

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

MICHAEL NGUYEN and KELLY NGUYEN,
Individually and on Behalf of All Others Similarly
Situated,

Plaintiff,

vs.

NEWLINK GENETICS CORPORATION,
CHARLES J. LINK, JR., and NICHOLAS N.
VAHANIAN,

Defendants.

Case No. 1:16-CV-3545

HON. WILLIAM H. PAULEY, III

NOTICE OF PENDENCY

NOTICE OF PENDENCY OF CLASS ACTION AND PROPOSED SETTLEMENT

If you purchased or otherwise acquired NewLink Genetics Corporation common stock (trading symbol NLNK) between September 17, 2013 and May 9, 2016, inclusive, you could get a payment from a class action settlement.¹

A federal court authorized this Notice. This is not a solicitation from a lawyer.

- The Settlement resolves a federal class action lawsuit alleging that NewLink Genetics Corporation (“NewLink”) and certain of its officers and directors violated the Securities Exchange Act of 1934 (the “Exchange Act”), and Rule 10b-5 promulgated thereunder, by making materially false and misleading statements and omissions with regard to NewLink’s lead product candidate algenpantucel-L (or HyperAcute Pancreas), a developmental therapeutic vaccine for the treatment of pancreatic cancer, and its Phase III trial (also called IMPRESS).
- Defendants (as defined below) deny Plaintiffs’ allegations. The Parties disagree on, among other things, whether Defendants violated any federal securities laws and whether the alleged violations actually caused any damages to the Class Members.
- The federal court has certified, for settlement purposes only, a class consisting of all persons and entities that purchased or otherwise acquired shares of NewLink common stock during the period from September 17, 2013 through May 9, 2016 (the “Class Period”), inclusive, in the United States or on a United States-based stock exchange and who were damaged thereby (the “Class”). Excluded from the Class are Defendants, the officers and directors of the Company at all relevant times, members of their Immediate Families and their legal representatives, heirs, successors, or assigns, and any entity in which Defendants have or had a controlling interest.
- The Settlement will provide a \$13,500,000 cash Settlement Fund for the benefit of Class Members who purchased or otherwise acquired NewLink common stock between September 17, 2013 and May 9, 2016, inclusive, plus interest as it accrues. The minimum “average recovery per damaged share” of NewLink common stock under the Settlement is \$0.40 before deduction of attorneys’ fees, litigation expenses, a compensatory award to Lead Plaintiffs, and administrative expenses.
- The Court-appointed Lead Plaintiffs are Michael Nguyen and Kelly Nguyen (collectively, “Lead Plaintiffs”). The Defendants are NewLink Genetics Corporation and Charles J. Link, Jr. and Nicholas N. Vahanian (together the “Individual Defendants”) (collectively, “Defendants”).
- Your legal rights are affected whether you act or do not act. Read this Notice carefully.

¹ All capitalized terms not otherwise defined in this document shall have the meaning provided in the Amended Stipulation and Agreement of Settlement, dated March 24, 2021.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT

SUBMIT A CLAIM FORM BY AUGUST 16, 2021	The only way to get a payment in this Settlement.
EXCLUDE YOURSELF FROM THE LAWSUIT BY SUBMITTING AN OPT-OUT FORM BY AUGUST 16, 2021	Get no payment pursuant to this Settlement. This is the only option that allows you to be a part of any other lawsuit against the Defendants and their affiliates involving the claims released by this Settlement.
OBJECT BY AUGUST 16, 2021	Write a letter to the Court objecting to the Settlement. You must still file a claim if you want to receive payment from the Settlement.
PARTICIPATE IN A TELEPHONIC HEARING ON SEPTEMBER 22, 2021 AT 11:00 A.M. EST	Ask the judge to speak during the telephonic hearing about the Settlement.
DO NOTHING	Get no payment from this Settlement. You will also be giving up your rights regarding all claims released by this Settlement and any other lawsuit as to the common stock and you will be bound by any judgments or orders entered by the Court in the Action.

- These rights and options – **and the deadlines to exercise them** – are explained in this Notice.
- The Court in charge of this case still must decide whether to approve the Settlement. Payments will be made if the Court approves the Settlement and after any appeals by Class Members are resolved.

SUMMARY OF THIS NOTICE

Statement of Class Recovery Under the Settlement

Pursuant to the Settlement described herein, a \$13,500,000 cash Settlement Fund has been established. Plaintiffs estimate that there were approximately 33.4 million NewLink common stock shares traded during the Class Period that may have been damaged. Plaintiffs estimate that the minimum “average recovery per damaged share” of NewLink common stock under the Settlement is \$0.40 (before deduction of any Court-approved fees, expenses, awards, and costs as described herein). A Class Member’s actual recovery will be a proportion of the Net Settlement Fund (defined below), determined by that Claimant’s recognized loss (*i.e.*, a claim proved by timely submission of a valid Proof of Claim and Release form) as compared to the total recognized losses of all Class Members. This proportional allocation is called “proration.” *See* the Plan of Allocation beginning on Page 12 for more information.

Statement of Claims, Issues, Defenses, and Potential Outcome of Case

Plaintiffs allege that Defendants violated Section 10(b) of the Securities Exchange Act of 1934, and Rule 10b-5 promulgated thereunder, by making materially false and misleading statements and omissions with respect to NewLink’s lead product candidate algenpantucel-L (or HyperAcute Pancreas), a developmental therapeutic vaccine for the treatment of pancreatic cancer, and its Phase III trial (also called IMPRESS).

