

IN THE SUPERIOR COURT OF THE STATE OF GEORGIA  
COUNTY OF FULTON

IN RE ENDOCHOICE HOLDINGS, INC. ) CIVIL ACTION NO. 2016 CV 277772  
SECURITIES LITIGATION ) (Consolidated with Civil Action No. 2016 CV 281193)

**PROOF OF CLAIM AND RELEASE**

**I. IMPORTANT INFORMATION**

1. To recover as a Member of the Class based on your claims in the above-captioned action (the “Action”) you must complete and, on page 5 hereof, *sign* this Proof of Claim and Release. If you fail to file a timely and properly addressed Proof of Claim and Release, 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 of the Action.

2. Submission of this Proof of Claim and Release, however, does not assure that you will share in the proceeds of settlement in the Action.

3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE POSTMARKED ON OR BEFORE JUNE 30, 2020, ADDRESSED TO THE CLAIMS ADMINISTRATOR AT THE ADDRESS SET FORTH ON PAGE 6 BELOW.

4. If you are **NOT** a Class Member, as defined in the Notice of Proposed Settlement of Class Action (“Notice”), do **NOT** submit a Proof of Claim and Release form. In general, you will potentially qualify as a class member *only* if you purchased shares of the common stock of EndoChoice Holdings, Inc. (“EndoChoice” or the “Company”; ticker symbol “GI”) during the period from the 4:00 p.m. EDT close of trading on June 4, 2015 (when the registration statement for EndoChoice’s June 5, 2015 initial public offering (the “IPO”) was declared “effective”) through and including August 3, 2016 (the “Relevant Period”).

5. If you are a Class Member, you will be bound by the terms of any judgment entered in the Action, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM, unless you file a request for exclusion as explained in the Notice.

**II. DEFINITIONS**

1. “Defendants” means, collectively, (i) EndoChoice; (ii) Mark G. Gilreath, David N. Gill, R. Scott Huennekens, James R. Balkcom, Jr., J. Scott Carter, D. Scott Davis, David L. Kaufman, and Rurik G. Vandevenne (the “Individual Defendants” and, collectively with EndoChoice, the “EndoChoice Defendants”); and (iii) J.P. Morgan Securities LLC, Merrill Lynch, Fenner & Smith Incorporated, William Blair & Company, L.L.C. and Stifel, Nicolaus & Company, Incorporated (collectively, the “Underwriter Defendants”).

2. “Released Claims” means all claims (including Unknown Claims as defined below), demands, rights and causes of action of any kind that have been or could have asserted in the Action, or could in future be asserted in any forum, whether arising under federal, state, common, statutory, or foreign law, or any other rule or regulation, by any Lead Plaintiff, any Class Member, or any of their Related Parties<sup>1</sup> against any Released Defendants’ Party (as defined below), which both (a) arise out of or relate in any way to any of the allegations, acts, transactions, facts, events, matters, occurrences, statements, representations or omissions set forth, alleged or referred to in the Action, or which could have been alleged in the Action; and (b) arise out of or relate to the purchase, acquisition, holding, disposition or sale of any shares of EndoChoice common stock issued in or pursuant to the IPO. Notwithstanding the foregoing, “Released Claims” does not, however, include any claims to enforce the Settlement.

3. “Released Defendants’ Claims” means all claims (including “Unknown Claims” as defined below), demands, rights, and causes of action of any kind by any Released Defendants’ Party (as defined below) against Lead Plaintiffs, any Class Members, or any of their Related Parties, which arise out of or relate in any way to the institution, prosecution, assertion, settlement, or resolution of the Action (except for claims to enforce the Settlement).

4. “Released Defendants’ Parties” (each a “Released Defendant Party”) means each Defendant and each of their respective Related Parties.

