



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE FAST ACQUISITION CORP.
STOCKHOLDERS LITIGATION

CONSOLIDATED
C.A. No. 2022-0702-PAF

**PLAINTIFFS' UNOPPOSED MOTION
FOR CLASS DISTRIBUTION ORDER**

PLEASE TAKE NOTICE THAT Lead Plaintiff Special Opportunities Fund, Inc. (“SPE” or “Lead Plaintiff”) and plaintiffs ADAR1 Partners, L.P. (“ADAR1”), Great Point Capital, LLC (“GPC”), Cladrius LTD. (“Cladrius”), and George A. Spritzer (“Spritzer”) (collectively, “Plaintiffs”) respectfully move this Court to enter the accompanying Class Distribution Order pursuant to the terms of the Stipulation and Agreement of Settlement, Compromise, and Release (the “Stipulation”) (Trans. ID 71007532) and the Court’s Order and Final Judgment (Trans. ID 71846881) and submit in support of this motion the accompanying Affidavit of Luiggy Segura in Support of Plaintiffs’ Unopposed Motion for Class Distribution Order (the “Segura Affidavit”) submitted by Court-approved Settlement Administrator, JND Legal Administration (“JND”).^{1,2} If approved, the Class Distribution Order will, *inter alia*:

¹ Pursuant to its November 9, 2023 Scheduling Order (Trans. ID 71364984), the Court authorized JND to act as the Settlement Administrator in connection with the Settlement of this Action.

² Plaintiffs incorporate by reference the definitions in the Stipulation and the Segura Affidavit, and all terms used herein shall have the same meanings as set forth in the Stipulation and/or the Segura Affidavit.

1. Direct JND to distribute 100% of the available balance of the Net Settlement Fund, after deducting all payments previously allowed and the payment of JND's fees and expenses requested in this Motion, and after deducting payment of any estimated taxes, the costs of preparing appropriate tax returns, administrative contingencies, and any escrow fees, as set forth in paragraph 10 of the Segura Affidavit (the "Distribution").

2. Consistent with ¶ 43 of the Plan of Allocation in the Court-approved Notice, direct that each Eligible Class Member will be allocated a *pro rata* share of the Net Settlement Fund in connection with the Distribution equal to the product of (i) the number of Eligible Shares held by the Eligible Class Member and (ii) the "Per-Share Recovery" for the Settlement, which will be determined by dividing the total amount of the Net Class Settlement Fund by the total number of Eligible Shares held by all Eligible Class Members. (Segura Affidavit ¶ 10(a)).

3. Consistent with ¶ 44(i) of the Plan of Allocation, with respect to Eligible Shares held of record by the Depository Trust & Clearing Corporation, including its subsidiary the Depository Trust Company (collectively, "DTC"), through its nominee Cede, direct JND to cause that portion of the Net Settlement Fund allocated to Eligible Class Members who held their Eligible Shares through DTC Participants ("DTC Participants") to be paid directly to DTC Participants. JND shall then distribute that portion of the Net Settlement Fund among the DTC

Participants by paying each the Per-Share Recovery times its respective Closing Security Position,³ subject to payment suppression instructions with respect to Excluded Shares and any other shares ineligible for recovery from the Settlement. (Segura Affidavit ¶ 10(b)). The DTC Participants and their respective customers, including any intermediaries, shall then ensure *pro rata* payment to each Eligible Class Member based on the number of Eligible Shares beneficially owned by such Eligible Class Member. (*Id.*)

4. Consistent with ¶ 44(ii) of the Plan of Allocation, with respect to Eligible Shares held of record other than by Cede, as nominee for DTC (a “Closing Non-Cede Record Position”), direct JND to make payment from the Net Class Settlement Fund directly to the Eligible Record Holder of each such Closing Non-Cede Record Position in an amount equal to the Per-Share Recovery times the number of Eligible Shares comprising such Closing Non-Cede Record Position. (Segura Affidavit ¶ 10(c)).

