UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

OLIVER SHIH, Individually and on Behalf of All Others Similarly Situated, Plaintiff, v. AMYLYX PHARMACEUTICALS, INC., JOSHUA B. COHEN, JUSTIN B. KLEE, JAMES M. FRATES, and MARGARET OLINGER, Defendants.	Case No. 1:24-cv-12068-NMG

MEMORANDUM OF LAW IN SUPPORT OF LEAD COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES, PAYMENT OF LITIGATION EXPENSES, AND COMPENSATORY AWARD TO LEAD PLAINTIFF

TABLE OF CONTENTS

Page(s)

TABLE OF AUTHORITIES

Page(s)

Cases

Statutes

Rules

I. INTRODUCTION

Court-appointed Lead Counsel, Pomerantz LLP ("Pomerantz" or "Lead Counsel"), respectfully submits this memorandum of law in support of its motion for: (i) an award of attorneys' fees of one-third of the Settlement Fund, or $2,166,666.67, plus interest earned at the same rate as the Settlement Fund; (ii) payment of $51,647.11 in litigation expenses reasonably and actually incurred in prosecuting the Action, plus interest; and (iii) a compensatory award of $5,000 to Lead Plaintiff Oliver Shih ("Plaintiff") pursuant to 15 U.S.C. § 78u-4(a)(4), in connection with his representation of the Settlement Class. The requested amounts are consistent with—and do not exceed—the amounts disclosed to the Settlement Class in the Notice, which advised that Lead Counsel would seek fees of up to one-third (33⅓%) of the Settlement Fund, litigation expenses of no more than $100,000, and a compensatory award to Plaintiff of no more than $5,000.[1]

The requested fee is warranted by the result achieved. Lead Counsel, litigating on a wholly contingent basis against formidable opposition, secured a $6.5 million all-cash, non-reverting recovery for the Settlement Class—approximately 5.5% of the maximum damages estimated by Plaintiff's damages expert, a percentage that compares favorably with median recoveries in securities class actions. That result was obtained through a substantial investigation featuring interviews of former Amylyx employees; the successful defense, in part, of Defendants' motion to dismiss; and hard-fought, mediator-supervised negotiations that concluded with the Parties' acceptance of a mediator's proposal. Lead Counsel undertook these efforts with no guarantee of compensation, advancing all expenses and shouldering the substantial risk—inherent in all

[1] Unless otherwise defined herein, all capitalized terms have the meanings ascribed to them in the Stipulation of Settlement, dated May 4, 2026 (Dkt. 67) (the "Stipulation"). Internal citations and quotation marks are omitted unless otherwise noted.

litigation under the Private Securities Litigation Reform Act of 1995 ("PSLRA")—that the Action would yield no recovery and no fee at all.

The reaction of the Settlement Class supports the requested awards. After dissemination of 23,851 notices—each of which disclosed the maximum fees, expenses, and award to Plaintiff that would be sought—no Settlement Class Member has objected to the anticipated Fee and Expense Application, and none has requested exclusion. Declaration of Sarah Evans (Dkt. 75) ("Evans Decl.") ¶¶15-16. The requested one-third fee is squarely within the range of percentage fees regularly awarded by courts in this District and Circuit in comparable common-fund cases. A lodestar cross-check provides further context: Lead Counsel devoted 603.31 hours to this litigation with a resulting lodestar of $543,369.25, such that the requested fee represents a multiplier of approximately 3.99—a figure that reflects not overreaching but the efficiency with which Lead Counsel secured this recovery, sparing the Settlement Fund the years of additional lodestar that discovery, class certification, summary judgment, and trial would have consumed.

