

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SAN MATEO

In re ONYX PHARMACEUTICALS, INC. SHAREHOLDER LITIGATION)	Lead Case No. CIV523789
)	<u>CLASS ACTION</u>
)	Assigned for All Purposes to Hon. Marie S. Weiner
_____)	
This Document Relates To:)	DEPT: 2
ALL ACTIONS.)	DATE ACTION FILED: 08/28/13
_____)	

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. All capitalized terms not otherwise defined shall have the same meanings as set forth in the Stipulation of Settlement dated May 25, 2016 (“Stipulation”), which can be downloaded at www.onyxshareholderlitigation.com.
2. To recover as a member of the Class based on your claims in the action entitled *In re Onyx Pharmaceuticals, Inc. Shareholder Litigation*, Lead Case No. CIV523789 (the “Litigation”), you must complete and, on page 5 hereof, sign this Proof of Claim and Release form (“Proof of Claim”). If you fail to submit a properly addressed (as set forth in paragraph 4 below) Proof of Claim, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed Settlement.
3. Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of the settlement of the Litigation.
4. **YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED PROOF OF CLAIM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, NO LATER THAN NOVEMBER 14, 2016, ADDRESSED AS FOLLOWS:**

Onyx Shareholder Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 30230
College Station, TX 77842-3230
online submissions: www.onyxshareholderlitigation.com

If you are NOT a member of the Class (as defined below and in the Notice of Proposed Settlement of Class Action (“Notice”)) DO NOT submit a Proof of Claim.

5. “Class” means, as certified by the Court on April 10, 2015, all holders of Onyx common stock who received consideration for their shares in the acquisition of Onyx by Amgen at the price of \$125 per share, first announced on August 25, 2013. Excluded from the Class are: the Defendants and any person, firm, trust, corporation or other entity related to or affiliated with any Defendant; and any Person who validly requested exclusion from the Class in response to the Notice of Pendency of Class Action sent to Class Members on or about May 5, 2015.
6. If you are a member of the Class and you did not timely request exclusion in connection with the prior Notice of Pendency of Class Action, you are bound by the terms of any judgment entered in the Litigation, including the releases provided therein, **WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.**

II. CLAIMANT IDENTIFICATION

If you (i) did not request exclusion in response to the prior Notice of Pendency of Class Action, (ii) held Onyx common stock and received consideration for your shares in the acquisition of Onyx by Amgen at the price of \$125 per share, and (iii) held the certificate(s) in your name, you are the beneficial holder as well as the record holder. If, however, you held Onyx common stock and the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial holder and the third party is the record holder.

Use Part I of this form entitled “Claimant Identification” to identify each holder of record (“nominee”), if different from the beneficial holder of Onyx common stock which forms the basis of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL HOLDER(S) OR THE LEGAL REPRESENTATIVE OF SUCH HOLDER(S) OF ONYX COMMON STOCK UPON WHICH THIS CLAIM IS BASED.**

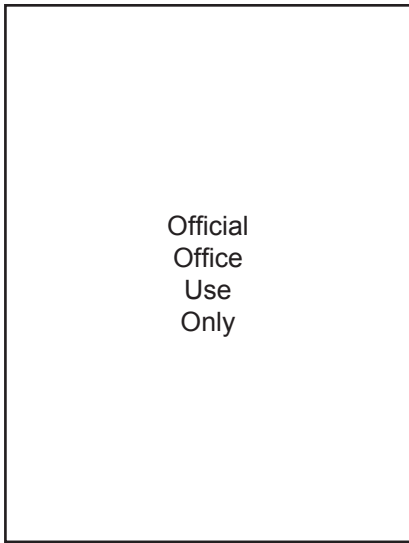
All joint holders must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial holder may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

III. CLAIM FORM

Use Part II of this form entitled "Holdings in Onyx Common Stock" to supply the number of shares of Onyx common stock you held and received consideration for in the acquisition of Onyx by Amgen at the price of \$125 per share. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

Broker confirmations or other documents verifying that you held Onyx common stock and received consideration in the acquisition of Onyx by Amgen at the price of \$125 per share, should be attached to your claim. Failure to do so could delay verification of your claim or result in rejection of your claim.

NOTICE REGARDING ELECTRONIC FILES: Certain claimants may request, or may be requested, to submit information regarding their transactions in electronic files. All claimants **MUST** submit a manually signed paper Proof of Claim whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at edata@gilardi.com to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.



