BUXTON HELMSLEY
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August 20, 2024

Assertio Board of Directors – All Members
c/o Mr. Sam Schlessinger
Assertio Holdings, Inc.
100 South Saunders Road, Suite 300
Lake Forest, IL 60045
sschlessinger@assertiotx.com

Dear Assertio Board of Directors (the "**Board**"):

The Buxton Helmsley Group, Inc. ("**BHG**" or "**we**") hereby addresses the Board alongside our legal counsel, Blank Rome, who has been engaged with respect to BHG's contemplated derivative action against the Board (that is, provided, the Board continues its inappropriate response). BHG, through [redacted], is simultaneously presenting our pre-litigation demand, pursuant to Section 220 of the Delaware General Corporation Law, prior to the commencement of such legal action. That contemplated litigation is set to include the pursuit of causes of action such as breach of fiduciary duty and fraud. It is important for the Board to note that BHG will not incur expenses related to this potential litigation, and our related decision-making process will, therefore, not be impacted by any delaying tactics.

The purpose of this letter is to ensure that the members of the Board understand that the litigation we are contemplating should not be underestimated and that the currently planned derivative action is not the only imminent risk of this Board's continued refusal to resolve these matters with BHG.

If the Board continues to ignore BHG's concerns about Board composition (among other concerns), BHG will be forced to proceed with the derivative litigation. As explained below, the Board will lose its leverage to negotiate a settlement with BHG once any litigation is filed. It is your choice, but it is not a choice we would advise. The Board's unresponsiveness to BHG's communications, in our view, signifies complicity in concealing Spectrum's evident past and ongoing fraudulent activities (especially after this letter), and we are more than confident we will be far from alone in that view. We are deeply concerned by the Board's decisions, which have forced BHG to adopt increasingly aggressive actions in place of negotiating a peaceful resolution of the issues at hand. It is evident that the Board lacks the expertise to navigate this situation and has failed to prioritize the interests of those to whom it owes a fiduciary duty, Assertio's stockholders, instead succumbing to personal conflicts of interest.

Chairman Staple has repeatedly ignored requests to engage in substantive discussions, blowing the opportunity to address concerns or potentially restore his reputation in response to the public statements BHG was forced to proclaim in the face of his inappropriate silence (statements even shared with Mr. Staple in advance). Such closed-mindedness of fiduciaries (Mr. Staple refusing to *even fully hear* BHG's alarming, evidence-based discoveries of Spectrum misconduct and our according initial value-creating proposition for means of avoiding

a likely catastrophic liability across the capital structure, even at the parent company level) is entirely inappropriate and conflicts with the spirit of the Board's duty to maximize stockholder value. Indeed, in this case, the Board's actions risk the substantial (if not *entire*) destruction of stockholder value. Courts, proxy advisors, and stockholders will see from the Board's actions (and inaction) that BHG exerted itself, again and again, to find a collaborative solution, while the Board did utterly nothing.

This is the Board's final opportunity to begin acting responsibly.

The following paragraphs contain an outline of BHG's plan to shield Assertio stockholders from Spectrum's apparent fraud-related liability. Prior to focusing on BHG's plan, however, we believe it necessary to address a few matters related to the Company's recent August 7, 2024, Form 10-Q filing (the "**August 7 Form 10-Q**") and same-day earnings call:

1) We have been made aware the Company (and even Brendan O'Grady, in recent days) has continued to receive further evidence of tampered clinical data related to Rolvedon, among other related issues, yet—within the August 7 Form 10-Q—*still* did not disclose any of these issues to investors (to then also fail on disclosure of those issues to potential investors/counterparties, even as the Company discussed further transactions being actively contemplated on the August 7 earnings call). Absent these disclosures, we believe the Company's quarterly report is materially misleading, both due to the effects of these matters on the Company's asset values and the contingent liability exposure not represented under GAAP financial reporting (though, the Company already made clear through prior conversation with BHG that it was ignorant as to disclosure obligations not ending where GAAP reporting would leave a misleading, uninformed picture for investors, absent such additional disclosure). This information, which was failed to be disclosed to the SEC and Assertio investors, yet again, is something of which a "prudent investor ought reasonably to be informed", constituting yet another apparent violation of Regulation S-X (*see* 17 CFR §§ 210.1-02(o) and 210.4-01(a), among other relevant sections). We also believe these omissions from the Company's August 7 Form 10-Q filing result in evidently false certifications (pursuant to 18 U.S.C. § 1350) of that quarterly report, by Messrs. O'Grady and Patel (particularly, we believe Item No. 2 of the annexed certification exhibits to have been a false certification, given such apparent material omissions and failures to disclose);
2) On the Company's August 7 earnings call, Mr. O'Grady highlighted "due diligence" capabilities for future transactions, yet apparently, the Company—even with Mr. O'Grady present—is *still* conveniently blind to glaring integrity issues related to *current* assets, even as evidence of such significant issues is being continually brought before this leadership (and even Mr. O'Grady, personally). Such a claim of due diligence abilities (required for avoidance of further M&A debacles), even with Mr. O'Grady now present, is then not even slightly convincing. This leadership cannot even figure out glaring integrity issues with its *current* assets (let alone future possible assets), even as evidence of such asset integrity issues is being spoon-fed to you all; and
3) Amended bylaws were included as an exhibit to the August 7 Form 10-Q, which—given the particular amendments related to stockholders requisitioning a special meeting—made apparent the Board is, indeed, fearing an uprising of those who hold the power to elect and remove/replace the Board. Through these amendments, the Board has now, however, clearly illustrated that its response to a fear of imminent shareholder intervention is apparently to plot against those who elected them into office, which reinforces our belief that this Board cannot even most basically be trusted by Assertio stockholders.

We will add, after review of the August 7 Form 10-Q, it is even more apparent the Company is being advised by incompetent counsel, given its failure to include very standard disclosures under the circumstances, among

other issues. For instance, it is "Corporate Disclosures 101" that a company requires the inclusion of a disclosure regarding stockholder activism after an activist enters the scene (if such a basic disclosure was not made already, under certain circumstances), let alone notices intent to nominate directors and run an according proxy contest, which will soon force Assertio to expend a material amount of capital—an imminent risk (entirely unnecessary, but required due to the inappropriate actions of this Board) to the Company's resources if this Board fails to engage BHG and soon faces that proxy contest we have already noticed is to shortly come. The Company's failure to include such a basic, common-sense disclosure makes clear the Board has absolutely no idea as to the blind spots in legal advice it is relying on, to then also make very apparent the Board has no conception of the liability risk it is being exposed to as a result of such a clear lack of competent counsel. That lack of sound legal advice also stands to harm Assertio investors, which we will not stand for.

Reverting focus back to BHG's plan, on a basic level, the plan involves Assertio acting as the *qui tam* relator in a False Claims Act ("**FCA**") action against its legally distinct Spectrum subsidiary. Assertio is a qualified "original source" under the FCA, given its unfettered access to Spectrum's internal records, including communications/records protected by the archiving requirements of the Sarbanes-Oxley Act of 2002, which were/are duly required to be preserved post-BHG's litigation hold notice issued July 23, 2024.

In similar cases, parent companies have experienced devastating financial repercussions where they did not expediently disclaim participation in an affiliate's unlawful conduct. By serving as the *qui tam* relator in an FCA action filed against Spectrum, Assertio would be positioned to improve value for stockholders (and disclaim parent company participation in the evidenced Spectrum fraud), through several avenues:

1) Assertio would have standing to receive a substantial bounty for exposing the issues at Spectrum;
    a. The potential bounty for Assertio would advantageously be calculated from the time of wrongful acts, which predates Assertio's acquisition of Spectrum;
    b. Assertio would be better positioned to influence any potential settlement with the U.S. government (through the U.S. Department of Justice, in the context of an FCA action), potentially increasing the bounty paid to Assertio in the event of a larger settlement;
2) Placing the Spectrum subsidiary under bankruptcy protection would position Assertio for obtaining a full discharge of liability (both asserted and unasserted claims), likely also streamlining resolution of the FCA action. Assertio would act as a "stalking horse" bidder —using the funds received as part of any FCA bounty— to acquire (or, technically, re-acquire) Spectrum's assets through an auction, free-and-clear of liability (not only as to government claims, but also potential patient- or study subject-related claims, which may soon be asserted), pursuant to Section 363 of the U.S. Bankruptcy Code (any bankruptcy sale closing obviously subject to resolution with the FDA over these matters, to ensure no lingering post-sale liability related to Spectrum's assets);
3) As part of the Spectrum bankruptcy protection, this Board would indirectly oversee the Spectrum bankruptcy estate's prosecution of adversary proceedings (initiated as part of the bankruptcy proceedings) against liable parties (including the pre-acquisition Spectrum board of directors), to maximize the assets available for distribution as part of the Spectrum bankruptcy estate. Such pursuit of causes of action via adversary proceedings also would enhance the chance of positive net assets remaining as part of the Spectrum bankruptcy estate, for the further benefit of Spectrum's equity holder, Assertio. Even if Spectrum ultimately does not entirely satisfy the U.S. government's claim as part of the FCA action, Assertio would still stand to receive a portion of additional assets obtained through pursuit of adversarial proceedings. This course of action is clearly required to be undertaken, in light of the Board's fiduciary duties to Assertio stockholders;
4) By taking these steps, the Board would, in large part, stand to reverse the previous harms resulting from the Spectrum acquisition; mitigate further damage to shareholder value; ironically, capitalize on

the Spectrum debacle for the benefit of Assertio stockholders; and diffuse all possible personal liability of the Board in the process. It should be firmly noted that Dr. Vacirca has an obligation to recuse himself from the Board's consideration of this plan of action, given the probability that he will be named in lawsuits against Spectrum's pre-acquisition board of directors; and

5) Above all, Assertio stockholders would retain ownership of Spectrum's assets, with all prior liability risk discharged, and this would avert the likelihood of devastation at the parent company level that would result from an FCA action that names Assertio as a joint defendant.
6) Additionally, this course of action would also position for obtaining a discharge of liability for the Board, shielding directors from most any personal liability in these matters (of course, such release language would need to be negotiated for maximum coverage and durability).

Should Assertio choose to follow BHG's recommended course of action (entering into a cooperation agreement with BHG, simultaneous to Assertio's pursuit of an FCA action against Spectrum), BHG would be happy to attempt persuading Ms. Kellie Moore to voluntarily dismiss her personal litigation against Spectrum, in exchange for a share of Assertio's eventual FCA bounty and reimbursement of her legal fees; that is, in return for her support during the FCA litigation, including sharing her extensive trove of (Spectrum-related fraud) evidence (all of which, apart from public documents, BHG has declined to view, but has directed the whistleblowers to share with BHG's legal counsel for safekeeping) with Assertio, which the Board has irresponsibly failed to request from her.

As an Assertio shareholder, we view this outcome as much more favorable when compared with the anticipated result if the whistleblowers (Ms. Moore and/or others) lose patience (which we can already see is rapidly happening) in the face of the Board's refusal to cooperate with BHG, and decide to pursue the FCA action independently, which would strip Assertio of its opportunity to secure "first-filer" status as a *qui tam* relator in an FCA action against Spectrum. Furthermore, from the perspective of a shareholder, the Board is required to comply with its fiduciary obligation by working to mitigate all possible liability resulting from Ms. Moore's lawsuit against Spectrum.

As an aside, we feel obliged to share that our interactions with Ms. Moore and her fellow whistleblowers have made it clear to us that their continued pursuit of actions against Spectrum is driven by their commitment to patient safety. Contrary to the Company's portrayal, these whistleblowers (including Ms. Moore) are not the villain, but rather, honorable advocates for the well-being of patients that have been forced to continue action due to Spectrum's pervasive disregard to patient safety, now apparently being enabled to continue by this Board.

* * *

The above represents the basic framework of BHG's plan for resolving these most pressing issues that Assertio faces. It is worth noting that BHG has an experienced, qualified law firm that we are more than confident would be interested in handling the FCA filing for Assertio. There is no reason/excuse for this Board not to take immediate action, and your fiduciary duties obligate you to do so without delay.

