



GRANTED WITH MODIFICATIONS

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Transaction ID: 2303
Case No. 2023-0096-LWW



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

GEORGE ASSAD and)
CHRISTOPHER L. BEUER,)

Plaintiffs,)

v.)

C.A. No. 2023-0096-LWW

TPG INC., TPG CANNES)
AGGREGATION, L.P., SHARAD S.)
MANSUKANI, PAUL V.)
CAMPANELLI, STEPHEN C.)
FARRELL, and W. CARL)
WHITMER,)

Defendants.)

[PROPOSED] SCHEDULING ORDER

WHEREAS, plaintiffs George Assad (“Assad”) and Christopher L. Beuer (“Beuer,” and together with Assad, “Plaintiffs”), and defendants TPG Inc. and TPG Cannes Aggregation, L.P. (collectively, the “TPG Defendants”), Sharad S. Mansukani (“Mansukani”), Paul V. Campanelli (“Campanelli”), Stephen C. Farrell (“Farrell”), and W. Carl Whitmer (“Whitmer”) (the “Individual Defendants,” and together with the TPG Defendants, the “Defendants,” and together with Plaintiffs, the “Parties”), have applied pursuant to Court of Chancery Rule 23(f) for an order approving the proposed settlement (“Settlement”) of the above-captioned class action (the “Action”), in accordance with the terms and conditions of the Stipulation

and Agreement of Settlement, Compromise, and Release entered into by the parties dated March 29, 2024 (the “Stipulation”);¹

NOW, THEREFORE, this ___ day of _____, 2024, upon application of the Parties, IT IS HEREBY ORDERED that:

1. **Jurisdiction**: The Court has jurisdiction over the subject matter of the Action, and all matters relating to the Settlement, as well as personal jurisdiction over the Parties and each of the Class Members for purposes of the Action.

2. **Class Certification**: The Court preliminarily certifies the Action for Settlement purposes only as a non-opt out class action pursuant to Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2), on behalf of a Class consisting of:

All former holders of Convey common stock at any time between announcement of the June 20, 2022 Agreement and Plan of Merger between Convey and TPG through the closing of the Transaction, together with their successors and assigns (the “Class”). Excluded from the Class are (i) Defendants and Former Defendants in this Action; and (ii) any Person, firm, trust, corporation or other entity related to or affiliated with any of Defendants or Former Defendants.

3. For purposes of Settlement only, the Court preliminarily finds that:

(a) the Class Members are so numerous that their joinder in the Action would be impracticable; (b) there are questions of law and fact common to the Class; (c) Plaintiffs’ claims are typical of the claims of the other Class Members in that

¹ Capitalized terms not otherwise defined herein shall have the same meaning as those terms are defined in the Stipulation.

they all arise from the same allegedly wrongful course of conduct and are based on the same legal theories; (d) in connection with the prosecution of the Action and the Settlement, Plaintiffs and Lead Counsel have and will fairly and adequately represent and protect the interests of the Class; (e) the prosecution of separate actions by individual Class Members would create a risk of inconsistent adjudications that would establish incompatible standard of conduct for Defendants, and, as a practical matter, the disposition of the Action would influence the disposition of any pending or future identical suits, actions, or proceedings brought by other Class Members; and (f) Defendants are alleged to have acted or refused to act on grounds generally applicable to the Class, thereby making appropriate final injunctive relief or corresponding declaratory relief with respect to the Class as a whole.

4. The Court provisionally appoints Plaintiffs as representatives for the Class and Lead Counsel as counsel for the Class.

5. **Settlement Hearing:** A hearing (the “Settlement Hearing”) will be held on July 12, 2024, at 11:00 a.m., in the Delaware Court of Chancery, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801, to: (i) certify the Class and appoint Plaintiffs as Class representatives and Lead Counsel as Class counsel for Settlement purposes; (ii) determine whether the proposed Settlement should be approved as fair, reasonable, and adequate to the Class and in the best interests of the Class; (iii) determine whether the Action should

be dismissed with prejudice and all of the Released Claims against the Released Parties should be released; (iv) hear and rule on any objections to the Settlement; (v) determine whether an Order and Final Judgment approving the Settlement should be entered; (vi) consider whether and in what amount any Fee and Expense Award should be paid to Lead Counsel out of the Settlement Fund; and (vii) rule on other such matters as the Court may deem appropriate.

6. The Court may adjourn and reconvene the Settlement Hearing, including the consideration of the Fee Application, without further notice of any kind other than oral announcement at the Settlement Hearing or any adjournment thereof, or a notation on the docket in the Action.

