



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE: APPRAISAL OF DELL INC.

Consol. C. A. No. 9322-VCL

ORDER APPROVING SETTLEMENT

1. Subject to the modifications set forth in this order, the Settling Dissenters' Motion for Approval of Settlement and an Award of Attorneys' Fees is GRANTED.

2. Lead Counsel is awarded \$26,239.47 in attorneys' fees, which shall be charged *pro rata* against the Settling Dissenters' Settling Shares.

3. After deduction of the foregoing amounts, payment of the Settling Dissenters' *pro rata* shares of the net settlement proceeds may take place immediately.

4. The action is dismissed with prejudice as to Settling Dissenters.

5. Lead Counsel shall hold in escrow \$3,688.88, representing amounts potentially due to claimant Thomas Ruegg.


6. Within three (3) business days of entry of this Order, Lead Counsel shall send to Ruegg copies of this Order and copies of the proposed Settlement Agreement, sending one copy by regular mail and one copy by certified mail to Ruegg at his last known address.

7. Ruegg shall have until November 15, 2018, to (i) accept the proposed Settlement by executing the Settlement Agreement and returning it to counsel or (ii) advise the Court of his intent to reject the Settlement and either accept the merger consideration or move to take over prosecution of the appraisal proceeding pursuant to 8 *Del. C.* § 262(h).

8. If Ruegg accepts the proposed Settlement, then Lead Counsel shall deduct 15% from the escrowed amount for attorneys' fees and pay over the balance to Ruegg.

9. If Ruegg neither accepts the settlement nor moves to take over the appraisal litigation by November 15, 2018, or if he simply does not respond by that date, then he shall be deemed to have accepted the merger consideration for his shares. In that event, Lead Counsel shall pay over to Ruegg an amount representing the merger consideration, without interest, and shall return the balance of the escrowed funds to the respondent.

10. On November 27, 2018, the parties shall report to the Court regarding the status of the settlement.


Vice Chancellor J. Travis Laster
September 12, 2018