UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE TURQUOISE HILL RESOURCES LTD. SECURITIES LITIGATION	Case No. 1:20-cv-08585-LJL

DECLARATION OF SALVATORE J. GRAZIANO IN SUPPORT OF (I) LEAD PLAINTIFF'S MOTION FOR FINAL APPROVAL OF SETTLEMENT AND PLAN OF ALLOCATION, AND (II) LEAD COUNSEL'S MOTION FOR ATTORNEYS' FEES AND LITIGATION EXPENSES

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I, SALVATORE J. GRAZIANO, declare as follows:

1. I am a partner in the law firm of Bernstein Litowitz Berger & Grossmann LLP ("BLB&G" or "Lead Counsel"). BLB&G is counsel for Lead Plaintiff PWCM Master Fund Ltd., Pentwater Thanksgiving Fund LP, Pentwater Merger Arbitrage Master Fund Ltd., Oceana Master Fund Ltd., LMA SPC for and on behalf of the MAP 98 Segregated Portfolio, Pentwater Equity Opportunities Master Fund Ltd., and Crown Managed Accounts SPC acting for and on behalf of Crown/PW Segregated Portfolio (collectively, "Pentwater Funds," "Pentwater" or "Lead Plaintiff") and Lead Counsel for the Settlement Class in the above-captioned Action (the "Action"). I submit this declaration in support of Lead Plaintiff's Motion for Final Approval of Settlement and Plan of Allocation (the "Settlement Motion"), and Lead Counsel's Motion for Attorneys' Fees and Litigation Expenses (the "Fee Motion"). I have personal knowledge of the matters set forth herein based on my active participation in the prosecution and settlement of this action and could and would testify competently thereto.[1]

I. INTRODUCTION

2. The proposed Settlement before the Court provides for the resolution of all claims in the Action in exchange for a cash payment of $138,750,000 for the benefit of the Settlement Class. The Settlement Amount has been paid into an escrow account and is earning interest. As detailed below, the Settlement provides a significant benefit to the Settlement Class by conferring a substantial, certain, and immediate recovery while avoiding the risks of continued litigation,

[1] All capitalized terms that are not otherwise defined herein shall have the meanings provided in the Stipulation and Agreement of Settlement dated June 17, 2025 (ECF No. 469-1) (the "Stipulation"), which was entered into by and among (i) Lead Plaintiff, on behalf of itself and the Settlement Class, and (ii) Defendants Rio Tinto plc and Rio Tinto Limited (together, "Rio Tinto"), and Jean-Sébastien Jacques and Arnaud Soirat (together, the "Individual Defendants" and, with "Rio Tinto," "Defendants").

including the risk that the Settlement Class could recover nothing or less than the Settlement Amount after years of additional litigation, appeals, and delay.

3. The proposed Settlement is the result of extensive efforts by Lead Plaintiff and Lead Counsel, which included, among other things:

(i) conducting an extensive investigation into the alleged fraud, including interviewing over 70 former employees of Turquoise Hill or Rio Tinto, working with two key whistleblowers to investigate the alleged misconduct, and thoroughly reviewing all publicly available information about Turquoise Hill and Rio Tinto, including filings with the U.S. Securities and Exchange Commission ("SEC"), analyst reports, conference call transcripts, and news articles;

(ii) drafting three detailed amended complaints based on Lead Counsel's extensive factual investigation and documents obtained in discovery;

(iii) opposing two rounds of Defendants' motion to dismiss the Complaint, which included extensive briefing;

(iv) negotiating a case schedule, joint discovery plan, protective order, and ESI protocol, and preparing and responding to extensive discovery requests, including requests for the production of documents, interrogatories, and serving document subpoenas on four non-parties;

(v) reviewing and analyzing over 1.7 million pages of documents obtained from Defendants and third parties, preparing numerous memoranda, chronologies, and other work product concerning the relevant evidence to support the claims alleged;

(vi) developing a deposition plan, taking the depositions in the United Kingdom of two whistleblowers identified in the Complaint, and preparing for depositions of numerous additional fact witnesses;

(vii) litigating numerous motions to compel discovery, including concerning the scope of Defendants' document productions, the production of text and other messaging documents, Defendants' assertion of privilege, and other discovery; filing and obtaining letters of request and pursuing discovery in foreign jurisdictions through the Hague Convention;

(viii) drafting and filing Lead Plaintiff's motion for class certification, including consulting with financial economics experts who prepared a report concerning the efficient market for Turquoise Hill common stock,

defending the deposition of three representatives of Lead Plaintiff and Lead Plaintiff's two experts and deposing Defendants' expert;

(ix) working extensively with experts in the areas of the mining industry, financial economics (including loss causation, damages, and market efficiency), and the domesticity of trading in Turquoise Hill securities, as well as litigating a motion to disqualify one of Lead Plaintiff's experts;

(x) participating in two mediation sessions with Judge Phillips, an experienced mediator, which included the exchange of detailed mediation statements, and engaging in further vigorous settlement negotiations; and

(xi) drafting and negotiating a Term Sheet, the Stipulation setting out the terms of the Settlement, and related documentation.

4. As a result of these efforts, Lead Plaintiff and Lead Counsel were well informed of the strengths and weaknesses of the claims and defenses in the Action at the time they achieved the proposed Settlement. Indeed, the $138.75 million settlement represents between 34% to 43% of investors' maximum potentially recoverable damages under Lead Plaintiff's expert's analysis, notwithstanding that Defendants have vigorously denied that they made any false or misleading statements and omissions. In light of the substantial recovery and the significant continuing risks of litigation, Lead Plaintiff and Lead Counsel believe that the proposed $138,750,000 Settlement here is an excellent result for the Settlement Class.

5. The Settlement was achieved only after arm's-length negotiations between the Parties, including two mediation sessions with former U.S. District Judge, Layn R. Phillips, an experienced mediator. As described further below, the mediation process involved significant disputed issues and hard-fought, arm's-length negotiations. In advance of each mediation session, Lead Plaintiff submitted a detailed mediation statement to Judge Phillips. No agreement was reached at either session. In fact, the Parties only reached an agreement in principle to settle the Action for $138.75 million following vigorous further negotiations after the conclusion of the second mediation session.

6. Judge Phillips has submitted a declaration in support of the Settlement, which states that "the negotiations between the Parties were vigorous and conducted at arm's-length and in good faith," and "the Settlement represents a recovery and outcome that is reasonable and fair for the Settlement Class and all Parties involved." Declaration of Layn R. Phillips in Support of Lead Plaintiff's motion for Final Approval of Settlement ("Phillips Decl."), attached hereto as Exhibit 1, at ¶¶ 12, 13.

7. In addition, Lead Plaintiff is a sophisticated institutional investor that directed the prosecution of this Action and closely supervised the work of Lead Counsel, and Pentwater's representatives were actively involved in overseeing the litigation and settlement negotiations. *See* Declaration of Matthew Halbower ("Halbower Decl."), attached hereto as Exhibit 2, at ¶¶ 2-6. Lead Plaintiff fully endorses the approval of the Settlement. *Id.* ¶ 7. Pentwater's close attention to and oversight of this action, as well as its approval of the Settlement, support the reasonableness of the Settlement. In enacting the Private Securities Litigation Reform Act of 1995 (the "PSLRA"), Congress expressly intended to give control over securities class actions to sophisticated investors and noted that increasing the role of institutional investors in class actions would ultimately benefit shareholders and assist courts by improving the quality of representation in this type of case. H.R. Conf. Rep. No. 104-369, at *34 (1995), reprinted in 1995 U.S.C.C.A.N. 730, 733.

8. Lead Plaintiff and Lead Counsel believe that the Settlement is in the best interests of the Settlement Class. Due to their substantial efforts, Lead Plaintiff and Lead Counsel are well-informed of the strengths and weaknesses of the claims and defenses in the Action, and they believe that the Settlement represents an excellent outcome for the Settlement Class.

9. As discussed in further detail below, the proposed Plan of Allocation, which was developed with the assistance of Lead Plaintiff's damages expert, provides for the equitable distribution of the Net Settlement Fund to Settlement Class Members who submit Claim Forms that are approved for payment by the Court. The proposed Plan of Allocation provides for distribution to eligible claimants on a *pro rata* basis, fairly based on losses attributable to the wrongdoing alleged in the Complaint.

10. Lead Counsel worked diligently and efficiently to achieve the proposed Settlement in the face of significant risk. Lead Counsel prosecuted this case on a fully contingent basis and advanced all litigation-related expenses, and thus bore substantial risk of an unfavorable result. For its efforts in achieving the Settlement, Lead Counsel is applying for an award of attorneys' fees in the amount of 13% of the Settlement Fund, net of Litigation Expenses. The requested fee has been endorsed by Lead Plaintiff and is reasonable and well within the range of fees that courts in this Circuit and elsewhere have awarded in securities class actions and other complex class actions with comparable recoveries on a percentage basis. Moreover, the requested fee is ***less*** than Lead Counsel's lodestar (*i.e.*, the value of Lead Counsel's work based on the amount of hours worked and Lead Counsel's hourly rates as described herein). Specifically, the 13% fee sought here amounts to approximately 60% of Lead Counsel's lodestar—or, in other words, a "negative" 0.6 multiplier of the lodestar, which is below the range of multipliers typically awarded in class actions like this one with significant contingency risks.

11. Lead Counsel's Fee and Expense Application also seeks payment of Litigation Expenses incurred by Lead Counsel in connection with the institution, prosecution, and settlement of the Action.

12. For all of the reasons discussed in this Declaration and in the accompanying motions and declarations, including the quality of the result obtained and the numerous significant litigation risks discussed fully below, Lead Plaintiff and Lead Counsel respectfully submit that the Settlement and the Plan of Allocation are "fair, reasonable, and adequate" in all respects, and that the Court should approve them under Federal Rule of Civil Procedure 23(e). For similar reasons, and for the additional reasons discussed below, we respectfully submit that Lead Counsel's Fee and Expense Application is also fair and reasonable and should be approved.

II. PROSECUTION OF THE ACTION

A. Background

13. Lead Plaintiff alleges that, from July 17, 2018 through July 31, 2019, inclusive (the "Class Period"), Defendants made materially false and misleading statements concerning the development of the Oyu Tolgoi mine in Mongolia and related delays and cost overruns.

14. Lead Plaintiff alleges that the price of Turquoise Hill common stock was artificially inflated as a result of Defendants' allegedly false and misleading statements, and that the price of the stock declined when the truth was revealed through a series of partial corrective disclosures, including on February 27, 2019, July 15, 2019, and July 31, 2019. *See* Complaint (ECF No. 329), at ¶¶ 255-72. As a result of these disclosures, Turquoise Hill investors incurred losses as Turquoise Hill shares lost well over 70% of their value. *Id*. ¶ 4.

B. Appointment of Lead Plaintiff and Lead Counsel, Lead Counsel's Extensive Investigation and Filing of the Operative Complaint, and the Court's Motion to Dismiss Decisions

1. The Appointment of Lead Plaintiff and Lead Counsel

15. In October 2020, a class action alleging violations of the federal securities laws against Rio Tinto and certain of its officers was filed in the United States District Court for the Southern District of New York (the "Court"). On December 3, 2020, a second action was filed

asserting substantially the same claims under the caption *Lion v. Turquoise Hill Resources Ltd.*, No. 20-cv-10198 (S.D.N.Y. Dec. 3, 2020). On December 10, 2020, the Court consolidated the cases. ECF No. 45.

16. On December 14, 2020, the Pentwater Funds moved for appointment as Lead Plaintiff and approval of its selection of counsel. ECF Nos. 66-69.

17. Six other persons or entities filed competing motions seeking to be appointed as lead plaintiff. ECF Nos. 46, 49, 50, 55, 57, 62, 66.

18. On January 15, 2021, following briefing and oral argument, the Court appointed the Pentwater Funds as Lead Plaintiff and appointed BLB&G as Lead Counsel. ECF No. 103.

2. The Investigation and Filing of the Amended Complaint

19. Lead Counsel undertook an extensive investigation into the alleged fraud and potential claims that could be asserted by Lead Plaintiff in the Action, which began prior to the Court's appointment of Lead Plaintiff. The investigation included a careful review and analysis of, among other things: (i) documents filed publicly by Turquoise Hill and Rio Tinto with the SEC; (ii) Turquoise Hill and Rio Tinto press releases and other public statements; (iii) transcripts of Turquoise Hill and Rio Tinto investor conference calls; (iv) research reports by financial analysts and news reports concerning Turquoise Hill and Rio Tinto; (v) trading data for Turquoise Hill and related documents; (vi) other publicly available sources; (vii) consultations with relevant experts and consultants; and (viii) Lead Plaintiff's and Lead Counsel's communications with and review of documents from former employees of Turquoise Hill, Rio Tinto, and contractors who worked at the Oyu Tolgoi mine.

20. In connection with its investigation, Pentwater and Lead Counsel interviewed and were guided in their investigation by two whistleblowers—Richard Bowley and Maurice Duffy—who provided key details concerning the Defendants' alleged wrongdoing. In addition, Lead

Counsel and its in-house investigators located former employees of Turquoise Hill, Rio Tinto, and contractors who worked at the Oyu Tolgoi mine, who might have relevant information pertaining to the claims asserted in the Action. In total, this included contacting over 447 such individuals who were believed to have potentially relevant information. Lead Counsel and/or its in-house investigators spoke to over 70 of these individuals. Lead Counsel ultimately included detailed information received from 12 of these individuals in the Amended Complaint concerning the delays and cost overruns at Oyu Tolgoi.

21. In connection with the preparation of the Amended Complaint, Lead Counsel consulted with mining experts from Ammonite Resources, including G. Warfield "Skip" Hobbs and Bruce Genereaux, and later worked with John C. Barber and Malcom Brown, two experts with substantial experience in block cave mining construction and other technical aspects relevant to the underground development of the Oyu Tolgoi mine. Lead Counsel consulted with Messrs. Hobbs, Genereaux, Barber, and Brown about, among other things, technical aspects of the construction and development of Oyu Tolgoi that caused the project to become delayed and over budget.

22. Lead Counsel also consulted with Matthew Cain, Ph.D, who specializes in the application of economics, finance, statistics and valuation principles to questions that arise in a variety of context, including securities class actions. Lead Counsel consulted with Dr. Cain about, among other things, the impact of Defendants' alleged misstatements on the market price of Turquoise Hill securities and the damages suffered by Turquoise Hill shareholders.

23. Lead Counsel also consulted with Joshua Mitts, Ph.D, who specializes in financial economics, financial market structure and securities trading. Lead Counsel consulted with Dr. Mitts about, among other things, the evidence and methodology to determine whether class

members' transactions were domestic under the U.S. securities laws, what evidence supported determinations of domesticity, and methodologies for determining domesticity based on evidence common to the class.

24. On March 17, 2021, Lead Plaintiff filed and served its Amended Consolidated Complaint for Violations of the Federal Securities Laws (the "Amended Complaint") asserting claims against defendants Luke Colton, Jean-Sebastien Jacques, Brendan Lane, Ulf Quellmann, Rio Tinto International Holdings Limited, Rio Tinto Limited, Rio Tinto Plc, Arnaud Soirat, and Turquoise Hill under Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 promulgated thereunder, and against defendants Rio Tinto plc, Rio Tinto Limited, Rio Tinto International Holdings Limited, Jacques, Soirat, Quellmann, Colton, and Lane under Section 20(a) of the Exchange Act. ECF No. 110.

C. Defendants' Motions to Dismiss

25. On July 19, 2021, Defendants filed motions to dismiss the Amended Complaint. ECF Nos. 111 (Defendants Turquoise Hill, Luke Colton, Brendan Lane, and Ulf Quellmann), 114 (Defendants Rio Tinto plc, Rio Tinto Limited, Rio Tinto International Holdings Limited, Jean-Sébastien Jacques and Arnaud Soirat). On July 17, 2021, Lead Plaintiff filed its opposition to Defendants' motions to dismiss. ECF No. 122. On August 9, 2021, Lead Plaintiff sought permission to file a second amended complaint (ECF Nos. 124-25), which the Court granted on August 11, 2021 (ECF No. 126).

26. On September 16, 2021, Lead Plaintiff filed the Second Amended Consolidated Complaint for Violations of the Federal Securities Laws (the "SAC"). ECF No. 127. The SAC incorporated the additional findings of a comprehensive investigation, detailed in a 157-page report prepared by the Independent Consulting Group for the Oyu Tolgoi LLC Board's Special Committee, into the cost overruns and delays at the Oyu Tolgoi mine that corroborated Lead

Plaintiff's allegations that Defendants misrepresented the progress of the underground expansion at the mine.

27. On October 19, 2021, Defendants filed motions to dismiss the SAC. ECF Nos. 129, 132. In their motions, Defendants attacked the SAC as inadequate to plead securities fraud and argued they could not be held liable for the claims alleged. In particular, Defendants argued that:

- Lead Plaintiff failed to allege an actionable misstatement or omission, including because Defendants' disclosures were accurate because they were based on the best information available when made;
- many of the alleged misstatements were non-actionable puffery or corporate optimism, projections of future performance, and statements of opinion that cannot give rise to securities claims;
- Defendants had no affirmative duty to disclose additional information about the delays or overruns prior to October 2018 because the delays were not definitively established until they completed the reforecast project in October 2018;
- Defendants had no fraudulent intent to mislead investors because they disclosed the delays once they were known in October 2018 and disclosed additional delays and the cost overruns as they received new information throughout the alleged Class Period;
- the former employees that Lead Plaintiff relied on to establish falsity and scienter were only low-level, non-management employees who would not have known about Defendants' knowledge or states of mind, and in any event their allegations were insufficient because they, among other things, failed to show that any of the misstatements were knowingly or recklessly false when made;
- Defendants Turquoise Hill and its officers Luke Colton, Brendan Lane, and Ulf Quellmann also argued that they—as opposed to Rio Tinto and its officers—did not receive the information about delays and cost overruns allegedly contrary to their public statements and that none of their statements were actionably false and misleading; and
- the Section 20(a) claims should be dismissed for failure to plead an underlying violation.

28. On November 16, 2021, Lead Plaintiff filed its opposition to Defendants' motions to dismiss the SAC. ECF No. 135. In summary, Lead Plaintiff's opposition argued that:

- the SAC sufficiently alleged that Defendants made materially false and misleading statements, including through contemporaneous evidence of wrongdoing, including internal company emails and witness accounts;

- Defendants' statements were not non-actionable puffery, protected opinions, or protected by the safe harbor, and Defendants' projections of future performance, were actionable;

- the SAC adequately alleged Defendants' scienter, including through witness accounts that Defendants were repeatedly warned by their own consultants and employees that the underground expansion was behind schedule and over-budget by 2017;

- the SAC adequately pleaded that Turquoise Hill and its officers had access to information contrary to their challenged statements, plus motive and opportunity to commit fraud supporting scienter; and

- the SAC pleaded Section 20(a) control person claims as to all of the Individual Defendants.

29. On December 17, 2021, Defendants filed their replies in further support of their motions to dismiss the SAC. ECF No. 137-38. Defendants' reply reiterated the arguments made in their motion to dismiss and responded to the arguments in Lead Plaintiff's opposition brief.

30. On August 25, 2022, the Court held oral argument on Defendants' motions to dismiss the SAC. ECF No. 150.

31. On September 2, 2022, the Court entered its Order granting the motions to dismiss as to Defendants Quellman, Colton, Lane, Turquoise Hill, and Rio Tinto International Holdings Limited, and denied the motions to dismiss, in part, as to Defendants Rio Tinto plc, Rio Tinto Limited, Jacques, and Soirat. ECF No. 149. In particular, the Court:

- dismissed all claims against Defendants Turquoise Hill, Colton, Lane, Quellmann, and Rio Tinto International Holdings Limited; and dismissed the Section 10(b) claims against Jacques;

- sustained Section 10(b) claims against Defendants Rio Tinto plc, Rio Tinto Limited, and Soirat based on misstatements regarding Rio Tinto's risk disclosures, the October 2018 re-forecast, statements attributing delays to ground conditions, and a July 2018 statement regarding a Shaft Five ventilation system; and

- sustained the Section 20(a) control-person claims against Defendants Soirat and Jacques.

32. On October 18, 2022, Defendants Rio Tinto Limited, Rio Tinto plc, Jacques, and Soirat filed their answer to the SAC. ECF No. 179. Defendants denied all allegations against them, as well as any liability to Lead Plaintiff and the class, and asserted 37 affirmative defenses, including (among other things) that (i) Defendants did not misrepresent any alleged fact or omit any alleged fact that Defendants were under a duty to disclose; (ii) even if such misrepresentations and were made, they were not material to the investment decisions of a reasonable investor; and (iii) there was no loss causation or damages.

D. Discovery Following Court's Decision on the SAC

33. Following the Court's decision on the motion to dismiss the SAC, the Court scheduled an initial pre-trial conference and directed the parties to submit a proposed Case Management Plan and Scheduling Order. ECF No. 152.

34. The Parties immediately began to negotiate several matters set forth in their proposed Case Management Plan and Scheduling Order and accompanying Addendum, which were filed on January 13, 2023. ECF Nos. 200, 201. Following an initial case management conference on January 20, 2023, the Court endorsed the Parties' proposed discovery plan in the Case Management Plan and Scheduling Order and Addendum. ECF Nos. 202, 203. Pursuant to the so-ordered discovery plan, the Parties negotiated for each side to serve up to 35 interrogatories and take up to 30 depositions. ECF No. 203.

35. The Parties also negotiated a protective order governing the treatment of documents and other information produced in discovery and protocols for the production of electronically stored information ("ESI"). The Parties submitted the proposed protective order to the Court on February 24, 2023 (ECF No. 217), which the Court entered the same day (ECF Nos. 218). The

Parties submitted the proposed ESI order to the Court on March 24, 2023 (ECF No. 238), which the Court entered on March 27, 2023 (ECF Nos. 239).

36. Before they had even submitted their proposed discovery schedule to the Court, the Parties conducted substantial document discovery. On November 11, 2022, the Parties exchanged Initial Disclosures pursuant to Rules 26 and 23 of the Federal Rules of Civil Procedure. Due in part to Lead Plaintiff's extensive investigation into the claims alleged in the Complaint, at the very outset of discovery, Lead Plaintiff was able to identify 78 current and former Turquoise Hill and/or Rio Tinto employees and agents who Lead Plaintiff believed were likely to have discoverable information concerning the allegations in the Complaint. By contrast, Defendants did not identify any witnesses beyond the named Defendants, thus requiring Lead Plaintiff to conduct extensive additional discovery to identify relevant individuals and documents.

37. On November 18, 2022, Lead Plaintiff served its first requests for the production of documents on Defendants. Lead Plaintiff requested that Defendants produce documents concerning, among other things, the delays and cost overruns at Oyu Tolgoi. On the same day, Lead Plaintiff also served its first set of interrogatories on Defendants. Lead Plaintiff's initial interrogatories focused on identifying additional custodians and all custodial locations of documents and communications responsive to Lead Plaintiff's first set of requests for production of documents, including email, messaging, chat, shared drives, and other electronic storage locations. Likewise, Lead Plaintiff's interrogatories requested all "noncustodial" locations of electronic or hard-copy materials that may contain responsive documents.

38. On January 13, 2023, Defendants served their responses and objections to Lead Plaintiff's first requests for production. Defendants also served responses and objections to Lead Plaintiff's first set of interrogatories, refusing to provide answers to many of them.

39. In the months that followed, Lead Counsel engaged in numerous meet-and-confers and extensive negotiations with Defendants' counsel over the scope and adequacy of Defendants' discovery responses, including relating to search terms to be used, custodians whose documents should be searched, the types of documents that should be searched, the applicable timeframe, and other parameters.

40. In connection with these and other discovery negotiations, the Parties had several significant discovery disputes, including regarding the identity and number of Defendants' document custodians. Defendants refused to produce documents from the custodial files of several current and former Rio Tinto and Turquoise Hill employees. Defendants also sought to limit their production of documents and materials to a shorter time period than Lead Plaintiff requested in its discovery requests. The Parties' disputes concerning the scope of document discovery were discussed in numerous meet-and-confers and letters.

41. While the Parties were able to reach agreement on certain issues, Lead Plaintiff was required to bring several others to the Court for resolution. For example, on July 25, 2023, Lead Plaintiff moved to compel Defendants to produce documents for the full relevant time period in Lead Plaintiff's discovery request and add additional document custodians. ECF No. 275. On July 28, 2023, the Court granted in part Lead Plaintiff's motion to compel, requiring Defendants to produce documents from several important document custodians and spanning a longer time period than Defendants had previously agreed to produce. ECF No. 279.

42. As a result of Lead Plaintiff's discovery efforts, Defendants produced over 355,000 documents in response to Lead Plaintiff's discovery requests as of December 2023.

43. On December 15, 2023, Lead Plaintiff moved for leave to file a third amended complaint based on the discovery Defendants had produced, and attached that proposed complaint

to its motion. ECF No. 305. On January 8, 2024, the Court granted Lead Plaintiff's motion for leave to file a third amended complaint. ECF No. 314. On January 22, 2024, Defendants moved the Court to reconsider this order. ECF No. 320. Lead Plaintiff filed its opposition to that reconsideration motion on February 5, 2024 (ECF No. 323) and Defendants filed their reply on February 12, 2024 (ECF No. 324). On February 21, 2024, the Court granted in part and denied in part Defendants' motion for reconsideration and directed Lead Plaintiff to re-file the third amended complaint in accordance with its rulings (ECF No. 325), and filed an amended version of that order on February 26, 2024 (ECF No. 328).

44. On February 28, 2024, Lead Plaintiff filed the operative Third Amended Consolidated Complaint ("TAC" or "Complaint") in accordance with the Court's February 26, 2024 order. ECF No. 329. The TAC included additional allegations that, among other things, sought to revive certain claims that the Court had dismissed in its order on Defendants' earlier motions to dismiss the SAC.

E. Defendants' Motion to Dismiss the TAC

45. On March 22, 2024, Defendants filed their motion to dismiss the TAC. ECF No. 332. In particular, Defendants argued:

- the proposed TAC failed to allege that Defendant Jacques intended to defraud investors as required to revive Section 10(b) claims against Jacques; and
- the new allegations regarding misstatements of the timing of the first drawbell blast were not sufficient to state a Section 10(b) claim.

46. On April 22, 2024, Lead Plaintiff filed its opposition to that motion. ECF No. 336. In particular, Lead Plaintiff's opposition argued:

- the TAC's additional allegations amply pled scienter for Defendant Jacques, including through facts showing Jacques was continually informed of the project's status by internal Rio Tinto experts well before the Class Period stated in July 2018; and

- the TAC included allegations based on documents produced in discovery showing that Defendants' statements regarding the timing of the first drawbell blast were false when made because they were based on a drawbell resequencing strategy that Rio Tinto's Geotechnical Review Board had rejected shortly before the statements were made.

47. On May 13, 2024, Defendants filed their reply in further support of the motion. ECF No. 341. Defendants' reply reiterated the arguments made in their motion to dismiss and responded to the arguments in Lead Plaintiff's opposition brief.

48. On November 7, 2024, the Court entered an order granting in part and denying in part Defendants' motion to dismiss the TAC. ECF No. 356. In particular, the Court:

- sustained Section 10(b) claims against Defendant Jacques for a portion of the Class Period; and

- dismissed the new claims to the extent premised on Defendants' misstatements regarding the timing of the first drawbell blast.

49. Defendants filed their answer to the TAC on December 20, 2024. ECF No. 411. Defendants again strongly denied all allegations against them, as well as any liability to Lead Plaintiff and the class, and asserted 37 affirmative defenses, including (among other things) that (i) Defendants did not misrepresent any alleged fact or omit any alleged fact that Defendants were under a duty to disclose; (ii) even if such misrepresentations and were made, they were not material to the investment decisions of a reasonable investor; and (iii) there was no loss causation or damages.

F. Discovery Following the Court's Decision on the TAC

1. The Pursuit of Extensive Document and Written Discovery from Defendants and Third Parties

50. Following the Court's order on the TAC, the Court entered a discovery schedule on November 26, 2024. ECF No. 374. Lead Counsel engaged in numerous meet-and-confers and extensive negotiations with Defendants' counsel over the scope of document discovery, including

relating to search terms to be used, the inclusion of text and similar messaging documents in custodial searches, and other parameters.

51. In connection with these and other discovery negotiations, the Parties had several significant discovery disputes. For example, Defendants refused to run Lead Plaintiff's requested search terms and to search and produce certain custodians' text and similar messages. The Parties' disputes on these and other discovery issues were discussed in multiple meet-and-confers and letters following the Court's entry of the November 26, 2024 scheduling order.

52. On December 2, 2024, Lead Plaintiff filed motions to compel Defendants to run Lead Plaintiff's requested search terms to identify responsive documents (ECF No. 378) and search and produce text and similar messages from additional Defendant document custodians (ECF No. 375). In response, Defendants agreed to run Lead Plaintiff's search terms, and agreed to search and produce messaging documents from Defendants Jacques and Soirat, while opposing Lead Plaintiff's motion to compel other messaging document custodians. On January 3, 2025, the Court granted Lead Plaintiff's motion to compel concerning the messaging documents, permitting Lead Plaintiff to select multiple additional document custodians whose messaging documents Defendants were required to search and produce. ECF No. 421.

53. Ultimately, after extensive negotiations, numerous meet-and-confers, and, in certain instances, bringing discovery disputes to the Court, Lead Plaintiff succeeded in obtaining a large volume of documentary evidence from Defendants, including important employees of Rio Tinto and Turquoise Hill. These were significant victories for Lead Plaintiff and a direct result of Lead Plaintiff's diligence in discovery.

54. However, Lead Plaintiff uncovered that certain text and other messages—including those of Defendants Soirat and Jacques—may have not been preserved. Lead Plaintiff conducted

extensive investigation to uncover this failure to preserve these documents, including through the review of other evidence of Defendants' communications and numerous follow-up requests and meet-and-confer discussions with Defendants. Lead Plaintiff also served Defendants with a notice to conduct a deposition of a corporate representative to ascertain additional information concerning Defendants' failure to preserve evidence, which Defendants refused. On April 22, 2025, Lead Plaintiff moved to compel this deposition with the Court, and that motion was pending at the time the Parties reached a settlement. ECF No. 447.

55. The Parties also had several discovery disputes related to Defendants' withholding of documents as privileged. Lead Plaintiff challenged Defendants' privilege logs and assertions of privilege over tens of thousands of documents through numerous meet-and-confer discussions and letters. On April 23, 2025, Lead Plaintiff moved to compel Defendants to produce many of the documents they withheld on the ground that these materials were not privileged. That motion also remained pending when the Parties reached a settlement. ECF No. 450.

56. In total, Defendants produced a total of 434,112 documents consisting of more than more than 1.7 million pages of documents to Lead Plaintiff. As Lead Counsel received documents, it reviewed and analyzed those documents through regular team meetings, running targeted searches aimed at locating the most relevant documents, analyzing the document trail on several key issues, and creating timelines of events and memoranda concerning key themes germane to the case. The magnitude and complexity of the documents was substantial, and included, among other things, emails, text messages, presentations, internal financial analyses, and board materials.

2. Lead Plaintiff's Review of Defendants' and Third Parties' Documents and Other Materials

57. As part of its discovery efforts, Lead Counsel assembled a team of staff attorneys, including many lawyers who have worked with Lead Counsel for years and have substantial

experience on other significant class actions. Their biographies, along with those of all lawyers who worked on this case, are attached hereto in Exhibit 7. As explained below, this team was integral in helping Lead Counsel review and analyze the documentary record, assist expert witnesses, and compile the strongest evidentiary support for Lead Plaintiff's claims.

58. Throughout this process, Lead Counsel ensured that the review and analysis of documents was conducted efficiently. Lead Counsel eschewed a "linear" review, whereby Lead Plaintiff's review team would attempt to review each and every document Defendants and third parties produced. Instead, Lead Plaintiff constructed a highly focused process by creating searches to identify documents likely to be related to key themes that were relevant to specific claims at issue in the case. Lead Plaintiff developed this process by closely reviewing notes from its investigation and numerous other materials, such as information provided by Defendants in their interrogatory responses and during the course of meet-and-confers and information provided by Lead Plaintiff's experts. Lead Plaintiff further continuously updated the search protocols as it discovered more information throughout the course of discovery. Thus, Lead Plaintiff took significant steps to ensure that its review of materials produced in this litigation was highly focused and efficient and would not waste time or other resources.

59. As part of this process, Lead Counsel reviewed, analyzed, and categorized the documents in the case's electronic database. Before beginning, Lead Counsel developed a review protocol, issue "tags," and guidelines for identifying "hot" documents, as well as a written manual with guidelines for the review and "coding" of documents. Using these tools, Lead Counsel tasked its attorneys with reviewing documents, with the documents most likely to be "hot" put into prioritized batches for review. Lead Counsel's review and analysis of those documents included substantive analytical determinations as to the importance and relevance of each document—

including whether each document was "hot," "highly relevant," "relevant," or "irrelevant." For important case documents, attorneys documented their substantive analysis of the documents' relevance and import by making notations on the document review system, explaining what portions of the documents were important, how they related to the issues in the case, and why the attorney believed that information to be significant. Attorneys also "tagged" the specific issues that were involved in each document, such as cost-overruns, delays, and documents specific to key individual Rio Tinto employees whom Lead Plaintiff sought to depose in discovery.

60. Throughout its review, Lead Counsel also analyzed the adequacy and scope of the document productions by Defendants and third parties. For example, attorneys reviewed privilege redactions and entries in Defendants' privilege logs to assess whether Defendants redacted or withheld potentially non-privileged information. Lead Counsel also reviewed the productions to determine whether they substantively tracked what had been agreed to be produced in response to document requests. Where Lead Counsel identified deficiencies in a document production, Lead Counsel challenged Defendants or the producing party to set forth the basis for privilege or otherwise address and correct the deficiency.

61. In addition to regular communications that occurred throughout the review process, attorneys who primarily focused on the document review participated in at least weekly meetings with the full litigation team. In advance of these meetings, "hot" documents and documents that raised questions for discussion that had recently been reviewed and analyzed were compiled and circulated to the broader team. At the meetings, Lead Counsel discussed those documents, including the reasons they were identified as "hot," attorneys asked questions and discussed similar documents that had been reviewed, and the team generated ideas for research projects and work product following up on open issues. These efforts ensured that the entire litigation team learned

of and understood the documentary evidence being developed, provided an opportunity for Lead Counsel to further refine its legal and factual theories, focused the document-review team on developing other supporting evidence, and enabled Lead Counsel to ensure that documents were reviewed consistently. Lead Counsel also often conducted follow-up research and drafted analyses concerning topics of interest that arose at these meetings. In total, Lead Counsel's team research concerned dozens of discrete issues, including in-depth analyses concerning, among other things, the source of the delays and cost-overruns at Oyu Tolgoi, the timing of Rio Tinto and Turquoise Hill executives' becoming aware of these issues, and their internal discussions concerning the disclosure of these issues.

62. Further, Lead Counsel prepared chronologies of events, and maintained repositories of key documents organized by issue, which it continually updated and refined as the team's knowledge of issues expanded. This step enabled attorneys to quickly and efficiently access critical documents necessary to prepare for depositions.

63. At the outset of Lead Counsel's document review efforts, Lead Counsel determined that it would be most efficient to utilize in-house litigation support resources at BLB&G, which provided a far more cost-effective document review platform than those provided by third-party vendors, as well as an algorithm-based "technology-assisted review" ("TAR") (also known as "predictive coding"). The reviewing team initially used keywords, phrases, and name searches to aid in reviewing the documents that were most likely to be relevant. As additional productions were received, the coding of these initial documents helped the predictive modeling program to prioritize the order of the documents to be reviewed. The TAR software enabled Lead Counsel to streamline the review by "learning" the coding of documents as they were reviewed and applying that information to subsequently prioritize further review. While Lead Counsel could not rely on

this algorithm to identify all of the necessary documents to prosecute this Action, it used the algorithm to further streamline its review and to prioritize the review of documents most likely to be relevant to the claims at issue in the case.

3. Defendants' Written Discovery Requests to Lead Plaintiff

64. Defendants served their first set of document requests to Lead Plaintiff, comprising 28 document requests, on November 18, 2022. Lead Plaintiff responded and objected to those requests on January 13, 2023. In connection with Defendants' document requests, Lead Plaintiff engaged in extensive meet-and-confers and exchanged correspondence with Defendants to discuss the scope of Lead Plaintiff's responsive document production.

65. Despite significant disagreements on the scope of Lead Plaintiff's responsive document production, Lead Plaintiff immediately began gathering potentially relevant and responsive materials in order to meet discovery deadlines, including for the substantial completion of document production. While negotiating the scope of Lead Plaintiff's document production with Defendants, Lead Counsel worked with Pentwater to gather these potentially relevant and responsive materials and conducted a robust collection. Lead Counsel then reviewed those documents carefully to ensure the production of responsive, non-privileged materials. After this review, Lead Counsel subsequently produced the relevant, responsive, nonprivileged documents in Lead Plaintiff's possession.

66. Lead Plaintiff made 12 productions of documents to Defendants from May 12, 2023 through December 20, 2024. In total, Lead Plaintiff produced over 371,000 pages of documents to Defendants.

67. Defendants served their first set of interrogatories to Lead Plaintiff on November 18, 2022. Lead Plaintiff responded and objected to those interrogatories on January 13, 2023.

68. On January 14, 2025, Defendants served their second set of interrogatories to Lead Plaintiff. On February 20, 2025, Lead Plaintiff responded and objected to that set of interrogatories.

69. On March 28, 2025, Defendants served their third set of interrogatories to Lead Plaintiff. On April 28, 2025, Lead Plaintiff responded and objected to that set of interrogatories. The Parties met and conferred over the scope of Lead Plaintiff's interrogatory responses throughout discovery.

4. Analysis of Document Discovery and Preparation of Deposition Plan

70. The Parties reached a settlement in principle shortly after Lead Plaintiff's first fact depositions. Up to that point, however, Lead Plaintiff had prepared extensively for depositions in the case. Indeed, Lead Plaintiff had prepared a full deposition program, including an order of deponents and schedule, had secured dates for certain depositions, and were in the process of negotiating dates for others with Defendants. To build an efficient and effective deposition program, Lead Counsel constructed "key players" lists compiled from various sources, including: (i) its investigation in connection with preparing the complaints; (ii) document searches, including analyses of hot documents; and (iii) Defendants' interrogatory responses.

71. Once deponents were identified, effectively preparing for depositions required that Lead Counsel devote substantial time, effort, and resources.

72. One of Lead Counsel's most significant projects in preparation for the depositions—both in terms of time and effort as well as substantive importance—was the preparation of detailed "deposition kits." These kits typically consisted of dozens of documents with an index summary. The kits also included a detailed memorandum analyzing those documents and the witness's background, likely areas of knowledge, and role in the events at issue in the case. In addition, as noted above, the attorney team prepared analyses and chronologies

concerning several key issues in the case, which were used to prepare for the depositions of each witness who was involved with that issue.

73. Lead Counsel prepared deposition kits for numerous fact witnesses in anticipation of their depositions. Preparing deposition kits required a comprehensive, deep dive into each witness's associated materials, including their: (i) custodial documents, i.e., documents the deponent drafted, received, or maintained in their files; (ii) role in the events at issue, including with respect to information in relevant documents they may not have personally reviewed; (iii) prior relevant testimony or interviews; and (iv) information gleaned from public searches. The preparation of each kit required the analysis of myriad documents in the particular context of each witness, as well as the exercise of professional judgment in narrowing down which documents to present to that deponent. As the kits were prepared and refined, the attorneys preparing to take the depositions worked closely with the attorneys tasked with creating the relevant kits.

74. In late March and early April 2025, the Parties conducted depositions of two key non-party fact witnesses—whistleblowers Richard Bowley and Maurice Duffy—over the course of four days in the United Kingdom. In addition, 15 other depositions had been scheduled (or were pending) at the time the Parties reach an agreement to settle, including one that was scheduled for May 2, 2025, the day after the Parties reached their agreement on financial terms. Specifically, Lead Plaintiff had noticed the depositions of the following witnesses, and had taken or were preparing to take these depositions when the Parties reached their agreement:

i. Maurice Duffy (taken March 26-27, 2025)

ii. Richard Bowley (taken April 1-2, 2025)

iii. Greg Field (scheduled for May 2, 2025)

iv. Donna Rathbone (May 13, 2025)

v. Rosemary Fagen (May 15, 2025)

vi. Chris Aitchison (May 20, 2025)

vii. Armando Torres (May 22, 2025)

viii. Andrew Stokes (May 27, 2025)

ix. Bold Baatar (May 2025)

x. Adam Kent (June/July 2025)

xi. Craig Kinnell (June/July 2025)

xii. Marco Pires (June/July 2025)

xiii. Grant Brinkmann (letters rogatory for deposition issued and subject to scheduling based on pending judicial requests in Australia)

xiv. Munkhbileg Enkh-Amgalan (letters rogatory for deposition issued and subject to scheduling based on pending judicial requests in Australia)

xv. Morgan Aspin (letters rogatory for deposition issued and subject to scheduling based on pending judicial requests in Australia)

xvi. Mohammad Khishvand (letters rogatory for deposition issued and subject to scheduling based on pending judicial requests in Australia)

xvii. Russell Brenchley (letters rogatory for deposition issued and subject to scheduling based on pending judicial requests in Australia)

75. Lead Plaintiff had also notified Defendants that it would depose the following 16 individuals, and at the time of the agreement to settle, the Parties were in the process of negotiating dates for their depositions:

i. Steven Cox

ii. Zane Dempsey

iii. Craig Stegman

iv. Jo-Anne Dudley

v. Ulf Quellmann

vi. Simone Niven

vii. Peter Cunningham

viii. Jay Bastain

ix. Andrew Chuk

x. Munkhtushig Dul

xi. Stephen McIntosh

xii. Jakob Stausholm

xiii. Arshad Sayed

xiv. David Joyce

xv. Arnaud Soirat

xvi. Jean Sebastian Jacques

5. Expert Discovery

76. Lead Plaintiff also undertook extensive work with experts in connection with its prosecution of the case. Lead Counsel worked with its experts closely throughout each step of expert discovery to analyze the strengths and weaknesses of the case. This process involved careful analysis of the documents produced by Defendants and third parties, as well as critical and strategic thinking about how best to use the evidence gathered throughout discovery to survive summary judgment and prove Lead Plaintiff's claims at trial.

77. As described above, in connection with investigating the claims asserted in the Complaint, Lead Counsel consulted with numerous experts, including John Barber and Malcolm Brown, who provided expertise in mining relevant to the delays and cost-overruns at Oyu Tolgoi. Lead Counsel also consulted with Matt Cain, who provided analysis on market efficiency, loss causation, and damages and Joshua Mitts, who analyzed the domesticity of trades by Turquoise Hill shareholders.

78. Following numerous meet and confers and discussions with Defendants, Lead Plaintiff also litigated and successfully opposed a motion filed by Defendants to disqualify Mr.

Barber, who Defendants argued was conflicted because of prior work he had performed in connection with the Oyu Tolgoi mine. ECF Nos. 345-349, 363-368, 403-404, 425.

G. Lead Plaintiff's Motion for Class Certification and Modification of the Scheduling Order

79. On December 23, 2024, Lead Plaintiff filed its motion for class certification and appointment of class representative and class counsel, requesting that the Court certify a class comprising all persons and entities who purchased or otherwise acquired Turquoise Hill securities during the period from July 17, 2018 through July 31, 2019, inclusive and were damaged thereby. ECF Nos. 415-418. Lead Plaintiff's motion was supported by the expert report of Matt Cain, who opined that the market for Turquoise Hill securities was efficient throughout the Class Period, and that damages for class members could be calculated through a common methodology. ECF No. 417-1. Lead Plaintiff also submitted an expert report of Joshua Mitts, who opined that the vast majority of trades of Turquoise Hill stock were domestic for purposes of the United States securities laws, and the domesticity of class members' trades could be determined through a common methodology. ECF No. 417-2.

80. In connection with their opposition to Lead Plaintiff's class certification motion, Defendants deposed numerous witnesses from Pentwater, including Matthew Halbower (for two days, including one as a party representative pursuant to Fed. R. Civ. P. 30(b)(6)), Roman Kusnetsov, and Michael O'Connor. Defendants also deposed Lead Plaintiff's experts Matt Cain and Joshua Mitts. Lead Counsel reviewed Pentwater's documents, prepared these individuals for their depositions, and defended the depositions, which occurred throughout February and March 2025.

81. On April 3, 2025, Defendants opposed Lead Plaintiff's motion for class certification, including reports of Dr. Allen Ferrell on market efficiency and damages

methodology, and Brandon Becker on trade domesticity issues. ECF Nos. 445, 446. Defendants argued that Pentwater was subject to unique defenses and thus failed to meet the typical and adequacy requirements of Rule 23(a) of the Federal Rules of Civil Procedure. Among other things, Defendants argued that they had rebutted the *Basic* presumption of reliance because Pentwater was privy to non-public information not possessed by other class members. Defendants also argued that Lead Plaintiff was not an adequate class representative because, among other things, Pentwater purportedly did not preserve information relating to audio recordings pertaining to its investigation of the Oyu Tolgoi project. Defendants also argued that the class could not be certified because Lead Plaintiff had not established a method for determining whether class members satisfied the domesticity requirement under *Morrison v. National Australia Bank Ltd.*, 561 U.S. 247 (2010) on a class-wide basis due to the fact that Turquoise Hill shares traded on both United States and Canadian exchanges.

82. In preparation for submission of its reply in further support of class certification, Lead Plaintiff devoted considerable time to researching and analyzing Defendants' arguments in opposition to class certification. Lead Plaintiff also deposed Defendants' market efficiency expert, Dr. Allen Farrell, and had prepared to and were about to begin the deposition of Defendants' trade domesticity expert, Brandon Becker, on the day that the Parties reached the settlement.

83. In light of the Parties' settlement negotiations, the Parties agreed to an extension of time for Lead Plaintiff to file its reply in further support of class certification, and the Parties ultimately finalized the settlement terms and documentation before the reply was filed.

H. Mediation and Settlement

84. On February 5, 2025, the Parties engaged in a private mediation session before Hon. Layn Phillips (the "Mediator"), a highly experienced mediator. In advance of that session, the Parties exchanged and submitted detailed mediation statements and supporting exhibits to the

Mediator. Pentwater's representatives, including its founder and CEO Matthew Halbower and Portfolio Manager Michael O'Connor, attended the mediation and participated throughout the mediation process. The Parties did not reach a resolution at that time but agreed to continue settlement discussions.

85. Following the first mediation session, the Parties continued to engage in discovery, as described above, in which Lead Plaintiff vigorously pursued additional document productions from Defendants, including through motions to compel discovery. ECF Nos. 447, 451. The Parties also conducted several depositions, including Defendants' depositions of Lead Plaintiff's two experts who submitted reports in support of Lead Plaintiff's class certification motion, four depositions of Lead Plaintiff's fact witnesses in connection with the class certification motion. As noted above, the Parties also conducted depositions of two non-party fact witnesses—whistleblowers Richard Bowley and Maurice Duffy—over the course of four days in the U.K.

86. On April 25, 2025, the Parties attended a second in-person mediation session with Judge Phillips. In advance of that mediation session, Lead Plaintiff submitted a detailed supplemental mediation statement to Defendants and the Mediator, and included supporting exhibits compiled from documents produced in the course of discovery. Lead Plaintiff's representatives, including Matthew Halbower and Michael O'Connor, attended and participated in the negotiations at the mediation session. The negotiations were extremely hard fought, and no agreement was reached during the formal mediation session that day.

87. In fact, it was only during further settlement discussions, which continued into the following week after the conclusion of the formal mediation session, that the Parties reached an agreement in principle on May 1, 2025 to settle the Action for $138,750,000.

88. The agreement's terms were memorialized in a term sheet dated May 14, 2025 (the "Term Sheet"). The Term Sheet set forth, among other things, the Parties' agreement to settle and release all claims against Defendants and Defendants' Releasees (defined below) in return for a cash payment of $138,750,000 by or on behalf of Defendants for the benefit of the Settlement Class, subject to certain terms and conditions and the execution of a customary "long form" stipulation and agreement of settlement and related papers.

89. Following the execution of the Term Sheet, the Parties negotiated the final terms of the Settlement and drafted the Stipulation and Agreement of Settlement and related settlement papers. On June 17, 2025, the Parties executed the Stipulation, which embodies the final and binding agreement to settle the Action. *See* ECF No. 469-1. On June 18, 2025, Lead Plaintiff submitted the Parties' Stipulation to the Court as part of its motion for preliminary approval of the Settlement. ECF Nos. 469-471.

90. On June 26, 2025, the Court entered its Order Preliminarily Approving Settlement and Authorizing Dissemination of Notice of Settlement (ECF No. 474) ("Preliminary Approval Order"), which, among other things: (1) preliminarily approved the Settlement; (2) approved the form of Notice, Summary Notice, and Claim Form, and authorized notice of the Settlement to be given to potential Settlement Class Members through mailing of the Notice and Claim Form, posting the Notice and Claim Form on a Settlement website, and publication of the Summary Notice in *The Wall Street Journal* and over the *PR Newswire*; (3) established procedures and deadlines by which Settlement Class Members could participate in the Settlement, request exclusion from the Settlement Class, or object to the Settlement, the proposed Plan of Allocation, and/or the fee and expense application; and (4) set a schedule for the filing of opening papers and reply papers in support of the proposed Settlement, Plan of Allocation, and the Fee and Expense

Application. The Preliminary Approval Order also scheduled the Settlement Hearing for October 15, 2025 at 10:30 a.m. to determine, among other things, whether the Settlement should be finally approved.

III. RISKS OF CONTINUED LITIGATION

91. The Settlement provides an immediate and certain benefit to the Settlement Class in the form of a $138,750,000 million cash payment. Lead Plaintiff and Lead Counsel believe that the proposed Settlement is an excellent result for the Settlement Class.

92. As explained below, Lead Plaintiff faced significant risks with respect to proving liability and recovering full damages in this case. To prevail in this case, Lead Plaintiff had the burden to convince a unanimous jury by a preponderance of the evidence of each of the elements of its claims, including that (i) Defendants made misstatements; (ii) the misstatements were material; (iii) the misstatements were made with scienter (i.e., knowingly or with deliberate recklessness); (iv) investors relied upon the misstatements; and (v) Defendants' alleged fraud caused investors' losses.

93. Moreover, absent a settlement, Lead Plaintiff would still need to prevail at several additional stages of the litigation, including defeating Defendants' opposition to Lead Plaintiff's motion for class certification, Defendants' anticipated motion for summary judgment, at trial, and on appeal. At each of these stages, Lead Plaintiff would have faced significant risks related to establishing liability and damages, including, among other things, overcoming Defendants' falsity, scienter, and loss causation challenges. Even after any trial, Lead Plaintiff would have faced post-trial motions, including a potential motion for judgment as a matter of law, as well as further appeals that might have prevented Lead Plaintiff from successfully obtaining a recovery for the Settlement Class.

94. The Settlement Amount—$138,750,000 million in cash, plus interest—represents a significant recovery for the Settlement Class. As discussed below, it also represents a significant portion of the recoverable damages in the Action as determined by Lead Plaintiff's damages expert—particularly after considering Defendants' substantial arguments with respect to liability and damages. These arguments created a significant risk that, after years of protracted litigation, Lead Plaintiff and the Settlement Class would have achieved no recovery at all, or a smaller recovery than the Settlement Amount.

A. General Risks in Prosecuting Securities Class Actions

95. In recent years, securities class actions have become riskier and more difficult to prove given changes in the law, including numerous United States Supreme Court decisions. For example, data from Cornerstone Research show that more than half of all securities class actions filed in each year from 2015 and 2020 were dismissed. See CORNERSTONE RESEARCH, SECURITIES CLASS ACTION FILINGS: 2024 YEAR IN REVIEW (2025), attached hereto as Exhibit 3, at 16.

96. Even when they have survived motions to dismiss, securities class actions can be defeated either at the class certification stage, in connection with *Daubert* motions, or at summary judgment. For example, class certification has been denied in numerous cases in recent years. *See, e.g.*, *In re Finisar Corp. Sec. Litig.*, 2017 WL 6026244 (N.D. Cal. Dec. 5, 2017), *reconsideration denied*, 2018 WL 3472334 (N.D. Cal. Jan. 18, 2018), *and leave to appeal denied*, *Oklahoma Firefighters Pension & Ret. Sys. v. Finisar Corp.*, 2018 WL 3472714 (9th Cir. July 13, 2018); *Gordon v. Sonar Cap. Mgmt. LLC*, 92 F. Supp. 3d 193 (S.D.N.Y. Mar. 19, 2015); *Sicav v. James Jun Wang*, 2015 WL 268855 (S.D.N.Y. Jan. 21, 2015); *IBEW Local 90 Pension Fund v. Deutsche Bank AG*, 2013 WL 5815472 (S.D.N.Y. Oct. 29, 2013); *George v. China Auto. Sys., Inc.*, 2013 WL 3357170 (S.D.N.Y. July 3, 2013); *Colman v. Theranos, Inc.*, 325 F.R.D. 629, 651 (N.D. Cal.

2018); *Smyth v. China Agritech, Inc*., 2013 WL 12136605 (C.D. Cal. Sept. 26, 2013); *In re STEC Inc. Sec. Litig.*, 2012 WL 6965372 (C.D. Cal. Mar. 7, 2012).

97. Multiple securities class actions also recently have been dismissed at the summary judgment stage, and the Court noted the risks to Lead Plaintiff's claims at summary judgment here. *See, e.g.*, *In re Turquoise Hill Res. Ltd.*, 2024 WL 4711185, at *14 & n.11 (S.D.N.Y. Nov. 7, 2024); *see also Homyk v. ChemoCentryx, Inc*., 2025 WL 2505483, at *1 (N.D. Cal. Aug. 15, 2025) (granting summary judgment after approximately four years of litigation); *Holwill v. AbbVie Inc.*, 2025 WL 1908156, at *23 (N.D. Ill. July 10, 2025) (granting summary judgment after seven years of litigation); *In re Mylan N.V. Sec. Litig.*, 2023 WL 2711552 (S.D.N.Y. Mar. 30, 2023) (granting summary judgment after approximately six years of litigation); *In re Allergan PLC Sec. Litig.*, 2022 WL 17584155 (S.D.N.Y. Dec. 12, 2022) (granting summary judgment after approximately four years of litigation); *Murphy v. Precision Castparts Corp.*, 2021 WL 2080016, at *6 (D. Or. May 24, 2021) (granting summary judgment after approximately five years of litigation); *In re Retek Inc. Sec. Litig.*, 621 F. Supp. 2d 690 (D. Minn. 2009) (granting summary judgment on loss causation grounds after seven years of litigation); *In re Barclays Bank PLC Sec. Litig.*, 2017 WL 4082305 (S.D.N.Y. September 13, 2017) (summary judgment granted after eight years of litigation); *In re Omnicom Grp., Inc. Sec. Litig.*, 541 F. Supp. 2d 546, 554-55 (S.D.N.Y. 2008), *aff'd*, 597 F.3d 501 (2d Cir. 2010) (summary judgment granted after six years of litigation); *see also In re Xerox Corp. Sec. Litig.*, 935 F. Supp. 2d 448 (D. Conn. 2013), *aff'd*, 766 F.3d 172 (2d Cir. 2014); *Fosbre v. Las Vegas Sands Corp.*, 2017 WL 55878 (D. Nev. Jan. 3, 2017), *aff'd sub nom., Pompano Beach Police & Firefighters' Ret. Sys. v. Las Vegas Sands Corp.*, 732 F. App'x 543 (9th Cir. 2018); *Perrin v. Sw. Water Co.*, 2014 WL 10979865 (C.D. Cal. July 2, 2014); *In re Novatel Wireless Sec. Litig.*, 830 F. Supp. 2d 996, 1015 (S.D. Cal. 2011); *In re Oracle Corp. Sec.*

Litig., 2009 WL 1709050 (N.D. Cal. June 19, 2009), *aff'd*, 627 F.3d 376 (9th Cir. 2010); *In re REMEC Inc. Sec. Litig.*, 702 F. Supp. 2d 1202 (S.D. Cal. 2010). Even cases that have survived summary judgment have been dismissed prior to trial in connection with *Daubert* motions. *See, e.g.*, *Bricklayers and Trowel Trades Int'l Pension Fund v. Credit Suisse First Boston*, 853 F. Supp. 2d 181 (D. Mass. 2012), *aff'd*, 752 F.3d 82 (1st Cir. 2014) (granting summary judgment *sua sponte* in favor of defendants after finding that plaintiffs' expert was unreliable).

98. Even when securities class action plaintiffs are successful in certifying a class, prevailing at summary judgment, and overcoming *Daubert* motions, there remain significant risks that a jury will not find the defendants liable or award expected damages. *See, e.g.*, *In re Tesla Inc., Sec. Litig.*, 2023 WL 4032010 (N.D. Cal. June 14, 2023) (jury verdict for defense delivered in securities class action involving Elon Musk's tweets about taking Tesla private even though that court had already found the tweets were false and Musk acted recklessly in issuing them, and the same conduct had resulted in SEC charges and a settlement). Further, post-trial motions, based on a complete record, also present substantial risks. For example, in *In re BankAtlantic Bancorp, Inc. Securities Litigation*, a jury rendered a verdict in plaintiffs' favor on liability in 2010. 2011 WL 1585605, at *6 (S.D. Fla. Apr. 25, 2011). In 2011, the district court granted defendants' motion for judgment as a matter of law and entered judgment in favor of the defendants on all claims. *Id.* at *38. In 2012, the Eleventh Circuit affirmed the district court's ruling, finding that there was insufficient evidence to support a finding of loss causation. *See Hubbard v. BankAtlantic Bancorp, Inc.*, 688 F.3d 713, 725 (11th Cir. 2012).

99. In sum, securities class actions face serious risks of dismissal and non-recovery at all stages of the litigation.

B. Specific Risks Concerning this Action

100. While Lead Plaintiff believes that its claims have merit, Lead Plaintiff faced substantial risks that Defendants would succeed in eliminating all or part of the case in connection with summary judgment, pre-trial motions, at trial, or on post-trial appeal.

101. Although Lead Counsel respectfully submits that, by the time of the mediation, ample discovery had been taken to allow all parties to reasonably assess the fairness of the proposed Settlement, they were also aware that deposition discovery of Defendants still remained to be completed absent the Settlement. In addition, formal merits expert discovery on hotly contested liability issues had not yet begun, and the Parties faced the further risks and expense of complex summary judgment motions and trial. Accordingly, although both sides were able to present information that supported their respective claims and defenses, there was clearly substantial risk as to how the further testimony of fact and expert witnesses would ultimately play out. In light of these risks, the significant, immediate benefit of the $138,750,000 Settlement is a particularly strong result for the Settlement Class. *See In re StockerYale, Inc. Sec. Litig.*, 2007 WL 4589772, at *3 (D.N.H. Dec. 18, 2007) (fact that "various defenses could result in no liability and zero recovery for the class" favors approval of the settlement).

1. Risks Associated with Proving Falsity and Materiality

102. With respect to the alleged false and misleading statements remaining in this case after the Court's rulings on Defendants' motions to dismiss (*see supra* at ¶¶ 31, 48), Defendants would have argued that these statements were neither false nor material to investors. While these misstatements were sustained at the motion to dismiss stage, Defendants would have remained free to relitigate any of their arguments at summary judgment or trial, where the applicable standards would likely have been more challenging for Lead Plaintiff.

103. To begin, Defendants likely would have argued that Defendant Soirat's August 2018 statement that the underground expansion was "on track and on budget" was protected by cautionary language accompanying Rio Tinto's risk disclosures and thus not actionable—an argument the Court noted Defendants were free to make at summary judgment at trial. *In re Turquoise Hill Res. Ltd.*, 2024 WL 4711185, at *14 n.11. Defendants also would likely have argued that Soirat's statements and Defendants' other challenged statements were either true at the time they were made, or that Defendants reasonably believed them at the time he made them. In support of these contentions, Defendants likely would have pointed to certain internal documents showing that the progress of the underground expansion was proceeding close to projected targets, as well as documents suggesting that senior executives such as Defendants Jacques and Soirat may have only learned of definitive delays and cost-overruns just prior to disclosing them.

104. Further, Defendants likely would have argued that some of the challenged statements were not material, and were statements of opinion and forward-looking statements, and thus were not actionable as a matter of law. *See, e.g.*, *In re Tesla Inc., Sec. Litig.*, 2023 WL 4032010, at *7-8 (N.D. Cal. June 14, 2023) (sustaining jury verdict for defendants on materiality grounds even though falsity had been established).

105. While Lead Plaintiff believes it had significant arguments supported by discovery to make in response, there was a significant risk that the Court or a factfinder could have credited them at either summary judgment or trial. In sum, there was a significant risk that Lead Plaintiff would not be able to establish the material falsity of both challenged statements at trial, and that one or both statements could be dismissed. Had that happened, recovery for Lead Plaintiff and the Settlement Class would have either been severely reduced or eliminated entirely.

2. Risks Associated with Proving Scienter

106. Even if Lead Plaintiff had been able to establish falsity and materiality, it would have faced significant risk in establishing Defendants' scienter.

107. For example, Defendants would argue that they did not have scienter for any statements prior to October 2018 because the delays were not definitively established until Rio Tinto completed the reforecast project in October 2018, and that they disclosed the delays once they were known in October 2018, and also disclosed additional delays and the cost overruns as they received new information throughout the alleged Class Period. In doing so, Defendants would point to the facts cited in the Court's ruling dismissing Section 10(b) claims against Defendant Jacques for failing to adequately allege scienter, including the details concerning the status of the underground development set forth in the October 2018 TEG report, and argue that these facts similarly fail to prove scienter with respect to Defendant Soirat, the only other individual defendant. *See, e.g.*, *In re Turquoise Hill Res. Ltd.*, 2024 WL 4711185, at *16-17.

108. The record also did not contain evidence supporting scienter based on a motive to defraud investors. For example, there were no allegations that Defendants Jacques and Soirat or other insiders engaged in suspiciously timed insider stock sales or stood to personally receive other financial benefits that, in other cases, have been found to support scienter by incentivizing fraud. The absence of such motive allegations created a headwind against Lead Plaintiff establishing scienter in this case.

109. Had Lead Plaintiff failed to create a triable issue regarding scienter at summary judgment, or failed to prevail on establishing scienter at trial, the Settlement Class would not be able to recovery anything in this Action.

3. Risks Associated with Proving Loss Causation and Damages

110. Even if Lead Plaintiff had successfully established Defendants' material misrepresentations and scienter, it would still have faced meaningful challenges in establishing loss causation and damages in this Action.

111. While Defendants did not challenge Lead Plaintiff's loss causation allegations at the class certification stage, Defendants could have argued at a later stage in the case that not all of the declines in the price of Turquoise Hill securities following the alleged corrective disclosures were recoverable as damages. To advance this argument, Defendants could have introduced expert testimony about the level of artificial inflation in the stock that could be attributed to the sustained misrepresentations, and that could have played out in a difficult-to-predict "battle of the experts" at summary judgment or trial. If accepted, this argument would have reduced damages very substantially, or eliminated them entirely.

112. Defendants could have further argued that certain of the alleged corrective disclosures were insufficient to support damages because they revealed information already known to the market. For example, Defendants have argued that because the October 2018 disclosure had revealed that the project was behind schedule, the alleged corrective disclosures in February 2019 and July 2019 revealing additional delays were not sufficiently "corrective" under the securities laws, and could not have caused investors damages. Similarly, Defendants argued in opposition to Lead Plaintiff's class certification motion that the alleged disclosure on July 31, 2019 that the Oyu Tolgoi project needed additional financing to complete was already known to the market based on the Company's earlier disclosures. If Defendants had succeeded on these arguments, the recoverable damages could have been substantially less than the amount provided in the Settlement.

113. Lead Plaintiff also faced risks to recovering damages in light of domesticity issues for class members trades. Given that Turquoise Hill common stock was dual-listed in the U.S. and Canada, a significant portion of the class's trades presented a question of whether the trade was a domestic transaction that could be covered by claims under the U.S. securities laws. If the Court credited Defendants' expert's arguments that such domesticity questions could not be determined on the basis of class-wide basis, class certification could be denied. Further, even if such a determination could be made for class certification purposes, Lead Plaintiff still faced significant risks that many trades would be considered foreign transactions and thus not capable of supporting actionable damages for the class.

4. Risks After Trial

114. Even if Lead Plaintiff overcame all the above risks and prevailed at trial, Defendants would have appealed any judgment in Lead Plaintiff's and the class's favor. Such an appeal could have taken years, and could have been successful. For example, in *Glickenhaus & Co. v. Household Int'l Inc.*, 787 F.3d 408 (7th Cir. 2015), a securities fraud class action alleging a massive predatory lending scheme, the plaintiffs won a trial verdict. Defendants appealed, challenging loss causation, as well as a jury instruction about who legally "made" a statement for liability purposes. Defendants prevailed, and the Seventh Circuit set aside the judgment that plaintiffs had won.

115. Moreover, even if a judgment in Lead Plaintiff's favor was affirmed on appeal, Defendants could then have challenged the reliance and damages of each class member, including Lead Plaintiff, in an extended series of individual proceedings. That process could have taken multiple additional years, and could have severely reduced any recovery to the class as Defendants "picked off" class members. For example, in *In re Vivendi Universal SA Securities Litigation*, the district court acknowledged that in any post-trial proceedings, "Vivendi is entitled to rebut the

presumption of reliance on an individual basis," and that "any attempt to rebut the presumption of reliance on such grounds would call for separate inquiries into the individual circumstances of particular class members." 765 F. Supp. 2d 512, 583-584 (S.D.N.Y. 2011), *aff'd*, 838 F.3d 223 (2d Cir. 2016). Over the course of several years, Vivendi indeed successfully challenged several class members' damages in individual proceedings.

116. The Settlement eliminates these significant litigation risks and provides a substantial and certain recovery for the Settlement Class. *See Christine Asia Co., Ltd. v. Yun Ma*, 2019 WL 5257534, at *13 (S.D.N.Y. Oct. 16, 2019) ("The Parties developed and would have presented competing evidence on these issues, including competing expert evidence. While Plaintiffs proceeded as though they had the better arguments, the risk remained that Defendants could have defeated loss causation, or significantly diminished damages[.]").

C. The Settlement Amount Compared to the Likely Maximum Damages that Could Be Proved at Trial

117. The Settlement Amount—$138,750,000 in cash—represents a significant recovery for the Settlement Class. The Settlement is roughly 15 times the size of the median securities class-action settlement in the Second Circuit from 2014 to 2023 ($9.3 million). *See* CORNERSTONE RESEARCH, SECURITIES CLASS ACTION SETTLEMENTS: 2024 REVIEW AND ANALYSIS (2025), attached hereto as Exhibit 4, at 20.

118. The $138,750,000 Settlement is particularly favorable result when it is considered in relation to the maximum amount of damages that could be reasonably established at trial, in the event that Lead Plaintiff prevailed on class certification and liability issues, including falsity and scienter, at summary judgment. Lead Plaintiff's damages expert has estimated that the maximum realistically recoverable damages in this case—assuming complete success in establishing liability—would range from approximately $322 million to $407 million (depending on the use of

FIFO or LIFO matching of shares). Thus, the recovery of $138.75 million represents a recovery of 34% to 43% of investors' maximum damages.

119. Importantly, this estimated range assumes Lead Plaintiff's complete success in establishing Defendants' liability on the remaining claims, and that the trier of fact would reject Defendants' loss causation and damages arguments. The recovery of 34% to 43% of the maximum recoverable damages, which is many multiples above the median percentage recovery seen in comparable cases. *See, e.g.*, *Pearlstein v. BlackBerry Ltd.*, 2022 WL 4554858, at *6 (S.D.N.Y. Sept. 29, 2022) (approving recovery of 13.75% of the estimated maximum damages as "well within the range of reasonableness and, in fact, considerably above the high end of historical averages" and noting that it "substantially exceed[ed]. . . median recovery of 4.2% of damages in 2021"); *Okla. Firefighters Pension & Ret. Sys. v. Lexmark Int'l, Inc.*, 2021 WL 76328, at *3 (S.D.N.Y. Jan. 7, 2021) (approving settlement that was 10% of the estimated damages, noting that the settlement was "within the range previously approved by judges in this District," referencing recoveries ranging from 3% to 11% of estimated damages); *In re China Sunergy Sec. Litig.*, 2011 WL 1899715, at *5 (S.D.N.Y. May 13, 2011) ("average settlement amounts in securities fraud class actions where investors sustained losses over the past decade . . . have ranged from 3% to 7% of the class members' estimated losses").

120. Given the meaningful litigation risks, and the immediacy and amount of the $138,750,000 recovery for the Settlement Class, Lead Plaintiff and Lead Counsel believe that the Settlement is an excellent result; fair, reasonable, and adequate; and in the best interest of the Settlement Class.

IV. LEAD PLAINTIFF'S COMPLIANCE WITH THE COURT'S PRELIMINARY APPROVAL ORDER REQUIRING ISSUANCE OF NOTICE

121. The Court's Preliminary Approval Order directed that the Notice of (I) Pendency of Class Action and Proposed Settlement; (II) Settlement Hearing; and (III) Motion for Attorneys' Fees and Litigation Expenses (the "Notice") and Proof of Claim and Release Form ("Claim Form") be disseminated to the Settlement Class. The Preliminary Approval Order also set a September 24, 2025 deadline for Settlement Class Members to submit objections to the Settlement, the Plan of Allocation, and/or the Fee and Expense Application or to request exclusion from the Settlement Class, and set a final approval hearing date of October 15, 2025.

122. Pursuant to the Preliminary Approval Order, Lead Counsel instructed JND Legal Administration ("JND"), the Court-approved Claims Administrator, to begin disseminating copies of the Notice and the Claim Form by mail and to publish the Summary Notice. The Notice contains, among other things, a description of the Action, the Settlement, the proposed Plan of Allocation, and Settlement Class Members' rights to participate in the Settlement, object to the Settlement, the Plan of Allocation and/or the Fee and Expense Application, or exclude themselves from the Settlement Class. The Notice also informs Settlement Class Members of Lead Counsel's intent to apply for an award of attorneys' fees in an amount not to exceed 13% of the Settlement Fund, and for Litigation Expenses in an amount not to exceed $2,600,000. To disseminate the Notice, JND obtained information from Rio Tinto and from banks, brokers, and other nominees regarding the names and addresses of potential Settlement Class Members. *See* Declaration of Luiggy Segura Regarding: (A) Mailing of the Notice and Claim Form; (B) Publication of the Summary Notice; and (C) Report on Requests for Exclusion Received to Date ("Segura Decl."), attached hereto as Exhibit 4, at ¶¶ 3-11.

123. JND began mailing copies of the Notice and Claim Form (together, the "Notice Packet") to potential Settlement Class Members and nominee owners on July 11, 2025. *See* Segura Decl. ¶¶ 3-7. As of September 9, 2025, JND had disseminated a total of 30,568 Notice Packets to potential Settlement Class Members and nominees. *Id.* ¶ 11.

124. On July 23, 2025, in accordance with the Preliminary Approval Order, JND caused the Summary Notice to be published in *The Wall Street Journal* and to be transmitted over the *PR Newswire*. *Id.* ¶ 12.

125. Lead Counsel also caused JND to establish a dedicated settlement website, www.TurquoiseHillSecuritiesLitigation.com, to provide potential Settlement Class Members with information concerning the Settlement and access to copies of the Notice and Claim Form, as well as the Stipulation, Preliminary Approval Order, and Complaint. *See* Segura Decl. ¶ 13. That website became operational on July 11, 2025. *Id.* Lead Counsel also made copies of the Notice and Claim Form and other documents available on its own website, www.blbglaw.com.

126. As set forth above, the deadline for Settlement Class Members to file objections to the Settlement, Plan of Allocation, and/or Fee and Expense Application, to request exclusion from the Settlement Class, or submit Claim Forms is September 24, 2025. To date, one request for exclusion has been received. *See* Segura Decl. ¶ 15. In addition, no objections to the Settlement, Plan of Allocation, or Lead Counsel's Fee and Expense Application, or the certification of the Settlement Class have been received. Lead Counsel will file reply papers on or before October 8, 2025 that will address all requests for exclusion and any objections that may be received, and provide preliminary information on the Claims received.

V. ALLOCATION OF THE PROCEEDS OF THE SETTLEMENT

127. Pursuant to the Preliminary Approval Order, and as set forth in the Notice, all Settlement Class Members who want to be eligible to participate in the distribution of the Net Settlement Fund must submit a valid Claim Form with all required information postmarked (if mailed) or submitted online no later than September 24, 2025. As set forth in the Notice, the Net Settlement Fund will be distributed among Settlement Class Members who submit eligible claims according to the plan of allocation approved by the Court.

128. Lead Counsel consulted with Lead Plaintiff's damages expert in developing the proposed plan of allocation for the Net Settlement Fund (the "Plan of Allocation"). Lead Counsel believes that the Plan of Allocation provides a fair and reasonable method to equitably allocate the Net Settlement Fund among Settlement Class Members who suffered losses as result of the conduct alleged in the Action.

129. The Plan of Allocation is set forth at pages 18 to 28 of the Notice. *See* Segura Decl., Ex. A at pp. 18-28. As described in the Notice, the objective of the Plan of Allocation is to distribute the Settlement proceeds equitably among those Settlement Class Members who suffered economic losses as a proximate result of the alleged wrongdoing. The calculations under the Plan of Allocation are intended as a method to weigh the claims of Settlement Class Members against one another for the purposes of making an equitable allocation of the Net Settlement Fund. *See* Notice ¶ 81.

130. In developing the Plan of Allocation, Lead Plaintiff's damages expert calculated the estimated amounts of artificial inflation in the per-share closing prices of Turquoise Hill common stock, certain Turquoise Hill Swaps ("Relevant Turquoise Hill Swaps"), and call options on Turquoise Hill common stock (and artificial deflation in the price of put options on Turquoise

Hill common stock) which allegedly was proximately caused by Defendants' alleged materially false and misleading statements and omissions.[2] *See* Notice ¶ 82. In calculating the estimated artificial inflation (or deflation) allegedly caused by those misrepresentations and omissions, Lead Plaintiff's damages expert considered the price change in Turquoise Hill Securities in reaction to certain public announcements allegedly revealing the truth concerning Defendants' alleged misrepresentations and omissions. *Id.* ¶ 83.

131. In order to have recoverable damages, the disclosure of the alleged misrepresentations or omissions must be the cause of the decline in the price of the security. In this case, Lead Plaintiff alleges that Defendants made false statements and omitted material facts from July 17, 2018 through July 31, 2019, inclusive, which had the effect of artificially inflating the prices of Turquoise Hill common stock, Relevant Turquoise Hill Swaps, and Turquoise Hill call options (and artificially deflating the prices of Turquoise Hill put options). Lead Plaintiff further alleges that corrective information was released to the market on: February 27, 2019, July 15, 2019 (after market close), and July 31, 2019 (after market close), which partially removed the artificial inflation or deflation from the prices of Turquoise Hill Securities on: February 27, 2019, February 28, 2019, July 16, 2019, July 17, 2019, and August 1, 2019. Notice ¶ 84. Thus, in order to have a Recognized Loss Amount under the Plan of Allocation, a Settlement Class Member who or which purchased or otherwise acquired Turquoise Hill Securities prior to the first corrective disclosure, which occurred on February 27, 2019, must have held his, her, or its shares of the respective Turquoise Hill Security through at least the opening of trading on February 27, 2019.

[2] Turquoise Hill swaps that replicate purchases of Turquoise Hill Common Stock with prices that are within the daily trading range of Turquoise Hill common stock are considered the "relevant" swaps at issue ("Relevant Turquoise Hill Swaps"). Turquoise Hill common stock, Relevant Turquoise Hill Swaps, call options on Turquoise Hill common stock, and put options on Turquoise Hill common stock are collectively referred to as the "Turquoise Hill Securities".

A Settlement Class Member who purchased or otherwise acquired Turquoise Hill Securities from February 27, 2019 through and including the close of trading on July 31, 2019, must have held the respective Turquoise Hill Security through at least one of the later dates where new corrective information was released to the market and partially removed the artificial inflation from the price of the respective Turquoise Hill Security. Notice ¶ 85.

132. Recognized Loss Amounts will be calculated under the Plan of Allocation for each purchase or acquisition of Turquoise Hill common stock, Relevant Swap, or call option (or sale of a put option) in a domestic transaction or on a U.S. exchange during the Class Period that is listed on a Claimant's Claim Form and for which adequate documentation is provided. *See* Notice ¶ 86.

133. Recognized Loss Amounts are based primarily on the difference in the amount of alleged artificial inflation in the respective prices of the Turquoise Hill Securities at the time of purchase or acquisition and at the time of sale or the difference between the actual purchase price and sale price. In addition, the Recognized Loss Amount for Turquoise Hill common stock sold in the 90-day period after the end of the Class Period or held until the end of that period, is further capped as provided under the PSLRA. *See* Notice ¶ 87(c), (d).

134. The sum of a Claimant's Recognized Loss Amounts for all of his, her, or its purchases of Turquoise Hill Securities during the Class Period is the Claimant's "Recognized Claim." Notice ¶ 94. The Net Settlement Fund will be allocated to Authorized Claimants on a *pro rata* basis based on the relative size of their Recognized Claims. Notice ¶ 107. If an Authorized Claimant's *pro rata* distribution amount calculates to less than ten dollars, no payment will be made to that Authorized Claimant. *Id*. ¶ 109. Those funds will be included in the distribution to the Authorized Claimants whose payments exceed the ten-dollar minimum.

135. One hundred percent of the Net Settlement Fund will be distributed to Authorized Claimants. If any funds remain after the initial *pro rata* distribution, as a result of uncashed or returned checks or other reasons, subsequent cost-effective distributions to Authorized Claimants will be conducted. Notice ¶ 110. Only when the residual amount left for re-distribution to Settlement Class Members is so small that a further re-distribution would not be cost effective (for example, where the administrative costs of conducting the additional distribution would largely subsume the funds available), will those funds be donated to one or more non-sectarian, not-for-profit, 501(c)(3) organizations to be selected by Lead Counsel and approved by the Court. *See id*.

136. In sum, the Plan of Allocation was designed to fairly and rationally allocate the proceeds of the Net Settlement Fund among Settlement Class Members based on damages they suffered on transactions in Turquoise Hill Securities that were attributable to the misconduct alleged in the Action. Accordingly, Lead Counsel respectfully submits that the Plan of Allocation is fair and reasonable and should be approved by the Court. To date, no objections to the proposed Plan of Allocation have been received.

137. In addition, both Lead Counsel and Lead Plaintiff will ensure that the Net Settlement is promptly administered and distributed to Settlement Class Members. Lead Counsel has lawyers dedicated to overseeing and facilitating the distribution process and will focus on and ensure that the Claims Administrator promptly administers and distributes the Net Settlement Fund. Moreover, Lead Plaintiff has a significant financial interest in the Net Settlement Fund and is motivated, both on its own behalf, and on behalf of other members of the Settlement Class, to ensure a prompt, efficient, and fair distribution.

VI. THE FEE AND EXPENSE APPLICATION

138. Lead Counsel is applying to the Court for an award of attorneys' fees of 13% of the Settlement Fund, net of Litigation Expenses awarded. Lead Counsel also requests payment for litigation expenses that it incurred in connection with the prosecution of the Action from the Settlement Fund in the amount of $2,217,327.97 (the "Expense Application"). The legal authorities supporting the requested fee and expenses are discussed in Lead Counsel's Fee Memorandum. The primary factual bases for the requested fee and expenses are summarized below.

A. The Fee Application

139. For its efforts on behalf of the Settlement Class, Lead Counsel is applying for a fee award to be paid from the Settlement Fund on a percentage basis. The percentage method is the standard and appropriate method of fee recovery because it aligns the lawyers' interest in being paid a fair fee with the interests of Lead Plaintiff and the class in achieving the maximum recovery in the shortest amount of time required under the circumstances. Use of the percentage method has been recognized as appropriate by the Supreme Court and Second Circuit for cases of this nature where an all-cash common fund has been recovered for the class.

140. Based on the quality of the result achieved, the extent and quality of the work performed, the significant risks of the litigation, and the fully contingent nature of the representation, Lead Counsel respectfully submits that the requested fee award is reasonable and should be approved. As discussed in the Fee Memorandum, a 13% fee award is substantially below the range of percentage fees typically awarded in securities class actions in this Circuit, and is fair and reasonable in light of all the circumstances in this case. In addition, the 13% request

represents a fee award that is substantially below Lead Counsel's lodestar, which further supports the reasonableness of the award.

1. Lead Plaintiff Has Authorized and Supports the Fee Application

141. Lead Plaintiff Pentwater is a sophisticated institutional investor that closely supervised and monitored the prosecution and settlement of this Action. *See* Declaration of Matthew Halbower, in Support of (I) Lead Plaintiff's Motion for Final Approval of Settlement and Plan of Allocation; and (II) Lead Counsel's Motion for Attorneys' Fees and Litigation Expenses ("Halbower Decl."), attached hereto as Exhibit 2, at ¶¶ 2-6. Lead Plaintiff has evaluated the Fee Application and fully supports the fee requested. *See* Halbower Decl. ¶ 8.

2. The Work Performed by Lead Counsel

142. Lead Counsel devoted substantial time to the prosecution of the Action. The work that Lead Counsel performed in this Action included, among other things: (i) conducting an extensive investigation into the claims asserted, which included a detailed review of public documents, interviews with dozens of former Rio Tinto or Turquoise Hill employees, and consultation with experts; (ii) drafting three detailed complaints; (iii) researching, briefing, and arguing Lead Plaintiff's two rounds of opposition to Defendants' motions to dismiss; (iv) researching and briefing Lead Plaintiff's motion for class certification, including related depositions; (v) undertaking substantial fact discovery in the United States and foreign jurisdictions; (vi) consulting extensively with experts and consultants; and (vii) engaging in extensive arm's-length settlement negotiations to achieve the Settlement, including two formal mediation sessions.

143. Attached hereto as Exhibit 6 is a schedule summarizing the amount of time spent by the attorneys and professional support staff employees of Lead Counsel BLB&G on the Action from its inception through June 17, 2025 (the date the Stipulation was executed), and a lodestar

calculation for those individuals. As set forth in Exhibit 6, the number of hours expended by BLB&G on the Action from its inception through June 17, 2025 is 47,740, for a lodestar of $28,616,822.50. The requested fee of 13% of the Settlement Fund, net of Litigation Expenses will come to $17,749,247, if Litigation Expenses are awarded in the amount requested, plus interest earned on that amount at the same rate as the Settlement fund. Therefore, the fee requested represents a fractional amount (referred to as a "negative" multiplier) of approximately 0.6 of Lead Counsel's lodestar. Such a request is well below the positive fee multipliers typically awarded in comparable securities class actions and in other class actions involving contingency fee risk.

144. The information in this declaration and its exhibits regarding the time spent on the Action by Lead Counsel's attorneys and other professional staff is based on contemporaneous daily time records regularly prepared and maintained by BLB&G, which are available at the request of the Court. I am one of the partners who oversaw the activities in the litigation, and BLB&G attorneys under my supervision reviewed these time records to prepare this Declaration. The purpose of this review was to confirm both the accuracy of the time entries and the necessity for, and reasonableness of, the time committed to the litigation. All time expended in preparing this application for fees and expenses was excluded. In addition, all time incurred by any timekeeper who spent fewer than ten hours working on the Action has been excluded. Moreover, Lead Counsel has removed all of the time that Lead Counsel spent moving for appointment of Pentwater as Lead Plaintiff and contesting competing motions of lead plaintiff appointment, or specifically working on "typicality" or "adequacy" issues arising from Pentwater's purchase of certain Turquoise Hills securities, including through block trades or outside normal market purchases, and related *Morrison* issues. While Lead Counsel believes that this time played an important role in allowing Lead Plaintiff to lead the Action and achieve an excellent result for the class, for the

avoidance of doubt all of this time has been removed from the lodestar. C*f.* Opinion and Order on Lead Plaintiff Motion (ECF No. 103), at 19 n.6. Certain other timekeepers and time entries were also removed in the exercise of Lead Counsel's billing judgment.

145. I believe that the time reflected in the firm's lodestar calculation is reasonable in amount and was necessary for the effective and efficient prosecution and resolution of the litigation.

