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Case No. 2024-0104-JTL

GRANTED WITH MODIFICATIONS

EXHIBIT

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE QUOTIENT TECHNOLOGY INC. MERGER LITIGATION	)))	C.A. No. 2024-0104-JTL

[PROPOSED] SCHEDULING ORDER

WHEREAS, the above-captioned class action (the "Action") is pending before the Court;

WHEREAS, Plaintiffs Steven Boal, Scott Raskin, The Spieker Living Trust, Spieker 2010 Irrevocable Children's Trust, SPK Investors LLC, and SPK Apartment Investors II LLC ("Plaintiffs") and Defendants Matthew Krepsik, Charlesbank Capital Partners, LLC, CB Neptune Holdings, LLC, and Houlihan Lokey, Inc. ("Defendants" and together with Plaintiffs, the "Parties") have entered into a Stipulation and Agreement of Settlement, Compromise, and Release (the "Stipulation"), which, together with the exhibits annexed thereto, sets forth the terms and conditions of the proposed Settlement of the Action and has been filed with the Court;

WHEREAS, the Parties have made an application, pursuant to Court of Chancery Rule 23, for an order: (a) preliminarily certifying the Action as a non-opt-out class action for settlement purposes only; (b) approving notice to the Settlement

Class of the proposed Settlement and Settlement Hearing; and (c) scheduling the Settlement Hearing; and

WHEREAS, the Court has read and considered the Stipulation and accompanying exhibits, and good cause appearing;

NOW THEREFORE, IT IS HEREBY ORDERED this ___ day of ___________, 2026, as follows:

1. **Definitions:** Unless otherwise defined herein, all capitalized terms shall have the same meanings ascribed to them in the Stipulation.

2. **Jurisdiction:** The Court has jurisdiction over the subject matter of the Action and over all Parties thereto, including all members of the Settlement Class.

3. **Preliminary Settlement Class Certification:** Solely for purposes of the proposed Settlement, and pursuant to Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2), the Court hereby preliminarily certifies the Action as a non-opt-out class action on behalf of the following class (the "Settlement Class"):

> All record and beneficial stockholders of Quotient Technology Inc. (the "Company") as of September 5, 2023, together with their respective successors and assigns, except the Excluded Persons, whose shares were converted into the right to receive $4.00 per share in cash in connection with the Transaction.
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> "Excluded Persons" means (i) Defendants; (ii) Yuneeb Khan and Connie Chen (former named executive officers of the Company); (iii) Robert McDonald, Lorraine Hariton, Alison Hawkins, David Oppenheimer, Matthew O'Grady, Joseph Reece, Eric Higgs, Kimberly Anstett, Andrew Jody Gessow, and Michael Wargotz (former directors of the Company); (iv) any parent, subsidiary, affiliate, partner,

executive officer, director, heir, successor, assign, or controlling person of any of the foregoing; (v) spouses and minor children of any of the foregoing; and (vi) any entity in which any of the foregoing has a controlling interest or had a controlling interest on September 5, 2023.

4. **Rule 23 Preliminary Findings:** The Court preliminarily finds, solely for purposes of the proposed Settlement, that:

(a) the members of the Settlement Class are so numerous that joinder of all members of the Settlement Class in the Action is impracticable;

(b) there are questions of law and fact common to the Settlement Class;

(c) the claims of Plaintiffs are typical of the claims of the Settlement Class;

(d) Plaintiffs and Plaintiffs' Counsel have fairly and adequately represented and protected the interests of the Settlement Class;

(e) the prosecution of separate actions by individual members of the Settlement Class would create a risk of inconsistent adjudications that would establish incompatible standards of conduct for Defendants; and

(f) Defendants have acted or refused to act on grounds that apply generally to the Settlement Class, such that final injunctive relief or corresponding declaratory relief is appropriate respecting the Settlement Class as a whole.

5. **Appointment of Settlement Class Representatives and Settlement Class Counsel:** Solely for purposes of the proposed Settlement, the Court appoints

Plaintiffs Steven Boal, Scott Raskin, The Spieker Living Trust, Spieker 2010 Irrevocable Children's Trust, SPK Investors LLC, and SPK Apartment Investors II LLC as the Class Representatives of the Settlement Class, and appoints Saxena White P.A. as Class Counsel for the Settlement Class.

