UNITED STATES DISTRICT COURT

CENTRAL DISTRICT OF CALIFORNIA

SOUTHERN DIVISION

IN RE ALLERGAN, INC. PROXY VIOLATION DERIVATIVES LITIGATION	Case No. 2:17-cv-04776 DOC (KESx) The Hon. David O. Carter CLASS ACTION **ORDER GRANTING PRELIMINARY APPROVAL OF SETTLEMENT, APPROVING FORM AND MANNER OF NOTICE, AND SETTING DATE FOR HEARING ON FINAL APPROVAL OF SETTLEMENT**

This class action comes before the Court on plaintiff Timber Hill LLC's Motion for Preliminary Approval of Class Action Settlement ("Motion") and on the Stipulation and Agreement of Settlement, dated as of January 26, 2018 (the "Stipulation") entered into by plaintiff Timber Hill LLC and Defendants (collectively, the "Settling Parties"). The Court has reviewed the Motion and the Stipulation and attached exhibits, and finds and concludes that the Motion should be granted.

The Settling Parties have applied, pursuant to Federal Rule of Civil Procedure 23(e), for an order preliminarily approving the settlement of the Action in accordance with the Stipulation which, together with its exhibits, sets forth the terms and conditions for a proposed settlement of and for dismissal of the Action with prejudice upon the terms and conditions of the Stipulation. The Court has read and considered the Stipulation and its exhibits and finds and concludes that the application for preliminary approval is well taken.

All defined terms used in this Order shall have the same meanings as set forth in the Stipulation.

NOW, THEREFORE, the Court hereby ORDERS:

1. Pursuant to Rule 23(a) and (b)(3) of the Federal Rules of Civil Procedure, the Court certifies, solely for purposes of effectuating the proposed Settlement, a Settlement Class consisting of all persons and entities who transacted in derivative securities that are price-interdependent with Allergan, Inc.'s (AGN) publicly traded common stock ("Allergan Derivatives") from February 25, 2014 through April 21, 2014, inclusive (the "Class Period") and were damaged thereby. Excluded from the Settlement Class are: Defendants, the officers and directors of Defendants during the Class Period; members of the immediate family of the individual Defendants and of the excluded officers and directors; any entity in which any Defendant, any excluded officer or director, or any member of their immediate family has or had a controlling interest; any affiliates, parents or

subsidiaries of the Defendants; and the legal representatives, agents, affiliates, heirs, successors or assigns of any of the foregoing, in their capacities as such. Also excluded from the Class are Nomura Holdings, Inc., Nomura Securities International, Inc., Nomura International plc, and their affiliates, parents, subsidiaries and successors. Also excluded from the Class is any Person, including any Class Plaintiff, who would otherwise be a Class Member but who excludes himself, herself, or itself from the Class by submitting a valid and timely request for exclusion from the Class in accordance with the requirements set forth in the Notice.

2. Solely for purposes of the proposed Settlement of this Action, the Court finds that each element required for certification of the Settlement Class pursuant to Rule 23 of the Federal Rules of Civil Procedure has been met: (a) the members of the Settlement Class are so numerous that their joinder in the Action would be impracticable; (b) there are questions of law and fact common to the Settlement Class which predominate over any individual questions; (c) the claims of Lead Plaintiff in the Action are typical of the claims of the Settlement Class; (d) Lead Plaintiff and Lead Class Counsel have and will fairly and adequately represent and protect the interests of the Settlement Class; and (e) a class action is superior to other available methods for the fair and efficient adjudication of the Action.

3. The Court hereby finds and concludes that pursuant to Rule 23 of the Federal Rules of Civil Procedure, and for the purposes of the Settlement only, Lead Plaintiff Timber Hill is an adequate class representative and appointed as Class Representative for the Settlement Class. The Court also appoints Lead Counsel as Class Counsel for the Settlement Class, pursuant to Rule 23(g) of the Federal Rules of Civil Procedure.

4. The Court does hereby preliminarily approve the Stipulation and the Settlement, subject to further consideration at the Settlement Hearing described

below. Therefore, it GRANTS the motion for preliminary approval of the proposed Settlement.

5. A hearing (the "Settlement Hearing") shall be held before this Court on May 30, 2018, at 7:30 a.m., to determine: whether the proposed settlement of the Action on the terms and conditions provided for in the Stipulation is fair, reasonable, and adequate to the Class and should be approved by the Court; whether the proposed plan of Allocation should be approved as fair and reasonable; whether the Judgment should be entered and whether any applications for attorneys' fees and expenses should be approved. The Court may adjourn the Settlement Hearing without further notice to Members of the Class.

6. The Court approves, as to form and content, the Notice of Proposed Settlement and Motion for Attorneys' Fees and Expenses (the "Notice"), the Summary Publication Notice of Proposed Settlement of Class Action and Final Settlement Hearing, and the Proof of Claim Form and Release annexed as Exhibits A-1 to A-3 hereto, and finds that the mailing and distribution of the Notice and publishing of the Summary Notice substantially in the manner and form set forth in ¶ 7 of this Order meet the requirements of Federal Rule of Civil Procedure 23, the Securities Exchange Act of 1934, and due process, and is the best notice practicable under the circumstances and shall constitute due and sufficient notice to all Persons entitled to notice.

7. The firm of Garden City Group, LLC ("Claims Administrator"), is hereby appointed to supervise and administer the notice procedure as well as the processing of claims as more fully set forth below:

(a) The Claims Administrator shall perform Broker Outreach, as detailed in the Declaration of Stephen J. Cirami, Dkt. No. 101-3, ¶¶ 10-15, which will involve, *inter alia*, mailing the Notice and Proof of Claim Form, in the form annexed as Exhibits A-1 and A-3 hereto (collectively, the "Claim Packet") to the

approximately 1,800 nominees in the Claims Administrator's Nominee Database, not later than fifteen business days after entry of this Order (the "Notice Date").

(b) Not later than ten business days after entry of this Order, the Claims Administrator shall cause the Summary Notice in the form annexed as Exhibit A-2 to be published once in the *Wall Street Journal* and once over the *PR Newswire*; and

(c) At least seven calendar days prior to the Settlement Hearing, Class Counsel shall cause to be served on counsel for Defendants and filed with the Court proof, by affidavit or declaration, of such mailing and publishing.

8. On February 5, 2018, Defendants previously served upon the appropriate state official of each state in which a Class Member resides and the Attorney General of the United States a notice of the proposed Settlement in compliance with the requirements of the Class Action Fairness Act, 28 U.S.C. § 1715 *et seq*. ("CAFA"). At least seven (7) calendar days before the Settlement Hearing, Defendants shall cause to be served on Lead Counsel and filed with the Court proof, by affidavit or declaration, regarding compliance with CAFA § 1715(b).

9. All members of the Class, except those who timely and validly request exclusion from the Class, shall be bound by all determinations in the Action concerning the Settlement, whether favorable or unfavorable.

10. Pending final determination of whether the Stipulation should be approved, Class Counsel, Class Representative, and Class Members are barred and enjoined from commencing or prosecuting any action asserting any Released Claims against any Released Persons.

11. Class members who do not timely and validly request exclusion from the Class may complete and submit Proof of Claim and Release forms in accordance with the instructions contained therein and in the Notice. Unless the Court orders otherwise, all Proof of Claim and Release forms, if required, must be

postmarked no later than one hundred-twenty (120) days from the Notice Date. Any Class Member who does not submit a Proof of Claim and Release form within the time provided for shall be barred from sharing in the distribution of the proceeds of the Net Settlement Fund, unless otherwise ordered by the Court. Notwithstanding the foregoing, Class Counsel shall have discretion to accept late-submitted claims for processing by the Claims Administrator so long as the distribution of the Net Settlement Fund is not materially delayed thereby.

12. Any Class Member may enter an appearance in the Action, at their own expense, individually or through counsel of their own choice, in which case such counsel must file with the Clerk of the Court and deliver to Class Counsel and counsel for Defendants a notice of such appearance. If they do not enter an appearance, they will be represented by Class Counsel.

13. All papers in support of the settlement shall be filed and all papers in support of the request for attorneys' fees and expenses shall be filed and served no later than thirty-five calendar days prior to the Settlement Hearing. Any reply papers in further support of the above-noted motions shall be served and filed no later than seven calendar days prior to the Settlement Hearing.

14. Any Class Member may appear and show cause, if he, she, or it has any, why the proposed settlement with Defendants should not be approved as fair, reasonable, and adequate, or why a judgment should not be entered thereon; provided, however, that no Person shall be heard or entitled to contest such matters, unless that Person has delivered by hand or sent by first class mail written objections and copies of any papers and briefs such that they are received on or before May 9, 2018, by each of the following:

Clerk of the Court
United States District Court – Southern Division
411 West Fourth Street, Room 1053
Santa Ana, CA 92701-4516

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Attorney for Valeant Defendants

Any Person who does not make his, her, or its objection in the manner provided in the Notice shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness or adequacy of the proposed Settlement set forth in the Stipulation, unless otherwise ordered by the Court.

