



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE: MULTIPLAN CORP.
STOCKHOLDERS LITIGATION

Consolidated
C.A. No. 2021-0300-LWW

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

PLEASE TAKE NOTICE THAT Plaintiffs Edgar Vaynshteyn (“Lead Plaintiff”) and Anthony Franchi (together with Lead Plaintiff, “Plaintiffs”), individually and on behalf of the Class, 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 68394772) and the Court’s Order and Final Judgment (Trans. ID 69250396) and submits in support of this motion the accompanying Affidavit of Nicholas Schmidt in Support of Plaintiffs’ Unopposed Motion for Class Distribution Order (the “Schmidt Affidavit”) submitted by the Court-approved Settlement Administrator, Epiq Class Action & Claims Solutions, Inc. (“Epiq”).^{1,2} If approved by the Court, the Class Distribution Order will, *inter alia*:

¹ Pursuant to the Court’s Scheduling Order with Respect to Notice and Settlement Hearing (Trans. ID 68502990), the Court authorized Epiq 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 Schmidt Affidavit, and all terms used herein shall have the same meanings as set forth in the Stipulation and/or the Schmidt Affidavit.

1. Direct Epiq to distribute 100% of the Net Settlement Fund to Eligible Class Members, after deducting all payments previously allowed and the payment of Epiq'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 Schmidt Affidavit (the "Distribution").

2. Consistent with ¶37 of the Court-approved Plan of Allocation, direct that each Eligible Class Member will be allocated a *pro rata* payment from the Net Settlement Fund 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, by dividing the total amount of the Net Settlement Fund by the total number of Eligible Shares held by all Eligible Class Members. (Schmidt Affidavit ¶ 10(a)).

3. Consistent with ¶38(i) of the Court-approved Plan of Allocation, with respect to shares of 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 Epiq to cause that portion of the Net Settlement Fund allocated to Eligible Class Members who held their shares through DTC Participants to be paid to 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 Persons and all other shares ineligible for recovery from the Settlement. (Schmidt 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 at the Closing. Consistent with this method of distribution, for Eligible Shares that were held in “street name” in a brokerage account, that Eligible Class Member’s broker will be responsible for depositing that Eligible Class Member’s Settlement payment into that same brokerage account. (*Id.*).

4. Consistent with ¶ 38(ii) of the Court-approved Plan of Allocation, with respect to Eligible Shares held of record as of the Closing other than by Cede, as nominee for DTC (a “Closing Non-Cede Record Position”), direct Epiq to make payment with respect to each such Closing Non-Cede Record Position from the Net Settlement Fund directly to the Eligible Closing Date Record Holder of each Closing Non-Cede Record Position in an amount equal to the Per Share Recovery times the

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

number of Eligible Shares comprising such Closing Non-Cede Record Position. (Schmidt Affidavit ¶ 10(c))

5. Consistent with ¶ 38(iii) of the Court-approved Plan of Allocation, direct that any person who purchased Eligible Shares but had not settled those shares by the Closing (“Non-Settled Shares”) shall be treated as an Eligible Class Member with respect to those Non-Settled Shares, and any Person who sold those Non-Settled Shares on or before the Closing shall not be treated as an Eligible Class Member with respect to those Non-Settled Shares. (Schmidt Affidavit ¶ 10(d)).

6. In order to encourage Eligible Class Members to promptly cash their checks, and to avoid or reduce future expenses relating to unpaid checks, direct that all Distribution checks bear the following notation: “CASH PROMPTLY, VOID AND SUBJECT TO REDISTRIBUTION IF NOT CASHED BY [6 MONTHS AFTER ISSUE DATE]. (Schmidt Affidavit ¶ 10(e)).

7. Consistent with ¶ 38(iv) of the Plan of Allocation, 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), the DTC Participants or the holder of a Closing Non-Cede Record Position shall follow their respective policies with respect to further attempted distribution or escheatment. (Schmidt Affidavit ¶ 10(f)).

8. All undeliverable or uncashed payments returned to Epiq by DTCC Participants or the holder of a Closing Non-Cede Record Position shall be available for further distribution provided that such distribution is economically feasible. At such time as Class Counsel, in consultation with Epiq, determines that further distribution of the funds remaining in the Net Settlement Fund is not cost-effective, the remaining balance of the Net Settlement Fund, after payment of any unpaid fees or expenses incurred in connection with administering the Net 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. (Schmidt Affidavit ¶10(g)).

9. Authorize the destruction of paper copies of all supporting documentation one year after the distribution of the Net Settlement Fund, and the destruction of electronic copies of the same one year after all funds in the Net Settlement Fund have been distributed. (Schmidt Affidavit ¶10(h)).

10. Direct that payment pursuant to the Class Distribution Order shall be final and conclusive against all 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, Class Counsel, the Settlement Administrator (Epiq), or any other agent retained by Plaintiffs or Class Counsel in connection with the investment, administration, distribution, or taxation of the Settlement Fund or the Net Settlement Fund beyond the amounts allocated to Class Members.

11. Approve all of Epiq’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 Schmidt Affidavit and authorize Class Counsel to direct payment out of the Settlement Fund to Epiq in payment of any such outstanding fees and expenses.

12. 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: April 2, 2024

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CERTIFICATE OF SERVICE

I, Gregory V. Varallo, do hereby certify that on this 2nd day of April 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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[PROPOSED] CLASS DISTRIBUTION ORDER

The Court, having considered Plaintiffs' Motion for Class Distribution Order (the "Motion"), and for good cause shown, IT IS HEREBY ORDERED that:

1. The Motion is GRANTED.
2. The Settlement Administrator shall implement the proposed Plan of Distribution as described in the Motion.

IT IS SO ORDERED this ____ day of _____, 2024.

Vice Chancellor Lori W. Will