



GRANTED WITH MODIFICATIONS

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Transaction ID 7831794
Case No. 2024-0221-LWW



EXHIBIT A

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE INTERPRIVATE
ACQUISITION CORP.
STOCKHOLDER LITIGATION

CONSOLIDATED
C.A. No. 2024-0221-LWW

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

WHEREAS, the parties have made an application, pursuant to Court of Chancery Rule 23(f), 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 dated December 6, 2024 (“Stipulation”), as amended April 28, 2025 (the “Stipulation”), entered into by and among (i) Plaintiffs Louis Smith and Todd Katz (the “Plaintiffs”), on behalf of themselves and the Class (as defined herein), (ii) Defendants Ahmed M. Fattouh, Brandon C. Bentley, Jeffrey A. Harris, Pietro Cinquegrana, Matthew Lockett, Alan Pinto, Brian Q. Pham, Minesh K. Patel, Soroush Salehian Dardashti, Mina Rezk, InterPrivate Acquisition Management LLC, InterPrivate LLC (collectively, the “Defendants,” and together with Plaintiffs, the “Parties,” and each a “Party”), (iii) and non-party Aeva Technologies, Inc. (“Aeva” or the “Company”); 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 and the Company 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. The Court has jurisdiction over the subject matter of the Action, and all matters relating to the Settlement of the Action, as well as personal jurisdiction over all of the Parties, the Company, and each of the Class Members (as defined below).

3. 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 Rules 23(a), 23(b)(1), and 23(b)(2), consisting of the following class (the “Class”):

All record and beneficial holders of InterPrivate Acquisition Corp. (“InterPrivate”) Class A common stock owned by Class Members immediately after the Redemption Deadline (March 9, 2021) that were not submitted for redemption in connection with the Merger, who purchased, acquired, or held such securities at any time between August 16, 2019 and March 12, 2021, and continued to hold redeemable

common stock on March 9, 2021, but excluding: (a) Defendants; (b) members of the immediate family of any Individual Defendant; (c) any person who was an officer, director, or partner of any Defendant during the Class Period 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 Period, a controlling interest; (f) affiliates, heirs, estates, trusts, successors, or assigns of any such excluded persons or entities; and (g) accounts that held Aeva, Inc. (“Legacy Aeva”) or InterPrivate stock for the benefit of any such excluded persons or entities.

4. For purposes of Settlement only, the Plaintiffs shall be provisionally certified as the representatives of the Class, and Grant & Eisenhofer P.A., Robbins Geller Rudman & Dowd LLP, and Robbins LLP (“Plaintiffs’ Counsel”) shall be designated Class counsel.

5. For purposes of the Settlement only, the Court preliminarily finds that: (a) the members of the Class (collectively, the “Class Members”) are so numerous that their joinder in the Action would be impracticable; (b) there are questions of law and fact common to the Class; (c) the claims of Plaintiffs are typical of the claims of the Class; (d) 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; (e) 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 as against Defendants would influence the disposition of any pending or future identical suits, actions, or proceedings brought by other Class

Members; and (f) 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.

6. A hearing (the “Settlement Hearing”) shall be held on _____, 2025 at _____ .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, among other things:

a. determine whether to finally certify the Class for settlement purposes only, pursuant to Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2);

b. determine whether Plaintiffs and Plaintiffs’ Counsel have adequately represented the Class, and whether Plaintiffs should be finally appointed as Class representatives for the Class and Plaintiffs’ Counsel should be finally appointed as counsel for the Class;

c. determine whether the proposed Settlement should be approved as fair, reasonable, and adequate to the Class and in the best interests of the Class;

d. determine whether the Action should be dismissed with prejudice and the Releases provided under the Stipulation should be granted;

e. determine whether the Order and Final Judgment approving the Settlement should be entered;

f. determine whether the proposed Plan of Allocation of the Net Settlement Fund is fair and reasonable, and should therefore be approved;

g. determine whether and in what amount any Fee and Expense Award should be paid to Plaintiffs' Counsel out of the Settlement Fund and whether and in what amount any representative party award to each named Plaintiff should be paid out of the Fee and Expense Award;

h. hear and rule on any objections to the Settlement, the proposed Plan of Allocation, and/or Plaintiffs' Counsel's application for any Fee and Expense Award; and

i. consider any other matters that may properly be brought before the Court in connection with the Settlement.

