



GRANTED WITH MODIFICATIONS

IN THE COURT OF CHANCERY IN THE STATE OF DELAWARE

LOREN TRENT HIGHTOWER,

Plaintiff,

v.

RICHARD CARLSON, AARON
JACKSON, STEVEN HUEY, SCOTT
MILLER, SAVNEET SINGH, and
JASON COSTI,

Defendants.

C.A. No. 2023-0482-KSJM

[PROPOSED] SCHEDULING ORDER WITH RESPECT TO NOTICE AND SETTLEMENT HEARING

WHEREAS, a stockholder class action is pending in this Court, styled *Loren Trent Hightower v. Richard Carlson, et al.*, C.A. No. 2023-0482-KSJM (the “Delaware Action”);

WHEREAS, a related stockholder class action styled *Bradford Morse v. SharpSpring, Inc., et al.*, Case No. 1:21-cv-00209-RH-HTC (the “Securities Action”) (with the Delaware Action, the “Actions”), was brought in the United States District Court for the Northern District of Florida and is now pending on appeal in the United States Court of Appeals for the Eleventh Circuit;

WHEREAS, a Stipulation and Agreement of Settlement, Compromise, and Release Between Plaintiffs and Defendants dated as of January 30, 2025 (together with all Exhibits thereto) (the “Stipulation”) has been entered into by and between

plaintiff Loren Trent Hightower in the Delaware Action (the “Delaware Plaintiff”), plaintiff Bradford Morse in the Securities Action (the “Securities Plaintiff”) (together, “Plaintiffs”), on the one hand, and SharpSpring, Inc. (“SharpSpring”),¹ Richard Carlson, Aaron Jackson, Steven Huey, Scott Miller, Savneet Singh, and Jason Costi (collectively, “Defendants,” and, together with Plaintiffs on behalf of themselves and the putative Class, the “Settling Parties”), on the other;

WHEREAS, the Stipulation provides for a settlement, subject to the approval of this Court, reached between Plaintiffs and Defendants and for dismissal of the Actions with prejudice as against Defendants and the release of all Released Claims against Defendants and the Released Defendant Parties upon the terms and conditions set forth in the Stipulation (the “Settlement”); and

WHEREAS, all Settling Parties have consented and submitted to the jurisdiction of this Court in connection with the Settlement;

NOW, after review and consideration of the Stipulation filed with the Court, and after due deliberation, IT IS HEREBY ORDERED, this _____ day of _____, _____ that:

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

¹ Carlson, Jackson, Huey, Miller, Singh, and Costi are defendants in the Delaware Action. SharpSpring and Carlson are defendants in Securities Action; claims in the Securities Action against Huey, Miller, Singh, and Costi were dropped.

The Court has jurisdiction over the Settlement and all matters relating to it, as well as personal jurisdiction over the Settling Parties and each of the Class Members.

1. In accordance with the proposed “Class” definition in the Stipulation, for the purposes of the Settlement only, the Delaware Action preliminarily shall be maintained as a non-opt out class action under Delaware Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2) on behalf of the following class (the “Class”):

All persons or entities who held shares of the common stock of SharpSpring, either of record or beneficially, at any time from and including June 21, 2021, the date on which the former board of directors of SharpSpring approved the acquisition of SharpSpring by Constant Contact, through and including September 1, 2021, the effective time of the closing of the Merger, including all persons or entities who purchased or otherwise acquired shares of the common stock of SharpSpring after June 21, 2021 and held through September 1, 2021, including any and all of their respective successors in interest, predecessors, representatives, trustees, executors, administrators, heirs, assigns or transferees, immediate or remote, and any person or entity acting on behalf of, or claiming under, any of them and each of them, and excluding Defendants, the immediate family of any Defendant, any entity in which a Defendant has or had a 50.1% or greater economic interest, and the heirs, successors in interest, transferees, and assigns of any such excluded person or entity.

The Court preliminarily appoints the Delaware Plaintiff Loren Trent Hightower as class representative for the Class (“Class Representative”) and his Counsel, Kahn Swick & Foti, LLC, as class counsel (“Class Counsel”).

2. For purposes of the Settlement only, the Court preliminarily finds that:

(a) the Class Members are so numerous that their joinder in the Delaware Action would be impracticable; (b) there are questions of law and fact common to the Class;

(c) the claims of the Delaware Plaintiff are typical of the claims of the Class; (d) in connection with the prosecution of the Delaware Action and the Settlement, the Delaware Plaintiff and Class Counsel have and will fairly and adequately represent and protect the interests of the Class; (e) the prosecution of separate actions by individual Class Members would create a risk of inconsistent adjudications that would establish incompatible standards of conduct for Defendants, and, as a practical matter, the disposition of the Delaware Action as against Defendants would influence the disposition of any pending or future identical suits, actions, or proceedings brought by other Class Members; and (f) Defendants are alleged to have engaged in conduct generally applicable to the Class, thereby making appropriate final injunctive relief or corresponding declaratory relief with respect to the Class as a whole.