146. The hourly rates for the attorneys and professional support staff in my firm included in Exhibit 6 are the usual and customary rates set by the firm for each individual. These hourly rates are the same as, or comparable to, the rates accepted by courts, including courts in this Circuit, in other contingent-fee securities-class-action litigation or shareholder litigation. The firm's rates are set based on an annual analysis of rates that are charged by firms performing comparable work and that have been approved by courts. Different timekeepers within the same employment category (*e.g.*, partners, associates, paralegals, etc.) may have different rates based on a variety of factors, including years of practice, years at the firm, year in the current position (*e.g.*, years as a partner), relevant experience, relative expertise, and the rates of similarly experienced peers at our firm or other firms. For personnel who are no longer employed by my firm, the current rate used for the lodestar calculation is based upon the rate for that person in his or her final year of employment with the firm.

147. Throughout the litigation, Lead Counsel maintained an appropriate level of staffing that ensured the efficient prosecution of this litigation. To that end, in addition to partners and associates, Lead Counsel also relied upon its staff attorneys in prosecuting this Action, whose work included (among other things) a review and analysis of the documents produced by Defendants, preparation of substantive memoranda on issues in the case, and assisting in preparation for

depositions. The work these attorneys conducted was substantive and crucial to Lead Plaintiff's successful prosecution of the case. The attorneys who participated in discovery in this Action had significant credentials and experience, as set forth in their biographies included in BLB&G's firm resume. *See* Exhibit 7 at 36-39. The staff attorneys are full-time W-2 employees of the firm, not independent contractors or employees of a staffing firm; they were each supervised by the firm's partners and associates and had access to secretarial and paralegal support; and had firm email addresses, access to the firm's 401(k) program, and eligibility to receive year-end bonuses.

3. The Experience and Standing of Lead Counsel

148. A copy of Lead Counsel BLB&G's firm resume, which includes information about the standing of the firm and brief biographical summaries for each attorney listed in Exhibit 6, including information about their position, education, and relevant experience, is attached as Exhibit 7 hereto. As demonstrated by the firm resume, BLB&G is among the most experienced and skilled law firms in the securities litigation field, with a long and successful track record representing investors in such cases. BLB&G is consistently ranked among the top plaintiffs' firms in the country. Further, BLB&G has taken complex cases such as this to trial, and it is among the few firms with experience doing so on behalf of plaintiffs in securities class actions. I believe this willingness and ability added valuable leverage in the settlement negotiations.

4. Standing and Caliber of Defendants' Counsel

149. Defendants were represented in the Action by a team of extremely able counsel from Quinn Emanuel Urquhart & Sullivan, LLP, who vigorously litigated the Action. In the face of this skillful and well-financed opposition, Lead Counsel was nonetheless able to develop a case that was sufficiently strong to persuade Defendants and their counsel to settle the case on terms that will benefit the Settlement Class.

5. The Risks of Litigation and the Need to Ensure the Availability of Competent Counsel in High-Risk Contingent Cases

150. The prosecution of these claims was undertaken entirely on a contingent-fee basis, and the considerable risks assumed by Lead Counsel in bringing this Action to a successful conclusion are described above. The risks assumed by Lead Counsel here, and the time and expenses incurred by Lead Counsel without any payment, were extensive.

151. From the outset, Lead Counsel understood that it was embarking on a complex, expensive, lengthy, and hard-fought litigation with no guarantee of ever being compensated for the substantial investment of time and the outlay of money that the prosecution of the case would require. In undertaking that responsibility, Lead Counsel was obligated to ensure that sufficient resources (in terms of attorney and support staff time) were dedicated to the litigation, and that Lead Counsel would further advance all of the costs necessary to pursue the case vigorously on a fully contingent basis, including funds to compensate vendors and consultants and to cover the considerable out-of-pocket costs that a case such as this typically demands. Because complex shareholder litigation often proceeds for several years before reaching a conclusion, the financial burden on contingent-fee counsel is far greater than on a firm that is paid on an ongoing basis. Indeed, Lead Counsel has received no compensation during the course of this Action and no reimbursement of out-of-pocket expenses, yet they have incurred over $2 million in expenses in prosecuting this Action for the benefit of Turquoise Hill investors.

152. Lead Counsel also bore the risk that no recovery would be achieved in the Action. As discussed above, this case presented a number of significant trial risks and uncertainties from the outset, including challenges in proving the materiality and falsity of Defendants' statements, establishing scienter, and establishing loss causation and damages.

153. The Settlement was reached only after Lead Counsel had engaged in substantial discovery. Lead Counsel's persistent efforts in the face of significant risks and uncertainties have resulted in a significant and certain recovery for the Class.

6. The Reaction of the Class to the Fee Application

154. As noted above, as of September 9, 2025, over 30,000 Notice Packets had been sent to potential Settlement Class Members advising them that Lead Counsel would apply for attorneys' fees in an amount not to exceed 13% of the Settlement Fund. *See* Segura Decl. ¶ 11 and Ex. A (Notice ¶¶ 5, 63). In addition, the Court-approved Summary Notice was published in *The Wall Street Journal* and transmitted over the *PR Newswire* on July 23, 2025. *See* Segura Decl. ¶ 13. To date, no objections to the request for attorneys' fees have been received.

B. The Expense Application

155. Lead Counsel also respectfully seeks $2,217,327.97 in litigation expenses from the Settlement Fund that it reasonably incurred in connection with the prosecution of the Action.

156. From the outset of the Action, Lead Counsel has been cognizant of the fact that it might not recover any of the expenses it incurred, and, further, if there were to be reimbursement of expenses, it would not occur until the Action was successfully resolved, often a period lasting several years. Lead Counsel also understood that, even assuming that the case were ultimately successful, reimbursement of expenses would not necessarily compensate them for the lost use of funds advanced by them to prosecute the Action. Consequently, Lead Counsel was motivated to, and did, take significant steps to minimize expenses whenever practicable without jeopardizing the vigorous and efficient prosecution of the case.

157. As set forth in Exhibit 8 hereto, Lead Counsel has paid or incurred a total of $2,217,327.97 in unreimbursed litigation expenses in connection with the prosecution of the Action. Exhibit 8 identifies each category of expense (*e.g.*, experts and consultants, online legal

and factual research, court fees, telephone charges, and printing and copying) and the amount incurred for each category. These expenses are reflected in the books and records maintained by Lead Counsel, which are prepared from expense vouchers, check records, and other source materials and are an accurate record of the expenses incurred. These expenses are submitted separately by Lead Counsel and are not duplicated by the firms' hourly rates

158. The following is additional information regarding certain of these expenses:

159. **Experts.** Approximately 43% of the total expenses, or $951,725.15, was expended for the retention of Lead Plaintiff's experts or consultants. Given the complexity of the mining, engineering and project management issues in the substantive aspects of the case, as well as the complex economic and domesticity issues relevant to loss causation, damages and class certification, these experts provided critical insight and advice in aid of prosecuting Plaintiffs' claims. The largest expert expenses were for Lead Plaintiffs' experts who provided reports and testimony in connection with Class Certification, totaling approximately $628,000 (or 66% of the total expert expenses), including payments to Matthew Cain, Ph.D. (approximately $143,000), who provided a report and testimony concerning economics and market efficiency, and Joshua Mitts, Ph.D. (approximately $485,000), who provided a report and testimony concerning the domesticity of transactions in Turquoise Hill's dual-listed common stock. Other significant expert expenses were for payments to experts providing consulting services concerning (a) damages and loss causation, totaling approximately $198,000 (or 21% of the total expert expenses), (b) mining, engineering and project management issues, totaling approximately $60,000 (or 6% of the total expert expenses), and (c) foreign legal and ethical issues, totaling approximately $62,500 (or 7% of the total expert expenses).

160. **Online Legal and Factual Research.** The combined costs of on-line legal and factual research were $139,092.51, or approximately 6% of the total expenses. The charges reflected are for out-of-pocket payments to vendors such as Westlaw (Thomson Reuters), Lexis/Nexis, Thomson Reuters, Bureau of National Affairs (Bloomberg), Court Alert, and PACER for online legal and factual research done in connection with this litigation. These resources were used to obtain access to court filings, to conduct legal research and cite-checking of briefs, and to obtain factual information regarding the claims asserted through access to various financial databases and other factual databases. These expenses represent the actual expenses incurred by BLB&G for use of these services in connection with this litigation. There are no administrative charges included in these figures. Online research is billed to each case based on actual usage at a charge set by the vendor. When BLB&G utilizes online services provided by a vendor with a flat-rate contract, access to the service is by a billing code entered for the specific case being litigated. At the end of each billing period, BLB&G's costs for such services are allocated to specific cases based on the percentage of use in connection with that specific case in the billing period.

161. **Document Hosting & Management.** BLB&G seeks $332,932.39 for document management and litigation supports costs, which represent approximately 15% of the overall expenses. This includes $11,402.50 paid to an outside vendor who assisted in gathering Pentwater's documents, and $321,529.89, which represents BLB&G's costs associated with establishing and maintaining the internal document database that BLB&G employed to process and review the substantial number of documents produced to Lead Plaintiff by Defendants and third parties in the Action. BLB&G charges a rate of $4 per gigabyte of data per month and $17 per user to recover the costs associated with maintaining its document database management

system, which includes the costs to BLB&G of necessary software licenses and hardware. BLB&G has conducted a review of market rates charged for the similar services performed by third-party document management vendors and found that its rate was at least 80% below the market rates charged by these vendors, resulting in a savings to the class.

162. **Mediation Costs.** Lead Plaintiff's share of the mediation fees paid to Phillips ADR Enterprises for the services of Judge Phillips in overseeing two formal mediation sessions and additional ongoing negotiations amounted to $101,372.50.

163. **Foreign Discovery & Witness Costs**. Lead Counsel also incurred $571,070.21 in expenses in connection with certain discovery, in particular discovery conducted outside the United States, which included compensation to counsel and witnesses that were subject to such foreign discovery. These expenses include payments to counsel in foreign jurisdictions to assist in obtaining or managing discovery in those jurisdictions, payments to an examiner for overseeing depositions in the United Kingdom, and payments to counsel and witnesses for certain of the witnesses who were deposed, which were shared with counsel for Defendants.

164. The other expenses for which Lead Counsel seeks payment are also the types of expenses that are necessarily incurred in litigation and routinely charged to clients billed by the hour. These expenses include, among others, court costs, service of process costs, printing and copying costs, long distance telephone charges, postage and delivery expenses, and travel costs. The costs for internal copying and printing are charged at $0.10 per page. Airfare for Lead Counsel's travel is at coach rates, hotel charges per night are capped at $350; and travel and other out-of-office meals are capped at $20 per person for breakfast, $25 per person for lunch, and $50 per person for dinner. In-office working meals are capped at $25 per person for lunch and $40 per person for dinner.

165. The total amount requested by Lead Counsel for expenses, $2,217,327.97 is substantially below the $2,600,000 that Settlement Class Members were advised could be sought in the Notice. To date, no objection has been raised as to the maximum amount of expenses set forth in the Notice.

VII. CONCLUSION

166. For all the reasons set forth above, Lead Plaintiff and Lead Counsel respectfully submit that the Settlement and the Plan of Allocation should be approved as fair, reasonable, and adequate. Lead Counsel further submits that the requested fee in the amount of 13% of the Settlement Fund net of expenses should be approved as fair and reasonable, and the request for Lead Counsel's litigation expenses in the amount of $2,217,327.97 should also be approved.

I declare, under penalty of perjury, that the foregoing is true and correct. Executed on September 10, 2025.

/s/ Salvatore J. Graziano
Salvatore J. Graziano

Exhibit 1

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE TURQUOISE HILL RESOURCES LTD. SECURITIES LITIGATION	Case No. 1:20-cv-08585-LJL

DECLARATION OF LAYN R. PHILLIPS IN SUPPORT OF LEAD PLAINTIFF'S MOTION FOR FINAL APPROVAL OF SETTLEMENT

I, LAYN R. PHILLIPS, declare as follows:

1. I submit this Declaration in my capacity as an independent mediator in the above-captioned securities class action ("Action") and in support of the proposed settlement of claims asserted in the Action (the "Settlement").[1] I make this Declaration based on personal knowledge and am competent to so testify.

2. While the mediation process is confidential, the Parties to the Settlement have authorized me to inform the Court of the matters set forth in this Declaration in support of final approval of the Settlement. My statements and those of the Parties during the mediation process are subject to a confidentiality agreement and Federal Rule of Evidence 408, and there is no intention on either my part or the Parties' part to waive the agreement or the protections of Rule 408.

I. BACKGROUND AND QUALIFICATIONS

3. I am a former United States District Judge, a former United States Attorney, and a former litigation partner with the firm of Irell & Manella LLP. I currently serve as a mediator and arbitrator with my own alternative dispute resolution company, Phillips ADR Enterprises ("Phillips ADR"), which is based in Corona Del Mar, California. I am a member of the bars of Oklahoma, Texas, California, and the District of Columbia, as well as the United States Courts of Appeals for the Ninth and Tenth Circuits and the Federal Circuit.

4. I earned my Bachelor of Science in Economics as well as my J.D. from the University of Tulsa. I also completed two years of L.L.M. work at Georgetown University Law Center in the area of economic regulation of industry. After serving as an antitrust prosecutor and

[1] Unless otherwise stated or defined in this Declaration, all capitalized terms used herein shall have the meanings provided in the Stipulation and Agreement of Settlement dated as of June 17, 2025 (ECF No. 469-1).

an Assistant United States Attorney in Los Angeles, California, I was nominated by President Reagan to serve as a United States Attorney in Oklahoma, where I served for approximately four years. Thereafter, I was nominated by President Reagan to serve as a United States District Judge for the Western District of Oklahoma. While on the bench, I presided over more than 140 federal trials and sat by designation in the United States Court of Appeals for the Tenth Circuit. I also presided over cases in Texas, New Mexico, and Colorado.

5. I left the federal bench in 1991 and joined Irell & Manella LLP where, for 23 years, I specialized in alternative dispute resolution, complex civil litigation, and internal investigations. In 2014, I left Irell & Manella LLP to found my own company, Phillips ADR, which provides mediation and other alternative dispute resolution services.

6. Over the past 29 years, I have served as a mediator and arbitrator in connection with numerous large, complex cases, including securities cases such as this one.

II. THE PARTIES' ARM'S-LENGTH SETTLEMENT NEGOTIATIONS

7. The Parties participated in a full-day, in-person mediation before me on February 5, 2025. The participants in the mediation included: (i) Lead Counsel for Lead Plaintiff, Bernstein Litowitz Berger & Grossmann LLP; (ii) representatives of Lead Plaintiff Pentwater Funds, including the CEO of Pentwater Capital Management LP, Matthew Halbower; (ii) attorneys from Defendants' Counsel, Quinn Emanuel Urquhart & Sullivan, LLP and (iii) attorneys for Defendants' insurance carriers.

8. In advance of the mediation, the Parties exchanged and submitted to me detailed mediation briefs addressing liability and damages. The mediation briefs addressed the specific evidence and legal arguments each side believed supported their respective claims and defenses and were accompanied by exhibits including documentary evidence. In addition, prior to the

mediation I issued questions to both sets of Parties to probe the strength and weaknesses of their claims and arguments. During the mediation session, counsel for Lead Plaintiff and Defendants presented arguments regarding their clients' respective positions. The work that went into the mediation briefs and arguments was substantial.

9. During the February 2025 mediation session, the Parties discussed with me the legal and factual merits of their positions regarding liability and damages, and I engaged in extensive discussions with counsel on both sides in an effort to find common ground between the Parties' respective positions. During these discussions, I challenged each of the Parties separately to address the weaknesses in each of their positions and arguments. In addition to vigorously arguing their positions, the Parties exchanged multiple rounds of settlement demands and offers. The Parties were not able to reach an agreement during this session. Following the mediation session, I continued to engage in discussions with counsel on both sides.

10. Subsequently, the Parties scheduled a second in-person mediation session with me for April 25, 2025. The Parties met for another full-day session on that date and again discussed with me the merits of their positions regarding liability and damages. I again engaged in extensive discussions with counsel on both sides.

11. While no agreement was reached at the April 25, 2025 mediation, the Parties continued their settlement negotiations thereafter. After further discussion among the Parties, the Parties subsequently agreed to settle the Action, on a without-admission basis, for $138,750,000 and documented their agreement to resolve the Action in a term sheet and a final settlement agreement.

12. The mediation process was an extremely hard-fought negotiation from beginning to end and was conducted by experienced and able counsel on both sides. Throughout the

mediation process, the negotiations between the Parties were vigorous and conducted at arm's-length and in good faith. Because the Parties made their mediation submissions and arguments in the context of a confidential mediation process pursuant to Federal Rule of Evidence 408, I cannot reveal their content. I can say, however, that the arguments and positions asserted by all involved were the product of substantial work, were complex and highly adversarial, and reflected a detailed and in-depth understanding of the strengths and weaknesses of the claims and defenses at issue in this case.

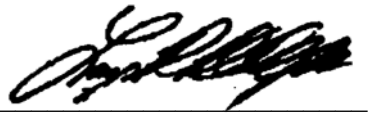
III. CONCLUSION

13. Based on my experience as a litigator, a former United States District Judge, and a mediator, I believe that the Settlement represents a recovery and outcome that is reasonable and fair for the Settlement Class and all Parties involved. I support the Court's approval of the Settlement in all respects.

14. Lastly, the advocacy on both sides of the case was excellent. All counsel displayed the highest level of professionalism in zealously and capably representing their respective clients.

In accordance with 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements are true and correct.

Executed this 26th day of August, 2025.



Layn R. Phillips
Former U.S. District Judge

Exhibit 2

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE TURQUOISE HILL RESOURCES LTD. SECURITIES LITIGATION	Case No. 1:20-cv-08585-LJL

DECLARATION OF MATTHEW HALBOWER IN SUPPORT OF (I) LEAD PLAINTIFF'S MOTION FOR FINAL APPROVAL OF SETTLEMENT AND PLAN OF ALLOCATION; AND (II) LEAD COUNSEL'S MOTION FOR ATTORNEYS' FEES AND LITIGATION EXPENSES

I, MATTHEW HALBOWER, declare as follows:

1. I am the founder, Chief Executive Officer, and Portfolio Manager at Pentwater Capital Management LP ("Pentwater Capital"). I submit this declaration on behalf of PWCM Master Fund Ltd., Pentwater Thanksgiving Fund LP, Pentwater Merger Arbitrage Master Fund Ltd., Oceana Master Fund Ltd., LMA SPC for and on behalf of the MAP 98 Segregated Portfolio, Pentwater Equity Opportunities Master Fund Ltd., and Crown Managed Accounts SPC acting for and on behalf of Crown/PW Segregated Portfolio (collectively, the "Pentwater Funds," "Pentwater," or "Lead Plaintiff") in support of (a) Lead Plaintiff's motion for final approval of the proposed Settlement and approval of the proposed Plan of Allocation; and (b) Lead Counsel's motion for attorneys' fees and Litigation Expenses.[1] I have personal knowledge of the matters set forth in this Declaration and, if called upon, I could and would testify competently thereto.

2. The Pentwater Funds are seven related private investment funds managed by Pentwater Capital, an SEC-registered investment advisory firm. Pentwater Capital has approximately $15 billion in assets under management. During the Class Period, the Pentwater Funds purchased Turquoise Hill Resources Ltd ("Turquoise Hill") common stock, options on Turquoise Hill common stock, and entered into swap transactions replicating purchases of Turquoise Hill common stock, and suffered significant damages as a result of the wrongdoing alleged in the Action.

I. Pentwater's Oversight of the Litigation

3. I am aware of and understand the requirements and responsibilities of a lead plaintiff in a securities class action, including those set forth in the Private Securities Litigation Reform Act of 1995.

[1] Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Stipulation and Agreement of Settlement, dated June 17, 2025 (ECF No. 469-1).

4. On January 25, 2021, the Court appointed the Pentwater Funds to serve as Lead Plaintiff in this Action. On behalf of the Pentwater Funds, I and others at Pentwater Capital, including Portfolio Manager Michael O'Connor, had regular communications with Bernstein Litowitz Berger & Grossmann LLP ("BLB&G"), the Court-appointed Lead Counsel, throughout the litigation. The Pentwater Funds closely supervised, carefully monitored, and were actively involved in all material aspects of the prosecution of the Action. The Pentwater Funds received periodic status reports from BLB&G on case developments, and participated in frequent discussions with attorneys from BLB&G concerning the prosecution of the Action, the strengths of and risks to the claims and potential settlement. In particular, throughout the course of this Action, I and other employees of Pentwater Capital (a) regularly communicated with BLB&G by email, telephone and in person regarding the posture and progress of the case; (b) reviewed and commented on all significant pleadings and briefs filed in the Action; (c) assisted in searching for and producing documents and information requested by Defendants in the course of discovery; (d) reviewed and discussed the discovery served and evidence obtained from Defendants and non-parties; (e) discussed the use of experts in the case and overall litigation strategy; (f) oversaw and participated in, with BLB&G, the settlement negotiations as they progressed; and (g) evaluated and approved the proposed Settlement for $138,750,000 in cash.

5. In addition, three employees of Pentwater Capital were deposed by counsel for Defendants in this Action: myself (on February 28, and March 1, 2025), Mr. O'Connor (March 12, 2025), and Mr. Kuznetsov (March 18, 2025). We each spent a substantial amount of time preparing for and appearing at those depositions.

6. Lead Plaintiff led and actively directed the settlement negotiations in consultation with Lead Counsel. Prior to and during the settlement negotiations, Mr. O'Connor and I conferred

frequently with BLB&G regarding the Parties' respective positions, and both I and Mr. O'Connor personally attended and actively participated in both mediation sessions on February 5, 2025 and April 25, 2025, and continued to lead the negotiations after the mediation sessions did not result in a settlement.

II. Pentwater Strongly Endorses Approval of the Settlement

7. Based on its leadership of and close involvement throughout the prosecution and resolution of the claims, Lead Plaintiff strongly endorses the proposed Settlement. The Pentwater Funds believe the proposed Settlement provides an excellent recovery for the Settlement Class in light of the amount that might reasonably recovered at trial and the substantial risks of continuing to prosecute the claims in the Action. The Pentwater Funds also believe that the proposed Plan of Allocation provides a fair and reasonable method of allocating the proceeds of the settlement among eligible class members. Further, in light of its significant financial interest, Pentwater is motivated, both on its own behalf, and on behalf of other members of the Settlement Class, to ensure a prompt, efficient, and fair distribution of the settlement proceeds, and has instructed lead Counsel to diligently oversee the claims administration and settlement distribution process. The Pentwater Funds will continue to oversee Lead Counsel through the completion of this distribution process.

III. Pentwater Supports Lead Counsel's Motion for Attorneys' Fees and Litigation Expenses

8. Pentwater believes that Lead Counsel's request for attorneys' fees in the amount of 13% of the Settlement Fund net of Litigation Expenses is fair and reasonable in light of the amount of recovery for the Settlement Class, the quality of the work Lead Counsel performed, and the risks that counsel assumed in pursuing the Action. Lead Counsel's request for attorneys' fees is consistent with—and in fact below—the fee that could be sought under the fee retainer agreement

entered into between Pentwater and BLB&G at the outset of the litigation. That agreement, which provided for different levels of percentage fees based on the stage of the litigation at which the settlement was reached, permitted Lead Counsel to apply for a fee of 15% of the Settlement Fund if a settlement was reached after the completion of motion to dismiss briefing and before the conclusion of fact discovery. Subsequently, at the conclusion of the Action, Pentwater Funds further negotiated with Lead Counsel, and Lead Counsel agreed that the fee request would be 13% of the Settlement Fund. Pentwater believes that this amount provides fair and reasonable compensation for Lead Counsel's substantial efforts and the risks that counsel assumed in pursuing the Action, while also protecting the interests of Lead Plaintiff and all other Settlement Class Members in receiving as large a recovery from the Action as reasonably possible.

9. Lead Plaintiff further believes that the litigation expenses being requested for reimbursement are reasonable. Based on the foregoing, and consistent with its obligation to the Settlement Class to obtain the best result at the most efficient cost, the Pentwater Funds fully support Lead Counsel's motion for attorneys' fees and Litigation Expenses.

10. The Pentwater Funds understand that reimbursement of a lead plaintiff's reasonable costs and expenses is authorized under the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4(a)(4). Mr. O'Connor, Mr. Kuznetsov, and I, among other Pentwater employees, all spent substantial time participating in this Action. As discussed above, I, together with other Pentwater personnel, actively participated in leading and supervising this case in terms of strategy, settlement negotiations, factual development and discovery, including sitting for depositions. In particular, Pentwater's leadership in the strategy and negotiation of the settlement reflected Pentwater's extensive knowledge of the investment in Turquoise Hill, and our sophistication and willingness to require an excellent recovery as a percentage of damages before any settlement.

11. Despite our substantial involvement and numerous hours devoted to this action, the Pentwater Funds do not seek reimbursement for any of the time we spent on the overall litigation, including the numerous hours spent by myself, Mr. O'Connor, Mr. Kuznetsov, as well as several other Pentwater employees, including our financial, operations, and IT staff, who were extensively involved in gathering documents produced in discovery and otherwise responding to requests from counsel.

IV. Conclusion

12. In conclusion, Lead Plaintiff was closely involved throughout the prosecution and settlement of the claims in this Action, strongly endorses the Settlement as fair, reasonable and adequate, and believes that it represents a significant recovery for the Settlement Class. Lead Plaintiff respectfully requests that the Court approve its motion for final approval of the proposed Settlement and approval of the Plan of Allocation and Lead Counsel's motion for attorneys' fees and Litigation Expenses, including the Pentwater Funds' modest request for reimbursement for reasonable costs and expenses incurred in prosecuting the Action on behalf of the Settlement Class.

In accordance with 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements are true and correct, and that I have authority to execute this Declaration on behalf of the Pentwater Funds.

Executed this 10th day of September 2025.

Matthew Halbower

Exhibit 3

Securities Class Action Filings

2024 YEAR IN REVIEW

CORNERSTONE RESEARCH

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Executive Summary

In 2024, overall filing volume increased to 225 filings from 215 in 2023. The number of "core" filings—those excluding M&A filings—was 14% higher than the historical average and increased relative to 2023. The size of core filings when measured by Disclosure Dollar Loss (DDL) rose 23%, but filing size when measured by Maximum Dollar Loss (MDL) fell 52%.[1]

The number of 1933 Act filings in state courts continued to decline in 2024, falling to the lowest level since 2014. There were 21 combined federal and state 1933 Act filings in 2024, down 34% relative to 2023 and down 67% relative to 2022.

Number and Size of Filings

- Plaintiffs filed 225 **new securities class action filings** (filings) in 2024, despite a continued decline year-over-year in federal and state filings with **claims under the Securities Act of 1933** (1933 Act). (page 4)
- The **DDL Index** rose from $355 billion in 2023 to $438 billion in 2024, far above the historical annual average of $237 billion. The **MDL Index** fell sharply from $3.3 trillion in 2023 to $1.6 trillion in 2024, a decline of nearly 52%. (pages 8, 10, and 11)
- The number of operating company initial public offerings (**IPOs**) increased by 33% in 2024, but **filings with 1933 Act claims** decreased by 34%, likely driven by decreased operating company IPO activity over the last three years and favorable overall stock market performance. (pages 4 and 19)

In 2024, the number of core filings increased by 5% and total DDL increased by 23%, but MDL decreased by 52%.

Figure 1: Federal and State Class Action Filings Summary

(Dollars in 2024 billions)

	Annual (1997–2023)			2023	2024
	Average	Maximum	Minimum		
Class Action Filings	227	427	120	215	225
Core Filings	*193*	*267*	*120*	*209*	*220*
Disclosure Dollar Loss (DDL)	$237	$636	$74	$355	$438
Maximum Dollar Loss (MDL)	$1,198	$3,582	$287	$3,340	$1,618

Note: This figure presents data on a combined federal and state filings basis. Filings in federal courts may have parallel lawsuits filed in state courts. When parallel lawsuits are filed in different years, only the earlier filing is reflected in the figure above. Filings against the same company brought in different states without a filing brought in federal court are counted as unique state filings. As a result, this figure's filing counts may not match those in Figures 4–6, 11, 13–17, 20, and 22–23, or Appendices 2–7. See Additional Notes to Figures for Counts and Totals Methodology.

[1] Reported MDL, DDL, and Dollar Loss on Offered Shares (DLOS) numbers are inflation-adjusted to 2024 dollars and will not match prior reports. See Glossary for definitions of MDL, DDL, and DLOS.

Key Trends in Federal and State Filings

In 2024, tracking of the Artificial Intelligence (AI) trend category began, with 15 filings in 2024 up from seven such filings in 2023. The number of COVID-19-related filings also rose, while the number of special purpose acquisition company (SPAC) and cryptocurrency-related filings fell. DDL increased by 23% to the third-highest total on record, while MDL fell by 52%.

Core Filings

- The number of filings in 2024 increased from 2023 while **federal and state 1933 Act filings** continued to decline. (page 4)
- There were 220 **core filings** in federal and state courts in 2024, an increase from 2023. (page 4)
- In 2024, **federal Section 10(b)–only filings** increased to 198 from 177 in 2023, which is the highest level on record. (page 4)

Trend Filings

- The number of **AI-related filings** more than doubled, from seven in 2023 to 15 in 2024. (page 5)
- The number of **COVID-19-related filings** increased by 36%, from 11 in 2023 to 15 in 2024, but was still below the high of 20 filings in 2022. (page 5)
- The number of filings related to **SPACs**, **cybersecurity**, and **cryptocurrency** fell in 2024. (page 5)

DDL Index® and MDL Index®

- The **DDL Index®** increased by 23% from 2023 to 2024, reaching the third-highest total on record. (page 8)
- The **MDL Index®** fell to $1.6 trillion, a 52% decrease from 2023. (page 10)

Mega Filings

- The count of **mega DDL filings** in 2024 was the highest on record, and the total index value of **mega DDL filings** was the third-highest on record. (page 11)
- There were 35 **mega MDL filings** in 2024 with a total mega MDL of $1.3 trillion, a 58% decrease from $3.0 trillion in 2023. (page 11)

U.S. Issuers

- The likelihood of **core filings** targeting **U.S. exchange-listed companies** increased from 3.2% in 2023 to 3.9% in 2024 in part due to the higher number of filings but also due to fewer companies listed on U.S. exchanges. (page 13)
- The likelihood of an **S&P 500 company** being the subject of a core federal filing fell from 7.1% in 2023 to 6.1% in 2024. (pages 14–15)

By Industry

- Of the 15 **AI-related filings** in 2024, eight were in the **Technology sector**, four were in the **Communications sector**, two were in the **Industrial sector**, and one filing was in the **Consumer Non-Cyclical sector**. (page 22)
- The number of filings in the **Consumer Non-Cyclical sector** increased from 54 in 2023 to 67 in 2024, which was largely driven by an increase in filings against **Biotechnology companies** in 2024 H2. (page 22)

By Circuit

- Core federal filings in the **Second Circuit** increased by 31%, from 49 in 2023 to 64 in 2024, whereas core federal filings in the **Ninth Circuit** only increased by 5%, from 66 in 2023 to 69 in 2024. (page 23)
- Core federal filings in the **Ninth Circuit** remained relatively stable in 2024 compared to 2023. While total MDL in the **Ninth Circuit** decreased significantly, total DDL in the **Ninth Circuit** increased significantly from 2023 to 2024. (page 23)

Featured: Annual Rank of Filing Intensity

- In 2024, total core filing activity increased relative to the last three years, and total DDL rose by 23% relative to 2023, largely driven by an increase in the number of mega DDL filings. See Figure 10 for more details on mega filings.
- The MDL Index fell to $1.6 trillion in 2024, decreasing by 52% from $3.3 trillion in 2023.

The number of core filings in 2024 increased relative to the previous three years, and total DDL was the third-highest on record, largely driven by an increase in the number of mega DDL filings.

- The number of 1933 Act filings in state and federal courts declined by 34% relative to 2023 to the lowest number since 2013, continuing its decline from 2022.
- The number of M&A filings decreased 17% to the lowest level on record, from six in 2023 to five in 2024.
- The rate of filings against U.S. exchange-listed companies increased in 2024.
- The percentage of S&P 500 companies subject to a core filing decreased from 7.1% in 2023 to 6.1% in 2024, but still remained high relative to 2020–2022 levels.

Figure 2: Annual Rank of Measurements of Federal and State Filing Intensity

	2022	2023	2024
Number of Total Filings	16th	14th	8th
Core Filings	14th	11th	8th
M&A Filings	13th	15th	16th
Size of Core Filings			
Disclosure Dollar Loss	1st	5th	3rd
Maximum Dollar Loss	4th	2nd	7th
Percentage of U.S. Exchange-Listed Companies Sued			
Total Filings	16th	13th	8th
Core Filings	17th	12th	6th
Percentage of S&P 500 Companies Subject to Core Federal Filings	17th	6th	10th

Note: This figure presents combined federal and state data in the rankings in all categories beginning in 2010, except the Percentage of S&P 500 Companies Subject to Core Federal Filings, which excludes state data. Filings in federal courts may have parallel lawsuits filed in state courts. When parallel lawsuits are filed in different years, only the earlier filing is reflected in the figure above. Filings against the same company brought in different states without a filing brought in federal court are counted as unique state filings. As a result, the filing counts determining the rankings in this figure may not match those in Figures 4–6, 11, 13–17, 20, and 22–23, or Appendices 2–7. Rankings cover 1997 through 2024 with the exceptions of M&A filings, which have been tracked as a separate category since 2009, and analysis of the litigation likelihood of S&P 500 companies, which began in 2001. M&A filings are securities class actions filed in federal courts that have Section 14 claims, but no Rule 10b-5, Section 11, or Section 12(a) claims, and involve merger and acquisition transactions. Core filings are all state 1933 Act class actions and all federal securities class actions excluding those defined as M&A filings.

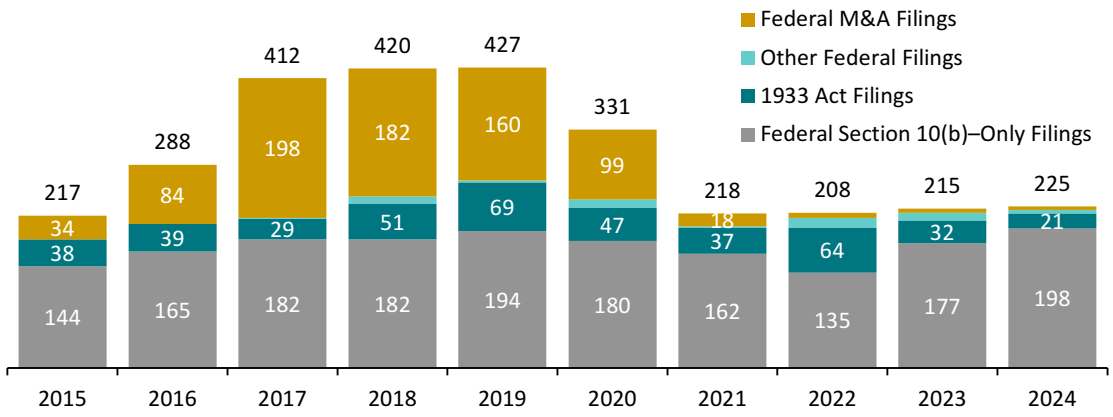
Combined Federal and State Filing Activity

- Plaintiffs filed 225 new securities class actions in federal and state courts in 2024, an increase from 2023 (215 filings) and 2022 (208 filings).
- There were 21 combined federal and state 1933 Act filings in 2024, down 34% relative to 2023 (32 filings) and down 67% relative to 2022 (64 filings).

Relative to 2022–2023, the total number of filings increased while combined federal and state 1933 Act filings continued to decline.

- In 2024, federal Section 10(b)–only filings increased to 198 from 177 in 2023, which is the highest level on record.
- The number of state court–only filings decreased by one, from four filings in 2023 to three filings in 2024.
- Federal court–only filings comprised 81% of federal and state 1933 Act filings in 2024. The number of parallel filings decreased to a 10-year low of only one filing, down from two filings in both 2022 and 2023.
- Federal M&A filing activity since 2022 remained low, with only five filings in 2024, matching similar totals in 2023 (six) and 2022 (seven).

Figure 3: Federal Filings and State 1933 Act Filings by Venue
2015–2024



	Federal and State 1933 Act Filings									
	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
Federal Courts Only	21	12	13	19	16	25	25	51	26	17
State Courts Only	11	13	3	16	28	14	7	11	4	3
Parallel Filings	6	14	13	16	25	8	5	2	2	1
Total	38	39	29	51	69	47	37	64	32	21

Source: Cornerstone Research and Stanford Law School Securities Class Action Clearinghouse; Bloomberg Law; Institutional Shareholder Services' Securities Class Action Services (ISS' SCAS)

Note: This figure presents combined federal and state data. 1933 Act filings include federal and state filings with Section 11 and/or Section 12 allegations. Federal Section 10(b)–only filings may have non–Section 11 or non–Section 12 allegations. Filings in federal courts may have parallel lawsuits filed in state courts. When parallel lawsuits are filed in different years, only the earlier filing is reflected in the figure above. Filings against the same company brought in different states without a filing brought in federal court are counted as unique state filings. As a result, this figure's filing counts may not match those in Figures 4–6, 11, 13–17, 20, and 22–23, or Appendices 2–7. See Additional Notes to Figures for more detailed information and Counts and Totals Methodology.

Summary of Core Federal Trend Filings

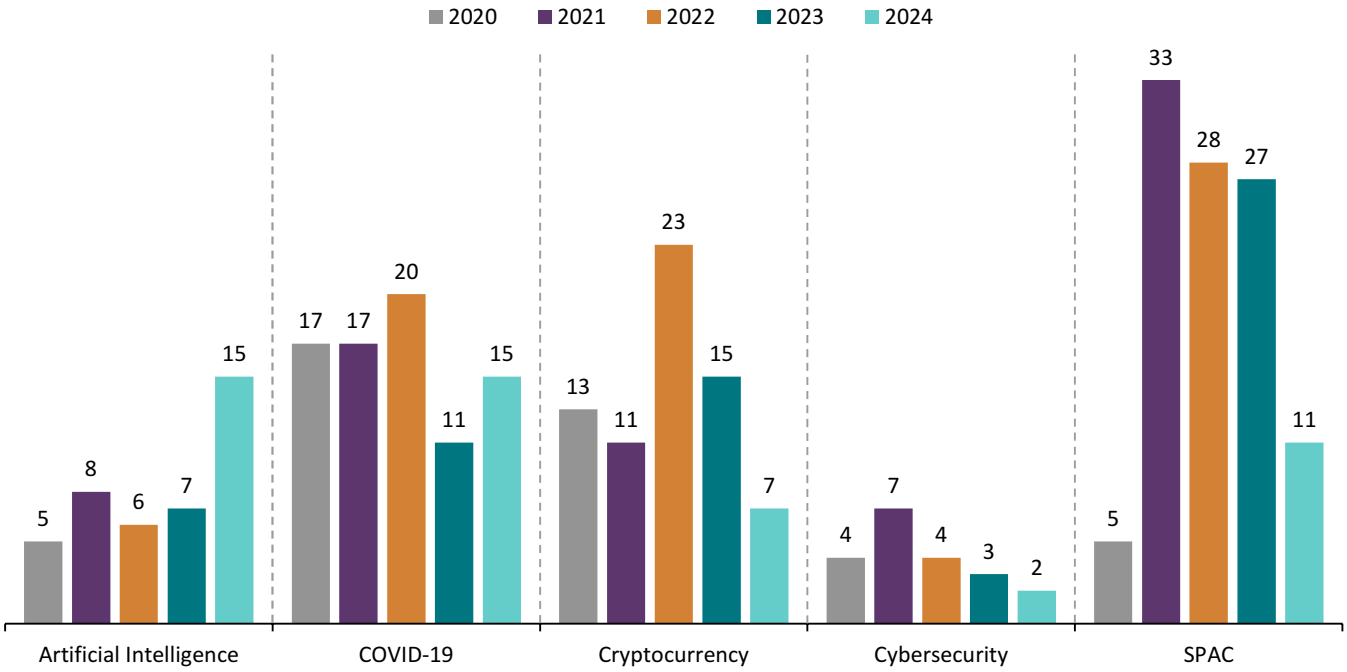
This figure highlights recent trend categories that have appeared in core federal filing activity. See the Glossary for the definition of each trend category.

- In 2024 H1, tracking of filings with allegations related to AI began. While AI-related filings are not new, the growing prominence of AI in the business models of many companies may lead to an increase of such filings in the future.
- The number of AI-related filings more than doubled, from seven in 2023 to 15 in 2024.
- The number of COVID-19-related filings increased by 36% from 11 in 2023 to 15 in 2024, but was still below the high of 20 filings in 2022.
- The number of filings in the top three trend categories—Artificial Intelligence (15 filings), COVID-19 (15 filings), and SPAC (11 filings)—comprised nearly 20% of core federal filings in 2024.

The number of filings related to AI surged while filings related to SPACs, cybersecurity, and cryptocurrency fell.

- The number of core SPAC filings fell by 59%, from 27 in 2023 to 11 in 2024—one-third of the peak of 33 core SPAC filings in 2021.
- The number of cryptocurrency-related filings fell by more than 50%, from 15 in 2023 to seven in 2024—about one-third of the peak of 23 filings in 2022.
- There were two cybersecurity-related filings in 2024, down from three in 2023. The number of cybersecurity filings has fallen each year since the peak of seven in 2021.

Figure 4: Summary of Trend Filings—Core Federal Filings 2020–2024



Note: All trend categories only count core federal filings. As such, this figure excludes M&A SPAC filings. From 2020 through 2023 there was one such filing per year and in 2024 there were none. Some filings may be included in more than one trend category. See Additional Notes to Figures for trend category definitions, more detailed information, and Counts and Totals Methodology.

Status of Core Federal Filings by Trend Category

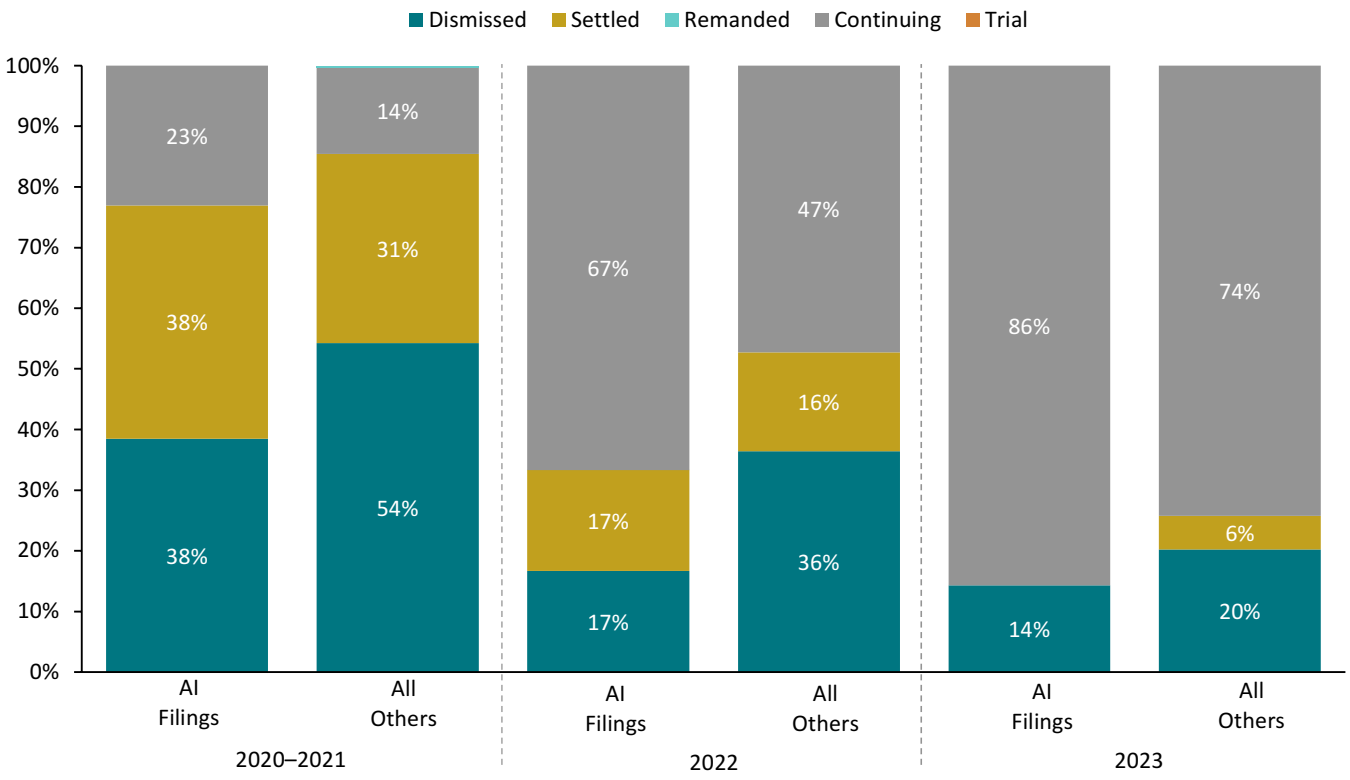
This analysis compares filing groups to determine whether filing outcomes of core federal artificial intelligence and COVID-19-related trend category filings differ from outcomes of other types of core federal filings.

The figure below compares the outcomes as of 2024 of AI-related filings that were filed in 2020–2023 to the outcomes of all other core federal filings in the same period. As each cohort ages, a larger percentage of filings are resolved—whether through dismissal, settlement, remand, or by trial.

For each cohort of filings since 2020, AI-related filings have been dismissed at a lower rate.

- AI-related filings in cohorts from 2020 to 2022 were settled at slightly higher rates than all other core federal filings.
- AI-related filings in 2020–2023 were resolved at a lower rate than all other core federal filings.

Figure 5: Status of Core Federal Artificial Intelligence–Related Filings
2020–2023



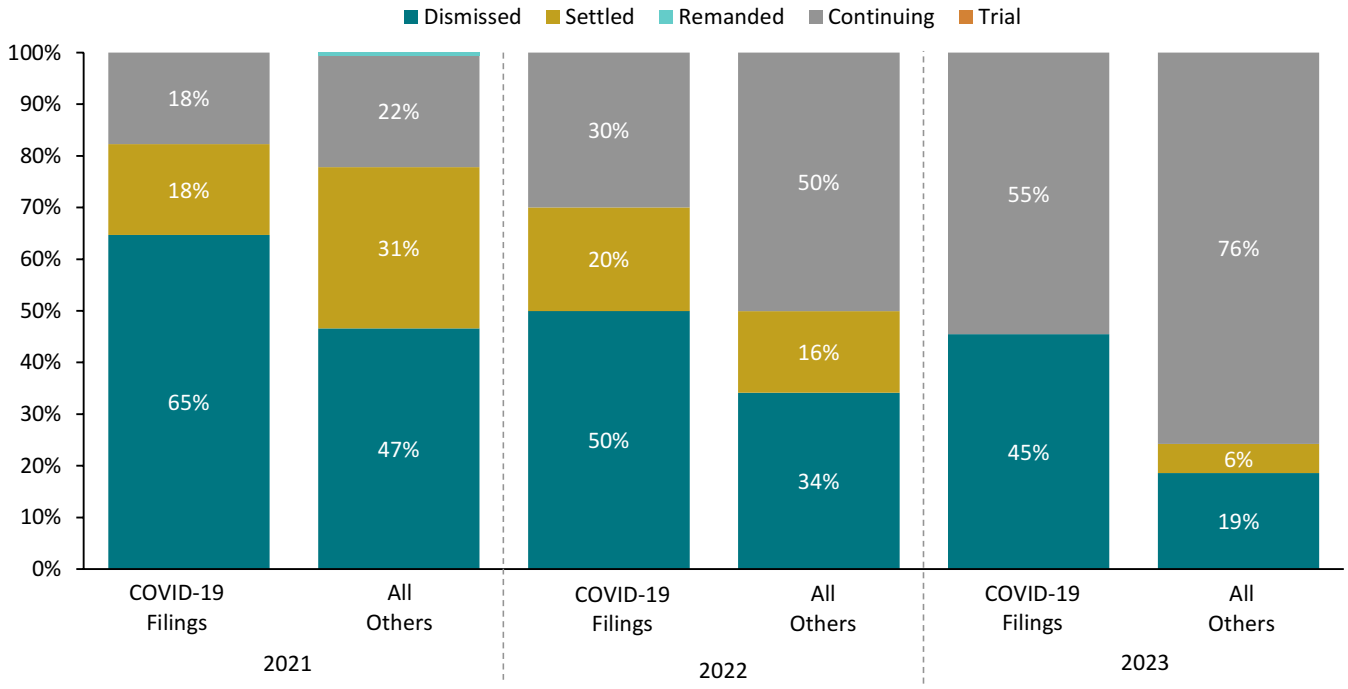
Note: Percentages may not sum to 100% due to rounding. Because a high percentage of lawsuits in 2024 are ongoing, this figure excludes the 2024 cohort.

This figure compares the outcomes of core federal COVID-19-related filings to the outcomes of all other core federal filings from 2021 to 2023.

- Early outcomes for the 2023 COVID-19-related filing cohort indicate a much higher dismissal rate than for all other core federal filings.
- No COVID-19-related filings in the 2023 cohort have settled as of the end of 2024, compared to 6% of all other core federal filings in the 2023 cohort.
- On average, COVID-19-related filings have had higher resolution rates than all other core federal filings

For each cohort from 2021 to 2023, COVID-19-related filings have been dismissed at a higher rate than all other core federal filings.

Figure 6: Status of Core Federal COVID-19-Related Filings
2021–2023



Note: Percentages may not sum to 100% due to rounding. Because a high percentage of lawsuits in 2024 are ongoing, this figure excludes the 2024 cohort.

Market Capitalization Losses for Federal and State Filings

Disclosure Dollar Loss Index® (DDL Index®)

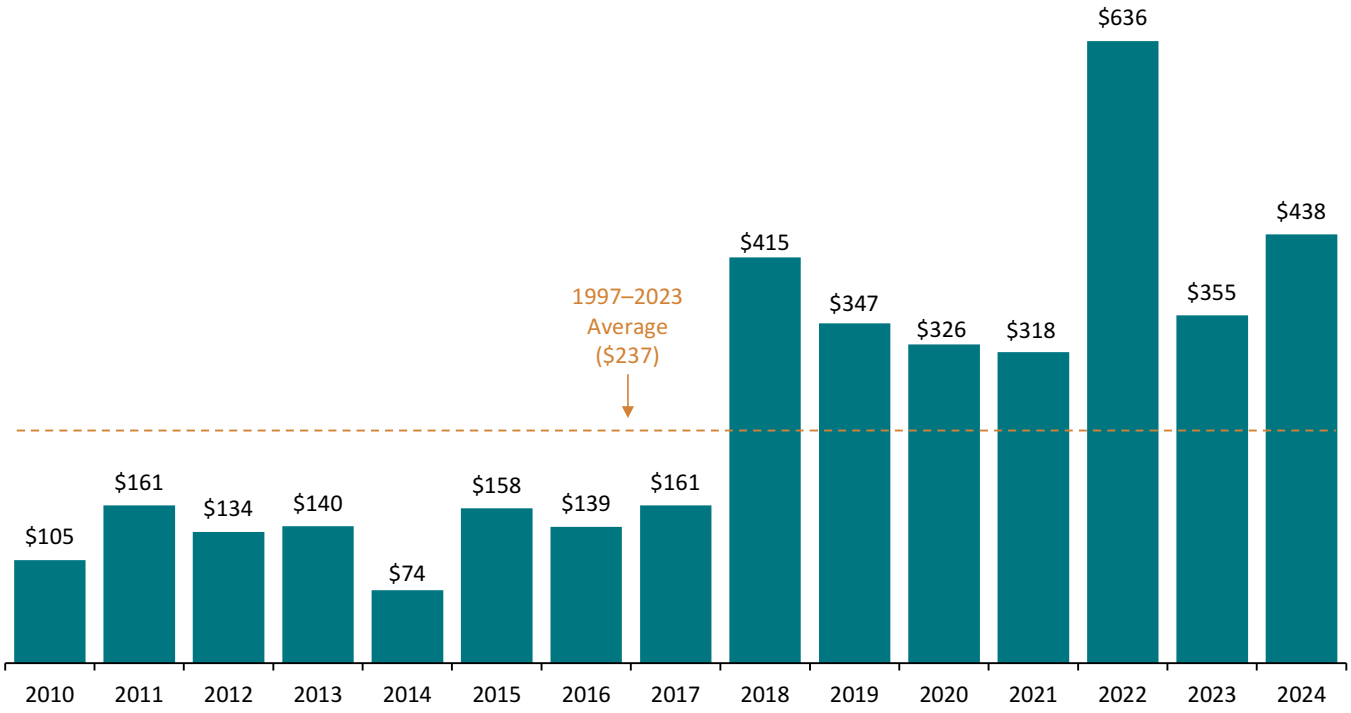
This index measures the aggregate annual DDL for all federal and state filings. DDL is the dollar-value change in the defendant firm's market capitalization between the trading day immediately preceding the end of the class period and the trading day immediately following the end of the class period. DDL is inflation-adjusted to 2024 dollars. See the Glossary for additional discussion on market capitalization losses and DDL.

The DDL Index increased by 23% from 2023 to 2024, reaching the third-highest total on record.

- DDL levels were relatively low from 2010 to 2017, but then surged in 2018. Since then, DDL levels have remained elevated despite decreasing core filing activity. This is likely driven by the market capitalization of companies increasing on average.
- In 2024, the DDL Index increased by 23% relative to 2023, with median DDL increasing by 12% (see Figure 8). See Appendix 1 for DDL totals, averages, and medians from 1997 to 2024.

Figure 7: Disclosure Dollar Loss Index® (DDL Index®)
2010–2024

(Dollars in 2024 billions)



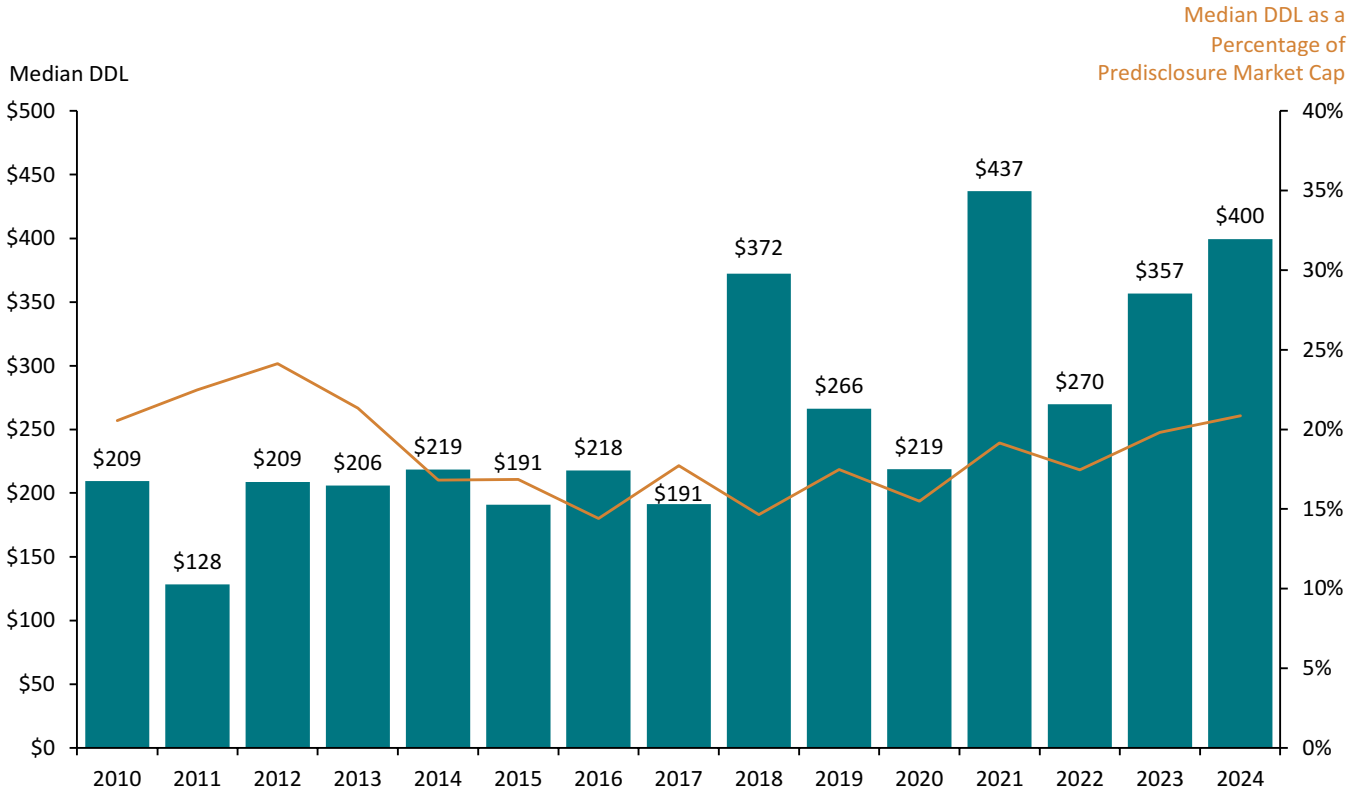
Note: This figure begins including DDL associated with state 1933 Act filings in 2010. As a result, this figure's DDL Index will not match those in Appendices 6–7, which summarize federal filings. DDL associated with parallel class actions is only counted once. There are core filings for which data are not available to estimate DDL accurately; these filings are excluded from the DDL analysis. The numbers shown in this figure have been inflation-adjusted to 2024 dollars and will not match prior reports. See Additional Notes to Figures for Counts and Totals Methodology.

- As shown by the gold line in the figure below, from 2014 to 2023, the typical (i.e., median) percentage stock price drop at the end of the class period had oscillated between about 15% and 20% of the predisclosure market capitalization. That measure was 21% in 2024, the highest percentage since 2013.
- In 2024, for the largest issuers—those with market capitalization above $10 billion—median DDL as a percentage of predisclosure market capitalization was nearly 13%, lower than the median of all issuers (21%).

Median DDL in 2024 grew by 12% from its 2023 measure and is the second-highest median DDL in the past 15 years.

Figure 8: Median Disclosure Dollar Loss
2010–2024

(Dollars in 2024 millions)



Note: This figure begins including DDL associated with state 1933 Act filings in 2010. As a result, this figure's DDL Index will not match those in Appendices 6–7, which summarize federal filings. DDL associated with parallel class actions is only counted once in this figure. There are core filings for which data are not available to estimate DDL accurately; these filings are excluded from the DDL analysis. The numbers shown in this figure have been inflation-adjusted to 2024 dollars and will not match prior reports. See Additional Notes to Figures for Counts and Totals Methodology.

Maximum Dollar Loss Index® (MDL Index®)

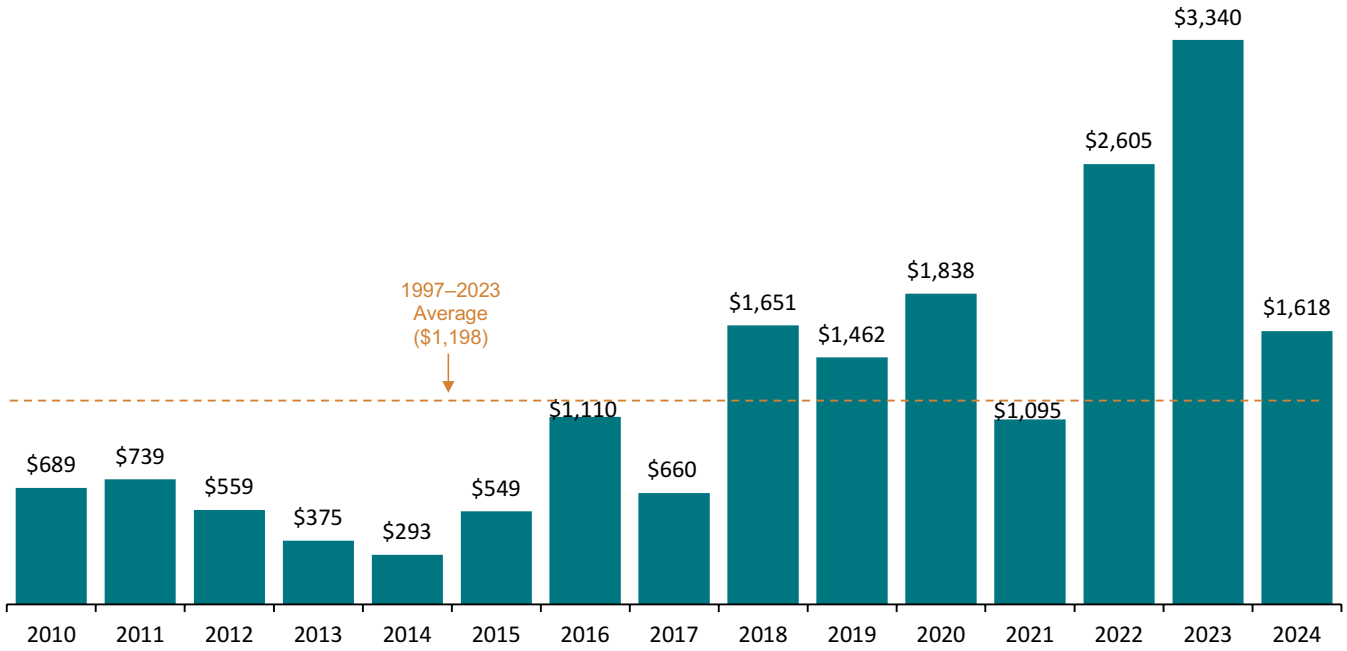
This index measures the aggregate annual MDL for all federal and state core filings. MDL is the dollar-value change in the defendant firm's market capitalization from the trading day with the highest market capitalization during the class period to the trading day immediately following the end of the class period. MDL is inflation-adjusted to 2024 dollars. See the Glossary for additional discussion on market capitalization losses and MDL.

- The MDL Index fell to $1.6 trillion in 2024, a 52% decrease from 2023. See Appendix 1 for MDL totals, averages, and medians from 1997 to 2024.
- The substantial divergence between MDL and DDL in 2024 is due to the difference in methodology; DDL captures the market capitalization losses at the end of the class period, whereas MDL captures the market capitalization difference between the highest point during the class period and the end of the class period.
- While mega MDL filings comprised nearly 80% of total MDL in 2024, the total MDL from mega MDL filings decreased substantially from 2023 to 2024, driving the significant decrease in total MDL. See Figure 10.
- This was the seventh consecutive year in which the MDL Index exceeded $1 trillion. See Appendix 1.

The MDL Index fell to $1.6 trillion, a 52% decrease from 2023.

Figure 9: Maximum Dollar Loss Index® (MDL Index®)
2010–2024

(Dollars in 2024 billions)



Note: This figure begins including MDL associated with state 1933 Act filings in 2010. As a result, this figure's MDL Index will not match those in Appendices 6–7, which summarize federal filings. MDL associated with parallel class actions is only counted once in this figure. There are core filings for which data are not available to estimate MDL accurately; these filings are excluded from the MDL analysis. The numbers shown in this figure have been inflation-adjusted to 2024 dollars and will not match prior reports. See Additional Notes to Figures for Counts and Totals Methodology.

Mega Filings

Mega DDL filings have a DDL of at least $5 billion. Mega MDL filings have an MDL of at least $10 billion. MDL and DDL are inflation-adjusted to 2024 dollars.

- There were 35 mega MDL filings in 2024 with a total mega MDL of $1.3 trillion, a 58% decrease from $3.0 trillion in 2023 but still 34% above the 1997–2023 annual average.
- There were 27 mega DDL filings in 2024, up from 17 in 2023. Total mega DDL increased 44% from $227 billion to $328 billion.
- The percentage of total DDL represented by mega filings rose from 64% in 2023 to 75% in 2024, well above the 1997–2023 average.
- Mega filings against companies in the Consumer Non-Cyclical sector made up 27% of both mega DDL filings and mega MDL filings, and 31% and 20% of total mega DDL and total mega MDL, respectively.
- Mega filings against companies in the Technology sector made up 27% of mega DDL filings and 24% of mega MDL filings, and 22% of both total mega DDL and total mega MDL.
- AI-related mega filings made up 12% of mega DDL filings and 9% of mega MDL filings, and 15% of total mega DDL and 8% of total mega MDL.

The count of mega DDL filings in 2024 was the highest on record, and the total index value of mega DDL filings was the third-highest on record.

Figure 10: Mega Filings

	Average 1997–2023	2022	2023	2024
Mega Disclosure Dollar Loss (DDL) Filings				
Mega DDL Filings	9	18	17	27
DDL ($ Billions)	$152	$544	$227	$328
Percentage of Total DDL	64%	86%	64%	75%
Mega Maximum Dollar Loss (MDL) Filings				
Mega MDL Filings	22	38	45	35
MDL ($ Billions)	$956	$2,301	$3,019	$1,281
Percentage of Total MDL	80%	88%	90%	79%

Note: This figure begins including DDL and MDL associated with state 1933 Act filings in 2010. As a result, this figure's DDL and MDL Index will not match those in Appendices 6–7, which summarize federal filings. DDL associated with parallel class actions is only counted once in this figure. There are filings for which data are not available to estimate DDL and MDL accurately; these filings are excluded from the DDL and MDL analysis and counts. Mega DDL filings have a disclosure dollar loss of at least $5 billion. Mega MDL filings have a maximum dollar loss of at least $10 billion. The numbers shown in this figure have been inflation-adjusted to 2024 dollars and will not match prior reports. Sectors are based on the Bloomberg Industry Classification System. See Additional Notes to Figures for Counts and Totals Methodology.

Classification of Federal Complaints

- The share of core federal filings with Rule 10b-5 claims increased from 94% in 2023 to 95% in 2024, the highest level in more than five years.
- The share of core federal filings with 1933 Act claims continued to fall, decreasing from 14% in 2023 to a five-year low of 9% in 2024.
- The share of core federal filings with allegations of misrepresentations in financial documents increased from 90% in 2023 to 94% in 2024.
- The share of core federal filings with announced restatements decreased from 10% in 2023 to 6% in 2024.

The share of core federal filings with Rule 10b-5 claims rose to the highest level in more than five years.

- The share of core federal filings with allegations of internal control weaknesses and announced internal control weaknesses decreased from 17% and 11% in 2023 to 12% and 7% in 2024, respectively.
- The share of core federal filings with false forward-looking statements increased from 46% in 2023 to 53% in 2024.

Figure 11: Allegations Box Score—Core Federal Filings

	Percentage of Filings				
	2020	2021	2022	2023	2024
Allegations in Core Federal Filings					
Rule 10b-5 Claims	85%	91%	83%	94%	95%
1933 Act Claims	16%	15%	28%	14%	9%
Misrepresentations in Financial Documents	90%	90%	89%	90%	94%
False Forward-Looking Statements	43%	43%	39%	46%	53%
Trading by Company Insiders	4%	6%	2%	2%	2%
Accounting Violations	27%	22%	24%	23%	24%
Announced Restatements	5%	3%	9%	10%	6%
Internal Control Weaknesses	18%	9%	13%	17%	12%
Announced Internal Control Weaknesses	7%	4%	8%	11%	7%
Underwriter Defendant	9%	10%	13%	4%	2%
Auditor Defendant	0%	0%	1%	2%	0%

Note: Core federal filings are all federal securities class actions excluding those defined as M&A filings. Allegations reflect those made in the first identified complaint (FIC). The percentages do not add to 100% because complaints may include multiple allegations. See Additional Notes to Figures for more detailed information. In each of 2020 and 2024, there was one filing with allegations against an auditor defendant.

U.S. Exchange-Listed Companies

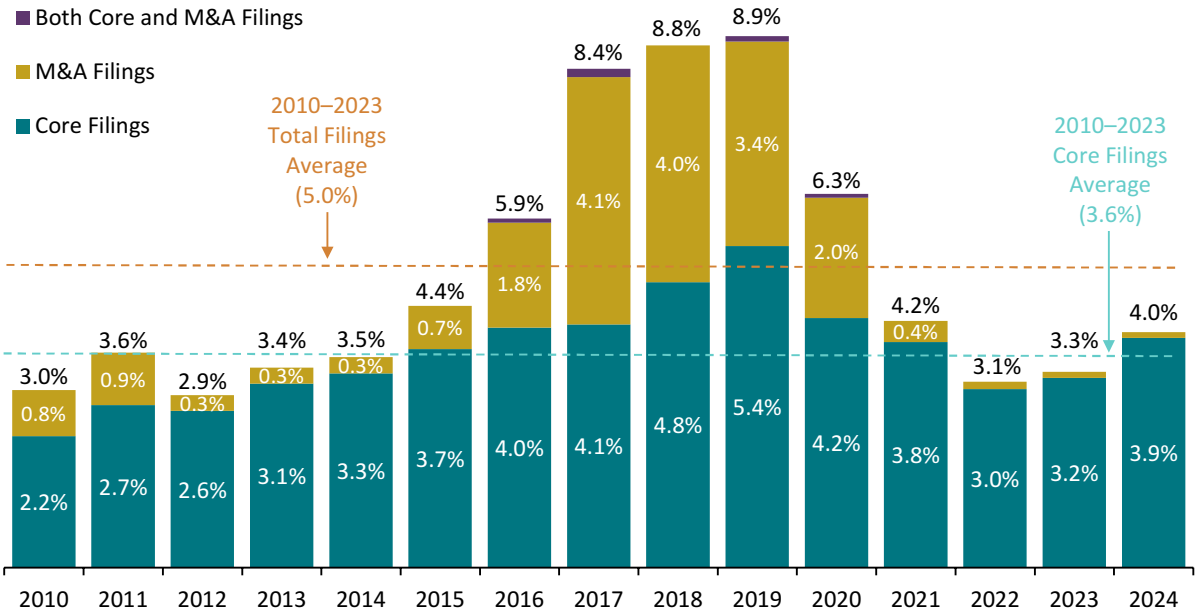
The percentage of companies subject to a filing is calculated as the unique number of companies listed on the NYSE or Nasdaq subject to federal or state securities fraud class actions in a given year divided by the unique number of companies listed on the NYSE or Nasdaq at the start of the same year.

- The percentage of U.S. exchange-listed companies subject to core filings increased slightly from 3.2% in 2023 to 3.9% in 2024, in line with the 2010–2023 average. Similarly, the percentage of companies subject to all filings increased from 3.3% in 2023 to 4.0% in 2024, but remained below the 2010–2023 annual average of 5.0%.
- The percentage of U.S. exchange-listed companies subject to M&A filings remained at 0.1%.

The likelihood of core filings targeting U.S. exchange-listed companies increased from 3.2% in 2023 to 3.9% in 2024.

- Between the beginning of 2023 and the beginning of 2024, the overall number of U.S. exchange-listed companies decreased by 6.5%.

Figure 12: Percentage of U.S. Exchange-Listed Companies Subject to Federal or State Filings 2010–2024



	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
Number of Firms	4,764	4,660	4,529	4,411	4,416	4,578	4,593	4,411	4,406	4,318	4,514	4,759	5,741	5,688	5,316
Percent Change	(5.5%)	(2.2%)	(2.8%)	(2.6%)	0.1%	3.7%	0.3%	(4.0%)	(0.1%)	(2.0%)	4.5%	5.4%	20.6%	(0.9%)	(6.5%)

Source: Cornerstone Research and Stanford Law School Securities Class Action Clearinghouse; Center for Research in Security Prices (CRSP)

Note: This figure presents combined federal and state data. Filings in federal courts may have parallel lawsuits filed in state courts. All federal filings are counted only once. When parallel lawsuits are filed in different years, only the earlier filing is reflected in the figure above. Filings against the same company brought in different states without a filing brought in federal court are counted as unique state filings. The figure begins including issuers facing suits in state 1933 Act filings in 2010. See Additional Notes to Figures for more detailed information and Counts and Totals Methodology.

Heat Maps: S&P 500 Securities Litigation™ for Federal Core Filings

The Heat Maps analysis illustrates federal court securities class action activity by industry sector for companies in the S&P 500 index. Starting with the composition of the S&P 500 at the beginning of each year, the Heat Maps examine each sector by:

(1) The percentage of these companies subject to new securities class actions in federal court during each calendar year.

(2) The percentage of the total market capitalization of these companies subject to new securities class actions in federal court during each calendar year.

- Of the companies in the S&P 500 at the beginning of 2024, 6.1% (31 companies) were subject to a core federal filing, which is above the 2001–2023 annual average. See Appendix 2A for the percentage of filings by sector from 2001 to 2024.

The likelihood of an S&P 500 company being the subject of a core federal filing fell one percentage point to 6.1%.

- In 2024, the likelihood of a core federal filing against a company in the Consumer Discretionary sector increased to 13.2%, the highest likelihood recorded in the 2001–2024 period.
- The percentage of Health Care companies subject to a core federal filing remained high at 12.5% in 2024.
- The percentage of Communication Services/ Telecommunications/Information Technology companies subject to a core federal filing decreased to 7.0% in 2024.
- The likelihood of a core federal filing decreased in 2024 for all sectors except Consumer Discretionary and Health Care.

Figure 13: Heat Maps of S&P 500 Securities Litigation™ Percentage of Companies Subject to Core Federal Filings

	Average 2001–2023	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
Consumer Discretionary	5.0%	1.2%	0.0%	3.6%	8.5%	10.0%	3.1%	8.1%	0.0%	3.3%	3.8%	13.2%
Consumer Staples	4.0%	0.0%	5.0%	2.6%	2.7%	11.8%	12.1%	3.1%	6.3%	0.0%	10.5%	7.9%
Energy/Materials	1.7%	1.3%	0.0%	4.5%	3.3%	1.8%	3.7%	1.9%	5.7%	0.0%	1.9%	0.0%
Financials/Real Estate	6.7%	1.2%	1.2%	6.9%	3.3%	7.0%	2.0%	5.3%	0.0%	2.1%	4.8%	2.9%
Health Care	8.5%	0.0%	1.9%	17.9%	8.3%	16.1%	12.9%	6.3%	0.0%	7.8%	10.9%	12.5%
Industrials	4.1%	4.7%	0.0%	6.1%	8.7%	8.8%	10.1%	2.7%	1.4%	4.2%	7.7%	5.1%
Communication Services/ Telecommunications/ Information Technology	6.4%	0.0%	4.2%	6.8%	8.5%	12.7%	10.0%	2.0%	5.1%	6.0%	11.6%	7.0%
Utilities	5.0%	0.0%	3.4%	3.4%	7.1%	7.1%	6.9%	7.1%	0.0%	3.6%	3.3%	0.0%
All S&P 500 Companies	5.3%	1.2%	1.6%	6.6%	6.4%	9.4%	7.2%	4.4%	2.2%	3.8%	7.1%	6.1%

0%	0–5%	5–15%	15–25%	25%+

Note:

1. The figure is based on the composition of the S&P 500 as of the last trading day of the previous year. Sectors are based on the Global Industry Classification Standard (GICS), which differ from those in the Bloomberg Industry Classification System used in Figure 10 and Figure 21.

2. Percentage of Companies Subject to Core Federal Filings equals the number of companies subject to new securities class action filings in federal courts in each sector divided by the total number of companies in that sector.

3. In August 2016, GICS added a new industry sector, Real Estate. This analysis begins using the Real Estate industry sector in 2017. In 2018, the Telecommunication Services sector was incorporated into a new sector, Communication Services. With this name change, all companies previously classified as Telecommunication Services and some companies classified as Consumer Discretionary (such as Netflix, Comcast, and CBS) and Information Technology (such as Alphabet and Meta) were reclassified into the Communication Services sector.

4. This analysis only considers federal filings. It does not present combined federal and state data, and lawsuits are not identified as parallel. This is different from other figures in this report that account for filings in federal courts that also have parallel lawsuits identified in state courts. In those analyses, when parallel lawsuits are filed in different years, only the earlier filing is reflected in the analysis. As a result, this figure's filing counts may not match Figures 1–3, 7–10, 12, and 28, or Appendices 1 and 5.

- The percentage of total market capitalization of S&P 500 companies subject to core federal filings dropped from 10.1% in 2023 to 6.1% in 2024. See Appendix 2B for the share of market capitalization subject to core federal filings by sector from 2001 to 2024.
- The percentage of market capitalization exposure for the Communication Services/ Telecommunication/Information Technology sector decreased sharply, from 17.3% in 2023 to 2.3% in 2024, a more than sevenfold decrease.
- The percentage of market capitalization exposure for the Utilities sector plummeted from 16.0% in 2023 to 0.0% in 2024.
- The percentage of market capitalization exposure in the Health Care sector nearly doubled from 8.1% in 2023 to 15.7% in 2024.
- The percentage of market capitalization exposure in the Consumer Discretionary sector dropped to 9.9% in 2024 from 13.1% in 2023, but remained above the 2001–2023 annual average of 7.6%.
- The percentage of market capitalization exposure in the Financials/Real Estate sector rose from 2.0% in 2023 to 9.0% in 2024.

At 15.7%, the Health Care sector had the highest percentage of market capitalization exposure.

Figure 14: Heat Maps of S&P 500 Securities Litigation™ Percentage of Market Capitalization Subject to Core Federal Filings

	Average 2001–2023	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
Consumer Discretionary	7.6%	2.5%	0.0%	2.8%	8.2%	4.7%	0.5%	2.2%	0.0%	30.3%	13.1%	9.9%
Consumer Staples	5.0%	0.0%	1.9%	1.0%	6.7%	15.2%	9.1%	1.8%	17.7%	0.0%	7.4%	2.7%
Energy/Materials	2.8%	0.2%	0.0%	19.8%	2.3%	1.4%	1.2%	0.4%	12.0%	0.0%	0.6%	0.0%
Financials/Real Estate	11.6%	0.3%	3.0%	11.9%	1.5%	12.5%	2.2%	16.9%	0.0%	4.7%	2.0%	9.0%
Health Care	10.3%	0.0%	3.1%	13.2%	2.7%	26.3%	6.6%	4.7%	0.0%	12.3%	8.1%	15.7%
Industrials	8.1%	1.7%	0.0%	8.7%	22.3%	19.4%	21.6%	4.9%	0.5%	6.1%	8.3%	9.1%
Communication Services/ Telecommunications/ Information Technology	8.8%	0.0%	7.0%	12.3%	4.4%	19.4%	18.0%	1.6%	8.2%	4.0%	17.3%	2.3%
Utilities	6.6%	0.0%	3.7%	4.4%	9.6%	6.5%	7.9%	6.6%	0.0%	7.2%	16.0%	0.0%
All S&P 500 Companies	8.3%	0.6%	2.8%	10.0%	6.1%	14.9%	10.0%	4.3%	5.1%	8.4%	10.1%	6.1%

0%	0–5%	5–15%	15–25%	25%+

Note:

1. The figure is based on the composition of the S&P 500 as of the last trading day of the previous year. Sectors are based on the Global Industry Classification Standard (GICS), which differ from those in the Bloomberg Industry Classification System used in Figure 10 and Figure 21.
2. Percentage of Market Capitalization Subject to Core Federal Filings equals the market capitalization of companies subject to new securities class action filings in federal courts in each sector divided by the total market capitalization of companies in that sector.
3. In August 2016, GICS added a new industry sector, Real Estate. This analysis begins using the Real Estate industry sector in 2017. In 2018, the Telecommunication Services sector was incorporated into a new sector, Communication Services. With this name change, all companies previously classified as Telecommunication Services and some companies classified as Consumer Discretionary (such as Netflix, Comcast, and CBS) and Information Technology (such as Alphabet and Meta) were reclassified into the Communication Services sector.
4. This analysis only considers federal filings. It does not present combined federal and state data, and lawsuits are not identified as parallel. This is different from other figures in this report that account for filings in federal courts that also have parallel lawsuits identified in state courts. In those analyses, when parallel lawsuits are filed in different years, only the earlier filing is reflected in the analysis. As a result, this figure's filing counts may not match Figures 1–3, 7–10, 12, and 28, or Appendices 1 and 5.

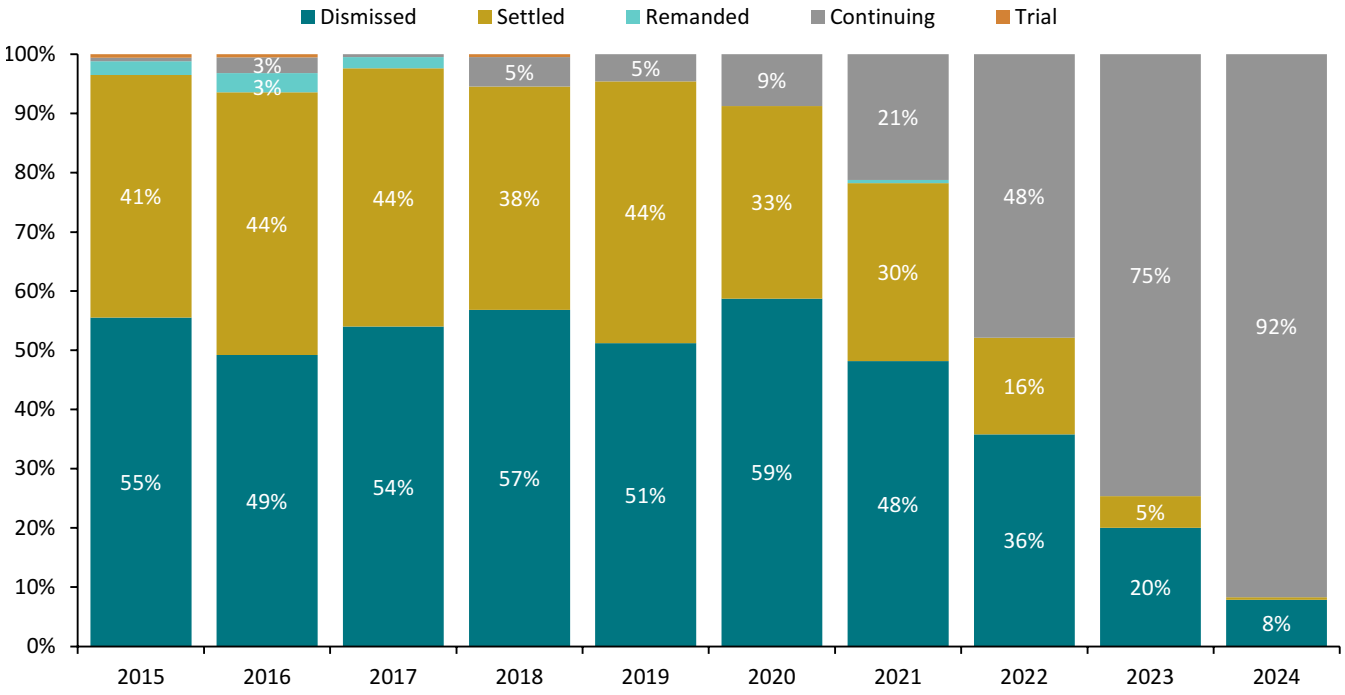
Status of Core Federal Securities Class Action Filings

This analysis compares filing groups to determine whether filing outcomes have changed over time. As each cohort ages, a larger percentage of filings are resolved—whether through dismissal, settlement, remand, or by trial. In the first few years after filing, a larger proportion of core federal lawsuits are dismissed rather than settled, but in later years, more are resolved through settlement than dismissal.

From 2014 to 2021, 52% of core federal filings have been dismissed, 41% of filings have settled, and 6% of filings are ongoing.

- From 1997 to 2024, 46% of core federal filings were settled, 43% were dismissed, 0.5% were remanded, and 10% are continuing. During this time, only 0.4% of core federal filings (or 21 lawsuits) reached trial.
- More recent cohorts have too many ongoing filings to determine their ultimate resolution rates. For example, of core federal filings that are ongoing, 83% were filed between 2022 and 2024, while 17% were filed before 2021.
- As shown in Appendix 3, contrary to trends in core federal filings, M&A filings from 2014 to 2023 were largely resolved through dismissal, with 94% of filings dismissed and 6% settled.

Figure 15: Status of Filings by Year—Core Federal Filings
2015–2024



Note: Percentages may not sum to 100% due to rounding. This analysis only considers federal filings. It does not present combined federal and state data, and lawsuits are not identified as parallel. This is different from Figures 1–3, 7–10, 12, and 28, or Appendices 1 and 5, which account for filings in federal courts that also have parallel lawsuits identified in state courts. In those analyses, when parallel lawsuits are filed in different years, only the earlier filing is reflected in the analysis.