II. BACKGROUND

The factual background, procedural history, and efforts of Lead Counsel are set forth in detail in the accompanying Declaration of Jeremy A. Lieberman ("Lieberman Decl.") and in Plaintiff's concurrently filed memorandum in support of final approval of the Settlement, and are incorporated herein by reference. In brief, Lead Counsel: (i) conducted a wide-ranging investigation into the Relyvrio commercial launch, including through investigator-led interviews of former Amylyx employees, review of the Company's SEC filings, earnings call transcripts, press releases, and analyst reports, and consultation with a damages expert; (ii) prepared and filed the detailed Amended Complaint; (iii) fully briefed and defeated in part Defendants' motion to dismiss; (iv) prepared a detailed mediation statement and exhibits, participated in a formal mediation before Michelle Yoshida of Phillips ADR, and engaged in extended follow-on negotiations culminating in the acceptance of a mediator's proposal; (v) negotiated and documented the Stipulation and its exhibits and secured preliminary approval; and (vi) supervised the notice and claims administration process. Lieberman Decl. ¶¶XX.

III. ARGUMENT

A. A Reasonable Percentage of the Common Fund Is the Appropriate Method for Awarding Attorneys' Fees.

"[A] litigant or a lawyer who recovers a common fund for the benefit of persons other than himself or his client is entitled to a reasonable attorney's fee from the fund as a whole." *Boeing Co. v. Van Gemert*, 444 U.S. 472, 478 (1980). The PSLRA likewise provides that "[t]otal attorneys' fees and expenses awarded by the court to counsel for the plaintiff class shall not exceed a reasonable percentage of the amount of any damages and prejudgment interest actually paid to the class." 15 U.S.C. § 78u-4(a)(6).

In this Circuit, district courts may award fees in common-fund cases under either the percentage-of-fund ("POF") method or the lodestar method, but the First Circuit has recognized that the POF method offers "distinct advantages," including ease of administration, efficiency, and superior alignment of the interests of counsel and the class. *In re Thirteen Appeals Arising Out of San Juan Dupont Plaza Hotel Fire Litig.*, 56 F.3d 295, 305-07 (1st Cir. 1995); see also *In re Tyco Int'l, Ltd. Multidistrict Litig.*, 535 F. Supp. 2d 249, 265-66 (D.N.H. 2007) (adopting the POF method and recognizing its widespread acceptance in common-fund cases). The POF method has accordingly become the standard approach for awarding fees in securities class actions in this Circuit and nationwide, frequently checked against counsel's lodestar to confirm reasonableness. See *Tyco*, 535 F. Supp. 2d at 265-70.

B. The Requested One-Third Fee Is Reasonable

While "[t]he First Circuit has not endorsed a specified set of factors to be used in determining whether a fee request is reasonable," *In re Relafen Antitrust Litig.*, 231 F.R.D. 52, 79 (D. Mass. 2005), courts in this Circuit consider several factors when considering an award of attorneys' fees, including: (1) the fund size and class size; (2) the skill and experience of counsel; (3) the complexity and length of the litigation; (4) the risk of non-payment; (5) the amount of time counsel devoted to the case; (6) similar case awards; (7) public policy considerations; and (8) the reaction of the class. *Hill v. State St. Corp.*, No. 09 Civ. 12146-GAO, 2015 WL 127728, at *17 (D. Mass. Jan. 8, 2015) (citing *In re Puerto Rican Cabotage Antitrust Litig.*, 815 F. Supp. 2d 448, 458 (D.P.R. 2011)); *In re TJX Cos. Retail Sec. Breach Litig.*, 584 F. Supp. 2d 395, 401 (D. Mass. 2008) (considering "the reaction of the class members to the settlement and proposed attorneys' fees" as one of the relevant factors). All these factors weigh strongly in favor of finding the requested fee reasonable.

1. The Result Achieved for the Settlement Class

Courts consistently have recognized that the result achieved is one of the most important factors to be considered in making a fee award. *See Hensley v. Eckerhart*, 461 U.S. 424, 436 (1983) ("[T]he most critical factor is the degree of success obtained"). The most critical factor in evaluating a fee award is the result achieved. Lead Counsel secured a certain, immediate, all-cash recovery of $6.5 million for the Settlement Class, representing approximately 5.5% of the maximum estimated damages—a percentage comparable to, and in line with, median recoveries in securities class actions nationwide, notwithstanding the substantial obstacles to recovery discussed below. The percentage is conservative in a further respect: the $118.4 million figure assumes recoverable damages spanning the full Settlement Class Period, even though the Court's September 30, 2025 order sustained only statements made between May and August 2023, see Dkt. 55 at 8-10—meaning that, measured against the shorter period of alleged inflation corresponding to the claims that actually survived, the Settlement represents a substantially higher percentage of realistically recoverable damages. That is a very favorable outcome for a class facing serious risks on falsity, scienter, loss causation, and damages, litigating against a highly experienced defense.

