

VIA U.S. REGISTERED MAIL & ELECTRONIC MAIL

June 10, 2024

Members of the Board of Directors
Assertio Holdings, Inc.
100 South Saunders Road, Suite 300
Lake Forest, IL 60045
c/o Mr. Matthew Kreps
investor@assertiotx.com

Dear Assertio Board of Directors (the “**Board**”):

The Buxton Helmsley Group, Inc. (“**BHG**” or “**we**”) is writing to the Board of Assertio Holdings, Inc. (“**Assertio**” or the “**Company**”) following our letter of April 22, 2024, to confirm that, as you likely expect, our previously expressed concerns remain unresolved. Following our public statements, we have been contacted by and spoken with multiple whistleblowers, and now we have far greater concerns than before.

The vote results from the 2024 Annual Meeting reveal that more than 6% of shareholders opposed newly appointed directors Emany and Kirk. Moreover, the percentage of votes cast against Peter Staple more than doubled since the 2023 Annual Meeting. These results show that, even on extremely short notice, BHG’s campaign has helped to inform shareholders’ perspectives and shareholders increasingly agree with us that the Assertio boardroom needs change.

Buxton Helmsley’s Collaborative Approach

BHG’s first priority is to create value for Assertio shareholders. It is also our priority to do so with minimal disruption. We greatly prefer to work constructively with directors at the companies in our portfolio, when possible. As an example, please direct your collective attention to the cooperation agreement reached between Buxton Helmsley and Fossil Group in March of this year (https://www.sec.gov/ix?doc=/Archives/edgar/data/883569/000110465924038442/tm249659d1_8k.htm).

The Board should also note that, within one month of Fossil agreeing to cooperate and collaborate with BHG, Fossil shares rose over 80%. BHG, very clearly, brings confidence to the investor bases for whom we advocate. Assertio investors need that confidence desperately.

Communication with the Board

With the above all said, in the time since our previous outreach and Assertio’s unconvincing response, we have received additional information regarding the acquisition of Spectrum Pharmaceuticals, Inc. (“**Spectrum**”) which suggests why the Board has been unable or unwilling to answer BHG’s questions, and also why the Board was reluctant to appoint new directors not hand-picked by the present Board.

In light of this additional information, our previous settlement offer is rescinded. The proposal we initially made now appears to be insufficient to produce the change that is required at Assertio. We would be open to

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discussing a settlement (we would expect discussions to begin immediately) without an outstanding proposal, but if it is not possible for us to see eye-to-eye regarding Assertio's challenges, we are prepared to put the matters before shareholders.

The coming pages will detail our concerns, but we would first like to make clear the objective of this letter. We believe the next step in our efforts to resolve the Board's shortcomings is a call with Chairman Staple, so that we can express our concerns directly and ensure that there is no miscommunication in his response. The seriousness of our concerns regarding the Board's conflicts of interest, questionable commitment to its fiduciary obligations, and unethical conduct necessitate immediate action from the Board. Mr. Staple or his scheduling assistant should contact the undersigned at alexander.parker@buxtonhelmsley.com to set a date and time.

Again, we prefer to work collaboratively but we remain unimpressed with the Board's response to date. If the Board is unwilling to help address the recent destruction of shareholder value and opportunities for future value creation, we will have little option but to take more aggressive steps to catalyze value for Assertio shareholders. Some of the steps we may take include a formal demand under Section 220 of the Delaware General Corporation Law, filing of class-action lawsuits (we already have cooperating witnesses as to the below-discussed issues), calling for regulatory attention, or calling a special meeting (or, alternatively, utilizing a consent solicitation) to immediately replace the Board. Finally, all members of this Board should particularly bear in mind that you are not immune from the consequences of your actions. As directors, you potentially have personal liability for actions that are contrary to your obligations to shareholders, and our additional findings lead us to believe that liability is ballooning by the day. BHG does not believe it will be possible for Board members to "deny, deny, deny" their way around these issues. Your only viable option is getting in front of them and shifting strategy to work with transparency to promote shareholders' interests. Part of that solution requires the Board to add Directors with skills and expertise that are directly relevant to the challenges that Assertio faces. Given the serious issues we have become aware of, however it is clear that new directors must be shareholder-appointed.