15. Class members who wish to be excluded from the Class must send a signed letter by mail stating that they request to be "excluded from the Class in *In re Allergan Proxy Violation Derivatives Litigation*., Case No. 2:17-cv-04776 DOC (KESx)." In addition, they must include their name, address, telephone number and signature. The letter must also include, for each transaction in Allergan Derivatives from February 25 to April 21, 2014: (1) the date of the transaction; (2) the transaction symbol; (3) the type of derivative (*e.g.*, put or call option, equity forward, etc.); (4) the expiration date; (5) the exercise price; (6) whether the transaction was a purchase or a sale; (7) the number of units; and (8) the price paid. The Notice to the class shall also advise class members that they may obtain an

exclusion form, in substantially the form of Exhibit A-4, attached hereto, that Class members can use to provide this information, at www.allerganderivativessettlement.com. Exclusion requests must be mailed so that they are received no later than May 9, 2018, to: In re Allergan Proxy Violation Derivatives Litigation, c/o GCG, P.O. Box 10556, Dublin, OH 43017-5571. Class Members cannot exclude themselves by telephone or by email. Exclusion requests must comply with these requirements in order to be valid.

16. Within ten (10) business days of the conclusion of the opt-out period established by the Court, Class Counsel will provide copies of any notices of exclusion to Defendants' Counsel by email.

17. All funds held by the Escrow Agent shall be deemed and considered to be *in custodia legis* of the Court, and shall remain subject to the jurisdiction of the Court, until such time as such funds shall be distributed pursuant to the Stipulation and/or further order(s) of the Court.

18. Neither Defendants nor their Related Parties nor counsel for Defendants shall have any responsibility for the Plan of Allocation or any application for attorneys' fees or expenses submitted by Class Counsel or the Class Representative, and such matters will be considered separately from the fairness, reasonableness, and adequacy of the Settlement.

19. All reasonable expenses incurred in identifying and notifying class members, as well as administering the Settlement Fund, shall be paid as set forth in the Stipulation. Properly documented expenses incurred by Nominees in compliance with the terms of this Order shall be paid from the Settlement Fund, but will only be reimbursed upon review and approval by the Court. The Court further requests that all Claimants submit electronic claims forms whenever possible and, in particular, urges Claimants with 40 or more Class Period transactions to file them electronically. In the event the Settlement is not approved by the Court, or otherwise fails to become effective, neither the Class Representative nor Class

Counsel shall have any obligation to repay any amounts incurred or properly disbursed.

20. Neither the Stipulation, nor any of its terms or provisions, nor any of the negotiations or proceedings connected with it, shall be construed as an admission or concession by Defendants of the truth of any of the allegations in the Action, or of any liability, fault, or wrongdoing of any kind.

21. The Court reserves the right to adjourn the date of the Settlement Hearing without further notice to Class Members, and retains jurisdiction to consider all further applications arising out of or connected with the proposed settlement. The Court may approve the Settlement, with such modifications as may be agreed to by the Settling Parties, if appropriate, without further notice to the Class.

IT IS SO ORDERED.

Dated: March 19, 2018

David O. Carter
UNITED STATES DISTRICT JUDGE

Exhibit A-1

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Attorneys for Plaintiff Timber Hill LLC

UNITED STATES DISTRICT COURT

CENTRAL DISTRICT OF CALIFORNIA

SOUTHERN DIVISION

IN RE ALLERGAN, INC. PROXY VIOLATION DERIVATIVES LITIGATION	Case No. 2:17-cv-04776 DOC (KESx) The Hon. David O. Carter CLASS ACTION **NOTICE OF PROPOSED SETTLEMENT AND MOTION FOR ATTORNEYS' FEES AND EXPENSES** DATE: May 30, 2018 TIME: 7:30 a.m. PLACE: Courtroom 9D

IF YOU TRANSACTED IN DERIVATIVE SECURITIES THAT ARE PRICE-INTERDEPENDENT WITH ALLERGAN, INC.'S PUBLICLY TRADED COMMON STOCK FROM FEBRUARY 25, 2014 THROUGH APRIL 21, 2014, INCLUSIVE, YOU MAY BE ENTITLED TO A PAYMENT FROM A CLASS ACTION SETTLEMENT.

IF YOU SOLD ALLERGAN COMMON STOCK DURING THE PERIOD FEBRUARY 25, 2014 TO APRIL 21, 2014, INCLUSIVE, YOU SHOULD FILE A SEPARATE CLAIM AND FOLLOW INSTRUCTIONS ON THE APPLICABLE CLAIM FORM, AVAILABLE AT: [COMMON STOCK WEBSITE].

A federal court authorized this Notice. This is not a solicitation from a lawyer. The case that is the subject of this Notice is not the same case as In re Allergan Proxy Violation Securities Litigation, which relates to common stock. If you are a class member in In re Allergan Proxy Violation Securities Litigation, you may separately submit a claim form in that case.

The purpose of this Notice is to inform you of (a) the proposed Settlement of a class action (the "Action") and (b) the hearing to be held by the Court to consider (i) whether the Settlement should be approved; (ii) the application of plaintiffs' counsel for attorneys' fees and expenses; and (iii) certain other matters to be considered by the Court at the hearing described below (the "Settlement Hearing"). This Notice describes important rights you may have and what steps you must take if you wish to participate in, or be excluded from, the Settlement.[1]

- If approved by the Court, the Settlement will provide a $40,000,000 cash

[1] All capitalized terms used in this Notice are defined in the Stipulation and Agreement of Settlement (the "Stipulation"). In the event of any conflict between the terms of the Stipulation and this Notice, the terms of the Stipulation will control.

settlement fund for the benefit of Class Members (the "Settlement Fund"). If the Court approves the application by Class Counsel for attorneys' fees and expenses (described in Section F below) and the Plan of Allocation (described in Section K below), it is estimated that Class Members who suffered losses who submit Proofs of Claim that are allowed by the Court will receive not less than $10.05 per option. Please note that the foregoing amount is an estimate. The amounts actually distributed to Authorized Claimants may vary materially from the estimated amount.

- The Settlement resolves claims by plaintiff Timber Hill LLC asserted on behalf of the Class (defined below) alleging that Defendants (defined below) violated the federal securities laws through their illicit insider trading and front-running scheme that financially damaged Timber Hill and similarly situated investors by artificially deflating the value of the underlying security and the options and equity forwards traded by Timber Hill and the members of the Class.
- The Settlement avoids the costs and risks of continuing the litigation, including the risk that the Class receives nothing; it pays money to purchasers like you; and it releases the Defendants' Released Parties (defined below) from liability.
- Your legal rights are affected whether you act or do not act. Read this Notice carefully.
- The Court will review the Settlement at the Settlement Hearing to be held on May 30, 2018, at 7:30 a.m.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
SUBMIT A CLAIM FORM BY _____	The only way to get a payment. *See* Section D for details.
EXCLUDE YOURSELF BY May 9, 2018	You will get no payment. This is the only option that, assuming your claim is timely brought, may enable you to bring or be part of any other lawsuit about the Released Claims (defined below) against Defendants and the other Defendants' Released Parties (defined below). *See* Section E for details.
OBJECT BY May 9, 2018	Write to the Court about why you do not like the Settlement. *See* Section G for details.
GO TO A HEARING ON May 30, 2018 at 7:30 a.m.	Ask to speak in Court about the Settlement at the Settlement Hearing.
DO NOTHING	You will get no payment, but you will still give up rights and will still be bound by the Settlement.

- These rights and options—**and the deadlines to exercise them**—are explained in this Notice.
- The Court in charge of this case still has to decide whether to approve the Settlement. Payments will be made if the Court approves the Settlement and after appeals, if any, are resolved. Please be patient.

