

UNITED STATES DISTRICT COURT  
DISTRICT OF MARYLAND  
BALTIMORE DIVISION

KIRAN KUMAR NALLAGONDA,

Plaintiff,

vs.

OSIRIS THERAPEUTICS, INC., *et al.*

Defendants.

Case No.: 1:15-cv-03562-PX

PROOF OF  
CLAIM AND RELEASE

**PROOF OF CLAIM AND RELEASE FORM**

**PART I: GENERAL INSTRUCTIONS**

1. You are urged to read carefully the accompanying Notice of Pendency and Proposed Settlement of Class Action (the "Notice").
2. To recover under the Settlement of this Litigation, you must have purchased or otherwise acquired the securities of Osiris Therapeutics, Inc. ("Osiris" or the "Company") between May 12, 2014, and November 16, 2015, both dates inclusive (the "Class Period"). You must not be a person who is excluded from the Class, as defined in the Notice. You also must not have requested exclusion from the Class.
3. If you are a Class Member and not one of the excluded persons, and wish to participate in the proposed Settlement, you must complete and sign this Proof of Claim and Release ("Proof of Claim"). If you fail to submit a properly addressed and fully completed Proof of Claim, fail to provide required documentation, or are not eligible to recover under the Settlement, your claim may be rejected and you may be precluded from any recovery from the proposed Settlement.
4. You must mail your completed and signed Proof of Claim, postmarked on or before January 30, 2019, to the Settlement Administrator at:

*Osiris Securities Settlement*  
Settlement Administrator  
P.O. Box 4129  
Portland, OR 97208-4129  
[www.OsirisSecuritiesSettlement.com](http://www.OsirisSecuritiesSettlement.com)  
[info@OsirisSecuritiesSettlement.com](mailto:info@OsirisSecuritiesSettlement.com)

5. If you are a member of the Class and did not timely request exclusion, **you will be bound** by any judgment entered in the Action **whether or not you submit a Proof of Claim.**

**PART II: CLAIMANT IDENTIFICATION INSTRUCTIONS**

1. If you purchased Osiris securities and registered the certificate in your name, you are the beneficial owner as well as the record purchaser. If, however, you purchased Osiris securities and the certificate was registered in the name of a third party, such as your stock broker or some other nominee or trustee, you are the beneficial owner even though the third party is the record purchaser listed on Osiris's records. Proceeds of this Settlement will be distributed to Class Members who are beneficial owners of Osiris securities.
2. Use Part IV of this form, entitled "Claimant Identification Schedule," to identify yourself and each owner of record, such as your stock broker, if different from the beneficial owner of Osiris securities that forms the basis of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL OWNER(S), OR THE LEGAL REPRESENTATIVE OF SUCH OWNER(S), OF THE COMMON STOCK UPON WHICH THIS CLAIM IS BASED.**

3. All joint owners must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them and must identify each beneficial owner or owners for whom they are acting; proof of their authority must accompany this claim, and their titles or capacities must be stated.

4. The Social Security (or Taxpayer Identification) number and telephone number of the beneficial owner must be provided.

5. If you fail to provide the foregoing information, your claim may be delayed or rejected.

### **PART III: INSTRUCTIONS FOR SCHEDULE OF TRANSACTIONS**

1. Use Part V of this form to supply all required details of your transactions (purchases and sales) in Osiris common stock between May 12, 2014 and February 12, 2016, both dates inclusive.

2. On the schedules, provide all of the requested information with respect to all of your purchases and sales of Osiris common stock that took place at any time between May 12, 2014 through and including February 12, 2016, whether such transactions resulted in a profit or a loss. If you need more space, attach separate, numbered sheets giving all of the required information in substantially the same form. Print your name and Social Security or Taxpayer Identification number at the top of each additional sheet.

3. The failure to report all such transactions may result in the rejection of your claim.

4. List each transaction separately and in the order in which they took place, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list, as well as the purchase and/or sales price, excluding commissions, taxes, and other fees. If you do not have this information, your broker may be able to help you find it.