7. The Court may approve the Settlement, according to the terms and conditions of the Stipulation, with such modifications as may be consented to by Plaintiffs and Defendants, or as otherwise permitted pursuant to the Stipulation, with or without further notice to the Class. Further, the Court may render its Order and Final Judgment, and order the payment of the Fee and Expense Award all without further notice to the Class.

8. **Retention of Administrator and Manner of Giving Notice:** Lead Counsel is authorized to retain an Administrator to provide notice to the Class and administer the Settlement, including the distribution of the Settlement Fund.

9. Lead Counsel and the Administrator shall obtain from the DTC the DTC Information, pursuant to Paragraph 3 of the Stipulation. Defendants and Defendants' Counsel shall make commercially reasonable efforts to cooperate with Lead Counsel and the Administrator as reasonably necessary to cause the DTC to provide the DTC Information to the Administrator and Lead Counsel, pursuant to Paragraph 3 of the Stipulation.

10. No later than ten (10) calendar days after execution of the Stipulation, Defendants shall provide to Lead Counsel and the Administrator the Record Holder Information, pursuant to Paragraph 4 of the Stipulation.

11. As soon as practicable after the date of entry of this Order, and in no event fewer than sixty (60) calendar days before the Settlement Hearing (the "Notice Date"), the Administrator shall cause the Notice substantially in the form attached as Exhibit B to the Stipulation to be mailed by United States mail, first class, postage prepaid, to each Class Member. All stockholders of record who held Convey common stock on behalf of beneficial owners and who receive the Notice shall be requested to forward the Notice promptly to such beneficial owners. The Administrator shall use reasonable efforts to provide notice to such beneficial owners by making additional copies of the Notice available to any record holder who, prior to the Settlement Hearing, requests the same for distribution to beneficial owners.

12. Not later than the Notice Date, the Administrator shall cause the Notice to be placed on a website created for the litigation by the Administrator.

13. At least ten (10) calendar days prior to the Settlement Hearing, Plaintiffs shall file with the Court and serve on Defendants' Counsel proof of mailing and publication of the Notice.

14. **Approval of Form and Content of Notice:** The Court approves, in form and content, the Notice of Pendency and Proposed Settlement of Class Action (the "Notice") substantially in the form attached as Exhibit B to the Stipulation. The date and time of the Settlement Hearing shall be included in the Notice before it is mailed and published.

15. The Court finds that the mailing and publication of the Notice in substantially the manner set forth in this Order (i) constitutes the best notice reasonably practicable under the circumstances; (ii) constitutes due, adequate, and sufficient notice to all Persons entitled to receive notice of the proposed Settlement; and (iii) meets the requirements of Court of Chancery Rule 23, due process, and applicable law.

16. **Appearance at Settlement Hearing and Objections:** At the Settlement Hearing, any Class Member who desires to do so may appear personally or by counsel, and show cause, if any, why the Settlement in accordance with and as set forth in the Stipulation should not be approved as fair, reasonable, and adequate

and in the best interests of the Class; why the Order and Final Judgment should not be entered in accordance with and as set forth in the Stipulation; why the Court should not grant the Fee Application; provided, however, that unless the Court in its discretion otherwise directs, no Class Member, or any other Person, shall be entitled to contest the approval of the terms and conditions of the Settlement or (if approved) the Order and Final Judgment to be entered thereon, or the Fee and Expense Award, and no papers, briefs, pleadings, or other documents submitted by any Class Member or any other Person (excluding a party to the Stipulation) shall be received or considered, except by order of the Court for good cause shown, unless, no later than fifteen (15) calendar days prior to the Settlement Hearing, such Person files with the Register in Chancery, Delaware Court of Chancery, 500 North King Street, Wilmington, DE, 19801: (a) a written notice of intention to appear that includes the name, address, and telephone number of the objector and, if represented by counsel, the name and address of the objector's counsel; (b) proof of membership in the Class; (c) a detailed statement of objections to any matter before the Court; and (d) the grounds thereof or the reasons for wanting to appear and be heard, as well as all documents or writings the Court shall be asked to consider. These writings must also be served by File & Serve*Xpress*, by hand, by first-class mail, or by express service/email upon the following attorneys such that they are received no later than fifteen (15) calendar days prior to the Settlement Hearing:

