

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION**

IN RE PROVECTUS BIOPHARMACEUTICALS,
INC. DERIVATIVE LITIGATION

Case No. 3:14-cv-00372-PLR-HBG

District Judge Pamela L. Reeves

Magistrate Judge H. Bruce Guyton

STIPULATION OF SETTLEMENT

N JSH 1655972 v1

2815173-000018 04/01/2016

M KLR 2760466 v2

2815173-000018 04/29/2016

This Stipulation of Settlement, dated as of April 29, 2016 (the “Stipulation”), is made and entered into by and among the following Settling Parties¹: (i) Karla Hurtado and Paul Montiminy (“Lead Plaintiffs” or “Plaintiffs”) individually and derivatively on behalf of nominal Defendant, Provectus Biopharmaceuticals, Inc. (“Provectus” or the “Company”), by and through their counsel of record in the Litigation; and (ii) H. Craig Dees, Timothy C. Scott, Jan E. Koe, Kelly M. McMasters, and Alfred E. Smith, IV (collectively, “Defendants”), by and through their counsel of record. Subject to the approval of the Court, the Stipulation is intended by the Settling Parties to fully, finally, and forever resolve, discharge, and settle the Litigation and Released Claims, upon and subject to the terms and conditions hereof.

I. THIS AND RELATED LITIGATION

A. The Litigation

On or about June 4, 2014, Karla Hurtado, acting by and through counsel, filed a lawsuit styled *Karla Hurtado, Derivatively on Behalf of Nominal Defendant Provectus Biopharmaceuticals, Inc. v. H. Craig Dees, et al.*, Case 3:14-cv-01263, in the U.S. District Court for the Middle District of Tennessee (the “Hurtado Lawsuit”). On or about July 25, 2014, the Hurtado Lawsuit was transferred to the U.S. District Court for the Eastern District of Tennessee (“the Court” or “this Court”), styled as *Karla Hurtado, Derivatively on Behalf of Nominal Defendant Provectus Biopharmaceuticals, Inc. v. H. Craig Dees, et al.*, Case 3:14-cv-00372. On or about October 24, 2014, Paul Montiminy, acting by and through counsel, filed a lawsuit styled *Paul Montiminy, Derivatively on Behalf of Nominal Defendant Provectus Biopharmaceuticals, Inc. v. H. Craig Dees, et al.*, Case 3:14-cv-00503, in this Court (the “Montiminy Lawsuit”).

¹ All capitalized terms not otherwise defined are defined in Section IV, *infra*.

On or about December 29, 2014, this Court entered an order (Docket #28) consolidating the Hurtado Lawsuit and the Montiminy Lawsuit as *In re Provectus Biopharmaceuticals, Inc. Derivative Litig.*, Case 3:14-cv-00372 (the “Litigation”), and appointing Harwood Feffer LLP and Gainey McKenna & Egleston as co-lead counsel and the Bramlett Law Offices as liaison counsel. On April 9, 2015, this Court entered an Order (Docket #33) staying proceedings in the Litigation pending resolution of a motion to dismiss a putative federal securities class action against the Company and four of its officers and directors, styled *In re Provectus Biopharmaceuticals, Inc. Securities Litig.*, Case No. 3:14-cv-00338-PLR-HBG (the “Securities Litigation”).

B. The State Court Litigation

On or about October 28, 2014, Chris Foley, acting by and through counsel, filed a lawsuit styled *Chris Foley, Derivatively on Behalf of Nominal Defendant Provectus Biopharmaceuticals, Inc. v. H. Craig Dees, et al.*, Civil Action No. 188450-1, in the Chancery Court of Knox County, Tennessee (the “Foley Lawsuit”).

On June 24, 2015, Sean Donato, derivatively on behalf of the Company, filed a lawsuit styled *Sean Donato, Derivatively on Behalf of Provectus Biopharmaceuticals, Inc. v. H. Craig Dees, et al.*, Case No. 189848-1 in the Chancery Court of Knox County, Tennessee (the “Donato Lawsuit”) (the Foley Lawsuit and the Donato Lawsuit, collectively, the “State Court Litigation”).

C. The Securities Litigation

On April 6, 2015, an Amended Class Action Complaint (the “Securities Complaint”) was filed in the Securities Litigation, on behalf of purchasers of Provectus securities between December 17, 2013 and May 22, 2014, against Provectus, H. Craig Dees, Timothy C. Scott, Peter R. Culpepper, and Eric Wachter. The Securities Complaint seeks an unspecified amount of

N JSH 1655972 v1

2815173-000018 04/01/2016
M KLR 2760466 v2
2815173-000018 04/29/2016

damages and alleges that the defendants therein violated Section 10(b) of the Securities Act of 1934 (the “Securities Act”), and that the individual defendants therein violated Section 20(a) of the Securities Act by disseminating materially false and misleading information to the investing public about the commercialization of PV-10, and that the defendants therein had actual knowledge of and access to materially adverse facts concerning the Company’s communications with the Food and Drug Administration (“FDA”) regarding PV-10. While a motion to dismiss the Securities Litigation was pending, the parties to that litigation participated in a mediation and subsequent negotiations, the result of which was the filing, on March 9, 2016, of a Stipulation of Settlement. A hearing for preliminary approval of the settlement of the Securities Litigation is set for April 7, 2016.

D. Agreement to Settle this Litigation

While the parties to the Securities Litigation were negotiating and documenting the Stipulation of Settlement in the Securities Litigation, the Settling Parties, through counsel, engaged in negotiation to settle this Litigation. The Settling Parties, subject to the approval of this Court and after thorough negotiation, have agreed to the terms hereof in settlement of this Litigation.

II. DEFENDANTS’ DENIALS OF WRONGDOING AND LIABILITY

Each Defendant has expressly denied and continues to deny all charges of wrongdoing, fault, liability or damage arising out of any of the conduct, acts, or omissions alleged by Plaintiffs in this Litigation and/or in the State Court Litigation. Pursuant to the terms set forth below, this Stipulation shall never, in any event, be construed as or deemed to be evidence of an admission or concession by any Defendant with respect to any claim of any wrongdoing, fault, liability, or damage whatsoever.

N JSH 1655972 v1

2815173-000018 04/01/2016
M KLR 2760466 v2
2815173-000018 04/29/2016

Nonetheless, Defendants have concluded that further conduct of the Litigation (and/or, the State Court Litigation) would be protracted and expensive, and that it is desirable that the Litigation be fully and finally settled in the manner and upon the terms and conditions set forth in this Stipulation and that the settlement memorialized in this Stipulation, after approval by the Court, operate as a full release and bar of and to the claims asserted in the Litigation, the State Court Litigation and otherwise. Defendants also have taken into account the uncertainty and risks inherent in any litigation, especially in complex cases like the Litigation. Defendants have, therefore, determined that it is desirable and beneficial that the Litigation be settled in the manner and upon the terms and conditions set forth in this Stipulation.

III. CLAIMS OF PLAINTIFF AND BENEFITS OF SETTLEMENT

Lead Plaintiffs believe that the claims asserted in the Litigation have merit and that the evidence developed to date supports the claims asserted. However, counsel for Lead Plaintiffs recognize and acknowledge the expense and length of continued proceedings necessary to prosecute the Litigation against Defendants through trial, as well as potential appeals. Lead Plaintiffs have taken into account the uncertain outcome and the risk of continued litigation, especially in complex actions such as the Litigation, and the difficulties and delays inherent in such litigation. Lead Plaintiffs are also mindful of the inherent problems of proof and possible defenses to the claims of breach of fiduciary duty and abuse of control asserted in the Litigation. Lead Plaintiffs believe that the settlement agreement set forth in this Stipulation confers substantial benefits upon the Company and its shareholders. Based on this evaluation, Lead Plaintiffs and their counsel have determined that the Settlement set forth in the Stipulation is in the best interests of Lead Plaintiffs, the Company and the Company's stockholders and, therefore, determined that it is desirable and beneficial to Lead Plaintiffs, the Company and the

N JSH 1655972 v1

2815173-000018 04/01/2016

M KLR 2760466 v2

2815173-000018 04/29/2016

Company's stockholders that the Litigation be settled upon the terms and conditions set forth in this Stipulation.

IV. TERMS OF STIPULATION AND AGREEMENT OF SETTLEMENT

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and among the Settling Parties, by and through their undersigned counsel, that, subject to the approval of the Court, the Litigation and the Released Claims shall be finally and fully compromised, settled and released, and the Litigation shall be dismissed with prejudice, upon and subject to the terms and conditions of this Stipulation, as follows:

A. Definitions

As used in this Stipulation, the following terms have the meanings specified below. In the event of any inconsistency between any definition set forth below and any definition set forth in any document attached as an exhibit to this Stipulation, the definition set forth below shall control.

- 1.1. The "Company" or "Provectus" means Provectus Biopharmaceuticals, Inc.
- 1.2. "Corporate Governance Changes" means those matters listed in ¶¶ 2.1 and 2.2.
- 1.3. "Court" or "this Court" means the United States District Court for the Eastern District of Tennessee.
- 1.4. "Current Provectus Shareholders" means any Person who owned Provectus common stock as of the date of the execution of this Stipulation and who continues to hold such Provectus common stock as of the date of the Settlement Hearing, excluding the Individual Defendants, the officers and directors of Provectus, members of their immediate families, and their legal representatives, heirs, successors, or assigns and any entity in which the

N JSH 1655972 v1

2815173-000018 04/01/2016
M KLR 2760466 v2
2815173-000018 04/29/2016

Individual Defendants have or had a controlling interest.

1.5. “Defendants” means Provectus, H. Craig Dees, Timothy C. Scott, Jan E. Koe, Kelly M. McMasters, and Alfred E. Smith, IV.

1.6. “Defendants’ Counsel” means Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C.

1.7. “Donato Lawsuit” means litigation styled *Sean Donato, Derivatively on Behalf of Provectus Biopharmaceuticals, Inc. v. H. Craig Dees, et al.*, Case No. 189848-1 in the Chancery Court of Knox County, Tennessee.

1.8. “Effective Date” means the first date by which all of the events and conditions specified in ¶ 6.1 of this Stipulation have been met and have occurred.

1.9. “Final” means, with respect to any order of the court, including, without limitation, the Judgment, that such order represents a final and binding determination of all issues within its scope and is not subject to further review on appeal or otherwise. Without limitation, an order becomes “Final” when: (a) no appeal has been filed and the prescribed time for commencing any appeal has expired; or (b) an appeal has been filed and either (i) the appeal has been dismissed and the prescribed time, if any, for commencing any further appeal has expired, or (ii) the order has been affirmed in its entirety and the prescribed time, if any, for commencing any further appeal has expired. For purposes of this Paragraph, an “appeal” includes appeals as of right, discretionary appeals, interlocutory appeals, proceedings involving writs of certiorari or mandamus, and any other proceedings of like kind.

1.10. “Foley Lawsuit” means litigation styled *Chris Foley, Derivatively on Behalf of Nominal Defendant Provectus Biopharmaceuticals, Inc. v. H. Craig Dees, et al.*, Civil Action No. 188450-1, in the Chancery Court of Knox County, Tennessee.

