



GRANTED WITH MODIFICATIONS

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Transaction ID: 88096564
Case No. Multi-Case



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

HEDGEPATH, LLC,

Plaintiff,

v.

BRENDAN MAGRAB, STEFAN J.
CROSS, DR. R. DANA ONO, ROBERT
D. MARTIN, W. MARK WATSON,
NICHOLAS J. VIRCA and MAYNE
PHARMA VENTURES PTY LTD.,

Defendants,

and

HEDGEPATH PHARMACEUTICALS,
INC., a Delaware corporation,
Nominal Defendant.

SAMUEL SEARS, Individually And On
Behalf of All Others Similarly Situated,
Plaintiff,

v.

BRENDAN MAGRAB, STEFAN J.
CROSS, DR. R. DANA ONO, ROBERT
D. MARTIN, W. MARK WATSON,
NICHOLAS J. VIRCA, and MAYNE
PHARMA VENTURES PTY LTD.,
Defendants.

C.A. No. 2019-0529-JTL

C.A. No. 2020-0215-JTL

[PROPOSED] SCHEDULING ORDER

WHEREAS, the parties to the above-captioned actions *Hedgepath, LLC v. Magrab et al.*, C.A. No. 2019-0529-JTL (the “Hedgepath Action”) and *Samuel Sears v. Magrab et al.*, C.A. No. 2020-0215-JTL (the “Sears Action,” and together with the Hedgepath Action, the “Actions”) have entered into a Stipulation and Agreement of Compromise, Settlement, and Release, dated September 9, 2022 (the “Stipulation”), which sets forth the terms and conditions for the proposed settlement and dismissal of the Actions, subject to review and approval by this Court pursuant to Court of Chancery Rules and 23 and 23.1, and upon notice to the stockholders of nominal defendant Inhibitor Therapeutics, Inc., f/k/a HedgePath Pharmaceuticals, Inc., (the “Company”) as of September 9, 2022;

NOW, upon application of the Parties, after review and consideration of the Stipulation filed with the Court.

IT IS HEREBY ORDERED this ___ day of ____, 2022, as follows:

1. Except for terms defined herein, the Court adopts and incorporates the definitions in the Stipulation for the purposes of this Order.
2. The Court hereby preliminarily certifies, solely for purposes of effectuating the proposed Settlement, the Sears Action as a non-opt out class action pursuant to Court of Chancery Rules 23(a), 23(b)(1) and 23(b)(2), on behalf of a Class consisting of all record holders and all beneficial owners of Company common stock who held such stock at any time during the period between and including

January 8, 2018 and December 17, 2018 (the “Class Period”), and their heirs, assigns, transferees, and successors-in-interest, in each case solely in their capacity as holders or owners of Company common stock. Excluded from the Class are (i) defendants Brendan Magrab, Stefan J. Cross, R. Dana Ono, Robert D. Martin, W. Mark Watson, Nicholas J. Virca (collectively, the “Individual Defendants”), and Mayne Pharma Ventures Pty Ltd. (“Mayne,” and collectively with the Individual Defendants, the “Excluded Parties” and each an “Excluded Party”); (ii) any Individual Defendants’ Immediate Family Members (as defined in the Stipulation); (iii) any persons, firm, trust, corporation, or other entity affiliated with an Excluded Party and their successors-in-interest; and (iv) any entity in which any Excluded Party has or had a direct or indirect controlling interest.

3. A hearing (the “Settlement Hearing”) shall be held on November 10, 2022, at 9:15 a.m. in the Delaware Court of Chancery in the Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801, to: (a) determine whether the proposed Settlement, on the terms and conditions provided in the Stipulation, is fair, reasonable, adequate, and in the best interests of the Company, the Class, and the Company Stockholders (other than the Excluded Parties) and should be approved by the Court; (b) determine whether Plaintiffs and Plaintiffs’ counsel have adequately represented Plaintiffs, the Company, the Class, and the Company Stockholders; (c) determine whether the Court should enter a Final Order

and Judgment as provided in the Stipulation and approve the release and discharge of the Released Claims; (d) hear the Fee and Expense Applications by Plaintiffs' counsel; and (e) rule on such other matters as the Court may deem appropriate.

4. The Court reserves the right to adjourn the Settlement Hearing or any adjournment thereof, including the consideration of the Fee and Expense Applications, without further notice of any kind other than oral announcement at the Settlement Hearing or any adjournment thereof.

5. The Court reserves the right to approve the Settlement at or after the Settlement Hearing with such modification(s) as may be consented to by the Parties to the Stipulation and without further notice to the Company Stockholders. Further, the Court may render its Final Order and Judgment, and order the payment of the Fee and Expense Reimbursement, all without further notice to the Company Stockholders.

6. The Court approves, in form and content, the *Notice of Pendency of Derivative and Class Actions, Proposed Settlement and Settlement Hearing* (the "Notice") substantially in the form attached as Exhibit B to the Stipulation. The date and time of the Settlement Hearing shall be included in the Notice before it is mailed and published.