1933 Act Filings in State Courts

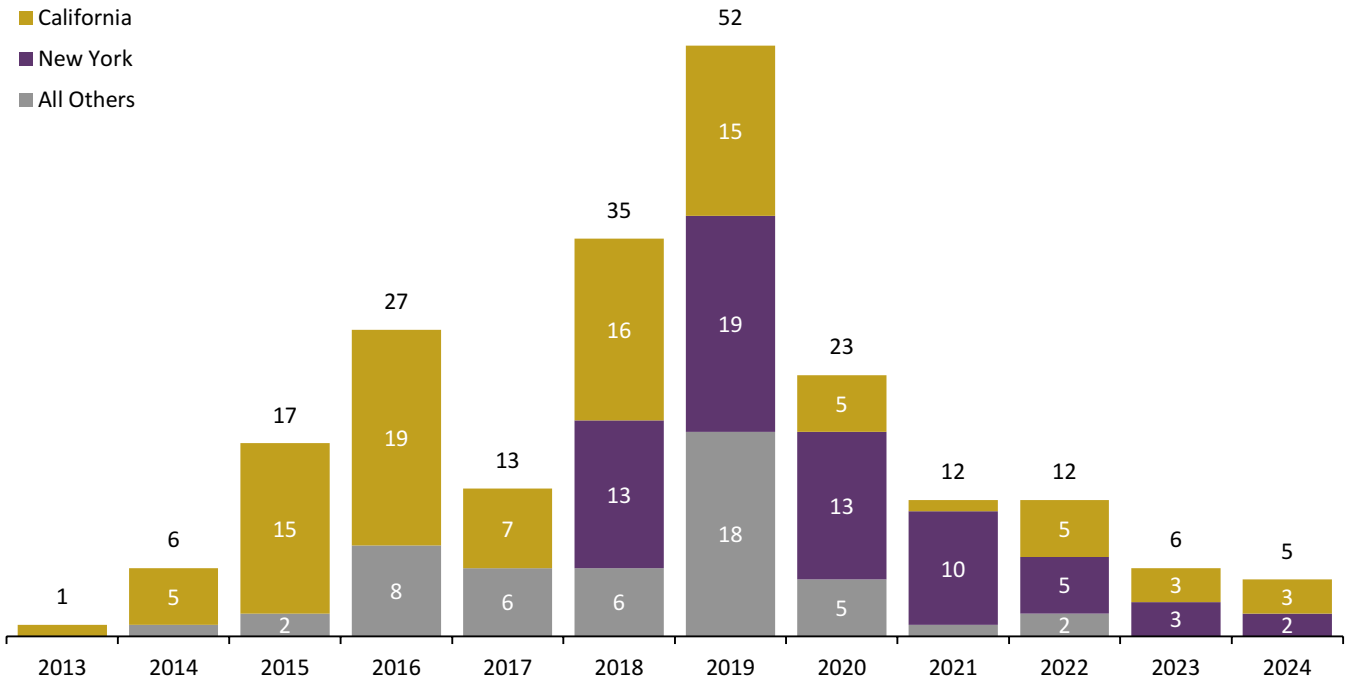
The following data include 1933 Act filings in California, New York, and other state courts. Filings from prior years are added when identified. These filings may include Section 11, Section 12, and Section 15 claims, but do not include Section 10(b) claims.

- State 1933 Act filings decreased in 2024, down from six in 2023 to five in 2024. Of these filings, three were in California, and two were in New York. There were no 1933 Act filings in other state courts.

State 1933 Act filing activity plummeted in 2023 and continued to decline in 2024, falling to the lowest level since 2013.

- In line with the *Sciabacucchi* decision in 2020, which enforced forum-selection clauses that require 1933 Act claims to be brought in federal courts, the number of 1933 Act filings in state courts in 2024 was lower than the number of 1933 Act filings in state courts prior to 2020.
- The period between the *Cyan* and *Sciabacucchi* decisions (March 2018–March 2019) changed the availability of state courts as a forum for 1933 Act claims. In *Cyan*, the U.S. Supreme Court confirmed that state and federal courts have concurrent jurisdiction over 1933 Act claims. In *Sciabacucchi*, the Delaware Supreme Court upheld forum-selection provisions in corporate charters mandating that 1933 Act claims only be brought in federal court. Since then, many state courts have followed *Sciabacucchi*.

Figure 16: State 1933 Act Filings by State
2013–2024



Source: Cornerstone Research and Stanford Law School Securities Class Action Clearinghouse; Bloomberg Law; ISS' SCAS

Note: This analysis counts all filings in state courts. It does not present data on a combined federal and state basis, nor does it identify or account for lawsuits that have parallel filings in both state and federal courts. As a result, totals in this analysis may not match Figures 3, 18, or 19. See Additional Notes to Figures for more detailed information and for Counts and Totals Methodology.

Dollar Loss on Offered Shares™ (DLOS Index™) in Federal Section 11–Only and State 1933 Act Filings

This analysis calculates the loss of market value of class members' shares offered in securities issuances that are subject to 1933 Act claims. It is calculated as the shares offered at issuance (e.g., in an IPO, a seasoned equity offering (SEO), or a corporate merger or spinoff) acquired by class members multiplied by the difference between the offering price of the shares and their price on the filing date of the first identified complaint.

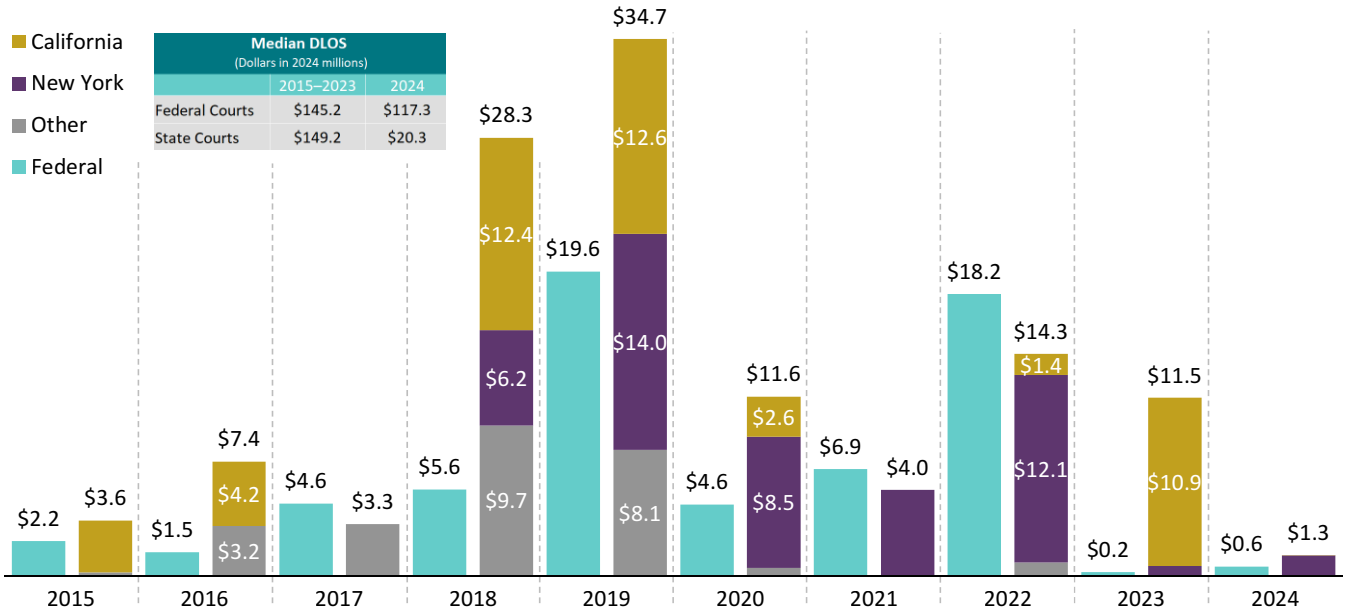
This alternative measure of losses has been calculated for federal filings involving only Section 11 claims (i.e., no Section 10(b) claims) and 1933 Act filings in state courts. This measure, Dollar Loss on Offered Shares (DLOS), aims to capture, more precisely than MDL, the dollar loss associated with the specific shares at issue as alleged in a complaint.

- Total DLOS fell sharply for state 1933 Act filings, from $11.5 billion in 2023 to $1.3 billion in 2024.
- From 2023 to 2024, total DLOS from federal Section 11 filings increased slightly, despite a decrease in the number of federal Section 11 filings from 2023 to 2024.
- The 2024 median DLOS for state filings was far below the 2015–2023 median.

In 2024, DLOS from state 1933 Act filings fell to $1.3 billion from $11.5 billion in 2023.

Figure 17: Dollar Loss on Offered Shares™ (DLOS Index™) for Federal Section 11–Only and State 1933 Act Filings 2015–2024

(Dollars in 2024 billions)



Source: Cornerstone Research and Stanford Law School Securities Class Action Clearinghouse; Bloomberg Law; ISS' SCAS; CRSP; SEC EDGAR

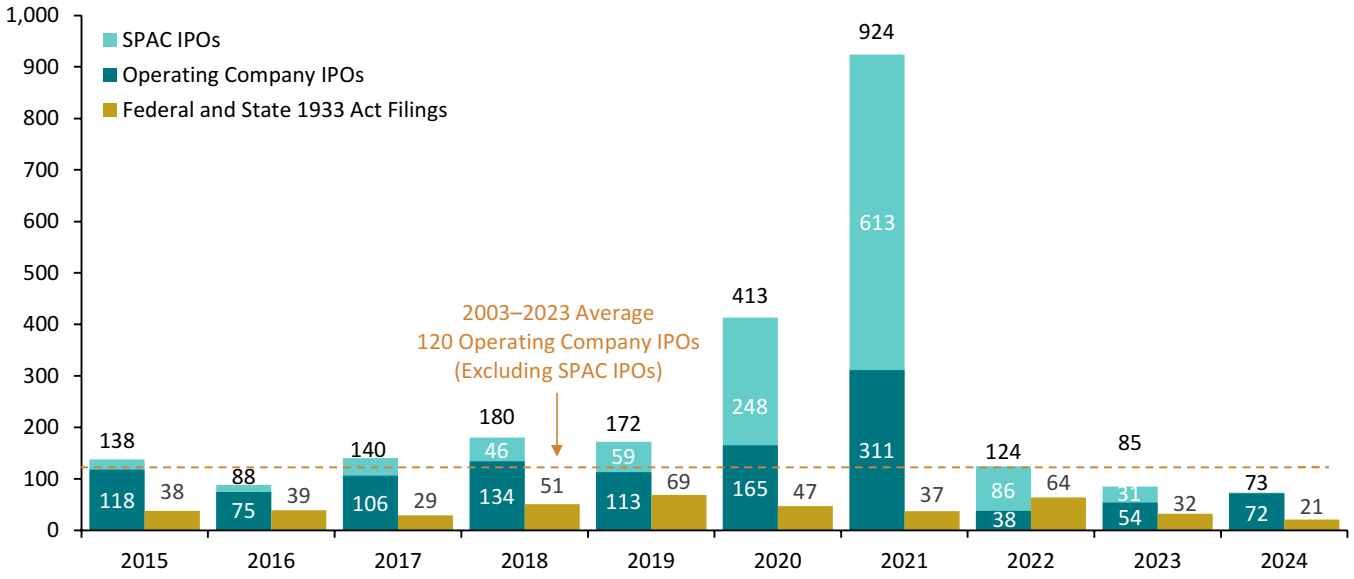
IPO Activity and Federal and State 1933 Act Filings

This figure compares IPO activity (operating company IPOs and SPAC IPOs) with counts of federal and state 1933 Act filings.

Both the total number of IPOs and filings with federal and state 1933 Act claims fell in 2024, declining to their lowest levels in the past 15 and 11 years, respectively.

- The number of federal and state Section 11 filings decreased from 21 in 2023 to 16 in 2024, while the number of Section 12–only filings decreased from 11 in 2023 to five in 2024, largely driven by a decline in cryptocurrency-related filings.
- Although historically SPACs have represented only a small portion of IPOs, SPACs accounted for an increasingly large share of IPO activity from 2020 to 2022. Since 2021, however, the number of SPAC IPOs has declined sharply. The number of SPAC IPOs dropped from 31 in 2023 to one in 2024.
- The number of operating company IPOs increased 33% in 2024, after an increase of 42% in 2023. The 72 operating company IPOs in 2024 are slightly more than half of the average annual number of operating company IPOs from 2003 to 2023.
- Generally, heavier IPO activity appears to be correlated with increased levels of federal and state 1933 Act filings in the ensuing year. This general trend continued in 2024 as federal and state 1933 Act filings decreased following a drop in IPO activity from 2022 to 2023.

Figure 18: Number of IPOs on Major U.S. Exchanges and Number of Filings of Federal and State 1933 Act Claims 2015–2024



Source: Cornerstone Research and Stanford Law School Securities Class Action Clearinghouse; Jay R. Ritter, "Initial Public Offerings: Updated Statistics," University of Florida, January 9, 2025

Note: Operating company IPOs exclude the following offerings: those with an offer price of below $5.00, ADRs, unit offers, closed-end funds, REITs, natural resource limited partnerships, small best-efforts offers, banks and S&Ls, and stocks not included in the CRSP database (CRSP includes Amex, NYSE, and Nasdaq stocks). SPAC IPOs include unit and non-unit SPAC IPOs, as defined by Professor Ritter. This figure presents combined federal and state data. Filings in federal courts may have parallel lawsuits filed in state courts. When parallel lawsuits are filed in different years, only the earlier filing is reflected in the figure above. Filings against the same company brought in different states without a filing brought in federal court are counted as unique state filings. As a result, this figure's filing counts may not match those in Figures 4–6, 11, 13–17, 20, and 22–23, or Appendices 2–4 and 6–7. The federal Section 11 lawsuits displayed may include Rule 10b-5 claims, but state 1933 Act filings do not.

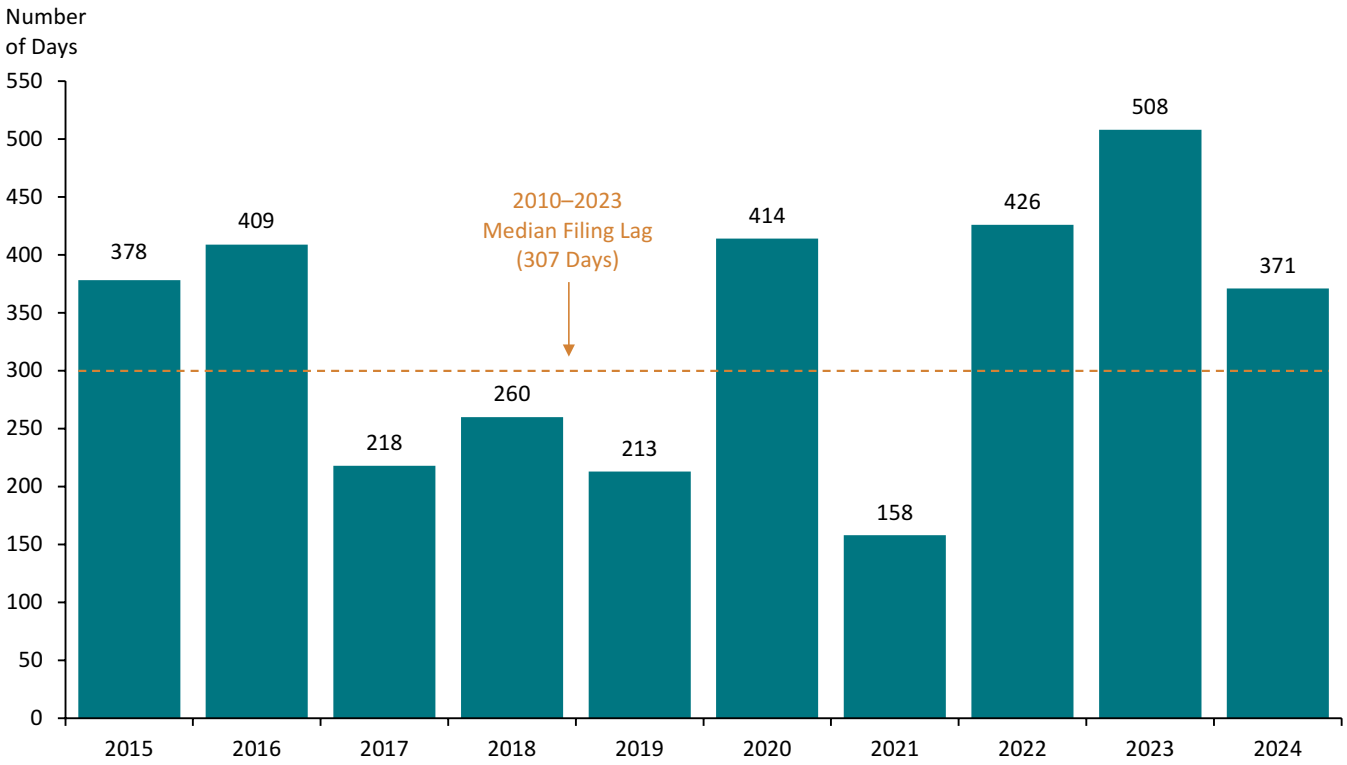
Lag Between IPO and Federal Section 11 and State 1933 Act Filings

This analysis reviews the number of days between the IPO of a company and the filing date of a federal Section 11 or state 1933 Act securities class action (IPO filing lag).

- The IPO filing lag has varied substantially since 2010, but is fairly centered around the 2010–2023 median filing lag of 307 days.
- The IPO filing lag fell to 371 days in 2024 from 508 days in 2023, a 27% decrease. However, the IPO filing lag has been elevated since 2021.

In 2024, the filing lag for an IPO subject to a federal Section 11 or state 1933 Act claim decreased to 371 days, approaching the 2010–2023 median filing lag of 307 days.

Figure 19: Lag Between IPO and Federal Section 11 and State 1933 Act Filings
2015–2024



Note: These data only consider IPOs with a subsequent federal Section 11 or state 1933 Act class action complaint. Only complaints that exclusively referred to an IPO were considered. Federal filings that also include Rule 10b-5 allegations are not considered. Years in the figure refer to the year in which the complaint was filed. This figure presents combined federal and state data. Filings in federal courts may have parallel lawsuits filed in state courts. When parallel lawsuits are filed in different years, only the earlier filing is reflected in the figure above. Filings against the same company brought in different states without a filing brought in federal court are counted as unique state filings.

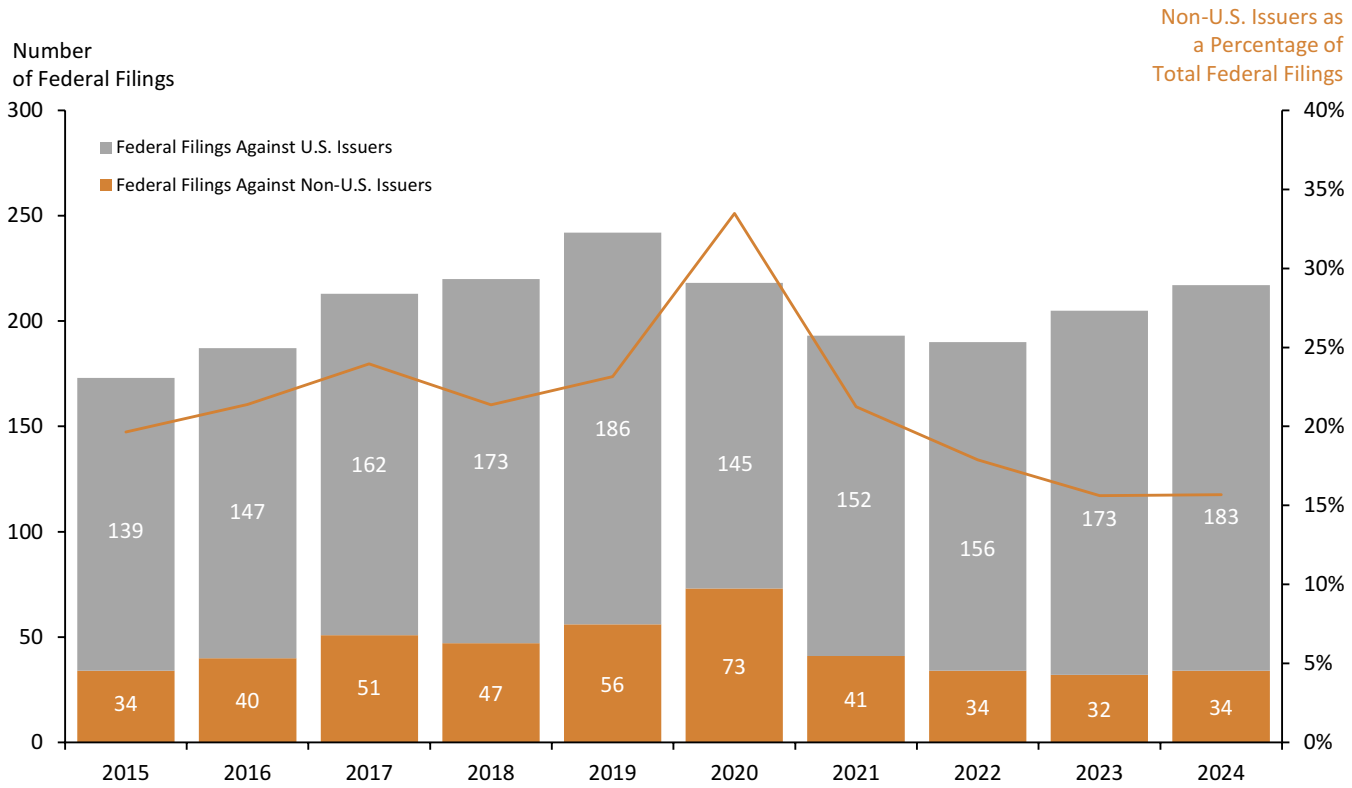
Non-U.S. Core Federal Filings

This index tracks the number of core federal filings against foreign issuers (i.e., companies headquartered outside the United States) relative to total core federal filings.

- The number of federal filings against non-U.S. issuers continued to stay at low levels since the recent high in 2020 (34 filings in 2024), well below the 2015–2023 annual average of 45 filings.
- The number of federal filings against U.S. issuers increased from 173 in 2023 to 183 in 2024, remaining above the 2015–2023 annual average of 159.
- As a percentage of total core federal filings, the number of core federal filings against non-U.S. issuers stayed low at 16% from a recent high of 33% in 2020, below the 2015–2023 annual average of 22%.

The number of core federal filings against non-U.S. issuers, both overall and as a percentage of total core federal filings, continued to stay at low levels relative to the recent high in 2020.

Figure 20: Annual Number of Class Action Filings by Location of Headquarters—Core Federal Filings 2015–2024



Note: This analysis only considers federal filings. It does not present M&A lawsuits or combined federal and state data, and filings are not identified as parallel. This is different from other figures in this report that account for filings in federal courts that also have parallel lawsuits identified in state courts. In those analyses, when parallel lawsuits are filed in different years, only the earlier filing is reflected in the analysis. As a result, this figure's filing counts may not match Figures 1–3, 7–10, 12, and 18, or Appendices 1 and 5. See Additional Notes to Figures for Counts and Totals Methodology.

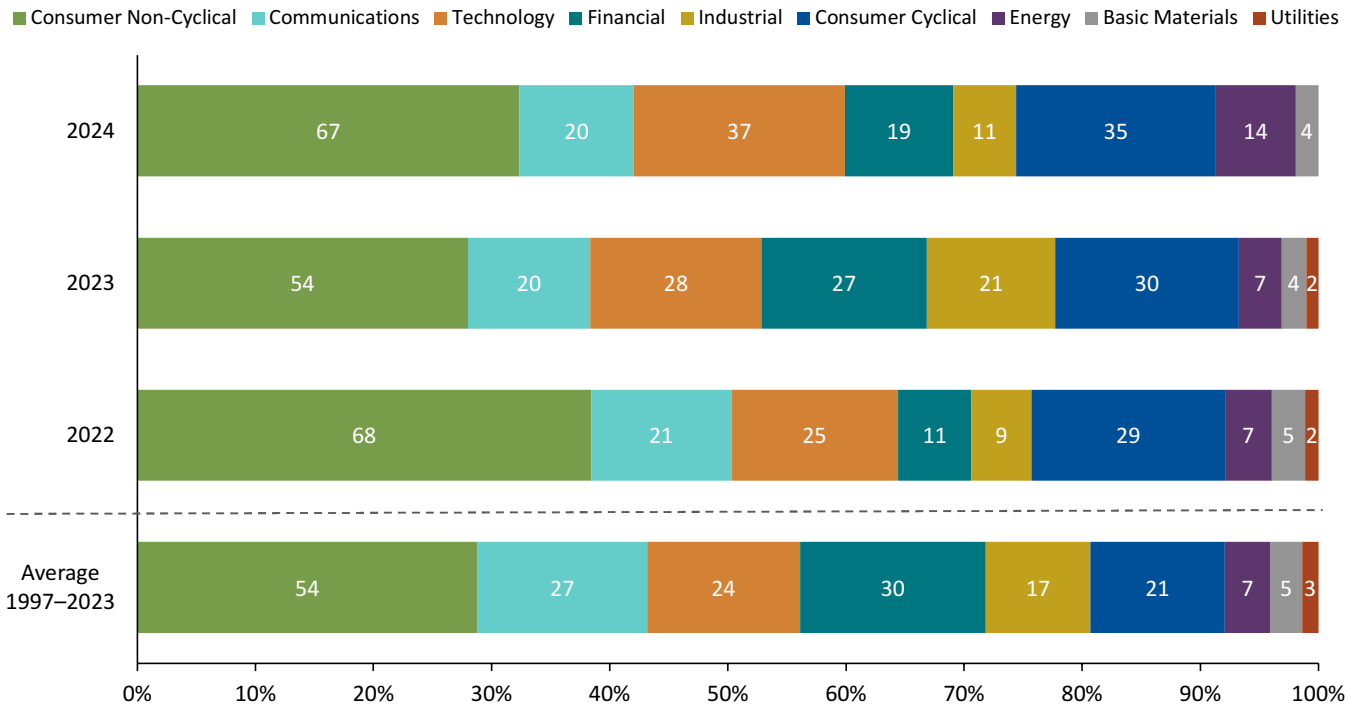
Industry Comparison of Core Filings

This analysis of core federal and state filings encompasses both smaller companies and large capitalization companies, such as those included in the S&P 500.

- The Consumer Non-Cyclical sector remained the sector with the most filings (67) in 2024, an increase from 54 filings in 2023. The increase was largely driven by a surge in Biotechnology filings in 2024 H2, from 11 filings in 2023 to 24 filings in 2024.
- The number of filings in the Technology sector increased for the second consecutive year in 2024 (37 filings) from 28 filings in 2023 and 25 filings in 2022.
- Of the 15 AI-related filings in 2024, eight were in the Technology sector, four were in the Communications sector, two were in the Industrial sector, and one filing was in the Consumer Non-Cyclical sector.
- Since 2013, 126 companies in the Consumer Non-Cyclical sector had at least two separate lawsuits filed against them, of which 72 companies (57%) were Biotechnology or Pharmaceuticals companies.
- The number of filings in the Financial sector decreased by 30%, from 27 in 2023 to 19 in 2024. Total MDL in the Financial sector decreased by 45%.
- The number of filings in the Industrial sector in 2024 (11) decreased by 48% relative to the 2023 total (21), while total MDL in the Industrial sector remained relatively flat compared to 2023.

The number of filings in the Technology sector increased from 28 in 2023 to 37 in 2024, which was largely driven by an increase in AI-related filings.

Figure 21: Filings by Industry—Core Filings



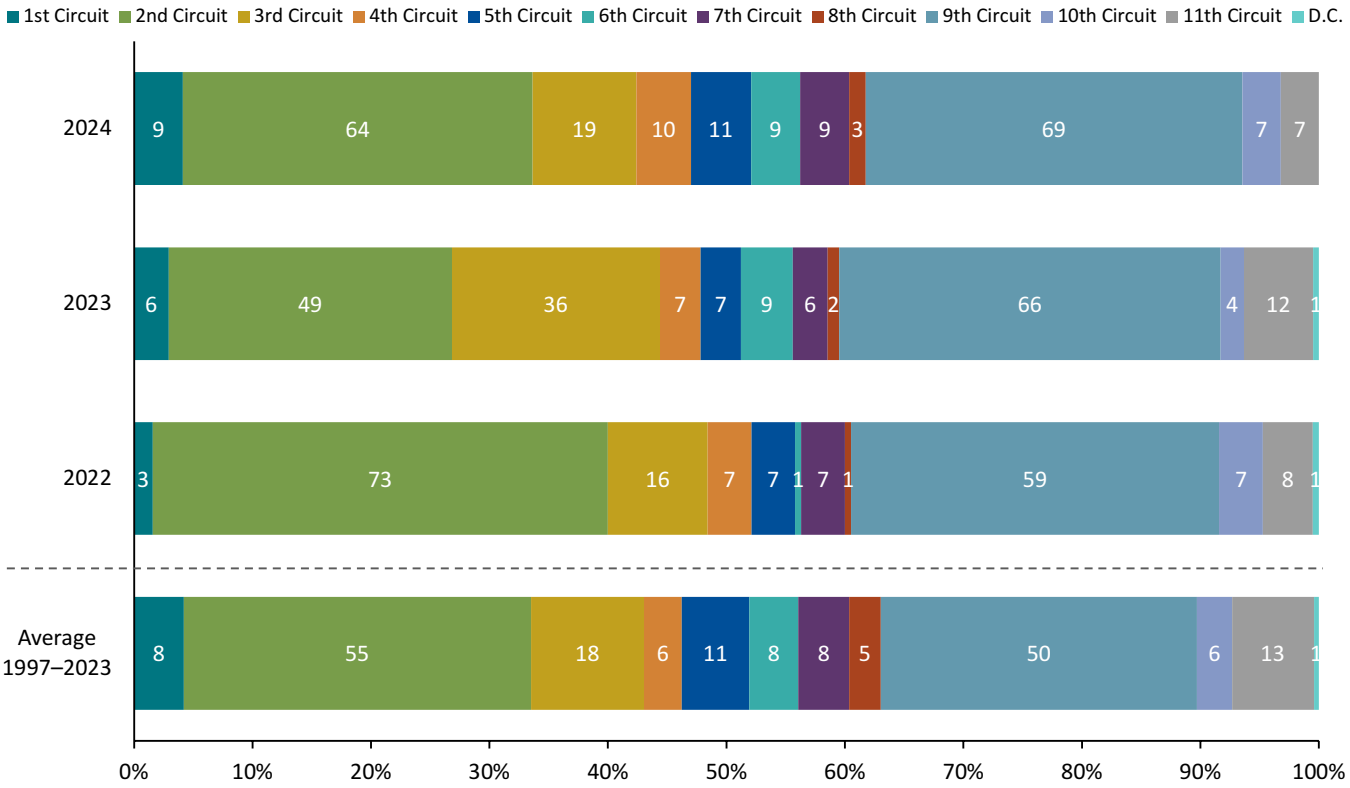
Note: Filings with missing sector information or infrequently used sectors may be excluded. As a result, numbers in this chart may not match other total counts listed in this report. This figure presents combined core and federal state data. It does not present M&A lawsuits. Filings in federal courts may have parallel lawsuits filed in state courts. When parallel lawsuits are filed in different years, only the earlier filing is reflected in the figure above. Filings against the same company brought in different states without a filing brought in federal court are counted as unique state filings. As a result, this figure's filing counts may not match those in Figures 4–6, 11, 13–17, 20, and 22–23, or Appendices 2–4 and 6–7. Sectors are based on the Bloomberg Industry Classification System. See Additional Notes to Figures for Counts and Totals Methodology.

Core Federal Filings by Circuit

- For the second year in a row, the number of core federal filings in the Ninth Circuit exceeded those in the Second Circuit.
- Core federal filings in the Second Circuit increased by 31%, from 49 in 2023 to 64 in 2024, whereas core federal filings in the Ninth Circuit only increased by 5%, from 66 in 2023 to 69 in 2024. There is now little difference in the number of core federal filings in the Second Circuit and the Ninth Circuit.
- Core federal filings in the Third Circuit dropped from 36 in 2023 to 19 in 2024, nearly a 50% decline, decreasing to around the historical average.
- While the Ninth Circuit comprised 32% of all core federal filings in 2024, it accounted for 49% of total federal DDL and 39% of total federal MDL.
- Core federal filings in the Ninth Circuit remained relatively stable in 2024 compared to 2023, but total MDL in the Ninth Circuit decreased from $1.9 trillion in 2023 to $625 billion in 2024, a 67% decrease. However, total DDL in the Ninth Circuit increased from $114 billion in 2023 to $211 billion in 2024, an 85% increase. See Appendix 6.

Core federal filings in the Ninth Circuit remained relatively stable in 2024 compared to 2023, while total DDL in the Ninth Circuit increased significantly from 2023 to 2024.

Figure 22: Filings by Circuit—Core Federal Filings



Note: This analysis only considers federal filings. It does not present M&A lawsuits or combined federal and state data, and lawsuits are not identified as parallel. This is different from other figures in this report that account for filings in federal courts that also have parallel lawsuits identified in state courts. In those analyses, when parallel lawsuits are filed in different years, only the earlier filing is reflected in the analysis. As a result, this figure's filing counts may not match Figures 1–3, 7–10, 15, and 22, or Appendices 1 and 5. Similarly, MDL and DDL figures discussed on this page will not match Figures 1–3, 7–10, 15, and 22, or Appendices 1 and 5. See Additional Notes to Figures for Counts and Total Methodology.

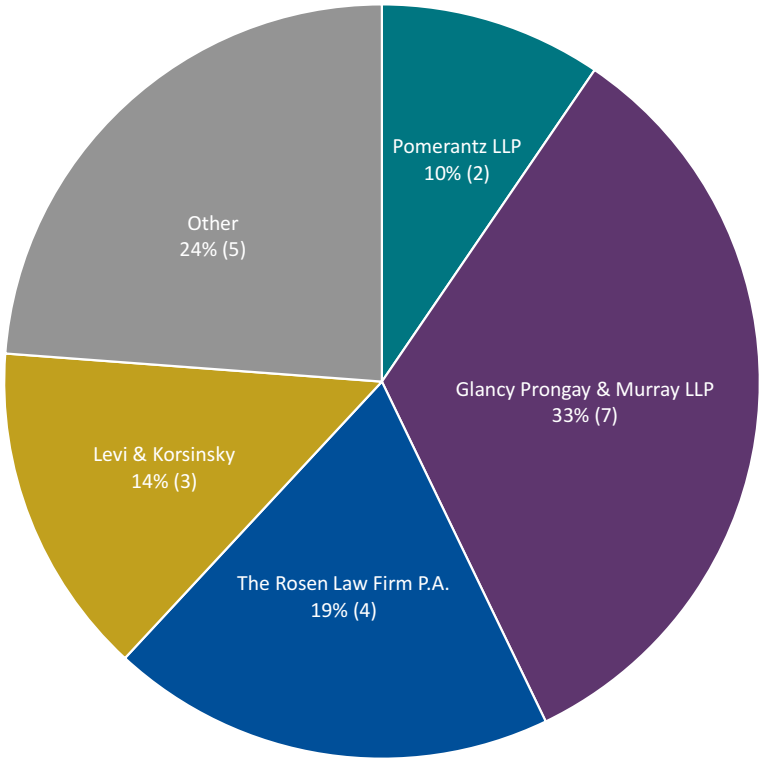
Filings Referencing Short-Seller Reports by Plaintiff Counsel

This analysis examines which plaintiff law firms reference reports by short sellers most frequently.

- In 2024, 21 core federal first identified complaints, or about 10%, alleged stock price drops related to reports published by short sellers, up from 19 such filings in 2023.
- Of these 21 core federal filings, 16 (76%) were made by four plaintiff law firms—The Rosen Law Firm P.A., Pomerantz LLP, Glancy Prongay & Murray LLP, and Levi & Korsinsky. These firms' share of core federal filings referencing short-seller reports greatly exceeded their share of all core federal filings (52%) in 2024.
- The five filings referencing short sellers made by other law firms were each made by different law firms.

In 2024, four plaintiff law firms—The Rosen Law Firm P.A., Pomerantz LLP, Glancy Prongay & Murray LLP, and Levi & Korsinsky—filed 76% of the core federal filings that referenced reports published by short sellers.

Figure 23: Core Federal Filings Referencing Short-Seller Reports by Plaintiff Counsel
2024



Source: Cornerstone Research and Stanford Law School Securities Class Action Clearinghouse

Note: Only short-seller reports mentioned in the first identified complaint are included in this analysis. Filings that contained at least one of the four plaintiff law firms were included in the relevant category; otherwise, they were included in "Other." Four of the filings made by The Rosen Law Firm P.A., Pomerantz LLP, Glancy Prongay & Murray LLP, and Levi & Korsinsky also included an additional law firm. This analysis only considers federal filings. It does not present combined federal and state data, and lawsuits are not identified as parallel. This is different from other figures in this report that account for filings in federal courts that also have parallel lawsuits identified in state courts. In those analyses, when parallel lawsuits are filed in different years, only the earlier filing is reflected in the analysis. As a result, this figure's filing counts may not match Figures 1–3, 7–10, 12, and 19, or Appendices 1 and 5. See Additional Notes to Figures for Counts and Totals Methodology.

New Developments

Supreme Court Dismisses Two Cases Without Ruling

As reported in Cornerstone Research's *Securities Class Action Filings—2024 Midyear Assessment*, the U.S. Supreme Court had agreed to hear two cases involving claims against Facebook Inc. and Nvidia Corp. However, the Court dismissed both cases following oral argument, ruling that certiorari in each had been "improvidently granted."[1]

In *Facebook Inc. v. Amalgamated Bank*, the Court had agreed to review a Ninth Circuit decision that Facebook could be held liable under Section 10(b) for failing to disclose risks that had materialized in the past even if they presented no known risk of ongoing or future business harm.[2] Facebook had argued the Ninth Circuit's decision created a three-way circuit split regarding what companies must disclose in the risk factors section of their Form 10-K filings.[3] Facebook argued that while the Sixth Circuit does not require companies to disclose past instances when a risk has materialized, six other circuits require disclosure if the company knows the past events will harm its business.[4]

In *Nvidia Corp. v. E. Ohman J:or Fonder AB*, the Court had agreed to review an appeal of a Ninth Circuit ruling regarding pleading requirements for Section 10(b).[5] Plaintiffs alleged Nvidia and top executives misrepresented the extent to which revenue associated with one of its products was attributable to purchases by video gamers rather than cryptocurrency miners.[6] Plaintiffs pled scienter primarily by alleging defendants had access to detailed sales data, which they speculated would have shown high proportions of revenue from cryptocurrency miners.[7] To support their allegations of falsity, plaintiffs primarily relied on an expert retained to analyze the product revenue from cryptocurrency miners.[8]

The majority of a divided Ninth Circuit panel overturned a decision by the district court to dismiss the litigation and revived the claims against Nvidia and its CEO. Nvidia argued review was needed to resolve a circuit split regarding pleading scienter in securities litigation.[9] Nvidia argued that whereas five circuits require plaintiffs pleading scienter based on allegations about internal company documents to plead the specific contents of those documents, only one (the First Circuit) has found allegations of the existence of the company reports plus assertions about what the reports may have said to be sufficient.[10] Nvidia also argued the Ninth Circuit's decision created a second circuit split on pleading falsity. Prior to the decision, the Second and Fifth Circuits had held that an expert's opinion could not substitute for particularized allegations of falsity.[11]

The Supreme Court's rulings let stand the Ninth Circuit's decisions in both Facebook and Nvidia without resolving the circuit splits regarding disclosures in risk factors and the requirements for pleading scienter and falsity.

Jaeger v. Zillow Group Inc.

On August 23, 2024, the U.S. District Court for the Western District of Washington in *Jaeger v. Zillow Group Inc.* certified a class of investors who alleged Zillow failed to disclose material weaknesses in its house-flipping business.[12]

Zillow appealed to the Ninth Circuit, arguing the district court misapplied the Supreme Court's ruling in *Goldman Sachs Group Inc. v. Arkansas Teacher Retirement System*.[13] In *Goldman*, the Court held that "inference [] that the back-end price drop equals front-end inflation [] starts to break down when there is a mismatch between the contents of the misrepresentation and the corrective disclosure."[14] Zillow argued the district court misapplied *Goldman* by ignoring an expert who opined that the front-end misstatements had no price impact at the time they were made.[15]

In deciding *Zillow*, the Ninth Circuit would be the second federal appeals court to interpret and apply the Supreme Court's ruling in *Goldman*. The first was the Second Circuit, which in 2023 decertified a class of investors, holding that "there is an insufficient link between the corrective disclosures and the alleged misrepresentations," and therefore that defendants had demonstrated lack of price impact and had rebutted *Basic*'s presumption of reliance.[16]

1. Facebook Inc. v. Amalgamated Bank, 604 U.S. ___ (2024) (per curiam); Nvidia Corp. v. E Hohman J:or Fonder AB, 604 U.S. ___ (2024) (per curiam).
2. Facebook Inc. v. Amalgamated Bank, __ S. Ct. __, 2024 WL 2883752 (2024).
3. Facebook Inc. v. Amalgamated Bank, Petition for Writ of Certiorari, at 2.
4. *Ibid*. The six circuits are the First, Second, Third, Fifth, Tenth, and D.C. Circuits.
5. *See* U.S. Supreme Court Order List, 602 U.S. __ (June 17, 2024) at *2.65; Iron Workers Local 580 Joint Funds v. NVIDIA Corp., 522 F. Supp. 3d 660, 666 (N.D. Cal. 2021).
6. E. Ohman J:or Fonder AB v. NVIDIA Corp., 81 F. 4th 918, 940 (9th Cir. 2023).
7. *Ibid*. at 924.
8.NVIDIA Corp., Cert. Pet., at *4–5.
9. NVIDIA Corp., Cert. Pet., at *4–5.
10. NVIDIA Corp., Cert. Pet., at *4. The five circuits are the Second, Third, Fifth, Seventh, and Tenth Circuits.
11. NVIDIA Corp., Cert. Pet., at *5.
12. Jaeger v. Zillow Group Inc., No. 2:21-cv-01551, slip op. at 19 (W.D. Wash. Aug. 23, 2024).
13. Jaeger v. Zillow Group Inc., No. 24-6605, Brief of Appellant, at 2.
14. Goldman Sachs Group Inc. v. Arkansas Teacher Retirement System, 141 S. Ct. 1951, 1961 (2021).
15. Jaeger v. Zillow Group Inc., No. 24-6605, Brief of Appellant, at 16.
16. Arkansas Teacher Retirement System v. Goldman Sachs Group, 77 F.4th 74, 105 (2d Cir. 2023).

Glossary

Annual Number of Class Action Filings by Location of Headquarters (formerly known as the Class Action Filings Non-U.S. Index) tracks the number of core federal filings against non-U.S. issuers (companies headquartered outside the United States) relative to total core federal filings.

Class Action Filings Index® (CAF Index®) tracks the number of federal securities class action filings.

Core filings are all state 1933 Act class actions and all federal securities class actions, excluding those defined as M&A filings.

Cyan refers to *Cyan Inc. v. Beaver County Employees Retirement Fund.* In this March 2018 opinion, the U.S. Supreme Court ruled that 1933 Act claims may be brought to state venues and are not removable to federal court.

Disclosure Dollar Loss Index® (DDL Index®) measures the aggregate DDL for all federal and state filings over a period of time. DDL is the dollar-value change in the defendant firm's market capitalization between the trading day immediately preceding the end of the class period and the trading day immediately following the end of the class period. DDL should not be considered an indicator of liability or measure of potential damages. Instead, it estimates the impact of all information revealed at the end of the class period, including information unrelated to the litigation. Reported DDL is inflation-adjusted to 2024 dollars (from the year of the end of the alleged class period for filings with Section 10(b) claims and the filing year for all other lawsuits) using the Consumer Price Index for All Urban Consumers (CPI-U).

Dollar Loss on Offered Shares Index™ (DLOS Index™) measures the aggregate DLOS for federal filings with only Section 11 claims and for state 1933 Act filings. DLOS is the change in the dollar-value of shares acquired by members of the putative class. It is the difference in the price of offered shares (i.e., from the date the registration statement becomes effective through the filing date of the first identified complaint multiplied by the shares offered). DLOS should not be considered an indicator of liability or measure of potential damages. Instead, it estimates the impact of all information revealed between the date of the registration statement and the complaint filing date, including information unrelated to the litigation. Reported DLOS is inflation-adjusted to 2024 dollars from the filing year using the Consumer Price Index for All Urban Consumers (CPI-U).

Filing lag is the number of days between the end of a class period and the filing date of the securities class action.

First identified complaint is the first complaint filed of one or more securities class action complaints with the same underlying allegations against the same defendant or set of defendants. When there is no federal complaint and multiple state complaints are filed, they are treated as separate filings.

Market capitalization losses measure changes to market values of the companies subject to class action filings. This report tracks market capitalization losses for defendant firms during and at the end of class periods. They are calculated for publicly traded common equity securities, closed-ended mutual funds, and exchange-traded funds where data are available. Declines in market capitalization may be driven by market, industry, and/or firm-specific factors. To the extent that the observed losses reflect factors unrelated to the allegations in class action complaints, indices based on class period losses would not be representative of potential defendant exposure in class actions. This is especially relevant in the post-*Dura* securities litigation environment. In April 2005, the U.S. Supreme Court ruled that plaintiffs in a securities class action are required to establish a causal connection between alleged wrongdoing and subsequent shareholder losses. This report tracks market capitalization losses at the end of each class period using DDL, and market capitalization losses during each class period using MDL.

Maximum Dollar Loss Index® (MDL Index®) measures the aggregate MDL for all federal and state filings over a period of time. MDL is the dollar-value change in the defendant firm's market capitalization from the trading day with the highest market capitalization during the class period to the trading day immediately following the end of the class period. MDL should not be considered an indicator of liability or measure of potential damages. Instead, it estimates the impact of all information revealed during or at the end of the class period, including information unrelated to the litigation. Reported MDL is inflation-adjusted to 2024 dollars (from the year of the end of the alleged class period for filings with Section 10(b) claims and the filing year for all other lawsuits) using the Consumer Price Index for All Urban Consumers (CPI-U).

Merger and acquisition (M&A) filings are securities class actions filed in federal courts that have Section 14 claims, but no Section 10(b), Section 11, or Section 12(a) claims, and involve merger and acquisition transactions.

Glossary (continued)

Trend categories are categories of related securities class actions filed in federal courts. Current trend categories include Artificial Intelligence, COVID-19, Cryptocurrency, Cybersecurity, and SPACs. See Additional Notes to Figures for detailed definitions.

Sciabacucchi refers to *Salzberg v. Sciabacucchi*. On March 18, 2020, the Delaware Supreme Court held that forum-selection provisions in corporate charters requiring that some class action securities claims under the 1933 Act be adjudicated in federal courts are enforceable.

Securities Class Action Clearinghouse is an authoritative source of data and analysis on the financial and economic characteristics of federal securities fraud class action litigation, cosponsored by Cornerstone Research and Stanford Law School.

State 1933 Act filing is a class action filed in a state court that asserts claims under Section 11 and/or Section 12 of the Securities Act of 1933. These filings may also have Section 15 claims, but do not have Section 10(b) claims.

Additional Notes to Figures

Counts and Totals Methodology

1. A parallel filing is a filing in federal court that has a related filing in state court.
2. For a state court filing to be considered parallel, it must be filed against the same defendant, concern the same security, and contain similar allegations to the federal filing.
3. Any additional filing against the same defendant brought in a different state without an additional federal court filing is counted as a unique state filing.
4. When parallel lawsuits are filed in different years or semiannual periods, only the earliest filing is reflected in filing counts and totals.
5. Parallel filings are only used in figures that show combined counts or totals across federal and state courts.
6. Figures that separately present state and federal counts or totals do not identify parallel filings. Therefore, counts and totals in each period are based on the date of each filing, rather than the earliest of the parallel state and federal filing dates. As a result, these figures differ in counts and totals from other figures that rely on parallel filing identification.
7. Figures that only present state counts or totals similarly do not identify parallel filings. Therefore, counts and totals in each period are only based on the dates of state filings. As a result, these figures differ in counts and totals from other figures that rely on parallel filing identification.
8. Figures that only present federal counts or totals similarly do not identify parallel filings. Therefore, counts and totals in each period are only based on the dates of federal filings. As a result, these figures differ in counts and totals from other figures that rely on parallel filing identification.

Figure 3: Federal Filings and State 1933 Act Filings by Venue

1. The federal Section 11 data displayed may contain Section 10(b) claims, but state 1933 Act filings do not.
2. Federal Section 10(b)–only filings may have non–Section 11 or non–Section 12 allegations.
3. Beginning in 2018, California state filings may contain either Section 11 or Section 12 claims. Of the 16 filings in California in 2018, six filings contained Section 12 claims without also containing Section 11 claims. Since 2018, there have been two such filings.

Figure 4: Summary of Trend Filings—Core Federal Filings

Definitions of Trend Categories:

Artificial Intelligence–related filings are those in which the company at issue (1) develops AI models, (2) manufactures products used in AI infrastructure, or (3) uses AI models for business purposes; and, in addition, the allegations are related to AI, or misrepresentations or failures to disclose risks associated with the use of AI. AI-related filings include those with allegations related to machine learning and autonomous driving, among others.
COVID-19-related filings include allegations related to companies negatively impacted by the pandemic or looking to address demand for products as a result of the pandemic.
Cryptocurrency-related filings include allegations against defendants that owned, operated, or controlled entities that engaged in the sale or exchange of tokens (commonly initial coin offerings) or non-fungible tokens (NFTs), cryptocurrency mining, cryptocurrency derivatives, or that designed blockchain-focused software.
Cybersecurity-related filings are those in which allegations relate to data breaches or security vulnerabilities.
SPAC filings concern companies that went public for the express purpose of acquiring an existing company in the future. These include current and former SPACs.

In 2024, one filing against a SPAC also had COVID-19-related allegations, and two filings against SPACs also had AI-related allegations. In 2023, one filing against a SPAC also had cryptocurrency-related allegations, one filing against a SPAC also had AI-related allegations, and one filing against a SPAC had allegations related to cybersecurity. In 2022, two filings against SPACs also had cryptocurrency-related allegations, and two filings against SPACs also had AI-related allegations. One filing against a SPAC also had COVID-19-related allegations. In 2021, one filing against a SPAC also had AI-related allegations, one filing had both cryptocurrency-related allegations and cybersecurity allegations, and one filing had both cybersecurity allegations and AI-related allegations. In 2020, one filing against a SPAC also had cryptocurrency-related allegations, one filing against a SPAC also had cybersecurity-related allegations, and one filing against a SPAC also had AI-related allegations. One filing had allegations related to AI and cybersecurity-related allegations.

Figure 11: Allegations Box Score—Core Federal Filings

Definitions:

1933 Act Claims are allegations made in the first identified complaint (FIC) of violations of Section 11 or Section 12(a) of the Securities Act of 1933.
Misrepresentations in Financial Documents are allegations made in the FIC that financial documents included misrepresentations. Financial documents include, but are not limited to, those filed with the U.S. Securities and Exchange Commission (SEC) (e.g., Form 10-Ks and registration statements) and press releases announcing financial results.
Accounting Violations are allegations made in the FIC of U.S. GAAP violations or violations of other reporting standards such as IFRS. In some cases, plaintiff(s) may not have expressly referenced violations of U.S. GAAP or other reporting standards; however, the allegations, if true, would represent violations of U.S. GAAP or other reporting standards.
Announced Restatements are alleged when the FIC includes Accounting Violations and refers to an announcement during or subsequent to the class period that the company will restate, may restate, or has unreliable financial statements.
Internal Control Weaknesses are allegations made in the FIC of internal control weaknesses over financial reporting.
Announced Internal Control Weaknesses are alleged when the FIC includes Internal Control Weaknesses and refers to an announcement during or subsequent to the class period that the company has internal control weaknesses over financial reporting.

Figure 12: Percentage of U.S. Exchange-Listed Companies Subject to Federal or State Filings

1. Percentages are calculated by dividing the count of issuers listed on the NYSE or Nasdaq subject to filings by the number of companies listed on the NYSE or Nasdaq as of the beginning of the year. Percentages may not sum due to rounding.
2. Core Filings and M&A Filings do not include instances in which a company has been subject to both a core and M&A filing in the same year. These are reported separately in the category labeled Both Core and M&A Filings. Since 2009, there have been 22 instances in which a company has been subject to both core and M&A filings in the same year. In 2017, 0.14% of U.S. exchange-listed companies were subject to both a core and M&A filing in the same year. In 2009, 2010, 2013, 2015,

Additional Notes to Figures (continued)

2016, 2019, 2020, and 2021, less than 0.1% of U.S. exchange-listed companies were subject to both a core and M&A filing in the same year. In all other years since 2009, there were no companies subject to both core and M&A filings in the same year.
3. Listed companies were identified by taking the count of listed securities at the beginning of each year and accounting for cross-listed companies or companies with more than one security traded on a given exchange. Securities were counted if they were classified as common stock or American depositary receipts (ADRs) and listed on the NYSE or Nasdaq.
4. This figure presents combined federal and state data. Filings in federal courts may have parallel lawsuits filed in state courts. When parallel lawsuits are filed in different years, only the earlier filing is reflected in Figure 12. Filings against the same company brought in different states without a filing brought in federal court are counted as unique state filings. The figure begins including issuers facing suits in state 1933 Act filings in 2010.

Figure 16: State 1933 Act Filings by State

1. All Others contains filings in Alabama, Arizona, Colorado, Florida, Georgia, Illinois, Indiana, Iowa, Massachusetts, Michigan, Nevada, New Hampshire, New Jersey, Ohio, Oregon, Pennsylvania, Rhode Island, Tennessee, Texas, Utah, Washington, West Virginia, and Wisconsin.
2. Beginning in 2018, California state filings may contain either Section 11 or Section 12 claims. Of the 16 filings in California in 2018, six filings contained Section 12 claims without also containing Section 11 claims. Since 2018, there have been two such filings.
3. This analysis compares all Section 11 filings in federal courts with all 1933 Act filings in state courts. It does not present data on a combined federal and state basis, nor does it identify or account for lawsuits that have parallel filings in both state and federal courts. The numbers shown in this figure have been inflation-adjusted to 2024 dollars and will not match prior reports.

Figure 17: Dollar Loss on Offered Shares™ (DLOS Index™) for Federal Section 11–Only and State 1933 Act Filings

1. Federal filings included in this analysis must contain a Section 11 claim and may contain a Section 12 claim, but do not contain Section 10(b) claims. Beginning in 2018, California state filings may contain either Section 11 or Section 12 claims. Of the 16 filings in California in 2018, six filings contained Section 12 claims without also containing Section 11 claims. Since 2018, there have been two such filings.
2. Starting with Cornerstone Research's *Securities Class Action Filings—2021 Year in Review*, the DLOS methodology has been changed from using the difference between the offering price of the shares and their closing price on the day of the first identified complaint's first alleged corrective disclosure (if none were mentioned, the price the day after the complaint filing day was used instead), to using the difference between the offering price of the shares and their closing price on the filing date of the first identified complaint.

Appendices

Appendix 1: Basic Filings Metrics

			Disclosure Dollar Loss			Maximum Dollar Loss			U.S. Exchange-Listed Firms: Core Filings		
Year	Class Action Filings	Core Filings	DDL Total ($ Billions)	Average ($ Millions)	Median ($ Millions)	MDL Total ($ Billions)	Average ($ Millions)	Median ($ Millions)	Number	Number of Listed Firms Sued	Percentage of Listed Firms Sued
1997	174	174	$82	$534	$112	$287	$1,861	$792	8,113	165	2.0%
1998	242	242	$155	$704	$117	$432	$1,963	$565	8,190	225	2.7%
1999	209	209	$264	$1,436	$192	$687	$3,732	$711	7,771	197	2.5%
2000	216	216	$438	$2,282	$217	$1,388	$7,229	$1,277	7,418	205	2.8%
2001	180	180	$354	$2,174	$164	$2,659	$16,311	$1,367	7,197	168	2.3%
2002	224	224	$351	$1,728	$239	$3,582	$17,646	$2,607	6,474	204	3.2%
2003	192	192	$133	$776	$172	$990	$5,791	$821	5,999	181	3.0%
2004	228	228	$241	$1,233	$179	$1,224	$6,278	$839	5,643	210	3.7%
2005	182	182	$150	$963	$249	$591	$3,790	$797	5,593	168	3.0%
2006	120	120	$81	$779	$170	$464	$4,462	$643	5,525	114	2.1%
2007	177	177	$241	$1,544	$236	$1,069	$6,854	$1,082	5,467	158	2.9%
2008	224	224	$324	$2,217	$313	$1,196	$8,191	$1,570	5,339	170	3.2%
2009	164	157	$123	$1,216	$201	$805	$7,968	$1,557	5,042	118	2.3%
2010	174	135	$105	$1,002	$209	$689	$6,559	$860	4,764	107	2.2%
2011	189	146	$161	$1,193	$128	$739	$5,473	$632	4,660	127	2.7%
2012	154	142	$134	$1,047	$209	$559	$4,334	$889	4,529	119	2.6%
2013	165	152	$140	$1,012	$206	$375	$2,720	$720	4,411	137	3.1%
2014	170	158	$74	$503	$219	$293	$1,980	$700	4,416	144	3.3%
2015	217	183	$158	$889	$191	$549	$3,087	$678	4,578	169	3.7%
2016	288	204	$139	$726	$218	$1,110	$5,782	$1,366	4,593	188	4.1%
2017	412	214	$161	$822	$191	$660	$3,365	$851	4,411	186	4.2%
2018	420	238	$415	$1,985	$372	$1,651	$7,899	$1,339	4,406	211	4.8%
2019	427	267	$347	$1,466	$266	$1,462	$6,168	$1,240	4,318	237	5.5%
2020	331	232	$326	$1,613	$219	$1,838	$9,101	$1,220	4,514	192	4.3%
2021	218	200	$318	$1,807	$437	$1,095	$6,222	$1,643	4,759	181	3.8%
2022	208	201	$636	$3,830	$270	$2,605	$15,695	$2,289	5,741	172	3.0%
2023	215	209	$355	$1,942	$357	$3,340	$18,252	$2,411	5,688	181	3.2%
2024	225	220	$438	$2,305	$400	$1,618	$8,514	$1,823	5,316	205	3.9%
Average 1997–2023	227	193	$237	$1,386	$224	$1,198	$6,989	$1,165	5,531	173	3.2%

Note: This figure presents combined federal and state data. Filings in federal courts may have parallel lawsuits filed in state courts. When parallel lawsuits are filed in different years, only the earlier filing is reflected in the figure above. Filings against the same company brought in different states without a filing brought in federal court are counted as unique state filings. State 1933 Act filings in state courts are included in the data beginning in 2010. As a result, this figure's filing counts may not match those in Figures 4–6, 11, 13–17, 20, and 22–23, or Appendices 2–4 and 6–7. Average and median numbers are calculated only for filings with MDL and DDL data. There are core filings for which data are not available to estimate MDL and DDL accurately; these filings are excluded from the MDL and DDL analysis. The number and percentage of U.S. exchange-listed firms sued are based on core filings and include companies that were subject to both an M&A filing and a core filing in the same year. This differs from Figure 3, which separately categorizes companies with both an M&A filing and a core filing in the same year. The numbers shown in this figure have been inflation-adjusted to 2024 dollars and will not match prior reports.

Appendices (continued)

Appendix 2A: S&P 500 Securities Litigation—Percentage of S&P 500 Companies Subject to Core Federal Filings

Year	Consumer Discretionary	Consumer Staples	Energy/ Materials	Financials/ Real Estate	Health Care	Industrials	Telecomm./ Comm./IT	Utilities	All S&P 500 Companies
2001	2.4%	8.3%	0.0%	1.4%	7.1%	0.0%	18.0%	7.9%	5.6%
2002	10.2%	2.9%	3.1%	16.7%	15.2%	6.0%	11.0%	40.5%	12.0%
2003	4.6%	2.9%	1.7%	8.6%	10.4%	3.0%	5.6%	2.8%	5.2%
2004	3.4%	2.7%	1.8%	19.3%	10.6%	8.5%	3.2%	5.7%	7.2%
2005	10.3%	8.6%	1.7%	7.3%	10.7%	1.8%	6.7%	3.0%	6.6%
2006	4.4%	2.8%	0.0%	2.4%	6.9%	0.0%	8.1%	0.0%	3.6%
2007	5.7%	0.0%	0.0%	10.3%	12.7%	5.8%	2.3%	3.1%	5.4%
2008	4.5%	2.6%	0.0%	31.2%	13.7%	3.6%	2.5%	3.2%	9.2%
2009	3.8%	4.9%	1.5%	9.5%	3.7%	6.9%	1.2%	0.0%	4.2%
2010	5.1%	0.0%	4.3%	10.3%	13.5%	0.0%	2.4%	0.0%	4.8%
2011	3.8%	2.4%	0.0%	1.2%	2.0%	1.7%	7.1%	0.0%	2.6%
2012	4.9%	2.4%	2.7%	3.7%	1.9%	1.6%	3.8%	0.0%	3.0%
2013	8.4%	0.0%	0.0%	0.0%	5.7%	0.0%	9.1%	0.0%	3.4%
2014	1.2%	0.0%	1.3%	1.2%	0.0%	4.7%	0.0%	0.0%	1.2%
2015	0.0%	5.0%	0.0%	1.2%	1.9%	0.0%	4.2%	3.4%	1.6%
2016	3.6%	2.6%	4.5%	6.9%	17.9%	6.1%	6.8%	3.4%	6.6%
2017	8.5%	2.7%	3.3%	3.3%	8.3%	8.7%	8.5%	7.1%	6.4%
2018	10.0%	11.8%	1.8%	7.0%	16.1%	8.8%	12.7%	7.1%	9.4%
2019	3.1%	12.1%	3.7%	2.0%	12.9%	10.1%	10.0%	6.9%	7.2%
2020	8.1%	3.1%	1.9%	5.3%	6.3%	2.7%	2.0%	7.1%	4.4%
2021	0.0%	6.3%	5.7%	0.0%	0.0%	1.4%	5.1%	0.0%	2.2%
2022	3.3%	0.0%	0.0%	2.1%	7.8%	4.2%	6.0%	3.6%	3.8%
2023	3.8%	10.5%	1.9%	4.8%	10.9%	7.7%	11.6%	3.3%	7.1%
2024	13.2%	7.9%	0.0%	2.9%	12.5%	5.1%	7.0%	0.0%	6.1%
Average 2001–2023	5.0%	4.0%	1.7%	6.7%	8.5%	4.1%	6.4%	5.0%	5.3%

Appendix 2B: S&P 500 Securities Litigation—Percentage of Market Capitalization of S&P 500 Companies Subject to Core Federal Filings

Year	Consumer Discretionary	Consumer Staples	Energy/ Materials	Financials/ Real Estate	Health Care	Industrials	Telecomm./ Comm./IT	Utilities	All S&P 500 Companies
2001	1.3%	6.3%	0.0%	0.8%	5.4%	0.0%	32.6%	17.4%	10.9%
2002	24.7%	0.3%	1.2%	29.2%	35.2%	13.3%	9.1%	51.0%	18.8%
2003	2.0%	2.3%	0.4%	19.9%	16.3%	4.6%	1.7%	4.3%	8.0%
2004	7.9%	0.1%	29.7%	46.1%	24.1%	8.8%	1.2%	4.8%	17.7%
2005	5.7%	11.4%	1.6%	22.2%	10.1%	5.6%	10.3%	5.6%	10.7%
2006	8.9%	0.8%	0.0%	8.2%	18.1%	0.0%	8.3%	0.0%	6.7%
2007	4.4%	0.0%	0.0%	18.1%	22.5%	2.2%	3.4%	5.5%	8.2%
2008	7.2%	2.6%	0.0%	55.0%	20.0%	26.4%	1.4%	4.0%	16.2%
2009	1.9%	3.9%	0.8%	30.7%	1.7%	23.2%	0.3%	0.0%	7.6%
2010	4.9%	0.0%	5.2%	31.1%	32.7%	0.0%	5.9%	0.0%	11.1%
2011	4.6%	0.8%	0.0%	6.9%	0.7%	2.1%	13.4%	0.0%	5.0%
2012	1.6%	14.0%	0.9%	11.0%	0.8%	1.2%	2.2%	0.0%	4.3%
2013	4.4%	0.0%	0.0%	0.0%	4.4%	0.0%	16.6%	0.0%	4.7%
2014	2.5%	0.0%	0.2%	0.3%	0.0%	1.7%	0.0%	0.0%	0.6%
2015	0.0%	1.9%	0.0%	3.0%	3.1%	0.0%	7.0%	3.7%	2.8%
2016	2.8%	1.0%	19.8%	11.9%	13.2%	8.7%	12.3%	4.4%	10.0%
2017	8.2%	6.7%	2.3%	1.5%	2.7%	22.3%	4.4%	9.6%	6.1%
2018	4.7%	15.2%	1.4%	12.5%	26.3%	19.4%	19.4%	6.5%	14.9%
2019	0.5%	9.1%	1.2%	2.2%	6.6%	21.6%	18.0%	7.9%	10.0%
2020	2.2%	1.8%	0.4%	16.9%	4.7%	4.9%	1.6%	6.6%	4.3%
2021	0.0%	17.7%	12.0%	0.0%	0.0%	0.5%	8.2%	0.0%	5.1%
2022	30.3%	0.0%	0.0%	4.7%	12.3%	6.1%	4.0%	7.2%	8.4%
2023	13.1%	7.4%	0.6%	2.0%	8.1%	8.3%	17.3%	16.0%	10.1%
2024	9.9%	2.7%	0.0%	9.0%	15.7%	9.1%	2.3%	0.0%	6.1%
Average 2001–2023	7.6%	5.0%	2.8%	11.6%	10.3%	8.1%	8.8%	6.6%	8.3%

Note: Average figures are calculated as the sum of the market capitalization subject to core filings in a given sector from 2001 to 2023 divided by the sum of market capitalization in that sector from 2001 to 2023.

Appendices (continued)

Appendix 3: M&A Federal Filings Overview

		M&A Case Status					Case Status of All Other Federal Filings				
Year	M&A Filings	Dismissed	Settled	Remanded	Continuing	Trial	Dismissed	Settled	Remanded	Continuing	Trial
2014	12	9	3	0	0	0	66	87	2	1	0
2015	34	27	7	0	0	0	96	71	4	1	1
2016	84	70	14	0	0	0	92	83	6	5	1
2017	198	190	7	1	0	0	115	93	4	1	0
2018	182	176	6	0	0	0	125	83	0	11	1
2019	160	156	4	0	0	0	124	107	0	11	0
2020	99	98	0	0	1	0	127	71	0	20	0
2021	18	16	2	0	0	0	93	57	1	42	0
2022	7	4	2	0	1	0	67	29	0	94	0
2023	6	3	0	0	3	0	41	10	0	154	0
2024	5	2	0	0	3	0	11	1	0	193	0
Average (2014–2023)	80	75	5	0	1	0	95	69	2	34	0

Note: The Securities Class Action Clearinghouse began tracking M&A filings as a separate category in 2009. Case status is as of January 16, 2025. Filings are grouped by complaint filing year, not the year of the most recent change in case status. This analysis only considers federal filings. It does not present combined federal and state data, and lawsuits are not identified as parallel. This is different from other figures in this report that account for filings in federal courts that also have parallel lawsuits identified in state courts. In those analyses, when parallel lawsuits are filed in different years, only the earlier filing is reflected in the analysis. As a result, this figure's filing counts may not match Figures 1–3, 7–10, 12, and 18, or Appendices 1 and 5.

Appendix 4: Status by Year—Core Federal Filings

	In the First Year			In the Second Year			In the Third Year		
Filing Year	Settled	Dismissed	Total Resolved within One Year	Settled	Dismissed	Total Resolved within Two Years	Settled	Dismissed	Total Resolved within Three Years
1997	0.6%	7.5%	8.0%	14.9%	8.6%	31.6%	17.8%	4.0%	53.4%
1998	0.8%	7.4%	8.3%	16.1%	12.8%	37.2%	15.7%	7.9%	60.7%
1999	0.5%	6.7%	7.2%	11.0%	12.0%	30.1%	18.2%	9.1%	57.4%
2000	1.9%	4.2%	6.0%	11.6%	13.0%	30.6%	15.7%	10.6%	57.4%
2001	1.7%	6.7%	8.3%	11.7%	10.6%	30.6%	18.3%	5.0%	53.9%
2002	0.9%	5.8%	7.1%	6.7%	9.4%	23.2%	14.7%	11.6%	49.6%
2003	0.5%	7.8%	8.3%	8.3%	13.5%	30.2%	14.1%	14.6%	58.9%
2004	0.0%	10.5%	10.5%	9.6%	16.7%	36.8%	12.7%	9.6%	59.2%
2005	0.5%	11.5%	12.1%	6.6%	19.2%	37.9%	18.1%	8.8%	64.8%
2006	0.8%	9.2%	10.0%	9.2%	16.7%	35.8%	16.7%	7.5%	60.0%
2007	1.1%	7.3%	8.5%	8.5%	18.1%	35.0%	18.6%	11.9%	65.5%
2008	0.0%	13.0%	13.9%	4.9%	20.2%	39.0%	10.3%	10.3%	59.6%
2009	0.0%	9.6%	9.6%	6.4%	22.9%	38.9%	8.9%	9.6%	57.3%
2010	1.5%	11.0%	13.2%	8.8%	20.6%	42.6%	5.9%	13.2%	61.8%
2011	0.0%	12.4%	13.1%	4.1%	18.6%	35.9%	22.1%	11.7%	69.7%
2012	0.7%	12.9%	15.1%	4.3%	25.9%	45.3%	18.0%	6.5%	69.8%
2013	0.0%	19.1%	19.7%	10.5%	25.0%	55.3%	14.5%	5.3%	75.0%
2014	0.6%	10.9%	12.8%	9.6%	21.8%	44.2%	18.6%	7.7%	70.5%
2015	0.0%	17.3%	19.7%	6.9%	23.7%	50.3%	11.0%	8.7%	69.9%
2016	0.0%	14.4%	16.0%	8.0%	22.5%	47.1%	11.2%	7.5%	66.8%
2017	0.0%	18.3%	19.7%	5.2%	22.5%	47.9%	11.3%	7.5%	66.7%
2018	0.0%	13.2%	13.2%	6.8%	22.7%	42.7%	9.1%	11.8%	63.6%
2019	0.0%	14.5%	14.5%	6.2%	24.8%	45.5%	15.3%	7.9%	68.6%
2020	0.5%	17.4%	17.9%	5.5%	23.4%	46.8%	11.0%	9.2%	67.0%
2021	0.0%	13.5%	14.0%	5.2%	16.1%	35.2%	12.4%	14.0%	61.7%
2022	0.5%	12.1%	12.6%	5.3%	14.7%	32.6%	9.5%	8.4%	50.5%
2023	0.5%	7.8%	8.3%	4.4%	12.2%	24.9%	-	-	-
2024	0.5%	5.4%	5.9%	-	-	-	-	-	-

Note: Percentages may not sum due to rounding. Percentages below the dashed lines indicate cohorts for which data are not complete. Status is reported as of the last significant docket update as determined by the Cornerstone Research and Stanford Law School Securities Class Action Clearinghouse and is up to date as of the end of 2024. This analysis only considers federal filings. It does not present combined federal and state data, and lawsuits are not identified as parallel. This is different from other figures in this report that account for filings in federal courts that also have parallel lawsuits identified in state courts. In those analyses, when parallel lawsuits are filed in different years, only the earlier filing is reflected in the analysis. As a result, this figure's filing counts may not match Figures 1–3, 7–10, 12, and 18, or Appendices 1 and 5.

Appendices (continued)

Appendix 5: Filings by Industry—Core Filings

(Dollars in 2024 billions)

	Class Action Filings				Disclosure Dollar Loss				Maximum Dollar Loss			
Industry	Average 1997–2023	2022	2023	2024	Average 1997–2023	2022	2023	2024	Average 1997–2023	2022	2023	2024
Financial	30	11	27	19	$31	$30	$50	$53	$194	$199	$252	$138
Consumer Non-Cyclical	54	68	54	67	$66	$137	$73	$143	$258	$680	$347	$375
Industrial	17	9	21	11	$19	$5	$25	$21	$71	$38	$107	$123
Technology	24	25	28	37	$39	$37	$96	$87	$163	$261	$494	$338
Consumer Cyclical	21	29	30	35	$18	$24	$59	$75	$121	$242	$827	$508
Communications	27	21	20	20	$53	$398	$43	$45	$314	$1,138	$1,226	$75
Energy	7	7	7	14	$6	$3	$5	$13	$40	$40	$33	$52
Basic Materials	5	5	4	4	$3	$2	$2	$2	$20	$6	$13	$8
Utilities	3	2	2	0	$2	$0	$2	$0	$16	$2	$41	$0
Unknown/ Unclassified	5	24	16	13	$1	$0	$0	$0	$1	$0	$0	$1
Total	193	201	209	220	$237	$636	$355	$438	$1,198	$2,605	$3,340	$1,618

Note: Figures may not sum due to rounding. Filings with missing sector information or infrequently used sectors may be excluded. As a result, numbers in this chart may not match other total counts listed in the report. This figure presents combined core federal and state data. It does not present M&A lawsuits. Filings in federal courts may have parallel lawsuits filed in state courts. When parallel lawsuits are filed in different years, only the earlier filing is reflected in the figure above. Filings against the same company brought in different states without a filing brought in federal court are counted as unique state filings. The numbers shown in this figure have been inflation-adjusted to 2024 dollars and will not match prior reports. As a result, this figure's filing counts, DDL, and MDL may not match Figures 4–6, 11, 13–17, 20, and 22–23, or Appendices 2–4 and 6–7.

Appendices (continued)

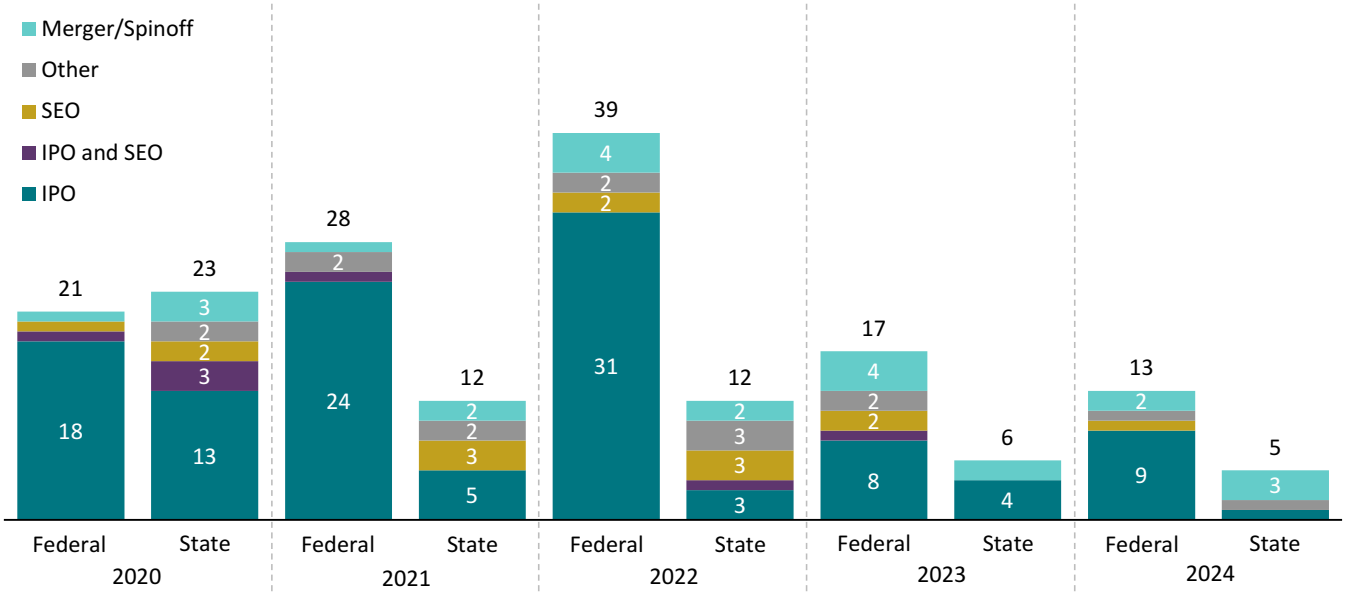
Appendix 6: Filings by Circuit—Core Federal Filings

(Dollars in 2024 billions)

	Class Action Filings				Disclosure Dollar Loss				Maximum Dollar Loss			
Circuit	Average 1997–2023	2022	2023	2024	Average 1997–2023	2022	2023	2024	Average 1997–2023	2022	2023	2024
1st	8	3	6	9	$10	$2	$5	$8	$31	$35	$21	$37
2nd	55	73	49	64	$70	$77	$104	$86	$378	$394	$493	$457
3rd	18	16	36	19	$29	$56	$32	$33	$124	$318	$395	$117
4th	6	7	7	10	$4	$3	$7	$9	$19	$19	$18	$104
5th	11	7	7	11	$10	$1	$2	$16	$61	$23	$50	$64
6th	8	1	9	9	$10	$1	$10	$16	$44	$7	$126	$40
7th	8	7	6	9	$12	$28	$9	$13	$47	$116	$41	$44
8th	5	1	2	3	$5	$9	$30	$25	$21	$52	$66	$60
9th	50	59	66	69	$72	$432	$114	$211	$397	$1,516	$1,856	$625
10th	6	7	4	7	$4	$6	$6	$2	$19	$37	$24	$19
11th	13	8	12	7	$7	$1	$9	$15	$38	$7	$146	$47
D.C.	1	1	1	0	$2	$1	$16	$0	$6	$1	$52	$0
Total	189	190	205	217	$235	$617	$343	$435	$1,185	$2,527	$3,288	$1,612

Note: Figures may not sum due to rounding. The numbers shown in this figure have been inflation-adjusted to 2024 dollars and will not match prior reports. This analysis only considers core federal filings. It does not present M&A lawsuits or combined federal and state data, and lawsuits are not identified as parallel. This is different from other figures in this report that account for filings in federal courts that also have parallel lawsuits identified in state courts. In those analyses, when parallel lawsuits are filed in different years, only the earlier filing is reflected in the analysis. As a result, this figure's filing counts, DDL, and MDL may not match Figures 1–3, 7–10, 12, and 18, or Appendices 1 and 5.

Appendix 7: Type of Security Issuance Underlying Federal Section 11 and State 1933 Act Filings



Source: Cornerstone Research and Stanford Law School Securities Class Action Clearinghouse; Jay R. Ritter, "Initial Public Offerings: Updated Statistics," University of Florida, January 9, 2025

Note: Operating company IPOs exclude the following offerings: those with an offer price of below $5.00, ADRs, unit offers, closed-end funds, REITs, natural resource limited partnerships, small best-efforts offers, banks and S&Ls, and stocks not included in the CRSP database (CRSP includes Amex, NYSE, and Nasdaq stocks). SPAC IPOs include unit and non-unit SPAC IPOs, as defined by Professor Ritter. This figure presents combined federal and state data. Filings in federal courts may have parallel lawsuits filed in state courts. When parallel lawsuits are filed in different years, only the earlier filing is reflected in the figure above. Filings against the same company brought in different states without a filing brought in federal court are counted as unique state filings. As a result, this figure's filing counts may not match those in Figures 4–9, 14, 16–21, 24, and 26–28, or Appendices 2–4 and 6–9. The federal Section 11 lawsuits displayed may include Rule 10b-5 claims, but state 1933 Act filings do not.

Research Sample

- The Securities Class Action Clearinghouse, cosponsored by Cornerstone Research and Stanford Law School, has identified 6,749 federal securities class action filings between January 1, 1996, and December 31, 2024 (securities.stanford.edu). The analysis in this report is based on data identified by Stanford as of January 16, 2025.
- The sample used in this report includes federal filings that typically allege violations of Sections 11 or 12 of the Securities Act of 1933, or Sections 10(b) or 14(a) of the Securities Exchange Act of 1934.
- The sample is referred to as the "classic filings" sample and excludes IPO allocation, analyst, and mutual fund filings (313, 68, and 25 filings, respectively).
- Multiple filings related to the same allegations against the same defendant(s) are consolidated in the database through a unique record indexed to the first identified complaint.
- In addition to federal filings, class actions filed in state courts since January 1, 2010, alleging violations of the Securities Act of 1933 are also separately tracked.
- An additional 223 state class action filings in state courts, from January 1, 2010, to December 31, 2024, have also been identified.

The authors request that you reference Cornerstone Research and the Stanford Law School Securities Class Action Clearinghouse in any reprint of the information or figures included in this report.

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Cornerstone Research

Cornerstone Research provides economic and financial consulting and expert testimony in all phases of complex disputes and regulatory investigations. The firm works with an extensive network of prominent academics and industry practitioners to identify the best-qualified expert for each assignment. With a reputation for high quality and effectiveness, Cornerstone Research has consistently delivered rigorous, state-of-the-art analysis since 1989. The firm has more than 1,000 professionals in nine offices across the United States, UK, and EU.

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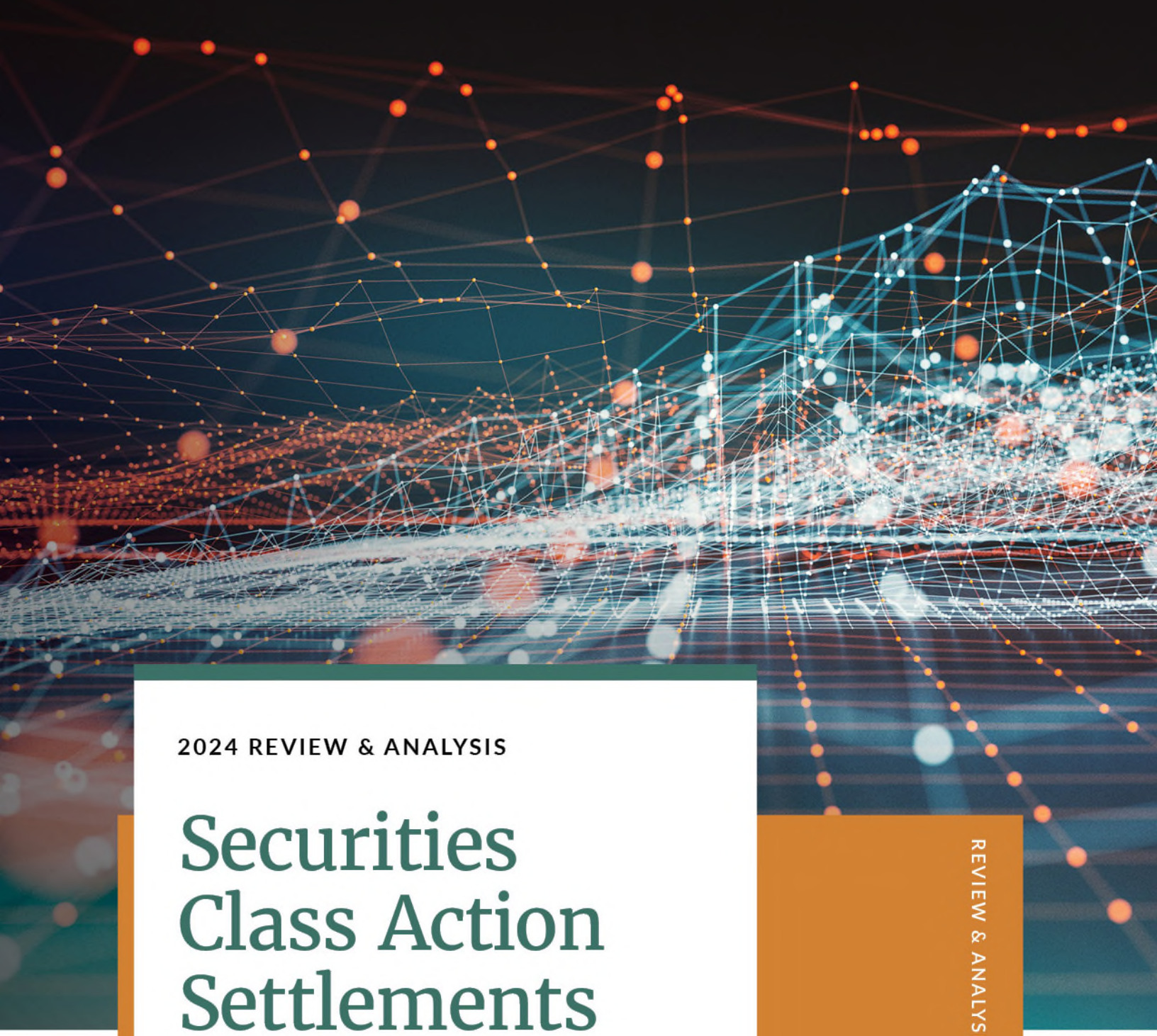
Exhibit 4



2024 REVIEW & ANALYSIS

Securities Class Action Settlements

REVIEW & ANALYSIS

CORNERSTONE RESEARCH
Economic and Financial Consulting and Expert Testimony

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Figures and Appendices

2024 Highlights

The median settlement amount declined from the 13-year high in 2023, but remained 24% above the 2015–2023 median. Median plaintiff-style damages[1] also fell in 2024, despite reaching the third-highest level in the past decade.