SUMMARY OF THIS NOTICE

a) Statement of Plaintiffs' Recovery

Pursuant to this proposed Settlement, a Settlement Fund consisting of $40,000,000 in cash, plus any accrued interest, has been established. An Authorized Claimant's Recognized Claim shall be the amount used by the Claims Administrator to calculate the claimant's *pro rata* share of the Net Settlement Fund, determined based on the Plan of Allocation described in Section K. See

below for further information regarding how your Recognized Loss will be calculated.

b) Statement of Potential Outcome If the Action Were To Continue To Be Litigated

The Settling Parties disagree on both liability and damages, including the amount of damages, if any, that would be recoverable if Timber Hill were to prevail on each claim alleged. Each side believes it would ultimately prevail in the Action. Defendants have denied and continue to deny any wrongdoing, deny that they have committed any act or omission giving rise to any liability or violation of law, and deny that the Class has suffered any loss attributable to Defendants' actions. While Timber Hill believes that it has meritorious claims, it recognizes that there are significant obstacles in the way to recovery, and that if the Action were litigated to a conclusion, the Class might receive nothing.

c) Statement of Attorneys' Fees and Litigation Expenses Sought

Class Counsel intend to make a motion asking the Court to award attorneys' fees of 25% of the Settlement Fund and, in addition, approve payment of litigation costs and expenses incurred to date in connection with this Action in an amount not to exceed $2 million, plus any interest on such amounts at the same rate and for the same periods as earned by the Settlement Fund ("Fee and Expense Application"). Class Counsel's Fee and Expense Application may also include a request for an award to Timber Hill for reimbursement of their reasonable costs and expenses, including lost wages, directly related to their representation of the Class.

If the Court approves the Fee and Expense Application, the average cost per option will vary depending on, among other things, the number of accepted claims submitted by Class Members. Class Counsel have expended considerable time and effort in the prosecution of this litigation without receiving any payment, and have advanced all of the costs and expenses of the litigation, such as the cost of experts, in the expectation that if they were successful in obtaining a recovery for the Class they would be paid from such recovery. In this type of litigation it is customary for counsel to be awarded a percentage of the common fund recovered as attorneys' fees.

d) Further Information

Further information regarding this Action and this Notice may be obtained by contacting the Claims Administrator, Garden City Group, LLC, who can be reached at: *In re Allergan Proxy Violation Derivatives Litigation*, c/o GCG, P.O. Box 10556, Dublin, OH 43017-7256, 1-800-349-5116, and at www.allerganderivativessettlement.com.

DO NOT CALL THE COURT WITH QUESTIONS ABOUT THE SETTLEMENT

e) Reasons for the Settlement

For Timber Hill, the principal reason for the Settlement is the immediate and substantial benefits provided to the Class. These benefits must be compared to the risk that no recovery might be achieved after a contested trial and likely appeals, possibly years into the future.

For Defendants, who vigorously deny and continue to deny all allegations of wrongdoing or liability whatsoever, the principal reason for the Settlement is to eliminate the burden, expense, uncertainty, and distraction of further litigation.

A. BASIC INFORMATION

1. Why did I get this notice package?

You or someone in your family may have transacted in derivative securities that are price-interdependent with Allergan, Inc.'s (AGN) publicly traded common stock ("Allergan Derivatives") from February 25, 2014 through April 21, 2014, inclusive.

The Court in charge of the case is the United States District Court for the Central District of California, Southern Division ("the Court"). The lawsuit is known as *In re Allergan Proxy Violation Derivatives Litigation*., Case No. 2:17-cv-04776 DOC (KESx) ("the Action"), and is being supervised by the Hon. David O. Carter, United States District Judge. The people who sued are called plaintiffs, and the people and companies they sued are called defendants. The class representative plaintiffs ("Class Plaintiff") is Timber Hill LLC ("Timber Hill").

Defendants are Pershing Square Capital Management, L.P., PS Management GP, LLC, William Ackman, PS Fund 1, LLC, Pershing Square, L.P., Pershing Square II, L.P., Pershing Square GP, LLC, Pershing Square Holdings, Ltd., Pershing Square International, Ltd., Michael Pearson, Valeant Pharmaceuticals International, and Valeant Pharmaceuticals International, Inc. (collectively, "the Defendants").

The Court directed that this Notice be sent to Class members because they have a right to know about a proposed settlement of a class action lawsuit, and

about all of their options, before the Court decides whether to approve the Settlement. The Court will review the Settlement at a Settlement Hearing to be held on May 30, 2018, at 7:30 a.m., at the Ronald Reagan Federal Building and United States Courthouse, 411 West Fourth Street, Courtroom 9D, Santa Ana, California 92701-4516. If the Court approves the Settlement, and after any objections and appeals are resolved, the Claims Administrator will make the payments to members of the Class who timely submit valid Proofs of Claim that show a Recognized Loss (the "Authorized Claimants") that the Court allows.

This Notice and Proof of Claim and Release describe the Action, the Settlement, Class Members' legal rights, what benefits are available, who is eligible for them, and how to get them.

2. What is this lawsuit about?

On June 28, 2017, a securities class action complaint, captioned *Timber Hill LLC v. Pershing Square Capital Management, L.P., et al.*, (the "Action"), was filed in the Court on behalf of all persons or entities that sold Allergan call options, purchased Allergan put options and/or sold Allergan equity forward contracts from February 25, 2014 through April 21, 2014, inclusive. Timber Hill alleged that Defendants violated the federal securities laws through their illicit insider trading and front-running scheme that financially damaged Timber Hill and similarly situated investors by artificially deflating the value of the underlying security and the options and equity forwards traded by Timber Hill and the members of the Class.

Timber Hill's allegations are also the subject of another related action, *In re Allergan, Inc. Proxy Violation Securities Litigation*, Case No. 8:14-cv-2004-DOC (KESx) ("the Common Stock Class Action"), filed in the Court on December 16, 2014. In that action, on March 15, 2017, the Court issued an order ("Class

Certification Order") certifying a class (the "Common Stock Class") consisting of: "All persons who sold Allergan common stock contemporaneously with purchases of Allergan common stock made or caused by Defendants during the period February 25, 2014 through April 21, 2014, inclusive and were damaged thereby."

In certifying the Common Stock Class, the Court also denied Defendants' separate motion to dismiss for failure to join necessary parties under Federal Rule of Civil Procedure 19(a)(1)(B)(i). In so doing, the Court concluded that derivatives traders "can also be given notice the same time the Class members are given notice of this lawsuit meaning they will have notice and opportunity to intervene to bring their own claims before the case is resolved."

On April 28, 2017, the plaintiffs in the Common Stock Class Action filed a motion seeking approval of notice to the class of the pendency of the Common Stock Class Action. On June 5, 2017, the Court issued an Order denying the plaintiffs' motion for an order approving the class notice, recognizing that "[t]he derivatives traders' potential interests seem more analogous to those of dropped class members, who may have valid claims, but whose claims will not be pursued through this litigation." The Court further noted that "the derivatives traders may have a stronger interest than absent class members, as their hypothetical claims may be essentially precluded if Plaintiffs prevail here." In this regard, the Court also held that if the plaintiffs "recover all of Defendants' gains or losses avoided that there will be nothing left for others to recover who were allegedly harmed by Defendants conduct." On June 12, 2017, the plaintiffs in the Common Stock Class Action filed a motion seeking the Court's approval of a modified Notice and Summary Notice of Pendency of Class Action. On June 14, 2017, the Court issued an Order approving the plaintiffs' modified Notice and Summary Notice, finding that the notices "satisfactorily incorporate reference to the likelihood of a damages cap" pursuant to the Court's June 5, 2017 Order. Plaintiffs' approved Notice of Pendency of Class Action states:

> ***IF YOU TRADED PRICE-INTERDEPENDENT DERIVATIVE SECURITIES OF ALLERGAN (I.E., DERIVATIVE SECURITIES WITH A VALUE THAT IS A FUNCTION OF OR RELATED TO THE VALUE OF ALLERGAN COMMON STOCK ("ALLERGAN DERIVATIVE SECURITIES"), YOUR TRANSACTIONS IN THOSE SECURITIES ARE NOT COVERED BY THE ACTION. THE COURT HAS NOT DETERMINED, AND THIS NOTICE DOES NOT EXPRESS ANY OPINION AS TO, WHETHER TRADING IN ALLERGAN DERIVATIVE SECURITIES GIVES RISE TO ANY CLAIMS. BUT BECAUSE DEFENDANTS' LIABILITY FOR DAMAGES IS LIKELY CAPPED AT THEIR GAINS OR LOSSES AVOIDED FROM THE SECURITIES LAW VIOLATIONS ALLEGED IN THIS ACTION, IT IS POSSIBLE THAT PLAINTIFFS WILL RECOVER THE ENTIRETY OF THE DAMAGES POOL AVAILABLE TO PERSONS ALLEGEDLY HARMED BY THE DEFENDANTS' CONDUCT. IF SO, IT IS POSSIBLE THAT THERE WILL BE NOTHING LEFT FOR OTHERS TO RECOVER FROM DEFENDANTS ON ANY SIMILAR CLAIMS AGAINST DEFENDANTS THAT THEY MAY HAVE AND THOSE CLAIMS MAY BE EFFECTIVELY PRECLUDED.***

Thus, Timber Hill and other members of the Class in the present action are expressly excluded from the Common Stock Class Action.

