

UNITED STATES DISTRICT COURT
DISTRICT OF KANSAS

SHIVA STEIN, Derivatively on Behalf of
COMPASS MINERALS INTERNATIONAL, INC.,

Plaintiff,

vs.

KEVIN S. CRUTCHFIELD, RICHARD P.
DEALY, EDWARD C. DOWLING, JR., ERIC
FORD, GARETH JOYCE, MELISSA M. MILLER,
JOSEPH E. REECE, LORI A. WALKER, PAUL S.
WILLIAMS, AMY J. YODER, FRANCIS J.
MALECHA, JAMES D. STANDEN, and
ANTHONY J. SEPICH,

Defendants,

and

COMPASS MINERALS INTERNATIONAL, INC.,

Nominal Defendant.

Lead Case No. 23-cv-2038-EFM-ADM

(Consolidated with *Morelli v. Malecha*,
Case No. 24-cv-2495-EFM-ADM)

[Caption continued on following page]

FABRIZIO MORELLI, Derivatively on Behalf of
COMPASS MINERALS INTERNATIONAL, INC.,

Plaintiff,

vs.

FRANCIS J. MALECHA, JAMES D. STANDEN,
ANTHONY J. SEPICH, KEVIN S.
CRUTCHFIELD, RICHARD P. DEALY,
EDWARD C. DOWLING, JR., ERIC FORD,
GARETH JOYCE, MELISSA M. MILLER,
JOSEPH E. REECE, LORI A. WALKER, PAUL S.
WILLIAMS, AMY J. YODER, VALDEMAR L.
FISCHER, RICHARD S. GRANT, DAVID J.
D'ANTONI, and ALLAN R. ROTHWELL,

Defendants,

and

COMPASS MINERALS INTERNATIONAL, INC.,

Nominal Defendant.

Case No. 24-2495-EFM-ADM

ORDER AND FINAL JUDGMENT

WHEREAS, a Stipulation and Agreement of Settlement (the “Stipulation”) was made and entered into as of July 14, 2025, by and among: (i) plaintiffs Shiva Stein (“Plaintiff Stein”) and Fabrizio Morelli (“Plaintiff Morelli”) (collectively, the “Plaintiffs”), in the above-captioned shareholder derivative actions (the “Derivative Actions”),¹ brought derivatively on behalf of Compass Minerals International, Inc. (“Compass” or the “Company”); (ii) nominal defendant Compass; and (iii) individual defendants Kevin S. Crutchfield, Richard P. Dealy, Edward C.

¹ The Derivative Actions were consolidated “for the purposes of the discovery phase of the actions” and the action captioned *Stein v. Crutchfield et al.*, Case No. 23-cv-2038-EFM-ADM (the “Stein Action”) was designated as the lead case. *Stein Action*, Doc. 25.

Dowling, Jr., Eric Ford, Gareth Joyce, Melissa M. Miller, Joseph E. Reece, Lori A. Walker, Paul S. Williams, Amy J. Yoder, Francis J. Malecha, James D. Standen, Anthony J. Sepich, Valdemar L. Fischer, Richard S. Grant, David J. D'Antoni, and Allan R. Rothwell (the "Individual Defendants," and together with Compass, the "Defendants," and together with Compass and the Plaintiffs, the "Parties"), which sets forth the terms and conditions of the proposed settlement of the Derivative Actions, subject to review and approval by this Court pursuant to Rule 23.1 of the Federal Rules of Civil Procedure upon notice to Current Compass Stockholders (as defined in the Stipulation);

WHEREAS, by order dated August 15, 2025 (the "Preliminary Approval Order"), the Court (a) preliminarily approved the Settlement; (b) ordered that notice of the proposed Settlement be provided to Compass shareholders; (c) provided Compass shareholders with the opportunity to object to the proposed Settlement and Plaintiffs' Counsel's application for an award of attorneys' fees and litigation expenses (the "Fee and Expense Amount"); and (d) scheduled a hearing regarding final approval of the Settlement;