In 2024, there were 88 securities class action settlements totaling approximately $3.7 billion, compared to 83 settlements totaling $4.0 billion in 2023.

The median settlement amount of $14.0 million declined 10% from 2023.

The average settlement amount of $42.4 million decreased 13% from 2023.

Seven mega settlements ($100 million or greater) accounted for 54% of the total settlement value.

The median settlement amount for cases with only Securities Act of 1933 ('33 Act) claims was $10.3 million, a 26% decrease from 2023.

Median plaintiff-style damages declined 20% year-over-year to $272 million following a record high in 2023.[2]

Issuer defendant firms with settlements in 2024 were 65% smaller than those in 2023, as measured by median total assets, which reached its lowest level since 2018.

The median duration from case filing to settlement hearing (3.2 years) declined 14% from the record peak observed in 2023 (3.7 years), but remains historically elevated.

In 2024, 19% of settlements were related to a special purpose acquisition company (SPAC).[3] The median settlement amount for SPAC cases was $12.0 million, compared to $15.3 million for non-SPAC cases.

Figure 1: Settlement Statistics
(Dollars in millions)

	2015–2023	2023	2024
Number of Settlements	736	83	88
Total Amount	$37,294.2	$4,043.2	$3,732.9
Minimum	$0.4	$0.8	$0.6
Median	$11.3	$15.4	$14.0
Average	$50.7	$48.7	$42.4
Maximum	$3,748.3	$1,029.5	$490.0

Note: Settlement dollars are adjusted for inflation; 2024 dollar equivalent figures are presented.

Author Commentary

FINDINGS

Settlements in securities class actions continued at a pace typical of recent years. While both total settlement dollars and the median settlement amount declined from 2023, they remained at high levels compared to the past decade.

This decline in settlement sizes can largely be attributed to lower plaintiff-style damages—a proxy for the amount of potential investor losses that plaintiffs may claim in a securities class action, which our research finds to be the single most important factor in explaining individual settlement amounts.

Institutional investors served as lead plaintiff less frequently in 2024 settlements, with their involvement reaching the lowest level over the last 10 years. An institutional investor serving as lead or co-lead plaintiff has historically been associated with cases with larger settlements and higher plaintiff-style damages. Lower institutional investor involvement is consistent with lower median plaintiff-style damages.

Issuer defendants had significantly smaller median total assets than in 2023, marking the lowest level observed since 2018. Additionally, a greater percentage of 2024 settlements involved issuers that had been delisted from a major exchange and/or had declared bankruptcy. Issuer defendant firm assets and issuer distress both have potential implications for the ability to fund a settlement, which is consistent with the smaller settlements in 2024.

This was also the first year in which a large number of settled cases were related to SPACs. SPAC cases tended to settle for smaller amounts compared to non-SPAC cases. Commentators have suggested that D&O insurance coverage for SPAC cases was likely limited,[4] which may have played a role in the lower SPAC-related settlement values.

IN THEIR WORDS

Eric Tam, Principal at Cornerstone Research

"Median settlement amount and plaintiff-style damages declined from their highs observed in 2023, but remained at elevated levels relative to the past decade."

IN THEIR WORDS

Laarni T. Bulan, Vice President at Cornerstone Research

"What is interesting in 2024 is the high proportion of settled cases related to SPACs. The median settlement for SPAC cases was 21% lower than the median for non-SPAC cases."

LOOKING AHEAD

Absent a change in dismissal rate, the number of settled cases in the coming years is not expected to change substantially given recent securities case filing trends. Further, the elevated levels in recent years of proxies for potential investor losses reported in Cornerstone Research's *Securities Class Action Filings—2024 Year in Review* suggest that settlement amounts could remain at relatively high levels. The large proportion of SPAC-related settlements will likely continue for a few years before tapering off.

Total Settlement Dollars

In 2024, total settlement dollars declined by 8%, even as the number of settled cases increased from the prior year.

Fewer mega settlements ($100 million or greater) contributed to lower total settlement dollars. There were seven such settlements in 2024 down from nine in 2023. Additionally, the largest mega settlement was $490 million, compared to a $1 billion settlement in 2023.

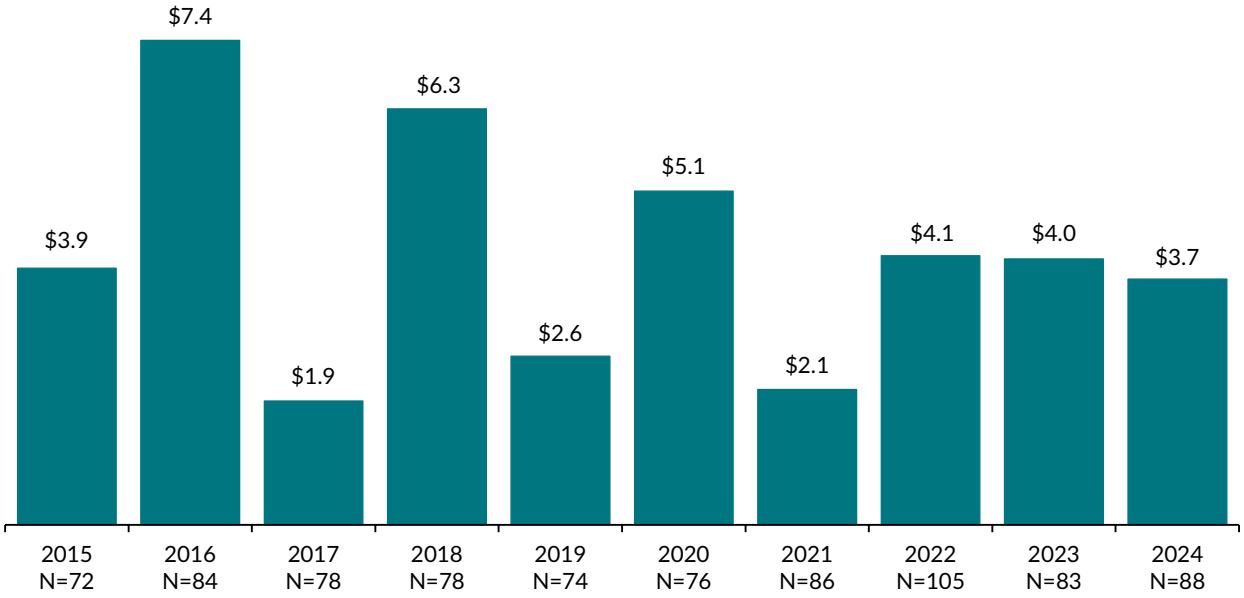
QUICK STAT

−8%

Change in total settlement dollars from 2023 to 2024

See Appendix 4 for an analysis of mega settlements.

Figure 2: Total Settlement Dollars
2015–2024
(Dollars in billions)



Note: Settlement dollars are adjusted for inflation; 2024 dollar equivalent figures are presented. “N” refers to the number of settlements.

Settlement Size

The median settlement amount in 2024 was $14 million, a 10% decline from the 13-year high observed in 2023.

The average settlement amount in 2024 was $42.4 million, a 13% decrease from 2023.

Issuers that have been delisted from a major exchange and/or declared bankruptcy prior to settlement are generally associated with lower settlement amounts. The proportion of settlements with such issuers increased from 6% in 2023 to 16% in 2024, contributing to the decline in settlement amounts.

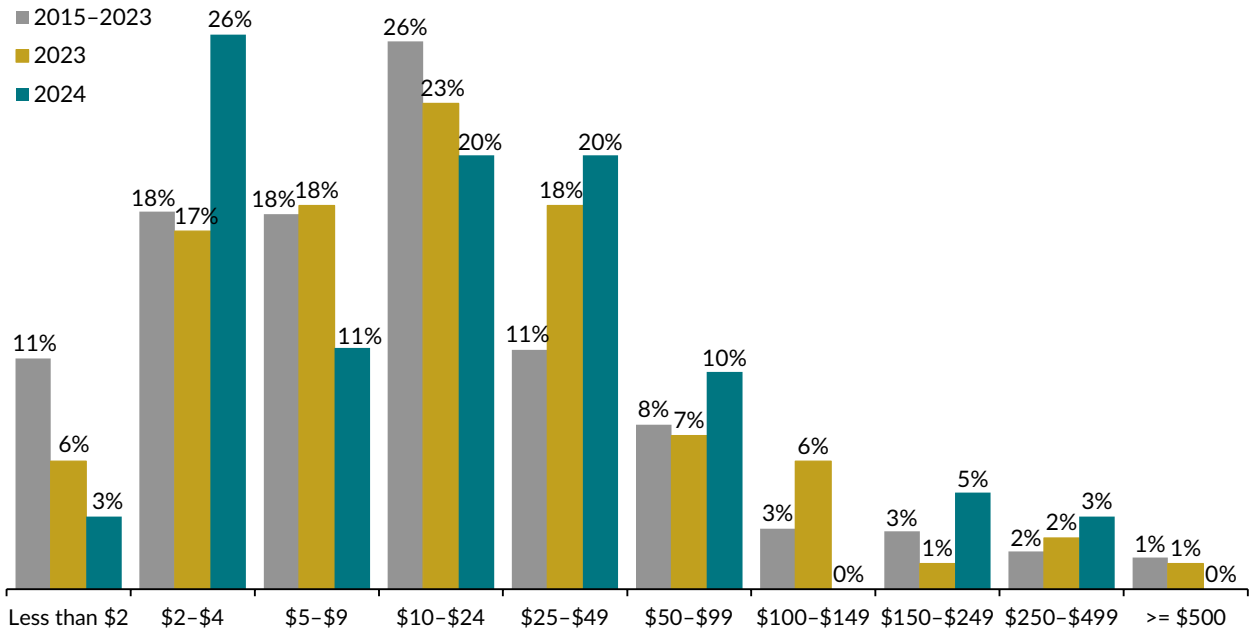
Seventeen settlements were related to SPACs. In comparison, there were only six SPAC-related settlements in total between 2017 and 2023. The median and average settlement amounts for SPAC cases were $12.0 million and $16.7 million, respectively—21% and 66% smaller than the median and average settlement amounts, respectively, for non-SPAC cases.

See Appendix 1 for an analysis of settlement amounts by percentiles.

FAST FACT

Issuer defendant firms in 2024 settlements were 65% smaller, as measured by median total assets, than those in 2023, the lowest observed level since 2018.

Figure 3: Distribution of Settlements Amounts
2015–2024
(Dollars in millions)



Note: Settlement dollars are adjusted for inflation; 2024 dollar equivalent figures are presented. Percentages may not sum to 100% due to rounding.

Introduction of Plaintiff-Style Damages

In this report, we introduce plaintiff-style damages—a new proxy for the amount of potential investor losses that plaintiffs may claim in a securities class action.

Our research has consistently found that the most important determinant of settlement outcomes is potential investor losses. Plaintiff-style damages are estimated using an approach that more closely aligns with approaches used by plaintiffs in the current securities class action litigation environment.

In the past, we presented "simplified tiered damages" as a measure of potential investor losses. That approach reflected certain data limitations but allowed for consistency across a large volume of cases, enabling the identification and analysis of settlement trends. Cornerstone Research's latest investments in big data analytics and capabilities have enhanced the estimation of potential investor losses by incorporating additional case-specific data while maintaining a consistent approach across cases. For example, when estimating the number of shares eligible for damages, the new plaintiff-style damages approach adjusts for short interest positions and shares estimated to be held by institutional investors throughout the entire class period. These and other adjustments result in plaintiff-style damages that tend to be smaller than the previously used measure of simplified tiered damages.

Cornerstone Research's latest investments in big data analytics and capabilities have enhanced the estimation of potential investor losses by incorporating additional case-specific data while maintaining a consistent approach across cases.

Our analysis also finds that plaintiff-style damages are generally larger than the aggregate damages amounts reported by plaintiffs in their motions for settlement approval, referred to as "plaintiff-estimated damages." As previously discussed in Cornerstone Research's *Securities Class Action Settlements—2023 Review and Analysis*, plaintiff-estimated damages are often represented by plaintiffs as the "best-case scenario" or the "maximum potential recovery."[5] As other authors have noted, plaintiff counsel have an incentive to report "the lower end of the range of estimated total aggregate damages" in order "to demonstrate to the court a high settlement amount relative to potential recovery."[6]

Type of Claim

RULE 10B-5 CLAIMS AND PLAINTIFF-STYLE DAMAGES

Cornerstone Research's analysis finds a proxy for investor losses—in this case plaintiff-style damages—to be the most important determinant of settlement outcomes based on regression analysis.[7] However, plaintiff-style damages do not represent actual economic losses borne by shareholders. Determining any such economic losses for a given case requires more in-depth analysis.

QUICK STAT

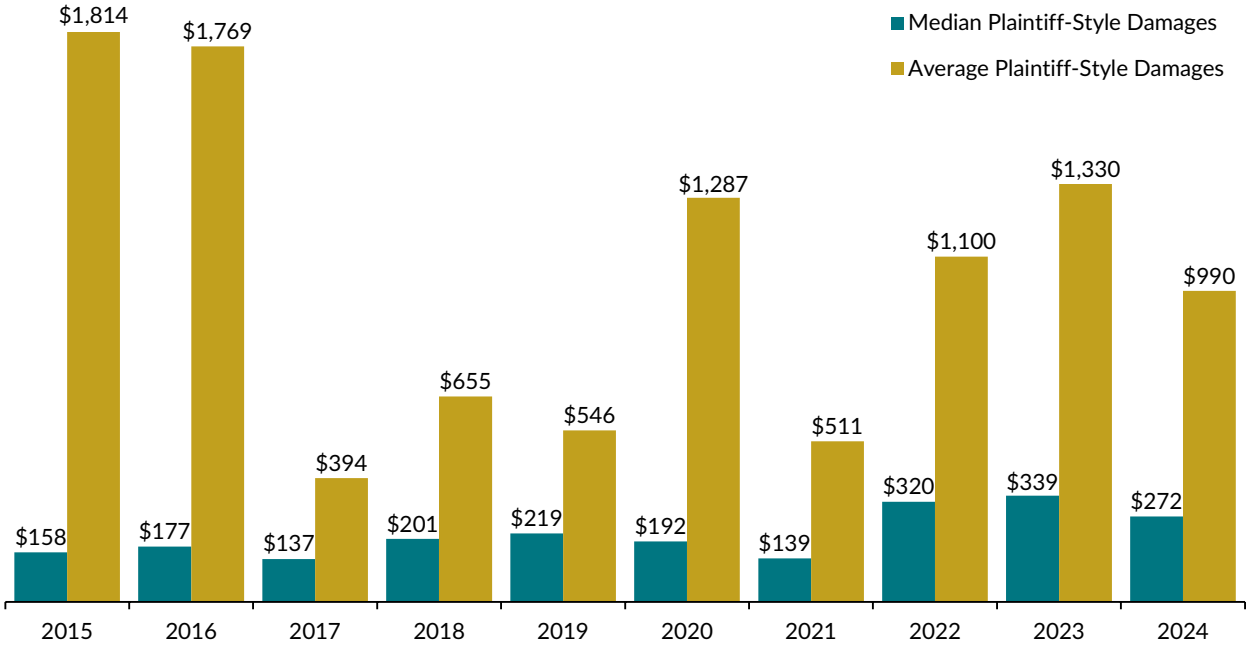
−36%

Change in median length of the class period for settled cases from 2023 to 2024

Median and average plaintiff-style damages both declined in 2024, but remained at similarly elevated levels as observed in recent years.

All else equal, larger plaintiff-style damages are generally associated with longer class periods. Consistent with the lower levels of plaintiff-style damages observed in 2024, the median length of the class period for settled cases in 2024 was 1.2 years, compared to 1.9 years in 2023.

Figure 4: Median and Average Plaintiff-Style Damages in Rule 10b-5 Cases
2015–2024
(Dollars in millions)



Note: Plaintiff-style damages are adjusted for inflation based on class period end dates and are estimated for common stock/ADR/ADS only; 2024 dollar equivalent figures are presented. Damages are estimated for cases alleging a claim under Rule 10b-5 (whether alone or in addition to other claims).

In 2024, the overall median settlement as a percentage of plaintiff-style damages was 7.3% — an increase of 16% from 2023, but equaling the 2015–2023 median.

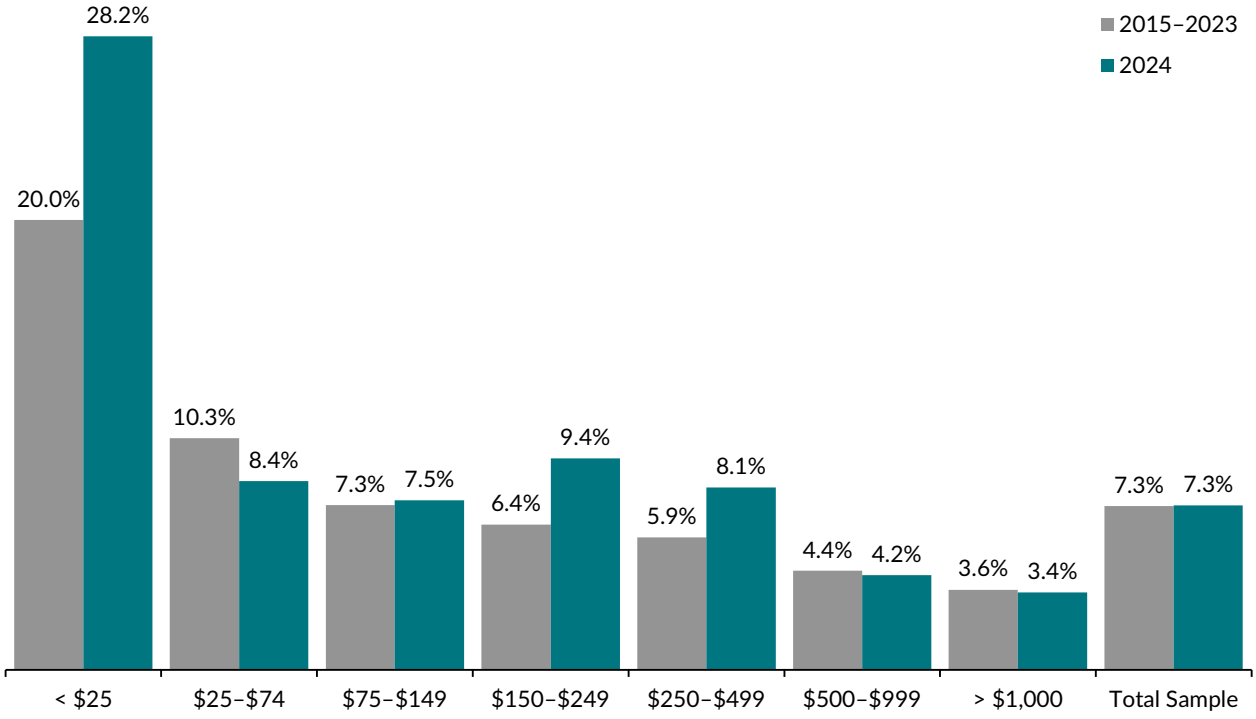
For cases with plaintiff-style damages less than $25 million, the median settlement as a percentage of plaintiff-style damages reached 28.2%, the highest level observed since 2017.

See Appendix 5 for additional information on median and average settlements as a percentage of plaintiff-style damages.

FAST FACT

Larger cases, as measured by plaintiff-style damages, typically settle for a smaller percentage of those damages.

Figure 5: Median Settlement as a Percentage of Plaintiff-Style Damages by Damages Ranges in Rule 10b-5 Cases
2015–2024
(Dollars in millions)



Note: Plaintiff-style damages are adjusted for inflation based on class period end dates and are estimated for common stock/ADR/ADS only; 2024 dollar equivalent figures are presented. Damages are estimated for cases alleging a claim under Rule 10b-5 (whether alone or in addition to other claims).

'33 ACT CLAIMS AND STATUTORY DAMAGES

For cases with only '33 Act claims—those involving Section 11 and/or Section 12(a)(2) claims and no Rule 10b-5 claims—potential shareholder losses (referred to here as "statutory damages") are estimated based on the difference between the statutory purchase and sales prices for those shares that are assumed to be traceable to the registration statement at issue.[8]

There were nine settlements with only '33 Act claims in 2024. The majority of those cases were filed in federal court (six), with the remainder in state court (three).[9]

QUICK STATS

9

Number of '33 Act settlements in 2024

$10.3 million

The median settlement for cases with only '33 Act claims in 2024

In 2024, the median settlement amount for '33 Act–only cases declined by 26% from 2023 to $10.3 million, aligning with the 2015–2023 median.

Additionally, 89% of these cases in 2024 named an underwriter defendant, up from 70% in 2023 and consistent with the 2015–2023 average of 86%.

Figure 6: Settlements by Nature of Claims
2015–2024
(Dollars in millions)

	Number of Settlements	Median Settlement	Median Statutory Damages	Median Settlement as a Percentage of Statutory Damages
Section 11 and/or Section 12(a)(2) Only	93	$10.3	$129.9	7.9%

	Number of Settlements	Median Settlement	Median Plaintiff-Style Damages	Median Settlement as a Percentage of Plaintiff-Style Damages
Both Rule 10b-5 and Section 11 and/or Section 12(a)(2)	128	$16.2	$262.8	8.8%
Rule 10b-5 Only	602	$11.3	$216.6	6.9%

Note: Settlement dollars and damages are adjusted for inflation; 2024 dollar equivalent figures are presented.

The median statutory damages in 2024 decreased by 14% from the 2023 median, but remained the second-highest in the past decade.

The median settlement as a percentage of "statutory damages" increased to 7.1% from the 10-year low of 5.4% in 2023.

The median size of issuer defendants (measured by total assets) was 26% larger for settlements with only '33 Act claims relative to those that included Rule 10b-5 claims, reversing a two-year trend in which these cases involved smaller issuer defendants.

The median length of time from case filing to settlement hearing date for '33 Act claim cases was 3.7 years in 2024, down from 4.2 years in 2023.

QUICK STATS

7.1%

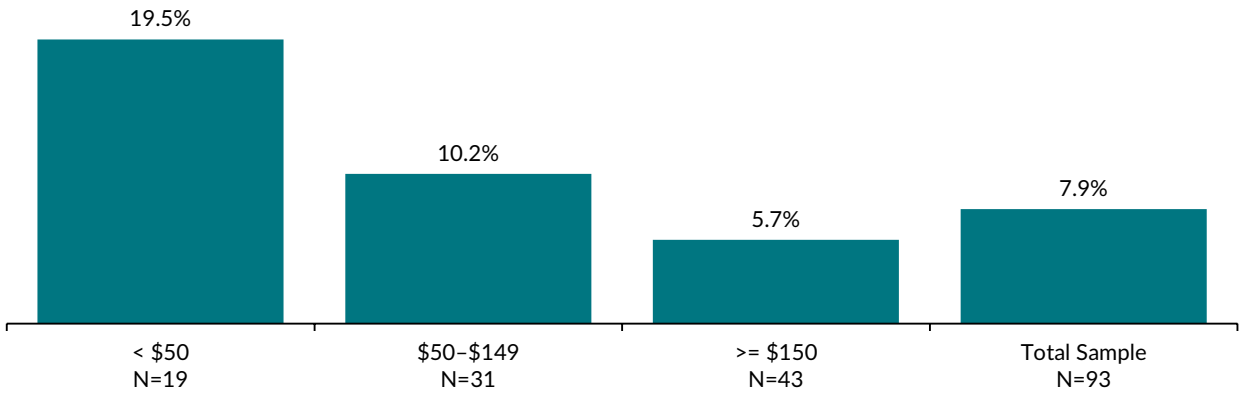
Median settlement as a percentage of statutory damages in 2024

3.7 years

The median time to settle for 2024 cases with only '33 Act claims

See Appendix 6 for additional information on median and average settlements as a percentage of statutory damages.

Figure 7: Median Settlement as a Percentage of Statutory Damages by Damages Ranges in Cases with Only '33 Act Claims
2015–2024
(Dollars in millions)



Note: "N" refers to the number of cases. Damages are adjusted for inflation; 2024 dollar equivalent figures are presented. This analysis excludes cases alleging Rule 10b-5 claims.

Figure 8: Jurisdictions of Settlements of '33 Act Claim Cases

	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
State Court	2	4	5	4	4	7	6	6	3	3
Federal Court	3	6	3	4	5	1	12	3	7	6

Note: This analysis excludes cases alleging Rule 10b-5 claims.

Analysis of Settlement Characteristics

GAAP VIOLATIONS

This analysis examines allegations of GAAP violations in settlements of securities class actions involving Rule 10b-5 claims, including two subcategories of GAAP violations—financial restatements and accounting irregularities.[10]

The percentages of settled cases involving GAAP violations generally and financial restatements specifically have declined substantially in the past five years (2020–2024) compared to the first half of the last decade (2015–2019).

Between 2015 and 2024, the median settlement amount for cases involving accounting irregularities was $33 million, significantly higher than the $12 million median for cases without such allegations.

Similarly, the median settlement as a percentage of plaintiff-style damages was higher in cases involving accounting irregularities (8.6%) than in those without (7.2%).

For further details regarding settlements of accounting cases, see Cornerstone Research's forthcoming annual report on *Accounting Class Action Filings and Settlements*.[11]

Figure 9: Percentage of Cases Involving Accounting Allegations

	2015–2019	2020–2024
GAAP Violations	53%	38%
Restatement	26%	14%
Accounting Irregularities	3%	2%
Auditor Codefendant	9%	3%

Note: This analysis is limited to cases alleging Rule 10b-5 claims (whether alone or in addition to other claims).

DERIVATIVE ACTIONS

Securities class actions often involve an accompanying (or parallel) derivative action with similar claims, and such cases have historically settled for higher amounts than securities class actions without an accompanying derivative matter.[12]

In 2024, the median plaintiff-style damages for cases with an accompanying derivative action was $333 million—47% higher than the $227 million median for cases without one, marking the largest percentage difference since 2020.

The percentage of settlements with an accompanying derivative action in 2024 (52%) rebounded from 2023 (40%). The accompanying derivative actions were most frequently filed in the Delaware Court of Chancery, which accounted for 19 out of 46 such settlements in 2024.

In 2024, the median settlement for cases with an accompanying derivative action ($18.6 million) decreased by 14% from the 2023 median ($21.6 million).

QUICK STATS

52%

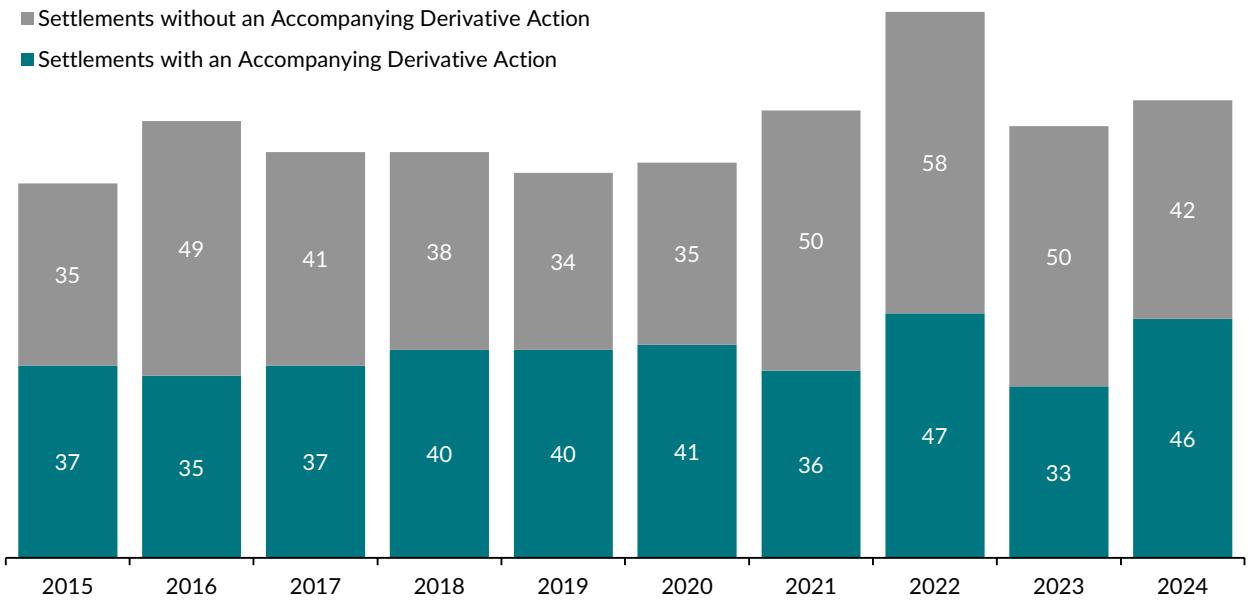
Percentage of 2024 cases involving an accompanying derivative action

$18.6 million

Median settlement for 2024 cases involving an accompanying derivative action

For more information on settlement outcomes of the accompanying derivative actions, see Cornerstone Research's *Parallel Derivative Action Settlement Outcomes*.[13]

Figure 10: Number of Settlements with an Accompanying Derivative Action
2015–2024



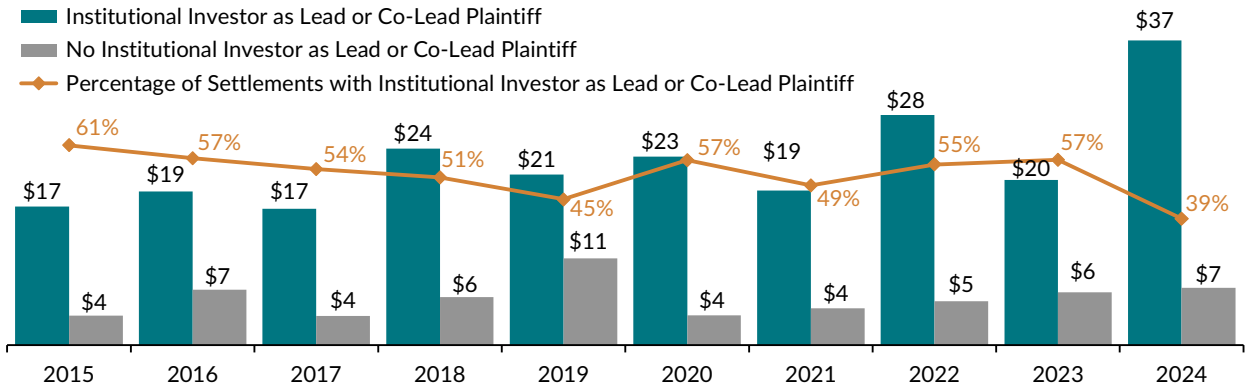
INSTITUTIONAL INVESTORS

As discussed in prior reports, increasing institutional investor participation as lead plaintiff in securities litigation was a focus of the Private Securities Litigation Reform Act of 1995 (Reform Act).[14] In the years following passage of the Reform Act, institutional investor involvement as lead plaintiff did increase, particularly in cases with higher plaintiff-style damages.

In 2024, however, only 39% of settlements involved an institutional investor serving as lead (or co-lead) plaintiff—the lowest rate since 2005. Of the 17 SPAC settlements in 2024, two included an institutional investor as a lead (or co-lead) plaintiff.

While fewer settlements had institutional investor participation as lead (or co-lead) plaintiff, the difference in median settlements for cases with and without such participation was $30 million—the largest dollar amount difference and the second-largest percentage gap since 2004.

Figure 11: Median Settlement Amount by Institutional Investor Participation as Lead or Co-Lead Plaintiff
2015–2024
(Dollars in millions)



Note: Settlement dollars are adjusted for inflation; 2024 dollar equivalent figures are presented.

Figure 12: Median Statistics by Institutional Investor Participation as Lead or Co-Lead Plaintiff
2024
(Dollars in millions)

	With an Institutional Investor	Without an Institutional Investor
Settlement Amount	$37	$7
Plaintiff-Style Damages	$705	$118
Settlement Amount as a % of Plaintiff-Style Damages	8.3%	7.0%
Total Assets	$5,056	$630

Note: Damages are estimated for cases alleging a claim under Rule 10b-5 (whether alone or in addition to other claims) and are adjusted for inflation based on class period end dates; 2024 dollar equivalent figures are presented.

Time to Settlement and Case Complexity

The median duration from case filing to settlement hearing (3.2 years) declined 14% from the record peak observed in 2023 (3.7 years).

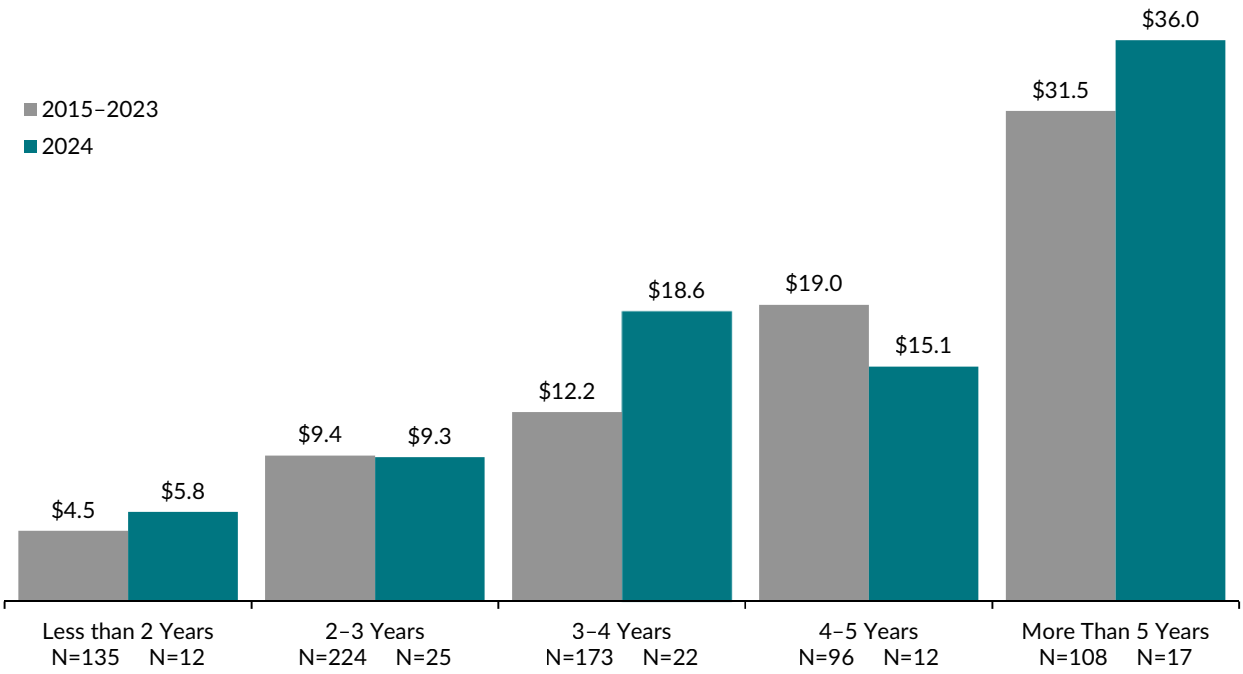
Despite the decline, the median time to settlement remains the third longest in the last decade. This finding is consistent with heightened case activity among 2024 settled cases, as measured by the number of docket entries—a proxy for the time and effort expended by the litigants and/or case complexity. In 2024, the median number of docket entries reached its highest level since 2010 (149).

QUICK STATS

3.2 years
2024 median time to settlement

149
Median number of docket entries for 2024 cases

Figure 13: Median Settlement Amount by Duration from Filing Date to Settlement Hearing Date
2015–2024
(Dollars in millions)



Note: "N" refers to the number of cases. Settlement dollars are adjusted for inflation; 2024 dollar equivalent figures are presented.

Case Stage at the Time of Settlement

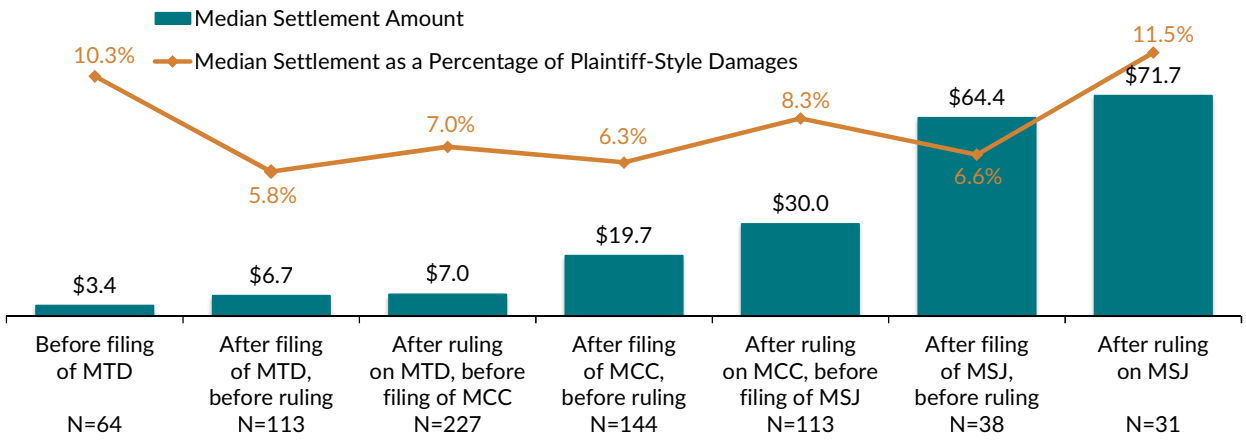
Using data obtained through collaboration with Stanford Securities Litigation Analytics (SSLA), this report analyzes settlements in relation to the stage in the litigation process at the time of settlement.

Cases with larger issuer defendant total assets and plaintiff-style damages tend to settle later in the litigation process.

For example, median issuer defendant total assets and median plaintiff-style damages for cases that settled in 2024 after the filing of a motion for class certification were substantially larger than for cases that settled prior to such a motion being filed.

In 2024, only two cases settled prior to the filing of a motion to dismiss, well below the 2015–2023 average of over seven cases per year.

Figure 14: Median Settlement Dollars and Stage of Litigation at Time of Settlement
2015–2024
(Dollars in millions)



Note: "N" refers to the number of cases. Settlement dollars are adjusted for inflation; 2024 dollar equivalent figures are presented. MTD refers to "motion to dismiss," MCC refers to "motion for class certification," and MSJ refers to "motion for summary judgment." This analysis is limited to cases alleging Rule 10b-5 claims (whether alone or in addition to other claims).

Figure 15: 2024 Median Statistics for Cases Settled Prior to and After a Filing for MCC
(Dollars in millions)

	Settled Prior to MCC Filed	Settled After MCC Filed
Settlement Amount	$7	$29
Plaintiff-Style Damages	$118	$567
Settlement Amount as a % of Plaintiff-Style Damages	8.2%	6.1%
Total Assets	$506	$1,864

Note: MCC refers to "motion for class certification." Damages are estimated for cases alleging a claim under Rule 10b-5 (whether alone or in addition to other claims) and are adjusted for inflation based on class period end dates; 2024 dollar equivalent figures are presented.

Cornerstone Research's Settlement Analysis

This research examines the relationship between settlement outcomes and certain securities case characteristics. Regression analysis is employed to better understand the factors that inform case settlements given the characteristics of a particular securities class action.

DETERMINANTS OF SETTLEMENT OUTCOMES

Based on regression analysis, important determinants of settlement amounts include the following:

- Plaintiff-style damages
- The most recently reported total assets prior to the settlement hearing date for the defendant issuer
- Whether there were accounting irregularities
- Whether there were criminal charges against the issuer, officers, directors, or other defendants with allegations similar to those included in the underlying class action complaint
- Whether there was a derivative action with allegations similar to those included in the underlying class action complaint
- Whether, in addition to Rule 10b-5 claims, Section 11 claims were alleged and were still active prior to settlement
- Whether the issuer has been delisted from a major exchange and/or has declared bankruptcy (i.e., whether the issuer was "distressed")
- Whether an institutional investor acted as lead plaintiff
- Whether securities other than common stock/ADR/ADS were included in the alleged class

Cornerstone Research analyses show that, all else being equal, settlement amounts tended to be higher in cases involving larger plaintiff-style damages, greater issuer defendant total assets, or cases in which Section 11 claims were alleged in addition to Rule 10b-5 claims.

Settlement amounts also tended to be higher in cases that involved accounting irregularities, criminal charges, an accompanying derivative action, an institutional investor lead plaintiff, or securities in addition to common stock/ADR/ADS included in the alleged class.

Settlement amounts tended to be lower if the issuer was distressed.

Collectively, the factors above explain more than 75% of the variation in settlement outcomes.

Research Sample

The database compiled for this report is limited to cases alleging Rule 10b-5, Section 11, and/or Section 12(a)(2) claims brought by purchasers of a corporation's common stock. The sample contains only cases alleging fraudulent inflation in the price of a corporation's common stock.

Cases with alleged classes of only bondholders, preferred stockholders, etc.; cases alleging fraudulent depression in price; and mergers and acquisitions cases are excluded. These criteria are imposed to ensure data availability and to utilize a relatively homogeneous set of cases in terms of the nature of the allegations.

The database includes 2,270 securities class actions filed after passage of the Reform Act (1995) and settled from 1996 through 2024. These securities class actions correspond to approximately $148.5 billion in total settlement dollars, adjusted for inflation and expressed in 2024 dollars. These settlements are identified based on a review of case activity collected by Securities Class Action Services LLC (SCAS).[15]

The designated settlement year, for purposes of this report, corresponds to the year in which the hearing to approve the settlement was held.[16] Cases involving multiple settlements are reflected in the year of the most recent partial settlement, provided certain conditions are met.[17]

In addition to SCAS, data sources include Bloomberg, the Center for Research in Security Prices (CRSP) at University of Chicago Booth School of Business, LSEG Workspace, court filings and dockets, SEC registrant filings, SEC litigation releases and administrative proceedings, LexisNexis, Stanford Securities Litigation Analytics (SSLA), Securities Class Action Clearinghouse (SCAC), and public press.

Endnotes

1 For purposes of our settlement research and modeling, we utilize a measure of potential investor losses that allows for consistency across a large volume of cases, thus enabling the identification and analysis of potential trends. This measure, "settlement model plaintiff-style damages" ("plaintiff-style damages" as referred to in this report), is estimated using a methodology that more closely aligns with approaches used by plaintiffs in the current securities class action litigation environment. See page 5 for more details.

2 Plaintiff-style damages are calculated for cases that settled in 2014 or later, and account for the U.S. Supreme Court's 2005 landmark decision in *Dura Pharmaceuticals Inc. v. Broudo*, 544 U.S. 336. Plaintiff-style damages are based on the stock-price movements associated with the alleged disclosure dates that are described in the settlement plan of allocation.

3 A SPAC is a shell company that raises capital through an initial public offering to later acquire an existing business. SPAC cases are classified as those with a defendant issuer that was a SPAC during any portion of the class period or that had a de-SPAC transaction within 180 days prior to the start of the class period.

4 Kevin LaCroix, "Record-Setting Settlements in Two SPAC-Related Securities Suits," The D&O Diary, January 13, 2025, https://www.dandodiary.com/2025/01/articles/securities-litigation/record-setting-settlements-in-two-spac-related-securities-suits/.

5 *Securities Class Action Settlements 2023 Review and Analysis*, Cornerstone Research (2024).

6 Catherine J. Galley, Nicholas D. Yavorsky, Filipe Lacerda, and Chady Gemayel, *Approved Claims Rates in Securities Class Actions: Evidence from 2015–2018 Rule 10b-5 Settlements*, Cornerstone Research (2020). Data on "plaintiff-estimated damages" are made available to Cornerstone Research through collaboration with Stanford Securities Litigation Analytics (SSLA). SSLA tracks and collects data on private shareholder securities litigation and public enforcements brought by the U.S. Securities and Exchange Commission (SEC) and the U.S. Department of Justice (DOJ). The SSLA dataset includes all traditional class actions, SEC actions, and DOJ criminal actions filed since 2000. Available on a subscription basis at https://sla.law.stanford.edu/.

7 Laarni T. Bulan, Ellen M. Ryan, and Laura E. Simmons, *Estimating Damages in Settlement Outcome Modeling*, Cornerstone Research (2017).

8 In the past, we presented "simplified statutory damages" as a measure of potential investor losses for cases with Section 11 claims but no Rule 10b-5 claims. In this report, we introduce a new measure: "statutory damages." Statutory damages are estimated using an approach that more closely aligns with approaches used by plaintiffs in the current securities class action litigation environment. For example, when estimating the number of shares eligible for damages, the new statutory damages approach adjusts for short interest positions. Statutory damages are calculated using data through the settlement hearing date.

9 As noted in prior reports, the March 2018 U.S. Supreme Court decision in *Cyan Inc. v. Beaver County Employees Retirement Fund* (*Cyan*) held that '33 Act claim securities class actions could be brought in state court. While '33 Act claim cases had often been brought in state courts before *Cyan*, filing rates in state courts increased substantially following this ruling. This trend reversed, however, following the March 2020 Delaware Supreme Court decision in *Salzberg v. Sciabacucchi* which upheld the validity of federal forum-selection provisions in corporate charters. See, for example, *Securities Class Action Filings—2021 Year in Review*, Cornerstone Research (2022).

10 The two subcategories of accounting issues analyzed in this report are (1) restatements—cases involving a restatement (or announcement of a restatement) of financial statements, and (2) accounting irregularities—cases in which the defendant has reported the occurrence of accounting irregularities (intentional misstatements or omissions) in its financial statements.

11 *Accounting Class Action Filings and Settlements—2024 Review and Analysis*, Cornerstone Research, forthcoming in spring 2025.

12 To be considered an accompanying (or parallel) derivative action, the derivative action must have underlying allegations that are similar or related to the underlying allegations of the securities class action and either be active or settling at the same time as the securities class action.

13 *Parallel Derivative Action Settlement Outcomes—2023 Review and Analysis*, Cornerstone Research (2024).

14 See, for example, *Securities Class Action Settlements—2006 Review and Analysis*, Cornerstone Research (2007); Michael A. Perino, "Have Institutional Fiduciaries Improved Securities Class Actions? A Review of the Empirical Literature on the PSLRA's Lead Plaintiff Provision," St. John's Legal Studies Research Paper No. 12-0021 (2013).

Endnotes (continued)

15 Available on a subscription basis. For further details, see https://www.issgovernance.com/securities-class-action-services/.

16 Movements of partial settlements between years can cause differences in amounts reported for prior years from those presented in earlier reports.

17 This categorization is based on the timing of the settlement hearing date. If a new partial settlement equals or exceeds 50% of the then-current settlement fund amount, the entirety of the settlement amount is recategorized to reflect the settlement hearing date of the most recent partial settlement. If a subsequent partial settlement is less than 50% of the then-current total, the partial settlement is added to the total settlement amount and the settlement hearing date is left unchanged.

Appendices

Appendix 1: Settlement Percentiles
(Dollars in millions)

Year	Average	10th	25th	Median	75th	90th
2015	$54.2	$1.8	$2.8	$8.9	$22.2	$131.0
2016	$87.7	$2.5	$5.4	$11.1	$39.9	$165.4
2017	$24.1	$1.9	$3.4	$7.3	$20.2	$47.6
2018	$81.1	$1.9	$4.5	$14.1	$30.9	$61.4
2019	$34.6	$1.8	$6.9	$13.5	$24.5	$61.4
2020	$66.8	$1.7	$3.9	$11.9	$24.5	$64.6
2021	$23.9	$2.0	$3.6	$9.1	$20.9	$68.6
2022	$39.0	$2.1	$5.4	$13.9	$37.5	$77.0
2023	$48.7	$3.1	$5.1	$15.4	$34.2	$104.0
2024	**$42.4**	**$2.8**	**$4.5**	**$14.0**	**$36.6**	**$78.4**

Note: Settlement dollars are adjusted for inflation; 2024 dollar equivalent figures are presented.

Appendix 2: Settlements by Select Industry Sectors
2015–2024
(Dollars in millions)

Industry	Number of Settlements	Median Settlement	Median Plaintiff-Style Damages	Median Settlement as a Percentage of Plaintiff-Style Damages
Financial	90	$19.6	$267.2	8.8%
Technology	111	$12.0	$299.7	6.2%
Pharmaceuticals	125	$9.8	$161.5	6.4%
Telecommunications	29	$11.8	$186.5	7.0%
Retail	47	$24.5	$322.7	7.0%
Healthcare	22	$21.0	$232.4	8.3%

Note: Settlement dollars and plaintiff-style damages are adjusted for inflation; 2024 dollar equivalent figures are presented. This analysis is limited to cases alleging Rule 10b-5 claims (whether alone or in addition to other claims).

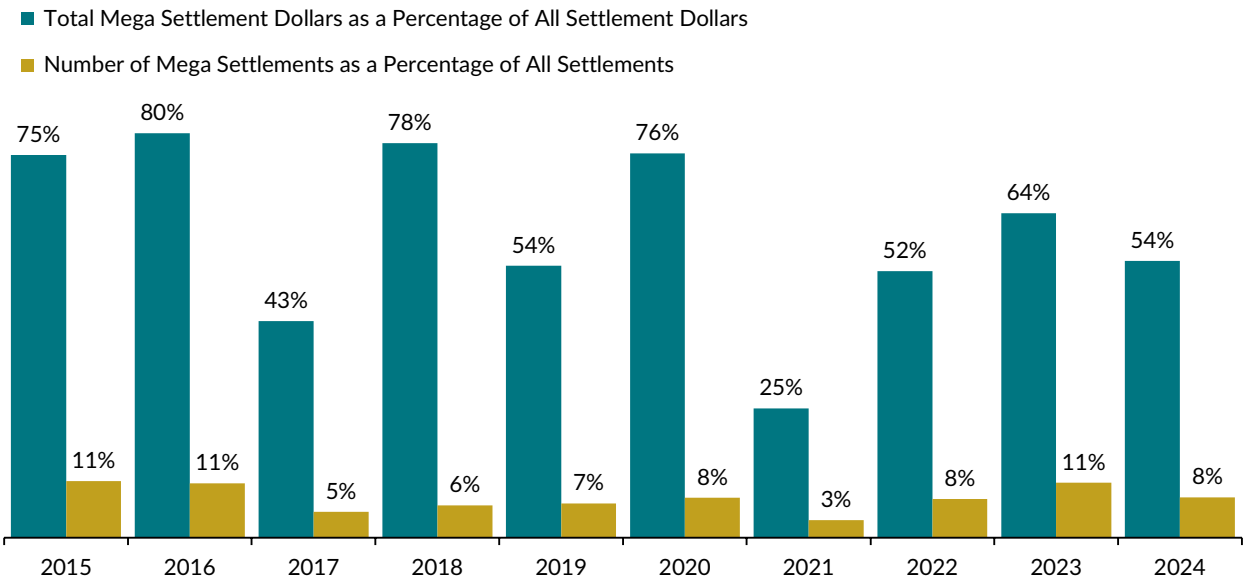
Appendices (continued)

Appendix 3: Settlements by Federal Circuit Court
2015–2024
(Dollars in millions)

Circuit	Number of Settlements	Median Settlement	Median Settlement as a Percentage of Plaintiff-Style Damages
First	22	$19.3	6.2%
Second	211	$9.3	7.0%
Third	87	$8.1	7.4%
Fourth	25	$28.9	4.9%
Fifth	40	$12.7	5.6%
Sixth	33	$17.3	9.8%
Seventh	38	$19.6	6.2%
Eighth	13	$51.3	5.6%
Ninth	198	$10.0	7.5%
Tenth	19	$13.4	9.1%
Eleventh	37	$12.7	8.2%
DC	4	$28.7	4.8%

Note: Settlement dollars are adjusted for inflation; 2024 dollar equivalent figures are presented. This analysis is limited to cases alleging Rule 10b-5 claims (whether alone or in addition to other claims).

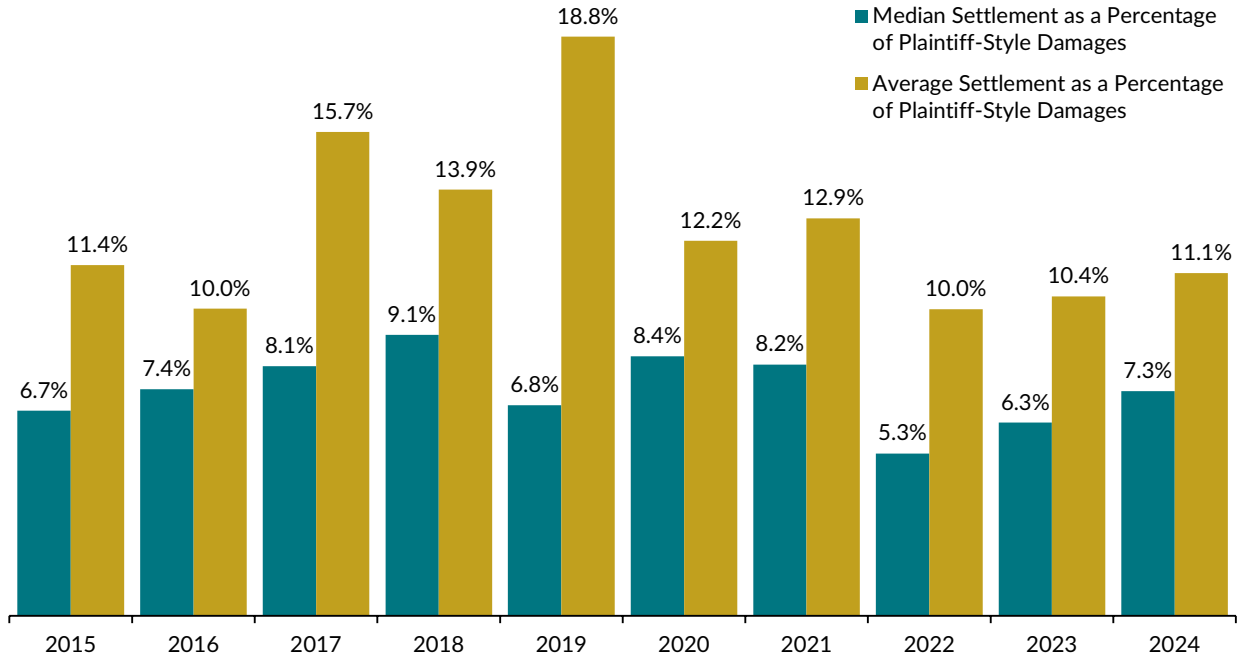
Appendix 4: Mega Settlements
2015–2024



Note: Mega settlements are defined as total settlement funds of $100 million or greater.

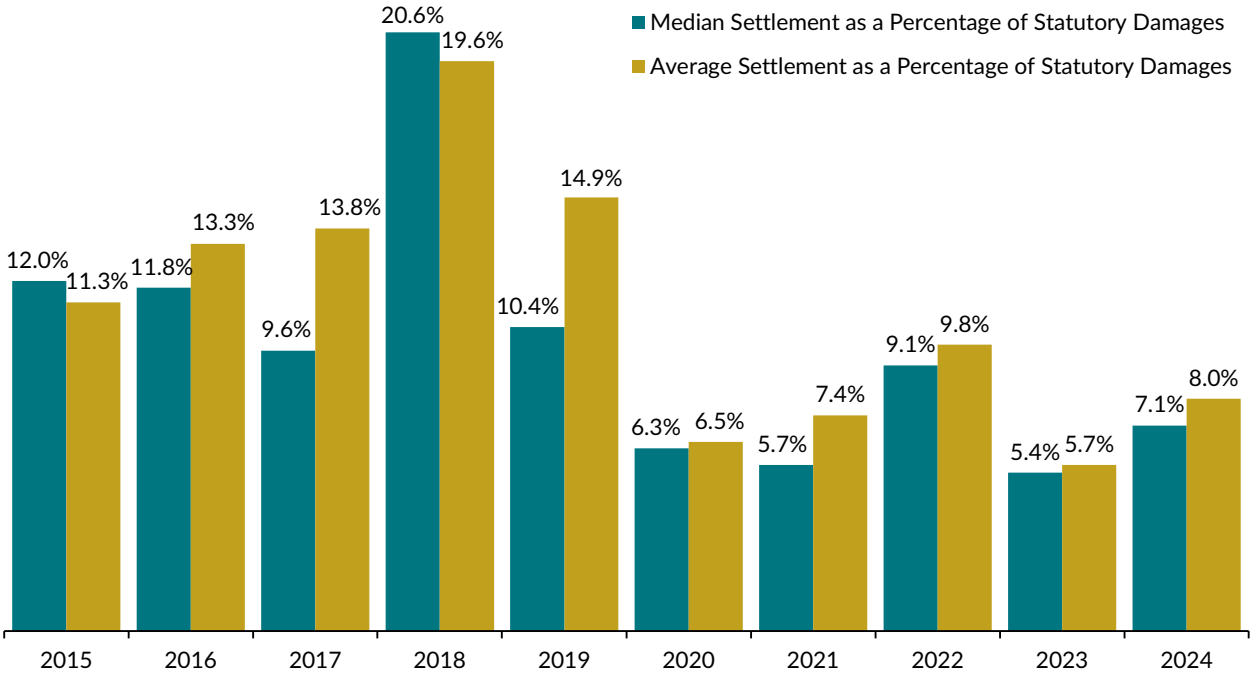
Appendices (continued)

Appendix 5: Median and Average Settlements as a Percentage of Plaintiff-Style Damages
2015–2024



Note: Plaintiff-style damages are calculated for cases alleging Rule 10b-5 claims (whether alone or in addition to other claims).

Appendix 6: Median and Average Settlements as a Percentage of Statutory Damages
2015–2024



Note: Statutory damages are calculated for cases alleging Section 11 ('33 Act) claims and no Rule 10b-5 claims.

About the Authors

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Laarni Bulan has over a decade of experience consulting on complex litigation involving economic and financial issues. Dr. Bulan specializes in securities, mergers and acquisitions and other corporate transactions, firm valuation, risk management, executive compensation, and corporate governance matters.

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Dr. Bulan has published numerous articles in peer-reviewed journals, including *Financial Management*, the *Journal of Banking and Finance*, the *Journal of Economics and Business*, and the *Journal of Urban Economics*. Her research covers dividend policy, capital structure, executive compensation, corporate governance, and real options. Prior to joining Cornerstone Research, Dr. Bulan held a joint appointment at Brandeis University, where she served as an assistant professor of finance in the International Business School and also in the economics department.

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Eric Tam specializes in securities litigation. Mr. Tam has more than 20 years of experience consulting to clients and addressing financial economics issues and class actions in federal and state courts, including the Delaware Court of Chancery. His experience spans all stages of the litigation process, including exposure analysis, class certification, expert support, summary judgment filings, mediation and settlement analysis, trial preparation, and regulatory proceedings.

Mr. Tam has extensive expertise with securities litigation involving alleged misrepresentations under Section 10(b) of the Exchange Act and Sections 11 and 12 of the Securities Act. He also addresses allegations of market manipulation under Sections 9 and 10(b) of the Exchange Act and claims under Section 14(a) of the Exchange Act.

Mr. Tam has analyzed class certification issues (market efficiency, price impact, and evaluation of damages methodologies in the context of *Comcast* standards), as well as loss causation, damages, and materiality in numerous securities class actions.

The views expressed herein are solely those of the authors and do not necessarily represent the views of Cornerstone Research.

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The authors request that you reference Cornerstone Research in any reprint of the information or figures included in this report.

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Cornerstone Research

Cornerstone Research provides economic and financial consulting and expert testimony in all phases of complex disputes and regulatory investigations. The firm works with an extensive network of prominent academics and industry practitioners to identify the best-qualified expert for each assignment. With a reputation for high quality and effectiveness, Cornerstone Research has consistently delivered rigorous, state-of-the-art analysis since 1989. The firm has more than 1,000 professionals in nine offices across the United States, UK, and EU.

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Exhibit 5

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE TURQUOISE HILL RESOURCES LTD. SECURITIES LITIGATION	CASE NO. 1:20-cv-08585-LJL

DECLARATION OF LUIGGY SEGURA REGARDING: (A) MAILING OF THE NOTICE AND CLAIM FORM; (B) PUBLICATION OF THE SUMMARY NOTICE; AND (C) REPORT ON REQUESTS FOR EXCLUSION RECEIVED TO DATE

I, Luiggy Segura, declare as follows:

1. I am the Vice President of Securities Operations at JND Legal Administration ("JND"). Pursuant to the Court's June 26, 2025 Order Preliminarily Approving Settlement and Authorizing Dissemination of Notice of Settlement (ECF No. 474) (the "Preliminary Approval Order"), JND was retained to supervise and administer the notice procedure as well as the processing of claims in connection with the Settlement of the above-captioned action (the "Action").[1] I am over 21 years of age and am not a party to the Action. I have personal knowledge of the facts set forth herein and, if called as a witness, could and would testify competently thereto.

2. I submit this declaration in order to provide the Court and the parties to the Action with information regarding: (i) dissemination of the Court-approved Notice of (I) Pendency of Class Action and Proposed Settlement; (II) Settlement Hearing; and (III) Motion for Attorneys' Fees and Litigation Expenses (the "Notice") and the Proof of Claim and Release Form (the "Claim Form") (collectively, the Notice and the Claim Form are referred to as the "Notice Packet"); (ii) publication of the Summary Notice of (I) Pendency of Class Action and Proposed Settlement; (II) Settlement Hearing; and (III) Motion for Attorneys' Fees and Litigation Expenses (the

[1] Unless otherwise defined herein, all capitalized terms have the meanings set forth in the Stipulation and Agreement of Settlement dated June 17, 2025 (ECF No. 469-1) (the "Stipulation").

"Summary Notice"); (iii) establishment of the website and toll-free telephone number dedicated to this Settlement; and (iv) the requests for exclusion from the Settlement Class received to date by JND.

DISSEMINATION OF THE NOTICE PACKET

3. Pursuant to the Preliminary Approval Order, JND was responsible for disseminating the Notice Packet to potential Settlement Class Members. A copy of the Notice Packet is attached hereto as Exhibit A.

4. On July 7, 2025, Lead Counsel forwarded to JND six (6) unique files which had been received from Defendants' Counsel, including over 300 pages of PDFs and an Excel spreadsheet. Five of the six files contained lists of investor names, and provided email addresses and/or phone numbers for some. The final PDF contained 138 pages of investor names and mailing addresses. JND was able to extract or transcribe the contact information for 12,310 potential Settlement Class Members from the files provided. JND then ran the list of potential Settlement Class Members through the United States Postal Service ("USPS") National Change of Address ("NCOA") database.[2] Based on search results from the NCOA database, JND updated addresses for 6,075 potential Settlement Class Members prior to the initial mailing. JND caused the Notice Packet to be sent by first-class mail, to the 12,310 potential Settlement Class Members identified in the data files on July 18, 2025. Additionally, on June 25, 2025, Lead Counsel forwarded to JND the contact information for one (1) individual who had contacted their firm that they wanted to include in the initial mailing, and JND mailed a Notice Packet to that individual on July 11, 2025.

[2] The NCOA database is the official USPS technology product which makes change of address information available to mailers to help reduce undeliverable mail pieces before mail enters the mail stream. This product is an effective tool to update address changes when a person has completed a change of address form with the USPS. The address information is maintained on the database for 48 months.

5. As in most actions of this nature, a large majority of potential Settlement Class Members are expected to be beneficial purchasers whose securities are held in "street name," *i.e.*, the securities are purchased by brokerage firms, banks, and other institutions (referred to as "nominees" or "record holders") in the name of the nominee, on behalf of the beneficial purchasers. JND maintains a proprietary database with names and addresses of the largest and most common nominees that purchase securities on behalf of beneficial owners (the "Nominee Database"). At the time of the initial mailing, JND's Nominee Database contained 4,080 records. On July 11, 2025, JND caused Notice Packets to be sent by first-class mail to the 4,080 mailing records contained in its Nominee Database.

6. JND also researched filings with the U.S. Securities and Exchange Commission on Form 13-F to identify additional institutions or entities which may have purchased Turquoise Hill common stock or call options, purchased Turquoise Hill put options, or entered into swaps replicating a purchase of Turquoise Hill common stock during the Class Period. Based on this research, 310 unique address records were added to the list of potential Settlement Class Members. On July 11, 2025, JND caused Notice Packets to be sent by first-class mail to those potential Settlement Class Members.

7. In total, 16,701 Notice Packets were mailed to potential Settlement Class Members and nominees in the initial mailing from July 11, 2025 through July 18, 2025.

8. The Notice directed those who purchased Turquoise Hill common stock, or call options; sold Turquoise Hill put options; or entered into swaps replicating a purchase of Turquoise Hill common stock during the Class Period for the beneficial interest of a person or entity other than themselves, to either (a) within seven (7) calendar days of receipt of the Notice, request from the Claims Administrator sufficient copies of the Notice Packet to forward to all such beneficial

owners and within seven (7) calendar days of receipt of those Notice Packets forward them to all such beneficial owners, or (b) within seven (7) calendar days of receipt of the Notice, provide a list of the names and mailing addresses of all such beneficial owners to JND (which would then mail or email copies of the Notice Packet to those persons). JND followed up with phone calls, emails, and reminder postcards to the brokers and nominees to ensure that they provided timely responses to JND's mailing.

9. On July 10, 2025, JND also provided a copy of the Notice to the Depository Trust Company ("DTC") for posting on its Legal Notice System ("LENS"). The LENS may be accessed by any nominee that is a participant in DTC's security system.

10. Through September 9, 2025, JND has mailed an additional 2,315 Notice Packets to potential Settlement Class Members whose names and mailing addresses or email addresses were received from individuals or nominees requesting that Notice Packets be mailed to such persons and entities. JND has also mailed 11,552 Notice Packets in bulk to nominees who requested Notice Packets to forward directly to their customers. All such requests have been, and will continue to be, complied with and addressed in a timely manner.

11. Through September 9, 2025, a total of 30,568 Notice Packets have been mailed to potential Settlement Class Members and their nominees. In addition, JND has re-mailed 667 Notice Packets to persons whose original mailings were returned by the USPS and for whom updated addresses were provided to JND by the USPS or were obtained through other means.

PUBLICATION OF THE SUMMARY NOTICE

12. In accordance with Paragraph 7(d) of the Preliminary Approval Order, JND caused the Summary Notice to be published in *The Wall Street Journal* and released via *PR Newswire* on July 23, 2025. Copies of proof of publication of the Summary Notice in *The Wall Street Journal*

and over *PR Newswire* are attached hereto as Exhibit B. The Summary Notice released via *PR Newswire* has been available online since its publication on July 23, 2025.

SETTLEMENT WEBSITE

13. On July 11, 2025, JND established a website ("Settlement Website") dedicated to the Settlement, www.TurquoiseHillSecuritiesLitigation.com. The address for the Settlement Website is set forth in the Notice Packet and in the Summary Notice. The Settlement Website includes information regarding the Action and the proposed Settlement, including the exclusion, objection, and claim filing deadlines, and details about the Court's Settlement Hearing. Copies of the Notice and Claim Form, as well as the Stipulation, Preliminary Approval Order and operative Complaint are posted on the Settlement Website and are available for downloading. The Settlement Website also contains a secure online filing portal that allows Settlement Class Members to file a Claim and receive a confirmation that their Claim has been received by the Claims Administrator. The Settlement Website is accessible 24 hours a day, 7 days a week. JND will update the Settlement Website as necessary through the administration of the Settlement.

TELEPHONE HELPLINE

14. On July 11, 2025, JND established a case-specific, toll-free telephone helpline, 855-779-3513 with an interactive voice response system and live operators, to accommodate potential Settlement Class Members with questions about the Action and the Settlement. The automated attendant answers the calls and presents callers with a series of choices to respond to basic questions. Callers requiring further help have the option to be transferred to a live operator during business hours. JND continues to maintain the telephone helpline and will update the interactive voice response system as necessary through the administration of the Settlement.

REPORT ON REQUESTS FOR EXCLUSION RECEIVED TO DATE

15. The Notice informs potential Settlement Class Members that requests for exclusion from the Settlement Class must be submitted by mail addressed to *Turquoise Hill Securities Litigation*, EXCLUSIONS, c/o JND Legal Administration, P.O. Box 91153, Seattle, WA 98111, and must be received no later than September 24, 2025. The Notice also sets forth the information that must be included in each request for exclusion. JND has monitored and will continue to monitor all mail delivered to the above address. Through September 9, 2025, JND has received one (1) request for exclusion. JND will submit a supplemental declaration after the September 24, 2025 deadline for requesting exclusion that will address all requests for exclusion received.

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

Executed this 10th day of September, 2025.

Luggy Segura

Luggy Segura

EXHIBIT A

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE TURQUOISE HILL RESOURCES LTD. SECURITIES LITIGATION	Case No. 1:20-cv-08585-LJL

NOTICE OF (I) PENDENCY OF CLASS ACTION AND PROPOSED SETTLEMENT; (II) SETTLEMENT HEARING; AND (III) MOTION FOR ATTORNEYS' FEES AND LITIGATION EXPENSES

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

NOTICE OF PENDENCY OF CLASS ACTION: Please be advised that your rights may be affected by the above-captioned securities class action (the "Action") pending in the United States District Court for the Southern District of New York (the "Court"), if, during the period from July 17, 2018 through July 31, 2019, inclusive (the "Class Period"), you purchased or otherwise acquired the common stock of Turquoise Hill Resources Ltd. ("Turquoise Hill"); purchased or otherwise acquired call options on Turquoise Hill common stock; sold put options on Turquoise Hill common stock; and/or entered into swap transactions replicating a purchase of Turquoise Hill common stock, in domestic transactions or on U.S. exchanges, and were damaged thereby (the "Settlement Class").[1]

NOTICE OF SETTLEMENT: Please also be advised that the Court-appointed Lead Plaintiff PWCM Master Fund Ltd., Pentwater Thanksgiving Fund LP, Pentwater Merger Arbitrage Master Fund Ltd., Oceana Master Fund Ltd., LMA SPC for and on behalf of the MAP 98 Segregated Portfolio, Pentwater Equity Opportunities Master Fund Ltd., and Crown Managed Accounts SPC acting for and on behalf of Crown/PW Segregated Portfolio (collectively, "Lead Plaintiff"), on behalf of itself and the Settlement Class (as defined in ¶ 32 below), has reached a proposed settlement of the Action for **$138,750,000** in cash that, if approved, will resolve all claims in the Action (the "Settlement").

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

If you have any questions about this Notice, the proposed Settlement, or your eligibility to participate in the Settlement, please DO NOT contact the Court, the Office of the Clerk of the Court, Turquoise Hill, the Defendants in the Action, or their counsel. All questions should be directed to Lead Counsel or the Claims Administrator (*see* ¶ 80 below).

1. **Description of the Action and the Settlement Class:** This Notice relates to a proposed Settlement of claims in a pending securities class action brought by investors alleging that Defendants Rio Tinto plc and Rio Tinto Limited (together, "Rio Tinto"), and Jean-Sébastien Jacques and Arnaud Soirat made material misrepresentations and omissions during the Class Period about the business of Turquoise Hill, including misstatements concerning the development of the Oyu Tolgoi mine in Mongolia and related delays and cost overruns. A more detailed description of the Action is set forth in paragraphs 11-31 below.

[1] All capitalized terms used in this Notice that are not otherwise defined herein shall have the meanings ascribed to them in the Stipulation and Agreement of Settlement dated June 17, 2025 (the "Stipulation"), which is available at www.TurquoiseHillSecuritiesLitigation.com.

If the Court approves the proposed Settlement, the Action will be dismissed and members of the Settlement Class (defined in paragraph 32 below) will settle and release all Released Plaintiffs' Claims (defined in paragraph 44 below).

2. **Statement of the Settlement Class's Recovery:** Subject to Court approval, Lead Plaintiff, on behalf of itself and the Settlement Class, has agreed to settle the Action in exchange for a settlement payment of **$138,750,000** in cash (the "Settlement Amount") to be deposited into an escrow account. The Net Settlement Fund (*i.e.*, the Settlement Amount plus any and all interest earned thereon (the "Settlement Fund") less (a) any Taxes, (b) any Notice and Administration Costs, (c) any Litigation Expenses awarded by the Court, (d) any attorneys' fees awarded by the Court; and (e) any other costs or fees approved by the Court) will be distributed in accordance with a plan of allocation that is approved by the Court, which will determine how the Net Settlement Fund shall be allocated among members of the Settlement Class. The proposed plan of allocation (the "Plan of Allocation") is attached hereto as Appendix A.

3. **Estimate of Average Amount of Recovery Per Share:** Lead Plaintiff's damages expert estimates that during the Class Period approximately 667,392,913 shares of Turquoise Hill common stock were purchased (including swap transactions replicating a purchase of Turquoise Hill common stock), and 3,448,400 options on Turquoise Hill common stock were purchased or sold, and may have been affected by the conduct at issue in the Action and eligible to participate in the Settlement.[2] If all eligible Settlement Class Members elect to participate in the Settlement, the estimated average recovery (before the deduction of any Court-approved fees, expenses, and costs as described herein) will be $0.21 per eligible share of Turquoise Hill common stock (or swap transaction equivalent), and $0.04 per eligible option. **Settlement Class Members should note, however, that the foregoing average recovery per share is only an estimate.** Some Settlement Class Members may recover more or less than this estimated amount depending on, among other factors, when and at what prices they purchased or sold their eligible securities, and the total number and value of valid Claim Forms submitted. Distributions to Settlement Class Members will be made based on the Plan of Allocation set forth in Appendix A or such other plan of allocation as may be ordered by the Court.

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

5. **Attorneys' Fees and Expenses Sought:** Plaintiffs' Counsel, which have been prosecuting the Action on a wholly contingent basis, have not received any payment of attorneys' fees for their representation of the Settlement Class and have advanced the funds to pay expenses necessarily incurred to prosecute this Action. Court-appointed Lead Counsel, Bernstein Litowitz Berger & Grossmann LLP, will apply to the Court for an award of attorneys' fees for all Plaintiffs' Counsel in an amount not to exceed 13% of the Settlement Fund. In addition, Lead Counsel will apply for payment of Litigation Expenses incurred in connection with the institution, prosecution, and resolution of the Action, in an amount not to exceed $2,600,000, which may include an application for reimbursement of the reasonable

[2] Turquoise Hill common stock, swaps replicating a purchase of Turquoise Hill common stock, and call and put options on Turquoise Hill common stock are collectively referred to as "Turquoise Hill Securities." All options-related amounts in this Notice, including in ¶ 3 and ¶ 5, are per share of the underlying common stock (i.e., 1/100 of an option contract). Turquoise Hill common stock underwent a 1-for-10 consolidation (reverse split) in October 2020, after the Class Period. All per-share values listed in this Notice, including in ¶ 3 and ¶ 5, are based on the value of shares traded during the Class Period (i.e., before the reverse split).

costs and expenses incurred by Lead Plaintiff directly related to its representation of the Settlement Class, pursuant to the Private Securities Litigation Reform Act of 1995 ("PSLRA"). Any fees and expenses awarded by the Court will be paid from the Settlement Fund. Settlement Class Members are not personally liable for any such fees or expenses. If the Court approves Lead Counsel's fee and expense application, the estimated average cost will be $0.03 per affected share of Turquoise Hill common stock (or swap transaction equivalent) and $0.01 per eligible option.

6. **Identification of Attorneys' Representatives:** Lead Plaintiff and the Settlement Class are represented by Michael D. Blatchley of Bernstein Litowitz Berger & Grossmann LLP, 1251 Avenue of the Americas, 44th Floor, New York, NY 10020, (800) 380-8496, settlements@blbglaw.com.

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

YOUR LEGAL RIGHTS AND OPTIONS IN THE SETTLEMENT:	
SUBMIT A CLAIM FORM *POSTMARKED OR SUBMITTED ONLINE* NO LATER THAN SEPTEMBER 24, 2025.	This is the only way to be eligible to receive a payment from the Settlement Fund. If you are a Settlement Class Member and you remain in the Settlement Class, you will be bound by the Settlement as approved by the Court and you will give up any Released Plaintiffs' Claims (defined in ¶ 44 below) that you have against Defendants and the other Defendants' Releasees (defined in ¶ 45 below), so it is in your interest to submit a Claim Form.
EXCLUDE YOURSELF FROM THE SETTLEMENT CLASS BY SUBMITTING A WRITTEN REQUEST FOR EXCLUSION SO THAT IT IS *RECEIVED* NO LATER THAN SEPTEMBER 24, 2025.	If you exclude yourself from the Settlement Class, you will not be eligible to receive any payment from the Settlement Fund. This is the only option that allows you ever to be part of any other lawsuit against any of the Defendants or the other Defendants' Releasees concerning the Released Plaintiffs' Claims.
OBJECT TO THE SETTLEMENT BY SUBMITTING A WRITTEN OBJECTION SO THAT IT IS *RECEIVED* NO LATER THAN SEPTEMBER 24, 2025.	If you do not like the proposed Settlement, the proposed Plan of Allocation, or the request for attorneys' fees and Litigation Expenses, you may write to the Court and explain why you do not like them. You cannot object to the Settlement, the Plan of Allocation, or the fee and expense request unless you are a Settlement Class Member and do not exclude yourself from the Settlement Class.

YOUR LEGAL RIGHTS AND OPTIONS IN THE SETTLEMENT:	
GO TO A HEARING ON OCTOBER 15, 2025 AT 10:30 A.M., AND FILE A NOTICE OF INTENTION TO APPEAR SO THAT IT IS *RECEIVED* NO LATER THAN SEPTEMBER 24, 2025.	Filing a written objection and notice of intention to appear by September 24, 2025 allows you to speak in Court, at the discretion of the Court, about the fairness of the proposed Settlement, the Plan of Allocation, and/or the request for attorneys' fees and Litigation Expenses. If you submit a written objection, you may (but you do not have to) attend the hearing and, at the discretion of the Court, speak to the Court about your objection.
DO NOTHING.	If you are a member of the Settlement Class and you do not submit a valid Claim Form, you will not be eligible to receive any payment from the Settlement Fund. You will, however, remain a member of the Settlement Class, which means that you give up your right to sue about the claims that are resolved by the Settlement and you will be bound by any judgments or orders entered by the Court in the Action.

These rights and options—and the deadlines to exercise them—are further explained in this Notice. Please Note: the date and time of the Settlement Hearing—currently scheduled for October 15, 2025 at 10:30 a.m. Eastern Time—is subject to change without further notice to the Settlement Class. If you plan to attend the hearing, you should check the Settlement website, www.TurquoiseHillSecuritiesLitigation.com, or with Lead Counsel as set forth above to confirm that no change to the date and/or time of the hearing has been made.

WHAT THIS NOTICE CONTAINS

WHY DID I GET THIS NOTICE?

8. The Court directed that this Notice be mailed to you because you or someone in your family or an investment account for which you serve as a custodian may have purchased or acquired Turquoise Hill common stock or call options on Turquoise Hill common stock, sold put options on Turquoise Hill common stock, or entered into swaps replicating a purchase of Turquoise Hill common stock, in domestic transactions or on U.S. exchanges, during the Class Period. The Court has directed us to send you this Notice because, as a potential Settlement Class Member, you have a right to know about your options before the Court rules on the proposed Settlement. Additionally, you have the right to understand how this class action lawsuit may generally affect your legal rights. If the Court approves the Settlement, and the Plan of Allocation (or some other plan of allocation), the Claims Administrator selected by Lead Plaintiff and approved by the Court will make payments pursuant to the Settlement after any objections and appeals are resolved.

9. The purpose of this Notice is to inform you of the existence of this case, that it is a class action, how you might be affected, and how to exclude yourself from the Settlement Class if you wish to do so. It is also being sent to inform you of the terms of the proposed Settlement, and of a hearing to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlement, the proposed Plan of Allocation, and the motion by Lead Counsel for attorneys' fees and Litigation Expenses (the "Settlement Hearing"). See ¶¶ 70-71 below for details about the Settlement Hearing, including the date and location of the hearing.

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

WHAT IS THIS CASE ABOUT?

11. During the Class Period, Turquoise Hill was a mineral-exploration and development company headquartered in Canada. Turquoise Hill's sole material business was the operation and development of the Oyu Tolgoi mine, a copper and gold mine in southern Mongolia, which is jointly owned with Erdenes Oyu Tolgoi LLC ("EOT"), a state-owned investor representing the Government of Mongolia. During the Class Period, Turquoise Hill common stock traded on the New York Stock Exchange and Nasdaq, as well as on the Toronto Stock Exchange, under the ticker TRQ.[3] Rio Tinto, which consists of Rio Tinto plc (a United Kingdom company) and Rio Tinto Limited (an Australian company), is one of the world's largest metals and mining companies. An affiliate of Rio Tinto International Holdings Limited ("RTIH") served as manager of the Oyu Tolgoi project. During the Class Period, various subsidiaries of Rio Tinto plc

[3] A separate securities class action has been brought in Quebec on behalf of investors who purchased Turquoise Hill securities in the secondary market and held some of all of those securities until after one or both of the alleged corrective disclosures and who are (i) residents in Canada or were residents in Canada at time of their acquisitions of Turquoise Hill securities (regardless of the exchange on which they acquired the securities); or (ii) acquired Turquoise Hill securities in the secondary market in Canada or elsewhere, other than in the United States. *See de Leeuw v. Turquoise Hill Resources Ltd. et al.*, No. 500-06-001113-204 in the Superior Court of Quebec, District of Montreal (the "Canadian Class Action").

owned a controlling share of Turquoise Hill's common stock. Following the Class Period, in 2022, Rio Tinto acquired Turquoise Hill and privatized the company.

12. This Action involves allegations that Rio Tinto and certain of its executives made material misrepresentations and omissions during the Class Period about the development of the Oyu Tolgoi mine and related delays and cost overruns. Lead Plaintiff alleges that Defendants violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act") by making these alleged misstatements or controlling Rio Tinto when the misstatements were made. Defendants deny all allegations in the Action and deny any violations of the federal securities laws.

13. On October 14, 2020, this Action was filed in the United States District Court for the Southern District of New York (the "Court"), alleging violations of the federal securities laws.

14. On December 14, 2020, the Pentwater Funds moved for appointment as Lead Plaintiff and approval of its selection of counsel. On January 15, 2021, the Honorable Lewis J. Liman appointed the Pentwater Funds as Lead Plaintiff and approved Bernstein Litowitz Berger & Grossmann LLP as Lead Counsel.

15. On March 17, 2021, Lead Plaintiff filed and served the Amended Consolidated Complaint for Violations of the Federal Securities Laws asserting claims against defendants Luke Colton, Jean-Sebastien Jacques, Brendan Lane, Ulf Quellmann, Rio Tinto International Holdings Limited, Rio Tinto Limited, Rio Tinto Plc, Arnaud Soirat, Turquoise Hill Resources Ltd. under Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 promulgated thereunder, and against defendants Rio Tinto plc, Rio Tinto Limited, Rio Tinto International Holdings Limited, Jacques, Soirat, Quellmann, Colton, and Lane under Section 20(a) of the Exchange Act (the "Initial Complaint").

16. On May 17, 2021, Defendants and Former Defendants filed motions to dismiss the Initial Complaint. On July 17, 2021, Lead Plaintiff filed its opposition to the motions to dismiss. On August 9, 2021, Lead Plaintiff sought permission to file a second amended complaint, which the Court granted on August 11, 2021.

17. On September 16, 2021, Lead Plaintiff filed the Second Amended Consolidated Complaint for Violations of the Federal Securities Laws (the "SAC"). On October 19, 2021, Defendants and Former Defendants filed motions to dismiss the SAC, which were fully briefed by December 17, 2021.

18. On September 2, 2022, the Court entered its Order granting the motions to dismiss as to defendants Quellmann, Colton, Lane, Turquoise Hill Resources Ltd. and Rio Tinto International Holdings Limited, and denying the motions to dismiss, in part, as to Defendants Rio Tinto plc and Rio Tinto Limited, Jacques and Soirat.

19. On October 18, 2022, Defendants filed their answer to the SAC. Among other things, Defendants' answer denied Lead Plaintiff's allegations of wrongdoing and asserted various defenses to the claims pled against Defendants.

20. Discovery in the Action commenced in November 2022. Pursuant to the discovery schedule initially set by the Court on February 2, 2023, the Parties conducted substantial document discovery, including Defendants' production of many documents in response to Lead Plaintiff's discovery requests as of December 2023.

21. On November 10, 2023, Lead Plaintiff notified the court that it intended to move for leave to file a third amended complaint based on information and documents produced in discovery. On November 13, 2023, the Court granted Lead Plaintiff's request for a briefing schedule on the motion to file a third amended complaint. Thereafter, on December 15, 2023, Lead Plaintiff moved for leave to file a third amended complaint, and the Court granted that motion on January 8, 2024. On January 22, 2024, Defendants moved the Court to reconsider that order and, on February 21, 2024, the Court granted in part

and denied in part Defendants' motion for reconsideration and directed Lead Plaintiff to re-file the third amended complaint in accordance with its rulings.