5. “Unknown Claims” means any and all Released Claims of every nature and description against the Released Defendants’ Parties which any Class Member does not know or suspect to exist in his, her or its favor at the time

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<sup>1</sup> “Related Parties”, when used in reference to any person or entity (“Person”), refers to and includes (i) the Person; (ii) for natural persons (such as individuals) , each of that Person’s respective immediate family members and any trust of which the Person is the settler or which is for the benefit of any such Person and/or member of his or her family, and, for non-natural persons (such as a company or trust), each of their direct or indirect parents or subsidiaries; and (iii) for any of the persons listed in sub-parts (i) or (ii) of this definition, their respective past, present, and future general partners, limited partners, principals, controlling shareholders, joint venturers, members, officers, directors, managers, managing directors, employees, contractors, consultants, auditors, accountants, financial advisors, professional advisors, investment bankers, legal representatives, insurers, trustees, trustors, agents, attorneys, predecessors, successors, assigns, heirs, executors, administrators, and any controlling person thereof, in their capacities as such, and any entity in which any such Person has a controlling interest.

of their release of the Released Claims, including without limitation those which, if known by such Class Member, might have affected his, her or its decisions with respect to the Settlement or the releases. With respect to any and all Released Claims, the Parties agree that, upon the Effective Date, each Class Member shall be deemed to have waived, and by operation of the Judgment shall have waived, any and all rights and benefits conferred by any law of any state or territory of the United States, or any principle of common law, which is similar, comparable, or equivalent to Cal. Civ. 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.

6. All capitalized terms not otherwise defined herein shall have the meanings set forth in the Stipulation and Agreement of Settlement dated January 30, 2020 (the “Stipulation”) and the exhibits thereto.

### III. INSTRUCTIONS

1. Use Part I of this form entitled “Claimant Identification” to identify each purchaser of the EndoChoice common shares that are the subject of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL OWNER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASERS.**

2. All joint purchasers 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 last four digits of the Social Security (or Taxpayer Identification) Number and telephone number of the beneficial owner 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.

3. Use Part II of this form entitled “Schedule of Transactions in EndoChoice Common Stock” to supply all required details of your transaction(s) in EndoChoice common shares, including transactions relating to any short positions you may have taken with respect to EndoChoice common stock. If you need more space or additional schedules, attach separate sheets (or make additional copies of the transaction schedule at PART II below) giving all the required transaction information in substantially the same form. Print the beneficial owner’s name, and the last four digits of their Social Security or Taxpayer Identification Number (see ¶2 above), on each additional sheet (if any).

4. On the schedules, provide all of the required information with respect to all of the following: (a) your net position in EndoChoice common shares as of the close of trading on June 4, 2015 (immediately *before* the IPO); (b) the number of EndoChoice common shares you purchased in EndoChoice’s June 5, 2015 IPO at the initial offering price of \$15.00 per share, as well as each and every post-IPO purchase of EndoChoice common shares purchased from June 5, 2015 on the open market through and including August 3, 2016; (c) each and every sale of EndoChoice common shares sold during the period from June 5, 2015 through and including September 27, 2016; (d) a statement of the number of additional EndoChoice common shares (if any) purchased between August 4, 2016 and September 27, 2016, inclusive; and (e) your net position in EndoChoice common shares as of the close of trading on September 27, 2016.<sup>2</sup> Failure to report all required information for all of your transactions in shares of EndoChoice common stock (including short positions) may result in the rejection of your claim. 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 you list.

5. Attach *copies* of trade confirmations, relevant portions of brokerage statements or other documentation of your transactions in EndoChoice common shares (including short positions) to your completed Claim Form. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

6. The above requests are designed to provide the minimum amount of information necessary to process the simplest claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate the amount of claim. In some cases where the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the Class with the information provided, the Claims Administrator may condition acceptance of the claim upon the production of additional information and/or the hiring of an accounting expert at the claimant’s cost.

**NOTICE REGARDING ELECTRONIC FILES:** Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All claimants **MUST** submit a manually signed paper Claim Form whether or not they also submit electronic copies. If you wish to file your claim electronically, you must visit the Settlement website at [www.EndoChoiceSecuritiesLitigation.com](http://www.EndoChoiceSecuritiesLitigation.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.

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<sup>2</sup> Information on your *sales* through (and holdings as of) September 27, 2016 (rather than through and as of August 3, 2016) is requested to determine whether or not you were able to benefit from the sharp increase in the price of EndoChoice common stock that occurred after the close of business on September 27, 2016 when Boston Scientific announced a tender offer to acquire all outstanding EndoChoice common shares at \$8.00 per share.

