



GRANTED WITH MODIFICATIONS

EXHIBIT A

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

DARCY LIEN, Individually and on
Behalf of All Others Similarly Situated,

Plaintiff,

v.

C.A. No. 2022-0972-PAF

EAGLE EQUITY PARTNERS II, LLC,
HARRY E. SLOAN, SCOTT M.
DELMAN, JOSHUA KAZAM, ALAN
MNUCHIN, LAURENCE E. PAUL, ELI
BAKER, and JEFF SAGANSKY,

Defendants.

[PROPOSED] SCHEDULING ORDER

WHEREAS, a stockholder class action is pending in this Court captioned *Darcy Lien, et al. v. Eagle Equity Partners II, LLC, et al.*, C.A. No. 2022-0972-PAF (the “Action”);

WHEREAS, (i) plaintiffs Darcy Lien, Tony Diao, Michael Ogilvie, Walter Sutherland, and Wesam Taliani (“Plaintiffs”), on behalf of themselves and the other members of the Settlement Class (as defined in paragraph 3 below); and (ii) defendant Eagle Equity Partners II, LLC (“Eagle Equity Partners”), and defendants Harry E. Sloan, Scott M. Delman, Joshua Kazam, Alan Mnuchin, Laurence E. Paul, Eli Baker, and Jeff Sagansky (the “Individual Defendants,” and together with Eagle Equity Partners, “Defendants”) (Plaintiffs and Defendants,

together, the “Parties”) have determined to settle all claims asserted against Defendants in the Action on the terms and conditions set forth in the Stipulation and Agreement of Settlement, Compromise, and Release dated May 19, 2025 (the “Stipulation”), subject to the approval of this Court (the “Settlement”);

WHEREAS, in accordance with the Stipulation, Plaintiffs and Defendants have made an application, pursuant to Court of Chancery Rule 23, for entry of a scheduling order in accordance with the Stipulation, approving the form and content of notice of the Settlement to the Settlement Class, and scheduling the date and time for the Settlement Hearing (as defined below); and

WHEREAS, the Court having considered the Stipulation and the exhibits attached thereto; the Stipulation being sufficient to warrant notice to the Settlement Class; 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 the Parties and each of the Settlement Class Members.

3. **Class Certification:** The Action is preliminarily certified as a non-opt-out class action, for purposes of the Settlement only, pursuant to Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2), on behalf of the Settlement Class consisting of all holders of Flying Eagle Acquisition Corp. (“Flying Eagle”) Class A common stock, whether beneficial or of record, as of the closing of the Merger on December 16, 2020, together with the heirs, successors-in-interest, transferees, and assigns of all of such foregoing holders, including any person or entity who subsequently purchased such stock (excluding, for the avoidance of doubt, shares of Flying Eagle Class B common stock that converted into Flying Eagle Class A common stock solely in connection with the Merger as well as shares of Flying Eagle Class A common stock redeemed before the Merger (the “Redeemed Shares”)). Excluded from the Settlement Class are (i) Defendants; (ii) members of the immediate families of the Individual Defendants; (iii) any person who is, or was at the time of the closing of the Merger on December 16, 2020, an officer or director of Flying Eagle, Eagle Equity Partners, or Legacy Skillz, and their immediate family members; (iv) any parent, subsidiary, or affiliate of Flying Eagle, Eagle Equity Partners, or Legacy Skillz; (v) any entity in which any Defendant or any other excluded person or entity has, or had at the time of the closing of the Merger on December 16, 2020, a controlling interest; and (vi) the legal representatives, agents, affiliates, heirs, successors, and assigns of any such excluded person or entity (each, an “Excluded

Person” and, collectively, the “Excluded Persons”). Plaintiffs Darcy Lien, Tony Diao, Michael Ogilvie, Walter Sutherland, and Wesam Taliani are preliminarily certified as Class Representatives for the Settlement Class. The law firms Bernstein Litowitz Berger & Grossmann LLP and Robbins LLP (“Plaintiffs’ Lead Counsel”) are preliminarily certified as Class Counsel for the Settlement Class.

