



GRANTED

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE GOOD TECHNOLOGY
CORPORATION STOCKHOLDER
LITIGATION

C.A. No. 11580-VCL

[PROPOSED] ORDER AND FINAL JUDGMENT

On November 5, 2018, a hearing having been held before this Court to determine whether the terms and conditions of the settlement proposed in the Stipulation and Agreement of Compromise and Settlement between plaintiffs MARBEK Revocable Trust, Harvest Growth Capital LLC, Harvest Growth Capital II LLC, Saturn Partners LP III and SPLP II Opportunity LP (“Named Plaintiffs”), 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,” and, with the Board Defendants, “Defendants”), dated August 15,

2018 (the “Stipulation”), which is incorporated herein by reference, are fair, reasonable and adequate for the settlement of all claims asserted against Defendants; and whether the Order and Final Judgment should be entered in the above-captioned consolidated class action (the “Action”); and the Court having considered all matters submitted to it at the hearing and otherwise;

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

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

2. The mailing of the Notice of Pendency and Proposed Settlement of Class Action (the “Notice”) pursuant to and in the manner prescribed in the Scheduling Order entered on August 23, 2018 (the “Scheduling Order”), which was mailed by first-class mail on August 27, 2018 combined with the publication of the Summary Notice of Pendency and Proposed Settlement of Class Action (the “Summary Notice”) pursuant to and in the manner prescribed in the Scheduling Order, which was published on September 3, 2018 is hereby determined to be the best notice practicable under the circumstances and in full compliance with Court of Chancery Rule 23, the requirements of due process, and applicable law. It is further determined that all Class Members are bound by the Order and Final Judgment herein.

3. Pursuant to the Court's May 12, 2017 order granting Named Plaintiffs' motion for class certification, the Court finally certifies a non-opt out Class pursuant to Court of Chancery Rules 23(a), 23(b)(1) and (b)(2) consisting of:

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.

4. The Settlement of this Action as provided for in the Stipulation is approved as fair, reasonable and adequate, and in the best interests of Named Plaintiffs and the Class.

5. The Settling Parties are hereby authorized and directed to consummate the Settlement in accordance with the terms and provisions of the Stipulation, and the Register in Chancery is directed to enter and docket this Order and Final Judgment.

6. "Merger" means the sale of Good to BlackBerry Corporation ("BlackBerry") for \$425 million.

7. "Released Defendant Parties" means (i) the Board Defendants and the Fund Defendants and their past or present, direct or indirect, affiliates, associates, members, partners, partnerships, investment funds, insurers, indemnitors, subsidiaries, parents, predecessors, and successors (collectively "Affiliates") (for the avoidance of doubt, the Affiliates of Defendants include, without limitation,

BlackBerry and Good); (ii) all associates, members, partners, officers, directors, employees, agents, advisors, financial or investment advisors and attorneys (including the Board Defendants' Counsel and the Fund Defendants' Counsel) of the Defendants and their respective Affiliates; (iii) any and all persons, firms, trusts, corporations, officers, directors or other individuals or entities in which any of the Defendants or their Affiliates have a financial interest; and (iv) the legal representatives, heirs, executors, administrators, predecessors, successors, predecessors-in-interest, successors-in-interest, assigns and insurers of any of the foregoing.

8. "Released Defendants' Claims" means any claims including Unknown Claims (as defined herein) that have been or could have been asserted in the Action, or in any court, tribunal, forum or proceeding, by Defendants or any of their respective successors and assigns against any of the Released Plaintiff Parties, which arise out of or relate in any way to the institution, prosecution, settlement or dismissal of the Action; provided, however, that the Released Defendants' Claims shall not include claims to enforce the Stipulation.

9. "Released Plaintiff Parties" means Named Plaintiffs, all Class Members, and Plaintiffs' Counsel.

