

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, S.S.

SUPERIOR COURT

Civil No. 24-1734-BLS1

**JOHN DWYER, & another<sup>1</sup>**  
**Plaintiffs**

**vs.**

**ALAN TREFLER, & others<sup>2</sup>**  
**Defendants**

**CONSOLIDATED WITH**  
**Civil No. 24-3076-BLS1**

**JAYNE BIRCH, & another<sup>3</sup>**  
**Plaintiffs**

**vs.**

**ALAN TREFLER, & others<sup>4</sup>**  
**Defendants**

**ORDER PRELIMINARILY APPROVING SETTLEMENT AND**  
**PROVIDING FOR NOTICE**

WHEREAS, the Settling Parties have entered into a Stipulation of Settlement, dated February 6, 2026 (the “Stipulation”), that sets forth the terms and conditions of the settlement of the shareholder derivative actions captioned *Dwyer et al. v. Trefler et al.*, Civ. No. 2484CV01734-BLS1, pending in this Court (the “State Derivative Action”), and any appeals thereof; and *Larkin*

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<sup>1</sup> Ray Gerber.

<sup>2</sup> Peter Gyenes, Richard Jones, Christopher Lafond, Dianne Ledingham, Sharon Rowlands, Larry Weber, Leon Trefler, Don Schuerman, Kerim Akgonul, and Benjamin Baril. Pegasystems Inc. is named as a nominal defendant.

<sup>3</sup> Robert Garfield.

<sup>4</sup> Peter Gyenes, Richard Jones, Christopher Lafond, Dianne Ledingham, Sharon Rowlands, Larry Weber, Leon Trefler, Don Schuerman, Kerim Akgonul, Benjamin Baril, and Kenneth Stillwell. Pegasystems Inc. is named as a nominal defendant.

*et al. v. Trefler et al.*, No. 1:25-cv-10303-WGY, pending in the U.S. District Court for the District of Massachusetts (the “Federal Derivative Action, and together with the State Court Action, the “Actions”), and any appeals thereof, subject to the approval of this Court (the “Settlement”);

WHEREAS, the Court has read and considered: (a) the motion for preliminary approval of the Settlement and authorization to send notice of the Settlement to Pegasystems Inc. (“Pegasystems” or the “Company”) stockholders, and the papers filed and arguments made in connection therewith; and (b) the Stipulation and the exhibits attached thereto; and

WHEREAS, unless otherwise defined herein, all capitalized words contained herein shall have the same meanings as they have in the Stipulation;

NOW THEREFORE, IT IS HEREBY ORDERED:

1. **Preliminary Approval of the Settlement** – The Court hereby preliminarily approves the Settlement, as embodied in the Stipulation, subject to further consideration at the Settlement Hearing to be held as described below.

2. **Settlement Hearing** – The Court will hold a hearing (the “Settlement Hearing”) on June 25, 2026 at 2:00 p.m. at the Suffolk County Superior Court, Courtroom 1015, 3 Pemberton Square, Boston, MA 02108, for the following purposes: (a) to determine whether plaintiffs John Dwyer, Ray Gerber, Jayne Birch, and Robert Garfield (collectively, the “State Plaintiffs”) and their counsel have adequately represented the interests of the Company and its stockholders; (b) to determine whether the proposed Settlement on the terms and conditions provided for in the Stipulation is fair, reasonable, and adequate to the Company and its stockholders, and should be approved by the Court; (c) to determine whether the Judgment, substantially in the form attached as Exhibit D to the Stipulation, should be entered; (d) to determine whether the application by Plaintiffs’ Counsel for an award of attorneys’ fees and expenses, including any award payments

(“Service Awards”) to Plaintiffs (the “Fee and Expense Application”), should be approved; and (e) to consider any other matters that may properly be brought before the Court in connection with the Settlement. Any person, including counsel, may attend, observe or participate in the Settlement Hearing over Zoom (Mtg ID: 161 888 7367).

3. The Court reserves the right to adjourn the Settlement Hearing or any adjournment thereof, without further notice to Pegasystems stockholders. The Court further reserves the right to approve the Stipulation and the Settlement, at or after the Settlement Hearing, with such modifications as may be consented to by the Settling Parties and without further notice to Pegasystems stockholders. The Court may, for good cause, extend any of the deadlines set forth in this Order without further notice to Pegasystems stockholders.

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

(a) no later than ten (10) business days following the date of entry of this Order, the Company shall (i) cause the Summary Notice, substantially in the form attached as Exhibit B to the Stipulation, to be published on one occasion in the national edition of *The Wall Street Journal* and on one occasion via the BusinessWire; and (ii) post a copy of the Stipulation and the Notice, substantially in the form attached as Exhibit C to the Stipulation, on the “Investor Relations” section of Pegasystems’ website, <https://www.pega.com/about/investors>;

(b) not later than fifteen (15) business days following the date of entry of this Order, the Company shall cause the Summary Notice, substantially in the form attached as Exhibit B to the Stipulation, to be published on one additional occasion in the national edition of *The Wall Street Journal*; and

(c) not later than thirty-five (35) calendar days prior to the Settlement Hearing, counsel for the Company shall file with the Court proof, by affidavit or declaration, of compliance with paragraphs 4(a)-(c) above.