22. On February 28, 2024, Lead Plaintiff filed the operative Third Amended Complaint for Violations of the Federal Securities Laws ("TAC"). On March 22, 2024, Defendants filed their motion to dismiss the TAC. The motion was fully briefed on May 13, 2024. On November 7, 2024, the Court entered an order granting in part and denying in part Defendants' motion to dismiss the TAC.

23. On December 20, 2024, Defendants filed their answer to the TAC. Defendants' answer denied Lead Plaintiff's allegations of wrongdoing and asserted various defenses to the claims pled against Defendants.

24. Following the Court's order on the Complaint, the Court entered a discovery schedule on November 26, 2024. Over the course of discovery, Defendants produced many documents to Lead Plaintiff. The Parties met and conferred and exchanged numerous letters and held telephonic meet and confers concerning disputed discovery issues over several years. Lead Plaintiff also pursued discovery from Defendants through motions to compel resulting in additional discovery. The Parties also conducted discovery outside the United States, including by seeking letters of request from the Court to obtain documents and deposition testimony from witnesses located outside the U.S. The Parties took deposition testimony of non-party witnesses and obtained document productions from those witnesses.

25. On December 23, 2024, Lead Plaintiff filed a motion for class certification and appointment of class representative and class counsel, which was accompanied by reports from Lead Plaintiff's expert on market efficiency and common damages methodologies and Lead Plaintiff's expert on the domesticity of class members' trades. On April 3, 2025, Defendants filed their opposition to Lead Plaintiff's motion for class certification, including two expert reports of their own.

26. On February 5, 2025, the Parties engaged in a private mediation session before Hon. Layn Phillips (the "Mediator"). In advance of that session, the Parties exchanged and submitted detailed mediation statements and supporting exhibits to the Mediator. The Parties did not reach a resolution at that time but agreed to continue settlement discussions.

27. Following the first mediation session, the Parties continued to engage in discovery, in which Lead Plaintiff vigorously pursued additional document productions from Defendants, including through motions to compel discovery. In total, the Parties conducted nine depositions: the depositions of the three experts and four representatives of Lead Plaintiff in connection with the class certification motion and the depositions of non-party fact witnesses outside the U.S.

28. On April 25, 2025, the Parties attended a second mediation session with the Mediator. The Parties did not reach a resolution at that time but agreed to continue settlement discussions.

29. On May 1, 2025, the Parties reached an agreement to settle the Action. The agreement's terms were memorialized in a term sheet executed on May 14, 2025 (the "Term Sheet"). The Term Sheet set forth, among other things, the Parties' agreement to settle and release all claims against Defendants and Defendants' Releasees in the Action in return for a cash payment of $138,750,000 for the benefit of the Settlement Class, subject to certain terms and conditions and the execution of a customary "long form" stipulation and agreement of settlement and related papers.

30. On June 17, 2025, the Parties entered into a Stipulation and Agreement of Settlement (the "Stipulation"), which sets forth the terms and conditions of the Settlement. The Stipulation can be viewed at www.TurquoiseHillSecuritiesLitigation.com.

31. On June 26, 2025, the Court preliminarily approved the Settlement, authorized this Notice to be disseminated to potential Settlement Class Members, and scheduled the Settlement Hearing to consider whether to grant final approval to the Settlement.

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

32. If you are a member of the Settlement Class, you are subject to the Settlement, unless you timely request to be excluded. The Settlement Class consists of:

> all persons and entities who purchased or otherwise acquired Turquoise Hill common stock, call options on Turquoise Hill common stock (or sold put options on Turquoise Hill common stock), or entered into swaps replicating a purchase of Turquoise Hill common stock, in domestic transactions or on U.S. exchanges, during the Class Period, and were damaged thereby.

Excluded from the Settlement Class are: (i) Defendants and Former Defendants[4]; (ii) Immediate Family Members of any Individual Defendant or Individual Former Defendant; (iii) any person who is, or was during the Class Period, an officer or director of Rio Tinto, RTIH, or Turquoise Hill; (iv) any affiliates or subsidiaries of Rio Tinto, RTIH, or Turquoise Hill; (v) any entity in which any Defendant, Former Defendant, or any member of their Immediate Families has or had a controlling interest; (vi) the legal representatives, heirs, agents, affiliates, successors, or assigns of any such excluded persons and entities; and (vii) any prohibited person or organization who or which is a sanctions target, the subject of any applicable trade sanction or embargo or appears on a list of prohibited persons or organizations. Also excluded from the Settlement Class are any persons or entities who or which exclude themselves by submitting a request for exclusion that is accepted by the Court in accordance with the requirements set forth in this Notice. *See* "What If I Do Not Want To Be A Member Of The Settlement Class? How Do I Exclude Myself?," on page 13 below.

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

If you are a Settlement Class Member and you wish to be eligible to participate in the distribution of proceeds from the Settlement, you are required to submit the Claim Form that is being distributed with this Notice and the required supporting documentation as set forth therein postmarked (or submitted online) no later than September 24, 2025.

WHAT ARE LEAD PLAINTIFF'S REASONS FOR THE SETTLEMENT?

33. Lead Plaintiff and Lead Counsel believe that the claims asserted against Defendants have merit. They recognize, however, the substantial risks they would face in establishing liability and damages through the Court's ruling on class certification, summary judgment, pre-trial motions, a trial, and appeals, as well as the length and expense to the Settlement Class of continued proceedings. The risks of continued litigation concerned each main element of Lead Plaintiff's claims. Lead Plaintiff would have been required to prove (i) that Defendants' misstatements and omissions were materially false and misleading when made; (ii) that Defendants knew or recklessly disregarded that the statements and related omissions were false when made (i.e., Defendants acted with "scienter"); (iii) that the revelation of Defendants' fraud caused the loss suffered by Plaintiffs and the Settlement Class (i.e., loss causation); and (iv) the amount of class-wide damages. Defendants would have had arguments in defense of each of these issues.

[4] "Former Defendants" means (i) Turquoise Hill Resources Ltd ("Turquoise Hill"); (ii) Rio Tinto International Holdings, Ltd. ("RTIH"); and (iii) Ulf Quellmann, Luke Colton, and Brendan Lane (the "Individual Former Defendants").

34. To start, Lead Plaintiff faced challenges in proving that Defendants made misleading statements or omissions concerning the development of the Oyu Tolgoi mine in Mongolia and related delays and cost overruns. Lead Plaintiff expected that Defendants would have argued that their disclosures were accurate because they were based on the best information available when made. For example, Defendants would argue that none of their statements prior to October 2018 could have been false or misleading because the delays were not definitively established until they completed the reforecast project in October 2018. Defendants would further argue that the alleged misstatements concerning delays, if any, were not material to investors. Defendants would also have argued that their alleged misstatements were not made with "scienter" as required under the Exchange Act. Defendants would have argued that they did not have any fraudulent intent to mislead investors because they disclosed the delays once they were known in October 2018 and disclosed additional delays and the cost overruns as they received new information throughout the alleged Class Period. There was a meaningful risk that the Court or jury could find against Lead Plaintiffs on these issues on a complete record at summary judgment or trial.

35. In addition, Lead Plaintiff expected that Defendants would raise challenges to loss causation, arguing that certain of the price declines at issue were caused by the disclosure of information that was already known to the market. For example, Defendants argued in opposition to Lead Plaintiff's class certification motion that the alleged disclosure on July 31, 2019 that the Oyu Tolgoi project needed additional financing to complete was already known to the market based on the Company's earlier disclosures. If Defendants had succeeded on these arguments, the recoverable damages could have been substantially less than the amount provided in the Settlement.

36. Further, in order to obtain recovery for the Settlement Class, Lead Plaintiff would have to prevail at several stages—on the pending motion for class certification, at summary judgment, and at trial—and, even if it prevailed on those, on the appeals that were likely to follow. Thus, there were significant risks attendant to the continued prosecution of the Action, and there was no guarantee that further litigation would have resulted in a higher recovery, or any recovery at all.

37. In light of these and other risks, the amount of the Settlement, and the immediacy of recovery to the Settlement Class, Lead Plaintiff and Lead Counsel believe that the proposed Settlement is fair, reasonable, and adequate, and in the best interests of the Settlement Class. The Settlement provides a benefit to the Settlement Class, namely $138,750,000 in cash (less the various deductions described in this Notice), as compared to the risk that the claims in the Action would produce a smaller recovery, or no recovery at all, after further proceedings on Lead Plaintiff's motion for class certification and likely summary judgment motions, trial, and appeals, possibly years in the future.

38. Defendants have denied the claims asserted against them in the Action and deny that the Settlement Class was harmed or suffered any damages as a result of the conduct alleged in the Action. Defendants have agreed to the Settlement solely to eliminate the burden and expense of continued litigation and trial. Accordingly, the Settlement is not to be construed as an admission of any wrongdoing by Defendants.

WHAT MIGHT HAPPEN IF THERE WERE NO SETTLEMENT?

39. If there were no Settlement and Lead Plaintiff failed to establish any essential legal or factual element of its claims against Defendants, neither Lead Plaintiff nor the other members of the Settlement Class would recover anything from Defendants. Also, if Defendants were successful in proving any of their defenses, either at summary judgment, at trial, or on appeal, the Settlement Class could recover less than the amount provided in the Settlement, or nothing at all.

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

40. As a Settlement Class Member, you are represented by Lead Plaintiff and Lead Counsel, unless you enter an appearance through counsel of your own choice at your own expense. You are not required to retain your own counsel, but if you choose to do so, such counsel must file a notice of appearance on your behalf and must serve copies of his or her appearance on the attorneys listed in the section entitled, "When And Where Will The Court Decide Whether To Approve The Settlement?," on page 14 below.

41. If you are a Settlement Class Member and do not wish to remain a Settlement Class Member, you may exclude yourself from the Settlement Class by following the instructions in the section entitled, "What If I Do Not Want To Be A Member Of The Settlement Class? How Do I Exclude Myself?," on page 13 below.

42. If you are a Settlement Class Member and you wish to object to the Settlement, the Plan of Allocation, or Lead Counsel's application for attorneys' fees and Litigation Expenses, and if you do not exclude yourself from the Settlement Class, you may present your objections by following the instructions in the section entitled, "When And Where Will The Court Decide Whether To Approve The Settlement?," on page 14 below.

43. If you are a Settlement Class Member and you do not exclude yourself from the Settlement Class, you will be bound by any orders issued by the Court. If the Settlement is approved, the Court will enter a judgment (the "Judgment"). The Judgment will dismiss with prejudice the claims against Defendants and will provide that, upon the Effective Date of the Settlement, Lead Plaintiff and each of the other Settlement Class Members, on behalf of themselves, and their respective heirs, executors, administrators, predecessors, successors, and assigns, in their capacities as such, will have fully, finally, and forever compromised, settled, released, resolved, relinquished, waived, and discharged each and every Released Plaintiffs' Claim (as defined in ¶ 44 below) against Defendants and the other Defendants' Releasees (as defined in ¶ 45 below), and shall forever be barred and enjoined from prosecuting any or all of the Released Plaintiffs' Claims against any of the Defendants' Releasees.

44. "Released Plaintiffs' Claims" means all claims and causes of action of every nature and description, whether arising under federal, state, common, or foreign law, including known claims and unknown claims, that Lead Plaintiff or any other member of the Settlement Class asserted in the Complaint or could have asserted in any other forum that (i) arise out of or are based upon the allegations, transactions, facts, matters or occurrences, representations, or omissions involved, set forth, or referred to in the TAC and (ii) relate to the purchase or acquisition of Turquoise Hill common stock or call options on Turquoise Hill common stock or sales of put options on Turquoise Hill common stock, or swaps replicating a purchase of Turquoise Hill common stock, in domestic transactions or on U.S. exchanges during the Class Period. This release does not cover, include, or release: (i) any claims asserted in *de Leeuw v. Turquoise Hill Resources Ltd. et al.*, No. 500-06-001113-204 in the Superior Court of Quebec, District of Montreal, except insofar as Settlement Class Members file claims in this Settlement, and for such Settlement Class Members only to the extent that the transactions reflected in their Claims filed in this Action will be released in this Action, while preserving any claims that are outside the definition of the Settlement Class in this Action; (ii) any claims by any governmental entity (foreign or domestic) relating to the conduct alleged in the Action; or (iii) any claims relating to the enforcement of the Settlement.

45. "Defendants' Releasees" means Defendants and their current and former parents, affiliates, subsidiaries, officers, directors, agents, successors, predecessors, assigns, assignees, partnerships, partners, trustees, trusts, employees, Immediate Family Members, insurers, reinsurers, and attorneys. For avoidance of doubt, this includes the Former Defendants.

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

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

Lead Plaintiff and Defendants acknowledge, and each of the Settlement Class Members shall be deemed by operation of law to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement.

47. The Judgment will also provide that, upon the Effective Date of the Settlement, Defendants, on behalf of themselves, and their respective heirs, executors, administrators, predecessors, successors, and assigns, in their capacities as such, will have fully, finally, and forever compromised, settled, released, resolved, relinquished, waived, and discharged each and every Released Defendants' Claim (as defined in ¶ 48 below) against Lead Plaintiff and the other Plaintiffs' Releasees (as defined in ¶ 49 below), and shall forever be barred and enjoined from prosecuting any or all of the Released Defendants' Claims against any of the Plaintiffs' Releasees.

48. "Released Defendants' Claims" means any and all claims and causes of action of every nature and description, whether arising under federal, state, common, or foreign law, including known claims and Unknown Claims, that arise out of or relate in any way to the institution, prosecution, or settlement of the claims against Defendants in the Action. This release does not cover, include, or release (i) claims relating to the enforcement of the Stipulation or the Settlement; or (ii) any claims against any person or entity who or which submits a request for exclusion that is accepted by the Court.

49. "Plaintiffs' Releasees" means Lead Plaintiff, all other plaintiffs in the Action, and all other Settlement Class Members, and their respective current and former parents, affiliates, subsidiaries, officers, directors, agents, successors, predecessors, assigns, assignees, partnerships, partners, trustees, trusts, employees, Immediate Family Members, insurers, reinsurers, and attorneys.

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

50. To be eligible for a payment from the Settlement, you must be a member of the Settlement Class and you must timely complete and return the Claim Form with adequate supporting documentation ***postmarked (if mailed), or submitted online*** **at www.TurquoiseHillSecuritiesLitigation.com no later than September 24, 2025**. A Claim Form is included with this Notice, or you may obtain one from the website maintained by the Claims Administrator for the Settlement, www.TurquoiseHillSecuritiesLitigation.com. You may also request that a Claim Form be mailed to you by calling the Claims Administrator toll-free at 1-855-779-3513 or by emailing the Claims Administrator at info@TurquoiseHillSecuritiesLitigation.com. **Please retain all records of your ownership of and**

transactions in Turquoise Hill Securities, as they will be needed to document your Claim. The Parties and Claims Administrator do not have information about your transactions in Turquoise Hill Securities.

51. If you request exclusion from the Settlement Class or do not submit a timely and valid Claim Form, you will not be eligible to share in the Net Settlement Fund.

HOW MUCH WILL MY PAYMENT BE?

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

53. Pursuant to the Settlement, Defendants have agreed to cause $138,750,000 in cash (the "Settlement Amount") to be paid into an escrow account. The Settlement Amount plus any interest earned thereon is referred to as the "Settlement Fund." If the Settlement is approved by the Court and the Effective Date occurs, the "Net Settlement Fund" (that is, the Settlement Fund less (a) all federal, state and/or local taxes on any income earned by the Settlement Fund and the reasonable costs incurred in connection with determining the amount of and paying taxes owed by the Settlement Fund (including reasonable expenses of tax attorneys and accountants); (b) the costs and expenses incurred in connection with providing notice to Settlement Class Members and administering the Settlement on behalf of Settlement Class Members; (c) any attorneys' fees and Litigation Expenses awarded by the Court; and (d) any other costs or fees approved by the Court) will be distributed to Settlement Class Members who submit valid Claim Forms, in accordance with the proposed Plan of Allocation or such other plan of allocation as the Court may approve.

54. The Net Settlement Fund will not be distributed unless and until the Court has approved the Settlement and a plan of allocation, and the time for any petition for rehearing, appeal or review, whether by certiorari or otherwise, has expired.

55. Neither Defendants nor any other person or entity that paid any portion of the Settlement Amount on their behalf are entitled to get back any portion of the Settlement Fund once the Court's order or judgment approving the Settlement becomes Final. Defendants shall not have any liability, obligation, or responsibility for the administration of the Settlement, the disbursement of the Net Settlement Fund, or the plan of allocation.

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

57. Unless the Court otherwise orders, any Settlement Class Member who fails to submit a Claim Form postmarked (or submitted online) on or before September 24, 2025 shall be fully and forever barred from receiving payments pursuant to the Settlement but will in all other respects remain a Settlement Class Member and be subject to the provisions of the Stipulation, including the terms of any Judgment entered and the releases given. This means that each Settlement Class Member releases the Released Plaintiffs' Claims (as defined in ¶ 44 above) against the Defendants' Releasees (as defined in ¶ 45 above) and will be enjoined and prohibited from filing, prosecuting, or pursuing any of the Released Plaintiffs' Claims against any of the Defendants' Releasees whether or not such Settlement Class Member submits a Claim Form.

58. Participants in and beneficiaries of any employee retirement and/or benefit plan covered by ERISA ("ERISA Plan") should NOT include any information relating to Turquoise Hill Securities purchased or sold through the ERISA Plan in any Claim Form they submit in this Action. They should include ONLY Turquoise Hill Securities purchased or sold during the Class Period outside of an ERISA Plan. Claims based on any ERISA Plan's transactions in Turquoise Hill Securities during the Class Period may be made by the plan's trustees.

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

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

61. Only Settlement Class Members or persons authorized to submit a claim on their behalf will be eligible to share in the distribution of the Net Settlement Fund. Persons and entities that are excluded from the Settlement Class by definition or that exclude themselves from the Settlement Class pursuant to request will not be eligible to receive a distribution from the Net Settlement Fund and should not submit Claim Forms. The only securities that are included in the Settlement are Turquoise Hill common stock, call options on Turquoise Hill common stock, put options on Turquoise Hill common stock, or swap transactions replicating a purchase of Turquoise Hill common stock (collectively, "Turquoise Hill Securities").

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

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

63. Plaintiffs' Counsel have not received any payment for their services in pursuing claims against the Defendants on behalf of the Settlement Class, nor have Plaintiffs' Counsel been reimbursed for their out-of-pocket expenses. Before final approval of the Settlement, Lead Counsel will apply to the Court for an award of attorneys' fees for all Plaintiffs' Counsel in an amount not to exceed 13% of the Settlement Fund. At the same time, Lead Counsel also intends to apply for payment of Plaintiffs' Counsel's Litigation Expenses in an amount not to exceed $2,600,000, which may include an application for reimbursement of the reasonable costs and expenses incurred by Lead Plaintiff directly related to its representation of the Settlement Class, pursuant to the PSLRA. The Court will determine the amount of any award of attorneys' fees or Litigation Expenses. Such sums as may be approved by the Court will be paid from the Settlement Fund. Settlement Class Members are not personally liable for any such fees or expenses.

WHAT IF I DO NOT WANT TO BE A MEMBER OF THE SETTLEMENT CLASS? HOW DO I EXCLUDE MYSELF?

64. Each Settlement Class Member will be bound by all determinations and judgments in this lawsuit, whether favorable or unfavorable, unless such person or entity mails or delivers a written Request for Exclusion from the Settlement Class, addressed to *Turquoise Hill Securities Litigation*, EXCLUSIONS, c/o JND Legal Administration, P.O. Box 91153, Seattle, WA 98111. The Request for Exclusion must be ***received*** **no later than September 24, 2025**. You will not be able to exclude yourself from the Settlement Class after that date. Each Request for Exclusion must (i) state the name, address, and telephone number of the person or entity requesting exclusion, and in the case of entities, the name and telephone number of the appropriate contact person; (ii) state that such person or entity "requests exclusion from the Settlement Class in *In re Turquoise Hill Resources, Ltd. Securities Litigation*, Civil Action No. 1:20-cv-8585-LJL"; (iii) state the number of shares of Turquoise Hill common stock (including shares of common stock purchased or held through swap transactions), and the number of call and put options on Turquoise Hill common stock that the person or entity requesting exclusion (a) held as of the opening of trading on July 17, 2018 and (b) purchased/acquired and/or sold from July 17, 2018 through July 31, 2019, inclusive, in

domestic transactions or on U.S. exchanges, as well as the dates, number of shares, and prices of each such purchase/acquisition and sale; and (iv) be signed by the person or entity requesting exclusion or an authorized representative. A Request for Exclusion shall not be effective unless it provides all the information called for in this paragraph and is received within the time stated above, or is otherwise accepted by the Court.

65. If you do not want to be part of the Settlement Class, you must follow these instructions for exclusion even if you have pending, or later file, another lawsuit, arbitration, or other proceeding relating to any Released Plaintiffs' Claim against any of the Defendants' Releasees.

66. If you ask to be excluded from the Settlement Class, you will not be eligible to receive any payment out of the Net Settlement Fund.

67. Rio Tinto has the right to terminate the Settlement if valid requests for exclusion are received from persons and entities entitled to be members of the Settlement Class in an amount that exceeds an amount agreed to by Lead Plaintiff and Rio Tinto.

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

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

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

70. The Settlement Hearing will be held on **October 15, 2025 at 10:30 a.m.**, before the Honorable Lewis J. Liman of the United States District Court for the Southern District of New York, in Courtroom 15C of the Daniel Patrick Moynihan United States Courthouse, 500 Pearl St., New York, NY 10007-1312. At the Settlement Hearing, the Court will consider: (a) whether the proposed Settlement is fair, reasonable, and adequate to the Settlement Class, and should be finally approved; (b) whether a Judgment substantially in the form attached as Exhibit B to the Stipulation should be entered dismissing the Action with prejudice against Defendants; (c) whether the Settlement Class should be certified for purposes of the Settlement; (d) whether the proposed Plan of Allocation for the proceeds of the Settlement is fair and reasonable and should be approved; (e) whether the motion by Lead Counsel for attorneys' fees and Litigation Expenses should be approved; and (f) other matters that may properly be brought before the Court in connection with the Settlement. The Court reserves the right to approve the Settlement, the Plan of Allocation, Lead Counsel's motion for an award of attorneys' fees and Litigation Expenses, and/or any

other matter related to the Settlement at or after the Settlement Hearing without further notice to the members of the Settlement Class.

71. Any Settlement Class Member that does not request exclusion may object to the Settlement, the proposed Plan of Allocation, or Lead Counsel's motion for an award of attorneys' fees and Litigation Expenses. Objections must be in writing. You must file any written objection, together with copies of all other papers and briefs supporting the objection, electronically with the Court or by letter mailed to the Clerk's Office at the United States District Court for the Southern District of New York, at the address set forth below **on or before September 24, 2025**. You must also serve the papers on Lead Counsel and on Defendants' Counsel at the addresses set forth below so that the papers are ***received*** **on or before September 24, 2025.**

Clerk's Office	Lead Counsel	Defendants' Counsel
United States District Court Southern District of New York Clerk of the Court Daniel Patrick Moynihan U.S. Courthouse 500 Pearl Street New York, NY 10007	Bernstein Litowitz Berger & Grossmann LLP Michael D. Blatchley 1251 Avenue of the Americas, 44th Floor New York, NY 10020	Quinn Emanuel Urquhart & Sullivan, LLP Corey Worcester 295 Fifth Avenue, 9th Floor New York, New York 10016

72. Any objection must include (a) the name of this proceeding, *In re Turquoise Hill Resources Ltd. Securities Litigation*, Civil Action No. 1:20-cv-8585-LJL; (b) the objector's full name, current address, email address (if applicable), and telephone number; (c) the objector's signature; (d) a statement providing the specific reasons for the objection, including a detailed statement of the specific legal and factual basis for each and every objection and whether the objection applies only to the objector, to a specific subset of the Settlement Class, or to the entire Settlement Class; and (e) documents sufficient to prove membership in the Settlement Class, including documents showing the number of shares of Turquoise Hill common stock (including common stock purchased through swap transactions), and the number of call and put options on Turquoise Hill common stock that the objecting Settlement Class Member purchased/acquired and/or sold during the Class Period (from July 17, 2018 through July 31, 2019, inclusive), in domestic transactions or on U.S. exchanges, as well as the dates, number of shares, and prices of each such purchase/acquisition and sale. The documentation establishing membership in the Settlement Class must consist of copies of brokerage confirmation slips or monthly brokerage account statements, or an authorized statement from the objector's broker containing the transactional and holding information found in a broker confirmation slip or account statement.

73. You may not object to the Settlement, the Plan of Allocation, or Lead Counsel's motion for attorneys' fees and Litigation Expenses if you exclude yourself from the Settlement Class or if you are not a member of the Settlement Class.

74. You may file a written objection without having to appear at the Settlement Hearing. You may not, however, appear at the Settlement Hearing to present your objection unless you first file and serve a written objection in accordance with the procedures described above, unless the Court orders otherwise.

75. If you wish to be heard orally at the hearing in opposition to the approval of the Settlement, the Plan of Allocation, or Lead Counsel's motion for an award of attorneys' fees and Litigation Expenses, and if you timely file and serve a written objection as described above, you must also file a notice of appearance with the Clerk's Office so that it is ***received*** **on or before September 24, 2025**. Such persons

may be heard orally at the discretion of the Court. Objectors who enter an appearance and desire to present evidence at the Settlement Hearing in support of their objection must include in their written objection or notice of appearance the identity of any witnesses they may call to testify and any exhibits they intend to introduce into evidence at the hearing.

76. You are not required to hire an attorney to represent you in making written objections or in appearing at the Settlement Hearing. However, if you decide to hire an attorney, it will be at your own expense, and that attorney must file a notice of appearance with the Court so that the notice is ***received*** **on or before September 24, 2025**.

77. The Settlement Hearing may be adjourned by the Court without further written notice to the Settlement Class, other than a posting of the adjournment on the case website, www.TurquoiseHillSecuritiesLitigation.com. If you plan to attend the Settlement Hearing, you should confirm the date and time with Lead Counsel.

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

WHAT IF I BOUGHT SHARES ON SOMEONE ELSE'S BEHALF?

79. If, for the beneficial interest of persons or organizations other than yourself, you (a) purchased or otherwise acquired Turquoise Hill common stock or call options on Turquoise Hill common stock, (b) sold put options on Turquoise Hill common stock; or (c) entered into swap transactions replicating a purchase of Turquoise Hill common stock, in domestic transactions or on U.S. exchanges during the period from July 17, 2018 through July 31, 2019, inclusive, you must either

(a) within seven (7) calendar days of receipt of this Notice, request from the Claims Administrator sufficient copies of the Notice and Claim Form (the "Notice Packet") to forward to all such beneficial owners and within seven (7) calendar days of receipt of those Notice Packets forward them to all such beneficial owners; or

(b) within seven (7) calendar days of receipt of this Notice, provide a list of the names and addresses of all such beneficial owners to *Turquoise Hill Securities Litigation*, c/o JND Legal Administration, P.O. Box 91153, Seattle, WA 98111.

If you choose the second option, the Claims Administrator will send a copy of the Notice and the Claim Form to the beneficial owners. Upon full compliance with these directions, such nominees may seek payment of their reasonable expenses actually incurred, by providing the Claims Administrator with proper documentation supporting the expenses for which reimbursement is sought. Reasonable expenses shall not exceed $0.05 plus postage at the current pre-sort rate used by the Claims Administrator per Notice Packet mailed; $0.05 per Notice Packet emailed; or $0.05 per name, address, and email address (to the extent available) provided to the Claims Administrator. Copies of this Notice and the Claim Form may also be obtained from the website maintained by the Claims Administrator, www.TurquoiseHillSecuritiesLitigation.com, or by calling the Claims Administrator toll-free at 1-855-779-3513.

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

80. This Notice contains only a summary of the terms of the proposed Settlement. For more detailed information about the matters involved in this Action, you are referred to the papers on file in the Action, including the Stipulation, which may be reviewed by accessing the Court docket in this case through the Court's Public Access to Court Electronic Records (PACER) system at https://ecf.nysd.uscourts.gov, or by visiting the office of the Clerk of the Court for the United States District Court for the Southern District of New York, Daniel Patrick Moynihan United States Courthouse, 500 Pearl St., New York, NY 10007-1312. Additionally, copies of the Stipulation and any related orders entered by the Court will be posted on the website maintained by the Claims Administrator, www.TurquoiseHillSecuritiesLitigation.com.

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

Turquoise Hill Securities Litigation
c/o JND Legal Administration
P.O. Box 91153
Seattle, WA 98111

855-779-3513
www.TurquoiseHillSecuritiesLitigation.com

-or-

Michael D. Blatchley
BERNSTEIN LITOWITZ BERGER
& GROSSMANN LLP
1251 Avenue of the Americas, 44th Floor
New York, NY 10020
800-380-8496
settlements@blbglaw.com

DO NOT CALL OR WRITE THE COURT, THE OFFICE OF THE CLERK OF THE COURT, DEFENDANTS OR THEIR COUNSEL REGARDING THIS NOTICE.

Dated: July 11, 2025

By Order of the Court
United States District Court
Southern District of New York

APPENDIX A: PROPOSED PLAN OF ALLOCATION

81. The objective of the Plan of Allocation (or, the "Plan") is to equitably distribute the Net Settlement Fund to those Settlement Class Members who suffered economic losses as a result of the alleged violations of the federal securities laws. The calculations made pursuant to the Plan of Allocation are not intended to be estimates of, nor indicative of, the amounts that Settlement Class Members might have been able to recover after a trial. Nor are the calculations pursuant to the Plan of Allocation intended to be estimates of the amounts that will be paid to Authorized Claimants pursuant to the Settlement. The computations under the Plan of Allocation are only a method to weigh the claims of Claimants against one another for the purposes of making *pro rata* allocations of the Net Settlement Fund.

82. In developing the Plan of Allocation, Lead Plaintiff's damages expert calculated the estimated amounts of artificial inflation in the per-share closing prices of Turquoise Hill Resources Ltd. ("Turquoise Hill") Common Stock, certain Turquoise Hill Swaps ("Relevant Turquoise Hill Swaps"), and call options on Turquoise Hill Common Stock (and artificial deflation in the price of put options on Turquoise Hill Common Stock) which allegedly was proximately caused by Defendants' alleged materially false and misleading statements and omissions.

83. In calculating the estimated artificial inflation (or deflation) allegedly caused by Defendants' alleged misrepresentations and omissions, Lead Plaintiff's damages expert considered price changes in publicly traded common stock of Turquoise Hill traded on the NYSE, certain Relevant Turquoise Hill Swaps,[5] and Turquoise Hill Call and Put Options ("Turquoise Hill Options" and together with Turquoise Common Stock and Turquoise Swaps, "Turquoise Hill Securities") in reaction to certain public announcements allegedly revealing the truth concerning Defendants' alleged misrepresentations and omissions. The estimated artificial inflation in Turquoise Hill Common Stock and Relevant Turquoise Hill Swaps is stated in Table A below. The estimated artificial inflation and deflation for relevant Turquoise Hill Options is stated in Tables C and D below.

84. In order to have recoverable damages, the disclosure of the allegedly misrepresented information must be the cause of the decline in the price of the security. In this case, Lead Plaintiff alleges that Defendants made false statements and omitted material facts during the period between July 17, 2018 and July 31, 2019, inclusive, which had the effect of artificially inflating the prices of Turquoise Hill Common Stock, Relevant Turquoise Hill Swaps, and Turquoise Hill Call Options (and artificially deflating the prices of Turquoise Hill Put Options). Lead Plaintiff further alleges that corrective information was released to the market on: February 27, 2019, July 15, 2019 (after market close), and July 31, 2019 (after market close), which partially removed the artificial inflation or deflation from the prices of Turquoise Hill Securities on: February 27, 2019, February 28, 2019, July 16, 2019, July 17, 2019,[6] and August 1, 2019.

85. Recognized Loss Amounts are based primarily on the difference in the amount of alleged artificial inflation in the respective prices of the Turquoise Hill Securities at the time of purchase or acquisition and at the time of sale or the difference between the actual purchase price and sale price. Accordingly, in order to have a Recognized Loss Amount under the Plan of Allocation, a Settlement Class Member who or which purchased or otherwise acquired Turquoise Hill Common Stock, Turquoise Hill Options, and

[5] Turquoise Hill Swaps that replicate purchases of Turquoise Hill Common Stock with prices that are within the daily trading range of Turquoise Hill Common Stock are considered the "relevant" swaps at issue. For more information about the documentation of transaction in Turquoise Hill Swaps please see ¶ 100 below.

[6] Inflation was introduced on this date, rather than dissipated.

Relevant Turquoise Hill Swaps prior to the first corrective disclosure, which occurred on February 27, 2019, must have held his, her, or its shares of the respective Turquoise Hill Security through at least the opening of trading on February 27, 2019. A Settlement Class Member who purchased or otherwise acquired Turquoise Hill Securities from February 27, 2019 through and including the close of trading on July 31, 2019, must have held the respective Turquoise Security through at least one of the later dates where new corrective information was released to the market and partially removed the artificial inflation from the price of the respective Turquoise Hill Security.

CALCULATION OF RECOGNIZED LOSS AMOUNTS

Turquoise Hill Common Stock and Relevant Turquoise Hill Swaps

86. Based on the formula stated below, a "Recognized Loss Amount" will be calculated for each purchase or acquisition of Turquoise Hill Common Stock (and Relevant Turquoise Hill Swaps) that is made though a domestic (U.S.) transaction or on a U.S. exchange and is listed on the Claim Form and for which adequate documentation is provided.[7] If a Recognized Loss Amount calculates to a negative number or zero under the formula below, that number will be zero.

87. For each share of Turquoise Hill Common Stock or Relevant Turquoise Hill Swap purchased or otherwise acquired during the period from July 17, 2018 through and including the close of trading on July 31, 2019, in a domestic transaction or on a U.S. exchange, and:

a) Sold before February 27, 2019, the Recognized Loss Amount will be $0.00;

b) Sold from February 27, 2019 through and including July 31, 2019, the Recognized Loss Amount will be the lesser of: (i) the amount of artificial inflation per share on the date of purchase/acquisition as stated in Table A minus the amount of artificial inflation per share on the date of sale as stated in Table A; or (ii) the purchase/acquisition price minus the sale price;

c) Sold from August 1, 2019 through and including the close of trading on October 29, 2019 the Recognized Loss Amount will be the least of: (i) the amount of artificial inflation per share on the date of purchase/acquisition as stated in Table A; (ii) the purchase/acquisition price minus the average closing price between August 1, 2019 and the date of sale as stated in Table B below; or (iii) the purchase/acquisition price minus the sale price; or

d) Held as of the close of trading on October 29, 2019, the Recognized Loss Amount will be the lesser of: (i) the amount of artificial inflation per share on the date of purchase/acquisition as stated in Table A; or (ii) the purchase/acquisition price minus $0.47.[8]

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[7] On October 23, 2020, Turquoise effected a ten for one reverse stock split of Turquoise Hill Common Stock. All figures in the Plan are in pre-reverse split terms.

[8] Pursuant to Section 21D(e)(1) of the Exchange Act, "in any private action arising under this title in which the plaintiff seeks to establish damages by reference to the market price of a security, the award of damages to the plaintiff shall not exceed the difference between the purchase or sale price paid or received, as appropriate, by the plaintiff for the subject security and the mean trading price of that security during the 90-day period beginning on the date on which the information correcting the misstatement or omission that is the basis for the action is disseminated to the market." Consistent with the requirements of the Exchange Act, Recognized Loss Amounts are reduced to an appropriate extent by taking into account the closing prices of Turquoise Hill Common Stock during the "90-day look-back period," August 1, 2019

Exchange-Traded Turquoise Hill Call and Put Options

88. Exchange-traded options are traded in units called "contracts," which entitle the holder to buy (in the case of a call option) or sell (in the case of a put option) 100 shares of the underlying security, which in this case is Turquoise Hill Common Stock. Throughout this Plan of Allocation, all price quotations of exchange-traded options are per share of the underlying security (i.e., 1/100 of a contract).

89. Each option contract specifies a strike price and an expiration date. Contracts with the same strike price and expiration date are referred to as a "series." Under the Plan of Allocation, the artificial inflation per share (i.e., 1/100 of a contract) for each series of Turquoise Hill call options and the artificial deflation per share (i.e., 1/100 of a contract) for each series of Turquoise Hill put options has been calculated by Lead Plaintiff's damages expert.

90. Table C sets forth the artificial inflation per share in Turquoise Hill call options during the Class Period. Table D sets forth the artificial deflation per share in Turquoise put options during the Class Period. Tables C and D list only series of Turquoise Hill options that had open interest on one of the alleged corrective disclosure dates and which expired on or after February 27, 2019—the date of the first alleged corrective disclosure—because any option closed or expiring prior to that date has a Recognized Loss Amount of zero.

91. For each Turquoise Hill call option purchased or otherwise acquired during the Class Period and closed (through sale, exercise, or expiration) from July 17, 2018 through July 31, 2019, and for each Turquoise Hill put option sold (written) during the Class Period and closed (through purchase, exercise, or expiration) from July 17, 2018 through July 31, 2019, an "Out-of-Pocket Loss" will be calculated. For Turquoise Hill call options closed through sale, the Out-of-Pocket Loss is the purchase/acquisition price (excluding all fees, taxes, and commissions) minus the sale price (excluding all fees, taxes, and commissions). For Turquoise Hill call options closed through exercise or expiration, the Out-of-Pocket Loss is the purchase/acquisition price (excluding all fees, taxes, and commissions) minus the value per option on the date of exercise or expiration. For Turquoise Hill put options closed through purchase, the Out-of-Pocket Loss is the purchase/acquisition price (excluding all fees, taxes, and commissions) minus the sale (writing) price (excluding all fees, taxes, and commissions). For Turquoise Hill put options closed through exercise or expiration, the Out-of-Pocket Loss is the value per option on the date of exercise or expiration minus the sale (writing) price (excluding all fees, taxes, and commissions). To the extent that the calculation of the Out-of-Pocket Loss results in a negative number, that number shall be set to zero.

92. For each exchange-traded Turquoise Hill call option purchased or acquired from July 17, 2018 through and including July 31, 2019, in a domestic transaction or on a U.S. exchange, and

a) Closed (through sale, exercise, or expiration) prior to February 27, 2019, the Recognized Loss Amount for each such share shall be zero.

b) Closed (through sale, exercise, or expiration) from February 27, 2019 through July 31, 2019, the Recognized Loss Amount for each such share shall be the lesser of: (i) the artificial inflation applicable to each such share on the date of purchase/acquisition as set forth in Table C below minus the artificial inflation applicable to each such share on the date of close as set forth in Table C below, and (ii) the Out-of-Pocket Loss.

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through and including the close of trading on October 29, 2019. The mean (average) closing price for Turquoise Hill Common Stock during this 90-day look-back period was $0.47.

c) Open as of the close of trading on July 31, 2019, the Recognized Loss Amount for each such share shall be the lesser of: (i) the artificial inflation applicable to each such share on the date of purchase/acquisition as set forth in Table C below, or (ii) the actual purchase/acquisition price of each such share minus the closing price on August 1, 2019 (i.e., the "Holding Price") as set forth in Table C below.

93. For each exchange-traded Turquoise Hill put option sold (written) from July 17, 2018 through and including July 31, 2019, in a domestic transaction or on a U.S. exchange, and

a) Closed (through purchase, exercise, or expiration) prior to February 27, 2019, the Recognized Loss Amount for each such share shall be zero.

b) Closed (through purchase, exercise, or expiration) from February 27, 2019 through July 31, 2019, the Recognized Loss Amount for each such share shall be the lesser of: (i) the artificial deflation applicable to each such share on the date of sale (writing) as set forth in Table D below minus the artificial deflation applicable to each such share on the date of close as set forth in Table D below, and (ii) the Out-of-Pocket Loss.

c) Open as of the close of trading on July 31, 2019, the Recognized Loss Amount for each such share shall be the lesser of: (i) the artificial deflation applicable to each such share on the date of sale (writing) as set forth in Table D below, or (ii) the closing price on August 1, 2019 (i.e., the "Holding Price") as set forth in Table D below minus the sale (writing) price.

ADDITIONAL PROVISIONS

94. **Calculation of Claimant's "Recognized Claim":** A Claimant's "Recognized Claim" will be the sum of his, her, or its Recognized Loss Amounts as calculated above with respect to all Turquoise Securities.

95. **FIFO Matching:** If a Settlement Class Member made more than one purchase/acquisition or sale of any Turquoise Hill Security during the Class Period, all purchases/acquisitions and sales of the like security will be matched on a First In, First Out ("FIFO") basis. Class Period sales will be matched first against any holdings of the like Turquoise Hill Security at the beginning of the Class Period, and then against purchases/acquisitions of the like Turquoise Hill Security in chronological order, beginning with the earliest purchase/acquisition made during the Class Period.

96. **"Purchase/Acquisition Price" and "Sale Price":** For the purposes of calculations under ¶¶ 87, 92, and 93 above, "purchase/acquisition price" means the actual price paid, excluding fees, commissions, and taxes, and "sale price" means the actual amount received, not deducting fees, commissions, or taxes.

97. **"Purchase/Acquisition/Sale" Dates:** Purchases or acquisitions and sales of Turquoise Hill Securities will be deemed to have occurred on the "contract" or "trade" date as opposed to the "settlement" or "payment" date. Any transactions in Turquoise Hill Securities executed outside regular trading hours for the U.S. financial markets shall be deemed to have occurred during the next trading session. The receipt or grant by gift, inheritance, or operation of law of Turquoise Hill Securities during the Class Period shall not be deemed a purchase, acquisition, or sale of those Turquoise Hill Securities for the calculation of a Claimant's Recognized Loss Amount, nor shall the receipt or grant be deemed an assignment of any claim relating to the purchase/acquisition/sale of such securities unless (i) the donor or decedent purchased or otherwise acquired or sold such Turquoise Hill Securities during the Class Period; (ii) the instrument of gift or assignment specifically provides that it is intended to transfer such rights; and (iii) no Claim was submitted by or on behalf of the donor, on behalf of the decedent, or by anyone else with respect to shares of such Turquoise Hill Securities.

98. **U.S. Exchange or Domestic Transactions:** As noted above, purchases or otherwise acquisitions of Turquoise Hill common stock, call options on Turquoise Hill common stock, or swaps replicating a purchase of Turquoise Hill common stock (or sales of put options on Turquoise Hill common stock) are only eligible for a Recognized Loss Amount if the purchase or sale was made through a domestic (U.S.) transaction or on a U.S. exchange. Due to the fact that Turquoise Hill securities traded in both the United States and Canada, Claimants may be required to provide documentation or other proof showing that their transactions in Turquoise Hill Securities during the Class Period occurred on a United States exchange or otherwise occurred in the United States. If Claimants cannot show that the purchase or sale was made on a United States exchange (such as the New York Stock Exchange or Nasdaq), they must submit documentation sufficient to show that the purchase or acquisition occurred in the United States. Generally, a brokerage statement or transaction confirmation showing that the transaction was executed in U.S. dollars and the shares were received into custodial or brokerage account located in the United States will suffice.

99. A Claimant will not be eligible to recover in this Action for the same purchases, acquisitions, or sales of Turquoise Hill Securities for which he, she, or it submits in the Canadian Class Action (see ¶ 11 n.3 above), and will be requested to certify in the Claim Form that his, her, or its Claim does not include such purchases or sales. To the extent the information is available, the Claims Administrator may compare the claims submitted by Claimants in this Action with the information on claims submitted in the Canadian Class Action, and if the same Claimant submitted a claim that is eligible for recovery in the Canadian Class Action, the purchases, acquisitions, or sales that were eligible in the Canadian Class Action will be excluded from recovery in this Action.

100. **Swap Transactions:** If a Claimant entered into a swap transaction that replicates a purchase of Turquoise Hill common stock, they must provide documentation of the date, price of the underlying Turquoise Hill common stock shares, and the terms and conditions of the swap sufficient to show that the economic effect of the swap is to replicate a purchase of Turquoise Hill common stock

101. **Short Sales:** The date of covering a "short sale" is deemed to be the date of purchase or acquisition of the Turquoise Hill Security. The date of a "short sale" is deemed to be the date of sale of the Turquoise Hill Security. In accordance with the Plan of Allocation, however, the Recognized Loss Amount on "short sales" and the purchases covering "short sales" is zero. In the event that a Claimant has an opening short position in a Turquoise Hill Security, the earliest purchases or acquisitions of the security during the Class Period will be matched against such opening short position, and not be entitled to a recovery, until that short position is fully covered.

102. If a Claimant has "written" Turquoise Hill call options, thereby having a short position in the call options, the date of covering such a written position is deemed to be the date of purchase or acquisition of the call option. The date on which the call option was written is deemed to be the date of sale of the call option. In accordance with the Plan of Allocation, the earliest Class Period purchases or acquisitions shall be matched against such short positions in accordance with the FIFO matching described above and any portion of such purchases or acquisitions that cover such short positions will not be entitled to recovery.

103. If a Claimant has purchased or acquired Turquoise Hill put options, thereby having a long position in the put options, the date of purchase/acquisition is deemed to be the date of purchase/acquisition of the put option. The date on which the put option was sold, exercised, or expired is deemed to be the date of sale of the put option. In accordance with the Plan of Allocation, the earliest sales or dispositions of like put options during the Class Period shall be matched against such long positions in accordance with the FIFO matching described above and any portion of the sales that cover such long positions shall not be entitled to a recovery.

104. **Common Stock Purchased/Sold Through the Exercise of Options:** With respect to Turquoise Hill Securities purchased or sold through the exercise of an option, the purchase/sale date of the security is the exercise date of the option and the purchase/sale price is the exercise price of the option. Any Recognized Loss Amount arising from purchases of Turquoise Hill Securities acquired during the Class Period through the exercise of an option on the security[9] shall be computed as provided for other purchases of Turquoise Common Stock in the Plan of Allocation.

105. **Market Gains and Losses:** The Claims Administrator will determine if the Claimant had a "Market Gain" or a "Market Loss" with respect to his, her, or its overall transactions in Turquoise Hill Securities during the Class Period. For purposes of making this calculation, the Claims Administrator shall determine the difference between (i) the Claimant's Total Purchase Amount[10] and (ii) the sum of the Claimant's Total Sales Proceeds[11] and the Claimant's Holding Value.[12] If the Claimant's Total Purchase Amount *minus* the sum of the Claimant's Total Sales Proceeds and the Holding Value is a positive number, that number will be the Claimant's Market Loss; if the number is a negative number or zero, that number will be the Claimant's Market Gain.

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[9] This includes (1) purchases of Turquoise Hill Common Stock as the result of the exercise of a call option, and (2) purchases of Turquoise Hill Common Stock by the seller of a put option as a result of the buyer of such put option exercising that put option.

[10] The "Total Common Stock Purchase Amount" is the total amount the Claimant paid for all shares of Turquoise Hill Common Stock purchased/acquired during the Class Period, the "Total Swap Purchase Amount" is the total amount the Claimant paid for all Turquoise Swaps purchased/acquired during the Class Period, the "Total Call Option Purchase Amount" is the total amount the Claimant paid for all call options purchased/acquired during the Class Period, and the "Total Put Option Sale Amount" is the total dollar amount the Claimant sold (wrote) of put options during the Class Period . The sum of the Total Common Stock Purchase Amount, the Total Swap Purchase Amount, the Total Call Option Purchase Amount, and the Total Put Option Sale Amount shall be the "Total Purchase Amount."

[11] The Claims Administrator shall match any sales of Turquoise Hill Common Stock, Turquoise Swaps, Turquoise Hill Call Options, Turquoise Hill Put Options (closed) during the Class Period first against the Claimant's opening position in the like Turquoise Hill Security (the proceeds of those sales (closes for puts) will not be considered for purposes of calculating market gains or losses). The total amount received for sales of the remaining shares of Turquoise Hill Common Stock sold during the Class Period is the "Total Common Stock Sales Proceeds," the total amount received for sales of the remaining shares of Turquoise Hill Swaps sold during the Class Period is the "Total Swap Sales Proceeds," the total amount for sales of the remaining Turquoise Hill Call Options sold during the Class Period is the "Total Call Option Sales Proceeds," and the total amount received for closing Turquoise Hill Put Options during the Class Period is the "Total Put Option Close Position." The sum of the Total Common Stock Sales Proceeds, the Total Swap Sales Proceeds, the Total Call Option Sales Proceeds, and the Total Put Option Close Position shall be the "Total Sales Proceeds."

[12] The Claims Administrator shall ascribe a "Common Stock Holding Value" or "Swap Holding Value" of $0.53 to each share of Turquoise Hill Common Stock or Relevant Turquoise Hill Swap purchased/acquired during the Class Period that was still held as of the close of trading on July 31, 2019. The Claims Administrator shall ascribe an "Options Holding Value" as shown in Tables C and D below for Turquoise Hill Call and Put Options, respectively. The sum of the Common Stock Holding Value, the Swap Holding Value, and the Options Holding Value shall be the "Holding Value."

106. If a Claimant had a Market Gain with respect to his, her, or its overall transactions in Turquoise Hill Securities during the Class Period, the value of the Claimant's Recognized Claim will be zero, and the Claimant will in any event be bound by the Settlement. If a Claimant suffered an overall Market Loss with respect to his, her, or its overall transactions in Turquoise Hill Securities during the Class Period but that Market Loss was less than the Claimant's Recognized Claim, then the Claimant's Recognized Claim will be limited to the amount of the Market Loss.

107. **Determination of Distribution Amount:** If the sum total of Recognized Claims of all Authorized Claimants who are entitled to receive payment out of the Net Settlement Fund is greater than the Net Settlement Fund, each Authorized Claimant shall receive his, her, or its *pro rata* share of the Net Settlement Fund. The *pro rata* share will be the Authorized Claimant's Recognized Claim divided by the total of the Recognized Claims of all Authorized Claimants, multiplied by the total amount in the Net Settlement Fund.

108. If the Net Settlement Fund exceeds the sum total amount of the Recognized Claims of all Authorized Claimants entitled to receive payment out of the Net Settlement Fund, the excess amount in the Net Settlement Fund will be distributed *pro rata* to all Authorized Claimants entitled to receive payment.

109. If an Authorized Claimant's Distribution Amount calculates to less than $10.00, no distribution will be made to that Authorized Claimant.

110. After the initial distribution of the Net Settlement Fund, the Claims Administrator will make reasonable and diligent efforts to have Authorized Claimants cash their distribution checks. To the extent any monies remain in the Net Settlement Fund after the initial distribution, if Lead Counsel, in consultation with the Claims Administrator, determines that it is cost-effective to do so, the Claims Administrator, no less than seven (7) months after the initial distribution, will conduct another distribution of the funds remaining after payment of any unpaid fees and expenses incurred in administering the Settlement, including for such distribution, to Authorized Claimants who have cashed their initial distributions and who would receive at least $10.00 from such distribution. Additional distributions to Authorized Claimants who have cashed their prior checks and who would receive at least $10.00 on such additional distributions may occur thereafter if Lead Counsel, in consultation with the Claims Administrator, determines that additional distributions, after the deduction of any additional fees and expenses incurred in administering the Settlement, including for such further distributions, would be cost-effective. At such time as it is determined that the further distribution of funds remaining in the Net Settlement Fund is not cost-effective, the remaining balance will be contributed to one or more non-sectarian, not-for-profit, 501(c)(3) organizations to be selected by Lead Counsel and approved by the Court.

111. Payment pursuant to the Plan of Allocation, or such other plan of allocation as may be approved by the Court, will be conclusive against all Authorized Claimants. No person shall have any claim against Lead Plaintiff, Plaintiffs' Counsel, Lead Plaintiff's damages or consulting experts, Defendants, Defendants' Counsel, or any of the other Plaintiffs' Releasees or Defendants' Releasees, or the Claims Administrator or other agent designated by Lead Counsel arising from distributions made substantially in accordance with the Stipulation, the plan of allocation approved by the Court, or further Orders of the Court. Lead Plaintiff, Defendants, and their respective counsel, and all other Defendants' Releasees, shall have no responsibility or liability whatsoever for the investment or distribution of the Settlement Fund or the Net Settlement Fund; the plan of allocation; the determination, administration, calculation, or payment of any Claim or nonperformance of the Claims Administrator; the payment or withholding of Taxes; or any losses incurred in connection therewith.

112. The Plan of Allocation stated herein is the plan that is being proposed to the Court for its approval by Lead Plaintiff after consultation with its damages expert. The Court may approve this plan as proposed or it may modify the Plan of Allocation without further notice to the Settlement Class. Any Orders regarding any modification of the Plan of Allocation will be posted on the Settlement website, www.TurquoiseHillSecuritiesLitigation.com.

TABLE A

Estimated Artificial Inflation in Turquoise Hill Common Stock
July 17, 2018 through July 31, 2019

Date Range	Artificial Inflation Per Share of Turquoise Hill Common Stock
July 17, 2018 – February 26, 2019	$0.85
February 27, 2019	$0.59
February 28, 2019 – July 15, 2019	$0.50
July 16, 2019	$0.00
July 17, 2019 – July 31, 2019	$0.03

TABLE B

Turquoise Hill Common Stock Closing Price and Average Closing Price
August 1, 2019 - October 29, 2019

Date	Closing Price	Average Closing Price Between August 1, 2019 and Date Shown	Date	Closing Price	Average Closing Price Between August 1, 2019 and Date Shown
8/1/2019	$0.53	$0.53	9/17/2019	$0.46	$0.47
8/2/2019	$0.53	$0.53	9/18/2019	$0.44	$0.47
8/5/2019	$0.55	$0.53	9/19/2019	$0.45	$0.47
8/6/2019	$0.51	$0.53	9/20/2019	$0.46	$0.47
8/7/2019	$0.50	$0.52	9/23/2019	$0.49	$0.47
8/8/2019	$0.50	$0.52	9/24/2019	$0.51	$0.47
8/9/2019	$0.46	$0.51	9/25/2019	$0.51	$0.47
8/12/2019	$0.47	$0.50	9/26/2019	$0.47	$0.47
8/13/2019	$0.47	$0.50	9/27/2019	$0.49	$0.47
8/14/2019	$0.49	$0.50	9/30/2019	$0.48	$0.47
8/15/2019	$0.47	$0.50	10/1/2019	$0.46	$0.47
8/16/2019	$0.47	$0.49	10/2/2019	$0.47	$0.47
8/19/2019	$0.45	$0.49	10/3/2019	$0.46	$0.47
8/20/2019	$0.43	$0.49	10/4/2019	$0.44	$0.47
8/21/2019	$0.48	$0.49	10/7/2019	$0.44	$0.47
8/22/2019	$0.50	$0.49	10/8/2019	$0.42	$0.47
8/23/2019	$0.48	$0.49	10/9/2019	$0.43	$0.47
8/26/2019	$0.47	$0.49	10/10/2019	$0.44	$0.47
8/27/2019	$0.45	$0.48	10/11/2019	$0.47	$0.47
8/28/2019	$0.46	$0.48	10/14/2019	$0.47	$0.47
8/29/2019	$0.44	$0.48	10/15/2019	$0.48	$0.47
8/30/2019	$0.44	$0.48	10/16/2019	$0.47	$0.47
9/3/2019	$0.41	$0.48	10/17/2019	$0.46	$0.47
9/4/2019	$0.43	$0.47	10/18/2019	$0.46	$0.47
9/5/2019	$0.42	$0.47	10/21/2019	$0.45	$0.47
9/6/2019	$0.44	$0.47	10/22/2019	$0.45	$0.47
9/9/2019	$0.46	$0.47	10/23/2019	$0.46	$0.47
9/10/2019	$0.48	$0.47	10/24/2019	$0.45	$0.47
9/11/2019	$0.48	$0.47	10/25/2019	$0.46	$0.47
9/12/2019	$0.47	$0.47	10/28/2019	$0.46	$0.47
9/13/2019	$0.48	$0.47	10/29/2019	$0.45	$0.47
9/16/2019	$0.46	$0.47			

TABLE C

Turquoise Hill Call Options
Artificial Inflation per Share and Holding Prices
July 17, 2018 through July 31, 2019

Expiration Date	Strike Price	Call Option Artificial Inflation per Share During Trading Periods					Holding Price
		07/17/2018 through 02/26/2019	02/27/2019	02/28/2019 through 07/15/2019	07/16/2019	07/17/2019 through 07/31/2019	
3/15/2019	$1.00	$0.45	$0.16				
3/15/2019	$2.00	$0.14	$0.00				
3/15/2019	$4.00	$0.02	$0.02				
4/18/2019	$1.00	$0.39	$0.08				
4/18/2019	$2.00	$0.16	$0.04				
4/18/2019	$3.00	$0.02	$0.00				
6/21/2019	$1.00	$0.41	$0.00				
6/21/2019	$2.00	$0.18	$0.04				
6/21/2019	$3.00	$0.05	$0.00				
7/19/2019	$1.00			$0.05	$0.00		
8/16/2019	$1.00			$0.13	$0.00	$0.00	$0.03
8/16/2019	$3.00			$0.03	$0.03	$0.03	$0.03
9/20/2019	$1.00	$0.56	$0.23	$0.13	$0.00	$0.00	$0.03
9/20/2019	$2.00	$0.21	$0.04	$0.00	$0.00	$0.00	$0.03
9/20/2019	$3.00	$0.06	$0.00	$0.00	-$0.04	$0.00	$0.03
9/20/2019	$4.00	$0.02	$0.00	$0.00	$0.00	$0.00	$0.03
12/20/2019	$1.00			$0.15	$0.00	$0.00	$0.03
12/20/2019	$4.00			$0.07	$0.02	$0.02	$0.08
3/20/2020	$2.00					$0.18	$0.03
3/20/2020	$3.00					$0.05	$0.08

TABLE D

Turquoise Hill Put Options
Artificial Deflation per Share and Holding Prices
July 17, 2018 through July 31, 2019

Expiration Date	Strike Price	Put Option Artificial Deflation per Share During Trading Periods					Holding Price
		07/17/2018 through 02/26/2019	02/27/2019	02/28/2019 through 07/15/2019	07/16/2019	07/17/2019 through 07/31/2019	
3/15/2019	$2.00	$0.23	$0.16				
3/15/2019	$3.00	$0.34	$0.08				
4/18/2019	$2.00	$0.19	$0.14				
6/21/2019	$2.00	$0.20	$0.10				
6/21/2019	$3.00	$0.29	$0.00				
7/19/2019	$1.00			$0.35	-$0.15		
7/19/2019	$2.00			$0.45	-$0.15		
7/19/2019	$3.00			$0.45	-$0.08		
8/16/2019	$1.00			$0.38	-$0.05	$0.03	$0.48
8/16/2019	$2.00			$0.53	$0.18	$0.18	$1.70
9/20/2019	$1.00	$0.46	$0.46	$0.44	$0.11	$0.13	$0.48
9/20/2019	$2.00	$0.75	$0.65	$0.59	$0.06	$0.12	$1.68
12/20/2019	$1.00			$0.33	$0.00	$0.00	$0.50
12/20/2019	$2.00			$0.51	$0.03	$0.03	$1.50
3/20/2020	$2.00					$0.02	$1.60

PROOF OF CLAIM AND RELEASE FORM

Turquoise Hill Securities Litigation
Toll-Free Telephone Number: 855-779-3513
Email: info@TurquoiseHillSecuritiesLitigation.com
Website: www.TurquoiseHillSecuritiesLitigation.com

To be eligible to receive a share of the Net Settlement Fund in connection with the Settlement of this Action, you must complete and sign this Proof of Claim and Release Form ("Claim Form") and mail it by first-class mail to the address below, or submit it online at www.TurquoiseHillSecuritiesLitigation.com, with supporting documentation, ***postmarked*** **(if mailed) or received no later than September 24, 2025**.

Mail to:

Turquoise Hill Securities Litigation
c/o JND Legal Administration
P.O. Box 91153
Seattle, WA 98111

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

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

CONTENTS

PART I – CLAIMANT INFORMATION

The Claims Administrator will use this information for all communications regarding this Claim Form. If this information changes, you MUST notify the Claims Administrator in writing at the address above. Complete names of all persons and entities must be provided.

Beneficial Owner's First Name | MI | Beneficial Owner's Last Name

Joint Beneficial Owner's First Name (*if applicable*) | MI | Joint Beneficial Owner's Last Name (*if applicable*)

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

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

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

Last 4 digits of Social Security Number or Taxpayer Identification Number

Street Address 1

Street Address 2

City | State/Province | Zip Code

Foreign Postal Code (if applicable) | Foreign Country (if applicable)

Telephone Number (Day) ___ — ___ — ____

Telephone Number (Evening) ___ — ___ — ____

Email Address (email address is not required, but if you provide it you authorize the Claims Administrator to use it in providing you with information relevant to this claim):

Account Number

Type of Beneficial Owner:

☐ Individual ☐ Corporation ☐ UGMA Custodian ☐ IRA

☐ Partnership ☐ Estate ☐ Trust ☐ Other (please specify): _____

PART II – GENERAL INSTRUCTIONS

1. It is important that you completely read the Notice of (I) Pendency of Class Action and Proposed Settlement; (II) Settlement Hearing; and (III) Motion for Attorneys' Fees and Litigation Expenses (the "Notice") that accompanies this Claim Form, including the Plan of Allocation of the Net Settlement Fund set forth in the Notice. The Notice describes the proposed Settlement, how Settlement Class Members are affected by the Settlement, and the manner in which the Net Settlement Fund will be distributed if the Settlement and Plan of Allocation are approved by the Court. The Notice also contains the definitions of many of the defined terms (which are indicated by initial capital letters) used in this Claim Form. By signing and submitting this Claim Form, you will be certifying that you have read and that you understand the Notice, including the terms of the releases described therein and provided for herein.

2. By submitting this Claim Form, you will be making a request to share in the proceeds of the Settlement described in the Notice. If you are not a Settlement Class Member (see the definition of the Settlement Class on page 8 of the Notice), or if you, or someone acting on your behalf, submitted a request for exclusion from the Settlement Class, do not submit a Claim Form. **You may not, directly or indirectly, participate in the Settlement if you are not a Settlement Class Member.** Thus, if you are excluded from the Settlement Class, any Claim Form that you submit, or that may be submitted on your behalf, will not be accepted.

3. **Submission of this Claim Form does not guarantee that you will share in the proceeds of the Settlement. The distribution of the Net Settlement Fund will be governed by the Plan of Allocation set forth in the Notice or by such other plan of allocation as the Court approves.**

4. On the Schedule of Transactions in Parts III, IV, and V of this Claim Form, provide all of the requested information with respect to your holdings, purchases, acquisitions, and sales of (i) Turquoise Hill Resources Ltd. ("Turquoise Hill") common stock; (ii) swap transactions that replicate a purchase of Turquoise Hill common stock; (iii) call options on Turquoise Hill common stock; and (iv) put options on Turquoise Hill common stock (collectively, "Turquoise Hill Securities"), including free transfers and deliveries, whether such transactions resulted in a profit or a loss. **Failure to report all transaction and holding information during the requested time periods may result in the rejection of your claim.**

5. **Please note**: Only Turquoise Hill common stock (or swap transactions that replicate a common stock purchase) or call options on Turquoise Hill common stock purchased/acquired, or put options on Turquoise Hill common stock sold (written) during the Class Period (i.e., from July 17, 2018 through July 31, 2019, inclusive) in domestic (U.S.) transactions or on U.S. exchanges are eligible under the Settlement. However, because the PSLRA provides for a "90-day look-back period" (described in the Plan of Allocation set forth in the Notice), you must provide documentation related to your purchases, acquisitions, and sales of Turquoise Hill common stock during the period from August 1, 2019 through October 29, 2019 (i.e., the 90-day look-back period) in order for the Claims Administrator to calculate your Recognized Loss Amount under the Plan of Allocation and process your claim.

6. You are required to submit genuine and sufficient documentation for all of your transactions in and holdings of the eligible Turquoise Hill Securities set forth in the Schedules of Transactions in Parts III to V of this Claim Form. Documentation may consist of copies of brokerage confirmation slips or monthly brokerage account statements, or an authorized statement from your

broker containing the transactional and holding information found in a broker confirmation slip or account statement. Due to the fact that Turquoise Hill securities traded in both the United States and Canada you may be required to provide documentation or other proof that your transactions in Turquoise Hill Securities during the Class Period occurred on a United States exchange or otherwise occurred in the United States. To the extent that you report swap transactions that replicate a purchase of Turquoise Hill common stock during the Class Period, you may be required to provide information reflecting the terms and conditions of such swaps sufficient to ensure that such swap transactions are eligible for payment under the Plan of Allocation. The Parties and the Claims Administrator do not independently have information about your investments in the Turquoise Hill Securities. IF SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN COPIES OF THE DOCUMENTS OR EQUIVALENT DOCUMENTS FROM YOUR BROKER. FAILURE TO SUPPLY THIS DOCUMENTATION MAY RESULT IN THE REJECTION OF YOUR CLAIM. DO NOT SEND ORIGINAL DOCUMENTS.

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

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

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

10. Agents, executors, administrators, guardians, and trustees must complete and sign the Claim Form on behalf of persons represented by them, and they must:

(a) expressly state the capacity in which they are acting;

(b) identify the name, account number, Social Security Number (or taxpayer identification number), address, and telephone number of the beneficial owner of (or other person or entity on whose behalf they are acting with respect to) the Turquoise Hill Securities; and

(c) furnish herewith evidence of their authority to bind to the Claim Form the person or entity on whose behalf they are acting. (Authority to complete and sign a Claim Form cannot be established by stockbrokers demonstrating only that they have discretionary authority to trade securities in another person's accounts.)

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

(a) own(ed) the Turquoise Hill Securities you have listed in the Claim Form; or

(b) are expressly authorized to act on behalf of the owner thereof.

12. By submitting a signed Claim Form, you will be swearing to the truth of the statements contained therein and the genuineness of the documents attached thereto, subject to penalties of perjury under the laws of the United States of America. The making of false statements, or the submission of forged or fraudulent documentation, will result in the rejection of your claim and may subject you to civil liability or criminal prosecution.

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

14. **PLEASE NOTE**: As set forth in the Plan of Allocation, each Authorized Claimant shall receive his, her, or its *pro rata* share of the Net Settlement Fund. If the prorated payment to any Authorized Claimant calculates to less than $10.00, it will not be included in the calculation, and no distribution will be made to that Authorized Claimant.

15. If you have questions concerning the Claim Form, or need additional copies of the Claim Form or the Notice, you may contact the Claims Administrator, JND Legal Administration, at the above address, by email at info@TurquoiseHillSecuritiesLitigation.com, or by toll-free phone at (855) 779-3513, or you can visit the website, www.TurquoiseHillSecuritiesLitigation.com, where copies of the Claim Form and Notice are available for downloading.

16. NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. To obtain the ***mandatory*** electronic filing requirements and file layout, you may visit the settlement website at www.TurquoiseHillSecuritiesLitigation.com or you may email the Claims Administrator's electronic filing department at TRQSecurities@TurquoiseHillSecuritiesLitigation.com. **Any file not in accordance with the required electronic filing format will be subject to rejection.** The ***complete*** name of the beneficial owner of the securities must be entered where called for (*see* ¶ 8 above). No electronic files will be considered to have been submitted unless the Claims Administrator issues an email confirming receipt of your submission. **Do not assume that your file has been received until you receive that email. If you do not receive such an email within 10 days of your submission, you should contact the electronic filing department at TRQSecurities@TurquoiseHillSecuritiesLitigation.com to inquire about your file and confirm it was received.**

IMPORTANT PLEASE NOTE:

YOUR CLAIM IS NOT DEEMED FILED UNTIL YOU RECEIVE AN ACKNOWLEDGEMENT POSTCARD. THE CLAIMS ADMINISTRATOR WILL ACKNOWLEDGE RECEIPT OF YOUR CLAIM FORM BY MAIL, WITHIN 60 DAYS. IF YOU DO NOT RECEIVE AN ACKNOWLEDGEMENT POSTCARD WITHIN 60 DAYS, CALL THE CLAIMS ADMINISTRATOR TOLL FREE AT (855) 779-3513.

PART III – SCHEDULE OF TRANSACTIONS IN TURQUOISE HILL COMMON STOCK AND SWAPS REPLICATING A PURCHASE OF TURQUOISE HILL COMMON STOCK

Complete this Part III only if you purchased or otherwise acquired Turquoise Hill common stock during the period from July 17, 2018 through July 31, 2019, inclusive, or you entered into a swap transaction replicating a purchase of Turquoise Hill common stock during the same period, ***on U.S. exchanges or otherwise in domestic transactions in the United States***. Do not include information regarding any other securities on this schedule. Please include proper documentation with your Claim Form as described in General Instructions, ¶ 6, above.

1. HOLDINGS AS OF JULY 17, 2018 – State the total number of shares of Turquoise Hill common stock held as of the opening of trading on July 17, 2018. (Must be documented.) If none, write "zero" or "0."	**Confirm Proof of Position Enclosed** ☐

2. PURCHASES/ACQUISITIONS FROM JULY 17, 2018 THROUGH JULY 31, 2019 – Separately list each and every purchase or acquisition (including free receipts) of Turquoise Hill common stock from July 17, 2018 through the close of trading on July 31, 2019 ***in a domestic (U.S.) transaction or on a U.S. exchange***. (Must be documented.)

Date of Purchase/ Acquisition (List Chronologically) (Month/Day/Year)	Number of Shares Purchased/ Acquired	Purchase/ Acquisition Price Per Share	Total Purchase/ Acquisition Price (excluding any taxes, commissions, and fees)	U.S. Exchange Executed On (e.g. NYSE or Nasdaq) (or, if another exchange or OTC, provide documentation of domesticity)[1]	Confirm Proof of Purchase/ Acquisition Enclosed
/ /		$	$		☐
/ /		$	$		☐
/ /		$	$		☐
/ /		$	$		☐
/ /		$	$		☐
/ /		$	$		☐

[1] If your purchase or acquisition of Turquoise Hill common stock was not made on a public exchange such as the New York Stock Exchange ("NYSE") or Nasdaq, or if it was made on a foreign exchange, you must submit documentation sufficient to show that the purchase or acquisition occurred in the United States. Generally, a brokerage statement or transaction confirmation showing that the transaction was executed in U,S. dollars and the shares were received into custodial or brokerage account located in the United States will suffice. If you entered into a swap transaction that replicates a purchase of Turquoise Hill common stock, you must provide documentation of the date, price of the underlying Turquoise Hill shares, and the terms and conditions of the swap sufficient to show that the economic effect of the swap is to replicate a purchase of Turquoise Hill common stock.

3. PURCHASES/ACQUISITIONS FROM AUGUST 1, 2019 THROUGH OCTOBER 29, 2019 – State the total number of shares of Turquoise Hill common stock purchased or acquired (including free receipts) from August 1, 2019 through the close of trading on October 29, 2019. If none, write "zero" or "0."

4. SALES FROM JULY 17, 2018 THROUGH OCTOBER 29, 2019 – Separately list each and every sale or disposition (including free deliveries) of Turquoise Hill common stock from July 17, 2018 through the close of trading on October 29, 2019. (Must be documented.)

IF NONE, CHECK HERE ☐

Date of Sale (List Chronologically) (Month/Day/Year)	Number of Shares Sold	Sale Price Per Share	Total Sale Price (excluding fees, commissions, and taxes)	Confirm Proof of Sale Enclosed
/ /		$	$	☐
/ /		$	$	☐
/ /		$	$	☐
/ /		$	$	☐
/ /		$	$	☐
/ /		$	$	☐

5. HOLDINGS AS OF OCTOBER 29, 2019 – State the total number of shares of Turquoise Hill common stock held as of the close of trading on October 29, 2019. (Must be documented.) If none, write "zero" or "0."

Confirm Proof of Position Enclosed ☐

☐ **IF YOU REQUIRE ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS IN TURQUOISE HILL COMMON STOCK AND SWAPS YOU MUST PHOTOCOPY THESE PAGES AND CHECK THE BOX AT LEFT. IF YOU DO NOT CHECK THIS BOX, THESE ADDITIONAL PAGES WILL NOT BE REVIEWED.**

PART IV – SCHEDULE OF TRANSACTIONS IN TURQUOISE HILL CALL OPTIONS

Complete this Part IV only if you purchased or otherwise acquired Turquoise Hill call options during the period from July 17, 2018 through July 31, 2019, inclusive, ***on U.S. exchanges or otherwise in domestic transactions in the United States***. Please be sure to include proper documentation with your Claim Form as described in detail in General Instructions, ¶ 6, above. Do not include information in this section regarding securities other than Turquoise Hill call options.

1. HOLDINGS AS OF JULY 17, 2018 – Separately list all positions in Turquoise Hill call option contracts in which you had an open interest as of the opening of trading on July 17, 2018. (Must be documented.) If none, check here: ☐.

Confirm Proof of Holding Position Enclosed ☐

Strike Price of Call Option Contract	Expiration Date of Call Option Contract (Month/Day/Year)	Option Class Symbol	Number of Call Option Contracts in Which You Had an Open Interest (including any short holdings)
$	/ /		
$	/ /		
$	/ /		
$	/ /		
$	/ /		

2. PURCHASES/ACQUISITIONS FROM JULY 17, 2018 THROUGH JULY 31, 2019, INCLUSIVE – Separately list each and every purchase/acquisition (including free receipts) of Turquoise Hill call option contracts from after the opening of trading on July 17, 2018 through and including the close of trading on July 31, 2019 ***in a domestic (U.S.) transaction or on a U.S. exchange***. (Must be documented.)

Date of Purchase/ Acquisition (List Chronologically) (Month/Day/Year)	Strike Price of Call Option Contact	Expiration Date of Call Option Contract (Month/Day/ Year)	Option Class Symbol	Number of Call Option Contracts Purchased/ Acquired	Purchase/ Acquisition Price Per Call Option Contract	Total Purchase/ Acquisition Price (excluding taxes, commissions, and fees)	Inert an "E" if Exercised Insert an "A" if Assigned Insert an "X" if Expired	Exercise Date (Month/Day/ Year)
/ /	$	/ /			$	$		/ /
/ /	$	/ /			$	$		/ /
/ /	$	/ /			$	$		/ /
/ /	$	/ /			$	$		/ /
/ /	$	/ /			$	$		/ /
/ /	$	/ /			$	$		/ /

3. SALES FROM JULY 17, 2018 THROUGH JULY 31, 2019, INCLUSIVE – Separately list each and every sale/disposition (including free deliveries) of Turquoise Hill call options from after the opening of trading on July 17, 2018 through and including the close of trading on July 31, 2019. (Must be documented.)

IF NONE, CHECK HERE ☐

Date of Sale (List Chronologically) (Month/Day/Year)	Strike Price of Call Option Contact	Expiration Date of Call Option Contract (Month/Day/ Year)	Option Class Symbol	Number of Call Option Contracts Sold	Sale Price Per Call Option Contract	Total Sale Price (excluding taxes, commissions, and fees)	Insert an "E" if Exercised Insert an "A" if Assigned Insert an "X" if Expired	Exercise Date (Month/Day/ Year)
/ /	$	/ /			$	$		/ /
/ /	$	/ /			$	$		/ /
/ /	$	/ /			$	$		/ /
/ /	$	/ /			$	$		/ /
/ /	$	/ /			$	$		/ /
/ /	$	/ /			$	$		/ /

4. HOLDINGS AS OF JULY 31, 2019 – Separately list all positions in Turquoise Hill call options in which you had an open interest as of the close of trading on July 31, 2019. (Must be documented.) If none, check here: ☐.

Confirm Proof of Holding Position Enclosed ☐

Strike Price of Call Option Contract	Expiration Date of Call Option Contract (Month/Day/Year)	Option Class Symbol	Number of Call Option Contracts in Which You Had an Open Interest
$	/ /		
$	/ /		
$	/ /		
$	/ /		
$	/ /		

☐ **IF YOU REQUIRE ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS IN TURQUOISE HILL CALL OPTIONS YOU MUST PHOTOCOPY THESE PAGES AND CHECK THE BOX AT LEFT. IF YOU DO NOT CHECK THIS BOX, THESE ADDITIONAL PAGES WILL NOT BE REVIEWED.**

PART V – SCHEDULE OF TRANSACTIONS IN TURQUOISE HILL PUT OPTIONS

Complete this Part V only if you sold (wrote) put options on Turquoise Hill common stock during the period from July 17, 2018 through July 31, 2019, inclusive, ***on U.S. exchanges or otherwise in domestic transactions in the United States***. Please be sure to include proper documentation with your Claim Form as described in detail in General Instructions, ¶ 6, above. Do not include information in this section regarding securities other than put options on Turquoise Hill common stock.

1. HOLDINGS AS OF JULY 17, 2018 – Separately list all positions Turquoise Hill put option contracts in which you had an open interest as of the opening of trading on July 17, 2018. (Must be documented.) If none, check here: ☐.	**Confirm Proof of Holding Position Enclosed** ☐

Strike Price of Put Option Contract	Expiration Date of Put Option Contract (Month/Day/Year)	Option Class Symbol	Number of Put Option Contracts in Which You Had an Open Interest (including any short holdings)
$	/ /		
$	/ /		
$	/ /		
$	/ /		
$	/ /		

2. SALES (WRITING) FROM JULY 17, 2018 THROUGH JULY 31, 2019, INCLUSIVE – Separately list each and every sale (writing) (including free deliveries) of Turquoise Hill put options from after the opening of trading on July 17, 2018 through and including the close of trading on through July 31, 2019 ***in a domestic (U.S.) transaction or on a U.S. exchange***. (Must be documented.)

Date of Sale (List Chronologically) (Month/Day/Year)	Strike Price of Put Option Contact	Expiration Date of Put Option Contract (Month/Day/ Year)	Option Class Symbol	Number of Put Option Contracts Sold	Sale Price Per Put Option Contract	Total Sale Price (excluding taxes, commissions, and fees)	Insert an "A" if Assigned Insert an "E" if Exercised Insert an "X" if Expired	Assignment Date (Month/Day/Y ear)
/ /	$	/ /			$	$		/ /
/ /	$	/ /			$	$		/ /
/ /	$	/ /			$	$		/ /
/ /	$	/ /			$	$		/ /
/ /	$	/ /			$	$		/ /
/ /	$	/ /			$	$		/ /

3. PURCHASES/ACQUISITIONS JULY 17, 2018 THROUGH JULY 31, 2019, INCLUSIVE – Separately list each and every purchase/acquisition (including free receipts) of Turquoise Hill put option contracts from after the opening of trading on July 17, 2018 through and including the close of trading on through July 31, 2019. (Must be documented.)

IF NONE, CHECK HERE ☐

Date of Purchase/ Acquisition (List Chronologically) (Month/Day/Year)	Strike Price of Put Option Contact	Expiration Date of Put Option Contract (Month/Day/ Year)	Option Class Symbol	Number of Put Option Contracts Purchased/ Acquired	Purchase/ Acquisition Price Per Put Option Contract	Total Purchase/ Acquisition Price (excluding taxes, commissions, and fees)	Insert an "A" if Assigned Insert an "E" if Exercised Insert an "X" if Expired	Assignment Date (Month/Day/Y ear)
/ /	$	/ /			$	$		/ /
/ /	$	/ /			$	$		/ /
/ /	$	/ /			$	$		/ /
/ /	$	/ /			$	$		/ /
/ /	$	/ /			$	$		/ /
/ /	$	/ /			$	$		/ /

4. HOLDINGS AS OF JULY 31, 2019 – Separately list all positions Turquoise Hill put option contracts in which you had an open interest as of the close of trading on July 31, 2019. (Must be documented.) If none, check here: ☐.

Confirm Proof of Holding Position Enclosed ☐

Strike Price of Put Option Contract	Expiration Date of Put Option Contract (Month/Day/Year)	Option Class Symbol	Number of Put Option Contracts in Which You Had an Open Interest
$	/ /		
$	/ /		
$	/ /		
$	/ /		
$	/ /		

☐ **IF YOU REQUIRE ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS IN TURQUOISE HILL PUT OPTIONS YOU MUST PHOTOCOPY THESE PAGES AND CHECK THE BOX AT LEFT. IF YOU DO NOT CHECK THIS BOX, THESE ADDITIONAL PAGES WILL NOT BE REVIEWED.**

PART VI – RELEASE OF CLAIMS AND SIGNATURE

YOU MUST ALSO READ THE RELEASE AND CERTIFICATION BELOW AND SIGN ON PAGE 13 OF THIS CLAIM FORM.

I (we) hereby acknowledge that, pursuant to the terms set forth in the Stipulation, without further action by anyone, upon the Effective Date of the Settlement, I (we), on behalf of myself (ourselves) and my (our) (the claimant(s)') heirs, executors, administrators, predecessors, successors, and assigns, in their capacities as such, shall be deemed to have, and by operation of law and of the judgment shall have, fully, finally, and forever compromised, settled, released, resolved, relinquished, waived, and discharged each and every Released Plaintiffs' Claim against Defendants and the other Defendants' Releasees, and shall forever be barred and enjoined from prosecuting any or all of the Released Plaintiffs' Claims against any of the Defendants' Releasees.

CERTIFICATION

By signing and submitting this Claim Form, the claimant(s) or the person(s) who represent(s) the claimant(s) agree(s) to the release above and certifies (certify) as follows:

1. that I (we) have read and understand the contents of the Notice and this Claim Form, including the releases provided for in the Settlement and the terms of the Plan of Allocation;

2. that the claimant(s) is a (are) Settlement Class Member(s), as defined in the Notice, and is (are) not excluded by definition from the Settlement Class as set forth in the Notice;

3. that the claimant(s) did ***not*** submit a request for exclusion from the Settlement Class;

4. that I (we) own(ed) the Turquoise Hill Securities identified in the Claim Form and have not assigned the claim against any of the Defendants or any of the other Defendants' Releasees to another, or that, in signing and submitting this Claim Form, I (we) have the authority to act on behalf of the owner(s) thereof;

5. that the claimant(s) has (have) not submitted any other claim covering the same purchases or sales of Turquoise Hill Securities and knows (know) of no other person having done so on the claimant's (claimants') behalf, either in this Action or in any other matter, including the Canadian Class Action;

6. that the claimant(s) submit(s) to the jurisdiction of the Court with respect to claimant's (claimants') claim and for purposes of enforcing the releases set forth herein;

7. that I (we) agree to furnish such additional information with respect to this Claim Form as Lead Counsel, the Claims Administrator, or the Court may require;

8. that the claimant(s) waive(s) the right to trial by jury, to the extent it exists, and agree(s) to the determination by the Court of the validity or amount of this Claim, and waive(s) any right of appeal or review with respect to such determination;

9. that I (we) acknowledge that the claimant(s) will be bound by and subject to the terms of any judgment(s) that may be entered in the Action; and

10. that the claimant(s) is (are) NOT subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code because (i) the claimant(s) is (are) exempt from backup withholding or (ii) the claimant(s) has (have) not been notified by the IRS that he, she, or it is subject to backup withholding as a result of a failure to report all interest or dividends or (iii) the IRS has notified the claimant(s) that he, she, or it is no longer subject to backup withholding. **If the IRS has notified the claimant(s) that he, she, it, or they is (are) subject to backup withholding, please strike out the language in the preceding sentence indicating that the claim is not subject to backup withholding in the certification above.**

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED BY ME (US) ON THIS CLAIM FORM IS TRUE, CORRECT, AND COMPLETE, AND THAT THE DOCUMENTS SUBMITTED HEREWITH ARE TRUE AND CORRECT COPIES OF WHAT THEY PURPORT TO BE.

Signature of Claimant Date

Print Name of Claimant here

Signature of Joint Claimant, if any Date

Print Name of Claimant here

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

Signature of person signing on behalf of Claimant Date

Print Name of person signing on behalf of Claimant here

Capacity of person signing on behalf of claimant, if other than an individual, *e.g.*, executor, president, trustee, custodian, etc. (Must provide evidence of authority to act on behalf of claimant – see ¶ 10 on page 4 of this Claim Form.)

REMINDER CHECKLIST

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

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

3. Do not highlight any portion of the Claim Form or any supporting documents.

4. Keep copies of the completed Claim Form and documentation for your own records.

5. The Claims Administrator will acknowledge receipt of your Claim Form by mail, within 60 days. Your claim is not deemed filed until you receive an acknowledgement postcard. **If you do not receive an acknowledgement postcard within 60 days, please call the Claims Administrator toll free at (855) 779-3513.**

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

7. If you have any questions or concerns regarding your claim, contact the Claims Administrator at the address below, by email at info@TurquoiseHillSecuritiesLitigation.com, or by toll-free phone at (855) 779-3513, or you may visit www.TurquoiseHillSecuritiesLitigation.com. DO NOT call Turquoise Hill, Defendants, or their counsel with questions regarding your claim.

