

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

**NOTICE OF PENDENCY OF PROPOSED SETTLEMENT
OF ACTIONS, SETTLEMENT HEARING, AND RIGHT TO APPEAR**

The Delaware Court of Chancery authorized this Notice.

This is not a solicitation from a lawyer.

NOTICE OF PENDENCY OF CLASS ACTION: Please be advised that your rights will be affected by the above-captioned appraisal action and stockholder class action (the “Actions”) pending in the Court of Chancery of the State of Delaware (the “Court”) if you were a stockholder of Gain Capital Holdings, Inc. (“Gain Capital” or the “Company”) on July 31, 2020.

NOTICE OF SETTLEMENT: Please also be advised that the “Settling Parties”—(i) Petitioner and Plaintiff JB Capital Partners, L.P. (“Petitioner,” “Plaintiff” or “JB Capital”), on behalf of itself and the Class (as defined below); (ii) Respondent Gain Capital Holdings, Inc. (“Gain Capital”); (iii) Defendant Glenn Stevens (“Stevens”); (iii) Defendant Thomas Bevilacqua (“Bevilacqua”); (iv) Defendant John Douglas Rhoten (“Rhoten”); (v) Defendants VantagePoint Management, Inc., Vantage Point 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., and VantagePoint Venture Partners IV Principals Fund, L.P. (“VantagePoint Defendants”); and (vi) IPGL Ltd. and Fox & Trot Ltd. n/k/a IPGL No. 1 Ltd. (“IPGL Defendants,” and together with Gain Capital, Stevens, Bevilacqua, Rhoten, and VantagePoint Defendants, “Defendants”)—have reached a proposed settlement of the Actions for \$55,000,000 in cash (the “Settlement”) of which \$24,101,280 will be paid to Class Members to settle the Class Action. The proposed Settlement, if approved, will resolve both the Appraisal Claims and Class Claims asserted in the Actions, which will be dismissed with prejudice.

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. This Notice explains how Class Members will be affected by the Settlement. The following table provides a brief summary of the rights you have as a Class Member and the relevant deadlines, which are described in more detail later in this Notice.¹

¹ Any capitalized terms used in this Notice that are not otherwise defined in this Notice shall have the meanings given to them in the Stipulation and Agreement of Settlement, Compromise, and Release between and among the Settling Parties, dated September 11, 2024 (the “Stipulation”). A copy of the Stipulation is available at www.gaincapitalstockholderlitigation.com.

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CLASS MEMBERS' LEGAL RIGHTS IN THE SETTLEMENT

RECEIVE A PAYMENT FROM THE SETTLEMENT. CLASS MEMBERS DO NOT NEED TO SUBMIT A CLAIM FORM.	If you are a member of the Class (defined in paragraph 38 below), you may be eligible to receive a distribution from the Settlement proceeds. Eligible Class Members do not need to submit a claim form to receive a distribution from the Settlement, if approved by the Court.
OBJECT TO THE SETTLEMENT, THE PROPOSED PLAN OF ALLOCATION, OR CLASS COUNSEL'S REQUEST FOR AN AWARD OF ATTORNEYS' FEES AND EXPENSES BY SUBMITTING A WRITTEN OBJECTION SO THAT IT IS RECEIVED NO LATER THAN NOVEMBER 18, 2024.	If you are a Class Member and would like to object to the proposed Settlement, the proposed Plan of Allocation, or Class counsel's request for an award of attorneys' fees and expenses, you may write to the Court and explain the reasons for your objection.
ATTEND A HEARING ON DECEMBER 3, 2024, AT 11:00 A.M., AND FILE A NOTICE OF INTENTION TO APPEAR SO THAT IT IS RECEIVED NO LATER THAN NOVEMBER 18, 2024.	<p>Filing a written objection and notice of intention to appear that is received by November 18, 2024, which allows you to speak in Court, at the discretion of the Court, about your objection.</p> <p>If you submit a written objection, you may (but you do not have to) attend the hearing and, at the discretion of the Court, speak to the Court about your objection.</p>

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WHAT IS THE PURPOSE OF THIS NOTICE?

1. The purpose of this Notice is to notify Class Members of the existence of the Actions and the terms of the proposed Settlement, the hearing that the Court has scheduled to consider the fairness, reasonableness, and adequacy of the Settlement, the proposed Plan of Allocation for the Settlement proceeds, and the application by Class counsel for a fee and expense award in connection with the Settlement (the "Settlement Hearing"). See paragraphs 49-57 below for details about the Settlement Hearing, including the location, date, and time of the hearing.

2. The Court directed that this Notice be made available to you because you may be a member of the Class. The Court has directed us to send you a Postcard Notice and publish this Notice on the settlement website because, as a Class Member, you have a right to know about your options before the Court rules on the proposed Settlement. Additionally, you have the right to understand how the Actions and the proposed Settlement generally affect your legal rights.