6. **Settlement Hearing:** The Court will hold a hearing (the "Settlement Hearing") on _______________, 2026, at _:_ .m., at the Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801, to:

(a) determine whether to certify the Settlement Class for purposes of the Settlement as a non-opt-out class pursuant to Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2);

(b) determine whether the proposed Settlement Class representatives and Settlement Class Counsel have adequately represented the Settlement Class;

(c) determine whether the proposed Settlement on the terms and conditions provided for in the Stipulation is fair, reasonable, and adequate and in the best interests of the Settlement Class, and should be approved by the Court;

(d) determine whether the Judgment should be entered pursuant to the Stipulation, dismissing the Action with prejudice on the merits as against Defendants;

(e) determine whether the proposed Plan of Allocation for the distribution of the Net Settlement Fund to eligible Settlement Class Members is fair, reasonable, and adequate and should be approved by the Court;

(f) determine whether the application of Plaintiffs' Counsel for an award of attorneys' fees, costs, and litigation expenses and incentive awards for Plaintiffs should be approved;

(g) hear and determine any objections to the proposed Settlement, the proposed Plan of Allocation, Plaintiffs' Counsel's Fee and Expense Application, and any requested incentive awards; and

(h) consider any other matters that may properly be brought before the Court in connection with the Settlement.

7. Notice of the Settlement and the Settlement Hearing shall be given to Settlement Class Members as set forth in Paragraph 8 of this Order. The Court may adjourn the Settlement Hearing without further notice to the Settlement Class and may approve the proposed Settlement with such modifications as the Parties may agree to, if appropriate, without further notice to the Settlement Class.

8. **Retention of Settlement Administrator and Manner of Notice:** Plaintiffs' Counsel are hereby authorized to retain a settlement administrator (the "Settlement Administrator") to provide notice to the Settlement Class and administer the Settlement, including the allocation and distribution of the Net Settlement Fund to eligible Settlement Class Members. Notice of the Settlement and the Settlement Hearing shall be given as follows:

(a) Within 30 calendar days after the execution date of the Stipulation, Neptune shall use reasonable efforts to provide or cause to be provided—at no cost to the Settlement Fund, Plaintiffs, Plaintiffs' Counsel, or the Settlement Administrator—the information identified in paragraph 21 of the Stipulation (the "Settlement Class Member Records") to the Settlement Administrator or Plaintiffs' Counsel in electronic format;

(b) No less than sixty (60) calendar days before the date of the Settlement Hearing (the "Notice Date"), the Settlement Administrator shall cause a copy of the Long-Form Notice, substantially in the form attached to the Stipulation as Exhibit B, to be mailed to potential Settlement Class Members at the addresses set forth in the Settlement Class Member Records or who otherwise may be identified through further reasonable effort;

(c) Not later than the Notice Date, the Settlement Administrator shall post a copy of the Long-Form Notice on the website established for the Settlement;

(d) Not later than ten business days after the Notice Date, the Settlement Administrator shall cause the Summary Notice, substantially in the form attached to the Stipulation as Exhibit C, to be published once in *Investor's Business Daily* and to be transmitted once over the *PR Newswire*; and

(e) Not later than seven calendar days before the Settlement Hearing, Plaintiffs' Counsel shall serve on Defendants' Counsel, and file with the Court, proof, by affidavit or declaration, of such mailing and publication.

9. **Approval of Form and Content of Notice:** The Court: (a) approves, as to form and content, the Long-Form Notice, attached to the Stipulation as Exhibit B, and the Summary Notice, attached to the Stipulation as Exhibit C, and (b) finds that the mailing of the Long-Form Notice and publication of the Summary Notice in the manner and form set forth in Paragraph 8 of this Order: (i) are the best notice practicable under the circumstances; (ii) constitutes notice that is reasonably calculated, under the circumstances, to apprise Settlement Class Members of the pendency of the Action, the effect of the proposed Settlement (including the Releases to be provided thereunder), the proposed Plan of Allocation, Plaintiffs' Counsel's Fee and Expense Application, and Settlement Class Members' rights to object to any aspect of the Settlement, the Plan of Allocation, and/or Plaintiffs' Counsel's Fee and Expense Application, and to appear at the Settlement Hearing; (iii) constitutes due, adequate, and sufficient notice to all persons and entities entitled to receive notice of the proposed Settlement; and (iv) satisfies the requirements of Court of Chancery Rule 23, the United States Constitution (including the Due Process Clause), and all other applicable law and rules.