The parties in the Common Stock Class Action engaged the Hon. Layn R. Phillips, a well-respected former United States District Judge and highly experienced settlement mediator, and Gregory Lindstrom to assist them in exploring a potential negotiated resolution of the claims asserted against Defendants. Timber Hill subsequently became involved in the settlement negotiations with Defendants regarding the Action, and participated in negotiations assisted by both mediators.

On December 28, 2018, following multiple lengthy mediation sessions with Judge Phillips, conducted in person and by telephone, Timber Hill and Defendants entered into a binding Memorandum of Understanding to settle the Action for $40

million. Following the hearing held on January 16, 2018, the Settling Parties agreed to the settlement set forth in this Stipulation.

Prior to agreeing to settle the Action, Timber Hill, through Class Counsel, conducted a thorough investigation of the claims, defenses, and underlying events and transactions that are the subject of the Action. This investigation and Class Counsel's efforts included, among other things: (i) review and analysis of the evidence and applicable law, including the review and analysis of hundreds of thousands of pages of documents produced by plaintiffs in the Common Stock Class Action, Defendants and third parties; (ii) consultation with experts retained by Class Counsel; and (iii) engaging in motion practice.

On _____, 2018, the Court entered its Order Granting Preliminary Approval of Class Action Settlement, Approving Form and Manner of Notice, and Setting Date for Hearing on Final Approval of Settlement, which preliminarily approved the Settlement, authorized that this Notice be sent to Class members, and scheduled the Settlement Hearing to consider whether to grant final approval to the Settlement.

3. Why is this a class action?

In a class action, one or more people called class representatives (in this case Timber Hill) sue on behalf of people who have similar claims. They are known as class members. Bringing a case as a class action allows adjudication of many similar claims of persons and entities that might be economically too small to bring individually. One court resolves the issues for all class members, except for those who exclude themselves from the class.

4. What are the reasons for the Settlement?

The Court did not finally decide in favor of Timber Hill or Defendants. Instead, both sides agreed to a settlement.

Timber Hill and Class Counsel believe that the claims asserted in the Action have merit. Timber Hill and Class Counsel recognize, however, the expense and length of continued proceedings necessary to pursue their claims in the Action through trial and appeals, as well as the difficulties in establishing liability. Timber Hill and Class Counsel have considered the uncertain outcome and the risk of any litigation, especially in complex lawsuits like this one, as well as the difficulties and delays inherent in such litigation. For example, Defendants have raised a number of arguments and defenses (which they would raise at trial). Even assuming Timber Hill could establish liability, Timber Hill and Defendants disagree about how to calculate damages, or whether there are any damages at all. In the absence of a settlement, the Settling Parties would present factual and expert testimony on each of these issues, and there is considerable risk that the Court or jury would resolve the inevitable "battle of the experts" against Timber Hill and the Class.

In light of the amount of the Settlement and the immediate recovery to the Class, Timber Hill and Class Counsel believe that the proposed Settlement is fair, reasonable and adequate, and in the best interests of the Class. The Settlement, which totals $40 million in cash (less the various deductions described in this Notice), provides substantial benefits now as compared to the risk that a similar or smaller recovery would be achieved after trial and appeal, possibly years in the future, or that no recovery for the Class would be achieved at all.

Defendants deny and continue to deny each and every one of the claims alleged by Timber Hill in the Action. Defendants expressly deny any wrongdoing and deny that they have committed any act or omission giving rise to any liability or violation of law, and believe that they would have prevailed in the Action but for the Settlement. Defendants also have taken into account, however, the burden, expense, uncertainty, distraction, and risks inherent in any litigation, and have concluded that it is desirable that the Action be fully and finally settled upon the terms and conditions set forth in the Stipulation.

B. WHO IS IN THE SETTLEMENT

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

As certified by the Court, the Settlement Class consists of all persons or entities that transacted in Allergan Derivatives from February 25, 2014 through April 21, 2014, inclusive.

6. Are there exceptions to being included in the Class?

Excluded from the Class are Defendants, the officers and directors of Defendants during the Class Period; members of the immediate family of the individual Defendants and of the excluded officers and directors; any entity in which any Defendant, any excluded officer or director, or any member of their immediate family has or had a controlling interest; any affiliates, parents or subsidiaries of the Defendants; and the legal representatives, agents, affiliates, heirs, successors or assigns of any of the foregoing, in their capacities as such. Also excluded from the Class are Nomura Holdings, Inc., Nomura Securities International, Inc., Nomura International plc, and their affiliates, parents, subsidiaries and successors. Also excluded from the Class is any Person, including any Class Plaintiff, who would otherwise be a Class Member but who excludes

himself, herself, or itself from the Class by submitting a valid and timely request for exclusion in accordance with the requirements explained in Question 12 below.

Check your investment records or contact your investment advisor or broker to determine if you transacted in Allergan Derivatives, such as call options, put options or equity forward contracts during the relevant period.

7. What if I am still not sure if I am included?

If you are still not sure whether you are included, you can ask for free help. You can call 1-800-349-5116, or visit www.allerganderivativessettlement.com for more information. Or you can fill out and return the Proof of Claim Form and Release ("Proof of Claim"), described in Question 9, to see if you qualify.

C. THE SETTLEMENT BENEFITS—WHAT YOU GET

8. What does the Settlement provide?

In exchange for the Settlement and the release of the Released Claims (defined below) against the Defendants' Released Parties (defined below), Defendants have agreed to create a $40 million cash fund, which will earn interest, to be divided, after deduction of Court-awarded attorneys' fees, costs and expenses, settlement administration costs, and any applicable taxes (the "Net Settlement Fund"), among all Class Members who properly submit valid and timely Proofs of Claim.

D. HOW YOU GET A PAYMENT—SUBMITTING A CLAIM

9. How can I receive a payment?

To qualify for a payment, you must timely and validly submit a completed Proof of Claim. A Proof of Claim is being sent together with this Notice. You may also obtain a Proof of Claim on the Internet at the website for the Claims

Administrator: www.allerganderivativessettlement.com. The Claims Administrator can also help you if you have questions about the form.

Please read the instructions carefully, fill out the Proof of Claim, include all the documents the form asks for, sign it, and submit it so that it is postmarked or received no later than _____.

10. When will I get my payment?

The Court will hold a Settlement Hearing on May 30, 2018, to decide whether to approve the Settlement. Even if the Court approves the Settlement, there may still be appeals, which can take time to resolve, perhaps more than a year. It also takes time for all the Proofs of Claim to be processed. All Proofs of Claim need to be submitted by _____.

Once all the Proofs of Claim are processed and claims are calculated, Class Counsel, without further notice to the Class, will apply to the Court for an order distributing the Net Settlement Fund to Authorized Claimants. Class Counsel will also ask the Court to approve payment of the Claims Administrator's and Class Counsel's additional fees and expenses incurred in connection with giving notice and administering the Settlement without further notice to the Class. These amounts will be subject to approval of the Court. Please be patient because the claims administration process takes time.

11. What am I giving up to get a payment and by staying in the Class?

Unless you exclude yourself, you will stay in the Class, which means that upon the "Effective Date" you will release all "Released Claims" (as defined below) against the "Defendants' Released Parties" (as defined below).

"Released Claims" means any and all claims, rights, demands, and causes of action of every nature and description, including both known claims and Unknown Claims (as defined below), whether arising under federal, state or common law, whether class or individual in nature, that Timber Hill or any other Class Member: (i) asserted in the Action, or (ii) could have asserted in any forum that arise out of or are based upon the acts, facts, statements, or omissions involved, set forth or referred to in the Timber Hill's complaint filed in the Action and that relate to any transactions in Allergan Derivatives during the Class Period. For avoidance of doubt, the Stipulation shall not release any claims that relate to the sale of Allergan Inc. common stock during the Class Period, including any claims asserted in the Action. Upon the Settlement becoming effective, Defendants, their affiliates, officers, directors and employees shall be deemed to have released Plaintiff, all other members of the Derivatives Class, and their counsel from any claims related to the institution, prosecution and settlement of this Action.

"Unknown Claims" means any and all Released Claims against the Released Parties which Releasing Parties do not know or suspect to exist in his, her, or its favor as of the Effective Date, and the Settling Defendants' Claims against Releasing Parties which Released Parties do not know or suspect to exist in his, her, or its favor as of the Effective Date, which if known by the Releasing Parties or Released Parties might have affected his, her, or its decision(s) with respect to the settlement. With respect to any and all Released Claims and Settling Defendants' Claims, the Parties stipulate and agree that by operation of the Final Judgment and Order of Dismissal, upon the Effective Date, Releasing Parties and Released Parties shall have expressly waived, and each Class Member shall be

deemed to have waived, and by operation of the Final Judgment and Order of Dismissal shall have expressly waived, the provisions, rights and benefits of California Civil Code § 1542, which provides as follows:

> **A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.**

and any and all provisions, rights and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable, or equivalent to California Civil Code § 1542.

