



GRANTED WITH MODIFICATIONS

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Case No. 2021-1118-JTL



EXHIBIT

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

LEBANON COUNTY
EMPLOYEES' RETIREMENT
FUND and TEAMSTERS LOCAL
443 HEALTH SERVICES &
INSURANCE PLAN,

Plaintiffs,

v.

STEVEN H. COLLIS, RICHARD W.
GOCHNAUER, LON R.
GREENBERG, JANE E. HENNEY,
M.D., KATHLEEN W. HYLE,
MICHAEL J. LONG, HENRY W.
MCGEE, ORNELLA BARRA, D.
MARK DURCAN, and CHRIS
ZIMMERMAN,

Defendants,

-and-

AmerisourceBergen
CORPORATION,

Nominal Defendant.

C.A. No. 2021-1118-JTL

[PROPOSED] SCHEDULING ORDER

WHEREAS, a stockholder derivative action is pending in this Court *Lebanon County Employees' Retirement Fund v. Steven H. Collis et al.*, C.A. No. 2021-1118-JTL (the "Action");

WHEREAS, (i) plaintiffs Lebanon County Employees' Retirement Fund and Teamsters Local 443 Health Services & Insurance Plan ("Plaintiffs"), derivatively on behalf of Cencora, Inc. (f/k/a AmerisourceBergen Corporation) ("Cencora" or the "Company"); (ii) defendants Steven H. Collis, Richard W. Gochnauer, Lon R. Greenberg, Jane E. Henney, M.D., Kathleen W. Hyle, Michael J. Long, Henry W. McGee, Ornella Barra, D. Mark Durcan, Chris Zimmerman (the "Individual Defendants"); (iii) nominal defendant Cencora (together with the Individual Defendants, "Defendants"); and (iv) Werner Baumann, Lauren Tyler, and Dr. Redonda G. Miller, comprising the Special Litigation Committee of Cencora (the "SLC," and together with Plaintiffs and Defendants, the "Parties" and each a "Party") have determined to settle all claims asserted on behalf of Cencora against the Individual Defendants in the Action on the terms and conditions set forth in the Stipulation and Agreement of Settlement, Compromise, and Release dated August 15, 2025 (the "Stipulation"), subject to the approval of this Court (the "Settlement") pursuant to Court of Chancery Rule 23.1 and upon notice to the current stockholders of Cencora;

WHEREAS, in accordance with the Stipulation, the Parties have made an application, pursuant to Court of Chancery Rule 23.1, for entry of a scheduling order in accordance with the Stipulation, approving the form and content of notice

of the Settlement to Company stockholders, and scheduling the date and time for the Settlement Hearing; and

WHEREAS, the Court having considered the Stipulation and the exhibits attached thereto; the Stipulation being sufficient to warrant notice of the Settlement to Company stockholders; and all Parties having consented to the entry of this Order.

NOW THEREFORE, IT IS HEREBY ORDERED, this ____ day of _____, 2025, as follows:

1. **Definitions**: Unless otherwise defined herein, capitalized terms used herein shall have the same meanings given to them in the Stipulation.

2. **Jurisdiction**: The Court has jurisdiction over the subject matter of the Action, and all matters relating to the Settlement, as well as personal jurisdiction over all Parties and Company stockholders, and in any dispute arising out of or relating in any way to the Settlement. It is further determined that Plaintiffs, the Individual Defendants, the Company, the SLC, and all Company stockholders, as well as their heirs, executors, successors, and assigns, are bound by this Order.

3. **Settlement Hearing**: The Court will hold a hearing (the “Settlement Hearing”) on _____, 2025, at __:__ .m., at the Court of Chancery of the State of Delaware, New Castle County, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, DE 19801, to, among other things: (i) determine

whether Plaintiffs and Plaintiffs' Counsel have adequately represented the interests of the Company; (ii) determine whether the Court should approve the proposed Settlement as fair, reasonable, and adequate to the Company and its stockholders; (iii) determine whether the Court should enter the proposed Final Order and Judgment (the "Judgment") approving the Settlement, dismissing the Action with prejudice, and granting the Releases provided under the Stipulation; (iv) determine whether the Court should approve and in what amount any award of attorneys' fees and payment of Litigation Expenses to Plaintiffs' Counsel ("Fee and Expense Award") to be paid out of the Settlement Fund, including any incentive awards to Plaintiffs ("Incentive Awards") to be deducted solely from any Fee and Expense Award; (v) hear and rule on any objections to the Settlement and/or Plaintiffs' Counsel's application for a Fee and Expense Award, including any application by Plaintiffs for Incentive Awards (the "Fee and Expense Application"); and (vi) consider any other matters that may properly be brought before the Court in connection with the Settlement.

