



# GRANTED WITH MODIFICATIONS

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Transaction ID: 25500  
Case No. 2024-0299-PAF



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

GENESEE COUNTY EMPLOYEES  
RETIREMENT SYSTEM, on behalf of  
itself and all other similarly situated  
former stockholders of CVENT  
HOLDING CORP.,

Plaintiff,

v.

C.A. No. 2024-0299-PAF

VISTA EQUITY PARTNERS  
MANAGEMENT, LLC, VISTA  
EQUITY PARTNERS FUND VI, L.P.,  
VISTA EQUITY PARTNERS FUND  
VI-A, L.P., VEPF VI FAF, L.P., VEPF  
IV AIV VII, L.P., VEPF IV AIV VII-A,  
L.P., VEPF III AIV VI, L.P., VEPF III  
AIV VI-A, L.P., VFF I AIV IV, L.P.,  
VFF I AIV IV-A, L.P., MANEET  
SAROYA, DAVID BREACH, BETTY  
HUNG, SAM PAYTON, NICOLAS  
STAHL, and RAJEEV AGGARWAL,

Defendants.

## [PROPOSED] SCHEDULING ORDER

**WHEREAS**, a consolidated stockholder class action is pending in this Court titled *Genesee County Employees Retirement System v. Vista Equity Partners Management, LLC, et al.*, C.A. No. 2024-0299-PAF (Del. Ch.) (the “Action”);

**WHEREAS**, Plaintiff Genesee County Employees Retirement System (“Plaintiff”), individually and on behalf of the Class (as defined below); Defendants Vista Equity Partners Management, LLC, Vista Equity Partners Fund VI, L.P., Vista

Equity Partners Fund VI-A, L.P., VEPF VI FAF, L.P., VEPF IV AIV VII, L.P., VEPF IV AIV VII-A, L.P., VEPF III AIV VI, L.P., VEPF III AIV VI-A, L.P., VFF I AIV IV, L.P., VFF I AIV IV-A, L.P. (collectively, “Vista”); Maneet Saroya; David Breach; Betty Hung; Sam Payton; Nicholas Stahl; and Rajeev Aggarwal (collectively, the “Individual Defendants,” and together with Vista, “Defendants”) (Plaintiff and Defendants, together, the “Parties”) have determined to settle all claims asserted against Defendants in the Action with prejudice on the terms and conditions set forth in the Stipulation and Agreement of Settlement, Compromise and Release entered into by the Parties dated April 13, 2026 (the “Stipulation” and the settlement embodied therein the “Settlement”);

**WHEREAS**, pursuant to the Court’s December 3, 2025 order granting class certification (the “Class Certification Order”), the Court has already certified a non-opt out class consisting of all record and beneficial holders of Cvent common stock as of June 15, 2023 (the date of the consummation of the Transaction) who received Transaction Consideration, together with their respective successors and assigns, except the Excluded Persons (the “Class”);

**WHEREAS**, pursuant to the Class Certification Order, the Court appointed Plaintiff as lead representative for the Class and the law firms of Labaton Keller Sucharow LLP, Block & Leviton LLP, Bernstein Litowitz Berger & Grossmann

LLP, Friedman Oster & Tejtel PLLC, and Saxena White P.A. (collectively, “Plaintiff’s Counsel”) as co-lead counsel for the Class;

**WHEREAS**, in accordance with the Stipulation, the Parties have made an application, pursuant to Court of Chancery Rule 23, for entry of a scheduling order in accordance with the Stipulation, approving the form and content of the notice of the Settlement to the Class, and scheduling the date and time for the Settlement Hearing; and

**WHEREAS**, the Court having read and considered the Stipulation and the exhibits attached thereto; the Stipulation being sufficient to warrant notice to the Class; and all Parties having consented to the entry of this Order.