5. **Approval of Form and Content of Notice** – The Court (a) approves, as to form and content, the Summary Notice and the Notice, attached to this Order as Exhibits A and B, respectively, and (b) finds that the publications of the Summary Notice and the Notice in the manner and form set forth in paragraph 4 of this Order: (i) constitute notice that is reasonably calculated, under the circumstances, to apprise Pegasystems stockholders of the pendency of the Actions, of the effect of the proposed Settlement (including the releases to be provided thereunder), of the Fee and Expense Application, of their right to object to the Settlement and/or the Fee and Expense Application, and of their right to appear at the Settlement Hearing; (ii) constitute due, adequate and sufficient notice to all persons and entities entitled to receive notice of the proposed Settlement; and (iii) satisfy the requirements of Rule 23.1 of the Massachusetts Rules of Civil Procedure, Mass. Gen. L. ch. 156D, § 7.45, the United States Constitution (including the Due Process Clause), and all other applicable law and rules.

6. **Appearance and Objections at Settlement Hearing** – Any Pegasystems stockholder who or which continues to hold shares of Pegasystems common stock as of the date of the Settlement Hearing, may enter an appearance in the State Derivative Action at his, her, or its own expense, individually or through counsel of his, her, or its own choice, by filing a notice of appearance with the Civil Clerk's Office no later ten (10) calendar days prior to the Settlement Hearing. Copies of any notices of appearance must also be served (by hand, first class mail, or express service) on Representative State Plaintiffs' Counsel, Representative Federal Plaintiffs' Counsel, and Defendants' Counsel, at the addresses set forth in paragraph 7 below, such that it is

received no later than ten (10) calendar days prior to the Settlement Hearing, or as the Court may otherwise direct. Any Pegasystems 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. Representative State Plaintiffs' Counsel, Representative Federal Plaintiffs' Counsel, and Defendants' Counsel shall promptly forward any notices of appearance received to counsel for each of the other Settling Parties.

7. Any Pegasystems 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 proposed Settlement and/or the Fee and Expense Application with the Civil Clerk's Office in accordance with the requirements set forth in paragraph 8 below, and may appear at the Settlement Hearing and show cause, if he, she, or it has any cause, why the proposed 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 such person or entity shall be heard or entitled to contest the approval of the terms and conditions of the proposed Settlement and/or the Fee and Expense Application, unless that person or entity has filed a written objection with the Civil Clerk's Office and served (by hand, first class mail, or express service) copies of such objection on Representative State Plaintiffs' Counsel, Representative Federal Plaintiffs' Counsel, and Defendants' Counsel at the addresses set forth below, such that they are received no later than ten (10) calendar days prior to the Settlement Hearing. Representative State Plaintiffs' Counsel, Representative Federal Plaintiffs' Counsel, and Defendants' Counsel shall promptly forward any objections received to counsel for each of the other Settling Parties.

**Representative State Plaintiffs' Counsel:**

Joel Fleming  
Equity Litigation Group LLP  
1 Washington Mall #1307  
Boston, MA 02108

**Representative Federal Plaintiffs' Counsel:**

Lawrence Egel  
Bragar Egel & Squire, PC  
810 Seventh Ave., Suite 620  
New York, NY 10019

**Defendants' Counsel:**

Robert Kingsley Smith  
Wilmer Cutler Pickering Hale and Dorr LLP  
60 State Street  
Boston, MA 02109

8. Any objections, filings, and other submissions must: (a) state the name, address, and telephone number of the objector and, if represented by counsel, the name, address, and telephone number of his, her, or its counsel; (b) be signed by the objector; (c) state that the objection is being filed with respect to "*Dwyer et al. v. Trefler et al.*, Civ. No. 2484CV01734-BLS1"; (d) 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 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 (e) state the number of shares of Pegasystems common stock owned by the objector together with documentation sufficient to prove ownership of those shares, and include a statement that the objector will continue to hold shares of Pegasystems common stock as of the date of the Settlement Hearing. Documentation establishing ownership of Pegasystems 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, which may be redacted consistent with Supreme Judicial Court Rule 1:24. The Settling Parties are authorized to request from any objector additional information or documentation sufficient to prove his, her, or its holdings of Pegasystems common stock.