Must Be Postmarked
(if Mailed) or Received
(if Submitted Online)
No Later Than
November 14, 2016

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SAN MATEO

In re Onyx Pharmaceuticals, Inc. Shareholder Litigation

Lead Case No. CIV523789

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PROOF OF CLAIM AND RELEASE

Please Type or Print in the Boxes Below
Do NOT use Red Ink, Pencil, or Staples



PART I: CLAIMANT IDENTIFICATION

Last Name M.I. First Name

Last Name (Co-Beneficial Owner) M.I. First Name (Co-Beneficial Owner)

IRA Joint Tenancy Employee Individual Other _____ (specify)

Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA

Trustee/Asset Manager/Nominee/Record Owner's Name (If Different from Beneficial Owner Listed Above)

Account#/Fund# (Not Necessary for Individual Filers)

Last Four Digits of Social Security Number or Taxpayer Identification Number

Telephone Number (Primary Daytime) Telephone Number (Alternate)

Email Address

MAILING INFORMATION

Address

Address

City State Zip Code

Foreign Province Foreign Postal Code Foreign Country Name/Abbreviation

FOR CLAIMS PROCESSING ONLY	OB <input type="text"/>	CB <input type="text"/>	<input type="radio"/> ATP <input type="radio"/> KE <input type="radio"/> ICI	<input type="radio"/> BE <input type="radio"/> DR <input type="radio"/> EM	<input type="radio"/> FL <input type="radio"/> ME <input type="radio"/> ND	<input type="radio"/> OP <input type="radio"/> RE <input type="radio"/> SH	MM / DD / YYYY	FOR CLAIMS PROCESSING ONLY
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PART II. HOLDINGS IN ONYX COMMON STOCK

Number of shares of Onyx common stock you held and received consideration for in the acquisition of Onyx by Amgen at the price of \$125 per share	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Proof Enclosed? <input type="radio"/> Y <input type="radio"/> N
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YOU MUST READ AND SIGN THE RELEASE ON PAGE 5. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.

IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim under the terms of the Stipulation of Settlement described in the Notice. I (We) also submit to the jurisdiction of the Superior Court of the State of California, County of San Mateo, with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Litigation. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I (We) have not submitted any other claim covering the Onyx common stock I (we) held and received consideration for in the acquisition of Onyx by Amgen at the price of \$125 per share, and know of no other person having done so on my (our) behalf.

V. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, and covenant not to sue with respect to, the Released Plaintiff Parties' Claims against each and all of the Released Defendant Parties (as those terms are defined below).

2. "Released Plaintiff Parties' Claims" means all claims of every nature and description whatsoever (including Unknown Claims) based upon, arising out of or relating to the Litigation and/or the claims or allegations in the Litigation including, but not limited to, claims or allegations based upon, arising out of or relating to the acts, facts, events or disclosures alleged in the Litigation, including, without limitation, the purchase, sale or ownership of Onyx securities in connection with the Merger, all aspects or terms of the Merger (including all aspects or terms of the Merger Agreement), and the obligations of any of the Defendants in connection with the Merger (including, but not limited to, any claims arising under federal or state statutory or common law or any other law, rule or regulation, including the law of any jurisdiction outside the United States and including any and all claims under the Securities Act of 1933, the Securities Exchange Act of 1934 and any other provision of the federal or state securities laws and any rule or regulation issued pursuant thereto, or relating to alleged fraud, breach of care, breach of loyalty, breach of fiduciary duty however labeled, misrepresentation or omission, negligence or gross negligence, quasi-appraisal, breach of contract, breach of trust, corporate waste, ultra vires acts, unjust enrichment, improper personal benefit, aiding and abetting, or otherwise).

3. "Released Defendant Parties" means (i) Defendants and any other past or present defendants in the Litigation (including, but not limited to, Amgen, Arena Acquisition Co. and Onyx), and each of their respective past, present or future direct or indirect parent entities, affiliates, subsidiaries and families, and (ii) with respect to each of the Persons in subsection (i), each and all of their respective past, present or future officers, directors, stockholders, agents, representatives, employees, attorneys, financial or investment advisors (including, for the avoidance of doubt, Centerview Partners LLC), other advisors, consultants, accountants, auditors, investment bankers, entities providing any fairness opinion, non-insurance underwriters, brokers, dealers, lenders, commercial bankers, AIG/National Union Fire Insurance Company of Pittsburgh, Pa. ("AIG"), associates, heirs, executors, trusts, trustees, partners, partnerships, general or limited partners or partnerships, limited liability companies, corporations, parents, subsidiaries, divisions, affiliates, associated entities, principals, managing directors, managing agents, joint ventures, managing members, members, managers, heirs, personal or legal representatives, estates, beneficiaries, distributes, foundations, fiduciaries, administrators, predecessors, predecessors-in-interest, successors and assigns.