**NOW THEREFORE, IT IS HEREBY ORDERED**, this \_\_\_ day of \_\_\_\_\_, 2026, as follows:

1. **Definitions**: Unless otherwise defined herein, capitalized terms used herein shall have the same meanings given to them in the Stipulation.
2. **Jurisdiction**: The Court has jurisdiction over the subject matter of the Action, and all matters relating to the Settlement, as well as personal jurisdiction over the Parties, and each of the Class Members.
3. **Settlement Hearing**: The Court will hold a Settlement Hearing (the “Settlement Hearing”) on July 10, 2026 at 11:00 a.m., at the Court of Chancery of the State of Delaware, Leonard L. Williams Justice Center, 500 North King Street,

Wilmington, Delaware 19801, or via a remote proceeding such as Zoom or by telephone, 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 to the Class, and should be approved by the Court;

(b) determine whether a Judgment substantially in the form attached as **Exhibit D** to the Stipulation should be entered dismissing the Action with prejudice against Defendants;

(c) determine whether the proposed Plan of Allocation of the Net Settlement Fund is fair and reasonable, and should therefore be approved;

(d) determine whether the application by Plaintiff's Counsel for an award of attorneys' fees and litigation expenses ("Fee and Expense Award"), and any incentive award to Plaintiff ("Incentive Award") to be paid solely from any Fee and Expense Award, should be approved;

(e) hear and determine any objections to the Settlement or Plaintiff's Counsel's application for an award of attorneys' fees and litigation expenses and any incentive award to Plaintiff; and

(f) consider any other matters that may properly be brought before the Court in connection with the Settlement. Notice of the Settlement and the

Settlement Hearing shall be given to Class Members as set forth in Paragraph 5 of this Order.

4. The Court may adjourn the Settlement Hearing without further notice to the Class and may approve the proposed Settlement with such modifications as the Parties may agree to, if appropriate, without further notice to the Class.

5. **Retention of Settlement Administrator and Manner of Notice:**

Plaintiff's Counsel are hereby authorized to retain A.B. Data, Ltd. as the settlement administrator (the "Settlement Administrator") to provide notice to the Class and administer the Settlement, including the distribution of the Net Settlement Fund.

Notice of the Settlement and the Settlement Hearing shall be given as follows:

(a) As outlined under Paragraph 22 of the Stipulation, no later than seven (7) business days after the date of execution of the Stipulation, Defendants shall use reasonable best efforts to cause to be provided to Plaintiff's Counsel or the Settlement Administrator, in an electronically searchable form, such as Excel: (i) the stockholder register from the Company's transfer agent containing the names, mailing addresses and, if available, email addresses for all registered holders of Company common stock ("Registered Holders") who received the Transaction Consideration, and for each of those Registered Holders, the number of shares of Company common stock that received the Transaction Consideration; and (ii) the allocation report generated by the DTC (the "Allocation Report"), setting forth (a)

the DTC participants to whom the Transaction Consideration was distributed (the “DTC Participants”); (b) for each DTC Participant, the number of shares of Company common stock it held that received the Transaction Consideration; and (c) the “DTC Number” of each DTC Participant;

(b) no less than sixty (60) calendar days prior to the Settlement Hearing (the “Notice Date”), the Settlement Administrator shall cause a copy of the Notice, substantially in the form attached to the Stipulation as **Exhibit B**, to be mailed by U.S. first-class mail, or emailed, to (i) the potential Class Members identified in the list of Registered Holders; and (ii) the DTC Participants identified in the Allocation Report;

(c) not later than the Notice Date, the Settlement Administrator shall post a copy of the Notice and the Stipulation on the website established for the Settlement;

(d) not later than ten (10) business days after the Notice Date, the Settlement Administrator shall cause the Summary Notice, substantially in the form attached to the Stipulation as **Exhibit C**, to be published once in *Investor’s Business Daily* and to be transmitted once over the *PR Newswire*; and

(e) not later than ten (10) business days prior to the Settlement Hearing, Plaintiff’s Counsel shall serve on Defendants’ Counsel and file with the

Court proof, by affidavit or declaration, of compliance with Paragraph 5(b)-(d) above.