7. Within ten (10) business days after the entry of this Order, the Company shall cause the Notice to be sent to all Company Stockholders of record

as of the close of business on the date that the Stipulation is filed with the Court and as shown on the stock records maintained by or on behalf of the Company. All record holders of common stock of the Company who are not also the beneficial owners of those shares shall be requested to forward the Notice to the beneficial owners of those shares. The Company shall use reasonable efforts to give notice to such beneficial owners by making additional copies of the Notice available to any record holder who, prior to the Settlement Hearing, requests it for distribution to beneficial owners.

8. Within ten (10) business days after the entry of this Order, the Company shall cause copies of the Notice and the Stipulation to be posted on the Company's corporate website (<https://investors.inhibitortx.com>), which documents shall remain posted on that website through the Effective Date of the Settlement.

9. Within ten (10) business days after the entry of this Order, the Company shall file with the United States Securities and Exchange Commission a Current Report on Form 8-K briefly describing the Settlement, including a statement as to where stockholders can locate the Notice and Stipulation.

10. The Court finds that the form and method of notice herein is the best notice practicable, constitutes due and sufficient notice of the Settlement to all persons entitled to receive such a notice, and meets the requirements of Court of Chancery Rules 23 and 23.1, due process and applicable law. Counsel for the

Company shall file with the Court an appropriate affidavit with respect to the mailing and other dissemination of the Notice at least ten (10) business days prior to the Settlement Hearing described herein.

11. All proceedings in the Actions, other than such proceedings as may be necessary to carry out the terms and conditions of the Settlement, are hereby stayed and suspended until further order of the Court. Pending final determination of whether the Settlement should be approved, the Parties and anyone acting or purporting to act on their behalf are barred and enjoined from commencing or prosecuting any action asserting any Released Claims as defined in the Stipulation.

12. Any Company Stockholder who objects to the Settlement, the Final Order and Judgment to be entered in the Actions, and/or Plaintiffs' counsel's Fee and Expense Applications, or who otherwise wishes to be heard, may appear in person or by such person's attorney at the Settlement Hearing and present evidence or argument that may be proper and relevant. However, except for good cause shown, no person shall be heard and no papers, briefs, pleadings, or other documents submitted by any person shall be considered by the Court unless, not later than fourteen (14) calendar days prior to the Settlement Hearing, such person files with the Court and serves upon counsel listed below: (a) a written notice of intention to appear; (b) a statement of such person's objections to any matters before the Court; (c) the grounds for such objections and the reasons that such person desires to appear

and be heard; and (d) documentation evidencing ownership of Company stock and any other documents or writings such person desires the Court to consider. Such submissions shall be filed with the Register in Chancery and served upon the following counsel:

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*Attorneys for Nominal Defendant
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HedgePath Pharmaceuticals, Inc.*

13. Unless the Court otherwise directs, no person shall be entitled to object to the approval of the Settlement, any judgment entered thereon, the adequacy of the representation of the Company or its stockholders by Plaintiffs and Plaintiffs' counsel, or any Fee and Expense Reimbursement, or otherwise be heard, except by serving and filing a written objection and supporting papers and documents as described in Paragraph 12. Any person who fails to object in the manner described above shall be deemed to have waived the right to object (including any right of

appeal) and shall be forever barred from raising such objection in these or any other actions or proceedings.

14. Plaintiffs' counsel shall file and serve the opening papers in support of the proposed Settlement and Plaintiffs' counsel's Fee and Expense Applications no later than twenty-eight (28) calendar days prior to the Settlement Hearing; opposition papers, if any, shall be filed and served no later than fourteen (14) calendar days prior to the Settlement Hearing; and reply papers, if any, shall be filed and served no later than seven (7) calendar days prior to the Settlement Hearing.

15. If the Settlement, including any amendment made in accordance with the Stipulation, is not approved by the Court or shall not become effective for any reason whatsoever, the Settlement (including any modification thereof made with the consent of the Parties as provided in the Stipulation), and any actions taken or to be taken in connection therewith (including this Order and any judgment entered herein) shall be terminated and become void and of no further force and effect, except for the obligation of the Company to pay for any expenses incurred in connection with the Notice and administration contemplated by this Order. In that event, neither the Stipulation nor any provision contained in the Stipulation, any action undertaken pursuant thereto, or the negotiation thereof by any party shall be deemed an admission or received as evidence in these or any other actions or proceedings.

Vice Chancellor J. Travis Laster

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

Court: DE Court of Chancery Civil Action

Judge: Multi-Case

File & Serve

Transaction ID: 68068969

Current Date: Sep 13, 2022

Case Number: Multi-Case

Case Name: Multi-Case

Court Authorizer: J Travis Laster

Court Authorizer

Comments:

The settlement hearing has been set for November 10, 2022, at 9:15 a.m.

/s/ Judge J Travis Laster