



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

MICHAEL DEPINTO, On Behalf of)
Himself and All Others Similarly)
Situating,)

Plaintiff,)

v.)

Consol. C.A. No. 10742-CB

JOHN S. STAFFORD, III, BASSIL I.)
DAHIYAT, JONATHAN FLEMING,)
ATUL SARAN, HAROLD R.)
WERNER, BRUCE L.A. CARTER,)
CHARLES STEWART, and)
DONALD C. FOSTER,)

Defendants.)

IN RE XENCOR, INC.)
SHAREHOLDERS LITIGATION)

[PROPOSED] CLASS DISTRIBUTION ORDER

Upon motion of Class Counsel and for good cause shown,

IT IS HEREBY ORDERED THAT:

1. Plaintiff's Motion for entry of a Class Distribution Order is GRANTED.

2. The administrative recommendations of Strategic Claims Services (the "Claims Administrator"), to accept the administratively approved claims, as

set forth in Exhibit B to the Affidavit of Sarah Evans Regarding the Results of the Claims Administration Process (the “Evans Affidavit”), are adopted.

3. The Claims Administrator’s administrative recommendations to reject the wholly ineligible or otherwise deficient Claims, as set forth in Exhibit C to the Evans Affidavit, are adopted.

4. The Claims Administrator is directed to distribute to each Claimant who is eligible to share in the Net Settlement Fund (“Valid Claimant”) his, her or its share of the Net Settlement Fund pursuant to the Plan of Allocation (the “Initial Distribution”).

5. To the extent there is a balance remaining in the Net Settlement Fund six months following the Initial Distribution, by reason of uncashed checks or otherwise, and after the Claims Administrator has made reasonable and diligent efforts to have Valid Claimants cash their checks, the Claims Administrator is directed to use the remaining balance: (i) first, to pay any amounts mistakenly omitted from the Initial Distribution to Valid Claimants or to pay, in full or in part, depending on the amount of funds remaining, any late, but otherwise valid and fully documented claims received after the cut-off date used to make the Initial Distribution, provided that such distributions to any late post-distribution claimants meet all of the other criteria for inclusion in the Initial Distribution; (ii) second, to pay any additional Notice and Administration Expenses incurred in administering

the Settlement; and (iii) finally, to make a second distribution to Valid Claimants who cashed their checks from the Initial Distribution, after payment of the estimated costs or fees to be incurred in administering the Net Settlement Fund and in making this second distribution (the “Second Distribution”), if such second distribution is economically feasible. If six months after the Second Distribution, if undertaken, or if such Second Distribution is not undertaken, any funds remaining in the Net Settlement Fund after the Claims Administrator has made reasonable and diligent efforts to have Valid Claimants who are entitled to participate in the Settlement cash their checks, such funds shall escheat to the State of Delaware.

6. All distribution checks shall bear the following notation: “CASH PROMPTLY, VOID AND SUBJECT TO RE-DISTRIBUTION IF NOT CASHED 120 DAYS AFTER ISSUE DATE.”

7. Valid Claimants who do not cash their distribution checks within the time allotted shall irrevocably forfeit all recovery from the Settlement unless good cause is shown. The funds allocated to all such stale-dated checks shall be made available to be redistributed to other Valid Claimants in any subsequent distributions.

8. Any Claim received after June 16, 2017, and any response to a deficiency and/or rejection notice received after June 16, 2017, for any reason, shall be rejected as untimely.

9. The Claims Administrator's fees and expenses of \$19,959.90 already paid out of the Settlement Fund in connection with the notice and administration of the Settlement, and any additional fees incurred by the Claims Administrator in connection with the distribution, estimated to be \$3,000.00, are approved, and Plaintiff's counsel is directed to pay such fees and expenses to the Claims Administrator out of the Settlement Fund.

10. Paper copies of the Claim Forms and all supporting documentation may be destroyed one year after the Second Distribution, or if no Second Distribution is undertaken, one year after the First Distribution, and electronic copies of the same may be destroyed three years after the Second Distribution, or if no Second Distribution is undertaken, three years after the First Distribution.

11. The Court finds that the administrative recommendations of the Claims Administrator and the processing of claims as described in the Evans Affidavit are in accordance with the Stipulation and Agreement of Compromise, Settlement and Release dated November 21, 2016, and the Final Order and Judgment dated April 4, 2017.

12. This Court retains jurisdiction to consider any further applications concerning the administration of the Settlement, and such other and further relief as this Court deems appropriate.

Dated: _____, 2017

Chancellor Andre G. Bouchard