2. The Skill, Experience, and Efficiency of Counsel

Pomerantz is one of the nation's premier securities class action firms, with a track record that includes the historic $3 billion recovery in *In re Petrobras Securities Litigation*. See Lieberman Decl., Ex. 1. *See Hill*, 2015 WL 127728, at *17 (noting plaintiffs' counsel's "experience and expertise contributed to the achievement of the Settlement"). In this Action, Lead Counsel's skill and diligence produced concrete results: an investigation that yielded detailed accounts from former Amylyx employees with firsthand knowledge of the Relyvrio launch, an Amended Complaint that survived a vigorous motion to dismiss in part, and a mediation strategy that maximized the recovery available in light of the litigation risks. That strategy included obtaining and analyzing internal Company materials exchanged in connection with the mediation process, which enabled Lead Counsel to test Defendants' factual defenses and to negotiate from a fully informed position. The quality of opposing counsel—Goodwin Procter LLP, a leading securities defense firm that litigated this case vigorously at every turn—further underscores the skill required to achieve this result. Lead Counsel also litigated efficiently, achieving this recovery without protracted discovery and the enormous attendant expense, which would have depleted any eventual recovery.

3. The Complexity and Duration of the Litigation

Courts have long recognized that securities class actions are notoriously complex and difficult to prove. *See, e.g.*, *Redwen v. Sino Clean Energy, Inc.*, No. 11 Civ. 3936, 2013 WL 12303367, at *6 (C.D. Cal. July 9, 2013) ("Courts experienced with securities fraud litigation routinely recognize that securities class actions present hurdles to proving liability that are difficult for plaintiffs to clear") (internal citations omitted); *see also In re Flag Telecom Holdings, Ltd. Sec. Litig.*, No. 02 Civ. 3400, 2010 WL 4537550, at *15 (S.D.N.Y. Nov. 8, 2010) (recognizing securities litigation is "notably difficult and notoriously uncertain") (internal citations omitted); *City of Providence v. Aeropostale, Inc.*, No. 11 Civ. 7132, 2014 WL 1883494, at *16 (S.D.N.Y. May 9, 2014), *aff'd sub nom. Arbuthnot v. Pierson*, 608 F. App'x 73 (2d Cir. 2015) ("the complex and multifaceted subject matter involved in a securities class action such as this supports the [33%] fee request").

This Action was no exception: it involved complex questions concerning pharmaceutical commercialization dynamics—patient bolus effects, discontinuation rates, prescription data reporting practices, and specialty distribution models—as well as the heightened pleading standards of the PSLRA and Rule 9(b), contested issues of falsity, scienter, loss causation, and damages, and the prospect of extensive expert discovery and testimony had the case proceeded. Even the core commercial metrics were sharply contested: the Parties disputed the proper interpretation of, and relationship among, patient enrollments, new patient starts, net patients on therapy, and estimated Veterans Affairs channel volumes—competing data sets whose reconciliation would itself have required extensive expert analysis at class certification, summary judgment, and trial. The Action was litigated for approximately two and a half years before the Settlement was reached, including full briefing on Defendants' motion to dismiss and a formal mediation process.