Even if the Board begins to implement the actions suggested by BHG, our concerns regarding the composition of Assertio's Board will remain unresolved. By choosing to proceed with our recommended course of action, the Board will demonstrate its acknowledgment that there is a need for BHG's expertise at the table. It is also clear to BHG, given the recent history of our interactions with Assertio, that additional oversight from new, unquestionably independent directors is required to ensure that any personal conflicts of interest are consistently set aside for the benefit of investors. We would prefer not to have to intervene again to ensure that the Board's actions are aligned with Assertio stockholders' interests. Investors cannot trust the incumbent

Board without additional oversight, given its ongoing failures to act responsibly and swiftly. As we have said before, the time for the Board to act responsibly on its own has long passed.

BHG, as an experienced activist investor, has a productive working relationship with the directors at Fossil, for instance. If we reach a cooperation agreement, you can rely on us to abide by it in letter and spirit, just as we have with Fossil. Under the current circumstances, the Assertio Board's refusal to engage has left us no choice but to threaten a derivative action against the members of the Board due to the Company's risk of imminent irreparable harm under the circumstances (at any moment, an FCA action could be filed against the Company over these issues that are, shockingly, already in the public view). The Company just had an unrelated FCA action unsealed days ago, and it cannot afford the risk of another. This Board has a fiduciary duty to prevent that from happening where it is given an opportunity to avoid it. The cornerstone of BHG's work is to protect investors, and unfortunately that involves being confrontational when it becomes evident to us that directors do not share the same objective, even if they claim otherwise.

* * *

Directors, you have a seven (7) day window to choose to cooperate with BHG for resolution of these issues. It is clear to us that cooperating with BHG is the Board's best option, not only for retaining its seats, but also avoiding personal liability. The filing of an FCA action (against Spectrum) by anyone but Assertio itself, coupled with the Board's failure to promptly address the detailed concerns we've raised about the integrity of Spectrum's assets, and inappropriate response to whistleblowers (among other issues), will likely lead the FDA to require refreshed leadership (whether outright stated, or if they simply delay resolution of Company matters until it happens) before issuing **any** requisite approvals (for Rolvedon or otherwise).

BHG made the decision to share its views with the Board in advance of any litigation notwithstanding the risk that you would choose a half-measured approach, moving forward with an FCA action against Spectrum but refusing to refresh the Board's composition. **If the Board is unwilling to enter into cooperation-related discussions with BHG by August 27th, 2024, we will inform the whistleblowers that we believe there is no chance of a cooperative resolution and that they should *immediately* proceed as they deem appropriate and in their best interest.** We expect that Assertio (not just Spectrum, but the parent company, too) and this Board would then be included as joint defendants in any litigation to be filed around these matters, given your failure to prevent the ongoing apparent fraud, not to mention such then-apparent complicity after this letter. If the Board adopts the proposed plan but refuses to cooperate with BHG, we will, among other appropriate responses, be inclined to share with our fellow investors that the Board only pursued such action after this letter, after falsely claiming ignorance to these matters and, days later, "coming clean" as to knowledge, but proclaiming no merit to the alleged issues.

If the Board fails to pursue BHG's proposed course of action, it is our view that charges of securities fraud are also then ripe due to the failure to disclose these issues and the continual assertion that the Company is "well-funded", for instance. Assertio's management and Board are aware (whistleblowers having provided evidence for nearly a year or more, at this point) of the risk that an FCA action could target Assertio, rather than just targeting Spectrum alone, not to mention the effects these issues have on Spectrum's asset values (and Assertio, if included as a joint defendant). In reality, if anyone other than Assertio is the *qui tam* relator for the FCA action, the Company will far more likely than not be "hopelessly insolvent" due to such massive apparent tort liability (the evidence of those circumstances have long been known by this Board and management), rather than "well-funded". There is no defense for turning a blind eye to the reality of imminent insolvency risk without adoption of BHG's course of action—this Board and management's "head in the sand" approach to

these matters still, in our view (and we can bet most everyone except this leadership will agree with us), constitutes apparent securities fraud.

