



EFiled: Jan 23 2026 04:48PM EST  
Transaction ID 78233450  
Case No. 2024-1268-PAF



**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

MILANA NEMETH and ADAM SAAB, )  
individually on behalf of themselves and )  
all others similarly situated, )  
)  
Plaintiffs, )  
)  
v. ) C.A. No. 2024-1268-PAF  
)  
ELI D. CASDIN, KEITH A. MEISTER, )  
CHRISTIAN HENRY, KWAME )  
OWUSU-KESSE, CHAD ROBINS, )  
HARLAN ROBINS, AMY )  
ABERNETHY, BRIAN EMES, SHAUN )  
RODRIGUEZ, CMS HOLDINGS III )  
LLC, CORVEX MANAGEMENT LP, )  
CASDIN CAPITAL, LLC, )  
REVOLUTION MEDICINES, INC., and )  
ALEXIS BORISY, )  
)  
Defendants. )

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

WHEREAS, the parties have made 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 Settlement, Compromise, and Release, dated as of January 5, 2026 (the “Stipulation”), entered into by and among: (i) Plaintiffs Milana Nemeth and Adam Saab (the “Plaintiffs”), on behalf of themselves and the Class (as defined herein), and (ii) Defendants Eli D. Casdin, Keith A. Meister, Christian Henry, Kwame Owusu-Kesse, Chad Robins, Harlan Robins, Amy Abernethy, Brian

Emes, Shaun Rodriguez, CMLS Holdings III LLC (the “CMLS III Defendants”), Casdin Capital, LLC, Corvex Management L.P., Revolution Medicines, Inc., and Alexis Borisy (the “Defendants”), and with Plaintiffs, the “Parties” and each a “Party”); and (b) of dismissal of the Action with prejudice upon the terms and conditions set forth in the Stipulation;

WHEREAS, the Stipulation contemplates certification by this Court of a class in the Action, solely for purposes of settlement;

WHEREAS, the Court has read and considered the Stipulation and the accompanying documents; and

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

NOW, THEREFORE, this \_\_\_\_ day of \_\_\_\_\_, 2026, 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 record and beneficial holders of CM Life Sciences III, Inc. (“CMLS III”) Class A Common Stock who held such stock immediately following the redemption deadline of 5:00 PM ET on December 14, 2021, including their successors in interest who obtained shares by

operation of law, but excluding, to the extent such Persons or entities held shares of CMSL III Class A Common Stock during the Class Period: (i) Defendants and members of the Individual Defendants' immediate families; (ii) any Person, firm, trust, corporation, or any entity in which any of the foregoing individuals or entities has a controlling interest; (iii) the legal representatives, heirs, successors, or assignees of any such Excluded Persons; and (iv) any trusts, estates, entities, or accounts that held shares of CMSL III Class A Common Stock for the benefit of any Excluded Persons.

3. For purposes of settlement only, the Court preliminarily finds that:

(i) the members of the Class (collectively, the "Class Members") are so numerous that their joinder in the Action would be impracticable; (ii) there are questions of law and fact common to the Class; (iii) the claims of Plaintiffs are typical of the claims of the Class; (iv) in connection with the prosecution of the Action and the Settlement, Plaintiffs and Plaintiffs' Counsel have and will fairly and adequately represent and protect the interests of the Class; (v) 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 (vi) 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.

4. The Court provisionally appoints Plaintiffs as representatives for the Class and appoints the law firms of Robbins LLP, and Grant & Eisenhofer P.A. as counsel for the Class.