5. Osiris common stock acquired or disposed of for any consideration other than, or in addition to, cash must be reported as having been acquired or disposed of.

6. **COPIES OF BROKER'S CONFIRMATIONS, BROKER'S ACCOUNT STATEMENTS, OR OTHER ACCEPTABLE DOCUMENTATION OF YOUR TRANSACTIONS IN OSIRIS COMMON STOCK MUST BE ATTACHED TO YOUR CLAIM. DO NOT SEND ORIGINAL DOCUMENTS, INCLUDING SHARES OF STOCK.** If you no longer have copies of your broker's confirmations or statements, your broker may be able to get you copies. A complete list of acceptable supporting documentation can be found on the website: [www.OsirisSecuritiesSettlement.com](http://www.OsirisSecuritiesSettlement.com).

7. Any claims submitted that contain more than 50 transactions are requested to be filed electronically and to provide all the purchase and sale information required in the Schedule of Transactions. For a copy of instructions and parameters concerning such a submission, contact the Settlement Administrator by phone at 888-453-9016 or by email at [info@OsirisSecuritiesSettlement.com](mailto:info@OsirisSecuritiesSettlement.com). You may also find instructions on the Nominee Page of the Settlement website.

**PART IV: CLAIMANT IDENTIFICATION SCHEDULE**

Claims must be received by the Settlement Administrator postmarked no later than **JANUARY 30, 2019**.

**Please Type or Print**

|                               |                      |                              |
|-------------------------------|----------------------|------------------------------|
| Beneficial Owner's First Name | MI                   | Beneficial Owner's Last Name |
| <input type="text"/>          | <input type="text"/> | <input type="text"/>         |

|                                  |                      |                                 |
|----------------------------------|----------------------|---------------------------------|
| Co-Beneficial Owner's First Name | MI                   | Co-Beneficial Owner's Last Name |
| <input type="text"/>             | <input type="text"/> | <input type="text"/>            |

Entity Name (if claimant is not an individual)

Representative or Custodian Name (if different from Beneficial Owner(s) listed above)

Address 1 (street name and number)

Address 2 (apartment, unit or box number)

|                      |                      |   |
|----------------------|----------------------|---|
| City                 | State                | ZIP Code                                    |
| <input type="text"/> | <input type="text"/> | <input type="text"/> - <input type="text"/> |

Foreign Country (only if not USA)

|  |    |   |
|--|----|---|
| Social Security Number   | OR | Taxpayer Identification Number              |
| <input type="text"/> - <input type="text"/> - <input type="text"/> |    | <input type="text"/> - <input type="text"/> |

|  |  |
|--|--|
| Telephone Number (home)  | Telephone Number (work)  |
| <input type="text"/> - <input type="text"/> - <input type="text"/> | <input type="text"/> - <input type="text"/> - <input type="text"/> |

Email address

Account Number (if filing for multiple accounts, file a separate Proof of Claim for each account)

Claimant Account Type (check appropriate box):

- |   |                                       |                                |
|---|---------------------------------------|--------------------------------|
| <input type="checkbox"/> Individual (includes joint owner accounts) | <input type="checkbox"/> Pension Plan | <input type="checkbox"/> Trust |
| <input type="checkbox"/> Corporation                                | <input type="checkbox"/> Estate       |                                |
| <input type="checkbox"/> IRA/401K                                   | <input type="checkbox"/> Other _____  | (please specify)               |

**PART V: SCHEDULE OF TRANSACTIONS IN OSIRIS COMMON STOCK**

**Beginning Holdings:**

A. State the total number of Osiris common stock owned at the close of trading on May 11, 2014, long or short (*if none, enter "0"; if other than zero, must be documented*):

|  |  |  |  |  |  |  |  |  |  |   |  |  |  |  |
|--|--|--|--|--|--|--|--|--|--|---|--|--|--|--|
|  |  |  |  |  |  |  |  |  |  | . |  |  |  |  |
|--|--|--|--|--|--|--|--|--|--|---|--|--|--|--|

