

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

RON BERGMAN, Individually and on Behalf of
All Others Similarly Situated,

Plaintiff,

v.

CARIBOU BIOSCIENCES, INC., RACHEL E.
HAURWITZ, JASON V. O'BYRNE, RYAN
FISCHESSER, SCOTT BRAUNSTEIN,
ANDREW GUGGENHIME, JEFFREY LONG-
MCGIE, NATALIE R. SACKS, BOFA
SECURITIES INC., CITIGROUP GLOBAL
MARKETS, INC., and SVB SECURITIES LLC,

Defendants.

Case No.: 3:23-cv-01742-RFL

CLASS ACTION

**NOTICE OF PENDENCY AND
PROPOSED SETTLEMENT OF CLASS ACTION**

If you purchased Caribou Biosciences, Inc. ("Caribou" or "Company") common stock between July 23, 2021 and July 13, 2023, both dates inclusive ("Settlement Class Period"), you could get a payment from a class action settlement ("Settlement").

Under law, a federal court has authorized this Notice. This is not attorney advertising.

- If approved by the Court, the Settlement will provide \$3,900,000 ("Settlement Amount"), plus interest as it accrues, minus attorneys' fees, costs, administrative expenses, and net of any taxes on interest, to pay claims of investors who purchased Caribou common stock during the Settlement Class Period.
- The Parties disagree on both liability and damages and do not agree on the amount of damages that would be recoverable if the Settlement Class prevailed on each claim alleged. Defendants deny that they are liable to the Settlement Class and deny that the Settlement Class has suffered any damages. The issues on which the Parties disagree are many, but include: (1) whether Defendants engaged in conduct that would give rise to any liability to the Settlement Class under the federal securities laws, or any other laws; (2) whether Defendants have valid defenses to any such claims of liability; (3) the appropriate economic model for determining the amount by which the prices of Caribou securities were allegedly distorted (if at all) during the Settlement Class Period; (4) the amount, if any, by which the prices of Caribou securities were allegedly distorted (if at all) during the Settlement Class Period; (5) the effect of various market forces on the prices of Caribou securities at various times during the Settlement Class Period; (6) the extent to which external factors influenced the prices of Caribou securities at various times during the Settlement Class Period; (7) the extent to which the various matters that Lead Plaintiff alleged were materially false or misleading influenced (if at all) the prices of Caribou securities at various times during the Settlement Class Period; and (8) the extent to which

the various allegedly adverse material facts that Lead Plaintiff alleged were omitted influenced (if at all) the prices of Caribou securities at various times during the Settlement Class Period.

- The approximate recovery, before deduction of attorneys’ fees and expenses approved by the Court, is an average of \$0.08 per allegedly damaged share of Caribou common stock. This estimate is based on the assumptions set forth in the following two paragraphs. Your actual recovery, if any, will depend on the aggregate losses of all Settlement Class Members, the date(s) you purchased and sold Caribou common stock, the purchase and sale prices, and the total number and amount of claims filed.
- Attorneys for Plaintiffs (“Lead Counsel”) intend to ask the Court to award them fees of up to 28% of the Settlement Amount, or \$1,092,000, reimbursement of litigation expenses of no more than \$60,000, and Compensatory Award to Plaintiffs not to exceed \$5,000 to Lead Plaintiff and \$2,500 to named Plaintiff, or \$7,500 total. Collectively, the attorneys’ fees and expenses and awards to Plaintiffs are estimated to average \$0.02 per allegedly damaged share of Caribou common stock. If approved by the Court, these amounts will be paid from the Settlement Fund.
- The Settlement represents an estimated average recovery of \$0.06 per allegedly damaged share of Caribou common stock for the approximately 50.6 million allegedly damaged shares traded during the Settlement Class Period. Shares may have been traded more than once during the Settlement Class Period. This estimate solely reflects the average recovery per allegedly damaged share of Caribou common stock. The indicated average recovery per share will be the total average recovery for all purchasers of that share. This is not an estimate of the actual recovery per share you should expect. Your actual recovery will depend on the aggregate losses of all Settlement Class Members, the date(s) you purchased and sold Caribou common stock, and the total number of claims filed.
- The Settlement resolves the Action concerning whether Caribou, Rachel E. Haurwitz, Jason O’Byrne, Ryan Fischesser, Scott Braunstein, Andrew Guggenhime, Jeffrey Long-McGie, and Natalie R. Sacks, and underwriter defendants BofA Securities, Inc., Citigroup Global Markets, Inc., and Leerink Partners LLC f/k/a SVB Securities LLC (collectively, “Defendants”) violated the federal securities laws because of alleged misrepresentations and/or omissions of material fact in various filings with the U.S. Securities and Exchange Commission or in other public statements to the investing public. Defendants deny each and every claim and contention alleged in the Action and deny any misconduct wrongdoing, or liability whatsoever, including by any of Caribou’s officers, directors, or employees or the underwriter defendants.
- Your legal rights will be affected whether you act or do not act. If you do not act, you may permanently forfeit your right to recover on this claim. Therefore, you should read this Notice carefully.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT

SUBMIT A PROOF OF CLAIM FORM NO LATER THAN JANUARY 17, 2025	The only way to get a payment.
EXCLUDE YOURSELF NO LATER THAN JANUARY 28, 2025	Get no payment. This is the only option that allows you to be part of any other lawsuit against the Defendants about the legal claims in this case.
OBJECT NO LATER THAN JANUARY 28, 2025	Write to the Court about why you do not like the settlement.
GO TO A HEARING ON FEBRUARY 18, 2025	You may ask to speak in Court about the fairness of the Settlement.
DO NOTHING	Get no payment. Give up rights.

INQUIRIES

Please do not contact the Court regarding this notice. All inquiries concerning this Notice, the Proof of Claim form, or any other questions by Settlement Class Members should be directed to:

Caribou Biosciences, Inc. Securities Litigation c/o Strategic Claims Services P.O. Box 230 600 N. Jackson St., Ste. 205 Media, PA 19063 Tel.: 866-274-4004 Fax: 610-565-7985 Email: info@strategicclaims.net	or	Sara Fuks THE ROSEN LAW FIRM, P.A. 275 Madison Avenue, 40 th Floor New York, NY 10016 Tel.: 212-686-1060 Fax: 212-202-3827 Email: sfuks@rosenlegal.com
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DEFINITIONS

All capitalized terms not otherwise defined herein shall have the same meanings as set forth in the Amended Stipulation of Settlement, dated October 1, 2024 (“Stipulation”).

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COMMON QUESTIONS AND ANSWERS CONCERNING THE SETTLEMENT

1. Why did I get this Notice?

You or someone in your family may have purchased Caribou common stock between July 23, 2021 and July 13, 2023, both dates inclusive.

2. What is this lawsuit about?

The case is known as *Bergman v. Caribou Biosciences, Inc., et al.*, Case No. 3:23-cv-01742-RFL (N.D. Cal.) (“Action”). The Action is pending in the United States District Court for the Northern District of California.

