



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

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

Consol. C.A. No. 10742-CB

v.)

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)

AFFIDAVIT OF MICHAEL DEPINTO

STATE OF CALIFORNIA)
) :SS
COUNTY OF LOS ANGELES)

I, Michael DePinto, being first duly sworn, depose and say on this 3 day
of MARCH, 2017 that:

1. I am the plaintiff in the above-captioned action. I was certified as
-class representative by Court order dated June 21, 2016.

2. Prior to the recapitalization of Xencor, Inc. (“Xencor”) in June 2013, I owned 6,040 shares of Xencor Series C convertible preferred stock and 9,426 shares of Xencor Series D convertible preferred stock.

3. I have reviewed the terms of the proposed settlement of this action and believe that the settlement is a fair and reasonable resolution of the action and that my counsel’s request for an award of attorneys’ fees and expenses is fair and reasonable.

4. I spent approximately 80 hours (i) reviewing important case documents, including, among other things, the Verified Class Action Complaint, experts’ analyses, documents produced in discovery, and Defendants’ First Request for Production of Documents (the “Document Requests”); (ii) speaking with my attorneys about responses to the Document Requests, gathering responsive documents, and reviewing Plaintiff’s Responses and Objections to the Document Requests; and (iii) preparing for my deposition, including reviewing documents and filings on my own as well as preparing for the deposition with my attorneys.

5. My deposition took place on February 25, 2016 and lasted approximately five (5) hours.


6. Pursuant to Court of Chancery Rules 23(aa) and (e), I have not received, been promised or offered, and will not accept, any form of compensation,

directly or indirectly, for prosecuting or serving as a representative party in this class action except:

a such damages or other relief as the Court may award me as a Class Member;

b such fees, costs or other payments as the Court expressly approves to be paid to me or on my behalf; or

c reimbursement, paid by my attorneys, of actual and reasonable out-of-pocket expenditures incurred directly in connection with the prosecution of this action.

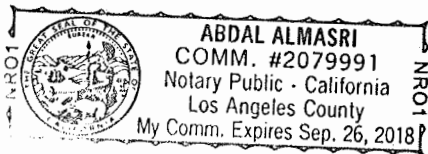


MICHAEL DEPINTO

SWORN TO AND SUBSCRIBED before me, a Notary Public in the State and County aforesaid, this 3rd day of March, 2017.



Notary Public



My Commission Expires: 09-26-2018