4. The Risks of the Litigation

Lead Counsel prosecuted this Action on a wholly contingent basis, advancing all litigation expenses with no assurance of any recovery. The risk of nonpayment was real. This Court's September 30, 2025 order, while denying dismissal in part, found several of the challenged statements inactionable, narrowing the case and underscoring the risk that further merits litigation could narrow it further still. Indeed, the Court rejected as "without merit" Plaintiff's claims that Defendants misled investors regarding the duration of the initial bolus of patients, and held that several other challenged statements were non-actionable puffery, sustaining only Defendants' May through August 2023 statements concerning Relyvrio's growth potential. Dkt. 55 at 6-10. Those surviving claims rested principally on the allegation, drawn from a former employee's account, that approximately 9,000 patients had been prescribed Relyvrio by the peak of the initial bolus—implying a discontinuation rate above 50%. *Id.* at 9-10.

In the settlement negotiations, Defendants marshaled internal Company data that, if credited, would have struck at the factual core of Plaintiff's case. Defendants likewise pointed to their own contemporaneous disclosures—including references on the May and August 2023 earnings calls to the approximately 25% six-month discontinuation rate observed in the CENTAUR clinical trial, repeated statements that reported net-patient metrics were inclusive of discontinuations, and a February 14, 2023 Form 8-K disclosing the change in reporting to third-party data services—as negating falsity, scienter, and any inference of concealment. Defendants had substantial arguments that the challenged statements were accurate, forward-looking, or immaterial; that no Individual Defendant acted with scienter (an argument Defendants buttressed by evidence that the Individual Defendants' Class Period stock sales were executed almost entirely in March 2023 pursuant to Rule 10b5-1 trading plans adopted in November 2022, before the period of alleged inflation as narrowed by the Court, and that each Individual Defendant increased his or her overall holdings during the Class Period); and that the November 9, 2023 stock price decline reflected disappointing business performance and other non-fraud factors rather than the revelation of any misrepresentation.

Damages faced comparable risk: because the Court sustained only statements made between May and August 2023, Defendants contended that the period of alleged inflation—and with it any recoverable damages—was a fraction of the full Class Period estimate. And even a complete victory at trial would have presented potential collectability concerns: in March 2024, Amylyx announced that Relyvrio had failed its Phase III clinical trial, its stock price declined approximately 80% further, and the Company withdrew its only commercial product from the market, see Dkt. 55 at 4. Had any of these arguments prevailed—at summary judgment, at trial, or on appeal—the Settlement Class would have recovered nothing, and Lead Counsel would have received no compensation for years of work and more than $50,000 in advanced expenses. Courts have long recognized that this contingency risk is a central justification for percentage fee awards at the levels requested here.

5. The Time Devoted by Counsel

As detailed in the Lieberman Declaration and the time summaries submitted therewith, Lead Counsel devoted 603.31 hours to the prosecution of this Action, with a resulting lodestar of $543,369.25 based on counsel's current customary rates. Lieberman Decl. ¶¶XX & Ex. 2. This time was reasonably and necessarily incurred in the investigation, pleading, motion practice, mediation, settlement negotiation and documentation, and settlement administration described above.

6. Awards in Similar Cases

The requested one-third fee is consistent with percentage fees regularly awarded in common-fund class actions in this District and elsewhere in this Circuit, particularly in settlements of comparable size. See, e.g., *Dahhan v. OvaScience, Inc.*, No. 17 Civ. 10511- IT, ECF No. 210 at 2 (D. Mass. Dec. 20, 2022) (awarding 33 1/3% of $15 million settlement, plus expenses); *Machado v. Endurance Int'l Grp. Holdings, Inc.,* No. 15 Civ. 11775-GAO, 2019 WL 4409217, at *1 (D.

Mass. Sept 13, 2019) (awarding 33 1/3% of $18.65 million settlement, plus expenses); *Crandall v. PTC Inc.*, No. 16 Civ. 10471-WGY, 2017 U.S. Dist. LEXIS 217581, at *16 (D. Mass. July 14, 2017) (awarding 33 1/3% of $2.1 million settlement, plus expenses); *Roberts v. TJX Cos., Inc.*, No. 13 Civ. 13142-ADB, 2016 WL 8677312, at *13 (D. Mass. Sept. 30, 2016) (awarding 33 1/3% of $4.75 million settlement). Indeed, one-third is a customary contingency percentage in private litigation generally, and courts recognize that class counsel's percentage in common-fund cases should approximate the market rate that would have been negotiated ex ante for comparable representation.