The Action involves Plaintiffs’ allegations that Defendants violated the federal securities laws because of alleged false or misleading statements in Caribou’s filings with the U.S. Securities and Exchange Commission or other public statements to investors. The Complaint asserts that the alleged misstatements or omissions artificially inflated the price of Caribou common stock, and that the stock price dropped in response to certain subsequent disclosures. Defendants have denied and continue to deny the allegations in the Complaint and all charges of wrongdoing or liability against Caribou, any of its officers, directors, or employees, or the underwriter defendants. The Settlement shall in no event be construed as, or deemed to be evidence of, an admission or concession by any of the Defendants with respect to any claim or any fault or wrongdoing or damage to the Settlement Class Members or any other person. The Settlement resolves all of the claims in the Action, as well as certain other claims or potential claims.

A parallel class action alleging claims under the Securities Act of 1933 (the “Securities Act”) against the Caribou Defendants was filed in the Superior Court of the State of California, Alameda County. *Lowry v. Caribou Biosciences, Inc., et al.*, Case No. 23CV029855 (“*Lowry*”). On April 15, 2024, the court issued an order dismissing the *Lowry* action on the ground that Caribou’s certificate of incorporation contained a forum selection clause providing that the federal district courts of the United States shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act.

3. Why is this a class action?

In a class action, one or more persons and/or entities, called plaintiffs, sue on behalf of all persons and/or entities who have similar claims. All of these persons and/or entities are referred to collectively as a class, and these individual persons and/or entities are known as class members. One court resolves all of the issues for all class members, except for those class members who validly exclude themselves from the class.

4. Why is there a Settlement?

Plaintiffs and Defendants do not agree regarding the merits of Plaintiffs’ allegations and Defendants’ defenses with respect to liability or the average amount of damages per share, if any, that would be recoverable if Plaintiffs were to prevail at trial on each claim. The issues on which Plaintiffs and Defendants disagree include: (1) whether the Caribou Defendants made any statements that were materially false or misleading or otherwise actionable under federal securities law; (2) whether the Caribou Defendants acted with an intent to deceive or deliberate recklessness; (3) to the extent any statements were materially false or misleading, whether any subsequent disclosures corrected any prior statements by the Caribou Defendants; (4) the causes of the loss in the value of the stock; and (5) the amount of alleged damages, if any, that could be recovered at trial.

This matter has not gone to trial. Instead, Plaintiffs and Defendants have agreed to settle the case. Plaintiffs and Lead Counsel believe the Settlement is best for all Settlement Class Members because of the risks associated with continued litigation and the nature of the defenses Defendants would raise. Among the reasons that Plaintiffs and Lead Counsel believe the Settlement is fair is the fact that there is uncertainty about whether they would prevail on Defendants’ motions to dismiss (or in any further stages of the case, including trial), whether they would be able to prevail on a motion for

class certification, and whether they would be able to prove that the alleged misstatements and omissions actually caused the Settlement Class any damages, and the amount of damages, if any.

Even if Plaintiffs were to win at trial, and also prevail on any on appeal brought by Defendants, Plaintiffs might not be able to collect some, or all, of any judgment the class may be awarded. Moreover, litigation of this type is usually expensive, and it appears that even if Plaintiffs' allegations were eventually found to be true, the total amount of damages to which Settlement Class Members would be entitled could be substantially reduced.

5. How do I know if I am part of the Settlement?

To be a Settlement Class Member, you must have purchased Caribou common stock during the period between July 23, 2021 and July 13, 2023, both dates inclusive.

6. Are there exceptions to being included?

Yes. Excluded from the Settlement Class are (i) persons who suffered no compensable losses; (ii) persons who validly exclude themselves from the Settlement Class, as described below; (iii) Defendants; the present and former officers and directors of the Company during the Settlement Class Period; members of their immediate families and their legal representatives, heirs, successors, or assigns, and any entity in which any of the Defendants, or any person excluded under this subsection (iii), has or had a majority ownership interest during the Settlement Class Period.

7. I am still not sure whether I am included.

If you are still not sure whether you are included, you can ask for free help. For more information, you can contact the Claims Administrator, Strategic Claims Services, by phone at (866) 274-4004, by facsimile at (610) 565-7985, by email at info@strategicclaims.net, or by visiting the website www.strategicclaims.net/Caribou, or you can fill out and return the Proof of Claim described in Question 9, to see if you qualify.

8. What does the Settlement provide?

(a) What is the Settlement Fund?

The proposed Settlement provides that Caribou pay \$3,900,000 into a Settlement Fund ("Settlement Fund"). The Settlement is subject to Court approval. Also, subject to the Court's approval, a portion of the Settlement Fund will be used to pay attorneys' fees and reasonable litigation expenses to Lead Counsel and any Compensatory Award to Plaintiffs for reimbursement of reasonable costs and expenses (including lost wages) directly relating to their representation of the Settlement Class. A portion of the Settlement Fund also will be used to pay taxes due on interest earned by the Settlement Fund, if necessary, and the notice and claims administration expenses permitted by the Court, including the costs of printing and mailing this Notice and the costs of publishing notice. After the foregoing deductions from the Settlement Fund have been made, the amount remaining (the "Net Settlement Fund") will be distributed according to the Plan of Allocation to Settlement Class Members who submit timely, valid Proof of Claim forms.

(b) What can I expect to receive under the proposed Settlement?

Your share of the Net Settlement Fund will or may depend on: (i) the number of claims filed; (ii) the dates you purchased and sold Caribou common stock; (iii) the prices of your purchases and sales; (iv) the amount of administrative costs, including the costs of notice; and (v) the amount awarded by the Court to Plaintiffs and to Lead Counsel for attorneys' fees, costs, and expenses.

The Claims Administrator will determine each Settlement Class Member's *pro rata* share of the Net Settlement Fund based upon each Settlement Class Member's "Recognized Loss." The Recognized Loss formula is not intended to be an estimate of the amount that a Settlement Class Member might have been able to recover after a trial; it also is not an estimate of the amount that will be paid to Authorized Claimants pursuant to the Settlement. The Recognized Loss formula is the basis upon which the Net Settlement Fund will be proportionately allocated to the Settlement Class Members with valid claims.

The Net Settlement Fund will be distributed to Settlement Class Members who submit a Proof of Claim and whose claims for recovery are allowed by the Claims Administrator pursuant to the terms of the Stipulation or by order of the Court under the below Plan of Allocation (“Authorized Claimants”), which reflects Plaintiffs’ contention that because of the alleged misrepresentations made by Defendants, the price of Caribou common stock was artificially inflated during the relevant period and that certain subsequent disclosures caused changes in the inflated price of Caribou common stock. Defendants have denied these allegations.

PROPOSED PLAN OF ALLOCATION OF THE NET SETTLEMENT FUND

The Plan of Allocation is a matter separate and apart from the proposed Settlement, and any decision by the Court concerning the Plan of Allocation shall not affect the validity or finality of the proposed Settlement. The Court may approve the Plan of Allocation with or without modifications agreed to among the parties, or another plan of allocation, without further notice to Settlement Class Members. Any orders regarding a modification of the Plan of Allocation will be posted to the Claims Administrator’s website, www.strategicclaims.net/Caribou.

To the extent there are sufficient funds remaining in the Net Settlement Fund, each Authorized Claimant will receive an amount equal to the Authorized Claimant’s Recognized Loss. If, however, the Net Settlement Fund is not sufficient to permit payment of the total Recognized Loss of each Authorized Claimant, then each Authorized Claimant shall be paid the percentage of the Net Settlement Fund that each Authorized Claimant’s Recognized Loss bears to the total Recognized Losses of all Authorized Claimants (*i.e.*, “*pro rata* share”). Payment in this manner shall be deemed conclusive against all Authorized Claimants. No distribution will be made on a claim where the potential distribution amount is less than ten dollars (\$10.00) in cash.