Defendants moved to dismiss Plaintiffs’ First Amended Class Action Complaint (“FAC”), denying all claims and contentions alleged by Plaintiffs in this Action, and maintaining that Plaintiffs did not adequately allege any valid claim under the federal securities laws. Specifically, Defendants argued: (1) that the FAC did not plausibly allege that any challenged statement was materially false or misleading when made; (2) that the FAC did not plead facts giving rise to the required “strong inference” of scienter; (3) that the FAC did not adequately allege that any losses were caused by the challenged statements; and (4) that because the FAC did not sufficiently plead the primary violation, the “control person” claims against the Individual Defendants should be dismissed. Plaintiffs filed their opposition to that motion and Defendants filed a reply. After that motion to dismiss was fully briefed and heard by the District Court on October 19, 2017, on March 29, 2018, the motion to dismiss was granted by Judge William H. Pauley. On May 4, 2019, Plaintiffs filed the operative Second Amended Class Action Complaint (“SAC”). Defendants moved to dismiss the SAC on July 31, 2018, the District Court heard the matter on October 19, 2018, and issued an Opinion and Order on February 13, 2019 granting Defendants’ motion and dismissing the case with prejudice. Final judgment was entered the same day. Plaintiffs timely filed a notice of appeal on March 14, 2019. After full briefing and oral argument, on July 13, 2020, the Second Circuit Court of Appeals issued an Opinion affirming in part and vacating in part the District Court’s Opinion and Order and remanded the Action for further proceedings.

At the time the settlement was reached, Plaintiffs faced the possibility that the Class in this Action would not be certified and that the Action would not survive summary judgment. Had the case gone to trial, Defendants would have asserted a myriad of factual and legal defenses, including that NewLink and the Individual Defendants fully complied with the federal securities laws and did not make any materially untrue or misleading statements or omissions. Defendants would also contest: (1) the measure and amount of recoverable damages, if any; (2) the extent to which the statements that Plaintiffs alleged as materially false or misleading influenced (if at all) the trading prices of NewLink common stock at various times during the relevant time period; and (3) whether Plaintiffs have standing to assert all of the claims in the SAC.

Furthermore, to the extent Plaintiffs succeeded on any claims, Defendants could take those issues on appeal, which could result in additional years of litigation with no certainty as to outcome for either side. Thus, had this Action continued, Plaintiffs and the proposed Class could face the possibility of obtaining no recovery. This Settlement enables the Class to recover a percentage of the alleged damages as calculated by Lead Counsel in conjunction with their economic consultant, without incurring any additional risk. As a result, Plaintiffs and Counsel believe this settlement is a fair and reasonable recovery.

The Parties disagree on the amount of damages, if any, which would have been recoverable had Plaintiffs prevailed on all claims in this litigation. Plaintiffs contend that the misrepresentations and omissions alleged in the SAC were the direct cause of the artificial elevation and eventual decline in the price of NewLink's common stock and caused Plaintiffs and the Class to be damaged. Plaintiffs further contend that the alleged stock decline is fully attributable to the alleged misrepresentations and omissions set forth in the SAC. Defendants contend that they made no misrepresentations or omissions, but in all events the alleged misrepresentations and/or omissions set forth in the SAC did not cause a decline in NewLink's common stock and, therefore, Plaintiffs and the Class have not been damaged.

The Court has not ruled as to whether Defendants are liable to Plaintiffs or to the Class. This Notice is not intended to be an expression of any opinion by the Court with respect to the truth of the allegations in the Action or the merits of the claims or defenses asserted. This Notice is solely to advise you of the pendency and proposed Settlement of this Action and your rights in connection with that settlement.

Statement of Attorneys' Fees and Costs Sought

Lead Counsel will move the Court to award attorneys' fees in an amount not greater than thirty-three and one-third percent (33 1/3 %) of the gross Settlement Fund and reimbursement of expenses incurred in connection with the prosecution of this action not to exceed \$75,000.00. Lead Counsel also intends to ask the Court to grant a compensatory award to Lead Plaintiffs not to exceed \$5,000.00. Collectively, the requested attorneys' fees, litigation expenses, and compensatory award to Lead Plaintiffs are estimated to amount to an average of not more than \$0.14 per damaged share in total for NewLink common stock shares. *See* Questions 8-11 below for more information. Class Members are not personally liable for any such fees, expenses, or compensation.

Further Information

Further information regarding the Action and this Notice of Pendency of Class Action and Proposed Settlement (the "Notice") may be obtained by contacting Lead Counsel: Lewis S. Kahn, Esq., Kahn Swick & Foti, LLC, 1100 Poydras Street, Suite 3200, New Orleans, Louisiana 70163, Telephone: 504-455-1400.

Please DO NOT contact the Court or Defendants with questions about the Settlement.

Reasons for the Settlement

For Plaintiffs, the principal reason for the Settlement is the benefit to be provided to the Class now. This benefit must be compared to the risk that no recovery might be achieved after a contested trial and likely appeals, possibly years into the future. Plaintiffs further considered, after conducting a substantial investigation into the facts of the case, the risks to proving liability and damages. For Defendants, who deny all allegations of wrongdoing or liability, the principal reason for the Settlement is to eliminate the expense, risks, and uncertain outcome of the litigation.