7. The Court reserves the right to adjourn the Settlement Hearing or any adjournment thereof, including the consideration of the application for the Fee and Expense Award, without further notice of any kind other than oral announcement at the Settlement Hearing or any adjournment thereof, and retains jurisdiction over the Action to consider all further applications arising out of or connected with the proposed Settlement.

8. The Court may decide to hold the Settlement Hearing by telephone or videoconference without notice to the Class. If the Court orders that the Settlement Hearing be conducted telephonically or by videoconference, that decision will be posted on the Settlement website, www.InterPrivateStockholderSettlement.com (the “Settlement Website”). Any Class Member (or his, her, or its counsel) who wishes to appear at the Settlement Hearing should consult the Court’s docket and/or the Settlement Website for any change in date, time, or format of the Settlement Hearing.

9. 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 Class, and retains jurisdiction over the Action to consider all further applications arising out of or connected with the proposed Settlement. The Court may approve the Plan of Allocation or a modified plan of allocation at or after the Settlement Hearing, without further notice to Class Members. Further, the Court may render its judgment and order regarding the payment of the Fee and Expense Award at or after the Settlement Hearing, without further notice of any kind.

10. The Court approves AB Data, Ltd. as the Settlement Administrator to provide notice to the Class and administer the Settlement, including the allocation and distribution of the Settlement Fund.

11. The Court approves, in form and content, the Notice of: (I) Pendency and Proposed Settlement and Plan of Allocation; (II) Settlement Hearing; and (III) Request for an Award of Attorneys' Fees and Expenses (the "Notice") attached as Exhibit B to the Stipulation, the Proof of Claim, attached as Exhibit B-1 to the Stipulation (together with the Notice, the "Notice Package"), and the Summary Notice of Pendency and Proposed Class Action Settlement, attached as Exhibit C to the Stipulation (the "Summary Notice"), and finds that the mailing of the Notice Package and publication of the Summary Notice in substantially 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.

12. Not later than five (5) business days after the date of execution of the Stipulation, the Company shall provide to the Settlement Administrator or Plaintiffs' Counsel, at no cost to the Settlement Fund, Plaintiffs' Counsel, or the Settlement Administrator, the Securities Transfer Records, in an electronically-searchable form, such as Microsoft Excel, and an allocation report, "chill" report, or such other report generated by DTC providing, for each relevant DTC Participant, the participant's "DTC number," the relevant number of shares of InterPrivate Class A Common Stock, and the address or other contact information used to communicate with the appropriate representatives of each such DTC Participant; and (ii) within twenty (20)

business days after the date of execution of the Stipulation, provide, or cause to be provided, to Plaintiffs' Counsel or the Settlement Administrator in an electronically searchable form, such as Microsoft Excel, the Securities Transfer Records for Redeeming Stockholders.

13. Not later than twenty-one (21) calendar days from the date of entry of this Order (the "Notice Date"), the Settlement Administrator shall cause to be mailed, by first class U.S. mail, postage prepaid, or other mail service if mailed outside the United States, the Notice Package to each Class Member at their last known mailing address appearing in the Securities Transfer Records. All record holders of stock who hold such stock on behalf of beneficial owners and who receive the Notice Package shall be requested to forward the Notice Package promptly to such beneficial owners. Such Notice Package shall be forwarded by electronic means to the extent practicable, though physical notice may be provided upon request of the beneficial owner. Upon full compliance with this Order, such nominees may seek reimbursement of their reasonable expenses actually incurred in complying with this Order (as described in the Notice) by providing the Settlement Administrator with proper documentation supporting the expenses for which reimbursement is sought.

