limits on total annual compensation for the company’s directors. • Enhancement of Compensation Committee process to retain an independent compensation consultant and disclose that independent consultant’s findings. • Adoption of a new mandatory stock ownership policy for non-employee directors. • Separation of director and executive compensation decisions. 	<p>None</p>	<p>Pre-MTD</p>
<p><i>In re Expedia Group</i>, C.A. No. 2019-0494-JTL (Del. Ch.) (Laster, V.C.)</p>	<p>2021</p>	<p>The company agreed to various corporate governance reforms aimed at limiting the Individual Defendant’s actual or perceived control, including:</p> <ul style="list-style-type: none"> • Requirement that the Individual Defendant relinquish an additional high vote control right. • Limitations on the Individual Defendant’s family members’ alleged influence over the Board. • Restrictions on Class B voting power by those affiliated with the Individual Defendant. • Protection of the company with the right of first offer for the sale of any Class B shares held by the Individual Defendant or those related to him. 	<p>None</p>	<p>Pre-MTD</p>

Case Caption	Settlement Year	Corporate Reforms Adopted	Other Settlement Consideration	Procedural Posture
<p><i>In re Clovis Oncology, Inc.</i>, C.A. No. 2017-0222-JRS (Del. Ch.) (Slights, V.C.)</p>	<p>2022</p>	<p>The company agreed to implement various corporate governance reforms for at least seven years, including:</p> <ul style="list-style-type: none"> • Adoption of policy regarding public data disclosures to stockholders. • Creation of management-level disclosure committee. • Enhancement of Board reporting, requiring formal updates at each Board meeting regarding various issues. • Increase of insurance coverage amount. • Addition of a new independent director to the Board. • Improvements on compliance, training, and controls including enhancements to insider trading policy. 	<p>None</p>	<p>Post-MTD (Note: The MTD was granted in part.)</p>
<p><i>In re Palantir Technologies Inc.</i>, C.A. No. 2021-0275-SG (Del. Ch.) (Glasscock, V.C.)</p>	<p>2022</p>	<p>The company agreed to various corporate governance reforms for at least five years, including:</p> <ul style="list-style-type: none"> • Amendments of the company’s bylaws and certificate of incorporation to reform the company’s corporate elections, and the stockholder disclosures provided in connection therewith. • Amendments of the bylaws and certificate to provide the company’s minority stockholders with enhanced voting rights and protections. 	<p>None</p>	<p>Pre-MTD</p>
<p><i>Zalvin v. James</i>, C.A. No. 2021-0672-KSJM (Del. Ch.) (McCormick, C.)</p>	<p>2022</p>	<p>The company agreed to various corporate governance reforms, including:</p> <ul style="list-style-type: none"> • Amendments of the Compensation Committee Charter, including circulating executive compensation materials before meetings, making final executive compensation determinations during Committee meetings or by written consent, ensuring Committee minutes and resolutions accurately reflect materials reviewed and approved. • Adoption of a mandatory annual CEO compensation review. • Expansion of the Compensation Committee to require at least three directors. 	<p>None</p>	<p>Pre-MTD</p>

Case Caption	Settlement Year	Corporate Reforms Adopted	Other Settlement Consideration	Procedural Posture
<p><i>Solak v. Huff</i>, C.A. No. 2022-0400-LWW (Del. Ch.) (Will, V.C.)</p>	<p>2022</p>	<p>The company agreed to amend the Non-employee Director Compensation Policy and the following changes will remain in effect until December 31, 2026:</p> <ul style="list-style-type: none"> • Adoption of value-based equity grants only, with valuation tied to market price on the grant date. • Limitations on new director equity awards to restrict one-time sign-on equity grant capped at the value of the annual equity grant awarded to incumbent directors in the same year. • Enhancement of Compensation Committee oversight. • Enhancement of public disclosures. 	<p>None</p>	<p>Pre-MTD</p>
<p><i>Stein v. Pickens III</i>, C.A. No. 2021-0322-NAC (Del. Ch.) (Cook, V.C.)</p>	<p>2022</p>	<p>The company agreed to various corporate governance reforms for at least five years, including:</p> <ul style="list-style-type: none"> • Amendments of Audit Committee charter, requiring enhanced proxy statement review. • Adoption of a formal proxy review policy requiring the Audit Committee to retain independent outside advisors to assist with stockholder votes, review and advise on the accuracy of proxy disclosures and the proper tabulation of stockholder votes. 	<p>None</p>	<p>Pre-MTD</p>

