SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK: COMMERCIAL DIVISION PART 43

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ARNAT ABZHANOV,

Plaintiff,

- v -

MICHAEL LYNTON, JEFFREY CHODAKEWITZ, RICHARD A. FRIESNER, GARY GINSBERG, ROSANA KAPELLER-LIBERMANN, ARUM OBEROI, GARY SENDER, NANCY THORNBERRY, RAMY FARID, SCHRODINGER, INC.

Defendant.

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INDEX NO. 655000/2024

MOTION DATE 05/28/2025

MOTION SEQ. NO. 002

DECISION + ORDER ON MOTION

HON. ROBERT R. REED:

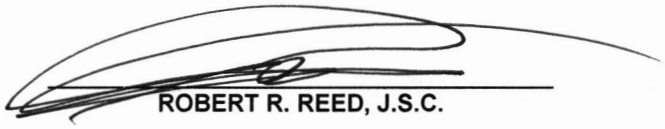
The following e-filed documents, listed by NYSCEF document number (Motion 002) 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30

were read on this motion for COMPROMISE.

Upon the foregoing documents, it is hereby

ORDERED that plaintiff's motion for final approval of the proposed settlement and application for an award of attorneys' fees and expenses is resolved in accordance with the attached order and final judgment. This action is hereby marked disposed.

6/18/25
DATE


ROBERT R. REED, J.S.C.

CHECK ONE:	[X]	CASE DISPOSED		[ ]	NON-FINAL DISPOSITION		
	[ ]	GRANTED	[ ] DENIED	[ ]	GRANTED IN PART	[X]	OTHER
APPLICATION:	[ ]	SETTLE ORDER		[ ]	SUBMIT ORDER		
CHECK IF APPROPRIATE:	[ ]	INCLUDES TRANSFER/REASSIGN		[ ]	FIDUCIARY APPOINTMENT	[ ]	REFERENCE

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

ARNAT ABZHANOV, derivatively on behalf of SCHRODINGER, INC., Plaintiff, v. MICHAEL LYNTON, JEFFREY CHODAKEWITZ, RICHARD A. FRIESNER, GARY GINSBERG, ROSANA KAPELLER-LIBERMANN, ARUN OBEROI, GARY SENDER, NANCY THORNBERRY, and RAMY FARID, Defendants, and SCHRODINGER, INC., Nominal Defendant.	Index No.: 655000/2024

[PROPOSED] ORDER AND FINAL JUDGMENT

WHEREAS, a hearing was held before this Court on June 18, 2025 pursuant to this Court's Scheduling Order With Respect to Notice and Settlement Hearing, dated March 28, 2025 (the "Scheduling Order"), and upon a Stipulation of Compromise and Settlement dated March 25, 2025 (the "Stipulation") setting forth the terms and conditions of a proposed settlement (the "Settlement") of the above-captioned action (the "Action").

WHEREAS, the Settling Parties appeared by their attorneys of record, and the Court heard and considered the submissions and evidence presented in support of the proposed Settlement, including the Fee and Expense Amount.

WHEREAS, the opportunity to be heard was given to all other persons requesting to be heard in accordance with the Scheduling Order and the Notice of Pendency of Settlement of Action (the "Notice").

WHEREAS, the Court has reviewed and considered, among other matters, all papers filed and proceedings held in connection with the Stipulation, all oral and written comments regarding the proposed Settlement, and the benefits of the proposed Settlement and the risks, complexity, expense, and probable duration of further litigation.

IT IS ORDERED, ADJUDGED AND DECREED, this 18th day of June, 2025 that:

1. For purposes of this Order and Final Judgment ("Final Judgment"), the Court incorporates by reference the definitions in the Stipulation and all capitalized terms used herein shall have the same meanings as set forth in the Stipulation unless otherwise defined herein.

2. The Court has jurisdiction over the subject matter of the Action, including all matters necessary to effectuate the Stipulation and the Final Judgment and over all of the Settling Parties.