10. "Released Plaintiffs' Claims" means any and all manner of claims, demands, rights, liabilities, losses, obligations, suits, duties, damages, costs, debts,

expenses, interest, penalties, sanctions, fees, attorneys' fees, actions, potential actions, causes of action, suits, agreements, judgments, decrees, matters, issues and controversies of any kind, nature, or description whatsoever, whether known or unknown, disclosed or undisclosed, accrued or unaccrued, apparent or unapparent, foreseen or unforeseen, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, fixed or contingent, including Unknown Claims (as defined herein), whether based on state, local, foreign, federal, statutory, regulatory, common, or other law or rule (including claims within the exclusive jurisdiction of the federal courts, such as, but not limited to, federal securities claims or other claims based upon the purchase or sale of Good common stock), that (i) were alleged, asserted, set forth, or claimed in the Action against the Released Defendant Parties; or (ii) could have been alleged, asserted, set forth or claimed in the Action or in any other action or in any other court, tribunal, or proceeding by Named Plaintiffs or any other members of the Class individually, or derivatively on behalf of Good or as a member of the Class, which are based upon, arise out of, result from, relate in any way to, or involve, directly or indirectly:

(a) the Merger or any element, term, condition or circumstance of the Merger, the sale process leading up to the Merger, or this or any other legal action related to the Merger; (b) any actions, deliberations, negotiations, discussions, offers, inquiries, solicitations of interest, indications of interest, bids, due diligence or any act or

omission in connection with the review of strategic alternatives available to Good or the Merger, including the process of deliberation or negotiation by BlackBerry, Good, the Defendants, and any of their respective officers, directors, advisors or agents; (c) the consideration received by Named Plaintiffs and the Class; (d) any fiduciary obligations of the Board Defendants; or (e) the fees, expenses or costs incurred in prosecuting, defending, or settling the Action, except to the extent of any Fees and/or Expense Awards paid from the Settlement Fund pursuant to Section H hereof; provided, however, that the Released Plaintiffs' Claims shall not include the right to enforce the Stipulation or the JP Morgan Stipulation.

11. "Unknown Claims" means any Released Plaintiffs' Claims that Named Plaintiffs, or any other Class Member, do not know or suspect to exist in his, her, or its favor at the time of the release of the Released Plaintiffs' Claims, and any Released Defendants' Claims that any Defendant does not know or suspect to exist in his, her, or its favor at the time of the release of the Released Defendants' Claims, which, if known by him, her, or it, might have affected his, her, or its decision(s) with respect to the Settlement. With respect to any and all Released Plaintiffs' Claims and Released Defendants' Claims, upon the Effective Date, Named Plaintiffs and Defendants shall expressly waive, and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have expressly waived, relinquished and released any and all provisions, rights,

and benefits conferred by any law of any state or territory of the United States or other jurisdiction, or principle of common law or foreign law, which is similar, comparable, or equivalent to Cal. Civ. 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.

Named Plaintiffs and Defendants acknowledge, and the other Class Members by operation of law are deemed to acknowledge, that they may discover facts in addition to or different from those now known or believed to be true with respect to the Released Plaintiffs' Claims and the Released Defendants' Claims, but that it is the intention of Named Plaintiffs and Defendants, and by operation of law the other Class Members, to completely, fully, finally and forever extinguish any and all Released Plaintiffs' Claims and Released Defendants' Claims, known or unknown, suspected or unsuspected, which now exist, or heretofore existed, or may hereafter exist, and without regard to the subsequent discovery of additional or different facts. Named Plaintiffs and Defendants also acknowledge, and the other Class Members by operation of law are deemed to acknowledge, that the inclusion of "Unknown Claims" in the definition of the Released Plaintiffs' Claims and the Released Defendant's Claims is separately bargained for and is a key element of the Settlement.

12. This Action is hereby dismissed with prejudice as to each of the Defendants.

13. Upon the Effective Date, Named Plaintiffs and all Class Members, on behalf of themselves and any other person or entity who could assert any of the Released Plaintiffs' Claims on their behalf, including but not limited to their respective heirs, executors, administrators, estates, predecessors in interest, predecessors, successors in interest, successors, and assigns in their capacities as such, shall fully, finally and forever release, settle and discharge the Released Defendant Parties from and with respect to every one of the Released Plaintiffs' Claims, and shall thereupon be forever barred and enjoined from commencing, instituting, prosecuting, or continuing to prosecute any Released Plaintiffs' Claims against the Released Defendant Parties.

