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**GRANTED WITH MODIFICATIONS**

**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

STEWART N. GOLDSTEIN, M.D., )  
individually and on behalf of all others )  
similarly situated, )

Plaintiff, )

v. )

C.A. No. 2020-1061-JTL

ALEXANDER J. DENNER, )  
SARISSA CAPITAL )  
MANAGEMENT, L.P., SARISSA )  
CAPITAL DOMESTIC FUND LP, )  
SARISSA CAPITAL OFFSHORE )  
MASTER FUND LP, and SARISSA )  
CAPITAL MANAGEMENT GP LLC, )

Defendants. )

**[PROPOSED] SCHEDULING ORDER**

WHEREAS, the parties to the above-captioned action (the “Action”), along with non-parties Bioverativ, Inc. and Sanofi, S.A., have entered into a Stipulation and Agreement of Compromise and Settlement dated June 25, 2024 (the “Stipulation”), which sets forth the terms and conditions for the proposed settlement and resolution of certain claims asserted in the Action, subject to review and approval by this Court pursuant to Court of Chancery Rule 23 upon notice to the Class;

NOW, THEREFORE, this \_\_\_\_ day of \_\_\_\_\_, 2024, upon application of the parties, IT IS HEREBY ORDERED that:

1. Except for terms defined herein, the Court adopts and incorporates the definitions in the Stipulation for purposes of this Scheduling Order.

2. On February 8, 2024, the Court certified this Action as a non-opt-out class action under Delaware Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2) on behalf of the following class (the “Class”):

Any and all holders of Bioverativ Inc. common stock, either of record or beneficially, at any time during May 24, 2017 through and including March 8, 2018, including any and all of their representatives, trustees, executors, administrators, estates, heirs, successors in interest, predecessors in interest, predecessors, transferees, and assigns, immediate and remote, and any Person acting for or on behalf of, or claiming under, any of them, and each of them, together with their respective successors in interest, successors, predecessors in interest, predecessors, transferees, and assigns, but excluding the Excluded Persons (referred to herein as the “Class”).

“Excluded Persons” means Sanofi S.A., its subsidiaries and its affiliates, Alexander J. Denner, John G. Cox, Anna Protopapas, Brian S. Posner, Louis J. Paglia, Geno J. Germano, John T. Greene, Andrea DiFabio, Sarissa Capital Management, L.P., Sarissa Capital Domestic Fund LP, Sarissa Capital Offshore Master Funds LP, Sarissa Capital Management GP LLC, as well as the members of the individuals’ immediate families, and any entity in which any of them has a controlling interest, and the heirs, successors, or assignees of any such excluded party. Excluded Persons also include any trusts, estates, entities, or accounts that held Bioverativ shares for the benefit of any of the foregoing.

3. The Court appointed Plaintiff as representative for the Class, and the Court hereby provisionally appoints the law firms of Robbins Geller Rudman &

Dowd LLP; Prickett, Jones & Elliott, P.A.; Cooch & Taylor, P.A.; and Johnson Fistel, LLP as counsel for the Class for the purposes of this Settlement.

4. A hearing (the “Settlement Hearing”) will be held on September 12, 2024, at 9:15 a.m., in the Court of Chancery of the State of Delaware, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801, to: (a) determine whether Plaintiff and Plaintiff’s Counsel have adequately represented the interests of the Class in the Action, confirm class certification, confirm the appointment of Plaintiff as class representative and appoint Plaintiff’s Counsel as class counsel; (b) determine whether the Court should approve the Settlement as fair, reasonable, and adequate and in the best interests of the Class; (c) determine whether the Action should be dismissed with prejudice by entry of the Judgment pursuant to the Stipulation, releasing the Released Plaintiff’s Claims and Released Defendants’ Claims against the respective released parties, and barring and enjoining prosecution of any and all released claims against any and all respective released parties; (d) consider the application by Plaintiff’s Counsel for attorneys’ fees, costs, and payment of expenses; (e) hear and determine any objections to the Settlement and/or to the application of Plaintiff’s Counsel for an award of attorneys’ fees, costs, and expenses; and (f) rule on such other matters as the Court may deem appropriate.

