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Case No. 2021-0808-KSJM



HIBIT A

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE XL FLEET (PIVOTAL)
STOCKHOLDER LITIGATION

Consol. C.A. No. 2021-0808-KJSM

[REVISED] [PROPOSED] SCHEDULING ORDER

WHEREAS, a stockholder class action is pending in this Court, entitled *In re XL Fleet (Pivotal) Stockholder Litigation*, C.A. No. 2021-0808-KSJM (the “Action”);

WHEREAS, an Amended Stipulation and Agreement of Compromise, Settlement, and Release, dated as of January 10, 2025 (the “Stipulation”), has been entered into by and among: (i) plaintiffs Cody Laidlaw and Irfan Janmohamed (“Plaintiffs”), on behalf of themselves and the Classes (as defined herein); (ii) defendants Jonathan J. Ledecy, Kevin Griffin, Sarah Sclarsic, Efrat Epstein, Katrina Adams (collectively, the “Individual Defendants”), Pivotal Investment Holdings II, LLC (together with the Individual Defendants, the “Defendants”); and (iii) defendant XL Fleet Corp. (“XL Fleet” or the “Company”), now renamed Spruce Power Holding Corp. (“Spruce” and together with Plaintiffs and Defendants, the “Parties,” and each a “Party”);

WHEREAS, the Parties have made application, pursuant to Court of Chancery Rule 23(e), for an Order approving the proposed settlement of the Action in

accordance with the Stipulation, and for a dismissal of the Action on the merits with prejudice upon the terms and conditions set forth in the Stipulation (the “Settlement”);

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, all parties have consented to the entry of this Order;

NOW, THEREFORE, IT IS HEREBY ORDERED, this ____ day of _____, 2025 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), the Action is provisionally certified as a non-opt-out class action pursuant to Court of Chancery Rule 23, on behalf of the following classes (the “Classes”):

The Redemption Class: All record and beneficial holders of Pivotal II Class A Common Stock, whether held as separate shares of Common Stock or as part of Public Units, directly or indirectly, who held such stock between the close of business on December 7, 2020 (the “Record Date”) and December 21, 2020 (the “Closing Date”) (the “Redemption Class Period”), who were injured by Defendants’ breaches of fiduciary duties and other violations of law, and their successors in interest, but excluding: (i) stockholders who redeemed 100% of their shares in

connection with the Merger; (ii) holders of Pivotal II Class A Common Stock who did not have the right to exercise redemption rights; (iii) (a) Defendants; (b) members of the immediate family of any Individual Defendant; (c) any person who was a manager or managing member of any Defendant during the Class Periods and any members of their immediate family; (d) any parent, subsidiary, or affiliate of Defendants; (e) any entity in which any Defendant or any other excluded person or entity has, or had during the Class Periods, a controlling interest; and (f) the legal representatives, agents, affiliates, heirs, estates, successors, or assigns of any such excluded persons or entities; and (iv) (a) the Company; and (b) any person who was an officer or director of the Company during the Class Periods and any members of their immediate family;

The Charter Violation Class: All record and beneficial holders of Pivotal II Class A Common Stock, whether held as separate shares of Common Stock or as part of Public Units, directly or indirectly, who held such stock as of the Closing Date and who hold such stock (as stockholders of Spruce) as of the date the Settlement is approved by the Court and becomes Final (as defined in the Stipulation) (the “Charter Violation Class Period”), but excluding: (i) stockholders who redeemed 100% of their shares in connection with the Merger; (ii) holders of Pivotal II Class A Common Stock who did not have the right to exercise redemption rights; (iii) (a) Defendants; (b) members of the immediate family of any Individual Defendant; (c) any person who was a manager or managing member of any Defendant during the Class Periods and any members of their immediate family; (d) any parent, subsidiary, or affiliate of Defendants; (e) any entity in which any Defendant or any other excluded person or entity has, or had during the Class Periods, a controlling interest; and (f) the legal representatives, agents, affiliates, heirs, estates, successors, or assigns of any such excluded persons or entities; and (iv) (a) the Company; and (b) any person who was an officer or director of the Company during the Class Periods and any members of their immediate family.

3. For purposes of Settlement only, the Plaintiffs shall be provisionally certified as the representatives of the Classes, and Grant & Eisenhofer P.A., Cohen

Milstein Sellers & Toll PLLC (“Plaintiffs’ Counsel”) shall be designated class counsel.

4. A hearing (the “Settlement Hearing”) shall be held on March 21, 2025 at 1:30 p.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:

(a) Determine whether the provisional class action certification herein should be made final;

(b) Determine whether the Settlement should be approved by the Court as fair, reasonable, adequate, and in the best interests of the Classes;

(c) Determine whether an Order and Final Judgment should be entered pursuant to the Stipulation;

(d) Consider Plaintiffs’ Counsel’s application for an award of attorneys’ fees and expenses and Representative Party Awards;

(e) Hear and determine any objections to the Settlement or Plaintiffs’ Counsel’s application for an award of attorneys’ fees and expenses; and

(f) Rule on such other matters as the Court may deem appropriate.

5. The Court reserves the right to adjourn the Settlement Hearing or any adjournment thereof, including the consideration of the application for attorneys’

fees, without further notice of any kind other than oral announcement at the Settlement Hearing or any adjournment thereof, and retains jurisdiction over this Action to consider all further applications arising out of or connected with the proposed Settlement.

6. The Court reserves the right to approve the Stipulation and the Settlement, at or after the Settlement Hearing, with such modifications as may be consented to by the Parties and without further notice to the Classes, and retains jurisdiction over this Action to consider all further applications arising out of or connected with the proposed Settlement.

