

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

ALLEGRA MORGADO, Derivatively on
Behalf of Nominal Defendant TORRID
HOLDINGS INC.,

Plaintiff,

vs.

LISA HARPER, ELIZABETH MUÑOZ,
STEFAN L. KALUZNY, DARY KOPELIOFF,
THEOPHIUS KILLION, VALERIA RICO
NIKOLOV, MICHAEL SHAFFER, and
GEORGE WEHLITZ,

Defendants,

and

TORRID HOLDINGS INC.,

Nominal Defendant.

Case No.: 1:23-cv-00996-GBW

**JOINT STIPULATION AND
[PROPOSED] ORDER REGARDING
SERVICE, CONSOLIDATING
RELATED SHAREHOLDER
DERIVATIVE ACTIONS, AND
APPOINTING CO-LEAD COUNSEL**

NICOLE LONG, Derivatively on Behalf of
Nominal Defendant TORRID HOLDINGS
INC.,

Plaintiff,

v.

LISA HARPER, ELIZABETH MUÑOZ,
STEFAN L. KALUZNY, DARY KOPELIOFF,
THEOPHIUS KILLION, VALERIA RICO
NIKOLOV, MICHAEL SHAFFER, and
GEORGE WEHLITZ,

Defendants,

and

TORRID HOLDINGS INC.,

Nominal Defendant.

Case No. 1:23-cv-01084-GBW

**JOINT STIPULATION AND [PROPOSED] ORDER REGARDING SERVICE,
CONSOLIDATING RELATED SHAREHOLDER DERIVATIVE ACTIONS, AND
APPOINTING CO-LEAD COUNSEL**

Pursuant to Rule 42(a) of the Federal Rules of Civil Procedure (“Rule 42(a)”), Plaintiff Allegra Morgado (“Plaintiff Morgado”), Plaintiff Nicole Long (“Plaintiff Long”) (collectively “Plaintiffs”), nominal defendant Torrid Holdings Inc. (“Torrid”), and defendants Lisa Harper, Elizabeth Muñoz, Stefan L. Kaluzny, Dary Kopelioff, Theophilius Killion, Valeria Rico Nikolov, Michael Shaffer, and George Wehlitz (collectively, and with Torrid, “Defendants,” and with Plaintiffs, the “Parties”) jointly submit this stipulation to consolidate the above captioned shareholder derivative actions (“Stipulation”) and in support thereof state as follows:

WHEREAS, on September 8, 2023, Plaintiff Morgado commenced a shareholder derivative action on behalf of Torrid against Defendants alleging, among other things, violations of federal law and breaches of fiduciary duty (the “*Morgado Action*”);

WHEREAS, on October 2, 2023, Plaintiff Long commenced a shareholder derivative action on behalf of Torrid against Defendants alleging, among other things, violations of federal law and breaches of fiduciary duty based upon the same facts and misconduct underlying the *Morgado Action* (the “*Long Action*” and collectively with the *Morgado Action*, the “Derivative Actions”);

WHEREAS, the Derivative Actions challenge substantially the same alleged conduct by the same Company directors and executive officers, involve substantially the same questions of law and fact, and are based on the same factual allegations;

WHEREAS, the Parties agree that the Derivative Actions should be consolidated for all purposes, including pre-trial proceedings and trial, into a single consolidated action (hereinafter referred to as the “Consolidated Derivative Action”), in order to avoid duplication of effort and potentially conflicting results, and to conserve party and judicial resources;

WHEREAS, in order to realize the efficiencies made possible by consolidation of the Derivative Actions, Plaintiffs agree that Rigrodsky Law, P.A. and The Rosen Firm, P.A., the respective resumes of which are attached hereto as Exhibits A and B, shall be designated as Co-Lead Counsel representing plaintiffs in the Consolidated Derivative Action;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by the Parties hereto, through their undersigned counsel, as follows:

1. Defendants hereby accept service of the complaints filed in the Derivative Actions to the extent that such service has not already been effectuated.
2. The Derivative Actions are hereby consolidated for all purposes, including pre-trial proceedings and trial, into the Consolidated Derivative Action.
3. Every pleading filed in the Consolidated Derivative Action, or in any separate action later consolidated with this action, shall bear the following caption:

UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE

IN RE TORRID HOLDINGS INC.)	
STOCKHOLDER DERIVATIVE)	Lead Case No. 1:23-cv-00996-GBW
LITIGATION)	
_____)	
This Document Relates To:)	(Consolidated with Case No 1:23-cv-
)	01084-GBW)
ALL ACTIONS.)	
_____)	

4. The files of the Consolidated Derivative Action shall be maintained in one file under Master File No. 1:23-cv-00996-GBW. All documents previously filed and/or served in the Derivative Actions shall be deemed a part of the record in the Consolidated Derivative Action.

5. This Order shall apply to each purported derivative action arising out of the same or substantially the same transactions or events as the Consolidated Derivative Action that is subsequently filed in, removed to, or transferred to this Court. When a case which properly belongs

as part of *In re Torrid Holdings Inc. Stockholder Derivative Litigation*, Lead Case No. 1:23-cv-00996-GBW, is hereafter filed in, remanded to, or transferred to this Court, counsel for the Parties shall call such filing, remand, or transfer to the attention of the Clerk of the Court for purposes of moving the Court for an order consolidating such case(s) with *In re Torrid Holdings Inc. Stockholder Derivative Litigation*, Lead Case No. 1:23-cv-00996-GBW. Unless otherwise ordered, the terms of all orders, rulings, and decisions in the Consolidated Action shall apply to all later shareholder derivative actions filed in this Court, removed to this Court, reassigned to this Court, or transferred to this Court from another court.

6. Co-Lead Counsel for plaintiffs for the conduct of the Consolidated Derivative Action shall be:

RIGRODSKY LAW, P.A.
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7. Plaintiffs' Co-Lead Counsel shall have the sole authority to speak for Plaintiffs in all matters regarding pre-trial procedure, trial, and settlement negotiations and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

8. Co-Lead Counsel shall be responsible for coordinating all activities and

appearances on behalf of Plaintiffs. No motion, request for discovery, or other pre-trial or trial proceedings will be initiated or filed by any plaintiffs except through Co-Lead Counsel.

9. Defendants' counsel may rely upon all agreements made with Co-Lead Counsel, or other duly authorized representative of Co-Lead Counsel, and such agreements shall be binding on all plaintiffs. Defendants otherwise take no position on the appointment of Co-Lead Counsel.

10. Within thirty (30) days of entry of this Order, the Parties shall submit to the Court a proposal regarding next steps in the Consolidated Action. Defendants are not required to answer or otherwise respond to the respective complaints filed in the Consolidated Action until the deadline set forth in the Court's order on the Parties' proposal. Defendants reserve all rights with respect to the complaints and the Consolidated Action, including arguments regarding the sufficiency of Plaintiffs' allegations and scheduling, and nothing herein shall be construed as a waiver of such rights and arguments.

11. Pursuant to Fed. R. Civ. P. 5(b)(2)(E)-(F), service by e-mail transmission shall be permitted in addition to service via ECF notification. For non-CM/ECF participants, service shall be deemed effective upon transmission of e-mail.

Dated: December 1, 2023

RIGRODSKY LAW, P.A.

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Counsel for Plaintiff Allegra Morgado

Dated: December 1, 2023

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Counsel for Nicole Long

Dated: December 1, 2023

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Rico Nikolov, Michael Shaffer, and George
Wehlitz*

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SO ORDERED this _____ day of _____, 2023.

The Honorable Gregory B. Williams
United States District Court Judge