



GRANTED

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Transaction ID 80316892
Case No. 2026-0182-KSJM



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

ERIC GILBERT, on behalf of himself
and all similarly situated stockholders,

Plaintiff,

v.

C.A. No. 2026-0182-KSJM

COSTAR GROUP, INC., ANDREW C.
FLORANCE, JOHN W. HILL,
ROBERT W. MUSSLEWHITE,
LOUISE S. SAMS, ANGELIQUE G.
BRUNNER, JOHN L. BERISFORD,
RACHEL C. GLASER, and
CHRISTINE M. MCCARTHY,

Defendants.

**STIPULATION AND [PROPOSED] ORDER GOVERNING PLAINTIFF'S
COUNSEL'S AWARD OF ATTORNEYS' FEES AND EXPENSES
AND CLOSING THE ACTION**

WHEREAS, on February 9, 2026, Plaintiff Eric Gilbert ("Plaintiff") filed a Verified Stockholder Class Action Complaint challenging certain provisions of the Executive Severance Plan adopted by nominal Defendant CoStar Group, Inc. ("CoStar") on January 7, 2026 (the "Severance Plan");

WHEREAS, on February 13, 2026, CoStar's board approved certain amendments to the Severance Plan (the "Amendment") and Plaintiff has agreed that the Amendment moots his claims;

WHEREAS, on February 20, 2026, this Court granted and approved the Stipulation and [Proposed] Order Dismissing the Action (the "Stipulation and

Order”), dismissing all claims with prejudice only as to Plaintiff and without prejudice as to any actual or potential claims of any other members of the putative class and retaining jurisdiction to determine Plaintiff’s application for an award of attorneys’ fees and expenses (the “Fee and Expense Award”);

WHEREAS, on March 23, 2026, this Court granted and approved the Stipulation and [Proposed] Scheduling Order (the “Stipulation and Scheduling Order”) providing a schedule for any application for a Fee and Expense Award;

WHEREAS, on April 22, 2026, this Court granted and approved the Stipulation and [Proposed] Amended Scheduling Order (the “Amended Stipulation and Scheduling Order”) providing a revised schedule for any application for a Fee and Expense Award;

WHEREAS, on May 28, 2026, this Court granted and approved the Stipulation and [Proposed] Second Amended Scheduling Order (the “Second Amended Stipulation and Scheduling Order”) providing a further revised schedule for any application for a Fee and Expense Award;

WHEREAS, on June 30, 2026, this Court granted and approved the Stipulation and [Proposed] Third Amended Scheduling Order (the “Third Amended Stipulation and Scheduling Order”) providing a further revised schedule for any application for a Fee and Expense Award;

WHEREAS, on August 3, 2026, this Court granted and approved the Stipulation and [Proposed] Fourth Amended Scheduling Order (the “Third Amended Stipulation and Scheduling Order”) providing a further revised schedule for any application for a Fee and Expense Award;

WHEREAS, the parties agreed to fully resolve Plaintiff’s counsel’s claim for an award of attorneys’ fees and reimbursement of expenses with a payment to Plaintiff’s counsel by the Company, on behalf of all Defendants, of \$800,000.00 (the “Mootness Fee”);

WHEREAS, the Mootness Fee shall be disclosed by the Company in a press release in the form attached hereto as Exhibit A (the “Notice”) and by posting the Notice on the Company’s website, and by Plaintiff’s counsel by posting the Notice on their respective firm websites; and

WHEREAS, the Court has not and will not pass judgment on the payment of the Mootness Fee;

IT IS HEREBY STIPULATED AND AGREED, pursuant to Court of Chancery Rule 23, subject to the approval of the Court, that:

1. Within five (5) business days of the Court entering this Order, the Notice shall be provided as set forth above.

2. Within five (5) business days of providing the Notice, the parties shall file an affidavit or affidavits (“Affidavit” or “Affidavits”) with the Court attesting that they have provided the Notice.

3. Within ten (10) business days of the later of (i) the Court entering this Order or (ii) the provision by Plaintiff’s counsel of a Form W-9 to the Company, the Company or its designee shall pay Plaintiff’s counsel the Mootness Fee, by electronic transfer to an account designated by Plaintiff’s counsel, in full and complete satisfaction of Plaintiff’s and Plaintiff’s counsel’s claim for attorneys’ fees and expenses in the Action. Upon receipt of such payment, Plaintiff and Plaintiff’s counsel shall be deemed to have fully and completely released all Defendants from all claims for attorneys’ fees and expenses in connection with the Action.

4. Upon the filing of the Affidavit or Affidavits, the Register in Chancery is directed to close the Action on the docket for all purposes.

LABATON KELLER SUCHAROW LLP

/s/ Ned Weinberger

Ned Weinberger (Bar No. 5256)
Brendan W. Sullivan (Bar No. 5810)
Ryan C. Stieve (Bar No. 7460)
222 Delaware Avenue, Suite 1510
Wilmington, DE 19801
(302) 573-2540
nweinberger@labaton.com
bsullivan@labaton.com
rstieve@labaton.com

Counsel for Plaintiff

Of Counsel:

LABATON KELLER SUCHAROW
LLP
John Vielandi
140 Broadway
New York, NY 10005
(212) 907-0700

FRIEDMAN OSTER & TEJTEL PLLC
Jeremy Friedman
David Tejtrel
493 Bedford Center Road, Suite 2D
Bedford Hills, NY 10507
(888) 529-1108

ABBOTT COOPER PLLC
J. Abbott R. Cooper
1266 East Main Street, Suite 700R
Stamford, CT 06902
(475) 477-5031

MORRIS, NICHOLS ARSHT & TUNNELL
LLP

/s/ William M. Lafferty

William M. Lafferty (Bar No. 2755)
Susan W. Waesco (Bar No. 4476)
1201 North Market Street, 16th Floor
Wilmington, DE 19801
(302) 658-9200
wlafferty@morrisnichols.com
swaesco@morrisnichols.com

Counsel for Defendants

Of Counsel:

LATHAM & WATKINS LLP
Blair Connelly
1271 Avenue of the Americas
New York, NY 10020
(212) 906-1200

LATHAM & WATKINS LLP
Nicholas J. Boyle
Christopher S. Turner
555 Eleventh Street, NW, Suite 1000
Washington, D.C. 20004
(202) 637-2200

LATHAM & WATKINS LLP
Joshua G. Hamilton
10250 Constellation Blvd., Suite 1100
Los Angeles, CA 90067
(424) 653-5500

KASKELA LAW LLC
D. Seamus Kaskela
Adrienne Bell
18 Campus Boulevard, Suite 100
Newtown Square, PA 19073
(484) 258-1585

Dated: August 12, 2026

SO ORDERED, this ____ day of _____, 2026

Chancellor Kathaleen St. J. 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: 80309821

Current Date: Aug 12, 2026

Case Number: 2026-0182-KSJM

Case Name: Eric Gilbert v. CoStar Group, Inc. et al.

Court Authorizer: Kathaleen St Jude McCormick

/s/ Judge Kathaleen St Jude McCormick