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8 Attorneys for Defendants
 9 JOHN A. SCARLETT, DANIEL M. RADBURY,
 KARIN EASTHAM, V. BRYAN LAWLIS, HOYOUNG HUH,
 10 SUSAN M. MOLINEAUX, ROBERT J. SPIEGEL, and
 Nominal Defendant GERON CORPORATION

11 *[Additional counsel on signature page]*

12 UNITED STATES DISTRICT COURT
 13 NORTHERN DISTRICT OF CALIFORNIA

14
 15 RICHARD DILaura derivatively on
 16 behalf of GERON CORPORATION,

17 Plaintiff,

18 v.

19 JOHN A. SCARLETT, DANIEL M.
 BRADBURY, KARIN EASTHAM, V.
 20 BRYAN LAWLIS, HOYOUNG HUH,
 SUSAN M. MOLINEAUX, ROBERT J.
 21 SPIEGEL,

22 Defendants,

23 – and –

24 GERON CORPORATION,

25 Nominal Defendant.

Case No. 4:15-cv-02989-CRB

Consolidated with *Haddock v. Scarlett, et al.* Case No. 3:15-cv-03007

**STIPULATION AND ~~PROPOSED~~ ORDER
 DISMISSING ENTIRE ACTION WITH
 PREJUDICE**

1 Plaintiffs Richard DiLaura and Adrienne Haddock (“Plaintiffs”), defendants John A.
2 Scarlett, Daniel M. Radbury, Karin Eastham, V. Bryan Lawlis, Hoyoung Huh, Susan M.
3 Molineaux, and Robert J. Spiegel (the “Individual Defendants”), and nominal defendant Geron
4 Corporation (“Geron” or the “Company,” and together with the Individual Defendants and
5 Plaintiffs, the “Parties”), by and through their respective counsel, move as follows:

6 WHEREAS, on June 26, 2015, Mr. DiLaura filed a derivative complaint, captioned
7 *DiLaura v. Scarlett, et al.*, N.D. Cal. Case No. 3:15-cv-02989-DMR (the “*DiLaura* Action”), for
8 breach of fiduciary duty and unjust enrichment, asserting claims derivatively on behalf of Geron
9 against the Individual Defendants;

10 WHEREAS, on June 29, 2015, Ms. Haddock filed a derivative complaint, captioned
11 *Haddock v. Scarlett, et al.*, N.D. Cal. Case No. 3:15-cv-03007-JCS (the “*Haddock* Action”),
12 asserting claims identical to those in the *DiLaura* Action derivatively on behalf of Geron against
13 the Individual Defendants;

14 WHEREAS, on August 11, 2015, the *DiLaura* Action and the *Haddock* Action were
15 reassigned to this Court;

16 WHEREAS, on August 13, 2015, the *Dilaura* Action and the *Haddock* Action (together,
17 the “Actions”), were consolidated (the “Federal Derivative Action”);

18 WHEREAS, on April 21, 2014, the first of two related derivative lawsuits that are
19 factually similar to this Federal Derivative Action was filed in the Superior Court of the State of
20 California, County of San Mateo (“State Court”) under the caption *Oriente v. Scarlett, et al.*, Sup.
21 Ct. Case No. CIV528121, before the Honorable Marie S. Weiner;

22 WHEREAS, on September 25, 2015, Judge Weiner consolidated the State Court
23 derivative actions for all purposes (the “State Derivative Action” and, together with the Federal
24 Derivative Action, the “Actions”).

25 WHEREAS, on April 25, 2016, the parties participated in a full day mediation session
26 with Michelle Yoshida, a full-time mediator, arbitrator, and special master with Phillips ADR, in
27 Corona Del Mar, California in an attempt to resolve the Actions;

28 WHEREAS, during the April 25, 2016 mediation, the parties reached an agreement in

1 principle to resolve the Actions;

2 WHEREAS, on July 22, 2016, the parties to the Actions entered into a Stipulation of
3 Settlement to resolve the Actions;

4 WHEREAS, on August 19, 2016, Judge Weiner entered a Preliminary Approval Order
5 preliminarily approving the settlement of the Actions in accordance with the terms and conditions
6 of the Stipulation;

7 WHEREAS, Geron in accordance with the Preliminary Approval Order and the terms and
8 conditions of the Stipulation, provided notice to Geron stockholders of the pending settlement of
9 the Actions and the hearing on the motion for final approval of the settlement (the “Final
10 Approval Hearing”);

11 WHEREAS, on November 18, 2016, Judge Weiner held the Final Approval Hearing
12 concerning the settlement of the Actions and the Stipulation;

13 WHEREAS, no Geron stockholders objected to the proposed settlement of the Actions at
14 the Final Approval Hearing;

15 WHEREAS, on November 18, 2016, following the Final Approval Hearing, Judge Weiner
16 approved the settlement and issued a Judgement and Order Granting Approval of Derivative
17 Settlement which, *inter alia*, dismissed the State Derivative Action with prejudice (a copy of the
18 Judgement and Order Granting Approval of Derivative Settlement is attached hereto as Exhibit
19 A); and

20 WHEREAS, in accordance with the terms and conditions of the Stipulation, the parties
21 jointly seek an order dismissing the above-captioned Federal Derivative Action with prejudice.

22 NOW, THEREFORE, it is hereby stipulated and agreed by and between the Parties,
23 through their respective counsel of record, that:

- 24 1. The above-captioned Federal Derivative Action is dismissed in its entirety and
25 with prejudice;
- 26 2. Further notice of the settlement and this dismissal is not required; and
- 27 3. Each party shall bear his/her/its own costs and fees.

28 IT IS SO STIPULATED.

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Dated: November 23, 2016

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/s/ Ryan E. Blair

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Dated: November 23, 2016

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Attorneys for Plaintiffs RICHARD DILAURA and
ADRIANNE HADDOCK

IT IS SO ORDERED.

Dated: 12/6/2016



Honorable Charles R. Breyer
United States District Court Judge