



GRANTED

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

DEAN WILLIAM DRULIAS, on
behalf of himself and all similarly
situated stockholders,

Plaintiff,

v.

ERIC L. AFFELDT, MARTIN
NEWBURGER, BRIAN C.
WITHEROW, RAFAEL PASTOR,
TED PHILLIP, CHARLIE MARTIN,
MICHAEL MOHAPP, EXPERIENCE
SPONSOR LLC, and KSL CAPITAL
PARTNERS, LLC,

Defendants.

C.A. No. 2024-0161-SG

DOMINIC MCFEE, on behalf of
himself and all similarly situated
stockholders,

Plaintiffs,

v.

ERIC AFFELDT, MARTIN J.
NEWBURGER, RAFAEL PASTOR,
EDWARD PHILIP, BRIAN
WITHEROW, and KSL CAPITAL
PARTNERS MANAGEMENT V,
LLC,

Defendants.

C.A. No. 2024-0112-SG

**STIPULATION AND [PROPOSED] ORDER FOR
CONSOLIDATION AND APPOINTMENT OF CO-LEAD PLAINTIFFS
AND CO-LEAD PLAINTIFFS' COUNSEL**

WHEREAS, the above-captioned action, *Drulias v. Affeldt, et al.*, C.A. No. 2024-0161-SG (the “*Drulias* Complaint”) is a putative class action naming Eric L. Affeldt, Martin Newburger, Brian C. Witherow, Rafael Pastor, Ted Phillip, Charlie Martin, Michael Mohapp, Experience Sponsor LLC, and KSL Capital Partners, LLC as defendants (collectively, “*Drulias* Defendants”);

WHEREAS, the above-captioned action, *McFee v. Affeldt, et al.*, C.A. No. 2024-0112-SG (the “*McFee* Complaint”) is a putative class action naming Eric Affeldt, Martin J. Newburger, Rafael Pastor, Edward Philip, Brian Witherow, and KSL Capital Partners Management V, LLC as defendants (the “*McFee* Defendants”), C.A. No. 2024-0112-SG that alleges substantially similar claims;

WHEREAS, on March 4, 2024, the *McFee* Defendants filed a motion to dismiss the *McFee* Complaint;

WHEREAS, on March 14, 2024, the *Drulias* Defendants filed a motion to dismiss the *Drulias* Complaint;

WHEREAS, the parties agree that consolidation of the above-captioned actions (“Actions”) is appropriate under Court of Chancery Rule 42(a), which provides that: “[w]hen actions involving a common question of law or fact are pending before the Court, it may order a joint hearing or trial of any or all matters in issue in the actions; it may order all the actions consolidated; and it may make such

orders concerning proceedings therein as may tend to avoid unnecessary cost or delay”;

WHEREAS, Plaintiffs Drulias and McFee (collectively, “Plaintiffs”) believe that their appointment as Co-Lead Plaintiffs and the appointment of their respective chosen counsel, Grant & Eisenhofer P.A. (“G&E”) and Levi & Korsinsky, LLP (“L&K”) as Co-Lead Counsel is appropriate to ensure that the Actions are prosecuted effectively and efficiently¹;

WHEREAS, it appearing that the Actions involve the same subject matter, and that the administration of justice would be best served by consolidating the Actions; and

WHEREAS, the parties have further agreed on certain terms, noted below;

IT IS HEREBY STIPULATED AND AGREED, by the parties hereto, subject to the approval of the Court, as follows:

1. The above-captioned Actions are consolidated for all purposes into Civil Action 2024-0161-SG (the “Consolidated Action”).
2. All documents previously filed to date in any of the cases consolidated herein shall be deemed part of the record in the Consolidated Action.
3. Hereinafter, papers need only be filed in the Consolidated Action.

¹ Defendants take no position on the appointment of Co-Lead Plaintiffs or the appointment, powers, or responsibilities of Plaintiffs’ Co-Lead Counsel.

4. All pleadings, discovery, and other documents filed, served, produced, or otherwise provided by any party to any other party in the Consolidated Action shall be produced or provided to all parties in the Consolidated Action.

