

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

**IN RE TERRAVIA HOLDINGS, INC.
SECURITIES LITIGATION**

Case No.: 16-cv-06633-JD

CLASS ACTION

Honorable James Donato

NOTICE OF PROPOSED CLASS ACTION SETTLEMENT

If you purchased or otherwise acquired the common stock of TerraVia Holdings, Inc. between May 4, 2016, and November 6, 2016, both dates inclusive, you could get a payment from a class action settlement.

*A federal court authorized this notice. This is not a solicitation from a lawyer.
This is not a notice that you have been sued.*

- The proposed Settlement, if approved by the Court, is \$2,500,000.00 (Two Million Five Hundred Thousand Dollars and Zero Cents) in cash to pay claims of investors who purchased TerraVia Holdings, Inc. common stock between May 4, 2016, and November 6, 2016, both dates inclusive (the “Settlement Class Period”).
- The Settlement resolves a lawsuit concerning whether TerraVia Holdings, Inc. (“TerraVia”) and certain of its officers made false and/or misleading statements concerning TerraVia’s algae-based products in violation of Section 10(b) of the Securities Exchange Act of 1934. TerraVia filed for bankruptcy protection in 2017 and is no longer a party to this action. Defendants Jonathan S. Wolfson, Apurva S. Mody, and Tyler W. Painter (the “Settling Defendants”) deny all allegations of misconduct and liability. The two sides disagree on whether the investors would have won at trial, and if so, how much money they could have won.
- Plaintiffs estimate there were approximately 17 million allegedly damaged TerraVia shares purchased during the Settlement Class Period. The Settlement of \$2.5 million, therefore, represents an average recovery of approximately \$0.15 per share if Settlement Class Members file claims for all of the damaged shares. This is not an estimate of the actual recovery per share you should expect. Your actual recovery will depend on the total amount of losses of all Settlement Class Members that file claims on the Settlement, the date you purchased and sold your shares, your purchase price and sale price (if any), and the total number and amount of claims filed.
- The Court-appointed attorneys for the Settlement Class intend to ask the Court to award them their Expenses of no more than \$150,000.00, as well as an Award to the two Plaintiffs who were proposed as Class Representatives not to exceed \$2,500.00 each, and an Award to the remaining four Lead Plaintiff members not to exceed \$1,000.00 each, for a total Plaintiffs’ Award of \$9,000.00. Collectively, the maximum amount of Expenses and Plaintiffs’ Award are estimated to average approximately \$0.009 per share of TerraVia common stock. If approved by the Court, these amounts will be paid from the Settlement Fund.
- The Plaintiffs have budgeted the cost of sending Notice to Settlement Class Members and Administration of the Settlement at \$150,000.00. This cost will also be paid from the Settlement Fund and is estimated to average approximately \$0.009 per share.
- The total cost of the attorneys’ Expenses, Plaintiffs’ Award, and Notice and Administration noted

above is \$309,000.00, or approximately \$0.018 per share. After deducting these costs from the Settlement Fund, the recovery for the Settlement Class is approximately \$0.13 per share.

- Your legal rights will be affected whether you act or do not act. If you do not act, you may permanently forfeit your right to recover on this claim. Therefore, you should read this notice carefully.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT

SUBMIT A CLAIM FORM	Fill out the attached Proof of Claim Form and submit it online at www.terraviasettlement.com by 11:59 p.m. EST on May 23, 2024 or postmarked no later than May 23, 2024 . This is the only way to get a payment.
EXCLUDE YOURSELF FROM THE SETTLEMENT CLASS	Submit a request for exclusion postmarked no later than May 23, 2024 . This is the only way you can ever be part of any other lawsuit against Defendants regarding the legal claims in this case. If you exclude yourself, you will not receive any payment and cannot object or speak at the hearing.
OBJECT	Write to the Court no later than May 23, 2024 about why you do not like the Settlement. You can still submit a claim form. If the Court approves the Settlement, you will be bound by it.
GO TO THE HEARING	Ask to speak in Court about the fairness of the Settlement no later than May 23, 2024 at the hearing on June 13, 2024 . You can still submit a claim form. If the Court approves the Settlement, you will be bound by it.
DO NOTHING	Get no payment AND give up your rights to bring your own individual action.

INQUIRIES

Please do not contact the Court regarding this Notice. All inquiries concerning this Notice or the Proof of Claim Form, or any other questions by Settlement Class Members, should be directed to:

<p><i>TerraVia Securities Litigation</i> c/o Strategic Claims Services P.O. Box 230 600 N. Jackson St., Ste. 205 Media, PA 19063 Tel.: (866) 274-4004 Fax: (610) 565-7985 info@strategicclaims.net www.terraviasettlement.com</p> <p><i>Claims Administrator</i></p>	<p>OR</p>	<p>Joshua B. Silverman, Esq. Louis C. Ludwig, Esq. POMERANTZ LLP 10 South LaSalle St., Ste 3505 Chicago, IL 60603 Tel.: 312-377-1181 Fax: 312-377-1184 jbsilverman@pomlaw.com lcludwig@pomlaw.com</p> <p><i>Plaintiffs' Counsel</i></p>
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COMMON QUESTIONS AND ANSWERS CONCERNING THE SETTLEMENT

1. Why did I get this Notice?

You or someone in your family may have acquired TerraVia common stock during the Settlement Class Period. During the Settlement Class Period, TerraVia common stock was listed on the NASDAQ under the ticker symbol “TVIA.”

2. What is this lawsuit about?

The case is known as *In re TerraVia Holdings, Inc. Securities Litigation, et al.*, No. 3:16-CV-06633-JD (N.D. Cal.) (the “Action”), and the Court in charge of the case is the United States District Court for the Northern District of California. By Order dated April 7, 2017, the Court appointed the TerraVia Investor Group (Craig Taffel, Casey Minnick, Dimitrios Daniil, Ali Alkhateeb, and Yisroel Lieber) as Lead Plaintiff. On April 18, 2017, the Court appointed Pomerantz LLP as Lead Plaintiff’s Counsel.