The Releasing Parties and Released Parties may hereafter discover facts other than or different from those which they now know or believe to be true with respect to the subject matter of the Released Claims and Settling Defendants' Claims. Nevertheless, Timber Hill and the Released Parties shall expressly, fully, finally, and forever settle and release, and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Final Judgment and Order of Dismissal shall have, fully, finally, and forever settled and released, any and all Released Claims and Settling Defendants' Claims, whether or not concealed or hidden, without regard to the subsequent discovery or existence of such different or additional facts. Timber Hill and the Released Parties acknowledge, and Class Members shall be deemed to have acknowledged, that the inclusion of "Unknown Claims" in the definition of Released Claims and Settling Defendants' Claims was separately bargained for and was a key element of the Agreement.

The "Effective Date" will occur when an Order by the Court approving the Settlement becomes Final and is not subject to appeal as set out more fully in the

Stipulation on file with the Court and available at www.allerganderivativessettlement.com.

If you remain a member of the Class, all of the Court's orders about the Settlement will apply to you and legally bind you.

E. EXCLUDING YOURSELF FROM THE SETTLEMENT

If you do not want a payment from this Settlement, but you want to keep any rights you may have to sue or continue to sue Defendants or other Defendants' Released Parties, on your own, about the Released Claims, then you must take steps to exclude yourself. This is called "opting out" of the Class. **Please note:** if you decide to exclude yourself, there is a risk that any lawsuit you may thereafter file to pursue claims alleged in the Action may be dismissed, including if such suit is not filed within the applicable time periods required for filing suit. Also, Defendants may withdraw from and terminate the Settlement under certain conditions.

12. How do I exclude myself from the proposed Settlement?

To exclude yourself from the Class, you must send a signed letter by mail stating that you request to be "excluded from the Class in *In re Allergan Proxy Violation Derivatives Litigation*., Case No. 2:17-cv-04776 DOC (KESx)." In addition, you must include your name, address, telephone number and your signature. Your letter must also include, for each transaction in Allergan Derivatives from February 25 to April 21, 2014: (1) the date of the transaction; (2) the transaction symbol; (3) the type of derivative (*e.g.*, put or call option, equity forward, etc.); (4) the expiration date; (5) the exercise price; (6) whether the transaction was a purchase or a sale; (7) the number of units; and (8) the price paid.

A form that you can use to provide this information is available at www.allerganderivativessettlement.com. You must mail your exclusion request so that it is received no later than May 9, 2018, to:

In re Allergan Proxy Violation Derivatives Litigation,

c/o GCG, PO Box 10556, Dublin, OH 43017-7256

You cannot exclude yourself by telephone or by email. Your exclusion request must comply with these requirements in order to be valid. If you request to be excluded in accordance with these requirements, you will not get any settlement payment, and you cannot object to the Settlement. You will not be legally bound by anything that happens in connection with this Settlement, and you may be able to sue (or continue to sue) Defendants and the other Defendants' Released Parties in the future. However, as set forth above, if you decide to exclude yourself from the Class, you may not be able to assert any of the claims asserted in the Action.

13. If I do not exclude myself, can I sue the Defendants or the other Defendants' Released Parties for the same thing later?

No. Unless you exclude yourself, you will give up any rights to sue the Defendants and the other Defendants' Released Parties for any and all Released Claims. If you have a pending lawsuit, speak to your lawyer in that case immediately. You must exclude yourself from this Class to continue your own lawsuit. Remember, the exclusion deadline is May 9, 2018.

14. If I exclude myself, can I get money from the proposed Settlement?

No. If you exclude yourself, do not send in a Proof of Claim to ask for any money. But, you may exercise any right you may have to sue, continue to sue, or

be part of a different lawsuit against Defendants and the other Defendants' Released Parties.

F. THE LAWYERS REPRESENTING YOU

15. Do I have a lawyer in this case?

The Court appointed Marc M. Seltzer of Susman Godfrey L.L.P. and Andrew Entwistle of Entwistle & Cappucci L.L.P. These lawyers are called Class Counsel. You will not be separately charged for these lawyers. The Court will determine the amount of Class Counsel's fees and expenses, which will be paid from the Settlement Fund. If you want to be represented by your own lawyer, you may hire one at your own expense.

16. How will the lawyers be paid?

Class Counsel have not received any payment for their services in pursuing the claims in the Action on behalf of the Class, nor have they been paid for their litigation costs and expenses. At the Settlement Hearing, or at such other time as the Court may order, Class Counsel will ask the Court to award them, from the Settlement Fund, attorneys' fees of 25% of the Settlement Fund, plus any interest on such amount at the same rate and for the same periods as earned by the Settlement Fund, and litigation costs and expenses (such as the cost of experts) that have been incurred in pursuing the Action. The request for litigation costs and expenses will not exceed $2 million, plus interest on the expenses at the same rate as may be earned by the Settlement Fund.

G. OBJECTING TO THE SETTLEMENT

17. How do I tell the Court that I do not like the proposed Settlement?

If you are a Class Member you can object to the Settlement or any of its terms, the proposed Plan of Allocation, or the application by Class Counsel for an award of fees and expenses. You may write to the Court setting out your objection. You may give reasons why you think the Court should not approve any part or all of the Settlement terms or arrangements. The Court will only consider your views if you file a proper written objection within the deadline and according to the following procedures. To object, you must send a signed letter stating that you "object to the proposed settlement in *In re Allergan Proxy Violation Derivatives Litigation*., Case No. 2:17-cv-04776 DOC (KESx)." You must include your name, address, telephone number, and your signature, and state the reasons why you object to the Settlement. **Unless otherwise ordered by the Court, any Class Member who does not object in the manner described herein will be deemed to have waived any objections and shall be forever foreclosed from making any objections to the proposed Settlement or the application for attorneys' fees, costs and expenses.**

Your objection must be filed with the Court and mailed or delivered to all the following so that it is received on or before May 9, 2018:

COURT:

Clerk of the Court

United States District Court for the Central District of California, Southern Division

Ronald Reagan Federal Building and United States Courthouse

411 West Fourth Street, Room 1053

Santa Ana, California 92701-4516

CLASS COUNSEL DESIGNEE:

Marc M. Seltzer

Susman Godfrey L.L.P.

1900 Avenue of the Stars, Suite 1400

Los Angeles, California 90067

PERSHING SQUARE DEFENDANTS' COUNSEL DESIGNEE:

Mark Holscher

KIRKLAND & ELLIS LLP

333 South Hope Street

Los Angeles, California 90071

VALEANT DEFENDANTS' COUNSEL DESIGNEE:

John Hueston

Hueston Hennigan LLP

523 West 6th Street, Suite 400

Los Angeles, California 90014

18. What is the difference between objecting and seeking exclusion?

Objecting is simply telling the Court that you do not like something about the proposed Settlement. You can object only if you stay in the Class. Excluding yourself is telling the Court that you do not want to be part of the Class. If you

exclude yourself, you have no basis to object because the Settlement no longer affects you.

H. THE SETTLEMENT HEARING

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

The Court will hold a Settlement Hearing at 7:30 a.m. on May 30, 2018, at the Ronald Reagan Federal Building and United States Courthouse, 411 West Fourth Street, Courtroom 9D, Santa Ana, California 92701-4516.

At this hearing, the Hon. David O. Carter, United States District Judge, will consider whether the Settlement is fair, reasonable and adequate. The Court also will consider the proposed Plan of Allocation for the Net Settlement Fund and the application of Class Counsel for attorneys' fees and reimbursement of costs and expenses. The Court will take into consideration any written objections filed in accordance with the instructions set out in Question 17 above. The Court also may listen to people who have properly indicated in their objection, within the Court's deadline identified above, an intention to speak at the Settlement Hearing, but decisions regarding the conduct of the Settlement Hearing will be made by the Court. *See* Question 21 for more information about speaking at the Settlement Hearing. At or after the Settlement Hearing, the Court will decide whether to approve the Settlement, and, if the Settlement is approved, how much attorneys' fees, costs and expenses and compensation to Timber Hill should be awarded. We do not know how long these decisions will take.

You should be aware that the Court may change the date and time of the Settlement Hearing without another notice being sent to the Class. If you want to

come to the hearing, you should check with Class Counsel before coming to be sure that the date or time has not changed.