If any of the Net Settlement Fund remains by reason of uncashed checks, or otherwise, after the Claims Administrator has made reasonable and diligent efforts to have Authorized Claimants who are entitled to participate in the distribution of the Net Settlement Fund cash their distribution checks, then any balance remaining in the Net Settlement Fund six months after the initial distribution of such funds shall be used: (i) first, to pay any amounts mistakenly omitted from the initial distribution to Authorized Claimants or to pay 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, including the \$10.00 minimum check amount set forth in the Notice; (ii) second, to pay any additional Administrative Costs incurred in administering the Settlement; and (iii) finally, to make a second distribution to Authorized Claimants who cashed their checks from the initial distribution and who would receive at least \$10.00 from such second distribution, after payment of the estimated costs or fees to be incurred in administering the Net Settlement Fund and in making this second distribution, if such second distribution is economically feasible. If six months after such second distribution, if undertaken, or if such second distribution is not undertaken, any funds shall remain in the Net Settlement Fund after the Claims Administrator has made reasonable and diligent efforts to have Authorized Claimants who are entitled to participate in this Settlement cash their checks, any funds remaining in the Net Settlement Fund shall be donated to the Bay Area Financial Education Foundation.

THE BASIS FOR CALCULATING YOUR RECOGNIZED LOSS:

- (I) **Section 10(b)-5 Claim:** Recognized Loss for Caribou’s common stock purchased during the Settlement Class Period (excluding shares purchased in and traceable to the July 23, 2021 Initial Public Offering) will be calculated as follows:
 - (A) For shares purchased during the Settlement Class Period and sold during the Settlement Class Period, the Recognized Loss per share will be the *lesser* of: (1) the inflation per share upon purchase (as set forth in Inflation Table A below) less the inflation per share upon sale (as

set forth in Inflation Table A below); or (2) the purchase price per share minus the sales price per share.

- (B) For shares purchased during the Settlement Class Period and sold during the period July 14, 2023 to October 11, 2023, inclusive, the Recognized Loss will be the *lesser* of: (1) the inflation per share upon purchase (as set forth in Inflation Table A below); or (2) the difference between the purchase price per share and the average closing stock price as of date of sale provided in Table B below.
- (C) For shares purchased during the Settlement Class Period and retained as of the close of trading on October 11, 2023, the Recognized Loss will be the *lesser* of: (1) the inflation per share upon purchase (as set forth in Inflation Table A below); or (2) the purchase price per share minus \$5.96¹ per share.

(II) Section 11 Claim: For shares of Caribou common stock purchased pursuant and/or traceable to the July 23, 2021 Initial Public Offering (the “IPO”)², the Recognized Loss will be calculated as follows:

- (A) For each share of Caribou’s common stock sold on or before the close of trading on April 11, 2023³, the Recognized Loss per share is the difference between the purchase price per share, not to exceed the IPO price of \$16.00 per share, and the sales price per share for each share sold.
- (B) For each share of Caribou common stock held as of the close of trading on April 11, 2023 the Recognized Loss per share is the difference between the purchase price per share, not to exceed the IPO price of \$16.00 per share, and \$4.57 per share.⁴

INFLATION TABLE A	
Caribou Common Stock Purchased During the Settlement Class Period	
Period	Inflation
July 13, 2021 to June 9, 2022, inclusive	\$4.57 per share
June 10, 2022 to June 12, 2022, inclusive	\$3.26 per share
June 13, 2022 to July 13, 2023, inclusive	\$1.81 per share
After July 13, 2023	\$0.00 per share

¹ Pursuant to Section 21(D)(e)(1) of the Private Securities Litigation Reform Act of 1995, “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 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.” \$5.96 per share was the mean (average) daily closing trading price of the Company’s common stock during the 90-day period beginning on July 14, 2023 and ending on October 11, 2023.

² Only shares purchased from July 23, 2021 through January 28, 2022 will be considered shares purchased under Section 11. Shares purchased after January 28, 2022 (180 days after the IPO) are not traceable to the IPO and will not be considered purchased shares under Section 11. Shares purchased from January 29, 2022 to July 13, 2023, inclusive, will be considered shares purchased under Section 10(b)-5.

³ The filing date of the initial lawsuit in this matter.

⁴ This represents the closing price per share of Caribou’s common stock on April 11, 2023, the filing date of the initial lawsuit in this matter.

TABLE B								
Date	Closing Price	Average Closing Price	Date	Closing Price	Average Closing Price	Date	Closing Price	Average Closing Price
7/14/2023	\$6.30	\$6.30	8/14/2023	\$6.71	\$6.75	9/13/2023	\$5.60	\$6.45
7/17/2023	\$6.29	\$6.30	8/15/2023	\$6.58	\$6.75	9/14/2023	\$5.65	\$6.43
7/18/2023	\$6.91	\$6.50	8/16/2023	\$6.43	\$6.73	9/15/2023	\$5.86	\$6.42
7/19/2023	\$6.71	\$6.55	8/17/2023	\$6.12	\$6.71	9/18/2023	\$5.26	\$6.39
7/20/2023	\$6.62	\$6.57	8/18/2023	\$6.09	\$6.68	9/19/2023	\$5.45	\$6.37
7/21/2023	\$6.62	\$6.58	8/21/2023	\$6.21	\$6.67	9/20/2023	\$5.27	\$6.35
7/24/2023	\$6.65	\$6.59	8/22/2023	\$6.31	\$6.65	9/21/2023	\$5.26	\$6.33
7/25/2023	\$6.57	\$6.58	8/23/2023	\$6.40	\$6.65	9/22/2023	\$5.09	\$6.30
7/26/2023	\$6.65	\$6.59	8/24/2023	\$6.31	\$6.63	9/25/2023	\$4.96	\$6.28
7/27/2023	\$6.38	\$6.57	8/25/2023	\$6.26	\$6.62	9/26/2023	\$4.91	\$6.25
7/28/2023	\$6.83	\$6.59	8/28/2023	\$6.25	\$6.61	9/27/2023	\$4.69	\$6.22
7/31/2023	\$7.19	\$6.64	8/29/2023	\$6.25	\$6.61	9/28/2023	\$4.73	\$6.19
8/1/2023	\$7.31	\$6.69	8/30/2023	\$6.00	\$6.58	9/29/2023	\$4.78	\$6.17
8/2/2023	\$7.06	\$6.72	8/31/2023	\$5.89	\$6.56	10/2/2023	\$4.53	\$6.14
8/3/2023	\$6.84	\$6.73	9/1/2023	\$5.88	\$6.54	10/3/2023	\$4.63	\$6.11
8/4/2023	\$6.72	\$6.73	9/5/2023	\$6.22	\$6.53	10/4/2023	\$4.52	\$6.09
8/7/2023	\$6.58	\$6.72	9/6/2023	\$6.11	\$6.52	10/5/2023	\$4.59	\$6.06
8/8/2023	\$6.54	\$6.71	9/7/2023	\$5.79	\$6.50	10/6/2023	\$4.54	\$6.03
8/9/2023	\$6.92	\$6.72	9/8/2023	\$5.76	\$6.48	10/9/2023	\$4.40	\$6.01
8/10/2023	\$7.21	\$6.75	9/11/2023	\$6.39	\$6.48	10/10/2023	\$4.53	\$5.98
8/11/2023	\$6.96	\$6.76	9/12/2023	\$6.10	\$6.47	10/11/2023	\$4.42	\$5.96

Each Authorized Claimant shall be allocated a *pro rata* share of the Net Settlement Fund based on their Recognized Loss as compared to the total Recognized Losses of all Authorized Claimants.