14. Not later than the Notice Date, the Settlement Administrator shall cause the Stipulation and the Notice to be posted on the Settlement Website,

www.InterPrivateStockholderSettlement.com, from which copies of the Notice Package and the Stipulation may be downloaded.

15. Not later than ten (10) business days after the Notice Date, Plaintiffs' Counsel or the Settlement Administrator shall cause the Summary Notice, substantially in the form attached as Exhibit C to the Stipulation, to be published in *The Wall Street Journal* and over the *PR Newswire*.

16. Within ninety (90) calendar days after such time as set by the Court to mail the Notice Package to Class Members, in order to maximize potential recovery, each Person claiming to be a Class Member shall be required to submit to the Settlement Administrator a completed Proof of Claim and Release, substantially in the form attached to the Stipulation as Exhibit B-1 and as approved by the Court, signed under penalty of perjury and supported by such documents as are specified in the Proof of Claim and Release and as are reasonably available to such Person. Each Proof of Claim and Release shall be deemed to have been submitted when legibly postmarked (if properly addressed and postmarked) or received (if submitted online or via mail without postmark). Any Proof of Claim and Release submitted in any other manner shall be deemed to have been submitted when it was actually received by the Settlement Administrator at the address designated in the Notice.

17. All Notice Costs and Administration Costs shall be paid in accordance with the Stipulation without further order of the Court.

18. The Settlement Administrator is authorized and directed to prepare any tax returns and any other tax reporting form for or in respect of the Settlement Fund, to pay from the Settlement Fund any Taxes and Tax Expenses owed with respect to the Settlement Fund, and to otherwise perform all obligations with respect to Taxes and Tax Expenses and any reporting or filings in respect thereof without further order of the Court in a manner consistent with the provisions of the Stipulation.

19. At least seven (7) calendar days prior to the date of the Settlement Hearing, Plaintiffs shall file with the Court proof of mailing of the Notice Package and publication of the Summary Notice.

20. The Settlement Fund that will be held in the Escrow Account shall be deemed and considered to be in *custodia legis* of the Court, and shall remain subject to the exclusive jurisdiction of the Court, until such time as the Settlement Fund is distributed pursuant to the Stipulation, the Plan of Allocation, and/or further order(s) of the Court.

21. Unless the Court orders otherwise, any Class Member may enter an appearance in the Action, at the Class Member's own expense, individually or through counsel of the Class Member's own choice, by filing with the Register in Chancery and delivering a notice of appearance to Plaintiffs' Counsel, Defendants' Counsel, and counsel for the Company, at the addresses set forth in Paragraph 22 below, such that it is received no later than fifteen (15) business days prior to the

Settlement Hearing, or as the Court may otherwise direct. Any Class Member who does not enter an appearance will be represented by Plaintiffs' Counsel, and shall be deemed to have waived and forfeited any and all rights the Class Member may otherwise have to appear separately at the Settlement Hearing.

22. Any Class Member may file a written objection to the Settlement, the proposed Plan of Allocation, and/or Plaintiffs' Counsel's application for the Fee and Expense Award (an "Objector"), if the Class Member has any cause why the proposed Settlement, Plan of Allocation, and/or the application for the Fee and Expense Award should not be approved; provided, however, that, unless otherwise directed by the Court for good cause shown, no Objector shall be heard or entitled to contest the approval of the terms and conditions of the proposed Settlement, the Plan of Allocation, and/or the application for the Fee and Expense Award unless that person or entity has filed a written objection with the Register in Chancery, Court of Chancery of the State of Delaware, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware, 19801, and served (electronically by File & ServeXpress, by hand, by first class U.S. mail, or by express service) copies of the objection upon each of the following counsel at the following mailing addresses such that it is received no later than fifteen (15) business days prior to the Settlement Hearing, with copies also emailed to the following counsel:

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Defendants' Counsel

Counsel for the Parties and the Company are directed to promptly furnish each other with copies of any and all objections that might come into their possession.