Case Caption	Settlement Year	Corporate Reforms Adopted	Other Settlement Consideration	Procedural Posture
<p><i>Pagua v. Cantrell</i>, C.A. No. 2022-0200-KSJM (Del. Ch.) (McCormick, C.)</p>	<p>2022</p>	<p>The company agreed to various corporate governance reforms, including:</p> <ul style="list-style-type: none"> • Appointment of two new independent directors and designation of a lead independent director. • Adoption of a new equity compensation plan, subject to stockholder approval, with automatic adjustment provisions for stock splits and a hard cap on shares reserved. • Addition of safeguards for non-employee director compensation including prohibiting granting any further equity awards to defendants under the 2015 Stock Option and Incentive Plan and capping non-employee director compensation. • Enhancement to Compensation Committee by requiring Committee to receive presentations from qualified experts on best practices. 	<p>The rescission of 387,804 of the granted shares.</p>	<p>Pre-MTD</p>
<p><i>In re Geron Corp. Stockholder Derivative Litigation</i>, C.A. No. 2020-0684-SG (Del. Ch.) (Glasscock, V.C.)</p>	<p>2022</p>	<p>The company agreed to implement and maintain various corporate governance reforms for at least five years, including:</p> <ul style="list-style-type: none"> • Addition of at least one new independent director within twelve months and amendment of bylaws to require that at least three quarters of the Board be independent. • Enhancement of Board reporting on regulatory, clinical, compliance, and enterprise risk matters. • Enhancements to Board processes, including requiring regular executive sessions and continuing education. • Creation of a management-level disclosure committee, composed of the CEO, CFO, CLO, and COO, responsible for all public disclosures. • Enhancements to compliance including introducing required training on compliance and ethics and requiring company to identify a Chief Compliance Officer. • Enhancement of the Audit Committee and internal controls. 	<p>None</p>	<p>Pre-MTD</p>

Case Caption	Settlement Year	Corporate Reforms Adopted	Other Settlement Consideration	Procedural Posture
<p><i>Sciabacucchi v. Howley</i>, C.A. No. 2021-0938-LWW (Del. Ch.) (Will, V.C.)</p>	<p>2022</p>	<p>The company agreed to various corporate governance reforms, including:</p> <ul style="list-style-type: none"> • Amendments of the Compensation Committee Charter, prohibiting mid-year discretionary changes to vesting criteria for options to be awarded that same year. • Commitment to maintaining the Chairman of the Board as an independent position for at least three years. 	<p>The company will no longer pay dividend equivalent payments in cash. Rather, DEPs will be paid by reducing the exercise price of the directors' vested but unexercised options, providing an estimated \$23.8 million benefit.</p>	<p>Pre-MTD</p>
<p><i>Greater Pennsylvania Carpenters' Pension Fund v. Snap Inc.</i>, C.A. No. 2022-0679-PAF (Del. Ch.) (Fioravanti, V.C.)</p>	<p>2023</p>	<p>The company agreed to various corporate governance reforms, including:</p> <ul style="list-style-type: none"> • Appointment of a new independent director within twelve months. • Amendment of the company's Certificate of Incorporation to prohibit the Founders from conditioning approval of a liquidation event on the approval by one or more classes of Common Stock. • Amendments to the Co-Founder Agreements, including revising to a more objective condition governing declaration of any future non-voting Class A stock dividend, and requiring that any amendments favorable to the Founders be approved by all Independent Directors. • Limitation on future non-voting stock dividends, requiring unanimous approval of Independent Directors. 	<p>None</p>	<p>Pre-MTD</p>