6. **Approval of Form and Content of Notice:** The Court (a) approves, as to form and content, the Notice, attached to the Stipulation as **Exhibit B**, and the Summary Notice, attached to the Stipulation as **Exhibit C**, and (b) finds that the mailing of the Notice, and publication of the Summary Notice in the manner and form set forth in Paragraph 5 of this Order: (i) are the best notice practicable under the circumstances; (ii) constitute notice that is reasonably calculated, under the circumstances, to apprise Class Members of the pendency of the Action, of the effect of the proposed Settlement (including the Releases to be provided thereunder), the proposed Plan of Allocation, of Plaintiff's Counsel's application for an award of attorneys' fees and litigation expenses, of their right to object to the Settlement, and/or their right to appear at the Settlement Hearing; (iii) constitute due, adequate, and sufficient notice to all persons and entities entitled to receive notice of the proposed Settlement; and (iv) satisfy the requirements of Court of Chancery Rule 23, the United States Constitution (including the Due Process Clause), and all other applicable law and rules. The date and time of the Settlement Hearing shall be included in the Notice and Summary Notice before they are mailed and published, respectively.

7. **Nominees Procedures:** Brokers and other nominees that held shares of Cvent common stock as record holders for the benefit of another person or entity shall either (a) within five (5) business days of receipt of the Notice, request from the Settlement Administrator sufficient copies of the Notice to forward to all such beneficial owners and within five (5) business days of receipt of those Notices forward them to all such beneficial owners; or (b) within five (5) business days of receipt of the Notice, send a list of the names, addresses, and, if available, email addresses, of all such beneficial owners to the Settlement Administrator, in which event the Settlement Administrator shall promptly mail or email the Notice to such beneficial owners. Upon full compliance with this Order, such nominees may seek reimbursement of their reasonable expenses actually incurred in complying with this Order by providing the Settlement Administrator with proper documentation supporting the expenses for which reimbursement is sought. Such properly documented expenses incurred by nominees in compliance with the terms of this Order shall be paid from the Settlement Fund, with any disputes as to the reasonableness or documentation of expenses incurred subject to review by the Court.

8. Brokers and other nominees that hold securities in their name on behalf of a beneficial owner are hereby ordered to provide information deemed necessary by the Settlement Administrator to assist eligible Class Members in connection with

determining their entitlement to the Net Settlement Fund and to distribute the Net Settlement Fund consistent with the terms of the Plan of Allocation (or such other plan of allocation approved by the Court).

9. **Appearance at Settlement Hearing and Objections:** Unless the Court orders otherwise, any Class Member may enter an appearance in the Action, at his, her or its own expense, individually or through counsel of his, her, or its own choice, by filing with the Register in Chancery and delivering a notice of appearance to counsel for Plaintiff and Defendants, at the addresses set forth in Paragraph 10 below, such that it is received no later than twelve (12) business days prior to the Settlement Hearing, or as the Court may otherwise direct. Any Class Member who does not enter an appearance will be represented by Plaintiff's Counsel and shall be deemed to have waived and forfeited any and all rights he, she, or it may otherwise have to appear separately at the Settlement Hearing.

10. Any Class Member may object to the proposed Settlement, Plan of Allocation, and/or Plaintiff's Counsel's application for a Fee and Expense Award (including any requested Incentive Award to Plaintiff) (an "Objector"); *provided, however,* that, unless otherwise directed by the Court for good cause shown, no Objector shall be heard or entitled to object unless, no later than twelve (12) business days prior to the Settlement Hearing, such person: (1) files his, her, or its written objection, together with copies of all other papers and briefs supporting the objection

specified in paragraph 11 below, with the Register in Chancery electronically through File & ServeXpress or by hand, by first-class U.S. mail, or by express service; (2) serves such papers (electronically by email, electronically by File & ServeXpress, by hand, by first-class U.S. mail, or by express service) on each of Plaintiff's Counsel and Defendants' Counsel identified below; and (3) if the objection is served on counsel other than by email, also emails a copy of the objection to nweinberger@labaton.com, mae.oberste@blbglaw.com, kim@blockleviton.com, tcurry@saxenawhite.com, bdavey@potteranderson.com, and baronstam@ramllp.com.

