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GRANTED WITH MODIFICATIONS

EFiled: Sep 02 2026 11:33AM EDT
Transaction ID 80531144
Case No. 2023-0193-JTL



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

MICHAEL FARZAD and GREGORY PERRI,
Individually and on Behalf of All Others
Similarly Situated,

Plaintiffs,

v.

C.A. No. 2023-0193-JTL

TRASIMENE CAPITAL FT, LP II,
TRASIMENE CAPITAL MANAGEMENT,
LLC, WILLIAM P. FOLEY, II, RICHARD N.
MASSEY, ERIKA MEINHARDT, MARK D.
LINEHAN, and C. MALCOLM HOLLAND,

Defendants.

[PROPOSED] SCHEDULING ORDER

WHEREAS, the Parties plan to make an application, pursuant to Court of Chancery Rule 23(e), for an Order: (a) approving the proposed settlement (“Settlement”) of the above-captioned action (the “Action”) in accordance with a Stipulation and Agreement of Compromise, Settlement, and Release, dated August 28, 2026 (the “Stipulation”), entered into by and among: (i) plaintiffs Michael Farzad and Gregory Perri (“Plaintiffs”), on behalf of themselves and all other members of the Class (as defined herein), and (ii) defendants Trasimene Capital FT, LP II (the “Founder”), Trasimene Capital Management, LLC (the “Sponsor”), William P. Foley, II, Richard N. Massey, Erika Meinhardt, Mark D. Linehan, and C. Malcolm Holland (collectively, the “Defendants,” and with Plaintiffs, the “Parties”

and each a “Party”); and (b) dismissing the Action with prejudice upon the terms and conditions set forth in the Stipulation;

WHEREAS, the Stipulation contemplates the absence of any adjustment to the Court’s prior certification of the Class as a non-opt-out class, and continued existence of the Class as defined by the Court’s February 28, 2026 order granting class certification;

WHEREAS, the Court has read and considered the Stipulation and the accompanying documents, and the Court has determined that the Stipulation is sufficient to warrant notice to Class (as defined below); and

WHEREAS, the Parties have consented to the entry of this Order;

NOW, THEREFORE, IT IS HEREBY ORDERED this ____ day of _____, 2026, that:

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

2. For purposes of the Settlement only, and pending the Settlement Hearing (defined below), in accordance with the Court’s February 28, 2026 order granting class certification, the Action shall be maintained as a non-opt-out class action pursuant to 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 shares of FTAC II Class A common stock as of the redemption deadline on March 23, 2021, either of record or

beneficially, and who were entitled to, but did not, redeem all of their shares, including their heirs and successors who obtained their shares by operation of law. Excluded from the Class are: (i) Defendants, as well as 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 party; and (ii) any trusts, estates, entities, or accounts that held shares of FTAC II Class A or Class B common stock for the benefit of any of the foregoing.

For purposes of Settlement only, in accordance with the Court's February 28, 2026 order granting class certification, Plaintiffs shall continue to serve as representatives of the Class, Robbins Geller Rudman & Dowd LLP and Robbins LLP shall continue to be designated as Co-Lead Counsel for the Class, and Andrews & Springer LLC shall continue to be designated as Additional Counsel for the Class.

3. A hearing (the "Settlement Hearing") shall be held on _____, 2026, at _____.m., either in person at the Court of Chancery of the State of Delaware, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801, or remotely by telephone or videoconference (in the discretion of the Court), to:

(i) determine whether the Court should approve the Settlement as fair, reasonable, adequate, and in the best interests of the Class;

(ii) determine whether the Order and Final Judgment should be entered pursuant to the Stipulation, dismissing with prejudice the claims asserted in the Action, releasing the Released Plaintiffs' 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;

(iii) determine whether the proposed Plan of Allocation of the Net Settlement Fund is fair and reasonable, and should therefore be approved;

(iv) consider Plaintiffs' Counsel's application for a Fee and Expense Award, including any application for a representative party award to Plaintiffs;

(v) hear and determine any objections to the Settlement, the Plan of Allocation, and/or Plaintiffs' Counsel's application for a Fee and Expense Award, including any application for a representative party award to Plaintiffs; and

(vi) rule on such other matters as the Court may deem appropriate.

