

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA**

KURT ZIEGLER and DANIEL BRADY,
Individually and on Behalf of All Others
Similarly Situated,

Plaintiff,

v.

GW PHARMACEUTICALS, PLC,
JUSTIN GOVER, GEOFFREY GUY,
CABOT BROWN, DAVID GRYSKA,
CATHERINE MACKEY, JAMES
NOBLE, ALICIA SECOR, and LORD
WILLIAM WALDEGRAVE,

Defendants.

CASE NO. 3:21-CV-01019-BAS-MSB

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a Member of the Class based on your claims in the action entitled *Kurt Ziegler, et al. v. GW Pharmaceuticals, PLC, et al.*, C.A. No. 3:21-cv-01019-BAS-MSB (the “Litigation”), you must complete and, on page 7 hereof, sign this Proof of Claim and Release. If you fail to submit a properly addressed Proof of Claim and Release (as set forth in paragraph 3 below), postmarked or received by the date shown below, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed Settlement of the Litigation.

2. Submission of this Proof of Claim and Release, however, does not assure that you will share in the proceeds of the Settlement.

3. YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, NO LATER THAN _____, ____ TO THE COURT-

APPOINTED CLAIMS ADMINISTRATOR IN THIS CASE, AT THE FOLLOWING ADDRESS:

ZIEGLER V GW PHARMACEUTICALS
C/O RUST CONSULTING, INC.
CLAIMS ADMINISTRATOR - 7961
PO BOX 2599
FARIBAULT, MN 55021-9599

Online Submissions: www.gwsecuritieslitigation.com

If you are NOT a Member of the Class (as defined in the Notice of Pendency and Proposed Settlement of Class Action (the “Notice”)), DO NOT submit a Proof of Claim and Release.

4. If you are a Member of the Class and you do not timely request exclusion in connection with the proposed Settlement, you will be bound by the terms of any judgment entered in the Litigation, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE.

II. CLAIMANT IDENTIFICATION

Pursuant to the Plan of Allocation proposed by Plaintiffs’ Counsel, only Settlement Class Members who held GW American Depositary Shares (“ADSs”) at the close of business on March 10, 2021, and therefore were entitled to vote on the Merger, and who submit a valid Proof of Claim to the Claims Administrator, may share in the recovery, pro rata with their stock holdings (the proposed “Plan of Allocation”).

If you purchased, sold, or held GW ADSs at any time during the period from and including March 10, 2021 and through and including May 5, 2021 (the “Settlement Class Period”), and held the ADSs in your name, you are both the beneficial holder, purchaser or acquirer of the ADSs and the record holder, purchaser or acquirer of the ADSs. If, however, you held, purchased or acquired GW ADSs during the Settlement Class Period and the ADSs were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial holder, purchaser or acquirer of the ADSs, but not the record holder, purchaser or acquirer of the ADSs. The third party is the record holder, purchaser or acquirer of the ADSs.

Use Part I of this form entitled “Claimant Identification” to identify each holder, purchaser or acquirer of record (“nominee”), if different from the beneficial holder, purchaser or acquirer of the GW ADSs which form the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL HOLDER(S), PURCHASER(S) OR ACQUIRER(S) OR THE LEGAL REPRESENTATIVE OF SUCH HOLDER(S), PURCHASER(S) OR ACQUIRER(S) OF THE GW ADSs UPON WHICH THIS CLAIM IS BASED.

All joint holders, 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. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

If you are acting in a representative capacity on behalf of a Settlement Class Member (for example, as an executor, administrator, trustee, or other representative), you must submit evidence of your current authority to act on behalf of that Settlement Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.

NOTICE REGARDING ELECTRONIC FILES: Certain Claimants with large numbers of transactions may request to, or may be requested to, submit information regarding their transactions in electronic files. ***All Claimants MUST submit a manually signed paper Proof of Claim and Release listing all their transactions whether or not they also submit electronic copies.*** If you wish to file your claim electronically, you must contact the Claims Administrator at www.gwsecuritieslitigation.com to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the Claimant a written acknowledgement of receipt and acceptance of electronically submitted data.

III. CLAIM FORM

Use Part II of this form entitled “Holdings in GW ADSs” to state the number of GW ADSs that you held at the close of business on March 10, 2021. You must provide copies of broker confirmations or other documentation of your holdings of GW ADSs as attachments to your claim. If any such documents are not in your possession, please obtain a copy or equivalent documents from your broker because these documents are necessary to prove and process your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA
Kurt Ziegler, et al. v. GW Pharmaceuticals, PLC, et al.,
C.A. No. 3:21-cv-01019-BAS-MSB

PROOF OF CLAIM AND RELEASE

Must Be Postmarked or Received No Later Than:

_____, _____

Please Type or Print

PART I: CLAIMANT IDENTIFICATION

Name:

Address:		
City:	State:	Zip or Postal Code:
Foreign Provence:	Foreign Country:	
Day Phone:	Evening Phone:	
Email:		
Claimant Type (Individual, Joint, Corporation, etc): _____		
Record Owner's Name: (If different from beneficial owner listed above)		
Social Security Number (for individuals):	OR	Taxpayer Identification Number (for estates, trusts, corporations, etc.)

PART II: HOLDINGS IN GW ADSs

- A. Number of GW ADSs you held at the close of business on March 10, 2021:
 Proof enclosed? _____ yes _____ no

YOUR SIGNATURE ON PAGE 7 WILL CONSTITUTE YOUR ACKNOWLEDGMENT OF THE RELEASE DESCRIBED IN PART IV BELOW.

SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release under the terms of the Stipulation of Settlement described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Southern District of California with respect to my (our) claim as a Settlement Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Litigation. 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 in connection with the purchase, acquisition, or sale of GW ADSs (or holding GW ADSs)

during the period from and including March 10, 2021, the record date for voting on the Merger, through and including May 5, 2021, the date the Merger closed, and know of no other person having done so on my (our) behalf.