In engagement with BHG, Ajay Patel apparently opted to conceal the reason for the Spectrum write-down. He made other significant apparent misrepresentations and omissions within/alongside financial statements related to these matters (and, we have pointed out even further misrepresentations and omissions within this letter, with relation to the August 7 Form 10-Q). He was unwilling to identify (for BHG) the "triggering event" that necessitated the Spectrum write-down for BHG, and the true basis for the Spectrum write-down was not disclosed in SEC filings. We now know why. It is also apparent to us now that Mr. Patel misrepresented the primary "triggering event" related to the Spectrum write-down within SEC filings, clearly contriving a half-cocked basis for the impairment charge as a means of concealing the *real* "triggering event", which was one of the red flags that drew BHG to this entire situation. It is clear to us that Mr. Patel has a role in this ongoing apparent deception of investors amounting to now-apparent securities fraud. The only path we see by which the Board will not be held responsible for failing to oversee Mr. Patel, and the only way that Mr. Patel could potentially emerge favorably from this situation, is the Board's immediate cooperation with BHG for means of resolving these issues. The Board's continued "head in the sand" approach to these matters is putting Mr. Patel's entire career at risk, and we are, therefore, shocked Mr. Patel is still standing around. Absent the Board's immediate cooperation with BHG, we would give Mr. Patel our genuine advice being that, if we were in his shoes, we would immediately resign; that is, to maximally signal the Board to have been the real driving force of this now-apparent fraud, instead of Mr. Patel.

This Board's refusal to engage with BHG indicates to us that it does not at all recognize the magnitude of its errors in judgment, so we believe it necessary to clearly spell out the consequences of further critical lapses in judgment when it comes to dealing with BHG over these issues:

1. We have given the Board a course of action that could—if immediately undertaken—prevent the whistleblowers from filing an FCA action against Assertio and its directors. Given the "first-filer" nature of the FCA *qui tam* system, this is a straightforward defensive act of self-preservation. By recklessly choosing to allow the whistleblowers to file an FCA action first, we believe you would quickly see yourselves having—after this letter—opened the floodgates to massive personal liability exposure via additional class-action (and/or further derivative) litigation.

2. Having received this letter, the Board's then-apparent participation in the Spectrum fraud raises severe doubt that Assertio's D&O insurance policy will cover the Board's liability exposure, absent an immediate response in line with BHG's recommendations. If Assertio's D&O policy provider for some reason does not contest the claims, the policy will likely be rapidly exhausted, nonetheless (the FCA statutorily provides for the award of treble damages, which would almost surely and quickly exceed the coverage of Assertio's D&O policy).

3. Should the Board reject BHG's offer to negotiate a cooperation agreement, the derivative action against this Board will imminently proceed due to such a risk of imminent irreparable harm. The members of the Board will then stand to face the likelihood of full-blown personal liability risk exposure for any FCA action consequences that could have been avoided. Ask yourselves, directors: Why would a jury/judge deliberating on an alleged breach of fiduciary duty in this situation ever decide that such FCA liability should be borne by anyone but this Board and management, when you were given such an opportunity to prevent Assertio's liability with this letter? It is unlikely raising an "I had my head in the sand" defense will get you very far.

So, Board members, you face a choice: Would you prefer to voluntarily enter into a cooperation agreement with BHG as a means of resolving these issues, or would you rather face our relentless pursuit of recompense for your failures?

Absent the Board's immediate correction of course after this letter, you will—in our view—be facing a truly "perfect storm" for likely rampant, out-of-pocket personal liability to be had, given the confluence of factors including:

a) Indemnification funds not being available for the Board with relation to BHG's derivative litigation (Delaware law precluding indemnification for directors facing derivative litigation);
b) An insolvent company (if the whistleblowers file an FCA action after this letter, then also naming the Assertio and Board as joint defendants due to such then-apparent demonstrated involvement, especially after this letter), where—if further class-action suits follow (as we believe will be a given, between class-action suits to be initiated by investors and those having received Rolvedon)—indemnification funds would be unavailable for this leadership under the circumstances of an insolvent enterprise (the Board being a mere unsecured creditor, at that point), and having firmly demonstrated such then-apparent bad faith conduct (bad faith conduct of fiduciaries also precluding indemnification under Delaware law, beyond the circumstance of insolvency); and
c) A swath of strong and oversized claims against the Board due to such then-apparent (after this letter) involvement in the Spectrum fraud, related breaches of fiduciary duty, among other causes of action, with statutory treble damages under the FCA almost certainly likely to exhaust the Board's D&O insurance coverage; that is, if any such possible coverage were to even apply after this letter. **Every member of the Board should ask itself:** Why would Assertio's D&O insurer cover even litigation expenses, let alone a settlement or judgment, where this leadership was consistently spoon-fed evidence of fraud, turned a blind eye to it all along, falsely feigned ignorance as to the issues, then refused to speak to a stockholder about the issues, and even failed to disclose the issues within SEC filings thereafter? We believe that would be called this Board praying for a miracle.