3. This Notice is not an expression by the Court of any findings of fact or any opinion concerning the merits of any claim in the Actions, and the Court has not yet decided whether to approve the Settlement. If the Court approves the Settlement, then payments to Class Members will be made after any appeals are resolved.

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PLEASE NOTE: Receipt of this Notice does not mean that you are a Class Member or that you will be entitled to receive a payment from the Settlement.

WHAT IS THIS CASE ABOUT?

THE FOLLOWING RECITATION DOES NOT CONSTITUTE FINDINGS OF THE COURT. THE COURT HAS MADE NO FINDINGS WITH RESPECT TO THE FOLLOWING MATTERS AND THESE RECITATIONS SHOULD NOT BE UNDERSTOOD AS AN EXPRESSION OF ANY OPINION OF THE COURT AS TO THE MERITS OF ANY OF THE CLAIMS OR DEFENSES RAISED BY ANY OF THE PARTIES.

4. On July 31, 2020, Golf Merger Sub I Inc. (“Merger Sub”), a wholly owned subsidiary of StoneX Group Inc. (formerly known as INTL FCStone Inc. (“INTL”)), merged with and into Gain Capital (the “Merger”). As a result of the Merger, Gain Capital became a wholly owned subsidiary of INTL, and each share of Gain Capital common stock not subject to appraisal was converted into the right to receive \$6.00 per share in cash.

5. On July 31, 2020, JB Capital filed a Petition for Appraisal of Stock under 8 *Del. C.* § 262 in the action captioned *JB Capital Partners, L.P. v. Gain Capital Holdings, Inc.*, C.A. No. 2020-0644-NAC (the “Appraisal Action”) for a determination of the fair value of its shares of Gain Capital common stock.

6. On September 9, 2020, Gain Capital filed its Answer to Petition for Appraisal of Stock and Verified List identifying dissenting stockholders (the “Dissenters”) in the Appraisal Action pursuant to 8 *Del. C.* § 262(f). These stockholders and the number of shares on which they dissented are identified in Exhibit A to the Stipulation.

7. Fourteen stockholders demanded appraisal for 3,816,334 shares of Gain Capital common stock. JB Capital and its affiliates demanded appraisal on 2,903,807 of those shares, or 76% of the dissenting shares. Except for 250,000 shares held by Sansone Partners (defined below), for which the demand for appraisal was withdrawn, none of the Dissenters have been paid any money by Gain Capital in connection with the Merger. The value of the remaining shares at issue held by Dissenters (3,566,334 shares) based on the value of the Merger Consideration is \$21,398,004.

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8. From September 2020 to April 2022, JB Capital propounded extensive discovery in the Appraisal Action, including document requests to Gain Capital, and subpoenas to 13 non-parties. In response to these discovery requests and subpoenas, Gain Capital and non-parties produced over 57,900 documents, composed of nearly 400,000 pages.

9. During the same time period, Gain Capital propounded discovery in the Appraisal Action, including document requests on JB Capital and a subpoena to a non-party. More than 5,000 pages of documents were produced in response to these requests.

10. On April 13, 2022, JB Capital filed a Verified Class Action Complaint (the “Complaint”) challenging the Merger and asserting claims for breaches of fiduciary duty and aiding and abetting (the “Class Claims”) in the action styled *JB Capital Partners, L.P. v. Stevens, et al.*, C.A. No. 2022-0327-NAC (the “Class Action,” and together with the Appraisal Action, the “Actions”). The public version of the Complaint is attached hereto as Exhibit A.

11. On April 14, 2022, JB Capital moved to consolidate the Actions (the “Motion to Consolidate”).

12. On April 21, 2022, Gain Capital took the deposition of JB Capital through its representative, Alan Weber.

13. On May 11, 2022, VantagePoint Defendants moved to dismiss the Complaint in the Class Action.

14. On May 18, 2022, Bevilacqua, Stevens, Rhoten and IPGL Defendants moved to dismiss the Complaint in the Class Action.

15. On May 19, 2022, the Court stayed JB Capital’s Motion to Consolidate pending resolution of the motions to dismiss filed in the Class Action.

16. On August 9, 2022, and August 11, 2022, Chancellor Kathaleen Saint Jude McCormick entered Case Reassignment Orders, reassigning the Actions to Vice Chancellor Nathan A. Cook.

17. On July 13, 2022, Stevens, Bevilacqua, VantagePoint Defendants, Rhoten and IPGL Defendants filed Opening Briefs in support of their motions to dismiss in the Class Action.

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18. On August 17, 2022, dissenting stockholders Sansone Partners LP and Sansone Partners (QP), LP (collectively “Sansone Partners”) were dismissed from the Appraisal Action by Order of the Court, having withdrawn their demands for appraisal.

19. On September 14, 2022, Plaintiff filed its Omnibus Answering Brief in Opposition to the motions to dismiss in the Class Action.