THIS CLAIM FORM MUST BE MAILED TO THE CLAIMS ADMINISTRATOR BY FIRST-CLASS MAIL OR SUBMITTED ONLINE AT www.TurquoiseHillSecuritiesLitigation.com, **POSTMARKED (OR RECEIVED) NO LATER THAN SEPTEMBER 24, 2025**. IF MAILED, THE CLAIM FORM SHOULD BE ADDRESSED AS FOLLOWS:

Turquoise Hill Securities Litigation
c/o JND Legal Administration
P.O. 91153
Seattle, WA 98111

A Claim Form received by the Claims Administrator shall be deemed to have been submitted when posted, if a postmark date on or before **September 24, 2025**, is indicated on the envelope and it is mailed First Class, and addressed in accordance with the above instructions. In all other cases, a Claim Form shall be deemed to have been submitted when actually received by the Claims Administrator.

You should be aware that it will take a significant amount of time to fully process all of the Claim Forms. Please be patient and notify the Claims Administrator of any change of address.

EXHIBIT B

NEW HIGHS AND LOWS

WSJ.com/newhighs

The following explanations apply to the New York Stock Exchange, NYSE Arca, NYSE American and Nasdaq Stock Market stocks that hit a new 52-week intraday high or low in the latest session. **%** **CHG**-Daily percentage change from the previous trading session.

Tuesday, July 22, 2025

Highs

Stock	Sym	52-Wk Hi/Lo	% Chg
ATA Creativity	AACG	1.28	-8.7
Acushnet	GOLF	82.88	2.0
AdvanceAuto	AAP	66.48	4.5
AehrTestSys	AEHR	21.82	22.2
AgnicoEagleMines	AEM	129.77	4.9
Alexander's	ALX	256.83	2.5
AlgonquinNt2079	AQNB	25.73	0.2
AllianceBernstein	AB	42.20	1.3
AlphaTimeAcqn	ATMC	13.10	-1.7
AltisourcePtfWt	ASPSW	1.07	2.7
AEP	AEP	110.51	1.5
AngloGoldAsh	AU	51.93	2.6
AresAcqnII	AACT.U	12.67	2.2
ArisMining	ARMN	7.41	2.9
AuburnNatlBncp	AUBN	29.00	-0.2
AvisBudget	CAR	200.41	5.1
BankFirst	BFC	129.90	1.8
BankMontreal	BMO	115.47	-0.1
BarrickMining	B	21.89	2.0
BelFuse B	BELFB	106.93	2.2
BiglariB	BH	323.91	2.1
BiglariA	BH.A	1586.01	2.4
BlueGoldWt	BGLWW	0.60	67.0
Bluemount	BMHL	4.49	1.7
BootBarn	BOOT	178.92	1.0
BritishAmTob	BTI	52.42	0.8
CO2EnTransitionWt	NOEMW	0.25	46.1
CaledoniaMining	CMCL	23.13	4.3
Calix	CALX	55.98	3.1
CanadaGoose	GOOS	14.81	3.3
CIBC	CM	74.50	1.3
CaptivisionWt	CAPTW	0.07	-6.6
Cemex	CX	7.94	2.3
CheesecakeFct	CAKE	66.36	3.3
ChurchillX Wt	CCCXW	0.81	10.0
CidaraTherap	CDTX	62.16	7.9
Citigroup	C	94.48	1.5
CocaColaEuropac	CCEP	99.29	1.6
Cohen	COHN	13.25	4.4
CohenCircleI Wt	CCIRW	2.88	5.7
Buenaventura	BVN	17.98	2.1
ConnectBiopharma	CNTB	2.86	19.0
Core&Main	CNM	65.08	3.3
CoStar	CSGP	86.59	0.2
Credicorp	BAP	230.94	1.8
DakotaGold	DC	4.47	3.1
DollarTree	DLTR	115.20	2.2
Dynamix	DYNXU	15.27	0.6
EMX Royalty	EMX	3.08	4.1
eBay	EBAY	81.91	3.5
Emera	EMA	47.05	1.3
Entergy	ETR	88.60	1.7
EsquireFinancial	ESQ	103.71	2.2
Euroseas	ESEA	50.90	2.0
EvolvTech	EVLV	6.66	6.1
EvolvTechWt	EVLVW	0.60	15.2
FIGXCapAcqn	FIGXU	10.05	0.1
Fastenal	FAST	47.11	2.3
FederatedHermes	FHI	48.19	1.6
FirstHorizon	FHN	22.84	0.9
FirstWesternFin	MYFW	24.88	0.9
ForwardIndustries	FORD	10.65	5.7
FranklinFinlSvc	FRAF	41.84	3.6
FrequencyElec	FEIM	25.60	9.3
FuryGoldMines	FURY	0.59	6.1
GCI Liberty C	GLIBK	38.85	-4.9
G Willi-Food	WILC	21.45	1.6
Galapagos	GLPG	33.10	2.0
GilatSatellite	GILT	8.55	2.1
GoldRoyalty	GROY	2.54	3.7
GoldRoyaltyWt	GROY.WS	0.71	6.3
GranitePointPfdA	GPMTpA	19.52	0.3
GrayMediaA	GTN.A	12.80	-2.4
HBT Finl	HBT	26.86	-0.8
HSBC	HSBC	64.28	0.7
HomeBancorp	HBCP	61.07	0.6
HomeTrustBcshs	HTB	41.78	3.6
IDACORP	IDA	123.84	1.9
Invesco	IVZ	21.69	5.2
IZEA	IZEA	4.10	4.0
ImperialOil	IMO	83.87	1.9
Indivior	INDV	16.62	3.7
IvanhoeElectric	IE	12.05	3.9
KinrossGold	KGC	16.52	3.0
LM Funding	LMFA	5.14	4.0
LaunchOneWt	LPAAW	0.36	7.4
LudaTech	LUD	9.52	6.1
MainStreetBcshs	MNSB	22.76	7.1
Masonglory	MSGY	8.80	5.8
McEwen	MUX	11.69	2.7
Medpace	MEDP	501.30	54.7
MegaMatrix	MPU	2.72	1.2
MelcoResorts	MLCO	9.15	1.7
MetallaRoyalty	MTA	4.34	3.1
MillroseProp	MRP	31.44	0.9
MingtengIntl	MTEN	26.03	-16.8
Mint	MIMI	7.66	3.4
MotorsportGames	MSGM	3.92	4.7
MountainLakeRt	MLACR	0.25	14.3
MrCooper	COOP	173.94	5.2
NXGNextGenRt	NXGr	0.56	...
Neonode	NEON	28.88	3.2
NetEase	NTES	139.69	1.6
Netstreit	NTST	18.33	-0.2
Newmont	NEM	61.87	3.1
NiSource	NI	42.11	0.9
NorfolkSouthern	NSC	281.19	1.0
NorthropGrum	NOC	567.12	9.4
NovaGoldRscs	NG	6.16	4.4
OR Royalties	OR	28.87	2.9
OldPointFinl	OPOF	41.56	-1.2
Ollie'sBargain	OLLI	136.98	0.1
Oppenheimer A	OPY	73.22	1.8
OrlaMining	ORLA	12.83	3.5
OxfordSquareNt28	OXSQG	23.98	0.5
PPL	PPL	36.82	1.7
PalvellaTherap	PVLA	36.21	16.1
ParkAerospace	PKE	20.72	2.1
PennyMacNts2030	PMTW	25.39	...
Perma-PipeIntl	PPIH	25.25	10.2
PerpetuaRscs	PPTA	18.04	3.6
PitneyBowes	PBI	12.83	2.6
PlanetFitness	PLNT	113.96	3.2
PyrophyteAcqnII	PAII.U	10.10	0.2
Qiagen	QGEN	49.64	3.0
RF Industries	RFIL	8.66	12.7
RamacoRscsB	METCB	15.70	6.5
Reliance	RS	347.44	0.3
ResMed	RMD	268.65	2.4
RhinebeckBncp	RBKB	12.90	2.4
RithmCapital	RITM	12.21	1.6
Ryanair	RYAAY	61.77	3.1
Sibanye-Stillwater	SBSW	9.66	1.5
Skillz	SKLZ	7.99	10.1
SmartDigital	SDM	22.00	8.6
SolarEdgeTech	SEDG	32.45	10.5
SolidPowerWt	SLDPW	1.06	48.8
Somnigroup	SGI	75.12	1.3
Southern	SO	96.44	1.1
STMicro ADRhedged	STHH	65.49	1.3
SunriseComms	SNRE	57.87	0.9
Synopsys	SNPS	617.00	4.0
SynovusFinl	SNV	61.06	7.3
TE Connectivity	TEL	181.29	0.5
TXNM Energy	TXNM	57.42	-0.6
Ten-League	TLIH	6.01	42.4
TenetHealthcare	THC	185.25	-10.7
TootsieRoll	TR	38.77	2.7
TriMas	TRS	31.00	0.8
Trimble	TRMB	82.66	1.3
TriSalusLifeSciWt	TLSIW	5.00	12.2
UBS Group	UBS	37.06	1.9
UGI	UGI	37.42	1.3
UltaBeauty	ULTA	504.83	1.1
UraniumRoyalty	UROY	3.30	12.3
UrbanOutfitters	URBN	76.50	0.5
UroGenPharma	URGN	17.28	9.7
Vodafone	VOD	11.33	1.7
Wayfair	W	60.93	7.1
Welltower	WELL	161.49	0.5
WestNewEngBncp	WNEB	10.22	1.1
Westwood	WHG	18.03	5.3
WheatonPrecMtls	WPM	96.40	4.7
WisdomTree	WT	13.44	3.2
Zedge	ZDGE	4.89	0.2

Lows

Stock	Sym	52-Wk Hi/Lo	% Chg
Anterix	ATEX	22.01	-2.3
ArdentHealth	ARDT	10.47	-4.0
ArgoBlockchainNts	ARBKL	2.65	-11.4
ArmadaAcqnIIWt	AACIW	0.20	12.1
BeLive	BLIV	2.67	-4.6
BioceresCrop	BIOX	3.50	2.8
BoiseCascade	BCC	83.09	4.4
BorealisFoods	BRLS	2.71	-7.0
BriaCellTherapWt	BCTXZ	0.18	-3.1
BrookfldBRP7.25Nt	BEPJ	24.57	0.7
BrookfieldNts2084	BIPJ	24.08	0.9
CaliberCos	CWD	2.60	-8.6
Cenntro	CENN	0.61	-5.3
Cosan	CSAN	4.09	-1.2
DigitalAlly	DGLY	1.91	5.6
E-HomeHousehold	EJH	0.96	-39.8
FedAgriMtgPfdF	AGMpF	19.06	-0.8
GardenStage	GSIW	0.14	-22.7
GoldenHeaven	GDHG	0.48	-10.7
HyperscaleData	GPUS	0.83	-3.1
LockheedMartin	LMT	410.11	-10.8
MajesticIdeal	MJID	1.70	-26.9
Marwynn	MWYN	1.21	-2.4
MegaFortune	MGRT	3.09	4.0
MercerIntl	MERC	3.18	5.2
MoolecScience	MLEC	3.26	-13.1
MullenAuto	MULN	0.07	0.6
NXGNextGenRt	NXGr	0.48	...
NewCenturyLogistic	NCEW	0.75	-1.0
NextNRG	NXXT	1.59	-1.2
OceanPal	OP	0.45	-25.9
OrientalRise	ORIS	0.14	-65.8
OstinTech	OST	0.10	-9.0
PacGE pfE	PCGpE	17.06	-1.9
ParkHaBio	PHH	0.85	-4.1
PremiumCatering	PC	5.11	4.7
PresidioPropWtA	SQFTW	0.02	-12.7
Profusa	PFSA	0.70	-16.2
RLI	RLI	67.12	0.4
Replimune	REPL	2.68	-77.2
RobotConsulting	LAWR	3.05	...
Ryvyl	RVYL	0.29	-1.6
SMX	SMX	1.20	-10.9
SareptaTherap	SRPT	12.24	2.2
60DegreesPharm	SXTP	1.26	-4.3
SteakholderFds	STKH	1.11	-1.7
TXO Partners	TXO	14.75	0.6
Teleflex	TFX	108.90	4.9
22ndCentury	XXII	2.88	-15.1
VisionWave	VWAV	2.15	-1.8
Youlife	YOUL	2.04	-14.0

Dividend Changes

KEY: A: annual; M: monthly; Q: quarterly; r: revised; SA: semiannual; S2:1: stock split and ratio; SO: spin-off.

Company	Symbol	Yld %	Amount New/Old	Frq	Payable/ Record
Increased					
Home Bancorp	HBCP	1.9	.29/.27	Q	Aug15/Aug04
Permian Basin Royalty Tr	PBT	3.3	.0153/.01298	M	Aug14/Jul31
Reduced					
Cross Timbers Royalty Tr	CRT	8.9	.0304/.03585	M	Aug14/Jul31
PermRock Royalty Trust	PRT	10.7	.0325/.04436	M	Aug14/Jul31
Foreign					
Granite REIT	GRP.U	4.5	.20682	M	Aug15/Jul31
Special					
Sunlink Health Systems	SSY	...	.10		Jul30/Jul29

Note: Dividend yields as of 3:30 p.m. ET

Sources: FactSet; Dow Jones Market Data

Bernstein Litowitz Berger & Grossmann LLP Announces Pendency and Proposed Settlement of Class Action Involving Persons and Entities who Purchased or Otherwise Acquired Turquoise Hill Resources Ltd. Common Stock, Swaps, or Call Options or Sold Put Options in Domestic Transactions or on U.S. Exchanges During the Period from July 17, 2018 through July 31, 2019

NEWS PROVIDED BY
JND Legal Administration →
Jul 23, 2025, 09:23 ET

SEATTLE, July 23, 2025 /PRNewswire/ -- **JND Legal Administration**

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE TURQUOISE HILL RESOURCES LTD. SECURITIES LITIGATION	Case No. 1:20-cv-08585-LJL

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

TO: All persons and entities who, during the period from July 17, 2018 through July 31, 2019, inclusive (the "Class Period"),

(a) purchased or otherwise acquired the common stock of Turquoise Hill Resources Ltd. ("Turquoise Hill"),

(b) purchased or otherwise acquired call options on Turquoise Hill common stock,

(c) sold put options on Turquoise Hill common stock, and/or

(d) entered into swap transactions replicating a purchase of Turquoise Hill common stock,

in domestic transactions or on U.S. exchanges, and were damaged thereby (the "Settlement Class")[1]:

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

YOU ARE HEREBY NOTIFIED, pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the Southern District of New York (the "Court"), that the above-captioned securities class action (the "Action") is pending in the Court.

YOU ARE ALSO NOTIFIED that Lead Plaintiff PWCM Master Fund Ltd., Pentwater Thanksgiving Fund LP, Pentwater Merger Arbitrage Master Fund Ltd., Oceana Master Fund Ltd., LMA SPC for and on behalf of the MAP 98 Segregated Portfolio, Pentwater Equity Opportunities Master Fund Ltd., and Crown Managed Accounts SPC acting for and on behalf of Crown/PW Segregated Portfolio (collectively, "Lead Plaintiff"), on behalf of itself and the Settlement Class, has reached a proposed settlement of the Action for **$138,750,000** in cash (the "Settlement"). If approved, the Settlement will resolve all claims in the Action.

The Action involves allegations that Defendants Rio Tinto plc and Rio Tinto Limited (together, "Rio Tinto"), and Jean-Sébastien Jacques and Arnaud Soirat made material misrepresentations and omissions during the Class Period about the business of Turquoise Hill Resources Ltd., including alleged misstatements concerning the development of the Oyu Tolgoi mine in Mongolia and related delays and cost overruns.

Lead Plaintiff alleges that Defendants violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act") by making these alleged misstatements or controlling Rio Tinto when the misstatements were made. Defendants deny all allegations in the Action and deny any violations of the federal securities laws. Issues and defenses at issue in the Action included, among others, (i) whether Defendants made materially false statements or omissions; (ii) whether Defendants made the statements with the required state of mind; (iii) whether the alleged misstatements caused class members' losses; and (iv) the amount of damages, if any.

A hearing will be held on **October 15, 2025, at 10:30 a.m.**, before the Honorable Lewis J. Liman of the United States District Court for the Southern District of New York, either in person in Courtroom 15C of the Daniel Patrick Moynihan United States Courthouse, 500 Pearl St., New York, NY 10007-1312, or by video or teleconference, to determine: (i) whether the proposed Settlement should be approved as fair, reasonable, and adequate; (ii) whether, for purposes of the proposed Settlement only, the Action should be certified as a class action on behalf of the Settlement Class, Lead Plaintiff should be certified as Class Representative for the Settlement Class, and Lead Counsel should be appointed as Class Counsel for the Settlement Class; (iii) whether the Action should be dismissed with prejudice against Defendants, and the Releases specified and described in the Stipulation (and in the Notice) should be granted; (iv) whether the proposed Plan of Allocation should be approved as fair and reasonable; and (v) whether Lead Counsel's application for an award of attorneys' fees and expenses should be approved.

If you are a member of the Settlement Class, your rights will be affected by the pending Action and the Settlement, and you may be entitled to share in the Net Settlement Fund. If you have not yet received the Notice and the Proof of Claim and Release Form ("Claim Form"), you may obtain copies of these documents by contacting the Claims Administrator at: *Turquoise Hill Securities Litigation*, c/o JND Legal Administration, P.O. 91153, Seattle, WA 98111; (855) 779-3513; **info@TurquoiseHillSecuritiesLitigation.com**. Copies of the Notice and Claim Form can also be downloaded from the Settlement website, **www.TurquoiseHillSecuritiesLitigation.com**.

If you are a member of the Settlement Class, in order to be eligible to receive a payment from the Settlement, you must submit a Claim Form ***postmarked*** **(if mailed) or online by no later than September 24, 2025**. If you are a Settlement Class Member and do not submit a proper Claim Form, you will not be eligible to receive a payment from the Settlement, but you will nevertheless be bound by any judgments or orders entered by the Court in the Action.

If you are a member of the Settlement Class and wish to exclude yourself from the Settlement Class, you must submit a request for exclusion such that it is ***received*** **no later than September 24, 2025**, in accordance with the instructions set forth in the Notice. If you properly exclude yourself from the Settlement Class, you will not be bound by any judgments or orders entered by the Court in the Action and you will not be eligible to receive a payment from the Settlement.

Any objections to the proposed Settlement, the proposed Plan of Allocation, or Lead Counsel's motion for attorneys' fees and expenses must be filed with the Court and delivered to Lead Counsel and Defendants' Counsel such that they are ***received*** **no later than September 24, 2025**, in accordance with the instructions set forth in the Notice.

Please do not contact the Court, the Office of the Clerk of the Court, Turquoise Hill, Defendants, or their counsel regarding this notice. All questions about this notice, the proposed Settlement, or your eligibility to participate in the Settlement should be directed to the Claims Administrator or Lead Counsel.

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

Turquoise Hill Securities Litigation
c/o JND Legal Administration
P.O. Box 91153
Seattle, WA 98111

(855) 779-3513
info@TurquoiseHillSecuritiesLitigation.com
www.TurquoiseHillSecuritiesLitigation.com

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

Michael D. Blatchley
Bernstein Litowitz Berger & Grossmann LLP
1251 Avenue of the Americas, 44th Floor

New York, NY 10020

(800) 380-8496

settlements@blbglaw.com

By Order of the Court

[1] Certain persons and entities are excluded from the Settlement Class by definition, as set forth in the full Notice of (I) Pendency of Class Action and Proposed Settlement; (II) Settlement Hearing; and (III) Motion for Attorneys' Fees and Litigation Expenses (the "Notice"). Capitalized terms not otherwise defined herein shall have the same meaning as in the Stipulation and Agreement of Settlement dated June 17, 2025 ("Stipulation"). Both the Notice and Stipulation are available at **www.TurquoiseHillSecuritiesLitigation.com**.

SOURCE JND Legal Administration

Exhibit 6

EXHIBIT 6

In re Turquoise Hill Resources Ltd. Sec. Litig.,
Case No. 1:20-cv-08585-LJL (S.D.N.Y.)

SUMMARY OF LEAD COUNSEL'S HOURS AND LODESTAR

From Inception Through June 17, 2025

NAME	HOURS	HOURLY RATE	LODESTAR
Partners			
Michael D. Blatchley	2,807.75	$1,400	$3,930,850.00
Salvatore J. Graziano	945.00	$1,700	$1,606,500.00
James A. Harrod	1,979.25	$1,500	$2,968,875.00
Mark Lebovitch	24.50	$1,150	$28,175.00
Gerald H. Silk	60.50	$1,700	$102,850.00
Senior Counsel			
Jai K. Chandrasekhar	845.50	$875	$739,812.50
David L. Duncan	65.00	$1,000	$65,000.00
Associates			
Samuel Coffin	282.75	$600	$169,650.00
Ryan Dykhouse	198.50	$425	$84,362.50
Alexander Noble	1,343.75	$900	$1,209,375.00
Nicole Santoro	861.75	$500	$430,875.00
Emily Tu	194.25	$800	$155,400.00
Senior Staff Attorneys			
Ryan Candee	503.75	$495	$249,356.25
Stephen Imundo	5,129.25	$495	$2,538,978.75
Matt Mulligan	604.00	$495	$298,980.00
Staff Attorneys			
Zvi Bar-Kochba	321.25	$425	$136,531.25
Robert Blauvelt	57.25	$450	$25,762.50
Alexa Butler	4,166.75	$450	$1,875,037.50
Jodena Carbone	3,035.75	$410	$1,244,657.50

NAME	HOURS	HOURLY RATE	LODESTAR
Barbara Klinger	3,923.75	$450	$1,765,687.50
Young Lee	5,025.00	$450	$2,261,250.00
Jerome Mitchell	3,163.25	$425	$1,344,381.25
Amy Mitura	2,250.50	$425	$956,462.50
Renee Tamraz	4,243.25	$450	$1,909,462.50
Stephen Walsh	2,721.25	$410	$1,115,712.50
Director of Investor Services			
Adam Weinschel	62.25	$650	$40,462.50
Financial Analysts			
Milana Babic	12.00	$425	$5,100.00
Nick DeFilippis	21.00	$700	$14,700.00
Andrew Thompson	705.00	$550	$387,750.00
Investigators			
Amy Bitkower	132.75	$650	$86,287.50
Jacob Foster	112.00	$375	$42,000.00
Joelle Sfeir	54.00	$550	$29,700.00
Case Managers & Paralegals			
Jose Echegaray	696.75	$425	$296,118.75
Matthew Molloy	105.00	$325	$34,125.00
Desiree Morris	96.00	$350	$33,600.00
Yulia Tsoy	616.25	$425	$261,906.25
Gary Weston	52.75	$450	$23,737.50
Managing Clerk's Office			
Mahiri Buffong	150.50	$475	$71,487.50
Jessica Lacon	30.00	$425	$12,750.00
Janielle Lattimore	140.25	$450	$63,112.50
TOTALS:	**47,740.00**		**$28,616,822.50**

Exhibit 7

BLB&G Bernstein Litowitz Berger & Grossmann LLP

Bernstein Litowitz Berger & Grossmann LLP
Attorneys at Law

Firm Resume

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Since our founding in 1983, Bernstein Litowitz Berger & Grossmann LLP has obtained more than $40 billion in recoveries on behalf of investors. The firm has obtained some of the largest settlements ever agreed to by public companies related to securities fraud, including six of the 15 largest in history. Working with our clients, we have also used the litigation process to achieve precedent-setting reforms that have increased market transparency, held wrongdoers accountable, and improved corporate business practices in groundbreaking ways.

Firm Overview

Bernstein Litowitz Berger & Grossmann LLP (BLB&G), a national law firm with offices located in New York, California, Delaware, Louisiana, and Illinois, prosecutes class and private actions on behalf of individual and institutional clients. The firm's litigation practice areas include securities class and direct actions in federal and state courts; corporate governance and shareholder rights litigation, including claims for breach of fiduciary duty and proxy violations; mergers and acquisitions and transactional litigation; alternative dispute resolution; and distressed debt and bankruptcy. We also handle, on behalf of major institutional clients and lenders, more general complex commercial litigation involving allegations of breach of contract, accountants' liability, breach of fiduciary duty, fraud, and negligence.

We are the nation's leading firm representing institutional investors in securities fraud class action litigation. The firm's institutional client base includes U.S. public pension funds the New York State Common Retirement Fund; the California Public Employees' Retirement System (CalPERS); the Los Angeles County Employees Retirement Association; the Chicago Municipal, Police and Labor Retirement Systems; the Teacher Retirement System of Texas; the Arkansas Teacher Retirement System; the Florida State Board of Administration; the Public Employees' Retirement System of Mississippi; the New York State Teachers' Retirement System; the Ohio Public Employees Retirement System; the State Teachers Retirement System of Ohio; the Oregon Public Employees Retirement System; the Virginia Retirement System; the Louisiana School, State, Teachers and Municipal Police Retirement Systems; the Public School Teachers' Pension and Retirement Fund of Chicago; the New Jersey Division of Investment of the Department of the Treasury; TIAA-CREF and other private institutions; as well as numerous other public and Taft-Hartley pension entities. Our European client base includes APG; Aegon AM; ATP; Blue Sky Group; Hermes IM; Robeco; SEB; Handelsbanken; Nykredit; PGB; and PGGM, among others.

More Top Securities Recoveries Than Any Other Firm

Since its founding in 1983, BLB&G has prosecuted some of the most complex cases in history and obtained more than $40 billion on behalf of investors. The firm has negotiated and obtained many of the largest securities recoveries in history, including:

- *In re WorldCom, Inc. Securities Litigation – $6.19 billion recovery*
- *In re Cendant Corporation Securities Litigation – $3.3 billion recovery*
- *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation – $2.43 billion recovery*

- *In re Allianz Global Investors U.S. Litigation – More than $2 billion recovered in a series of direct actions*
- *In re Nortel Networks Corporation Securities Litigation (Nortel II) – $1.07 billion recovery*
- *In re Merck & Co., Inc. Securities Litigation – $1.06 billion recovery*
- *In re McKesson HBOC, Inc. Securities Litigation – $1.05 billion recovery*
- *In re Wells Fargo & Company Securities Litigation – $1.00 billion recovery*

Based on our record of success, BLB&G has been at the top of the rankings by ISS Securities Class Action Services (ISS-SCAS), a leading industry research publication that provides independent and objective third-party analysis and statistics on securities-litigation law firms, since its inception. In its most recent report, *Top 100 U.S. Class Action Settlements of All-Time*, ISS-SCAS once again ranked BLB&G as the top firm in the field for the 14th year in a row. BLB&G has served as lead or co-lead counsel in 38 of the ISS-SCAS's top 100 U.S. securities-fraud settlements—significantly more than any other firm—and recovered over $27 billion for investors in those cases, nearly $9 billion more than any other plaintiffs' securities firm.

Giving Shareholders a Voice and Changing Business Practices for the Better

BLB&G was among the first law firms ever to obtain meaningful corporate governance reforms through litigation. In courts throughout the country, we prosecute shareholder class and derivative actions, asserting claims for breach of fiduciary duty and proxy violations wherever the conduct of corporate officers and/or directors, or M&A transactions, seeks to deprive shareholders of fair value, undermine shareholder voting rights, or allow management to profit at the expense of shareholders.

We have prosecuted seminal cases establishing precedent that has increased market transparency, held wrongdoers accountable, addressed issues in the boardroom and executive suite, challenged unfair deals, and improved corporate business practices in groundbreaking ways. We have confronted a variety of questionable, unethical, and proliferating corporate practices, setting new standards of director independence, restructuring board practices in the wake of persistent illegal conduct, challenging the improper use of defensive measures and deal protections for management's benefit, and confronting stock options backdating abuses and other self-dealing by executives.

Practice Areas

Securities Fraud Litigation

Securities fraud litigation is the cornerstone of the firm's litigation practice. Since its founding, the firm has had the distinction of having tried and prosecuted many of the most high-profile securities fraud class actions in history, recovering billions of dollars and obtaining unprecedented corporate governance reforms on behalf of our clients. BLB&G continues to play a leading role in major securities litigation pending in federal and state courts, and the firm remains one of the nation's leaders in representing institutional investors in securities fraud class litigation.

The firm also pursues direct actions in securities fraud cases, when appropriate. By selectively opting out of certain securities class actions, we seek to resolve our clients' claims efficiently and for substantial multiples of what they might otherwise recover from related class action settlements.

Our attorneys have extensive experience in the laws that regulate the securities markets and in the disclosure requirements of corporations that issue publicly traded securities. Many also have accounting backgrounds. The group has access to state-of-the-art, online financial wire services and databases, which enable it to instantaneously investigate any potential securities fraud action involving a public company's debt and equity securities. Biographies for our attorneys can be accessed on the firm's website by clicking here.

Corporate Governance and Shareholder Rights

Our Corporate Governance and Shareholder Rights attorneys prosecute derivative actions, claims for breach of fiduciary duty, and proxy violations on behalf of individual and institutional investors in state and federal courts throughout the country. We have prosecuted actions challenging numerous highly publicized corporate transactions that violated fair process, fair price, and the applicability of the business judgment rule, and have also addressed issues of corporate waste, shareholder voting rights claims, and executive compensation.

Our attorneys have prosecuted numerous cases regarding the improper "backdating" of executive stock options that resulted in windfall undisclosed compensation to executives at the direct expense of shareholders—and returned hundreds of millions of dollars to company coffers. We also represent institutional clients in lawsuits seeking to enforce fiduciary obligations in connection with mergers and acquisitions and going-private transactions that deprive shareholders of fair value when participants buy companies from their public shareholders "on the cheap." Although enough shareholders accept the consideration offered for the transaction to close, many sophisticated investors correctly recognize and ultimately enjoy the increased returns to be obtained by pursuing appraisal rights and demanding that courts assign a "true value" to the shares taken private in these transactions.

Our attorneys are well versed in changing SEC rules and regulations on corporate governance issues and have a comprehensive understanding of a wide variety of corporate law transactions and both substantive and courtroom expertise in the specific legal areas involved. As a result of the firm's high-profile and widely recognized capabilities, our attorneys are increasingly in demand with institutional investors who are exercising a more assertive voice with corporate boards regarding corporate governance issues and the boards' accountability to shareholders.

Distressed Debt and Bankruptcy

BLB&G has obtained billions of dollars through litigation on behalf of bondholders and creditors of distressed and bankrupt companies, as well as through third-party litigation brought by bankruptcy trustees and creditors' committees against auditors, appraisers, lawyers, officers and directors, and other defendants who may have contributed to client losses. As counsel, we advise institutions and individuals nationwide in developing strategies and tactics to recover assets presumed lost as a result of bankruptcy. Our record in this practice area is characterized by extensive trial experience in addition to successful settlements.

Commercial Litigation

BLB&G provides contingency fee representation in complex business litigation and has obtained substantial recoveries on behalf of investors, corporations, bankruptcy trustees, creditor committees, and other business entities. We have faced down the most powerful and well-funded law firms and defendants in the country—and consistently prevailed. For example, on behalf of the bankruptcy trustee, the firm prosecuted *BFA Liquidation Trust v. Arthur Andersen*, arising from the largest nonprofit bankruptcy in U.S. history. After two years of litigation and a week-long trial, the firm obtained a $217 million recovery from Andersen for the Trust. Combined with other recoveries, the total amounted to more than 70 percent of the Trust's losses.

Having obtained huge recoveries with nominal out-of-pocket expenses and fees of less than 20 percent, we have repeatedly demonstrated that valuable claims are best prosecuted by a first-rate litigation firm on a contingent basis at negotiated percentages. Legal representation need not compound the risk and high cost inherent in today's complex and competitive business environment. We are paid only if we (and our clients) win. The result: the highest quality legal representation at a fair price.

Alternative Dispute Resolution

BLB&G offers clients an accomplished team and a creative venue in which to resolve conflicts outside of the litigation process. We have experience in U.S. and international disputes, and our attorneys have led complex business-to-business arbitrations and mediations domestically and abroad, representing clients before all the major arbitration tribunals, including the American Arbitration Association, FINRA, JAMS, International Chamber of Commerce, and the London Court of International Arbitration.

Our lawyers have successfully arbitrated cases that range from complex business-to-business disputes to individuals' grievances with employers. It is our experience that in some cases, a well-executed arbitration process can resolve disputes faster, with limited appeals and a higher level of confidentiality than public litigation.

In the wake of the credit crisis, for example, we successfully represented numerous former executives of a major financial institution in arbitrations relating to claims for compensation. We have also assisted clients with disputes involving failure to honor compensation commitments, disputes over the purchase of securities, businesses seeking compensation for uncompleted contracts, and unfulfilled financing commitments.

Feedback from the Courts

Throughout the firm's history, many courts have recognized the professional excellence and diligence of the firm and its members. A few examples are set forth below.

In re WorldCom, Inc. Securities Litigation

- The Honorable Denise Cote of the United States District Court for the Southern District of New York

"I have the utmost confidence in plaintiffs' counsel…they have been doing a superb job…The Class is extraordinarily well represented in this litigation."

"The magnitude of this settlement is attributable in significant part to Lead Counsel's advocacy and energy…The quality of the representation given by Lead Counsel…has been superb…and is unsurpassed in this Court's experience with plaintiffs' counsel in securities litigation."

"Lead Counsel has been energetic and creative…Its negotiations with the Citigroup Defendants have resulted in a settlement of historic proportions."

* * *

In re Clarent Corporation Securities Litigation

- The Honorable Charles R. Breyer of the United States District Court for the Northern District of California

"It was the best tried case I've witnessed in my years on the bench…."

"[A]n extraordinarily civilized way of presenting the issues to you [the jury]…We've all been treated to great civility and the highest professional ethics in the presentation of the case…"

"These trial lawyers are some of the best I've ever seen."

* * *

Landry's Restaurants, Inc. Shareholder Litigation

- Vice Chancellor J. Travis Laster of the Delaware Court of Chancery

"I do want to make a comment again about the excellent efforts…put into this case…This case, I think, shows precisely the type of benefits that you can achieve for stockholders and how representative litigation can be a very important part of our corporate governance system…you hold up this case as an example of what to do."

* * *

McCall V. Scott (Columbia/HCA Derivative Litigation)

- The Honorable Thomas A. Higgins of the United States District Court for the Middle District of Tennessee

"Counsel's excellent qualifications and reputations are well documented in the record, and they have litigated this complex case adeptly and tenaciously throughout the six years it has been pending. They assumed an enormous risk and have shown great patience by taking this case on a contingent basis, and despite an early setback they have persevered and brought about not only a large cash settlement but sweeping corporate reforms that may be invaluable to the beneficiaries."

Significant Recoveries

BLB&G has successfully identified, investigated, and prosecuted many of the most significant securities and shareholder actions in history, recovering billions of dollars on behalf of defrauded investors and obtaining groundbreaking corporate-governance reforms. These resolutions include eight recoveries of over $1 billion, more than any other firm in our field. Examples of cases with our most significant recoveries include:

Securities Fraud Litigation

Case: *In re WorldCom, Inc. Securities Litigation*

Court: United States District Court for the Southern District of New York

Highlights: $6.19 billion securities fraud class action recovery—the second largest in history; unprecedented recoveries from Director Defendants.

Case Summary: Investors suffered massive losses in the wake of the financial fraud and subsequent bankruptcy of former telecom giant WorldCom. This litigation alleged that WorldCom and others disseminated false and misleading statements to the investing public regarding its earnings and financial condition in violation of the federal securities and other laws. It further alleged a nefarious relationship between Citigroup subsidiary Salomon Smith Barney and WorldCom, carried out primarily by Salomon employees involved in providing investment banking services to WorldCom, and by WorldCom's former CEO and CFO. As Court-appointed Co-Lead Counsel representing Lead Plaintiff the New York State Common Retirement Fund, we obtained unprecedented settlements totaling more than $6 billion from the Investment Bank Defendants who underwrote WorldCom bonds, including a $2.575 billion cash settlement to settle all claims against the Citigroup Defendants. On the eve of trial, the 13 remaining "Underwriter Defendants," including J.P. Morgan Chase, Deutsche Bank, and Bank of America, agreed to pay settlements totaling nearly $3.5 billion to resolve all claims against them. Additionally, the day before trial was scheduled to begin, the former WorldCom Director Defendants agreed to pay over $60 million to settle the claims against them. An unprecedented first for outside directors, $24.75 million of that amount came out of the pockets of the individuals—20% of their collective net worth. *The Wall Street Journal*, in its coverage, profiled the settlement as having "shaken Wall Street, the audit profession and corporate boardrooms." After four weeks of trial, Arthur Andersen, WorldCom's former auditor, settled for $65 million. Subsequent settlements were reached with the former executives of WorldCom, and then with Andersen, bringing the total obtained for the Class to over $6.19 billion.

Case: *In re Cendant Corporation Securities Litigation*

Court: United States District Court for the District of New Jersey

Highlights: $3.3 billion securities fraud class action recovery—the third largest in history; significant corporate governance reforms obtained.

Summary: The firm was Co-Lead Counsel in this class action against Cendant Corporation, its officers and directors and Ernst & Young (E&Y), its auditors, for their role in disseminating materially false and misleading financial statements concerning the company's revenues, earnings and expenses for its 1997 fiscal year. As a result of companywide accounting irregularities, Cendant restated its financial results for its 1995, 1996, and 1997 fiscal years and all fiscal quarters therein. Cendant agreed to settle the action for $2.8 billion and to adopt some of the most extensive corporate governance changes in history. E&Y settled for $335 million. These settlements remain the largest sums ever recovered from a public company and a public accounting firm through securities class action litigation. BLB&G represented Lead Plaintiffs CalPERS, the New York State Common Retirement Fund, and the New York City Pension Funds, the three largest public pension funds in America, in this action.

Case: *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation*

Court: United States District Court for the Southern District of New York

Highlights: $2.425 billion in cash; significant corporate governance reforms to resolve all claims. This recovery is by far the largest shareholder recovery related to the subprime meltdown and credit crisis; the single largest securities class action settlement ever resolving a Section 14(a) claim—the federal securities provision designed to protect investors against misstatements in connection with a proxy solicitation; the largest ever funded by a single corporate defendant for violations of the federal securities laws; the single largest settlement of a securities class action in which there was neither a financial restatement involved nor a criminal conviction related to the alleged misconduct; and one of the 10 largest securities class action recoveries in history.

Summary: The firm represented Co-Lead Plaintiffs the State Teachers Retirement System of Ohio, the Ohio Public Employees Retirement System, and the Teacher Retirement System of Texas in this securities class action filed on behalf of shareholders of Bank of America Corporation (BAC) arising from BAC's 2009 acquisition of Merrill Lynch & Co. The action alleges that BAC, Merrill Lynch, and certain of the companies' current and former officers and directors violated the federal securities laws by making a series of materially false statements and omissions in connection with the acquisition. These violations included the alleged failure to disclose information regarding billions of dollars of losses Merrill had suffered before the BAC shareholder vote on the proposed acquisition, as well as an undisclosed agreement allowing Merrill to pay billions in bonuses before the acquisition closed despite these losses. Not privy to these material facts, BAC shareholders voted to approve the acquisition.

Case: *In re Allianz Global Investors U.S. Litigation*

Court: Cases primarily filed in the United States District Court for the Southern District of New York

Highlights: Over $2 billion dollars recovered for investors in a series of more than 20 direct actions.

Summary: BLB&G prosecuted claims on behalf of institutional investors that suffered losses in connection with investments in the Allianz Structured Alpha Funds—a suite of investment products developed and overseen by Allianz Global Investors U.S.—due to Allianz's breaches of fiduciary and contractual duties. BLB&G negotiated settlements that returned over $2 billion to investors. Our firm filed a series of direct actions, including the first complaint in this matter on behalf of Arkansas Teacher Retirement System, and subsequently served as liaison counsel in more than 20 related actions.

Allianz's representations concerning the Alpha Funds were also investigated by the SEC and the U.S. Department of Justice. Allianz ultimately set aside over $6 billion to deal with government investigations and lawsuits resulting from the collapse of the Structured Alpha Funds.

Case: *In re Nortel Networks Corporation Securities Litigation (Nortel II)*

Court: United States District Court for the Southern District of New York

Highlights: Over $1.07 billion in cash and common stock recovered for the class.

Summary: This securities fraud class action charged Nortel Networks Corporation and certain of its officers and directors with violations of the Securities Exchange Act of 1934, alleging that the Defendants knowingly or recklessly made false and misleading statements with respect to Nortel's financial results during the relevant period. BLB&G clients the Ontario Teachers' Pension Plan Board and the Treasury of the State of New Jersey and its Division of Investment were appointed as Co-Lead Plaintiffs for the Class in one of two related actions (Nortel II), and BLB&G was appointed Lead Counsel for the Class. In a historic settlement, Nortel agreed to pay $2.4 billion in cash and Nortel common stock to resolve both matters. Nortel later announced that its insurers had agreed to pay $228.5 million toward the settlement, bringing the total amount of the global settlement to approximately $2.7 billion, and the total amount of the Nortel II settlement to over $1.07 billion.

Case: *In re Merck & Co., Inc. Securities Litigation*

Court: United States District Court, District of New Jersey

Highlights: $1.06 billion recovery for the class.

Summary: This case arises out of misrepresentations and omissions concerning life-threatening risks posed by the "blockbuster" COX-2 painkiller Vioxx, which Merck withdrew from the market in 2004. In January 2016, BLB&G achieved a $1.062 billion settlement on the eve of trial after more than 12 years of hard-fought litigation that included a successful decision at the United States Supreme Court. This settlement is the second-largest recovery ever obtained in the Third Circuit and one of the top securities recoveries of all time. BLB&G represented Lead Plaintiff the Public Employees' Retirement System of Mississippi.

Case: *In re McKesson HBOC, Inc. Securities Litigation*

Court: United States District Court for the Northern District of California

Highlights: $1.05 billion recovery for the class.

Summary: This securities fraud litigation was filed on behalf of purchasers of HBOC, McKesson, and McKesson HBOC securities, alleging that Defendants misled the investing public concerning HBOC's and McKesson HBOC's financial results. On behalf of Lead Plaintiff the New York State Common Retirement Fund, BLB&G obtained a $960 million settlement from the company, $72.5 million in cash from Arthur Andersen, and, on the eve of trial, a $10 million settlement from Bear Stearns & Co., with total recoveries reaching more than $1 billion.

Case: *In re Wells Fargo & Company Securities Litigation*

Court: United States District Court for the Southern District of New York

Highlights: $1 billion recovery for the class, the top U.S. securities class action settlement of 2023, among the top six in the past decade, and among the top 17 of all time.

Summary: In 2018, Wells Fargo's regulators imposed unprecedented consent orders on Wells Fargo designed to halt the bank's decades-long, fraudulent banking practices and rectify the severely deficient corporate oversight that allowed those fraudulent practices to develop and endure (the "2018 Consent Orders"). In this action, lead plaintiffs, represented by BLB&G as co-lead counsel, alleged that Wells Fargo and certain of its senior executives issued false and misleading statements to investors regarding the status of Wells Fargo's compliance with the 2018 Consent Orders, claiming that the bank had regulator-approved "plans" and that it was "in compliance" with the Orders. In reality, Wells Fargo had yet to submit to regulators an acceptable plan or schedule for overhauling the bank's compliance and oversight practices and was nowhere near meeting the regulators' requirements that were a predicate to lifting the severe measures imposed on the bank. Wells Fargo investors were harmed after a series of disclosures, including damning congressional hearings and reports, revealed the truth to the market that the bank had blatantly disregarded the basic requirements set forth in the 2018 Consent Orders. The $1 billion settlement was reached after three years of hard-fought litigation and was achieved with the assistance of a respected mediator, former U.S. District Judge Layn R. Phillips.

Case: *HealthSouth Corporation Bondholder Litigation*

Court: United States District Court for the Northern District of Alabama

Highlights: $804.5 million in total recoveries.

Summary: In this litigation, BLB&G was the appointed Co-Lead Counsel for the bond holder class, representing Lead Plaintiff the Retirement Systems of Alabama. This action arose from allegations that Birmingham-based HealthSouth Corporation overstated its earnings at the direction of its founder and former CEO Richard Scrushy. Subsequent revelations disclosed that the overstatement exceeded

over $2.4 billion, virtually wiping out all of HealthSouth's reported profits for the prior five years. A total recovery of $804.5 million was obtained in this litigation through a series of settlements, including an approximately $445 million settlement for shareholders and bondholders, a $100 million in cash settlement from UBS AG, UBS Warburg LLC, and individual UBS Defendants, and $33.5 million in cash from the company's auditor. The total settlement for injured HealthSouth bond purchasers exceeded $230 million, recouping over a third of bond purchaser damages.

Case: *In re Washington Public Power Supply System Litigation*

Court: United States District Court for the District of Arizona

Highlights: Over $750 million—the largest securities fraud settlement ever achieved at the time.

Summary: BLB&G was appointed Chair of the Executive Committee responsible for litigating on behalf of the class in this action. The case was litigated for over seven years and involved an estimated 200 million pages of documents produced in discovery; the depositions of 285 fact witnesses and 34 expert witnesses; more than 25,000 introduced exhibits; six published district court opinions; seven appeals or attempted appeals to the Ninth Circuit; and a three-month jury trial, which resulted in a settlement of over $750 million—then the largest securities fraud settlement ever achieved.

Case: *In re Lehman Brothers Equity/Debt Securities Litigation*

Court: United States District Court for the Southern District of New York

Highlights: $735 million in total recoveries.

Summary: Representing the Government of Guam Retirement Fund, BLB&G successfully prosecuted this securities class action arising from Lehman Brothers Holdings' issuance of billions of dollars in offerings of debt and equity securities that were sold using offering materials that contained untrue statements and missing material information.

After four years of intense litigation, Lead Plaintiffs achieved a total of $735 million in recoveries consisting of a $426 million settlement with underwriters of Lehman securities offerings, a $90 million settlement with former Lehman directors and officers, a $99 million settlement that resolves claims against Ernst & Young, Lehman's former auditor (considered one of the top 10 auditor settlements ever achieved), and a $120 million settlement that resolves claims against UBS Financial Services. This recovery is remarkable not only because of the difficulty in recovering assets when the issuer defendant is bankrupt, but also because no financial results were restated, and the auditors never disavowed the statements.

Case: *In re Citigroup, Inc. Bond Action Litigation*

Court: United States District Court for the Southern District of New York

Highlights: $730 million cash recovery, the second largest recovery in a litigation arising from the financial crisis.

Summary: In the years prior to the collapse of the subprime mortgage market, Citigroup issued 48 offerings of preferred stock and bonds. This securities fraud class action was filed on behalf of purchasers of Citigroup bonds and preferred stock alleging that these offerings contained material misrepresentations and omissions regarding Citigroup's exposure to billions of dollars in mortgage-related assets, the loss reserves for its portfolio of high-risk residential mortgage loans, and the credit quality of the risky assets it held in off-balance sheet entities known as "structured investment vehicles." After protracted litigation lasting four years, we obtained a $730 million cash recovery—the second largest securities class action recovery in a litigation arising from the financial crisis, and the second largest recovery ever in a securities class action brought on behalf of purchasers of debt securities. As Lead Bond Counsel for the Class, BLB&G represented Lead Bond Plaintiffs Minneapolis Firefighters' Relief Association, Louisiana Municipal Police Employees' Retirement System, and Louisiana Sheriffs' Pension and Relief Fund.

Case: *In re Schering-Plough Corporation/Enhance Securities Litigation; In re Merck & Co., Inc. Vytorin/Zetia Securities Litigation*

Court: United States District Court for the District of New Jersey

Highlights: $688 million in combined settlements (Schering-Plough settled for $473 million; Merck settled for $215 million) in this coordinated securities fraud litigations filed on behalf of investors in Merck and Schering-Plough.

Summary: After nearly five years of intense litigation, just days before trial, BLB&G resolved the two actions against Merck and Schering-Plough, which stemmed from claims that Merck and Schering artificially inflated their market value by concealing material information and making false and misleading statements regarding their blockbuster anti-cholesterol drugs Zetia and Vytorin. Specifically, we alleged that the companies knew that their "ENHANCE" clinical trial of Vytorin (a combination of Zetia and a generic) demonstrated that Vytorin was no more effective than the cheaper generic at reducing artery thickness. The companies nonetheless championed the "benefits" of their drugs, attracting billions of dollars of capital. When public pressure to release the results of the ENHANCE trial became too great, the companies reluctantly announced these negative results, which we alleged led to sharp declines in the value of the companies' securities, resulting in significant losses to investors. The combined $688 million in settlements (Schering-Plough settled for $473 million; Merck settled for $215 million) is the second largest securities recovery ever in the Third Circuit, among the top 25 settlements of all time, and among the 10 largest recoveries ever in a case where there was no financial restatement. BLB&G represented Lead Plaintiffs Arkansas Teacher Retirement System, the Public Employees' Retirement System of Mississippi, and the Louisiana Municipal Police Employees' Retirement System.

Case: *In re Lucent Technologies, Inc. Securities Litigation*

Court: United States District Court for the District of New Jersey

Highlights: $667 million in total recoveries; the appointment of BLB&G as Co-Lead Counsel is especially noteworthy as it marked the first time since the 1995 passage of the Private Securities Litigation Reform Act that a court reopened the lead plaintiff or lead counsel selection process to account for changed circumstances, new issues, and possible conflicts between new and old allegations.

***Summary*:** BLB&G served as Co-Lead Counsel in this securities class action, representing Lead Plaintiffs the Parnassus Fund, Teamsters Locals 175 & 505 D&P Pension Trust, Anchorage Police and Fire Retirement System, and the Louisiana School Employees' Retirement System. The complaint accused Lucent of making false and misleading statements to the investing public concerning its publicly reported financial results and failing to disclose the serious problems in its optical networking business. When the truth was disclosed, Lucent admitted that it had improperly recognized revenue of nearly $679 million in fiscal 2000. The settlement obtained in this case is valued at approximately $667 million, and is composed of cash, stock, and warrants.

Case: *In re Wachovia Preferred Securities and Bond/Notes Litigation*

Court: United States District Court for the Southern District of New York

Highlights: $627 million recovery—among the largest securities class action recoveries in history; third-largest recovery obtained in an action arising from the subprime mortgage crisis.

***Summary*:** This securities class action was filed on behalf of investors in certain Wachovia bonds and preferred securities against Wachovia Corp., certain former officers and directors, various underwriters, and its auditor, KPMG. The case alleged that Wachovia provided offering materials that misrepresented and omitted material facts concerning the nature and quality of Wachovia's multibillion-dollar option-ARM (adjustable rate mortgage) "Pick-A-Pay" mortgage loan portfolio, and that Wachovia's loan loss reserves were materially inadequate. According to the Complaint, these undisclosed problems threatened the viability of the financial institution, requiring it to be "bailed out" during the financial crisis before it was acquired by Wells Fargo. The combined $627 million recovery obtained in the action is among the 20 largest securities class action recoveries in history, the largest settlement ever in a class action case asserting only claims under the Securities Act of 1933, and one of a handful of securities class action recoveries obtained where there were no parallel civil or criminal actions brought by government authorities. The firm represented Co-Lead Plaintiffs Orange County Employees Retirement System and Louisiana Sheriffs' Pension and Relief Fund in this action.

Case: *In re Fannie Mae/Freddie Mac Senior Preferred Stock Purchase Agreement Class Action Litigations*

Court: United States District Court for the District of Columbia

Highlights: $612.4 million jury award for Fannie Mae and Freddie Mac investors in a unanimous trial verdict.

***Summary*:** BLB&G secured a $612.4 million jury award for Fannie Mae and Freddie Mac investors in a unanimous trial verdict against the Federal Housing Finance Agency (FHFA). The action challenged FHFA's decision to sweep the entire net worth of Fannie Mae and Freddie Mac to the U.S. Treasury, depriving

shareholders of significant value. The award came after two trials and 10 years of intense litigation and negotiations. The court also recently approved our request for prejudgment interest, adding approximately $198 million to the recovery for investors (pending entry of judgment).

Case: *Bear Stearns Mortgage Pass-Through Litigation*

Court: United States District Court for the Southern District of New York

Highlights: $500 million recovery—the largest recovery ever on behalf of purchasers of residential mortgage-backed securities.

***Summary*:** BLB&G served as Co-Lead Counsel in this securities action, representing Lead Plaintiffs the Public Employees' Retirement System of Mississippi. The case alleged that Bear Stearns & Company sold mortgage pass-through certificates using false and misleading offering documents. The offering documents contained false and misleading statements related to, among other things, the underwriting guidelines used to originate the mortgage loans underlying the certificates and the accuracy of the appraisals for the properties underlying the certificates. After six years of hard-fought litigation and extensive arm's-length negotiations, the $500 million recovery is the largest settlement in a U.S. class action against a bank that packaged and sold mortgage securities at the center of the 2008 financial crisis.

Case: *Gary Hefler et al. v. Wells Fargo & Company et al.*

Court: United States District Court for the Northern District of California

Highlights $480 million recovery—the fourth largest securities settlement ever achieved in the Ninth Circuit.

***Summary*:** BLB&G served as Lead Counsel for the Court-appointed Lead Plaintiff Union Asset Management Holding, AG in this action, which alleged that Wells Fargo and certain current and former officers and directors of Wells Fargo made a series of materially false statements and omissions in connection with Wells Fargo's secret creation of fake or unauthorized client accounts in order to hit performance-based compensation goals. After years of presenting a business driven by legitimate growth prospects, U.S. regulators revealed in September 2016 that Wells Fargo employees were secretly opening millions of potentially unauthorized accounts for existing Wells Fargo customers. The Complaint alleged that these accounts were opened in order to hit performance targets and inflate the "cross-sell" metrics that investors used to measure Wells Fargo's financial health and anticipated growth. When the market learned the truth about Wells Fargo's violation of its customers' trust and failure to disclose reliable information to its investors, the price of Wells Fargo's stock dropped, causing substantial investor losses.

Case: *In re Kraft Heinz Securities Litigation*

Court: United States District Court for the Northern District of Illinois

Highlights: $450 million in total recoveries.

***Summary*:** BLB&G litigated claims against Kraft Heinz arising from the defendants' misstatements regarding the company's financial position, including the carrying value of Kraft's assets, the sustainability of Kraft's margins, and the success of recent cost-cutting strategies by the company. After overcoming defendants' motions to dismiss and conducting discovery involving the production of over 14.7 million pages of documents, the parties engaged in mediation and reached a settlement that represented a recovery of $450 million for impacted investors.

Case: *Ohio Public Employees Retirement System v. Freddie Mac*

Court: United States District Court for the Southern District of Ohio

Highlights: $410 million settlement.

***Summary*:** This securities fraud class action was filed on behalf of the Ohio Public Employees Retirement System and the State Teachers Retirement System of Ohio alleging that Freddie Mac and certain of its current and former officers issued false and misleading statements in connection with the company's previously reported financial results. Specifically, the Complaint alleged that the Defendants misrepresented the company's operations and financial results by engaging in numerous improper transactions and accounting machinations that violated fundamental GAAP precepts in order to artificially smooth the company's earnings and hide earnings volatility. In connection with these improprieties, Freddie Mac restated more than $5 billion in earnings. A settlement of $410 million was reached in the case just as deposition discovery had begun and document review was complete.

Case: *In re Refco, Inc. Securities Litigation*

Court: United States District Court for the Southern District of New York

Highlights: Over $407 million in total recoveries.

***Summary*:** The lawsuit arises from the revelation that Refco, a once-prominent brokerage, had for years secreted hundreds of millions of dollars of uncollectible receivables with a related entity controlled by Phillip Bennett, the company's Chairman and Chief Executive Officer. This revelation caused the stunning collapse of the company a mere two months after its initial public offering of common stock. As a result, Refco filed one of the largest bankruptcies in U.S. history. Settlements have been obtained from multiple company and individual defendants, resulting in a total recovery for the class of over $407 million. BLB&G represented Co-Lead Plaintiff RH Capital Associates LLC.

Case: *In re Allergan, Inc. Proxy Violation Securities Litigation*

Court: United States District Court for the Central District of California

Highlights: Recovered over $250 million for investors while challenging an unprecedented insider trading scheme by billionaire hedge fund manager Bill Ackman.

Summary: As alleged in groundbreaking litigation, billionaire hedge fund manager Bill Ackman and his Pershing Square Capital Management fund secretly acquired a near 10% stake in pharmaceutical concern Allergan as part of an unprecedented insider trading scheme by Ackman and Valeant Pharmaceuticals International. What Ackman knew—but investors did not—was that in the ensuing weeks, Valeant would be launching a hostile bid to acquire Allergan shares at a far higher price. Ackman enjoyed a massive instantaneous profit upon public news of the proposed acquisition, and the scheme worked for both parties as he kicked back hundreds of millions of his insider-trading proceeds to Valeant after Allergan agreed to be bought by a rival bidder. After a ferocious three-year legal battle over this attempt to circumvent the spirit of the U.S. securities laws, BLB&G obtained a $250 million settlement for Allergan investors, and created precedent to prevent similar such schemes in the future. The Plaintiffs in this action were the State Teachers Retirement System of Ohio, the Iowa Public Employees Retirement System, and Patrick T. Johnson.

Corporate Governance and Shareholders' Rights

Case: *Tornetta v. Musk*

Court: Delaware Court of Chancery

Highlights: Achieved a historic ruling rescinding Elon Musk's $55 billion compensation package at Tesla—the largest such package in history.

Summary: BLB&G led a headline-grabbing shareholder derivative action against Elon Musk and certain Tesla board members challenging the $55 billion compensation plan granted to Musk—the largest such compensation plan in history. BLB&G served as lead trial counsel in this case on behalf of a Tesla stockholder. The firm litigated for more than four years, examined eight of the most critical witnesses—including Elon Musk himself—and presented a strong factual record to the Court. On January 30, 2024, in a historic decision, the court nullified Musk's entire $55 billion compensation package, finding that Tesla's board of directors had breached their fiduciary duty in structuring Musk's multi-tranched compensation.

Case: *City of Monroe Employees' Retirement System, Derivatively on Behalf of Twenty-First Century Fox, Inc. v. Rupert Murdoch, et al.*

Court: Delaware Court of Chancery

Highlights: Landmark derivative litigation established unprecedented, independent Board-level council to ensure employees are protected from workplace harassment while recouping $90 million for the company's coffers.

Summary: Before the birth of the #metoo movement, BLB&G led the prosecution of an unprecedented shareholder derivative litigation against Fox News parent 21st Century Fox arising from the systemic sexual and workplace harassment at the embattled network. After nearly 18 months of litigation,

discovery and negotiation related to the shocking misconduct and the Board's extensive alleged governance failures, the parties unveil a landmark settlement with two key components: 1) the first ever Board-level watchdog of its kind—the "Fox News Workplace Professionalism and Inclusion Council" of experts (WPIC)—majority independent of the Murdochs, the Company and Board; and 2) one of the largest financial recoveries—$90 million—ever obtained in a pure corporate board oversight dispute. The WPIC serves as a model for public companies in all industries. The firm represented 21st Century Fox shareholder the City of Monroe (Michigan) Employees' Retirement System.

Case: *In re McKesson Corporation Derivative Litigation*

Court: United States District Court, Northern District of California, Oakland Division and Delaware Chancery Court

***Highlights*:** Litigation recovered $175 million and achieved substantial corporate governance reforms.

***Summary*:** BLB&G represented the Police & Fire Retirement System City of Detroit and Amalgamated Bank in this derivative class action arising from the company's role in permitting and exacerbating America's ongoing opioid crisis. The complaint, initially filed in Delaware Chancery Court, alleged that defendants breached their fiduciary duties by failing to adequately oversee McKesson's compliance with provisions of the Controlled Substances Act and a series of settlements with the Drug Enforcement Administration intended to regulate the distribution and misuse of controlled substances such as opioids. Even after paying fines and settlements in the hundreds of millions of dollars, McKesson was sued in the National Opioid Multidistrict Litigation. In May 2018, our clients joined a substantially similar action being litigated in California federal court. Acting as co-lead counsel, BLB&G played a major role in litigating the case, opposing a motion to stay the action by a special litigation committee, and engaging in extensive pretrial discovery. Ultimately, $175 million was recovered for the benefit of McKesson's shareholders in a settlement that also created substantial corporate-governance reforms to prevent a recurrence of McKesson's inadequate legal compliance efforts.

Case: *UnitedHealth Group, Inc. Shareholder Derivative Litigation*

Court: United States District Court for the District of Minnesota

Highlights: Recovered over $920 million in ill-gotten compensation directly from former officers for their roles in illegally backdating stock options, while the company agreed to far-reaching reforms aimed at curbing future executive compensation abuses.

Summary: This shareholder derivative action filed against certain current and former executive officers and members of the Board of Directors of UnitedHealth Group alleged that the Defendants obtained, approved and/or acquiesced in the issuance of stock options to senior executives that were unlawfully backdated to provide the recipients with windfall compensation at the direct expense of UnitedHealth and its shareholders. The firm recovered over $920 million in ill-gotten compensation

directly from the former officer Defendants—the largest derivative recovery in history. As feature coverage in *The New York Times* indicated, "investors everywhere should applaud [the UnitedHealth settlement]….[T]he recovery sets a standard of behavior for other companies and boards when performance pay is later shown to have been based on ephemeral earnings." The Plaintiffs in this action were the St. Paul Teachers' Retirement Fund Association, the Public Employees' Retirement System of Mississippi, the Jacksonville Police & Fire Pension Fund, the Louisiana Sheriffs' Pension & Relief Fund, the Louisiana Municipal Police Employees' Retirement System and Fire & Police Pension Association of Colorado.

Case: *Caremark Merger Litigation*

Court: Delaware Court of Chancery – New Castle County

Highlights: Landmark Court ruling ordered Caremark's board to disclose previously withheld information, enjoined a shareholder vote on the CVS merger offer, and granted statutory appraisal rights to Caremark shareholders. The litigation ultimately forced CVS to raise its offer by $7.50 per share, equal to more than $3.3 billion in additional consideration to Caremark shareholders.

***Summary*:** Commenced on behalf of the Louisiana Municipal Police Employees' Retirement System and other shareholders of Caremark RX, this shareholder class action accused the company's directors of violating their fiduciary duties by approving and endorsing a proposed merger with CVS Corporation, while refusing to fairly consider an alternative transaction proposed by another bidder. In a landmark decision, the Court ordered the Defendants to disclose material information that had previously been withheld, enjoined the shareholder vote on the CVS transaction until the additional disclosures occurred, and granted statutory appraisal rights to Caremark's shareholders—forcing CVS to increase the consideration offered to shareholders by $7.50 per share in cash (over $3 billion in total).

Case: *In re Pfizer Inc. Shareholder Derivative Litigation*

Court: United States District Court for the Southern District of New York

Highlights: Landmark settlement in which Defendants agreed to create a new Regulatory and Compliance Committee of the Pfizer Board to be supported by a dedicated $75 million fund.

Summary: In the wake of Pfizer's agreement to pay $2.3 billion as part of a settlement with the U.S. Department of Justice to resolve civil and criminal charges relating to the illegal marketing of at least 13 of the company's most important drugs (the largest such fine ever imposed), this shareholder derivative action was filed against Pfizer's senior management and Board alleging they breached their fiduciary duties to Pfizer by, among other things, allowing unlawful promotion of drugs to continue after receiving numerous "red flags" that Pfizer's improper drug marketing was systemic and widespread. The suit was brought by Court-appointed Lead Plaintiffs Louisiana Sheriffs' Pension and Relief Fund and Skandia Life Insurance Company, Ltd. In an unprecedented settlement reached by the parties, the Defendants agreed to create a new Regulatory and Compliance Committee of the Pfizer Board of Directors (the "Regulatory Committee") to oversee and monitor Pfizer's compliance and drug

marketing practices and to review the compensation policies for Pfizer's drug sales related employees.

Case: *Miller et al. v. IAC/InterActiveCorp et al.*

Court: Delaware Court of Chancery

Highlights: This litigation shut down efforts by controlling shareholders to obtain "dynastic control" of the company through improper stock class issuances, setting valuable precedent and sending a strong message to boards and management in all sectors that such moves will not go unchallenged.

Summary: BLB&G obtained this landmark victory for shareholder rights against IAC/InterActiveCorp and its controlling shareholder and chairman, Barry Diller. For decades, activist corporate founders and controllers sought ways to entrench their position atop the corporate hierarchy by granting themselves and other insiders "supervoting rights." Diller laid out a proposal to introduce a new class of non-voting stock to entrench "dynastic control" of IAC within the Diller family. BLB&G litigation on behalf of IAC shareholders ended in capitulation with the Defendants effectively conceding the case by abandoning the proposal. This became a critical corporate governance precedent, given the trend of public companies to introduce "low" and "no-vote" share classes, which diminish shareholder rights, insulate management from accountability, and can distort managerial incentives by providing controllers voting power out of line with their actual economic interests in public companies.

Case: *In re News Corp. Shareholder Derivative Litigation*

Court: Delaware Court of Chancery – Kent County

Highlights: An unprecedented settlement in which News Corp. recouped $139 million and enacted significant corporate governance reforms that combat self-dealing in the boardroom.

Summary: Following News Corp.'s 2011 acquisition of a company owned by News Corp. Chairman and CEO Rupert Murdoch's daughter, and the phone-hacking scandal within its British newspaper division, BLB&G filed a derivative litigation on behalf of the company because of institutional shareholder concern with the conduct of News Corp.'s management. BLB&G ultimately obtained an unprecedented settlement in which News Corp. recouped $139 million for the company coffers and agreed to enact corporate governance enhancements to strengthen its compliance structure, the independence and functioning of its board, and the compensation and clawback policies for management.

Clients and Fees

We are firm believers in the contingency fee as a socially useful, productive and satisfying basis of compensation for legal services, particularly in litigation. Wherever appropriate, even with our corporate clients, we encourage retentions in which our fee is contingent on the outcome of the litigation. This way, it is not the number of hours worked that will determine our fee, but rather the result achieved for our client. The firm generally negotiates with our clients a contingent fee schedule specific to each litigation, and all fee proposals are approved by the client prior to commencing litigation, and ultimately by the Court.

Our clients include many large and well-known financial and lending institutions and pension funds, as well as privately held companies that are attracted to our firm because of our reputation, expertise, and fee structure. Most of the firm's clients are referred by other clients, law firms and lawyers, bankers, investors, and accountants. A considerable number of clients have been referred to the firm by former adversaries. We have always maintained a high level of independence and discretion in the cases we decide to prosecute. As a result, the level of personal satisfaction and commitment to our work is high.

In the Public Interest

Bernstein Litowitz Berger & Grossmann LLP is guided by two principles: excellence in legal work and a belief that the law should serve a socially useful and dynamic purpose. Attorneys at the firm are active in academic, community, and pro bono activities and regularly participate as speakers and contributors to professional organizations. In addition, the firm endows a public interest law fellowship and sponsors an academic scholarship at Columbia Law School. Highlights of our community contributions include:

Bernstein Litowitz Berger & Grossmann Public Interest Law Fellows

BLB&G is committed to fighting discrimination and effecting positive social change. In support of this commitment, the firm donates funds to Columbia Law School to create the Bernstein Litowitz Berger & Grossmann Public Interest Law Fellowship. This fund at Columbia Law School provides Fellows with 100% of the funding needed to make payments on their law school tuition loans so long as such graduates remain in the public interest law field. BLB&G Fellows can begin their careers free of any school debt if they make a long-term commitment to public interest law.

Firm Sponsorship of Her Justice

BLB&G is a sponsor of Her Justice, a not-for-profit organization in New York City dedicated to providing pro bono legal representation to indigent women, principally vulnerable women, in connection with the myriad legal problems they face. The organization trains and supports the efforts of New York lawyers who provide pro bono counsel to these women. Several members and associates of the firm volunteer their time to help women who need divorces from abusive spouses or representation on issues such as child support, custody, and visitation. To read more about Her Justice, visit the organization's website at http://www.herjustice.org/.

Firm Sponsorship of City Year New York

BLB&G is an active supporter of City Year New York, a division of AmeriCorps. The program was founded in 1988 as a means of encouraging young people to devote time to public service and unites a diverse group of volunteers for a demanding year of full-time community service, leadership development, and civic engagement. Through their service, corps members experience a rite of passage that can inspire a lifetime of citizenship and build a stronger democracy.

Max W. Berger Pre-Law Program

The Max W. Berger Pre-Law Program was established at Baruch College to encourage outstanding minority undergraduates to pursue a meaningful career in the legal profession. Providing workshops, seminars, counseling, and mentoring to Baruch students, the program facilitates and guides them through the law school research and application process, and places them in appropriate internships and other pre-law working environments.

Our Attorneys

BLB&G employs a dedicated team of attorneys, including partners, counsel, associates, and senior staff attorneys. Biographies for each of our attorneys can be found on our website here. On a case-by-case basis, we also make use of a pool of staff attorneys to supplement our litigation teams. The BLB&G team also includes investigators, financial analysts, paralegals, e-discovery specialists, information technology professionals, and administrative staff. Biographies for our investigative team are available on our website here, and biographies for the leaders of our administrative departments are viewable here.

Partners

Max Berger, Founding Partner, has grown BLB&G from a partnership of four lawyers in 1983 into what the *Financial Times* described as "one of the most powerful securities class action law firms in the United States" by prosecuting seminal cases which have increased market transparency, held wrongdoers accountable, and improved corporate business practices in groundbreaking ways.

Described by sources quoted in leading industry publication *Chambers USA* as "the smartest, most strategic plaintiffs' lawyer [they have] ever encountered," Max has litigated many of the firm's most high-profile and significant cases and secured some of the largest recoveries ever achieved in securities fraud lawsuits, negotiating seven of the largest securities fraud settlements in history, each in excess of a billion dollars: *Cendant* ($3.3 billion), *Citigroup-WorldCom* ($2.575 billion), *Bank of America/Merrill Lynch* ($2.4 billion), *JPMorgan Chase-WorldCom* ($2 billion), *Nortel* ($1.07 billion), *Merck* ($1.06 billion), and *McKesson* ($1.05 billion). Max's prosecution of the *WorldCom* litigation, which resulted in unprecedented monetary contributions from WorldCom's outside directors (nearly $25 million out of their own pockets on top of their insurance coverage) "shook Wall Street, the audit profession and corporate boardrooms." (*The Wall Street Journal*)

Max's cases have resulted in sweeping corporate governance overhauls, including the creation of an independent task force to oversee and monitor diversity practices (*Texaco* discrimination litigation), establishing an industry-accepted definition of director independence, increasing a board's power and responsibility to oversee internal controls and financial reporting (*Columbia/HCA*), and creating a Healthcare Law Regulatory Committee with dedicated funding to improve the standard for regulatory compliance oversight by a public company board of directors (*Pfizer*). His cases have yielded results which have served as models for public companies going forward.

Most recently, before the #metoo movement came alive, on behalf of an institutional investor client, Max handled the prosecution of an unprecedented shareholder derivative litigation against Fox News parent 21st Century Fox, Inc. arising from the systemic sexual and workplace harassment at the embattled network. After nearly 18 months of litigation, discovery, and negotiation related to the shocking misconduct and the Board's extensive alleged governance failures, the parties unveiled a landmark settlement with two key components: 1) the first ever Board-level watchdog of its kind—the "Fox News Workplace Professionalism and Inclusion Council" of experts (WPIC)—majority independent of the Murdochs, the Company and Board; and 2) one of the largest financial recoveries—$90 million—ever obtained in a pure corporate board oversight dispute. The WPIC is expected to serve as a model for public companies in all industries.

Max's work has garnered him extensive media attention, and he has been the subject of feature articles in a variety of major media publications. *The New York Times* highlighted his remarkable track record in an October 2012 profile entitled "Investors' Billion-Dollar Fraud Fighter," which also discussed his role in the *Bank of America/Merrill Lynch Merger* litigation. In 2011, Max was twice profiled by *The American Lawyer* for his role in negotiating a $627 million recovery on behalf of investors in the *In re Wachovia Corp. Securities Litigation,* and a $516 million recovery in *In re Lehman Brothers Equity/Debt Securities Litigation.* For his outstanding efforts on behalf of WorldCom investors, he was featured in articles in *BusinessWeek* and *The American Lawyer*, and *The National Law Journal* profiled Max (one of only eleven attorneys selected nationwide) in its annual 2005 "Winning Attorneys" section. He was subsequently featured in a 2006 *New York Times* article, "A Class-Action Shuffle," which assessed the evolving landscape of the securities litigation arena.

One of the "100 Most Influential Lawyers in America"

Widely recognized as the "Dean" of the U.S. plaintiff securities bar for his remarkable career and his professional excellence, Max has a distinguished and unparalleled list of honors to his name.

- He was selected as one of the "100 Most Influential Lawyers in America" by *The National Law Journal* for being "front and center" in holding Wall Street banks accountable and obtaining over $5 billion in cases arising from the subprime meltdown, and for his work as a "master negotiator" in obtaining numerous multi-billion dollar recoveries for investors.
- Described as a "standard-bearer" for the profession in a career spanning nearly 50 years, he is the recipient of *Chambers USA's* award for Outstanding Contribution to the Legal Profession. In presenting this prestigious honor, *Chambers* recognized Max's "numerous headline-grabbing successes," as well as his unique stature among colleagues—"warmly lauded by his peers, who are nevertheless loath to find him on the other side of the table." Max has been recognized as a litigation "star" and leading lawyer in his field by *Chambers* since its inception.
- *Benchmark Litigation* recently inducted him into its exclusive "Hall of Fame" and named him a 2021 "Litigation Star" in recognition of his career achievements and impact on the field of securities litigation.
- Upon its tenth anniversary, *Lawdragon* named Max a "Lawdragon Legend" for his accomplishments. He was recently inducted into *Lawdragon's* "Hall of Fame." He is regularly included in the publication's "500 Leading Lawyers in America" and "100 Securities Litigators You Need to Know" lists.
- *Law360* published a special feature discussing his life and career as a "Titan of the Plaintiffs Bar," named him one of only six litigators selected nationally as a "Legal MVP," and selected him as one of "10 Legal Superstars" nationally for his work in securities litigation.
- Max has been regularly named a "leading lawyer" in the *Legal 500 US Guide* where he was also named to their "Hall of Fame" list, as well as *The Best Lawyers in America®* guide.
- Max was honored for his outstanding contribution to the public interest by Trial Lawyers for Public Justice, which named him a "Trial Lawyer of the Year" Finalist in 1997 for his work in *Roberts, et al. v. Texaco*, the celebrated race discrimination case, on behalf of Texaco's African-American employees.

Max has lectured extensively for many professional organizations, and is the author and co-author of numerous articles on developments in the securities laws and their implications for public policy. He was chosen, along with

several of his BLB&G partners, to author the first chapter—"Plaintiffs' Perspective"—of Lexis/Nexis's seminal industry guide *Litigating Securities Class Actions*. An esteemed voice on all sides of the legal and financial markets, in 2008 the SEC and Treasury called on Max to provide guidance on regulatory changes being considered as the accounting profession was experiencing tectonic shifts shortly before the financial crisis.

Max also serves the academic community in numerous capacities. A long-time member of the Board of Trustees of Baruch College, he served as the President of the Baruch College Fund from 2015-2019 and now serves as its Chairman. In May 2006, he was presented with the Distinguished Alumnus Award for his contributions to Baruch College, and in 2019, was awarded an honorary Doctor of Laws degree at Baruch's commencement, the highest honor Baruch College confers upon an individual for non-academic achievement. The award recognized his decades-long dedication to the mission and vision of the College, and in bestowing it, Baruch's President described Max as "one of the most influential individuals in the history of Baruch College." Max established the Max Berger Pre-Law Program at Baruch College in 2007.

A member of the Dean's Council to Columbia Law School as well as the Columbia Law School Public Interest/Public Service Council, Max has taught Profession of Law, an ethics course at Columbia Law School, and serves on the Advisory Board of Columbia Law School's Center on Corporate Governance. In February 2011, Max received Columbia Law School's most prestigious and highest honor, "The Medal for Excellence." This award is presented annually to Columbia Law School alumni who exemplify the qualities of character, intellect, and social and professional responsibility that the Law School seeks to instill in its students. As a recipient of this award, Max was profiled in the Fall 2011 issue of *Columbia Law School Magazine.* Max is a member of the American Law Institute and an Advisor to its Restatement Third: Economic Torts project. Max recently endowed the Max Berger '71 Public Interest/Public Service Fellows Program at Columbia Law School. The program provides support for law students interested in pursuing careers in public service. Max and his wife, Dale, previously endowed the Dale and Max Berger Public Interest Law Fellowship at Columbia Law School and, under Max's leadership, BLB&G also created the Bernstein Litowitz Berger & Grossmann Public Interest Law Fellowship at Columbia.

Among numerous charitable and volunteer works, Max is a significant and long-time contributor to Her Justice, a non-profit organization in New York City dedicated to providing *pro bono* legal representation to indigent women, principally survivors of intimate partner violence, in connection with the many legal problems they face. In recognition of their personal support of the organization, Max and his wife, Dale Berger, were awarded the "Above and Beyond Commitment to Justice Award" by Her Justice in 2021 for being steadfast advocates for women living in poverty in New York City. In addition to his personal support of Her Justice, Max has ensured BLB&G's long-time involvement with the organization. Max is also an active supporter of City Year New York, a division of AmeriCorps, dedicated to encouraging young people to devote time to public service. In July 2005, he was named City Year New York's "Idealist of the Year," for his commitment to, service for, and work in the community. A celebrated photographer, Max has held two successful photography shows that raised hundreds of thousands of dollars for City Year and Her Justice.

Education: Columbia Law School, 1971, J.D., Editor of the *Columbia Survey of Human Rights Law*; Baruch College-City University of New York, 1968, B.B.A., Accounting

Bar Admissions: New York; United States District Court for the Eastern District of New York; United States District Court for the Southern District of New York; United States Court of Appeals for the Second Circuit; United States

Mike Blatchley, a BLB&G partner based in New York, focuses his practice on securities fraud litigation. Over the course of his career, he has helped recover billions of dollars for the firm's institutional investor clients and the classes they represent through securities fraud class and direct actions. Highlights of his casework include:

- *In re Allianz Global Investors U.S. Litigation*: Playing a key role on the BLB&G team that recovered over $2 billion for 35 institutions that invested in the Allianz Structured Alpha Funds.

- *In re Wells Fargo & Company Securities Litigation*: Helping to lead the federal securities class action lawsuit against Wells Fargo, recovering $1 billion for investors—the largest securities recovery of 2023.

- *In re Allergan, Inc. Proxy Violation Securities Litigation*: Serving as a key member of the team that achieved a $250 million recovery in the precedent-setting case alleging unlawful insider trading by hedge fund billionaire Bill Ackman.

- *In re JPMorgan Chase & Co. Securities Litigation*: Helping to recover $150 million for investors in the securities fraud class action arising out of misrepresentations and omissions concerning JPMorgan's Chief Investment Office, the company's risk management systems, and the trading activities of the "London Whale."

He is currently prosecuting many high-profile cases on behalf of the firm's clients, including securities cases against *Turquoise Hill Resources*, *TD Bank/First Horizon*, *Illumina*, and *Energy Transfer*. Mike is routinely recognized in the market for his outstanding securities litigation work. He has been named to *Benchmark Litigation's* "Under 40 Hot List," selected as a leading plaintiff financial lawyer by Lawdragon, and recognized as a "Super Lawyer" by *Thomson Reuters*. Mike frequently presents to pension fund professionals and trustees concerning legal issues impacting their funds and has written numerous articles addressing securities litigation and investor rights. He co-authored the chapter "Laying the Groundwork for Mediation" in Practicing Law Institute's Financial Services Mediation Answer Book. Mike received his J.D., *cum laude*, from Brooklyn Law School, where he was an Edward V. Sparer Public Interest Law Fellow, a recipient of the William Payson Richardson Memorial Prize and Richard Elliott Blyn Memorial Prize, and Editor of the Brooklyn Law Review. He received his B.A. from the University of Wisconsin.

Education: Brooklyn Law School, J.D., *cum laude*, Edward V. Sparer Public Interest Law Fellowship; William Payson Richardson Memorial Prize; Richard Elliott Blyn Memorial Prize; Editor for the Brooklyn Law Review; Moot Court Honor Society; University of Wisconsin, B.A.

Bar Admissions: New York; New Jersey; U.S. District Court for the Southern District of New York; U.S. District Court for the District of New Jersey; U.S. District Court for the Western District of Wisconsin; U.S. Court of Appeals for the Ninth Circuit

Scott Foglietta prosecutes securities fraud, corporate governance, and shareholder rights litigation on behalf of the firm's institutional investor clients. As a member of the firm's case development and client advisory group, Scott advises Taft-Hartley pension funds, public pension funds, and other institutional investors on potential legal claims. Scott was an integral member of the teams that advised the firm's clients in their prosecution of numerous significant matters, including securities class actions against *Wells Fargo* ($480 million recovery), *Kraft Heinz* ($450 million recovery), *Salix Pharmaceuticals* ($210 million recovery), *Luckin Coffee* ($175 million recovery), and *Equifax* ($149

million recovery). Scott was also key member of the teams that evaluated and developed novel case theories or claims in several matters, including a securities class action against Willis Towers Watson, which arose from misrepresentations made in a proxy statement in connection with the merger between Willis Group and Towers Watson and was resolved for $75 million, and an ongoing securities class action against *Perrigo* arising from misrepresentations made in connection with a tender offer for shares trading in both the United States and Israel. Scott was also a member of the teams that secured our clients' appointments as lead plaintiffs in the ongoing securities class actions against *Boeing, Meta Platforms, Seagate, Silvergate, TD Bank* and *First Horizon*, and *SVB Financial*, among others. Scott was also a member of the team that advised one of the firm's institutional investor clients in a shareholder derivative action against the board of directors of *FirstEnergy Corp*. arising from the company's role in an egregious public corruption scandal, in which $180 million was recovered and substantial governance reforms were obtained. Scott is routinely recognized for his outstanding legal work, including being named a "Rising Star" by *The National Law Journal* and *Law360*, and to *Benchmark Litigation's* "40 & Under" Hot List. Scott has also been named to numerous Lawdragon lists, including "500 Leading Plaintiff Financial Lawyers," "500 Leading Lawyers in America," and "*Lawdragon 500 X* – The Next Generation." Before joining the firm, Scott represented institutional and individual clients in a wide variety of complex litigation matters, including securities class actions, commercial litigation, and ERISA litigation. Prior to law school, Scott earned an M.B.A. in finance from Clark University and worked as a capital markets analyst for a boutique investment banking firm.

Education: Brooklyn Law School, 2010, J.D. Clark University, Graduate School of Management, 2007, M.B.A., Finance; Clark University, 2006, B.A., *cum laude*, Management
Bar Admissions: New York; New Jersey; United States District Court for the Southern District of New York; United States District Court for the Eastern District of New York; United States District Court for the District of New Jersey

Salvatore Graziano is a BLB&G partner and member of the firm's Executive Committee. Widely recognized as one of the top securities litigators in the country, he has served as lead trial counsel in several historic securities fraud class actions, recovering billions of dollars on behalf of institutional investors and hedge fund clients. He practices out of the firm's New York office.

Over the course of his distinguished career, Salvatore has successfully litigated many high-profile cases, including: *In re Merck & Co., Inc. Securities Litigation* (Vioxx-Related): Securing a landmark $1.06 billion recovery in this litigation concerning misrepresentations about the safety of Merck's drug Vioxx. Salvatore led the BLB&G team through 10 years of litigation, successfully obtaining a groundbreaking, investor-friendly ruling from the U.S. Supreme Court on the statute of limitations for securities fraud claims. *In re Schering-Plough Corporation/ENHANCE Securities Litigation*: Leading the BLB&G team that prosecuted this case, which settled on the eve of trial for a combined $688 million—the second largest securities class action recovery against a pharmaceutical company in history and among the largest securities class action settlements of any kind.

- *Gary Hefler et al. v. Wells Fargo & Company et al.*: Leading the BLB&G team that prosecuted this securities class action against Wells Fargo arising from the highly publicized scandal concerning Wells Fargo's creation of millions of fake or unauthorized accounts. Salvatore successfully recovered $480 million for investors— the fifth largest securities class action recovery ever in the Ninth Circuit.

- *In re Kraft Heinz Securities Litigation*: Prosecuting securities class action claims arising from Kraft Heinz's $15.4 billion goodwill write-down in 2019—one of the largest goodwill impairment charges taken by any company since the 2008 financial crisis. Salvatore and the BLB&G team overcame defendants' motions to dismiss and recovered $450 million for impacted investors.

- *New York State Teachers' Retirement System v. General Motors Co.*: Resolving this securities class action against General Motors for $300 million—the second largest recovery of its kind in the Sixth Circuit. This case arose from a series of misrepresentations concerning the quality, safety, and reliability of the company's cars.