<b>Plaintiff's Counsel</b>	<b>Defendants' Counsel</b>
<b>BLOCK &amp; LEVITON LLP</b> Attn: Kimberly A. Evans 222 Delaware Avenue, Suite 1120 Wilmington, DE 19801 kim@blockleviton.com	<b>KIRKLAND &amp; ELLIS LLP</b> Attn: John P. Del Monaco; Mike Rusie 601 Lexington Avenue New York, NY 10022 msolum@kirkland.com mike.rusie@kirkland.com
<b>LABATON KELLER            SUCHAROW LLP</b> Attn: Ned Weinberger 222 Delaware Avenue, Suite 1510 Wilmington, DE 19801 nweinberger@labaton.com	<b>POTTER ANDERSON            &amp; CORROON LLP</b> Attn: T. Brad Davey 1313 N. Market Street, 6th Floor Wilmington, DE 19801 (302) 984-6000 bdavey@potteranderson.com
<b>BERNSTEIN LITOWITZ BERGER            &amp; GROSSMAN LLP</b> Attn: Mae Oberste 500 Delaware Avenue, Suite 901 Wilmington, DE 19801 (302) 364-3600 mae.oberste@blbglaw.com	<b>DAVIS POLK &amp; WARDWELL, LLP</b> Attn: Brian Burnovski 450 Lexington Avenue New York, NY 10017 brian.burnovski@davispolk.com

<p>FRIEDMAN OSTER &amp; TEJTEL          PLLC          Attn: Jeremy S. Friedman          493 Bedford Center Road, Suite 2D          Bedford Hills, NY 10507          jfriedman@fotpllc.com</p> <p>SAXENA WHITE P.A.          Attn: Thomas Curry          824 N. Market Street, Suite 1003          Wilmington, DE 19801          tcurry@saxenawhite.com</p>	<p>ROSS ARONSTAM &amp; MORITZ          Attn: Bradley R. Aronstam; Eric          Selden          1313 North Market Street, Suite 1001          Wilmington, DE 19801          (302) 576-1600          BAronstam@ramllp.com          ESelden@ramllp.com</p>
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Counsel for the Parties are directed to promptly furnish each other with copies of any and all objections that might come into their possession.

11. Any objection: (a) must state the name, address, and telephone number of the Objector and, if represented by counsel, the name, address, and telephone number of his, her, or its counsel; (b) must be signed by the Objector; (c) must contain a written, specific statement of the Objector’s objection or objections, and the specific reasons for each objection, including any legal and evidentiary support the Objector wishes to bring to the Court’s attention, and must state whether the objection applies only to the Objector, to a specific subset of the Class, or to the entire Class; (d) must state the objection is being filed with respect to “*Genesee County Employees Retirement System v. Vista Equity Partners Management, LLC, et al.*, C.A. No. 2024-0299-PAF”; and (e) must include documentation sufficient to prove that the Objector is a member of the Class. Documentation establishing membership in the Class must consist of copies of monthly brokerage account

statements or an authorized statement from the Objector's broker containing the transactional and holding information found in an account statement.

12. Unless the Court orders otherwise, any Class Member who or which does not make his, her, or its objection in the manner provided herein shall (a) be deemed to have waived and forfeited his, her, or its right to object to any aspect of the proposed Settlement, Plan of Allocation, or Plaintiff's Counsel's application for an award of attorneys' fees and litigation expenses; (b) be forever barred and foreclosed from objecting to the fairness, reasonableness, or adequacy of the Settlement, the Judgment to be entered approving the Settlement, the Plan of Allocation, or the attorneys' fees and litigation expenses requested or awarded; and (c) be deemed to have waived and forever barred and foreclosed from being heard, in this or any other proceeding, with respect to any matters concerning the Settlement, the Plan of Allocation, or the requested or awarded attorneys' fees and litigation expenses. Class Members who do not object need not appear at the Settlement Hearing or take any other action to indicate their approval.

13. **Stay and Temporary Injunction:** Until otherwise ordered by the Court, the Court hereby stays all proceedings in the Action other than proceedings necessary to carry out or enforce the terms and conditions of the Stipulation. Pending final determination by the Court of whether the Settlement should be approved, the Court bars and enjoins Plaintiff, and all other members of the Class,

from instituting, commencing, or prosecuting any and all of the Released Plaintiff's Claims against any and all of the Released Defendants' Persons.