Must Be Postmarked  
No Later Than June 30, 2020

EHL

Official  
Office  
Use  
Only

SUPERIOR COURT OF THE STATE OF  
GEORGIA COUNTY OF FULTON

*In re Endochoice Holdings, Inc.  
Securities Litigation*

Civ. No. 2016 cv 277772

**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 (Beneficial Owner)				M.I.	First Name (Beneficial Owner)			
Last Name (Co-Beneficial Owner)				M.I.	First Name (Co-Beneficial Owner)			
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 <sup>1</sup>				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		

<sup>1</sup> The last four digits of the taxpayer identification number (TIN), consisting of a valid Social Security number (SSN) for individuals or employer identification number (EIN) for business entities, trusts, estates, etc., and telephone number of the beneficial owner(s) may be used in verifying this claim.

FOR CLAIMS PROCESSING ONLY	OB	CB	<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. SCHEDULE OF TRANSACTIONS IN ENDOCHOICE COMMON STOCK**

**1. BEGINNING NET POSITION** – State the net total number of shares of EndoChoice common stock **owned** as of 4:00 pm EDT on June 4, 2015 (immediately before EndoChoice’s IPO), long or short (*if a net short position, enter a negative value*):

**2. PURCHASES OF ELIGIBLE SHARES (through August 3, 2016)** – Separately list each purchase of EndoChoice common shares from 4:00pm EDT on June 4, 2015 (when the Registration Statement for EndoChoice’s June 5, 2015 IPO was declared effective) through and including August 3, 2016 (*must be documented*):

PURCHASES								Total Purchase Price (excluding taxes, commissions and fees). Please round off to the nearest whole dollar
Date of Purchase (List Chronologically)		Number of Shares Purchased	Purchase Price Per Share					
M	M	D	D	Y	Y			
1.		/		/			\$	00
2.		/		/			\$	00
3.		/		/			\$	00
4.		/		/			\$	00

**3. SUBSEQUENT PURCHASES FROM AUGUST 4, 2016 THROUGH SEPTEMBER 27, 2016** – State the total number of EndoChoice common shares (if any) purchased between August 4, 2016 and September 27, 2016, inclusive. (individual transaction details and documentation not required unless later requested by the Claims Administrator)<sup>2</sup>:

**4. SALES FROM JUNE 5, 2015 THROUGH SEPTEMBER 27, 2016** – Separately list each sale of EndoChoice common shares (including short sales, if any) during the period from June 5, 2015 through and including September 27, 2016 (*must be documented*):

SALES								Total Sale Price (excluding taxes, commissions and fees). Please round off to the nearest whole dollar
Date of Sale (List Chronologically)		Number of Shares Sold	Sale Price Per Share					
M	M	D	D	Y	Y			
1.		/		/			\$	00
2.		/		/			\$	00
3.		/		/			\$	00
4.		/		/			\$	00

**5. ENDING NET POSITION** – State your net position (in shares) in EndoChoice common stock **owned** as of the close of trading on September 27, 2016 (*if other than zero, must be documented; if a net short position, enter a negative value*):

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS PLEASE PHOTOCOPY THIS PAGE (OR PRINT ADDITIONAL PAGES FROM THE SETTLEMENT WEBSITE, WWW.ENDOCHOICESECURITIESLITIGATION.COM).

If you are submitting any additional pages setting forth your additional transactions in EndoChoice shares, PLEASE FILL IN THIS CIRCLE:

IF YOU DO NOT FILL IN THIS CIRCLE THESE ADDITIONAL PAGES MAY NOT BE REVIEWED.

**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.**

<sup>2</sup> This information is required so that the Claims Administrator can verify that your reported purchases and sales “balance” for the period from the date of the IPO through the date that Boston Scientific announced its tender offer to purchase EndoChoice, which in turn will facilitate the accurate processing of your Claim. However, please note that, consistent with the Court’s class certification order, any shares purchased after August 3, 2016 are not eligible for damages under the Settlement, and accordingly no losses incurred on such purchases will be calculated or considered for purposes of calculating your Recognized Claim under the Plan of Allocation.



PART III. RELEASE OF CLAIMS, CERTIFICATION AND SIGNATURE

- A. I (we) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever waive, release, discharge, and dismiss each and every one of the Released Defendants' Parties with respect to any and all of the Released Claims; and
B. I (we) hereby acknowledge that as of the Effective Date, I (we): (i) shall be deemed to have, and shall have, fully, finally, and forever waived, released, relinquished, and discharged all Released Claims against the Released Defendants' Parties; and (ii) shall forever be enjoined from prosecuting any Released Claims against any of the Released Defendants' Parties.