20. On October 20, 2022, Stevens, Bevilacqua, VantagePoint Defendants, Rhoten and IPGL Defendants filed Reply Briefs in further support of their motions to dismiss in the Class Action.

21. A hearing on the motions to dismiss in the Class Action was held on May 2, 2023.

22. On August 30, 2023, the Court delivered its oral ruling on the motions to dismiss, and by Order dated August 31, 2023, denied Defendants’ respective motions to dismiss in the Class Action.

23. On October 11, 2023, the Court entered its Order Governing Defendants’ Answer Deadline, tolling the time for Defendants to answer the Complaint in the Class Action until after mediation.

24. On February 28, 2024, counsel for the Settling Parties engaged in a full-day mediation session before David Murphy, Esquire of Phillips ADR. Before the mediation, the Settling Parties exchanged opening and reply mediation statements and exhibits, which addressed issues of both liability and potential damages. No settlement was reached during the mediation session.

25. On March 27, 2024, Plaintiff informed the Court, by letter, that mediation was unsuccessful.

26. On April 9, 2024, the Court held a status conference with the parties, discussing the scheduling of trial.

27. On May 7, 2024, VantagePoint Defendants and Bevilacqua filed their Answers to the Complaint in the Class Action.

28. On May 8, 2024, Stevens, Rhoten and IPGL Defendants filed their Answers to the Complaint in the Class Action.

29. On May 9, 2024, Mr. Murphy made a mediator's proposal to settle the Actions for \$55,000,000. On May 20, 2024, Mr. Murphy advised the Settling Parties that all parties had accepted his mediator's proposal.

30. Once the Settling Parties began to prepare a settlement agreement memorializing the parties' agreed upon terms, however, a dispute arose concerning the allocation of the proposed settlement amount between the Appraisal Claims and the Class Claims.

31. In attempting to resolve this dispute, Defendants revealed they or their insurers were funding \$24,101,280 and Gain Capital was funding \$30,898,720 of the \$55 million global settlement. The amount that any of the Settling Parties would pay in a settlement was not previously disclosed to JB Capital or its counsel, Prickett, Jones & Elliott, P.A. ("Prickett Jones") prior to JB Capital's acceptance of the mediator's proposal. After learning Defendants and their insurers would pay up to \$24,101,280 to settle the Class Claims, JB Capital informed Defendants that it was unwilling to settle the Class Claims for less than \$24,101,280 and was no longer willing to settle both actions for a total of \$55,000,000.

32. On June 24, 2024, Respondent filed a Motion to Enforce Settlement. On that same day, Defendants filed a joinder to the motion. The motion sought to enforce a global settlement for a total of \$55,000,000 based on the allocation reflected in this Stipulation.

33. On July 1, 2024, the Court advised the parties that it would like to hold an in-person conference with Delaware counsel for the Settling Parties regarding Respondent's Motion to Enforce Settlement.

34. On July 16, 2024, Delaware counsel for the Settling Parties attended an in-person conference with the Court in chambers.

35. In the weeks after the in-person conference with the Court, the Settling Parties continued to discuss a potential settlement. The parties ultimately agreed to settle the Appraisal Claims for the amount reflected in this Stipulation. As part of that agreement, JB Capital and Prickett Jones revised the terms of Prickett Jones' engagement to reduce Prickett Jones' contingency fee. The revised terms of Prickett Jones' engagement eliminate attorneys' fees for Eligible Dissenters on value attributable to pre-judgment interest they would have been entitled to as a matter of right under Delaware law if the Court ruled the fair value of the Dissenting Shares was equal to the Merger Consideration paid to Class members that did not Dissent

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on the Merger. This ensures Dissenters are not paying more in attorney fees than any Class member that did not Dissent on the Merger in connection with the Settlement.

36. On August 19, 2024, the Settling Parties reached an agreement in principle to settle the Actions on the terms identified in the Motion to Enforce.

37. On September 17, 2024, the Court entered a Scheduling Order directing that notice of the Settlement be provided to potential Class Members, and scheduling the Settlement Hearing to, among other things, consider whether to grant final approval of the Settlement.

HOW DO I KNOW IF I AM AFFECTED BY THE SETTLEMENT?

38. If you are a member of the Class, you are subject to the Settlement. The Class preliminarily certified by the Court for purposes of the Settlement consists of:

All record holders and beneficial owners of Gain Capital Holdings, Inc. common stock (except for Excluded Persons, as defined herein) who held such shares as of July 31, 2020 (the date of the Merger's closing), together with their heirs, assigns, transferees, and successors-in-interest. All Excluded Persons are excluded from the Class. For the avoidance of doubt, the "Class" includes the Dissenters.

"Excluded Persons" means the Defendants, including their immediate family members, investors, partners, limited partners, legal representatives, heirs, estates, successors, or assigns and Gain Capital. For the avoidance of doubt, Dissenters are not Excluded Persons.

