

**STATE OF MICHIGAN
IN THE CIRCUIT COURT FOR THE COUNTY OF OAKLAND
BUSINESS COURT**

LESLIE J. MURPHY and VINCENT J.
MARTIN, III, Individually and On
Behalf of All Others Similarly Situated,

Plaintiffs,

v.

SAMUEL M. INMAN, III, JOHN F. SMITH,
BERNARD M. GOLDSMITH, WILLIAM O.
GRABE, LAWRENCE DAVID HANSEN,
ANDREAS MAI, JONATHAN YARON, and
ENRICO DIGIROLAMO,

Defendants.

Case No: 2017-159571-CB
Hon. Victoria A. Valentine

Business Court Case

ORDER AND FINAL JUDGMENT

A hearing having been held before this Court on October 16, 2024, pursuant to the Court's Order of Preliminary Approval and for Notice and Scheduling, dated July 6, 2024 (the "Preliminary Approval and Scheduling Order"), upon the Stipulation and Agreement of Compromise, Settlement, and Release, dated June 25, 2024 (the "Stipulation"), which Preliminary Approval and Scheduling Order and Stipulation are incorporated herein by reference, of the above-captioned Action, and the Settlement contemplated thereby, which Stipulation was entered into between Plaintiffs Leslie J. Murphy ("Murphy") and Vincent J. Martin, III ("Martin") (collectively, "Plaintiffs"), on the one hand, and Defendants Samuel M. Inman, III, John F. Smith, Bernard M. Goldsmith, William O. Grabe, Lawrence David Hansen, Andreas Mai, Jonathan Yaron, and Enrico Digirolamo (collectively, the "Defendants" and with Plaintiffs, the "Settling Parties"), on the other hand, all by and through their undersigned attorneys; and the Circuit Court for Oakland County, Michigan (the "Court") having determined

that notice of said hearing was given to the Class in accordance with the Preliminary Approval and Scheduling Order and that said notice was adequate and sufficient; and the Settling Parties having appeared by their attorneys of record; and the attorneys for the respective Settling Parties having been heard in support of the Settlement, and an opportunity to be heard having been given to all other persons desiring to be heard as provided in the notice; and the entire matter of the Settlement having been considered by the Court;

IT IS HEREBY ORDERED this 16th day of October, 2024, as follows:

1. Unless otherwise defined herein, all defined terms shall have the meanings as set forth in the Stipulation.

2. The Notice of Pendency and Proposed Settlement of Class Action (“Notice”) has been given to the Class (as defined herein) pursuant to and in the manner directed by the Preliminary Approval and Scheduling Order, proof of the dissemination of the notice has been filed with the Court, and a full opportunity to be heard has been offered to all Settling Parties, the Class, and Persons in interest. The Notice provided the Class Members with their right to object to any aspect of the proposed Settlement, exclude themselves from the Class, and/or appear at the Settlement Hearing. The form and manner of the Notice is hereby determined to have been the best notice practicable under the circumstances and to have been given in full compliance with applicable law and due process and it is further determined that all Class Members, except those that properly excluded themselves from the Class, are bound by the Order and Final Judgment herein.

3. Pursuant to Michigan Court Rule 3.501, the Court hereby affirms its findings from the Class Certification Order.

4. The Action is hereby finally certified as an opt-out class action pursuant to Michigan Court Rule 3.501, and the Class is defined as: All record holders and beneficial owners of share(s) of Covisint common stock who held such share(s) at any time between June 5, 2017 (the date of the merger agreement between Covisint and OpenText) and July 26, 2017 (the date OpenText completed its acquisition of Covisint), excluding the Defendants in this Action and any person or entity related to or affiliated with any Defendant (the Class). Class Certification Order at 5.

5. Administration of the Fund shall be accomplished pursuant to the Plan of Allocation.

6. The Settlement is found to be fair, reasonable, adequate, and in the best interests of the Class. The Settling Parties are hereby authorized and directed to comply with and to consummate the Settlement in accordance with its terms and provisions, and the Clerk is directed to enter and docket this Order and Final Judgment in the Action.