5. A hearing (the “Settlement Hearing”) will be held on \_\_\_\_\_, 2026, 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: (i) 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); (ii) determine whether Plaintiffs and Plaintiffs’ Counsel have adequately represented the interests of the Class in the Action; (iii) determine whether the Court should approve the Settlement as fair, reasonable, adequate, and in the best interests of the Class; (iv) 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 Plaintiffs’ Claims and Released Defendants’ Claims against the respective Released Defendant Parties and Released Plaintiff Parties, and barring and enjoining prosecution of any and all released claims against any and all respective Released Defendant Parties and Released Plaintiff Parties; (v) determine whether the proposed Plan of Allocation of the Net Settlement Fund is fair and reasonable, and should therefore be approved; (vi) consider the application by Plaintiffs’ Counsel for attorneys’ fees and payment of expenses,

including any application for a service award to Plaintiff; (vii) hear and determine any objections to the Settlement, to the Plan of Allocation, to the application of Plaintiffs' Counsel for an award of attorneys' fees, costs, and expenses, and/or to a service award to Plaintiff; and (viii) rule on such other matters as the Court may deem appropriate.

6. 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.

7. 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 without further notice of any kind.

8. 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”), including the Plan of Allocation, and the Proof of Claim and Release (together, “Notice Package”), substantially in the forms attached as Exhibits B and B-1 to the Stipulation.

9. The Court finds that the mailing of the 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 laws and rules.

10. The Court approves JND Legal Administration as the Settlement Administrator.

11. The Parties will identify eligible Class Members to whom the Notice Package shall be provided as follows:

(a) No later than fifteen (15) business days after the execution of the Stipulation, the CMLS III Defendants shall use reasonable efforts to provide to the Settlement Administrator, with notice to Plaintiffs' Counsel, a copy of CMLS III's list of stockholders of record during the Class Period and any additional, reasonably available information necessary to identify all record holders of CMLS III Class A Common Stock during the Class Period, the number of shares held by each record holder, and the correct address or other contact information used to communicate with the appropriate representatives of each record holder. Any costs associated with acquiring this information shall constitute Notice and Administration Costs and shall be the responsibility of the Settlement Administrator.

(b) At no cost to the Settlement Fund, Plaintiffs' Counsel, or the Settlement Administrator, Defendants shall use reasonable best efforts to, within twenty (20) business days after the Court's entry of the Scheduling Order, provide, or cause to be provided, to Plaintiffs' Counsel or the Settlement Administrator in an electronically searchable form, such as Microsoft Excel, the reasonably available Securities Transfer Records for Redeeming Stockholders. At the request of the Defendants, the Settlement Administrator may obtain such Securities Transfer Records, on their behalf.

(c) Within twenty (20) business days from the date of entry of this Scheduling Order (“Notice Date”), the Settlement Administrator shall commence mailing, 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. The Settlement Administrator shall also 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 CMS III Class A Common Stock during the Class Period. All record holders of stock who held such stock on behalf of beneficial owners and who receive the Notice Package are hereby directed, 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, prior to the Settlement

Hearing, requests the same for distribution to beneficial owners. Plaintiffs' Counsel shall, if requested, reimburse banks, brokerage houses, or other nominee holders solely for their reasonable out-of-pocket expenses incurred in providing the Notice Package to beneficial owners out of the Settlement Fund, which expenses would not have been incurred except for the sending of such Notice Package, subject to further order of this Court with respect to any dispute concerning such compensation.

(d) Within twenty (20) business days from the date of entry of this Scheduling Order, Plaintiffs' Counsel or the Settlement Administrator shall cause the Summary Notice of Pendency and Proposed Settlement of Stockholder Class Action, Settlement Hearing, and Right to Appear, substantially in the form attached as Exhibit C to the Stipulation, to be published over the *PR Newswire*.

(e) Within twenty (20) business days from the date of entry of this Scheduling Order, Plaintiffs' Counsel or the Settlement Administrator shall cause the Stipulation and the Notice Package to be posted on a Settlement website established and maintained by the Settlement Administrator.

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

(a) The 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 twenty (20) business days after entry of the Scheduling Order, the Defendants shall provide to the Settlement Administrator, in an electronically searchable form, such as Microsoft Excel, a list containing the names of the Excluded Persons, and for each of the Excluded Persons: (i) if known, whether such Excluded Person held shares of CMLS III Class A common stock; and (ii) if so, the name of the Person or entity which beneficially held the shares.