N JSH 1655972 v1

2815173-000018 04/01/2016
M KLR 2760466 v2
2815173-000018 04/29/2016

1.11. “Individual Defendants” mean H. Craig Dees, Timothy C. Scott, Jan E. Koe, Kelly M. McMasters, and Alfred E. Smith, IV.

1.12. “Judgment” means the Final Approval Order and Judgment to be rendered by the Court, in the form attached as Exhibit D hereto.

1.13. “Litigation” or “this Litigation” mean *In re Provectus Biopharmaceuticals, Inc. Derivative Litigation*, Civil Action No. 3:14-cv-00372-PLR-HBG, pending in the United States District Court for the Eastern District of Tennessee.

1.14. “Notice” means the Notice of Pendency and Proposed Settlement of Shareholder Derivative Action, substantially in the form attached hereto as Exhibit C.

1.15. “Notice Order” means the Order of Court preliminarily approving this Stipulation and providing for notice to shareholders in substantially the form attached as Exhibit B.

1.16. “Person(s)” means an individual, corporation, limited liability company, professional corporation, partnership, limited partnership, limited liability partnership, association, joint stock company, estate, legal representative, trust, unincorporated association, government or any political subdivision or agency thereof, and any business or legal entity together with their spouses, heirs, predecessors, successors, representatives, or assignees of any of the foregoing, and any other representative or person or entity acting on behalf of, or claiming under, any of these persons and entities.

1.17. “Plaintiffs” or “Lead Plaintiffs” mean Karla Hurtado and Paul Montiminy.

1.18. “Plaintiffs’ Attorney Fee and Expense Amount” means attorney fees and expenses to be paid to Plaintiffs’ Lead Counsel on behalf of Plaintiffs’ Lead Counsel, Plaintiffs’ Liaison Counsel, and State Court Plaintiffs’ Counsel and is the amount agreed to by the Settling

N JSH 1655972 v1

2815173-000018 04/01/2016
M KLR 2760466 v2
2815173-000018 04/29/2016

Parties, and shall constitute final and complete payment for Plaintiffs' attorneys' fees and for the reimbursement of expenses that have been incurred or will be incurred on behalf of Plaintiffs in connection with the Litigation.

1.19. "Plaintiffs' Lead Counsel" means Harwood Feffer LLP and Gainey McKenna & Egleston.

1.20. "Plaintiffs' Liaison Counsel" means Bramlett Law Offices.

1.21. "Related Persons" means each of the Defendants and their past or present agents, officers, directors, attorneys, accountants, auditors, advisors, insurers, co-insurers, re-insurers, spouses, immediate family members, heirs, executors, personal representatives, estates, administrators, trusts, predecessors, successors, and assigns or other individual or entity in which any Defendant has a controlling interest, and each and all of their respective past and present officers, directors, employees, agents, affiliates, parents, subsidiaries, divisions, attorneys, accountants, auditors, advisors, insurers, co-insurers, re-insurers, heirs, executors, personal representatives, estates, administrators, trusts, predecessors, successors, and assigns.

1.22. "Released Claims" shall collectively mean, to the fullest extent allowed by law, any and all claims and causes of action of every nature and description, whether known or unknown, whether arising under federal, state, local, statutory, common or foreign law, or any other law, rule, or regulation, including Unknown Claims (as defined in ¶ 1.30 below), for compensatory damages, punitive damages, restitution, disgorgement or any other legal or equitable relief that could be sought under any legal theory, (a) that have been asserted by Plaintiffs derivatively on behalf of the Company against the Released Persons in this Litigation, or (b) that Plaintiffs, Provectus or any Current Provectus Shareholder has or could have asserted in any forum that arise out of, relate to or are based upon the allegations, transactions, facts, matters or

N JSH 1655972 v1

2815173-000018 04/01/2016
M KLR 2760466 v2
2815173-000018 04/29/2016

occurrences, representation, misrepresentations, or omissions involved, set forth, or referred to in any pleadings filed in the Litigation, including without limitation allegations relating to public statements relating to the status or likelihood of FDA approval of PV-10, transactions in Provectus securities, the Individual Defendants' performance of their duties as officers and/or directors of the Company, or any other action taken or alleged to have been taken by the Individual Defendants as identified in the pleadings filed in the Litigation (or, the State Court Litigation). "Released Claims" does not include: (i) claims to enforce the Settlement; and (ii) any claims asserted in the Securities Litigation (which are being resolved in the settlement of the Securities Litigation). "Released Claims" includes "Unknown Claims" as defined herein.

1.23. "Released Person(s)" means each and all of the Individual Defendants, and each and all of their Related Parties. "Released Person" means, individually, any of the Released Persons.

1.24. "Releasing Parties" means Provectus, Plaintiffs (both individually and derivatively on behalf of Provectus), any other Provectus shareholder on behalf of Provectus, and Plaintiffs' Counsel. "Releasing Party" means, individually, any of the Releasing Parties.

1.25. "Securities Litigation" means *In re Provectus Biopharmaceuticals, Inc. Securities Litigation*, Case No. 3:14-cv-00338-PLR-HBG pending in the United States District Court for the Eastern District of Tennessee.

1.26. "Settlement" means the settlement of the Litigation as embodied in this Stipulation.

1.27. "Settling Parties" means, collectively, each and all of the Plaintiffs (on behalf of themselves and derivatively on behalf of Provectus), and Defendants. "Settling Party" means, individually, any of the Settling Parties.

N JSH 1655972 v1

2815173-000018 04/01/2016
M KLR 2760466 v2
2815173-000018 04/29/2016

1.28. “State Court Litigation” means, collectively, the Foley Lawsuit and the Donato Lawsuit.

1.29. “State Court Plaintiffs’ Counsel” means Bramlett Law Offices, Gainey McKenna & Egleston, and Federman & Sherwood.

1.30. “Unknown Claims” means any Released Claims that Lead Plaintiffs or Defendants do not know or suspect to exist in his, her or its favor at the time of the release of the Released Persons which, if known by him, her or it, might have affected his, her or its settlement with and release of the Released Persons, or might have affected his, her or its decision not to object to this Settlement. Unknown Claims include those 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 Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, Settling Parties shall be deemed to have by operation of the Judgment 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, 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.

Plaintiffs 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 Released Claims, but Plaintiffs shall expressly, upon the Effective Date, be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, 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 which 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. Plaintiffs acknowledge that the foregoing waiver was separately bargained for and a key element of the settlement of which this release is a part.

2. The Settlement - Corporate Governance Changes. The Company has implemented and/or shall implement the following Corporate Governance Changes as a result of the prosecution and settlement of this Litigation:

2.1. The Company will adopt a Disclosure Controls and Procedures Policy with respect to disclosure controls and procedures generally, and which specifically addresses the processes employed for recording, processing, summarizing, reviewing and, to the extent applicable, certifying the Company's annual reports on Form 10-K, quarterly reports on Form 10-Q, proxy statements, information statements, registration statements, earnings releases, earnings guidance, public disclosures about material acquisitions or dispositions, press releases, correspondence containing financial information broadly disseminated to security holders and other reports or communications (collectively, the "Covered Reports"). A copy of the proposed Disclosure Controls and Procedures Policy is attached as Exhibit A.

2.2. The Disclosure Controls and Procedures Policy includes the following provisions, in summary form:

(a) The Corporation shall establish a Disclosure Committee to supervise the preparation of, and be responsible for the disclosures contained in the Covered Reports, and monitor and evaluate the effectiveness of the Company's disclosure controls and procedures.

N JSH 1655972 v1

2815173-000018 04/01/2016
M KLR 2760466 v2
2815173-000018 04/29/2016

(b) Management of the Corporation, under the leadership of the Company's Chief Executive Officer and Chief Financial Officer, shall be responsible for designing, establishing, and maintaining the Company's disclosure controls and procedures, including the Policy.

(c) Covered Reports shall be prepared by management under the leadership of the Company's Chief Executive Officer or Chief Financial Officer, and the Chief Executive Officer and Chief Financial Officer, together with the Disclosure Committee, other members of management, and external legal counsel, shall review the Company's annual reports on Form 10-K, quarterly reports on Form 10-Q, proxy statements, information statements, registration statements, earnings releases, earnings guidance, public disclosures about material acquisitions or dispositions and other correspondence containing financial information broadly disseminated to security holders ("Principal Covered Reports").

(d) The Company's Chief Executive Officer and Chief Financial Officer, together with appropriate members of management and the Disclosure Committee, should discuss each such Principal Covered Report with the Company's independent registered public accounting firm to obtain their views on, and comfort with respect to, the disclosures contained therein.

(e) The Company's Chief Executive Officer and Chief Financial Officer, together with appropriate members of management and the Disclosure Committee, should discuss with the Company's Audit Committee each Principal Covered Report, the disclosure and internal controls and procedures that have been undertaken to support the disclosure contained in the Principal Covered Report and the related certifications, if any, and any issues that have arisen in connection with the preparation and review of the Principal Covered Report.

N JSH 1655972 v1

2815173-000018 04/01/2016
M KLR 2760466 v2
2815173-000018 04/29/2016

(f) The Company's Chief Executive Officer and Chief Financial Officer will be required to make the certifications called for by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002 in connection with each of the Company's annual report on Form 10-K and quarterly reports on Form 10-Q.

(g) The Company's Chief Executive Officer and Chief Financial Officer, together with the Disclosure Committee and other members of management, should review and evaluate the effectiveness of the Company's disclosure controls and procedures each quarter, giving due consideration to areas that are the most sensitive or that have a higher risk-profile and warrant particular attention. The Company's Board of Directors should review the results of these evaluations annually.

(h) Covered Reports should be reviewed by the other committees of the Board of Directors, including the Compensation Committee and the Nominating and Corporate Governance Committee, as appropriate. With respect to each Covered Report, the Company's external legal counsel should prepare and maintain a written record of the review process.

2.3. The Company will use its best efforts to replace one of its existing directors with an independent, outside director by June 30, 2017.

2.4. Provectus and the Individual Defendants acknowledge and agree that that Plaintiffs' efforts in the prosecution and settlement of the Litigation were a material factor in the Company's decision to adopt and/or implement the Corporate Governance Changes.

3. Notice Order and Settlement Hearing

3.1. As soon as practicable after execution of this Stipulation, Plaintiffs' Lead Counsel shall submit the Stipulation to the Court and shall apply for entry of the Notice Order requesting, *inter alia*, the preliminary approval of the Settlement set forth in this Stipulation,

N JSH 1655972 v1

2815173-000018 04/01/2016
M KLR 2760466 v2
2815173-000018 04/29/2016

Plaintiff's Lead Counsel shall request that the Court hold a hearing (the "Settlement Hearing") at which time Plaintiffs' Lead Counsel shall request that the Court finally approve the Settlement of the Litigation as set forth herein.

