



GRANTED

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Transaction ID 75991776
Case No. 2020-0552-MTZ



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE MATTEL, INC. ROCK 'N PLAY
STOCKHOLDER DERIVATIVE
LITIGATION

CONSOLIDATED C.A. No. 2020-0552-MTZ

ORDER AND FINAL JUDGMENT

WHEREAS, the above-captioned derivative action (the “Action”) is pending before the Court;

WHEREAS, (i) Plaintiff Vivek Kumar and Plaintiff Richard Armon (“Plaintiffs”), individually and derivatively on behalf of Mattel, Inc. (“Mattel” or the “Company”); (ii) defendants R. Todd Bradley, Richard Dickson, Joseph J. Euteneuer, Adriana Cisneros, Michael J. Dolan, Ynon Kreiz, Soren T. Laursen, Ann Lewnes, Roger Lynch, Dominic Ng, Judy D. Olian, Vasant M. Prabhu, Margaret H. Georgiadis, Kevin Farr, Trevor A. Edwards, Frances D. Fergusson, and Kathy W. Loyd (collectively, the “Individual Defendants”); and (iii) nominal defendant Mattel (together with the Individual Defendants, “Defendants” and, together with Plaintiffs and Defendants, the “Settling Parties”) have entered into the Stipulation of Compromise and Settlement, dated as of December 23, 2024 (the “Stipulation”),¹ which sets forth the terms and conditions for the proposed settlement and dismissal with prejudice of the Action (the “Settlement”), and provides for the full and final

¹ All capitalized terms not otherwise defined herein have the meaning ascribed to them in the Stipulation.

resolution, discharge and settlement of all Released Claims as against the Released Parties, subject to the approval of the Court;

WHEREAS, the Stipulation and the Settlement were presented at a hearing held before the Court on April 1, 2025 pursuant to the Court's Scheduling Order With Respect to Notice and Settlement Hearing, dated January 7, 2025 (the "Scheduling Order");

WHEREAS, the Settling Parties appeared by their attorneys of record and the attorneys for the respective Settling Parties have been heard in support of the Settlement and an opportunity to be heard has been given to all other persons desiring to be heard as provided in the Notice of Pendency of Settlement of Action (the "Notice"); and

WHEREAS, the Court has reviewed and considered the Stipulation, all papers filed and proceedings held in connection with the Settlement, all oral and written comments regarding the proposed Settlement, and the benefits of the proposed Settlement, with good cause appearing therefor;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED, this 3rd day of April, 2025 that:

1. For purposes of this Order and Final Judgment (this "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 this Judgment and over all of the Settling Parties.

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

4. The Court finds that the Settlement is the result of arm's-length negotiations between experienced counsel fairly and adequately representing the interests of the respective Settling Parties.

5. The 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.

6. The Notice has been given to all current stockholders of Mattel pursuant to and in the manner directed by the Scheduling Order, proof of dissemination of the Notice has been filed with the Court, and a full opportunity to be heard has been offered to all Settling Parties and persons in interest. The form and manner of the Notice is hereby determined to have been provided in full compliance with each of the requirements of Court of Chancery Rule 23.1, due process and applicable law,

to constitute due and sufficient notice to all persons entitled thereto, and to have been the best notice 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 Plaintiffs and Defendants, each of the Settling Parties shall bear his, her or its own fees and expenses and neither Mattel nor any other Released Party shall have any obligations with respect to Plaintiffs' Counsel's fees and/or expenses beyond the Fee and Expense Amount.

8. As of the Effective Date, the Settling Parties shall be deemed bound by the Stipulation and this Judgment. Upon the Effective Date, the Releasing Parties 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 (including Unknown Claims) against Defendants and each and all of the Defendants' Releasees; provided, however, that such release shall not affect any claims or impair or restrict the rights of any Settling Party to enforce the terms of the Stipulation.

9. Except as otherwise provided in the Stipulation, Plaintiffs and all Mattel 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 other Releasees.

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

11. The Court hereby approves the Fee and Expense Amount in the amount of \$1,859,000 in accordance with the terms of the Stipulation and finds that such fee is fair and reasonable. Plaintiffs are each awarded a special award of \$5,000 (“Special Award”), to be payable from the Fee and Expense Amount, which Special Award the Court finds to be fair and reasonable.

12. No proceedings or Court order with respect to the Fee and Expense Amount shall in any way disturb or affect the Court’s approval of the Settlement, the respective Fee and Expense Amount, or the other provisions of this Order and Final Judgment (including precluding final judicial approval or otherwise preventing this Order and Final Judgment from being entitled to preclusive effect), and any such proceedings or Court order shall be considered separate from this Order and Final Judgment. 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 Judgment.

13. Neither the Stipulation nor the releases given therein, nor any consideration, nor any actions taken to carry out the Stipulation, are intended to be, nor may they be deemed or construed to be, an admission or concession of liability (or lack thereof), or the validity of any claim, or defense, or of any point of fact or

law on the part of any Settling Party hereto regarding those facts that have been or might have been alleged in the Action or in any other proceeding. Defendants and the Released Parties may file the Stipulation and/or 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, issue preclusion or similar defense or counterclaim.

14. Notwithstanding the entry of the Judgment, the Court shall retain 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 all matters relating to the administration, enforcement, and consummation of the Settlement and the implementation, enforcement, and interpretation of the Stipulation, including, without limitation, any matters relating to the Fee and Expense Award.

15. Without further approval from the Court, the Settling Parties are hereby authorized to agree to and adopt such amendments, modifications and expansions of the Stipulation and/or any of the exhibits attached thereto to effectuate the Settlement that are not materially inconsistent with this Judgment.

/s/ Morgan T. Zurn
Vice Chancellor Morgan T. Zurn

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

Court: DE Court of Chancery Civil Action

Judge: Morgan Zurn

File & Serve

Transaction ID: 75298362

Current Date: Apr 03, 2025

Case Number: 2020-0552-MTZ

Case Name: CONF-ORD MTD & Rel Papers - CONS W/ 2021-0745-MTZ - IN RE MATTEL, INC.
ROCK 'N PLAY STOCKHOLDER DERIVATIVE LITIGATION

Court Authorizer: Morgan Zurn

/s/ Judge Morgan Zurn