HOW YOU GET A PAYMENT—SUBMITTING A PROOF OF CLAIM FORM

1. How can I get a payment?

To qualify for a payment, you must submit a Proof of Claim and Release form (“Claim Form”). A Claim Form is being circulated with this Notice. You may also get a Claim Form on the Internet at www.newlinksecuritieslitigation.com. Read the instructions carefully, fill out the Claim Form, include all the documents the form asks for, sign it, and mail it postmarked no later than August 16, 2021.

2. When would I get my payment?

The Court will hold a telephonic hearing on September 22, 2021 at 11:00 a.m. EST, to decide whether to approve the settlement. If the Court approves the settlement, after that, there may be appeals by Class Members. Resolving appeals can take time, perhaps more than a year. It also takes time for all the Claim Forms to be processed.

3. What am I giving up to get a payment?

Unless you specifically exclude yourself, you will be treated as a member of this class action. This means that upon the Effective Date, you will relinquish all Released Plaintiffs’ Claims against the Released Defendants’ Parties. These terms are defined below:

“Released Plaintiffs’ Claims” means all claims (including but not limited to Unknown Claims), demands, losses, rights, and causes of action of any nature whatsoever, that have been or could have been asserted in the Action or could in the future be asserted in any forum, whether foreign or domestic, by Plaintiffs, any member of the Class, or any of the Released Plaintiffs’ Parties, whether brought directly, indirectly, or derivatively against any of the Released Defendants’ Parties, which arise out of, are based on, or relate in any way to, directly or indirectly, any of the allegations, acts, transactions, facts, events, matters, occurrences, representations or omissions involved, set forth, alleged or referred to in the Action, or which could have been alleged in the Action, and which arise out of, are based upon, or relate in any way, directly or indirectly, to the purchase, acquisition, transfer, holding, ownership, disposition or sale of NewLink common stock, by any members of the Class during the Class Period, and/or any disclosures, public filings, registration statements, or other statements by NewLink or any Defendant based upon or arising out of any facts, matters, allegations, transactions, events, disclosures, statements, acts or omissions that were asserted or could have been asserted in this Action or in any other action or forum, whether arising under federal, state, common or foreign law. For the avoidance of doubt, Released Plaintiffs’ Claims do not release or impair any of the Excluded Plaintiffs’ Claims.

“Excluded Plaintiffs’ Claims” means (i) claims asserted on behalf of NewLink’s shareholders derivatively on behalf of NewLink, including without limitation the claims asserted in *Ely v. Link, et al.*, Case No. 17-cv-3799-WHP (S.D.N.Y); (ii) any claims relating to the enforcement of the Settlement; and (iii) any claims of any Person who submits a request for exclusion that is accepted by the Court.

“Unknown Claims” means any and all claims, demands, rights, liabilities, and causes of action of every nature and description which Plaintiffs, members of the Class, or any Defendant does not know or suspect to exist in his, her or its favor at the time of their release of the Released Plaintiffs’ Claims or the Released Defendants’ Claims, and including, without limitation, those which, if known by him, her or it, might have affected his, her or its decision(s) with respect to the settlement or the releases.

“Released Defendants’ Parties” means each and all of the Defendants, each of their respective Immediate Family members (for individuals) and past, present and future direct and indirect parent entities, subsidiaries, related entities and affiliates, and, as applicable, their respective past and present general partners, limited partners, principals, shareholders, investors (however denominated), joint ventures, members, officers, directors, managers, managing directors, supervisors, employees, contractors, consultants, auditors, accountants, financial advisors, professional advisors, investment bankers, representatives, insurers, reinsurers, trustees, trustors, agents, attorneys, professionals, predecessors, successors, assigns, heirs, executors, administrators, and any controlling person thereof.

“Released Plaintiffs’ Parties” means each and all of the plaintiffs, consisting of Plaintiffs and members of the Class, and, as applicable, their respective Immediate Family members, and their respective past, present and future general partners, limited partners, principals, shareholders, investors (however denominated), joint ventures, members, officers, directors, managers, managing directors, supervisors, employees, contractors, consultants, auditors, accountants, financial advisors, professional advisors, investment bankers, representatives, insurers, trustees, trustors, agents, attorneys, professionals, predecessors, successors, assigns, heirs, executors, administrators, and any controlling person thereof.

The “Effective Date” will occur when an order entered by the Court approving the Settlement becomes final and not subject to appeal.

If you remain a Member of the Class, all of the Court’s orders will apply to you and legally bind you.

EXCLUDING YOURSELF FROM THE SETTLEMENT

If you do not want a payment from this Settlement, but you want to keep any right you may have to sue or continue to sue the Defendants and the other Released Defendants’ Parties in some other lawsuit as to the Released Plaintiffs’ Claims in this lawsuit, then you must take steps to remove yourself from this lawsuit. This is called excluding yourself from or “opting out” of the Class. Pursuant to the Parties’ Supplemental Agreement, if more than a certain percentage of Class Members opt out or exclude themselves from the Class, Defendants may withdraw from and terminate the Settlement. If the Settlement is terminated, there will be no payments and the Action will proceed as if the Amended Stipulation had not been entered into.

