



**GRANTED WITH MODIFICATIONS**

**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

IN RE GOOD TECHNOLOGY  
CORPORATION STOCKHOLDER  
LITIGATION

C.A. No. 11580-VCL

**[PROPOSED] SCHEDULING ORDER**

Plaintiffs MARBEK Revocable Trust, Harvest Growth Capital LLC, Harvest Growth Capital II LLC, Saturn Partners LP III and SPLP II Opportunity LP (“Named Plaintiffs”), on their own behalf and on behalf of the certified Class (as defined below), defendants Christy Wyatt, Bandel L. Carano, John H.N. Fisher, Barry Schuler, Thomas Unterman, and Christopher Varelas (the “Board Defendants”), and defendants Oak Management Corporation, Oak Investment Partners X, LP, Oak X Affiliates Fund, LP, Draper Associates, L.P., Draper Associates, Inc., Draper Fisher Jurvetson ePlanet Partners, Ltd., Draper Fisher Jurvetson ePlanet Partners Fund, LLC, Draper Fisher Jurvetson ePlanet Ventures GmbH & Co. KG, Draper Fisher Jurvetson ePlanet Ventures L.P., Draper Fisher Jurvetson Management, LLC, Draper Fisher Jurvetson Fund VI, L.P., Draper Fisher Jurvetson Partners VI, LLC, DFJ Growth Fund 2006, Ltd., Draper Fisher Jurvetson Growth Fund 2006, L.P., Draper Fisher Jurvetson Partners Growth Fund 2006, LLC, Draper Associates Riskmasters Fund III, LLC, Saints Rustic Canyon LLC, Saints Rustic Canyon, LP, Riverwood Capital Management, L.P., Riverwood Capital L.P., Riverwood Capital Partners L.P., Riverwood Capital Partners (Parallel-A) L.P. and Riverwood Capital Partners (Parallel-B) L.P. (the “Fund Defendants,” with the Board Defendants, “Defendants,” and collectively with the Board Defendants and Named Plaintiffs, the “Settling Parties”) having applied pursuant to Delaware Court of Chancery Rule 23(e) for an order approving the

settlement in accordance with the Stipulation and Agreement of Compromise and Settlement entered into by the Settling Parties on August 15, 2018 (the “Stipulation”) and for dismissal of the above-captioned action (the “Action”) with prejudice upon the terms and conditions set forth in the Stipulation (the “Settlement”); and the Court having read and considered the Stipulation and accompanying documents; and the Settling Parties having consented to the entry of this Order,

NOW, THEREFORE, this \_\_\_ day of \_\_\_\_\_, 2018, upon application of the Settling Parties, IT IS HEREBY ORDERED that:

1. Except for terms defined herein, the Court adopts and incorporates the definitions in the Stipulation for purposes of this Order.

2. On May 12, 2017, the Court certified the following Class:

All holders of Good Technology Corporation common stock on October 30, 2015, whether beneficial or of record, including their legal representatives, heirs, successors in interests, transferees and assignees of all such foregoing holders, but excluding the defendants in the Action and their associates, affiliates, legal representatives, heirs, successors in interest, transferees and assignees.

3. On May 12, 2017, the Court also appointed Named Plaintiffs as class representatives for the Class.

4. A hearing (the “Settlement Hearing”) will be held on \_\_\_\_\_, 2018, at \_\_:\_.m., in the Court of Chancery of the State of Delaware, Leonard L. Williams Justice Center, 500 North King Street,

Courtroom \_\_\_\_, Wilmington, Delaware, 19801, to: (a) determine whether the Court should approve the Settlement as fair, reasonable and adequate; (b) determine whether the Judgment should be entered dismissing the Action; (c) consider the application by Plaintiffs' Counsel for attorneys' fees, costs and payment of expenses; (d) hear and determine any objections to the Settlement or the application of Plaintiffs' Counsel for an award of attorneys' fees, costs and expenses; and (e) rule on such other matters as the Court may deem appropriate.

5. The Court may adjourn and reconvene the Settlement Hearing, including the consideration of the application for attorneys' fees, costs and expenses, without further notice to Class Members.

6. The Court may approve the Settlement, according to the terms and conditions of the Stipulation, as it may be modified by the Settling Parties, with or without further notice to Class Members. Further, the Court may render its Judgment, and order the payment of attorneys' fees, costs and expenses, all without further notice to the Class.

