

Geron Corporation Securities Litigation  
c/o Claims Administrator  
P.O. Box 4153  
Portland, OR 97208-4153

Website: www.GeronCorporationSecuritiesLitigation.com  
Email: questions@GeronCorporationSecuritiesLitigation.com  
Phone: 1-844-299-2263

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
IN RE GERON CORPORATION SECURITIES LITIGATION  
No. 3:14-CV-01224-CRB

**PROOF OF CLAIM AND RELEASE**

Must be Postmarked No Later Than: July 11, 2017

**PART I. CLAIMANT IDENTIFICATION**

Beneficial Owner's First Name	MI	Beneficial Owner's Last Name
<input type="text"/>	<input type="text"/>	<input type="text"/>

Joint Beneficial Owner's First Name	MI	Joint Beneficial Owner's Last Name
<input type="text"/>	<input type="text"/>	<input type="text"/>

Entity Name (if claimant is not an individual)

Representative or Custodian Name (if different from Beneficial Owner(s) listed above)

Address 1 (street name and number)

Address 2 (apartment, unit, or box number)

City	State/ Province	ZIP/Postal Code
<input type="text"/>	<input type="text"/>	<input type="text"/>

Country

Last Four Digits of Social Security Number or Taxpayer Identification Number

Telephone Number

 -  - 

Email Address

Account Number

Specify one of the following:

- |  |                                |
|--|--------------------------------|
| <input type="checkbox"/> Individual        | <input type="checkbox"/> IRA   |
| <input type="checkbox"/> Corporation/Other | <input type="checkbox"/> Trust |

**PART II: SCHEDULE OF TRANSACTIONS IN GERON COMMON STOCK**

A. Number of shares of Geron common stock held at the opening of trading on December 10, 2012:

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B. Purchases or acquisitions of Geron common stock during the period December 10, 2012 – June 9, 2014, inclusive (*must be documented*):

Trade Date (list chronologically) (MMDDYY)	Number of Shares Purchased or Acquired	Purchase Price per Share	Total Purchase or Acquisition Price*	Transaction Type (P/R)**
<input style="width: 20px; height: 20px;" type="text"/>	<input style="width: 20px; height: 20px;" type="text"/> . <input style="width: 20px; height: 20px;" type="text"/>	<input style="width: 20px; height: 20px;" type="text"/>	<input style="width: 20px; height: 20px;" type="text"/>	<input style="width: 20px; height: 20px;" type="text"/>
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\*Excluding taxes, fees, and commissions  
 \*\*P=Purchase, R=Receipt (transfer in)

C. Sales of Geron common stock during the period December 10, 2012 – June 9, 2014, inclusive (*must be documented*):

Trade Date (list chronologically) (MMDDYY)	Number of Shares Sold or Delivered	Sale Price per Share	Total Sales Price*	Transaction Type (S/D)**
<input style="width: 20px; height: 20px;" type="text"/>	<input style="width: 20px; height: 20px;" type="text"/> . <input style="width: 20px; height: 20px;" type="text"/>	<input style="width: 20px; height: 20px;" type="text"/>	<input style="width: 20px; height: 20px;" type="text"/>	<input style="width: 20px; height: 20px;" type="text"/>
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\*Excluding taxes, fees, and commissions  
 \*\*S=Sale, D=Delivery (transfer out)

D. Number of shares of Geron common stock held at the close of trading on June 9, 2014 (*if none, enter "0"; if other than zero, must be documented*):

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If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page. NOTE THAT CLAIMS CALCULATING TO AN AWARD AMOUNT LESS THAN \$10.00 WILL NOT BE PAID.

**YOU MUST READ AND SIGN THE RELEASE BELOW. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.**

### PART III: SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGEMENTS

I (We) submit this Proof of Claim and Release Form under the terms of the Stipulation described in the Settlement Notice. I (We) also submit to the jurisdiction of the United States District Court for the Northern District of California with respect to my (our) claim as a Class Member and for purposes of enforcing the releases 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 Action. 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 same purchases, acquisitions, or sales of Geron common stock during the Class Period and know of no other person having done so on my (our) behalf.

### PART IV: RELEASE

I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, and discharge from the Settled Claims each and all of the “Defendant Releasees,” defined as (1) Defendants; (2) Defendants’ Counsel; (3) with regard to Geron all past or present subsidiaries, parents, affiliates, principals, successors and predecessors, assigns, officers, directors, accountants, investment bankers, commercial bankers, shareholders, underwriters, financial or investment advisors, trustees, partners, limited partners, controlling shareholders, joint venturers, co-developers, collaborators, agents, fiduciaries, contractors, employees, attorneys, auditors, insurers, co-insurers, and reinsurers; (4) with regard to Dr. John A. Scarlett, M.D., Ms. Olivia K. Bloom, and Dr. Stephen M. Kelsey, M.D., each such individual’s spouses, marital communities, immediate family members, heirs, executors, personal representatives, estates, administrators, trusts, predecessors, successors, and assigns or other individual or entity in which any of Dr. Scarlett, Ms. Bloom, and Dr. Kelsey has a controlling interest, and each and all of their respective past or present subsidiaries, divisions, parents, affiliates, principals, successors and predecessors, assigns, officers, directors, trusts, partners, agents, fiduciaries, contractors, employees, attorneys, auditors, accountants, advisors, insurers, co-insurers, and reinsurers; and each of Dr. Scarlett, Ms. Bloom, and Dr. Kelsey’s present and former attorneys, legal representatives, insurers, and assigns in connection with the Action.