Salvatore is consistently recognized by industry observers, peers, and adversaries for his remarkable achievements. He is celebrated as one of the *"Top 100 Trial Lawyers"* in the nation and a *"Litigation Star"* by *Benchmark Litigation* for delivering "top quality work." *Chambers USA* regularly ranks him as a top litigator, with market sources describing him as "a fabulous oral advocate" and having "the vision to view a case like a chess master...always several moves ahead." *The Legal 500* also ranks him highly, quoting sources who commend him as a "highly effective litigator." Salvatore's accolades from *Law360* include multiple recognitions as one of the few Securities Litigation and Class Action "MVPs" in the nation and as a 2025 "Titan of the Plaintiffs Bar" for his exceptional work in multiple highprofile securities litigation cases before the U.S. Supreme Court involving Macquarie, Facebook, and Nvidia. Additionally, he is named a "Litigation Trailblazer" by *The National Law Journal*, featured in *Lawdragon's* "500 Leading Lawyers in America" and "500 Leading Plaintiff Financial Lawyers in America," recognized as a leading mass tort and plaintiff class action litigator by *Best Lawyers®*, and listed among *Thomson Reuters'* "Super Lawyers." In recognition of his high level of efficacy and countless accomplishments in litigation and trial work, as well as his ethical reputation, Salvatore was named a Fellow of the Litigation Counsel of America ("LCA"). This close-knit, peerselected group embodies the best of the best in trial law, with most members bringing 12 or more years of experience to the table. LCA membership is limited to 3,500 fellows, representing less than one-half of one percent of American lawyers. A highly esteemed voice on investor rights, regulatory and market issues, in 2008, Salvatore was called upon by the U.S. Securities and Exchange Commission's Advisory Committee on Improvements to Financial Reporting to give testimony as to the state of the industry and potential impacts of proposed regulatory changes being considered.

He is the author and co-author of numerous articles on developments in the securities laws, and was chosen, along with several of his BLB&G partners, to author the first chapter, "Plaintiffs' Perspective," of Lexis/Nexis's seminal industry guide Litigating Securities Class Actions. He regularly speaks on securities fraud litigation and shareholder rights and has repeatedly guest lectured at Columbia Law School on these topics. Salvatore is a Senior Vice President of the Institute for Law and Economic Policy. He previously served as President of the National Association of Shareholder & Consumer Attorneys and has served as a member of the Financial Reporting Committee and the Securities Regulation Committee of the Association of the Bar of the City of New York. Prior to entering private practice, Salvatore served as an Assistant District Attorney in the Manhattan District Attorney's Office.

Education: New York University School of Law, 1991, J.D., *cum laude*; New York University - The College of Arts and Science, 1988, B.A., *cum laude*, Psychology

Bar Admissions: New York; United States District Court for the Southern District of New York; United States District Court for the Eastern District of New York; United States District Court for the Eastern District of Michigan; United States Court of Appeals for the First Circuit; United States Court of Appeals for the Second Circuit; United States Court of Appeals for the Third Circuit; United States Court of Appeals for the Fourth Circuit; United States Court of Appeals for the Sixth Circuit; United States Court of Appeals for the Ninth Circuit; United States Court of Appeals for the Eleventh Circuit; Supreme Court of the United States

Jim Harrod, a BLB&G partner, focuses his practice on representing the firm's institutional investor clients in securities fraud-related matters. He leads the firm's Global Securities and Litigation Monitoring Team, which monitors securities actions around the world and advises BLB&G's institutional clients on potential avenues for recovery in those actions. Jim has more than 25 years of experience prosecuting complex litigation in federal courts and has obtained over $3 billion on behalf of investor classes. He practices out of BLB&G's New York office. Jim has litigated many of BLB&G's most significant securities fraud actions, obtaining record recoveries for the firm's clients. Most recently, he was a leader of the BLB&G litigation team that recovered over $2 billion for 35 institutions that invested in the Allianz Structured Alpha Funds. Jim's other high-profile cases include:

- *New York State Teachers' Retirement System v. General Motors Company*: Jim prosecuted the securities litigation against General Motors arising from the company's recall of vehicles with defective ignition switches, recovering $300 million for investors—the second largest securities class action recovery in the Sixth Circuit.

- *In re Motorola Securities Litigation*: Jim was a key member of a litigation team that represented the State of New Jersey's Division of Investment in the securities fraud case against Motorola, obtaining a $190 million recovery three days before trial. Jim has significant knowledge and experience prosecuting claims against foreign issuers and actions brought under foreign law. His recent work in this area includes:

- *Roofers' Pension Fund v. Joseph C. Papa, et al.*: Jim led the securities case against Perrigo, which asserted claims on behalf of investors under U.S. and Israeli law. Perrigo was recently resolved for $97 million.

- *In re Equifax Inc. Securities Litigation*: Jim served as lead counsel for German asset manager Union Asset Management AG in litigation against Equifax related to the company's massive 2017 data breach, obtaining a $149 million recovery for defrauded investors. This remains the largest recovery in a securities class action based on a data breach.

- *In re Volkswagen AG Securities Litigation*: Jim served as lead counsel in this litigation relating to Volkswagen's misrepresentations concerning its "clean diesel" cars. The case involved significant international discovery, foreign jurisdictional issues, and overlapping litigation in Europe. The settlement obtained a recovery of 100% of investors damages.

Jim's experience includes representing institutional investors in cases concerning the issuance of residential mortgage-backed securities prior to the 2008 financial crisis. For example, he led the team that recovered $500 million for investors in In re Bear Stearns Mortgage Pass-Through Certificates Litigation, which brought claims related to the issuance of mortgage pass-through certificates during 2006 and 2007. Jim served as co-lead counsel in a similar action, Plumbers' & Pipefitters' Local #562 Supplemental Plan & Trust v. J.P. Morgan Acceptance Corp. I, which recovered $280 million on behalf of a class of investors. Jim is a frequent speaker to public pension fund organizations and trustees concerning fiduciary duties, emerging issues in securities litigation, and the financial markets. He is also a regular author on topics related to the securities laws. Most recently, he co-authored a Bloomberg Law article examining a common insider trading defense. In recognition of his outstanding work, Jim was named a "Securities MVP" by Law360 in 2022 and a "Plaintiffs' Lawyers Trailblazer" by The National Law Journal in 2021. He is regularly recognized as a "Litigation Star" by Benchmark Litigation, among the leading U.S. legal practitioners by Lawdragon, and among the most talented lawyers in New York by Thomson Reuters' Super Lawyers. Prior to joining BLB&G, Jim practiced at Wolf Popper LLP for 14 years. He received his J.D. from George Washington University Law School and his B.A. from Skidmore College.

Education: George Washington University Law School, J.D.; Skidmore College, B.A.

Bar Admissions: New York; United States District Court for the Southern District of New York; United States District Court for the Eastern District of New York; United States Court of Appeals for the Second Circuit; United States Court of Appeals for the Third Circuit; United States Court of Appeals for the Sixth Circuit; United States Court of Appeals for the Seventh Circuit

Mark Lebovitch [Former Partner] co-led the firm's corporate governance litigation practice, focusing on the startup and conclusion stages of the practice's derivative suits and transactional litigation. Working with his institutional investor clients, he fought to hold management accountable, pursuing meaningful and novel challenges to alleged corporate governance-related misconduct and anti-shareholder practices. A seasoned litigator, Mark also prosecuted securities fraud class actions and was a senior or lead member of the trial teams on some of the most high-profile securities fraud class actions and corporate governance litigations in history. His cases regularly resulted in key legal precedents while helping recoup billions of dollars for investors and improving corporate governance practices.

Mark led numerous of the firm's cases involving special purpose acquisition companies ("SPACs"), including claims in Delaware's Court of Chancery, such as *In re MultiPlan Stockholders' Litigation*, as well as a series of novel federal actions involving alleged violations of the Investment Company Act by a number of SPACs.

Mark was part of the trial team that successfully invalidated a novel "anti-activism" poison pill in *In re The Williams Companies Stockholder Litigation*, and recovered $110 million for investors while eliminating side benefits in connection with the prosecution and settlement of Delaware litigation arising from the merger of GCI Liberty, Inc. Mark argued numerous cases to the Delaware Supreme Court, most recently in fending off an interlocutory appeal intended to derail investor claims in *In re Straight Path Stockholders Litigation*.

Previously, Mark led the *Allergan Proxy Violation Litigation*, alleging an unprecedented insider trading scheme. After a ferocious three-year legal battle over an alleged attempt to circumvent the spirit of the U.S. securities laws,

defendants accepted a $250 million settlement for Allergan investors. In 2017, before the birth of the #metoo movement, he led the prosecution of a novel and socially-important shareholder derivative litigation against Fox News parent 21st Century Fox, Inc. arising from the systemic sexual and workplace harassment at the embattled network. The case resulted in one of the largest financial recoveries–$90 million–ever obtained in a pure corporate board oversight dispute; and the creation of an independent council of experts–named the "Fox News Workplace Professionalism and Inclusion Council"– which has served as a model for public companies in all industries.

Mark prosecuted *In re Freeport-McMoRan Derivative Litigation*, which resulted in a $154 million recovery structured as a special dividend that would be distributed to shareholders—a first-of-its-kind result—to rectify the Freeport-McMoRan Board's decision to significantly overpay for a firm controlled by the company's CEO. He also served as lead counsel in the derivative case against News Corp. concerning its high-profile hacking scandal, which resulted in a $139 million recovery and corporate governance reforms that strengthened the company's compliance structure, the independence of its board, and the company's pay practices.

For these and other several other recent prosecutions, the *New York Law Journal* bestowed Mark with its most prestigious honor, naming him the 2019 "Attorney of the Year" at the New York Legal Awards. Among other industry leading recognitions, he has been named a "Leading Lawyer" by *Lawdragon* and a "Litigation Star" by *Benchmark Litigation*. He is also recognized as a top litigator by *Chambers USA* for what quoted sources describe as his "very smart" approach, along with his "particular strength in corporate governance litigation, focusing on shareholder derivative suits" and for being "absolutely fearless" and providing "great advocacy for his clients." Mark has been named a Fellow at the American College of Governance Counsel, an invite-only membership that is extended to lawyers who have practiced law for a minimum of 15 years, while devoting at least 10 of those practice years focused on the field of governance.

** Not admitted to practice in Delaware.*

Education: Binghamton University – State University of New York, 1996, B.A., *cum laude*; New York University School of Law, 1999, J.D., *cum laude*.

Bar Admissions: New York; United States District Court for the Southern and Eastern Districts of New York; United States District Court for the District of Colorado; United States Court of Appeals for the Second Circuit; United States Court of Appeals for the Ninth Circuit.

Jerry Silk is a member of BLB&G's Executive Committee and co-leader of the firm's case development and client advisory group, which performs portfolio monitoring and case evaluation services for the firm's more than 350 institutional investor clients. Recognized as one of the country's leading advisors to institutional investors worldwide, Jerry has nearly 30 years of experience advising and representing institutional investors on matters involving federal and state securities laws, accountants' liability, corporate officers' and directors' fiduciary duties, and the fairness of corporate transactions to shareholders. He also advises creditors on their right to pursue claims against officers and directors, as well as professionals, both inside and outside of bankruptcy.

Jerry practices out of the firm's New York office. Jerry has led BLB&G's representation of some of the most important securities actions of all time, recovering billions of dollars for investors damaged by corporate fraud and misconduct. Highlights of Jerry's litigation experience include: *In re Cendant Corporation Securities Litigation*: Playing a key role in the prosecution of the securities fraud class action against Cendant, which was resolved for $3.3 billion—the third

largest U.S. securities class action recovery of all time; *In re Allianz Global Investors U.S. Litigation*: Playing a key role on the BLB&G team that recovered over $2 billion for 35 institutions that invested in the Allianz Structured Alpha Funds; *New York State Teachers' Retirement System v. General Motors Company*: Litigating the securities case against General Motors arising from misrepresentations concerning the safety and reliability of the company's cars, recovering $300 million.

In addition, Jerry is actively involved in the firm's prosecution of highly successful M&A litigation. He was a coleader of the BLB&G team that prosecuted the shareholder class action arising from the proposed acquisition of Caremark Rx by CVS—which led to an increase of approximately $3.5 billion in the consideration offered to shareholders. Jerry also successfully resolved an innovative case on behalf of sellers of Dole Food securities, where plaintiffs alleged that Dole's CEO issued misrepresentations to drive the price of the company down in order to take the company private on the cheap. BLB&G resolved the Dole case for $74 million.

In the wake of the 2008 financial crisis, Jerry advised the firm's institutional investor clients on their rights with respect to claims involving transactions in residential mortgage-backed securities ("RMBS") and collateralized debt obligations. His work representing Cambridge Place Investment Management on claims under Massachusetts state law against numerous investment banks arising from the purchase of billions of dollars of RMBS was featured in the 2010 New York Times article " Mortgage Investors Turn to State Courts for Relief."

Recognized as one of an elite group of notable practitioners by *Chambers USA*, Jerry has also been named a "Litigation Star" by *Benchmark Litigation* and is recommended by *The Legal 500* USA guide for plaintiffs' securities litigation. *Lawdragon* magazine, which has named Jerry one of the "100 Securities Litigators You Need to Know," one of the "500 Leading Plaintiff Financial Lawyers," one of the "500 Leading Lawyers in America," and a "Lawdragon Legend," profiled Jerry as part of its "Lawyer Limelight" special series, discussing subprime litigation and his passion for plaintiffs' work. In 2014, Jerry was recognized by *The National Law Journal* in its inaugural list of "Litigation Trailblazers & Pioneers"—one of 50 lawyers in the country recognized for having changed the practice of litigation through innovative legal strategies. He has also been selected by Thomson Reuters as a New York City "Super Lawyer" several times.

Jerry lectures to institutional investors at conferences throughout the country and is a regular speaker at Practising Law Institute's Annual Institute on Securities Regulation. He has written several articles on developments in securities and corporate law, including in the *New York Times, Financial Times, Bloomberg, The National Law Journal, and the New York Law Journal*. He has also served as a commentator for the business media on television, appearing on NBC's Today, and CNBC's Power Lunch, Morning Call, and Squawkbox, among other programs. Jerry received his J.D., *cum laude*, from Brooklyn Law School, and his B.S. in Economics from the Wharton School of the University of Pennsylvania. Jerry previously served as a law clerk to the Honorable Steven M. Gold in the U.S. District Court for the Eastern District of New York.

Education: Brooklyn Law School, 1995, J.D., *cum laude;* Wharton School of the University of Pennsylvania, 1991, B.S., Economics

Bar Admissions: New York; United States District Court for the Southern District of New York; United States District Court for the Eastern District of New York; United States Court of Appeals for the Second Circuit

Senior Counsel

Jai K. Chandrasekhar [Former Senior Counsel] prosecuted securities-fraud litigation for the firm's institutional-investor clients. He was a member of the litigation teams on many of the firm's high-profile securities cases in which the firm achieved substantial recoveries for the respective classes, including *In re Schering-Plough Corp./ENHANCE Securities Litigation* ($473 million), *In re Refco, Inc. Securities Litigation* ($367.3 million), *In re MF Global Holdings Ltd. Securities Litigation* ($234.3 million), *In re Luckin Coffee Inc. Securities Litigation* ($175 million), *In re JPMorgan Chase & Co. Securities Litigation* ($150 million), *In re Bristol Myers Squibb Co. Securities Litigation* ($125 million), *In re comScore, Inc. Securities Litigation* ($27 million in cash and $83 million in stock), *In re Willis Towers Watson plc Proxy Litigation*($75 million), *In re Volkswagen AG Securities Litigation*($48 million), *In re Facebook, Inc. IPO Securities and Derivative Litigation* ($35 million), *In re Evoqua Water Technologies Corp. Securities Litigation* ($16.65 million), and *In re OPKO Health, Inc Securities Litigation* ($16.5 million).

Jai counseled the plaintiffs in *In re EQT Corp. Securities Litigation*, a securities class action arising from misrepresentations concerning natural gas producer EQT's acquisition of Rice Energy Inc.; *In re Turquoise Hill Resources Ltd. Securities Litigation*, a securities class action arising from misrepresentations by mining company Turquoise Hill's controlling stockholder, Rio Tinto plc, concerning schedule delays and cost overruns in the development of Turquoise Hill's copper mine in Mongolia; and *Camelot Event Driven Fund v. Morgan Stanley & Co. LLC (ViacomCBS)*, a securities class action arising from the failure by ViacomCBS and its underwriters for public offerings of the Company's common and preferred stock to disclose in the offering documents that several of the underwriters were about to make massive sales of their proprietary holdings of ViacomCBS stock that would crater ViacomCBS securities' market prices. In all three of these cases, plaintiffs defeated defendants' motions to dismiss in whole or in substantial part and are taking pretrial discovery.

Jai was also active in the firm's appellate practice, having successfully briefed appeals in *In re BioScrip, Inc. Securities Litigation*, *In re Facebook, Inc. IPO Securities and Derivative Litigation*, and *Camelot Event Driven Fund v. Morgan Stanley & Co. LLC (ViacomCBS)*, among others. He also drafted numerous amicus curiae briefs in the U.S. Court of Appeals for the Second Circuit and the U.S. Supreme Court.

Jai was also a member of the firm's Global Securities and Litigation Monitoring Team, which monitors global equities traded in non-U.S. jurisdictions for prospective and pending international securities matters, and provides critical analysis of options to recover losses incurred on securities purchased in non-U.S. markets.

Before joining BLB&G, Jai was a Staff Attorney with the Division of Enforcement of the United States Securities and Exchange Commission, where he investigated securities law violations and coordinated investigations involving multiple SEC offices and other government agencies. Before his tenure at the SEC, he was an associate at Sullivan & Cromwell LLP, where he represented corporate issuers and underwriters in public and private offerings of stocks, bonds, and complex securities and advised corporations on periodic reporting under the Securities Exchange Act of 1934, compliance with the Sarbanes-Oxley Act of 2002, and other corporate and securities matters.

Jai is a member of the New York County Lawyers Association, where he serves as the Secretary and is a member of the Federal Courts Committee and the Boards of Directors of the Association and the NYCLA Foundation. He is also a member of the New York State Bar Association, where he is a former member of the House of Delegates. Jai is also a member of the New York Numismatic Club, served as the Club's president from 2019 to 2020, and is an expert on French art medals.

Education: Yale University, B.A., 1987, *summa cum laude*, Phi Beta Kappa. Yale Law School, J.D., 1997, Book Review Editor, *Yale Law Journal*

Bar Admissions: New York; United States District Court for the Southern District of New York; United States District Court for the Eastern District of New York; United States District Court for the Western District of Wisconsin; United States Court of Appeals for the Second Circuit; United States Court of Appeals for the Third Circuit; United States Court of Appeals for the Fourth Circuit; United States Court of Appeals for the Fifth Circuit; United States Court of Appeals for the Ninth Circuit; United States Court of Appeals for the Federal Circuit; Supreme Court of the United States

David L. Duncan's practice concentrates on the settlement of class actions and other complex litigation and the administration of class action settlements.

Prior to joining BLB&G, David worked as a litigation associate at Debevoise & Plimpton, where he represented clients in a wide variety of commercial litigation, including contract disputes, antitrust and products liability litigation, and in international arbitration. In addition, he has represented criminal defendants on appeal in New York State courts and has successfully litigated on behalf of victims of torture and political persecution from Sudan, Côte d'Ivoire and Serbia in seeking asylum in the United States.

While in law school, David served as an editor of the *Harvard Law Review*. After law school, he clerked for Judge Amalya L. Kearse of the U.S. Court of Appeals for the Second Circuit.

Education: Harvard Law School, 1997, J.D; *magna cum laude;* Harvard College, 1993, A.B., *magna cum laude*, Social Studies

Bar Admissions: New York; Connecticut; United States District Court for the Southern District of New York

Associates

Samuel Coffin [Former Associate] practiced out of the firm's New York office and prosecuted securities fraud, corporate governance, and shareholder rights litigation on behalf of the firm's institutional investor clients.

Prior to joining BLB&G, Sam clerked at a prestigious national plaintiffs' law firm, specializing in securities and consumer litigation. He has also worked as a judicial intern for the Honorable John P. Cronan of the United States District Court for the Southern District of New York, as a summer associate for an international law firm with a focus on civil litigation, and as a staff auditor and investment analyst in the New York City Comptroller's Office.

Sam graduated *magna cum laude* from Brooklyn Law School, during which time he served as Senior Editor for the *Brooklyn Law Review*. He received his B.A. in both History and Economics from Columbia University.

Education: Columbia University, 2018, B.A., History, Economics; Brooklyn Law School, 2023, J.D., *magna cum laude*

Bar Admission: New York

R. Ryan Dykhouse [Former Associate] practiced out of the firm's New York office and prosecuted securities fraud, corporate governance, and shareholder rights litigation on behalf of the firm's institutional investor clients.

He assisted the firm in its prosecution of *Lord Abbett Affiliated Fund, Inc. v. Navient Corporation; In re City of Sunrise Firefighters' Pension Fund v. Oracle Corp.; Yoshikawa v. Exxon Mobil Corp., et al.; Roofer's Pension Fund v. Papa et al.;* and *In re Turquoise Hill Resources Securities Litigation*. He was also a member of the teams that recovered $70 million for investors in *SEB Investment Management AB v. Symantec Corp., et al.*, $16.5 million in *Steinberg v. Opko Health, Inc., et al.*, and $3.5 million from Apple, Inc. in *Levy v. Gutierrez, et al.*

Prior to joining the firm, Ryan was a Disputes Resolution Associate with Freshfields Bruckhaus Deringer, where he represented public and private companies on internal and government investigations, sanctions compliance, and litigation matters. He also spent seven months on rotation in Freshfields' mergers & acquisitions group, counseling multinational companies on cross-border M&A transactions.

While attending Harvard Law School, Ryan served as the Executive Managing Editor of the *Harvard Civil Rights – Civil Liberties Law Review*. He also represented clients in housing eviction and wage theft cases as student counsel with the Harvard Legal Aid Bureau, and served as a Legal Intern for the Civil Division of the United States Attorney's Office, Southern District of New York.

Education: Harvard Law School, 2017, J.D., Executive Managing Editor, *Harvard Civil Rights – Civil Liberties Law Review*; Hunter College, 2014, M.S.Ed.; Olivet Nazarene University, 2012, B.A., *summa cum laude*

Bar Admission: New York

Alexander Noble practices out of the firm's New York office and prosecutes securities fraud, corporate governance, and shareholder rights litigation on behalf of the firm's institutional investor clients. Prior to joining BLB&G, Alexander worked as a senior associate at a prestigious international law firm where he focused on representing public and private companies, directors, and officers in a wide range of complex commercial and securities litigation in the federal and state courts of New York and New Jersey. He also spent the early part of his legal career as a litigation attorney in the New York City Law Department, Special Federal Litigation Division. Alexander received his J.D. from New York Law School, where he graduated *summa cum laude* and was a member of the Law Review and executive board member of the Moot Court Association. He also received his B.A. in History and Political Science from the College of William and Mary.

Education: New York Law School, 2014, J.D., *summa cum laude*; College of William and Mary, 2011, B.A., History, Political Science

Bar Admissions: New York; New Jersey; U.S. District Court for the Eastern District of New York; U.S. District Court for the Southern District of New York; U.S.s District Court for the Western District of New York; U.S. District Court for the District of New Jersey

Nicole Santoro [Former Associate] practiced out of the firm's New York office, where she prosecuted securities fraud and shareholder rights litigation on behalf of the firm's institutional investor clients. Nicole was a member of the team that achieved a $450 million settlement for investors in *In re Kraft Heinz Securities Litigation*.

Prior to joining BLB&G, Nicole served as a law clerk for the Honorable Andrew P. Gordon of the U.S. District Court for the District of Nevada. During law school, she worked as an intern for the U.S. Attorney's Office for the District of Nevada and as a summer associate at a prominent plaintiffs' employment law firm. Prior to attending law school, Nicole worked as a compliance investigator in the fraud unit of the Office of the Nevada Attorney General.

Education: Columbia University, B.A., 2015, Kluge Scholar; Stanford Law School, J.D., 2020, Member Editor, *Stanford Environmental Law Journal*.

Bar Admissions: New York, Colorado

Emily Tu practices out of the firm's New York office and prosecutes securities fraud, corporate governance, and shareholder rights litigation on behalf of the firm's institutional investor clients. Prior to her role at BLB&G, Emily worked as a Litigation Associate at Cahill Gordon & Reindel LLP, where she focused on securities, antitrust, and commercial litigation. She also maintained an active pro bono practice, including representation of indigent clients in domestic violence and federal criminal prosecution cases. Emily received her J.D. from Columbia Law School, where she served as Senior Editor of the Columbia Law Review and led the U-Visa Project. During this time, she also interned for various public interest and public service organizations, including the New Jersey Institute for Social Justice, the Legal Aid Society's Special Litigation & Law Reform Unit, and the New York City Law Department's Affirmative Litigation Division. Emily graduated *summa cum laude* from Princeton University with a B.A. in Comparative Literature.

Education: Columbia Law School, 2019, J.D.; Princeton University, 2016, B.A., *summa cum laude*, Comparative Literature

Bar Admissions: New York; United States District Court for the Southern District of New York

Senior Staff Attorneys

Ryan Candee is a senior staff attorney practicing out of the New York office. Since joining the firm 13 years ago, he has focused on the prosecution of securities fraud class actions. Ryan works primarily with the securities litigation group but also in the corporate governance department. Prior to joining the firm he worked in a similar role at Kaplan Fox & Kilsheimer and as an associate at Dorsey LLP after graduating from New York University School of Law.

Education: New York University School of Law, 2002, J.D., Journal of International Law and Politics; University of Minnesota, 1994, B.A.

Bar Admissions: New York; United States District Court for the Southern District of New York; United States District Court for the District of North Dakota

Stephen Imundo is a senior staff attorney in the New York office and primarily provides electronic discovery assistance and support in litigation of securities fraud-related matters. He has led discovery teams of over 25 attorneys on multiple occasions and worked on some of the firm's most significant cases, including Citigroup and the General Motors litigation. Early in his legal career Stephen joined up with the firm Schoengold, Sporn, Laitman & Lometti where he focused on securities fraud class action litigations and worked side by side with BLB&G attorneys on the Worldcom case. He graduated from Fordham University School of Law where he was a recipent of the Archibald R. Murray Public Service Award and was the associate editor of the Fordham Environmental Law Journal.

Education: Fordham University School of Law, 2002, J.D., Archibald R. Murray Public Service Award, Associate Editor Fordham Environmental Law Journal; Mercy College, 1996, B.S., *summa cum laude*

Bar Admissions: New York; Connecticut

Matt Mulligan is a senior staff attorney practicing out of the New York office. Since joining the firm in 2008, he has focused on the prosecution of securities fraud class actions. As part of the BLB&G team, Matt has helped litigate numerous cases that have resulted in significant recoveries for shareholders, including In re Merck Vioxx Securities Litigation, In re SunEdison, Inc. Securities Litigation, Minneapolis Firefighters' Relief Association v. Medtronic, Inc. et al., In re Bristol-Myers Squibb Co. Securities Litigation, and In re Green Mountain Coffee Roasters, Inc. Securities Litigation. Matt is a graduate of the Tulane University Law School.

Education: Hunter College, 2024, B.A./M.A., Economics; Tulane University Law School, 2004, J.D.; Trinity University, 2001, B.A., Political Science and Russian Studies

Bar Admission: New York

Staff Attorneys

Zvi Bar-Kochba [Former Staff Attorney] worked on several matters at BLB&G, including *In re Allianz Global Investors U.S. LLC Alpha Series Litigation*; *Homyk v. ChemoCentryx, Inc. et al.* and *In re Turquoise Hill Resources Ltd. Securities Litigation*.

Prior to joining the firm, Zvi worked as an E-discovery contract attorney for several law firms. Previously, Zvi was an Associate with London Fischer and a Trust Administrator & Advisor with Merrill Lynch Wealth Management.

Education: University of Chicago, B.A., 1998; Hofstra University School of Law, J.D., 2008

Bar Admission: New York

Robert Blauvelt has worked on several matters at BLB&G, including *In re CenturyLink Sales Practices and Securities Litigation; Lehigh County Employees' Retirement System v. Novo Nordisk A/S et al.;* and *City of Sunrise General Employees' Retirement Plan v. FleetCor Technologies, Inc., et al.*

Prior to joining the firm, Rob was a contract attorney at Milberg LLP where he worked on several antitrust matters. Rob has also worked at Quinn Emanuel Urquhart & Sullivan LLP where he worked on complex litigations involving collateralized debt obligations and residential mortgage-backed securities.

Education: Montclair State University, B.A., 2001. New England School of Law, J.D., 2005. Montclair State University, M.A., 2015

Bar Admissions: New York, New Jersey

Alexa Butler [Former Staff Attorney] worked on numerous matters at BLB&G, including *In re Bank of New York Mellon Corp. Forex Transactions Litigation; In re JPMorgan Chase & Co. Securities Litigation; In re Merck & Co., Inc. Securities Litigation (VIOXX-related); In re MBIA Inc. Securities Litigation; In re Washington Mutual, Inc. Securities Litigation; In re Merrill Lynch & Co., Inc. Securities, Derivative and ERISA Litigation (Bond Action); In re Refco, Inc. Securities Litigation;* and *Affiliated Computer Services, Inc. Shareholder Derivative Litigation*.

Prior to joining the firm in 2007, Alexa was a contract attorney at Whatley Drake & Kallas, LLC.

Education: Georgia Institute of Technology, B.S., 1993. St. John's University School of Law, J.D., 1997

Bar Admission: New York

Jodena P. Carbone [Former Staff Attorney] worked on *Key West Police & Fire Pension Fund v. Ryder System, Inc.*; and *In re Turquoise Hill Resources Ltd. Securities Litigation*.

Prior to joining the firm, Jodena worked as an e-discovery paralegal for several law firms including Ballard Spahr, Klehr Harrison and Pepper Hamilton.

Education: Temple University, B.B.A., 1988; Holy Family University, M.A., 2009; Rutgers School of Law, J.D., 2013

Bar Admission: Pennsylvania

Barbara Klinger [Former Staff Attorney] worked on several matters at BLB&G, including *Key West Police & Fire Pension Fund v. Ryder System, Inc.* and *In re Turquoise Hill Resources Ltd. Securities Litigation*.

Prior to joining the firm, Barbara was a Staff Attorney with Shearman & Sterling engaged in civil litigation. Previously, Barbara was a Compliance Consultant with UBS Financial Services focused on anti-money laundering due diligence.

Education: Oberlin College, East Asian Studies, B.A., 1984; New York Law School, J.D., 2003

Bar Admission: New York

Young O. Lee has worked on several matters at BLB&G, including *In re Allianz Global Investors U.S. LLC Alpha Series Litigation and In re new Oriental Education & Technology Group Inc. Securities Litigation.*

Prior to joining the firm, Young worked as an E-discovery staff attorney for several law firms including White & Case and Linklaters, and as a Staff Attorney with Paul Weiss, stationed in Tokyo, Hong Kong and New York handling complex civil litigation and regulatory investigations. Previously, Young was also a Business Development Officer and Chief Operating Officer for a start up company, developing proprietary synchronization software, Syncit.com.

Education: Harvard University, B.A., 1991; University of Maryland School of Law, J.D., 1995

Bar Admission: Illinois

Jerome K. Mitchell [Former Staff Attorney] joined the BLB&G Staff Attorney team in April 2022 and worked on on several matters including *In re Turquoise Hill Resources Ltd. Securities Litigation*.

Prior to joining the firm, Jerome was a contract attorney with various law firms working on patent infringement and securities litigation. Previously, Jerome was an attorney in the Patent Litigation Group with Greenberg Traurig and the Patent Prosecution Group with Reveo Inc.

Education: Hampton University, VA, B.A. (Biology), 1999. Pace University, J.D., 2003

Bar Admission: New York

Amy Mitura [Former Staff Attorney] joined the BLB&G Staff Attorney team in May 2022 and worked on several matters including *In re: Synchrony Financial Securities Litigation, Public Employees' Retirement System of Mississippi v. Mohawk Industries, Inc., et al.*, and *In re Turquoise Hill Resources Ltd. Securities Litigation*.

Prior to joining the firm, Amy was a staff attorney with Selendy & Gay focused on e-discovery workflows. Previously, Amy was a contract attorney in the e-discovery field working across multiple industries.

Education: University of Connecticut, B.A., 2007. Creighton University School of Law, Omaha, NE, J.D., 2011

Bar Admission: New York

Renee Tamraz has worked onon several matters including *Key West Police & Fire Pension Fund v. Ryder System, Inc.*

Prior to joining the firm, Renee worked as an e-discovery contract attorney for several law firms.

Education: New York University, B.A., 1999; London School of Economics, UK, M.Sc., 2001; University of California, Hastings College of Law, J.D., 2004

Bar Admission: California

Stephen A. Walsh [Former Staff Attorney] worked on *In re Bumble, Inc. Securities Litigation*; and *In re Turquoise Hill Resources Ltd. Securities Litigation*.

Prior to joining the firm, Stephen worked as an e-discovery contract attorney for several law firms. Previously, Stephen was an ISDA Negotiator with Kelly Legal Services.

Education: University of Massachusetts, B.A., 2005; Benjamin N. Cardozo School of Law, J.D., 2013

Bar Admission: New York

Exhibit 8

EXHIBIT 8

In re Turquoise Hill Resources Ltd. Sec. Litig.,
Case No. 1:20-cv-08585-LJL (S.D.N.Y.)

LEAD COUNSEL'S EXPENSE REPORT

CATEGORY	AMOUNT
Court Fees	$646.32
Service of Process	$1,212.08
On-Line Factual Research	$44,141.99
On-Line Legal Research	$94,950.52
Document Management & Litigation Support	$332,932.39
Telephone	$1,575.51
Postage & Express Mail	$4,130.49
Local Transportation	$7,901.93
Outside Copying	$14,651.56
Out-of-Town Travel	$37,166.61
Working Meals	$5,500.95
Court Reporting & Transcripts	$48,349.76
Experts & Consultants	$951,725.15
Foreign Discovery Costs & Witness Costs	$571,070.21
Mediation Fees	$101,372.50
TOTAL:	**$2,217,327.97**

Exhibit 9

EXHIBIT 9

In re Turquoise Hill Resources Ltd. Sec. Litig.,
Case No. 1:20-cv-08585-LJL (S.D.N.Y.)

COMPENDIUM OF UNPUBLISHED AUTHORITY CITED IN FEE MEMORANDUM

Exhibit	
9A	*Boston Ret. Sys. v. Alexion Pharms., Inc.*, Civ. No. 3:16-cv-02127 (AWT), slip op. (D. Conn. Dec. 21, 2023), ECF No. 329
9B	*In re Luckin Coffee Sec. Litig.*, Case No. 20 Civ. 1293 (JPC), slip op. (S.D.N.Y. July 22, 2022), ECF No. 338
9C	*Freeman v. Weatherford Int'l Ltd.*, No. 12-cv-2121 (LAK), slip op. (S.D.N.Y. Nov. 23, 2015), ECF No. 218
9D	*In re Fannie Mae 2008 Sec. Litig.*, No. 1:08-cv-07831, slip op. (S.D.N.Y. Mar. 3, 2015), ECF No. 552
9E	NERA ECONOMIC CONSULTING, RECENT TRENDS IN SECURITIES CLASS ACTION LITIGATION: 2024 FULL-YEAR REVIEW (2025)
9F	*In re AppHarvest Sec. Litig.*, Case No. 1:21-cv-07985-LJL, slip op. (S.D.N.Y. July 11, 2024), ECF No. 138

Exhibit 9A

UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

BOSTON RETIREMENT SYSTEM, Individually and On Behalf of All Others Similarly Situated, Plaintiff, vs. ALEXION PHARMACEUTICALS, INC., LEONARD BELL, DAVID L. HALLAL, VIKAS SINHA, Defendants.	Civ No. 3:16-cv-02127 (AWT)

ORDER AWARDING ATTORNEYS' FEES AND EXPENSES

WHEREAS, this matter came on for hearing on December 20, 2023 (the "Settlement Hearing") on Co-Class Counsel's motion for an award of attorneys' fees and payment of expenses, including awards to Class Representatives pursuant to the Private Securities Litigation Reform Act of 1995. The Court having considered all matters submitted to it at the Settlement Hearing and otherwise; and it appearing that notice of the Settlement Hearing substantially in the form approved by the Court was mailed to Class Members who could be identified with reasonable effort, and that a summary notice of the hearing substantially in the form approved by the Court was published in *The Wall Street Journal* and transmitted over *PR Newswire* pursuant to the specifications of the Court; and the Court having considered and determined the fairness and reasonableness of the award of attorneys' fees and expenses requested,

NOW, THEREFORE, IT IS HEREBY ORDERED:

1. This Order incorporates by reference the definitions in the Stipulation and Agreement of Settlement, dated as of September 11, 2023 (the "Stipulation"), and all

capitalized terms not otherwise defined herein shall have the same meanings as set forth in the Stipulation.

2. The Court has jurisdiction to enter this Order and over the subject matter of the Action and all Parties to the Action, including all Class Members.

3. Notice of Co-Class Counsel's motion for an award of attorneys' fees and payment of expenses was given to Class Members who could be identified with reasonable effort, and they were given the opportunity to object by November 29, 2023. The form and method of notifying the Class of the motion for an award of attorneys' fees and payment of expenses satisfied the notice requirements of Rule 23 of the Federal Rules of Civil Procedure, the United States Constitution (including the Due Process Clause), and Section 21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-4(a)(7), as amended by the Private Securities Litigation Reform Act of 1995; constituted the best notice practicable under the circumstances; and constituted due, adequate, and sufficient notice to Persons entitled thereto.

4. There have been no objections to Co-Class Counsel's request for attorneys' fees and Litigation Expenses.

5. Co-Class Counsel is hereby awarded attorneys' fees in the amount of $31,250,000, plus interest at the same rate earned by the Settlement Fund (i.e., 25% of the Settlement Fund), and $1,364,364.07 in payment of expenses, plus accrued interest, which sums the Court finds to be fair and reasonable.

6. Class Representative Erste Asset Management GmbH, f/k/a Erste-Sparinvest Kapitalanlagegesellschaft mbH is hereby awarded $24,000 and Class Representative Public Employee Retirement System of Idaho is hereby awarded $27,960 from the Settlement Fund in connection with the time and effort they dedicated to the Action, directly related to their

representation of the Class, pursuant to § 21D(a)(4) of the PSLRA, 15 U.S.C. § 78u-4(a)(4).

7. In making this award of attorneys' fees and expenses to be paid from the Settlement Fund, the Court has considered and found that:

(a) The Settlement has created a fund of $125,000,000 in cash that has been paid into escrow pursuant to the terms of the Stipulation, and that numerous Class Members who submit valid Claim Forms will benefit from the Settlement that occurred because of the efforts of counsel;

(b) The fee sought by Co-Class Counsel has been reviewed and approved as reasonable by Class Representatives, sophisticated institutional investors that oversaw the prosecution and resolution of the Action;

(c) 316,834 copies of the Notice were disseminated to potential Class Members and nominees stating that Co-Class Counsel would apply for attorneys' fees in an amount not to exceed 25% of the Settlement Fund and Litigation Expenses in an amount not to exceed $1,500,000;

(d) The Action required the navigation of highly challenging and complex issues concerning falsity, scienter, and loss causation within the sphere of pharmaceutical development and sales, among other things, as well as issues related to class certification;

(e) Had Co-Class Counsel not achieved the Settlement, there was a significant risk that Class Representatives and the other members of the Class may have recovered less or nothing from Defendants;

(f) Co-Class Counsel conducted the litigation and achieved the Settlement with skill, perseverance, and diligent advocacy;

(g) The attorneys' fees awarded and Litigation Expenses to be paid from the

Settlement Fund are fair and reasonable under the circumstances of this case and consistent with awards made within the Second Circuit;

(h) Co-Class Counsel dedicated significant time and resources to the prosecution of the Action over the past six years—including opposing two motions to dismiss, achieving class certification, opposing a Rule 23(f) petition to the Second Circuit, the analysis of 3.5 million pages of production documents, and 24 depositions–expending more than 45,000 hours with a lodestar value of $25,569,948.60 to achieve the Settlement; and

(i) Public policy concerns favor the award of attorneys' fees and expenses in securities class action litigation.

8. Any appeal or any challenge affecting this Court's approval of any attorneys' fees and expense application, including that of Co-Class Counsel, shall in no way disturb or affect the finality of the Judgment.

9. Exclusive jurisdiction is hereby retained over the Parties and Class Members for all matters relating to this Action, including the administration, interpretation, effectuation, or enforcement of the Stipulation and this Order.

10. In the event that the Settlement is terminated or the Effective Date of the Settlement otherwise fails to occur, this Order shall be rendered null and void to the extent provided by the Stipulation.

11. There is no just reason for delay in the entry of this Order, and immediate entry by the Clerk of the Court is expressly directed.

It is so ordered.

Dated this 20th day of December 2023, at Hartford, Connecticut.

/s/ Judge Alvin W. Thompson
Alvin W. Thompson
United States District Judge

Exhibit 9B

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE LUCKIN COFFEE INC. SECURITIES LITIGATION	20 Civ. 1293 (JPC) ORDER AWARDING ATTORNEYS' FEES AND LITIGATION EXPENSES

JOHN P. CRONAN, United States District Judge:

This matter came on for hearing on July 22, 2022 ("Settlement Hearing") on Class Counsel's motion for attorneys' fees and Litigation Expenses. The Court having considered all matters submitted to it at the Settlement Hearing and otherwise; and it appearing that notice substantially in the form approved by the Court, which advised of Class Counsel's request for an award of attorneys' fees and Litigation Expenses, was mailed to all Class Members who or which could be identified with reasonable effort, and that a summary notice substantially in the form approved by the Court was published in *The Wall Street Journal* and transmitted over *PR Newswire* pursuant to the specifications of the Court; and the Court having considered and determined the fairness and reasonableness of the award of attorneys' fees and Litigation Expenses requested,

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. This Order incorporates by reference the definitions in the Stipulation and Agreement of Settlement dated as of October 20, 2021 (ECF No. 315) ("Stipulation") and all capitalized terms not otherwise defined herein shall have the same meanings as set forth in the Stipulation.

2. The Court has jurisdiction to enter this Order and over the subject matter of the Action and all parties to the Action, including all Class Members.

3. Notice of Class Counsel's motion for attorneys' fees and Litigation Expenses was given to all Class Members who or which could be identified with reasonable effort. The form and method of notifying the Class of the motion for attorneys' fees and Litigation Expenses satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, the United States Constitution (including the Due Process Clause), the Private Securities Litigation Reform Act of 1995, 15 U.S.C. §§ 77z-1, 78u-4, as amended, and all other applicable law and rules, constituted the best notice practicable under the circumstances, and constituted due and sufficient notice to all persons and entities entitled thereto.

4. Class Counsel are hereby awarded attorneys' fees in the amount of 17.5% of the Settlement Fund and $721,462.68 in payment of Plaintiffs' Counsel's litigation expenses (which fees and expenses shall be paid from the Settlement Fund), which sums the Court finds to be fair and reasonable. Class Counsel shall allocate the attorneys' fees awarded amongst Plaintiffs' Counsel in a manner which they, in good faith, believe reflects the contributions of such counsel to the institution, prosecution, and settlement of the Action.

5. In making this award of attorneys' fees and payment of litigation expenses from the Settlement Fund, the Court has considered and found that:

A. The Settlement has created a fund of $175,000,000 in cash that has been funded into escrow pursuant to the terms of the Stipulation, and that numerous Class Members who submit acceptable Claim Forms will benefit from the Settlement that occurred because of the efforts of Plaintiffs' Counsel;

B. The fee sought is based on the more restrictive of two separate agreements that Class Counsel separately entered into with Lead Plaintiffs, sophisticated institutional

investors that actively supervised the Action, at the outset of the Action; and the requested fee has been reviewed and approved as reasonable by Lead Plaintiffs;

C. Copies of the Settlement Notice were mailed to over 564,000 potential Class Members and nominees stating that Class Counsel would apply for attorneys' fees in an amount not to exceed 25% of the Settlement Fund and for Litigation Expenses in an amount not to exceed $1,000,000, and no objections to the requested attorneys' fees and Litigation Expenses were received;

D. Plaintiffs' Counsel conducted the litigation and achieved the Settlement with skill, perseverance, and diligent advocacy;

E. The Action raised a number of complex issues;

F. Had Class Counsel not achieved the Settlement there would remain a significant risk that Lead Plaintiffs and the other members of the Class may have recovered less or nothing from Defendants;

G. Plaintiffs' Counsel devoted over 9,380 hours, with a lodestar value of approximately $6.6 million, to achieve the Settlement; and

H. The amount of attorneys' fees awarded and expenses to be paid from the Settlement Fund are fair and reasonable and consistent with awards in similar cases.

6. Lead Plaintiff Sjunde AP-Fonden is hereby awarded $3,750.00 from the Settlement Fund as reimbursement for its reasonable costs and expenses directly related to its representation of the Class.

7. Lead Plaintiff Louisiana Sheriffs' Pension & Relief Fund is hereby awarded $1,680.00 from the Settlement Fund as reimbursement for its reasonable costs and expenses directly related to its representation of the Class.

8. Any appeal or any challenge affecting this Court's approval regarding any attorneys' fees and expense application shall in no way disturb or affect the finality of the Judgment.

9. Exclusive jurisdiction is hereby retained over the Settling Parties and the Class Members for all matters relating to this Action, including the administration, interpretation, effectuation or enforcement of the Stipulation and this Order.

10. In the event that the Settlement is terminated or the Effective Date of the Settlement otherwise fails to occur, this Order shall be rendered null and void to the extent provided by the Stipulation.

11. There is no just reason for delay in the entry of this Order, and immediate entry by the Clerk of the Court is expressly directed.

SO ORDERED.

Dated: July 22, 2022
New York, New York

JOHN P. CRONAN
United States District Judge

Exhibit 9C

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

- x

GLENN FREEDMAN, et al.,

Plaintiffs,

-against-

12 Civ. 2121 (LAK)

WEATHERFORD INTERNATIONAL LTD., et al.,

Defendants.

- x

MEMORANDUM WITH RESPECT TO ATTORNEYS' FEES AWARD

LEWIS A. KAPLAN, *District Judge.*

Lead counsel[1] apply for $27,930,550.00 in attorneys' fees based on a lodestar said to have been $18,620,366.75 with a proposed multiplier of 1.5. The Court accepts the lodestar (for the purposes of this award), but concludes that a multiplier of 1.35 is more appropriate because it better represents the application of the *Goldberger* factors.[2] In particular, the Court is not persuaded that the risks in this case – "'perhaps the foremost' factor to be considered in determining whether to award an enhancement"[3] – merit a multiplier of 1.5.

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1 Lead counsel in this case are Labaton Sucharow LLP (appointed after lead plaintiff briefing, DI 31) and Bleichmar Fonti Tountas & Auld LLP (appointed co-lead counsel by Court order, DI 119).

2 These factors include "'(1) the time and labor expended by counsel; (2) the magnitude and complexities of the litigation; (3) the risk of the litigation; (4) the quality of representation; (5) the requested fee in relation to the settlement; and (6) public policy considerations.'" *Goldberger v. Integrated Resources, Inc.*, 209 F.3d 43, 50 (2d Cir. 2000) (quoting *Union Carbide Corp. Consumer Prod. Bus. Sec. Litig.*, 724 F. Supp. 160, 163 (S.D.N.Y. 1989)) (alteration omitted).

3 *Id.* at 54 (quoting *In re Agent Orange Prod. Liability Litig.*, 818 F.2d 226, 236 (2d Cir. 1987)).

First, plaintiffs and lead counsel benefitted from the fact that this litigation followed on the heels of *Dobina v. Weatherford International, Ltd.*,[4] a securities class action filed a year earlier against the same defendants based on some of the same allegedly fraudulent tax restatements.[5] In lead counsels' own words, "[t]his Action is closely related to the pre-existing securities class action filed against Weatherford on March 9, 2011."[6] Indeed, the motion to dismiss in *Dobina* was briefed fully and argued months before the initial complaint in this action was filed. Accordingly, although the scope of this lawsuit admittedly is broader than *Dobina*, some of the legwork parsing Weatherford's complicated tax issues and molding them into viable securities fraud arguments was done before this case was filed, creating a useful roadmap for lead counsel here and mitigating the risk that this case would be dismissed on the pleadings.

Second, the Court has reservations about lead counsels' argument that this case was particularly risky because there was a chance that the Supreme Court would overturn the fraud-on-the-market presumption during the pendency of this class action. To be sure, there was a chance that the Supreme Court would strike down the presumption in *Halliburton Co. v. Erica P. John Fund, Inc.*,[7] but that transient risk rose and fell while this case was in discovery. And the Second Circuit

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4 11-cv-1646 (LAK) (S.D.N.Y.) ("*Dobina*").

5 The class period in *Dobina* – which concerned the first of the three restatements at issue in this litigation – ended the day before the class period in this case began. As this Court noted previously, "[t]his case picks up where *Dobina* left off." *Freedman v. Weatherford Int'l Ltd.*, 2013 WL 5299137, at *1 (S.D.N.Y. Sept. 20, 2013).

6 DI 202 at ¶ 19.

7 134 S. Ct. 2398 (2014).

has stated clearly that "litigation risk must be measured as of when the case is filed."[8] Indeed, the *Goldberger* court rejected an argument similar to the one propounded by lead counsel here. There, counsel argued that their Section 10(b) claims against two individual defendants based on aiding and abetting liability were particularly risky because, during the pendency of the litigation, the Supreme Court abolished Section 10(b) aiding and abetting liability in the *Central Bank* case.[9] The circuit court was "unpersuaded," however, because *Goldberger* was filed years earlier when "aiding and abetting liability was universally recognized in securities litigation."[10] Thus, the "risk" did not weigh in favor of a large fee award because "*Central Bank* simply could not, and indeed did not, pose a risk to recovery."[11] Here, similarly, the fraud-on-the-market presumption was recognized universally in securities litigation when counsel agreed to litigate this case on a contingency basis

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8 *Goldberger*, 209 F.3d at 55; *accord In re Colgate-Palmolive Co. ERISA Litig.*, 36 F. Supp. 3d 344, 351 (S.D.N.Y. 2014).

9 *Goldberger*, 209 F.3d at 55 (referencing *Central Bank of Denver, N.A. v. First Interstate Bank of Denver, N.A.*, 511 U.S. 164 (1994)).

10 *Id.*

11 *Id.*

– and, unlike in *Goldberger*, it still was recognized universally when this case settled.[12] Thus, *Halliburton* "simply could not, and indeed did not, pose a risk to recovery."

At best, lead counsel gambled on the outcome of *Halliburton* and won. In some sense, therefore, counsel created "the risk of non-recovery"[13] they identify in their papers because they likely could have settled this case before *Halliburton* was decided, albeit for a lesser amount.[14] Indeed, that is exactly what lead counsel did in *Dobina* when that case settled in January 2014.[15] That is not to say that counsel here should be punished for their "willingness to press full-steam ahead" in the face of *Halliburton*, which turned out to be the right call. To the contrary, lead counsel should be commended and rewarded. But it is this Court's job to determine what that reward should be, mindful of the fact that a larger reward for attorneys means a smaller recovery for class members. Here, counsel have accumulated a substantially higher lodestar (which the Court has accepted) than they would have had they settled pre-*Halliburton*, and they are being rewarded also

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12 This case was filed on March 22, 2012 [DI 1]. The Supreme Court granted *certiorari* in *Halliburton* on November 15, 2013, 134 S. Ct. 636 (Mem), and issued its opinion on June 23, 2014, 134 S. Ct. 2398. The parties agreed in principle to settle this case on June 3, 2015 [DI 187].

This argument about litigation risk applies with equal force to lead counsels' claim that "*Omnicare* created substantial risk on the element of falsity at summary judgment and trial." DI 201 at 19; DI 202 at 42-44. The Supreme Court's decision in *Omnicare, Inc. v. Laborers District Council Construction Industry Pension Fund*, 135 S. Ct. 1318 (2015), like its decision in *Halliburton*, was issued years after this case was filed.

13 DI 201 at 4.

14 *See* DI 202 at ¶ 209-10 (noting that many securities class actions were stayed or settled after the Supreme Court granted *certiorari* in *Halliburton* in November 2013).

15 *Id.* at ¶ 209; *see* 11-cv-1646 (LAK), DI 239, 240.

with a lodestar multiplier of 1.35. By contrast, this Court reduced counsels' lodestar by approximately 25 percent in *Dobina* and applied a multiplier of 1.0.[16]

The Court has considered also the requested fee award as a percentage of the $120 million settlement fund.[17] The requested fee award would correspond to approximately 23.3 percent of the settlement fund.[18] Recognizing that lead counsel did a good job litigating this case, that number nonetheless strikes this Court as too large for a settlement of this size.[19] The adjusted fee award is equivalent to approximately 20.9 percent of the settlement fund, which the Court believes is more appropriate in this case.[20]

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16 *See In re Weatherford Int'l Sec. Litig.*, 2015 WL 127847, at *2 (S.D.N.Y. Jan. 5, 2015) (Kaplan, J.).

17 *See McDaniel v. Cnty. of Schenectady*, 595 F.3d 411, 417 (2d Cir. 2010) ("[I]t remains the law in this Circuit that courts may award attorneys' fees in common funds cases under either the lodestar method or the percentage of the fund method.") (quotation marks omitted).

18 DI 201 at 24.

19 *See In re IndyMac Mortg.-Backed Sec. Litig.*, 94 F. Supp. 517, 523 (S.D.N.Y. 2015) (noting that, according to a recent report, the median court-approved fee award in securities cases with recoveries between $100 million and $500 million in the period from 2011 to 2013 was 20 percent of the settlement fund).

20 For reference, the final fee award in *Dobina* was equivalent to 18.0 percent of the settlement.

Accordingly, lead counsel will be awarded $25,137,495.00 in attorneys' fees, representing a multiplier of 1.35 applied to the lodestar submitted by counsel. The Court approves also lead counsels' request for reimbursement of $4,675,424.65 in litigation expenses. Further, for the reasons stated during the fairness hearing held on November 3, 2015, the request for service awards for the class representatives is denied.

SO ORDERED.

Dated: November 23, 2015

Lewis A. Kaplan
United States District Judge

Exhibit 9D

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE FANNIE MAE 2008 SECURITIES LITIGATION	:	Master File No. 08 Civ. 7831 (PAC) ECF Case

[~~PROPOSED REVISED~~] ORDER AWARDING ATTORNEYS' FEES AND EXPENSES

This matter came for hearing before the Court on March 3, 2015 (the "Settlement Hearing"), on the application of Berman DeValerio and Labaton Sucharow LLP, court-appointed Lead Counsel for the Common Stock Class, and Kaplan Fox & Kilsheimer LLP, court-appointed Lead Counsel for the Preferred Stock Class (collectively, "Lead Counsel") to determine, among other things, whether and in what amount to award Lead Counsel in the above-captioned consolidated securities class action (the "Action") attorneys' fees and litigation expenses, and whether and in what amount to award Lead Plaintiffs their expenses relating to their representation of the Settlement Classes. All capitalized terms used herein have the meanings as set forth and defined in the Stipulation and Agreement of Settlement, dated as of October 24, 2014 ("Stipulation") (ECF No. 522-1). The Court having considered all matters submitted to it at the hearing and otherwise; and it appearing that a notice of the hearing, substantially in the form approved by the Court (the "Notice"), was mailed to all reasonably identified Members of the Settlement Classes; and that a summary notice of the hearing (the "Summary Notice"), substantially in the form approved by the Court, was published in *The Wall Street Journal* and transmitted over *PR Newswire*; and the Court having considered and determined the fairness and reasonableness of the award of attorneys' fees and expenses requested;

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

1. The Court has jurisdiction over the subject matter of this Action and over all parties to the Action, including all Members of the Settlement Classes and the Claims Administrator.

2. Notice of Lead Counsel's motion for attorneys' fees and payment of expenses was given to all Members of the Settlement Classes who could be identified with reasonable effort. The form and method of notifying the Settlement Classes of the motion for attorneys' fees and expenses met the requirements of Rules 23 and 54 of the Federal Rules of Civil Procedure, Section 21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-4(a)(7), as amended by the Private Securities Litigation Reform Act of 1995 (the "PSLRA"), due process, and any other applicable law, constituted the best notice practicable under the circumstances, and constituted due and sufficient notice to all persons and entities entitled thereto.

3. Lead Counsel is hereby awarded attorneys' fees in the amount of 17.65 % of the Settlement Fund and payment of litigation expenses in the amount of $ 2,057,321, which sums the Court finds to be fair and reasonable.

4. In accordance with 15 U.S.C. §78u-4(a)(4), for their representation of the Settlement Classes, the Court hereby awards Lead Plaintiff PRIM $ 42,433.34, Lead Plaintiff SBRB $ 13,410, and Lead Plaintiff TCRS $ 5810, as reimbursement of their reasonable lost wages and expenses directly related to their representation.

5. The award of attorneys' fees and expenses may be paid to Lead Counsel from the Settlement Fund immediately upon entry of this Order, subject to the terms, conditions, and obligations of the Stipulation, which terms, conditions, and obligations are incorporated herein.

6. In making the award to Lead Counsel of attorneys' fees and litigation expenses to be paid from the Settlement Fund, the Court has considered and found that:

(a) The Settlement has created a common fund of $170 million in cash and that numerous Members of the Settlement Classes who submit acceptable Proofs of Claim will benefit from the Settlement created by the efforts of Lead Counsel;

(b) The requested attorneys' fees and payment of litigation expenses have been reviewed and approved as fair and reasonable by Lead Plaintiffs, sophisticated institutional investors that have been directly involved in the prosecution and resolution of the Action and which have a substantial interest in ensuring that any fees paid to Lead Counsel are duly earned and not excessive;

(c) Notice was disseminated to putative Members of the Settlement Classes stating that Lead Counsel would be moving for attorneys' fees in an amount not to exceed 20% of the Settlement Fund, and for payment of litigation expenses and the expenses of Lead Plaintiffs directly related to their representation of the Settlement Classes in an amount not to exceed $2,950,000;

(d) There have been two purported objections to the requested attorneys' fees and litigation expenses, which are hereby rejected, and no objections to Lead Plaintiffs' expenses;

(e) Lead Counsel have expended substantial time and effort pursuing the Action on behalf of the Settlement Classes;

(f) The Action involves complex factual and legal issues and, in the absence of settlement, would involve lengthy proceedings whose resolution would be uncertain;

(g) Lead Counsel pursued the Action on a contingent basis, having received no compensation during the Action, and any fee award has been contingent on the result achieved;

(h) Lead Counsel conducted the Action and achieved the Settlement with skillful and diligent advocacy;

(i) Public policy concerns favor the award of reasonable attorneys' fees in securities class action litigation;

(j) The amount of attorneys' fees awarded are fair and reasonable and consistent with awards in similar cases; and

(k) Lead Counsel have devoted more than 68,000 hours, with a lodestar value of $35,548,004, to achieve the Settlement.

7. Any appeal or any challenge affecting this Court's approval regarding any attorneys' fee and expense application shall in no way disturb or affect the finality of the Judgment entered with respect to the Settlement.

8. Exclusive jurisdiction is hereby retained over the subject matter of this Action and over all parties to the Action, including the administration and distribution of the Net Settlement Fund to Members of the Settlement Classes.

9. In the event that the Settlement is terminated or does not become Final or the Effective Date does not occur in accordance with the terms of the Stipulation, this order shall be rendered null and void to the extent provided by the Stipulation and shall be vacated in accordance with the Stipulation.

IT IS SO ORDERED.

Dated: March 3, 2015
New York, New York

HONORABLE PAUL A. CROTTY
UNITED STATES DISTRICT JUDGE

Exhibit 9E

NERA

RECENT TRENDS IN SECURITIES CLASS ACTION LITIGATION: 2024 FULL-YEAR REVIEW

Edward Flores and Svetlana Starykh[1]

Filings Flat Relative to 2023, Standard Filings Increase for Second Straight Year

Resolutions Rise, Led by Increase in Dismissals

22 January 2025

FOREWORD

I am excited to share NERA's "Recent Trends in Securities Class Action Litigation: 2024 Full-Year Review" with you. This year's edition builds on work carried out over more than three decades by many of NERA's securities and finance experts. Although space does not permit us to present all the analyses the authors have undertaken while working on this year's edition or to provide details on the statistical analysis of settlement amounts and attorneys' fee percentages, we hope you will contact us if you want to learn more about our research or our consulting and testifying experience in securities litigations. On behalf of NERA's securities and finance experts, I thank you for taking the time to review this year's report and hope you find it informative.

DAVID TABAK, PhD
Senior Managing Director

INTRODUCTION

There were 229 new federal securities class action suits filed in 2024, equaling the total number of filings seen in 2023. Standard cases, containing alleged violations of Rule 10b-5, Section 11, and/or Section 12, grew for a second consecutive year with 214 cases filed in 2024, an increase of 20% relative to 2022. Filings against companies in the technology and healthcare sectors combined accounted for more than half of all filings, and the Second and Ninth Circuits accounted for 61% of filings. Among filings of standard cases, 41% had an allegation related to missed earnings guidance while only 8% had an allegation related to merger-integration issues. There were 36 standard filings against foreign companies, of which 33% had an allegation related to regulatory issues.

Suits with AI-related claims more than doubled relative to 2023, with 13 such suits filed in 2024. Nineteen cases with COVID-related claims were filed in 2024, a 46% increase from 2023. On the other hand, crypto- and SPAC-related filings continue to decline, with only eight and nine suits filed in each category, respectively.

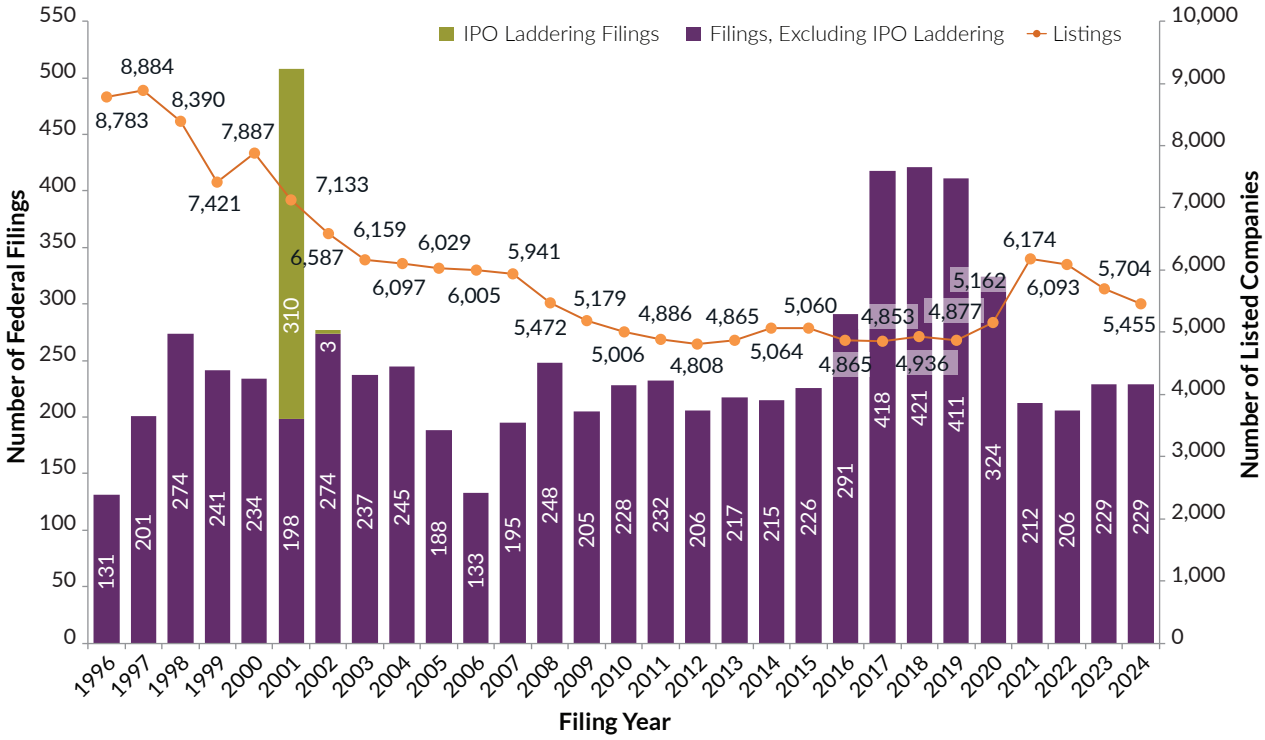
There were 217 cases resolved in 2024, consisting of 124 dismissals and 93 settlements, ending a six-year decline in resolutions seen from 2017 to 2023. The 17% increase in resolutions was mostly driven by an increase in the number of dismissed cases with Rule 10b-5, Section 11, and/or Section 12 claims. For cases filed in 2024, 7% have been dismissed and 93% remain pending.

Aggregate settlements totaled $3.8 billion in 2024, with the top 10 settlements accounting for approximately 60% of this amount. Aggregate plaintiffs' attorneys' fees and expenses totaled $1.1 billion, accounting for 27.3% of the 2024 aggregate settlement value. The average settlement value declined by 7% to $43 million in 2024, and the median settlement value slightly declined by 2% to $14 million. Overall, the distribution of settlement values for 2024 was largely similar to that of 2023.

TRENDS IN FILINGS

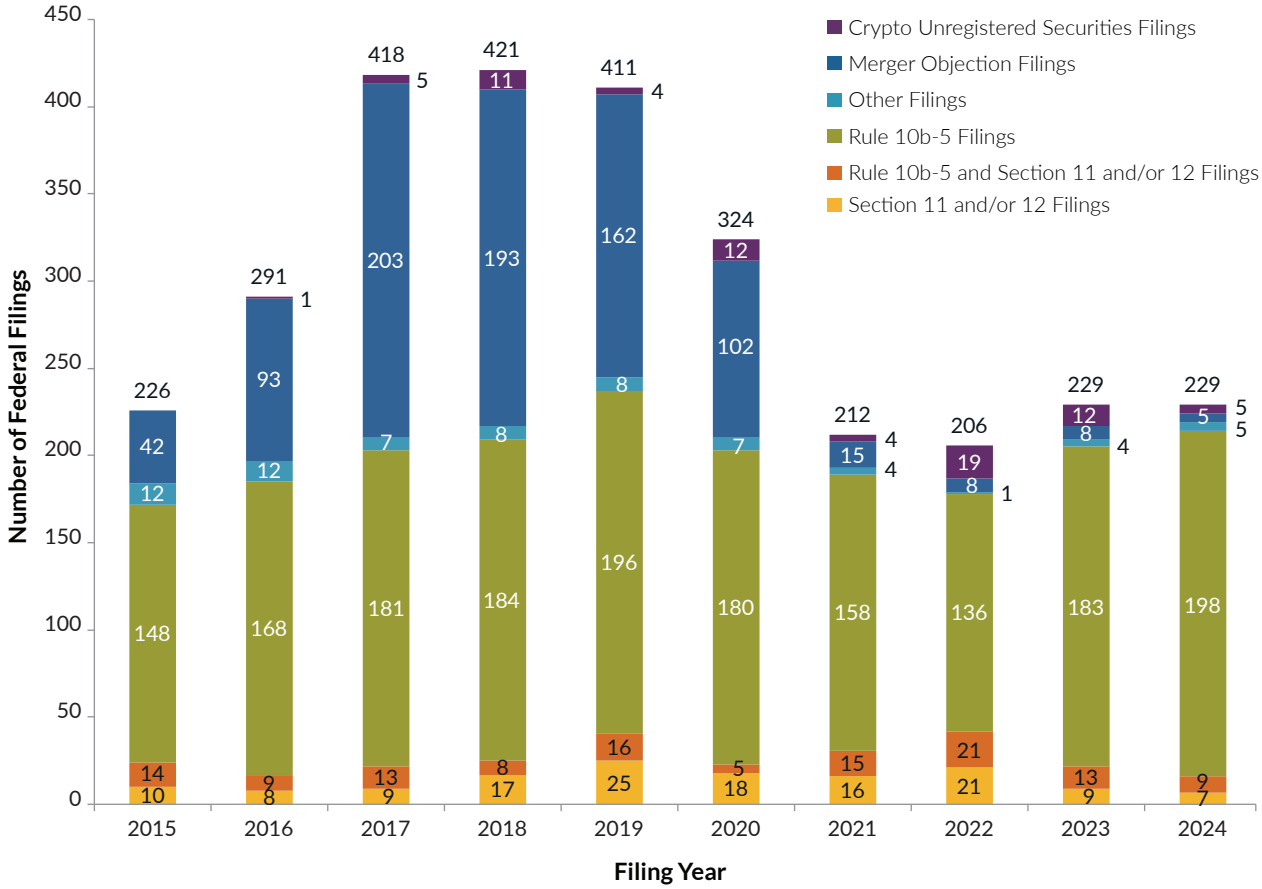
Across full-year 2024, 229 new federal securities class action cases were filed in the United States, the same number as were filed in 2023 (see Figure 1).[2] Standard cases, which contain alleged violations of Rule 10b-5, Section 11, and/or Section 12, increased for a second straight year, with 214 new filings, and accounted for over 93% of all filings in 2024.[3] Of these, filings with Rule 10b-5-only claims continue to make up the majority of standard cases with 198, an increase of 8% relative to 2023 and 46% since 2022, marking a 10-year high. On the other hand, there were only 16 standard cases with Section 11 and/or Section 12 claims (with or without an accompanying Rule 10b-5 claim), a 62% decline relative to 2022 and the lowest level of such filings over the past decade. This trend mirrors the slowdown in US IPO activity in recent years, which has seen the number of initial public offerings decline from a high of 1,035 in 2021 to at most 225 per year over 2022–2024.[4] Cases involving merger objections and crypto unregistered securities continue to decline, with only five suits filed in each category.[5] See Figure 2.

Figure 1. **Federal Filings and Number of Companies Listed in the United States**
January 1996–December 2024



Note: Listed companies include those listed on the NYSE and Nasdaq. Listings data are from World Federation of Exchanges (WFE). The 2024 listings data are as of November 2024.

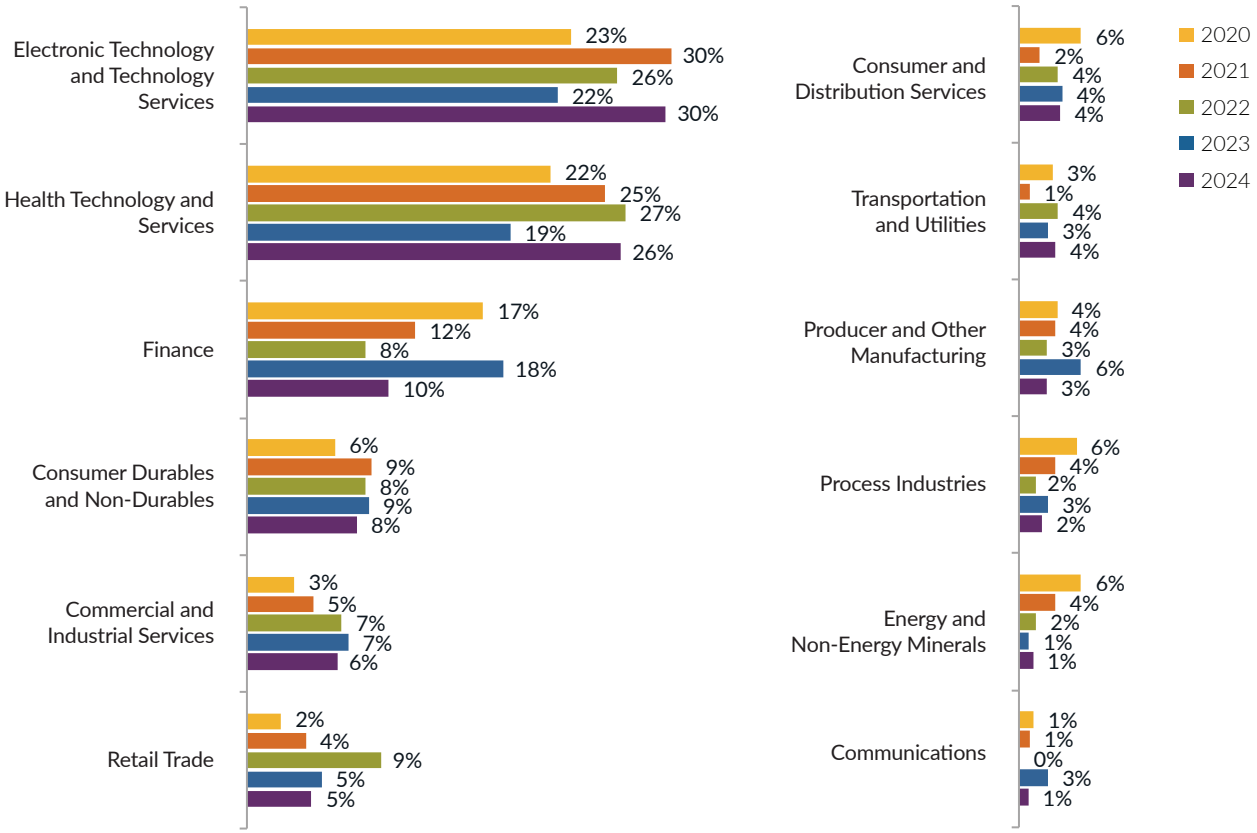
Figure 2. **Federal Filings by Type**
January 2015–December 2024



Filings with Rule 10b-5-only claims continue to make up the majority of standard cases with 198, an increase of 8% relative to 2023 and 46% since 2022, marking a 10-year high.

Excluding merger-objection and crypto unregistered securities cases, the electronic technology and technology services sector and the healthcare technology and services sector together comprised 56% of new filings in 2024, up from 41% in 2023. The percentage of suits in the finance sector declined by nearly half to 10%, partially due to a decline in filings against banking institutions. Elsewhere, the consumer durables and non-durables sector accounted for 8% of filings, roughly in line with recent years. See Figure 3.

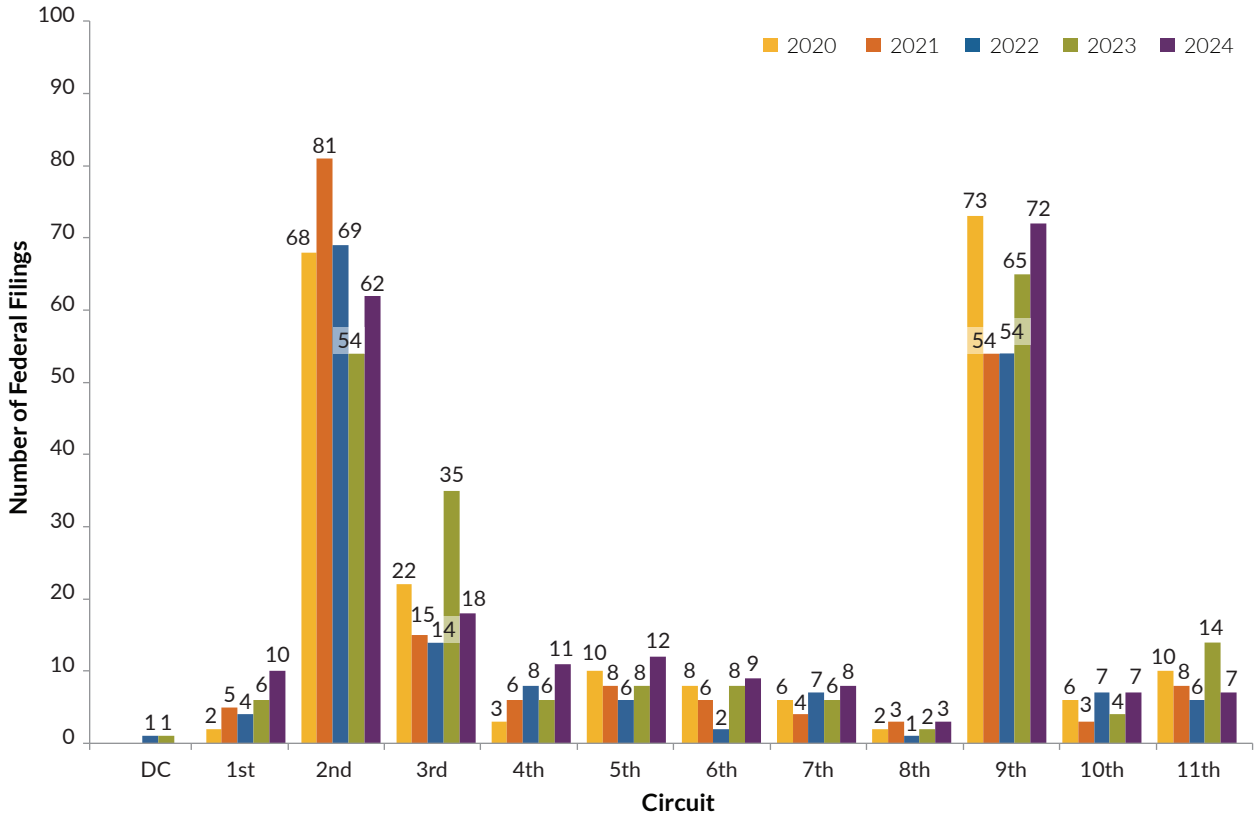
Figure 3. **Percentage of Federal Filings by Sector and Year**
Excludes Merger Objections and Crypto Unregistered Securities
January 2020–December 2024



Note: This analysis is based on the FactSet Research Systems, Inc. economic sector classification. Some of the FactSet economic sectors are combined for presentation.

The Second and Ninth Circuits continue to be the jurisdictions in which the majority of cases are filed, together accounting for 134 of the 219 non-merger objection, non-crypto unregistered securities filings in 2024. The Ninth Circuit saw 72 new filings, 11% more than in 2023 and marking a second consecutive year that filings have increased, and the Second Circuit witnessed 62 new filings, eight more than in 2023. After hitting a five-year high of 35 filings in 2023, filings in the Third Circuit declined by nearly half in 2024, with only 18 suits filed. Elsewhere, the First, Fourth, and Fifth Circuits each saw at least 10 suits filed, marking a five-year high in their respective circuits. See Figure 4.

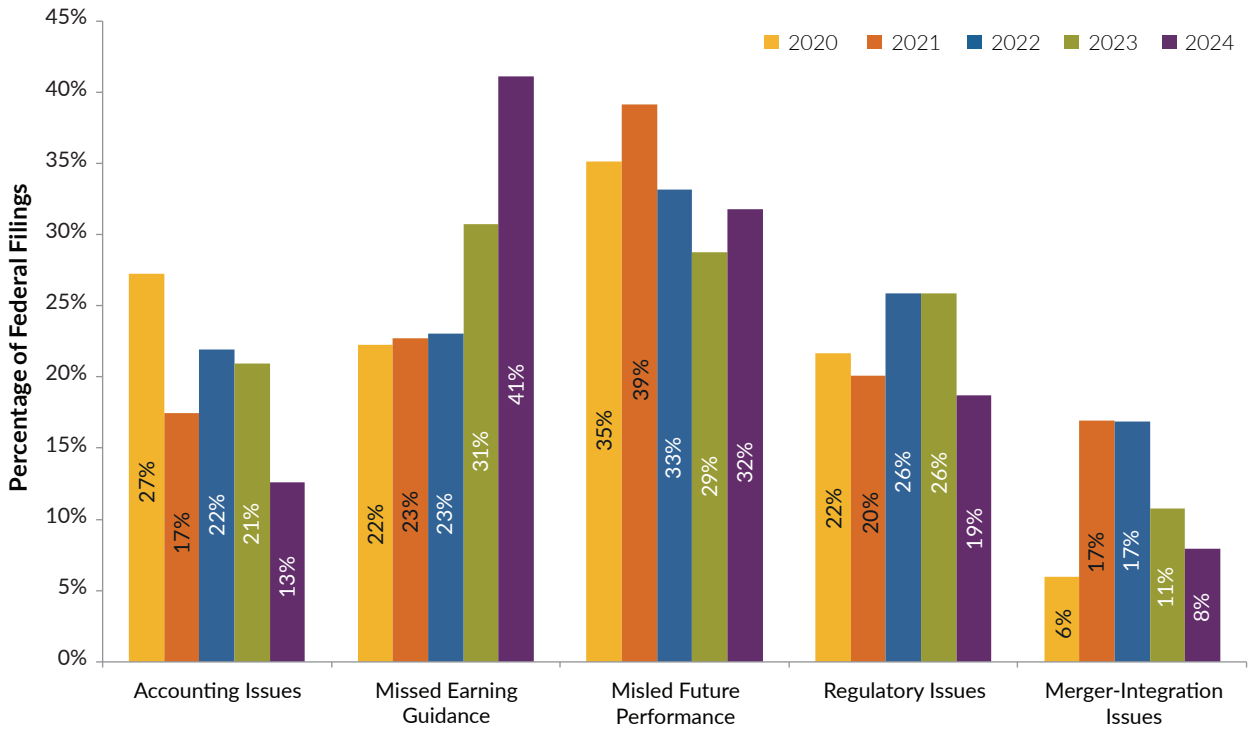
Figure 4. **Federal Filings by Circuit and Year**
Excludes Merger Objections and Crypto Unregistered Securities
January 2020–December 2024



Excluding merger objections and crypto unregistered securities cases, the Second and Ninth Circuits accounted for 61% of filings.

Among filings of standard cases, 41% included an allegation related to missed earnings guidance and 32% included an allegation related to misled future performance.[6] On the other hand, the percentage of standard cases containing an allegation related to accounting issues declined by over one-third to 13%. The percentage of standard cases containing an allegation related to merger-integration issues continued to decline by over one-quarter to 8%, partially driven by a decline in SPAC-related filings. See Figure 5.

Figure 5. **Allegations in Federal Filings**
Shareholder Class Actions with Alleged Violations of Rule 10b-5, Section 11, and/or Section 12
January 2020–December 2024

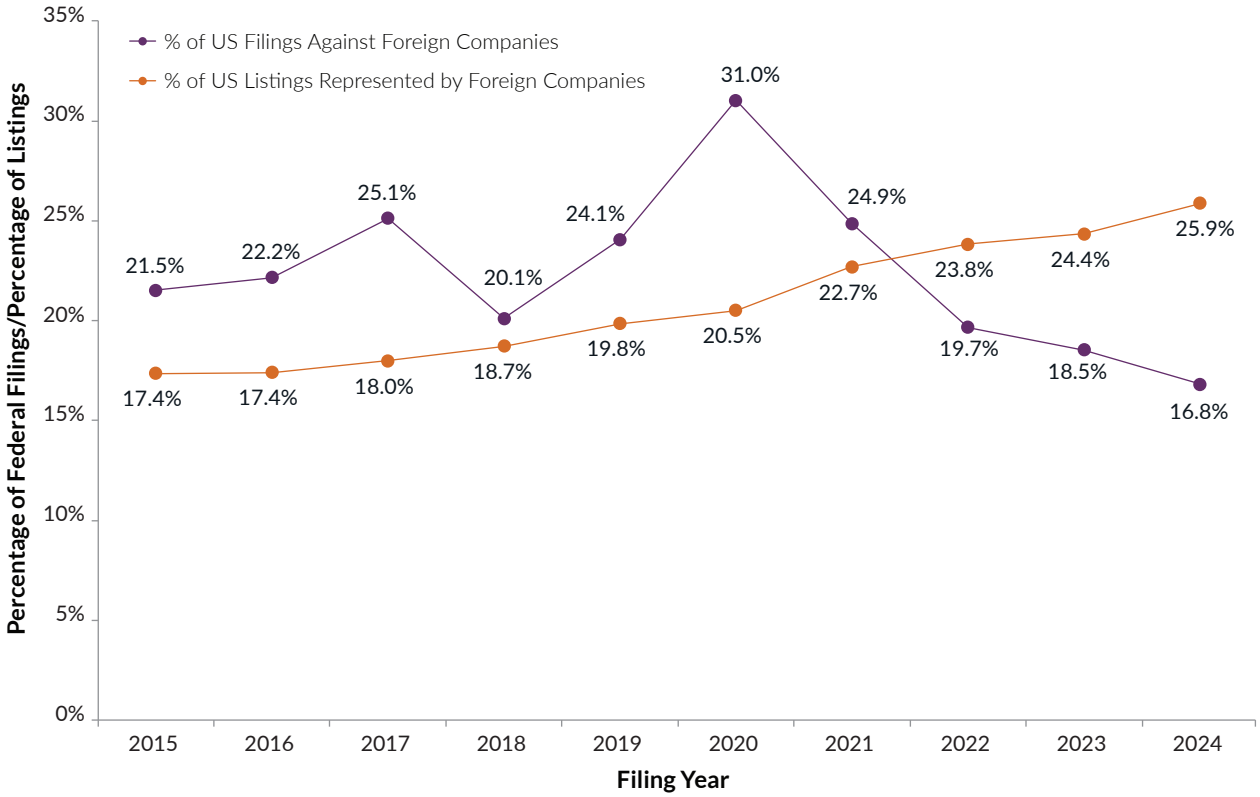


The percentage of standard cases containing an allegation related to accounting issues declined by over one-third.