On April 26, 2017, Plaintiffs filed an Amended Complaint detailing the allegations against the Settling Defendants alleging violations of Sections 10(b) and 20((a) of the Securities Exchange Act of 1934. Among other things, the Action is about whether the Settling Defendants violated the federal securities laws by allegedly making false and misleading statements to the investing public as set forth in the Amended Complaint. The Amended Complaint alleges that during the Settlement Class Period, the Settling Defendants misrepresented reports of gastrointestinal distress caused by TerraVia’s algal ingredients, including related product recalls.

On May 26, 2017, the Defendants named in the Amended Complaint moved to dismiss the Plaintiffs’ claims. On August 2, 2017, TerraVia petitioned the United States Bankruptcy Court for the District of Delaware for relief under the Bankruptcy Code. The parties subsequently re-briefed the motion to dismiss to reflect the automatic stay as to TerraVia due to the bankruptcy. Oral argument on the motion to dismiss was heard on June 13, 2019, and an Order was filed on February 4, 2020, granting and denying in part the motion to dismiss.

On May 12, 2020, the Plaintiffs filed a Motion to certify the Action as a class action and proposed Plaintiffs Ruben Perales and Casey Minnick as Class Representatives. Shortly thereafter, the Plaintiffs and Defendants agreed to mediate the Action with the assistance of an

experienced mediator, Michelle Yoshida, Esq., of Phillips ADR. After a full day of mediation and follow-up by the mediator, the parties agreed to the mediator's proposal of \$2.5 million to settle all of the claims that were sustained by the Court's February 4, 2020 Order. Accordingly, the parties signed the Amended Stipulation of Settlement ("Stipulation") that resolves all of the Plaintiffs' claims.

3. Why is this a class action?

In a class action, one or more persons and/or entities sue on behalf of all persons and/or entities who have similar claims. All of these persons and/or entities are referred to collectively as a class, and these individual persons and/or entities are known as class members. The issues common to all members of the class are then resolved by one court, except for those class members who exclude themselves from the class.

4. Why is there a Settlement?

Plaintiffs and Plaintiffs' Counsel believe the Settlement is best for all Settlement Class Members because of the risks associated with continued litigation and the nature of the defenses raised by the Settling Defendants.

The Plaintiffs and the Settling Defendants do not agree on the merits of the allegations in the Amended Complaint with respect to liability or the average amount of damages per share that would be recoverable if the Plaintiffs were able to prevail at trial on each claim. The issues on which Plaintiffs and the Settling Defendants disagree include: (1) whether Defendants made false and misleading statements; (2) whether Defendants made these statements knowingly; (3) whether the statements were the cause of the Settlement Class Members' alleged damages; and (4) the amount of damages, if any, suffered by the Settlement Class Members.

This matter has not gone to trial, and the Court has not decided in favor of any party involved in this Action. Instead, the Plaintiffs and the Settling Defendants have agreed to settle the Action. Even if Plaintiffs were to win at trial, and also withstand the Settling Defendants' inevitable challenges on appeal, Plaintiffs might not be able to collect some, or all, of the judgment, especially as TerraVia's assets were liquidated in bankruptcy.

5. How do I know if I am part of the Settlement Class?

To be a Settlement Class Member, you must have purchased or otherwise acquired TerraVia common stock between May 4, 2016, and November 6, 2016, both dates inclusive.

6. What does the Settlement provide?

a. What is the Settlement Fund?

The proposed Settlement will create a Settlement Fund in the amount of \$2.5 million, plus any interest earned thereon. The Settlement is subject to Court approval. Also, subject to the Court's approval, a portion of the Settlement Fund will be used to pay the attorney's Expenses and any Plaintiffs' Award, the costs to send Notice and Proof of Claim to the Settlement Class Members and Administer the Settlement, and any potential taxes. After the attorney's Expenses, Plaintiffs' Award, Notice and Administration costs, and taxes (if any) are paid from the Settlement Fund, the amount remaining (the "Net Settlement Fund") will be distributed to Settlement Class Members who submit valid claims ("Authorized Claimants").

b. What can you expect to receive under the proposed Settlement?

Your share of the Net Settlement Fund will depend on, among other things: (i) the number of

claims filed; (ii) the dates you purchased and sold (if any) TerraVia common stock; (iii) the prices of your purchases and sales; (iv) the amount of Notice and Administration Expenses; (v) the amount of any taxes paid (if any); and (vi) the amount of Expenses awarded to Plaintiffs' Counsel by the Court and the amount of any Plaintiffs' Award approved by the Court.

PROPOSED PLAN OF ALLOCATION OF THE NET SETTLEMENT FUND AMONG SETTLEMENT CLASS MEMBERS

The objective of the Plan of Allocation is to equitably distribute the Net Settlement Fund among Authorized Claimants based on their respective alleged economic losses as a result of the alleged fraud, as opposed to losses caused by market- or industry-wide factors, or Company-specific factors unrelated to the alleged fraud. The Claims Administrator shall determine each Authorized Claimant's share of the Net Settlement Fund based upon the recognized loss formula (the "Recognized Loss") described below. A Recognized Loss will be calculated for each TerraVia share purchased or otherwise acquired during the Settlement Class Period. The calculation of Recognized Loss will depend upon several factors, including when the shares of TerraVia common stock were purchased or otherwise acquired during the Settlement Class Period; in what amounts; whether those shares were sold; and if sold, when they were sold and for what amounts. The Recognized Loss is not intended to estimate the amount a Settlement Class Member might have been able to recover after a trial or to estimate the amount that will be paid to Authorized Claimants pursuant to the Settlement. The Recognized Loss is the basis upon which the Net Settlement Fund will be proportionately allocated to the Authorized Claimants. The Claims Administrator will use its best efforts to administer and equitably distribute the Net Settlement Fund.