**Purchases/Acquisitions:**

B. Separately list each and every purchase of Osiris common stock between May 12, 2014 and February 12, 2016, and provide the following information (*must be documented*):

| Trade Date<br>(MMDDYY) | Number of Shares<br>Purchased or Acquired | Purchase/<br>Acquisition<br>Price Per Share | Total Purchase/Acquisition Price* | Transaction<br>Type (P/R)** |
|------------------------|---|---|-----------------------------------|-----------------------------|
|                        | .<br>                                     | .<br>                                       | .<br>                             |                             |
|                        | .<br>                                     | .<br>                                       | .<br>                             |                             |
|                        | .<br>                                     | .<br>                                       | .<br>                             |                             |
|                        | .<br>                                     | .<br>                                       | .<br>                             |                             |

\*Excluding taxes, fees, and commissions

\*\* P=Purchase, R=Receipt (transfer in)

**Sales:**

C. Separately list each and every sale of Osiris common stock between May 12, 2014 and February 12, 2016, and provide the following information (*must be documented*):

**IF NONE,  
CHECK HERE**

☐

| Trade Date<br>(MMDDYY) | Number of Shares<br>Sold or Delivered | Sale Price<br>per Share | Total Sale Price* | Transaction<br>Type (S/D)** |
|------------------------|---------------------------------------|-------------------------|-------------------|-----------------------------|
|                        | .<br>                                 | .<br>                   | .<br>             |                             |
|                        | .<br>                                 | .<br>                   | .<br>             |                             |
|                        | .<br>                                 | .<br>                   | .<br>             |                             |
|                        | .<br>                                 | .<br>                   | .<br>             |                             |

\*Excluding taxes, fees, and commissions

\*\* S=Sale, D=Delivery (transfer out)

**Ending Holdings:**

D. State the number of Osiris common stock held at the close of trading on February 12, 2016, long or short (*if none, enter "0"; if other than zero, must be documented*):

|  |  |  |  |  |  |  |  |  |  |   |  |  |  |  |
|--|--|--|--|--|--|--|--|--|--|---|--|--|--|--|
|  |  |  |  |  |  |  |  |  |  | . |  |  |  |  |
|--|--|--|--|--|--|--|--|--|--|---|--|--|--|--|

**IF YOU NEED ADDITIONAL SPACE, ATTACH THE REQUIRED INFORMATION ON SEPARATE NUMBERED SHEETS IN THE SAME FORMAT AS ABOVE AND PRINT YOUR NAME AND SOCIAL SECURITY OR TAXPAYER IDENTIFICATION NUMBER AT THE TOP OF EACH ADDITIONAL SHEET.**

**YOU MUST ALSO READ AND SIGN THE RELEASE AND CERTIFICATION**

**PART VI: RELEASE**

1. If your claim is accepted, you may be eligible to receive a check from the Settlement Administrator in *Nallagonda v. Osiris Therapeutics, Inc. et al.*, Case No. 1:15-cv-03562-PX (District of Maryland) (the “Class Action”) for the value of your claim. By cashing the check, you will provide an additional release to all “Released Persons” from all “Released Claims,” as described in the enclosed Release, that is in addition to, and independent of, the releases of the Released Persons that are included in, and ordered by Judgment in *Nallagonda v. Osiris Therapeutics, Inc. et al.*

2. “Released Claims” means any and all claims or causes of action, demands, rights, liabilities, suits, debts, obligations and causes of action of every nature and description whatsoever, direct or class, arbitrable or non-arbitrable, known or unknown (including Unknown Claims as defined below), contingent or absolute, mature or unmature, discoverable or undiscoverable, whether concealed or hidden, asserted or that might have been asserted against the Released Persons based upon, arising out of, or related in any way whatsoever to any of the facts, transactions, events, occurrences, disclosures, statements, acts, omissions or failures to act which were or could have or might have been alleged in or embraced or otherwise referred to or encompassed by the Class Action, or which relate to the subject matter of the Class Action, regardless of upon what legal theory based, whether legal or equitable, including without limitation, claims for negligence, gross negligence, fraud, breach of fiduciary duty, breach of the duty of care or loyalty or violations of the common law, administrative rule or regulation, tort, contract, equity, or otherwise or of any state or federal statutes, rules or regulations. Released Claims do not include any claim arising from the performance or non-performance of the Settlement.

