



**GRANTED**

EFiled: Jul 25 2017 03:39PM EDT  
Transaction ID 60895041  
Case No. 12196-CB



**EXHIBIT A**

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

JASON ALDRIDGE, derivatively on  
behalf of TERRAFORM GLOBAL,  
INC.,

Plaintiff,

v.

PETER BLACKMORE,  
CHRISTOPHER COMPTON, HANIF  
DAHYA, and JACK JENKINS-  
STARK,

Defendants,

-and-

TERRAFORM GLOBAL, INC.,

Nominal Defendant.

C.A. No. 12196-CB

**SCHEDULING ORDER**

WHEREAS, the Parties having applied, pursuant to Court of Chancery Rule 23.1, for an Order to approve the proposed Settlement, in accordance with the Stipulation of Settlement, dated as of July 21, 2017 (the “Stipulation”), which provides for the dismissal of the Action with prejudice upon the terms and conditions set forth in the Stipulation; the Court having read and considered the Stipulation and accompanying documents; the

Stipulation being sufficient to warrant notice to Current GLBL Stockholders; and all parties having consented to the entry of this Order,

**NOW, THEREFORE,** this \_\_ day of \_\_\_\_\_, 2017, upon application of the parties, **IT IS HEREBY ORDERED:**

1. Except for terms defined herein, the Court adopts and incorporates the definitions in the Stipulation for purposes of this Order.

2. The Settlement Hearing shall be held before The Honorable Andre G. Bouchard on October 10, 2017, at 10:00 a.m., at the Leonard L. Williams Justice Center (formerly the New Castle County Courthouse), 500 North King Street, Wilmington, Delaware 19801 to (a) determine whether Jason Aldridge has adequately represented the interests of GLBL and its stockholders; (b) determine whether the Settlement should be approved by the Court as fair, reasonable, adequate, and in the best interests of GLBL and its stockholders; (c) determine whether the Court should enter an Order and Final Judgment substantially in the form attached as Exhibit C to the Stipulation dismissing the Action with prejudice, and releasing, barring, and enjoining prosecution of any and all Released Claims against the Released Persons; (d) consider the application (i) by Plaintiff's Counsel for an award of attorneys' fees and expenses and (ii) by Plaintiff for

an incentive fee award for Plaintiff; (e) hear and determine any objections to the Settlement or the application (i) by Plaintiff's Counsel for an award of attorneys' fees and expenses and (ii) by Plaintiff for an incentive fee award; and (f) rule on such other matters as the Court may deem appropriate.

3. The Court reserves the right to adjourn and reconvene the Settlement Hearing, including consideration of the application for attorneys' fees and expenses, without further notice to Current GLBL Stockholders other than by announcement at the Settlement Hearing or any adjournment thereof.

4. The Court reserves the right to approve the Settlement at or after the Settlement Hearing with such modifications as may be consented to by the Parties and without further notice to Current GLBL Stockholders.

5. The Court approves the form, content, and requirements of the Notice and finds that the form and manner of notice specified herein is the best notice reasonably practicable under the circumstances and constitutes due and sufficient notice of the Settlement Hearing, and all matters relating to the Settlement, to all persons entitled to receive such notice, and fully satisfies the requirements of Chancery Court Rule 23.1 and due process.

6. No later than sixty (60) calendar days before the date set by the Court for the Settlement Hearing (the “Notice Date”), GLBL shall cause the Notice, substantially in the form attached to the Stipulation as Exhibit B, to be disseminated to GLBL stockholders by the same methods GLBL uses to disseminate its proxy statement in the ordinary course. All Current GLBL Stockholders who are record holders of GLBL common stock on behalf of beneficial owners are directed to forward the Notice promptly to the beneficial owners of those securities, as set forth in the Notice.

7. No later than the Notice Date, GLBL shall also file a copy of the Notice as an exhibit to a Form 8-K with the U.S. Securities and Exchange Commission.

8. GLBL shall pay any and all costs and expenses related to providing notice of the proposed Settlement (“Notice Costs”) regardless of whether the Effective Date shall occur, and in no event shall Plaintiff, any other GLBL stockholder, the Individual Defendants, or their attorneys be responsible for any such Notice Costs.