The Plan of Allocation was created with the assistance of a consulting damages expert and reflects the assumption that the price of TerraVia common stock was artificially inflated throughout the Settlement Class Period. The estimated alleged artificial inflation in the price of TerraVia common stock during the Settlement Class Period is reflected in Table 1 below. The computation of the estimated alleged artificial inflation in the price of TerraVia common stock during the Settlement Class Period is based on certain misrepresentations alleged in the Amended Complaint and the change in the price of the stock, net of market- and industry-wide factors, in reaction to the public announcements that allegedly corrected the alleged misrepresentations.

Federal securities laws allow investors to recover for losses caused by disclosures that corrected the defendants' previous misleading statements or omissions. Thus, in order to have been damaged by the alleged violations of the federal securities laws, TerraVia common stock purchased or otherwise acquired during the Settlement Class Period must have been held during a period of time in which its price declined due to the disclosure of information which corrected an allegedly misleading statement or omission. The Amended Complaint alleges that such a price decline occurred on November 7, 2016. Accordingly, if TerraVia common stock was sold before November 7, 2016, the Recognized Loss for those shares is \$0.00.

Table 1		
Estimated Alleged Artificial Inflation in TerraVia Common Stock		
From	To	Per-Share Price Inflation
May 4, 2016	November 6, 2016	\$0.21
November 7, 2016	Thereafter	\$0.00

Calculation of Recognized Loss Per TerraVia Share:

In the calculations below, all purchase and sale prices shall exclude any fees, taxes, and commissions. If a Recognized Loss amount is calculated to be a negative number, that Recognized Loss shall be set to zero. Any transactions in TerraVia common stock executed outside of regular trading hours for the U.S. financial markets shall be deemed to have occurred during the next regular trading session.

The “90-day lookback” provision of the Private Securities Litigation Reform Act of 1995 (PSLRA) is incorporated into the calculation of the Recognized Loss for TerraVia common stock under Section 10(b). The limitations on the calculation of the Recognized Loss imposed by the PSLRA are applied such that losses on TerraVia common stock purchased/acquired during the Settlement Class Period and held as of the close of the 90-day period subsequent to the Settlement Class Period (the “90-Day Lookback Period”) cannot exceed the difference between the purchase price paid for such shares and the average price of TerraVia common stock shares during the 90-Day Lookback Period. The Recognized Loss on TerraVia common stock purchased/acquired during the Settlement Class Period and sold during the 90-Day Lookback Period cannot exceed the difference between the purchase price paid for such shares and the rolling average price of TerraVia common stock during the portion of the 90-Day Lookback Period elapsed as of the date of sale.

For each share of TerraVia common stock purchased or otherwise acquired during the Settlement Class Period (*i.e.*, May 4, 2016, through November 6, 2016, both dates inclusive), the Recognized Loss per share shall be calculated as follows:

- i. For each share of TerraVia common stock purchased/acquired during the Settlement Class Period that was sold prior to November 7, 2016, the Recognized Loss per share is \$0.
- ii. For each share of TerraVia common stock purchased/acquired during the Settlement Class Period that was subsequently sold during the period November 7, 2016, through February 2, 2017, both dates inclusive (the 90-Day Lookback Period), the Recognized Loss per share is *the lesser of*:
 - a. \$0.21; or
 - b. the purchase/acquisition price *minus* the sale price; or
 - c. the purchase/acquisition price *minus* the “90-Day Lookback Value” on the date of sale provided in Table 2 below.
- iii. For each share of TerraVia common stock purchased/acquired during the Settlement Class Period and still held as of the close of trading on February 2, 2017, the Recognized Loss per share is *the lesser of*:
 - a. \$0.21; or
 - b. the purchase/acquisition price *minus* the average closing price for TerraVia common stock during the 90-Day Lookback Period, which is \$1.25.

Sale / Disposition Date	90-Day Lookback Value	Sale / Disposition Date	90-Day Lookback Value	Sale / Disposition Date	90-Day Lookback Value
11/7/2016	\$1.70	12/6/2016	\$1.49	1/5/2017	\$1.35
11/8/2016	\$1.71	12/7/2016	\$1.49	1/6/2017	\$1.35
11/9/2016	\$1.68	12/8/2016	\$1.49	1/9/2017	\$1.35
11/10/2016	\$1.63	12/9/2016	\$1.49	1/10/2017	\$1.34

Table 2					
Sale / Disposition Date	90-Day Lookback Value	Sale / Disposition Date	90-Day Lookback Value	Sale / Disposition Date	90-Day Lookback Value
11/11/2016	\$1.63	12/12/2016	\$1.48	1/11/2017	\$1.34
11/14/2016	\$1.63	12/13/2016	\$1.47	1/12/2017	\$1.33
11/15/2016	\$1.61	12/14/2016	\$1.47	1/13/2017	\$1.33
11/16/2016	\$1.60	12/15/2016	\$1.46	1/17/2017	\$1.32
11/17/2016	\$1.58	12/16/2016	\$1.45	1/18/2017	\$1.32
11/18/2016	\$1.57	12/19/2016	\$1.43	1/19/2017	\$1.31
11/21/2016	\$1.55	12/20/2016	\$1.43	1/20/2017	\$1.30
11/22/2016	\$1.55	12/21/2016	\$1.42	1/23/2017	\$1.30
11/23/2016	\$1.56	12/22/2016	\$1.41	1/24/2017	\$1.29
11/25/2016	\$1.57	12/23/2016	\$1.40	1/25/2017	\$1.29
11/28/2016	\$1.57	12/27/2016	\$1.39	1/26/2017	\$1.28
11/29/2016	\$1.56	12/28/2016	\$1.38	1/27/2017	\$1.27
11/30/2016	\$1.55	12/29/2016	\$1.38	1/30/2017	\$1.26
12/1/2016	\$1.54	12/30/2016	\$1.37	1/31/2017	\$1.26
12/2/2016	\$1.52	1/3/2017	\$1.36	2/1/2017	\$1.25
12/5/2016	\$1.50	1/4/2017	\$1.36	2/2/2017	\$1.25

INSTRUCTIONS APPLICABLE TO ALL CLAIMANTS

The payment you receive will reflect your proportionate share of the Net Settlement Fund. Such payment will depend on the number of eligible securities that participate in the Settlement, and when those securities were purchased and sold. The number of claimants who send in claims varies widely from case to case.