3. “Unknown Claims” means any Released Claims that Lead Plaintiff, any other Class Member, or any of their Related Parties does not know or suspect to exist in their favor at the time of the release of the Released Persons which, if known by them, might have affected their Settlement with and release of the Released Persons, or might have affected their decision not to object to this Settlement.

4. “Released Persons” means each and all of the Defendants and each and all of their Related Parties. “Defendants” means Osiris Therapeutics, Inc. (“Osiris”) and the Individual Defendants, Lode Debrabandere, Gregory I. Law and Philip R. Jacoby, Jr.

5. “Related Parties” means each and any of the Settling Parties’ respective past, present or future directors, officers, employees, partnerships and partners, principals, agents, shareholders, any entity in which any Settling Party or any member(s) of that Settling Party’s immediate family has or have a controlling interest (directly or indirectly), attorneys, accountants, auditors, investment banks and investment bankers, underwriters, advisors, financial advisors, personal or legal representatives, analysts, agents, associates, servants, insurers, co-insurers and reinsurers, predecessors, successors, parents, subsidiaries, divisions, assigns, joint ventures and joint venturers, spouses, heirs, executors, administrators, related or affiliated entities, members of a Settling Party’s immediate family, and any trust of which any Settling Party is the settlor or which is for the benefit of any Settling Party or member(s) of his family, and all other Persons.

6. “Person” means a natural person, individual, corporation, partnership, limited partnership, limited liability company, association, joint venture, joint venturer, joint stock company, estate, legal representative, trust, unincorporated association, government or any political subdivision or agency thereof, and any business or legal entity and, as applicable, their/its respective spouses, heirs, executors, administrators, predecessors, successors, representatives, or assignees, who own or have owned Osiris securities.

7. This Release shall be of no force or effect unless the United States District Court approves the Stipulation and unless the Stipulation becomes effective as to the Defendants on the Effective Date (as defined in the Stipulation).

**PART VII: CERTIFICATION**

By my (our) signature(s) below, I (we) hereby agree to the terms of the Release that accompanied this Proof of Claim, and acknowledge that the Judgment in *Nallagonda v. Osiris Therapeutics, Inc. et al.*, Case No. 1:15-cv-03562-PX, District of Maryland, independently orders that I (we) have released claims against the same Released Persons who are described in the Release that accompanied this Proof of Claim.

I (We) declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct.

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

Signature of Claimant

Date  -  -   
MM DD YY

Print Name of Claimant

Signature of Joint Claimant, if any

Date  -  -   
MM DD YY

Print Name of Joint Claimant

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

**Reminder Checklist:**

1. Deadline for submission: January 30, 2019.
2. Remember to sign the above Release and Certification (or W-8 Certification).
3. Remember to attach only copies of acceptable supporting documentation, a complete list of which can be found on the Settlement Administrator's website. Do not send originals of securities certificates.
4. Keep copies of the completed Proof of Claim and documentation for your own records.
5. If you desire an acknowledgment of receipt of your Proof of Claim, please send it Certified Mail, Return Receipt Requested, or its equivalent. You will bear all risks of delay or non-delivery of your claim.
6. If your address changes in the future, or if these documents were sent to an old or incorrect address, please send us written notification of your new address.
7. If you have questions or concerns regarding your claim, please contact the Settlement Administrator at:

*Osiris Securities Settlement*  
Settlement Administrator  
P.O. Box 4129  
Portland, OR 97208-4129  
[www.OsirisSecuritiesSettlement.com](http://www.OsirisSecuritiesSettlement.com)

**DO NOT TELEPHONE THE COURT REGARDING THIS CLAIM FORM.**