5. The Court may adjourn and reconvene the Settlement Hearing, or any adjournment thereof, including the consideration of the application for attorneys’

fees, costs, and expenses, without further notice to Class Members other than oral announcement at the Settlement Hearing or any adjournment thereof or a notation on the docket in the Action, and retains jurisdiction over the Parties and all Class Members to consider all further applications arising out of or connected with the proposed Settlement.

6. The Court may approve the Settlement at or after the Settlement Hearing, according to the terms and conditions of the Stipulation, as it may be modified by the Parties, without further notice to Class Members. Further, the Court may render its judgment and order the payment of attorneys' fees and expenses at or after the Settlement Hearing, with such modifications as may be consented to by the Parties and without further notice of any kind.

7. The Court approves, in form and substance, the Notice of Pendency and Proposed Settlement of Class Action (the "Notice"), substantially in the form attached as Exhibit B to the Stipulation.

8. The Court finds that the mailing and publication of the Notice in substantially the manner set forth in this Scheduling Order: (i) constitutes the best notice practicable under the circumstances; (ii) constitutes notice that is reasonably calculated, under the circumstances, to apprise Class Members of the pendency of the Action, of the effect of the proposed Settlement (including the releases to be provided thereunder and the Plan of Allocation), of Plaintiff's Counsel's application

for an award of attorneys' fees and litigation expenses, of their right to object to the Settlement, and/or their right to appear at the Settlement Hearing; (iii) constitutes due, adequate, and sufficient notice to all persons and entities entitled to receive notice of the proposed Settlement; and (iv) satisfies the requirements of Court of Chancery Rule 23, the United States Constitution (including the Due Process Clause), and all other applicable law and rules.

9. The Court approves Gilardi & Co. LLC as the Administrator.

10. If necessary, Defendants and Defendants' Counsel shall make commercially reasonable efforts to cooperate with Plaintiff's Counsel and the Administrator as reasonably necessary to obtain any additional information required under Paragraph 5 of the Stipulation or any other information needed for administration of the Settlement.

11. Not less than sixty (60) calendar days before the Settlement Hearing, the Administrator shall cause the Notice, substantially in the form attached as Exhibit B to the Stipulation, to be mailed by first-class mail, to each Person who was a record holder of Bioverativ common stock at any time from May 24, 2017 through and including March 8, 2018, at their last known address appearing in the stock transfer records maintained by or on behalf of Bioverativ. All stockholders of record of Bioverativ who were not also the beneficiary of any shares of common stock held by them of record shall be directed in the Notice to forward promptly the Notice to

the beneficial owners of those shares. The Administrator shall use reasonable efforts to give notice to such beneficial owners by: (i) making additional copies of the Notice available to any record holder who, prior to the Settlement Hearing, requests the same for distribution to beneficial owners, or (ii) mailing additional copies of the Notice to beneficial owners as reasonably requested by record holders who provide names and addresses for such beneficial owners.

12. The Parties shall provide further notice to the Class Members within fourteen (14) days of the entry of this Scheduling Order by causing the Stipulation and the Notice to be placed on the Administrator's website.

13. The costs associated with the distribution of the Notice or any additional notice shall be paid in accordance with the Stipulation.

14. At least twenty-eight (28) calendar days before the Settlement Hearing, Plaintiff shall file any opening briefs in support of the proposed Settlement, and Plaintiff's Counsel shall file their application for an award of attorneys' fees, costs, and expenses, including any supporting affidavit(s).

15. At least ten (10) calendar days before the date of the Settlement Hearing, Plaintiff shall file with the Court proof of mailing of the Notice.

16. At the Settlement Hearing, any Class Member who desires to do so may appear personally or by counsel, and show cause, if any, why the Settlement of the Action in accordance with and as set forth in the Stipulation should not be approved