For purposes of calculating your Recognized Loss, the date of purchase or sale is the “contract” or “trade” date and not the “settlement” or “payment” date. The receipt or grant by gift, inheritance or operation of law of the Company’s common stock shall not be deemed a purchase or sale of the Company’s common stock for the calculation of a Claimant’s Recognized Loss.

For purposes of calculating your Recognized Loss, all purchases and sales shall be matched on a First In First Out (“FIFO”) basis in chronological order. Therefore, on the Proof of Claim enclosed with this Notice, you must provide all your purchases and sales of the Company’s common stock during the period from July 23, 2021 through and including October 11, 2023.

Payment pursuant to the Plan of Allocation approved by the Court shall be conclusive against all Authorized Claimants. No person shall have any claim against Defendants, Defendants’ Counsel, Plaintiffs, Lead Counsel or the Claims Administrator or other agent designated by Lead Counsel based on the distributions made substantially in accordance with the Stipulation and the Settlement contained therein, the Plan of Allocation, or further orders of the Court. Each Claimant shall be deemed to have submitted to the jurisdiction of the Court with respect to the Claimant’s Proof of Claim. All persons involved in the review, verification, calculation, tabulation, or any other aspect of the processing of the claims submitted in connection with the Settlement, or otherwise involved in the administration or taxation of the Settlement Fund shall be released and discharged from any and all claims arising out of such involvement, and all Settlement Class Members, whether or not they are to receive payment from the Net Settlement Fund, will be barred from making any further claim against the Net Settlement Fund beyond the amount allocated to them as provided in any distribution orders entered by the Court.

9. How can I get a payment?

To qualify for a payment, you must send in a form entitled “Proof of Claim and Release Form.” This form is attached to this Notice. You may also obtain this form on the Internet at www.strategicclaims.net/Caribou. Read the instructions carefully, fill out the form, and sign it in the location indicated. The Proof of Claim and Release Form may be completed by either: (1) completing and submitting it electronically at www.strategicclaims.net/Caribou by 11:59 p.m. EST on January 17, 2025; or (2) mailing the Proof of Claim form together with all documentation requested in the form, postmarked no later than January 17, 2025 to the Claims Administrator at:

Caribou Biosciences, Inc. Securities Litigation
c/o Strategic Claims Services
P.O. Box 230
600 N. Jackson St., Ste. 205
Media, PA 19063
Fax: 610-565-7985
info@strategicclaims.net

The Claims Administrator will process your claim and determine whether you are an Authorized Claimant.

10. What am I giving up to get a payment or stay in the Settlement Class?

Unless you exclude yourself from the Settlement Class by the January 28, 2025 deadline, you will remain a member of the Settlement Class and will be bound by the release of claims against the Defendants and other Released Parties if the Settlement is approved. That means you and all other Settlement Class Members, Lead Counsel and each of their respective past or present parent entities, trustees, officers, directors, partners, principals, associates, affiliates, subsidiaries, predecessors, successors, assigns, attorneys, agents, predecessors, successors, general or limited partnerships, limited liability companies, insurers, co-insurers, controlling shareholders, immediate family members, heirs, representatives, administrators, executors, devisees, legatees, and estates will release (agreeing never to sue, continue to sue, or be part of any other lawsuit) as against the Defendants and other Released Parties and all Claims and Unknown Claims (as defined in ¶1.40 of the Stipulation) whether arising under federal, state, common, or foreign law: (i) that were asserted in any complaint filed in the Action or in *Lowry*, or (ii) that could have been asserted by or on behalf of any of the Releasing Parties, in any capacity, which arise out of, are based upon, or relate in any way to the allegations, transactions, facts, matters or occurrences, representations, or omissions set forth in the Action or *Lowry* and that relate to the purchase, acquisition, holding, sale, or disposition of Caribou common stock during the Settlement Class Period. All of the Court’s orders will apply to you and legally bind you. You will accept a share of the Net Settlement Fund as the sole compensation for any losses you suffered in the purchase of Caribou common stock during the Settlement Class Period. This is a general description of what you are giving up by staying in the Class. The specific terms of the release and other terms that affect your legal rights are included in the Stipulation, which you can read by visiting the website www.strategicclaims.net/Caribou.

11. How do I exclude myself from the Settlement?

If you do not want to receive a payment from this Settlement, and want to keep any right you may have to sue or continue to sue Defendants on your own based on the legal claims raised in the Action, then you must take steps to get out of the Settlement. To exclude yourself from the Settlement, you must mail either: 1) the attached opt-out form filled out and signed with all of the requested information, or 2) a letter that (A) clearly indicates your name, address, phone number and e-mail contact information (if any) and states that you “request to be excluded from the Settlement Class in *Bergman v. Caribou Biosciences, Inc., et al.*, Case No. 3:23-cv-01742-RFL (N.D. Cal.)” and (B) states the date, number of shares and dollar amount of each Caribou common stock purchase during the Settlement Class Period, and any sale transactions, and (C) states the number of shares of Caribou common stock held by you as of the opening and closing of the Settlement Class Period. To be valid,

such request for exclusion must be submitted with documentary proof (i) of each purchase and, if applicable, sale transaction of Caribou common stock during the Settlement Class Period, and (ii) demonstrating your status as a beneficial owner of the Caribou common stock. If documentary proof is not readily available, please explain why and provide estimates regarding the dates, amounts and prices at which you transacted in Caribou common stock. Any such request for exclusion must be signed and submitted by you, as the beneficial owner, under penalty of perjury. You must mail your exclusion request, to be received no later than January 28, 2025, to the Claims Administrator at the following address:

Caribou Biosciences, Inc. Securities Litigation
c/o Strategic Claims Services
P.O. Box 230
600 N. Jackson St., Ste. 205
Media, PA 19063

You cannot exclude yourself by telephone or by e-mail. If you properly exclude yourself, you will not receive a payment from the Net Settlement Fund, you cannot object to the Settlement, and you will not be legally bound by the Final Judgment in this case.

12. If I do not exclude myself, can I sue Defendants later?

Unless you followed the procedure outlined in this Notice and the Court's Preliminary Approval Order to exclude yourself, you give up any right to sue the Defendants or other Released Parties for the claims being released in this Settlement. If you have a pending lawsuit or are considering filing a lawsuit related to any Released Claims, speak to your lawyer immediately, since you must exclude yourself from this Settlement Class to continue your own lawsuit.

13. Do I have a lawyer in this case?

The Court has appointed The Rosen Law Firm, P.A. and the Schall Law Firm as co-Lead Counsel to represent the Settlement Class Members. If you want to be represented by your own lawyer, you may hire one at your own expense. Contact information for The Rosen Law Firm, P.A. is provided above.