7. This Order and Final Judgment shall not constitute any evidence or admission by any of the Settling Parties that any acts of wrongdoing have been committed by any of the Settling Parties and should not be deemed to create any inference that there is any liability therefore.

8. The Action is hereby dismissed (i) with prejudice in its entirety as to the Defendants and against Plaintiffs and all Class Members on the merits, and (ii) without costs (except as specifically provided below).

9. Any and all manner of claims, rights and causes of action, duties, obligations, demands, actions, debts, sums of money, suits, contracts, agreements, promises, damages and liabilities, whether known or unknown, contingent or non-contingent, derivative or direct, or

suspected or unsuspected, including any claims arising under federal or state statutory or common law or any other law, rule or regulation, whether foreign or domestic, that have been asserted, could have been asserted, or could be asserted in the future by the Releasing Persons against Released Defendants' Persons, that arise out of or relate in any way to the Released Plaintiffs' Claims (including Unknown Claims), are hereby dismissed with prejudice, barred, settled, and released; provided, however, that the Released Plaintiffs' Claims do not include any claims to enforce the Settlement or any claims by Class Members that have properly opted out of the Settlement.

10. The Releasing Persons are hereby permanently barred and enjoined from asserting, commencing, prosecuting, assisting, instigating, continuing, or in any way participating in the commencement or prosecution of any action, whether directly, representatively, derivatively, or in any other capacity, asserting any claims that are, or relate in any way to, the Released Plaintiffs' Claims (including Unknown Claims) that are released pursuant to this Order and Final Judgment or under the Stipulation against any of the Defendants' Released Persons, except for claims relating to the enforcement of this Settlement.

11. Defendants' Released Persons shall be deemed to have, and by operation of this Order and Final Judgment shall have, fully, finally, and forever released, relinquished, settled, extinguished, dismissed with prejudice, and discharged Plaintiffs and Plaintiffs' Counsel from any and all Released Defendants' Claims or the administration or distribution of the Fund in accordance with the terms of the Stipulation, except that this release shall not apply to the rights and obligations created by the Stipulation.

12. Moreover, the Class shall be deemed to have, and by operation of the Order and Final Judgment shall have, fully, finally, and forever released, relinquished, and discharged

Plaintiffs, Plaintiffs' Counsel, and Liaison Counsel from all claims based upon or arising out of the institution, prosecution, assertion, settlement or resolution of the Released Plaintiffs' Claims, or the administration/distribution of the Fund, except that this release shall not affect any claims to enforce the terms of the Stipulation or the Settlement.

13. Plaintiffs' Counsel are awarded attorneys' fees and reimbursement of expenses in the aggregate amount of \$3,135,278.26, plus any interest on such attorneys' fees and expenses at the same rate and for the same periods as earned by the Fund (until paid), which amount the Court finds to be fair and reasonable, and which shall be paid out of the Fund in accordance with the terms of the Stipulation and per the instructions of the Claims Administrator. Plaintiffs are hereby awarded incentive awards, each in the aggregate amount of \$10,000 (\$5,000 per Plaintiff), which amount the Court finds to be fair and reasonable, and which shall be paid out of the Fund in accordance with the terms of the Stipulation and per the instructions of the Claims Administrator. Defendants shall bear no personal responsibility for payment of the foregoing attorneys' fees and reimbursement of expenses and incentive awards.

14. Without affecting the finality of this Order and Final Judgment in any way, this Court reserves jurisdiction over all matters necessary to effectuate the Settlement and its administration, including distribution of the Settlement Fund.

Dated: 10/16/2024

This is a Final Order and Closes the Case.

/s/ Victoria A. Valentine

October 16, 2024

HON. VICTORIA A. VALENTINE
CIRCUIT COURT JUDGE

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