"Dissenters" are included in the Class, and are: JB Capital Partners LP, Alan W. Weber & Robin Jacoby Weber JT TEN, IRA FBO Alan Weber Pershing LLC as Custodian, Quadre Investments LP, FMT CO CUST IRA Rollover FBO Kevin R Holme, Donald M. Weber, Yagnesh Patel, 2005 Mills Family Trust, Manor Bay Fund, LP, Sansone Partners LP, Sansone Partners (QP), LP, Thomas Sandlow Pergo Company Limited, and Alex Goor.

PLEASE NOTE: The Class is a non-opt-out class pursuant to Delaware Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2). Accordingly, Class Members do not have the right to exclude themselves from the Class.

WHAT ARE THE TERMS OF THE SETTLEMENT?

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39. In consideration of the settlement of the Released Plaintiff's Claims (defined in paragraph 42 below) against the Defendants and the other Released Defendant Parties (defined in paragraph 42 below), the Defendants will cause a total of \$55,000,000 in cash (the "Settlement Amount") to be deposited into interest-bearing escrow accounts for the benefit of Eligible Dissenters and the Class Members.

40. Gain Capital will pay \$30,898,720 of the Settlement Amount (the "Appraisal Claims Allocation") into the Appraisal Escrow Account, to be distributed on a pro rata basis to Eligible Dissenters based on their respective number of Eligible Dissenter Shares. Before fees and expenses, the expected per share distribution to Eligible Dissenters from the Appraisal Claims Allocation is \$8.66 per share. This is approximately \$0.25 per share more than the value of the Merger Consideration (\$6.00 per share) plus interest at the statutory rate through November 30, 2024.

41. Defendants and their insurers will pay \$24,101,280 of the Settlement Amount (the "Class Claims Allocation") into the Class Escrow Account, to be distributed on a pro rata basis to Class Members based on the number of Gain Capital shares held as of the time of the Merger. Before fees and expenses, the expected per share distribution to Class Members is \$1.15 per share (assumes approximately 20,956,028 shares in the Class).

42. See paragraphs 37-40 above for details about the distribution of the Settlement proceeds to Class Members, including how the Settlement Amount is allocated between Dissenters and other Class Members.

WHAT ARE THE PARTIES' REASONS FOR THE SETTLEMENT?

43. JB Capital and Prickett Jones ("Class Counsel") thoroughly considered the facts and law underlying the claims asserted in the Actions. JB Capital and Class Counsel believe the claim in the Appraisal Action, which seeks a determination of the fair value of Dissenters' Gain Capital stock as of the date of the Merger, is strong, and should the Appraisal Action proceed to trial, the Court would award Dissenters more than the Merger Consideration (which had not been paid to Dissenters who have not withdrawn their demand for appraisal), plus interest.

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44. Although JB Capital and Class Counsel believe that the claims asserted in the Class Action have merit, the Court could adopt the Defendants' view of the applicable legal standards or of the underlying evidence, and could enter judgment for the Defendants, either dismissing the claims against the Defendants prior to trial or after trial. JB Capital and Class Counsel also considered the expense and length of continued proceedings necessary to pursue its claims against the Defendants through trial, the uncertainty of appeals, and the collectability of any potential judgment.

45. In light of the monetary recovery achieved and based upon their investigation and prosecution of the case and the information available to them through discovery and the settlement negotiations, JB Capital and Class Counsel have concluded that the terms and conditions of the Stipulation are fair, reasonable, and adequate to JB Capital and the Class, and in their best interests. The Settlement provides an immediate benefit in the form of a \$24,101,280 cash payment to the Class Members without the risk that continued litigation could result in a smaller recovery from the Defendants, or none at all, after continued extensive and expensive litigation, including trial and appeals, and the risk of attempting to collect on any such judgment. A more complete description of Class Counsel's evaluation of the strengths, weaknesses and risks associated with the claims asserted in the Actions will be set forth in their brief filed in support of the settlement, which will be posted to www.gaincapitalstockholderlitigation.com after the public version is filed with the Court.

46. The Defendants deny any and all allegations of wrongdoing, liability, violations of law or damages arising out of or related to any of the conduct, statements, acts, or omissions alleged against Defendants in the Actions, and maintain that their conduct was at all times proper, in the best interests of Gain Capital and its stockholders, and in compliance with applicable law. The Defendants further deny any breach of fiduciary duties or aiding and abetting any breach of fiduciary duties. The Defendants affirmatively assert that the Merger was the best available transaction for Gain Capital and its stockholders, was entirely fair to Gain Capital and its stockholders, and provided Gain Capital and its stockholders with substantial benefits. The Defendants also deny that Gain Capital or its stockholders were harmed by any conduct of the Defendants alleged in the Actions or that could have been alleged therein. Each of the Defendants asserts that, at all relevant times, he, she, or it acted in good faith and in a manner consistent with their legal and fiduciary duties.