4. Based on the record of the Action, for purposes of the Settlement only, the Court preliminarily finds that: (i) the Settlement Class is so numerous that joinder of all members is impracticable, satisfying Court of Chancery Rule 23(a)(1); (ii) there are questions of law and fact common to the Settlement Class, satisfying Court of Chancery Rule 23(a)(2); (iii) the claims of Plaintiffs are typical of the claims of absent Settlement Class Members in that they all arise from the same allegedly wrongful course of conduct and are based on the same legal theories, satisfying Court of Chancery Rule 23(a)(3); (iv) Plaintiffs and Plaintiffs’ Lead Counsel are fair and adequate representatives of the Settlement Class, satisfying Court of Chancery Rule 23(a)(4); (v) the prosecution of separate actions by individual Settlement Class Members would create a risk of inconsistent adjudications that would establish incompatible standards of conduct for Defendants, and, as a practical matter, the disposition of the Action as against Defendants would influence the disposition of any pending or future identical suits, actions, or proceedings brought by other Settlement Class Members, satisfying Court

of Chancery Rule 23(b)(1); and (vi) Defendants are alleged to have acted or refused to act on grounds generally applicable to the Settlement Class, thereby making appropriate final injunctive relief or corresponding declaratory relief with respect to the Settlement Class as a whole, satisfying Court of Chancery Rule 23(b)(2).

5. **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 to finally certify the Settlement Class for purposes of the Settlement only, pursuant to Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2); (ii) determine whether Plaintiffs and Plaintiffs’ Lead Counsel have adequately represented the Settlement Class, and whether they should be finally appointed as Class Representatives and Class Counsel, respectively, for the Settlement Class; (iii) determine whether the proposed Settlement should be approved as fair, reasonable, and adequate to, and in the best interests of, Plaintiffs and the other Settlement Class Members; (iv) determine whether the proposed Final Order and Judgment (the “Judgment”) approving the Settlement, dismissing the Action with prejudice, and granting the Releases provided under the Stipulation should be entered; (v) determine whether the proposed Plan of Allocation of the Net Settlement Fund is fair and reasonable, and should therefore be approved; (vi) determine

whether and in what amount any award of attorneys' fees and payment of Litigation Expenses to Plaintiffs' Counsel (the "Fee and Expense Award") should be paid out of the Settlement Fund, including any incentive awards to Plaintiffs (the "Incentive Awards") to be deducted solely from any Fee and Expense Award; (vii) hear and rule on any objections to the Settlement, the Plan of Allocation, and/or Plaintiffs' Counsel's application for a Fee and Expense Award, including Plaintiffs' application for Incentive Awards to be deducted solely from any Fee and Expense Award to Plaintiffs' Counsel (the "Fee and Expense Application"); and (viii) consider any other matters that may properly be brought before the Court in connection with the Settlement.

6. The Court reserves the right to adjourn and reconvene the Settlement Hearing, including consideration of the proposed Plan of Allocation and the Fee and Expense Application, without further notice to the Settlement Class other than by announcement at the Settlement Hearing or any adjournment thereof.

7. 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 the Settlement Class.

8. The Court may decide to hold the Settlement Hearing by telephone, by video conference, or in person without further notice to the Settlement Class. Any Settlement Class Member (or his, her, or its counsel) 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.

9. **Retention of Settlement Administrator and Manner of Giving**

Notice: Plaintiffs' Lead Counsel are hereby authorized to retain JND Legal Administration as the settlement administrator (the "Settlement Administrator") to provide notice to potential Settlement Class Members and administer the Settlement, including the allocation and distribution of the Net Settlement Fund to eligible Settlement Class Members. Notice of the Settlement and the Settlement Hearing shall be given as follows:

(i) Not later than five (5) business days after the date of entry of this Order, Defendants, at no cost to the Settlement Fund, Plaintiffs' Counsel, or the Settlement Administrator, shall make reasonable best efforts to cause to be provided to Plaintiffs' Lead Counsel, to the extent available to them: (a) an Excel file containing the stockholder register from Flying Eagle's transfer agent, which lists the names, mailing addresses and, if available, email addresses for all registered holders of Flying Eagle Class A common stock ("Registered Holders") as of the closing of the Merger on December 16, 2020, and for each of those Registered Holders, the number of shares of Flying Eagle Class A common stock held as of the closing of the Merger on December 16, 2020; and (b) an Excel file containing the allocation report generated by DTC (the "Allocation Report"), which lists (1) each

DTC participant (“DTC Participant”) that held shares of Flying Eagle Class A common stock as of the closing of the Merger on December 16, 2020; (2) the number of shares of Flying Eagle Class A common stock held by each DTC Participant as of the closing of the Merger on December 16, 2020; and (3) the “DTC Number” of each such DTC Participant.

