



GRANTED WITH MODIFICATIONS

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

SHUHUAN YU, Individually and on)
Behalf of All Others Similarly Situated,)
)
Plaintiff,)

v.)

C.A. No. 2021-0932-NAC)

RMG SPONSOR, LLC, MKC)
INVESTMENTS LLC, ROBERT S.)
MANCINI, PHILIP KASSIN, D.)
JAMES CARPENTER, W. GRANT)
GREGORY, CRAIG BRODERICK, W.)
THADDEUS MILLER, and STEVEN)
P. BUFFONE,)
)
Defendants.)

[PROPOSED] SCHEDULING ORDER

EXHIBIT A

WHEREAS, the Parties to the above-captioned action (the “Action”) have entered into a Stipulation and Agreement of Compromise, Settlement, and Release dated June 17, 2024 (the “Stipulation”), which sets forth the terms and conditions for the proposed settlement and resolution of the claims asserted in the Action, subject to review and approval by this Court pursuant to Court of Chancery Rule 23 upon notice to the Class;

NOW, THEREFORE, this ____ day of _____, 2024, upon application of the 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 Scheduling Order.

2. In accordance with the proposed class definition in the Stipulation, for the purposes of settlement only, the 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 who held RMG Class A common stock as of the Redemption Deadline, either of record or beneficially, and who did not redeem all of their shares, including their heirs, successors-in-interest, successors, transferees, and assigns, but excluding the Excluded Persons.

For purposes of settlement only, the Court preliminarily finds that: (a) the members of the Class (collectively, the “Class Members”) are so numerous that their joinder in the Action would be impracticable; (b) there are questions of law and fact common to the Class; (c) the claims of Plaintiff are typical of the claims of the Class; (d) in connection with the prosecution of the Action and the Settlement, Plaintiff and Plaintiff’s 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 Action 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 acted or refused to act on grounds generally applicable to the Class, thereby making appropriate final injunctive relief or corresponding declaratory relief with respect to the Class as a whole.

3. The Court provisionally appoints Plaintiff as representative for the Class and appoints the law firms of Robbins Geller Rudman & Dowd LLP, Robbins LLP, and Andrews & Springer LLC as counsel for the Class.

4. A hearing (the “Settlement Hearing”) will be held on _____, 2024, at _____ .m., in the Court of Chancery of the State of Delaware, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801, to: (a) determine whether the Class should be certified for settlement purposes pursuant to Delaware Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2); (b) determine whether Plaintiff and Plaintiff’s Counsel have adequately represented the interests of the Class in the Action; (c) determine whether the Court should approve the Settlement as fair, reasonable, and adequate and in the best interests of the Class; (d) determine whether the Action should be dismissed with prejudice pursuant to Court of Chancery Rule 54(b) by entry of the Judgment pursuant to the Stipulation, releasing the Released Plaintiff’s Claims and Released Defendants’ Claims against the respective released parties, and barring and enjoining prosecution of any and all released claims against any and all respective released parties; (e) determine whether the proposed Plan of Allocation of the Net

Settlement Fund is fair and reasonable, and should therefore be approved; (f) consider the application by Plaintiff's Counsel for attorneys' fees and payment of expenses, including any application for a service award to Plaintiff; (g) hear and determine any objections to the Settlement, to the Plan of Allocation, and/or to the application of Plaintiff's Counsel for an award of attorneys' fees, costs, and expenses or to a service award to Plaintiff; and (h) rule on such other matters as the Court may deem appropriate.

5. The Court may adjourn and reconvene the Settlement Hearing, or any adjournment thereof, including the consideration of the application for attorneys' fees and expenses, 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 Action, and retains jurisdiction over the Parties and all Class Members to consider all further applications arising out of or connected with the proposed Settlement. The Court may also decide to hold the Settlement Hearing by telephone or videoconference without notice to Class Members.

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 Parties, without further notice to Class Members. Further, the Court may render its judgment and order the payment of attorneys' fees and expenses, and/or authorize payment of a service award, at or after the Settlement Hearing, with

such modifications as may be consented to by the Parties and without further notice of any kind.

7. The Court approves, in form and substance, the Notice of Pendency and Proposed Settlement of Stockholder Class Action, Settlement Hearing, and Right to Appear (the “Notice”), the Plan of Allocation, the Proof of Claim and Release (“Proof of Claim”), and the Summary Notice of Pendency and Proposed Settlement of Stockholder Class Action (the “Summary Notice”), substantially in the forms attached as Exhibits B, B-1, and C to the Stipulation.