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47. Nevertheless, the Defendants wish to eliminate the uncertainty, risk, burden, and expense of further litigation. The Defendants have therefore determined to settle the claims asserted against them in the Actions on the terms and conditions set forth in this Stipulation solely to put the Released Plaintiff's Claims (as defined below) to rest, finally and forever, without in any way acknowledging any wrongdoing, fault, liability, or damages. Each of the Defendants asserts that, at all relevant times, he, she, or it acted in good faith and in a manner consistent with their legal and fiduciary duties. Nothing in the Settlement and the Stipulation shall be construed as, or deemed to be, evidence of or an admission or concession on the part of any of the Defendants with respect to any claim or factual allegation or of any fault or liability or wrongdoing or damage whatsoever or any infirmity in the defenses that any of the Defendants have or could have asserted.

**HOW WILL THE SETTLEMENT FUND BE ALLOCATED BETWEEN
DISSENTERS AND OTHER CLASS MEMBERS?
HOW WILL I RECEIVE MY PAYMENT?**

48. Please Note: If you are eligible to receive a payment from the Settlement Fund, you do not have to submit a claim form in order to receive your payment.

49. The \$55,000,000 Settlement Amount will be deposited into interest-bearing escrow accounts for the benefit of the Class and the Dissenters. If the Settlement is approved by the Court and the Effective Date of the Settlement occurs, the Settlement Amount plus any and all interest earned thereon less: (i) any Taxes and Tax Expenses; (ii) any Notice Costs and Administrative Costs; (iii) any attorneys' fee and expense award awarded by the Court; and (iv) any other costs or fees approved by the Court will be distributed to the Class and the Dissenters. Class Counsel believes there were 3,566,334 shares held by the Dissenters at the time of the Merger, and 20,956,028 shares held by all Class Members (including Dissenters) at the time of the Merger.

50. Not all Class Members will receive the same per-share allocation from the Settlement Amount. In accordance with the Plan of Allocation, \$8.66 per share of the Settlement Amount will be allocated *pro rata* to the Dissenters, and \$1.15 per share of the Settlement Amount will be allocated *pro rata* to all Class Members, which includes the Dissenters. These amounts do not include deductions for (i) any Taxes and Tax Expenses; (ii) any Notice Costs and Administrative Costs; (iii) any attorneys' fee and expense award awarded by the Court; and (iv) any other costs or

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fees approved by the Court. When determining if this Plan of Allocation is fair and reasonable, JB Capital and Class Counsel considered that (i) approximately 97% of the payment to Dissenters is an amount equal to the Merger Consideration (which they have not received), plus statutory interest through November 30, 2024, and (ii) the Appraisal Claims do not require any finding of wrongdoing, unlike the Class Claims. A more complete description of JB Capital and Class Counsel's determination of the Plan of Allocation will be set forth in their brief filed in support of the settlement, which will be posted to www.gaincapitalstockholderlitigation.com after the public version is filed with the Court.

51. The Settlement Fund will not be distributed unless and until the Court has approved the Settlement and Plan of Allocation, and the time for any petition for rehearing, appeal, or review, whether by certiorari or otherwise, has expired. Approval of the Settlement is not independent from approval of the Plan of Allocation; if the Court does not approve the Plan of Allocation, any of the Settling Parties may terminate the Settlement.

52. The portion of the Settlement Fund allocated to Dissenters will be paid directly to Dissenters.

53. Except for Dissenters, the Class Claims Allocation portion of the Settlement Fund will be distributed to Class Members in the same manner those Class Members received the Merger Consideration (the Settlement Administrator will pay Dissenters their pro rata amount of the Class Claims Allocation directly). Accordingly, if you are not a Dissenter and your shares of Gain Capital common stock were held in "street name" and the Merger Consideration was deposited into your brokerage account, your broker will receive a payment from the Settlement Fund and will be responsible for depositing your portion of that payment into your same brokerage account that received the Merger Consideration.

WHAT CLAIMS WILL THE SETTLEMENT RELEASE?

54. If the Settlement is approved, the Court will enter a judgment (the "Judgment"). Pursuant to the Judgment, the Appraisal Claims and Class Claims will be dismissed with prejudice and the following releases will occur:

55. **Release of Claims by Plaintiff and the Class:** Upon the Effective Date, Plaintiff, and all Class Members, on behalf of themselves and their successors and assigns, shall thereupon be deemed to have fully, finally, and forever released, settled, and discharged the Released Defendant Parties from and with respect to every one of the Released Plaintiff's Claims, and shall thereupon be forever barred

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and enjoined from commencing, instituting, prosecuting, or continuing to prosecute any Released Plaintiff's Claims against any of the Released Defendant Parties.

"Released Plaintiff's Claims" means the Class Claims, Appraisal Claims and any and all Claims, including Unknown Claims, that Plaintiff, Dissenters or any other member of the Class ever had, now has, or may have, directly, representatively, or derivatively, that are based upon, arise out of, relate in any way to, or involve, directly or indirectly: (i) the Merger; (2) any agreement, transaction, occurrence, conduct, or fact alleged or set forth in the Action; or (3) the commencement, prosecution, defense, mediation, or settlement of the Class Claims and Appraisal Claims. The Released Plaintiff's Claims does not include claims to enforce the Stipulation.