10. **Nominees Procedures:** Brokers and other nominees that held shares of Quotient Technology Inc. common stock as of the closing of the acquisition of Quotient Technology Inc. by affiliates of Charlesbank Capital Partners, LLC on or

about September 5, 2023, as record holders for the benefit of another person or entity shall either: (a) within seven (7) calendar days of receipt of the Long-Form Notice, request from the Settlement Administrator sufficient copies of the Long-Form Notice to forward to all such beneficial owners, and within seven calendar days of receipt of those copies of the Long-Form Notice forward them to all such beneficial owners; or (b) within seven (7) calendar days of receipt of the Long-Form Notice, send a list of the names, addresses, and, if available, email addresses, of all such beneficial owners to the Settlement Administrator, in which event the Settlement Administrator shall promptly mail the Long-Form Notice to such beneficial owners. Upon full compliance with this Order, such nominees may seek reimbursement of their reasonable expenses actually incurred in complying with this Order by providing the Settlement Administrator with proper documentation supporting the expenses for which reimbursement is sought. Such properly documented expenses incurred by nominees in compliance with the terms of this Order shall be paid from the Settlement Fund, with any disputes as to the reasonableness or documentation of expenses incurred subject to review by the Court.

11. Brokers and other nominees that hold shares in their name on behalf of a beneficial owner are hereby ordered to provide information deemed necessary by the Settlement Administrator to assist Eligible Settlement Class Members in connection with determining their entitlement to the Net Settlement Fund and to

distribute the Net Settlement Fund consistent with the terms of the Plan of Allocation (or such other plan of allocation approved by the Court).

12. **Appearance at the Settlement Hearing and Objections:** Unless the Court orders otherwise, any Settlement Class Member may enter an appearance in the Action, at his, her, or its own expense, individually or through counsel of his, her, or its own choice, by filing with the Register in Chancery, Court of Chancery of the State of Delaware, New Castle County, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801 (electronically by File & ServeXpress, by hand, by first-class U.S. mail, or by express service), such that the notice is filed no later than seven (7) calendar days prior to the Settlement Hearing, or as the Court may otherwise direct. Any Settlement Class Member who does not enter an appearance will be represented by Plaintiffs' Counsel and shall be deemed to have waived and forfeited any and all rights he, she, or it may otherwise have to appear separately at the Settlement Hearing.

13. Any Settlement Class Member may file a written objection to the proposed Settlement, Plan of Allocation, and/or Plaintiffs' Counsel's Fee and Expense Application ("Objector"), if he, she, or it has any cause why the proposed Settlement, Plan of Allocation, and/or Plaintiffs' Counsel's Fee and Expense Application should not be approved; *provided, however*, that, unless otherwise directed by the Court for good cause shown, no Objector shall be heard or entitled

to contest the approval of the terms and conditions of the proposed Settlement, Plan of Allocation, and/or Plaintiffs' Counsel's Fee and Expense Application unless that person or entity has filed a written objection with the Register in Chancery, Court of Chancery of the State of Delaware, New Castle County, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801, and served (electronically by File & ServeXpress, by hand, by first-class U.S. mail, or by express service) copies of the objection upon each of the following counsel at the following mailing addresses such that the written objection is received no later than fourteen (14) calendar days prior to the Settlement Hearing, or as the Court may otherwise direct, with copies also emailed to the following counsel:

REGISTER IN CHANCERY
Register in Chancery Court of Chancery of the State of Delaware, New Castle County Leonard L. Williams Justice Center 500 North King Street Wilmington, Delaware 19801
PLAINTIFFS' COUNSEL
Thomas Curry SAXENA WHITE P.A. 824 N. Market Street, Suite 1003 Wilmington, Delaware 19801 (302) 485-0483 tcurry@saxenawhite.com

DEFENDANTS' COUNSEL
Cliff C. Gardner SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP One Rodney Square P.O. Box 636 Wilmington, Delaware 19899-0636 (302) 651-3000 Cliff.Gardner@skadden.com Raymond J. DiCamillo RICHARDS, LAYTON & FINGER, P.A. 920 North King Street Wilmington, Delaware 19801 (302) 651-7700 dicamillo@rlf.com Matthew D. Stachel PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP 1313 N. Market Street, Suite 806 Wilmington, Delaware 19801 (302) 655-4410 mstachel@paulweiss.com

14. Any objections must: (i) identify the case name and civil action number, "*In re Quotient Technology Inc. Merger Litigation*, C.A. No. 2024-0104-JTL"; (ii) state the name of the Objector (and, if the Objector is self-represented, his, her, or its address, and telephone number) and, if represented by counsel, the name, address, and telephone number of the Objector's counsel; (iii) be signed by the Objector (if the Objector is self-represented) or the Objector's counsel; (iv) contain a specific, written statement of the objection(s) and the specific reason(s) for the objection(s),

including any legal and evidentiary support the Objector wishes to bring to the Court's attention; and (v) include documentary evidence sufficient to prove that the Objector is a member of the Settlement Class. If the Objector has indicated that he, she, or it intends to appear at the Settlement Hearing, the Objector shall provide the identity of any witnesses the Objector may call to testify, and any exhibits the Objector intends to introduce into evidence at the hearing.