Points of Concern

After learning more about the Spectrum deal, the following are some of our related points of concern:

- 1) It has been brought to our attention that, out of what seems like a desire to avoid responsibility for its apparent failure to conduct appropriate due diligence in the Spectrum deal, the Board has not disclosed to Assertio shareholders that: A) Spectrum made false statements and submitted falsified records and clinical data related to Rolvedon (also known as Rolontis) and excluded, edited and/or covered up relevant substantive study subject safety data from a clinical trial in the material provided to the FDA and reported to the EMA, among other parties it had a duty to disclose that clinical trial data to; B) there is a very real possibility that the Rolontis BLA (biologics drug application) could be revoked due to data integrity challenges resulting in not having the statistically significant number of evaluable study subjects with complete data. Among other issues (as is also generally alleged in public court filings):
 - Although Spectrum's CRO reported for 6+ months that Spectrum's protocol-required blood draw data showed oncolytic blood blasts, Spectrum itself never reported or disclosed those results to the FDA, EMA, or even the study subjects. This is an apparent lie through omission, equivalent to providing false data to the relevant drug licensing authorities.
 - In contravention of standard industry practice, the Phase 3 trials for Rolontis did not collect aliquot blood samples, without which it is impossible for Assertio to demonstrate that Rolontis

was not the root cause of the blood blasts. Under such circumstances, the Rolontis BLA is vulnerable to revocation, at any time, as a result.

- If the data that Spectrum submitted to win approval of its BLA was fraudulent (as is apparent to us now), this means that Spectrum, now a subsidiary of Assertio, has evidently defrauded the U.S. Medicare system. False Claims Act lawsuits have been filed, and won, on flimsier grounds.
- 2) Another “gift” to Assertio shareholders, resulting from the Board’s acquisition of Spectrum, is the class-action suit involving Spectrum’s investigational drug, poziotinib. On January 23, 2024, Judge Valerie E. Caproni ruled that shareholders had adequately alleged actionable misstatements regarding Spectrum’s alignment with the Food and Drug Administration on dosage for the study and patients’ enrollment status.”¹ All too similar to the issues with Rolvedon, and also missed in due diligence prior to the Board’s agreement to acquire Spectrum.
 - 3) The Company’s most recent proxy statement indicates that members of the Board collectively own 0.78% of outstanding shares. It is suspicious that the Board A) appears to have material negative information, B) failed to disclose that information to Assertio’s non-insider investors, C) holds a minuscule level of stock, and D) members have refrained from any material purchases of Assertio stock for years (Ms. Mason’s ~\$25k share purchase on June 5 does not move the needle on this issue). Doubts are raised about the Board’s commitment to creating value given that directors’ limited shareholdings and close to \$0 cost basis means they face negligible actual loss if they act improperly and to the detriment of shareholders.
 - 4) In our previous letter (dated April 22, 2024), Buxton Helmsley indicated its belief that Assertio’s disclosures to shareholders are minimal and inadequate. No information provided by Assertio to date has dissuaded us from that view, and the further information we have obtained has only reinforced our view that Assertio’s disclosures are woefully deficient. We will be responding shortly, under separate cover, to the Company’s May 6 letter to BHG.
 - 5) There are numerous inconsistencies and contradictions in the information that Assertio is providing to investors that must be reconciled. On this point, we leave it in your hands to determine if you will invite BHG into the boardroom to help ensure these issues are remedied, or if we must take these matters to shareholders.
 - 6) Since our last engagement, BHG’s concern that a financial restatement will be required has grown. It is apparent this leadership utterly failed to conduct adequate due diligence to uncover the evidence A) that Rolvedon (as currently licensed) is an apparent product of fraud, or B) that Spectrum was worth a much lower value than initially considered by this Board.
 - 7) It seems clear the Board did not engage in appropriate due diligence of Spectrum prior to closing the deal. In light of the recently revealed strategy to diversify Assertio’s portfolio, we believe that shareholders are legitimately concerned of another poorly-researched transaction. Assertio, with minimal due diligence, should have seen that Spectrum’s Rolvedon biologic had a history of red flags involving 3 BLA submissions (2 prior BLAs failed; and one received an FDA Complete Response Letter rejection). Whether the flaw was in failure to uncover Spectrum’s history, or failure to properly understand the implications, the Board’s strategic priority should be reassuring shareholders that it has

¹ Bloomberg – “Spectrum Cancer Drug Trial Fraud Allegations Proceed After Trim” (January 23, 2024): <https://news.bloomberglaw.com/health-law-and-business/spectrum-cancer-drug-trial-fraud-allegations-proceed-after-trim>

added the experience needed for proper oversight, not figuring out what other assets it would like to own.

- 8) Assertio's pre-Spectrum portfolio was comprised solely of pharmaceutical drug products. In acquiring Spectrum, Assertio acquired its first biological product—Rolvedon (Rolontis). The Board must add a Director with experience in biological product manufacturing and regulatory compliance.

Buxton Helmsley's Prescription for Assertio

The Assertio Board needs additional expertise in multiple areas that is clearly not available from the current Board members. We believe that Assertio shareholders require and would respond well (just the same as Fossil investors did, upon the board reaching an accord with BHG) if the Board added relevant expertise that it clearly lacks in (among other areas) accounting, capital markets, due diligence, and disclosure. We are additionally concerned that the current makeup of the Board means that it is unable to navigate these issues like a vested shareholder would. For example, we doubt that director who was affiliated with a substantial shareholder would be comfortable with offering money for whistleblowers' silence.