7. Public Policy Considerations

The Supreme Court has emphasized that meritorious private securities actions are "an essential supplement to criminal prosecutions and civil enforcement actions" brought by the SEC. *Tellabs, Inc. v. Makor Issues & Rights, Ltd.*, 551 U.S. 308, 313 (2007). Public policy therefore favors fee awards sufficient to incentivize qualified counsel to undertake the substantial risks of prosecuting such actions on behalf of injured investors—particularly in cases, like this one, involving moderate damages where the economics of contingent litigation are most sensitive. Awarding the requested fee appropriately compensates counsel for the risk undertaken and the result achieved and encourages the vigorous private enforcement of the federal securities laws that Congress and the courts have recognized as vital.

C. A Lodestar Cross-Check Confirms the Reasonableness of the Requested Fee

Where, as here, the fee is awarded under the POF method, courts often perform a lodestar "cross-check" as an additional gauge of the reasonableness of the percentage award. See *Tyco*, 535 F. Supp. 2d at 270. Lead Counsel's lodestar—603.31 hours totaling $543,369.25 at current rates—yields a multiplier of approximately 3.99 on the requested fee. That multiplier is within the range courts have approved in contingent common-fund litigation. *In re Relafen Antitrust Litig.*, 231

F.R.D. 52, 82 (D. Mass. 2005) (approving a fee representing a 2.02 multiplier, but noting between 1 and 4 is common); *see In re Rite Aid Corp. Sec. Litig.,* 396 F.3d 294, 298–99, 303–04 (3rd Cir.2005) (finding no abuse of discretion where district court approved attorneys fees with a "fairly common" lodestar multiplier of 4.07, despite objection that lodestar multiplier could not be above 3); *Vizcaino v. Microsoft Corp.,* 290 F.3d 1043, 1051 n. 6 (9th Cir. 2002) (noting "a range of 0.6—19.6 with most (20 of 24, or 83%) from 1.0–4.0 and a bare majority (13 of 24, or 54%) in the 1.5–3.0 range"); *Conley v. Sears Roebuck and Co.,* 222 B.R. 181 (awarding multiplier of 8.9 to arrive at a $7,500,000 fee).

Here, the multiplier is amply justified here for two related reasons. First, the multiplier is a direct product of Lead Counsel's efficiency: rather than litigating through years of fact and expert discovery, class certification, and summary judgment—accumulating millions of dollars in additional lodestar at the Settlement Class's ultimate expense—Lead Counsel leveraged its investigation and its success on the motion to dismiss to secure a favorable resolution at the earliest practicable stage. Penalizing counsel for that efficiency by mechanically capping the fee at a low multiple of hours actually worked would create perverse incentives to prolong litigation, a result courts have consistently rejected. Second, the contingency risk borne by Lead Counsel was substantial and undiminished: at the time the Settlement was reached, the Action faced unresolved and vigorously contested issues of falsity, scienter, loss causation, and damages, any one of which could have reduced the recovery to zero. In all events, the lodestar cross-check is a secondary consideration in this Circuit, and the reasonableness of the requested fee is established by the percentage-based factors discussed above.

D. The Settlement Class's Reaction Supports the Requested Fee

The Notice expressly advised Settlement Class Members that Lead Counsel would seek attorneys' fees of up to one-third of the Settlement Fund, litigation expenses of up to $100,000, and a compensatory award to Plaintiff of up to $5,000, and it explained class members' right to object. Notwithstanding the dissemination of 23,851 notices, publication of the Summary Notice, and the availability of all Settlement documents on the Settlement website, not a single objection to the anticipated fee application has been received to date. Evans Decl. ¶16. The objection deadline is August 24, 2026; Lead Counsel will respond to any objections in its reply papers. Plaintiff—who actively supervised this litigation—likewise supports the requested fee. Declaration of Oliver Shih ("Shih Decl.") ¶¶5-6. The absence of objections from a fully informed class strongly supports approval.