20. Do I have to come to the Settlement Hearing?

No. Class Counsel will answer questions the Court may have. But, you are welcome to come at your own expense. Class Members do not need to appear at the Settlement Hearing or take any other action to indicate their approval. If you submit an objection, you do not have to come to Court to talk about it. As long as you filed and sent your written objection on time, and in the manner set forth in Question 17 above, the Court will consider it. You may also pay your own lawyer to attend, but it is not necessary to do so.

21. May I speak at the Settlement Hearing?

If you object to the Settlement, you may ask the Court for permission to speak at the Settlement Hearing. To do so, you must include with your objection (*see* Question 17 above) a statement that it is your "Notice of Intention to Appear in *In re Allergan Proxy Violation Derivatives Litigation*., Case No. 2:17-cv-04776 DOC (KESx)." Persons who intend to object to the Settlement, the Plan of Allocation, or Class Counsel's Fee and Expense Application and desire to present evidence at the Settlement Hearing must also include in their written objections the identity of any witness they may call to testify and exhibits they intend to introduce into evidence at the Settlement Hearing. You cannot speak at the Settlement Hearing if you excluded yourself from the Class or if you have not provided written notice of your objection and intention to speak at the Settlement Hearing in accordance with the procedures described in Questions 17 and 21.

I. IF YOU DO NOTHING

22. What happens if I do nothing at all?

If you do nothing and the Settlement is approved and you are a member of the Class, you will get no money from this Settlement and you will be precluded from starting a lawsuit, continuing with a lawsuit, or being part of any other lawsuit against Defendants and the other Defendants' Released Parties about the Released Claims, ever again. To share in the Net Settlement Fund you must submit a Proof of Claim (*see* Question 9). To start, continue, or be a part of any other lawsuit against the Defendants and the other Defendants' Released Parties about the Released Claims in this case you must exclude yourself from this Class (*see* Question 12).

J. GETTING MORE INFORMATION

23. Are there more details about the proposed Settlement?

This Notice summarizes the proposed Settlement. More details are in the Stipulation. You may review the Stipulation filed with the Court or documents filed in the case during business hours at the Office of the Clerk of the United States District Court for the Central District of California, Ronald Reagan Federal Building and United States Courthouse, 411 West Fourth Street, Santa Ana, California 92701-4516. You also can call the Claims Administrator toll free at 1-800-349-5116; write to Garden City Group, referencing *In re Allergan Proxy Violation Derivatives Litigation*, c/o GCG, PO Box 10556, Dublin, OH 43017-7256, or visit the website of the Claims Administrator at www.allerganderivativessettlement.com, where you can find answers to common questions about the Settlement, download copies of the Stipulation or Proof of

Claim, and locate other information to help you determine whether you are a Class Member and whether you are eligible for a payment. Class Counsel's application for an award of attorneys' fees, costs and expenses will also be made available on this website.

Please Do Not Call The Court With Questions About The Settlement

K. PLAN OF ALLOCATION OF NET SETTLEMENT FUND AMONG CLASS MEMBERS ("PLAN OF ALLOCATION")

24. How will my claim be calculated?

As discussed in this Notice, a Settlement has been reached in this Action, which provides $40 million in cash for the benefit of the Class. The Net Settlement Fund will be distributed to the Authorized Claimants. An "Authorized Claimant" is a Class Member who submits a valid and timely Proof of Claim that is accepted for payment by the Court. Class Members who do not timely submit valid Proofs of Claim will not share in the Settlement proceeds, but will otherwise be bound by the terms of the Settlement. The Court may approve this Plan of Allocation, or modify it without additional notice to the Class. Any order modifying the Plan of Allocation will be posted on the settlement website at www.allerganderivativessettlement.com.

The objective of the Plan of Allocation of the Net Settlement Fund is to establish a reasonable and equitable method of distributing the Net Settlement Fund among Authorized Claimants who allegedly suffered economic losses as a result of the alleged violations of the federal securities laws. This Plan of Allocation is intended to be generally consistent with an assessment of, among other things, the damages that Class Counsel claimed were potentially recoverable in this Action. The Plan of Allocation, however, is not a formal damages analysis

and the calculations made pursuant to the Plan are not intended to be estimates of, nor indicative of, the amounts, if any, that Class Members might have been able to recover after a trial. Because the Net Settlement Fund is less than the total losses alleged to be suffered by Class Members, the formula described below for calculating Recognized Losses and Recognized Claims is not intended to estimate the amount that will actually be paid to Authorized Claimants. Rather, the formula provides the basis on which the Net Settlement Fund will be distributed among Authorized Claimants.

The Plan of Allocation generally measures the amount of loss that a Class Member can claim for purposes of the Claims Administrator making *pro rata* allocations of the Net Settlement Fund to Authorized Claimants.

Defendants, their counsel, and all other Defendants' Released Parties will have no responsibility or liability whatsoever for the investment of the Settlement Fund, the distribution of the Net Settlement Fund, the Plan of Allocation or the payment of any claim. Timber Hill and Class Counsel likewise will have no liability for their reasonable efforts to execute, administer, and distribute the Settlement Fund. In order to calculate each Authorized Claimant's Recognized Loss, Class Counsel worked with consulting experts to calculate the amount of claimed damages.

1. For holders of AGN call options as of the close of trading on February 24, 2014 that sold the option between February 25, 2014 and April 21, 2014: the recognized claim shall be the but-for price for the option (calculated as of the

expiration date) less the sale price per option x the number of option contracts sold x 100;[2]

a. Example: On February 24, 2014, Claimant has 100 call option contracts with an exercise price of $130 and an expiration date of July 19, 2014. Claimant sells all options on March 6, 2014; the sale price was $8.20 per option. The but-for price for this option is $81.18. That number ($81.18) minus the sale price ($8.20) implies damages per option of $72.98. The claim equals $72.98 x 100 x 100 which equals $729,800.

2. For writers of AGN call options that were written between February 25, 2014 and April 21, 2014, the recognized claim shall be the but-for price of the option at the time it was written less the sale price per option x the number of option contracts sold x 100.

3. For sellers of AGN call options between February 25, 2014 and April 21, 2014 that purchased calls between February 25, 2014 and April 21, 2014, the recognized claim shall be the difference between the purchase price per option less the sale price per option, if any, x the number of option contracts purchased and sold x 100.

4. For purchasers of AGN put options between February 25, 2014 and April 21, 2014:

[2]But-for prices have been determined by Plaintiff's experts and Class Counsel in their sole discretion.

a. For options sold, the recognized claim shall be the difference between the purchase price per option less the sale price per option x the number of option contracts purchased and sold x 100.

i. Example: On March 6, 2014, Claimant purchased 100 put option contracts with an exercise price of $130 and an expiration date of July 19, 2014. The purchase price was $10.90 per option. On April 29, 2014, the Claimant sold the option. The sale price was $0.85, implying a damage per option of $10.05. The claim equals $10.05 x 100 x 100 which equals $100,500.

b. For options that expired worthless, the recognized claim shall be the purchase price x the number of option contracts that expired worthless x 100.

i. Example: On March 6, 2014, Claimant purchased 100 put option contracts with an exercise price of $130 and an expiration date of July 19, 2014. The purchase price was $10.90 per option. On July 19, 2014, the option expired worthless because the stock price was $165.75 on that date. The claim equals $10.90 x 100 x 100 which equals $109,000.

5. Transactions in derivative securities (including, but not limited to, forwards, futures and/or swaps other than the ones described above) that are price-interdependent with Allergan common stock, shall be categorized in the sole discretion of Class Counsel, in consultation with their experts and the Claims Administrator, into the categories described above on the basis of their economic characteristics.

6. For transactions in derivative securities that are not price-interdependent with Allergan common stock, the recognized claim shall be zero.

The sum of an Authorized Claimant's Recognized Loss amounts will be the Authorized Claimant's "Recognized Claim." An Authorized Claimant's Recognized Claim shall be the amount used by the Claims Administrator to calculate the claimant's *pro rata* share of the Net Settlement Fund. If the sum total of Recognized Claims of all claimants who are entitled to receive payment out of the Net Settlement Fund is greater or less than the Net Settlement Fund, each claimant shall receive his, her or its *pro rata* share of the Net Settlement Fund. The *pro rata* share shall be the Authorized Claimant's Recognized Claim divided by the total of Recognized Claims of all Authorized Claimants, multiplied by the total amount in the Net Settlement Fund.

As noted at the beginning of this Notice, it is estimated that Class Members who suffered losses who submit Proofs of Claim that are allowed by the Court will receive not less than $10.05 per option. Please note that the foregoing examples and per unit amounts are estimates. The amounts actually distributed to Authorized Claimants may vary materially from these amounts.

