

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a Settlement Class Member based on your claims in the action entitled *In Re: Jernigan Capital, Inc. Shareholder Litigation*, Case No. CH-20-14272-II (the “Action”), you must complete on page 3 and sign on page 6 hereof this Proof of Claim and Release. If you fail to submit a properly addressed (as set forth in paragraph 3 below) Proof of Claim and Release, postmarked or received by the date shown below, 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 Litigation.

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

3. YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, NO LATER THAN JANUARY 11, 2025 TO THE COURT-APPOINTED CLAIMS ADMINISTRATOR IN THIS CASE, AT THE FOLLOWING ADDRESS:

In Re: Jernigan Capital, Inc. Shareholder Litigation
c/o RG2 Claims Administration
P.O. Box 59479
Philadelphia, PA 19102-9479

Online Submissions: www.rg2claims.com/jernigan.html

If you are NOT a Settlement Class Member (as defined in the Notice of Pendency and Proposed Settlement of Class Action (the “Notice”)), DO NOT submit a Proof of Claim and Release.

4. If you are a Settlement 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 Litigation, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE.

II. CLAIMANT IDENTIFICATION

Pursuant to the Plan of Allocation proposed by Plaintiffs’ Counsel, only Settlement Class Members who were record holders or beneficial holders of Jernigan Capital, Inc. (“Jernigan”) common stock as of November 6, 2020, the date the Transaction was consummated (“Closing Date”), and who submit a valid Proof of Claim and Release to the Claims Administrator may share in the recovery.

If you purchased, sold, or held Jernigan common stock during the period from and including August 3, 2020, through and including November 6, 2020 (the “Settlement Class Period”), and held the shares in your name, you are both the beneficial holder, purchaser, or acquirer of the stock and the record holder, purchaser, or acquirer of the stock. If, however, you held, purchased, or acquired Jernigan common stock during the Settlement Class Period and the shares were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial holder, purchaser, or acquirer of the stock, but not the record holder, purchaser, or acquirer of the stock. The third party is the record holder, purchaser, or acquirer of the stock.

Use Part I of this form entitled “Claimant Identification” to identify each holder, purchaser, or acquirer of record (“nominee”), if different from the beneficial holder, purchaser, or acquirer of the common stock which form the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL HOLDER(S), PURCHASER(S), OR ACQUIRER(S), OR THE LEGAL REPRESENTATIVE OF SUCH HOLDER(S), PURCHASER(S), OR ACQUIRER(S) OF THE JERNIGAN COMMON STOCK UPON WHICH THIS CLAIM IS BASED.

All joint holders, purchasers, or acquirers 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 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.

If you are acting in a representative capacity on behalf of a Settlement Class Member (for example, as an executor, administrator, trustee, or other representative), you must submit evidence of your current authority to act on behalf of that Settlement Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.

NOTICE REGARDING ELECTRONIC FILES: Certain Claimants with large numbers of transactions or accounts may request to, or may be requested to, submit information regarding their transactions/accounts in electronic files. ***All Claimants MUST submit a manually signed paper Proof of Claim and Release listing all their transactions whether or not they also submit electronic copies.*** If you wish to file your claim electronically, you must contact the Claims Administrator at info@rg2claims.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.

III. CLAIM FORM

Use Part II of this form entitled “Holdings in Jernigan Common Stock” to state the number of shares of Jernigan common stock that you held at the Closing Date on November 6, 2020. You must provide copies of broker confirmations or other documentation of your holdings in Jernigan common stock as attachments to your claim. If any such documents are not in your possession, please obtain a copy or equivalent documents from your broker because these documents are necessary to prove and process your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

IN THE CHANCERY COURT FOR THE STATE OF TENNESSEE
30TH JUDICIAL DISTRICT, MEMPHIS
In re Jernigan Capital, Inc. Shareholder Litigation., et al.
Case No. CH-20-1472-II

PROOF OF CLAIM AND RELEASE

**Must Be Postmarked or Received No Later Than:
January 11, 2025**

Please Type or Print

PART I: CLAIMANT IDENTIFICATION

Name:		
Address:		
City:	State:	Zip or Postal Code:
Foreign Province:	Foreign Country:	
Day Phone:	Evening Phone:	
Email:		
Claimant Type (Individual, Joint, Corporation, etc.): _____		
Record Owner's Name: (If different from beneficial owner listed above)		
Social Security Number (for individuals):	OR	Taxpayer Identification Number (for estates, trusts, corporations, etc.)

