

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE TANGOE, INC.
STOCKHOLDERS LITIGATION

Cons. C.A. No. 2017-0650-JRS

SCHEDULING ORDER

WHEREAS, lead plaintiff Matthew Sciabacucchi (“Plaintiff”), on behalf of himself and the Class (as defined in the Stipulation and Agreement of Compromise and Settlement), and defendants James D. Foy, Gerald D. Kokos, David Coit, Gary Golding, Ronald Kaiser, Jackie R. Kimzey, Richard Pontin, and Noah Walley (collectively, “Defendants,” and together with Plaintiff, the “Settling Parties”) entered into a Stipulation and Agreement of Compromise and Settlement on October 2, 2019 (the “Stipulation”);¹

WHEREAS, the Stipulation sets forth the terms and conditions for the proposed Settlement and dismissal with prejudice of the Consolidated Action, subject to review and approval by the Court pursuant to Court of Chancery Rule 23 upon notice to the putative Class Members; and

¹ Capitalized terms not defined in this Order have the meaning set forth in the Stipulation (certain of which are repeated here for ease of reference only).

WHEREAS, the Court having read and considered the Stipulation and accompanying documents, and all Settling Parties having consented to the entry of this Order;

NOW, THEREFORE, this 9th day of October, 2019, upon application of the Parties, IT IS HEREBY ORDERED that:

1. For purposes of settlement only, and pending the Settlement Hearing (defined below), a non-opt-out class is conditionally certified pursuant to Court of Chancery Rules 23(a), 23(b)(1), and (b)(2) consisting of any record holders and beneficial holders of Tangoe common stock who received the Transaction Consideration in connection with the Tender Offer and Merger (excluding Defendants, any of Defendants' immediate family members, Asentinel, TAMS, Marlin and any affiliates of the foregoing) as well as any and all of their respective successors in interest, predecessors, representatives, trustees, executors, administrators, heirs, assigns or transferees, immediate and remote, and any person or entity acting for or on behalf of, or claiming under, any of them, and each of them, together with their predecessors and successors and assigns.

2. A hearing (the "Settlement Hearing") will be held on **January 29, 2020, at 1:30 p.m.** in the Delaware Court of Chancery, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware, 19801, to determine: (i) whether to certify the Class pursuant to Court of Chancery Rules 23(a), 23(b)(1),

and (b)(2) for settlement purposes only; (ii) whether Plaintiff and Co-Lead Counsel have adequately represented the Class; (iii) whether the proposed Settlement should be approved as fair, reasonable and adequate to the Class and in the best interests of the Class; (iv) whether all the Settled Claims against the Released Persons should be dismissed with prejudice; (v) whether an Order and Final Judgment approving the Settlement should be entered; (vi) whether and in what amount any Fee and Expense Award should be paid to Co-Lead Counsel out of the Settlement Amount; and (vii) to consider any other matters that may properly be brought before the Court in connection with the Stipulation.

3. The Court may adjourn and reconvene the Settlement Hearing, including the consideration of the Fee Application, without further notice of any kind other than oral announcement at the Settlement Hearing or any adjournment thereof, or a notation on the docket in the Consolidated Action.

4. The Court may approve the Settlement, according to the terms and conditions of the Stipulation, with such modifications as may be consented to by the Settling Parties or as otherwise permitted pursuant to the Stipulation, with or without further notice to the Class. Further, the Court may render its Order and Final Judgment, and order the payment of the Fee and Expense Award, all without further notice to the Class.

5. The Court approves, in form and content, the Notice of Pendency of Class Action, Proposed Settlement of Class Action, Settlement Hearing, and Right to Appear (the “Notice”), substantially in the form attached as Exhibit A to the Stipulation. The date and time of the Settlement Hearing shall be included in the Notice before it is mailed and published.

6. The Court finds that the mailing and publication of the Notice in substantially the manner set forth in Paragraphs 8 and 9 of this Order (i) constitutes the best notice reasonably practicable under the circumstances; (ii) constitutes due, adequate, and sufficient notice to all persons entitled to receive notice of the proposed Settlement; and (iii) meets the requirements of Court of Chancery Rule 23, due process, and applicable law.

7. The Court approves the firm of Angeion Group as the Administrator and Co-Lead Counsel’s selection of an appropriate banking institution for maintenance of the Account in accordance with the terms of the Stipulation. All Settlement funds held in the Account shall be deemed and considered to be in *custodia legis* of the Court, and shall remain subject to the jurisdiction of the Court, until such time as the Settlement funds shall be distributed pursuant to the Stipulation and/or further order(s) of the Court.

8. Plaintiff shall be responsible for providing the Notice to the Class. As soon as practicable after the date of entry of this Order, and in no event fewer than

sixty (60) calendar days before the Settlement Hearing, the Administrator shall cause the Notice, substantially in the form attached as Exhibit A to the Stipulation, to be mailed by United States mail, first class, postage prepaid, to each person who is shown on the records of the Company, its successors in interest or their respective transfer agents, to be a record holder and/or beneficial owner of common stock of Tangoe who received the Transaction Consideration. All stockholders of record who held common stock of Tangoe on behalf of beneficial owners and who receive the Notice shall be requested to forward the Notice promptly to such beneficial owners. The Administrator shall use reasonable efforts to provide notice to such beneficial owners by making additional copies of the Notice available to any record holder who, prior to the Settlement Hearing, requests the same for distribution to beneficial owners.

