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September 27, 2024

Assertio Board of Directors – All Members
c/o Mr. Sam Schlessinger
Assertio Holdings, Inc.
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Dear Assertio Holdings, Inc. ("**Assertio**" or the "**Company**") Board of Directors (the "**Board**"):

The Buxton Helmsley Group, Inc. ("**BHG**" or "**we**") hereby addresses the Board after review of [REDACTED] ("[REDACTED]") August 23, 2024 letter to [REDACTED] (the "**August 23 Letter**"); [REDACTED]'s August 27, 2024, letter to BHG (the "**August 27 Letter**"); and [REDACTED]'s September 25, 2024, letter to [REDACTED] ("[REDACTED]") (the "**September 25 Letter**" and, together with the August 23 Letter and August 27 Letter, the "[REDACTED] **Letters**").

We will begin by saying, very affirmatively, that this is going to be the last letter the Board will receive prior to the commencement of litigation. It has become very apparent, especially after the [REDACTED] Letters, that the Board has no constructive/honorable intentions when it comes to its "engagement" with BHG (just the same as turning a blind eye to the Spectrum fraud), so we are going to waste no further time arguing nonsense with the Company, Board, and/or [REDACTED]. We have made every attempt to amicably resolve this with the Board, for which the Board has made no reciprocal effort, attempted desperate and illogical arguments (which there is no way the Company or Board genuinely believes), and has only continued its evident dishonest and deceptive conduct.

With first regard to the [REDACTED] Letters, we hereby notify the Board that we have—as a result of the [REDACTED] Letters' contents—informed the whistleblowers that we believe there is no apparent possibility of a global resolution that could resolve their claims, because this Board does not intend to change the Company's views of those whistleblowers as honorable allies rather than adversaries. Any company that views internal whistleblowers as adversaries has a severe culture issue manifested by turning a blind eye to misconduct, which fosters a culture of non-compliance. This is the Company culture the members of this Board have now created. It is apparent to us that the Company acquired an evident culture of fraud when it acquired Spectrum Pharmaceuticals, Inc. ("**Spectrum**"), and now you are apparently deciding to embrace it at Assertio.

It is clear to BHG, based on this Board's statements and actions, that the Board is deliberately failing to address this apparent fraud by choosing not to pursue claims against the pre-acquisition Spectrum board of directors and management. We anticipate that the whistleblowers will, at the earliest possible moment, follow

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through on the course that they have determined to be in their best interests, which will likely include the filing of litigation related to the Spectrum fraud.

With further regard to the [redacted] Letters, it is apparent the Board is opting to stonewall BHG's pending books and records demand pursuant to Delaware General Corporate Law ("**DGCL**") § 220, and we therefore have instructed our Delaware counsel to file suit for means of forcing the Board to turn over the books and records. The Company hypocritically claims no wrongdoing, yet are clearly fearful of BHG seeing these requested books and records. Interestingly, as well, the [redacted] Letters were a clear desperate plead with BHG to get the whistleblowers to turn over the evidence the Board (again, hypocritically) says is "baseless" and has "no merit". Since the Board laughably claims they engaged in adequate due diligence prior to the Spectrum acquisition, we are sure you already have looked at Spectrum's source records, site audit records, and examined the metadata associated with clinical data edits, deletions, etc. There is more, but you could start there (or a number of other places). The Board has a very short window of time if it wishes to actually begin complying with the law, with relation to BHG's pending books and records demand. The Board entirely ignored BHG's holdings at one of our brokers, when falsely claiming BHG held less than half of 1% of the Company's equity shares in the [redacted] Letters. We, once again, include evidence of ownership from both brokers, as of July 24, 2024. The Board is warned, if it continues to contrive obvious falsities about BHG and its interests, not to mention characterization of our motives, we reserve all rights to hold the Board liable for defamation (in the event any falsities are publicized).

While we are surprised to learn from the [redacted] Letters that the Board apparently prefers itself to be on the hook here for the evident fraud at Spectrum (rather than Spectrum's pre-acquisition board of directors and management), it is gratifying to have reached a clarity of understanding that the Board will evidently accept liability for any actions the whistleblowers (or any other party) may shortly institute against the Company with respect to the Spectrum fraud, whether allegations of FCA violations or otherwise.

BHG will neither mince words nor act in half-measures as part of the upcoming proxy contest. We have no choice but to hold the Board fully accountable with substantial evidence production to counter the Board's public statements that BHG's claims are unfounded. In the August 23 Letter, [redacted] asserts that the extensive troves of evidence in the possession of the whistleblowers to substantiate our allegations should not be publicly "broadcast", yet—at the same time—argues that we have not substantiated our allegations. The Board cannot have it both ways. When a board of directors is evident to be overseeing a fraud and misleading investors, it is absolutely necessary to broadly share evidence of that misconduct among other investors so that they understand the urgency to replace that board of directors. We believe many corporate catastrophes likely would not have occurred if whistleblowers had taken action to publicize the misconduct before it ballooned to a catastrophic level. Stockholders of those companies would have been well-served if an investor such as BHG had entered the picture and had aggressively taken all actions necessary to end the misconduct before it turned fatal, just as we are seeking to do here.

At this juncture, we would like to reach an agreement with the Board and strongly recommend that the Board, through [redacted] reach out to our counsel at [redacted] to initiate discussions. **For absolute clarity, we would expect [redacted] to reach out to [redacted] immediately, given we are now pushing forward with litigation against the Company and Board (both on the front of the pending books and records demand, and subsequently/simultaneously, derivative litigation to hold every remaining member of this Board liable for the Spectrum fraud it is now causing the Company to perpetuate, putting the interests of Assertio's stockholders in continued and increasing peril).**

BHG has learned that the whistleblowers have—in the past several days—received inquiries from the U.S. Department of Health and Human Services (the "**HHS**"), who works in tandem with the U.S. FDA through an interagency cooperation agreement, apparently now investigating the Spectrum fraud. The Board's "head in the sand" response approach is likely to be as ineffective with HHS and FDA as it has been with BHG (nor will such an approach serve the Board when the EMEA intervenes, which appears to be inevitable). The writing is on the wall, and the Board has an obligation to act to mitigate risk to stockholders, rather than just waiting for Spectrum (or even the Company as a whole) to potentially be shut down by regulators for fraud. Further, as of September 19, 2024, BHG has also learned that the U.S. Center for Medicare and Medicaid Services ("**CMS**") *also* apparently inquired with the whistleblowers regarding the Spectrum fraud matters (particularly, an inquiry from CMS' "Medicare Drug Integrity Unit"). The whistleblowers are now apparently sharing extensive evidence with those regulators in response to those inquiries (BHG has no control over the whistleblowers), since the Board failed to collect it from them. What on *earth* are you all doing? Is your goal to become the poster children for pharmaceutical and biologic fraud? As outlined in BHG's last letter to the Board, a failure to act on these matters exposes each remaining member of the Board to, as any reasonable minds would conclude, significant out-of-pocket personal liability risk exposure.

As we've said before, BHG's investment thesis is predicated on the idea that full and complete disclosure is absolutely essential to an accurate, maximized valuation. We are fully prepared to endure a possible short-term downtick in the value of our equity holdings in the Company, in the name of transparency, and are confident that our path forward will lead to long-term value creation.