E. Lead Counsel's Litigation Expenses Were Reasonably Incurred and Should Be Paid

Counsel who create a common fund for the benefit of a class are entitled to payment from the fund of the reasonable litigation expenses they incurred. See *In re Fidelity/Micron Sec. Litig.*, 167 F.3d 735, 737 (1st Cir. 1999); *see also Ford v. Takeda Pharms. U.S.A., Inc.*, No. 1:21-CV-10090-WGY, 2023 WL 3679031, at *3 (D. Mass. Mar. 31, 2023) (counsel who create a common fund are entitled to payment of the reasonable expenses necessary to the litigation). Lead Counsel incurred $51,647.11 in unreimbursed litigation expenses prosecuting this Action—approximately half of the $100,000 cap disclosed in the Notice. As itemized in the Lieberman Declaration, these expenses consist of the categories of costs typically and necessarily incurred in securities class action litigation: consulting and damages expert fees ($14,542.00); mediation fees paid to Phillips ADR ($14,050.00); private investigator fees incurred in connection with the former-employee investigation ($13,626.00); travel, lodging, and local transportation ($4,198.76); press release and newswire charges associated with the PSLRA's notice requirements ($2,903.00); court and filing fees ($655.00); computerized legal research ($602.22); and clerical overtime, photocopying, postage, and meal costs ($1,070.13). Lieberman Decl. ¶¶XX & Ex. 3. These expenses were reasonable, necessary to the result achieved, and of the kind routinely billed to paying clients, and no Settlement Class Member has objected to their payment. The request should be granted.

F. Plaintiff Should Receive a Compensatory Award Under the PSLRA

The PSLRA permits an "award of reasonable costs and expenses (including lost wages) directly relating to the representation of the class to any representative party serving on behalf of a class." 15 U.S.C. § 78u-4(a)(4). Courts in this District and across the country routinely grant such awards to lead plaintiffs whose efforts benefited the class. *See, e.g.*, *In re Evergreen Ultra Short Opportunities Fund Sec. Litig.*, No. 08 Civ. 11064-NMG, 2012 WL 6184269 (D. Mass. Dec. 10, 2012) (Gorton, J.); *Carlson v. Target Enter., Inc.*, 447 F. Supp. 3d 1, 5 (D. Mass. 2020) (grating $7,500 to plaintiff and identifying factors relevant to such awards, including the time and effort expended by the class representative and the benefit conferred on the class); *Swack v. Credit Suisse First Bos., LLC*, No. 02 Civ. 11943-DPW, 2006 WL 2987053, at *5 (D. Mass. Oct. 4, 2006). Plaintiff seeks an award of $5,000—the maximum disclosed in the Notice—in recognition of the time and effort he devoted to this litigation over more than two years, including reviewing pleadings and Court filings, communicating regularly with Lead Counsel regarding case strategy and developments, evaluating the mediation process and the mediator's proposal, and approving the Settlement on behalf of the Settlement Class. Shih Decl. ¶¶3-4. Plaintiff's active engagement exemplifies precisely the sort of investor oversight of counsel that Congress intended the PSLRA to encourage, and the modest requested award is reasonable.

IV. CONCLUSION

For the foregoing reasons, Lead Counsel respectfully requests that the Court award attorneys' fees of one-third of the Settlement Fund ($2,166,666.67), plus interest; approve payment of $51,647.11 in litigation expenses, plus interest; and grant a compensatory award of $5,000 to Plaintiff pursuant to 15 U.S.C. § 78u-4(a)(4).

Dated: August 11, 2026

Respectfully submitted,

POMERANTZ LLP

/s/ Jeremy A. Lieberman

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Lead Counsel for Lead Plaintiff Oliver Shih and the Settlement Class

CERTIFICATE OF SERVICE

I hereby certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non-registered participants on August 11, 2026.

/s/ Jeremy A. Lieberman
Jeremy A. Lieberman