WHEREAS, the Court conducted a hearing on October 14, 2025, to consider, among other things, (a) whether the proposed Settlement on the terms and conditions provided for in the Stipulation is fair, reasonable, and adequate to Compass and its shareholders, and should be approved by the Court; (b) whether a judgment should be entered dismissing the claims in the Action with prejudice; and (c) whether the Plaintiffs' Counsel's Fee and Expense Amount should be approved; and

WHEREAS, it appearing that due notice of the terms of the Settlement and the Settlement Hearing has been given in accordance with the Preliminary Approval Order, the Parties having appeared by their respective attorneys of record, the Court having heard and considered the

submissions presented in support of the proposed Settlement, the opportunity to be heard having been given to all other persons requesting to be heard in accordance with the Preliminary Approval Order, and the Court having determined that notice of the proposed Settlement was adequate and sufficient, and the entire matter of the proposed Settlement having been heard and considered by the Court;

IT IS HEREBY ORDERED, this 17th day of October, 2025 that:

1. Unless otherwise defined herein, all capitalized terms shall have the same meanings as set forth in the Stipulation and Preliminary Approval Order.
2. The Court has jurisdiction over the subject matter of the Derivative Actions, as well as personal jurisdiction over all of the Parties to the Derivative Actions.
3. The Parties and all Current Compass Stockholders, as well as their transferees, heirs, executors, successors, and assigns, are bound by this Order and Final Judgment (the “Judgment”).
4. The Court finds that notice of the proposed Settlement has been provided to Current Compass Stockholders pursuant to and in the manner directed by the Preliminary Approval Order, proof of the Summary Notice and Long Form Notice were filed with the Court, and full opportunity to be heard has been and means of publishing the Summary Notice and Long Form Notice were the best practicable under the circumstances and were given in full compliance with the requirements of Rule 23.1 of the Federal Rule of Civil Procedure, the United States Constitution (including the Due Process Clause), and all other applicable law and rules, and that all Current Compass Stockholders, as well as their transferees, heirs, executors, successors, and assigns, are bound by this Judgment.

5. Based on the record in the Action, each of the provisions of Rule 23.1 of the Federal Rules of Civil Procedure have been satisfied, and the Derivative Actions have been properly maintained according to the provisions of Rule 23.1.

6. The Court finds that the Settlement is fair, reasonable, adequate, and in the best interests of Compass and Current Compass Stockholders.

7. Pursuant to Rule 23.1 of the Federal Rules of Civil Procedure, this Court fully and finally approves the Settlement in all respects, and the Parties are directed to consummate the Settlement in accordance with the terms of the Stipulation. The Clerk of the Court is directed to enter and docket this Judgment.

8. The Court hereby dismisses the Derivative Actions with prejudice as to the Released Parties. The foregoing dismissal is without fees or costs, except as otherwise provided in Paragraph 11 below or as otherwise provided in the Stipulation or the Preliminary Approval Order.

9. Upon the Effective Date, Shareholders, the Company, the Current Compass Stockholders, the Defendants, and all of their respective successors-in-interest, predecessors, representatives, trustees, executors, administrators, heirs, assigns or transferees, immediate and remote, and any person or entity acting for or on behalf of, or of this Judgment shall have, completely discharged, dismissed with prejudice on the merits, released and settled, to the fullest extent permitted by law, the Released Claims (including Unknown Claims) against the Released Persons.

10. Upon the Effective Date, the Parties and Compass stockholders (solely in their capacity as Compass stockholders) shall be forever barred and enjoined from commencing, instituting, prosecuting, or continuing to prosecute any of the Released Claims against any of the Released Persons as set forth in and in accordance with the terms of the Stipulation.

11. The Court hereby approves Plaintiffs' Counsel Fee and Expense Amount (in the sum of \$1,400,000), which the Court finds to be fair and reasonable, to be paid in accordance with the terms of the Stipulation.

12. The Court hereby approves Plaintiffs' Service Awards (in the sum of \$2,000 to be paid to each Plaintiff), in recognition of their participation and efforts in the prosecution of the Derivative Actions, to be awarded from the Fee and Expense Amount. The Court finds that the Service Awards are fair and reasonable.