A purchase or sale of TerraVia common stock shall be deemed to have occurred on the “contract” or “trade” date as opposed to the “settlement” or “payment” date.

Acquisition by Gift, Inheritance, or Operation of Law: If a Settlement Class Member acquired TerraVia common stock during the Settlement Class Period by way of gift, inheritance, or operation of law, such a claim will be computed by using the date and price of the original purchase and not the date and price of the transfer. To the extent that TerraVia common stock was originally purchased prior to commencement of the Settlement Class Period, the Recognized Loss for that acquisition shall be deemed to be zero (\$0.00).

Notwithstanding any of the above, receipt of TerraVia common stock during the Settlement Class Period in exchange for securities of any other corporation or entity shall not be deemed a purchase or sale of TerraVia common stock.

The first-in-first-out (FIFO) basis will be applied to purchases and sales. Sales will be matched in chronological order by trade date, first against TerraVia common stock held as of the close of trading on May 3, 2016 (the last day before the Settlement Class Period begins) and then against the purchases of

TerraVia common stock during the Settlement Class Period.

The date of covering a “short sale” is deemed to be the date of purchase of shares. The date of a “short sale” is deemed to be the date of sale of shares. In accordance with the Plan of Allocation, however, the Recognized Loss on “short sales” is zero. In the event that a claimant has an opening short position in TerraVia common stock, the earliest Settlement Class Period purchases shall be matched against such opening short position and not be entitled to a recovery until that short position is fully covered.

Payment according to the Plan of Allocation will be deemed conclusive against all Authorized Claimants. A Recognized Loss will be calculated as defined herein and cannot be less than zero. The Claims Administrator shall allocate to each Authorized Claimant a *pro rata* share of the Net Settlement Fund based on one’s Recognized Loss as compared to the total Recognized Losses of all Authorized Claimants. No distribution will be made to Authorized Claimants who would otherwise receive a distribution of less than \$10.00.

Settlement Class Members who do not submit acceptable Proof of Claim Forms will not share in the Settlement proceeds. The Settlement and the Judgment and Order of Dismissal with Prejudice dismissing this Action will nevertheless bind Settlement Class Members who do not submit a request for exclusion and/or submit an acceptable Proof of Claim Form.

Please contact the Claims Administrator or Plaintiffs’ Counsel if you disagree with any determinations made by the Claims Administrator regarding your Proof of Claim Form. If you are unsatisfied with the determinations, you may ask the Court, which retains jurisdiction over all Settlement Class Members and the claims-administration process, to decide the issue by submitting a written request.

The Settling Defendants, their respective counsel, and all other Released Persons will have no responsibility or liability whatsoever for the investment of the Settlement Fund, the distribution of the Net Settlement Fund, the Plan of Allocation, or the payment of any claim. Plaintiffs and Plaintiffs’ Counsel, likewise, will have no liability for their reasonable efforts to execute, administer, and distribute the Settlement.

Distributions will be made to Authorized Claimants after all claims have been processed and after the Court has finally approved the Settlement. If any funds remain in the Net Settlement Fund by reason of uncashed distribution checks or otherwise, then, after the Claims Administrator has made reasonable and diligent efforts to have Settlement Class Members who are entitled to participate in the distribution of the Net Settlement Fund cash their distributions, any balance remaining in the Net Settlement Fund after at least six (6) months after the initial distribution of such funds will be used in the following fashion: (a) first, to pay any amounts mistakenly omitted from the initial disbursement; (b) second, to pay any additional settlement administration fees, costs, and expenses, including those of Plaintiffs’ Counsel as may be approved by the Court; and (c) finally, to make a second distribution to claimants who cashed their checks from the initial distribution and who would receive at least \$10.00, after payment of the estimated costs, expenses, or fees to be incurred in administering the Net Settlement Fund and in making this second distribution, if such second distribution is economically feasible. These redistributions shall be repeated, if economically feasible, until the balance remaining in the Net Settlement Fund is *de minimis*. The remaining balance will then be distributed to an organization identified by Plaintiffs’ Counsel and approved by the Court.

7. How can I get a payment?

To qualify for a payment, you must send in a form entitled “Proof of Claim Form.” This claim form is attached to this Notice. You may also obtain a claim form on the Internet at

www.terraviasettlement.com (the “Settlement Website”). The Settlement Website is maintained by the Claims Administrator and has links to the notice, motions for approval of expenses and awards, and any other important documents in the case. Read the instructions carefully and either fill out the form online at www.terraviasettlement.com no later than 11:59 p.m. EST on May 23, 2024 or fill out the form, sign it in the location indicated, and mail the claim form, together with all documentation requested in the form, postmarked no later than May 23, 2024, to:

TerraVia Securities Litigation
c/o Strategic Claims Services
P.O. Box 230
600 N. Jackson St., Ste. 205
Media, PA 19063
Tel.: (866) 274-4004
Fax: (610) 565-7985
info@strategicclaims.net
www.terraviasettlement.com

The Claims Administrator will process your claim and determine whether you are an “Authorized Claimant.”

8. What am I giving up to get a payment or stay in the Settlement Class?

Unless you exclude yourself, you will remain in the Settlement Class. That means that if the Settlement is approved, you and all Settlement Class Members will release all “Released Claims” (and therefore agree never to sue, continue to sue, or be part of any other lawsuit) against the “Released Persons.”