Distribution to Authorized Claimants will be made after all claims have been processed and after the Court has approved the Claims Administrator's determinations. After an initial distribution of the Net Settlement Fund, if there is any balance remaining in the Net Settlement Fund after six (6) months from the date of distribution of the Net Settlement Fund (whether by reason of tax refunds, uncashed checks or otherwise), the Claims Administrator, in consultation on with Class Counsel, shall, if feasible and economical, reallocate such balance among

Authorized Claimants who have cashed their checks in an equitable and economic fashion ("Additional Distribution"). Any balance that still remains in the Net Settlement Fund, after the distribution and Additional Distribution of the Net Settlement Fund, shall be contributed to non-sectarian, not-for-profit charitable organizations serving the public interest, and reasonably related to the goals of the Action, as designated by Timber Hill and approved by the Court, or may, without further order of the Court, be escheated pursuant to appropriate unclaimed property law.

Dated: _____, 2018

_____

Clerk of the Court

Exhibit A-2

DISTRIBUTION: Business Editors; Legal Editors

HEADLINE: Summary Publication Notice of Proposed Settlement of Class Action and Final Settlement Hearing

DATELINE: NEW YORK

DATE: _____

BODY:

The following statement is being issued pursuant to Court Order regarding the In re Allergan Proxy Violation Derivatives Litigation Settlement.

To: All persons and entities who transacted in derivative securities that are price-interdependent with Allergan, Inc.'s (AGN) publicly traded common stock ("Allergan Derivatives") from February 25, 2014 through April 21, 2014, inclusive

This Summary Notice is given pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the Central District of California ("Court"), dated _____. The purpose of this Summary Publication Notice is to inform you of the proposed settlement of the above-entitled class action ("Action") against defendants Defendants Pershing Square Capital Management, L.P., PS Management GP, LLC, William Ackman, PS Fund 1, LLC, Pershing Square, L.P., Pershing Square II, L.P., Pershing Square GP, LLC, Pershing Square Holdings, Ltd., Michael Pearson, Valeant Pharmaceuticals International, and Valeant Pharmaceuticals International, Inc. (collectively, "the Defendants")).

A settlement hearing will be held before the Honorable David O. Carter, United States District Judge, at the Ronald Reagan Federal Building and United States Courthouse, 411 West Fourth Street, Courtroom 9D, Santa Ana, California 92701-4516, at 7:30 a.m. on May 30, 2018 in order: (1) to determine whether the Court should grant certification to the Settlement Class pursuant to Rules 23(a) and (b)(3) of the Federal Rules of Civil Procedure; (2) to determine whether the proposed Settlement consisting of $40,000,000 in cash should be approved as fair, reasonable, and adequate to the Class and the proposed Final Judgment entered; (3) to determine whether the proposed Plan of Allocation for the proceeds of the Settlement is fair and reasonable, and should be approved by the Court; (4) to determine whether the applications by Plaintiffs' Lead Counsel for an award of attorneys' fees equal to up to one-fourth of the Settlement Fund and reimbursement of their litigation expenses should be approved; and (5) to rule upon such other matters as the Court may deem appropriate.

If you transacted in derivative securities that are price-interdependent with Allergan, Inc.'s publicly traded common stock from February 25, 2014 through April 21, 2014, both dates inclusive, and are not otherwise excluded from the Class, you are a Class Member. Class Members will be bound by the Final Judgment of the Court. If you are a Class Member, in order to share in the distribution of the Net Settlement Fund, you must submit a Proof of Claim postmarked no later than _____ establishing that you are entitled to recovery. If you are a Class Member and need a Proof of Claim, copies may be obtained by telephoning the Claims Administrator at 1-800-349-5116 or by downloading the form on the Internet at www.allerganderivativessettlement.com.

If you do not wish to be included in the Class, you do not wish to participate in the Settlement and you do not wish to receive a distribution from the Net Settlement Fund, you may request to be excluded, in the manner set forth in the full Notice of Proposed Settlement and Motion for Attorneys' Fees and Expenses ("Notice"), no later than May 9, 2018. If you are a Class Member and do not timely and validly request exclusion from the Class, and you wish to object to the Settlement, the Plan of Allocation, and/or Plaintiffs' Lead Counsel's application for an award of attorneys' fees and/or reimbursement of expenses, you may submit a written objection. You also may, but are not required to, appear at the Final Approval Hearing. You must file and serve your written objection, in the manner specifically set forth in the Notice, no later than May 9, 2018.

This Summary Notice is only a summary of information regarding the Action, and the Settlement. You are urged to obtain a copy of the full, detailed Notice, which includes, among other things, a description of: (1) the litigation in the Action prior to the Settlement; (2) the terms of the proposed Settlement; (3) the benefits of the Settlement to the Class; (4) the Plan of Allocation for the proceeds of the Settlement; (5) the rights of Class members; (6) the release of claims against Defendants; (7) the application for an award of attorneys' fees and expenses; and (8) additional details concerning the Final Approval Hearing, excluding oneself from the Class and/or objecting to the Settlement, the Plan of Allocation, and/or the application for attorneys' fees and/or reimbursement of expenses, including the procedures that MUST be followed for Class Members to request exclusion from the Class or to object to the Settlement, the Plan of Allocation and/or application for attorneys' fees and/or reimbursement of expenses.

A copy of the full Notice may be accessed at: www.allerganderivativessettlement.com, and for additional information, you may contact Garden City Group, LLC, the Claims Administrator, at the following address:

Allergan Proxy Violation Derivatives Litigation Settlement
c/o GCG
P.O. Box 10556
Dublin, OH 43017-5116

PLEASE DO NOT CONTACT THE COURT OR DEFENDANTS' COUNSEL REGARDING THIS NOTICE.

Dated: _____

Honorable David O. Carter
United States District Judge

CONTACT: Entwistle & Cappucci LLP
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Exhibit A-3

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UNITED STATES DISTRICT COURT

CENTRAL DISTRICT OF CALIFORNIA

SOUTHERN DIVISION

IN RE ALLERGAN, INC. PROXY VIOLATION DERIVATIVES LITIGATION	Case No. 2:17-cv-04776 DOC (KESx) The Hon. David O. Carter CLASS ACTION **PROOF OF CLAIM FORM AND RELEASE**

I. GENERAL INSTRUCTIONS

1. To be eligible to receive a recovery from the Net Settlement Fund as a Member of the Class in the class action lawsuit entitled *In re Allergan Proxy Violation Derivatives Litigation*., Case No. 2:17-cv-04776 DOC (KESx), pending in the United States District Court for the Central District of California, Southern Division, you must complete and, on page 9 below, sign this Proof of Claim and Release form. If you fail to submit a timely, properly completed and addressed (as set forth in paragraph 3 below) Proof of Claim, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the Settlement of the Action.

2. Submission of this Proof of Claim, however, does not ensure that you will share in the Net Settlement Fund, even if you are a Class Member.

3. **YOU MUST SUBMIT YOUR COMPLETED AND SIGNED PROOF OF CLAIM SUCH THAT IT IS POSTMARKED OR RECEIVED ON OR BEFORE _____, ADDRESSED AS FOLLOWS:**

In re Allergan Proxy Violation Derivatives Litigation,

c/o GCG, P.O. Box 10371

Dublin, OH 43017-5571

If you are NOT a Member of the Class (as defined below and in the Notice of Pendency of Class Action and Proposed Settlement and Motion for Attorneys' Fees and Expenses ("Notice")) DO NOT submit this Proof of Claim form. You are not entitled to a recovery.

4. If you are a member of the Class and you have not timely and validly requested to be excluded from the Class, you will be bound by the terms of the Final Order and Judgment entered by the Court, **WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.**

II. DEFINITIONS

1. All capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Notice that accompanies this Proof of Claim and in the Stipulation and Agreement of Settlement (the "Stipulation").

III. IDENTIFICATION OF CLAIMANT

1. You are a Class member if you transacted in derivative securities that are price-interdependent with Allergan, Inc.'s (AGN) publicly traded common stock ("Allergan Derivatives") from February 25, 2014 through April 21, 2014, inclusive.

2. Excluded from the Class are Defendants, the officers and directors of Defendants during the Class Period; members of the immediate family of the individual Defendants and of the excluded officers and directors; any entity in which any Defendant, any excluded officer or director, or any member of their immediate family has or had a controlling interest; any affiliates, parents or subsidiaries of the Defendants; and the legal representatives, agents, affiliates, heirs, successors or assigns of any of the foregoing, in their capacities as such. Also excluded from the Class are Nomura Holdings, Inc., Nomura Securities International, Inc., Nomura International plc, and their affiliates, parents, subsidiaries and successors. Also excluded from the Class is any Person, including any Class Plaintiff, who would otherwise be a Class Member but who excludes himself, herself, or itself from the Class by timely and validly excludes himself, herself, or itself from the Class by submitting a valid and timely request for exclusion.