14. How will the lawyers be paid?

Lead Counsel have expended considerable time litigating this action on a contingent fee basis and have paid for the expenses of the case themselves. They have not been paid attorneys' fees or reimbursed for their expenses in advance of this Settlement. Lead Counsel have done so with the expectation that, if they are successful in recovering money for the Settlement Class, they will receive attorneys' fees and be reimbursed for their litigation expenses from the Settlement Fund, as is customary in this type of litigation. Lead Counsel will not receive attorneys' fees or be reimbursed for their litigation expenses except from the Settlement Fund. Therefore, Lead Counsel will file a motion asking the Court at the Settlement Hearing to make an award of attorneys' fees in an amount not to exceed 28% of the Settlement Amount, or \$1,092,000, plus interest, reimbursement of litigation expenses of no more than \$60,000, and Compensatory Award to Plaintiffs not to exceed \$5,000 to Lead Plaintiff and \$2,500 to named Plaintiff, or \$7,500 total. The Court may award less than these amounts. Any amounts awarded by the Court will come out of the Settlement Fund.

15. How do I tell the Court that I object to the Settlement?

You can ask the Court to deny approval by filing an objection to any part of the Settlement, or Lead Counsel's motion for attorneys' fees and expenses and application for a Compensatory Award to Plaintiffs and explaining that you think the Court should not approve the Settlement. You cannot ask the Court to order a different settlement; the Court can only approve or reject the Settlement. If the Court denies approval, no settlement payments will be sent out and the lawsuit will continue. If that is what you want to happen, you must object. To file an objection, you must mail either the attached objection form with all of the required information filled out or a letter stating that you object to the Settlement in the matter of *Bergman v. Caribou Biosciences, Inc. et al.*, Case No. 3:23-cv-01742-RFL. Be sure to include: (1) your name, address, and telephone number; (2) a list of all purchases

and sales of Caribou common stock during the Settlement Class Period in order to show membership in the Settlement Class; (3) all grounds for the objection, including any legal support known to you or your counsel; (4) the name, address, and telephone number of all counsel, if any, who represent you, including your former or current counsel who may be entitled to compensation in connection with the objection; and (5) the number of times you and/or your counsel has filed an objection to a class action settlement in the last five years, the nature of each such objection in each case, the jurisdiction in each case, and the name of the issuer of the security or seller of the product or service at issue in each case.

Attendance at the Settlement Hearing is not necessary. Objectors wishing to be heard orally at the Settlement Hearing are required to indicate in their written objection form or letter that they intend to appear at the Settlement Hearing and identify any witnesses they may call to testify or exhibits they intend to introduce into evidence at the Settlement Hearing. Objections must be in writing. If you appear through your own attorney, you are responsible for hiring and paying that attorney. Objections can be submitted to the Court either by mailing them to the Clerk, United States District Court for the Northern District of California, 450 Golden Gate Avenue, 16th Floor, San Francisco, California 94102, or by filing them in person at any location of the United States District Court for the Northern District of California, and must be filed or received on or before January 28, 2025. The Court will require only substantial compliance with the above requirements for submitting an objection, and may excuse any of them upon a showing of good cause.

16. What is the difference between objecting and requesting exclusion?

Objecting is simply telling the Court you do not like something about the Settlement or some portion thereof. You can object only if you stay in the Settlement Class. Requesting exclusion is telling the Court you do not want to be part of the Settlement Class and Settlement. If you exclude yourself, you cannot object to the Settlement because it no longer concerns you. If you stay in the Settlement Class and object, but your objection is overruled, you will not be allowed a second opportunity to exclude yourself.

17. When and where will the Court decide whether to approve the Settlement?

The Court will hold a Settlement Hearing on February 18, 2025 at 1:30, p.m., at the United States District Court, Northern District of California, Phillip Burton Federal Building & United States Courthouse, 450 Golden Gate Avenue, Courtroom 15, 18th Floor, San Francisco, California 94102, or by telephonic or videoconference means as directed by the Court. The Court may change the date of the Settlement Hearing without further notice to the Settlement Class. Settlement Class Members should check the settlement website, www.strategicclaims.net/Caribou, or the Court's PACER system at <https://ecf.cand.uscourts.gov>, to confirm that the date has not been changed. Persons may access the Settlement Hearing via videoconference at <https://cand.uscourts.gov/judges/lin-rita-f-rfl/>.

At this hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate and whether to approve the Settlement. If there are objections, the Court will consider them, and the Court will listen to people who have asked to speak at the hearing. The Court may also decide how much to award Lead Counsel for attorneys' fees and expenses and how much to award Plaintiffs as a Compensatory Award.

18. Do I have to come to the hearing?

No. Lead Counsel will answer any questions the Court may have. However, you are welcome to attend in person or via videoconference. If you incur travel or related expenses to attend, you will need to pay those yourself. If you send an objection, you do not have to come to Court to talk about it. As long as you mail your written objection on time, the Court will consider it.

19. What happens if I do nothing at all?

If you do nothing, you will not receive a payment from the Settlement. However, unless you exclude yourself, you will not be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit

against Defendants or the Released Parties about the Released Claims (as defined in the Stipulation) ever again.

20. Can I see the Court file? Whom should I contact if I have questions?

This Notice contains only a summary of the terms of the proposed Settlement. For the precise terms and conditions of the settlement, please see the Stipulation available at www.strategicclaims.net/Caribou, by contacting Lead Counsel at (212) 686-1060, by accessing the Court docket in this case, for a fee, through the Court's PACER system at <https://ecf.cand.uscourts.gov>, or by visiting the office of the Clerk of the Court for the United States District Court for the Northern District of California, 450 Golden Gate Avenue, San Francisco, California 94102, between 9:00 a.m. and 4:00 p.m., Monday through Friday, excluding Court holidays.

All inquiries concerning this Notice and the Proof of Claim form should be directed to the Claims Administrator or Lead Counsel at:

Caribou Biosciences, Inc. Securities Litigation c/o Strategic Claims Services P.O. Box 230 600 N. Jackson St., Ste. 205 Media, PA 19063 Tel.: 866-274-4004 Fax: 610-565-7985 info@strategicclaims.net	or	Sara Fuks THE ROSEN LAW FIRM, P.A. 275 Madison Avenue, 40 th Floor New York, NY 10016 Tel.: 212-686-1060 Fax: 212-202-3827 sfuks@rosenlegal.com
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**DO NOT TELEPHONE THE COURT OR THE COURT CLERK'S OFFICE
TO INQUIRE ABOUT THIS SETTLEMENT OR THE CLAIMS PROCESS.**

SPECIAL NOTICE TO SECURITIES BROKERS AND OTHER NOMINEES

If, between July 23, 2021 and July 13, 2023, both dates inclusive, you purchased Caribou common stock for the beneficial interest of a person or organization other than yourself, the Court has directed that, **WITHIN TEN BUSINESS DAYS OF YOUR RECEIPT OF THIS NOTICE**, you either (a) provide to the Claims Administrator the name, last known address, and email address of each person or organization for whom or which you purchased such Caribou common stock during the Settlement Class Period; (b) request a link to the location where the Long Notice and Proof of Claim are hosted and, within ten business days of receipt, email the link to all such beneficial owners of the Caribou common stock for whom valid email addresses are available; or (c) request additional copies of the Postcard Notice, which will be provided to you free of charge, and within ten business days mail the Postcard Notice directly to the beneficial owners of the Caribou common stock. If you choose to follow either alternative procedure (b) or (c), the Court has directed that, upon such mailing or emailing, you send a statement to the Claims Administrator confirming that the mailing or emailing was made as directed. You are entitled to reimbursement from the Settlement Fund of your reasonable out-of-pocket expenses actually incurred in connection with the foregoing, up to a maximum of \$0.03 plus postage at the pre-sort rate unit by the Claims Administrator per Postcard Notice mailed; \$0.03 per link to the electronic Long Notice and Proof of Claim emailed; or \$0.03 per name, address and email address provided to the Claims Administrator. Those expenses will be paid upon request and submission of appropriate supporting documentation. All communications regarding the foregoing should be addressed to the Claims Administrator at the address listed on page 3 above.