- The Released Claims are any and all claims, rights, demands, obligations, damages, actions or causes of action, or liabilities whatsoever, of every nature and description, whether known claims or Unknown Claims (as defined in the Stipulation), whether arising under federal, state, common, or foreign law or regulation, that arise out of or relate in any way to both (1) the purchase or sale of TerraVia Common stock during the Settlement Class Period and (2) the allegations, representations, statements, omissions, or matters referred to in the Amended Complaints that Plaintiffs filed in this Action or that Plaintiffs or any member of the Settlement Class could have asserted in this Action or in any court. Excluded from the definition of Released Claims are: (i) all claims of any Person who submits a request for exclusion from the Settlement to the extent that the Court grants any such request; and (ii) all claims to enforce any of the terms of the Stipulation.
- The Released Persons are Defendants and their agents, attorneys, accountants, advisors, and the predecessors, successors, insurers, administrators, and assigns of each of the foregoing.

You are not releasing the Released Persons from any claim or action to enforce the Settlement. Remaining in the Settlement Class also means that all of the Court’s orders will apply to you and legally bind you. If you sign the claim form, you are agreeing to a “Release of Claims,” which will bar you from ever filing a lawsuit against any Released Person concerning a Released Claim. That means you will accept a share in the Net Settlement Fund as sole compensation for any losses you have suffered in the acquisition and sale of TerraVia common stock during the Settlement Class Period.

9. How do I get out of the Settlement?

If you do not want to receive a payment from this Settlement, and you want to keep any right you may have to sue or continue to sue the Settling Defendants on your own based on the legal

claims raised in this Action, then you must take steps to get out of the Settlement. This is called excluding yourself from—or “opting out” of—the Settlement. To exclude yourself from the Settlement, you must mail a letter stating you want to be excluded as a Settlement Class Member from *In re TerraVia Holdings, Inc. Securities Litigation*, No. 16-CV-06633-JD (N.D. Cal.). Be sure to include your name, address, telephone number, and signature, along with an accurate list of all of your purchases and sales (if any) of TerraVia common stock including number of shares, principal amount, and trade date of each purchase and sale (if any). You must mail your exclusion request to the Claims Administrator at the address below so that it is postmarked no later than May 23, 2024:

TerraVia Securities Litigation
c/o Strategic Claims Services
P.O. Box 230
600 N. Jackson St., Ste. 205
Media, PA 19063
Fax: (610) 565-7985
info@strategicclaims.net
www.terraviasettlement.com

You cannot exclude yourself by telephone. If you ask to be excluded, you will not receive a settlement payment, and you cannot object to the Settlement. If you ask to be excluded, you will not be legally bound by anything that happens in this Action.

10. If I do not exclude myself, can I sue the Settling Defendants for the same thing later?

No. Unless you exclude yourself, you give up any right to sue any of the Settling Defendants or any of the Released Persons for the Released Claims that this Settlement resolves. If you have a pending lawsuit, speak to your lawyer in that case immediately, since you may have to exclude yourself from this Settlement Class to continue your own lawsuit.

11. Do I have a lawyer in this case?

The Court appointed the law firm of Pomerantz LLP as Plaintiffs’ Counsel to represent you and the Settlement Class Members. If you want to be represented by your own lawyer, you may hire one at your own expense. You can reach out to Pomerantz LLP by contacting either Joshua B. Silverman, Esq. or Louis C. Ludwig, Esq., Pomerantz LLP, 10 South La Salle Street, Suite 3505, Chicago, Illinois 60603, (312) 377-1181, jbsilverman@pomlaw.com or lludwig@pomlaw.com.

12. How will the lawyers be paid?

Plaintiffs’ Counsel has not been paid any attorneys’ fees or expenses to date. Plaintiffs’ Counsel will file a motion asking the Court at the Settlement Hearing to make an award of reasonable litigation expenses not to exceed \$150,000.00. If the Court approves the request to pay the expenses, the amount will be paid from the Settlement Fund.

13. How do I tell the Court that I do not like the Settlement, the Plan of Allocation, the Request for Expenses, or the Award to Plaintiffs?

You can tell the Court you do not agree with the Settlement, any part of the Settlement, the Plan of Allocation, Lead Plaintiffs’ Counsel’s motion for Expenses, or the request for a Plaintiffs’ Award, and that you think the Court should not approve the Settlement. Please be aware that the Court can only approve or deny the Settlement and cannot change the terms of the Settlement.

Your objection must be in writing stating that you object to the Settlement in the matter of *In re*

TerraVia Holdings, Inc. Securities Litigation, No. 16-CV-06633-JD (N.D. Cal.). Be sure to include your name, address, telephone number, and signature, and a list of your purchases and sales (if any) of TerraVia common stock in order to show your membership in the Settlement Class, as well as all of the reasons you object to the Settlement.

You can either mail, file electronically, or deliver your objection in person to the Court. Your objection must be e-filed, or delivered on or before May 23, 2024, to:

Clerk of the Court
United States District Court
Northern District of California
450 Golden Gate Avenue
San Francisco, CA 94102

You may, but are not required to, appear at the Final Settlement Hearing, either in person or through your own attorney. If you appear through your own attorney, you are responsible for hiring and paying that attorney.

14. What is the difference between objecting and requesting exclusion?

Objecting is simply telling the Court you do not like something about the Settlement. You can object only if you stay in the Settlement Class. Requesting exclusion is telling the Court you do not want to be part of the Settlement Class and Settlement. If you exclude yourself, you cannot object to the Settlement because it no longer concerns you. If you stay in the Settlement Class and object, but your objection is overruled, you will not be allowed a second opportunity to exclude yourself.