3.2. At the Settlement Hearing, the Settling Parties shall jointly request entry of a Judgment, substantially in the form attached hereto as Exhibit D:

(a) finally approving the Settlement as fair, reasonable, and adequate, and directing its consummation pursuant to its terms;

(b) directing that the Litigation be dismissed without costs and with prejudice, and releasing the Released Claims;

(c) permanently barring and enjoining the institution and prosecution, by Plaintiffs (individually and derivatively on behalf of Provectus) and Provectus and Current Provectus Shareholders, of any other action against the Released Persons in any court asserting any Released Claims; provided, however, that the Judgment shall not bar any action or claim to enforce the terms of the Settlement, as approved by the Court, or the Judgment;

(d) reserving jurisdiction over the Litigation, including all future proceedings concerning the administration, consummation, and enforcement of this Stipulation;

(e) finding, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, that there is no just reason for delaying and directing entry of a final judgment;

(f) approving and awarding Plaintiffs' Attorney Fee and Expense Amount;

(g) containing such other and further provisions consistent with the terms of this Stipulation to which the Settling Parties expressly consent in writing and which the Court approves.

4. Releases and Bar Order

N JSH 1655972 v1

2815173-000018 04/01/2016

M KLR 2760466 v2

2815173-000018 04/29/2016

4.1. Upon the Effective Date, Releasing Parties shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever released, relinquished, and discharged all Released Claims against the Released Persons and shall have covenanted not to sue the Released Persons with respect to all such Released Claims, and shall be permanently barred and enjoined from instituting, commencing, or prosecuting any Released Claim against the Released Persons except to enforce the releases and other terms and conditions contained in this Stipulation or the Judgment entered pursuant thereto.

5. Plaintiffs' Attorney Fees and Expense Amount

5.1. In recognition of the substantial benefit to Provectus obtained through the prosecution of the Litigation, Defendants shall cause to be paid from insurance proceeds within ten (10) days of the entry of the Final Approval Order and Judgment by the Court and (if separate) an order approving the agreed upon Plaintiffs' Attorney Fee and Expense Amount of \$300,000 to Plaintiffs' Lead Counsel for the benefit of Plaintiffs' Lead Counsel, Plaintiffs' Liaison Counsel and State Court Litigation Plaintiff's Counsel. In the event that, before the Effective Date, the Settlement is set aside or the award of attorneys' fees and expenses is set aside or modified, Plaintiffs' Lead Counsel shall promptly return to Defendants' insurer all attorneys' fees and expenses paid out that have been set aside or modified.

5.2. Further, Plaintiffs' Lead Counsel shall have sole responsibility and authority to distribute the Plaintiffs' Attorney Fee and Expense Amount to all Plaintiffs' attorneys in their sole judgment. The Released Persons shall have no responsibility for, and no liability whatsoever with respect to, the allocation among Plaintiffs' Lead Counsel, Plaintiffs' Liaison Counsel and State Court Litigation Plaintiff's Counsel and/or any other person who may assert some claim thereto, of the Plaintiffs' Attorney Fee and Expense Amount.

N JSH 1655972 v1

2815173-000018 04/01/2016
M KLR 2760466 v2
2815173-000018 04/29/2016

6. Conditions of Settlement, Effect of Disapproval, Cancellation, or Termination

6.1. The Effective Date of the Stipulation, and the Settlement incorporated therein, shall be conditioned on the occurrence of all of the following events:

- (a) the Court has entered the Notice Order, as required by ¶ 3.1 hereof;
- (b) the Court has approved the Settlement as described herein, following notice to shareholders as defined in ¶ 1.14 and a Settlement Hearing, and has entered the Judgment, in accordance with ¶ 3.2 hereof; and
- (c) the Judgment has become Final, as defined in ¶ 1.9 hereof.

6.2. If any of the conditions specified in ¶ 6.1 above are not met, then the Stipulation shall be canceled and terminated subject to ¶ 6.3, unless counsel for the Settling Parties mutually agree in writing to proceed with the Stipulation.

6.3. Unless otherwise ordered by the Court, in the event the Effective Date does not occur or this Stipulation shall terminate, or be canceled, or otherwise fail to become effective for any reason, including, without limitation, in the event that the Settlement as described herein is not approved by the Court or the Judgment is reversed or vacated following any appeal taken there from, then:

- (a) the Settling Parties shall be restored to their respective positions in the Litigation as of April 29, 2016, with all of their respective claims and defenses preserved as they existed on that date;
- (b) the terms and provisions of the Stipulation shall be null and void and shall have no further force and effect with respect to the Settling Parties, and neither the existence nor

the terms of this Stipulation (nor any negotiations preceding this Stipulation nor any acts performed pursuant to, or in furtherance of, this Stipulation) shall be used in this Litigation or in any other proceeding for any purpose; and

(c) any judgment or order entered by the Court in accordance with the terms of the Stipulation shall be treated as vacated, *nunc pro tunc*.

6.4. If the Court does not enter the Judgment in the form attached as Exhibit D hereto, or if the Court enters the Judgment and appellate review is sought and, on such review, the entry of the Judgment is finally vacated, modified, or reversed, then this Stipulation and the Settlement incorporated therein shall be cancelled and terminated, unless all parties who are adversely affected thereby, in their sole discretion within thirty (30) days from the date of the mailing of such ruling to such parties, provide written notice to all other parties hereto of their intent to proceed with the Settlement under the terms of the Judgment as modified by the Court or on appeal. Such notice may be provided on behalf of Plaintiffs by Plaintiff's Lead Counsel. No Settling Party shall have any obligation whatsoever to proceed under any terms other than substantially in the form provided and agreed to herein. Without limiting the foregoing, Defendants shall have, in their sole and absolute discretion, the option to terminate the Settlement in its entirety in the event that the Judgment, upon becoming Final, does not provide for the dismissal with prejudice of the Litigation against them.

7. Miscellaneous Provisions

7.1. The Settling Parties: (a) acknowledge that it is their intent to consummate this Stipulation; and (b) agree to cooperate to the extent reasonably necessary to effectuate and implement all terms and conditions of the Stipulation and to exercise their best efforts to accomplish the foregoing terms and conditions of the Stipulation.

N JSH 1655972 v1

2815173-000018 04/01/2016
M KLR 2760466 v2
2815173-000018 04/29/2016

7.2. The Settling Parties intend this Settlement to be a final and complete resolution of all disputes between them. The Settlement compromises claims which are contested and shall not be deemed an admission by any Settling Party as to the merits of any claim or defense.

7.3. While Defendants deny that the claims advanced in the Litigation were meritorious, they will not assert in any public statement that the Litigation was not filed in good faith and/or is not being settled voluntarily after consultation with competent legal counsel. The Judgment will contain a finding that, during the course of the Litigation, the parties and their respective counsel at all times complied with the requirements of Federal Rule of Civil Procedure 11. The Settling Parties agree that the terms of the Settlement were negotiated in good faith by the Settling Parties and reflect a Settlement that was reached voluntarily after consultation with competent legal counsel. The Settling Parties reserve their right to rebut, in a manner that such party determines to be appropriate, any contention made in any public forum that the Litigation was brought or defended in bad faith or without a reasonable basis.

7.4. Neither this Stipulation nor the Settlement contained herein, nor any act performed or document executed pursuant to or in furtherance of this 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, any allegation made in the Litigation, or any wrongdoing or liability of Defendants or any Released Persons; or (b) is or may be deemed to be or may be used as an admission of, or evidence of, any liability, fault, or omission of any of Defendants or any Released Persons in any civil, criminal, or administrative proceeding in any court, administrative agency, or other tribunal. Neither this Stipulation nor the Settlement, nor any act performed or document executed pursuant to or in furtherance of this Stipulation or the Settlement shall be

N JSH 1655972 v1

2815173-000018 04/01/2016
M KLR 2760466 v2
2815173-000018 04/29/2016

admissible in any proceeding for any purpose, except to enforce the terms of the Settlement, except that Defendants may file the Stipulation and/or the 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.

7.5. The Stipulation may be amended or modified only by a written instrument signed by or on behalf of all Settling Parties or their respective successors-in-interest. After prior notice to the Court, the Settling Parties may agree to reasonable extensions of time to carry out any provisions of this Stipulation.

7.6. The Stipulation, including its Exhibits which are material parts thereof, constitutes the entire agreement among the parties hereto and no representations, warranties, or inducements have been made to any party concerning the Stipulation other than the representations, warranties, and covenants contained and memorialized in such documents. It is understood by the Settling Parties that, except for the matters expressly represented herein, the facts or law with respect to which this Stipulation is entered into may turn out to be other than or different from the facts now known to each party or believed by such party to be true; each party therefore expressly assumes the risk of the facts or law turning out to be so different, and agrees that this Stipulation shall be in all respects effective and not subject to termination by reason of any such different facts or law. Except as otherwise provided herein, each party shall bear its own costs.

7.7. Each counsel or other Person executing the Stipulation and any documents prepared in furtherance of the Stipulation on behalf of any party hereto, hereby warrants that such Person has the full authority to do so.

N JSH 1655972 v1

2815173-000018 04/01/2016
M KLR 2760466 v2
2815173-000018 04/29/2016

7.8. The Stipulation may be executed in one or more counterparts. All executed counterparts and each of them shall be deemed to be one and the same instrument. A complete set of executed counterparts shall be filed with the Court.

7.9. The Stipulation shall be binding upon, and inure to the benefit of, the successors and assigns of the parties hereto, including any corporation or other entity into or with which any party merges, consolidates, or reorganizes.

7.10. The Court shall retain jurisdiction with respect to implementation and enforcement of the terms of the Stipulation, and all parties hereto submit to the jurisdiction of the Court for purposes of implementing and enforcing the settlement embodied in the Stipulation.

7.11. Nothing in this Stipulation, Settlement, or the negotiations or proceedings relating to the foregoing is intended to or shall be deemed to constitute a waiver of any applicable privilege or immunity, including, without limitation, the accountants' privilege, the attorney-client privilege, the joint defense privilege, or work product immunity.

7.12. This Stipulation and the Settlement contemplated by it, and all disputes arising out of or relating to the Stipulation and Settlement shall be construed and enforced in accordance with, and governed by, the substantive laws and procedural rules of the State of Tennessee without giving effect to Tennessee's choice-of-law principles.

7.13. Any written notice required pursuant to or in connection with this Stipulation shall be addressed to the parties' counsel as designated and identified below.

IN WITNESS WHEREOF, the parties hereto have caused the Stipulation to be executed, by their duly authorized attorneys.

Dated: April 21, 2016

GAINNEY, McKENNA & EGGLESTON

By: /s/ Thomas J. McKenna
Thomas J. McKenna
Gregory M. Egleston
440 Park Avenue South
New York, NY 10018
Telephone: (212) 983-1300
Facsimile: (212) 983-0383
Email: tjmckenna@gme-law.com
gegleston@gme-law.com

Dated: April 29, 2016

HARWOOD FEFFER LLP

By: /s/ Robert I. Harwood
Robert I. Harwood
488 Madison Avenue
New York, NY 10022
Telephone: (212) 935-7400
Facsimile: (212) 753-3630
Email: rharwood@hfesq.com

Lead Counsel for Lead Plaintiffs

Dated: April 29, 2016

BRAMLETT LAW OFFICES

By: /s/ Paul Kent Bramlett
Paul Kent Bramlett (#7387)
P.O. Box 150734
Nashville, TN 37215
Telephone: (615) 248-2828
Facsimile: (866) 816-4116
Email: pknashlaw@aol.com

Liaison Counsel for Lead Plaintiffs

Dated: April 29, 2016

BAKER, DONELSON, BEARMAN,

N JSH 1655972 v1

2815173-000018 04/01/2016
M KLR 2760466 v2
2815173-000018 04/29/2016

CALDWELL & BERKOWITZ, P.C.