9. No later than fifteen (15) calendar days before the Settlement Hearing, GLBL shall file proof of the dissemination of the Notice as directed herein.

10. Any Current GLBL Stockholder that continues to own such shares of GLBL common stock as of the date of the Settlement Hearing who objects to the Settlement, the application for attorneys' fees and expenses by Plaintiff's Counsel and/or the application for an incentive fee award by Plaintiff, or who otherwise wishes to be heard, may appear in person or through his, her, or its attorney at the Settlement Hearing and present any evidence or argument that may be proper and relevant; *provided, however,* that no such person shall be heard, and no papers, briefs, pleadings, or other documents submitted by any such person shall be received and considered by the Court unless, no later than ten (10) calendar days prior to the Settlement Hearing, such person files with the Register in Chancery, Court of Chancery, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware, 19801, the following: (a) a written and signed notice of intention to appear which states the name, address and telephone number of the objector and, if represented, his, her or its counsel; (b) proof that the objector owned shares of GLBL stock as of November 20, 2015, and continues to hold such shares; and (c) a written detailed statement of the person's objections to any matter before the Court, and the specific grounds therefor or the reasons why such person desires to appear and to be heard, as

well as all documents and writings which such person desires the Court to consider, including any legal and evidentiary support. Any such filings with the Court must also be served upon each of the following counsel (by hand, first class U.S. mail, or express service) such that they are received no later than ten (10) calendar days prior to the Settlement Hearing:

Cynthia A. Calder, Esquire  
GRANT & EISENHOFER P.A.  
123 S. Justison Street  
Wilmington, DE 19801

Martin S. Lessner, Esquire  
YOUNG CONAWAY STARGATT & TAYLOR, LLP  
1000 N. King Street  
Wilmington, DE 19801

Kenneth J. Nachbar, Esquire  
MORRIS, NICHOLS, ARSHT & TUNNELL LLP  
1201 N. Market Street  
Wilmington, DE 19801

11. Unless the Court otherwise directs, any person who fails to object in the manner prescribed above shall be deemed to have waived his, her, or its right to object and shall be forever barred from raising any objection to the Settlement, Plaintiff's Counsel's application for an award of attorneys' fees and expenses, Plaintiff's application for an incentive fee award, or any other matter related to the Settlement, in the Action or any other action or proceeding.

12. All briefs in support of the approval of the Settlement, Plaintiff's Counsel's application for attorneys' fees and expenses and/or Plaintiff's application for an incentive fee award shall be filed with the Court no later than seventeen (17) calendar days before the Settlement Hearing; and reply papers, if any, shall be filed no later than three (3) calendar days before the Settlement Hearing.

13. All proceedings in the Action, other than such 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, all other GLBL stockholders, Defendants, and the Company are enjoined from filing, commencing, or prosecuting any Released Claims against the Released Persons in the Action or in any other lawsuit in any jurisdiction.

14. If the Settlement is approved by the Court following the Settlement Hearing, the Court shall enter an Order and Final Judgment substantially in the form attached to the Stipulation as Exhibit C.

15. In the event that the Settlement is terminated pursuant to the terms of the Stipulation or the Effective Date otherwise fails to occur for

any reason, the Settlement and the Stipulation (other than sections 2.2 and 3.4 thereof) shall be canceled and terminated; this Order (other than paragraph 8 hereof) shall become null and void and be without prejudice to the rights of Plaintiff, the other GLBL stockholders, Defendants, and the Company; and all proceedings in, and parties to, the Action shall revert to their status as of immediately prior to the entry into the Stipulation.

16. The Court retains jurisdiction to consider all further applications arising out of or connected with the proposed Settlement.

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Chancellor

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

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

**Judge:** Andre G Bouchard

**File & Serve**

**Transaction ID:** 60884892

**Current Date:** Jul 25, 2017

**Case Number:** 12196-CB

**Case Name:** CONF ORDER Jason Aldridge v. Peter Blackmore

**Court Authorizer:** Bouchard, Andre G

*/s/ Judge Bouchard, Andre G*