On the subject of the Board's makeup, we note that Director McKee: 1) received the lowest support from shareholders at the 2024 Annual Meeting; 2) was unable to ensure that appropriate and sufficient due diligence was applied to the Spectrum acquisition, despite his role as the Board's resident financial expert (at that time); and 3) has experience and expertise that are redundant with those of Director Emany.

In light of Spectrum's actions prior to being acquired and Assertio's adjustment to the value of its intangible assets following the Spectrum acquisition, the Board must also add a director with experience in fraud litigation (BHG has already presented a very qualified candidate, Deirdre O'Connor, whom we would be happy to bring to the meeting with Chairman Staple).

Finally, shareholders require a director at the table who represents shareholders' perspectives and interests through ownership of shares—i.e., actual skin in the game. That shareholder with actual skin in the game is BHG, having a beneficial interest in more shares of the Company than current directors, and shares we actually purchased with our own capital—not shares simply handed to us.

Though the Board has refreshed itself slightly and appointed a new CEO (for clarity, we are underwhelmed by the market reaction to announcement of O'Grady's appointment), these changes do not ameliorate our concerns, and Assertio continues to operate with inadequate disclosure to shareholders and a strategy that could best be described as "hope we don't get caught." You have been caught. A director's denial of the reality they are facing does not absolve them of complicity in such matters.

The Company's apparent attempts to buy whistleblowers' silence has the secondary effect of confirming that the Board is aware of these points. Board members, your window for remedying this correctly is closing, and if you continue on the current path you will be liable for perpetuating a coverup of the Spectrum mess. BHG already has ideas as to how to legally maneuver for the protection of shareholders in this situation, close off liability, and spin this negative situation so that shareholders can emerge better off than before, but we—of course—need more clarity from the inside before those plans can be concretely put on the table.

We look forward to the Board's prompt response, but in anticipation of the possibility that the Board is unwilling to immediately initiate discussions to reach an accord, BHG has shifted a block of our equity holdings onto the books of Assertio's transfer agent, in preparation for formal demands for production of Assertio's books and records under Section 220 of Delaware General Corporate Law. If we do not receive a prompt response, we will direct our outside legal counsel to issue those demands. We also reserve the right to issue such books and records demands publicly. Among other books and records (this list is non-exhaustive), BHG will be demanding the production of items related to:

- Communications and documents relating to “settlement offers” made to certain whistleblowers, in return for expected silence;
- Documentation related to payments made to certain doctors associated with Assertio and Spectrum, including Dr. Vacirca;
- Documentation and communications related to the Board’s evaluation of due diligence materials in support of its determination to proceed with the Spectrum acquisition;
- Documentation related to insurance coverage for the Spectrum acquisition;
- Records related to the intangible asset impairment charges for the financial reporting periods of Q3 2023 and Q4 2023;
- Communications relating to the pending litigation between the Company and certain whistleblowers;
- Communications and documents related to insurance coverage (and possible denial of coverage) of opioid-related claims asserted against the Company and its subsidiaries;
- Documentation related to insurance contracts expected to cover pending opioid-related claims asserted against the Company;
- Communications (including between the Company and Darrow Investor Relations) related to BHG and its correspondence/inquiries since April 22, 2024; and
- Communications, documents, and agreements entered into by the Company, with relation to the “retention mechanisms” referred to as part of Item No. 10 within BHG’s April 22, 2024, letter to the Company (that includes, but is not limited to, communications between the Company and its retained “nationally recognized compensation advisor”, as mentioned in the Company’s May 6, 2024, letter to BHG).

Again, we have been contacted by multiple whistleblowers to corroborate the legitimacy of the issues we are raising in this letter. The fact that we found this information with minimal effort, yet the Board collectively failed to discover it pre-Spectrum acquisition, underscores why you need BHG at the table. It is your choice whether we reach an agreement peacefully or are forced to operate under “scorched earth” policy to forcibly obtain representation on the Board.

We look forward to the Board’s immediate reply to this correspondence and speaking with Chairman Staple shortly. We can confirm that we are committed to change that will catalyze value for Assertio shareholders. If necessary, we are prepared to take our concerns directly to shareholders and let them decide which directors will best represent their interests. If it comes to a contest, in consideration of what BHG has learned about this Board’s activities “behind closed doors”, we anticipate it will be easy for our fellow shareholders to choose BHG over the Board.

Very Truly Yours,



Alexander E. Parker
Senior Managing Director
The Buxton Helmsley Group, Inc.