3. A hearing (the “Settlement Hearing”) will be held on _____, at __:__.m., either in person at the Court of Chancery of the State of Delaware, New Castle County, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801, or remotely by Zoom (in the discretion of the Court), to, among other things:

a. Determine whether the Delaware Action may be finally maintained as a non-opt out class action and whether the Class should be

finally certified, for purposes of the Settlement, pursuant to Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2);

b. Determine whether the Delaware Plaintiff may be finally appointed as Class Representative and Kahn Swick & Foti, LLC finally appointed as Class Counsel, and whether the Delaware Plaintiff and Class Counsel have adequately represented the interests of the Class in the Delaware Action;

c. Determine whether the proposed Settlement on the terms and conditions provided for in the Stipulation is fair, reasonable, and adequate to the Class, and should be approved by the Court;

d. Determine whether a Judgment, substantially in the form attached as **Exhibit D** to the Stipulation, should be entered dismissing the Delaware Action with prejudice as against Defendants;

e. Determine whether the proposed Plan of Allocation of the Net Settlement Fund is fair and reasonable, and should therefore be approved;

f. Determine whether Class Counsel's requested Fee and Expense Award on behalf of Plaintiffs' Counsel should be approved;

g. Hear and rule on any objections to the Settlement, the proposed Plan of Allocation, and/or to Class Counsel's requested Fee and Expense Award for Plaintiffs' Counsel; and

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

4. The Court may adjourn and reconvene the Settlement Hearing, or any adjournment thereof, including the consideration of the Fee and Expense Award, without further notice to Class Members other than oral announcement at the Settlement Hearing or any adjournment thereof, or a notation on the docket in the Delaware Action, and retains jurisdiction over the Settling Parties and the Class Members to consider all further applications arising out of or connected with the proposed Settlement.

5. The Court may decide to hold the Settlement Hearing remotely by Zoom without further notice to the Class. Any Class Member (or the Class Member's counsel) who wishes to appear at the Settlement Hearing should consult the Court's docket and/or the Settlement website for any change in the date, time, or format of the hearing.

6. The Court may approve the Settlement at or after the Settlement Hearing, according to the terms and conditions of the Stipulation, as it may be modified by the Settling Parties, without further notice to Class Members. The Court may approve the Plan of Allocation or a modified plan of allocation at or after the Settlement Hearing, without further notice to Class Members. Further, the Court may render its judgment and order the payment of attorneys' fees and expenses at or after

the Settlement Hearing, with such modifications as may be consented to by the Settling Parties and without further notice of any kind.

7. The Court approves RG/2 Claims Administration LLC as the Settlement Administrator to provide notice to the Class and administer the Settlement, including the allocation and distribution of the Settlement Fund.

8. The Court approves, in form and substance, the Notice of Pendency of Stockholder Class Actions and Proposed Settlement, Settlement Hearing, and Right to Appear attached as **Exhibit B** to the Stipulation (the “Notice”).

9. The Court approves, in form and substance, the Summary Notice of Pendency of Stockholder Class Actions and Proposed Settlement, Settlement Hearing, and Right to Appear attached as **Exhibit C** to the Stipulation (the “Summary Notice”).

10. The Court finds that the mailing of the Notice and publication of the Summary Notice in substantially the manner set forth in this Order constitutes 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 Delaware Court of Chancery Rule 23, the requirements of due process, and all other applicable law and rules.

11. Beginning not later than fifteen (15) business days from the date of entry of this Order (such date that is fifteen (15) business days after the date of entry

of this Order, the “Notice Date”), the Settlement Administrator shall cause the Notice, substantially in the form attached as **Exhibit B** to the Stipulation, to be mailed by U.S. first-class mail, or other mail service if mailed outside the U.S., postage prepaid, to each potential Class Member who may be identified through reasonable effort at their last known address appearing in the stock transfer records maintained by or on behalf of SharpSpring. All stockholders of record who held SharpSpring common stock on behalf of beneficial owners and who receive the Notice shall be requested to either: (i) within seven (7) calendar days of receipt of the Notice, request from the Settlement Administrator sufficient copies of the Notice to forward to all such beneficial owners and within ten (10) calendar days of receipt of those Notices forward them to all such beneficial owners; or (ii) within seven (7) calendar days of receipt of the Notice, provide 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 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.