5. The Consolidated Action shall bear the caption below:

<p>DEAN WILLIAM DRULIAS and DOMINIC MCFEE, on behalf of themselves and all similarly situated stockholders, Plaintiff, v. ERIC L. AFFELDT, MARTIN NEWBURGER, BRIAN C. WITHEROW, RAFAEL PASTOR, TED PHILLIP, CHARLIE MARTIN, MICHAEL MOHAPP, EXPERIENCE SPONSOR LLC, and KSL CAPITAL PARTNERS, LLC, Defendants.</p>	<p>CONSOLIDATED C.A. No. 2024-0161-SG</p>
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6. Plaintiffs Drulias and McFee are appointed Co-Lead Plaintiffs in the Consolidated Action.

7. G&E and L&K are appointed Co-Lead Counsel in the Consolidated Action.

8. Plaintiffs' Co-Lead Counsel shall set policy for Plaintiffs for the prosecution of this litigation, ensure that there is no duplication of effort or unnecessary expense, coordinate on behalf of Plaintiffs the initiation and conduct of discovery proceedings, provide direction, supervision, and coordination of all

activities of Plaintiffs' counsel, and have the authority to negotiate a settlement, subject to approval of Co-Lead Plaintiffs and the Court. Any agreement reached between counsel for Defendants and Plaintiffs' Co-Lead Counsel shall be binding on the other plaintiffs.

9. Plaintiffs' Co-Lead Counsel shall assume the following powers and responsibilities:

- a) coordinate and direct the preparation of pleadings;
- b) coordinate and direct the briefing and argument of motions;
- c) coordinate and direct the conduct of discovery and other pretrial proceedings;
- d) coordinate the selection of counsel to act as Plaintiffs' spokesperson at pretrial conferences;
- e) call meetings of Plaintiffs' counsel as they deem necessary and appropriate from time to time;
- f) conduct any and all settlement negotiations with counsel for Defendants;
- g) coordinate and direct the preparation for trial and trial of the Consolidated Action, and delegate work responsibilities to selected counsel as may be required; and
- h) coordinate and direct any other matters concerning the prosecution or resolution of the Consolidated Action.

10. Plaintiffs' Co-Lead Counsel shall also be responsible for coordinating all activities and appearances on behalf of plaintiffs and for the dissemination of notices and orders of this Court, as well as for communications to and from this

Court. No motion, request for discovery, or other pretrial or trial proceedings shall be initiated or filed by any plaintiff except through Co-Lead Counsel.

11. The *Drulias* Complaint shall be the operative complaint for the Consolidated Action (the “Operative Complaint”). Defendants need not further respond to the *McFee* Complaint.

12. The Defendants shall file their responses to the Operative Complaint, including any opening briefs in support of any motions to dismiss, within 45 days of the entry of this Stipulated Order.

13. If the response to the Operative Complaint is a motion to dismiss, any opposition will be filed within 45 days after the opening brief is filed and a reply brief filed within 21 days after the opposition is filed.

14. Plaintiffs and Defendants may modify the deadlines set forth herein by mutual agreement and without Court approval.

15. This Order shall apply to this Consolidated Action and any future filed actions relating to the subject matter of this case. When a case that properly belongs as part of the Consolidated Action is hereafter filed in the Court, this Court requests the assistance of counsel in calling to the attention of the Court the filing of any case which might properly be consolidated as part of the Consolidated Action, and Co-Lead Counsel are to assist in assuring that counsel in subsequent actions receive notice of this Order.

16. Nothing herein shall be construed as a waiver of any party's rights or positions in law or in equity, or as a waiver of any defenses that any party would otherwise have, and the parties reserve all such rights. Defendants do not waive, and expressly preserve, all potential defenses in this litigation, including but not limited to defenses relating to service, venue or jurisdiction. Nothing in this Stipulation and Proposed Order shall prejudice the rights of Defendants to seek to have the Consolidated Action stayed or dismissed in favor of litigations in other courts or the rights of Plaintiffs to oppose any such request.

STIPULATED AND AGREED this 16th day of April, 2024:

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Management V, LLC, and KSL Capital
Partners, LLC*

APPROVED AND SO ORDERED this ____ day of April, 2024.

Sam Glasscock III, Vice Chancellor

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

Court: DE Court of Chancery Civil Action

Judge: Multi-Case

Current Date: Apr 19, 2024

Case Number: Multi-Case

/s/ Judge Sam Glasscock