15. When and where will the Court decide whether to approve the Settlement?

The Court will hold a Settlement Hearing on June 13, 2024 at 10:00 a.m., in Courtroom 11, 19th Floor at the United States District Court for the Northern District of California, 450 Golden Gate Avenue, San Francisco, CA 94102.

At this hearing, the Court will consider (i) whether the Settlement is fair, reasonable, and adequate, and should be approved by the Court; (ii) whether the Order and Judgment as provided under the Stipulation should be entered; (iii) whether the proposed Plan of Allocation is fair and reasonable and should be approved by the Court; (iv) the application of Plaintiffs' Counsel for an award of Expenses, and for Plaintiffs' Award; (v) any objections to the Settlement, whether submitted previously in writing or presented orally at the Settlement; and (vi) such other matters as the Court may deem appropriate.

The Settlement Hearing may be adjourned or continued by the Court without further notice other than an announcement at such hearing or on the Court's PACER system. Settlement Class Members should check the settlement website or the Court's PACER site to confirm that the date has not been changed.

16. Do I have to come to the hearing?

No, but you are welcome to attend at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as you mail your written objection on time, the Court will consider it.

17. What happens if I do nothing at all?

If you do nothing, you will not receive a payment from the Settlement. However, unless you

exclude yourself, you will not be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against any of the Released Persons about the Released Claims ever again.

18. Are there more details about the Settlement?

This Notice summarizes the proposed Settlement. More details are in the Stipulation. You can get a copy of the Stipulation and all other documents filed in support of the Settlement:

- By contacting the Claims Administrator online at www.terraviasettlement.com or by mail to *TerraVia Securities Litigation*, c/o Strategic Claims Services, P.O. Box 230, 600 N. Jackson St., Ste. 205, Media, PA 19063, Tel.: (866) 274-4004.
- By contacting Plaintiffs' Counsel online or by mail to Joshua B. Silverman, Esq. or Louis C. Ludwig, Esq., POMERANTZ LLP, 10 South LaSalle St., Ste 3505, Chicago, IL 60603, Tel.: (312) 377-1181, jbsilverman@pomlaw.com, lludwig@pomlaw.com.
- By accessing the Court docket in this case through the Court's Public Access to Court Electronic Records (PACER) system at <https://ecf.cand.uscourts.gov>, or by visiting the office of the Clerk of the Court for the United States District Court for the Northern District of California, 450 Golden Gate Avenue, San Francisco, CA 94102-3489 between 9:00 a.m. and 4:00 p.m., Monday through Friday, excluding Court holidays.

If you have questions about how to complete a Proof of Claim Form, you can call the Claims Administrator at 1 (866) 274-4004, or Plaintiffs' Counsel at 1 (312) 377-1181.

PLEASE DO NOT CALL OR WRITE TO THE COURT OR THE COURT CLERK'S OFFICE FOR INFORMATION OR ADVICE.

DATED: JANUARY 4, 2024.

BY ORDER OF THE UNITED STATES
DISTRICT COURT FOR THE
NORTHERN DISTRICT OF CALIFORNIA

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

**IN RE TERRAVIA HOLDINGS, INC.
SECURITIES LITIGATION**

Case No.: 16-cv-06633-JD

CLASS ACTION

Honorable James Donato

PROOF OF CLAIM FORM

A. GENERAL INSTRUCTIONS & INFORMATION

1. You are urged to read carefully the accompanying Notice of Proposed Class Action Settlement (the “Notice”) and the Amended Stipulation of Settlement (“Stipulation”). Both documents are available on the Settlement website, www.terraviasettlement.com. All capitalized terms used herein shall have the same meaning as defined in the Notice and the Stipulation.

2. To file a claim and recover under the Settlement, you must have purchased or otherwise acquired TerraVia Holdings, Inc. (“TerraVia”) common stock between May 4, 2016, and November 6, 2016, both dates inclusive.

3. If you are a Settlement Class Member and wish to participate in the proposed Settlement, you must complete and sign this Proof of Claim Form (“Proof of Claim”). The submission of a Proof of Claim does not ensure that your claim will be upheld or that you will share in any recovery. All claims are subject to verification and investigation. If you fail to file a fully completed Proof of Claim, or are not eligible to recover under the Settlement, your claim may be rejected and you may be precluded from any recovery from the proposed Settlement. You may also be requested to provide further information.

4. **You must complete and sign your Proof Of Claim, postmarked on or before May 23, 2024, and send it to the Claims Administrator at:**

TerraVia Securities Litigation
c/o Strategic Claims Services
P.O. Box 230
600 N. Jackson St., Ste. 205
info@strategicclaims.net

Or complete an electronic version of the Proof of Claim and e-file on or before May 23, 2024, at www.terraviasettlement.com.

5. **If you are a member of the Settlement Class and do not timely request exclusion, you will be bound by any judgment entered in the Action whether or not you submit a Proof of Claim.**

6. **If you are not a member of the Settlement Class, do not submit a Proof of Claim. For help completing this Proof of Claim, please contact the Claims Administrator.**

B. CLAIMANT IDENTIFICATION INSTRUCTIONS

1. If you purchased TerraVia common stock and registered the certificate in your name, you are the beneficial owner as well as the owner of record. If, however, you purchased TerraVia common stock and

the certificate was registered in the name of a third party (such as your stock broker), you are the beneficial owner and the third party is the owner of record. Proceeds of this Settlement will be distributed to Settlement Class members who are beneficial owners of TerraVia common stock.

2. Use Section D of this form, entitled “Claimant Identification Schedule,” to identify yourself and each owner of record, if different from the beneficial owner of TerraVia common stock that forms the basis of this claim. **This claim must be filed by the actual beneficial owner(s), or the legal representative of such owner(s), of the stock upon which this claim is based.**

3. If shares of TerraVia common stock were owned jointly, all joint owners must sign the Proof of Claim. Executors, administrators, guardians, conservators, and trustees may complete and sign the Proof of Claim on behalf of persons or entities represented by them, but they must identify such persons or entities and provide proof of their authority (*e.g.*, powers of attorney or currently effective letters testamentary or letters of administration). The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the Claim. If you fail to provide the foregoing information, your claim may be delayed or rejected.