3. The Court finds that Plaintiff and Plaintiff's Counsel have adequately represented the interests of Schrödinger, Inc. ("Schrödinger" or the "Company") and its stockholders with respect to the Action, the claims asserted therein, and all Released Claims.

4. The Court finds that Settlement as set forth in the Stipulation is fair, reasonable, adequate, and in the best interests of Schrödinger and its stockholders.

5. This Court fully and finally approves the Stipulation and the Settlement in all respects, and the Settling Parties are directed to consummate the Settlement in accordance with the

terms of the Stipulation. The Clerk of the Supreme Court for the State of New York, New York County is directed to enter and docket this Final Judgment.

6. The Notice has been given to all current stockholders of the Company pursuant to and in the manner directed by the Scheduling Order, proof of mailing, and other dissemination of the Notice was filed with the Court and full opportunity to be heard has been offered to all parties, current stockholders of the Company, and persons in interest. The form and manner of the Notice is determined to have been provided in full compliance with each of the requirements of N.Y. Business Corporation Law § 626, due process, and applicable law, to constitute due and sufficient notice to all Persons entitled thereto, and to have been the best notice reasonably practicable under the circumstances.

7. The Action and all claims contained therein, as well as all of the Released Claims, are dismissed with prejudice. As between Plaintiff and Defendants, the Settling Parties are to bear their own costs, except as otherwise provided in the Stipulation and in this Final Judgment.

8. Upon the Effective Date, the Releasing Persons, shall be deemed to have, and by operation of this Judgment, shall have fully, finally, and forever settled, released, discharged, extinguished and dismissed with prejudice the Released Claims against the Released Persons; provided, however, that such release shall not affect any claims to enforce the terms of the Stipulation.

9. Upon the Effective Date, the Released Persons and Schrödinger, shall be deemed to have, and by operation of this Judgment, fully, finally, and forever settle, release, discharge, extinguish, and dismiss with prejudice all claims (including Unknown Claims), arising out of, relating to, or in connection with the institution, prosecution, assertion, settlement, or resolution

of the Action against Plaintiff and Plaintiff's Counsel; provided, however, that such release shall not affect any claims to enforce the terms of the Stipulation.

10. Except as otherwise provided in the Stipulation, Plaintiff and all Schrödinger stockholders are barred and enjoined from commencing, prosecuting, instigating, or in any way participating in the commencement or prosecution of any action asserting any Released Claim against Defendants or any of the Released Persons.

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

12. The Court hereby approves the Fee and Expense Amount in the amount of $390,000 in accordance with the terms of the Stipulation and finds that such fee is fair and reasonable.

13. Neither the Stipulation, nor any of its terms or provisions, nor entry of this Final Judgment, nor any document or exhibit referred or attached to the Stipulation, nor any action taken to carry out the Stipulation: (a) is, may be construed as, or may be used as evidence of the validity of any of the Released Claims or an admission by or against Defendants of any fault, wrongdoing, or concession of liability whatsoever by any Person in the Action, or any other actions or proceedings, whether civil, criminal, or administrative; or (b) shall be interpreted as an admission of liability or wrongdoing on the part of the Individual Defendants, nor an admission on the part of Plaintiff of any lack of merit of the claims asserted in the Action. Notwithstanding the foregoing, the Defendants and the Released Persons may file the Stipulation, or any judgment or order of the Court related hereto, 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.

14. Without affecting the finality of this Final Judgment in any way, the Court retains jurisdiction with respect to the implementation, enforcement, and interpretation of the terms of the Stipulation, and all Parties submit to the jurisdiction of the Court for purposes of implementing, enforcing, and interpreting the Stipulation. Nothing herein dismisses or releases any claim by or against any party to the Stipulation arising out of a breach of the Stipulation or violation of this Final Judgment.

IT IS SO ORDERED:

HON. ROBERT R. REED
J.S.C.

6/18/25