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EFiled: Dec 11 2024 04:36PM EST
Transaction ID 75201702
Case No. Multi-Case

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

DONALD H. NAU and DONALD W. HANSEN, Plaintiffs, v. PATIENT SQUARE CAPITAL, L.P. and JUSTIN SABET-PEYMAN, Defendants.	C.A. No. 2024-0860-JTL
KEVIN LOUDY, Plaintiff, v. PATIENT SQUARE CAPITAL, L.P. and JUSTIN SABET-PEYMAN, Defendants.	C.A. No. 2024-1163-JTL

STIPULATION AND [PROPOSED] ORDER FOR CONSOLIDATION AND APPOINTMENT OF CO-LEAD PLAINTIFFS, DELAWARE COUNSEL, AND CO-LEAD COUNSEL

Plaintiffs Donald H. Nau, Donald W. Hansen, and Kevin Loudy (together, "Plaintiffs") and Defendants Patient Square Capital, L.P. and Justin Sabet-Peyman (together, "Defendants," and together with Plaintiffs, the "Parties"), hereby stipulate as follows:

WHEREAS, on October 29, 2023, Eargo, Inc. ("Eargo" or the "Company") entered into an Agreement and Plan of Merger (the "Merger Agreement") with affiliates of Patient Square Capital, L.P. ("Patient Square"), pursuant to which on February 16, 2024, Patient Square acquired and privatized Eargo (the "Merger");

WHEREAS, on August 22, 2024, Plaintiffs Donald H. Nau and Donald W. Hansen, by and through their counsel, Wolf Popper LLP ("Wolf Popper") and Cooch and Taylor, P.A., filed in this Court a shareholder class action challenging the Merger and seeking damages (the "Nau and Hansen Action");

WHEREAS, on October 31, 2024, Defendants filed an answer in the Nau and Hansen Action (the "Nau and Hansen Answer");

WHEREAS, on November 13, 2024, Plaintiff Kevin Loudy, by and through his counsel, Kahn Swick & Foti, LLC ("KSF"), filed in this Court a substantially similar shareholder class action challenging the Merger (the "Loudy Action," and together with the Nau and Hansen Action, the "Related Actions");

WHEREAS, the Related Actions involve common questions of law and fact concerning the Defendants' alleged breaches of fiduciary duties, name the same Defendants, contain substantially the same factual allegations, assert substantially similar causes of action, and seek substantially similar relief;

WHEREAS, the Parties agree that the Related Actions should be consolidated in this Court under Court of Chancery Rule 42(a), which permits consolidation of

actions where "actions involving a common question of law or fact are pending before the Court," and the Court "may order all the actions consolidated; and it may make such orders concerning proceedings therein as may tend to avoid unnecessary costs or delay";

WHEREAS, Plaintiffs believe that their appointment as Co-Lead Plaintiffs and the appointment of their respective chosen counsel, Wolf Popper and KSF, as Co-Lead Counsel, and Cooch and Taylor, P.A. as Delaware Counsel, is appropriate to ensure that the Related Actions are prosecuted effectively and efficiently;

WHEREAS, Defendants take no position on the appointment of Co-Lead Plaintiffs or the appointment, powers, or responsibilities of Plaintiffs' Co-Lead Counsel; and

WHEREAS, the Parties have agreed that service of pleadings, motions, discovery requests and any supporting papers thereof, may be effectuated through electronic mail.

THEREFORE, IT IS HEREBY STIPULATED by and between the Parties to these Related Actions, by and through their respective undersigned counsel, and agreed as follows, subject to the approval of the Court:

1. Defendants accept or have previously accepted service of the Complaints in the Related Actions.

2. The above-captioned Actions shall be, and hereby are, consolidated for all purposes into Civil Action No. 2024-0860-JTL (the "Consolidated Action").

3. Defendants are under no obligation or requirement to respond to the Complaint in the Loudy Action. The Complaint in the Nau and Hansen Action is deemed the operative complaint (the "Operative Complaint") and the Nau and Hansen Answer is deemed the operative answer (the "Operative Answer").

4. The Operative Complaint is deemed to be amended to change the reference in paragraph 1 therein from "Eargo Hearing, Inc." to "Eargo, Inc." The Operative Answer is deemed to be amended to reflect that change to paragraph 1 of the Operative Complaint.

5. All documents previously filed in the Related Actions shall be deemed part of the record in the Consolidated Action.

6. All pleadings, discovery, and other documents filed, served, produced, or otherwise provided by any party to any other party in the Consolidated Action shall be produced or provided to all Parties.

