



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

NANTAHALA CAPITAL PARTNERS II  
LIMITED PARTNERSHIP, on behalf of  
itself and all other similarly situated  
stockholders of QAD INC.,

Plaintiff,

v.

QAD INC., PAMELA M. LOPKER,  
ANTON CHILTON, SCOTT J.  
ADELSON, KATHLEEN M. CRUSCO,  
PETER R. VAN CUYLENBURG,  
THOMA BRAVO, LP, QAD ULTIMATE  
PARENT, LP (F/K/A PROJECT QUICK  
ULTIMATE PARENT, LP), QAD  
PARENT, LLC (F/K/A PROJECT QUICK  
PARENT, LLC)

Defendants.

C.A. No. 2021-0573-PAF

**[PROPOSED] ORDER GRANTING PLAINTIFF'S UNOPPOSED  
MOTION FOR AMENDED ADMINISTRATIVE ORDER**

WHEREAS, the parties in the above-captioned action agreed to a Settlement reflected in a Stipulation and Agreement of Compromise and Settlement dated August 28, 2023 (Trans. ID 70679921) (the "Settlement Stipulation");

WHEREAS, the Settlement Stipulation and Notice of Settlement describe a method for the distribution of a Net Settlement Amount to Eligible Class Members<sup>1</sup> (*see* Settlement Stipulation §X; Notice ¶¶25-28);

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<sup>1</sup> Unless otherwise defined herein, all capitalized terms used in this Order shall have the same meaning as set forth in the Motion or the Settlement Stipulation.

WHEREAS, the Court entered an Order and Final Judgment approving the Settlement reflected by the Settlement Stipulation on December 13, 2023 (Trans. ID 71617463);

WHEREAS, on May 28, 2024, Plaintiff filed an Unopposed Motion for Administrative Order (“Initial Motion”), seeking: (1) authorization for A.B. Data (the “Settlement Administrator”) to make the Initial Distribution of the Net Settlement Amount to Eligible Class Members; and (2) approval of payment from the Settlement Fund to the Settlement Administrator for Administrative Costs;

WHEREAS, on May 29, 2024, the Court granted the Initial Motion;

WHEREAS, after the Court granted the Initial Motion but before any distribution was made to members of the Class, Plaintiff’s counsel discovered that certain Excluded Shares had not been excluded;

WHEREAS, Plaintiff’s counsel subsequently obtained from counsel for Defendant Lopker additional information from which Plaintiffs’ counsel and the Settlement Administrator located additional 657,220 shares held by Excluded Persons;

WHEREAS, Plaintiff has now filed an Unopposed Motion for Amended Administrative Order (“Motion”), seeking: (1) authorization for A.B. Data the “Settlement Administrator to make the Initial Distribution of the Net Settlement

Amount to Eligible Class Members; and (2) approval of payment from the Settlement Fund to the Settlement Administrator for Administrative Costs;

WHEREAS, in support of Plaintiff's Motion, Plaintiff filed the Affidavit of Jack Ewashko in Support of Plaintiff's [Unopposed] Motion for Amended Administrative Order ("Ewashko Affidavit"), describing: (1) the specific steps the Settlement Administrator plans to take in order to effect distribution of the Net Settlement Amount in the manner provided in the Settlement Stipulation; and (2) the Administrative Costs that the Settlement Administrator incurred in providing notice to the Class and administering the Settlement;

IT IS HEREBY ORDERED, this \_\_\_ day of \_\_\_\_\_, 2024, that Plaintiff's Motion is GRANTED; and

1. The Settlement Administrator is directed to arrange for the distribution of the Net Settlement Amount to Eligible Class Members in the manner contemplated by the Settlement Stipulation and further described in the Ewashko Affidavit.

2. Payment of \$91,287.01 from the Settlement Fund shall be made to Settlement Administrator, which reflects the estimated remaining Administrative Costs, *i.e.*, the estimated costs of providing the remaining distribution services in connection with administering the Settlement.

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Vice Chancellor Paul A. Fioravanti