



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

D1 JASPER HOLDINGS LP, D1 SPV
JL MASTER LP, JAY BLOCKER
LTD., JAY DOMESTIC LLC, GCCU
II LLC, TOCU XX LLC, OC II FIE
VIII LP, JL SPV HOLDINGS, LLC,
EMS J-INV LLC, DISRUPTIVE
TECHNOLOGY SOLUTIONS XIV,
LLC, DISRUPTIVE TECHNOLOGY
SOLUTIONS XVI, LLC–SERIES A,
DISRUPTIVE TECHNOLOGY
SOLUTIONS XVI, LLC–SERIES B,
and DISRUPTIVE TECHNOLOGY
SOLUTIONS XVI, LLC–SERIES C,

Plaintiffs,

v.

JUUL LABS, INC. and JL TAO LLC,

Defendants.

C.A. No. 2023-1060-NAC

**STIPULATION AND [PROPOSED] ORDER REGARDING
RESOLUTION OF PLAINTIFFS' MOTION TO COMPEL,
OR IN THE ALTERNATIVE, TO STRIKE**

WHEREAS, on March 13 and March 14, 2024, a two-day trial took place in
this Action;¹

WHEREAS, an Independent Director of JLI, David Barse, testified at trial;

WHEREAS, on March 22, 2024, Plaintiffs filed a Motion to Compel, or in the

¹ Unless otherwise defined herein, capitalized terms have the meanings set forth in the Pre-Trial Stipulation and Order (D.I. 234). The trial transcript is cited as “[Last Name] Tr. ___.”

Alternative, to Strike (“Motion”) (D.I. 261);

WHEREAS, briefing on Plaintiffs’ Motion was completed on April 19, 2024 (D.I. 270, 271, 274); and

WHEREAS, the parties have conferred regarding a potential resolution of Plaintiffs’ Motion that would avoid burdening the Court;

IT IS HEREBY STIPULATED AND AGREED, by and between the Parties, subject to the approval of the Court, as follows:

1. The following designated trial testimony of Barse will be stricken from the record of this Action: Barse Tr. 367:8-24, 372:7-375:24, 378:4-16, and 381:8-15.

2. The Parties will not make any arguments concerning, or rely on, any of the following:

- (i) The Independent Committee’s interpretation of the contractual requirements for a Qualified Financing;
- (ii) The Independent Committee’s application of any contractual requirements for a Qualified Financing to the facts in this Action; and
- (iii) The Independent Committee’s consideration of whether the Transaction constituted a Qualified Financing or any determination

by the Independent Committee that the Transaction constituted a Qualified Financing.

3. For the avoidance of doubt, the Parties' agreement set forth in this Stipulation is without prejudice to Defendants' ability to assert that the Independent Committee approved the Transaction with a view to the benefits of a Qualified Financing; however, Defendants will not argue that the Court should conclude that the Transaction is a Qualified Financing because of that fact.

4. Nothing in this Stipulation precludes the Parties from (i) making arguments or introducing evidence concerning the Independent Committee's negotiation and approval of the Transaction, or (ii) citing, referring to, or relying on the Guggenheim JUUL Discussion Materials Slide Deck, dated October 10, 2023 (JX-1087).

5. Plaintiffs' Motion is hereby deemed withdrawn.

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Dated: May 6, 2024

SO ORDERED, this ____ day of _____, 2024.

Vice Chancellor Nathan A. Cook