4. "Unknown Claims" means (a) any Released Plaintiff Parties' Claims that any Plaintiff or any other Released Plaintiff Party does not know or suspect to exist in his, her or its favor at the time of the Effective Date, including claims which, if known by him, her or it, might have affected his, her or its settlement with and release of the Released Defendant Parties, or might have affected his, her or its decision(s) with respect to the Settlement; and (b) any Released Defendant Parties' Claims that any Defendant or any other Released Defendant Party does not know or suspect to exist in his, her or its favor at the time of the Effective Date, including claims which, if known by him, her or it, might have affected his, her or its settlement with and release of the Released Plaintiff Parties, or might have affected his, her or its decision(s) with respect to the Settlement. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, Plaintiffs and the Defendants shall expressly waive, and each of the Class Members shall be deemed to have waived, and by operation of the Judgment shall have expressly waived, any and all provisions, rights, and benefits conferred by California Civil Code §1542 and any law of any state or territory of the United States, or principle of common law, which is similar, comparable or equivalent to California Civil Code §1542, which provides:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.

Plaintiffs and the Released Plaintiff Parties may hereafter discover facts in addition to or different from those that any of them now know or believe to be true related to the subject matter of the Released Plaintiff Parties' Claims, but Plaintiffs shall expressly and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released any and all Released Plaintiff Parties' Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, disclosed or undisclosed, matured or unmatured, which now exist, or heretofore have existed upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct that is negligent, reckless, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. Similarly, the Defendants and Released Defendant Parties may hereafter discover facts in addition to or different from those that any of them now know or believe to be true related to the subject matter of the Released Defendant Parties' Claims, but each Defendant shall expressly and each Released Defendant Party, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released any and all Released Defendant Parties' Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, disclosed or undisclosed, matured or unmatured, which now exist, or heretofore have existed upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct that is negligent, reckless, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. The Settling Parties acknowledge, and the Released Plaintiff Parties and the Released Defendant Parties shall be deemed by operation of the Judgment to have acknowledged, that the inclusion of "Unknown Claims" in the definition of Released Claims was separately bargained for and is a key element of the Settlement of which these releases are a part.

5. This release shall be of no force or effect unless and until the Court approves the Stipulation and the Stipulation becomes effective on the Effective Date (as defined in the Stipulation).

6. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

7. I (We) hereby warrant and represent that I (we) have included information about all of my (our) holdings in Onyx common stock requested in this Proof of Claim.

I (We) declare under penalty of perjury under the laws of the United States of America that all of the foregoing information supplied on this Proof of Claim by the undersigned is true and correct.

Executed this _____ day of _____ in _____
(Month/Year) (City/State/Country)

(Sign your name here)

(Sign your name here)

(Type or print your name here)

(Type or print your name here)

(Capacity of person(s) signing, e.g.,
Beneficial Holder, Executor or Administrator)

(Capacity of person(s) signing, e.g.,
Beneficial Holder, Executor or Administrator)



**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please sign the above release and declaration.
2. If this claim is being made on behalf of Joint Claimants, then both must sign.
3. Remember to attach copies of supporting documentation, if available.
4. **Do not send** originals of certificates or other documentation as they will not be returned.
5. Keep a copy of your claim form and all supporting documentation for your records.
6. If you desire an acknowledgment of receipt of your claim form, please send it Certified Mail, Return Receipt Requested.
7. If you move, please send your new address to the address below.
8. **Do not use red pen or highlighter** on the Proof of Claim or supporting documentation.

**THIS PROOF OF CLAIM MUST BE SUBMITTED ONLINE OR, IF MAILED, POSTMARKED NO LATER THAN
NOVEMBER 14, 2016, ADDRESSED AS FOLLOWS:**

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Claims Administrator
c/o Gilardi & Co. LLC
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