4. 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 exclusion from the Class in *Nguyen v. NewLink Genetics Corporation et al.*, Civil Action No. 16-CV-3545.” Your letter should state the date(s), price(s), and number of shares of all your purchases and sales of NewLink common stock in Covered Transactions during the Class Period. In addition, be sure to include your name, address, telephone number, and signature. You must mail your exclusion request postmarked no later than August 16, 2021 to:

NewLink Securities Litigation
c/o Rust Consulting, Inc. - 7212
P.O. Box 44
Minneapolis, MN 55440-0044
(by regular mail)

NewLink Securities Litigation
c/o Rust Consulting, Inc. - 7212
625 Marquette Ave., Suite 900
Minneapolis, MN 55402
(by express mail)

You cannot exclude yourself by telephone or by email. If you ask to be excluded, 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 this lawsuit, and you may be able to sue (or continue to sue) the Defendants and the other Released Defendants’ Parties in the future. If you exclude yourself, do not send in a Claim Form to ask for any money.

5. If I do not exclude myself from the Settlement, can I sue the Defendants and the other Released Defendants’ Parties later for the same alleged conduct?

No. Unless you exclude yourself, you give up any rights to sue the Defendants and the other Released Defendants’ Parties for any and all Released Plaintiffs’ 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 August 16, 2021.

6. If I exclude myself from the settlement, can I get money from the proposed settlement?

No, but you may exercise any right you may have to sue, continue to sue, or be part of a different lawsuit against the Defendants and the other Released Defendants’ Parties.

IF YOU DO NOTHING

7. What happens if I do nothing at all?

The judgment of the Court will be binding upon you if you do nothing. 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 the Defendants and the other Released Defendants’ Parties about the Released Plaintiffs’ Claims in this case, ever again. To share in the Net Settlement Fund, you must submit a Claim Form (*see* Question 1). To start, continue, or be a part of any other lawsuit against the Defendants and the other Released Defendants’ Parties about the Released Plaintiffs’ Claims in this case, you must exclude yourself from this Class (*see* Question 4).

THE LAWYERS REPRESENTING CLASS MEMBERS

8. Do I have a lawyer in this case?

The Court ordered that the law firm of Kahn Swick & Foti, LLC represent all Class Members. This firm is called Lead Counsel. You will not be separately charged for these lawyers. The Court will determine the amount of Lead Counsel's fees, litigation expenses, and compensatory award to Lead Plaintiffs, which will be paid from the gross Settlement Fund. If you want to be represented by your own lawyer, you may hire one at your own expense.

9. How will Lead Counsel be paid?

Lead Counsel will move the Court to award plaintiff's counsel's attorneys' fees from the gross Settlement Fund in a total amount not greater than thirty-three and one-third percent (33 1/3 %) of the gross Settlement Fund and reimbursement of their expenses in an amount no greater than \$75,000.00, plus interest on such expenses may be sought. Lead Counsel will also seek a compensatory award to Lead Plaintiffs not to exceed \$5,000.00.

10. How will the notice costs and expenses be paid?

The Claims Administrator's fees and expenses will be paid out of the gross Settlement Fund and are estimated to be \$250,000.00. The Claims Administrator was selected through a competitive bidding process and multiple bids were reviewed and considered. All the Claims Administrator's fees and expenses incurred in connection with giving notice, administering the settlement, and distributing the settlement proceeds to the members of the Class must be approved by the Court before payment to the Claims Administrator.

OBJECTING TO THE SETTLEMENT

You can tell the Court that you do not agree with the Settlement or some part of it.

11. How do I object to the Settlement?

If you are a Class Member, you can object to the Settlement or any of its terms, the proposed Plan of Allocation, and/or the application by Lead Counsel for an award of attorneys' fees, litigation expenses, and compensatory award to Lead Plaintiffs. You may write to the Court setting out your objection(s). You should state reasons why you think the Court should not approve any or all of the settlement terms or arrangements.

You must object in writing by sending a signed letter stating that you object to the proposed settlement in *Nguyen v. NewLink Genetics Corporation et al.*, Civil Action No. 16-CV-3545. Your objection must include a cover page identifying this case name and number and naming the telephonic hearing date of September 22, 2021, at 11:00 a.m. EST. Be sure to include your name, address, telephone number, and signature; identify the date(s), price(s), and number of shares of all purchases and sales of NewLink common stock you made during the Class Period and state the reasons why you object to the Settlement. Your objection must be postmarked on or before August 16, 2021 and sent to the Court; Kahn Swick & Foti, LLC, on behalf of the Plaintiffs; and Counsel for the Defendants at the following addresses:

COURT:	FOR LEAD PLAINTIFFS:	FOR DEFENDANTS:
Clerk of the Court Daniel Patrick Moynihan United States Courthouse 500 Pearl Street New York, NY 10007	Lewis S. Kahn KAHN SWICK & FOTI, LLC 1100 Poydras Street, Suite 3200 New Orleans, LA 70163 <i>Lead Counsel for Lead Plaintiffs: Michael and Kelly Nguyen and the Class</i>	Sarah M. Lightdale COOLEY LLP 55 Hudson Yards New York, NY 10001 <i>Counsel for Defendants NewLink Genetics Corporation, Charles J. Link, Jr., and Nicholas N. Vahanian</i>

You do not need to participate in the telephonic Settlement hearing to have your written objection considered by the Court.