9. The Administrator shall provide further notice to the Class within fourteen (14) calendar days of the entry of this Order by causing the Stipulation and the Notice to be placed on the Administrator's website.

10. At least fifteen (15) calendar days prior to the Settlement Hearing, Plaintiff shall file with the Court proof, by affidavit or declaration, of mailing and publication of the Notice as provided in paragraphs 8 and 9 of this Order.

11. At the Settlement Hearing, any Class Member who desires to do so may appear personally or by counsel, and show cause, if any, why the Settlement in

accordance with and as set forth in the Stipulation should not be approved as fair, reasonable, and adequate and in the best interests of the Class; why the Order and Final Judgment should not be entered in accordance with and as set forth in the Stipulation; or why the Court should not grant Co-Lead Counsel's Fee Application; provided, however, that unless the Court in its discretion otherwise directs, no Class Member, or any other Person, shall be entitled to contest the approval of the terms and conditions of the Settlement or (if approved) the Order and Final Judgment to be entered thereon, or the Fee and Expense Award, and no papers, briefs, pleadings, or other documents submitted by any Class Member or any other person (excluding a party to the Settlement Stipulation) shall be received or considered, except by order of the Court for good cause shown, unless, no later than ten (10) business days prior to the Settlement Hearing, such person files with the Register in Chancery, Delaware Court of Chancery, 500 North King Street, Wilmington, DE, 19801, and serves upon the attorneys listed below: (a) a written notice of intention to appear that includes the name, address, and telephone number of the objector and, if represented by counsel, the name and address of the objector's counsel; (b) proof of membership in the Class; (c) a detailed statement of objections to any matter before the Court; and (d) the grounds thereof or the reasons for wanting to appear and be heard, as well as all documents or writings the Court shall be asked to consider. These writings must also be served by File & Serve*Xpress*, by hand, by first-class mail, or by express

service upon the following attorneys such that they are received no later than ten (10) business days prior to the Settlement Hearing:

Kurt Heyman Heyman Enerio Gattuso & Hirzel LLP 300 Delaware Avenue, Suite 200 Wilmington, DE 19801	Catherine Dearlove Richards, Layton & Finger, P.A. One Rodney Square 920 N. King Street Wilmington, DE 19801
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12. Unless the Court otherwise directs, any Person who fails to object in the manner described above shall be deemed to have waived and forfeited any and all rights it/she/he may otherwise have to object to the Settlement and/or any Fee and Expense Award to Co-Lead Counsel (including any right of appeal) and shall be forever barred from raising such objection in the Consolidated Action or any other action or proceeding. Class Members who do not object need not appear at the Settlement Hearing or take any other action to indicate their approval.

13. At least fifteen (15) business days prior to the Settlement Hearing, Co-Lead Counsel shall file any opening briefs in support of the proposed Settlement, and Co-Lead Counsel shall file their Fee Application, including any supporting affidavits. Any objections to the Settlement or application shall be filed and served no later than ten (10) business days prior to the Settlement Hearing. Any reply papers in support of the Settlement and any reply in support of Co-Lead Counsel's Fee Application shall be filed at least five (5) business days prior to the Settlement Hearing.

14. All proceedings in the Consolidated Action against Defendants, other than proceedings as may be necessary to carry out the terms and conditions of the Settlement, are hereby stayed and suspended until further order of this Court. Pending final determination of whether the Settlement should be approved, Plaintiff and the Class Members, and anyone acting or purporting to act on behalf of, in the stead of, or derivatively for any Class Member, are barred and enjoined to the maximum extent permitted under law from commencing, pursuing, prosecuting, instigating or in any way participating in the commencement, pursuit or prosecution of any action asserting any of the Settled Claims against any of the Released Persons.

15. If the Settlement is approved by the Court following the Settlement Hearing, the Court shall enter the Order and Final Judgment substantially in the form attached to the Stipulation as Exhibit C. The effectiveness of the Judgment shall not be conditioned upon the approval of the Fee and Expense Award, either at all or in any particular amount, by the Court. For the avoidance of doubt, Defendants shall have no responsibility for, and no liability with respect to, Plaintiff's attorneys' fees or expenses beyond payment of the Settlement Amount.

16. If the Settlement is terminated pursuant to the terms of the Stipulation or the Effective Date otherwise fails to occur, then this Scheduling Order and any related orders entered by the Court shall be treated as vacated, *nunc pro tunc*; the Stipulation shall be null and void and of no force and effect (except for those

provisions contained in paragraphs 23-25 of the Stipulation); Plaintiff and Defendants shall be deemed to have reverted to their respective litigation status immediately prior to September 23, 2019; Plaintiff and Defendants shall negotiate a new trial schedule in good faith; Plaintiff and Defendants shall proceed as if the Stipulation had not been executed and the related orders had not been entered; and all of their respective claims and defenses as to any issue in this Consolidated Action shall be preserved without prejudice.

17. The Court may, for good cause shown, extend any of the deadlines set forth in this Order without further notice to the Class, and the Court retains jurisdiction to consider all further applications arising out of or connected with the Settlement.

/s/ Joseph R. Slights III

Vice Chancellor