4. The Court reserves the right to adjourn and reconvene the Settlement Hearing, including consideration of the proposed Settlement and the Fee and Expense Application, without further notice to the Company stockholders.

5. The Court reserves the right to approve the Settlement and any Fee and Expense Award at or after the Settlement Hearing with such modifications as may be consented to by the Parties and without further notice to Company stockholders.

6. The Court may decide to hold the Settlement Hearing by telephone, by video conference, or in person without further notice to Company stockholders. Any Current Company Stockholder (as defined in paragraph 9 below) who wishes to appear at the Settlement Hearing should consult the Court's docket and/or the Settlement website for any change in date, time, or format of the hearing.

7. **Manner of Giving Notice:** Notice of the Settlement and the Settlement Hearing shall be given by the Company as follows:

(i) No later than ten (10) business days following the date of entry of this Order (the "Notice Date"), the Company shall cause the Notice, substantially in the form attached to the Stipulation as Exhibit B, to be mailed by first-class U.S. mail to all Company stockholders of record ("Record Holders") as of the close of business on the date of entry of the Scheduling Order (the "Record Date"), except that notice by electronic communication shall be permitted for all Record Holders as of the Record Date who have consented to receiving stockholder information from the Company electronically;

(ii) No later than the Notice Date, the Company shall file a copy of this Stipulation and the Notice, substantially in the form attached to the Stipulation

as Exhibit B, as exhibits to a Form 8-K with the United States Securities and Exchange Commission, and the Form 8-K shall note that the Stipulation and the Notice can be found on the “Investor Relations” section of the Company’s website and include the website address;

(iii) No later than the Notice Date, the Company shall post a copy of this Stipulation and the Notice, substantially in the form attached to the Stipulation as Exhibit B, on the “Investor Relations” section of the Company’s website, and such documents shall remain posted to that website through the Effective Date of the Settlement;

(iv) No later than two (2) business days after the Notice Date, the Company shall cause the Summary Notice, substantially in the form attached to the Stipulation as Exhibit C, to be published on one occasion over the PR Newswire; and

(v) Not later than forty-five (45) calendar days prior to the Settlement Hearing, counsel for the Company shall serve on Plaintiffs’ Counsel and file with the Court proof, by affidavit, of compliance with paragraphs 7(i) - (iv) above.

8. **Approval of Form and Content of Notice:** The Court: (i) approves, as to form and content, the Notice, attached to the Stipulation as Exhibit B, and the Summary Notice, attached to the Stipulation as Exhibit C, and (ii) finds that the

dissemination of the Notice and publication of the Summary Notice in the manner and form set forth in paragraph 7 of this Order: (a) constitutes notice that is reasonably calculated, under the circumstances, to apprise Company stockholders of the pendency of the Action, the effect of the Settlement (including the Releases to be provided thereunder), the Fee and Expense Application, and Current Company Stockholders' rights to object to any aspect of the Settlement and/or the Fee and Expense Application, and to appear at the Settlement Hearing; (b) constitutes due, adequate, and sufficient notice to all persons and entities entitled to receive notice of the proposed Settlement; and (c) satisfies the requirements of Court of Chancery Rule 23.1, the United States Constitution (including the Due Process Clause), and all other applicable law and rules.