FILINGS AGAINST FOREIGN COMPANIES

While the percentage of foreign companies listed on US stock exchanges has steadily increased over the past 10 years, there has been a notable decline in the percentage of federal filings against foreign companies since 2020.[7] In 2024, 25.9% of US listings were represented by foreign companies, a 10-year high, though only 16.8% of filings of standard cases were against foreign companies, a 10-year low. See Figure 6.

Figure 6. **Foreign Companies: Share of Federal Filings and Share of Companies Listed on US Exchanges**
Shareholder Class Actions with Alleged Violations of Rule 10b-5, Section 11, and/or Section 12
January 2015–December 2024

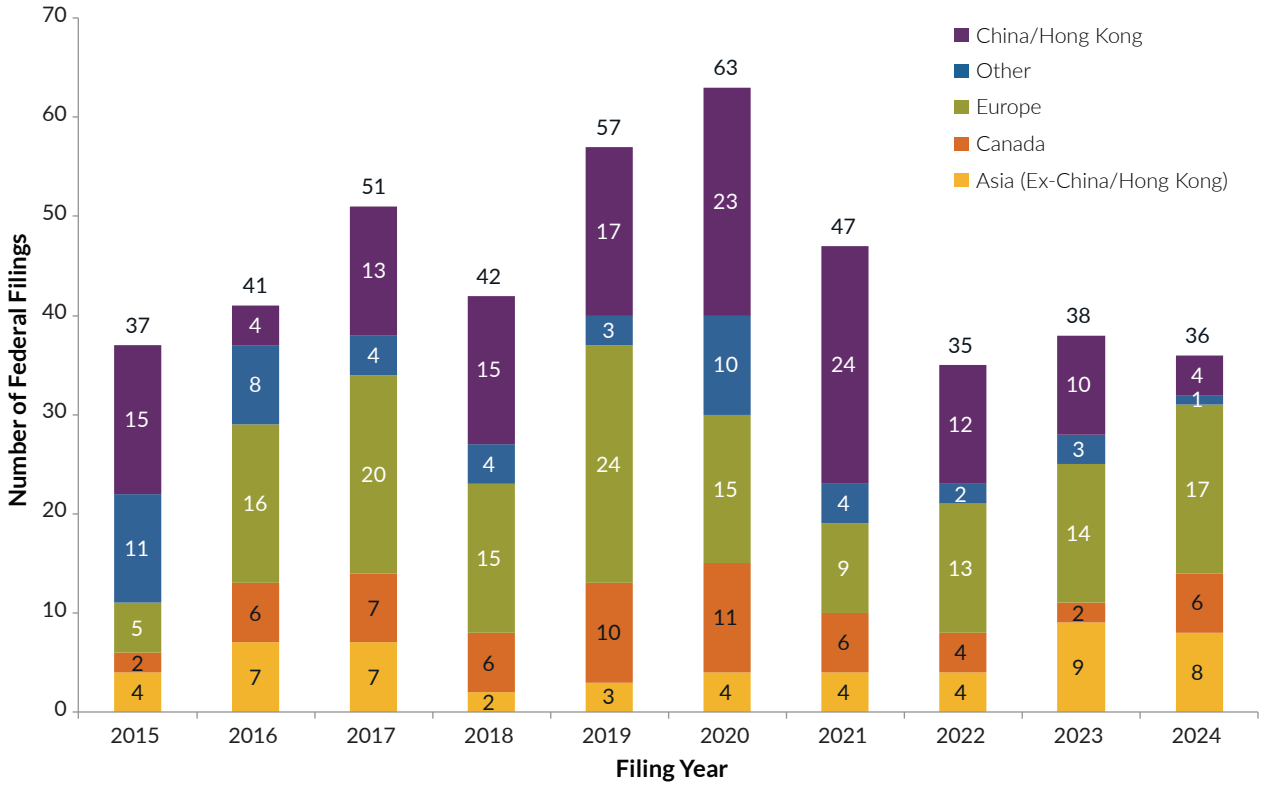


Note: Country of foreign issuer is determined based on location of principal executive offices.

Over the past four years, the share of US filings against foreign companies has sharply decreased.

There were 36 standard suits filed against foreign companies in 2024, a 5% decline from 2023, when 38 such suits were filed. The number of filings against companies based in Europe has steadily grown over the past three years, going from nine cases in 2021 to 17 cases in 2024. On the other hand, suits against companies based in China or Hong Kong declined from 24 in 2021 to four in 2024—an 83% decrease over the same three-year period. Elsewhere, there were six suits filed against companies based in Canada, four suits against companies in Israel, and one suit against a company in Australia. See Figure 7.

Figure 7. **Federal Filings Against Foreign Companies**
Shareholder Class Actions with Alleged Violations of Rule 10b-5, Section 11, or Section 12 by Region
January 2015–December 2024



Note: Country of foreign issuer is determined based on location of principal executive offices.

Among standard filings against foreign companies, 39% included an allegation related to missed earnings guidance, and 8% included an allegation related to merger-integration issues, roughly in line with the analogous rates for standard filings against US companies. Allegations related to regulatory issues were twice as common among foreign companies, however, with 33% of standard filings against foreign companies having this allegation, compared with 16% for standard filings against US companies. See Figure 8.

Figure 8. **Allegations in Federal Filings by US and Foreign Companies**
Shareholder Class Actions with Alleged Violations of Rule 10b-5, Section 11, and/or Section 12
January 2024–December 2024

Note: Country of foreign issuer is determined based on location of principal executive offices.

EVENT-DRIVEN AND OTHER SPECIAL CASES

In this section, we summarize trends in filings in potential development areas we have identified for securities class actions over the past five years (see Figures 9 and 10).

Figure 9. **Number of Crypto Federal Filings**
January 2016–December 2024

Crypto Cases

Crypto-related filings, comprising cases involving unregistered securities and shareholder suits involving companies operating in or adjacent to the cryptocurrency industry, reached a peak in 2022 but have declined substantially since then. While 2022 saw 29 crypto-related filings, there were only 17 such filings in 2023 and eight in 2024. Of the eight filings in 2024, five suits included allegations the cryptocurrencies or nonfungible tokens (NFTs) at issue constituted sales of unregistered securities.

COVID-19

While it has been approximately five years since the start of the COVID-19 pandemic, suits with COVID-19-related claims continue to be filed. There were 19 such suits in 2024, a 46% increase relative to the 13 filings seen in 2023.

Artificial Intelligence

As interest in artificial intelligence (AI) has increased in recent years, securities class action suits with AI-related allegations have been filed in greater frequency. In 2024, there were 13 AI-related filings in which companies are alleged to have overstated the use or effectiveness of AI in their businesses, more than double the number of filings seen in 2023. Seven were filed in the second half of 2024, including suits against Oddity Tech Ltd., Super Micro Computer, Inc., and Gitlab Inc.

SPAC

Filings related to special purpose acquisition companies (SPACs) have continued to decline since their peak in 2021, when 36 securities class action suits were filed. There were only nine SPAC-related filings in 2024. This trend is consistent with the decline in SPAC IPOs in recent years, which saw a high of 613 in 2021 but dropped to only 57 in 2024.[8]

Environment

There were five environment-related securities class action suits filed in 2024, a 38% decline from the eight cases seen in 2023. Four of these cases were filed in the first half of 2024 against Cummins Inc., SSR Mining Inc., GrafTech International Ltd., and AXT, Inc.[9] In the second half of 2024, a suit was filed against RELX Plc over greenwashing allegations.[10]

Cybersecurity and Customer Privacy Breach

From 2020 to 2022, there were at least four securities class action suits filed each year related to cybersecurity and/or customer privacy breach. In 2023 and 2024, there were two such filings each year. Suits in 2024 included a filing against PDD Holdings Inc. over allegations its applications installed malware on users' phones and against CrowdStrike Holdings, Inc. in connection with the worldwide IT outages caused by a faulty software update in July 2024.[11]

Bribery/Kickbacks

Between 2020 and 2022, there were 12 cases filed related to allegations of bribery or kickbacks. While there were no bribery/kickback-related cases filed in 2023, there were two such cases filed in 2024.

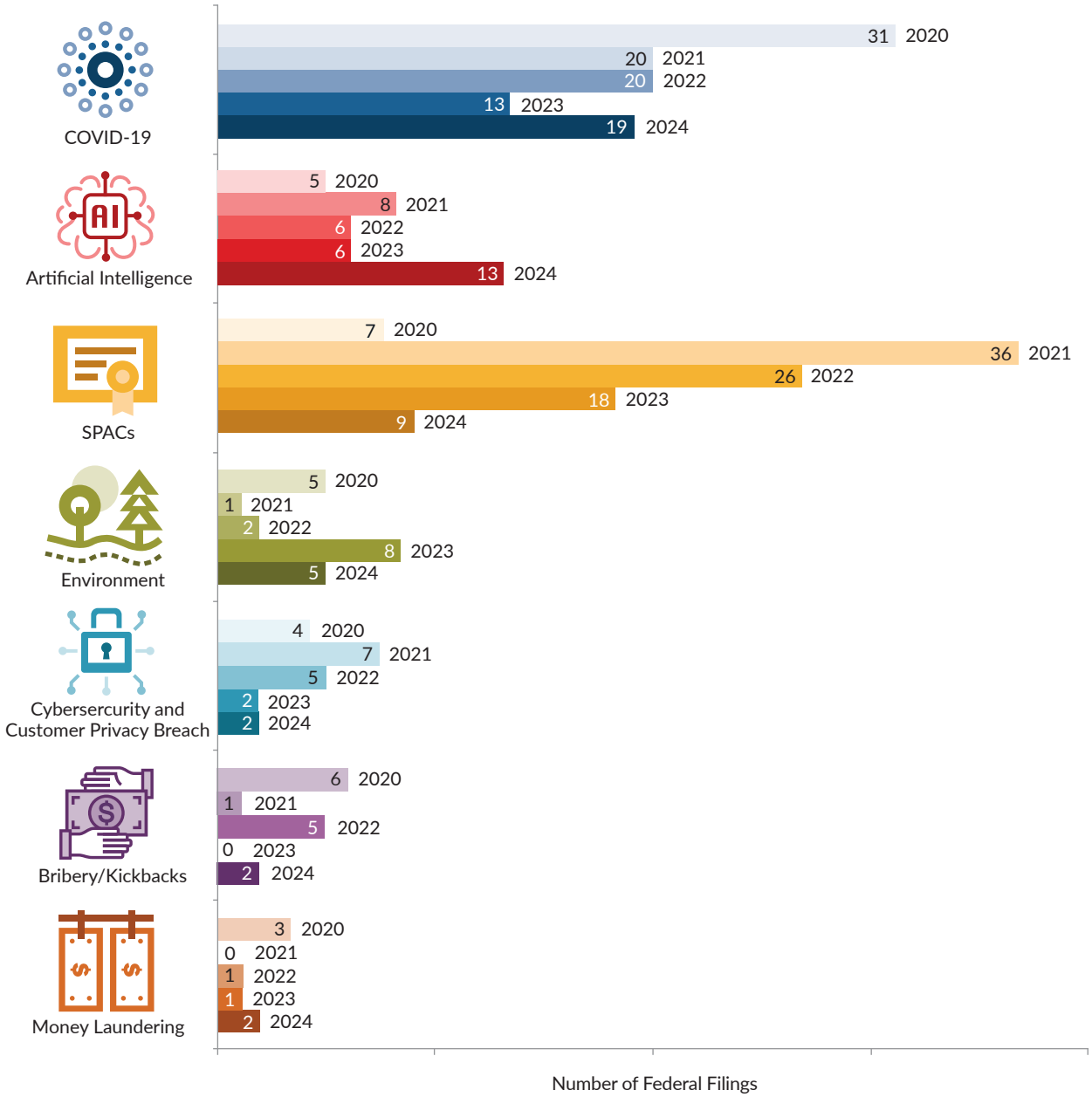
Money Laundering

While 2022 and 2023 saw only one suit filed with claims related to money laundering, there were two such suits filed in 2024. These suits involved TD Bank in connection with issues involving its anti-money laundering program and Customers Bancorp, Inc. over inadequate anti-money laundering practices.

Banking Turmoil

Between March and May 2023, there was a string of bank collapses and failures, which led to 11 securities class action suits filed against banking institutions in 2023. There have been no filings associated with banking turmoil since then; as a result, this development area is no longer presented in Figure 10.

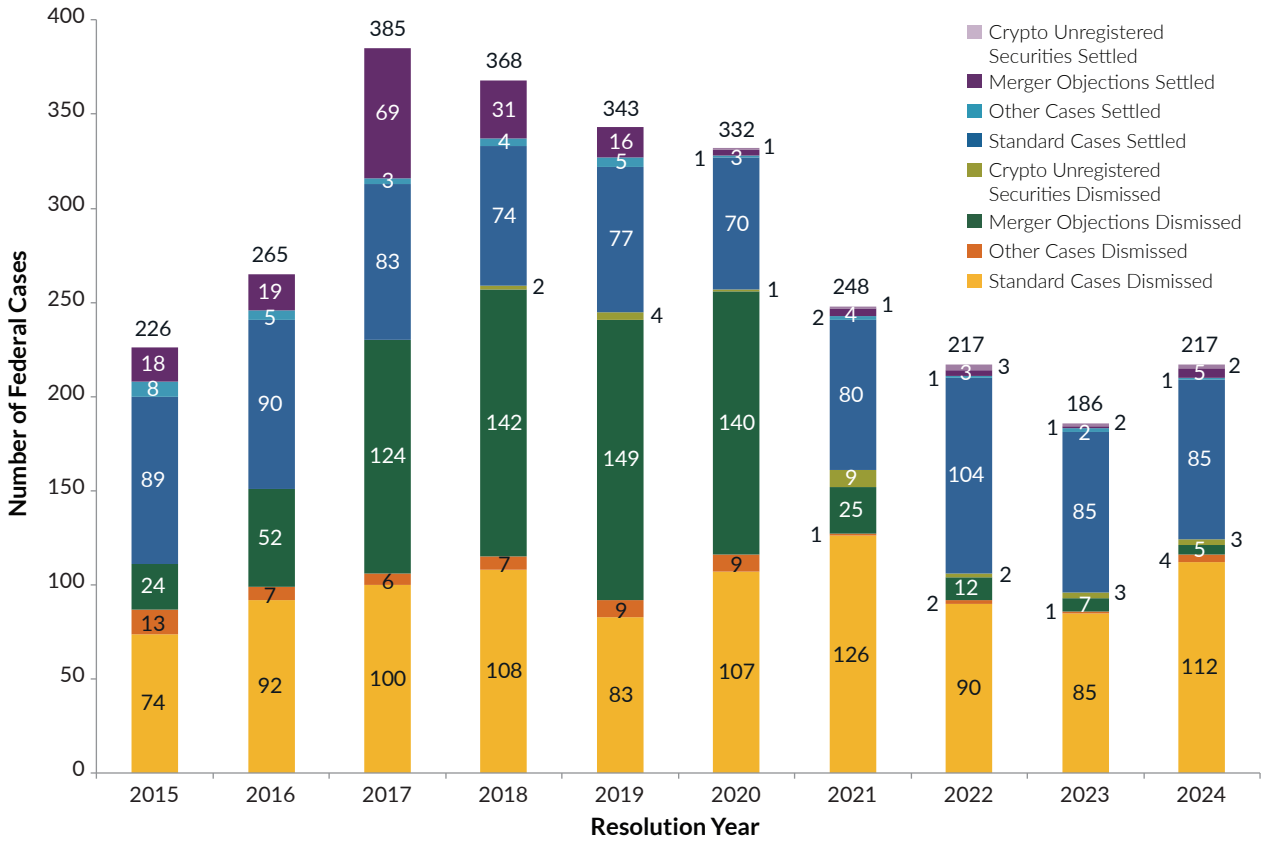
Figure 10. **Event-Driven and Other Special Cases by Filing Year**
January 2020–December 2024



TRENDS IN RESOLUTIONS

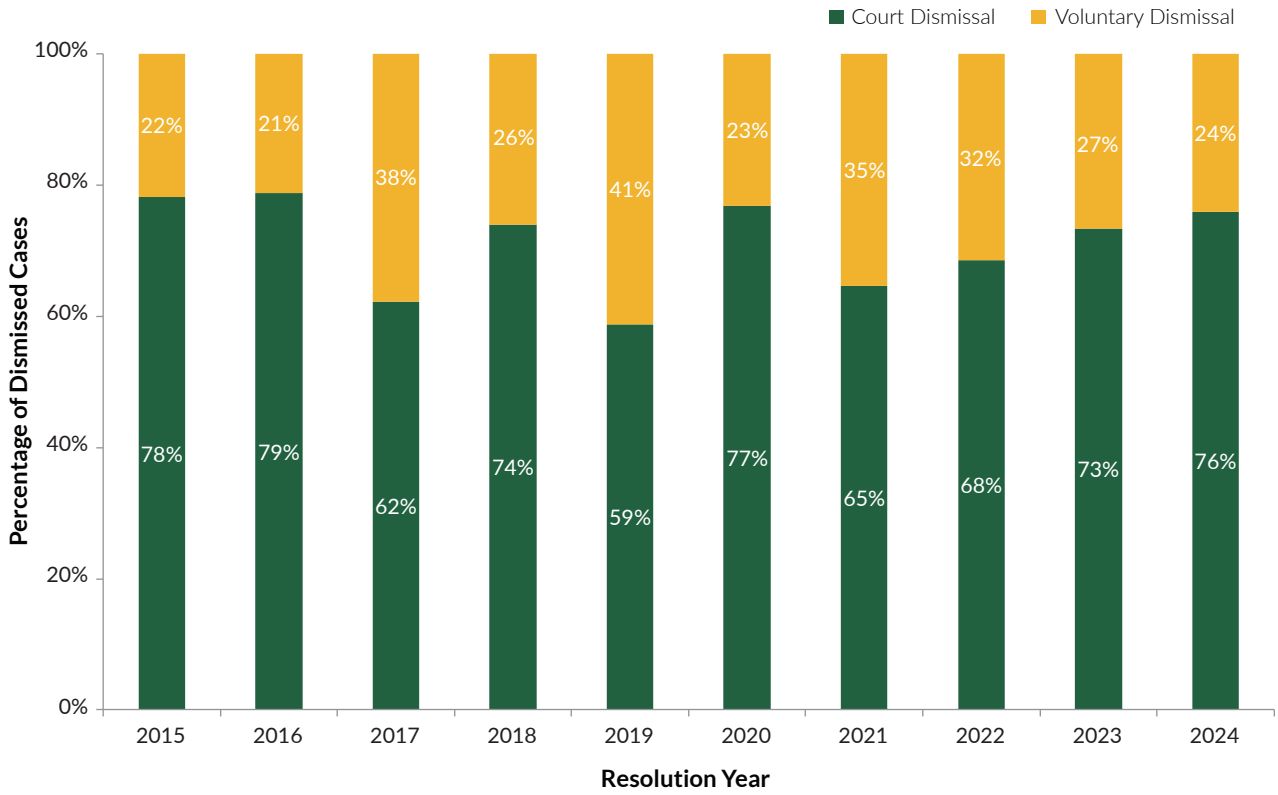
From 2017 to 2023, there was a decline in the number of resolved federal securities class action cases. This six-year decline ended in 2024, which saw the number of resolutions increase by 17% from 186 in 2023 to 217 in 2024. Of these resolved cases, 93 were settlements and 124 were dismissals.[12] Although the number of settlements increased by only 3% in 2024, the number of dismissals increased by 29% from 96 in 2023, largely driven by a rise in dismissals involving standard cases. Standard cases accounted for more than 90% of resolutions, comprising 197 of 217 resolved cases. See Figure 11.

Figure 11. **Number of Resolved Cases: Dismissed or Settled**
January 2015–December 2024



Excluding suits involving merger objections and crypto unregistered securities, historically, a minority of all dismissed cases are voluntarily dismissed by plaintiffs, though the percentage of voluntary dismissals has varied over time. For instance, while 35% of dismissed cases were voluntarily dismissed in 2021, this percentage has declined in subsequent years to 24% in 2024. See Figure 12.

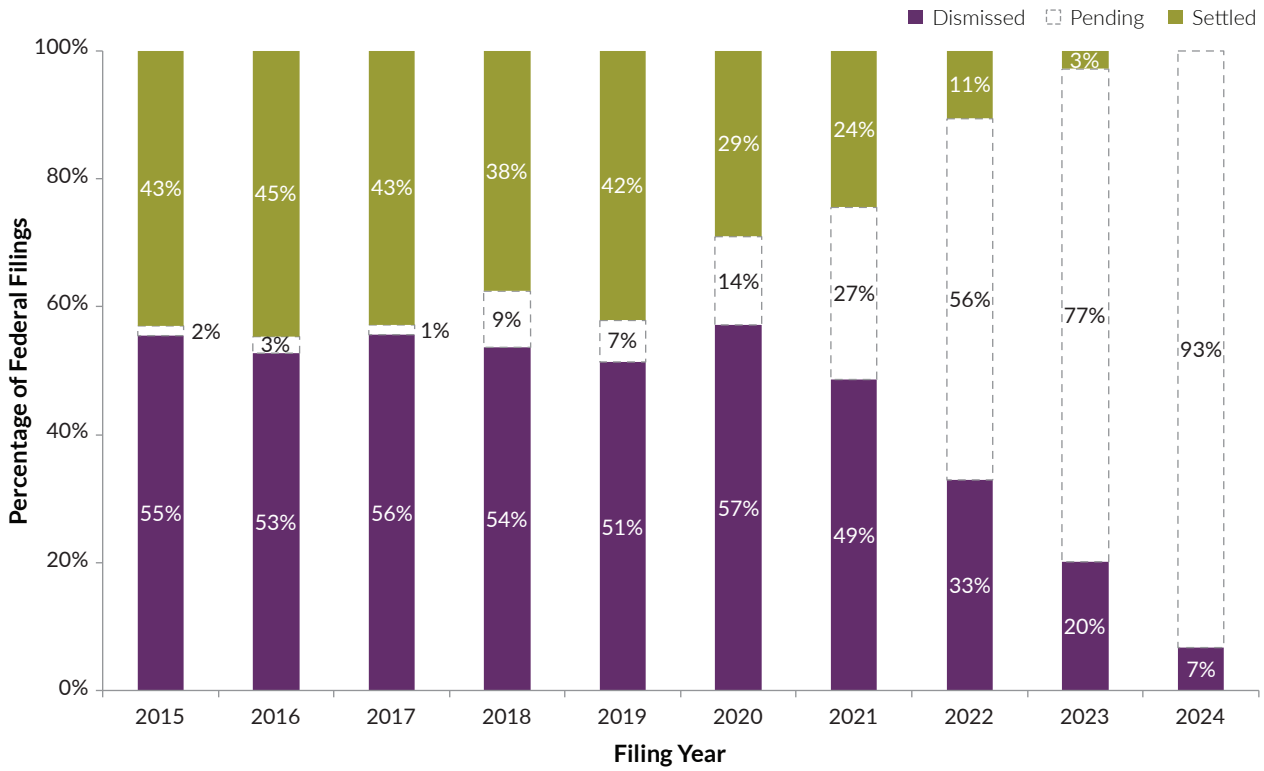
Figure 12. **Type of Dismissal as Percentage of Dismissed Cases by Resolution Year**
Excludes Merger Objections, Crypto Unregistered Securities, and Verdicts
January 2015–December 2024



Note: Court dismissals may include dismissals without prejudice and dismissals under appeal. Component values may not add to 100% due to rounding.

Since 2015, more filed cases have been dismissed than settled, with approximately 29% of filings remaining pending. This is consistent with historical trends, which indicate dismissals tend to occur earlier in the litigation cycle and settlements occur later. For cases filed in 2024, 7% have been dismissed and 93% remain pending as of 31 December 2024. See Figure 13.

Figure 13. **Status of Cases as Percentage of Federal Filings by Filing Year**
Excludes Merger Objections, Crypto Unregistered Securities, and Verdicts
January 2015–December 2024

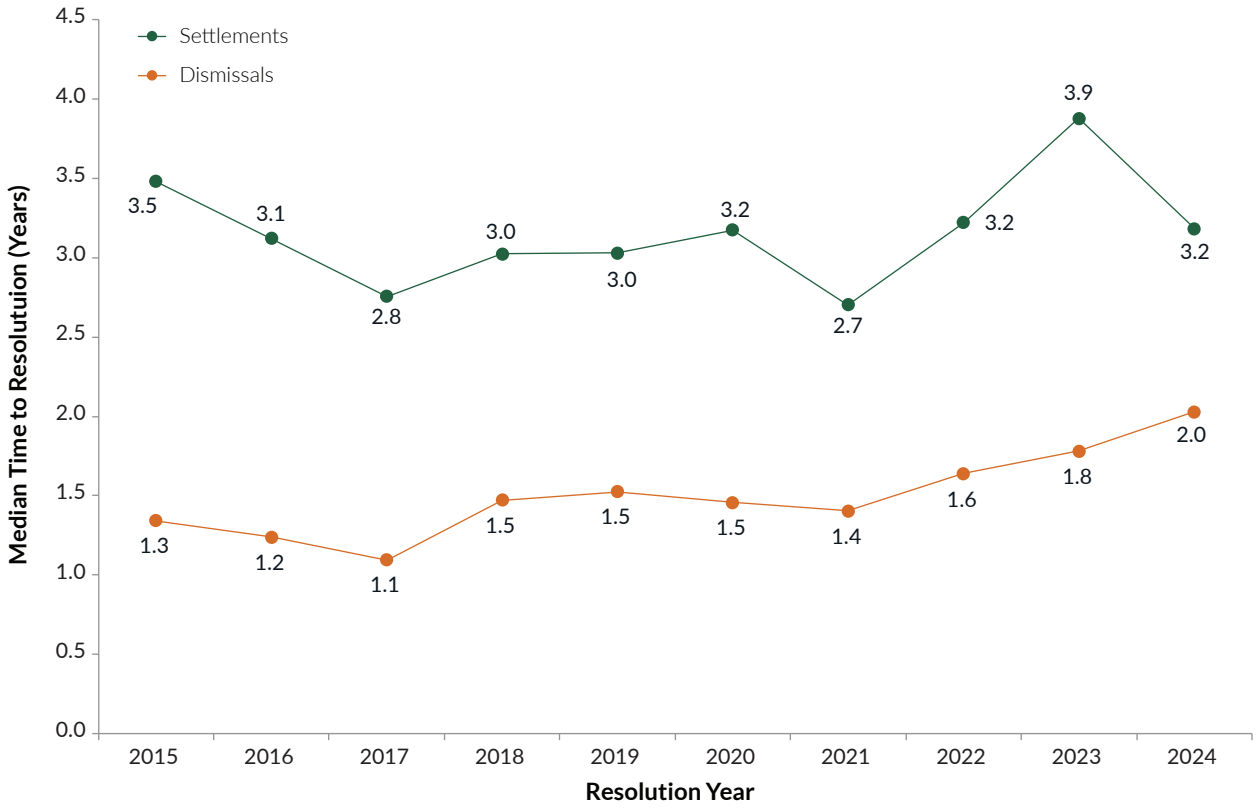


Note: Dismissals may include dismissals without prejudice and dismissals under appeal. Component values may not add to 100% due to rounding.

Since 2015, more filed cases have been dismissed than settled, with approximately 29% of filings remaining pending.

For cases dismissed between 2015 and 2021, the median time from the filing of the first complaint to resolution was relatively stable at around 1.4 years. Since 2021, the median time to dismissal has steadily increased, reaching a 10-year high of 2.0 years in 2024. For cases settled between 2015 and 2021, the median time from filing of the first complaint to resolution was relatively stable at around 3.0 years. While the median time to settlement notably increased to 3.9 years in 2023, it declined to 3.2 years in 2024. See Figure 14.

Figure 14. **Median Time from First Complaint Filing to Resolution**
Excludes Merger Objections, Crypto Unregistered Securities, and Verdicts
January 2015–December 2024



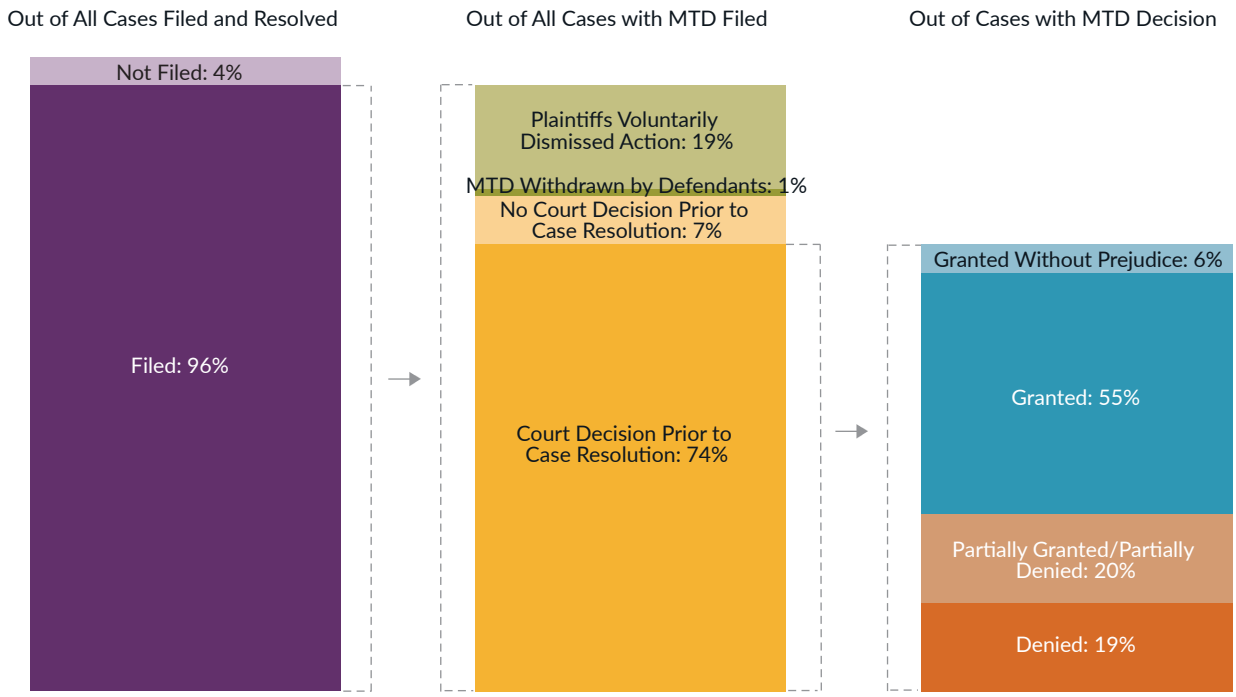
ANALYSIS OF MOTIONS

NERA's federal securities class action database tracks filing and resolution activity as well as decisions on motions to dismiss, motions for class certification, and the status of any motion as of the resolution date. For this analysis, we include securities class actions that were filed and resolved over the past 10 years in which purchasers of common stock are part of the class and in which a violation of Rule 10b-5, Section 11, and/or Section 12 is alleged.

Motion to Dismiss

A motion to dismiss was filed in 96% of the securities class action suits filed and resolved. Of these, a decision was reached in 74% of these cases, while 19% were voluntarily dismissed by plaintiffs, 7% settled before a court decision was reached, and 1% were withdrawn by defendants. Among the cases in which a decision was reached, 61% of motions were granted (with or without prejudice) while 39% were denied either in part or in full. See Figure 15.

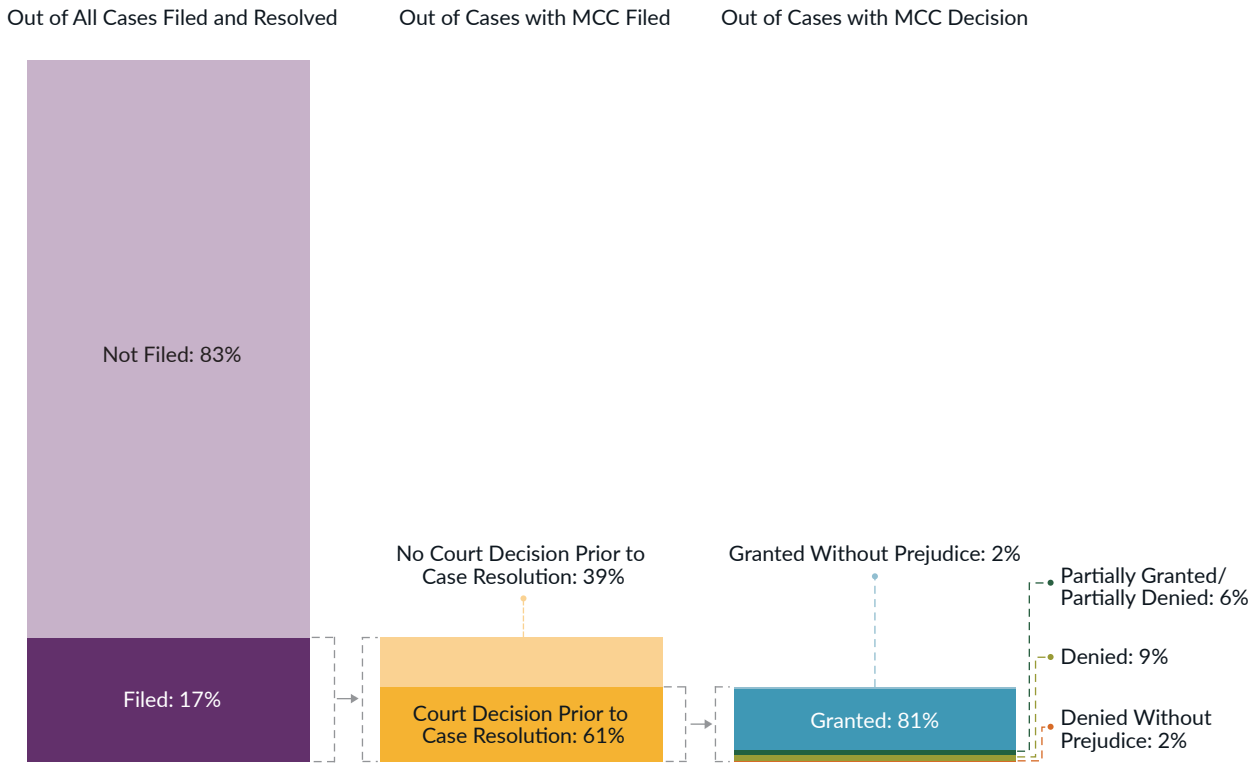
Figure 15. **Filing and Resolutions of Motions to Dismiss**
Cases Filed and Resolved January 2015–December 2024



Motion for Class Certification

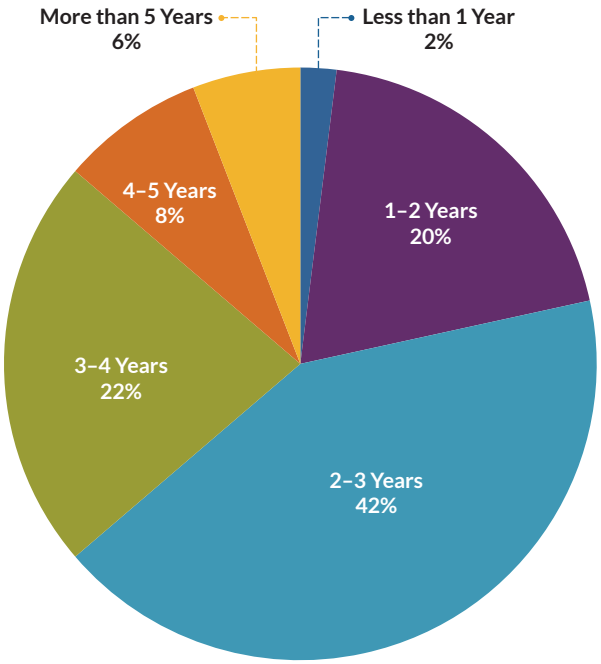
A motion for class certification was filed in only 17% of the securities class action suits filed and resolved, as most cases are either dismissed or settled before the class certification stage is reached. A decision was reached in 61% of the cases in which a motion for class certification was filed, while nearly all remaining 39% of cases were resolved with a settlement. Among the cases in which a decision was reached, the motion for class certification was granted (with or without prejudice) in 83% of cases and denied (with or without prejudice) in 11% of cases. See Figure 16.

Figure 16. **Filing and Resolutions of Motions for Class Certification**
Cases Filed and Resolved January 2015–December 2024



Approximately 62% of decisions on motions for class certification occur within three years of the filing of the first complaint, with 94% of decisions occurring within five years (see Figure 17). The median time is about 2.7 years.

Figure 17. **Time from First Complaint Filing to Class Certification Decision**
Cases Filed and Resolved January 2015–December 2024



The median time (for decisions on motions for class certification) is about 2.7 years.

TRENDS IN SETTLEMENT VALUES[13]

In 2024, aggregate settlements totaled $3.8 billion, nearly matching the inflation-adjusted total of $4.0 billion from 2023 (see Figure 18). After excluding cases involving merger objections, crypto unregistered securities, or settlements of $0 to the class, around 42% of settlements had a recovery of less than $10 million, another 40% had a settlement between $10 million and $49.9 million, and 18% settled for $50 million or more, largely mirroring the distribution of settlement values from 2023 (see Figure 19). The average settlement value was $43 million, a roughly 7% decline relative to the 2023 inflation-adjusted average settlement value of $46 million (see Figure 20).[14]

Figure 18. **Aggregate Settlement Value**
January 2015–December 2024

Figure 19. **Distribution of Settlement Values**
Excludes Merger Objections, Crypto Unregistered Securities, and Settlements for $0 to the Class
January 2020–December 2024

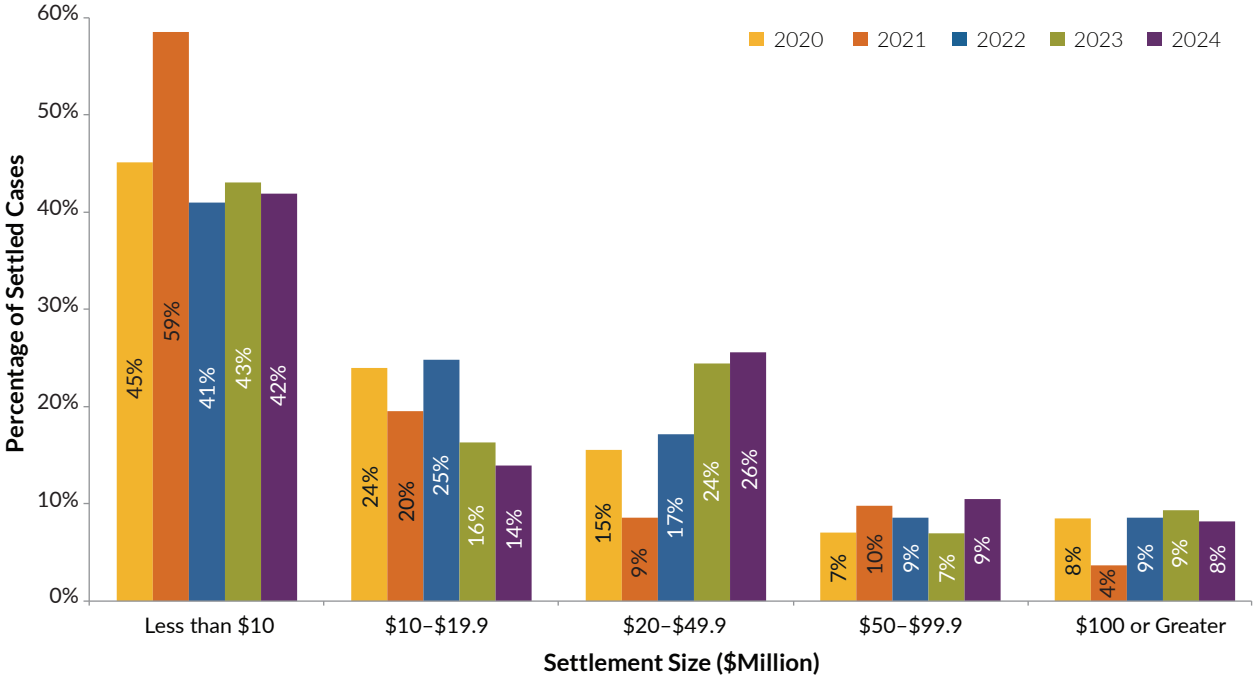
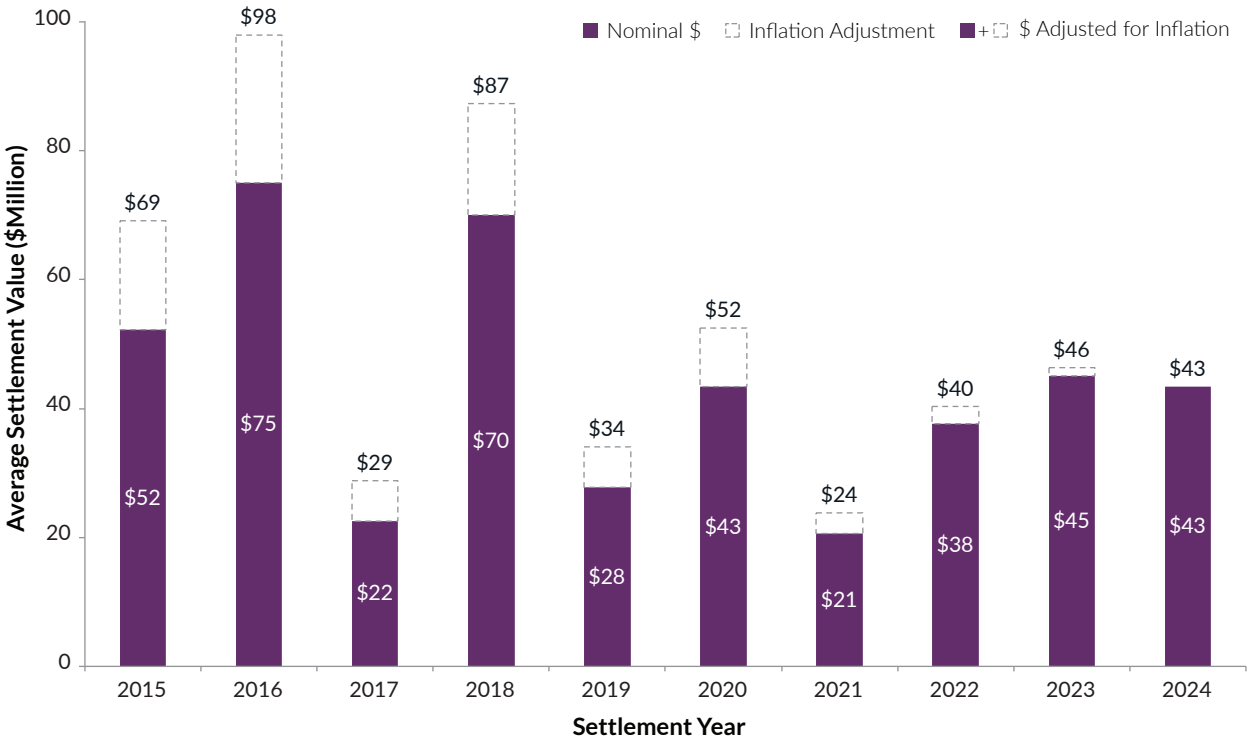


Figure 20. **Average Settlement Value**
Excludes Merger Objections, Crypto Unregistered Securities, and Settlements for $0 to the Class
January 2015–December 2024



While 2023 saw a $1 billion settlement by Wells Fargo & Company,[15] there were no settlements of $1 billion or higher in 2024, and the average settlement value excluding such cases was also $43 million (see Figure 21). The median settlement value was $14.0 million, roughly in line with the inflation-adjusted median settlement values in 2022 and 2023 (see Figure 22).

Figure 21. **Average Settlement Value**
Excludes Settlements of $1 Billion or Higher, Merger Objections, Crypto Unregistered Securities, and Settlements for $0 to the Class
January 2015–December 2024

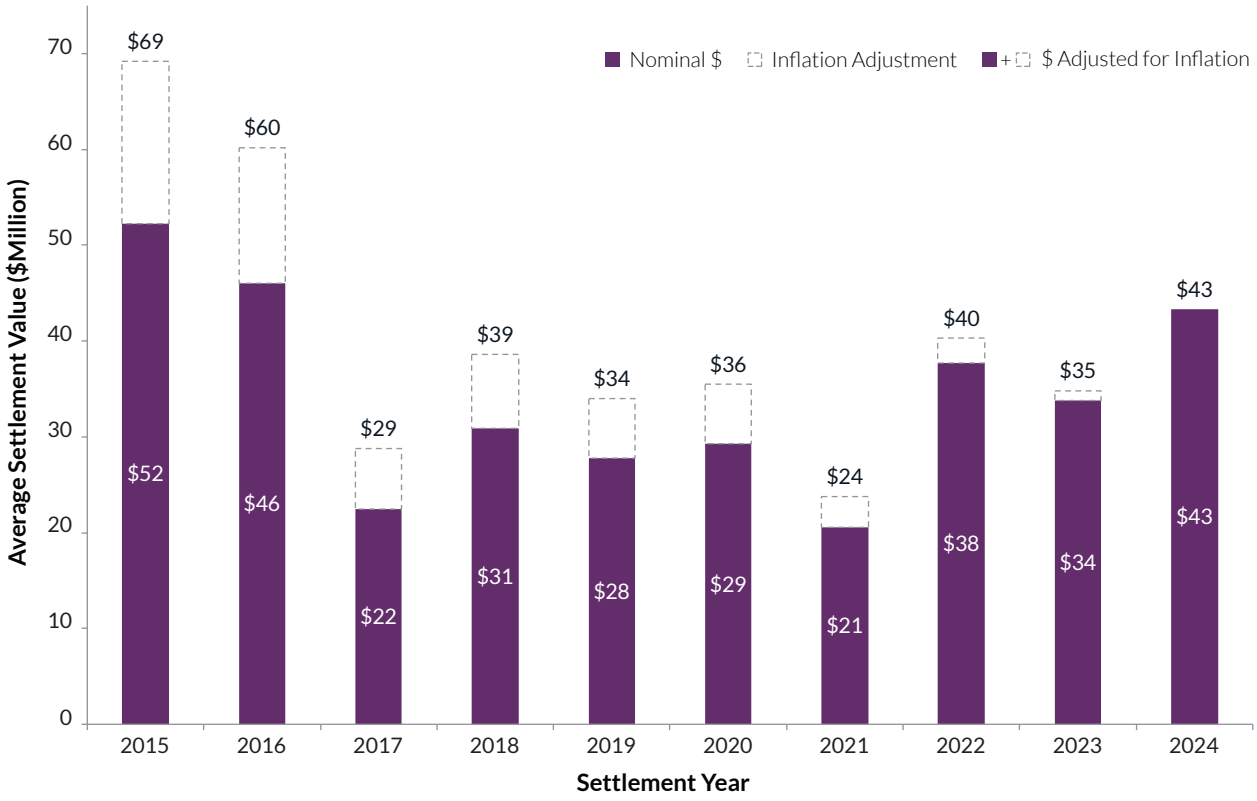


Figure 22. **Median Settlement Value**
Excludes Settlements of $1 Billion or Higher, Merger Objections, Crypto Unregistered Securities, and Settlements for $0 to the Class
January 2015–December 2024

The median settlement value was $14.0 million, roughly in line with the inflation-adjusted median settlement values in 2022 and 2023.

TOP SETTLEMENTS

The 10 largest settlements in 2024 ranged from $85 million to $490 million and collectively accounted for 60% of the $3.8 billion aggregate settlement amount. There were four settlements of at least $200 million, which include suits against Uber Technologies, Inc. ($200 million) over alleged misrepresentations in connection with its initial public offering,[16] Alphabet Inc. ($350 million) in a case involving a data privacy breach,[17] Under Armour, Inc. ($434 million) over claims the company hid declining demand of its products,[18] and Apple Inc. ($490 million) in a matter over alleged misrepresentations involving iPhone sales in China.[19] The Third and Ninth Circuits each accounted for four suits in the top 10 largest settlements. See Table 1.

Table 1. **Top 10 2024 Securities Class Action Settlements**

Rank	Defendant	Filing Date	Settlement Date	Total Settlement Value ($Million)	Plaintiffs' Attorneys' Fees and Expenses Value ($Million)	Circuit	Economic Sector
1	Apple Inc.	16 Apr 2019	17 Sep 2024	$490.0	$110.5	9th	Electronic Technology
2	Under Armour, Inc.	10 Feb 2017	7 Nov 2024	$434.0	$116.3	4th	Consumer Non-Durables
3	Alphabet, Inc.	11 Oct 2018	24 Sep 2024	$350.0	$68.0	9th	Technology Services
4	Uber Technologies, Inc.	4 Oct 2019	5 Dec 2024	$200.0	$61.2	9th	Transportation
5	Rite Aid Corporation	2 Nov 2018	7 Feb 2024	$192.5	$59.2	3rd	Retail Trade
6	TuSimple Holdings, Inc.	31 Aug 2022	2 Dec 2024	$189.0	$47.6	9th	Consumer Durables
7	Envision Healthcare Corporation	4 Aug 2017	21 Mar 2024	$177.5	$54.8	6th	Health Services
8	Pattern Energy Group Inc.	25 Feb 2020	3 May 2024	$100.0	$29.8	3rd	Utilities
9	Perrigo Company plc	18 May 2016	5 Sep 2024	$97.0	$22.5	3rd	Health Technology
10	Becton, Dickinson and Company	27 Feb 2020	22 Apr 2024	$85.0	$22.1	3rd	Health Technology
	Total			**$2,315.0**	**$592.0**		

Table 2 lists the 10 largest federal securities class action settlements through 31 December 2024. Since the Valeant Pharmaceuticals partial settlement of $1.2 billion in 2020, this list has remained unchanged, with settlements ranging from $1.1 to $7.2 billion.

Table 2. **Top 10 Federal Securities Class Action Settlements (As of 31 December 2024)**

Rank	Defendant	Filing Date	Settlement Year(s)	Total Settlement Value ($Million)	Financial Institutions Value ($Million)	Accounting Firms Value ($Million)	Plaintiffs' Attorney's Fees and Expenses Value ($Million)	Circuit	Economic Sector
1	ENRON Corp.	22 Oct 2001	2003–2010	$7,242	$6,903	$73	$798	5th	Industrial Services
2	WorldCom, Inc.	30 Apr 2002	2004–2005	$6,196	$6,004	$103	$530	2nd	Communications
3	Cendant Corp.	16 Apr 1998	2000	$3,692	$342	$467	$324	3rd	Finance
4	Tyco International, Ltd.	23 Aug 2002	2007	$3,200	No codefendant	$225	$493	1st	Producer Manufacturing
5	Petroleo Brasileiro S.A.-Petrobras	8 Dec 2014	2018	$3,000	$0	$50	$205	2nd	Energy Minerals
6	AOL Time Warner Inc.	18 July 2002	2006	$2,650	No codefendant	$100	$151	2nd	Consumer Services
7	Bank of America Corp.	21 Jan 2009	2013	$2,425	No codefendant	No codefendant	$177	2nd	Finance
8	Household International, Inc.	19 Aug 2002	2006–2016	$1,577	Dismissed	Dismissed	$427	7th	Finance
9	Valeant Pharmaceuticals International, Inc.*	22 Oct 2015	2020	$1,210	$0	$0	$160	3rd	Health Technology
10	Nortel Networks	2 Mar 2001	2006	$1,143	No codefendant	$0	$94	2nd	Electronic Technology
	Total			**$32,334**	**$13,249**	**$1,017**	**$3,358**		

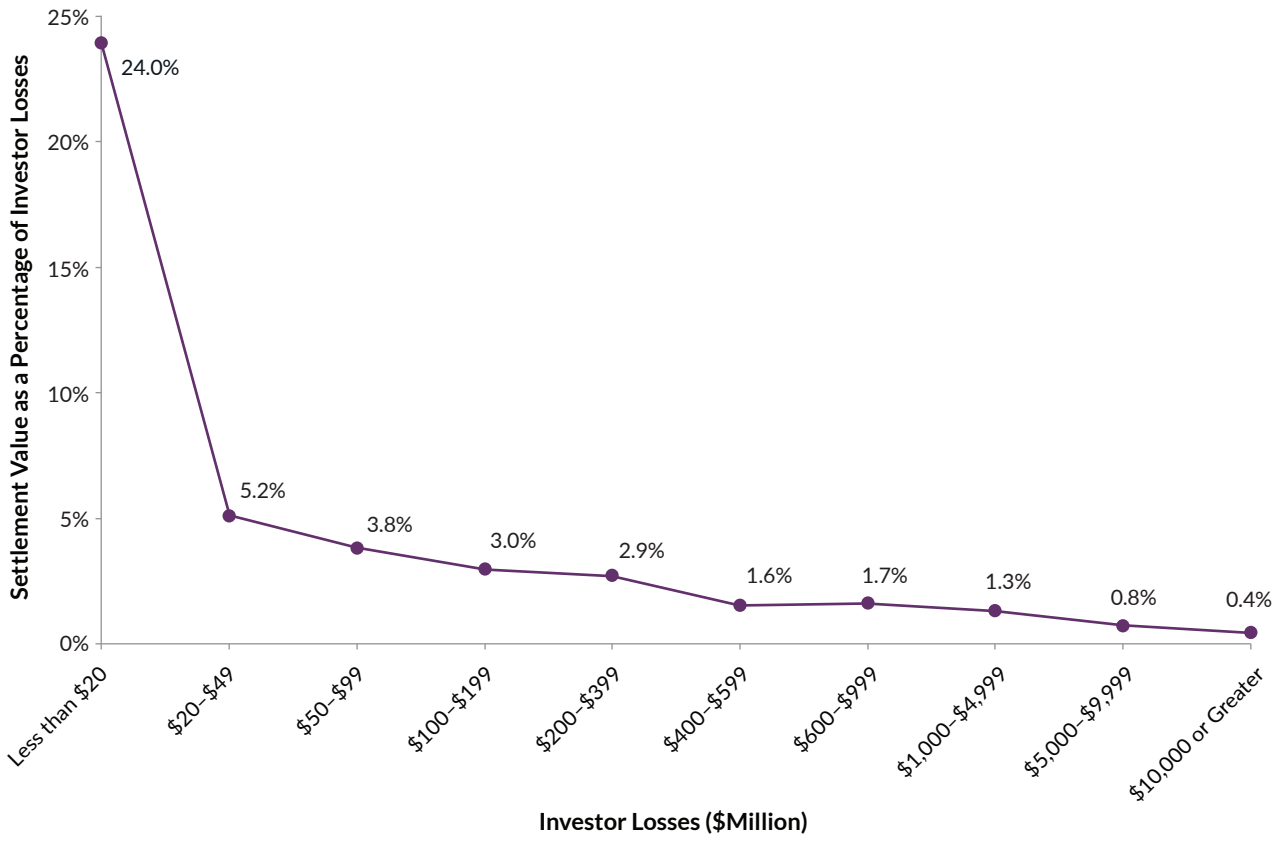
* Denotes a partial settlement, which is included here due to its sizeable amount. Note that this case is not included in any of our resolution or settlement statistics.

NERA-DEFINED INVESTOR LOSSES

To estimate the potential aggregate loss to investors as a result of investing in the defendant's stock during the alleged class period, NERA has developed a proprietary variable, NERA-Defined Investor Losses, using publicly available data. The NERA-Defined Investor Loss measure is constructed assuming investors had invested in stocks during the class period whose performance was comparable to that of the S&P 500 Index. Over the years, NERA has reviewed and examined more than 2,000 settlements and found, of the variables analyzed, this proprietary variable to be the most powerful predictor of settlement amount.[20]

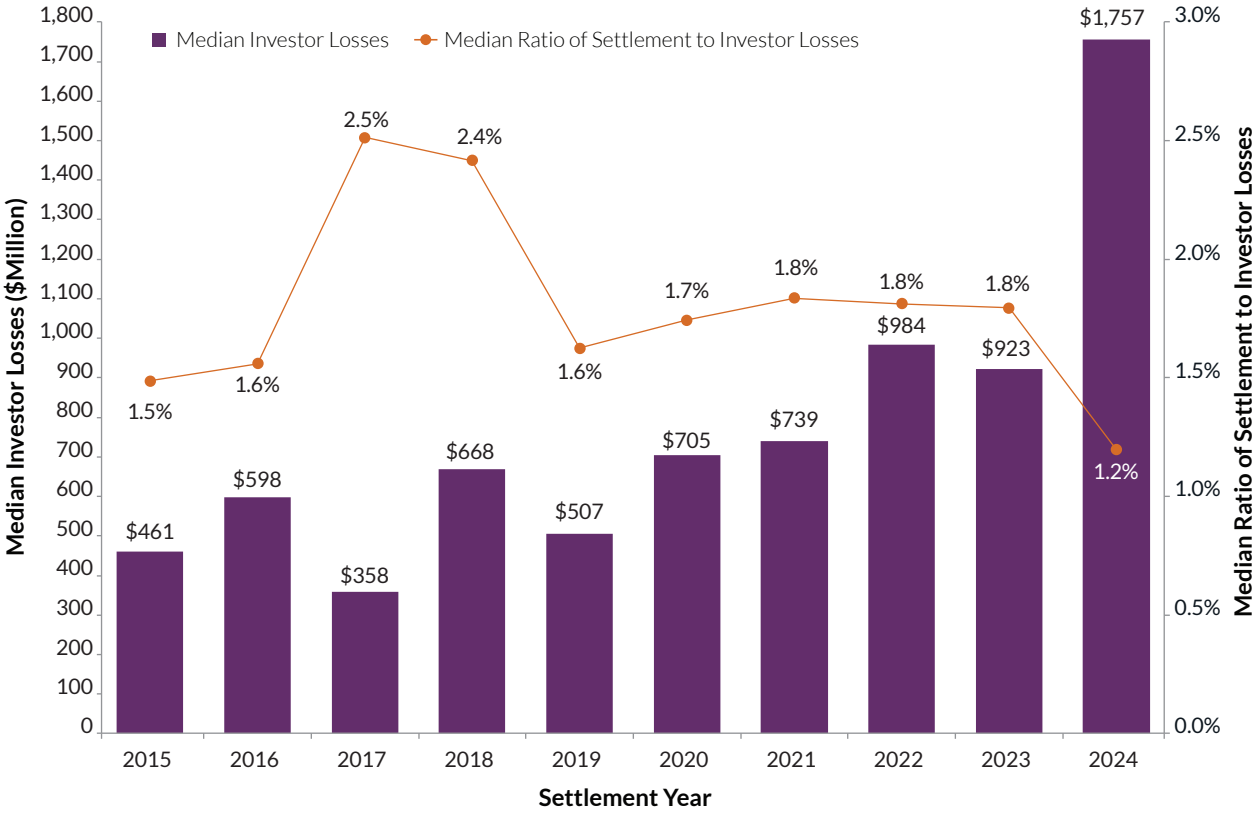
A statistical review reveals that although settlement values and NERA-Defined Investor Losses are highly correlated, the relationship is not linear. The ratio is higher for cases with lower NERA-Defined Investor Losses than for cases with higher Investor Losses. For instance, in cases with less than $20 million in Investor Losses, the median settlement value comprises 24% of Investor Losses, while for cases with $100 million or more in Investor Losses, the median settlement value is at or under 3.0% of Investor Losses. See Figure 23.

Figure 23. **Median Settlement Value as a Percentage of NERA-Defined Investor Losses**
By Level of Investor Losses
Cases Settled January 2015–December 2024



Since 2015, annual median Investor Losses have ranged from a low of $358 million to a high of $1.76 billion. For cases settled in 2024, the median Investor Losses were $1.76 billion, the highest recorded value over the past 10 years. The median ratio of settlement amount to Investor Losses was 1.2% in 2024, a notable decline from the 1.8% median ratio seen over 2021–2023. See Figure 24.

Figure 24. **Median NERA-Defined Investor Losses and Median Ratio of Settlement to Investor Losses by Settlement Year**
January 2015–December 2024

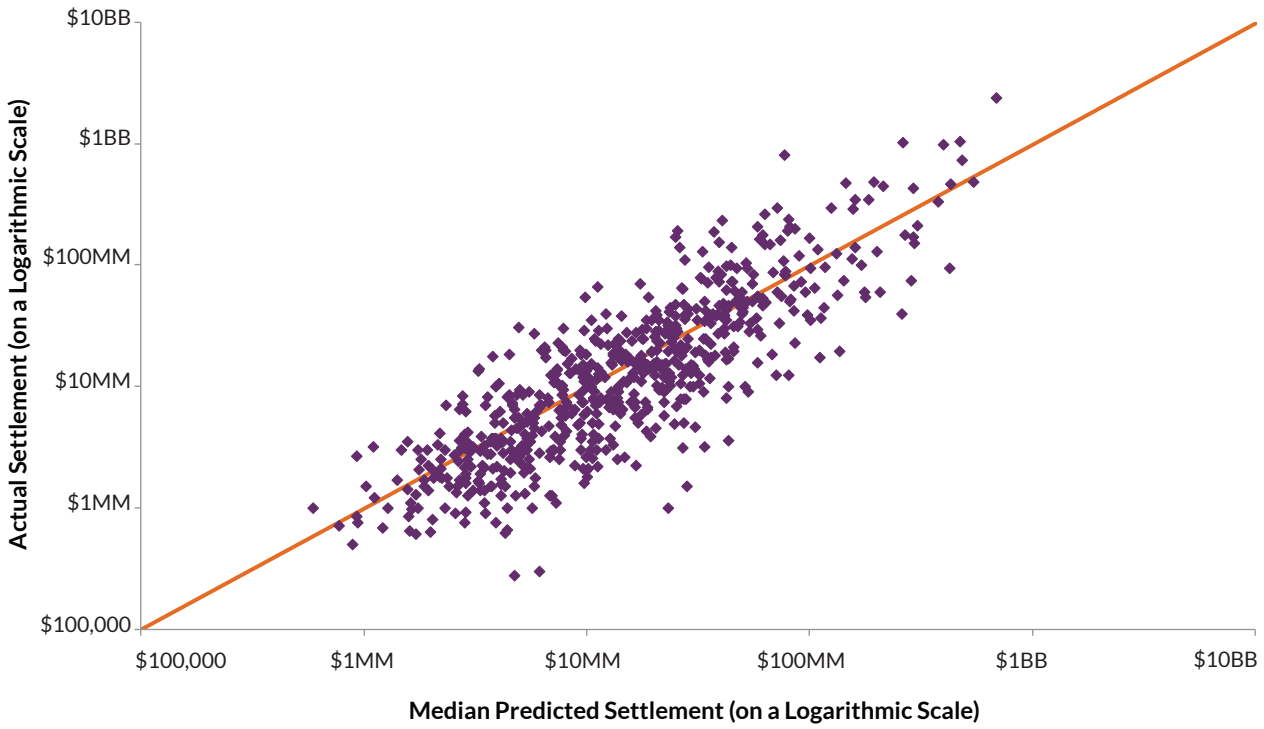


NERA has identified the following key factors as driving settlement amounts:

- NERA-Defined Investor Losses;
- The market capitalization of the issuer immediately after the end of the class period;
- The types of securities (in addition to common stock) alleged to have been affected by the fraud;
- Variables that serve as a proxy for the merit of plaintiffs' allegations (e.g., whether the company has already been sanctioned by a government or regulatory agency or paid a fine in connection with the allegations);
- The stage of litigation at the time of settlement; and
- Whether an institution or public pension fund is named lead plaintiff (see Figure 25).

Among cases settled between January 2012 and December 2024, these factors in NERA's statistical model can explain more than 70% of the variation observed in actual settlements.

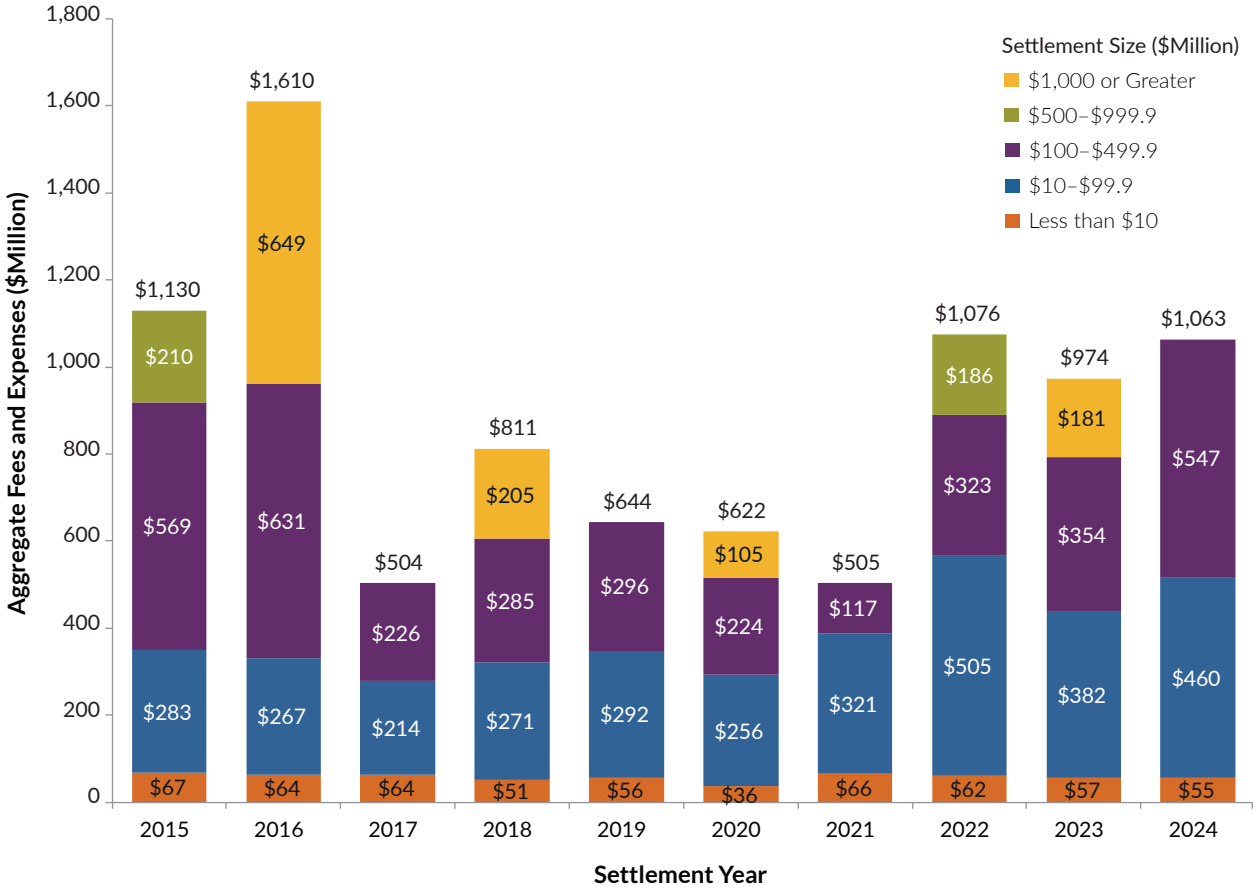
Figure 25. **Predicted vs. Actual Settlements**
Investor Losses Using S&P 500 Index
Cases Settled January 2012–December 2024



TRENDS IN PLAINTIFFS' ATTORNEYS' FEES AND EXPENSES

In the past decade, annual aggregate plaintiffs' attorneys' fees and expenses have ranged from a low of $504 million to a high of $1.6 billion. In 2024, aggregate plaintiffs' attorneys' fees and expenses totaled $1.06 billion, nearly $90 million more compared with the $974 million seen in 2023 (see Figure 26). Plaintiffs' attorneys' fees and expenses comprised approximately 27.3% of the $3.8 billion aggregate settlement amount.

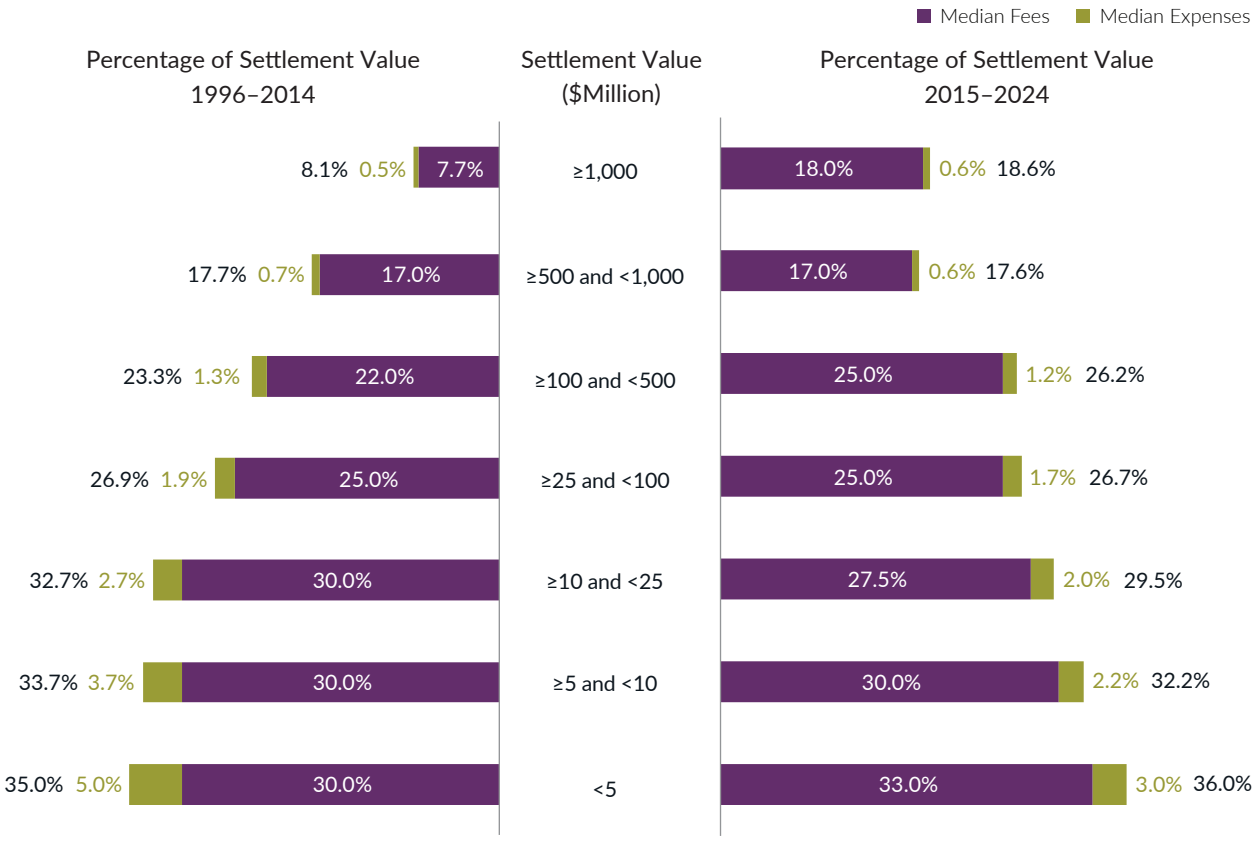
Figure 26. **Aggregate Plaintiffs' Attorneys' Fees and Expenses by Settlement Size**
January 2015–December 2024



For cases that have settled since the passage of the Private Securities Litigation Reform Act (PSLRA) in 1995, plaintiffs' attorneys' fees and expenses as a percentage of the settlement amount generally decline as the settlement size increases. For instance, for cases settled between 2015 and 2024, the median percentage of fees and expenses ranged from 36.0% in settlements of $5 million or lower to 18.6% in settlements of $1 billion or higher.

Over the 2015–2024 period, median percentage of attorneys' fees have increased for settlements under $5 million, settlements between $100 and $500 million, and settlements over $1 billion, relative to the 1996–2014 period. This increase is more pronounced for settlements of $1 billion or higher, although this category has only five settlements in the post-2014 period (see Figure 27).

Figure 27. **Median of Plaintiffs' Attorneys' Fees and Expenses by Size of Settlement**
Excludes Merger Objections, Crypto Unregistered Securities, and Settlements for $0 to the Class



Note: Component values may not add to total value due to rounding.

CONCLUSION

Filings of federal securities class actions remained flat in 2024, with 229 suits filed. Of these, there were 198 suits with Rule 10b-5-only claims, a 10-year high, while there were only 16 suits with Section 11 and/or Section 12 claims, a 10-year low. After a dip in 2023, the percentage of filings against companies in the technology and healthcare sectors increased to 30% and 26%, respectively. The percentage of filings against foreign companies continues to decline, with only 16.8% targeting foreign companies. While suits with AI-related allegations doubled in 2024 to 13 filings, there were no suits related to banking turmoil, a category that saw 11 filings in 2023.

The number of resolved cases increased by nearly 17% from 186 in 2023 to 217 in 2024, ending a six-year decline in resolutions dating back to 2017. This increase in resolutions, consisting of 93 settlements and 124 dismissals, was mostly driven by an increase in the number of dismissed cases. For dismissed cases, the median time to dismissal increased from 1.4 years in 2021 to 2.0 years in 2024, while the percentage of voluntary dismissals declined from 35% to 24% over that same period. For settled cases in 2024, the average and median settlement values were $43 million and $14 million, respectively, a slight decline over their 2023 inflation-adjusted values.

NOTES

1 This edition of NERA's report on "Recent Trends in Securities Class Action Litigation" expands on previous work by our colleagues Lucy P. Allen, Dr. Vinita Juneja, Dr. Denise Neumann Martin, Dr. Jordan Milev, Robert Patton, Dr. Stephanie Plancich, Janeen McIntosh, and others. The authors thank Dr. David Tabak and Benjamin Seggerson for helpful comments on this edition. We thank Vlad Lee, Daniel Klotz, and other researchers from NERA's securities and finance capability for their valuable assistance. These individuals receive credit for improving this report; any errors and omissions are those of the authors. NERA's proprietary securities class action database and all analyses reflected in this report are limited to US federal case filings and resolutions.

2 NERA tracks securities class actions that have been filed in US federal courts. Most of these cases allege violations of federal securities laws; others allege violations of common law, including breach of fiduciary duty, as with some merger-objection cases; still others are filed in federal court under foreign or state law. If multiple actions are filed against the same defendant, are related to the same allegations, and are in the same circuit, we treat them as a single filing. The first two actions filed in different circuits are treated as separate filings. If cases filed in different circuits are consolidated, we revise our count to reflect the consolidation. Therefore, case counts for a particular year may change over time. Different assumptions for consolidating filings would probably lead to counts that are similar but may, in certain circumstances, lead observers to draw a different conclusion about short-term trends in filings. Data for this report were collected from multiple sources, including Institutional Shareholder Services, Dow Jones Factiva, Bloomberg Finance, FactSet Research Systems, Nasdaq, Intercontinental Exchange, US Securities and Exchange Commission (SEC) filings, complaints, case dockets, and public press reports. IPO laddering cases are presented only in Figure 1.

3 Federal securities class actions that allege violations of Rule 10b-5, Section 11, and/or Section 12 have historically dominated federal securities class action dockets and have often been referred to as "standard" cases. In the analyses of this report, standard cases involve registered securities and do not include cases involving crypto unregistered securities, which are considered a separate category.

4 IPO figures taken from Stock Analysis, accessed 13 January 2025, available at https://stockanalysis.com/ipos/statistics/.

5 In this study, crypto cases consist of two mutually exclusive subgroups: (1) crypto shareholder class actions, which include a class of investors in common stock, American depositary receipts/American depositary shares (ADR/ADS), and/or other registered securities, along with crypto- or digital-currency-related allegations; and (2) crypto unregistered securities class actions, which do not have class investors in any registered securities that are traded on major exchanges (New York Stock Exchange, Nasdaq). We include crypto shareholder class actions in all our analyses that include standard cases. Crypto unregistered securities class actions are excluded from some analyses, which is noted in the titles of our figures.

6 Most securities class action complaints include multiple allegations. For this analysis, all allegations from the complaint are included and thus the total number of allegations exceeds the total number of filings.

7 Here, a company is considered a foreign company based on the location of its principal executive office.

8 SPAC IPO figures taken from SPAC Data, accessed 13 January 2025, available at https://www.spacdata.com.

9 See Figure 8 of NERA's 2024 midyear report "Recent Trends in Securities Class Action Litigation: 2024 H1 Update," 6 August 2024, available at https://www.nera.com/insights/publications/2024/recent-trends-in-securities-class-action-litigation--2024-h1-upd.html.

10 Sarah Jarvis, "RELX Hit with Proposed Greenwashing Class Action," *Law360.com*, 7 August 2024, available at https://www.law360.com/articles/1867368/.

11 Jordan Robertson and Evan Gorelick, "CrowdStrike and the Global IT Outage, Explained," *Bloomberg*, 19 July 2024, available at https://www.bloomberg.com/news/articles/2024-07-19/crowdstrike-microsoft-it-outage-what-caused-it-what-comes-next.

12 Here "dismissed" is used as shorthand for all class actions resolved without settlement; it includes cases in which a motion to dismiss was granted (and not appealed or appealed unsuccessfully), voluntary dismissals, cases terminated by a successful motion for summary judgment, and an ultimately unsuccessful motion for class certification.

13 For our settlement analyses, NERA includes settlements that have had the first settlement-approval hearing. We do not include partial settlements or tentative settlements that have been announced by plaintiffs and/or defendants. As a result, although we include the 2020 Valeant Pharmaceuticals partial settlement in Table 2 due to its size, this case is not included in any of our resolution, settlement, or attorney fee statistics.

NOTES

14 While annual average settlement values can be a helpful statistic, these values may be affected by one or a few very high settlement amounts. Unlike averages, the median settlement value is unaffected by these very high outlier settlement amounts. To understand what more typical cases look like, we analyze the average and median settlement values for cases with a settlement amount under $1 billion, thus excluding these outlier settlement amounts. For the analysis of settlement values, we limit our data to non-merger objection and non-crypto unregistered securities cases with settlements of more than $0 to the class.

15 Jon Hill and Jessica Corso, "Wells Fargo Inks $1B Deal to End Investors' Compliance Suit," *Law360.com*, 16 May 2023, available at https://www.law360.com/articles/1677976/.

16 Bonnie Eslinger, "Uber Investors' Attys Awarded $58M In $200M IPO Suit Deal," *Law360.com*, 4 December 2024, available at https://www.law360.com/articles/2269355.

17 Bonnie Eslinger, "Google Investors' Attys Snag $66.5M In $350M Privacy Deal," *Law360.com*, dated 30 September 2024, available at https://www.law360.com/articles/1884117.

18 Hailey Konnath, "Under Armour to Pay $434M to End Securities Fraud Claims," *Law360.com*, dated 21 June 2024, available at https://www.law360.com/articles/1850514.

19 Dorothy Atkins, "Apple's $490M Deal Over China Sales OK'ed, Attys Get $110M," *Law360.com*, 19 September 2024, available at https://www.law360.com/articles/1880634.

20 NERA-Defined Investor Losses is only calculable for cases involving allegations of damages to common stock based on one or more corrective disclosures moving the stock price to its alleged true value. As a result, we have not calculated this metric for cases such as merger objections.

RELATED EXPERTS

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The opinions expressed herein do not necessarily represent the views of NERA or any other NERA consultant.

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Since 1961, NERA has provided unparalleled guidance on the most important market, legal, and regulatory questions of the day. Our work has shaped industries and policy around the world. Our field-leading experts and deep experience allow us to provide rigorous analysis, reliable expert testimony, and data-powered policy recommendations for the world's leading law firms and corporations as well as regulators and governments. Our experience, integrity, and economic ingenuity mean you can depend on us in the face of your biggest economic and financial challenges.

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Exhibit 9F

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re AppHarvest Securities Litigation

Case No. 1:21-cv-07985-LJL

~~[PROPOSED]~~ ORDER AWARDING ATTORNEYS' FEES AND LITIGATION EXPENSES

THIS CAUSE came before the Court for hearing on July 11, 2024 at 2:00 pm (the "Settlement Hearing") on Lead Counsel's Unopposed Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses (the "Fee and Expense Application"). The Court having considered all argument, papers, testimony, and evidence submitted in connection with the Fee and Expense Application in the record and during the Settlement Hearing, and the Court having considered and determined the fairness and reasonableness of the award of attorneys' fees and expenses requested,

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. This Order incorporates by reference the definitions in the Stipulation and Agreement of Settlement, (the "Stipulation") filed with the Court on February 20, 2024 (ECF 117-1), and all capitalized terms not otherwise defined herein shall have the same meanings as set forth in the Stipulation.

2. This Court has jurisdiction to enter this Order and over the subject matter of the Action and over all Parties to the Action, including all Settlement Class Members.

3. Notice of Lead Counsel's Fee and Expense Application was given to all Settlement Class Members who could be identified with reasonable effort. The form and method of notifying the Settlement Class of the Fee and Expense Application, including by providing true and accurate

copies of all papers submitted in support of the Fee and Expense Application on the website created by the Claims Administrator for the purposes of the Settlement, satisfied the notice requirements of Rule 23 of the Federal Rules of Civil Procedure, the United States Constitution (including the Due Process Clause), and Section 21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-4(a)(7), as amended by the Private Securities Litigation Reform Act of 1995 (the "PSLRA"); constituted the best notice practicable under the circumstances; and constituted due, adequate, and sufficient notice to all persons entitled thereto.

4. Lead Counsel, Levi & Korsinsky, LLP, are hereby awarded attorneys' fees in the amount of $1,212,500, or 25% of the Settlement Fund), and payment of litigation expenses in the amount of $166,987.77, which sums the Court finds to be fair and reasonable.

5. The award of attorneys' fees and expenses may be paid to Lead Counsel from the Settlement Fund immediately upon entry of this Order, subject to the terms, conditions, and obligations of the Stipulation, which terms, conditions, and obligations are incorporated herein.

6. In making this award of attorneys' fees and expenses to be paid from the Settlement Fund, the Court has considered and found that:

A. Lead Counsel devoted 2,439.93 hours in professional time, with a lodestar value of $1,609,970.25, and $166,987.77 in litigation expenses to achieve the Settlement;

B. The Action involves complex factual and legal issues and, in the absence of settlement, would involve lengthy proceedings whose resolution would be uncertain;

C. Lead Counsel have conducted the litigation and achieved the Settlement with skill, perseverance, and diligent advocacy and are highly experienced in the field of securities class action litigation;

D. Lead Counsel represented Plaintiff and the Settlement Class to the preclusion of other employment;

E. The amount of attorneys' fees awarded is fair and reasonable and consistent with fee awards approved in similar cases within this Circuit and across the country;

F. Lead Counsel undertook the Action on a contingent basis, and have received no compensation during the Action, and any fee and expense award has been contingent on the result achieved;

G. The Settlement has created a fund of $4,850,000 in cash, pursuant to the terms of the Stipulation, and numerous Settlement Class Members who submit acceptable Claim Forms will benefit from the Settlement created by the efforts of Lead Counsel;

H. Had Lead Counsel not achieved the Settlement, there would remain a significant risk that Plaintiff and the other members of the Settlement Class may have recovered less or nothing from Defendants;

I. The fee sought by Lead Counsel has been reviewed and approved as reasonable by Plaintiff who was directly involved in the prosecution and resolution of the Action and who has significant interests in ensuring that any fees paid to counsel are duly earned and not excessive; and

J. Over 100,000 copies of the Notice were sent to potential Settlement Class Members and nominees in advance of the deadline for filing claims, stating that Lead Counsel would apply for attorneys' fees in an amount not to exceed twenty-five percent (25%) of the Settlement Fund and expenses in an amount not to exceed $250,000, and there were no objections to the requested attorneys' fees and expenses.

7. Any appeal or challenge affecting this Order Awarding Attorneys' Fees and Litigation Expenses shall in no way disturb or affect the finality of any judgement entered by the Court.

8. In the event that the Settlement is terminated or the Effective Date of the Settlement otherwise fails to occur, this Order Awarding Attorneys' Fees and Litigation Expenses shall be rendered null and void to the extent provided by the Stipulation.

9. There is no just reason for delay in the entry of this Order, and immediate entry by the Clerk of the Court is expressly directed.

DATED this 11th day of July, 2024

BY THE COURT:

Honorable Lewis J. Liman
UNITED STATES DISTRICT JUDGE