By: */s/ John S. Hicks*
John S. Hicks (BPR # 010478)
211 Commerce Street, Suite 800
Nashville, Tennessee 37201
Telephone: (615) 726-7337
Facsimile: (615) 744-7337
Email: jhicks@bakerdonelson.com

and

Kristine Roberts (BPR # 023856)
(admitted pro hac vice)
165 Madison Avenue, Suite 2000
Memphis, Tennessee 38103
Email: klroberts@bakerdonelson.com

Counsel for Defendants

N JSH 1655972 v1

2815173-000018 04/01/2016
M KLR 2760466 v2
2815173-000018 04/29/2016

PROVECTUS BIOPHARMACEUTICALS, INC.

DISCLOSURE CONTROLS AND PROCEDURES POLICY

(adopted by the Board of Directors on April 1, 2016)

This document sets forth the policy of Provectus Biopharmaceuticals, Inc., a Delaware corporation (the “Company”), with respect to disclosure controls and procedures generally, and specifically addresses the processes employed for recording, processing, summarizing, reviewing and, to the extent applicable, certifying the Company's annual reports on Form 10-K, quarterly reports on Form 10-Q, proxy statements, information statements, registration statements, earnings releases, earnings guidance, public disclosures about material acquisitions or dispositions, press releases, correspondence containing financial information broadly disseminated to security holders and other reports or communications (collectively, the “Covered Reports”) made public or otherwise required to be filed under the U.S. Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the “Exchange Act”), the NYSE MKT rules and any other applicable regulatory requirements (collectively, the “Applicable Requirements”).

1. ***The Company has established a Disclosure Committee to manage its disclosure and certification process relating to its Covered Reports.***

Purpose. The Company has established a Disclosure Committee to:

- supervise the preparation of, and be responsible for the disclosures contained in, the Company's Covered Reports; and
- monitor and evaluate the effectiveness of the Company's disclosure controls and procedures.

In performing these functions, the Disclosure Committee should seek to ensure that the Company's internal communications and other procedures operate so that important information flows to the appropriate collection and disclosure points in a timely manner, allowing the Company to file its Covered Reports within the time periods specified in the Applicable Requirements and enabling the Company's Chief Executive Officer and Chief Financial Officer to discharge their responsibilities in making the certifications required under the Applicable Requirements.

The Disclosure Committee will report directly to the Company's Chief Financial Officer.

Composition. The members of the Disclosure Committee are appointed from time to time by the Company's Board of Directors and shall be comprised of the Company's Chief Financial Officer and may be comprised of the Company's president, chief executive officer, chief technology officer, one independent member of the board of directors and other key accounting/auditing, business, risk management, investor relations and financial personnel involved in preparing the Covered Reports. The Company's Board of Directors may change the composition of the Disclosure Committee from time to time.

The Disclosure Committee's chairperson will be designated by the Chief Financial Officer or, if he does not do so, the members of the Disclosure Committee will elect a chairperson by a vote of the majority of the full Disclosure Committee.

The Company's external legal counsel may serve as counsel to the Disclosure Committee but will not be a member thereof and will not have the right to vote at Disclosure Committee meetings. The Disclosure Committee will be assisted in the performance of its duties by appropriate management, operational, legal and financial personnel from the Company (i.e., internal audit, risk management, legal and accounting). These personnel will assist in the preparation and review of disclosure within their particular areas of operation, expertise or competence, as the case may be, and will be available for such other support functions as members of the Disclosure Committee may determine are necessary or appropriate in the fulfillment of their duties. In addition, the lead audit partner (or such lead audit partner's designee) of the Company's independent registered public accounting firm may be called on to participate in Disclosure Committee meetings as needed but shall not have the right to vote at Disclosure Committee meetings.

Education and Training. Once each year, the Company will provide a mandatory training session to the Board of Directors. The training session will cover: (i) corporate governance, (ii) risk assessment, (iii) disclosure controls and procedures and (iv) financial reporting. The training session will also explain the obligations of the Disclosure Committee and the rules, regulations and other factors that impact disclosures contained in the Covered Reports.

Moreover, each person involved in the preparation of the Company's Covered Reports, whether a member of the Disclosure Committee or otherwise participating in the preparation of the Company's disclosures, should be comfortable that he or she understands all of the important elements of each Covered Report, and should ask questions about anything he or she does not understand. Each such person should also be comfortable that he or she has been provided with sufficient information and training to permit such person to properly fulfill his or her responsibilities. In this regard, members of the Disclosure Committee should have a general understanding of legal and accounting rules and regulations and other factors that impact disclosures contained in the Covered Reports, including rules and regulations of the Securities and Exchange Commission (the "SEC") governing public company reporting, applicable NYSE MKT rules, particular issues affecting the Company and the industry in which it operates, the concept of "materiality" under the Applicable Requirements and how to apply it. Other persons participating in the preparation of the Company's disclosures should have some understanding or training as is necessary or appropriate to fulfill their role in the disclosure process.

2. ***Management is responsible for designing, establishing and maintaining effective disclosure controls and procedures.***

Management, under the leadership of the Company's Chief Executive Officer and Chief Financial Officer, is responsible for designing, establishing and maintaining the Company's disclosure controls and procedures, including this Policy.

Specifically, the Company's disclosure controls and procedures should be designed to:

- ensure timely collection and evaluation of information potentially subject to disclosure under the requirements of Regulation S-K (non-financial information), Regulation S-X (financial information) and the related SEC disclosure forms;
- capture information that is relevant to an assessment of the need to disclose developments and risks that pertain to the Company's business; and

- cover information that must be evaluated in the context of the disclosure requirement of the Exchange Act, which provides that “in addition to the information expressly required to be included in a statement or report, there shall be added such further material information, if any, as may be necessary to make the required statements, in the light of the circumstances under which they were made, not misleading.”
3. ***Covered Reports should be prepared under the leadership of the CEO or CFO and the supervision of the Disclosure Committee, in compliance with the Company's disclosure controls and procedures.***

Covered Reports will be prepared by management under the leadership of the Company's Chief Executive Officer or Chief Financial Officer.

At the outset of each fiscal year, timetables and allocation of responsibilities for the preparation and dissemination of Covered Reports should be established by management and communicated to all participants in the disclosure process.

These timetables should permit:

- responsible persons a reasonable amount of time to compile and prepare information required to be disclosed in the Covered Reports;
- the Disclosure Committee to function appropriately in accordance with the policies and procedures specified herein; and
- the Disclosure Committee, the Chief Executive Officer and the Chief Financial Officer sufficient time to review the Covered Reports as provided in this Policy and critically assess the overall material accuracy and completeness of the Company's disclosure, while at the same time permitting the timely filing of each Covered Report.

Management will be responsible for the gathering, evaluation and review of the information for the preparation of the Covered Reports. The Disclosure Committee will supervise the preparation of the Covered Reports by management. Each Covered Report should be prepared and reviewed in accordance with the timetables and procedures established by management, including those set forth in Exhibit A hereto with respect to the Company's periodic reports filed with the SEC.

The Disclosure Committee will monitor compliance with such timetables and procedures. In addition, the Committee will periodically review and reassess such timetables and procedures and make recommendations to management regarding any changes that it recommends.

4. ***The Chief Executive Officer and Chief Financial Officer, together with the Disclosure Committee and other members of management, should carefully review the Covered Reports.***

The Company's Chief Executive Officer and Chief Financial Officer, together with the Disclosure Committee, other members of management, and external legal counsel, will review the Covered Reports as provided below, including the substantive disclosures of the Covered Reports.

The Company's annual reports on Form 10-K, quarterly reports on Form 10-Q, proxy statements, information statements, registration statements, earnings releases, earnings guidance,

public disclosures about material acquisitions or dispositions and other correspondence containing financial information broadly disseminated to security holders (collectively, the “Principal Covered Reports”) should be carefully reviewed by the Company's Chief Executive Officer, Chief Financial Officer, the Disclosure Committee and external legal counsel.

In discharging its responsibilities, the Disclosure Committee may designate two or more members, at least one of whom shall be knowledgeable about the Applicable Requirements with respect to disclosures and at least one of whom shall be knowledgeable about financial reporting, who can, acting together, approve Covered Reports (other than Forms 10-K, 10-Q, proxy statements, information statements and registration statements) when time does not permit the full Disclosure Committee to act. Those reports will also be reviewed by either the Chief Executive Officer or the Chief Financial Officer and external legal counsel.

In reviewing the Covered Reports, such persons should give due consideration to the materiality of the information contained therein.

In their review of each Covered Report, such persons will confirm that: (i) such Covered Report does not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements made in such Covered Report, in light of the circumstances under which they were made, not misleading; and (ii) the financial statements and other financial information included in the Covered Report “fairly present” in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in the Covered Report.

Reviewing each Covered Report carefully is important for:

- determining what questions to ask as part of the review process;
- ultimately making the certifications, if applicable, required by the applicable Covered Report (see “Item 7. Certifications” below); and
- establishing a defense to any future adverse proceedings.

Certain areas of the Company's disclosure may merit particular consideration. To identify these areas, the following questions should be considered:

- What disclosure issues in preparing the Covered Report were considered “sensitive” or gave rise to questions in the past? In discussing similar issues, where does the Company's disclosure differ from others in the industry? Where have others in the industry experienced problems?
- Have there been any disagreements with the auditors? What areas do internal audit reports identify as problems? Have there been any significant audit adjustments?
- Has any employee, analyst or other person raised issues concerning accounting or other disclosure matters?
- What has management said with respect to its business, both publicly and internally?
- Does the disclosure fully and accurately state all material facts necessary so as to make

such disclosure not misleading in light of the circumstances?

- Have any issues of a legal or regulatory nature arisen?
- Have any issues arisen since the time of filing a prior Covered Report that would make the prior Covered Report inaccurate or incomplete at the time it was filed?
- Do any of the members of the Disclosure Committee know of any reason why the Chief Executive Officer or the Chief Financial Officer should not sign the requisite certifications?

5. ***Each Principal Covered Report should be discussed with the Company's independent registered public accounting firm.***

The Company's Chief Executive Officer and Chief Financial Officer, together with appropriate members of management and the Disclosure Committee, should discuss each Principal Covered Report with the Company's independent registered public accounting firm to obtain their views on, and comfort with respect to, the disclosures contained therein.

The matters to be discussed shall include: (a) the methods used to account for significant or unusual transactions; (b) the effect of significant accounting policies in emerging areas for which there is a lack of authoritative guidance or consensus; (c) the process used by management in formulating accounting estimates and the basis for the auditor's conclusions regarding the reasonableness of those estimates; and (d) disagreements with the Company's independent registered public accounting firm over the application of accounting principles, the basis for management's accounting estimates and the disclosures in the financial statements.