15. Unless the Court orders otherwise, any Settlement Class Member who or which does not make his, her, or its objection in the manner provided herein shall: (i) be deemed to have waived and forfeited his, her, or its right to object to any aspect of the proposed Settlement, Plan of Allocation, or Plaintiffs' Counsel's Fee and Expense Application; (ii) be forever barred and foreclosed from objecting to the fairness, reasonableness, or adequacy of the Settlement, the Judgment to be entered approving the Settlement, the Plan of Allocation, and Plaintiffs' Counsel's Fee and Expense Application; and (iii) be deemed to have waived and to be forever barred and foreclosed from being heard, in this or any other proceeding, with respect to any matters concerning the Settlement, the Plan of Allocation, or Plaintiffs' Counsels' Fee and Expense Application.

16. **Stay and Temporary Injunction:** Until otherwise ordered by the Court, the Court stays all proceedings in the Action other than proceedings necessary to carry out or enforce the terms and conditions of the Stipulation. Pending final

determination of whether the Settlement should be approved, the Court bars and enjoins Plaintiffs, and all other members of the Settlement Class or other Released Plaintiffs' Persons, from instituting, commencing, or prosecuting any and all of the Released Plaintiffs' Claims against any and all of the Released Defendants' Persons.

17. **Settlement Fund:** Defendants shall pay, or cause the insurers to pay, the Settlement Amount into the Escrow Account in accordance with the terms of the Stipulation. The contents of the Escrow Account shall be deemed and considered to be *in custodia legis* of the Court, and shall remain subject to the exclusive jurisdiction of the Court, until such time as they shall be distributed pursuant to the Stipulation and/or further order(s) of the Court.

18. **Notice Costs and Administration Costs:** All Notice Costs and Administration Costs shall be paid in accordance with the terms of the Stipulation without further order of the Court.

19. **Taxes:** Plaintiffs' Counsel are 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.

20. **Effectiveness of Judgment:** If the Settlement is approved by the Court

following the Settlement Hearing, the Court shall enter the Judgment substantially in the form attached to the Stipulation as Exhibit D. The effectiveness of the Judgment shall not be conditioned upon the approval of an award of attorneys' fees, costs, and/or expenses, either at all or in any particular amount, by the Court.

21. **Termination of Settlement:** If the Settlement is terminated as provided in the Stipulation, this Order shall be vacated, rendered null and void and be of no further force and effect, except as otherwise provided by the Stipulation, and this Order shall be without prejudice to the rights of Plaintiffs, the other Settlement Class Members, and Defendants, and Plaintiffs and Defendants shall revert to their respective positions in the Action immediately before January 5, 2026, as provided in the Stipulation; all of their respective claims and defenses as to any issue shall be preserved without prejudice; and any cash amounts in the Settlement Fund (less any Taxes paid, due, or owing with respect to the Settlement Fund and less any Notice Costs and Administrative Costs actually incurred, paid, or payable) shall be returned in accordance with the Stipulation.

22. **Supporting Papers:** Plaintiffs' Counsel shall file and serve the opening papers in support of the proposed Settlement, Plan of Allocation, and Plaintiffs' Counsel's Fee and Expense Application no later than sixty calendar days before the Settlement Hearing. Any objections to the Settlement, the Plan of Allocation, and/or Plaintiffs' Counsel's Fee and Expense Application shall be filed

and served no later than fourteen calendar days before the Settlement Hearing. If reply papers are necessary, they are to be filed and served no later than seven calendar days before the Settlement Hearing.

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

24. **No Admission:** The Stipulation shall not be deemed to be evidence or constitute an admission or concession by any of the Released Defendant Parties as to (i) the truth of any fact alleged by Plaintiffs; (ii) the validity of any claims or other issues raised, or which might be or might have been raised, in the Action or in any other litigation; (iii) the deficiency of any defense that has been or could have been asserted in the Action or in any litigation; or (iv) any wrongdoing, breach, fault, or liability of any kind by any of them.

SO ORDERED this __ day of ______________, 2026.

____
Vice Chancellor J. Travis Laster

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

Court:	DE Court of Chancery Civil Action
Judge:	J Travis Laster
File & Serve Transaction ID:	79439161
Current Date:	May 21, 2026
Case Number:	2024-0104-JTL
Case Name:	CONF ORD /IN RE QUOTIENT TECHNOLOGY INC. MERGER LITIGATION
Court Authorizer:	J Travis Laster

Court Authorizer Comments:

The settlement hearing has been scheduled for Tuesday, September 22, 2026, at 1:30 p.m.

/s/ Judge J Travis Laster