7. The Court approves, in form and substance, the Notice of Pendency and Proposed Settlement of Class Action (the "Notice") and the Plan of Allocation set forth therein, substantially in the form attached as Exhibit B to the Stipulation, and the Summary Notice of Pendency and Proposed Settlement of Class Action

(the “Summary Notice”) substantially in the form attached as Exhibit C to the Stipulation.

8. The Court finds that the mailing and publication of the Notice and the Summary Notice in substantially the manner set forth in this Order constitute the best notice practicable under the circumstances to all persons entitled to such notice of the Settlement Hearing and the proposed Settlement, and meets the requirements of Court of Chancery Rule 23 and of due process.

9. The Court approves the firm of Gilardi & Co. LLC as the Administrator.

10. The Administrator shall distribute the Notice using the previously provided list of stockholders provided in connection with the prior settlement with JP Morgan in this Action.

11. Within twenty-one (21) calendar days from the date of entry of the Scheduling Order, 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 pre-paid, to each stockholder of record shown on Good’s records. All record holders in the Class who were not also the beneficial owners of any shares of common stock held by them of record shall be requested in the Notice to forward the Notice to such beneficial owners of those shares of common stock.

12. The Settling Parties shall provide further notice to the Class within fourteen (14) days of the entry of this Order by: (a) causing the Stipulation and the Notice to be placed on the Administrator's website; and (b) causing the Summary Notice to be published once in a national edition of *Investors' Business Daily*.

13. At least twenty-eight (28) calendar days prior to the Settlement Hearing, the Settling Parties shall file any opening briefs in support of the proposed Settlement, and Plaintiffs' Counsel shall file their application for an award of attorneys' fees, costs and expenses, including any supporting affidavits.

14. At least ten (10) calendar days prior to the date of the Settlement Hearing, Named Plaintiffs shall file with the Court proof of mailing of the Notice and proof of publication of the Summary Notice.

15. 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 of the Action 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 Judgment should not be entered in accordance with and as set forth in the Stipulation; or why the Court should not grant Plaintiffs' Counsel's application for an award of attorneys' fees, costs and expenses incurred in the Action; 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 Judgment to be entered thereon, or the allowance of fees, costs and expenses to Plaintiffs' Counsel, 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 fourteen (14) calendar days prior to the Settlement Hearing, such person files with the Register in Chancery, the Court of Chancery of the State of Delaware, 500 North King Street, Wilmington, Delaware, 19801, and serves upon the attorneys listed below: (a) a written notice of intention to appear; (b) proof of membership in the Class; (c) a detailed statement of objections to any matter before the Court; and (d) the grounds therefor 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, on or before such filing with the Court, by hand or first-class mail upon the following attorneys:

Joel E. Friedlander  
Jeffrey M. Gorris  
Friedlander & Gorris, P.A.  
1201 N. Market Street, Suite 2200  
Wilmington, DE 19801

Peter J. Walsh, Jr.  
Potter Anderson & Corroon LLP  
Hercules Plaza, 6th Floor  
1313 N. Market Street  
Wilmington, DE 19801

William M. Lafferty  
Morris, Nichols, Arsht & Tunnell LLP  
1201 North Market Street  
P.O. Box 1347  
Wilmington, DE 19899-1347

16. Any person who fails to object in the manner described above in paragraph 15 shall be deemed to have waived the right to object (including any right of appeal) and shall be forever barred from raising such objection in this 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.

17. At least five (5) calendar days prior to the date of the Settlement Hearing, the Settling Parties shall file any reply in response to any objections to the Settlement and Plaintiffs' Counsel shall file any reply in response to any objections to their application for an award of attorneys' fees, costs and expenses.

18. All proceedings in the Action, other than proceedings as may be necessary to carry out the terms and conditions of the Stipulation or to carry out the terms and conditions of the JP Morgan Stipulation, are hereby stayed and suspended until further order of this Court.

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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:** 62363901

**Current Date:** Aug 23, 2018

**Case Number:** 11580-VCL

**Case Name:** APPEAL - CONF ORD - CONS W/ 11654, 11865-VCL IN RE GOOD TECHNOLOGY CORPORATION STOCKHOLDER LITIGATION

**Court Authorizer:** Laster, J Travis

**Court Authorizer**

**Comments:**

This stipulation and order is granted with the following modifications:

A hearing (the "Settlement Hearing") will be held on Monday, November 5, 2018, at 2:00 p.m.

"Approval is conditioned on the notice specifying the amount of attorney's fees and expenses that Plaintiffs' Counsel will seek."

/s/ **Judge Laster, J Travis**