During the telephonic Settlement hearing, any Class Member who has not previously submitted a request for exclusion from the Class may appear and be heard, to the extent allowed by the Court, to state any objection to the Settlement, the Plan of Allocation, or Lead Counsel's motion for an award of attorneys' fees, litigation expenses, and compensatory award to Lead Plaintiffs. Any such objector may participate in or arrange, at that objector's expense, for a lawyer to represent the objector

at the telephonic Settlement hearing. If you or your representative intends to participate but have not submitted a written objection postmarked by August 16, 2021, it is recommended that you give advance notice to Lead Counsel for the Class and/or counsel for Defendants of your intention to participate in the telephonic hearing in order to object and the basis for your objection. You may contact them at the addresses provided above.

12. What is the difference between objecting to the Settlement and excluding myself from the Settlement?

Objecting is simply telling the Court that you do not like something about the proposed settlement. You can object only if you remain 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 case no longer affects you.

THE COURT'S TELEPHONIC SETTLEMENT HEARING

The Court will hold a hearing to decide whether to approve the proposed settlement. You may participate and you may ask to speak, but you do not have to.

13. When and where will the Court decide whether to approve the proposed settlement?

The Court will hold a telephonic Settlement hearing on September 22, 2021 at 11:00 a.m. EST. Lead Counsel has reserved an operator-assisted conference line for the telephonic Settlement hearing, the dial-in number for which is (800) 955-3720 and the confirmation code is 780305. At this telephonic hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate. At the telephonic Settlement hearing, the Court also will consider the proposed Plan of Allocation for the proceeds of the Settlement and the application of Lead Counsel for attorneys' fees, reimbursement of litigation expenses, and a compensatory award to Lead Plaintiffs. The Court will take into consideration any written objections mailed in accordance with the instructions in the answer to Question 11. The Court also will listen to people who seek to speak at the hearing, but decisions regarding the conduct of the hearing will be made by the Court. Any Class Member wishing to address the Court during the telephonic Settlement hearing is instructed to dial-in to that number identified above at 10:45 a.m. EST so that the operator can queue the caller. The Court will also decide how much to pay to Lead Counsel. After the telephonic hearing, the Court will decide whether to approve the settlement. 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 telephonic Settlement hearing. Thus, if you want to participate in the telephonic hearing, you should check with Lead Counsel before coming to be sure that the date and/or time has not changed.

GETTING MORE INFORMATION

14. Are there more details about the proposed settlement?

This Notice summarizes the proposed settlement. More details are contained in an Amended Stipulation and Agreement of Settlement with Defendants dated March 24, 2021 (the "Amended Stipulation"). You can get a copy of the Amended Stipulation by writing to Lead Counsel at their address above.

You also can call the Claims Administrator toll-free at 1-866-458-3187; write to the Claims Administrator at NewLink Securities Litigation, c/o Rust Consulting, Inc. - 7212, P.O. Box 44, Minneapolis, MN 55440-0044; or visit the website at www.newlinksecuritieslitigation.com, where you will find a Claim Form, answers to common questions about the Settlement, and other information to help you determine whether you are a Class Member and whether you are eligible for a payment.

15. How do I get more information?

For more detailed information concerning the matters involved in this Action, you can inspect the pleadings, the Amended Stipulation, the Orders entered by the Court, and the other papers filed in the Action at the office of the Clerk of Daniel Patrick Moynihan United States Courthouse, 500 Pearl St., New York, NY 10007, during regular business hours. You may also contact Lead Counsel.

PLAN OF ALLOCATION OF NET SETTLEMENT FUND AMONG CLASS MEMBERS

This Plan of Allocation has been prepared by Plaintiffs and Lead Counsel with the assistance of their economics consultant. Defendants do not agree with the characterization that any damages were suffered by any Members of the Class.

The \$13,500,000 cash Settlement Amount and the interest earned thereon shall be the gross Settlement Fund. The gross Settlement Fund, less all taxes and approved fees, expenses, and awards (the "Net Settlement Fund") shall be distributed to Members of the Class who submit acceptable Claim Forms ("Authorized Claimants").

The Claims Administrator shall determine each Authorized Claimant's *pro rata* share of the Net Settlement Fund based upon each Authorized Claimant's recognized loss. The recognized loss formula is not intended to be an estimate of the amount a Class Member might have been able to recover after a trial, nor is it an estimate of the amount that will be paid to Authorized Claimants pursuant to the settlement. The recognized loss formula is the basis upon which the Net Settlement Fund will be proportionately allocated to the Authorized Claimants.

The following proposed Plan of Allocation reflects the allegations in the Second Amended Class Action Complaint for Violation of Securities Laws (the "SAC") that Defendants made materially untrue and misleading statements and omissions with respect to NewLink's lead product candidate algenpantucel-L (or HyperAcute Pancreas), a developmental therapeutic vaccine for the treatment of pancreatic cancer, and its Phase III trial (also called IMPRESS). The SAC alleges that these misrepresentations resulted in the artificial inflation of the prices of the Company's common stock during the Class Period from September 17, 2013 to May 9, 2016, inclusive. Defendants deny that they did anything wrong.

Each Authorized Claimant shall be paid based on the percentage of the Net Settlement Fund that each Authorized Claimant's recognized loss bears to the total of the recognized losses of all Authorized Claimants (the "Pro Rata Share").

Shares eligible for recognizable losses are those shares of NewLink's common stock purchased or otherwise acquired in Covered Transactions from September 17, 2013 to May 9, 2016, inclusive.