With regard to the [REDACTED] Letters in general, [REDACTED] states that it represents both Assertio and the Board. It is clear to us that [REDACTED] has apparently failed to heed its ethical obligations as counsel to the Company, given the apparent hopeless conflicts of interest between the Board and the Company. In light of the Board's numerous investigative failures, including—most basically—the Board's failure to even request evidence from the Spectrum whistleblowers prior to claiming "no merit" to their allegations, [REDACTED] does not appear to be truthfully representing Assertio's interests (which would be to fully investigate and cease any possible unlawful activities), but instead is representing only the Board's (going along with a sham "investigation" that did not even collect evidence from those whistleblowers alleging the misconduct, to attempt burying misconduct, now that whistleblowers have sounded the alarm over internal misconduct the Board has apparently chosen to turn a blind eye to for an extended period of time).

It is not possible to succeed in an attempt to understand how the Board concluded that the Spectrum whistleblowers' allegations had "no merit" **without even asking for evidence from those reporting the misconduct.** Moreover, we are baffled that supposed Company counsel has not invalidated the findings of such an evident sham "investigation" where the worst possible fact-finding failures undeniably have occurred. [REDACTED] is, very clear to us, not representing the Company in these matters, despite their claim as such. It is, instead, clear to us that [REDACTED] has arguably utterly failed in its ethical duty—as the Company's supposed counsel—to investigate, verify, and fully understand these matters before supporting a certain position. Let alone, the counsel on this matter has no pharmaceutical background, which is also counter to the rules of professional conduct for counsel. [REDACTED] should be well aware that the Board's position is entirely unfounded, even just through the communications between the Company and BHG. Concluding "no merit" to the allegations of *multiple whistleblowers*, after not even having asked the whistleblowers for their evidence, is an acceptable investigation [REDACTED] is willing to stand behind?

Spectrum is evidently continuing to defraud regulators, insurance companies, healthcare providers, investors, and cancer patients. If [REDACTED] continues on this path (we highly doubt [REDACTED]' firm-wide ethics and reputation management committees would agree with what is happening here, and especially if they saw the

extensive evidence that BHG has heard exists, which the Board never asked the whistleblowers to see—the time for the Board to do so has long passed), they would then not simply be defending a client's historical misconduct; they would be providing advice that serves to *perpetuate* the ongoing Spectrum fraud ([redacted] has no plausible deniability over the sham "investigation" by the Board, where no evidence was requested from whistleblowers). If [redacted] actually conducted an investigation with adequate industry knowledge, and collected the evidence from the whistleblowers the Company is *already* aware of, it would see the issues, but there is no plausible deniability with a refusal to investigate—not even for [redacted], but they lost their chance to collect the extensive evidence from the whistleblowers now, too (no reasonable minds would believe [redacted] is capable of an adequate, impartial investigation at the Company now).

Given [redacted]' now-potential role in furthering the Spectrum fraud, through its failure to end its hopeless conflicts of interest in representing both the Board and Company, not to mention going along with the Board's sham "investigation" that failed to even collect evidence from those whistleblowers the Board claims they were investigating the allegations of, we also believe [redacted] is likely exposing itself to significant possible malpractice claims to be initiated by Assertio stockholders (that is, unless [redacted] immediately decides to heed its ethical obligations here).

Just as we earlier advised the Company, with respect to our pending disciplinary complaint against Assertio General Counsel Sam Schlessinger, we anticipate that [redacted]'s insurers would contest any malpractice (or other related) claim unless all of BHG's communications and underlying evidence related to these matters have been turned over to those insurers as part of a "notice of circumstance". It would also be entirely inappropriate for the counsel having signed off on the [redacted] Letters to—as is clear to us—prod forward with its current nonsensical position, to—as we see is inevitable—put the firm-wide reputation of [redacted] in peril, without first consulting the firm's reputation management (and ethics) committee. We highly doubt those [redacted] committees will think the firm's reputation will be aided when the FDA/HHS could—at any moment—shut down its client (partially or entirely) due to the evident Spectrum fraud and victimization of cancer patients (which [redacted] apparently is choosing to turn blind eye to as much as the Board). That, or when BHG soon is forced to lay down all of the evidence [redacted] failed to collect from whistleblowers before going along with the Board's conclusion after such an apparent sham "investigation". We are also beyond appalled that [redacted] asked BHG for the evidence the Board failed to collect, to underscore its apparent awareness of the Board's "investigation" integrity issues. The Company had the chance (which has long passed) to engage with the whistleblowers and request their troves of evidence before concluding any investigation, but utterly blew that chance. [redacted] would be wise to resign from such a client, and we very much bet the firm's reputation management and ethics committees would agree with us there.

Lastly, BHG has reviewed the presentation slide deck from Assertio's supposed "investor event" with Lake Street Capital Markets ("**Lake Street**") on August 16, 2024 (the "**August 16 Event**"). We note with suspicion that, as opposed to its standard practice of issuing a press release for investor events at which management is presenting, the Company *for some reason* decided not to broadly announce to investors that it was participating in the August 16 Event. We believe that the only reasonable conclusion for this deviation from the Company's normal practices would be that the Company selectively invited a limited set of parties to whom it wished to express inaccurate and misleading statements about BHG. Why else would the Company not wish for their broad investor base to attend an event with messaging supposedly meant for investors? We can only infer that the Company apparently chose to speak about BHG in front of a select audience rather than via a broadly disseminated press release because the members of this Board are well aware BHG has caught them red-handed, and because you know that any response to BHG's allegations attempted by the Company on August 16 would have been disingenuous. So, did the Board attempt to spread further inaccurate and

misleading information to investors through an unadvertised "investor event"? This incident serves as yet another demonstration of the Board's opposition to transparent disclosure.

The Company's written statements in the August 16 Event presentation deck already include false statements about BHG. For instance, the Company stated that BHG is only communicating with one whistleblower, which the Board clearly knows is false, given that the August 23 Letter repeats our mention of "*whistleblowers*" (plural) (though, in the September 25 Letter, the Company then returns to only recognizing Ms. Moore, when you already admitted knowledge BHG has more than one cooperating whistleblower). The Company also asserted that the whistleblowers' claims have "been thoroughly and previously investigated", which is false and misleading because the Board has never even asked the whistleblowers for their evidence. Spectrum also effectively and implicitly conceded that Ms. Moore's allegations were true when it stipulated to the dismissal of its defamation suit against her, but that detail is also **glaringly** absent from the Company's presentation.

Responsible board members do not permit management to tell half-truths to stockholders while, at the same time, ducking responsibility for their past failures. This is not going to end well for the remaining members of this Board. Put simply, the Board continues to prove that it cannot be trusted to be honest (one of the most basic expectations of a fiduciary), over and over again. The Board is making its own bed for the upcoming proxy contest (though, again, that is the least of the worries for any members of the Board who appallingly choose to remain standing by until then if the Company's status quo persists).

* * *

Now, we will briefly address arguments raised in the [redacted] Letters, to make the Board's bad faith conduct abundantly clear by the time we initiate our litigation:

Company Allegation/Objection #1: ***BHG's August 20 Letter to the Board was an "improper attempt by BH[G] ... to obtain benefits to which they are not entitled".***

The Board's own past behavior reveals that this argument is made in bad faith. In this regard, Depomed, Inc., before the enterprise was reorganized as Assertio, but nevertheless when Peter Staple was Board Chairman, executed a cooperation agreement with Starboard Value on March 28, 2017. A settlement to resolve the Board's shortcomings and avoid the need for a proxy contest would be as proper now as the settlement with Starboard was in 2017.

