

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

IN RE ENZYMOTEC LTD. SECURITIES
LITIGATION

Civ. Action No. 2:14-cv-5556 (JMV) (JBC)

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

This matter came before the Court for hearing pursuant to the Order Preliminarily Approving Settlement, Certifying Settlement Class and Providing for Notice (“Notice Order” or “Preliminary Approval Order”) dated September 5, 2017, on the application of the Settling Parties for approval of the Settlement set forth in the Stipulation of Settlement dated March 29, 2017 (the “Stipulation”). Due and adequate notice having been given to the Settlement Class as required in said Notice Order, and the Court having considered all papers filed and proceedings had herein and otherwise being fully informed in the premises and good cause appearing therefore, IT IS HEREBY ORDERED that:

1. This Judgment incorporates by reference the definitions in the Stipulation, and all capitalized terms used herein shall have the same meanings as set forth in the Stipulation, unless otherwise set forth herein.

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

3. Pursuant to Federal Rule of Civil Procedure 23, the Court certifies a Settlement Class, for settlement purposes only, defined as: (i) to claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, all persons or entities who purchased or otherwise acquired Enzymotec common stock during the period September 27, 2013 and August 4, 2014, inclusive, and were damaged thereby; (ii) to claims under Sections 11, 12(a)(2) and 15 of the Securities Act of 1933, all persons or entities who purchased and/or can trace their purchases of shares of Enzymotec common stock issued in the Initial Public Offering, and were damaged thereby; and (iii) to claims under Sections 11, 12(a)(2) and 15 of the Securities Act of 1933, all persons or entities who purchased and/or can trace their purchases of shares of Enzymotec common stock issued in the Secondary Public Offering that occurred on or about February 27, 2014, and were

* And for the reasons
stated on the record
on 1/24/2018 -1-

damaged thereby. Excluded from the Settlement Class are Defendants and all officers and directors of Enzymotec, and all such excluded persons' immediate family members, legal representatives, heirs, predecessors, successors and assigns, and any entity in which any excluded person has or had a controlling interest.

4. For purposes of the Settlement only, the Court finds that the Settlement Class satisfies the prerequisites for a class action under Rule 23(a) and (b)(3) of the Federal Rules of Civil Procedure in that: (a) the number of Settlement Class Members is so numerous that joinder of all members is impracticable; (b) there are questions of law and fact common to Settlement Class Members; (c) Lead Plaintiffs' claims are typical of the claims of the Settlement Class that they seek to represent; (d) Lead Plaintiffs will fairly and adequately represent the interests of the Settlement Class with respect to the claims asserted against Defendants; (e) the questions of law and fact common to Settlement Class Members predominate over any questions affecting only individual Settlement Class Members; and (f) a class action is superior to other available methods for the fair and efficient adjudication of the claims asserted against the Defendants.

5. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, for purposes of the Settlement only, Lead Plaintiffs are certified as Settlement Class Representative and Lead Plaintiffs' counsel, Saxena White P.A., Carella, Byrne, Cecchi, Olstein, Brody & Agnello, and RM Law, P.C., are certified as Settlement Class Counsel.

6. Pursuant to Federal Rule of Civil Procedure 23, this Court hereby approves the Settlement set forth in the Stipulation and finds that said Settlement is, in all respects, fair, reasonable, and adequate to the Settlement Class.

7. Pursuant to Federal Rule of Civil Procedure 23, the Court finds that the Stipulation and Settlement are fair, reasonable, and adequate as to each of the Settling Parties,

and that the Stipulation and Settlement are hereby finally approved in all respects, and the Settling Parties are hereby directed to perform its terms.

8. Accordingly, the Court authorizes and directs implementation of all the terms and provisions of the Stipulation, as well as the terms and provisions hereof. The Court hereby dismisses, as to Defendants, the Litigation, and all Released Claims of the Settlement Class with prejudice, without costs as to any of the Released Persons, except as and to the extent provided in the Stipulation and herein.

9. Upon the Effective Date hereof, and as provided in the Stipulation, Lead Plaintiffs and each of the Settlement Class Members, on behalf of themselves, their current and future heirs, executors, administrators, successors, attorneys, insurers, agents, representatives, and assigns, and any person they represent, shall be deemed to have, and by operation of this Final Judgment shall have, fully, finally, and forever released, relinquished, and discharged all Released Claims (including, without limitation, Unknown Claims) against any and all Released Persons, whether or not such Lead Plaintiff or Settlement Class Member executes the Proof of Claim and Release Form.