7. The Court has previously approved the Notice of Pendency and Proposed Settlement of Stockholder Class Action, Settlement Hearing, and Right to Appear (the “Initial Notice”) which was distributed as of December 27, 2024 by first-class mail to all members of the Classes at their last-known address appearing in the stock transfer records maintained by or on behalf of the Company.

8. The Court hereby approves, in form and content, the Revised Notice of Pendency and Proposed Settlement of Stockholder Class Action, Settlement Hearing, and Right to Appear (the “Revised Notice”), attached as Exhibit B to the Stipulation, and Revised Summary Notice of Stockholder Class Action, Settlement Hearing, and Right to Appear (the “Revised Summary Notice”), attached as Exhibit C to the Stipulation, and finds that the mailing of the revisions to the Revised Notice

by postcard, and distribution of the Revised Notice substantially in 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.

(a) No less than 60 days before the Settlement Hearing, the Company shall cause a postcard of the revisions to the Revised Notice to be mailed by first-class mail to all members of the Classes at their last-known address appearing in the stock transfer records maintained by or on behalf of the Company. All record holders who were not also the beneficial owners of the shares of the Company's common stock held by them of record shall be requested to forward the postcard of the revisions to the Revised Notice to the beneficial owners of those shares. The Company shall use reasonable efforts to give notice to such beneficial owners by (i) making additional copies of the Revised Notice available to any record holder who, prior to the Settlement Hearing, requests the same for distribution to beneficial owners, or (ii) mailing additional copies of the Revised Notice to beneficial owners as reasonably requested by record holders who provide names and addresses for such beneficial holders.

(b) Not later than 10 business days after the Revised Notice Date, Plaintiffs' Counsel or the Settlement Administrator shall cause the Revised

Summary Notice, substantially in the form attached as Exhibit C to the Stipulation, to be published in *Investor's Business Daily* and over the PR Newswire.

(c) At least 10 business days before the Settlement Hearing provided for in Paragraph 4 of this Order, the Company shall file proof, by affidavit, of such mailings.

9. Any member of the Classes who objects to the class action determination, the Settlement, the Order and Final Judgment to be entered in the Action, and/or Plaintiffs' Counsel's application for fees and expenses, or otherwise wishes to be heard, may appear personally or by counsel at the Settlement Hearing and present evidence or argument that may be proper and relevant; provided, however, that no member of the Classes may be heard and no briefs, pleadings, or other documents submitted by or on behalf of any member of the Classes shall be considered by the Court, except by Order of the Court for good cause shown, unless, not later than 10 business days prior to the Settlement Hearing, copies of (a) a written notice of intention to appear, identifying the name, address, and telephone number of the objector and, if represented, their counsel, (b) proof of membership in the Classes, (c) a written statement of such person's objections to any matter before the Court, (d) the grounds for such objections and any reasons for such person's desiring to appear and be heard, and (e) all documents and writings such person desires the Court to consider, shall be filed with the Court of Chancery and, on or before such

filing, served electronically via LexisNexis e-service, by hand, or by overnight mail upon the following counsel:

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Company Counsel

10. Unless the Court otherwise directs, no member of the Classes shall be entitled to object to the Settlement, or to the Order and Final Judgment to be entered herein, or to the award of attorneys' fees and expenses to Plaintiffs' Counsel, or otherwise to be heard, except by serving and filing written objections as prescribed in Paragraph 8. Any person who fails to object in the manner provided above shall be deemed to have waived the right to object (including any right of appeal) and shall be forever barred from raising such objection in this Action or in any other action or proceeding.

11. Plaintiffs shall file and serve their opening brief in support of the Settlement and its application for attorneys' fees and expenses and Representative

Party Awards no later than 30 business days prior to the Settlement Hearing. Any objections to the application for attorneys' fees and expenses shall be filed and served no later than 10 business days prior to the Settlement Hearing. If any objections to the Settlement are received or filed, Plaintiffs and/or Defendants may file and serve a brief response to those objections no later than five business days prior to the Settlement Hearing.

12. If the Court approves the Settlement provided for in the Stipulation following the Settlement Hearing, judgment shall be entered substantially in the form attached as Exhibit D to the Stipulation.

13. 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 hereto 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 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), the provisional Class certification herein, 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 hereto, who shall be restored in all respects to their respective positions existing prior to the execution of the Stipulation, except for the obligation of the Company to pay for any expenses incurred in connection with the Initial Notice and administration provided for by this Scheduling Order. For purposes of this provision, a disallowance, modification, or reversal of the fees and/or expenses sought by Plaintiffs' Counsel shall not be deemed a disapproval, modification, or reversal of the Settlement or the Order and Final Judgment.

14. 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 Person 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 Classes, or any present or former stockholders of the Company, or any other person, has suffered any damage attributable in any manner to any Released Person. 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.

15. 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 Classes, and any of them, are hereby barred and enjoined from asserting, commencing, prosecuting, assisting, instigating, or in any way participating in the commencement or prosecution of any action asserting any Settled Claims, either directly, representatively, derivatively, or in any other capacity.

16. The Court may, for good cause, extend any of the deadlines set forth in this Order without further notice to class members.

Chancellor Kathaleen St. Jude McCormick

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

Court: DE Court of Chancery Civil Action

Judge: Kathaleen St Jude McCormick

File & Serve

Transaction ID: 75410421

Current Date: Jan 16, 2025

Case Number: 2021-0808-KSJM

Case Name: CONF ORD/CONS w/2021-0906/IN RE XL FLEET (PIVOTAL) Stockholder Litigation

Court Authorizer: Kathaleen St Jude McCormick

/s/ Judge Kathaleen St Jude McCormick