9. **Appearance at Settlement Hearing and Objections:** Unless the Court orders otherwise, any person or entity who or which held shares of Company common stock as of the close of trading on the date of entry of this Order ("Current Company Stockholder"), who or which continues to hold shares of Company common stock as of the date of the Settlement Hearing, may enter an appearance in the Action, at his, her, or its own expense, individually or through counsel of his, her, or its own choice, by filing with the Register in Chancery and delivering a notice of appearance to Plaintiffs' Counsel and Defendants' Counsel, at the addresses set forth in paragraph 10 below, such that it is received no later than fifteen (15) calendar

days prior to the Settlement Hearing, or as the Court may otherwise direct. Any Current Company Stockholder who or which does not enter an appearance will be represented by Plaintiffs' Counsel, and shall be deemed to have waived and forfeited any and all rights he, she, or it may otherwise have to appear separately at the Settlement Hearing.

10. Any Current Company Stockholder who or which continues to hold shares of Company common stock as of the date of the Settlement Hearing may file a written objection to the Settlement and/or the Fee and Expense Application ("Objector"), if he, she, or it has any cause why the Settlement and/or the Fee and Expense Application should not be approved; *provided, however*, that, unless otherwise directed by the Court for good cause shown, no Objector shall be heard or entitled to contest the approval of the terms and conditions of the Settlement and/or the Fee and Expense Application, unless that person or entity files a written objection with the Register in Chancery, Court of Chancery of the State of Delaware, New Castle County, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, DE 19801 (electronically by File & Serve*Xpress*, by hand, by first-class U.S. mail, or by express service) and serves copies of the objection upon each of the following counsel at the following addresses such that they are received no later than fifteen (15) calendar days prior to the Settlement Hearing, with copies also emailed to andrew.blumberg@blbglaw.com, ezagar@ktmc.com,

drehns@hrsclaw.com, slclosic@prickett.com, michael.doluisio@dechert.com,
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Counsel for Plaintiffs: Andrew E. Blumberg, Bernstein Litowitz Berger & Grossmann LLP, 500 Delaware Avenue, Suite 901, Wilmington, DE 19801; Eric L. Zagar, Kessler Topaz Meltzer & Check, LLP, 280 King of Prussia Road, Radnor, PA 19087; Daniel B. Rehns, Hach Rose Schirripa & Cheverie LLP, 112 Madison Avenue, 10th Floor, New York, NY 10016; and Samuel L. Closic, Prickett, Jones & Elliott, P.A., 1310 N. King Street, Wilmington, DE 19801.

Counsel for the Individual Defendants: Michael S. Doluisio and Stuart T. Steinberg, Dechert LLP, Cira Centre 2929 Arch Street, Philadelphia, PA 19104; A. Thompson Bayliss, Abrams & Bayliss LLP, 20 Montchanin Road, Suite 200, Wilmington, DE 19807.

Counsel for the Company: Michael D. Blanchard, Morgan, Lewis & Bockius LLP, One Federal Street Boston, MA 02110; Stephen C. Norman and Tyler J. Leavengood, Potter Anderson & Corroon LLP, 1313 N. Market Street, 6th Floor, Wilmington, DE 19801-6108.

Counsel for the SLC: Alan S. Goudiss, Mallory Tosch Hoggatt, Jeff Hoschander, Allen Overy Shearman Sterling US LLP, 599 Lexington Ave., New York, NY 10022; Joseph Christensen, Christensen Law LLC, 1201 N. Market Street, Suite 1404, Wilmington, DE 19801.

11. Any objections must: (i) identify the case name and civil action number, *Lebanon County Employees' Retirement Fund v. Steven H. Collis et al.*, C.A. No. 2021-1118-JTL (Del. Ch.)"; (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) state with specificity the grounds for and purpose of the objection, including a detailed statement of the specific legal and factual basis for each and every objection; (v) if the Objector has indicated that he, she, or it 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 (vi) include (a) documentation sufficient to prove that the objector owned shares of Company common stock as of the close of trading on the date of entry of this Order, (b) documentation sufficient to prove that the objector continues to hold shares of Company common stock as of the date of filing of the objection, and (c) a statement that the objector will continue to hold shares of Company common stock as of the date of the Settlement Hearing. Documentation establishing ownership of Company

common stock must consist of copies of an official brokerage account statement, a screen shot of an official brokerage account, or an authorized statement from the objector's broker containing the information found in an account statement. The Parties are authorized to request from any objector additional information or documentation sufficient to prove his, her, or its holdings of Company common stock.