“Settled Claims” means any and all claims, rights, demands, obligations, controversies, debts, damages, losses, causes of action and liabilities of any kind or nature whatsoever (including, but not limited to, any claims for damages, restitution, rescission, interest, attorneys’ fees, expert or consulting fees, and any other costs, expenses, or liability whatsoever), whether based on federal, state, local, statutory, or common law or any other law, rule, or regulation, whether fixed or contingent, accrued, or un-accrued, liquidated or unliquidated, at law or in equity, matured or un-matured, or class or individual in nature (including both known and Unknown Claims) against Defendant Releasees, based on, arising out of, relating in any way to, or in connection with both (i) the facts, events, transactions, acts, occurrences, statements, representations, misrepresentations, or omissions which were or could have been alleged in the Action, and (ii) the purchase or acquisition of Geron common stock during the Class Period.

“Unknown Claims” means any and all Settled Claims which Lead Plaintiff in the Action or any Class Member does not know to exist in his, her, or its favor at the time of the release of Defendant Releasees, and any Defendants’ Claims which Defendants did not know to exist in their favor at the time of the release of the Released Plaintiff Parties, which if known might have affected the decision to enter into the Settlement or the decision not to object to the Settlement. With respect to any and all Settled Claims and Defendants’ Claims, the parties stipulate and agree that upon the Effective Date, Lead Plaintiff and Defendants shall expressly, and each Class Member shall be deemed to have, and by operation of the Judgment shall have, expressly waived the provisions, rights and benefits of 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.**

Lead Plaintiff and Defendants shall expressly and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived any and all provisions, rights, and benefits conferred by 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. Lead Plaintiff and Class Members may hereafter discover facts in addition to or different from those which he, she, or it now knows or believes to be true with respect to the subject matter of the Settled Claims, but Lead Plaintiff shall expressly, fully, finally and forever settle and release, 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 Settled Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, or coming into existence in the future, including, but not limited to, conduct which is negligent, 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. Lead Plaintiff and Defendants acknowledge, and other Class Members by operation of law shall be deemed to have acknowledged, that the inclusion of “Unknown Claims” in the definition of Settled Claims and Defendants’ Claims was separately bargained for and was a key element of this Settlement.

This release shall be of no force or effect unless and until the Court approves the Settlement and the Stipulation becomes effective.

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

I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in Geron common stock which are the subject of this claim, and which occurred during the Class Period.

I 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 and Release Form by the undersigned is true and correct.

Executed this   day of   /      
(Day) (Month/Year)

(Sign your name here)

(Type or print your name here)

(Capacity of person(s) signing, e.g., beneficial purchaser, executor, or administrator)

## I. GENERAL INSTRUCTIONS

To recover as a Class Member based on your claims in the Action entitled *In re Geron Corporation Securities Litigation*, No. 3:14-CV-01224-CRB (the “Action”), you must complete and sign this Proof of Claim and Release Form. If you fail to submit a timely and properly addressed Proof of Claim and Release Form, your claims may be rejected and you may not receive any recovery from the Settlement Fund created in connection with the proposed Settlement. Submission of this Proof of Claim and Release Form, however, does not assure that you will share in proceeds of the Settlement of the Action.

YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE FORM POSTMARKED ON OR BEFORE JULY 11, 2017, ADDRESSED AS FOLLOWS:

Geron Corporation Securities Litigation  
c/o Claims Administrator  
P.O. Box 4153  
Portland, OR 97208-4153

If you are NOT a Class Member (as defined in the Notice of Pendency and Settlement of Class Action (“Settlement Notice”), DO NOT submit a Proof of Claim and Release Form. Also, NOTE THAT CLAIMS CALCULATING TO AN AWARD LESS THAN \$10.00 WILL NOT BE PAID.

If you are a Class Member and you do not timely request exclusion in connection with the proposed Settlement, you will be bound by the terms of any Judgment entered in the Action, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE FORM.

## II. CLAIMANT IDENTIFICATION

If you purchased or otherwise acquired Geron Corporation (“Geron”) common stock, you are the beneficial purchaser as well as the record purchaser. If however, you purchased or otherwise acquired Geron common stock that was registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.

THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR ACQUIRER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OR ACQUIRER(S) OF THE GERON COMMON STOCK UPON WHICH THIS CLAIM IS BASED.

All joint purchasers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this Proof of Claim and Release Form 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.

## III. CLAIM FORM

Use Part II of the form entitled “Schedule of Transactions in Geron Common Stock” to supply all required details of your transaction(s) in Geron common stock. 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.

On the schedules, provide all of the requested information with respect to *all* of your purchases or acquisitions of Geron common stock which took place at any time from December 10, 2012, to June 9, 2014, both dates inclusive, and all of your sales of Geron common stock which took place at any time from December 10, 2012, to June 9, 2014, both dates inclusive.

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.

**Copies of broker confirmations or other documentation of your transactions in Geron common stock should be attached to your claim.** Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

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 Proof of Claim and Release Form whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at 1-844-299-2263 or visit their website at [www.GeronCorporationSecuritiesLitigation.com](http://www.GeronCorporationSecuritiesLitigation.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 acknowledgement of receipt and acceptance of electronically submitted data.

**REMINDER CHECKLIST:**

1. Please sign the above release.
2. Remember to attach only **copies** of acceptable supporting documentation.
3. Keep a copy of your Proof of Claim and Release Form and all supporting documentation for your records.
4. If you desire an acknowledgement of receipt of your Proof of Claim and Release Form, please send it Certified Mail, Return Receipt Requested. **You will bear all risks of delay or non-delivery of your claim.**

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

THE PROOF OF CLAIM AND RELEASE MUST BE **POSTMARKED ON OR BEFORE JULY 11, 2017**,  
ADDRESSED TO THE CLAIMS ADMINISTRATOR AS FOLLOWS:

Geron Corporation Securities Litigation  
c/o Claims Administrator  
P.O. Box 4153  
Portland, OR 97208-4153