

**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

JOHN SOLAK, derivatively on behalf of  
CLOVIS ONCOLOGY, INC.,

Plaintiff,

M. JAMES E. BARRETT Ph.D., PATRICK  
J. MAHAFFY, BRIAN G. ATWOOD,  
JAMES C. BLAIR Ph.D., KEITH T.  
FLAHERTY M.D., GINGER L. GRAHAM,  
PAUL H. KLINGENSTEIN, EDWARD J.  
MCKINLEY, and Dr. THORLEF  
SPICKSEN,

Defendants,

-and-

CLOVIS ONCOLOGY, INC., a Delaware  
corporation,

Nominal Defendant.

C.A. No. 2017-0362-JRS

**SCHEDULING ORDER WITH RESPECT  
TO NOTICE AND SETTLEMENT HEARING**

WHEREAS, the Parties to the above-captioned action (the “Action”) have entered into a Stipulation of Compromise and Settlement dated February 26, 2018 (the “Stipulation”), which sets forth the terms and conditions for the proposed settlement and dismissal with prejudice of the Action (the “Settlement”), subject to review and approval by this Court pursuant to Court of Chancery Rule 23.1 and upon notice of the current stockholders of nominal defendant Clovis Oncology, Inc. (“Clovis” or the “Company”);

WHEREAS, the Court has read and considered the Stipulation and the accompanying documents; and

WHEREAS all Parties have consented to the entry of this Order.

NOW, upon application of the Parties, after review and consideration of the Stipulation filed with the Court and the exhibits annexed thereto,

IT IS HEREBY ORDERED this 9<sup>th</sup> day of March, 2018 as follows:

1. For purposes of this Scheduling Order, the Court incorporates by reference the definitions in the Stipulation and all capitalized terms used herein shall have the same meanings as set forth in the Stipulation unless otherwise defined herein.

2. A hearing (the “Settlement Hearing”) shall be held on May 30, 2018, at 2:00 p.m., in the Court of Chancery, 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 for in the Stipulation, is fair, reasonable, and adequate and in the best interests of Clovis and its current stockholders; (b) determine whether the Court should finally approve the Stipulation and enter the Order and Final Judgment (the “Judgment”) as provided in the Stipulation, dismissing the Action with prejudice and extinguishing and releasing the Released Claims; (c) hear and determine any objections to the

proposed Settlement; (d) determine whether the Court should approve Plaintiff's Fee and Expense Application; and (e) rule on such other matters as the Court may deem appropriate.

3. The Settlement Hearing may be adjourned by the Court from time to time without further notice to anyone other than the parties to the Action and any Objectors (as defined herein).

4. The Court reserves the right to approve the Stipulation at or after the Settlement Hearing with such modifications as may be consented to by the Parties and without further notice.

5. The Court approves, in form and content, the Notice of Pendency of Settlement of Derivative Action (the "Notice") filed by the Parties with the Stipulation as Exhibit B and finds that the giving of notice substantially in the manner set forth herein meets the requirement of Court of Chancery Rule 23.1 and due process, and is the best notice practicable under the circumstances.

6. Within ten (10) business days after the entry of this Scheduling Order, Clovis shall mail or cause to be mailed the Notice, substantially in the form filed herewith, to all record Clovis stockholders at their respective addresses currently set forth in Clovis' stock records. All record holders who were not also the beneficial owners of the shares of Clovis' common stock held by them of record 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: (i) making additional copies of the Notice available to any record holder who, prior to the Settlement Hearing, requests the same for distribution to beneficial owners, or (ii) mailing or causing to be mailed additional copies of the Notice to beneficial owners as reasonably requested by record holders who provide names and addresses for such beneficial holders. Clovis, on behalf of the Individual Defendants, shall be responsible for all costs associated with the mailing of the Notice. If additional notice is required by the Court, then the cost and administration of such additional notice will be borne by Clovis on behalf of the Individual Defendants.

7. Within ten (10) business days after the entry of this order, Newman Ferrara LLP shall post copies of the Notice and the Stipulation on its website.

8. Ten (10) business days prior to the Settlement Hearing, Defendants' counsel shall serve on counsel in the Action and file with the Court an appropriate affidavit with respect to the preparation and mailing of the Notice, and Plaintiff's Counsel shall serve on counsel in the Action and file with the Court an appropriate affidavit with respect to posting of the Notice and Stipulation.

