



GRANTED WITH MODIFICATIONS

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Case No. 2024-1165-KSJM



EXHIBIT

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

ERIC GILBERT, derivatively on behalf of
CHEWY, INC.,

Plaintiff,

v.

C.A. No. 2024-1165-KSJM

BC PARTNERS LLP, BC PARTNERS
ADVISERS LP, BC PARTNERS HOLDINGS
LIMITED, CIE MANAGEMENT IX
LIMITED, ARGOS HOLDINGS GP LLC,
ARGOS HOLDINGS L.P., CITRUS
INTERMEDIATE HOLDINGS L.P., CITRUS
INTERMEDIATE TOPCO LLC, BUDDY
CHESTER SUB LLC, RAYMOND SVIDER,
SUMIT SINGH, FAHIM AHMED, MATHIEU
BIGAND, MARCO CASTELLI, MICHAEL
CHANG, DAVID LELAND, LISA SIBENAC,
MARTIN H. NESBITT, and JAMES A. STAR,

Defendants,

and

CHEWY, INC., a Delaware corporation,

Nominal Defendant.

[PROPOSED] SCHEDULING ORDER WITH RESPECT TO NOTICE AND SETTLEMENT HEARING

WHEREAS, (i) the Special Litigation Committee of the Board of Directors of Chewy, Inc. (the “Special Litigation Committee” or “SLC”); (ii) Plaintiff Eric

Gilbert (“Plaintiff”); (iii) nominal defendant Chewy, Inc. (“Chewy” or “the Company”), a Delaware corporation; and (iv) Defendants BC Partners LLP, BC Partners Advisers LP, BC Partners Holdings Limited, CIE Management IX Limited, Argos Holdings GP LLC, Argos Holdings L.P., Citrus Intermediate Holdings L.P., Citrus Intermediate Topco LLC, Buddy Chester Sub LLC, Raymond Svider, Sumit Singh, Fahim Ahmed, Mathieu Bigand, Marco Castelli, Michael Chang, David Leland, Lisa Sibenac, Martin H. Nesbitt, and James A. Star (collectively, the “Defendants” and together with the SLC, Plaintiff, and the Company, the “Settling Parties”) have entered into a Stipulation and Agreement of Compromise, Settlement, and Release dated April 6, 2026 (the “Stipulation”), which sets forth the terms and conditions for the proposed settlement (the “Settlement”) of the above-captioned action (the “Action”), subject to review and approval by this Court pursuant to Court of Chancery Rule 23.1 and upon notice to Current Chewy Stockholders (as defined in the Stipulation);

NOW, upon application of the parties to the Action, after review and consideration of the Stipulation filed with the Court and the exhibits annexed thereto,

IT IS HEREBY ORDERED this ___ day of _____, 2026, as follows:

1. Except for terms defined herein, the Court adopts and incorporates the definitions in the Stipulation for the purposes of this order.

2. A hearing (the “Settlement Hearing”) shall be held on _____, 2026, at _____ a.m./p.m., in the Court of Chancery of the State of Delaware, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801, or as may be undertaken via a remote proceeding such as Zoom or by telephone conference, to, among other things, (a) determine whether the proposed Settlement, on the terms and conditions provided for in the Stipulation, is fair, reasonable, and adequate and in the best interests of Chewy and all Current Chewy Stockholders; (b) determine whether the Court should finally approve the Settlement and enter the Judgment, substantially in the form attached as Exhibit C to the Stipulation, dismissing the Action with prejudice against Defendants, and extinguishing and releasing the Released Claims as against the Released Persons; (c) consider Plaintiff’s Counsel’s application for an all-in award of attorneys’ fees and litigation expenses to Plaintiff’s Counsel (the “Fee and Expense Award”), and any incentive award to Plaintiff to be paid solely from any Fee and Expense Award; (d) hear and determine any objections to the proposed Settlement, the proposed Judgment, or Plaintiff’s Counsel’s application for a Fee and Expense Award and any incentive award to Plaintiff; and (e) consider any other matters that may properly be brought before the Court in connection with the Settlement. Chewy stockholders should check the Court’s docket and the Court of Chancery website in advance of

the Settlement Hearing to determine whether that hearing will occur in person at the Court of Chancery or via a remote link or teleconference.

3. The Settlement Hearing may be adjourned by the Court from time to time without further notice to Current Chewy Stockholders other than by announcement at the Settlement Hearing or other adjournment thereof, or a notation on the docket in the Action.