DATED: OCTOBER 15, 2024

BY ORDER OF THE UNITED STATES
DISTRICT COURT FOR THE NORTHERN
DISTRICT OF CALIFORNIA

REQUEST TO BE EXCLUDED FROM THE SETTLEMENT CLASS

IF YOU WANT TO REMAIN IN THE SETTLEMENT CLASS AND REMAIN ELIGIBLE TO RECEIVE MONEY FROM THE SETTLEMENT IN THIS CASE, DO NOT RETURN THIS FORM

In completing and submitting this form, you will be excluded from the Settlement Class, which means that you will not be legally bound by the Final Judgment in this case and will retain any right you may have to sue or continue to sue Defendants on your own based on the legal claims raised in the Action, but you will not receive a payment from the Net Settlement Fund, and you cannot object to the Settlement. In lieu of submitting this opt-out form, you may send a letter requesting exclusion to the Claims Administrator in the manner specified in the accompanying Notice.

Financial information submitted in the claims process will be used only for settlement purposes and kept confidential. For more information about data security practices, please contact:

Strategic Claims Services
P.O. Box 230
600 N. Jackson Street, Suite 205
Media, PA 19063
Tel.: 866-274-4004
Fax: 610-565-7985
Email: info@strategicclaims.net

Beneficial Owner Name:		
Address:		
City:	State:	ZIP:
Foreign Province:	Foreign Country:	
Day Phone:	Evening Phone:	
Email:		

If you want to opt out and be excluded from the class, please check the box, list your transactions and holdings in Caribou common stock in the following schedule, provide documentation of your transactions and holdings, and sign where indicated below. If you do not have the exact information readily available, please provide your best estimates regarding the precise dates, amounts and prices of the transactions, and explain in an attached page why you do not have the exact information available.

I (we) request to be excluded from the Settlement Class in, Bergman v. Caribou Biosciences, Inc., et al., Case No. 3:23-cv-01742-RFL (N.D. Cal.).

Schedule of Transactions in Caribou Biosciences Inc. Common Stock

Please list (i) the date, number of shares and dollar amount of each Caribou common stock purchase during the Settlement Class Period, and any sale transactions; and (ii) the number of shares of Caribou common stock held by you as of the opening and closing of the Settlement Class Period:

Holdings of Caribou common stock as of the opening of trading on July 23, 2021: _____

Transaction Type (Purchase / Sale)	Purchase/Acquisition/Sale Date MM/DD/YY (List Chronologically)	Number Of Shares Purchased Or Sold	Purchase/Sale Price

*If you require additional space, please attach extra schedules in the same format as above.

Holdings of Caribou common stock as of the close of trading on July 13, 2023: _____

Date Signed

(Sign your name(s) here)

(Print your name(s) here)

(Capacity of person signing, e.g., Class Member, Executor, Representative, or Administrator)

TO BE EXCLUDED FROM THE SETTLEMENT, THIS FORM MUST BE MAILED TO THE CLAIMS ADMINISTRATOR AT THE FOLLOWING ADDRESS SO THAT IT IS RECEIVED NO LATER THAN JANUARY 28, 2025:

Caribou Biosciences, Inc. Securities Litigation
c/o Strategic Claims Services
P.O. Box 230
600 N. Jackson Street, Suite 205
Media, PA 19063

OBJECTION FORM

In completing and submitting this form, you will be filing an objection and explaining that you think the Court should not approve the Settlement, any part of the Settlement, or Lead Counsel’s motion for attorneys’ fees and expenses and application for a Compensatory Award to Plaintiffs. **If you object, you will still be a member of the Settlement Class and will be bound by the release of claims against Defendants and other Released Parties if the Settlement is approved; as a Settlement Class Member, you may also file a Proof of Claim and Release Form if you would like to be eligible for any recovery from the Settlement.** In lieu of submitting this objection form, you may send a letter stating your objection to the address listed in the attached Notice. The Court will require only substantial compliance with the requirements for submitting an objection and may excuse any of these requirements upon a showing of good cause.

Beneficial Owner Name:		
Address:		
City:	State:	ZIP:
Foreign Province:	Foreign Country:	
Phone:		
Email:		

If you want to object to the settlement, please state your reasons for objecting on the following lines, list your transactions in Caribou common stock in the schedule below, and sign where indicated. If you wish to be heard orally at the Final Approval Hearing, please also indicate your intention to appear on the following lines (or in a separate writing according to the specifications in the Notice).

Reasons why you object to the settlement:

*If you require additional space, please attach extra pages.

Schedule of Transactions in Caribou Biosciences Inc. Common Stock

Please list the date, number of shares and dollar amount of each Caribou common stock purchase and any sale transactions during the Settlement Class Period:

Transaction Type (Purchase / Sale)	Purchase/Acquisition/Sale Date MM/DD/YY (List Chronologically)	Number Of Shares Purchased Or Sold	Purchase/Sale Price

*If you require additional space, please attach extra schedules in the same format as above. If you do not have the exact information readily available, please provide your best estimates regarding the precise dates, amounts and prices of the transactions, and explain in an attached page why you do not have the exact information available.

Date Signed

(Sign your name(s) here)

(Print your name(s) here)

(Capacity of person signing, e.g., Class Member, Executor, Representative, or Administrator)

TO OBJECT TO THE SETTLEMENT, THIS FORM MUST BE MAILED TO THE FOLLOWING ADDRESS SO THAT IT IS RECEIVED NO LATER THAN JANUARY 28, 2025:

Clerk of the Court
U.S. District Court
Northern District of California
450 Golden Gate Avenue, 16th Floor
San Francisco, California 94102

YOU MAY ALSO FILE YOUR OBJECTION IN PERSON AT ANY LOCATION OF THE UNITED STATES DISTRICT COURT FOR THE NORTHERN DISTRICT OF CALIFORNIA ON OR BEFORE JANUARY 28, 2025.

PROOF OF CLAIM AND RELEASE FORM

Deadline for Submission: January 17, 2025

If you purchased Caribou Biosciences, Inc. (“Caribou” or “Company”) common stock between July 23, 2021 and July 13, 2023, both dates inclusive (“Settlement Class Period”), or if you purchased Caribou common stock pursuant and/or traceable to Caribou’s July 2021 initial public offering, you are a “Settlement Class Member” and you may be entitled to share in the settlement proceeds. (Excluded from the Settlement Class are Defendants; the Company’s present and former officers and directors during the Settlement Class Period; members of their immediate families and their legal representatives, heirs, successors, or assigns, and any entity in which any Defendant, or any other excluded person listed herein, has or had a majority ownership interest during the Settlement Class Period. Also excluded are those who validly opt-out.)