5. Consistent with ¶ 44(iii) of the Plan of Allocation, direct that any person or entity who purchased Eligible Shares but had not settled those Eligible Shares by the close of business on August 25, 2022 (“Non-Settled Shares”), shall be treated as an Eligible Class Member with respect to those Non-Settled Shares, and a person or

³ For each DTC Participant, the “Closing Security Position” is the number of Eligible Shares held by such DTC Participant, as reflected on the DTC Allocation Report. *See* Notice at footnote 3.

entity who sold those Non-Settled Shares on or before the close of business on August 25, 2022, shall not be treated as an Eligible Class Member with respect to those Non-Settled Shares. (Segura Affidavit ¶ 10(d)).

6. Following the distribution of the Net Class Settlement Fund to DTC Participants, inquiries by Eligible Beneficial Holders regarding payment of the Net Class Settlement Fund should be made directly to DTC Participants, such as banks or brokerage firms, through which they beneficially owned Eligible Shares. (Segura Affidavit ¶ 10(e)).

7. In order to encourage Eligible Class Members to promptly cash their checks, and to avoid or reduce future expenses relating to unpaid checks, all Distribution checks will bear a notation “CASH PROMPTLY, VOID AND SUBJECT TO REDISTRIBUTION IF NOT CASHED BY [6 MONTHS AFTER ISSUE DATE].” (Segura Affidavit ¶ 10(f)).

8. Consistent with the Plan of Allocation, as stated in ¶ 44 (iv) of the Notice, in the event that any payment from the Net Settlement Fund is undeliverable or in the event a check is not cashed by the stale date (i.e., more than six months from the check’s issue date), direct that the DTC Participants and the holder of a Closing Non-Cede Record Position shall follow their respective policies with respect to further attempted distribution. Segura Affidavit ¶ 10(g).

9. All undeliverable or uncashed payments returned to JND by Eligible Beneficial Holders or Eligible Record Holders shall be available for further distribution provided that such distribution is economically feasible. At such time as Plaintiffs' Co-Lead Counsel, in consultation with JND, determines that further distribution of the funds remaining in the Net Class Settlement Fund is not cost-effective, the remaining balance of the Net Class Settlement Fund, after payment of any unpaid fees or expenses incurred in connection with administering the Net Class Settlement Fund and after the payment of any estimated taxes, the costs of preparing appropriate tax returns, and any escrow fees, will be contributed to the Combined Campaign for Justice (the "CCJ"). (Segura Affidavit ¶ 10(h)).

10. Direct that payment pursuant to the Class Distribution Order will be final and conclusive against all Eligible Class Members, and release and discharge all persons involved in the investment, administration, distribution, or taxation of the Settlement Fund or the Net Settlement Fund, from any and all claims arising out of such involvement, and bar all Class Members, whether or not they receive payment from the Net Settlement Fund, from making any further claims against the Net Settlement Fund, Plaintiffs, Plaintiffs' Co-Lead Counsel, the Settlement Administrator (JND), or any other agent retained by Plaintiffs or Plaintiffs' Co-Lead Counsel in connection with the investment, administration, distribution, or taxation

of the Settlement Fund or the Net Settlement Fund beyond the amounts allocated to Eligible Class Members.

11. Approve all of JND's fees and expenses incurred in connection with the administration of the Settlement and estimated to be incurred in connection with the distribution of the Net Settlement Fund as set forth in Exhibit A to the Segura Affidavit and authorize Plaintiffs' Co-Lead Counsel to direct payment out of the Settlement Fund to JND in payment of any such outstanding fees and expenses.

12. Authorize the destruction of paper copies of all supporting documentation one year after the distribution, and the destruction of electronic copies of the same one year after all funds in the Net Settlement Fund have been distributed.

13. Retain jurisdiction to consider any further applications concerning the administration of the Settlement, and such other and further relief as the Court deems appropriate.

Dated: March 29, 2024

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WORDS: 1,256 (of 3,000 Word Limit)

CERTIFICATE OF SERVICE

I, Gregory V. Varallo, do hereby certify that on this 29th day of March 2024, I caused copies of the foregoing *Plaintiffs' Unopposed Motion for Class Distribution Order* to be filed via File & ServeXpress e-Filing and served upon counsel as follows:

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