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January 6, 2025

VIA ELECTRONIC MAIL

Michael T. Rosato, Esq.
Wilson Sonsini Goodrich & Rosati
701 Fifth Avenue, Suite 5100
Seattle, WA 98104-7036

Re: *Covenant Not to Sue*

Dear Mike:

We are following up on our correspondence of December 10 and 19, 2024. As you may be aware, the same day we sent our letter asking Spruce for a covenant not to sue and commitment not to challenge the PTAB's recent decisions, Spruce announced it was "winding down Spruce's investment in tildacerfont for the treatment of CAH" in view of its failed clinical trials.

Given Spruce's announced withdrawal from the CAH business, we were surprised and disappointed to see that Spruce filed for Director Review of the PTAB's decisions on December 26, 2024. There is no legitimate business reason for Spruce's seeking Director Review to reinstate its impermissibly overbroad patents. Rather, Spruce seems clearly intent on continuing to target Neurocrine with its global portfolio of invalid patents and applications. While your recent email invited a "business discussion," Spruce is now out of the CAH business, and there is no legitimate business discussion to be had. Rather, Spruce's actions are an improper attempt to extract money from Neurocrine with plainly-invalid patents. Neurocrine will not countenance such behavior.

We ask, one final time, that Spruce provide a covenant not to sue Neurocrine or its licensees on any U.S. patents or foreign counterparts (now and in the future) with claims directed to CRF_1 receptor antagonists or crinecerfont. We also ask that Spruce withdraw its request for Director Review and commit not to challenge the PTAB's recent decisions, at the PTO or Federal Circuit.

If Spruce fails to provide these written assurances by **Wednesday, January 8**, Neurocrine will initiate legal and administrative proceedings, both in the U.S. and elsewhere, to put an end to Spruce's improper and unlawful actions.

LATHAM&WATKINS LLP

Sincerely,

Mike Morin
of LATHAM & WATKINS LLP

cc: Darin Lippoldt, Esq., Chief Legal Officer, Neurocrine Biosciences, Inc.