All significant deficiencies in the design or operation of the Company's internal controls that could adversely affect its ability to record, process, summarize and report financial data and identify any material weakness in internal controls should be disclosed to the Company's independent registered public accounting firm. In addition, any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls should be disclosed to such firm.

6. ***Each Principal Covered Report should be discussed with the Audit Committee.***

The Company's Chief Executive Officer and Chief Financial Officer, together with appropriate members of management and the Disclosure Committee, should discuss with the Company's Audit Committee each Principal Covered Report, the disclosure and internal controls and procedures that have been undertaken to support the disclosure contained in the Principal Covered Report and the related certifications, if any, and any issues that have arisen in connection with the preparation and review of the Principal Covered Report. This meeting should take place sufficiently in advance of the filing deadline or public release to allow for a full discussion of the results of the review and for resolution of any questions, concerns or suggestions raised by the Audit Committee after reviewing the Principal Covered Report and the certifications.

The Audit Committee should be asked about its review of each Principal Covered Report:

- Were the obligations of the Audit Committee with respect to the report, as set out in its Charter, satisfied?

- Did the Audit Committee or the Company's internal or outside auditors identify any significant issues, and if so, how were they resolved?
- Did management provide the Audit Committee with all the information it needed or requested?

All significant deficiencies in the design or operation of the Company's internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data and identify any material weakness in internal controls should be disclosed to the Audit Committee. In addition, any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls should be disclosed to the Audit Committee.

7. *Certifications.*

The Company's Chief Executive Officer and Chief Financial Officer will be required to make the certifications called for by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002 in connection with each of the Company's annual report on Form 10-K and quarterly reports on Form 10-Q. The forms of such certifications are attached as Exhibits B and C hereto.

In connection with preparing and delivering such certifications, the Chief Executive Officer and Chief Financial Officer should:

- Carefully review the Company's financial results and how they were prepared.
- Carefully review the non-financial statement information in the remainder of the report, especially the Management's Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”). Discuss the report with the principal authors of the MD&A and the descriptions of the Company's business. Focus on the information included in the report and review any matters excluded from the report, with attention to any material discretionary judgments. Focus not only on historical results, but on possible trends and the adequacy of forward-looking disclosure concerning such trends. Also address the critical accounting estimates and the underlying assumptions.
- Carefully review:
 - the selection of appropriate accounting policies;
 - the proper application of appropriate accounting policies;
 - the disclosure of financial information that is informative and reasonably reflects the underlying transactions and events; and
 - the inclusion of any additional disclosures necessary to provide investors with a materially accurate and complete picture of financial condition, results of operations and cash flows.
- Discuss the report with the Company's external legal counsel. Ask counsel to confirm that the report meets the form requirements of the Exchange Act referred to in the certification.

- Review with the appropriate officers responsible for internal controls the procedures that were followed in preparing the report. Review a list of the persons from whom information was gathered and to whom the draft report was circulated. Consider whether information was gathered from the persons best able to provide it and whether the report was circulated to the persons best able to assure its accuracy and completeness. Assess the adequacy of the time and resources devoted to the preparation of the report.
 - Review the Company's internal control over financial reporting with officers responsible for maintaining such controls, including any changes to the nature and scope of procedures relating to internal controls. Review issues raised by the Company's auditors regarding the Company's internal control over financial reporting. Consider how such issues, or any other issues raised concerning weaknesses in the financial and reporting systems or internal controls, have been addressed. Inquire about any impact that Company growth, internal reorganization or changes in accounting standards may be having on the effectiveness of the Company's controls.
 - Identify issues that are worth further consideration. Consider issues raised in past SEC comment letters, issues identified by the Company's auditors, issues raised internally involving the disclosure and financial reporting process, judgments or discretion and issues raised by analysts or others outside the Company. Think about where mistakes would be most likely to occur and where others in the Company's industry have had problems.
 - Meet with the Company's independent registered public accounting firm so that they can share any additional views or thoughts that they may have. Ask them about adjustments to the Company's financial statements that they have recommended. Ask if there are any alternative treatments that the Company should be considering in preparing its financial statements. Review with them the SEC's "hot-button" accounting issues (e.g., earnings management, off-balance sheet transactions, related party transactions) and disclosure issues (e.g., pro forma figures) and any other accounting or disclosure issues receiving attention in the Company's industry.
 - Meet with the Company's Audit Committee, and with the full Board of Directors if necessary, to understand any questions or concerns that they may have identified concerning the Company's disclosure and financial reporting systems, internal controls, risk assessment and risk management policies, auditor independence and effectiveness, financial statements and other public disclosure, or any related matters.
 - Review the representation letters delivered by officers of the Company to the outside auditors.
8. ***The Chief Executive Officer and Chief Financial Officer should review and evaluate the Company's controls and procedures with the Disclosure Committee and other members of management.***

Review and Evaluation of Disclosure Controls and Procedures.

The Company's Chief Executive Officer and Chief Financial Officer, together with the Disclosure Committee and other members of management, should review and evaluate the

effectiveness of the Company's disclosure controls and procedures each quarter in accordance with the Applicable Requirements, giving due consideration to areas that are the most sensitive or that have a higher risk-profile and warrant particular attention. The Company's Board of Directors should review the results of these evaluations annually.

In evaluating the substance of the disclosure controls and procedures, as well as their implementation, sufficient time should be allowed to ensure that any deficiencies or unexpected developments can be corrected prior to the assessment that forms the basis of certification and to permit review by the Chief Executive Officer and the Chief Financial Officer for purposes of certification. The persons performing the evaluation should be mindful that the purpose of the disclosure controls and procedures is to ensure that information required to be disclosed is recorded, processed, summarized and reported to management on a timely basis.

In evaluating the disclosure controls and procedures, consideration should be given to the following:

- Inaccuracies or omissions identified during the review phase of the reporting process to determine the source and cause. Any pattern in the errors should be identified and addressed. An additional general review of the Company's past disclosure with the benefit of "20-20 hindsight" should also be used to identify areas of concern.
- Any comments received from the SEC staff on the Company's filings. Questions asked by investors and analysts (especially recurring questions or patterns) should also be identified and addressed.
- The sources used in the gathering process, including an evaluation of the people involved, to ensure that they continue to be the best source for information as personnel and responsibilities change and to ensure that they devote adequate time and attention to the disclosure process.
- The adequacy of the time allowed for each step of the process, including the necessary reviews.
- Whether these controls and procedures take into account changes or clarifications since the most recent evaluation in, among other things:
 - the Company's industry generally and business in particular;
 - the Company's organizational structure;
 - the individuals responsible or otherwise involved in the disclosure process; and
 - legal and accounting requirements applicable to the Company.
- Whether these disclosure controls and procedures are designed to accumulate all material information and timely communicate such information to management.
- Whether there are any weaknesses in the disclosure controls and procedures and how these weaknesses are being addressed by management and the Disclosure Committee.

- Whether adjustments are necessary and when they will be implemented and become effective.
- Whether these disclosure controls and procedures operate effectively in accumulating and timely communicating the information.
- Whether important information flows to appropriate collection and disclosure points in a timely manner.
- Whether the information is made known to the Chief Executive Officer and Chief Financial Officer during the period in which the Covered Reports are prepared so as to allow timely decisions regarding required disclosure.
- Whether the appropriate persons are involved in reviewing the Covered Reports and how carefully they have reviewed them.

In reviewing the implementation of disclosure controls and procedures, particular attention should be given to any problems or issues that arose since the most recent evaluation of the Company's disclosure controls and procedures.

Review of Internal Controls and Procedures.

The Company's Chief Executive Officer and Chief Financial Officer, together with the Disclosure Committee and other members of management, should evaluate the Company's internal controls and procedures as they relate to the Company's ability to record, process, summarize and report financial data each quarter in accordance with the Applicable Requirements.

In evaluating the substance of these internal controls and procedures as well as their implementation, sufficient time should be allowed to ensure that any deficiencies or unexpected developments can be corrected prior to the assessment that forms the basis of certification and to permit review by the Chief Executive Officer and Chief Financial Officer for purposes of certification.

In evaluating these internal controls and procedures, consideration should be given to the following:

- Are the financial controls and reporting procedures sufficient to produce materially accurate and complete results on a consistent basis?
- What accounting controls exist to detect fraud? Are they adequate?
- Are there any weaknesses in the financial control procedures? Are there any weaknesses in the non-financial control procedures? How are these weaknesses being addressed?
- Have the internal auditors or the Company's independent registered public accounting firm raised any issues in the past three years about the adequacy of the Company's internal accounting controls? How have those deficiencies been addressed?
- Were the Company's procedures and controls followed correctly?

- How is that demonstrated and/or recorded?

9. ***Procedures to be implemented with respect to other items.***

Review of Covered Reports. Covered Reports should be reviewed by the other committees of the Board of Directors, including the Compensation Committee and the Nominating and Corporate Governance Committee, as appropriate.

Review of Disclosure Controls and Procedures Policy. Two times per year, the Company will retain legal counsel or other a third party to review and recommend any necessary improvements to this Disclosure Controls and Procedures Policy.

Website. All disclosure policies for information displayed on the Company's website should be periodically reviewed and approved by the Disclosure Committee.

Comments. All SEC, stock exchange and other applicable regulatory authority comments with respect to the Company's Covered Reports and other public disclosures or submissions to such authorities (e.g., certifications to the NYSE MKT) should be reviewed and monitored by the Disclosure Committee.

10. ***A record should be kept of the steps taken during the review process.***

With respect to each Covered Report, the Company's external legal counsel should prepare and maintain a written record of the review process. Such record should list individuals present at each meeting and describe the general topics discussed at the meetings.

Minutes should be kept of the Chief Executive Officer and Chief Financial Officer's review. Schedules or checklists indicating the process used to prepare the report, a list of the participants involved in the preparation of the report and a list of the persons to whom drafts of the report were circulated should be reviewed with the Chief Executive Officer and Chief Financial Officer and retained.

Preparation of the Company's Periodic Reports

- The Company's periodic reports are to be prepared in a collaborative manner with a process that is supportive of the required CEO/CFO certifications.
- Periodic reports should be drafted sufficiently in advance of their filing deadlines to permit time for thoughtful review prior to filing.
- Initial drafts are to be prepared by the Company's accounting department and should reflect all material information discerned from the internal control and affirmation process.
- The Company's disclosure review team should review these initial drafts.
- Revised drafts are to be distributed to a broader group that includes the Company's independent registered public accounting firm and external legal counsel. These drafts should be discussed during in person meetings (where possible) among members of the disclosure review team, the independent registered public accounting firm, external legal counsel and others as necessary.
- Revised drafts are to be distributed to a broader group that includes the Company's Chief Executive Officer and Chief Financial Officer and other members of senior management. These drafts are then to be discussed in staged drafting sessions involving the Company's Chief Executive Officer and Chief Financial Officer, together with the business, technology, legal and accounting heads from the Company. The Company's independent registered public accounting firm and external legal counsel should also participate in these sessions and provide their expertise. These members of senior management are also to meet separately with the Chief Executive Officer and Chief Financial Officer to review the report and related processes and to provide back-up certificates confirming their agreement with the disclosures contained in the applicable report.
- External counsel to the Company should “form and rule check” each report to confirm that it complies as to form with the relevant rules and regulations.
- Substantially final drafts are then to be distributed to the Company's Board of Directors and discussed with members of its Audit Committee at a meeting called for this purpose.
- The final report is to be filed with the SEC on or before the applicable due date.