13. No proceedings or Court order with respect to any Fee and Expense Amount shall in any way disturb or affect this Judgment (including precluding the Judgment from being Final or otherwise being entitled to preclusive effect), and any such proceedings or Court order shall be considered separate from this Judgment.

14. The Parties are hereby authorized, without further approval from the Court, to agree to adopt such amendments, modifications, and expansions of the Stipulation that are consistent with this Judgment and the Stipulation and that do not materially limit the rights of the Parties or Current Compass Stockholders under the Stipulation.

15. Nothing in this Judgment shall in any way impair or restrict the rights of any Party to enforce the terms of the Stipulation.

16. Neither this Judgment, nor the Settlement, nor any act or omission in connection therewith shall be deemed or argued to be evidence of or to constitute an admission or concession by: (a) the Defendants as to (i) the truth of any fact alleged by Plaintiffs, (ii) the validity of any claims or other issues raised, or which might be or might have been raised, in the Action or in any other litigation, (iii) the deficiency of any defense that has been or could have been asserted in the Derivative Actions or in any litigation, or (iv) any wrongdoing, fault, or liability of any kind by

any of them, which each of them expressly denies; or (b) Plaintiffs that any of their claims are without merit, that any of the Defendants or Released Persons had meritorious defenses, or that damages or other relief recoverable in the Derivative Actions would not have exceeded the terms of the Settlement. The Parties or any Released Persons may file the Stipulation and/or this Judgment in any action that has been or may be brought against them in order to support a claim or defense based on principles of res judicata, collateral estoppel, release, good faith settlement, judgment bar or reduction, or any other theory of claim preclusion or issue preclusion or similar defense or counterclaim or in connection with any insurance litigation.

17. In the event that the Settlement is terminated or the Effective Date otherwise fails to occur for any other reason, then (i) the Settlement and the Stipulation (other than Section II(E) and Paragraph 5.3 thereof) shall be canceled and terminated; (ii) this Judgment and any related orders entered by the Court in the Derivative Actions shall in all events be treated as vacated, *nunc pro tunc*; (iii) the Releases provided under this Judgment and the Stipulation shall be null and void; (iv) to the extent the Fee and Expense Amount has been paid, it shall be repaid to the persons and entities (including the insurers) who paid on behalf of the Individual Defendants within twenty-one (21) days after termination of the Settlement; (v) the fact of the Settlement shall not be admissible in any proceeding before any court or tribunal; (vi) all proceedings in the Derivative Actions shall revert to their status as of immediately prior to filing of the Stipulation of Settlement; and no materials created by or received from another Party that were used in, obtained during, or related to settlement discussions shall be admissible for any purpose in any court or tribunal, or used, absent consent from the disclosing Party, for any other purpose or in any other capacity, except to the extent that such materials are otherwise required to be produced during discovery in any other litigation; (vii) the Parties shall jointly petition the Court for a revised schedule for further

proceedings; and (viii) the Parties shall proceed in all respects as if the Settlement and the Stipulation (other than Section II(E) and Paragraph 5.3 thereof) had not been entered into by the Parties.

18. Nothing in this Judgment dismisses or releases any claim by or against any Party arising out of a breach of the Stipulation or violation of this Judgment.

19. Without affecting the finality of this Judgment in any way, this Court reserves jurisdiction over all matters relating to the administration, enforcement, and consummation of the Settlement and this Judgment.

20. There is no just reason to delay the entry of this Judgment as a final judgment in the Derivative Actions. Accordingly, the Clerk of the Court is expressly directed to immediately enter this final judgment in the Derivative Actions.

21. IT IS THEREFORE ORDERED that Plaintiff's Unopposed Motion for Final Approval of Settlement and for an Award of Attorneys' Fees and Litigation Expenses, Doc. 46, is hereby GRANTED.

IT IS SO ORDERED.

This case is closed.

Dated this 17th day of October, 2025.



ERIC F. MELGREN
UNITED STATES DISTRICT JUDGE