4. The Court reserves the right to adjourn the Settlement Hearing or any adjournment thereof, including the consideration of the application for the Fee and Expense Award, including any application for a representative party award to Plaintiffs, without further notice of any kind other than oral announcement at the Settlement Hearing or any adjournment thereof, and retains jurisdiction over the Action to consider all further applications arising out of or connected with the proposed Settlement.

5. The Court reserves the right to 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 the Fee and Expense Award, including any representative party award to Plaintiffs, at or after the Settlement Hearing, with such modifications as may be consented to by the Parties and without further notice of any kind.

6. The Court may decide to hold the Settlement Hearing by telephone or videoconference without notice to the Class. If the Court orders that the Settlement Hearing be conducted by telephone or videoconference, that decision will be posted on the Settlement website, www.FTACIIStockholderSettlement.com. Any Class Member (or his, her, or its counsel) who wishes to appear at the Settlement Hearing should consult the Court's docket and/or the Settlement website for any change in date, time, or format of the Settlement Hearing.

7. The Court approves JND Legal Administration 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 content, the Notice of Pendency and Proposed Settlement of Stockholder Class Action, Settlement Hearing, and Right to Appear (the "Notice"), including the Plan of Allocation, attached as Exhibit B to the Stipulation, the Proof of Claim and Release Form, attached as Exhibit B-1 to the Stipulation (together with the Notice, the "Notice Package"), and the Summary Notice of Pendency and Proposed Settlement of Stockholder Class Action,

Settlement Hearing, and Right to Appear, attached as Exhibit C to the Stipulation (the “Summary Notice”), and finds that the mailing of the Notice Package and publication of the Summary Notice in substantially the manner and form set forth in this Order meets the requirements of Court of Chancery Rule 23 and due process, is the best notice practicable under the circumstances, and shall constitute due and sufficient notice to all persons entitled thereto.

9. Defendants shall use reasonable best efforts to, not later than twenty (20) business days after the Court’s entry of this Order, at no cost to the Settlement Fund, Plaintiffs’ Counsel, or the Settlement Administrator, cause to be provided to Plaintiffs’ Counsel or the Settlement Administrator in an electronically searchable form, such as Microsoft Excel, the Securities Transfer Records. At the request of the Company or Defendants, the Settlement Administrator may obtain such Securities Transfer Records on their behalf.

10. No less than sixty (60) calendar days before the Settlement Hearing (“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 United States, postage prepaid, the Notice Package to: (i) each identified Class Member at their last known address, including to record holders of stock who held such stock on behalf of beneficial owners; and (ii) other entities known to the Settlement Administrator which commonly hold securities in “street name” as nominees for the benefit of their

customers who are beneficial purchasers of securities. All record holders of stock who held such stock on behalf of beneficial owners and who receive the Notice Package shall be requested, within seven (7) calendar days of receipt of the Notice Package, to either (i) forward copies of the Notice Package to their beneficial owners, or (ii) provide the Settlement Administrator with lists of the names, last known addresses and email addresses (to the extent known) of such beneficial owners, in which case the Settlement Administrator is directed to send the Notice Package promptly to such identified beneficial owners. Nominee holders who elect to send the Notice Package to their beneficial owners shall send a statement to the Settlement Administrator confirming that the mailing was made as directed. Plaintiffs' 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, before the Settlement Hearing, requests the same for distribution to 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.

11. No later than the Notice Date, the Settlement Administrator shall cause the Stipulation and the Notice to be posted on the Settlement Website,

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

12. No later than the Notice Date, Plaintiffs' Counsel or the Settlement Administrator shall cause the Summary Notice, substantially in the form attached as Exhibit C to the Stipulation, to be published over *PR Newswire*.