23. Any objections must: (i) identify the case name and civil action number, “*In re InterPrivate Acquisition Corp Stockholder Litigation*, C.A. No. 2024-0221-LWW”; (ii) state the name, address, and telephone number of the Objector and, if represented by counsel, the name, address, and telephone number of the Objector’s counsel; (iii) be signed by the Objector; (iv) contain a specific, written statement of the objection(s) and the specific reason(s) for the objection(s), including any legal and evidentiary support the Objector wishes to bring to the

Court's attention, and if the Objector has indicated that he, she, or it intends to appear at the Settlement Hearing, the identity of any witnesses the Objector may call to testify and any exhibits the Objector intends to introduce into evidence at the Settlement Hearing; (v) include documentation sufficient to prove that the Objector is a member of the Class; and (vi) identify all other class action settlements in which you or your counsel have filed objections in the past five years. Documentation establishing that an Objector is a member of the Class must consist of copies of monthly brokerage account statements or an authorized statement from the Objector's broker containing the transactional and holding information found in an account statement during the Class Period. Plaintiffs' Counsel may request that the Objector submit additional information or documentation sufficient to prove that the objector is a Class Member.

24. Any Person who fails to object in the manner described above shall be deemed to have waived the right to object (including any right of appeal) and shall be forever barred from raising any objection in the Action or otherwise contesting the Settlement, the Plan of Allocation, or the application for the Fee and Expense Award in the Action, and will otherwise be bound by the Order and Final Judgment to be entered and the releases to be given. Class Members who do not object need not appear at the Settlement Hearing or take any other action to indicate their approval.

25. Plaintiffs shall file and serve their opening brief in support of the Settlement and the Fee and Expense Award no later than thirty (30) business days prior to the Settlement Hearing. No later than five (5) business days prior to the Settlement Hearing, the Parties and the Company may file any reply in response to any objections to the Settlement, Plaintiffs may file any reply in response to any objections to the Plan of Allocation, and Plaintiffs' Counsel may file any reply in response to any objections to their application for the Fee and Expense Award.

26. 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.

27. 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 or the Company 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 and the Company; or (c) the Court approves the Settlement proposed in the Stipulation or any amendment thereto approved by all of the Parties and the Company, 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 or the Company, who shall be restored in all respects to their respective positions immediately prior to the agreement in principle reached on July 2, 2024, as provided in and subject to the terms of the Stipulation. For purposes of this provision, a disallowance, modification, or reversal of the fees and/or expenses sought by Plaintiffs or Plaintiffs' Counsel shall not be deemed a disapproval, modification, or reversal of the Settlement or the Order and Final Judgment.

28. 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 Party 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 Class, or any present or former stockholders of the Company, or any other person, has suffered any damage attributable in any manner to any Released Party. 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.

29. 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 Class, and anyone acting or purporting to act on behalf of, in the stead of, as a representative of, or derivatively for, any Class Member, are hereby barred and enjoined from asserting, commencing, pursuing, prosecuting, assisting, instigating, maintaining, or in any way participating in any action asserting any of Plaintiffs' Released Claims against any of Defendants' Released Parties.

30. The Court may, for good cause, extend any of the deadlines set forth in this Order without further notice to Class Members.

Vice Chancellor Lori W. Will

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

Court: DE Court of Chancery Civil Action

Judge: Lori W. Will

**File & Serve
Transaction ID:** 76169336

Current Date: May 23, 2025

Case Number: 2024-0221-LWW

Case Name: CONS W/(2024-0598)IN RE Interprivate Acquisition Corp. Stockholder Litigation

**Court Authorizer
Comments:**

The Settlement Hearing will be held on September 12, 2025 at 1:30 p.m. at the Leonard L. Williams Justice Center.

/s/ Judge Lori W. Will