PROVECTUS BIOPHARMACEUTICALS, INC.

CERTIFICATION

I, [Chief Executive Officer/Chief Financial Officer], certify that:

1. I have reviewed this [Annual/Quarterly] Report on Form [10-K/Q] of [registrant];
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
- a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

[Date]

[Name] [Title] [Registrant]

PROVECTUS BIOPHARMACEUTICALS, INC.

**CERTIFICATION PURSUANT TO RULE 13A-14(B) UNDER
THE SECURITIES EXCHANGE ACT OF 1934 AND
SECTION 1350 OF CHAPTER 63 OF TITLE 18 OF THE UNITED STATES CODE**

The undersigned, [], the [Chief Executive Officer/Chief Financial Officer] of [registrant], certifies, pursuant to Rule 13a-14(b) under the Securities and Exchange Act of 1934 (the “Exchange Act”) and Section 1350 of Chapter 63 of Title 18 of the United States Code, that (1) this [Annual/Quarterly] Report on Form [10-K/Q] for the period ended [], fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act, and (2) the information contained in this report fairly presents, in all material respects, the financial condition and results of operations of the Company.

This Certification is signed on [Date].

[Name] [Title] [Registrant]

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION**

In re Provectus Biopharmaceuticals, Inc.
Derivative Litigation

Case No. 3:14-cv-00372-PLR-HBG

District Judge Pamela L. Reeves

Magistrate Judge H. Bruce Guyton

**[PROPOSED] ORDER PRELIMINARILY APPROVING SETTLEMENT AND
PROVIDING FOR NOTICE**

WHEREAS, a consolidated shareholder derivative action is pending before this Court styled *In re: Provectus Biopharmaceuticals, Inc. Derivative Litigation*, Case No. 3:14-cv-00372-PLR-HBG;

WHEREAS, Plaintiffs, on behalf of all Settling Parties, have made an application for an order: (i) preliminarily approving the proposed settlement (the "Settlement") of the Litigation in accordance with the Stipulation of Settlement dated _____, 2016 (the "Stipulation"), which, together with the Exhibits annexed thereto, sets forth the terms and conditions for a proposed settlement of the Litigation and for dismissal of the Litigation with prejudice upon the terms and conditions set forth therein, (ii) approving for distribution of the Notice of Pendency of Proposed Settlement of Shareholder Derivative Action (the "Notice"), and (iii) setting a date for the Settlement Hearing;

WHEREAS, the Court has read and considered the Stipulation and the Exhibits annexed thereto; and

WHEREAS, unless otherwise noted, all capitalized and defined terms herein have the same meanings as set forth in the Stipulation.

NOW, THEREFORE, IT IS HEREBY ORDERED:

1. The Settlement appears to be the product of serious, informed, arms-length negotiations, has no obvious deficiencies, provides substantial value to the Company, and falls

within the range of possible approval and, therefore, merits further consideration.

2. The Court does hereby preliminarily approve the Settlement set forth in the Stipulation, subject to further consideration at the Settlement Hearing described below.

3. A hearing (the "Settlement Hearing") shall be held before this Court on _____, 2016, at __:00 __.m., at the United States District Court for the Eastern District of Tennessee, Knoxville Division, Room _____, Howard H. Baker, Jr. United States Courthouse, 800 Market Street, Knoxville, TN 37902 to determine whether the proposed Settlement of the Litigation on the terms and conditions provided for in the Stipulation is fair, reasonable, and adequate to Current Provectus Shareholders and Provectus and should be approved by the Court; to determine whether the Final Order and Judgment as provided in Exhibit D of the Stipulation should be entered; and to determine whether the Fee and Expense Amount agreed to by the Settling Parties should be awarded to Plaintiffs' Lead Counsel for the benefit of Plaintiffs' Lead Counsel, Plaintiffs' Liaison Counsel and State Court Plaintiffs' Counsel. The Court may adjourn the Settlement Hearing without further notice to current or former Provectus stockholders.

4. The Court approves, as to form and content, the Notice annexed as Exhibit C to the Stipulation and finds that the distribution of the Notice substantially in the manner and form set forth in this Order meets the requirements of due process and applicable law, is the best notice practicable under the circumstances, and shall constitute due and sufficient notice to all persons entitled thereto. All reasonable expenses incurred in providing the Notice set forth herein shall be paid as set forth in the Stipulation.

5. Provectus shall undertake the administrative responsibility for giving notice to Current Provectus Shareholders and shall be responsible for paying the costs and expenses related to providing such notice to its shareholders. Within ten (10) calendar days after the entry of this Preliminary Approval Order, Provectus shall post a copy of the Notice and Stipulation on the Company website, shall file a Form 8-K with the U.S. Securities and Exchange Commission that includes the Notice, and shall refer shareholders to the websites of Plaintiffs' Lead Counsel to view the detailed Notice and Stipulation.

6. Within ten (10) calendar days after entry of this Preliminary Approval Order,

Plaintiffs' Lead Counsel shall post a copy of the Notice and Stipulation on its website.

7. At least seven (7) calendar days prior to the Settlement Hearing, Defense Counsel and Plaintiffs' Lead Counsel shall file with the Court an appropriate affidavit or declaration with respect to providing the notice in compliance with paragraphs 5 and 6 of this Preliminary Approval Order.

8. All Current Provectus Shareholders shall be subject to and bound by the provisions of the Stipulation, the releases contained therein, and by all orders, determinations and judgments, including the Final Order and Judgment, in the Litigation concerning the Settlement.

9. Any Current Provectus Shareholder may enter an appearance in the Litigation, at their own expense, individually or through counsel of their own choice. If they do not enter an appearance, they will be represented by Plaintiffs' Counsel.

10. Any Current Provectus Shareholder who wishes to object to the Settlement and/or show cause why it should not be approved, why the Judgment should or should not be entered thereon, or why the Fee and Expense Amount should not be awarded shall state all reasons for the objection and shall also: (a) state the case name and number, *In re: Provectus Biopharmaceuticals, Inc. Derivative Litigation*, Case No. 3:14-cv-00372-PLR-HBG; (b) provide proof of current ownership of Provectus stock as well as documentary evidence of when such stock ownership was acquired; (c) clearly identify any and all evidence that would be presented at the Settlement Hearing in connection with such objection(s); (d) identify any case, by name, court, and docket number, in which the objector or his attorney, if any, has objected to a settlement in the last three years; and (e) include a proof of service signed under penalty of perjury.

11. All objections and accompanying materials shall be filed and served at least fourteen (14) calendar days prior to the Settlement Hearing as follows: (a) personally filed with the Clerk of the Court, Howard H. Baker, Jr. United States Courthouse, 800 Market Street, Suite 130, Knoxville, Tennessee 37902, and (b) served by first class U.S. Mail and/ or through the Court's electronic filing system on counsel for the Settling Parties. Any Current Provectus Shareholder wishing to be heard at the Settlement Hearing is required to include a notice of intention to appear at the Settlement Hearing together with his, her, or its written objection. Only shareholders who have filed with the

Court and served on the Settling Parties' counsel valid and timely written notices of objection and accompanying materials will be entitled to be heard at the hearing, unless the Court orders otherwise.

12. Any Current Provectus Shareholder who does not make his, her, or its objection in the manner provided in this Order shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness, reasonableness or adequacy of the proposed Settlement and to the Fee and Expense Amount as set forth in the Stipulation.

13. All papers in support of the Settlement and the Settling Parties' responses to objections by Current Provectus Shareholders, if any, shall be filed with the Court and served at least seven (7) calendar days prior to the Settlement Hearing.

14. The Court retains jurisdiction over all proceedings arising out of or relating to the Stipulation and/or the Settlement.

15. If the Settlement is not approved by the Court, is terminated, or shall not become effective for any reason, the Litigation shall proceed, completely without prejudice to any party as to any matter of law or fact, as if the Stipulation had not been made and had not been submitted to the Court, and neither the Stipulation, any provision contained in the Stipulation, any action undertaken pursuant thereto, nor the negotiation thereof by any party shall be deemed an admission or offered or received in evidence at any proceeding in the Litigation or any other action or proceeding.

16. Without further order of the Court, the Settling Parties may agree to reasonable extensions of time to carry out any of the provisions of this Order or the Stipulation.

17. Pending final determination as to whether the Settlement as set forth in the Stipulation should be approved, no Current Provectus Shareholder shall commence, prosecute, pursue, or litigate any Released Claim against any Released Persons.

IT IS SO ORDERED.

DATED:

U.S. DISTRICT JUDGE/U.S. MAGISTRATE
JUDGE

APPROVED FOR ENTRY:

GAINNEY, McKENNA & EGGLESTON

By: _____

Thomas J. McKenna
Gregory M. Egleston
440 Park Avenue South
New York, NY 10018
Telephone: (212) 983-1300
Facsimile: (212) 983-0380
Email: tjmckenna@gme-law.com
gegleston@gme-law.com

HARWOOD FEFFER LLP

By: _____

Robert I. Harwood
488 Madison Avenue
New York, NY 10022
Telephone: (212) 935-7400
Facsimile: (212) 753-3630
Email: rhoarwood@hfesq.com

Lead Counsel for Lead Plaintiffs

BRAMLETT LAW OFFICES

By: _____

Paul Kent Bramlett (#7387)
P.O. Box 150734
Nashville, TN 37215
Telephone: (615) 248-2828
Facsimile: (866) 816-4116
Email: pknashlaw@aol.com

Liaison Counsel for Lead Plaintiffs

BAKER, DONELSON, BEARMAN,
CALDWELL & BERKOWITZ, P.C.

By: _____

John S. Hicks (BPR # 010478)
211 Commerce Street, Suite 800
Nashville, Tennessee 37201
Telephone: (615) 726-7337
Facsimile: (615) 744-7337
Email: jhicks@bakerdonelson.com

and

Kristine Roberts (BPR # 023856) (*admitted pro hac vice*)
165 Madison Avenue, Suite 2000
Memphis, Tennessee 38103
Email: klroberts@bakerdonelson.com

Counsel for Defendants

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION**

In re Provectus Biopharmaceuticals, Inc.
Derivative Litigation

Case No. 3:14-cv-00372-PLR-HBG

District Judge Pamela L. Reeves

Magistrate Judge H. Bruce Guyton

**NOTICE OF PENDENCY OF PROPOSED SETTLEMENT OF
SHAREHOLDER DERIVATIVE ACTION**

TO: ALL CURRENT RECORD HOLDERS AND BENEFICIAL OWNERS OF COMMON STOCK OF PROVECTUS HOLDINGS, INC. ("Provectus")

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY AS YOUR RIGHTS MAY BE AFFECTED BY PROCEEDINGS IN THE LITIGATION.

