



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

JB CAPITAL PARTNERS, L.P.,

Petitioner

v.

GAIN CAPITAL HOLDINGS, INC., a
Delaware corporation,

Respondent.

C. A. No. 2020-0644-NAC

JB CAPITAL PARTNERS, L.P.,

Plaintiff,

v.

GLENN STEVENS, THOMAS
BEVILACQUA, JOHN DOUGLAS
RHOTEN, VANTAGEPOINT
VENTURE ASSOCIATES IV, L.L.C.,
VANTAGEPOINT MANAGEMENT,
INC., VANTAGEPOINT VENTURE
ASSOCIATES IV, L.L.C.,
VANTAGEPOINT VENTURE
PARTNERS IV (Q), L.P.,
VANTAGEPOINT VENTURE
PARTNERS IV, L.P., VP NEW YORK
VENTURE PARTNERS, L.P.,
VANTAGEPOINT VENTURE
PARTNERS IV PRINCIPALS FUND,
L.P., IPGL LTD. AND FOX & TROT
LTD.,

Defendants.

C. A. No. 2022-0327-NAC

DISTRIBUTION OF NET SETTLEMENT AMOUNT

4. Pursuant to the terms of the Stipulation and its Plan of Allocation, the Net Settlement Amount is to be distributed on a *pro rata* basis to class members.

5. On September 16, 2024, in anticipation of providing notice of the Stipulation to the Class and the upcoming settlement hearing, A.B. Data received a data file provided at the direction of Defendants' Counsel identifying each Gain Capital registered stockholder at the time of closing. The Stockholder Register contains the names, addresses, and number of shares held by each Gain Capital stockholder of record. The data file identified (aside from Cede & Co.) 55 stockholders of record holding a total of 9,154,583 shares of Gain Capital stockholder common stock. The data file reflected that Cede & Co. held 25,132,156 shares of Gain Capital stockholder common stock. The data file reflected a total of 34,286,739 shares of common stock outstanding as of the Closing Date that the Merger was completed.

6. On December 10, 2024, A.B. Data received a Security Position Report from the Depository Trust Company ("DTC") showing each DTC Participant's holdings of Gain Capital stockholder common stock as of the Merger Consideration Date. The DTC Security Position Report contains each DTC Participant's identification number, name, and the number of shares held

by the DTC Participant. The Security Position Report identified 101 DTC Participants (including appraisal shares) holding a total of 25,132,156 shares of Gain Capital common stock, which is consistent with the number of shares attributable to Cede & Co. (DTC's nominee) reflected in the preceding paragraph.

7. In addition to Paragraphs 5 and 6, shares held by Dissenters are eligible for payment. In total, 3,816,334 shares held by Dissenters that are eligible for payment.

8. Consistent with the terms of the Settlement, counsel for Defendants provided A.B. Data with information concerning the holdings in shares of Excluded Persons as of the Merger Consideration Date. In sum, a total of 17,100,952 shares have been identified as being held by Excluded Persons.

9. In total, there were 21,002,121 shares of Gain Capital common stock held by class members (the "Eligible Shares").

10. Subject to Court approval, A.B. Data will provide each DTC Participant the number of Eligible Shares that, according to the DTC Security Position Report, the institution's customers held on the Merger Consideration Date. If the DTC Participant held shares on behalf of an Excluded Person, A.B. Data will provide the Excluded Person's stockholdings and account

information to the DTC Participant. A.B. Data will instruct the DTC Participant to pay class members and similarly direct that no shares held by Excluded Persons be paid. A.B. Data will provide each DTC Participant its share of the Net Settlement Amount by check or wire transfer.

11. For Eligible Shares held directly with the Company and not through a DTC Participant, A.B. Data is instructing each pertinent stockholder that, in the event that the record holder is not also the beneficial holder of Eligible Shares, it is the responsibility of that record holder to distribute payment to the beneficial holder(s) of such shares. A.B. Data will provide each record holder its share of the Net Settlement Amount by check or wire transfer.

12. A.B. Data will conduct an initial distribution of the Net Settlement Amount after withholding funds for any potential tax liability that could be incurred by the escrow account established by class counsel (“Escrow Account”) (“Initial Distribution”). DTC Participants will be directed to distribute payments from the Net Settlement Amount to Eligible Beneficial Holders in accordance with the Plan of Allocation.

13. If there is any balance in the Escrow Account after six (6) months following the date of the Initial Distribution, A.B. Data will make further payments consistent with the Stipulation and Plan of Allocation.

14. Pursuant to the Settlement, Defendants caused \$24,101,280.00 in cash to be deposited into the Escrow Account. A.B. Data agreed to be the Settlement Administrator in exchange for payment of its fees and out-of-pocket expenses. Through the end of March 2025, \$288,963.68 of interest has been earned on the cash Defendants deposited into the Escrow Account. A.B. Data's total expected administrative fees and costs for this matter is \$74,900.76, which is comprised of \$57,749.02 of fees and costs incurred as of March 31, 2025 and expected fees and costs in the amount of \$17,151.74 for the work to be performed in connection with the Initial Distribution of the Net Settlement Amount. After deducting i) the \$4,820,256 fee and expense award paid to class counsel; ii) \$74,900.76 in administrative costs; and iii) approximately \$59,700.00 in estimated tax withholding, it is expected that the Net Settlement Amount will be \$19,435,386.92. In the event the amount paid to A.B. Data is more than the fees and costs incurred following the completion of the settlement administration, A.B. Data will promptly return to the Escrow Fund (or other recipient, if the Court orders otherwise) the remaining balance.

15. The Net Settlement Amount is to be distributed on a *pro rata* basis to all class members. The Initial Distribution (reflecting interest posted through March 2025, as noted above, but which will increase) should consist

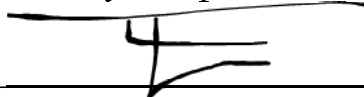
of a payment of approximately \$0.92 per Eligible Share, i.e., the Net Settlement Amount divided by 21,002,121 Eligible Shares.

Executed this 4th day of April, 2025.

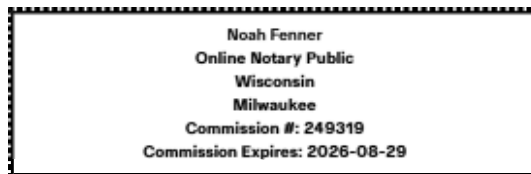


Jack Ewashko

Sworn to and subscribed before me
this 4th day of April, 2025



Noah T. Fenner



Notarized online using audio-video communication

My commission expires August 29, 2026



Digitally Certified Document

| | |
|----------------------|-------------|
| Full name | Noah Fenner |
| Commission ID | 249319 |
| Country | US |
| State | WI |
| County | Milwaukee |



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