3. Use Part I of this form entitled "Claimant Identification" to identify each beneficial purchaser or acquirer of option units that forms the basis of this claim, as well as the purchaser or acquirer of record if different. **THIS CLAIM MUST BE SUBMITTED BY THE ACTUAL BENEFICIAL**

PURCHASER(S), OR AUTHORIZED ACQUIRER(S) OR LEGAL REPRESENTATIVE(S) OF SUCH BENEFICIAL PURCHASER(S) OR ACQUIRER(S), OF THE OPTION UNITS ON WHICH THIS CLAIM IS BASED.

4. **Note:** Separate Proofs of Claim should be submitted for each separate legal entity. Conversely, a single Proof of Claim should be submitted on behalf of one legal entity, including all purchases made by that entity, no matter how many separate accounts that entity has.

5. All joint purchasers or acquirers must sign this claim. Executors, administrators, guardians, conservators and trustees must complete and sign this claim on behalf of Persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. Failure to provide the foregoing information could delay verification of your claim or result in rejection of your claim.

IV. IDENTIFICATION OF OPTION UNITS

1. Use Part II of this form entitled "Option Units" to supply all required details of your ownership in the Partnership unit(s). If you need more space or additional schedules, attach separate sheets providing all of the required information in substantially the same form. Sign and print or type your name and include your Social Security or employer identification number and the full name of the account on each additional sheet.

2. On the schedules, provide all of the requested information with respect to each transaction in Allergan Derivatives from February 25 to April 21, 2014, including: (1) the date of the transaction; (2) the transaction symbol; (3) the type of derivative (e.g., put or call option, equity forward, etc.); (4) the expiration date; (5) the exercise price; (6) whether the transaction was a purchase or a sale; (7) the number of units; and (8) the price paid. Failure to report all such transactions may result in the rejection of your claim.

3. To be considered timely, a Proof of Claim must be submitted to the Claims Administrator so that it is **postmarked or received, on or before** _____ 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.

4. You should be aware that it will take a significant amount of time to process fully all of the Proofs of Claim 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.

UNITED STATES DISTRICT COURT

CENTRAL DISTRICT OF CALIFORNIA

In re Allergan Proxy Violation Derivatives Litigation

No. 2:17-cv-04776 DOC (KESx)

PROOF OF CLAIM FORM

Must be Postmarked or Received No Later Than:

_____

Please Type or Print

PART I: CLAIMANT IDENTIFICATION

_____
Beneficial Owner's Name(s) (First, Middle, Last)

_____
Beneficial Owner's Name(s) (First, Middle, Last)

_____
Street Address

_____ _____
City State Zip Code

_____
Country (if other than U.S.)

_____ (daytime)
Telephone Number

_____ (evening)
Telephone Number

_____
Name of the Person you would like the Claims Administrator to Contact Regarding this Claim (if different from Claimant Name(s) listed above)

_____
E-mail address

PART II. OPTION UNITS

I made the following transactions in derivative securities that are price-interdependent with Allergan, Inc.'s publicly traded common stock from February 25, 2014 through April 21, 2014, inclusive:

Date	Symbol	Type of Derivative	Expiration Date	Exercise Price	Purchase or Sale	# Units	Price

If you require additional space, attach extra schedules in the same format as above. Sign and print your name and include the last four digits of your Social Security, Tax Identification Number, or Employer Identification Number and full account name on each additional page.

YOU ARE NOT FINISHED. PLEASE READ THE RELEASE AND PROVIDE THE REQUESTED INFORMATION AND SIGN ON PAGE 11 BELOW. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.

V. SUBMISSION TO THE JURISDICTION OF THE COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim under the terms of the Stipulation and Agreement of Settlement described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Central District of California, Southern Division, with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I (we) will be bound by and subject to the terms of any Final Order and Judgment that may be entered in the Action. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I (We) have not submitted any other claim covering the same purchases or acquisitions of option units and know of no other Person having done so on my (our) behalf.

VI. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release and discharge from the Released Claims each and all of the Defendant Released Parties as those terms and terms related thereto are defined in the accompanying Notice.

2. I (We) hereby acknowledge that I (we) will not be entitled to receive recovery in any other action against any of the Released Defendant Parties based on or arising out of the Released Claims (as these terms are defined in the accompanying Notice).

3. I (We) hereby warrant and represent that I am (we are) a Class Member as defined in the Notice, that I am (we are) not excluded from the Class, that I am (we are) not one of the "Released Defendant Parties" as defined in the accompanying Notice, and that I (we) believe that I am (we are) eligible to receive a distribution from the Net Settlement Fund under the terms and conditions of the Plan of Allocation, as set forth in the Notice.

4. This release shall be of no force or effect unless and until the Court approves the Stipulation and the Effective Date (as defined in the Stipulation) has occurred.

5. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

6. I (We) hereby warrant and represent that I (we) have included information about all of my (our) purchases or acquisitions of Option units and the number of Option units held by me (us).

Executed this _____ day of _____, in _____,
(Month / Year) (City)
_____.
(State / Country)

_____ _____
Signature of Claimant Date

_____
(Type or print your name here)

_____ _____
Signature of Joint Claimant, if any Date

_____
(Type or print your name here)

If Claimant is other than an individual or is not the person completing this form, the following must be provided:

_____ _____

Signature of person signing on behalf of Claimant Date

_____

(Type or print your name here)

_____

Capacity of person signing on behalf of Claimant, if other than an individual (e.g., Administrator, Executor, Trustee, President, Custodian, Power of Attorney, etc.)

ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME. THANK YOU FOR YOUR PATIENCE.

Reminder Checklist:

1. Please sign the above release and certification. If this claim is being made on behalf of joint claimants, both must sign.

2. Do not highlight the Proof of Claim form.

3. Keep a copy of your Proof of Claim form for your records.

4. The Claims Administrator will acknowledge receipt of your Proof of Claim by mail, within 90 days. **Your claim is not deemed by the Claims Administrator to be submitted unless you receive an acknowledgement postcard.** If you do not receive an acknowledgement postcard within 90 days, please call the Claims Administrator. Also, you can submit your claim using a service that provides you with proof of mailing, such as: registered or certified mail, return receipt requested; express mail that does not waive signature; or courier service.

5. If you move and/or change your name, please inform the Claims Administrator of your new address and/or name.

6. If you have any questions regarding your Proof of Claim, please contact the Claims Administrator at the address below.

THIS PROOF OF CLAIM FORM MUST BE POSTMARKED NO LATER THAN _____, AND MUST BE MAILED TO:

In re Allergan Proxy Violation Derivatives Litigation,

c/o GCG, P.O. Box 10556

Dublin, OH 43017-7256

Exhibit A-4

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UNITED STATES DISTRICT COURT

CENTRAL DISTRICT OF CALIFORNIA

SOUTHERN DIVISION

IN RE ALLERGAN, INC. PROXY VIOLATION DERIVATIVES LITIGATION	Case No. 2:17-cv-04776 DOC (KESx) The Hon. David O. Carter CLASS ACTION **REQUEST FOR EXCLUSION**

I. INSTRUCTIONS

1. You may use the attached form if you traded in any derivative securities that are price-interdependent with Allergan, Inc.'s publicly traded common stock ("Allergan Derivatives") from February 25, 2014 through April 21, 2014, inclusive, and wish to be excluded from the Class in the class action lawsuit entitled *In re Allergan Proxy Violation Derivatives Litigation*., Case No. 2:17-cv-04776 DOC (KESx).

2. Please fill out the information about yourself and your trading in Allergan Derivatives.

3. **YOU MUST SUBMIT YOUR COMPLETED REQUEST FOR EXCLUSION SUCH THAT IT IS POSTMARKED OR RECEIVED ON OR BEFORE May 9, 2018, ADDRESSED AS FOLLOWS:**

In re Allergan Proxy Violation Derivatives Litigation,

c/o GCG, P.O. Box 10556

Dublin, OH 43017-7256

REQUEST FOR EXCLUSION

In re Allergan Proxy Violation Derivatives Litigation.,

Case No. 2:17-cv-04776 DOC (KESx).

Name:_____

Address:_____ City_____ State: _____ Zip: _____

Telephone Number: ( ) _____ - _____

I made the following transactions in derivative securities that are price-interdependent with Allergan, Inc.'s publicly traded common stock from February 25, 2014 through April 21, 2014, inclusive:

Date	Symbol	Type of Derivative	Expiration Date	Exercise Price	Purchase or Sale	# Units	Price

If you need more space or additional schedules, use additional copies of the form or attach separate sheets providing all of the required information in substantially the same form.

I request to be excluded from the Class in In re Allergan Proxy Violation Derivatives Litigation., Case No. 2:17-cv-04776 DOC (KESx).

Date: _____ Signature: _____