The Company alleges that BHG is attempting to extract a financial gain through a settlement with the Board, which the Company knows is completely false. Under no circumstances would BHG request or accept a financial gain through a settlement with the Board. Any newly-appointed directors would receive the standard compensation for directorship, which *must be* reasonable, not improper, and in the best interests of stockholders, given the current Board receiving it (unless the Board would like to admit otherwise), and given the tremendous responsibility which corporate directorship entails. Even then, BHG itself would *still* not receive any financial gain through director compensation—only our nominees, if appointed/elected. The Company also has no idea as to the nominees we would propose now, given we retracted our initial (rough) proposal to the Board from months ago. If the Board actually upheld its duties and was protecting Assertio stockholders from the Spectrum fraud, we would have seen no need to now conclude a reconstitution of the Board being required.

We highlight, the Board did not take up BHG's offer even when it involved *zero* cash compensation for the proposed nominees—the Board contriving we have a desire for financial benefit is entirely fallacious. If the Board genuinely believes I, personally, want a financial benefit from serving on the Board, offer a seat (as part of a broader cooperation agreement—this would not be the only term of the agreement, of course) on the Board within five (5) days for zero compensation, and see if your offer is accepted. If you are not willing to make such an offer, then leave your disingenuous argument for not cooperating with BHG at the door. We have never asked the Board for anything not customary in a cooperation agreement between a stockholder and the corporation whose stock it owns (and nothing different than Chairman Staple was willing to sign off on before, in 2017). We look forward to polling our fellow stockholders as to who they believe would best represent their interests and "earn their keep" as Board members—the current Board members who are now perpetuating the evident Spectrum fraud, or the fellow stockholder who uncovered what this Board has been attempting to keep under wraps from its investors and regulators. That will be an easy choice.

The August 27 Letter also expresses a view that BHG cannot propose a cooperation agreement which would include a determination to not pursue litigation against certain parties, which is false. We are well aware that terms cannot feasibly be included in a cooperation agreement, which could interfere with a Board member's judgment and ability to uphold his or her fiduciary duties to the fullest extent. The Board continues jumping to unfounded conclusions as to what BHG would request in a cooperation agreement, before even having had a conversation about what could be included in a cooperation agreement, out of clear desperation. If and when the Chairman of Assertio's Board indicates that he is prepared to engage in discussions about the concerns that BHG has raised, our legal advisors will be delighted to indulge [redacted] in a conversation about what is and is not appropriate for inclusion within the terms of any cooperation agreement.

Company Allegation/Objection #2: ***"[T]he legal actions that BH[G] proposes demonstrate BH[G] lacks even a basic understanding of the law and the facts."***

It is laughable that the Board asserts that it has a better understanding of the facts and the availability of potential procedural solutions with Spectrum, given its past and ongoing fact-finding and due diligence failures. As we note above, the Board did not even ask for evidence from those reporting the misconduct, **which means that the Board *does not have the facts*, very simply**. The Board underscores its delusion and incompetence when it says it has all of the information **it never asked for**. Such a dereliction of duties by the Board, and its failure to properly investigate and pursue remedies, is yet another reason that we are confident stockholders will support wholesale change in the Assertio boardroom.

With further regard to this item:

First, the implementation of the legal strategy BHG has outlined would be refined after a *proper* fact-finding investigation by the Company's Board. Such an investigation should include a review of how much capital the Company has siphoned out of Spectrum, and whether there is a corresponding risk of exposure to fraudulent conveyance claims.

Second, BHG has already consulted a leading whistleblower-focused law firm that has expansive direct experience with False Claims Act ("**<u>FCA</u>**") actions, and which has successfully prosecuted many FCA cases. We note that, in contrast, [redacted] apparently has a single Partner who has worked on FCA matters.

Third, we also affirm having proactively considered the grounds for holding a board of directors joint and severally accountable in an FCA action where they are fully evidenced to be aware of the misconduct occurring under their watch and opted to stuff it under the rug. After this Letter, we are confident the paper trail we have created will be more than sufficient to demonstrate the Board has joint and several liability for any FCA liability (or any other liability related to the Spectrum fraud) the Company may imminently bear if the Board's inaction persists any further (the Company and its stockholders, including BHG, are entering extremely dangerous territory now, with the whistleblowers now "on the loose"—something we are only now comfortable with because of our confidence in the ability to recover any legally determined Spectrum damages from the Board, personally).

Company Allegation/Objection #3: ***The Board will base its decisions on its good faith business judgment.***

Why start now? The Board decided to rush to acquire Spectrum without first conducting proper due diligence. The Board then opted to offer settlement payments to Spectrum whistleblowers without reviewing their evidence, and then made the decision to claim those allegations were/are without merit (again, without reviewing the whistleblowers' evidence). The Board has decided to continue operating a business that is deriving revenues from an evident fraud, and continues its failure to correct these issues as the Company's executives falsely feign ignorance as to knowledge of the matters. Good faith business judgment is clear to us as having played no role in the Board's decision-making processes to date.

It is constructive to have confirmation that the Board members are aware that if they base corporate decisions on a desire to retain their seats, that could very likely constitute a breach of duty. In light of that acknowledgment, we urge the Board to revisit its failure to disclose the due diligence flaws that led to the acquisition of a business *that had to be written down by 75% less than three months later.* A decision not to disclose past mistakes to stockholders, in an effort to avoid the consequences of a director's decisions, evidences a clear breach of duty to stockholders (a clear failure to disclose, in a selfish attempt to retain Board seats). We are confident enough of our fellow stockholders will agree with us on this.

Company Allegation/Objection #4: ***BHG's proposed legal framework "appears to be [for] the purpose of defrauding Spectrum's creditors".***

This allegation is utter nonsense, and you know it. Assertio's current approach, in which it intentionally has not disclosed Spectrum's misconduct (nor failed to remedy the issues surrounding the fraud), is *already defrauding the Company's creditors* (and equity holders, both direct and indirect). Spectrum is also already evident to be defrauding the U.S. Center for Medicare and Medicaid Services (which is *also* a creditor). The Board is going to warn stockholders that, if BHG's nominees are appointed to the Board, they will start engaging in the very defrauding this Board is already overseeing? Make that make sense.

The legal framework we proposed would take the Company's liability to which stockholders may be exposed, which the Board has failed to properly disclose, and—at the same time of the Board taking action to recover damages as a result of the Spectrum transaction—disclose it so that stockholders and creditors have a clear picture of what is evident to have occurred, and still be occurring, at Spectrum (such disclosure is also not optional under the law). BHG's approach aims to end the Spectrum fraud,

clear up the issues with the FDA (not to mention rebuild trust in a way that we believe the FDA would agree is now impossible for the current Board, after having refused to take action after such an extended period of back-and-forth with BHG) for continued sales of Rolvedon, settle any potential damages from any apparent Spectrum fraud, and seek to recover damages from the pre-acquisition Spectrum board of directors and management (and/or any other culpable parties).