"Released Defendant Parties" means (i) Defendants; (ii) the Immediate Family of any Defendant who is a natural person; (iii) Defendants' past or present, direct or indirect, affiliates, members, partners, partnerships, investment managers, advisors and funds, subsidiaries, parents, predecessors, successors, and related parties (collectively, "Affiliates"); (iv) all past or present officers, directors, employees, associates, agents, advisors, members, partners, shareholders, experts, financial or investment advisors, insurers, attorneys (including without limitation Defendants' Counsel), successors, and assigns of Defendants and their respective Affiliates; (v) all artificial persons, firms, trusts, foundations, corporations, or other entities in which any of the Defendants have a financial interest; and (vi) the legal representatives, heirs, executors, administrators, predecessors, successors, and assigns of any of the foregoing.

"Class Claims" means the Claims that Plaintiff or any other member of the Class asserted in the Class Action on behalf of themselves and the Class, including Claims asserted in the Complaint on behalf of the Class. For the avoidance of doubt, "Class Claims" does not include any Appraisal Claims, but does include any other claims asserted by any JB Capital in the Class Action.

"Appraisal Claims" means any perfected claim for appraisal under 8 *Del. C.* § 262 ("Section 262") by any former Gain Capital stockholders, including without limitation JB Capital, named Petitioner in the Appraisal Action, and the Dissenters.

"Claims" means any and all manner of claims, demands, rights, liabilities, losses, obligations, duties, damages, diminutions in value, costs, debts, expenses, interest, penalties, fines, sanctions, fees, attorneys' fees, expert or consulting fees, actions, potential actions, causes of action, suits, agreements, judgments, decrees, matters, issues and controversies of any kind, nature or description whatsoever,

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whether disclosed or undisclosed, accrued or unaccrued, apparent or not apparent, foreseen or unforeseen, matured or not matured, suspected or unsuspected, liquidated or not liquidated, fixed or contingent, including known claims and unknown claims, whether direct, individual, class, derivative, representative, legal, equitable or of any other type, or in any other capacity, whether based on state, local, foreign, federal, regulatory, common or other law or rule.

“Unknown Claims” means any (i) Released Plaintiff’s Claims that the Released Plaintiff Parties do not know or suspect to exist in his, her, or its favor at the time of the release of the Released Plaintiff’s Claims, and (ii) Released Defendants’ Claims that any Defendant or any of the Released Defendant Parties does not know or suspect to exist in his, her, or its favor at the time of the release of the Released Defendants’ Claims, which, if known by him, her, or it, might have affected his, her, or its decision(s) with respect to the Settlement. The Settling Parties acknowledge, and the other Class Members by operation of law are deemed to acknowledge, that they may discover facts in addition to or different from those now known or believed to be true with respect to the Released Claims, but that it is the intention of the Settling Parties, and by operation of law the other Class Members, to completely, fully, finally and forever extinguish any and all Released Claims, known or unknown, suspected or unsuspected, which now exist, or heretofore existed, or may hereafter exist, and without regard to the subsequent discovery of additional or different facts. The Settling Parties also acknowledge, and the other Class Members by operation of law are deemed to acknowledge, that the inclusion of “Unknown Claims” in the definitions of the Released Plaintiff’s Claims and Released Defendants’ Claims is separately bargained for and is a key element of the Settlement.

56. Release of Claims by Defendants: Upon the Effective Date, each of Defendants, on behalf of themselves and their successors and assigns, shall thereupon be deemed to have fully, finally and forever, released, settled and discharged the Released Plaintiff Parties from and with respect to every one of the Released Defendants’ Claims, and shall thereupon be forever barred and enjoined from commencing, instituting or prosecuting any of the Released Defendants’ Claims against any of the Released Plaintiff Parties.

“Released Defendants’ Claims” means any and all Claims, including Unknown Claims, that have been or could have been asserted in the Actions, or in any court, tribunal, forum or proceeding, by Defendants or any of their respective successors and assigns against any of the Released Plaintiff Parties, that are based upon, arise out of, relate in any way to, or involve, directly or indirectly (i) the

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Merger, (ii) any agreement, transaction, occurrence, conduct, or fact alleged or set forth in the Actions, or (iii) the commencement, prosecution, defense, mediation or settlement of the Class Claims and Appraisal Claims. The Released Defendants' Claims shall not include (i) any claims to enforce the Stipulation, or (ii) any claims that any of the Defendants may have against their respective insurers under Defendants' insurance policies.

“Released Plaintiff Parties” means Plaintiff, Dissenters, and all other Class Members, and their respective past and present trustees, officers, directors, employees, agents, affiliates, insurers, partners, advisors, experts and attorneys (including Prickett Jones).