Case Caption	Settlement Year	Corporate Reforms Adopted	Other Settlement Consideration	Procedural Posture
<p><i>Wear v. Ellison</i>, C.A. No. 2021-0839-SG (Del. Ch.) (Glasscock, V.C.)</p>	<p>2023</p>	<p>The company agreed to appoint an independent director to its board for at least three years.</p>	<p>The controlling stockholder would make a \$6 million tender offer to the company's minority stockholders and take other steps to support a valuation for the tender offer.</p>	<p>Pre-MTD</p>
<p><i>Williams v. Gowen</i>, C.A. No. 2023-0072-JTL (Del. Ch.) (Laster, V.C.)</p>	<p>2023</p>	<p>The company agreed to implement various corporate governance reforms through at least December 31, 2027, including:</p> <ul style="list-style-type: none"> • Adoption of a Director Compensation Policy, approved by the Board and publicly filed with the SEC. • Amendment of the Compensation Committee charter to require that the committee consist of at least three independent directors. • Enhancement of proxy disclosure obligations, including a limit on total compensation paid to directors based on the company's peer group, methodology for selecting and approving the peer group, recommendations of any compensation consultant, and a description of the amended director compensation program and any compensation paid outside the policy. 	<p>None</p>	<p>Pre-MTD</p>
<p><i>Alsid v. Kaye</i>, C.A. No. 2022-0966-LWW (Del. Ch.) (Will, V.C.)</p>	<p>2024</p>	<p>The company agreed to implement various corporate governance reforms for a period of five years, including:</p> <ul style="list-style-type: none"> • Adoption of a formal Non-Employee Director Compensation Policy, approved by the Board. • Limitations on director compensation, including requiring caps on compensation. • Enhancement of compensation committee oversight and the role of the outside compensation consultant. • Enhancement of proxy statement disclosure obligations. 	<p>None</p>	<p>Pre-MTD</p>

Case Caption	Settlement Year	Corporate Reforms Adopted	Other Settlement Consideration	Procedural Posture
<i>In re Myriad Genetics, Inc.</i> , C.A. No. 2021-0686-SG (Del. Ch.) (Glasscock, V.C.)	2024	The company agreed to implement and maintain corporate governance measures for at least four years, including: <ul style="list-style-type: none"> • Appointment of new director. • Adoption of a new disclosure committee charter. • Formation of a Mental Health Scientific Advisory Board relating to the company’s product and creation of chief scientific officer role. • Amendments to Audit and Finance, Compensation and Human Capital, and Research Product and Innovation committee charters and adoption of independent board chair provisions. • Enhancement of compliance efforts including creating chief compliance officer role, enhancing training programs, and revising insider trading policy. 	None	Pre-MTD

Case Caption	Settlement Year	Corporate Reforms Adopted	Other Settlement Consideration	Procedural Posture
<p><i>Witmer v. Armistice Capital LLC</i>, C.A. No. 2022-0807-MTZ (Del. Ch.) (Zurn, V.C.)</p>	<p>2024</p>	<p>The company agreed to implement and maintain corporate governance measures for at least five years, including:</p> <ul style="list-style-type: none"> • Expansion of the Board, appointment of a new independent director, and adoption of objective criteria for selecting Board candidates. • Separation of the CEO and the Chair of the Board, with the Chair position held by an independent director. • Enhancements to Board participation including mandatory training on Corporate Governance Guidelines and imitations on the number of other public company boards on which directors may serve. • Enhancement of Audit Committee oversight, including strengthening procedures for review and approval of related-party transactions, adopting best practice guidelines governing these transactions, requiring quarterly reporting to the Audit Committee regarding insider trading activity and compliance with blackout periods, and adoption of formal procedures for insider trading investigations. • Adoption of a Clawback Policy compliant with Nasdaq Rule 5608 providing for recoupment of incentive-based compensation following accounting restatements. 	<p>None</p>	<p>Pre-MTD</p>
<p><i>In re Cassava Sciences Inc. 2020 Cash Incentive Plan Derivative Litigation</i>, C.A. No. 2022-0737-MTZ (Del. Ch.) (Zurn, V.C.)</p>	<p>2024</p>	<p>The company agreed to implement and maintain corporate governance measures for at least two years, including:</p> <ul style="list-style-type: none"> • Creation of a management-level Compensation Disclosure Committee responsible for reviewing and ensuring accuracy and completeness of compensation-related disclosures in SEC filings and investor communications. • Requirement of the Compensation Committee to retain a nationally recognized compensation consultant. 	<p>The settlement included amendments to the Cash Incentive Bonus Plan that substantially restricted the payment of a multi-million dollar bonus previously earned by Defendants.</p>	<p>Pre-MTD</p>

Case Caption	Settlement Year	Corporate Reforms Adopted	Other Settlement Consideration	Procedural Posture
<i>In re Newmark Group Inc. Derivative Litigation</i> , C.A. No. 2022-0687-BWD (Del. Ch.) (David, V.C.)	2025	None	\$50 million cash payment to the company funded by the company's directors and officers insurance. ¹	N/a ²
<i>In re Nikola Corp. Derivative Litigation</i> , C.A. No. 2022-0023-KSJM (Del. Ch.) (McCormick, C.)	2025	The company did not agree to implement corporate governance reforms as it entered bankruptcy before the settlement was finalized.	\$27.45 million cash payment to the company funded by the company's directors and officers insurance, certain defendants and affiliated entities, and defendants' insurers.	Post-MTD <i>(Note: The MTD was granted in part.)</i>

¹ At issue in this case was a \$50 million bonus paid to one of the company's officers.