The Board has an obligation to cease, address, and resolve Spectrum's evident ongoing fraud *immediately*. A failure to take action immediately is the surest way to ensure that every remaining member of this Board to bear personal responsibility. It seems clear to us that the only way directors can prevent a derivative action for apparent causes of action including breach of duty and fraud is to finally begin acting in the interests of Assertio stockholders, which means adding new, disinterested directors charged with investigating and seeking to recover damages related to the Spectrum acquisition and fraud. The Board itself is *not* disinterested in the selection of any new directors, given its abysmal failures and inaction, even after you were caught "in the act" by BHG.

In matters that are brought under the False Claims Act, there is the possibility of treble damages being awarded. Until the FCA exposure is brought under control, the risk of value destruction that could result when a claim is eventually filed remains unmanaged. That status quo is entirely contrary to the interests of Assertio's stockholders. In allowing the status quo to continue, the Board is singlehandedly (personally, as a result of its gross inaction) causing the Spectrum fraud liability potential to balloon, at the expense of those to whom it has a fiduciary duty, which is a nonsensical course of action that only serves to preserve every member of this Board's seats, and the according excessive compensation to be received as a result. The Board's only path to "saving face" here is to voluntarily agree to BHG's recommended additions to the Board, and to also agree to appoint those directors to a newly-formed Special Committee of the Board (which should have been formed by the Board *quarters ago*—your time to act responsibly has long passed) charged to investigate the Spectrum matters.

Company Allegation/Objection #5: *BHG will direct others to file litigation against Assertio and its directors* and *BHG is improperly attempting to extract a financial benefit for Ms. Moore.*

This allegation is both false and outrageous. While BHG has sympathy for the Spectrum whistleblowers (such as Ms. Moore), and while BHG believes it is appropriate to condemn directors who attempt to hide their mistakes in the hopes of continuing to be paid hundreds of thousands of dollars a year, BHG has neither the ability nor the intent to direct any other person to file litigation against Assertio and its directors. As stated above, BHG has informed the whistleblowers that we believe there is no apparent possibility of a global resolution of their allegations, and the issues underlying their allegations. All we can do is inform the whistleblowers of reality and not mislead them, unlike the Board. Sharing our opinion regarding the dim chances of a settlement (favorable for all parties involved) is wholly distinct from directing someone to file a lawsuit. Moreover, the Board is singlehandedly leaving the whistleblowers with apparently no choice but to file lawsuits against the Company, by hiding behind its lawyers, refusing to speak with BHG, and refusing to address the Spectrum fraud. That is *your choice*.

BHG is a fiduciary for its own investors. Our motivation is to create value for Assertio stockholders as a result of our findings, but—given that BHG's duty, at the present time, is to maximize value for our investors—we may be forced to modify our course of action for means of protecting and maximizing the value of our interests in Assertio, if the Board is unwilling to do what is so clearly in

the best interest of stockholders. We have asked to join the Board so that we may assume a duty to Assertio stockholders (so that BHG is entirely aligned with the duties of the Board), but the Board has refused to do so. So, the Board apparently wishes to leave for BHG to have no other apparent choice but to possibly take alternative courses of action to protect and maximize the value of our investment in the Company, as much as you all apparently wish to leave for the whistleblowers to likely file further litigation against the Company. We have "knocked on" every "door" possible, and the Board has shut each one in our face, so you have nothing to complain about as to the consequences of doing so. The Board's judgment continuing to be abysmal is a massive understatement.

The problems that stem from the Spectrum acquisition (especially related to Rolvedon, which the Board has now tainted, and continues to taint, because you have done nothing about its glaring integrity issues) and its ongoing business are a primary limiting factor on the Company's valuation. In recommending that Assertio reach a global resolution including Spectrum's whistleblowers (at the same time of entering into a cooperation agreement with BHG, to globally resolve these matters), BHG is advocating for a course of action that will ringfence Assertio's stockholder risk and position the Company to command a higher valuation as a result of leveraging the whistleblowers' first-hand knowledge of the Spectrum fraud, to recover the Board's massive Spectrum overpayment (as implicitly admitted at the time of the Spectrum write-down).

In seeking a cooperation agreement to obviate a proxy contest and improve the Board's composition, BHG is similarly advocating for a course that will improve Assertio's value for **all** stockholders. Global resolutions that resolve multiple matters with multiple adversarial parties are a common feature of complex negotiations with such an array of parties. BHG's proposed course of action reverses this Board's improper adversarial relationship with internal whistleblowers, while turning them into allies who will aid the Company in recovering from the Spectrum fraud through their first-hand knowledge of that fraud. We reject the allegation that this solution is improper and that it is not in the best interest of the Company (and cancer patients), and are confident our fellow stockholders will, as well. The Board has provided *zero* reasons why this solution is improper, not to mention proven it is incapable of determining what it is in the best interests of stockholders, attempting to hand money to whistleblowers in return for silence, rather than putting an end to the misconduct and leveraging the whistleblowers' knowledge to recover harms to stockholders as a result of the misconduct those whistleblowers are so aware of and knowledgeable towards as first-hand witnesses.

While on the subject of propriety, however, we—again—note that the Board has made "settlement" offers to multiple whistleblowers. Given the apparent terms of the offers and the circumstances under which they were made, a better description for these offers is "hush money". These offers would have simply handed hundreds of thousands of dollars to the very same people that the Board says have "no merit" to their claims. Responsible directors who take their fiduciary duties seriously do not seek to silence whistleblowers with cash payments. And having made those offers, responsible directors would not then hypocritically claim, after the fact, that they've reviewed the claims thoroughly (when they have not) and that the claims have no substance.

Again, for purposes of a complete response, BHG confirms that its recommended resolution of Ms. Moore's claims would not provide a shred of financial benefit for Ms. Moore unless her (and the other whistleblowers') extensive first-hand knowledge of the misconduct results in a recovery for the Company and, therefore, its stockholders. **The whistleblowers have even already affirmed they would be willing to receive their Spectrum recovery incentive in the form of equity, rather than cash (to then cost the Company *zero* hard assets), when the "hush money" offers under the**

oversight of the Board, to date, would have simply handed massive amounts of hard assets to those whistleblowers, regardless of the merit of their claims (and, entirely hypocritically, when the [redacted] Letters say the whistleblowers' claims are "baseless"). It is irrefutable that it would be in the best interest of stockholders that there be a Special Committee of the Board formed, where the Special Committee received only a very minor percentage of the amount they are able to recover for the Company (just as bankruptcy courts agree this is a proper, sensible incentive for trustees, to incentivize maximum recovery while keeping the fiduciary's interests aligned with all stakeholders that stand to benefit from their efforts). At worst, the Special Committee would conclude zero viable causes of action exist for pursuit, having investigated a massive (far more than material) loss that it has provided no logical explanation toward (the "explanation" contrived by didn't hold up with a dual CPA-Certified Fraud Examiner that was the President of the New York Society of CPAs, and this leadership was tongue-tied when asked to explain further), but we already know that to not be the case. The Board has an obligation to investigate these issues, but is hopelessly conflicted (both precluding the current Board's ability to investigate, and rendering it entirely improper that the Board would choose who is investigating).

It is also laughable that the Board portrays itself to have a better understanding of what happened at Spectrum when it was not a first-hand witness (other than Dr. Vacirca, which is exactly why we have demanded his resignation—he is not fit to serve on the Board), nor do any of you have any pertinent regulatory or biologics expertise that would even render you qualified to opine on these matters. We look forward to asking our fellow stockholders whether they prefer the Board's approach (the "hush money" offers it has already made, where stockholders pay whistleblowers for claims with "no merit") or BHG's route (in which the Company will only pay if stockholders gain as a result of the whistleblowers' knowledge, and—at the very worst—our Special Committee can say a full investigation was had with no causes of action for pursuit).