PART II: HOLDINGS IN JERNIGAN COMMON STOCK

- A. Number of shares of Jernigan common stock you held at the Closing Date on November 6, 2020: _____
- Proof enclosed? _____ yes _____ no

YOUR SIGNATURE ON PAGE 6 WILL CONSTITUTE YOUR ACKNOWLEDGMENT OF THE RELEASE DESCRIBED IN PART IV BELOW.

SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release under the terms of the Stipulation and Agreement of Compromise, Settlement, and Release described in the Notice. I (We) also submit to the jurisdiction of the Chancery Court for the State of Tennessee, Thirtieth Judicial District, Memphis, with respect to my (our) claim as a Settlement Class Member and for purposes of enforcing the release 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 Litigation. 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 in connection with the purchase or acquisition of Jernigan common stock (or holding Jernigan common stock) during the period from and including August 3, 2020, the date the merger agreement was executed, through and including November 6, 2020, the Closing Date, and know of no other person having done so on my (our) behalf.

IV. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever release, covenant not to sue, relinquish, and discharge each and all of the Defendants and the Defendants' Released Persons from the Defendants' Released Claims as provided in the Stipulation and Agreement of Compromise, Settlement, and Release.

2. "Released Defendants' Persons" means Defendant Jernigan, the Individual Defendants (John A. Good, Mark O. Decker, James Dondero, Howard A. Silver, Harry J. Thie, and Rebecca Owen), NexPoint Advisors, L.P. and its affiliates ("NexPoint"), Defendants' counsel, and any and all of their related parties, including, without limitation, any and all of their current or former parents, subsidiaries, predecessors, successors, divisions, investment funds, joint ventures and general or limited partnerships, and each their respective current or former officers, directors, managing directors, trustees, partners, members, managing members, contractors, auditors, principals, managers, agents or other persons acting on their behalf, managing agents, employees, attorneys, accountants, fiduciaries, control persons, stockholders, investment bankers, underwriters, financial or investment advisors, advisors, consultants, insurers in their capacities as such, reinsurers, creditors, administrators, assigns, assignees, transferees, predecessors, predecessors-in-interest, successors, successors-in-interest, trusts, distributees, foundations, corporations, associated entities, commercial bankers, entities providing any fairness opinion, brokers, dealers, lenders, associates, as well as each of the Individual Defendants' immediate past or present family members, spouses, heirs, executors, personal or legal representatives, estates, beneficiaries, predecessors, successors and assigns.

3. "Plaintiffs' Released Claims" means any and all claims, rights and causes of action, duties, obligations, demands, actions, debts, sums of money, suits, contracts, agreements, promises, damages and liabilities, whether known or unknown, contingent or non-contingent, derivative or direct, or suspected or unsuspected, arising under state statutory or state common law, that have been asserted, could have been asserted, or could be asserted in the future by a member of the Settlement Class in his, her or its capacity as a purchaser, seller or holder of Jernigan stock against any of the Released Defendants' Persons (defined above), that arise out of or relate in any way to: (1) the Action, including the claims in the Action and any acts, facts, events, disclosures, or omissions alleged or referenced therein; (2) any duties, fiduciary or otherwise, of Released Defendants' Persons arising from or related to the acquisition of Jernigan by NexPoint (the "Acquisition"); (3) the common stock of Jernigan arising from or related to the Acquisition; or (4) any other claims concerning the Acquisition. Plaintiffs' Released Claims do not include: (a) claims relating to the enforcement of the Settlement; (b) claims between Released Defendants' Persons and their respective insurers; and/or (c) claims that have been asserted in *In re Jernigan Capital, Inc. Securities Litigation.*, No. 1:20-cv-09575 (S.D.N.Y. Nov. 13, 2020) (the "Federal Action"), provided that nothing in the Settlement shall in any way prevent Defendants or their affiliates from taking the position in the Federal Action that any recovery to putative class members in the Federal Action should be reduced or offset by any recovery such putative class members receive in this Action or are eligible to receive as a result of the Settlement of this Action.

4. "Defendants' Released Claims" means any and all claims, rights and causes of action, duties, obligations, demands, actions, debts, sums of money, suits, contracts, agreements, promises, damages and liabilities, whether known or unknown, contingent or non-contingent, or suspected or unsuspected, including all claims arising under federal or state statutory or common law or any other law, rule or regulation, whether foreign or domestic, that arise out of or relate in any way to the institution, prosecution, or settlement of the claims by Plaintiffs, any other Settlement Class Members, Plaintiffs' Counsel, or Liaison Counsel against the Defendants, except for: (a) claims relating to the enforcement of the Settlement; and/or (b) Defendants' claims, rights, and defenses in the Federal Action, including that nothing in the Settlement shall in any way prevent Defendants or their affiliates from taking the position

in the Federal Action that any recovery to putative class members in the Federal Action should be reduced or offset by any recovery such putative class members receive in this Action or are eligible to receive as a result of the Settlement of this Action.

