



GRANTED

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE DREAMWORKS ANIMATION
SKG, INC.

C.A. No. 12619-CB

[PROPOSED] ORDER APPROVING DISTRIBUTION PLAN

Plaintiffs, on notice to Defendants' Counsel, having moved the Court for an order approving a distribution plan for the Net Settlement Fund in the above-captioned class action (the "Action"), and the Court having considered all the materials submitted in support of the motion, including the Affidavit of Jay Larson in Support of Plaintiffs' Motion for Order Approving Distribution Plan (the "Larson Affidavit"), submitted therewith;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. This Order incorporates by reference the definitions in the Stipulation and Agreement of Settlement dated January 9, 2018 (the "Stipulation") (Trans. ID 61552614) and the Larson Affidavit and all terms used herein shall have the same meanings as set forth in the Stipulation and/or the Larson Affidavit.
2. The Court has jurisdiction over the subject matter of the Action and over all parties to the Action, including all Class Members.
3. Co-Lead Plaintiffs' Motion for an Order Approving Distribution Plan is **GRANTED**. Accordingly,

(a) GCG is directed to distribute 100% of the available balance of the Net Settlement Fund, after deducting all payments previously allowed and the payment of GCG's fees and expenses to the Settlement Administrator approved herein, and after deducting payment of any estimated taxes, the costs of preparing appropriate tax returns, and any escrow fees (the "Distribution"). Each Eligible Beneficial Owner shall be allocated a *pro rata* share of the Net Settlement Fund in connection with the Distribution equal to the product of (i) the Net Settlement Fund and (ii) a fraction, the numerator of which is the number of Eligible Shares held by each Eligible Beneficial Owner, and the denominator of which is a number representing the total number of Eligible Shares held by all Eligible Beneficial Owners (the "Per-Share Recovery").

(b) GCG shall cause that portion of the Net Settlement Fund allocated to Eligible Beneficial Owners who held their shares through DTC Participants to be paid to DTC, through its nominee Cede, which shall then distribute that portion of the Net Settlement Fund among the DTC Participants by paying each the Per-Share Recovery times its respective Closing Security Position,¹ using the same mechanism that DTC used to distribute the Merger Consideration and subject to payment suppression instructions with respect to Excluded Shares.

¹ For each DTC Participant, the "Closing Security Position" is the number of shares of DreamWorks Common Stock reflected on the DTC allocation report used by DTC to distribute the Merger Consideration on August 22, 2016.

The DTC Participants and their respective customers, including any intermediaries, shall then ensure *pro rata* payment to each Eligible Beneficial Owner in accordance with each Eligible Beneficial Owner's Closing Beneficial Ownership Position.

(c) GCG shall cause that portion of the Net Settlement Fund allocated to shares of DreamWorks Common Stock held of record on August 22, 2016 other than by Cede, as nominee for DTC (a "Closing Non-Cede Record Position"), to be paid directly to the record owner of each Closing Non-Cede Record Position (collectively, "Non-Cede Record Holders") in an amount equal to the Per-Share Recovery times the number of shares of DreamWorks Common Stock comprising such Closing Non-Cede Record Position; *provided, however*, that all Non-Cede Record Holders whose payment amount calculates to less than \$1.00 will be excluded from the distribution, with the funds allocated to such excluded stockholders reallocated and paid on a *pro rata* basis to those Non-Cede Record Holders whose calculated share of the Net Settlement Fund is \$1.00 or greater (the "*de minimis* threshold").

(d) To the extent that any record owner, any DTC Participants, or their respective customers, including any intermediaries, took or permitted actions that had the effect of increasing the number of shares of DreamWorks Common Stock entitled to payment of the Merger Consideration, whether through

permitting naked short-selling or the cash settlement of short positions or through any other means (“Increased Merger Consideration Entitlements”), such record owner, DTC Participants, or their respective customer (including intermediaries) shall be responsible for paying to the ultimate beneficial owners of such Increased Merger Consideration Entitlements an amount equal to the Per-Share Recovery times the number of the Increased Merger Consideration Entitlements. Whether DTC, any DTC Participant, or DTC Participants’ customers are entitled to receive such funds from any such short-seller is not before this Court; *provided, however*, that in no event shall the Per-Share Recovery be in any way diluted or reduced to cover any amounts due as a result of any Increased Merger Consideration Entitlements.

(e) A person who purchased shares of DreamWorks Common Stock on or before August 22, 2016 but had not settled those shares at the Merger’s closing (“Non-Settled Shares”) shall be treated as an Eligible Beneficial Owner with respect to those Non-Settled Shares (except for the Excluded Shares), and a person who sold those Non-Settled Shares on or before August 22, 2016 shall not be treated as an Eligible Beneficial Owner with respect to those Non-Settled Shares.

(f) No payment described in subparagraphs (b) or (c) above shall be made (i) in respect to any Excluded Shares, (ii) in respect of any DreamWorks

Class B Equity-Based Awards; (iii) to any Excluded Person, or (iv) to any former stockholder of DreamWorks for any shares of DreamWorks Common Stock that such stockholder sold into the market at any time before the closing of the August 22, 2016 Merger.

(g) In order to encourage each Eligible Beneficial Owner to cash their distribution checks promptly and to avoid or reduce future expenses relating to unpaid distribution checks, all distribution checks shall bear the following notation: “CASH PROMPTLY. VOID IF NOT CASHED BY [6 MONTHS AFTER ISSUE DATE].”

(h) In the event that any payment from the Net Settlement Fund is undeliverable or in the event a check is not cashed by the stale date (*i.e.*, more than six months from the check’s issue date), the DTC Participants or the Non-Cede Record Holder shall follow their respective policies with respect to further attempted distribution or escheatment.

(i) This Order shall be final and conclusive against all Eligible Beneficial Owners, and all persons involved in the investment, administration, distribution, or taxation of the Settlement Fund or the Net Settlement Fund are hereby released and discharged from any and all claims arising out of such involvement, and all Class Members, whether or not they receive payment from the Net Settlement Fund, are hereby barred from making any further claims

against the Net Settlement Fund, Plaintiffs, Plaintiffs' Counsel, the Settlement Administrator, the Escrow Agent or any other agent retained by Plaintiffs or Co-Lead Counsel in connection with the investment, administration, distribution or taxation of the Settlement Fund or the Net Settlement Fund beyond the amounts allocated to Eligible Beneficial Owners;

(j) All of GCG's fees and expenses incurred in connection with the administration of the Settlement and estimated to be incurred in connection with the distribution of the Net Settlement Fund as set forth in Exhibit A to the Larson Affidavit are approved, and Co-Lead Counsel are authorized to direct payment of \$97,831.98 out of the Settlement Fund to GCG in payment of such fees and expenses; and

(k) Unless otherwise ordered by the Court, one year after the distribution, GCG shall destroy the paper copies of all supporting documentation, and one year after all funds in the Net Settlement Fund have been distributed, GCG shall destroy electronic copies of the same.

4. The Court retains jurisdiction to consider any further applications concerning the administration of the Settlement, and such other and further relief as the Court deems appropriate.

Chancellor Andre G. Bouchard

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

Court: DE Court of Chancery Civil Action

Judge: Andre G Bouchard

File & Serve

Transaction ID: 63000290

Current Date: Mar 04, 2019

Case Number: 12619-CB

Case Name: CLOSED CONS W/ 12507, 12605-CB - IN RE DREAMWORKS ANIMATION, SKG, INC.

/s/ Judge Bouchard, Andre G