9. Unless the Court orders otherwise, any person or entity who or which does not make his, her, or its objection in the manner provided herein shall: (a) be deemed to have waived and forfeited his, her, or its right to object, including any right of appeal, to any aspect of the Settlement, the Fee and Expense Application, or the award of attorneys' fees and expenses, including any Service Awards to Plaintiffs; (b) be forever barred and foreclosed from objecting to the fairness, reasonableness, or adequacy of the Settlement, the Judgment to be entered approving the Settlement, the Fee and Expense Application, or the award of attorneys' fees and expenses, including any Service Awards to Plaintiffs; and (c) be deemed to have waived and forever barred and foreclosed from being heard, in this or any other proceeding, including on any appeal, with respect to any matters concerning the Settlement, the Fee and Expense Application, or the award of attorneys' fees and expenses, including any Service Awards to Plaintiffs.

10. **Stay and Temporary Injunction** – Until otherwise ordered by the Court, the Court stays all proceedings in the State Derivative 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 (a) bars and enjoins the commencement or prosecution of any action asserting any Released Plaintiffs Claims against any of the Released Defendants Persons; and (b) bars and enjoins the commencement or prosecution of any action asserting any Released Defendants Claims against any of the Released Plaintiffs Persons.

11. **Notice Costs** – The Company shall assume all administrative responsibility for and shall pay any and all costs and expenses associated with provided notice of the Settlement, regardless of whether the Court approves the Settlement or the Effective Date fails to occur. Neither Plaintiffs nor Plaintiffs’ Counsel shall be responsible for any costs and expenses associated with providing notice of the Settlement.

12. **Use of this Order** – Neither this Order, the Settlement, the Stipulation (whether or not consummated), including the Exhibits thereto, the negotiations resulting in the Stipulation and the Settlement, nor any proceedings, communications, drafts, documents, or agreements concerning the Stipulation or the Settlement (including any arguments proffered in connection therewith): (a) shall be offered or received against or to the prejudice of any Released Defendants Persons as evidence of or construed as or deemed to be evidence of any presumption, concession, finding, or admission by any Released Defendants Persons of the truth of any allegations by Plaintiffs or the validity of any claim that has been or could have been asserted in the Demand Letters, the Actions, and/or the Complaints, or the deficiency of any defense that has been or could have been asserted in the Actions or in any other litigation, including, but not limited to, litigation of the Released Plaintiffs Claims, or of any liability, damages, negligence, fault, omission, or wrongdoing of any kind of any of the Released Defendants Persons or in any way referred to for any other reason as against any of the Released Defendants Persons, in any civil, criminal, or administrative action or proceeding, other than such proceedings as may be necessary to effectuate the provisions of the Stipulation; (b) shall be offered or received against or to the prejudice of the Released Plaintiffs Persons as evidence that Plaintiffs’ claims in any way lack merit or the validity of any affirmative defense that has been or could have been asserted in the Actions, including, but not limited to, litigation of the Released Plaintiffs Claims; (c) shall be offered or received against

or to the prejudice of any Released Defendants Persons as evidence of a presumption, concession, or admission of any fault, misrepresentation, scheme, or omission with respect to any statement or written document approved or made by any Released Defendants Persons, or against the Released Plaintiffs Persons as evidence of any infirmity in the claims of Plaintiffs; (d) shall be offered or received against or to the prejudice of any Released Defendants Persons as evidence of a presumption, concession, or admission of any liability, damages, negligence, fault, omission, or wrongdoing, or shall be in any way referred to for any other reason as against any of the parties to the Stipulation, in any other civil, criminal, or administrative action or proceeding in any court, administrative agency, or other tribunal; provided, however, that if the Stipulation is approved by the Court, Defendants and the Released Defendants Persons may refer to it to effectuate the release granted them under the Stipulation; or (e) shall be construed against the Released Defendants Persons or the Released Plaintiffs Persons as evidence of a presumption, concession, or admission that the consideration to be given under the Stipulation represents the amount which could be or would have been recovered after trial or in any proceeding other than the Settlement.

13. **Termination of Settlement** – If the Settlement is terminated as provided in the Stipulation, the Settlement is not approved, 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, and this Order shall be without prejudice to the rights of the Settling Parties or any Pegasystems stockholders, and the parties to the Actions shall be restored to their respective positions in the Actions as of immediately prior to the execution of the Stipulation on February 6, 2026.

14. **Supporting Papers** – Plaintiffs’ Counsel shall file and serve the opening papers in support of the proposed Settlement and the Fee and Expense Application no later than thirty-five

(35) calendar days prior to the Settlement Hearing; and reply papers responding to objections, if any, shall be filed and served no later than five (5) calendar days prior to the Settlement Hearing. Each of these papers shall be promptly posted and made publicly available on the “Investor Relations” section of Pegasystems’ website, <https://www.pega.com/about/investors> and on <https://www.blbglaw.com/>.

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

SO ORDERED this 16th day of April, 2026.

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Honorable Peter B. Krupp  
Justice of the Superior Court