7. All deadlines to respond to any written discovery requests previously issued in the Nau and Hansen Action or Loudy Action will be reset upon the entry of this Stipulation. For purposes of calculating such deadlines, all pending discovery requests (including the third-party subpoena directed to Eargo) will be deemed to have been issued on the date that the parties enter this Stipulation with the Court. To

accommodate the winter holidays, Defendants' deadline to respond to Plaintiffs' First Sets of Requests for Production of Documents and Interrogatories directed to Defendants will fall no earlier than January 10, 2024.

8. Any document filed or served in the Consolidated Action shall bear the following caption:

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE EARGO, INC., STOCKHOLDER LITIGATION	CONSOLIDATED C.A. No. 2024-0860-JTL

9. Plaintiffs are appointed Co-Lead Plaintiffs in the Consolidated Action.

10. Wolf Popper and KSF are appointed as Co-Lead Counsel, and Cooch and Taylor, P.A. as Delaware Counsel, in the Consolidated Action.

11. Plaintiffs' Co-Lead Counsel shall set the policy for the prosecution of this litigation, ensure that there is no duplication of effort or unnecessary expense, coordinate the initiation and conduct of discovery proceedings, provide direction, supervision, and coordination of all activities of counsel, and have the authority to negotiate a settlement, subject to approval of Co-Lead Plaintiffs and the Court. Any agreement reached between counsel for Defendants and Plaintiffs' Co-Lead Counsel shall be binding on any other plaintiffs.

12. Plaintiffs' Co-Lead Counsel, in coordination with Delaware Counsel, shall assume the following powers and responsibilities:

a) coordinate and direct the preparation of pleadings;

b) coordinate and direct the briefing and argument of motions;

c) coordinate and direct the conduct of discovery and other pretrial proceedings;

d) coordinate the selection of counsel to act as Plaintiffs' spokesperson at pretrial conferences;

e) call meetings of Plaintiffs' counsel as they deem necessary and appropriate from time to time;

f) conduct any and all settlement negotiations with counsel for Defendants;

g) coordinate and direct the preparation for trial and trial of the Consolidated Action, and delegate work responsibilities to selected counsel as may be required; and

h) coordinate and direct any other matters concerning the prosecution or resolution of the Consolidated Action.

13. Plaintiffs' Co-Lead Counsel shall also be responsible for coordinating all activities and appearances on behalf of plaintiffs and for the dissemination of notices and orders of this Court, as well as for communications to and from this Court. No motion, request for discovery, or other pretrial or trial proceedings shall be initiated or filed by any plaintiff except through Co-Lead Counsel.

14. This Order shall apply to this Consolidated Action and any future filed actions relating to the subject matter of this case (each, a "Subsequent Related

Action"). When a Subsequent Related Action is hereafter filed in this Court, the Court requests the assistance of counsel in calling to the attention of the Court the filing of any case which might properly be consolidated as part of the Consolidated Action, and Co-Lead Counsel are to assist in assuring that counsel in any subsequently filed actions receive notice of this Order.

15. Nothing herein shall be construed as a waiver of any Party's rights or positions in law or in equity, or as a waiver of any defenses that any Party would otherwise have, and the Parties reserve all such rights. Defendants do not waive, and expressly preserve, all potential defenses in the Consolidated Action other than those related to insufficient service of process or insufficient process.

Dated: December 11, 2024

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SO ORDERED this _____ day of December, 2024.

J. Travis Laster, Vice Chancellor

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

Court:	DE Court of Chancery Civil Action
Judge:	Multi-Case
File & Serve Transaction ID:	75201311
Current Date:	Dec 11, 2024
Case Number:	Multi-Case
Case Name:	Multi-Case
Court Authorizer:	J Travis Laster

Court Authorizer Comments:

The court may revisit the stipulated leadership structure for good cause shown.

/s/ Judge J Travis Laster

Multi-Case Filing Detail: The document above has been filed and/or served into multiple cases, see the details below including the case number and name.

Transaction Details

Court: DE Court of Chancery Civil Action	**Document Type:** Order
Transaction ID: 75201702	**Document Title:** Granted (Stipulation and [Proposed] Order for Consolidation and Appointment of Co-Lead Plaintiffs, Delaware Counsel, and Co-Lead Counsel)

Submitted Date & Time: Dec 11 2024 4:36PM

Case Details

Case Number	Case Name
2024-0860-JTL	Donald H. Nau et al. v. Patient Square Capital, LP et al.
2024-1163-JTL	CONF/Kevin Loudy v. Patient Square Capital, L.P. et al.