"Covered Transaction" means either: (i) a transaction in NewLink common stock in the United States; or (ii) a transaction in NewLink common stock on a United States-based stock exchange.

NEWLINK PLAN OF ALLOCATION

1. The objective of the Plan of Allocation is to equitably distribute the Settlement proceeds to those Class Members who suffered economic losses as a result of the alleged violations of the federal securities laws as opposed to losses caused by market or industry factors or company-specific factors unrelated to the alleged violations of law. The Plan of Allocation reflects Lead Plaintiffs' damages expert's analysis undertaken to that end, including a review of publicly available information regarding NewLink and statistical analysis of the price movements of NewLink common stock and the price performance of relevant market and peer indices during the Class Period. The Plan of Allocation, however, is not a formal damages analysis.
2. The calculations made pursuant to the Plan of Allocation are not intended to be estimates of, nor indicative of, the amounts that Class Members might have been able to recover after a trial. Nor are the calculations pursuant to the Plan of Allocation intended to be estimates of the amounts that will be paid to Authorized Claimants pursuant to the Settlement. The computations under the Plan of Allocation are only a method to weigh the claims of Authorized Claimants against one another for the purposes of making *pro rata* allocations of the cash in the Net Settlement Fund to Authorized Claimants.
3. For losses to be compensable damages under the federal securities laws, the disclosure of the allegedly misrepresented information must be the cause of the decline in the price of the security. In this case, Lead Plaintiffs allege that Defendants made false statements and omitted material facts from September 17, 2013 through May 9, 2016 that inflated the price of NewLink common stock. It is alleged that corrective information released to the market on March 7, 2014 (prior to the opening of the market), May 11, 2015 (after the close of the market), and May 9, 2016 (after the close of the market) impacted the market price of NewLink common stock and partially removed alleged artificial inflation from the NewLink common stock price on March 7, 2014, May 12, 2015, and May 10, 2016.
4. Recognized Loss Amounts are based primarily on the difference in the amount of alleged artificial inflation in the price of NewLink common stock at the time of purchase or acquisition and at the time of sale, or the difference between the actual purchase price and sale price. Accordingly, in order to have a Recognized Loss under the Plan of Allocation, a Settlement Class Member who or which purchased or otherwise acquired NewLink common stock during the Class

Period must have held those shares through at least one of the dates where new corrective information was released to the market and partially removed the artificial inflation from the price of NewLink common stock.

CALCULATION OF RECOGNIZED LOSS

5. A Recognized Loss Amount will be calculated for each share of NewLink common stock purchased or acquired during the Class Period from September 17, 2013 through May 9, 2016, inclusive. If the calculation of a Recognized Loss Amount for any particular share purchased or acquired during the Class Period results in a negative number, that number shall be set to zero.
6. For each share of NewLink common stock purchased or acquired during the Class Period, and:
 - i. sold before March 7, 2014, the Recognized Loss Amount for each share shall be zero;
 - ii. sold from March 7, 2014 through and including the close of market trading on May 9, 2016, the Recognized Loss Amount for each share is *the lesser of*: (i) the amount of artificial inflation per share on the date of purchase/acquisition as stated in Table 1 below **minus** the amount of artificial inflation per share on the date of sale as stated in Table 1 below; or (ii) the purchase/acquisition price **minus** the sale price;
 - iii. sold from May 10, 2016 through and including the close of market trading on August 5, 2016, the Recognized Loss Amount for each share is *the least of*: (i) the amount of artificial inflation per share on the date of purchase/acquisition as stated in Table 1 below; (ii) the purchase/acquisition price **minus** the average closing price between May 10, 2016 and the date of sale as stated in Table 2 below;² or (iii) the purchase/acquisition price **minus** the sale price;
 - iv. held as of the close of market trading on August 5, 2016, the Recognized Loss Amount for each share is *the lesser of*: (i) the amount of artificial inflation per share on the date of purchase/acquisition as stated in Table 1 below; or (ii) the purchase/acquisition price **minus** \$10.95, the average closing price of NewLink common stock between May 10, 2016, and August 5, 2016, as shown on the last line of Table 2 below.

ADDITIONAL PROVISIONS

7. The sum of a Claimant's Recognized Loss Amounts will be the Claimant's "Recognized Claim."
8. If a Class Member has more than one purchase/acquisition or sale of NewLink common stock during the Class Period, all purchases/acquisitions and sales shall be matched on a First In, First Out ("FIFO") basis. Class Period sales will be matched first against any holdings at the beginning of the Class Period, and then against purchases/acquisitions in chronological order, beginning with the earliest purchase/acquisition made during the Class Period.
9. Purchases or acquisitions and sales of NewLink common stock shall be deemed to have occurred on the "contract" or "trade" date as opposed to the "settlement" or "payment" date. The receipt or grant by gift, inheritance or operation of law of NewLink common stock during the Class Period shall not be deemed a purchase, acquisition, or sale of these NewLink common stock shares for the calculation of an Authorized Claimant's Recognized Claim, nor shall the receipt or grant be deemed an assignment of any claim relating to the purchase/acquisition of such shares of NewLink common stock unless (i) the donor or decedent purchased or otherwise acquired such shares of NewLink common stock during the Class Period; (ii) no Claim Form was submitted by or on behalf of the donor, on behalf of the decedent, or by anyone else with respect to such shares of NewLink common stock; and (iii) it is specifically so provided in the instrument of gift or assignment.
10. The date of covering a "short sale" is deemed to be the date of purchase or acquisition of the NewLink common stock shares. The date of a "short sale" is deemed to be the date of sale of NewLink common stock. In accordance with the Plan of Allocation, however, the Recognized Loss Amount on "short sales" and the purchases/acquisition covering "short sales" is zero. In the event that a Claimant has an opening short position in NewLink common stock, the earliest Class Period purchases or acquisitions shall be matched against such opening short position, and not be entitled to a recovery, until that short position is fully covered.
11. With respect to NewLink common stock purchased or sold through the exercise of an option, the purchase/sale date of the common stock is the exercise date of the option and the purchase/sale price is the exercise price of the option.