9. As set forth in the Notice, any record or beneficial stockholder of Clovis who objects to the Stipulation, the proposed Judgment to be entered, and/or the Fee and Expense Application who wishes to be heard ("Objector"), may appear

in person or by his, her, or its attorney at the Settlement Hearing and present any evidence or argument that may be proper and relevant; provided, however, that no Objector shall be heard or entitled to contest the approval of the terms and conditions of the Settlement, or, if approved, the Judgment to be entered thereon, unless he, she, or it has, no later than ten (10) calendar days before the Settlement Hearing (unless the Court in its discretion shall thereafter otherwise direct, upon application of such person and for good cause shown), filed with the Register in Chancery, Court of Chancery, Kent County Courthouse, 414 Federal Street, Dover, Delaware 19901, and served (electronically by File & Serve*Xpress*, by hand, or by overnight mail) on Plaintiff's Counsel and Defendants' counsel, at the addresses below, the following: (i) proof of current ownership of Clovis stock; (ii) a written notice of the Objector's intention to appear, including identifying, if represented, the Objector's counsel; (iii) a detailed statement of the objections to any matter before the Court; and (iv) a detailed statement of all of the grounds thereon and the reasons for the Objector's desire to appear and to be heard, as well as all documents or writings which the Objector desires the Court to consider. In addition to the aforementioned Court address, the addresses to which such information should be sent (electronically by File & Serve*Xpress*, by hand or by overnight mail) are as follows:

Blake A. Bennett  
COOCH & TAYLOR, P.A.  
The Brandywine Building  
1000 West Street, 10th Floor  
P.O. Box 1680  
Wilmington, DE 19899

NEWMAN FERRARA LLP  
Jeffrey M. Norton  
1250 Broadway, 27th Floor  
New York, New York 10001  
(212) 619-5400

KRANENBURG  
Werner R. Kranenburg  
80-83 Long Lane  
London EC1A 9ET  
United Kingdom  
+44 20 3174 0365  
*Attorneys for Plaintiff*

WILLKIE FARR & GALLAGHER LLP  
Tariq Mundiya  
Todd G. Cosenza  
Charles D. Cording  
787 Seventh Avenue  
New York, NY 10019  
(212) 728-8000

MORRIS, NICHOLS, ARSHT & TUNNELL LLP  
William M. Lafferty  
Ryan D. Stottmann  
1201 North Market Street  
Wilmington, Delaware 19899  
(302) 658-9200  
*Attorneys for Nominal Defendant Clovis Oncology, Inc. and  
Defendant Patrick J. Mahaffy*

RICHARDS LAYTON & FINGER, P.A.

Gregory P. Williams

Blake Rohrbacher

One Rodney Square

920 North King Street

Wilmington, DE 19801

(302) 651-7700

*Attorneys for Defendants M. James Barrett, Brian G. Atwood, James C. Blair, Keith T. Flaherty, Ginger L. Graham, Paul H. Klingenstein, Edward J. McKinley, and Dr. Thorlef Spicksen*

10. Any person or entity who fails to object in the manner prescribed above shall be deemed to have waived such objection (including the right to appeal), unless the Court in its discretion allows such objection to be heard at the Settlement Hearing, and shall forever be barred from raising such objection in the Action or any other action or proceeding or otherwise contesting the Stipulation or the Fee and Expense Application, and will otherwise be bound by the Judgment to be entered and the releases to be given.

11. At least twenty-one (21) calendar days prior to the Settlement Hearing, Plaintiff's Counsel shall file with the Court a brief in support of the Settlement, including the Fee and Expense Application. Any objections to the Settlement and/or the Fee and Expense Application shall be filed and served no later than ten (10) calendar days prior to the Settlement Hearing.

12. At least five (5) calendar days prior to the Settlement Hearing, the Parties may serve and file with the Court a response brief to any objections made by an Objector pursuant to paragraph 9, above.

13. In the event that the Stipulation is not approved by the Court, the Settlement and any actions taken in connection therewith shall become null and void for all purposes, and all negotiations, transactions, and proceedings connected with it: (i) shall be without prejudice to the rights of any Party thereto; (ii) shall not be deemed to be construed as evidence of, or an admission by any Part of any fact, matter, or thing; and (iii) shall not be admissible in evidence or be used for any purpose in any subsequent proceedings in the Action or any other action or proceeding. The Parties shall be deemed to have reverted to their respective status in the Action as of the date and time immediately prior to the execution of the Stipulation, and, except as otherwise expressly provided, the Parties shall proceed in all respects as if the Stipulation and any related orders had not been entered.

14. All proceedings in this Action (except proceedings as may be necessary to carry out the terms and conditions of the proposed Settlement) are hereby stayed and suspended until further order of the Court. Except as provided in the Stipulation, pending final determination of whether the Settlement should be approved, Plaintiff in the action and all Clovis stockholders are barred and enjoined from commencing, prosecuting, instigating, or in any way participating in



the commencement or prosecution of any action asserting any Released Claim against Defendants or any of the Released Persons.

15. The Court may, for good cause shown, extend any of the deadlines set forth in this Order without further notice to anyone other than the Parties to the Action and any Objectors.

*/s/ Joseph R. Slights III*

Vice Chancellor