

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

BUTTONWOOD TREE VALUE)
PARTNERS, L.P., a California Limited)
Partnership and MITCHELL PARTNERS)
L.P., a California Limited Partnership, on)
behalf of themselves and all others similarly)
situated,)

Plaintiffs,)

- against -)

Case No. 9250-VCG)

R.L. POLK & CO., INC., STEPHEN R.)
POLK (individually and on behalf of a)
Defendant Class of similarly situated)
persons), THE ESTATE OF NANCY K.)
POLK, KATHERINE POLK OSBORNE,)
DAVID COLE, RICK INATOME,)
CHARLES MCCLURE, J. MICHAEL)
MOORE, RLP & C HOLDING, INC., RLP)
MERGER CO., STOUT RISIUS ROSS,)
INC., and HONIGMAN MILLER)
SCHWARTZ AND COHN LLP,)

Defendants.)

SCHEDULING ORDER

WHEREAS, the parties in this action have entered into a Stipulation and Agreement of Compromise and Partial Settlement dated June 14, 2024 (the “Stipulation”), which sets forth the terms and conditions for the proposed settlement and resolution of all claims asserted in the Action, subject to review and approval by this Court pursuant to Court of Chancery Rule 23 upon notice to the Class;

NOW, THEREFORE, this 20th day of June 2024, upon application of the parties, IT IS HEREBY ORDERED that:

1. Except for terms otherwise defined in this Scheduling Order, the Court adopts and incorporates the definitions in the Stipulation for purposes of this Scheduling Order.

2. In accordance with the proposed Class definition in the Stipulation, the Court conditionally certifies, for settlement purposes only, a non-opt out Class pursuant to Delaware Court of Chancery Rules 23(a) and 23(b)(1) of all Selling Shareholders and all Tendering Shareholders, with Selling Shareholders being all persons or entities who or which owned shares of common stock of the Company before March 31, 2011 and, during the Class Period (the period from and including March 31, 2011 to and including May 16, 2011), sold some or all of such shares to a third party not knowingly affiliated with or related to the seller in a bona fide transaction for value (but only to the extent of such sales net of any new purchases of common stock of the Company, or reversals of such sales transactions, during the Class Period), and Tendering Shareholders being all persons or entities who had shares of the Company that the Company then acquired in the Self-Tender (to the extent shares were so acquired), all as reflected in the records of the Company, which show such persons as having, collectively, tendered to the Company 34,825 shares of common stock of the Company.

3. In connection with certification of the Class, the Court finds that the Action is a proper one for class treatment pursuant to Delaware Court of Chancery Rules 23(a) and 23(b)(1) in that:

- (a) 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 Plaintiff are typical of claims of the Class;
- (d) Plaintiffs and Plaintiffs' Counsel have fairly and adequately represented the interests of the Class;
- (e) the prosecution of separate actions by individual members of the Class would create a risk of inconsistent adjudications that would establish incompatible standards of conduct for the Settling Defendants; and
- (f) the prosecution of separate actions by individual members of the Class would create a risk of adjudications that, as a practical matter, would be dispositive of the interests of the other members not parties to the individual adjudications or would substantially impair or impede their ability to protect their interests.

4. In connection with certification of the Class, the Court also conditionally appoints Plaintiffs as representatives for the Class and conditionally appoints Plaintiffs' Counsel (Cooch and Taylor, P.A.) as counsel for the Class.

5. The Court appoints Continental DataLogix LLC, as the Settlement Administrator. The Settlement Administrator shall carry out its duties as set forth in the Stipulation and shall in addition establish a website and post on it the Notice and such other materials as are stated in the Notice or ordered by the Court.