57. By Order of the Court, all proceedings against the Defendants in the Actions, except for those related to the Settlement, have been stayed, and Plaintiff and all other Class Members are barred and enjoined from commencing, instituting, or prosecuting any other proceedings against the Defendants asserting any Released Plaintiff's Claims pending final determination of whether the Settlement should be approved.

58. If the Settlement is approved and the Effective Date occurs, no Gain Capital stockholder or Class Member will be able to bring another action asserting the Released Plaintiff's Claims against any of the Released Defendant Parties on behalf of Gain Capital or individually.

HOW WILL CLASS COUNSEL BE PAID?

59. Class Counsel have not received any payment for their services in pursuing claims in the Actions, nor have Class Counsel been paid for their litigation expenses incurred in connection with the Actions. Before final approval of the Settlement, Class Counsel intend to apply to the Court for an award of attorneys' fees and reimbursement of litigation expenses to Class Counsel in connection with achieving the creation of the Settlement Fund (the “Fee and Expense Award”). Class Counsel intend to seek a Fee and Expense Award not to exceed 25% of the Class Claims Allocation, inclusive of Class Counsel's out-of-pocket expenses. The Court will determine the amount of the Fee and Expense Award. The Fee and Expense Award will be paid solely from (and out of) the Class Claims Allocation in accordance with the terms of the Stipulation. Class Members are not personally liable for any such fees or expenses.

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60. In connection with the Settlement, Class Counsel will also be paid by Eligible Dissenters a contingency fee of 25% of amounts paid to them above the value of the Merger Consideration plus interest at the statutory rate through November 30, 2024, or approximately \$0.06 per share.

**WHEN AND WHERE WILL THE SETTLEMENT HEARING BE HELD?
DO I HAVE TO COME TO THE HEARING?
MAY I SPEAK AT THE HEARING IF I DON'T LIKE THE
SETTLEMENT?**

61. Class Members do not need to attend the Settlement Hearing. The Court will consider any submission made in accordance with the provisions below even if a Class Member does not attend the Settlement Hearing. Class Members can recover from the Settlement without attending the Settlement Hearing.

62. Please Note: The date and time of the Settlement Hearing may change without further written notice to Class Members. In order to determine whether the date and time of the Settlement Hearing has changed, it is important that you monitor the Court's docket and the Settlement website, www.gaincapitalstockholderlitigation.com, before making any plans to attend the Settlement Hearing. Any updates regarding the Settlement Hearing, including any changes to the date or time of the hearing will be posted to the Settlement website, www.gaincapitalstockholderlitigation.com.

63. The Settlement Hearing will be held on December 3, 2024 at 11:00 a.m., before The Honorable Nathan A. Cook, Vice Chancellor, in person at the Court of Chancery of the State of Delaware, New Castle County, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801, or by Zoom, to, among other things: (i) determine whether the Class Action may be finally maintained as a non-opt-out class action and whether the Class should be finally certified, for purposes of the Settlement, pursuant to Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2); (ii) determine whether JB Capital may be finally appointed as representative for the Class and Class Counsel, Prickett, Jones & Elliott, P.A., may finally be appointed as counsel for the Class, and whether JB Capital and Class Counsel have adequately represented the interests of the Class in the Actions; (iii) determine whether the proposed Settlement on the terms and conditions provided for in the Stipulation is fair, reasonable, and adequate to the Class, and should be approved by the Court under Ch. Ct. R. 23 and 8 *Del. C.* § 262(k); (iv) determine

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whether a Judgment, substantially in the form attached as Exhibit E to the Stipulation, should be entered dismissing the Actions with prejudice; (v) determine whether the proposed Plan of Allocation of the Settlement Fund is fair and reasonable, and should therefore be approved; (vi) determine whether the application by Class Counsel for an award of attorneys’ fees and expenses should be approved; (vii) hear and rule on any objections to the Settlement, the proposed Plan of Allocation, and/or to the application by Class Counsel for an award of attorneys’ fees and expenses; and (viii) consider any other matters that may properly be brought before the Court in connection with the Settlement.

64. Any Class Member may object to the Settlement, the proposed Plan of Allocation, or Class Counsel’s application for an award of attorneys’ fees and litigation expenses (“Objector”); provided, however, that no Objector shall be heard or entitled to object unless, on or before November 18, 2024, such person (1) files their written objection, together with copies of all other papers and briefs supporting the objection specified in paragraph 53 below, with the Register in Chancery at the address set forth below; (2) serves such papers (electronically by File & ServeXpress, by hand, by first-class U.S. Mail, or by express service) on Class Counsel and Defendants’ Counsel at the addresses set forth below; and (3) emails a copy of the written objection to memontejo@prickett.com, ronald.brown@dlapiper.com, butcher@lrclaw.com, and ferraro@abramsbayliss.com.