With respect to the propriety issue, the [redacted] Letters claims that BHG is proposing some sort of improper "*quid pro quo*" arrangement:

> *First,* there is nothing improper about requesting a seat (or more than one) on the board of directors at a company you have a financial interest in, especially when the current Board is not only perpetuating an evident fraud at your expense, but also because not a single current member of that board of directors has a financial interest in the Company larger than yourself. Once again, BHG's nominees already offered to serve for zero cash compensation, and now we are re-opening a five (5) day window where the Company could offer myself, personally, a seat on the Board for zero compensation (as part of a broader cooperation agreement), but you all know these are all completely disingenuous allegations/arguments.
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> *Second,* it is clear to us that a company proposing to pay whistleblowers money in return for the expectation the whistleblowers will remain silent, not to mention in return for those whistleblowers "losing possession" (or, however, the Company wants to creatively say it) of the troves of documents evidencing the Spectrum fraud, is an improper "*quid pro quo*" arrangement (we look forward to taking a poll of our fellow stockholders). So is, arguably, your old cooperation agreement between Depomed Inc. and Starboard, if you want to stick to your story that we know you do not genuinely believe.
>
> *Third*, we (and *any* other stockholder) have natural limitations on what may be offered as part of a cooperation agreement. We could, for instance, agree to support the (then-present) Board

at the upcoming annual meeting as part of a possible cooperation agreement. We could also, for instance, agree to relinquish (to a group of new, entirely disinterested directors constituting a newly-formed Special Committee of the Board to investigate the Spectrum matter) our ability to further investigate and seek recovery of damages related to the Spectrum fraud (possibly withdrawing our pending books and records demand, agreeing not to imminently litigate that pending demand, and agreeing to submit no further demands). We could not, however, as an example, offer the Company assurance that any person (including any Board member) or entity, would not possibly be found at least partially responsible for the Spectrum fraud by that newly-formed Special Committee of the Board. Whoever would become a member that newly-formed Special Committee of the Board would be obligated (in accordance with their fiduciary duty) to hold liable all parties that perpetuated the Spectrum fraud (which, if the Board continues its inaction after this letter, can easily be seen to include the Board—you can change that, however, if you cease rejecting reality). BHG, very simply, cannot provide immunity to any parties with respect to the Spectrum fraud. The Company reserves its rights, Board members (both current and future) would retain their fiduciary obligations to pursue all parties that have harmed the Company, and any other stockholder could file a derivative action, as BHG is preparing, regardless of whether BHG inks a cooperation agreement with the Company or not.

The Company's claim of BHG proposing some sort of improper "*quid pro quo*" arrangement is rejected, and is simply another "spaghetti at the wall" defense.

Company Allegation/Objection #6: *BHG is pretending to be a stockholder when it is actually a short-seller of the Company's securities* and *BHG misrepresented its shareholdings.*

If BHG was a short-seller, why would we be pressuring the Company to unveil undisclosed asset value (a value that this Board and management already have indicated to be a material number)? That would not serve the interests of a short seller. If we were a short seller, we would also have no favorable interest in demanding that the Company cure its apparent violation of Regulation S-X by disclosing to investors the positive difference between the Company's GAAP balance sheet values and the fair values. If we were a short seller, BHG would also—with no delay or attempts to avoid doing so—publicly broadcast all of our findings, including our assessment that Assertio has omitted material information from its quarterly filings, and air out the Board's continued failure to disclose the ongoing Spectrum fraud, even in the face of additional evidence being pushed to the Company's leadership over recent days. These material omissions in filings, again, run entirely afoul of Messrs. O'Grady's and Patel's certifications as to the completeness of those quarterly disclosures, pursuant to their respective obligations under 18 U.S.C. § 1530.

We have had some sympathy for Mr. O'Grady, as we do not believe he was informed of the mess he was walking into. We could not help but chuckle, though, when—on the last Company earnings call—Mr. O'Grady claimed his new position was "everything [he] thought it would be", yet his tone of voice gave away the lack of sincerity in that statement. That said, after this letter especially, we will have *zero* sympathy for Mr. O'Grady if he does not demand the Board cooperate with BHG concerning these issues, with him otherwise resigning. It is baffling why Mr. O'Grady would put the rest of his career at risk because of a post he *just* assumed. We continue to have hope that Mr. O'Grady would leave a post if he was being forced to oversee an fraud he unknowingly inherited. He gets to choose the character he is perceived to have, when this all comes out from under wraps very shortly (beginning with BHG's litigation).

Regardless of Mr. O'Grady's mess, we are not a short seller, and publishing that we are is, on any level, materially misleading and defamatory. It is an illogical leap with no basis in reality, in furtherance of the Board's "spaghetti at the wall" defense approach, and reveals the utter desperation with which the Board is stretching for a rebuttal to BHG's charges. This letter is notice to Assertio's directors that BHG reserves its rights to seek all legal remedies against the Board should it continue to make statements that it knows are false and defamatory. You have already, in fact, acknowledged that we are a stockholder of record within the [redacted] Letters.

Company Allegation/Objection #7: ***The whistleblowers' evidence supporting their allegations is protected.***

Even if an NDA with any of the whistleblowers existed (which, to our knowledge, it does not), public policy would render any such NDA unenforceable where it served to keep illegal activities of the party involved being protected under wraps, let alone where *cancer victims* are being further victimized by a pharmaceutical company those patients trusted to be honest in the treatment being delivered to them. In consideration of the efforts that Assertio has undergone to silence the whistleblowers, and—in response to the concerns BHG has raised—we wholly reject the assertion that the whistleblowers' claims have "no merit". It is simply impossible that the Board could reach *any* conclusion in good-faith without even asking the whistleblowers for their evidence before outright rejecting the validity of their corroborating stories/allegations (and the extensive troves of aligning evidence supporting the allegations in their possession).

In its efforts to resist engagement, entrench its position, and preserve its seats, the Board has chosen a logically inconsistent path that will simply not stand up to public scrutiny.

Company Allegation/Objection #8: ***BHG is saying it will file the derivative action against the Board, no matter what.***

This is a clearly erroneous interpretation of BHG's statements. We have offered to enter into a cooperation agreement. Subject to the negotiation of such an agreement, BHG would consider offering a release of claims against the Board. BHG would also possibly agree to relinquish its ability to investigate and pursue valid causes of action to a Special Committee of the Board charged with investigating and seeking to recover losses related to the Spectrum acquisition and related fraud. If the Board does not wish to negotiate, however, so be it—that only works against yourselves.

The upcoming course of action is *your* choice. The Board can pursue the Spectrum board of directors for fraud, which would knock the wind out of any claim that you are all now perpetuating the Spectrum fraud, but you are *choosing not to do so.* We have tried to give the Board an opportunity to correct course before filing our derivative action, but it appears that the Board has, inexplicably, determined that it prefers for BHG to pursue the Board's failures rather than agree on a course of action to resolve past (and ongoing) failures. It is nonsensical for the Board to complain about lawsuits and "harassment" when you are *choosing* that path rather than correcting course to avoid it. The Board needs to choose its path and quit complaining about the consequences of going any further down its current path.

