



**GRANTED**

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Transaction ID 72739094  
Case No. 2022-1114-JTL



**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

IN RE WARNER BROS. DISCOVERY,  
INC. STOCKHOLDERS LITIGATION

CONSOLIDATED  
C.A. No. 2022-1114-JTL

**STIPULATION AND [PROPOSED] ORDER REGARDING  
CLASS CERTIFICATION**

WHEREAS, on December 2, 2022, Plaintiffs Bricklayers Pension Fund of Western Pennsylvania, City Pension Fund for Firefighters & Police Pension Officers in the City of Pembroke Pines, Key West Police and Firefighters' Pension Fund (together, "Co-Lead Plaintiffs"), and Steve Silverman filed a Verified Class Action Complaint (the "Bricklayers Action") in connection with the merger of Discovery, Inc. and AT&T Inc.'s WarnerMedia Business (the "Transaction");

WHEREAS, on December 2, 2022, Monroe County Employees' Retirement System, Plumbers Local Union No. 519, and Davant Scarborough filed a Verified Class Action and Stockholder Derivative Complaint (the "Monroe Action") also challenging the Transaction;

WHEREAS, on January 11, 2023, the Bricklayers Action and the Monroe Action were consolidated by the Court into the above-captioned action (the "Action");

WHEREAS, defendants in this Action are Advance/Newhouse Partnership, Advance/Newhouse Programming Partnership, Robert Miron, Steven Miron, and

Susan Swain (together, “Defendants”);

WHEREAS, Co-Lead Plaintiffs seek certification of a class consisting of: All record holders and beneficial owners of Discovery, Inc. (“Discovery”) common stock as of the closing of the merger with AT&T Inc.’s WarnerMedia Business on April 8, 2022 (“Closing”) whose Discovery common stock was reclassified and converted into shares of Warner Bros. Discovery, Inc. common stock upon Closing, including, as necessary for relief, the legal representatives, heirs, and assignees of all such foregoing holders and beneficial owners of Discovery common stock, but excluding (i) defendants in this Action; (ii) any person who is, or was at the Closing, a director of Discovery; (iii) any person who is, or was at the Closing, an officer, director, or partner of Advance/Newhouse Partnership or Advance/Newhouse Programming Partnership; (iv) the immediate family members of any of the foregoing; (v) any trusts, estates, entities, or accounts that held Discovery common stock for the benefit of any of the persons listed in (i)-(iv); (vi) parents, subsidiaries, and affiliates of Discovery, Advance/Newhouse Partnership, or Advance/Newhouse Programming Partnership, and (vii) the legal representatives, heirs, successors-in-interest, successors, transferees, and assigns of any of the foregoing persons listed in (i)-(vi);

WHEREAS, Co-Lead Plaintiffs allege the following:

a. As of the Closing, there were approximately 508 million shares of

Discovery common stock outstanding, approximately 370 million of which were not owned by Defendants or other excluded persons, such that the Class members are so numerous that joinder of all members is impractical;

- b. There are questions of law or fact that are common to members of the Class, such as whether Defendants breached any fiduciary duties owed to the Class;
- c. Co-Lead Plaintiffs' claims are typical of the claims of the Class, including because their interest arises from the same alleged course of conduct that gives rise to claims of other Class members, the claims of Co-Lead Plaintiffs and the Class employ the same legal theories, and Co-Lead Plaintiffs' claims seek relief for purported harm allegedly caused by the same course of conduct that purportedly damaged all Class members;
- d. Co-Lead Plaintiffs will fairly and adequately represent the interests of the Class because their interests are not antagonistic to those of other Class members and their attorneys are qualified, have experience litigating complex class action cases, and have more than ample resources available to be able to conduct the litigation;
- e. The prosecution of separate actions by individual members of the Class

would create the risk of inconsistent or varying adjudications for individual members of the Class and of establishing incompatible standards of conduct for Defendants;

- f. Conflicting adjudications for individual members of the Class might, as a practical matter, be dispositive of the interests of other members of the Class who are not parties to the adjudications, and might substantially impair or impede their ability to protect their interests; and
- g. Defendants have acted on grounds generally applicable to the Class, so that final injunctive relief or corresponding declaratory relief, if any, would be appropriate with respect to the Class as a whole; and

WHEREAS, the parties have agreed on treatment of this action as a class action, subject to the terms below.