8. The Court finds that the mailing and publication of the Notice and Summary Notice in substantially the manner set forth in this Scheduling Order: (i) constitutes the best notice practicable under the circumstances; (ii) constitutes notice that is reasonably calculated, under the circumstances, to apprise Class Members of the pendency of the Action, of the effect of the proposed Settlement (including the releases to be provided thereunder and the Plan of Allocation), of Plaintiff’s Counsel’s application for an award of attorneys’ fees and litigation expenses, of their right to object to the Settlement, and/or of their right to appear at the Settlement Hearing; (iii) constitutes due, adequate, and sufficient notice to all Persons and entities entitled to receive notice of the proposed Settlement; and (iv) satisfies the requirements of Court of Chancery Rule 23, the United States Constitution (including the Due Process Clause), and all other applicable law and rules.

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

10. The Parties have and will continue to use commercially reasonable efforts to identify RMG stockholders of record on the Redemption Deadline or whose shares were converted in the Merger, including:

(a) The Parties served a subpoena on RMG's transfer agent for the Merger, American Stock Transfer & Trust, resulting in the identification of approximately 260 apparent registered holders of RMG stock on or around the Redemption Deadline.

(b) Within ten (10) calendar days from the date of entry of this Scheduling Order, the Settlement Administrator shall contact entities which commonly hold securities in "street name" as nominees for the benefit of their customers who are beneficial purchasers of securities to identify beneficial holders of RMG Class A common stock on or around the Redemption Deadline.

(c) Within fifteen (15) calendar days from the date of entry of this Scheduling Order, Plaintiff's Counsel shall cause the proposed Summary Notice, substantially in the form attached as Exhibit C to the Stipulation, to be published, once in *The Wall Street Journal* and once over a national newswire service.

(d) Within fifteen (15) calendar days from the date of entry of this Scheduling Order, the Parties shall provide further notice to the Class Members by

causing the Stipulation and the Notice Package to be placed on the Settlement Administrator's website.

(e) Within thirty-one (31) calendar days from the date of entry of this Scheduling Order ("Notice Date"), the Settlement Administrator shall mail, or cause to be mailed, by first class U.S. mail or other mail service if mailed outside the U.S., postage prepaid, the Notice Package to each identified Class Member at their last known address. All record holders of stock who held such stock on behalf of beneficial owners and who receive the Notice Package shall be requested to forward the Notice Package promptly to such beneficial owners. Plaintiff's Counsel and the Settlement Administrator shall use reasonable efforts to provide notice to such beneficial owners by making additional copies of the Notice Package available to any record holder who, prior to the Settlement Hearing, requests the same for distribution to beneficial owners.

11. The Parties will work together in good faith to identify information necessary for distribution of the Net Settlement Fund, including:

(a) Defendants' Counsel has instructed Defendants that Defendants, the members of their immediate families, and any entity in which any of them has a controlling interest, and the legal representatives, heirs, successors, or assignees of any such Excluded Persons, as well as any trusts, estates, entities, or accounts that

held RMG Class A shares for the benefit of any of the foregoing, are not entitled to submit a claim to receive payment out of the Net Settlement Fund.

(b) No later than ten (10) business days after execution of the Stipulation, Defendants shall provide to the Settlement Administrator, in electronically searchable form, such as Excel, a list containing: (i) the current full names of Defendants and their immediate family members, and if applicable, the name of the financial institution(s) where his, her, or its RMG Class A shares were held; and (ii) the names of known Nikola present affiliates.

(c) At the request of Plaintiff's Counsel, Defendants will use additional reasonable efforts to work with Plaintiff's Counsel and the Settlement Administrator to obtain such additional information as may be required to distribute the Net Settlement Fund to eligible Class Members and not to Excluded Persons.

12. The Settlement Administrator and, to the extent they obtain access to the stockholder or Excluded Persons information described in ¶ 11(b)-(c), Plaintiff's Counsel, shall use that information solely for the purpose of administering the Settlement as set forth in the Stipulation, and not for any other purpose, and shall not disclose the stockholder or Excluded Persons information to any other party except as necessary to administer the Settlement or as required by law.

13. Any and all Notice and Administration Costs associated with the distribution of the Notice Package, Summary Notice, or any additional notice shall be paid in accordance with the Stipulation.

14. At least thirty-five (35) calendar days before the Settlement Hearing, Plaintiff shall file any opening briefs in support of the proposed Settlement, and Plaintiff's Counsel shall file their application for an award of attorneys' fees and expenses, including any application by Plaintiff for a service award, together with any supporting affidavit(s). Plaintiff shall file with the Court at that time proof of mailing of the Notice Package and proof of publication of the Summary Notice.

15. To be eligible to receive a distribution from the Net Settlement Fund, Class Members must complete and submit Proofs of Claim in accordance with the instructions contained therein. Unless the Court orders otherwise, all Proofs of Claim must be submitted online or received by mail no later than ninety (90) calendar days from the Notice Date.

