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Transaction ID 65770775
~~Case No. 2020-0385-SG~~



THE COURT OF CHANCERY OF THE STATE OF DELAWARE

FORESCOUT TECHNOLOGIES, INC.,)

Plaintiff and)

Counterclaim Defendant,)

v.)

C.A. No. 2020-0385-SG

FERRARI GROUP HOLDINGS, L.P. and)

FERRARI MERGER SUB, INC.,)

Defendants and)

Counterclaim Plaintiffs.)

**STIPULATION AND [PROPOSED] ORDER
LIFTING TEMPORARY RESTRAINING ORDER
AND DISMISSING ACTION WITH PREJUDICE**

WHEREAS, on February 6, 2020, Plaintiff Forescout Technologies, Inc. (“Plaintiff” or “Forescout”) and Defendants Ferrari Group Holdings, L.P. (“Ferrari Group”) and Ferrari Merger Sub, Inc. (“Ferrari Sub”) (collectively “Defendants”) entered into an Agreement and Plan of Merger (the “Merger Agreement”) providing for the merger of Ferrari Sub with and into Forescout, with Forescout surviving as a wholly-owned subsidiary of Ferrari Group, an affiliate of Advent International Corporation (the “Merger”);

WHEREAS, on May 19, 2020, Plaintiff filed a Verified Complaint for breach of contract, declaratory judgment, and specific performance against Defendants (the “Complaint”);

WHEREAS, on May 20, 2020, Plaintiff filed a motion for a temporary restraining order and for expedited proceedings;

WHEREAS, on May 26, 2020, the parties stipulated to, and the Court entered, a Temporary Restraining Order (the “TRO”);

WHEREAS, on May 30, 2020, Defendants filed an answer to the Complaint and also filed Verified Counterclaims (the “Counterclaims”) for breach of contract and declaratory judgment against Plaintiff;

WHEREAS, on June 5, 2020, Plaintiff filed its reply to the Counterclaims; and

WHEREAS, the parties have conferred and determined to jointly request that the Court lift the TRO pursuant to paragraph 4 of the Court’s order entering the TRO and to dismiss the above-captioned action, including the Complaint and Counterclaims, with prejudice;

IT IS HEREBY STIPULATED AND AGREED, by and between the parties to the above-captioned action, subject to the approval of the Court, as follows:

1. The TRO is vacated and no longer remains in effect.
2. The above-captioned action is dismissed with prejudice pursuant to Court of Chancery Rules 41(a)(1)(ii) and (c), including any and all claims and counterclaims brought by the parties in this action, with each party bearing its own fees and costs.

Dated: July 15, 2020

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IT IS SO ORDERED, this _____ day of _____, 2020.

Vice Chancellor Sam Glasscock III

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

Judge: Sam Glasscock

File & Serve

Transaction ID: 65770370

Current Date: Jul 15, 2020

Case Number: 2020-0385-SG

/s/ Judge Sam Glasscock

Notes

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