IT IS HEREBY STIPULATED AND AGREED, subject to the approval of the Court, that:

1. The action is a proper class action pursuant to Rules 23(a), 23(b)(1) and 23(b)(2) of the Rules of the Court of Chancery, and a class is hereby certified without opt-out rights consisting of the following:

All record holders and beneficial owners of Discovery, Inc. (“Discovery”) common stock as of the closing of the merger with AT&T Inc.’s WarnerMedia Business on April 8, 2022 (“Closing”) whose Discovery common stock was

reclassified and converted into shares of Warner Bros. Discovery, Inc. common stock upon Closing, including, as necessary for relief, the legal representatives, heirs, and assignees of all such foregoing holders and beneficial owners of Discovery common stock, but excluding (i) defendants in this Action; (ii) any person who is, or was at the Closing, a director of Discovery; (iii) any person who is, or was at the Closing, an officer, director, or partner of Advance/Newhouse Partnership or Advance/Newhouse Programming Partnership; (iv) the immediate family members of any of the foregoing; (v) any trusts, estates, entities, or accounts that held Discovery common stock for the benefit of any of the persons listed in (i)-(iv); (vi) parents, subsidiaries, and affiliates of Discovery, Advance/Newhouse Partnership, or Advance/Newhouse Programming Partnership, and (vii) the legal representatives, heirs, successors-in-interest, successors, transferees, and assigns of any of the foregoing persons listed in (i)-(vi).

2. The Class satisfies the numerosity requirement of Rule 23(a)(1); there are common issues of fact and law sufficient to satisfy Rule 23(a)(2); Co-Lead Plaintiffs' claims are typical of the claims of absent members of the Class, satisfying Rule 23(a)(3); Co-Lead Plaintiffs and Co-Lead Counsel (as defined below) are adequate representatives of the Class, satisfying Rule 23(a)(4); the prosecution of separate actions by individual members of the Class would create a risk of inconsistent adjudications which would establish incompatible standards of conduct for Defendants, and, as a practical matter, the disposition of this Action will influence the disposition of any future identical cases brought by other members of the Class, satisfying Rule 23(b)(1); and there are allegations that Defendants acted

or refused to act on grounds generally applicable to the Class, thereby making appropriate final relief with respect to the Class as a whole, satisfying Rule 23(b)(2).

3. Co-Lead Plaintiffs are hereby appointed as the representative for the Class.

4. The law firms of Labaton Keller Sucharow LLP, Kessler Topaz Meltzer & Check LLP, and Bernstein Litowitz Berger & Grossmann LLP (“BLB&G”) are hereby appointed Co-Lead Counsel for the Class.<sup>1</sup>

5. This Stipulation and Order is without prejudice to any party’s right to file an appropriate motion, without leave of the Court, at a later time to redefine, decertify, limit, extend or otherwise modify the Class, or to challenge, substitute, or modify its representative.

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<sup>1</sup> **BLB&G hereby states the following:** On April 20, 2021, the United States District Court for the Northern District of California issued an order in an action captioned *SEB Investment Management AB v. Symantec Corp.*, addressing allegations made by an unsuccessful lead plaintiff movant represented by a BLB&G competitor regarding BLB&G’s hiring of a former employee of the lead plaintiff in *Symantec*. 2021 WL 1540996 (N.D. Cal. Apr. 20, 2021). Following discovery and briefing, the *Symantec* court reaffirmed BLB&G’s appointment as lead counsel, having found no evidence of a *quid pro quo*. The *Symantec* court nonetheless ordered that BLB&G bring this order to the attention of other courts for a period of three years and also to the decisionmaker for the proposed lead plaintiff who is selecting class counsel. *Id.* at \*2. BLB&G has discussed the order with Co-Lead Plaintiffs. Co-Lead Plaintiffs considered the order when selecting BLB&G to represent them and serve as Class counsel. Following the *Symantec* order, BLB&G and lead plaintiff SEB continued to litigate that case and achieved a \$70 million settlement, which the court approved.

Dated: April 11, 2024

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IT IS SO ORDERED this \_\_\_\_ day of \_\_\_\_\_, 2024

\_\_\_\_\_  
Vice Chancellor Laster

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

**Court:** DE Court of Chancery Civil Action

**Judge:** J Travis Laster

**File & Serve**

**Transaction ID:** 72723090

**Current Date:** Apr 12, 2024

**Case Number:** 2022-1114-JTL

**Case Name:** CONF ORDER - CONS W/ 2022-1115-JTL - IN RE WARNER BROS. DISCOVERY,  
INC. STOCKHOLDERS LITIGATION

**Court Authorizer:** J Travis Laster

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**/s/ Judge J Travis Laster**