13. The Parties will work together in good faith and shall use reasonable best efforts to identify information necessary for distribution of the Net Settlement Fund, including:

(a) No later than twenty (20) business days after the Court's entry of this Order, Defendants' Counsel shall instruct Defendants that Excluded Persons 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 an electronically searchable form, such as Excel, a list containing the names of the Excluded Persons, and for each of the Excluded Persons: (i) the number of shares of FTAC II Class A Common Stock owned by the Excluded Person as of the Redemption Deadline; and (ii) if applicable, the name and "DTC Number" of the financial institution(s) where his, her, or its shares of FTAC II Class A Common Stock were held and the number of shares of FTAC II Class A Common Stock that were held at each such financial institution(s), the account number(s) at such

financial institution(s) where his, her, or its shares of FTAC II Class A Common Stock were held, and the number of shares of FTAC II Class A Common Stock held in each such account(s).

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

15. Plaintiffs shall file and serve their opening brief in support of the Settlement and the Fee and Expense Award, including any application by Plaintiffs for a representative party award, together with any supporting affidavit(s), no later than thirty (30) business days before the Settlement Hearing. Plaintiffs shall file with the Court at that time proof of mailing of the Notice Package.

16. Class Members who wish to participate in the Settlement and to be eligible to receive a distribution from the Net Settlement Fund must complete and submit a Proof of Claim and Release Form in accordance with the instructions contained therein. Unless the Court orders otherwise, all Proof of Claim and Release Forms must be postmarked (if mailed), or submitted online via the Settlement website, no later than ninety (90) calendar days after the Notice Date. Notwithstanding the foregoing, Plaintiffs' Counsel shall have the discretion (but not the obligation) to accept for processing late-submitted claims so long as the distribution of the Net Settlement Fund to Authorized Claimants is not materially delayed thereby. By submitting a Proof of Claim and Release Form, a person or

entity shall be deemed to have submitted to the jurisdiction of the Court with respect to his, her, or its claim and the subject matter of the Settlement.

17. Unless the Court orders otherwise, any Class Member may enter an appearance in the 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 Plaintiffs' Counsel and Defendants' Counsel, at the addresses set forth in Paragraph 18 below, such that it is received no later than ten (10) business 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 Plaintiffs' 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.

18. Any Class Member may file a written objection to the Settlement, the proposed Plan of Allocation, and/or Plaintiffs' Counsel's application for the Fee and Expense Award, including any application for a representative party award (an "Objector"), if the Class Member has any cause why the proposed Settlement, Plan of Allocation, and/or the application for the Fee and Expense Award, including any application for a representative party 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, the Plan of Allocation, and/or the application for the Fee and Expense Award, including any application for a representative party award, unless that person or entity has filed a written objection with the Register in Chancery, Court of Chancery of the State of Delaware, 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 mailing addresses such that it is received no later than ten (10) business days prior to the Settlement Hearing, with copies also emailed to the following counsel:

PLAINTIFFS' COUNSEL	
Gregory E. Del Gaizo Robbins LLP 5060 Shoreham Place, Suite 300 San Diego, CA 92122 gdelgaizo@robbinsllp.com	Erik W. Luedeke Robbins Geller Rudman & Dowd LLP 655 West Broadway, Suite 1900 San Diego, CA 92101 eluedeke@rgrdlaw.com
DEFENDANTS' COUNSEL	
Edward B. Micheletti Skadden, Arps, Slate, Meagher & Flom LLP One Rodney Square P.O. Box 636 Wilmington, DE 19899-0636 edward.micheletti@skadden.com	Patrick G. Rideout Skadden, Arps, Slate, Meagher & Flom LLP One Manhattan West New York, NY 10001-8602 patrick.rideout@skadden.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.

19. Any objections must: (i) identify the case name and civil action number, “*Farzad, et al. v. Trasimene Capital FT, LP II, et al.*, C.A. No. 2023-0193-JTL”; (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 Settlement Hearing; and (v) include documentation sufficient to prove that the Objector is a member of the Class. Documentation establishing that an Objector is a member of the Class 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. Plaintiffs’ Counsel may request that the Objector submit additional information or documentation sufficient to prove that the Objector is a Class Member.