Company Allegation/Objection #9: ***BHG is going to "broadcast" books and records, damaging the Company.***

The Company states that BHG's claims are unsubstantiated, and then expresses concern about the possibility that BHG will broadcast evidence that substantiates those same claims. The Board should accept that BHG's concerns about fraud are valid or else the Board should (a) provide the requested books and records to demonstrate that they are not or (b) accept that BHG will be compelled to release any evidence that will emphasize the Board's gross dishonesty, if the Board continues claiming we have not substantiated our claims enough. You are leaving us with no choice, given there was evidence of increasing cancer proliferation in study subjects that received Rolvedon, that data was not submitted to the FDA/EMEA, nor disclosed to study subjects (or their doctors, as required by their informed consent form), and Assertio has done nothing about it.

It is indeed damaging if a Board is overseeing fraud (and knowingly, for that matter), but it is even more damaging to the Company if directors overseeing a fraud are not immediately removed (and, thereby, able to possibly oversee *even more* fraud). It is abundantly clear we are trying *not* to disseminate evidence of the Spectrum fraud openly, but that is not in our control. It is in *your control.*

A "broadcast" of the evidence vindicating the reality that the Board rejects will not be necessary unless the Board continues to reject reality. Should that be the case, we are headed for a proxy contest, and the Board should be prepared to respond to stockholders' questions about the Board's failure to disclose and remedy the Spectrum fraud (that is, beyond questions from the regulators who appear to already be investigating). We will, however, ensure that our derivative action is filed against the Board prior to disclosing what the Company is facing under this Board, to spin such a negative situation positively, and to ensure it is clear to Assertio stockholders that the Board will be aggressively pursued (unless it changes course) so as to recompense the victims of its failures and betrayals; that is, those whom the Board has a fiduciary duty to, and is continuing to utterly fail.

Company Allegation/Objection #10: ***BHG was not a stockholder at the time of Spectrum's fraud and therefore lacks standing.***

This objection relies upon erroneous assumptions. The Spectrum fraud is a continuing scheme. BHG is currently a stockholder. BHG is demanding that Assertio cease Spectrum's allegedly fraudulent activity because the effects of that activity will also likely lead to bankruptcy, not only of that subsidiary but also of the parent company.

Company Allegation/Objection #11: ***BHG has viewed non-public evidence related to the whistleblowers' corroborating allegations.***

In the Baker Botts Letters, , on behalf of the Board and Company, has creatively arranged select parts of multiple quotes, out of order, to desperately contrive this statement that BHG has viewed non-public evidence related to the whistleblowers' corroborating allegations, as furtherance of ' aggressive but misguided defense approach. Such statements are false and (if stated to third parties) defamatory, and we again reserve our legal rights to pursue an action against the Board for defamation. The Company already has admitted it knows BHG has not viewed any non-public evidence in the August 16 Event presentation deck. The Board's lies need to stop.

We have not viewed the whistleblowers' non-public evidence, but our legal advisors have independently done so. BHG's involvement with non-public evidence has been strictly limited to instructing the whistleblowers to share their evidence with certain of our external counsel for review and safekeeping. There is nothing improper about that, especially when the whistleblowers may fear

the possibility of being defamed, or even physically violated (physically or their property), knowing the extensive troves of jarring evidence they have in their possession (there is a reason why certain of the whistleblowers have hard drives stuffed away in foreign countries).

Company Allegation/Objection #12: ***BHG has not properly petitioned the Board prior to pursuit of its threatened derivative action.***

BHG is well aware of the requirements related to derivative actions. [REDACTED] should also be aware of a legal concept called "demand futility," which is applicable where "the director would face a substantial likelihood of liability on the claims that are the subject of the demand." *United Food & Commercial Workers Union & Participating Food Industry Employers Tri-State Pension Fund v. Zuckerberg* (Del. Ch. 2020).

The circumstances of "demand futility" are clearly present in this case: 1) a trove of supporting public evidence related to the claims; 2) additional troves of non-public evidence in the possession of more than one whistleblower, with corroborating allegations; 3) the Company began receiving evidence of fraud at Spectrum by September 2023; 4) the Board then stood by as its management wrote down Spectrum by approximately 75% (revealing that the Board did not understand what it had acquired) after the Company received the evidence of fraud at Spectrum; 5) the Board oversaw the now-apparent concealment of the *real* reason for the Spectrum write-down from SEC filings; 6) the Board failed to remove a Chief Legal Officer who falsely denied knowledge of these matters to investors; 7) the Board failed to even *request* evidence from the whistleblowers (yet then still preposterously claimed a "thorough investigation" and that there was "no merit" to the whistleblowers' allegations); 8) while under the Board's oversight, management evidently falsely certified that there were no disclosure omissions from multiple quarterly filings with the SEC, running afoul of this leadership's obligations under 18 U.S.C. § 1530; 9) the Board has continued its failure to act to protect and mitigate risk to stockholders, merely to preserve its seats and excessive compensation; and the list just goes on.

Therefore, we doubt that we will petition the Board prior to the filing of a derivative action for the already-apparent causes of action including breach of fiduciary duty and fraud, given the risk of imminent irreparable harm to the Company as a result of any further dawdling response by the Board. Consider, for example, the Board's glacial reaction to BHG's books and records demand. Very simply, if the Board is given any additional time to continue the dereliction of its fiduciary duties (failing to address these matters), that not only presents a risk of personal liability for the Board, but also puts investor interests at risk of irreparable harm where the parent company could be named a joint defendant in an FCA action (or other litigation) if BHG does not put a stop to this here and now. If the Board continues its delaying tactics much longer, investors face the real possibility that the Company will be abruptly closed by regulators (who are already apparently investigating the Company). The HHS/FDA will give no warning before they walk in and shut Spectrum (and, possibly even Assertio) down, especially if the Board forces these letters to be used in a public proxy contest.

We reiterate that once BHG files a derivative action against the Board, our ability to settle these matters peacefully will be eliminated. At that point, we will have assumed a duty on behalf of the class we represent. Under those circumstances, the Board can—again—be absolutely assured that out-of-pocket payments from every Board member will be a prominent feature in any settlement

proposals to be entertained (of course, only to the extent any such payments would be aligned with the fiduciary obligations as the derivative action's plaintiff representative).

* * *

The Board has an irrefutable obligation to cease the Spectrum fraud immediately and to immediately perform a full investigation of these matters, but you are all hopelessly conflicted now (again, leaving you hopelessly conflicted in selecting any directors to be added to the Board to impartially perform such investigation). The core population data that Spectrum submitted to the FDA as part of the first BLA submission is publicly evidenced to be the *same* core population data that was submitted as part of the third BLA submission (which was appallingly approved, considering Spectrum had numerous reports from multiple whistleblowers that the data was fraudulent and had been tampered with, rendering it useless, and thus far from statistically significant).

The resubmission of the same fraudulent core population data (as part of the follow-on BLA submissions) can be gleaned from public records. Spectrum also essentially admitted to the data integrity issues when their press releases consistently stated different figures (for core population data) than what was being reported to the FDA. Based on even just that evidence, the Board cannot avoid seeing the already-blatant discrepancies; that is, before even looking at all of the other public evidence, not to mention (more importantly) the troves of non-public evidence in possession of the whistleblowers. At the very least, this publicly evidenced discrepancy alone obligates the Board to investigate, but you all are hopelessly conflicted now.