4. You must file a separate Proof of Claim for each differently named account or ownership, such as an individual account, an IRA account, a joint account, a custodial account, etc. Joint tenants, co-owners, or custodians UGMA should file a single claim. Claimants who file one or more claims (*e.g.*, one in Claimant’s name and one for an IRA or joint ownership) must identify the other claims filed.

5. NOTICE REGARDING ELECTRONIC FILES: Representatives with the authority to file on behalf of (a) accounts of multiple Persons and/or (b) institutional accounts with large numbers of transactions (“Representative Filers”) must submit information regarding their clients’ transactions in the approved electronic spreadsheet format, which is available by request to the Claims Administrator at efile@strategicclaims.net or by visiting the website www.strategicclaims.net/institutional-filers/. One spreadsheet may contain the information for multiple Persons and institutional accounts, but all Representative Filers MUST also submit a manually signed Proof of Claim, as well as proof of authority to file (see paragraph 3 above) along with the electronic spreadsheet. The Claims Administrator reserves the right to request additional documentary proof regarding transactions and holdings in the Company’s shares to prove and accurately process the Proof of Claim. Any file not submitted in accordance with the required electronic filing format will be subject to rejection. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues an email after processing the file with claim number(s) and respective account information. Do not assume that the file has been received or processed until the Claims Administrator sends a confirmation email. If you do not receive such an email within 10 days of submission, please contact the electronic filing department at efile@strategicclaims.net to inquire about the file and confirm it was received and acceptable.

6. NOTICE REGARDING ONLINE FILING: Claimants who are not Representative Filers may submit their claims online using the electronic version of the Proof of Claim hosted at www.terraviasettlement.com. If you are not acting as a Representative Filer, you do not need to contact the Claims Administrator prior to filing; you will receive an automated e-mail confirming receipt once your Proof of Claim has been submitted. If you are unsure if you should submit your claim as a Representative Filer, please contact the Claims Administrator at info@strategicclaims.net or (866) 274-4004. If you are not a Representative Filer, but your claim contains a large number of transactions, the Claims Administrator may request that you also submit an electronic spreadsheet showing your transactions to accompany your Proof of Claim.

C. INSTRUCTIONS FOR SCHEDULE OF TRANSACTIONS

1. Use Section E of this form, entitled “Schedule of Transactions,” to supply all of the requested information with respect to *all* of your transactions—purchases, other acquisitions, sales, and other

dispositions—in TerraVia common stock that took place at any time between May 4, 2016, through and including February 2, 2017, whether such transactions resulted in a profit or a loss. Please note, pursuant to the Plan of Allocation, there are no Recognized Losses for purchases of TerraVia common stock on or after November 7, 2016. Purchases of Terra Via common stock during the 90-day period from November 7, 2016 through February 2, 2017 will only be used to balance your claim. The failure to report all such transactions or to provide all requested information with respect to each transaction may result in the rejection of your claim.

2. If you need more space, attach separate, numbered sheets giving all of the required information in substantially the same form. Sign each additional sheet and print or type your name at the top.

3. List each transaction separately and in chronological order by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction, as well as the purchase and/or sales price, excluding commissions, taxes, and other fees. The date of a transaction is the “trade” date and not the “settlement” date. The date of covering a “short sale” is deemed to be the date of purchase, and the date of a “share sale” is deemed to be the date of sale. Shares originally sold short will have a Recognized Loss of zero. TerraVia common stock acquired or disposed of for any consideration other than, or in addition to, cash must be reported as having been acquired or disposed of.

4. Please attach to your claim form *copies* of brokerage confirmations, monthly statements, or other documentation of your transactions in TerraVia common stock in order for your claim to be valid. Failure to provide this documentation could delay verification of your Claim. The Claims Administrator may also request additional information as required to efficiently and reliably calculate your losses.

5. If your trading activity between May 4, 2016, and February 2, 2017, exceeds 50 transactions, you must provide all information required in the Schedule of Transactions in an electronic file. For instructions and parameters concerning such a submission, please visit www.terraviasettlement.com, call the Claims Administrator at (866) 274-4004, or e-mail the Claims Administrator at info@strategicclaims.net.

6. If you have questions or need additional Proofs of Claim, contact the Claims Administrator *via* the information in the preceding paragraph. You may make photocopies of this form.

7. Please refer to the Plan of Allocation set forth in the accompanying Notice for a detailed explanation of how a Claimant’s Recognized Loss will be calculated.

D. CLAIMANT IDENTIFICATION SCHEDULE

Claims must be received by the Claims Administrator postmarked no later than **May 23, 2024**.

Please Type or Print

Beneficial Owner's Name <i>(as it appears on your brokerage statement)</i>		
Joint Beneficial Owner's Name <i>(as it appears on your brokerage statement)</i>		
Record Owner's Name and Address <i>(if different from beneficial owner listed above)</i>		
Street Address		
Street Address 2		
City	State	Zip Code
Foreign Province	Foreign Country	
Telephone Number (Daytime)	Telephone Number (Evening)	
Fax Number		
Email		

Specify one of the following.