² Pursuant to Section 21D(e)(1) of the Exchange Act, "in any private action arising under this title in which the plaintiff seeks to establish damages by reference to the market price of a security, the award of damages to the plaintiff shall not exceed the difference between the purchase or sale price paid or received, as appropriate, by the plaintiff for the subject security and the mean trading price of that security during the 90-day period beginning on the date on which the information correcting the misstatement or omission that is the basis for the action is disseminated to the market." Consistent with the requirements of the Exchange Act, Recognized Loss Amounts are reduced to an appropriate extent by taking into account the closing prices of NewLink common stock during the "90-day look-back period," May 10, 2016 through and including August 5, 2016. The mean (average) closing price for NewLink common stock during this 90-day look back period was \$10.95.

12. An Authorized Claimant's Recognized Claim shall be the amount used to calculate the Authorized Claimant's *pro rata* share of the Net Settlement Fund. If the sum total of Recognized Claims of all Authorized Claimants who are entitled to receive payment out of the Net Settlement Fund is greater than the Net Settlement Fund, each Authorized 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.
13. If the Net Settlement Fund exceeds the sum total amount of the Recognized Claims of all Authorized Claimants entitled to receive payment out of the Net Settlement Fund, the excess amount in the Net Settlement Fund shall be distributed *pro rata* to all Authorized Claimants entitled to receive payment.
14. The Net Settlement Fund will be allocated among all Authorized Claimants whose prorated payment is \$10.00 or greater. If the prorated payment to any Authorized Claimant calculates to less than \$10.00, it will not be included in the calculation and no distribution will be made to that Authorized Claimant.
15. After the initial distribution of the Net Settlement Fund, the Claims Administrator will make reasonable and diligent efforts to have Authorized Claimants cash their distribution checks. To the extent any monies remain in the Net Settlement Fund nine (9) months after the initial distribution, if Lead Counsel, in consultation with the Claims Administrator, determine that it is cost-effective to do so, the Claims Administrator will conduct a re-distribution of the funds remaining after payment of any unpaid fees and expenses incurred in administering the Settlement, including for such re-distribution, to Authorized Claimants who have cashed their initial distributions and who would receive at least \$10.00 from such re-distribution. Additional re-distributions to Authorized Claimants who have cashed their prior checks and who would receive at least \$10.00 on such additional re-distributions may occur thereafter if Lead Counsel, in consultation with the Claims Administrator, determine that additional re-distributions, after the deduction of any additional fees and expenses incurred in administering the Settlement, including for such re-distributions, would be cost-effective. At such time as it is determined that the re-distribution of funds remaining in the Net Settlement Fund is not cost-effective, the remaining balance will be contributed to non-sectarian, not-for-profit, 501(c)(3) organization(s), to be selected by the Court.
16. Payment pursuant to the Plan of Allocation, or such other plan as may be approved by the Court, shall be conclusive against all Authorized Claimants. No person shall have any claim against Lead Plaintiffs, Plaintiffs' Counsel, Lead Plaintiffs' damages expert, or other agent designated by Lead Counsel, Defendants, Defendants' counsel, or any other Released Plaintiffs' Parties or Released Defendants' Parties, or the Claims Administrator or other agent designated by Lead Counsel arising from determinations or distributions to Claimants made substantially in accordance with the Amended Stipulation, the plan of allocation approved by the Court, or further Orders of the Court. Lead Plaintiffs, Defendants, and their respective counsel, and all of Released Plaintiffs' Parties and Released Defendants' Parties shall have no responsibility or liability whatsoever for the investment or distribution of the Settlement Fund, the Plan of Allocation, the determination, administration, calculation, or payment of any Claim or any actions taken (or not taken) by the Claims Administrator, the payment or withholding of taxes owed by the Settlement Fund, or any losses incurred in connection therewith.
17. The Plan of Allocation set forth herein is the plan that is being proposed by Lead Plaintiffs and Lead Counsel to the Court for approval. The Court may approve this Plan of Allocation as proposed or it may modify the Plan without further notice to the Settlement Class. Any orders regarding a modification of the Plan of Allocation will be posted to the website for this Settlement, www.newlinksecuritieslitigation.com.