If you are a Settlement Class Member, you must complete and submit this Proof of Claim and Release Form (“Proof of Claim”) in order to be eligible for any Settlement benefits. You can complete and submit the electronic version of this Proof of Claim by 11:59 p.m. EST on January 17, 2025 at www.strategicclaims.net/Caribou.

If you do not complete and submit an electronic version of this Proof of Claim, you must complete and sign this Proof of Claim and mail it by first class mail, received no later than January 17, 2025, to Strategic Claims Services, the Claims Administrator, at the following address:

Caribou Biosciences, Inc. Securities Litigation
c/o Strategic Claims Services
600 N. Jackson St., Ste. 205
P.O. Box 230
Media, PA 19063
Tel.: 866-274-4004
Fax: 610-565-7985
info@strategicclaims.net

Your failure to submit your claim by January 17, 2025 will subject your claim to rejection and preclude you from receiving any money in connection with the Settlement of this Action. Do not mail or deliver your claim to the Court or to any of the Parties or their counsel, as any such claim will be deemed not to have been submitted. Submit your claim only to the Claims Administrator. If you are a Settlement Class Member and do not submit a proper Proof of Claim, you will not share in the Settlement, but you nevertheless will be bound by the Order and Final Judgment of the Court unless you exclude yourself.

Submission of a proof of claim does not assure that you will share in the proceeds of the Settlement.

CLAIMANT’S STATEMENT

1. I (we) purchased Caribou Biosciences, Inc. (“Caribou”) common stock during the Settlement Class Period. (Do not submit this Proof of Claim if you did not purchase Caribou common stock during the Settlement Class Period.)
2. By submitting this Proof of Claim, I (we) state that I (we) believe in good faith that I am (we are) a Settlement Class Member(s) as defined above or am (are) acting for such person(s); that I am (we are) not a Defendant(s) in the Action or anyone excluded from the Settlement Class; that I (we) have read and understand the Notice of Pendency and Proposed Settlement of Class Action (“Notice”); that I (we) believe that I am (we are) entitled to receive a share of the Net Settlement Fund; that I (we) elect to participate in the proposed Settlement; and that I (we) have not filed a request for exclusion. (If you are acting in a representative capacity on behalf of a Settlement Class Member [e.g., as an executor, administrator, trustee, or other representative], you must submit evidence of

your current authority to act on behalf of that Settlement Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.)

3. I (we) consent to the jurisdiction of the Court with respect to all questions concerning the validity of this Proof of Claim. I (we) understand and agree that my (our) claim may be subject to investigation and discovery under the Federal Rules of Civil Procedure, provided that such investigation and discovery shall be limited to my (our) status as a Settlement Class Member(s) and the validity and amount of my (our) claim. No discovery shall be allowed on the merits of the Action or Settlement in connection with processing of the Proof of Claim.
4. I (we) have set forth, where requested below, all relevant information with respect to each purchase or acquisition of Caribou common stock during the Settlement Class Period, and each sale, if any, of the same. I (we) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so.
5. I (we) have enclosed photocopies of the stockbroker's confirmation slips, stockbroker's statements, or other documents evidencing each purchase, acquisition, and sale of Caribou common stock listed below in support of my (our) claim. (IF ANY SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN A COPY OR EQUIVALENT DOCUMENTS FROM YOUR BROKER OR TAX ADVISOR BECAUSE THESE DOCUMENTS ARE NECESSARY TO PROVE AND PROCESS YOUR CLAIM.)
6. I (we) understand that the information contained in this Proof of Claim is subject to such verification as the Claims Administrator may request or as the Court may direct, and I (we) agree to cooperate in any such verification. (The information requested herein is designed to provide the minimum amount of information necessary to process most simple claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your Recognized Loss. In some cases, the Claims Administrator may condition acceptance of the claim based upon the production of additional information, including, where applicable, information concerning transactions in any derivatives securities such as options.)
7. Upon the occurrence of the Court's approval of the Settlement, I (we) agree and acknowledge that my (our) signature(s) hereto shall effect and constitute a full and complete release, remise and discharge by me (us) and my (our) past and present parent entities, trustees, officers, directors, partners, principals, associates, affiliates, subsidiaries, predecessors, successors, assigns, attorneys, agents, predecessors, successors, general or limited partnerships, limited liability companies, insurers, co-insurers, controlling shareholders, immediate family members, heirs, representatives, administrators, executors, devisees, legatees, and estates (or, if I am (we are) submitting this Proof of Claim on behalf of a corporation, a partnership, estate or one or more other persons, by it, him, her or them, and by its, his, her or their parent entities, associates, affiliates, subsidiaries, predecessors, successors, assigns, attorneys, immediate family members, heirs, representatives, administrators, executors, devisees, legatees, and estates) of each of the "Released Parties" of all "Released Claims" as those terms are defined in the Amended Stipulation of Settlement, dated October 1, 2024 ("Stipulation").
8. Upon the occurrence of the Court's approval of the Settlement, I (we) agree and acknowledge that my (our) signature(s) hereto shall effect and constitute a covenant by me (us) and my (our) past and present parent entities, trustees, officers, directors, partners, principals, associates, affiliates, subsidiaries, predecessors, successors, assigns, attorneys, agents, predecessors, successors, general or limited partnerships, limited liability companies, insurers, co-insurers, controlling shareholders, immediate family members, heirs, representatives, administrators, executors, devisees, legatees, and estates (or, if I am (we are) submitting this Proof of Claim on behalf of a corporation, a partnership, estate or one or more other persons, by it, him, her or them, and by its, his, her or their parent entities, associates, affiliates, subsidiaries, predecessors, successors, assigns, attorneys, immediate family members, heirs, representatives, administrators, executors, devisees, legatees, and estates) to

permanently refrain from prosecuting or attempting to prosecute any Released Claims against any of the Released Parties.