6. A Settlement Hearing will be held on October 14, 2024 at 1:00 p.m., in the Court of Chancery of the State of Delaware, 34 The Circle, Georgetown, Delaware 19947 to:

(a) determine whether the Class should be finally certified for settlement purposes pursuant to Delaware Court of Chancery Rules 23(a) and 23(b)(1);

(b) determine whether Plaintiffs and Plaintiffs' Counsel have adequately represented the interests of the Class in the Action;

(c) determine whether the Court should approve the Settlement as fair, reasonable, and adequate and in the best interests of the Class;

(d) determine whether the Action should be dismissed with prejudice by entry of a judgment or judgments pursuant to the Stipulation, releasing the Released Plaintiff Claims and Released Defendant Claims against the respective released parties, and barring and enjoining prosecution of any and all released claims against any and all respective released parties;

(e) consider the application by Plaintiff's Counsel for a Fee and Expense Award, including an Incentive Award to Plaintiffs;

(f) hear and determine any objections to the Settlement, including any objections to the application by Plaintiffs' Counsel for a Fee and Expense Award or an Incentive Award to Plaintiffs; and

(g) rule on such other matters as the Court may deem appropriate.

7. The Court may adjourn and reconvene the Settlement Hearing, or any adjournment thereof, including consideration of the application by Plaintiffs' Counsel for a Fee and Expense Award or an Incentive Award to Plaintiffs, without further notice to Class members other than oral announcement at the Settlement Hearing or any adjournment thereof, a notation on the docket in the Action, and an e-mail by the Settlement Administrator to the e-mail address of any objector. \

8. The Court may approve the Settlement at or after the Settlement Hearing, according to the terms and conditions of the Stipulation, as it may be modified by the parties, without further notice to any person.

9. The Court approves, in form and substance, the Settlement Notice substantially in the form attached as Exhibit C to the Stipulation.

10. The Court finds that the mailing and distribution of the Settlement Notice as set forth in the Stipulation and directed in this Scheduling Order will:

(a) constitute the best notice practicable under the circumstances;

(b) be reasonably calculated, under the circumstances, to apprise

Class members of (i) the pendency of the Action; (ii) the effect of the proposed Settlement (including the releases to be provided); (iii) the application by Plaintiffs' Counsel for a Fee and Expense Award, including an Incentive Award for the named Plaintiffs as Class representatives; (iv) the

right of Class members to object to any aspect of the Settlement, including the application by Plaintiffs' Counsel for a Fee and Expense Award, including an Incentive Award for the named Plaintiffs as Class representatives; and (v) the right of Class members to appear at the Settlement Hearing;

(c) constitute due, adequate, and sufficient notice to all persons and entities entitled to receive notice of the proposed Settlement; and

(d) satisfy the requirements of Delaware Court of Chancery Rule 23 and all other applicable law and rules.

11. Within twenty (20) calendar days of entry of this Scheduling Order, the Defendants shall provide from the documents produced in the Action the most relevant list of Company shareholder names and addresses at the time of the Offer To Purchase and, to the extent they exist in such productions, related Social Security or other tax identification numbers for such shareholders (collectively, the "Shareholder Lists").

12. The Settling Defendants shall make commercially reasonable efforts to cooperate with any requests by Plaintiff's Counsel or the Settlement Administrator to obtain additional information from nominees on the Shareholder Lists as to the identities and contact information for beneficial owners of such shares.

13. The Class Representatives shall make commercially reasonable efforts to inform their professional colleagues who were active in trading in the OTC market in which R.L. Polk common stock was traded during the Class Period of the proposed Settlement.

14. Within 14 calendar days after entry of the Scheduling Order, or 30 days after receipt of the Shareholder Lists, whichever is later, the Settlement Administrator shall cause the Settlement Notice, substantially in the form attached as Exhibit C to the Stipulation and including a Shareholder Information and Successor in Interest Form in substantially the form attached as Exhibit E to the Stipulation, to be mailed by first-class mail to each name appearing on a Shareholder List at the last known address, if any, of such person or entity appearing in the Shareholder Lists. All stockholders of record who were not also the beneficial owners of the shares of common stock held by them of record shall be directed in connection with the Settlement Notice to forward promptly the Settlement Notice to the beneficial owners of those shares. The Settlement Administrator shall use reasonable efforts to give notice to such beneficial owners by

(a) making additional copies of the Notice available to any holder of record who, prior to the Settlement Hearing, requests the same for distribution to beneficial owners, or

(b) mailing additional copies of the Settlement Notice to beneficial owners as reasonably requested by record holders who provide names and addresses for such beneficial owners.