By signing and submitting this Proof of Claim, the claimant(s) or the person(s) who represent(s) the claimant(s) certifies, as follows:

- 1. that I (we) have read and understand the contents of the Notice, the Plan of Allocation and the Proof of Claim, including the releases provided for in items A and B immediately above;
2. that the claimant(s) is a (are) Class Member(s), as defined in the Notice, and is (are) not excluded from the Class;
3. that the claimant has not submitted a request for exclusion from the Class;
4. that I (we) purchased and own(ed) the EndoChoice common shares identified in this Proof of Claim and have not assigned my (our) claims against the Released Defendants' Parties to another, or that, in signing and submitting this Proof of Claim, I (we) have the authority to act on behalf of the owner(s) thereof;
5. that the claimant has not submitted any other claim covering the same purchases or acquisitions of EndoChoice common shares and knows of no other person having done so on his/her/its behalf;
6. that the claimant submits to the jurisdiction of the Court with respect to his/her/its claim and for purposes of enforcing the releases set forth herein;
7. that I (we) agree to furnish such additional information with respect to this Proof of Claim as the Claims Administrator or the Court may require;
8. that the claimant waives the right to trial by jury, to the extent it exists, and agrees to the Court's summary disposition of the determination of the validity or amount of the claim made by this Proof of Claim;
9. that I (we) acknowledge that the claimant will be bound by and subject to the terms of any judgment that may be entered in the Action; and
10. that the claimant is NOT subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code because: (a) the claimant is exempt from backup withholding; or (b) the claimant has not been notified by the IRS that he/she/it is subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the IRS has notified the claimant that he/she/it is no longer subject to backup withholding. If the IRS has notified the claimant that it is subject to backup withholding, please strike out the language in the preceding sentence indicating that the claim is not subject to backup withholding.

UNDER PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL INFORMATION PROVIDED BY ME (US) ON THIS FORM IS TRUE, CORRECT, AND COMPLETE, AND THAT THE DOCUMENTS SUBMITTED HERewith ARE TRUE AND CORRECT COPIES OF WHAT THEY PURPORT TO BE.

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 Purchaser or Acquirer, Executor or Administrator)

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



A Proof of Claim received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by June 30, 2020, and if a postmark is indicated on the envelope and it is mailed First Class, and addressed in accordance with the above instructions. In all other cases, a Proof of Claim shall be deemed to have been submitted when actually received by the Claims Administrator.

You should be aware that it will take a significant amount of time to fully process all of the Proof of Claim forms. Please notify the Claims Administrator of any change of address.

**Reminder Checklist:**

1. Please sign the above release and certification. If this Proof of Claim is being made on behalf of joint claimants, then both must sign.
2. Remember to attach only *copies* of acceptable supporting documentation.
3. Please do not highlight any portion of the Proof of Claim or any supporting documents.
4. Do not send original securities certificates or other original documentation. These items cannot be returned to you by the Claims Administrator.
5. Keep copies of your completed Proof of Claim and the originals of your documentation for your own records.
6. The Claims Administrator will acknowledge receipt of your Proof of Claim by mail within 60 days. Your claim is not deemed filed until you receive an acknowledgement postcard. If you do not receive an acknowledgement postcard within 60 days, please call the Claims Administrator toll-free at (866) 610-7723.
7. If your address changes in the future, or if this Proof of Claim was sent to an old or incorrect address, please send the Claims Administrator written notification of your new address. If you change your name, please inform the Claims Administrator.
8. If you have any questions or concerns regarding your claim, please contact the Claims Administrator at the address below or at (866) 610-7723, or visit [www.EndoChoiceSecuritiesLitigation.com](http://www.EndoChoiceSecuritiesLitigation.com).

**THIS CLAIM FORM MUST BE MAILED TO THE CLAIMS ADMINISTRATOR BY FIRST-CLASS MAIL, POSTAGE PREPAID, POSTMARKED BY JUNE 30, 2020 AND ADDRESSED TO:**

*EndoChoice Securities Litigation*  
c/o KCC Class Action Services  
P.O. Box 43034  
Providence, RI 02940-3034