The Board's personal liability exposure in this situation renders a proxy contest the *least* of this Board's worries. If we are required to file the imminent derivative action against this Board, we will then—as the representative plaintiff—be in a position to demand sizable personal payments from all current members of the Board as part of any settlement. The Board well knows the probability of a massive judgment against it over these matters, not to mention that any concealment of such matters from investors—even as evidence of the matters are continually being brought to your attention by whistleblowers and investors—would be hard to be viewed as anything but intentional misconduct by those who would be deliberating a verdict in BHG's imminent derivative action. The Board would be wise not to call our bluff on the front of demanding personal payments as part of a settlement if we are required to file the derivative action.

Given the Board's magnitude of errors in judgment so far, we also wish to clarify any doubts that BHG would recommend to the whistleblowers that they possibly pursue an FCA action independently. Rest assured, BHG has proactively identified contingent routes to ensure we emerge very favorably from this situation (as is our fiduciary duty to our own investors, especially given the precarious position this Board is putting Assertio's investors in, including BHG), even if this Board allows the whistleblowers to imminently become the *qui tam* relator in an FCA action.

To reiterate, the impending litigation is the result of the Board's refusal to engage. You have left us no alternative. Directors, if any of you support cooperation with BHG, yet that path is obstructed by other Board members, you should speak very bluntly to your fellow Board members. We find it unconscionable there is not

one Board member (if not multiple) who realizes how irresponsible this Board's conduct has been, not to mention the personal liability risk you are exposing yourselves to as a result.

* * *

BHG's primary objective is to defend and help the Company enhance stockholder value, in alignment with the fiduciary duty of this Board. In the absence of a means to do so in cooperation with the Board, and in the face of substantial risk to shareholder value that the Board and management refuse to publicly acknowledge, the Board has left us no alternative but to institute derivative litigation, in addition to informing the whistleblowers that the Board has no interest in preserving these claims against Spectrum under the FCA (the Board then allowing the whistleblowers to independently pursue an FCA action against all parties deemed to be jointly culpable, which is not in the interest of the Assertio stockholders already harmed by the admitted nine-figure value over-consideration allocated to Spectrum at the time of acquisition).

Absent a determination by the Board to reverse course and cooperate with BHG for means of resolving these issues, it is—in our view—highly improbable that this Board will convene another annual meeting outside of bankruptcy. We will add, if this Board's course of action so far has been based on BHG's ownership percentage, that is a substantial error in judgment, putting it lightly. This Board's personal liability exposure from enabling an apparent fraud does not scale based on BHG's ownership (nor that of any other stockholder), but rather the probability that the Board will face our derivative litigation hinges on its cooperation with us.

Lastly, we are providing notice to the Board that BHG has—in the past week—filed a complaint with the Attorney Registration and Disciplinary Commission of the Supreme Court of Illinois due to Sam Schlessinger's evident misrepresentations and false statements to investors, based on:

a) Mr. Schlessinger's false claim of ignorance of these matters in correspondence with BHG. Mr. Schlessinger only "came clean" as to his knowledge of the matters, days after claiming no knowledge, once BHG clarified that we knew that the whistleblowers themselves had made him aware of the issues long before;
b) Mr. Schlessinger's false statements were an apparent attempt to further conceal the fraud at Spectrum from investors; and
c) Given the aforementioned, which is arguably a conspiracy in the matters occurring at Spectrum, we are confident the Supreme Court of Illinois will conclude that Mr. Schlessinger's actions are contrary to the ethical obligations of those licensed to practice law in the State of Illinois.