(ii) Not later than sixty (60) calendar days prior to the date of the Settlement Hearing (the “Notice Date”), the Settlement Administrator shall cause a copy of the Notice, substantially in the form attached to the Stipulation as Exhibit B, to be mailed by first-class U.S. mail, or emailed, to (a) the potential Settlement Class Members identified in the list of Registered Holders provided by Defendants; and (b) the DTC Participants identified in the Allocation Report provided by Defendants;

(iii) Not later than the Notice Date, the Settlement Administrator shall post a copy of the Notice on the website established for the Settlement;

(iv) Not later than ten (10) business days after the Notice Date, the Settlement Administrator shall cause the Summary Notice, substantially in the form attached to the Stipulation as Exhibit C, to be published once in *Investor’s Business Daily* and to be transmitted once over the *PR Newswire*; and

(v) Not later than seven (7) calendar days prior to the Settlement Hearing, Plaintiffs’ Lead Counsel shall serve on Defendants’ Counsel and file with the Court proof, by affidavit or declaration, of such mailing and publication.

10. **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 mailing of the Notice and publication of the Summary Notice in the manner and form set forth in paragraph 9 of this Order: (a) is the best notice practicable under the circumstances; (b) constitutes notice that is reasonably calculated, under the circumstances, to apprise Settlement Class Members of the pendency of the Action, the effect of the Settlement (including the Releases to be provided thereunder), the Plan of Allocation, the Fee and Expense Application, and Settlement Class Members' rights to object to any aspect of the Settlement, the Plan of Allocation, and/or the Fee and Expense Application, and to appear at the Settlement Hearing; (c) constitutes due, adequate, and sufficient notice to all persons and entities entitled to receive notice of the proposed Settlement; and (d) satisfies the requirements of Court of Chancery Rule 23, the United States Constitution (including the Due Process Clause), and all other applicable law and rules.

11. **Nominees Procedures:** Brokers and other nominees that held shares of Flying Eagle Class A common stock as of the closing of the Merger on December 16, 2020 (excluding, for the avoidance of doubt, shares of Flying Eagle Class B common stock that converted into Flying Eagle Class A common stock solely in connection with the Merger as well as the Redeemed Shares), as record holders for

the benefit of another person or entity shall be requested to either: (i) within seven (7) calendar days of receipt of the Notice, request from the Settlement Administrator sufficient copies of the Notice to forward to all such beneficial owners and within seven (7) calendar days of receipt of those Notices forward them to all such beneficial owners; or (ii) within seven (7) calendar days of receipt of the Notice, provide 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 the Notice to such beneficial owners. Upon full compliance with this Order, such nominees may seek reimbursement of their reasonable expenses actually incurred in complying with this Order by providing the Settlement Administrator with proper documentation supporting the expenses for which reimbursement is sought.

12. Brokers and other nominees that hold securities in their name on behalf of a beneficial owner are hereby ordered to provide information deemed necessary by the Settlement Administrator to assist eligible Settlement Class Members in connection with determining their entitlement to the Net Settlement Fund and to distribute the Net Settlement Fund consistent with the terms of the Plan of Allocation (or such other plan of allocation approved by the Court).

13. Information Regarding Excluded Persons and Redeeming Stockholders: Not later than fifteen (15) business days after the date of execution

of the Stipulation, Defendants, at no cost to the Settlement Fund, Plaintiffs' Counsel, or the Settlement Administrator, shall cause to be provided to Plaintiffs' Lead Counsel in an electronically-searchable form, such as Excel, the following information: (i) a list of the Excluded Persons; and (ii) for each of the Excluded Persons: (a) an indication of whether the Excluded Person was, as of the closing of the Merger on December 16, 2020, either (1) a record holder of Flying Eagle Class A common stock or (2) a beneficial holder of Flying Eagle Class A common stock whose shares were held via a financial institution on behalf of the Excluded Person; (b) the number of shares of Flying Eagle Class A common stock owned by the Excluded Person as of the closing of the Merger on December 16, 2020 (the "Excluded Shares"); and (c) for each of the Excluded Persons that is a beneficial holder of Flying Eagle Class A common stock, the name and "DTC Number" of the financial institution(s) where their Excluded Shares were held and the Excluded Person's account number(s) at such financial institution(s). Not later than fifteen (15) business days after the date of execution of the Stipulation, Defendants, at no cost to the Settlement Fund, Plaintiffs' Counsel, or the Settlement Administrator, shall also make reasonable best efforts to cause to be provided to Plaintiffs' Lead Counsel in an electronically-searchable form, such as Excel, to the extent available to them: (i) a list of the holders of Redeemed Shares (such holders, "Redeeming Stockholders"); and (ii) for each of the Redeeming Stockholders: (a) an indication

