

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

**SCHUFF INTERNATIONAL, INC.        )        **CONSOLIDATED****  
**STOCKHOLDERS LITIGATION        )        **C.A. NO. 10323-VCZ****

**CONFIDENTIALITY UNDERTAKING**

WHEREAS, on November 15, 2019, the parties to the above-captioned action filed a Stipulation and Agreement of Compromise, Settlement, and Released, dated as of November 15, 2019, (“Settlement Agreement”) with the Court for a settlement of this litigation (“Settlement”);

WHEREAS, on January 24, 2020, Objector Fair Value Investments Incorporated (“FVI”) filed its Notice of Intention to Appear and Objection to Proposed Settlement and documents in support thereof in the above-captioned action in accordance with the terms of the Settlement Agreement;

WHEREAS, on February 13, 2020, the Court held a hearing regarding the Settlement (“Settlement Hearing”);

WHEREAS, during the Settlement Hearing, the Court expressed certain concerns regarding the Settlement (Settlement Hearing Transcript at 78-79);

WHEREAS, during the Settlement Hearing, the parties to the above-captioned litigation represented that they would enter into discussions to determine “if there’s something that can be done to satisfy the concerns of the Court as enunciated, [and to] see if the objectors’ concerns can be allayed somehow” (Settlement Hearing Transcript at 80);

WHEREAS, on April 17, 2020, the parties to the above-captioned litigation informed the Court that the parties to this litigation have reached an agreement-in-principle for an amended settlement of this litigation (“Amended Settlement”) and that the parties expected to file an amended settlement agreement with the Court by the end of the month;

WHEREAS, on April 17, 2020, Kevin G. Abrams of Abrams & Bayliss LLP, counsel for Defendants HC2 Holdings, Inc., Philip A. Falcone, and Keith M. Hladek (collectively, “HC2”), disclosed to Robert J. Kriner, Jr. of Chimicles Schwartz Kriner & Donaldson-Smith LLP, counsel for Objector FVI, certain terms of the Amended Settlement, subject to an agreement that such terms would be treated as highly confidential and subject to Rule 408 of the Delaware Rules of Evidence (“Highly Confidential Information”);

WHEREAS, counsel for Objector FVI were authorized by counsel for Defendant HC2 to disclose the Highly Confidential Information to FVI, through its Chairman, Gary Lutin, only upon Mr. Lutin’s unconditional agreement to treat such Highly Confidential Information as highly confidential and subject to D.R.E. 408 and not to disclose the information directly or indirectly to any person or by any means outside of highly confidential discussions or communications involving only Mr. Lutin and Mr. Kriner and/or Tiffany Cramer of Chimicles Schwartz Kriner & Donaldson-Smith LLP;

NOW THEREFORE, the undersigned states as follows:

1. I, Gary Lutin, as Chairman of FVI, acknowledge and agree: (a) that the Highly Confidential Information being provided to me by Mr. Kriner is designated as highly confidential and subject to D.R.E. 408 by Mr. Abrams and his clients; and (b) to keep confidential and not disclose, directly or indirectly, the Highly Confidential Information, or any information derived directly or indirectly therefrom in any way and/or for any purpose to any person or by any means except in confidential communications involving only myself and Mr. Kriner and/or Ms. Cramer, unless and until a settlement agreement memorializing the terms of the Amended Settlement is filed publicly with the Court of Chancery for the State of Delaware in the above-captioned action.

2. I further agree that I shall be subject to the exclusive jurisdiction of the Court of Chancery for the State of Delaware or, to the extent that the Court of Chancery of the State of Delaware is found to lack jurisdiction, the Superior Court of the State of Delaware (together, the "Courts"). For the purpose of determining whether I have complied with the terms of this Confidentiality Undertaking, I submit myself to the jurisdiction of the Courts for the sole purpose of determining any disputes arising out of or relating to the Agreement or this Confidentiality Undertaking, and I appoint the Register in Chancery or Prothonotary of the Superior Court of the State of Delaware, as applicable, as my agent for service of

process with respect to disputes arising out of or relating to the agreement of this  
Confidentiality Undertaking.

April 19, 2020

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Dated

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Gary Lutin  
Chairman of Fair Value Investments Inc.