14. **Settlement Fund:** The Settlement Fund and the Account shall be deemed and considered to be *in custodia legis* of the Court and shall remain subject to the exclusive jurisdiction of the Court, until such time as the Settlement Fund shall be distributed pursuant to the Stipulation and/or further order(s) of the Court.

15. **Notice and Administrative Costs:** All Notice and Administrative Costs shall be paid as set forth in the Stipulation without further order of the Court.

16. **Taxes:** Plaintiff's Counsel are authorized and directed to prepare any tax returns and any other tax reporting form for or in respect to the Settlement Fund, to pay from the Settlement Fund any Taxes owed with respect to the Settlement Fund, and to otherwise perform all obligations with respect to Taxes and any reporting or filings in respect thereof without further order of the Court in a manner consistent with the provisions of the Stipulation.

17. **Entry and Effectiveness of Judgment:** 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 D**. The effectiveness of the Judgment shall not be conditioned upon the approval of an award of attorneys' fees, costs, and/or expenses, either at all or in any particular amount, by the Court.

18. **Termination of Settlement:** If the Settlement is terminated as provided in the Stipulation, this Order shall be vacated, rendered null and void and be of no further force and effect, except as otherwise provided by the Stipulation, and this Order shall be without prejudice to the rights of Plaintiff, the other Class Members, and Defendants, and Plaintiff and Defendants shall revert to their respective positions in the Action as of immediately prior to the Parties' execution of the Term Sheet on February 6, 2026, as provided in the Stipulation; 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; all of their respective claims and defenses as to any issue shall be preserved without prejudice; and any cash amounts in the Settlement Fund (less any Taxes paid, due, or owing with respect to the Settlement Fund and less any Notice Costs and Administrative Costs actually incurred, paid, or payable) shall be returned, as provided in the Stipulation.

19. **Supporting Papers:** Plaintiff's Counsel shall file and serve the opening brief in support of the proposed Settlement, Plan of Allocation, and Plaintiff's Counsel's application for an award of attorneys' fees and litigation expenses no later than thirty (30) business days prior to the Settlement Hearing. If the brief is filed as a Confidential Filing, the parties shall use reasonable best efforts to file a public version of the brief within two (2) business days of the initial

Confidential Filing. Any objections to the Settlement, Plan of Allocation, and/or the application for an award of attorneys' fees and litigation expense and/or incentive award shall be filed and served no later than twelve (12) business days prior to the Settlement Hearing. If reply papers are necessary, they are to be filed and served no later than seven (7) business days prior to the Settlement Hearing.

20. **Retention of Jurisdiction:** The Court retains exclusive jurisdiction to consider all further applications arising out of or connected with the proposed Settlement.

21. **No Admission:** The Settlement shall not be deemed to constitute an admission by any Defendant of any fault, liability, damages, or wrongdoing, nor shall it be offered by any person as evidence in any action or proceeding, except in connection with a proceeding to enforce the terms of this Settlement or to effectuate the releases and dismissal with prejudice contained therein.

22. **Extension of Deadlines:** The Court may, for good cause shown, extend any of the deadlines set forth in this Order without further notice to the Class.

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Vice Chancellor Paul A. Fioravanti

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

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

**Judge:** Paul A Fioravanti

**File & Serve**

**Transaction ID:** 79118468

**Current Date:** Apr 22, 2026

**Case Number:** 2024-0299-PAF

**Case Name:** (CONFD) Genesee County Employees' Retirement System v. Vista Equity Partners Management, LLC

**Court Authorizer:** Paul A Fioravanti Jr

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**Court Authorizer**

**Comments:**

Notice is to be provided by first class U.S. mail, postage prepaid, or other mail service if mailed outside of the United States, except that notice by electronic communication shall be permitted for all potential Class Members who have consented to receiving information from Cvent electronically.

**/s/ Judge Paul A Fioravanti Jr**