4. The Court reserves the right to approve the Settlement at or after the Settlement Hearing, with such modifications as may be consented to by the Settling Parties, and without further notice to the Current Chewy Stockholders. The Court retains jurisdiction over this Action to consider further applications arising out of or connected with the proposed Settlement.

5. The Court: (a) approves, as to form and content, the Notice of Pendency and Proposed Settlement of Derivative Action, Settlement Hearing, and Right to Appear (the “Notice”) filed by the parties with the Stipulation as Exhibit B; and (b) finds that the posting of the Notice in the manner set forth herein (i) is the best notice practicable under the circumstances; (ii) constitutes notice that is reasonably calculated, under the circumstances, to apprise Current Chewy Stockholders of the pendency of the Action, the effect of the proposed Settlement (including the Releases to be provided thereunder), Plaintiff’s Counsel’s application for a Fee and Expense Award in connection with the Settlement, Current Chewy Stockholders’

rights to object to any aspect of the Settlement, including Plaintiff's Counsel's application for a Fee and Expense Award, and to appear at the Settlement Hearing; (iii) constitutes due, adequate, and sufficient notice to all persons and entities entitled to receive notice of the proposed Settlement; and (iv) satisfies the requirements of Court of Chancery Rule 23.1 and due process, and all other applicable law and rules.

6. Notice of the Settlement and the Settlement Hearing shall be given as follows: (a) within ten (10) business days after the entry of the Scheduling Order (hereafter referred to as the "Notice Date"), the Company shall file a copy of this Stipulation and the Notice, substantially in the form attached hereto as Exhibit B, as exhibits to a Form 8-K with the United States Securities and Exchange Commission (the "SEC"), and the Form 8-K shall note that the Stipulation and the Notice can be found on the "Investor Relations" section of the Company's website and include the website address; (b) no later than the Notice Date, the Company shall post a copy of this Stipulation and the Notice, substantially in the form attached hereto as Exhibit B, on the "Investor Relations" section of the Company's website, and such documents shall remain posted to that website through the Effective Date of the Settlement; and (c) no later than the Notice Date, Labaton Keller Sucharow LLP shall cause this Stipulation and the Notice to be posted on its website, which document shall remain posted on that website through the Effective Date of the Settlement.

7. Chewy shall pay any and all costs and expenses related to providing notice of the proposed Settlement (“Notice Costs”) regardless of whether the Court declines to approve the Settlement or the Effective Date otherwise fails to occur. In no event shall Plaintiff, any other Chewy stockholder, the Defendants, or any of their attorneys (including Plaintiff’s Counsel) be responsible for any Notice Costs.

8. At least ten (10) business days prior to the Settlement Hearing, Chewy shall file with the Court proof by affidavit of such filing and posting.

9. As set forth in the Notice, any Current Chewy Stockholder who continues to own shares of Chewy common stock through the date of the Settlement Hearing and who objects to the proposed Settlement, the proposed Judgment to be entered in connection with the Settlement, or Plaintiff’s Counsel’s application for a Fee and Expense Award, or who otherwise wishes to be heard (“Objector”), may appear in person (or, as permitted by the Court, by a remote proceeding such as Zoom or by telephone conference if the Settlement Hearing is conducted in such manner) or by their attorney at the Settlement Hearing and present any evidence or argument that may be proper and relevant; provided, however, that no Objector shall be heard or entitled to contest the approval of the terms and conditions of the Settlement, or, if approved, the Judgment to be entered thereon, or Plaintiff’s Counsel’s application for a Fee and Expense Award, unless they have, no later than fourteen (14) calendar days before the Settlement Hearing (unless the Court in its

discretion shall thereafter otherwise direct, upon application of such person and for good cause shown), filed a signed, written objection with the Register in Chancery, Court of Chancery, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801, and served such objection upon each of the following counsel (i) by hand, first class U.S. mail, or express service, and (ii) by email:

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10. Any objections must: (i) state the objection is being filed with respect to “*Gilbert v. BC Partners LLP, et al.*, C.A. No. 2024-1165-KSJM”; (ii) state the name, address, and telephone number of the Objector and, if represented by counsel, the name, address, and telephone number of their counsel; (iii) be signed by the Objector; (iv) contain a specific, written statement of the objection(s) and the specific reason(s) for the objection(s), including any legal and evidentiary support the Objector wishes to bring to the Court’s attention; (v) contain a representation as to whether the objector and/or their counsel intends to appear at the Settlement Hearing, and, if the Objector and/or their counsel does intend to appear, the identity of any witnesses the Objector may call to testify and any exhibits the Objector intends to introduce into evidence at the hearing; and (vi) include (1) documentation sufficient to prove that the Objector is a Current Chewy Stockholder (i.e., owned

Chewy common stock as of the close of business on April 6, 2026), (2) documentation sufficient to prove that the objector continues to hold shares of Chewy common stock on the date of filing of the objection, and (3) a statement that the Objector will continue to hold shares of Chewy common stock as of the date of the Settlement Hearing. Documentation establishing ownership of Chewy common stock must consist of copies of an official brokerage account statement, a screen shot of an official brokerage account, or an authorized statement from the Objector's broker containing the information found in an account statement. The Settling Parties are authorized to request from any Objector additional information or documentation sufficient to prove their holdings of Chewy common stock.

11. Any Person who fails to object in the manner prescribed above shall be deemed to have waived such objection (including the right to appeal), unless the Court in its discretion allows such objection to be heard at the Settlement Hearing, and shall forever be barred from raising such objection in this Action or any other action or proceeding or otherwise contesting the Settlement, Plaintiff's Counsel's application for a Fee and Expense Award, including any incentive award to Plaintiff, or any other matter related to the Settlement, in the Action or any other action or proceeding, and will otherwise be bound by the Judgment to be entered and the releases to be given.

12. At least thirty (30) calendar days prior to the Settlement Hearing, (i) Plaintiff's Counsel shall file with the Court a brief in support of the Settlement and Plaintiff's Counsel's application for a Fee and Expense Award, and (ii) the SLC may file a brief in support of the Settlement.

13. At least five (5) business days prior to the Settlement Hearing, the Settling Parties may file with the Court briefs in response to any objections made by an Objector pursuant to Paragraph 10 above.

14. If the Settlement is approved by the Court following the Settlement Hearing, the Court shall enter the Judgment substantially in the form attached to the Stipulation as Exhibit C.

15. In the event that the Settlement is terminated in its entirety pursuant to the terms of Paragraph 6.1 of the Stipulation or the Effective Date otherwise fails to occur for any reason, the Settlement and the Stipulation (other than Section VI and Paragraph 3.4 thereof) shall be canceled and terminated; this Order (other than Paragraph 7 hereof) shall become null and void and be without prejudice to the rights of the Settling Parties and Current Chewy Stockholders; and all proceedings in, and parties to, the Action shall revert to their status in this Action as of April 6, 2026.

16. All discovery and other proceedings in this Action (except as may be necessary to carry out the terms and conditions of the proposed Settlement) are hereby stayed and suspended until further order of the Court. Except as provided in

the Stipulation, pending final determination of whether the Stipulation should be approved, all parties to the Action are hereby enjoined against instituting, commencing, prosecuting, continuing, or in any way participating in, whether directly, representatively, individually, derivatively on behalf of Chewy, or in any other capacity, any action or other proceeding asserting any Released Claims against the Released Persons, excluding any claims any Settling Party or Chewy has against their respective insurers, re-insurers, or co-insurers, to the extent such claims are not released pursuant to other documentation, and all Current Chewy Stockholders to the extent they are acting, or purporting to act, derivatively on behalf of Chewy, are hereby enjoined against instituting, commencing, prosecuting, continuing, or in any way participating in any action or other proceeding asserting any Released Claims against the Released Persons.

17. The Court may, for good cause shown, extend any of the deadlines set forth in this Order without further notice to anyone other than the parties to the Action and any Objectors.

Chancellor Kathaleen St. Jude McCormick

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

Court: DE Court of Chancery Civil Action

Judge: Kathaleen St Jude McCormick

File & Serve

Transaction ID: 78956568

Current Date: Apr 14, 2026

Case Number: 2024-1165-KSJM

Case Name: STAYED - 10/20/2025 - CONF/Eric Gilbert v. BC Partners LLP, et al.

Court Authorizer: Kathaleen St Jude McCormick

Court Authorizer

Comments:

The settlement hearing will be held on June 23, 2026, at 1:30 p.m.

/s/ Judge Kathaleen St Jude McCormick