9. “Released Parties” has the meaning provided in the Stipulation.
10. “Released Claims” has the meaning provided in the Stipulation.
11. “Unknown Claims” has the meaning provided in the Stipulation.
12. 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) respective current and former officers, directors, partners, members, principals, controlling shareholders, accountants or auditors, agents, parents, heirs, immediate family members, personal or legal representatives, affiliates, subsidiaries, executors, trustees, administrators, successors, predecessors, assigns, assignees, employees, and attorneys, in their capacities as such, shall be deemed to have, and by operation of law and of the Order and Final Judgment shall have, fully, finally and forever compromised, settled, released, resolved, relinquished, waived and discharged each and every Released Claim (including, without limitation, any Unknown Claims) against the Defendants and the other Released Parties, and shall forever be barred and enjoined from prosecuting any or all of the Released Claims against any of the Released Parties.
13. NOTICE REGARDING INSTITUTIONAL FILERS: Representatives with the authority to file on behalf of (a) accounts of multiple Persons and/or (b) institutional accounts with large numbers of transactions (“Representative Filers”) must submit information regarding their clients’ transactions in the approved electronic spreadsheet format, which is available by request to the Claims Administrator at efile@strategicclaims.net or by visiting the website www.strategicclaims.net/institutional-filers/. One spreadsheet may contain the information for multiple Persons and institutional accounts who constitute distinct legal entities (“Legal Entities”), but all Representative Filers MUST also submit a manually signed Proof of Claim and Release Form, as well as proof of authority to file (see Item 2 of the Claimant’s Statement) along with the electronic spreadsheet. The transactions and holdings in Caribou common stock should be reported in the electronic file so that each resulting Claim corresponds to a single Legal Entity, regardless of the number of individually managed accounts the Legal Entity has, as only one Claim will be processed per Legal Entity (e.g. a Representative Filer reporting the transactions for a fund with multiple sub-accounts should report one total holding at the start of the Settlement Class Period, one total holding at the end of the Settlement Class Period, and a single set of transactions that includes all transactions made by the Legal Entity across their sub-accounts; this would constitute and be processed a single Claim). The Claims Administrator reserves the right to combine a Legal Entity’s accounts into a single Claim prior to processing in the event that a Legal Entity’s accounts are divided across multiple Claims when submitted by a Representative Filer. The Claims Administrator also reserves the right to request additional documentary proof regarding a Legal Entity’s transactions and holdings in Caribou common stock to prove and accurately process the Claim.
14. NOTICE REGARDING ONLINE FILING: Claimants who are not Representative Filers may submit their claims online using the electronic version of the Proof of Claim and Release Form hosted at www.strategicclaims.net/Caribou. If you are not acting as a Representative Filer, you do not need to contact the Claims Administrator prior to filing; you will receive an automated e-mail confirming receipt once your Proof of Claim and Release Form has been submitted. If you are unsure if you should submit your claim as a Representative Filer, please contact the Claims Administrator at info@strategicclaims.net or (866) 274-4004. If you are not a Representative Filer, but your claim contains a large number of transactions, the Claims Administrator may request that you also submit an electronic spreadsheet showing your transactions to accompany your Proof of Claim and Release Form.

I. CLAIMANT INFORMATION

Beneficial Owner Name:		
Address:		
City:	State:	ZIP:
Foreign Province:	Foreign Country:	
Day Phone:	Evening Phone:	
Email:		
Social Security Number (for individuals):	OR	Taxpayer Identification Number (for estates, trusts, corporations, etc.):

II. SCHEDULE OF TRANSACTIONS IN CARIBOU BIOSCIENCES, INC. COMMON STOCK**Purchases/Acquisitions:**

A. Separately list each and every purchase or acquisition of Caribou Biosciences, Inc. (“Caribou”) common stock between July 23, 2021 and October 11, 2023, both dates inclusive, and provide the following information (*must be documented*):⁵

Trade Date (List Chronologically) (Month/Day/Year)	Number of Shares Purchased/Acquired	Price per Share	Total Cost (Excluding Commissions, Taxes, and Fees)

⁵ Please note: Information requested with respect to your purchases of Caribou common stock after July 13, 2021, will be used to balance your claim only. Purchases during this period are not eligible for any settlement benefits.

Sales:

B. Separately list each and every sale of Caribou Biosciences common stock between July 23, 2021 and October 11, 2023, both dates inclusive, and provide the following information (*must be documented*):

Trade Date (List Chronologically) (Month/Day/Year)	Number of Shares Sold	Price per Share	Amount Received (Excluding Commissions, Taxes, and Fees)

Ending Holdings:

C. State the total number of shares of Caribou common stock held at the close of trading on October 11, 2023 (*must be documented*).

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If additional space is needed, attach separate, numbered sheets, giving all required information, substantially in the same format, and print your name and Social Security or Taxpayer Identification number at the top of each sheet.

III. SUBSTITUTE FORM W-9

Request for Taxpayer Identification Number:

Enter taxpayer identification number below for the Beneficial Owner(s). For most individuals, this is your Social Security Number. The Internal Revenue Service (“I.R.S.”) requires such taxpayer identification number. If you fail to provide this information, your claim may be rejected.

Social Security Number (for individuals)	or	Taxpayer Identification Number (for estates, trusts, corporations, etc.)

IV. CERTIFICATION

I (We) submit this Proof of Claim under the terms of the Stipulation of Settlement described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Northern District of California with respect to my (our) claim as a Settlement Class Member(s) and for purposes of enforcing the release and covenant not to sue set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in this Action. I (We) have not submitted any other claim covering the same purchases or sales of Caribou common stock during the Settlement Class Period and know of no other Person having done so on my (our) behalf.

I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406 (a)(1)(c) of the Internal Revenue Code because: (a) I am (We are) exempt from backup withholding; or (b) I (We) have not been notified by the I.R.S. that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the I.R.S. has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the I.R.S. that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

UNDER THE PENALTIES OF PERJURY UNDER THE LAWS OF THE UNITED STATES, I (WE) CERTIFY THAT ALL OF THE INFORMATION I (WE) PROVIDED ON THIS PROOF OF CLAIM IS TRUE, CORRECT AND COMPLETE.

Signature of Claimant (If this claim is being made on behalf of Joint Claimants, then each must sign):

(Signature)

(Signature)

(Capacity of person(s) signing, e.g. beneficial purchaser(s), executor, administrator, trustee, etc.)
 Check here if proof of authority to file is enclosed.
(See Item 2 under Claimant’s Statement)

Date: _____

THIS PROOF OF CLAIM AND RELEASE FORM MUST BE SUBMITTED ELECTRONICALLY AT WWW.STRATEGICCLAIMS.NET/CARIBOU BY 11:59 P.M. EST ON JANUARY 17, 2025, OR MAILED TO THE CLAIMS ADMINISTRATOR AT THE BELOW ADDRESS, SENT NO LATER THAN JANUARY 17, 2025:

Caribou Biosciences, Inc. Securities Litigation
c/o Strategic Claims Services
600 N. Jackson St., Ste. 205
P.O. Box 230
Media, PA 19063
Tel.: 866-274-4004
Fax: 610-565-7985
info@strategicclaims.net

A Proof of Claim received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by January 17, 2025, and if a postmark is indicated on the envelope and it is mailed first class and addressed in accordance with the above instructions. In all other cases, a Proof of Claim 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 process fully all of the Proof of Claim and Release Forms and to administer the Settlement. This work will be completed as promptly as time permits, given the need to investigate and tabulate each Proof of Claim. Please notify the Claims Administrator of any change of address.

REMINDER CHECKLIST

- Please be sure to sign this Proof of Claim on page 22. If this Proof of Claim is submitted on behalf of joint claimants, then both claimants must sign.
- Please remember to attach supporting documents. Do NOT send any stock certificates. Keep copies of everything you submit.
- Do NOT use highlighter on the Proof of Claim or any supporting documents.
- If you move or change your address, telephone number, or email address, please submit the new information to the Claims Administrator, as well as any other information that will assist us in contacting you. NOTE: Failure to submit updated information to the Claims Administrator may result in the Claims Administrator's inability to contact you regarding issues with your claim or to deliver payment to you.

Caribou Biosciences, Inc. Securities Litigation
c/o Strategic Claims Services
600 N. Jackson St., Ste. 205
Media, PA 19063

IMPORTANT LEGAL NOTICE – PLEASE FORWARD