Mr. Schlessinger's evident false representations and statements to investors constitute clear grounds for termination with cause. We believe this Board also has a *fiduciary obligation* to terminate Mr. Schlessinger *for cause*, as it would be a dereliction of the Board's duty of care to allow possible payment of any further compensation, including severance, to an executive who actively misled the investors that would be footing the bill for such a "parting gift". Any such inappropriate compensation to Mr. Schlessinger would present *yet another* breach of fiduciary duty ripe for inclusion in derivative litigation against this Board. Prior to the allowance of any possible severance payment, the Board should imagine those funds being returned to the Company out of the Board's own personal pockets, as we are confident that is what will end up happening. Again, why would your D&O insurer not contest coverage where a board handed a parting gift to an executive who made false statements to investors, when the Board was aware of the circumstances and given warning that it needed to appropriately terminate the executive for avoidance of what would be an entirely inappropriate severance payment (which would constitute not even remotely good-faith decision-making by fiduciaries)? If anything, Mr. Schlessinger should have previous compensation clawed back.

Furthermore, considering the likely now-imminent investigation and potential discipline of Mr. Schlessinger by the Supreme Court of Illinois, the Company's continued employment of Mr. Schlessinger could easily be interpreted as the Board's allowance of (further) willful material harm to investors, including the potential harm to investors resulting from the appearance of improprieties across the Company's leadership. Continued retention of Mr. Schlessinger would signify that this Board condones such evident false representations to investors, then shedding light on the Board's own then-apparent ethical shortcomings. Ask yourselves, Board members, how will ISS and Glass Lewis view your continued retention (and lack of oversight) where executives have evidently misled investors? Mr. Schlessinger's continued employment by Assertio also substantially increases the likelihood of material increases in Assertio's insurance premiums, as a result of the investigation and potential punishment of Mr. Schlessinger for his actions. It is apparent to us that Mr. Schlessinger cannot even abstain from creating his own likely personal liability, much less substantially increase the probability of liability for Assertio as a result of his "response" to these issues, which is clearly not Chief Legal Officer "material". Not in the slightest.

* * *

As a last note, the Board is obligated to—as part of a "notice of circumstance"—provide a copy of this letter, all previous communications to/from BHG, and all communications with whistleblowers including Kellie Moore (we do not have to name each of the other whistleblowers for the Board to realize what communications would present possible material liability for insurers, in addition to all other Company-possessed evidence validating the whistleblower allegations). The Board is also obligated to turn over all those same items to its auditor, Grant Thornton. We believe Grant Thornton will take great issue with the Company also failing to disclose Ms. Moore's litigation with Spectrum, given the material risks it presents for the Company as a whole (the risk related to those issues is not contained to just that particular litigation, but the effects of the matters being litigated overflow to present even further risk outside of that particular litigation). In the event BHG is required to file its derivative action against the Board due to a continued lack of cooperation, we will not simply trust the Board to have turned over all such items to Grant Thornton. Given our lack of trust, we will have no choice but to personally turn over all communications to Grant Thornton, in addition to the whistleblowers doing the same. We cannot trust this Board to responsibly and honorably act on its own.

If we have not heard back that the Board intends to enter cooperation discussions/negotiations by the end of the day on August 27th, 2024, we will be forced to immediately proceed as stated above, and you can count on it. You will, again, lose all leverage you may currently have to negotiate with BHG after the filing of the derivative suit, as the FCA action would also already likely be filed. At that point, this Board will be left explaining its inaction to a coterie of stockholders, stakeholders, regulators, and others.

For the avoidance of doubt, BHG respectfully reserves all rights and waives none.

Very Truly Yours,

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

Cc: Mr. Peter Staple, Chairman
Mr. William T. Mckee, Director
Ms. Heather L. Mason, Director
Dr. Jeffrey L. Vacirca, Director
Mr. Sravan K. Emany, Director
Mr. Sigurd C. Kirk, Director
Mr. Brendan P. O'Grady, Director and Chief Executive Officer
Mr. Ajay Patel, Chief Financial Officer
Mr. Matthew Kreps, Investor Relations Officer
[redacted]