TABLE 1
NewLink Common Share Artificial Inflation

Transaction Date:	Artificial Inflation Per Share:
September 17, 2013 – March 6, 2014	\$26.61
March 7, 2014 – May 11, 2015	\$20.66
May 12, 2015 – May 9, 2016	\$5.12

TABLE 2
NewLink Common Share Price and Average 90-Day Look-Back Price
May 10, 2016 – August 5, 2016

Date:	NLNK Common Stock Closing Price:	NLNK Common Stock Average Closing Price Between May 10, 2016 and Date Shown Closing Price:
May 10, 2016	\$11.45	\$11.45
May 11, 2016	\$10.60	\$11.03
May 12, 2016	\$9.71	\$10.59
May 13, 2016	\$9.99	\$10.44
May 16, 2016	\$10.15	\$10.38
May 17, 2016	\$10.24	\$10.36
May 18, 2016	\$10.25	\$10.34
May 19, 2016	\$9.86	\$10.28
May 20, 2016	\$10.22	\$10.27
May 23, 2016	\$10.58	\$10.31
May 24, 2016	\$10.72	\$10.34
May 25, 2016	\$10.99	\$10.40
May 26, 2016	\$10.89	\$10.43
May 27, 2016	\$11.17	\$10.49
May 31, 2016	\$11.73	\$10.57
June 1, 2016	\$12.12	\$10.67
June 2, 2016	\$12.52	\$10.78
June 3, 2016	\$11.51	\$10.82
June 6, 2016	\$12.24	\$10.89
June 7, 2016	\$11.63	\$10.93
June 8, 2016	\$12.30	\$10.99
June 9, 2016	\$11.68	\$11.02
June 10, 2016	\$11.29	\$11.04
June 13, 2016	\$10.35	\$11.01
June 14, 2016	\$10.10	\$10.97
June 15, 2016	\$10.31	\$10.95
June 16, 2016	\$10.67	\$10.94
June 17, 2016	\$10.28	\$10.91
June 20, 2016	\$10.95	\$10.91
June 21, 2016	\$10.71	\$10.91
June 22, 2016	\$10.65	\$10.90
June 23, 2016	\$11.24	\$10.91
June 24, 2016	\$10.34	\$10.89
June 27, 2016	\$9.95	\$10.86
June 28, 2016	\$10.83	\$10.86
June 29, 2016	\$10.93	\$10.87
June 30, 2016	\$11.26	\$10.88
July 1, 2016	\$11.64	\$10.90
July 5, 2016	\$11.22	\$10.90
July 6, 2016	\$11.58	\$10.92
July 7, 2016	\$11.62	\$10.94

July 8, 2016	\$11.79	\$10.96
July 11, 2016	\$11.62	\$10.97
July 12, 2016	\$11.63	\$10.99
July 13, 2016	\$10.83	\$10.99
July 14, 2016	\$10.69	\$10.98
July 15, 2016	\$10.98	\$10.98
July 18, 2016	\$10.90	\$10.98
July 19, 2016	\$10.34	\$10.96
July 20, 2016	\$11.07	\$10.97
July 21, 2016	\$10.89	\$10.96
July 22, 2016	\$11.03	\$10.97
July 25, 2016	\$11.17	\$10.97
July 26, 2016	\$10.95	\$10.97
July 27, 2016	\$11.37	\$10.98
July 28, 2016	\$11.11	\$10.98
July 29, 2016	\$10.58	\$10.97
August 1, 2016	\$10.49	\$10.96
August 2, 2016	\$10.64	\$10.96
August 3, 2016	\$10.76	\$10.96
August 4, 2016	\$10.85	\$10.95
August 5, 2016	\$11.00	\$10.95

SPECIAL NOTICE TO SECURITIES BROKERS AND OTHER NOMINEES

If you purchased common stock of NewLink in a Covered Transaction from September 17, 2013 to May 9, 2016, inclusive, for the beneficial interest of a person or organization other than yourself, the Court has directed that WITHIN TEN DAYS OF YOUR RECEIPT OF THIS NOTICE, you either (a) provide to the Claims Administrator the name and last known address of each person or organization for whom or which you purchased NewLink common stock during such time period or (b) request additional copies of this Notice and the Claim Form, which will be provided to you free of charge, and within ten days mail the Notice and Claim Form directly to the beneficial owners of that NewLink common stock. If you choose to follow alternative procedure (b), the Court has directed that upon such mailing, you send a statement to the Claims Administrator confirming that the mailing was made as directed. You are entitled to reimbursement from the Settlement Fund of your reasonable expenses actually incurred in connection with the foregoing, including reimbursement of postage expense and the cost of ascertaining the names and addresses of beneficial owners. Those expenses will be paid upon request and submission of appropriate supporting documentation. All communications concerning the foregoing should be addressed to the Claims Administrator:

NewLink Securities Litigation
c/o Rust Consulting, Inc. - 7212
P.O. Box 44
Minneapolis, MN 55440-0044
(by regular mail)

NewLink Securities Litigation
c/o Rust Consulting, Inc. - 7212
625 Marquette Ave., Suite 900
Minneapolis, MN 55402
(by express mail)

If you choose to mail the Notice and Claim Form yourself, you may obtain from the Claims Administrator (without cost to you) as many additional copies of these documents as you will need to complete the mailing.

Regardless of whether you choose to complete the mailing yourself or elect to have the mailing performed for you, you may obtain reimbursement for or advancement of reasonable administrative costs actually incurred or expected to be incurred in connection with forwarding the Notice and Claim Form and which would not have been incurred but for the obligation to forward the Notice and Claim Form, upon submission of appropriate documentation to the Claims Administrator.

DATED: April 2, 2021

THE HONORABLE WILLIAM H. PAULEY, III
UNITED STATES DISTRICT JUDGE
SOUTHERN DISTRICT OF NEW YORK