14. Upon the Effective Date, Defendants on behalf of themselves and anyone acting on its behalf who could assert any of the Released Defendants' Claims, including their respective heirs, executors, administrators, estates, predecessors in interest, predecessors, successors in interest, successors, and assigns in their capacities as such, shall fully, finally and forever release, settle and discharge the Released Plaintiff Parties from and with respect to every one of the Released Defendants' Claims, and shall thereupon be forever barred and enjoined

from commencing, instituting or prosecuting any of the Released Defendants' Claims against any of the Released Plaintiff Parties.

15. The Named Plaintiffs and Defendants represent and agree that the terms of the Settlement were negotiated at arm's-length and in good faith by the Settling Parties, and reflect a settlement that was reached voluntarily based upon adequate information and sufficient discovery and after consultation with experienced legal counsel.

16. Plaintiffs' Counsel are hereby awarded attorneys' fees in the sum of \$4,233,136.14 which sum the Court finds to be fair and reasonable, and payment of costs and expenses in the amount of \$67,455.43. Such sums shall be paid pursuant to the provisions of the Stipulation.

17. Pursuant to 10 Del. C. § 6304(b) the damages recoverable against any other alleged tortfeasor will be reduced to the extent of the *pro rata* share, if any, of the Released Defendant Parties. The Released Defendant Parties are not liable to any other alleged tortfeasors for contribution.

18. If the Effective Date does not occur, this Order and Final Judgment shall be rendered null and void and shall be vacated and, in such event, all orders entered and releases delivered in connection herewith shall be null and void and the Settling Parties shall be returned, without prejudice in any way, to their respective litigation positions as set forth in the Stipulation.

19. The binding effect of this Order and Final Judgment and the obligations of Named Plaintiffs, Class Members and Defendants under the Settlement shall not be conditioned upon or subject to the resolution of any appeal from this Order and Final Judgment that relates solely to the issue of attorneys' fees, costs and expenses. In addition, any further proceedings related to the exclusion of purported Class members will be the subject of a separate order or orders by the Court, and neither the entry of any such order nor any appeal of any such order shall affect the finality of this Order.

20. All Class Members shall be and are deemed bound by the Stipulation and this Order and Final Judgment. This Order and Final Judgment, including the release of all Released Plaintiffs' Claims against all Released Defendant Parties, shall have *res judicata*, collateral estoppel and all other preclusive effect in all pending and future lawsuits, arbitrations or other proceedings maintained by, or on behalf of, Named Plaintiff or any Class Members, as well as their respective heirs, executors, administrators, estates, predecessors-in-interest, predecessors, successors-in-interest, successors, and assigns and anyone claiming through or on behalf of any of them.

21. The "Holdback Amounts" means \$5,100,000 consisting of: (i) the \$4,000,000 Holdback Amount for Planitzer and LTP identified in the Stipulation and Order Resolving Russell E. Planitzer's and LTP Fund II, LP's Motion for Stay

of Judgment Pending Appeal (D.I. 479); and (ii) a \$1,100,000 holdback amount in connection with the Objection to Settlement by Excluded Class Members Blueprint Ventures Fund, LLC and Blueprint Ventures Emerging Communications Opportunities Fund, LLC (D.I. 481).

22. Following the Effective Date, the Administrator shall distribute the Net Settlement Amount less the Holdback Amounts to the Settlement Payment Recipients identified on the Settlement Distribution List approved by the Court on July 31, 2018 (D.I. 455), on a per share basis.

23. Without further order of this Court, the Settling Parties may agree in writing to reasonable extensions of time to carry out any of the provisions of the Stipulation.

24. Without affecting the finality of this Order and Final Judgment in any way, this Court reserves jurisdiction over all matters relating to the administration and consummation of the Settlement.

Dated: _____, 2018 _____
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: 62651650

Current Date: Nov 09, 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

/s/ Judge Laster, J Travis