12. Unless the Court orders otherwise, any Current Company Stockholder who or which does not make his, her, or its objection in the manner provided herein shall: (i) be deemed to have waived and forfeited his, her, or its right to object to any aspect of the Settlement or the Fee and Expense Application; (ii) be forever barred and foreclosed from objecting to the fairness, reasonableness, or adequacy of the Settlement, the Judgment to be entered approving the Settlement, and the Fee and Expense Application; and (iii) be deemed to have waived and to be forever barred and foreclosed from being heard, in this or any other proceeding, with respect to any matters concerning the Settlement or the Fee and Expense Application.

13. **Stay and Temporary Injunction:** Until otherwise ordered by the Court, the Court stays all proceedings in the Action other than proceedings necessary to carry out or enforce the terms and conditions of the Stipulation. Pending final determination of whether the Settlement should be approved, the Court bars and enjoins Plaintiffs and all other Company stockholders from commencing, instituting,

instigating, facilitating, asserting, maintaining, participating in, or prosecuting any and all Released Plaintiffs' Claims against any of the Released Defendants' Persons.

14. **Settlement Fund:** The contents of the Settlement Fund that will be held in the Escrow Account shall be deemed and considered to be *in custodia legis* of the Court, and shall remain subject to the exclusive jurisdiction of the Court, until such time as they shall be distributed pursuant to the Stipulation and/or further order(s) of the Court.

15. **Notice Costs:** All Notice Costs shall be paid by the Company regardless of whether the Court finally approves the Settlement or the Effective Date fails to occur, and in no event shall Plaintiffs or Plaintiffs' Counsel be responsible for any Notice Costs, nor shall any Notice Costs be paid from the Settlement Fund prior to the transfer of the net Settlement Fund to the Company under the terms of the Stipulation.

16. **Taxes:** Plaintiffs' Lead Counsel are authorized and directed to prepare any tax returns and any other tax reporting form for or in respect to the Settlement Fund, to pay from the Settlement Fund any Taxes owed with respect to the Settlement Fund, and to otherwise perform all obligations with respect to Taxes and any reporting or filings in respect thereof without further order of the Court in a manner consistent with the provisions of the Stipulation.

17. **Termination of Settlement:** If the Settlement is terminated as provided in the Stipulation or the Effective Date of the Settlement otherwise fails to occur, this Order shall be vacated, rendered null and void, and be of no further force and effect, except as otherwise provided by the Stipulation; this Order shall be without prejudice to the rights of the Parties or Company Stockholders; and the Parties shall revert to their respective positions in the Action as of immediately prior to the Parties' execution of the Term Sheet on June 24, 2025.

18. **Supporting Papers:** Plaintiffs' Counsel shall file and serve the opening papers in support of the Settlement and the Fee and Expense Application no later than forty-five (45) calendar days prior to the Settlement Hearing. Any objections to the Settlement and/or the Fee and Expense Application shall be filed and served no later than fifteen (15) calendar days prior to the Settlement Hearing. If reply papers are necessary, they are to be filed and served no later than seven (7) calendar days prior to the Settlement Hearing.

19. **Retention of Jurisdiction:** The Court retains exclusive jurisdiction to consider all further applications arising out of or connected with the proposed Settlement.

20. **Extension of Deadlines:** The Court may, for good cause shown, extend any of the deadlines set forth in this Order without further notice to Company stockholders.

Vice Chancellor J. Travis Laster

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

Court: DE Court of Chancery Civil Action

Judge: J Travis Laster

File & Serve

Transaction ID: 76869560

Current Date: Aug 19, 2025

Case Number: 2021-1118-JTL

Case Name: STAYED - CONF ORD -Lebanon County Employees' Retirement Fund vs Steven H. Collis

Court Authorizer: J Travis Laster

Court Authorizer

Comments:

The Court will hold a hearing (the "Settlement Hearing") on November 13, 2025, at 3:15 p.m.

/s/ Judge J Travis Laster