20. 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 any objection in the Action or otherwise contesting

the Settlement, the Plan of Allocation, or the application for the Fee and Expense Award, including any application for a representative party award, in the Action, and will otherwise be bound by the Order and Final 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.

21. Not later than five (5) business days before the Settlement Hearing, the Parties may file any reply in response to any objections to the Settlement and Plaintiffs' Counsel may file any reply in response to any objections to the Plan of Allocation or Plaintiffs' Counsel application for the Fee and Expense Award, including any application by Plaintiff for a representative party award.

22. If the Court approves the Settlement provided for in the Stipulation following the Settlement Hearing, the Court shall enter an Order and Final Judgment substantially in the form attached as Exhibit D to the Stipulation.

23. In the event that: (a) the Court declines, in any material respect, to enter the Order and Final Judgment provided for in the Stipulation and any one of the Parties fails to consent to the entry of another form of order in lieu thereof; (b) the Court disapproves the Settlement proposed in the Stipulation, including any amendments thereto agreed upon by all of the Settling Parties; or (c) the Court approves the Settlement proposed in the Stipulation or any amendment thereto approved by all of the Parties, but such approval is reversed or substantially modified

on appeal and such reversal or modification becomes final by a lapse of time or otherwise; then, in any of such events, the Stipulation, the Settlement proposed in the Stipulation (including any amendments thereof), any actions taken or to be taken with respect to the Settlement proposed in the Stipulation, and the Order and Final Judgment to be entered shall be of no further force or effect, shall be null and void, and shall be without prejudice to any of the Parties, who shall be restored in all respects to their respective positions immediately prior to the agreement in principle reached on June 9, 2026, as provided in and subject to the terms of the Stipulation. For purposes of this provision, a disallowance, modification, or reversal of the fees and/or expenses sought by Plaintiffs or Plaintiffs' Counsel shall not be deemed a disapproval, modification, or reversal of the Settlement or the Order and Final Judgment.

24. If the Settlement is terminated as provided in the Stipulation, this 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 Order shall be without prejudice to the rights of Plaintiffs, the other Class Members, and Defendants, and Plaintiffs and Defendants shall revert to their status before the Settlement, as provided in the Stipulation.

25. The Stipulation, and any negotiations, statements, or proceedings in connection therewith, shall not be construed or deemed evidence of, a presumption,

concession, or admission by any released party or any other person of any fault, liability, or wrongdoing as to any facts or claims alleged or asserted in the Action or otherwise, or that Plaintiffs or Plaintiffs' Counsel, the Class, or any present or former stockholders of FTAC II or New Paysafe, or any other person, has suffered any damage attributable in any manner to any released party. The Stipulation, and any negotiations, statements, or proceedings in connection therewith, shall not be offered or admitted in evidence or referred to, interpreted, construed, invoked, or otherwise used by any person for any purpose in the Action or otherwise, except as may be necessary to enforce or obtain Court approval of the Settlement.

26. All proceedings in the Action, other than such proceedings as may be necessary to carry out the terms and conditions of the Settlement, are hereby stayed and suspended until further order of this Court. Pending final determination of whether the Settlement should be approved, Plaintiffs and all members of the Class, and anyone acting or purporting to act on behalf of, in the stead of, as a representative of, or derivatively for, any Class Member, are hereby barred and enjoined from asserting, commencing, pursuing, prosecuting, assisting, instigating, maintaining, or in any way participating in any action asserting any of Released Plaintiffs' Claims against any of Released Defendant Parties.

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

IT IS HEREBY ORDERED this ____ day of _____, 2026.

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: 80498233

Current Date: Sep 02, 2026

Case Number: 2023-0193-JTL

Case Name: CONF ORD 5/21/24-Michael Farzad v. Trasimene Capital FT, LP II

Court Authorizer: J Travis Laster

Court Authorizer

Comments:

The settlement hearing has been scheduled for December 8, 2026, at 9:15 a.m.

/s/ Judge J Travis Laster