(c) Plaintiffs and the Defendants shall work together in good faith and shall use reasonable best efforts to identify information necessary for distribution of the Net Settlement Fund.

13. The Settlement Administrator and, to the extent they obtain access to the stockholder or Excluded Persons information described in ¶¶ 11(a)-(b) and 12(b) hereof, Plaintiffs' 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.

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

15. At least thirty (30) calendar days before the Settlement Hearing, Plaintiffs shall file any opening brief in support of the proposed Settlement, and Plaintiffs' 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.

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, 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 Plaintiffs' Counsel's application for an award of attorneys' fees and expenses incurred in the Action, including Plaintiffs' 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 Plaintiffs' 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: (i) a written and signed notice of intention to appear, which states the case name and civil action number, the name, address, telephone number, and email address (if available) of the objector and, if represented, his, her, their, or its counsel; (ii) documentation evidencing membership in the Class; (iii) a written and detailed statement of objections to any matter before the Court; (iv) 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 (v) the identity of all class actions to which the objector and, if represented, his, her, their, or its counsel, has previously objected. These writings must also be served, on or before such filing with the Court, electronically by File & ServeXpress, by hand, by first-class U.S. mail, by express service, or by email, upon the following attorneys:

<b>PLAINTIFFS' COUNSEL</b>	
Gregory E. Del Gaizo Robbins LLP 5060 Shoreham Place, Suite 300 San Diego, CA 92122 <a href="mailto:gdelgaizo@robbinsllp.com">gdelgaizo@robbinsllp.com</a>	Kelly L. Tucker Grant & Eisenhofer P.A. 123 Justison Street, 7th Floor Wilmington, DE 19801 <a href="mailto:ktucker@gelaw.com">ktucker@gelaw.com</a>

DEFENDANTS' COUNSEL	
Deborah S. Birnbach Goodwin Procter LLP 100 Northern Avenue Boston, MA 02210 dbirnbach@goodwinlaw.com	Gregory Starner White & Case LLP 1221 Avenue of the Americas New York, New York 10020 gstarner@whitecase.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, their, or its objection in the manner provided herein shall:

(i) be deemed to have waived and forfeited his, her, their, or its right to object, including any right of appeal, to any aspect of the proposed Settlement or Plaintiffs' Counsel's application for an award of attorneys' fees and litigation expenses, including any application by Plaintiffs for service awards; (ii) 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

(iii) 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 awards.

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

Plaintiffs' Counsel shall file any reply in response to any objections to their application for an award of attorneys' fees, costs, and expenses, including any application by Plaintiffs for service awards.

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 Plaintiffs, the other Class Members, and Defendants, and Plaintiffs and Defendants shall revert to their status before the Settlement, as provided in the Stipulation.

21. If the Settlement Administrator does not receive the CMLS III stockholder and Excluded Persons information responsive to ¶¶ 11(a)-(b) and 12(b) hereof within twenty (20) business days after entry of the Scheduling Order, then Plaintiffs' 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 CMLS III stockholder and Excluded Persons information responsive to ¶¶ 11(a)-(b)

and 12(b) hereof 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.

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

IT IS HEREBY ORDERED this \_\_\_\_ day of \_\_\_\_\_, 2026.

---

Vice Chancellor Paul A. Fioravanti

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

**Court:** DE Court of Chancery Civil Action

**Judge:** Paul A Fioravanti

**File & Serve**

**Transaction ID:** 78128091

**Current Date:** Jan 23, 2026

**Case Number:** 2024-1268-PAF

**Case Name:** CONF/Milana Nemeth, et al. v. Eli D. Casdin, et al.

**Court Authorizer:** Paul A Fioravanti Jr

---

**Court Authorizer**

**Comments:**

The settlement hearing will be held on Tuesday, April 21, 2026 at 1:30 p.m. at the Leonard L. Williams Justice Center.

**/s/ Judge Paul A Fioravanti Jr**