16. 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 Plaintiff's Counsel's application for an award of

attorneys' fees and expenses incurred in the Action, including Plaintiff's application for a service award; 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 and expenses to Plaintiff's 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, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801, and serves upon the attorneys listed below: (a) identify the case name and civil action number; (b) a written and signed notice of intention to appear, which states the name, address, telephone number, and email address (if available) of the objector and, if represented, his, her, or its counsel; (c) documentation evidencing membership in the Class; (d) a written and detailed statement of objections to any matter before the Court; (e) 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; and (f) the identity of all class actions to which the objector and, if represented, his, her, or its counsel, has previously objected. These writings must

also be served, on or before such filing with the Court, electronically by File & Serve*Xpress*, by hand, by first-class U.S. mail, or by express service, and sent by email, upon the following attorneys:

PLAINTIFF'S COUNSEL		
Erik W. Luedeke Robbins Geller Rudman & Dowd LLP 655 W. Broadway Suite 1900 San Diego, CA 92101 eluedeke@rgrdlaw.com	Gregory E. Del Gaizo Robbins LLP 5060 Shoreham Place Suite 300 San Diego, CA 92122 gdelgaizo@robbinsllp.com	David M. Sborz Andrews & Springer LLC 4001 Kennet Pike Suite 250 Wilmington, DE 19807 dsborz@andrewsspringer.com

DEFENDANTS' COUNSEL	
Jason C. Hegt Latham & Watkins LLP 1271 Avenue of the Americas New York, NY 10020 jason.hegt@lw.com	William M. Lafferty Morris, Nichols, Arsht & Tunnell LLP 1201 North Market Street 16th Floor Wilmington, DE 19801 wlafferty@morrisnichols.com

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

17. Unless the Court orders otherwise, any Class Member who or which does not make his, her, or its objection in the manner provided herein shall: (a) be deemed to have waived and forfeited his, her, or its right to object, including any right of appeal, to any aspect of the proposed Settlement or Plaintiff's Counsel's application for an award of attorneys' fees and litigation expenses, including any application by Plaintiff for a service award; (b) be forever barred and foreclosed from objecting to the fairness, reasonableness, or adequacy of the Settlement, the

Judgment to be entered approving the Settlement, or the attorneys' fees and litigation expenses requested or awarded, including any service award; and (c) be deemed to have waived and forever barred and foreclosed from being heard, in this or any other proceeding, with respect to any matters concerning the Settlement or the requested or awarded attorneys' fees and litigation expenses, including any service award.

18. At least five (5) calendar days before the date of the Settlement Hearing, the Parties shall file any reply in response to any objections to the Settlement and Plaintiff's Counsel shall file any reply in response to any objections to their application for an award of attorney's fees, costs, and expenses, including any application by Plaintiff for a service award.

19. If the Settlement is approved by the Court following the Settlement Hearing, the Court shall enter an Order and Final Judgment substantially in the form of Exhibit D to the Stipulation.

20. If the Settlement is terminated as provided in the Stipulation, this Scheduling Order shall be vacated, rendered null and void and be of no further force and effect, except as otherwise provided by the Stipulation, and this Scheduling Order shall be without prejudice to the rights of Plaintiff, the other Class Members, and Defendants, and Plaintiff and Defendants shall revert to their status before the Settlement, as provided in the Stipulation.

21. If the Settlement Administrator does not receive, at least ten (10) business days before the scheduled date of the Settlement Hearing, the Excluded Persons information responsive to ¶ 11(b), then Plaintiff's Counsel may seek a postponement or adjournment of the Settlement Hearing for a period reasonably sufficient for the Settlement Administrator to obtain the missing information; provided, however, that if the Settlement Hearing has been postponed or adjourned and the Settlement Administrator does not receive all of the Excluded Persons information responsive to ¶ 11(b) within six months of the date of the Stipulation, the Parties shall confer in good faith, including with respect to an alternative plan of allocation of the Settlement Fund to be presented to the Court, and seek to schedule as promptly as practicable the Settlement Hearing and obtain Court approval of the Stipulation and the Settlement.

22. All proceedings in the Action shall be stayed except as provided in the Stipulation; provided, however, that Plaintiff's Counsel may pursue in the Action third-party discovery respecting the stockholder and Excluded Persons information.

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

IT IS SO ORDERED.

DATED: _____
Vice Chancellor Nathan A. Cook

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

Court: DE Court of Chancery Civil Action

Judge: Nathan A Cook

File & Serve

Transaction ID: 73416695

Current Date: Jul 01, 2024

Case Number: 2021-0932-NAC

Case Name: CONF ORDER Shuhuan Yu v. RMG Sponsor, LLC

Court Authorizer: Nathan A Cook

Court Authorizer

Comments:

The Settlement Hearing will be held on October 18, 2024, at 1:30 p.m.

/s/ Judge Nathan A Cook