15. In addition to the Settlement Notice, and as part of it, the Settlement Administrator shall include with all such notices mailed to Class members identified as Selling Shareholders a Claim Form in substantially the form attached as Exhibit D to the Stipulation.

16. All costs associated with the Settlement Notice, the Settlement Administrator, or other settlement administration shall be paid from the Settlement Fund in accordance with the Stipulation.

17. At least 21 calendar days before the first scheduled date for the Settlement Hearing, Plaintiffs shall file any opening brief in support of the proposed Settlement and any application for any Fee and Expense Award and Incentive Award, including any supporting affidavit or affidavits.

18. At least ten (10) calendar days before the first scheduled date for the Settlement Hearing, Plaintiffs shall file with the Court proof of mailing of the Settlement Notice.

19. At the Settlement Hearing, any Class member may appear personally or by counsel, and show cause, if any, why the Settlement in accordance with and as set forth in the Stipulation should not be approved as fair, reasonable, and

adequate and in the best interests of the Class; why the Proposed Order and Partial Judgment should not be entered in accordance with and as set forth in the Stipulation; or why the Court should not grant any application for a Fee and Expense Award or Incentive Award; *provided, however*, that unless the Court in its discretion otherwise directs, no Class member, or any other person, shall be entitled to object to any terms or condition of the proposed Settlement, or the Proposed Order and Partial Judgment to be entered thereon, or any Fee and Expense Award or Incentive Award, and no papers, briefs, pleadings, or other documents submitted by any Class member or any other person (excluding a party to the Stipulation) shall be received or considered, except by order of the Court for good cause shown, unless no later than ten calendar days prior to the Settlement Hearing, such person files with the Register in Chancery, the Court of Chancery of the State of Delaware, and serves on the attorneys listed below:

- (a) a written and signed notice of intention to appear, which states the name, address, telephone number, and email address (if available) of the objector and, if represented, his, her, or its counsel;
- (b) documentation evidencing membership in the Class;
- (c) a written and detailed statement of objections to any matter before the Court; and

(d) the grounds therefor or the reasons for wanting to appear and be heard, as well as all documents or writings the Court shall be asked to consider.

These writings must also be served, on or before such filing with the Court, by hand or first-class mail upon the following attorneys:

R. Bruce McNew
Cooch & Taylor, P.A.
The Brandywine Building
1000 N. West Street, Suite 1500
Wilmington, Delaware 19801

Christopher M. Mason
Nixon Peabody LLP
Tower 46
55 West 46th Street
New York, New York 10036

David A. Dorey
Blank Rome LLP
1201 Market Street, Suite 800
Wilmington, Delaware 19801

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

20. Unless the Court orders otherwise, any Class member who or which does not make his, her, or its objection in the manner provided in this Scheduling Order shall:

(a) be deemed to have waived and forfeited his, her, or its right to object, including any right of appeal, to any aspect of the proposed

Settlement, including but not limited to its releases, the Plan of Allocation, any Fee and Expense Award, or any Incentive Award;

(b) be forever barred and foreclosed from objecting to the fairness, reasonableness, or adequacy of the Settlement, any Proposed Order and Partial Judgment entered approving the Settlement, or any Fee and Expense Award or Incentive Award; and

(c) be deemed to have waived and forever barred and foreclosed from being heard, in this or any other proceeding, with respect to any matters concerning the Settlement.

21. Any replies by a Party in response to any objections shall be filed with the Court at least five calendar days before the first scheduled date of the Settlement Hearing.

22. If the Settlement is approved by the Court following the Settlement Hearing, the Court will enter an Order and Partial Final Judgment substantially in the form of Exhibit A to the Stipulation.

23. The Court may extend any of the deadlines set forth in this Order without further notice.

/s/Sam Glasscock III
Vice Chancellor Sam Glasscock III