as fair, reasonable, and adequate and in the best interests of the Class; why the Judgment should not be entered in accordance with and as set forth in the Stipulation; or why the Court should not grant Plaintiff's Counsel's application for an award of attorneys' fees, costs, and expenses incurred in the Action; provided, however, that unless the Court in its discretion otherwise directs, no Class Member, or any other person, shall be entitled to contest the approval of the terms and conditions of the Settlement or (if approved) the Judgment to be entered thereon, or the allowance of fees, costs, and expenses to Plaintiff's Counsel, and no papers, briefs, pleadings, or other documents submitted by any Class Member or any other person (excluding a Party to the Stipulation) shall be received or considered, except by order of the Court for good cause shown, unless, no later than fourteen (14) calendar days prior to the Settlement Hearing, such person files with the Register in Chancery, the Court of Chancery of the State of Delaware, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801, and serves upon the attorneys listed below: (a) a written and signed notice of intention to appear, which states the name, address, telephone number, and email address (if available) of the objector and, if represented, his, her, or its counsel; (b) documentation evidencing membership in the Class; (c) a written and detailed statement of objections to any matter before the Court; and (d) the grounds therefor or the reasons for wanting to appear and be heard, as well as all documents or writings the Court shall be asked to consider. These

writings must also be served, on or before such filing with the Court, by hand or first-class mail upon the following attorneys:

Kevin H. Davenport  
John G. Day  
PRICKETT, JONES & ELLIOTT, P.A.  
1310 King Street  
Wilmington, DE 19801

Stephen E. Jenkins  
ASHBY & GEDDES  
500 Delaware Avenue, 8th Floor  
P.O. Box 1150  
Wilmington, DE 19899

Christopher H. Lyons  
ROBBINS GELLER RUDMAN  
& DOWD LLP  
1521 Concord Pike, Suite 301  
Wilmington, DE 19803

Tariq Mundiya  
WIKKIE FARR & GALLAGHER LLP  
787 Seventh Avenue  
New York, NY 10019

Randall J. Baron  
ROBBINS GELLER RUDMAN  
& DOWD LLP  
655 West Broadway, Suite 1900  
San Diego, CA 92101

*Counsel for Defendants Sarissa Capital  
Management LP, Sarissa Capital  
Domestic Fund LP, Sarissa Capital  
Offshore Master Fund LP, Sarissa  
Capital Management GP LLC and Dr.  
Alexander J. Denner*

*Counsel for Plaintiff*

Counsel for the Parties are directed to promptly furnish each other with copies of any and all objections that might come into their possession.

17. Unless the Court orders otherwise, any Class Member who or which does not make his, her, or its objection in the manner provided herein shall: (a) be deemed to have waived and forfeited his, her, or its right to object, including any right of appeal, to any aspect of the proposed Settlement or Plaintiff's Counsel's application for an award of attorneys' fees and litigation expenses; (b) be forever barred and foreclosed from objecting to the fairness, reasonableness, or adequacy of



the Settlement, the Judgment to be entered approving the Settlement, or the attorneys' fees and litigation expenses requested or awarded; and (c) be deemed to have waived and forever barred and foreclosed from being heard, in this or any other proceeding, with respect to any matters concerning the Settlement or the requested or awarded attorneys' fees and litigation expenses.

18. At least five (5) calendar days before the date of the Settlement Hearing, the Parties shall file any reply in response to any objections to the Settlement and Plaintiff's Counsel shall file any reply in response to any objections to their application for an award of attorneys' fees, costs, and expenses.

19. If the Settlement is approved by the Court following the Settlement Hearing, the Court shall enter an Order and Final Judgment, substantially in the form of Exhibit C to the Stipulation.

20. If the Settlement is terminated as provided in the Stipulation, this Scheduling Order shall be vacated, rendered null and void, and be of no further force and effect, except as otherwise provided by the Stipulation, and this Scheduling Order shall be without prejudice to the rights of Plaintiff, the other Class Members, and the Defendants, and Plaintiff and the Defendants shall revert to their status before the Settlement, as provided in the Stipulation.

21. The Court may, for good cause, extend any of the deadlines set forth in this Scheduling Order without further notice.

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Vice Chancellor J. Travis Laster

This document constitutes a ruling of the court and should be treated as such.

**Court:** DE Court of Chancery Civil Action

**Judge:** J Travis Laster

**File & Serve**

**Transaction ID:** 73437463

**Current Date:** Jun 26, 2024

**Case Number:** 2020-1061-JTL

**Case Name:** CONF ORDER Stewart N. Goldstein, M.D. v. Alexander J. Denner, et al.

**Court Authorizer:** J Travis Laster

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**Court Authorizer**

**Comments:**

The settlement hearing will take place on September 12, 2024, at 9:15 a.m.

**/s/ Judge J Travis Laster**