Multiple whistleblowers not only raised these issues directly to the highest levels of Spectrum (including former Spectrum Chairman Bill Ashton, and Ms. Moore apparently has copies of direct e-mails and text messages to/from him), but even offered to help *fix* the issues and rebuild trust with the FDA. Ms. Moore even offered *Assertio itself, after the Spectrum acquisition*, to help fix the issues, yet the Company laughably feigns her being an adversary. Neither Spectrum nor Assertio has taken up those offers for help to resolve these issues. That said, the Company also—not shockingly—continues to employ Anil Hiteshi, who was apparently one of the primary masterminds behind the Spectrum fraud (i.e., the individual who evidently implemented the Spectrum fraud scheme under the "oversight" of Spectrum's pre-acquisition board of directors and management). That appears to be all too similar to the Company continuing to employ Sam Schlessinger, who already evidently made false representations to investors. We have come to realize the apparent unspoken criteria for employability (and continued employment, for that matter) at the Company is certainly not ethics. Such a pattern in Company employees (and Board members) has become crystal clear to us.

On this note, we also include (annexed below as "Exhibit A") two pages (pages 32 and 33) of the representations made by Spectrum, as part of the Spectrum merger agreement dated April 24, 2023 (the "Merger Agreement"),[1] which are blatantly false representations under the circumstances, and therefore, evident fraud on the part of the pre-acquisition Spectrum board of directors and management, which this Board has long had an obligation to pursue (again, you are hopelessly conflicted, now that you have turned a blind eye to it for months now, throughout your correspondence with BHG). Spectrum, for instance, represented in the Merger Agreement (page 32):

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[1] Spectrum Merger Agreement, dated April 24, 2023:
https://www.sec.gov/Archives/edgar/data/831547/000110465923049367/tm2313548d2_ex2-1.htm

> ***"[Spectrum] does not have knowledge of any facts or circumstances that would be reasonably likely to lead to the revocation, suspension, limitation, or cancellation of a Permit required under Health Care Laws."*** (emphasis added)

Spectrum had numerous corroborating reports of the Spectrum fraud, in written record, from more whistleblowers than Kellie Moore, and Spectrum should have archived those communications (we suspect, though, probably purged any less than flattering data, just as they evidently did with regard to clinical data). The whistleblowers also have extensive troves of non-public evidence that prove Spectrum's fraudulent representation as part of the above quote, not to mention will identify other witnesses to testify as to these matters (you all really are underestimating how many witnesses there are here, and are critically naïve if you think this is just Kellie Moore). The Board should have already collected that extensive non-public evidence (from what we hear, the text messages, written notes, and other non-public evidence are beyond jarring), but breached its duties by failing to do so (already cited relevant case law on that front, in that a board of directors breaches its duties when it turns a blind eye to red flags). The Board has more than utterly failed here, in virtually every way possible, and we are more than confident will be doing the "walk of shame" out the door if it forces us to shortly take these matters to our fellow stockholders. Exhibit A includes only two pages of the Merger Agreement, just to begin to illustrate how blatant the Spectrum fraud is, and to make it so the Board cannot "unsee" its failures.

To the extent that the Board has discussed these issues at Board meetings, directors are cautioned that merely voting in support of cooperating with BHG for resolution of these issues (i.e., ending the Spectrum fraud) does not alleviate any such individual Board member of liability for allowing this fraud to continue a moment longer. Each remaining member of the Board *will* be held accountable if the collective Board fails to uphold its duties. **As stated before, we would expect Baker Botts to reach out to immediately, as we are proceeding with litigation.** This is, again, the last letter we will issue now that the Board has unveiled its preposterous arguments and statements (contradicting yourselves from letter to letter) that you somehow believe will serve you in a proxy contest. We refuse to waste any further time arguing against such nonsense.

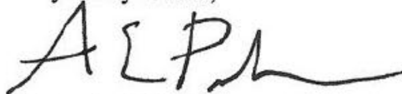
Concluding here, we also were made aware that the Company—just days ago—got lucky in successfully pulling the wool over the eyes of the decider in Ms. Moore's pending litigation (the Company aggressively running to the JAMS judge with an apparently false story after BHG's August 20 letter, in clear fear of BHG closing in and of Ms. Moore's cooperation with BHG). did not think that course of action through enough, quite clearly, to now leave Ms. Moore with the ability to litigate the matters outside of private arbitration. If were intelligent, they would have left Ms. Moore's claims in private arbitration. The Company evidently claimed Ms. Moore had a settlement with Spectrum that was not being followed through on (there is no other way the JAMS arbitrator would have believed as such), when you all very well know there was no settlement between the Company and Ms. Moore. The Company has sent Ms. Moore multiple settlement offers, which she never signed, which means a settlement was not reached, and was rejected. In fact, there was never even a neutral present at the half-cocked "mediation" the Company orchestrated, which put a quick end to such a sham mediation session. Relatedly, we demand that all counsel (both the counsel that represented Spectrum in Ms. Moore's litigation and the counsel having signed off on the Letters), and Mr. Schlessinger, swear under penalty of perjury that a settlement with Ms. Moore has been reached and memorialized, and provide us copies of the documents that prove that this is so. That said, we know Mr. Schlessinger will not do so, as that is *yet another* evident false representation by the Company he has now stood behind as Chief Legal Officer. We *also* demand that Mr. O'Grady swear under penalty of perjury that a settlement was reached and memorialized with Ms. Moore, and—if he is unable to bring himself to do so—he needs to either terminate Mr. Schlessinger, or resign

himself, given his apparent failure to adequately oversee Mr. Schlessinger on multiple occasions now. With this last new falsehood perpetuated under the Board, the Company is on notice that it must abstain from falsely representing publicly anything other than Ms. Moore's claims being dismissed (temporarily, since she is entitled to file them again, and sounds like will be doing at the earliest possible moment) without prejudice. If the Company portrays that Ms. Moore's claims were dismissed on their merit, the Board will prove this leadership's dishonesty, yet again.

Once again, we believe the Company's D&O insurer would/will agree that the Board is obligated to provide a copy of this letter as part of a follow-on "notice of circumstance" (or should otherwise be prepared to have any claims related to these matters swiftly contested). The Company also must turn over this letter (and all communications with whistleblowers related to these matters leading up until now, including those private e-mails from whistleblowers to executives including Mr. O'Grady, where he received even further evidence he is apparently turning a blind eye to) to its auditors at Grant Thornton LLP ("**Grant Thornton**"). If BHG ends up meeting with Grant Thornton due to the Board's continued inaction over these issues (we are considering it), we believe Grant Thornton will also see it that they were defrauded (we highly doubt you turned over all relevant documents, between communications with whistleblowers, BHG's letters, and otherwise, as we pointed out your obligation to do in our last letter—you know Grant Thornton would view these as very material issues).

For the avoidance of doubt, BHG reserves all rights, at law and in equity, and waives none.

Very Truly Yours,



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

Cc: Peter Staple (Chairman, Assertio Holdings, Inc.)
William T. Mckee (Director, Assertio Holdings, Inc.)
Heather L. Mason (Director, Assertio Holdings, Inc.)
Jeffrey L. Vacirca (Director, Assertio Holdings, Inc.)
Sravan K. Emany (Director, Assertio Holdings, Inc.)
Sigurd C. Kirk (Director, Assertio Holdings, Inc.)
Brendan P. O'Grady (Director and Chief Executive Officer, Assertio Holdings, Inc.)
Ajay Patel (Chief Financial Officer, Assertio Holdings, Inc.)
Matthew Kreps (Investor Relations Officer, Assertio Holdings, Inc.)

