

Juan E. Monteverde (admitted *pro hac vice*, NY Reg. No. 4467882)  
MONTEVERDE & ASSOCIATES PC  
The Empire State Building  
350 Fifth Avenue, Suite 4740  
New York, New York 10118  
Tel: (212) 971-1341  
jmonteverde@monteverdelaw.com

David E. Bower (SBN 119546)  
MONTEVERDE & ASSOCIATES PC  
600 Corporate Pointe, Suite 1170  
Culver City, CA 90230  
Tel: (213) 446-6652  
Fax: (212) 202-7880  
dbower@monteverdelaw.com

*Counsel for Co-Lead Plaintiffs and  
Class Counsel*

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

IN RE AIMMUNE THERAPEUTICS, INC.  
SECURITIES LITIGATION

Case No. 3:20-CV-06733-MMC  
Hon. Maxine M. Chesney  
CLASS ACTION

**~~PROPOSED~~ FINAL JUDGMENT AND ORDER OF DISMISSAL WITH PREJUDICE**

1 This matter came before the Court for hearing pursuant to the Order Preliminarily  
2 Approving Settlement and Providing for Notice (“Preliminary Approval Order”) dated March 7,  
3 2025, on the application of the Settling Parties for approval of the Settlement set forth in the  
4 Stipulation of Settlement dated January 17, 2025 (the “Stipulation”).

5 WHEREAS, due and adequate notice having been given to the Class as required in the  
6 Preliminary Approval Order;

7 WHEREAS, consistent with the Preliminary Approval Order, all Class Members had the  
8 opportunity to exclude themselves from the proposed Class; to object to the proposed Settlement;  
9 and to be heard with regard to the proposed Settlement, including by appearing and speaking at  
10 the Final Approval Hearing;

11 WHEREAS, the Court conducted the Final Approval Hearing on July 18, 2025, to consider,  
12 among other things, (i) whether the terms and conditions of the Settlement are fair, reasonable and  
13 adequate and should therefore be approved; and (ii) whether a judgment should be entered  
14 dismissing the Litigation with prejudice as against the Defendants;

15 WHEREAS, this Order of Dismissal is with prejudice; and

16 WHEREAS, the Court having considered all papers filed and proceedings herein and  
17 otherwise being fully informed in the premises and good cause appearing therefore, IT IS  
18 HEREBY ORDERED, ADJUDGED, AND DECREED that:

19 1. This Final Judgment and Order of Dismissal with Prejudice (“Order and Final  
20 Judgment” or “Judgment”) incorporates by reference the definitions in the Stipulation, and all  
21 terms used herein shall have the same meanings as set forth in the Stipulation, unless otherwise set  
22 forth herein.

23 2. This Court has jurisdiction over the subject matter of the Litigation and over all  
24 Settling Parties to the Litigation, including all Class Members.

25 3. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, this Court hereby  
26 affirms its determinations in the Class Certification Order, including the appointment of Class  
27 Representatives and Class Counsel and certification of the Class defined as:  
28

1 All record holders and all beneficial holders of Aimmune Therapeutics, Inc.  
2 (“Aimmune” or the “Company”) common stock who held such stock at any time  
3 during the pendency of the tender offer involving Aimmune and Société des  
4 Produits Nestlé S.A. (“Nestle”) (from September 14, 2020 through October 9,  
5 2020) and had their shares exchanged for \$34.50 per share in connection with the  
6 closing of the merger (on October 13, 2020) (the “Class”).

7 4. As stated in the Class Certification Order, excluded from the Class are: (i) Nestle  
8 and its affiliates; (ii) the officers and directors of the Company and members of their immediate  
9 families; (iii) any entity in which Defendants have or had a controlling interest; and (iv) the legal  
10 representatives, heirs, successors or assigns of each officer and director of the Company.

11 5. Any persons or entities who properly excluded themselves through a valid and  
12 timely request for exclusion are also excluded from the Class.

13 6. Pursuant to Federal Rule of Civil Procedure 23, this Court, for the reasons stated  
14 on the record at the Final Fairness Hearing, hereby approves the Settlement set forth in the  
15 Stipulation and finds that said Settlement is, in all respects, fair, reasonable, and adequate to the  
16 Class.

17 7. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, the Court, for the  
18 reasons stated on the record at the Final Fairness Hearing, finds that the Settlement is fair,  
19 reasonable, and adequate as to each of the Settling Parties, and that the Settlement set forth in the  
20 Stipulation is hereby finally approved in all respects, and the Settling Parties are hereby directed  
21 to perform its terms.

22 8. Accordingly, the Court authorizes and directs implementation of the terms and  
23 provisions of the Stipulation, as well as the terms and provisions hereof. The Court hereby  
24 dismisses with prejudice and without costs (except those awarded herein and as referenced in  
25 Paragraphs 17 and 18 below) the Litigation and all claims contained therein and the Released  
26 Claims as defined in the Stipulation.