YOU ARE HEREBY NOTIFIED that the above-captioned consolidated shareholder derivative action (the "Litigation") is being settled on the terms set forth in the Stipulation of Settlement dated as of December 21, 2015 (the "Stipulation"). This Notice is provided by Order of the United States District Court for the Eastern District of Tennessee, Knoxville Division, (the "Court"). It is not an expression of any opinion by the Court with respect to the truth of the allegations in the litigation or the merits of the claims or defenses asserted by or against any party. It is solely to notify you of the terms of the proposed Settlement, and your rights related thereto. The Court has made no findings or determinations concerning the merits of the Litigation. Capitalized terms not otherwise defined shall have the definitions set forth in the Stipulation.

I. WHY THE COURT HAS ISSUED THIS NOTICE

Your rights may be affected by the settlement of the Litigation. The parties to the Litigation have agreed upon terms to settle the Litigation and have signed the Stipulation setting forth those settlement terms.

II. SUMMARY OF THE ACTION

A. This Litigation

On or about June 4, 2014, Karla Hurtado, acting by and through counsel, filed a lawsuit styled Karla Hurtado, Derivatively on Behalf of Nominal Defendant Provectus Biopharmaceuticals, Inc. v. H. Craig Dees, et al., Case 3:14-cv-01263, in the U.S. District Court for the Middle District of Tennessee (the “Hurtado Lawsuit”). On or about July 25, 2014, the Hurtado Lawsuit was transferred to the U.S. District Court for the Eastern District of Tennessee (“the Court” or “this Court”), styled as Karla Hurtado, Derivatively on Behalf of Nominal Defendant Provectus Biopharmaceuticals, Inc. v. H. Craig Dees, et al., Case 3:14-cv-00372. On or about October 24, 2014, Paul Montiminy, acting by and through counsel, filed a lawsuit styled Paul Montiminy, Derivatively on Behalf of Nominal Defendant Provectus Biopharmaceuticals, Inc. v. H. Craig Dees, et al., Case 3:14-cv-00503, in this Court (the “Montiminy Lawsuit”).

On or about December 29, 2014, this Court entered an order (Docket #28) consolidating the Hurtado Lawsuit and the Montiminy Lawsuit as In re Provectus Biopharmaceuticals, Inc. Derivative Litig., Case 3:14-cv-00372 (the “Litigation”), and appointing Harwood Feffer LLP and Gainey McKenna & Egleston as co-lead counsel and the Bramlett Law Offices as liaison counsel. On April 9, 2015, this Court entered an Order (Docket #33) staying proceedings in the Litigation pending resolution of a motion to dismiss a putative federal securities class action against the Company and four of its officers and directors, styled In re Provectus Biopharmaceuticals, Inc. Securities Litigation, Case No. 3:14-cv-00338-PLR-HBG (the “Securities Litigation”).

B. The State Court Litigation

On or about October 28, 2014, Chris Foley, acting by and through counsel, filed a lawsuit styled Chris Foley, Derivatively on Behalf of Nominal Defendant Provectus Biopharmaceuticals, Inc. v. H. Craig Dees, et al., Civil Action No. 188450-1, in the Chancery Court of Knox County, Tennessee (the “Foley Lawsuit”).

On June 24, 2015, Sean Donato, derivatively on behalf of the Company, filed a lawsuit styled Sean Donato, Derivatively on Behalf of Provectus Biopharmaceuticals, Inc. v. H. Craig Dees, et al., Case No. 189848-1 in the Chancery Court of Knox County, Tennessee (the “Donato Lawsuit”) (the Foley Lawsuit and the Donato Lawsuit, collectively, the "State Court Litigation").

C. The Securities Litigation

On April 6, 2015, an Amended Class Action Complaint (the “Securities Complaint”) was filed in the Securities Litigation, on behalf of purchasers of Provectus securities between December 17, 2013 and May 22, 2014, against Provectus, H. Craig Dees, Timothy C. Scott, Peter R. Culpepper, and Eric Wachter. The Complaint seeks an unspecified amount of damages and alleges that the defendants therein violated Section 10(b) of the Securities Act of 1934 (the “Securities Act”), and that the individual defendants therein violated Section 20(a) of the Securities Act by disseminating materially false and misleading information to the investing public about the commercialization of PV-10, and that the defendants therein had actual knowledge of and access to materially adverse facts concerning the Company’s communications with the Food and Drug Administration (“FDA”) regarding PV-10. While a motion to dismiss the Securities Litigation was pending, the parties to that litigation participated in a mediation and subsequent negotiations, the result of which was the filing, on March 9, 2016, of a Stipulation of Settlement. A hearing for preliminary approval of the settlement of the Securities Litigation is set for April 7, 2016.

D. Agreement to Settle this Litigation

While the parties to the Securities Litigation were negotiating and documenting the Stipulation of Settlement in the Securities Litigation, the Settling Parties, through counsel, engaged in negotiation to settle this Litigation. The Settling Parties, subject to the approval of this Court and after thorough negotiation, have agreed to the terms hereof in settlement of this Litigation.

III. TERMS OF THE PROPOSED DERIVATIVE SETTLEMENT

As a result of the filing, prosecution, and settlement of the Litigation, Plaintiffs obtained relief for Provectus resulting in Corporate Governance Changes that include: 1) adoption of a

Disclosure Controls and Procedures Policy with respect to disclosure controls and procedures generally, and specifically addresses the processes employed for recording, processing, summarizing, reviewing and, to the extent applicable, certifying the Company's annual reports on Form 10-K, quarterly reports on Form 10-Q, proxy statements, information statements, registration statements, earnings releases, earnings guidance, public disclosures about material acquisitions or dispositions, press releases, correspondence containing financial information broadly disseminated to security holders and other reports or communications and 2) the agreement of the Company to use its best efforts to replace one of its existing directors with an independent, outside director by June 30, 2017.

The Settlement also provides for the entry of judgment dismissing the Litigation on the merits with prejudice, and certain releases of Released Claims as detailed in the Stipulation.

IV. REASONS FOR THE SETTLEMENT

The Settling Parties have determined that it is desirable and beneficial that the Litigation, and all of the disputes related thereto, be fully and finally settled in the manner and upon the terms and conditions set forth in the Stipulation.

A. Why Did Plaintiffs Agree to Settle?

Plaintiffs' Counsel conducted an extensive investigation relating to the claims and the underlying events and transactions alleged in the Litigation. Plaintiffs believe that the Litigation has substantial merit, and Plaintiffs' entry into the Stipulation is not intended to be and shall not be construed as an admission or concession concerning the relative strength or merit of the claims alleged in the Litigation. However, Plaintiffs and Plaintiffs' Counsel recognize and acknowledge the significant risk, expense, and length of continued proceedings necessary to prosecute the Litigation against the Individual Defendants through trial and through possible appeals. Plaintiffs' Counsel also have taken into account the uncertain outcome and the risk of any litigation, especially in complex cases such as the Litigation, as well as the difficulties and delays inherent in such litigation. Plaintiffs' Counsel are also mindful of the inherent problems of establishing demand futility, and the possible defenses to the claims alleged in the Litigation.

Based on Plaintiffs' Counsel's thorough review and analysis of the relevant facts, allegations,

defenses, and controlling legal principles, Plaintiffs' Counsel believe that the Settlement set forth in the Stipulation is fair, reasonable, and adequate, and confers substantial benefits upon Provectus and its shareholders. Based upon Plaintiffs' Counsel's evaluation, Plaintiffs have determined that the Settlement is in the best interests of Provectus and Current Provectus Shareholders and have agreed to settle the Litigation upon the terms and subject to the conditions set forth in the Stipulation.

B. Why Did the Individual Defendants Agree to Settle?

Defendants have denied and continue to deny each and all of the claims and allegations of wrongdoing made by Plaintiffs in the Litigation and maintain furthermore that they have meritorious defenses. Defendants expressly have denied and continue to deny all charges of wrongdoing or liability against them arising out of any of the conduct, statements, acts or omissions alleged, or that could have been alleged, in the Litigation, and Defendants contend that many of the allegations in the Consolidated Complaint are materially inaccurate. The Individual Defendants also have denied and continue to deny, among other allegations, the allegations that Plaintiffs, Provectus or its stockholders have suffered damage or that Plaintiffs, Provectus or its stockholders were harmed in any way by the conduct alleged in the Litigation or otherwise. The Individual Defendants have further asserted that at all times they acted in good faith and in a manner they reasonably believed to be and that was in the best interests of Provectus and its stockholders. Nonetheless, Defendants have concluded that further conduct of the Litigation would be protracted and expensive, and that it is desirable that the Litigation be fully and finally settled in the manner and upon the terms and conditions set forth in this Stipulation. Defendants also have taken into account the uncertainty and risks inherent in any litigation, especially in complex cases like the Litigation. Further, the Individual Defendants and Provectus acknowledge that the Settlement confers substantial benefits on Provectus and is fair, reasonable, adequate, and in the best interests of Provectus and its shareholders.

V. PLAINTIFFS' ATTORNEY FEE AND EXPENSE AMOUNT

Plaintiffs' Lead Counsel, Plaintiffs Liaison Counsel, and State Court Plaintiffs' Counsel (collectively, "Plaintiffs' Counsel") have not received any payment for their work in connection with

the Litigation, nor have they been reimbursed for out-of-pocket expenses. After negotiating the substantive terms of the Settlement, the Parties discussed a fair and reasonable sum to be paid to Plaintiffs' Counsel for attorneys' fees and expenses. The Plaintiffs' Attorney Fee and Expense Amount ultimately agreed was based upon: (1) the benefits conferred upon Provectus through the Settlement; (2) Plaintiffs' efforts and role in securing these benefits; (3) the parties' respective valuations of the Litigation and the Settlement; (4) the contingent nature of the Litigation; and (5) the amount of fees approved by courts throughout the country under similar circumstances. The Plaintiffs' Attorney Fee and Expense Amount agreed to by the Settling Parties is \$300,000. Any fee awarded by the Court is designed to compensate Plaintiffs' Counsel for the results achieved in the Litigation and the risks of undertaking the prosecution of the Litigation on a contingent basis.

VI. SETTLEMENT HEARING

Pursuant to an Order of the United States District Court of Eastern District of Tennessee, a hearing will be held on _____, 2016, at__4:00 __.m., before U.S. District Judge Pamela L. Reeves, at the Howard H. Baker, Jr. United States Courthouse, 800 Market Street, Knoxville, TN 37902, for the purpose of determining: (1) whether the proposed Settlement, including the requested Plaintiffs' Attorney Fee and Expense Amount, should be approved by the Court as fair, reasonable, and adequate; and (2) whether the Litigation should be dismissed with prejudice. If the Settlement is approved, you will be subject to and bound by the provisions of the Stipulation, the releases contained therein, and by all orders, determinations, and judgments, including the Final Order and Judgment in the Litigation concerning the Settlement.