Claimant holder of TerraVia common stock is:

<input type="checkbox"/>	A. Individual Claimant: I am a claimant acting in my own interest and am the sole owner of the shares.
<input type="checkbox"/>	B. Joint Claimants: We are claimants acting jointly.
<input type="checkbox"/>	C. Corporate Claimant: I am the _____ of _____, a corporation whose address is _____ I am authorized to make this claim on behalf of the corporation. The corporation is the owner of the shares.
<input type="checkbox"/>	D. IRA Claimant: I am a claimant acting on behalf of my IRA. The shares are held in my IRA.
<input type="checkbox"/>	E. Partnership Claimant: I am a partner of _____, a partnership whose business address is _____. I am authorized to make this claim on behalf of the partnership. The partnership is the owner of the shares.
<input type="checkbox"/>	F. Decedent's Estate Claimant: I am the executor or the administrator (circle which) of the estate of _____, whose last address was _____. (Valid proof of authority must accompany this claim.)
<input type="checkbox"/>	G. Trust Claimant: I am a trustee of _____, a trust authorized under the laws of _____. I am authorized to make this claim on behalf of the trust. The trust is the owner of the shares.
<input type="checkbox"/>	H. Custodial or Guardian Claimant: I am the custodian or the guardian (circle which) for _____ whose address is _____. (Valid proof of authority must accompany this claim.)
<input type="checkbox"/>	I. Other: (Specify) _____

E. SCHEDULE OF TRANSACTIONS IN TERRAVIA COMMON STOCK

1. State the total number of shares of TerraVia common stock owned at the close of trading on **May 3, 2016**, long or short (*if none, enter "0"*): _____

2. Separately list each and every **purchase** of TerraVia common stock between **May 4, 2016** and **February 2, 2017**, inclusive, and provide the following information:

Trade Date (list chronologically) Month/Day/Year	Number of Shares Purchased	Price Per Share (excluding commissions, taxes, and other fees)	Total Purchase Price (excluding commissions, taxes, and other fees)
____/____/____		\$	\$
____/____/____		\$	\$
____/____/____		\$	\$
____/____/____		\$	\$

3. Separately list each and every **sale** of TerraVia common stock between **May 4, 2016** and **February 2, 2017**, inclusive, and provide the following information:

Trade Date (list chronologically) Month/Day/Year	Number of Shares Sold	Price Per Share (excluding commissions, taxes, and other fees)	Total Sale Price (excluding commissions, taxes, and other fees)
____/____/____		\$	\$
____/____/____		\$	\$
____/____/____		\$	\$
____/____/____		\$	\$

4. State the total number of shares of TerraVia common stock owned at the close of trading on **February 2, 2017**, long or short (*if none, enter "0"*): _____

If you need additional space, attach the required information on separate, numbered sheets in the same format as above and print your name and Social Security or Taxpayer Identification number at the top of each additional sheet.

YOU MUST SIGN THE CERTIFICATION OR THE W-8 CERTIFICATION BELOW.

F. REPRESENTATIONS

I/We acknowledge that I/we have read the Notice of Proposed Class Action Settlement and that pursuant thereto I/we file this claim to participate in the Settlement.

I/We hereby warrant and represent that neither I/we, nor any person I/We represent, is a Defendant (as defined in the Notice) with respect to any of the claims asserted in the Action, a member of the immediate family of any of the Defendants, or anyone excluded from the Settlement Class as it is defined in the Stipulation, or a person or entity who has requested exclusion from the Settlement Class.

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 hereof.

I/We hereby warrant and represent that I/We have included information about all of my/our transactions in TerraVia common stock between May 4, 2016, and February 2, 2017, as well as the number of shares of TerraVia common stock held by me/us at the close of trading on May 3, 2016, and February 2, 2017.

I/We hereby warrant and represent that I am/we are authorized to execute and deliver this Proof of Claim.

G. CERTIFICATION

I/We certify that I am/we are not subject to backup withholding. **(If you have been notified by the IRS that you are subject to backup withholding, strike out the previous sentence.)**

I/We certify that I/we purchased or otherwise acquired the TerraVia common stock listed in the above Schedule between May 4, 2016, and November 6, 2016, inclusive.

I/We declare and affirm under penalties of perjury that the foregoing information and the documents attached hereto, including the Social Security or Taxpayer Identification Number shown on this Proof of Claim, are true, correct and complete to the best of my/our knowledge, information, and belief, and that this Proof of Claim was executed this _____ day of _____, 2022 in:

(City) (State/Country)

Signature of Claimant

Signature of Joint Claimant, if any

(Print your name here)

(Print your name here)

Signature of Person signing on behalf of Claimant

(Print your name here)

Capacity of person signing on behalf of Claimant, if other than an individual, Executor, President, Custodian, etc.

SUBSTITUTE FORM W-8: IF YOU ARE NOT A RESIDENT OR CITIZEN OF THE UNITED STATES, COMPLETE THE FOLLOWING:

Permanent residence (principal office if a corporation):

If your claim is effectively connected with the conduct of a trade or business within the U.S., please provide the following information regarding your U.S. business:

Name of U.S. Business

Address of U.S. Business

Type of Business

Tax Identification Number

W-8 Certification: Under the penalties of perjury, I certify that the information provided above is true, correct and complete.

Signature(s) _____

Date: _____

Date: _____

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

TerraVia Securities Litigation
c/o Strategic Claims Services
600 N. Jackson St., Ste. 205
Media, PA 19063

IMPORTANT LEGAL NOTICE – PLEASE FORWARD

Reminder Checklist:

1. Remember to sign the Certification (or W-8 Certification).
2. Remember to attach only **copies** of supporting documentation, please contact the Claims Administrator for a list of acceptable supporting documentation at info@strategicclaims.net.
3. Do not send originals of securities certificates.
4. Keep copies of the completed claim form and documentation for your own records.
5. If you desire an acknowledgment of receipt of your claim form, please send it Certified Mail, Return Receipt Requested, or its equivalent. **You will bear all risks of delay or non-delivery of your claim.**
6. If your address changes in the future, or if these documents were sent to an old or incorrect address, please send us **written** notification of your new address.
7. If you have questions or concerns regarding your claim, please contact the Claims Administrator at:

TerraVia Securities Litigation
c/o Strategic Claims Services
P.O. Box 230
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Tel.: (866) 274-4004
Fax: (610) 565-7985
info@strategicclaims.net