27 9. Upon the Effective Date hereof, and as provided in the Stipulation, without further  
28 action by anyone, Class Representatives, on behalf of themselves and all Class Members, in his,  
her or its capacity as a holder of Aimmune stock, and anyone claiming through or on behalf of any  
of them, shall be deemed to have, and by operation of this Order and Final Judgment, shall have,

1 fully, finally, and forever resolved, discharged, relinquished, released, waived, settled, and  
2 dismissed with prejudice any and all of Plaintiffs' Released Claims (including, without limitation,  
3 Unknown Claims) against Defendants and each and all of the Released Defendants' Persons,  
4 regardless of whether a Class Member executes and delivers a Proof of Claim and Release, except  
5 that claims relating to the enforcement of the Settlement shall not be released.

6 10. Upon the Effective Date hereof, and as provided in the Stipulation, without further  
7 action by anyone, Defendants shall be deemed to have, and by operation of this Order and Final  
8 Judgment shall have, fully, finally, and forever released, relinquished, and discharged Class  
9 Representatives, each and all of the Class Members, and Class Counsel from all Defendants'  
10 Released Claims (including, without limitation, Unknown Claims), and shall forever be enjoined  
11 from prosecuting such claims.

12 11. Upon the Effective Date hereof, and as provided in the Stipulation, without further  
13 action by anyone, Class Representatives, on behalf of themselves and all Class Members, in his,  
14 her or its capacity as a holder of Aimmune stock, and anyone claiming through or on behalf of any  
15 of them, shall be forever barred and enjoined from commencing, instituting, asserting, maintaining,  
16 enforcing, aiding, prosecuting, or continuing to prosecute any action or proceeding in any forum  
17 (including, but not limited to, any state or federal court of law or equity, any arbitral forum, any  
18 tribunal, administrative forum, or the court of any foreign jurisdiction, or any other forum of any  
19 kind) any and all of Plaintiffs' Released Claims (including, without limitation, Unknown Claims)  
20 against Defendants and each and all of the Released Defendants' Persons, regardless of whether  
21 such Class Member executes and delivers a Proof of Claim and Release, except that claims relating  
22 to the enforcement of the Settlement shall not be released.

23 12. Upon the Effective Date hereof, and as provided in the Stipulation, without further  
24 action by anyone, Class Representatives, on behalf of themselves and each and every Class  
25 Member, in his, her or its capacity as a holder of Aimmune stock, and anyone claiming through or  
26 on behalf of any of them, shall covenant or be deemed to have covenanted not to sue any of  
27 Defendants and Released Defendants' Persons with respect to any and all Plaintiffs' Released  
28 Claims (including, without limitation, Unknown Claims).

1           13. In accordance with the Private Securities Litigation Reform Act of 1995 as codified  
2 at 15 U.S.C. § 78u-4(f)(7)(A) (“PSLRA”), (a) all obligations to any Class Member of any  
3 Defendant or Released Defendants’ Person arising out of the Litigation are discharged, and (b) any  
4 and all claims for contribution arising out of the Litigation or any of the Released Claims (i) by  
5 any person or entity against any of the Released Defendants’ Persons, and (ii) by any of the  
6 Released Defendants’ Persons against any person or entity, other than as set out in 15 U.S.C. §  
7 78u-4(f)(7)(A)(ii), are hereby permanently barred, extinguished, discharged, satisfied, and  
8 unenforceable.

9           14. The terms of the Stipulation and of this Order and Final Judgment shall be forever  
10 binding on Class Representatives, all other Class Members (regardless of whether or not any  
11 individual Class Member submits a Proof of Claim and Release or seeks or obtains a distribution  
12 from the Net Settlement Fund), and Defendants, as well as their respective, heirs, executors,  
13 administrators, predecessors, successors, and assigns.

14           15. The Escrow Agent shall maintain the Settlement Fund in accordance with the  
15 requirements set forth in the Stipulation. Defendants and Released Defendants’ Persons shall have  
16 no liability, obligation, or responsibility whatsoever for the administration of the Settlement or  
17 disbursement of the Net Settlement Fund.

18           16. The Notice of Pendency and Proposed Settlement of Class Action given to the Class  
19 (a) was implemented in accordance with the Preliminary Approval Order entered on March 7,  
20 2025; (b) was the best notice practicable under the circumstances, to all Persons entitled to such  
21 notice, of those proceedings and of the matters set forth therein, including the proposed Settlement  
22 set forth in the Stipulation; (c) was reasonably calculated under the circumstances to apprise Class  
23 Members of (i) the pendency of the Litigation, (ii) the effect of the proposed Settlement (including  
24 the releases contained therein), and (iii) their right to object to any aspect of the proposed  
25 Settlement, exclude themselves from the Class, and/or appear at the Final Approval Hearing; (d)  
26 was reasonable and constituted due, adequate, and sufficient notice to all persons and entities  
27 entitled to receive notice of the proposed Settlement; and (e) fully satisfied the requirements of  
28 Federal Rule of Civil Procedure 23, the requirements of due process, the requirements of the

1 PSLRA, and all other applicable law and rules. Further, it is determined that all members of the  
2 Class are bound by the Judgment herein. Defendants served on the United States Attorney General  
3 and all State Attorneys General the notice of the proposed Settlement, pursuant to the Class Action  
4 Fairness Act, U.S.C. §§ 1711 *et seq.* (“CAFA”). The form and manner of that CAFA notice is  
5 hereby determined to be in full compliance with CAFA.