REGISTER IN CHANCERY
Register in Chancery Court of Chancery of the State of Delaware New Castle County Leonard L. Williams Justice Center 500 North King Street Wilmington, Delaware 19801
CLASS COUNSEL
Marcus E. Montejo, Esquire Prickett, Jones & Elliott, P.A. 1310 King Street Wilmington, Delaware 19801 (302) 888-6500 memontejo@prickett.com
DEFENDANTS’ COUNSEL
DLA PIPER LLP (US) Peter H. Kyle, Esquire

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65. Any objections must: (i) identify the case named and civil action numbers, “*JB Capital Partners, L.P. v. Gain Capital Holdings, Inc.*, C.A. No. 2020-0644-NAC” and “*JB Capital Partners, L.P. v. Stevens, et al.*, C.A. No. 2022-0327-NAC”; (ii) state the name, address, and telephone number of the Objector and, if represented by counsel, the name, address, and telephone number of the Objector’s counsel; (iii) be signed by the Objector; (iv) contain a specific, written statement of the objection(s) and the specific reason(s) for the objection(s), including any legal and evidentiary support the Objector wishes to bring to the Court’s attention, and if the Objector intends to appear at the Settlement Hearing, the identity of any witnesses the Objector may call to testify and any exhibits the Objector intends to introduce into evidence at the hearing; and (v) include documentation sufficient to prove that the Objector is a member of the Class (i.e., held shares of Gain Capital common stock on July 31, 2020 and who received or was entitled to receive \$6.00 in cash per share of Gain Capital common stock as Merger consideration), which must consist of copies of monthly brokerage account statements or an authorized statement from the objector’s broker containing the transactional and holding information found in an account statement.

66. You may file a written objection without having to appear at the Settlement Hearing. You may not, however, appear at the Settlement Hearing to present your objection unless you first file and serve a written objection in accordance with the procedures described above, unless the Court orders otherwise.

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67. You are not required to hire an attorney to represent you in making written objections or in appearing at the Settlement Hearing. However, if you decide to hire an attorney, it will be at your own expense, and that attorney must file a notice of appearance with the Court and serve it on Class Counsel and Defendants' Counsel at the mailing and email addresses set forth in paragraph 49 above so that the notice is *received on or before November 18, 2024*.

68. The Settlement Hearing may be adjourned by the Court without further written notice to Class Members. If you intend to attend the Settlement Hearing, you should confirm the date and time with Class Counsel.

69. Unless the Court orders otherwise, any Class Member who does not object in the manner described above will be deemed to have waived any objection (including the right to appeal) and shall be forever foreclosed from making any objection to the proposed Settlement, the proposed Plan of Allocation, or Class Counsel's application for an award of attorneys' fees and litigation expenses, or any other matter related to the Settlement or the Actions, and will otherwise be bound by the Judgment to be entered and the Releases to be given. Class Members do not need to appear at the Settlement Hearing or take any other action to indicate their approval.

**CAN I SEE THE COURT FILE?
WHOM SHOULD I CONTACT IF I HAVE QUESTIONS?**

70. This Notice contains only a summary of the terms of the proposed Settlement. For more detailed information about the matters involved in the Actions, you are referred to the papers on file in the Actions, including the Stipulation, which may be inspected during regular office hours at the Office of the Register in Chancery in the Court of Chancery of the State of Delaware, New Castle County, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801. Additionally, copies of the Stipulation, the Complaint, and any related orders entered by the Court will be posted on the Settlement website, www.gaincapitalstockholderlitigation.com. If you have questions regarding the Settlement, you may contact the Settlement Administrator: A.B. Data or Class Counsel.

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WHAT IF I HELD SHARES ON SOME ELSE'S BEHALF?

71. If you are a broker or other nominee that held shares of Gain Capital common stock as of the Closing (July 31, 2020) for the beneficial interest of persons or entities other than yourself, you are directed to promptly send this Notice to all of the respective beneficial owners via electronic mailing. If additional copies of this Notice or a Postcard Notice are needed for forwarding to such beneficial owners, any requests for such copies may be made by contacting A.B. Data at 1-877-411-5022 or info@gaincapitalstockholderlitigation.com, or send a list of the names, addresses, and, if available, email addresses, of all such beneficial owners to the Settlement Administrator, in which event the Settlement Administrator shall promptly mail (and, if possible, email) the Postcard Notice to such beneficial owners.

72. A copy of this Notice may also be obtained from the Settlement website, www.gaincapitalstockholderlitigation.com, by calling the Settlement Administrator toll free at 1-877-411-5022 or by emailing the Settlement Administrator at info@gaincapitalstockholderlitigation.com.

**DO NOT CALL OR WRITE THE COURT OR THE OFFICE OF THE
REGISTER IN CHANCERY REGARDING THIS NOTICE.**

BY ORDER OF THE COURT OF

CHANCERY OF THE STATE OF
DELAWARE

Dated: September 27, 2024

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or visit www.gaincapitalstockholderlitigation.com

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