<p>Stacey A. Greenspan PRICKETT, JONES & ELLIOTT, P.A. 1310 N. King Street Wilmington, Delaware 19801</p> <p>Kimberly A. Evans BLOCK & LEVITON LLP 3801 Kennett Pike, Suite C-305 Wilmington, DE 19807 (302) 499-3600</p> <p><i>Counsel for Plaintiffs</i></p>	<p>Kevin M. Coen MORRIS, NICHOLS, ARSHT & TUNNELL LLP 1201 N. Market Street P.O. Box 1347 Wilmington, DE 19899-1347 (302) 658-9200</p> <p><i>Counsel for Defendants TPG Inc. and TPG Cannes Aggregation, L.P. and Former Defendants Todd B. Sisitsky and Katherine Wood</i></p> <p>Bradley R. Aronstam ROSS ARONSTAM & MORITZ LLP Hercules Building 1313 North Market Street, Suite 1001 Wilmington, Delaware 19801 (302) 576-1600</p> <p><i>Counsel for Defendants Paul V. Campanelli and W. Carl Whitmer</i></p> <p>Blake Rohrbacher RICHARDS, LAYTON & FINGER, P.A. One Rodney Square 920 North King Street Wilmington, DE 19801 (302) 651-7700</p> <p><i>Counsel for Defendants Sharad S. Mansukani and Stephen C. Farrell</i></p>
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17. Unless the Court otherwise directs, any Person who fails to object in the manner described above shall be deemed to have waived and forfeited any and all rights such Person may otherwise have to object to the Settlement and any Fee

and Expense Award to Lead Counsel (including any right of appeal) and shall be forever barred from raising such objection in the Action or any other action or proceeding. Class Members who do not object need not appear at the Settlement Hearing or take any other action to indicate their approval.

18. **Supporting Papers:** At least thirty (30) calendar days prior to the Settlement Hearing, Lead Counsel shall file any opening briefs in support of the proposed Settlement and Fee Application, including any supporting affidavits. Any reply papers in support of the Settlement and Fee Application shall be filed at least five (5) business days prior to the Settlement Hearing.

19. **Settlement Fund:** All funds held in the Account shall be deemed and considered to be in *custodia legis* of the Court, and shall remain subject to the jurisdiction of the Court, until such time as such funds shall be distributed pursuant to the Stipulation and/or further order(s) of the Court.

20. **Administration Costs:** All Administration Costs shall be paid in accordance with the Stipulation without further order of the Court.

21. **Taxes:** The Administrator is authorized and directed to prepare any tax returns and any other tax reporting form for or in respect to the Settlement Fund, to pay from the Settlement Fund any Taxes owed with respect to the Settlement Fund, and to otherwise perform all obligations with respect to Taxes and any reporting or

filings in respect thereof without further order of the Court in a manner consistent with the provisions of the Stipulation.

22. **Stay and Temporary Injunction**: All proceedings in the Action, other than proceedings as may be necessary to carry out the terms and conditions of the Stipulation, are hereby stayed and suspended until further order of this Court. Pending final determination of whether the Settlement should be approved, Plaintiffs and Class Members, and anyone acting or purporting to act on behalf of, in the stead of, or for any Class Member, are barred and enjoined to the maximum extent permitted under law from commencing, pursuing, prosecuting, instigating, maintaining or in any way participating in the commencement, pursuit, continuation, or prosecution of any action asserting any of the Released Claims against any of the Released Parties.

23. **Termination of Settlement**: If the Settlement is terminated as provided in the Stipulation or the Effective Date does not occur, this Order shall be vacated, rendered null and void, and be of no further force and effect, except as otherwise provided by the Stipulation; this Order shall be without prejudice to the rights of Plaintiffs, Defendants, or the Class; all proceedings respecting the Released Plaintiffs' Claims shall revert to their status before the Settlement; and Plaintiffs and Defendants shall revert to their positions in this Action as of immediately prior to the execution of the Term Sheet on February 27, 2024.

24. **Extension of Deadlines**: The Court may, for good cause shown, extend any of the deadlines set forth in this Order without further notice.

25. **Retention of Jurisdiction**: The Court retains jurisdiction to consider all further applications arising out of or connected with the proposed Settlement.

Vice Chancellor Lori W. Will

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: Lori W. Will

File & Serve

Transaction ID: 72666181

Current Date: Apr 05, 2024

Case Number: 2023-0096-LWW

Case Name: CONF ORD - George Assad, et al. v. TPG Inc., et al.

Court Authorizer

Comments:

Paragraph 12 is modified to require that the Stipulation and Agreement of Settlement, Compromise, and Release also be posted on the website created for the litigation by the Administrator.

/s/ Judge Lori W. Will