10. Lead Plaintiffs and each of the Settlement Class Members who have not timely opted out of the Class, on behalf of themselves, their current and future heirs, successors, insurers, agents, representatives, attorneys, executors, administrators, and assigns, and any person they represent, expressly covenant not to assert, and shall be forever barred and enjoined from commencing, asserting, instituting, maintaining, prosecuting, or continuing to prosecute any action or other proceeding in any court of law or equity, arbitration tribunal, or administrative forum, or in the court of any foreign jurisdiction, any and all Released Claims (including, without limitation, Unknown Claims) against any and all Released Persons, as well as

any other claims arising out of, relating to, or in connection with, the defense, settlement, or resolution of the Litigation or the Released Claims, whether or not such Lead Plaintiff or Settlement Class Member executes the Proof of Claim and Release Form.

11. Upon the Effective Date hereof, and as provided in the Stipulation, each of the Released Persons shall be deemed to have, and by operation of this Final Judgment shall have, fully, finally, and forever released, relinquished, and discharged Lead Plaintiff, each and all of the Settlement Class Members, and Plaintiffs' Counsel from all claims (including, without limitation, Unknown Claims) arising out of, relating to, or in connection with, the institution, prosecution, assertion, settlement, or resolution of the Litigation or the Released Claims.

12. The Court finds that the manner of providing notice of the Settlement to the Settlement Class met the requirements of Federal Rule of Civil Procedure 23 and due process; was the best notice practicable under the circumstances; and constituted due and sufficient notice to all persons entitled thereto. No Settlement Class Member shall be relieved or excused from the terms of the Settlement, including the releases of claims provided for thereunder, based upon the contention or proof that such Settlement Class Member failed to receive actual or adequate notice. The Court finds that a full opportunity has been afforded to Settlement Class Members to object to the Settlement and/or to participate in the Fairness Hearing. It is therefore determined that all Settlement Class Members are bound by this Judgment.

13. The Court finds that the Plan of Allocation is a fair and reasonable method to distribute the Settlement Fund to the Settlement Class.

14. The Escrow Agent shall continue to serve as such for the Settlement Fund, until such time as all funds in the Settlement Fund are distributed pursuant to the terms of the Stipulation or further order of the Court.

15. The Court finds that an award of attorneys' fees to Settlement Class Counsel in the amount of \$2,166,666.66 is fair and reasonable. In addition, the Court grants the amount of \$131,876.43 to Settlement Class Counsel as reimbursement of reasonable litigation expenses. The foregoing amounts shall be paid from the Settlement Fund in accordance with the terms of the Stipulation. Any appeal from the portion of this Judgment that relates solely to the fees and expenses granted hereunder shall have no effect on the finality of this Judgment or the Effective Date as provided for in the Stipulation.

16. Neither the Stipulation nor the Settlement contained therein, nor any act performed or document executed pursuant to or in furtherance of the Stipulation or the Settlement (a) is or may be deemed to be or may be used as an admission of, or evidence of, the validity of any Released Claim, or of any wrongdoing or liability of the Released Persons; or (b) is or may be deemed to be or may be used as an admission of, or evidence of, any fault or omission of any of the Released Persons; or (c) is or may be deemed to be or may be used as an admission or evidence that any claims asserted by Lead Plaintiffs were not valid or that the amount recoverable was not greater than the Settlement amount, in any civil, criminal, or administrative proceeding in any court, administrative agency, or other tribunal. The Released Persons may file the Stipulation and/or this Final Judgment in any action that may be brought against them in order to support a defense or counterclaim based on principles of *res judicata*, collateral estoppel, release, good faith settlement, judgment bar or reduction or any other theory of claim preclusion or issue preclusion or similar defense or counterclaim.

17. Without affecting the finality of this Judgment in any way, this Court hereby retains continuing exclusive jurisdiction over: (a) implementation of this Settlement and any award or distribution of the Settlement Fund, including interest earned thereon; (b) disposition of

the Settlement Fund; (c) hearing and determining applications for attorneys' fees and expenses in the Action; and (d) all Settling Parties hereto for the purpose of construing, enforcing, and administering the Stipulation.

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

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

20. Without further approval from the Court, Lead Plaintiffs and Defendants are hereby authorized to agree to and adopt such amendments or modifications of the Stipulation or any exhibits attached thereto to effectuate the Settlement that: (a) are not materially inconsistent with this judgment; and (b) do not materially limit the rights of Settlement Class Members in connection with the Settlement. Without further order of the Court, the Settling Parties may agree to reasonable extensions of time to carry out any of the provisions of the Stipulation.

21. The Court directs immediate entry of this Final Judgment by the Clerk of the Court.

IT IS SO ORDERED.

DATED: 1/24/2018



THE HONORABLE JOHN MICHAEL VAZQUEZ
UNITED STATES DISTRICT JUDGE