IV. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever release, covenant not to sue, relinquish, and discharge each and all of the Defendants' Released Persons from the Released Claims as provided in the Stipulation of Settlement.

2. "Defendants' Released Persons" means GW, the Individual Defendants (Geoffrey W. Guy, Justin Gover, Cabot Brown, David Gryska, Catherine Mackey, James Noble, Alicia Secor, and Lord William Waldegrave), or Jazz Pharmaceuticals plc, and any and all of their related parties, including, without limitation, any and all of their current or former parents, subsidiaries, affiliates, predecessors, or successors, and each their respective current or former officers, directors, trustees, partners, members, contractors, auditors, principals, agents, managing agents, employees, associates, attorneys, advisors, financial advisors, publicists, accountants, investment bankers, underwriters, insurers, and reinsurers in their capacities as such, as well as each of the Individual Defendants' immediate family members, heirs, executors, personal or legal representatives, estates, beneficiaries, predecessors, successors and assigns.

3. "Released Claims" means any and all claims, rights and causes of action, duties, obligations, demands, actions, debts, sums of money, suits, contracts, agreements, promises, damages and liabilities, whether known or unknown, contingent or non-contingent, derivative or direct, or suspected or unsuspected, including any claims arising under federal or state statutory or common law or any other law, rule or regulation, whether foreign or domestic, that have been asserted, could have been asserted, or could be asserted in the future against Defendants' Released Persons, that arise out of or relate in any way to: (i) the Action, including the claims in the Action and any acts, facts, events, disclosures, or omissions alleged or referenced therein; (ii) any duties, fiduciary or otherwise, of Defendants' Released Persons arising from or related to the Acquisition; (iii) GW ADSs, if the claims arise from or relate to the Acquisition; or (iv) any other claims concerning the Acquisition. Notwithstanding the aforementioned, the following claims are explicitly excluded: all claims (1) related to the enforcement of this Settlement, and (2) between Defendants' Released Persons and their respective insurers.

4. "Unknown Claims" means (i) any of the Released Claims which Lead Plaintiffs or any Settlement Class Member, or any of their agents or attorneys, does not know or suspect to exist in such Person's favor at the time of the release of the Released Claims, and (ii) any of the Defendants' Released Claims that the Defendants do not know or suspect to exist in his, her or its favor at the time of the release of the Defendants Released Claims, which, in the case of both (i) and (ii), if known by such Person, might have affected such Person's decision with respect to this Settlement, including, without limitation, such Person's decision not to object to this Settlement or not to exclude himself, herself or itself from the Settlement Class. Unknown Claims include those Released Claims and Defendants' Released Claims in which some or all of the facts comprising the claim may be suspected, or even undisclosed or hidden. With respect to any and

all Released Claims and Defendants' Released Claims, upon the Effective Date, Lead Plaintiffs and Defendants shall expressly, and each of the Settlement Class Members shall be deemed to have, and by operation of the Order and Final Judgment shall have, expressly waived to the fullest extent permitted by law, the provisions, rights, and benefits of California Civil Code § 1542, which provides:

A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.

Lead Plaintiffs and Defendants shall expressly, and each of the Settlement Class Members shall be deemed to have, and by operation of the Order and Final Judgment, shall have expressly waived 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. Lead Plaintiffs, Settlement Class Members, and Defendants may hereafter discover facts in addition to or different from those which such party now knows or believes to be true with respect to the subject matter of the Released Claims and Defendants' Released Claims, but Lead Plaintiffs and Defendants shall expressly, and each Settlement Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Order and Final Judgment shall have fully, finally, and forever settled and released any and all Released Claims or Defendants' Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct that is negligent, reckless, intentional, with or without malice, or a breach of any duty, law, or rule, without regard to the subsequent discovery or existence of such different or additional facts, whether or not previously or currently asserted in any action. Lead Plaintiffs and Defendants acknowledge, and the Settlement Class Members shall be deemed by operation of the Order and Final Judgment to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement of which this release is a part.

5. This release shall be of no force or effect unless and until the Court approves the Stipulation of Settlement and the Settlement becomes effective on the Effective Date.

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

7. I (We) hereby warrant and represent that I (we) have included information (including supporting documentation) about the number of GW ADSs held me (us) at the close of business on March 10, 2021.

8. I (We) hereby warrant and represent that I am (we are) not a Defendant or other person excluded from the Class.

I 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 _____ (Month/Year)

in _____
(City) (State/Country)

(Sign your name here)

(Type or print your name here)

(Capacity of person(s) signing, e.g., Beneficial Purchaser or Acquirer, Executor or Administrator)

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

Reminder Checklist:

1. Please sign the above release and declaration.
2. Remember to attach copies of supporting documentation, if available.
3. Do not send originals of stock certificates or other documentation as they will not be returned.
4. Keep a copy of your Proof of Claim and Release and all supporting documentation for your records.
5. If you desire an acknowledgment of receipt of your Proof of Claim and Release, please send it Certified Mail, Return Receipt Requested.
6. If you move, please send your new address to the address below.
7. Do not use red pen or highlighter on the Proof of Claim and Release or supporting documentation.

THIS PROOF OF CLAIM AND RELEASE MUST BE SUBMITTED ONLINE BY _____
_____, _____, OR, IF MAILED, POSTMARKED NO LATER THAN _____, _____,
ADDRESSED AS FOLLOWS:

ZIEGLER V GW PHARMACEUTICALS
C/O RUST CONSULTING, INC.
CLAIMS ADMINISTRATOR - 7961
PO BOX 2599
FARIBAULT, MN 55021-9599