of whether the Redeeming Stockholder was, as of the closing of the Merger on December 16, 2020, either (1) a record holder of Flying Eagle Class A common stock or (2) a beneficial holder of Flying Eagle Class A common stock whose shares were held via a financial institution on behalf of the Redeeming Stockholder; (b) the number of Redeemed Shares for each Redeeming Stockholder; and (c) for each of the Redeeming Stockholders that is a beneficial holder of Flying Eagle Class A common stock, the name and “DTC Number” of the financial institution(s) where their Redeemed Shares were held and the Redeeming Stockholder’s account number(s) at such financial institution(s). At the request of Plaintiffs’ Lead Counsel, Defendants will use reasonable best efforts to provide such additional information or documentation as may be required to distribute the Net Settlement Fund to eligible Settlement Class Members and not to Excluded Persons or in connection with Redeemed Shares.

14. **Appearance at Settlement Hearing and Objections:** Unless the Court orders otherwise, any Settlement Class Member 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’ Lead Counsel and Defendants’ Counsel, at the addresses set forth in paragraph 15 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 Settlement Class Member who does not enter an appearance will be represented by Plaintiffs' Lead 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.

15. Any Settlement Class Member may file a written objection to the proposed Settlement, the proposed Plan of Allocation, and/or the Fee and Expense Application (“Objector”), if he, she, or it has any cause why the Settlement, the Plan of Allocation, 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, the Plan of Allocation, 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 jeroen@blbglaw.com, gdelgaizo@robbsinllp.com, gstarner@whitecase.com, and gallagher@rlf.com:

Plaintiffs' Lead Counsel: Jeroen van Kwawegen, Bernstein Litowitz Berger & Grossmann LLP, 1251 Avenue of the Americas, 44th Floor, New York, NY 10020; and Gregory Del Gaizo, Robbins LLP, 5060 Shoreham Pl., Ste. 300, San Diego, CA 92122.

Defendants' Counsel: Greg Starner, White & Case LLP, 1221 Avenue of the Americas, New York, NY 10020-1095; and Kevin M. Gallagher, Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, DE 19801.

16. Any objections must: (i) identify the case name and civil action number: “*Darcy Lien, et al. v. Eagle Equity Partners II, LLC, et al.*, C.A. No. 2022-0972-PAF”; (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 and whether the objection applies only to the objector, to a specific subset of the Settlement Class, or to the entire Settlement Class; (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 documentary evidence sufficient to prove that the Objector is a member of the Settlement Class. Plaintiffs’ Lead Counsel are

authorized to request from any Objector additional information or documentation sufficient to prove that the Objector is a member of the Settlement Class.

17. Unless the Court orders otherwise, any Settlement Class Member 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 proposed Settlement, the proposed Plan of Allocation, 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, the Plan of Allocation, 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, the Plan of Allocation, or the Fee and Expense Application.

18. **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 Plaintiff and each of the other Settlement Class Members from commencing, instigating, or prosecuting the Released Plaintiffs' Claims against the Released Defendants' Persons.

19. **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.

20. **Notice and Administration Costs:** All Notice and Administration Costs shall be paid in accordance with the terms of the Stipulation without further order of the Court.

21. **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.

22. **Termination of Settlement:** If the Settlement is terminated as provided in the Stipulation or the Effective Date of the Settlement otherwise fails to occur, then: 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 the Settlement Class; and Plaintiffs and Defendants shall revert to their respective positions in the Action as of

immediately prior to the execution of the Settlement Term Sheet on March 27, 2025, as provided under the Stipulation.

23. **Supporting Papers:** Plaintiffs' Counsel shall file and serve the opening papers in support of the Settlement, the Plan of Allocation, and the Fee and Expense Application no later than forty-five (45) calendar days prior to the Settlement Hearing. Any objections to the Settlement, the Plan of Allocation, 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.

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

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

Vice Chancellor Paul A. Fioravanti, Jr.

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

Court: DE Court of Chancery Civil Action

Judge: Paul A Fioravanti

File & Serve

Transaction ID: 76300451

Current Date: Jun 12, 2025

Case Number: 2022-0972-PAF

Case Name: STAYED/ CONF ORD / Darcy Lien v. Eagle Equity Partners II, LLC, et al.

Court Authorizer: Paul A Fioravanti Jr

Court Authorizer

Comments:

For all persons entitled to notice of the Settlement, notice shall be provided by first-class U.S. mail, except that notice by electronic communication shall be permitted for all potential Settlement Class Members who have consented to receiving information from Flying Eagle electronically.

The settlement hearing is scheduled for September 2, 2025 at 1:30 p.m. at the Leonard L. Williams Justice Center.

/s/ Judge Paul A Fioravanti Jr