Pending final determination of whether the Settlement should be approved, no Current Provectus Shareholder, either directly, representatively, derivatively, or in any other capacity, shall commence or prosecute against any of the Released Persons, any action or proceeding in any court, administrative agency, or other tribunal asserting agency any of the Released Claims.

VII. RIGHT TO ATTEND THE SETTLEMENT HEARING

You may enter an appearance in the Litigation, at your own expense, individually or through counsel of your choice. If you do not enter an appearance, you will be represented by Plaintiffs' Counsel. If you want to object at the Settlement Hearing, then you must first comply with the

procedures for objecting, which are set forth below. The Court has the right to change the hearing dates or times without further notice. Thus, if you are planning to attend the Settlement Hearing, you should confirm the date and time before going to the Court. If you have no objection to the Settlement, you do not need to appear at the Settlement Hearing or take any other action.

VIII. THE PROCEDURES FOR OBJECTING TO THE SETTLEMENT

Any Current Provectus Shareholder who wishes to object to the Settlement and/or show cause why it should not be approved, why the Judgment should or should not be entered thereon, or why the Plaintiffs' Attorney Fee and Expense Amount should not be awarded shall state all reasons for the objection and shall also: (a) state the case name and number, state the case name and number, *In re: Provectus Biopharmaceuticals, Inc. Derivative Litigation, Case No. 3:14-cv-00372-PLR-HBG*; (b) provide proof of current ownership of Provectus stock as well as documentary evidence of when such stock ownership was acquired; (c) clearly identify any and all evidence that would be presented at the Settlement Hearing in connection with such objection(s); (d) identify any case, by name, court, and docket number, in which the objector or his attorney, if any, has objected to a settlement in the last three years; and (e) include a proof of service signed under penalty of perjury.

All objections and accompanying materials shall be filed and served at least fourteen (14) calendar days prior to the Settlement Hearing as follows: (a) personally or electronically filed with the Clerk of the Court, Howard H. Baker, Jr. United States Courthouse, 800 Market Street, Suite 130, Knoxville, Tennessee 37902, and (b) served by first class U.S. Mail and/ or through the Court's electronic filing system on counsel for the Settling Parties. Any Current Provectus Shareholder wishing to be heard at the Settlement Hearing is required to include a notice of intention to appear at the Settlement Hearing together with his, her, or its written objection. Only shareholders who have filed with the Court and served on the Settling Parties' counsel valid and timely written notices of objection and accompanying materials will be entitled to be heard at the hearing, unless the Court orders otherwise.

Any Current Provectus Shareholder who does not make his, her, or its objection in the manner provided in this Order shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness, reasonableness or adequacy of the proposed

Settlement as set forth in the Stipulation, to the award of attorneys' fees and expenses to Plaintiffs' Counsel, and Incentive Awards to Plaintiffs.

IX. HOW TO OBTAIN ADDITIONAL INFORMATION

This Notice summarizes the Stipulation. It is not a complete statement of the events of the Litigation or the terms of the Settlement contained in the Stipulation.

You may inspect the Stipulation and other papers in the Litigation at the office of the Clerk of the Court, Howard H. Baker, Jr. United States Courthouse, 800 Market Street, Suite 130, Knoxville, Tennessee 37902 at any time during regular business hours of each business day. The Clerk's office will not mail copies to you. In addition, this Notice and the Stipulation can be viewed on the Company's website at: www.tned.uscourts.gov and on the website of Plaintiffs' Counsel at: _____ . Inquiries regarding the proposed Settlement also may be made to lead counsel for Defendants or Plaintiffs as set out below.

**PLEASE DO NOT CONTACT THE COURT OR THE CLERK'S OFFICE
REGARDING THIS NOTICE.**

DATED: _____, 2016

**BY ORDER OF THE COURT CIRCUIT
COURT JUDGE DAVIDSON COUNTY**

Dated: _____, 2016

GAINEY, McKENNA & EGGLESTON

By: _____

Thomas J. McKenna
Gregory M. Egleston
440 Park Avenue South
New York, NY 10018
Telephone: (212) 983-1300
Facsimile: (212) 983-0380
Email: tjmckenna@gme-law.com
gegleston@gme-law.com

Dated: _____, 2016

HARWOOD FEFFER LLP

By: _____

Robert I. Harwood
488 Madison Avenue
New York, NY 10022
Telephone: (212) 935-7400
Facsimile: (212) 753-3630
Email: rharwood@hfesq.com

Lead Counsel for Lead Plaintiffs

Dated: _____, 2016

BRAMLETT LAW OFFICES

By: _____

Paul Kent Bramlett (#7387)
P.O. Box 150734
Nashville, TN 37215
Telephone: (615) 248-2828
Facsimile: (866) 816-4116
Email: pknashlaw@aol.com

Liaison Counsel for Lead Plaintiffs

Dated: _____, 2016

BAKER, DONELSON, BEARMAN,
CALDWELL & BERKOWITZ, P.C.

By: _____

John S. Hicks (BPR # 010478)

211 Commerce Street, Suite 800
Nashville, Tennessee 37201
Telephone: (615) 726-7337
Facsimile: (615) 744-7337
Email: jhicks@bakerdonelson.com

and

Kristine Roberts (BPR # 023856)
(admitted pro hac vice)
165 Madison Avenue, Suite 2000
Memphis, Tennessee 38103
Email: klroberts@bakerdonelson.com

Counsel for Defendants

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION**

In re Provectus Biopharmaceuticals, Inc.
Derivative Litigation

Case No. 3:14-cv-00372-PLR-HBG

District Judge Pamela L. Reeves

Magistrate Judge H. Bruce Guyton

[PROPOSED] FINAL ORDER AND JUDGMENT

This matter came before the Court for hearing pursuant to the Order of this Court dated _____, 201__ ("Preliminary Approval Order"), on the application of the parties for approval of the settlement set forth in the Stipulation of Settlement dated as of December 21, 2015 (the "Stipulation"). Due and adequate notice having been given as required in the Preliminary Approval 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, ADJUDGED, AND DECREED that:

1. This Final Order and Judgment incorporates by reference the definitions in the Stipulation, and all 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 Action and over all parties thereto, including Plaintiffs, Current Provectus Shareholders, and Defendants.

3. The Court hereby approves the Settlement set forth in the Stipulation as fair, reasonable, and adequate to the Settling Parties in all respects, and directs that the Settlement be consummated in accordance with the terms and conditions set forth in the Stipulation.

4. The Court hereby dismisses with prejudice the Action and all Released Claims.

Except as otherwise provided in the Stipulation, the Settling Parties shall bear their own costs.

5. Upon the Effective Date, Plaintiffs (individually and derivatively on behalf of Provectus) and Provectus shall have, and Current Provectus Shareholders by operation of this Final Order and Judgment shall be deemed to have, fully, finally, and forever waived, released, relinquished, discharged, and dismissed (a) the Released Claims against the Released Persons and their Related Persons; and (b) any and all claims (including Unknown Claims) against the Released Persons and their Related Persons arising out of, relating to, or in connection with, the defense, settlement, resolution of the Action.

6. Upon the Effective Date, Plaintiffs (individually and derivatively on behalf of Provectus) and Provectus shall have, and Current Provectus Shareholders by operation of this Final Order and Judgment shall be deemed to have, covenanted not to sue the Released Persons or their Related Persons with respect to the Released Claims, and shall be forever barred and enjoined from commencing, instituting, prosecuting or continuing to prosecute any action or other proceeding in any court of law or equity, arbitration tribunal, or administrative forum, asserting the Released Claims against any of the Released Persons or their Related Persons.

7. The Court finds that the notice given to Current Provectus Shareholders of the Settlement, the Stipulation and the Settlement Hearing was the best notice practicable under the circumstances, and that said notice fully satisfied the requirements of due process and applicable law.

8. The Court hereby approves the Fee and Expense Amount in accordance with the terms of the Stipulation, finds that such fee award is fair and reasonable, and directs said amounts to be paid to Plaintiffs' Counsel as provided in the Stipulation.

9. The Court hereby approves the Incentive Awards of \$2,000 for each of the Plaintiffs to be paid from the Fee and Expense Amount in recognition of Plaintiffs' and Federal Plaintiffs' participation and effort in the prosecution of the Action.

10. 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 Defendants or their respective Related Parties, or (b) is or may be deemed to be or may be used as an admission of, or evidence of, any liability, fault or omission of any of Defendants or their respective Related Parties in any civil, criminal, or administrative proceeding in any court, administrative agency, or other tribunal, or (c) is or may be deemed to be or may be used as an admission or evidence that any claims asserted by 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. Neither the Stipulation nor the Settlement, nor any act performed or document executed pursuant to or in furtherance of the Stipulation or the Settlement shall be admissible in any proceeding for any purpose except that the Released Persons may file the Stipulation and/or the Final Order and/or Judgment from the Action in any other 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.

11. Without affecting the finality of this Final Order in any way, this Court hereby retains continuing jurisdiction over the Action and the parties to the Stipulation to enter any further orders as may be necessary to effectuate the Stipulation, the Settlement provided for therein, and the provisions of this Final Order and Judgment.

12. The Court finds that during the course of the Action, the Settling Parties and their respective counsel at all times complied with the requirements of Term. R. Civ. P. 11.02, and all other similar laws.

13. Judgment shall be, and hereby is, entered dismissing the Action with prejudice and on the merits. The Court finds that this Final Order and Judgment is a final, appealable judgment and should be entered in accordance with applicable law.

IT IS SO ORDERED.

DATED: _____, 2016 _____
JUDGE THOMAS W. BROTHERS

Dated: _____, 2016

GAINEY, McKENNA & EGGLESTON

By: _____

Thomas J. McKenna
Gregory M. Egleston
440 Park Avenue South
New York, NY 10018
Telephone: (212) 983-1300
Facsimile: (212) 983-0380
Email: tjmckenna@gme-law.com
gegleston@gme-law.com

Dated: _____, 2016

HARWOOD FEFFER LLP

By: _____

Robert I. Harwood
488 Madison Avenue
New York, NY 10022
Telephone: (212) 935-7400
Facsimile: (212) 753-3630
Email: rharwood@hfesq.com

Lead Counsel for Lead Plaintiffs

Dated: _____, 2016

BRAMLETT LAW OFFICES

By: _____

Paul Kent Bramlett (#7387)
P.O. Box 150734
Nashville, TN 37215
Telephone: (615) 248-2828
Facsimile: (866) 816-4116
Email: pknashlaw@aol.com

Liaison Counsel for Lead Plaintiffs

Dated: _____, 2016

BAKER, DONELSON, BEARMAN,
CALDWELL & BERKOWITZ, P.C.

By: _____

John S. Hicks (BPR # 010478)

211 Commerce Street, Suite 800
Nashville, Tennessee 37201
Telephone: (615) 726-7337
Facsimile: (615) 744-7337
Email: jhicks@bakerdonelson.com

and

Kristine Roberts (BPR # 023856)
(*admitted pro hac vice*)
165 Madison Avenue, Suite 2000
Memphis, Tennessee 38103
Email: klroberts@bakerdonelson.com

Counsel for Defendants