EXHIBIT A

Section 3.19 Health Care Regulatory Matters.

(a) The Company, and to the knowledge of the Company, each of its directors, officers, management employees, agents (while acting in such capacity), contract manufacturers, suppliers, and distributors are, and at all times prior hereto were, in material compliance with all health care laws to the extent applicable to the Company or any of its products or activities, including, but not limited to the following: the Federal Food, Drug, and Cosmetic Act ("FDCA"); the Public Health Service Act (42 U.S.C. § 201 et seq.), including the Clinical Laboratory Improvement Amendments of 1988 (42 U.S.C. § 263a); the Federal Trade Commission Act (15 U.S.C. § 41 et seq.); the Controlled Substances Act (21 U.S.C. § 801 et seq.); the federal Anti-Kickback Statute (42 U.S.C. § 1320a-7b(b)); the Physician Payment Sunshine Act (42 U.S.C. § 1320a-7h); the civil monetary penalties law (42 U.S.C. § 1320a-7a); the civil False Claims Act (31 U.S.C. § 3729 et seq.); the administrative False Claims Law (42 U.S.C. § 1320a-7b(a)); the Stark law (42 U.S.C. § 1395nn); the Criminal Health Care Fraud Statute (18 U.S.C. § 1347) and all other criminal laws relating to health care fraud and abuse, including but not limited to 18 U.S.C. §§ 286, 287, 1035, 1349; the Health Insurance Portability and Accountability Act of 1996 (42 U.S.C. § 1320d et seq.), as amended by the Health Information Technology for Economic and Clinical Health Act (42 U.S.C. § 17921 et seq.); the exclusion laws (42 U.S.C. § 1320a-7); Medicare (Title XVIII of the Social Security Act), Medicaid (Title XIX of the Social Security Act) and any other law pertaining to a government sponsored or funded healthcare program, including the collection and reporting requirements, and the processing of any applicable rebate, chargeback or adjustment, under applicable rules and regulations relating to the Medicaid Drug Rebate Program (42 U.S.C. § 1396r-8) and any state supplemental rebate program, Medicare average sales price reporting (42 U.S.C. § 1395w-3a), the Public Health Service Act (42 U.S.C. § 256b), the VA Federal Supply Schedule (38 U.S.C. § 8126) or under any state pharmaceutical assistance program or U.S. Department of Veterans Affairs agreement, and any successor government programs; and the Patient Protection and Affordable Care Act of 2010, as amended by the Health Care and Education Reconciliation Act of 2010 (42 U.S.C. § 18001 et seq.); any regulations promulgated pursuant to such laws; and any other state, federal or ex-U.S. laws, accreditation standards, or regulations governing the manufacturing, development, testing, labeling, advertising, marketing or distribution of pharmaceutical or biological products, kickbacks, patient or program charges, record-keeping, claims process, documentation requirements, medical necessity, referrals, the hiring of employees or acquisition of services or supplies from those who have been excluded from government health care programs, quality, safety, privacy, security, licensure, accreditation or any other aspect of providing health care, clinical laboratory or diagnostic products or services ("Health Care Laws"). To the knowledge of the Company, there are no facts or circumstances that reasonably would be expected to give rise to any material liability under any Health Care Laws.

(b) The Company is not party to any corporate integrity agreements, monitoring agreements, deferred or non-prosecution agreements, consent decrees, settlement orders, or similar agreements with or imposed by any Governmental Entity.

(c) All applications, notifications, submissions, information, claims, reports and statistical analyses, and other data and conclusions derived therefrom, utilized as the basis for or submitted in connection with any and all requests for a Permit from the U.S. Food and Drug Administration ("FDA") or other Governmental Entity relating to products that are regulated as drugs, medical devices, or other healthcare products under Health Care Laws, including biological and drug candidates, compounds or products being researched, tested, stored, developed, labeled, manufactured, packed and/or distributed by the Company or any of its Subsidiaries ("Company Products"), including, without limitation, investigational new drug applications, when submitted to the FDA or other Governmental Entity were true, complete and correct in all material respects as of the date of submission and any necessary or required updates, changes, corrections or modification to such applications, submissions, information and data have been submitted to the FDA or other Governmental Entity. The Company does not have knowledge of any facts or circumstances that would be reasonably likely to lead to the revocation, suspension, limitation, or cancellation of a Permit required under Health Care Laws.

(d) All preclinical studies and clinical trials conducted by or, to the knowledge of the Company, on behalf of the Company have been, and if still pending are being, conducted in material compliance with research protocols and all applicable Health Care Laws, including, but not limited to, the FDCA and its applicable implementing regulations at 21 C.F.R. Parts 50, 54, 56, 58, 312, 314 and 601. No clinical trial conducted by or on behalf of the Company has been conducted using any clinical investigators who have been disqualified, debarred or excluded from healthcare programs. No clinical trial conducted by or on behalf of the Company has been terminated or suspended prior to completion, and no clinical investigator who has participated or is participating in, or institutional review board that has or has had jurisdiction over, a clinical trial conducted by or on behalf of the Company has placed a partial or full clinical hold order on, or otherwise terminated, delayed or suspended, such a clinical trial at a clinical research site based on an actual or alleged lack of safety or efficacy of any Company Product or a failure to conduct such clinical trial in compliance with applicable Health Care Laws, their implementing regulations and good clinical practices. The Company has not identified or received notice of instances or allegations of research misconduct (defined as falsification or fabrication of data, or plagiarism, as those terms are defined in 42 C.F.R. Part 93) involving research conducted by, or on behalf of the Company, that could compromise or affect the integrity, reliability, completeness, or accuracy of the data collected in such research, or the rights, safety, or welfare of the research subjects.

(e) All manufacturing operations conducted by or, to the knowledge of the Company, for the benefit of the Company have been and are being conducted in material compliance with all Permits under applicable Health Care Laws, all applicable provisions of the FDA's current good manufacturing practice (cGMP) regulations for pharmaceuticals and biological products at 21 C.F.R. Parts 210, 211, 600 and 610 and all comparable foreign regulatory requirements of any Governmental Entity.

(f) The Company has not received any written communication that relates to an alleged violation or noncompliance with any Health Care Laws, including any notification of any pending or threatened claim, suit, proceeding, hearing, enforcement, investigation, arbitration, import detention or refusal, FDA Warning Letter or Untitled Letter, or any action by a Governmental Entity relating to any Health Care Laws. All Warning Letters, Form FDA-483 observations, or comparable findings from other Governmental Entities listed in Section 3.19 of the Company Disclosure Letter have been resolved and closed out to the satisfaction of the applicable Governmental Entity.

(g) There have been no seizures, withdrawals, recalls, detentions, or suspensions of manufacturing, testing, or distribution relating to the Company Products required or requested by a Governmental Entity, or other notice of action relating to an alleged lack of safety, efficacy, or regulatory compliance of the Company Products, or any adverse experiences relating to the Company Products that have been reported to FDA or other Governmental Entity ("Company Safety Notices"), and, to the knowledge of the Company, there are no facts or circumstances that reasonably would be expected to give rise to a Company Safety Notice.