5. “Unknown Claims” means (i) any of the Plaintiffs’ Released Claims which Plaintiffs or any of their agents or attorneys, do not know or suspect to exist in such Person’s favor at the time of the release of the Plaintiffs’ Released Claims; and (ii) any of the Defendants’ Released Claims that the Defendants do not know or suspect to exist in his, her, or its favor at the time of the release of Defendants’ Released Claims, which, in the case of both (i) and (ii), if known by such Person, might have affected such Person’s decision with respect to this Settlement, including, without limitation, such Person’s decision not to object to this Settlement or not to exclude himself, herself, or itself from the Settlement Class. Unknown Claims include those Plaintiffs’ Released Claims and Defendants’ Released Claims in which some or all of the facts comprising the claim may be suspected, or even undisclosed or hidden. With respect to any and all Plaintiffs’ Released Claims and Defendants’ Released Claims, Released Plaintiffs’ Persons and Released Defendants’ Persons shall expressly, and each of the Settlement Class Members and Defendants’ Released Persons shall be deemed to have, and by operation of the Order and Final Judgment shall have, expressly waived to the fullest extent permitted by law, the provisions, rights, and benefits of California Civil Code § 1542, which provides:

A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release, and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.

Plaintiffs and Defendants shall expressly, and each of the Released Plaintiffs’ Persons and Released Defendants’ Persons shall be deemed to have, and by operation of the Order and Final 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. Released Plaintiffs’ Persons and the Released Defendants’ Persons may hereafter discover facts in addition to or different from those which such party now knows or believes to be true with respect to the subject matter of Plaintiffs’ Released Claims and the Defendants’ Released Claims, but Plaintiffs and Defendants shall expressly, and each Released Plaintiffs’ Person and Released Defendants’ Persons shall be deemed to have, and by operation of the Order and Final Judgment shall have fully, finally, and forever settled and released any and all Plaintiffs’ Released Claims or Defendants’ Released Claims, as the case may be, including Unknown Claims, whether or not suspected or unsuspected, contingent or non-contingent and whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct that is negligent, reckless, 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, whether or not previously or currently asserted in any action. Plaintiffs and Defendants acknowledge, and the Released Plaintiffs’ Persons and Released Defendants’ Persons shall be deemed by operation of the Order and Final Judgment to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement of which this release is a part.

6. This release shall be of no force or effect unless and until the Court approves the Stipulation and Agreement of Compromise, Settlement, and Release and the Settlement becomes effective on the Effective Date.

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

8. I (We) hereby warrant and represent that I (we) have included information (including supporting documentation) about the number of shares of Jernigan stock held by me (us) at the Closing Date on November 6, 2020.

9. I (We) hereby warrant and represent that I am (we are) not a Defendant or other person excluded from the Settlement Class.

I declare under penalty of perjury under the laws of Tennessee and the United States of America that the foregoing information supplied by the undersigned is true and correct.

Executed this _____ day of _____ (Month/Year)

in _____

(City)

(State/Country)

(Sign your name here)

(Type or print your name here)

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

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

Reminder Checklist:

1. Please sign the above release and declaration.
2. Remember to attach copies of supporting documentation, if available.
3. Do not send originals of stock certificates or other documentation as they will not be returned.
4. Keep a copy of your Proof of Claim and Release and all supporting documentation for your records.
5. If you desire an acknowledgment of receipt of your Proof of Claim and Release, please send it Certified Mail, Return Receipt Requested.
6. If you move, please send your new address to the address below.
7. Do not use red pen or highlighter on the Proof of Claim and Release or supporting documentation.

THIS PROOF OF CLAIM AND RELEASE MUST BE SUBMITTED ONLINE BY JANUARY 11, 2025, OR, IF MAILED, POSTMARKED NO LATER THAN JANUARY 11, 2025, ADDRESSED AS FOLLOWS:

In Re: Jernigan Capital, Inc. Shareholder Litigation
c/o RG2 Claims Administration
P.O. Box 59479
Philadelphia, PA 19102-9479
Online Submissions: www.rg2claims.com/jernigan.html