² Defendants did not move to dismiss the operative complaint.

Case Caption	Settlement Year	Corporate Reforms Adopted	Other Settlement Consideration	Procedural Posture
<p><i>James Harris v. Squire Junger</i>, C.A. No. 2021-0511-NAC (Del. Ch.) (Cook, V.C.)</p>	<p>2025</p>	<p>The company agreed to implement and maintain for at least three years corporate governance reforms, including:</p> <ul style="list-style-type: none"> • Addition of three new independent directors to the Board and mandatory training for directors. • Enhancement of disclosure requirements for any transactions involving the sale of the company to stockholders. • Adoption of a whistleblower policy and establishment of a whistleblower email hotline to the Audit Committee chair. • Remediation of internal control material weaknesses identified during fiscal 2020 audit. • Hiring of a public company experienced CFO, controller, and general counsel. • Reforms of the Audit Committee, including chair rotation at least every seven years and amendment of the Audit Committee charter to require review of all related party transactions and engagement of independent Delaware counsel. • Creation of a standing Related Party Transactions Committee composed solely of independent directors to review and approve or reject related party transactions. • Amendment of the controlling stockholder’s consulting agreement to permit Compensation Committee review of billing reasonableness. 	<p>\$10 million cash payment to the company to be funded by directors and officers insurance and surrender of 200,000 shares of Twin Class A Common stock.</p>	<p>Post-MTD <i>(Note: The MTD was denied.)</i></p>
<p><i>Angelo Cascia v. Colin Farmer</i>, C.A. No. 2023-0520-KSJM (Del. Ch.) (McCormick, C.)</p>	<p>2025</p>	<p>The company agreed to implement and maintain corporate governance measures, including:</p> <ul style="list-style-type: none"> • Amendment of the Voting Agreement, approved by independent directors. • Establishment and investigation by a Special Litigation Committee (SLC). 	<p>None</p>	<p>Post-MTD <i>(Note: The MTD was denied.)</i></p>

Case Caption	Settlement Year	Corporate Reforms Adopted	Other Settlement Consideration	Procedural Posture
<p><i>In re Facebook, Inc. Derivative Litigation</i>, C.A. No. 2018-0307-KSJM (Del. Ch.) (McCormick, C.)</p>	<p>2025</p>	<p>The company agreed to implement and maintain corporate governance measures, including:</p> <ul style="list-style-type: none"> • Enhancements to whistleblower program, including quarterly reporting of privacy-related whistleblower complaints to a designated Board committee. • Adoption of a standalone Director Code of Conduct. • Amendments to the Director Conflict of Interest Policy, removing Mark Zuckerberg’s decision-making authority over director conflicts and reallocating conflict review authority to the Lead Independent Director and/or the Compensation, Nominating and Governance Committee. • Enhancements to insider trading policy. 	<p>\$190 million monetary settlement, which net of attorneys’ fee award would be paid to Meta³</p>	<p>Post-MTD <i>(Note: After the motion to dismiss was denied, the parties reached agreement following the first day of trial.)</i></p>
<p><i>Barbara Strougo derivatively on behalf of Douglas Elliman, Inc. v. Howard M. Lorber, et al.</i>, C.A. No. 2025-1323-LWW (Del. Ch.) (Will, V.C.)</p>	<p>2026</p>	<p>The company agreed to implement corporate governance reforms for as long as it remains a separate, publicly traded corporation, including:</p> <ul style="list-style-type: none"> • Appointment of two additional independent directors within 180 days of final judgment. • Recommendation to stockholders of a proposal to declassify the Board, with annual director elections beginning no later than the 2027 annual meeting. • Adoption of a new Discretionary Compensation Clawback Policy. • Updates to the company’s Anti-Discrimination, Anti-Harassment & Retaliation Prevention and Workplace Violence Prevention policies, with mandatory training for employee, brokers, and agents. • Additional measures to ensure compliance with stipulation, including required oversight by Board committee and provision to plaintiff of confirmatory discovery. 	<p>\$17.5 million monetary payment to the company, funded by defendants’ insurers.</p>	<p>Pre-MTD</p>

³ This was an “all-in” settlement figure which included attorneys’ fees and expenses rather than breaking them out separately.