6 17. The Court authorizes and approves the proposed Plan of Allocation set forth in the  
7 Notice of Pendency and Proposed Settlement of Class Action given to the Class, including the  
8 payment of the Claims Administrator’s fees in the amount of \$96,341.00.

9 18. A separate order shall be entered regarding Class Counsel’s motion for attorneys’  
10 fees and expenses and awards pursuant to 15 U.S.C. § 78u-4(a)(4) to the Co-Lead Plaintiffs as  
11 allowed by the Court. Any order entered regarding any attorneys’ fee and expense application  
12 shall in no way disturb or affect this Judgment and shall be considered separate from this Judgment.

13 19. Neither this Order and Final Judgment, the Stipulation, the Supplemental  
14 Agreement, nor any of their terms or provisions, nor any of the negotiations, discussions,  
15 proceedings connected thereto, nor any act performed or document executed pursuant to or in  
16 furtherance of the Stipulation or the Settlement: (a) is or may be deemed to be or may be used as  
17 an admission of, or evidence of, the validity of any of the allegations in the Litigation or of the  
18 validity of any of the Released Claims, or of any wrongdoing or liability of any Defendants or  
19 Released Defendants’ Persons; or (b) is, or shall be deemed to be, or shall be used as an admission  
20 of any fault or omission of any Defendants or Released Defendants’ Person in any statement,  
21 release, or written documents issued, filed, or made; or (c) is or may be deemed to be or may be  
22 used as an admission of, or evidence of, any fault, liability, wrongdoing, negligence, or omission  
23 of any Defendants or Released Defendants’ Persons in any civil, criminal, or administrative  
24 proceeding in any court, arbitration proceeding, administrative agency, or forum or tribunal in  
25 which any Defendants or Released Defendants’ Persons are or become parties; or (d) is or may be  
26 deemed to be or may be used as an admission or evidence that any claims asserted by Class  
27 Representatives were not valid or that the amount recoverable was not greater than the Settlement  
28 Amount, in any civil, criminal, or administrative proceeding in any court, administrative agency,

1 or other tribunal. Defendants, the Released Defendants' Persons, Class Representatives, Class  
2 Members, and their respective counsel may file the Stipulation and/or this Judgment in any action  
3 that may be brought against them in order to support a defense or counterclaim based on principles  
4 of res judicata, collateral estoppel, release, good faith settlement, judgment bar or reduction or any  
5 other theory of claim preclusion or issue preclusion or similar defense or counterclaim. The  
6 Settling Parties may file the Stipulation and/or this Judgment in any proceedings that may be  
7 necessary to consummate or enforce the Stipulation, the Settlement, or the Judgment.

8 20. Without affecting the finality of this Judgment in any way, this Court hereby retains  
9 continuing exclusive jurisdiction over: (a) implementation of this Settlement and any award or  
10 distribution of the Settlement Fund, including interest earned thereon; (b) disposition of the  
11 Settlement Fund; (c) hearing and determining applications for attorneys' fees and expenses and  
12 interest in the Litigation; and (d) all Settling Parties hereto for the purpose of construing, enforcing,  
13 and administering the Stipulation.

14 21. The Court finds that during the course of the Litigation, the Settling Parties and  
15 their respective counsel at all times complied with the requirements of Federal Rule of Civil  
16 Procedure 11.

17 22. In the event that the Settlement does not become effective in accordance with the  
18 terms of the Stipulation, or the Effective Date does not occur, or in the event that the Settlement  
19 Fund, or any portion thereof, is returned to the Defendants as required under the terms of the  
20 Stipulation, then this Judgment shall be rendered null and void to the extent provided by and in  
21 accordance with the Stipulation and shall be vacated and, in such event, all orders entered and  
22 releases delivered in connection herewith shall be null and void to the extent provided by and in  
23 accordance with the Stipulation.


24 23. Without further approval from the Court, the parties are hereby authorized to agree  
25 and to adopt such amendments or modifications of the Stipulation or any exhibits attached thereto  
26 to effectuate the Settlement that: (i) are not materially inconsistent with this Order and Final  
27 Judgment; and (ii) do not materially limit the rights of Class Members in connection with the  
28 Settlement. Without further order of the Court, the Settling Parties may agree to reasonable

1 extensions of time to carry out any of the provisions of the Stipulation.

2 24. The Court directs immediate entry of this Judgment by the Clerk of the Court.

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5 IT IS SO ORDERED.

6 DATED: July 18, 2025

  
7 THE HONORABLE MAXINE M. CHESNEY  
8 UNITED STATES DISTRICT JUDGE  
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