12. Not later than the Notice Date, the Settlement Administrator shall cause the Stipulation and the Notice to be posted on the Settlement website,

www.rg2claims.com, from which copies of the Notice and Stipulation may be downloaded.

13. Not later than ten (10) business days after the Notice Date, the Settlement Administrator shall cause the Summary Notice to be published in *PR Newswire*, substantially in the form attached as **Exhibit C** to the Stipulation.

14. All Notice and Administration Costs shall be paid in accordance with the Stipulation without further order of the Court.

15. Class Counsel is 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.

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

17. The contents of the Settlement Fund that will be held in 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. Unless the Court orders otherwise, any Class Member may enter an appearance in the Delaware Action, at the Class Member's own expense, individually or through counsel of the Class Member's own choice, by filing with the Register in Chancery and delivering a notice of appearance to Class Counsel and Defendants' Counsel, at the addresses set forth in paragraph 19 below, such that it is received no later than fourteen (14) calendar days prior to the Settlement Hearing, or as the Court may otherwise direct. Any Class Member who does not enter an appearance will be represented by Class Counsel, and shall be deemed to have waived and forfeited any and all rights the Class Member may otherwise have to appear separately at the Settlement Hearing.

19. Any Class Member may file a written objection to the proposed Settlement, Plan of Allocation, and/or Class Counsel's requested Fee and Expense Award ("Objector"), if the Class Member has any cause why the proposed Settlement, Plan of Allocation, and/or Fee and Expense Award 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 the Fee and Expense Award unless that Person 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 addresses such that they are received no later than fourteen (14) calendar days prior to the Settlement Hearing, with copies also emailed to: michael.palestina@ksfcounsel.com, tdudderar@potteranderson.com, sbrody@sidley.com, and fbrody@sidley.com (complete contact details as follows):

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Scott Miller, Savneet Singh, and Jason Costi

Counsel for the Settling Parties are directed to promptly furnish each other with copies of any and all objections that might come into their possession.

20. Any objection must: (i) identify the case name and civil action number, “*Loren Trent Hightower v. Richard Carlson, et al.*”, C.A. No. 2023-0482-KSJM”; (ii) state the name, address, and telephone number of the Objector and, if represented by counsel, the name, address, and telephone number of the Objector’s counsel; (iii) be signed by the Objector; (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, if the Objector has indicated that he, she, or it intends to appear at the Settlement Hearing, the identity of any witnesses the Objector may call to testify and any exhibits the Objector intends to introduce into evidence at the hearing; and (v) include documentation sufficient to prove that the Objector is a Class Member. Documentation establishing that an Objector is a Class Member must consist of copies of monthly brokerage account statements or an authorized statement from the Objector’s broker containing the transactional and holding information found in an account statement.

21. Any person who fails to object in the manner described above 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 Delaware Action or any other action or proceeding or otherwise contesting the Settlement, the Plan of Allocation, the Fee and Expense Award in the Delaware Action or any other proceeding and will otherwise be bound by the Judgment to be entered and the releases to be given. Class Members who do not object need not appear at the Settlement Hearing or take any other action to indicate their approval.

22. At least twenty-one (21) calendar days prior to the Settlement Hearing, the Delaware Plaintiff shall file any opening briefs in support of the proposed Settlement and Plan of Allocation, and Class Counsel shall file their application for a Fee and Expense Award for Plaintiffs' Counsel, including any supporting affidavit(s). At least seven (7) 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 or the Plan of Allocation, and Class Counsel shall file any reply in response to any objections to their application for a Fee and Expense Award.

23. Pending final determination of whether the Settlement should be approved, the Court bars and enjoins the Delaware Plaintiff, the Securities Plaintiff, and all other Class Members from commencing, instituting, or prosecuting any proceedings asserting any of the Released Plaintiffs' Claims against any of the Defendants or the Released Defendant Parties.

24. The Court may, for good cause, extend any of the deadlines set forth in this Order without further notice to the Class.

25. The Court retains exclusive jurisdiction to consider all further applications arising out of or connected with the proposed Settlement.

Dated: _____

Chancellor Kathaleen St. J. McCormick

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

Court: DE Court of Chancery Civil Action

Judge: Kathaleen St Jude McCormick

File & Serve

Transaction ID: 75544624

Current Date: Feb 11, 2025

Case Number: 2023-0482-KSJM

Case Name: CONF ORD/Loren Trent Hightower v. Richard Carlson, et al.

Court Authorizer: Kathaleen St Jude McCormick

Court Authorizer

Comments:

The settlement hearing will be held on June 13, 2025, at 11:00 a.m. in Courtroom 12A.

/s/ Judge Kathaleen St Jude McCormick