

**IN THE CIRCUIT COURT OF THE 17TH JUDICIAL CIRCUIT
IN AND FOR BROWARD COUNTY, FLORIDA**

CASE NO. CACE24012180 DIVISION: 07 JUDGE: Haimes, David A (07)

Alluvial Fund, LP,

Plaintiff(s) / Petitioner(s)

v.

Glen F. Ceiley, et al

Defendant(s) / Respondent(s)

_____ /

SCHEDULING ORDER RE APPROVAL OF FINAL SETTLEMENT

WHEREAS, a shareholder derivative action is pending in this Court styled *Alluvial Fund, LP v. Ceiley, et al.*, Case No. CACE 24-102180 (the “Action”);

WHEREAS, (i) Alluvial Fund, LP (“Plaintiff”), derivatively on behalf of Nominal Defendant EACO Corporation (“EACO” or the “Company”), (ii) Defendants Glen F. Ceiley, William L. Means, Stephen Catanzaro, Ellen S. Bancroft, and Donald S. Wagner (collectively, the “Individual Defendants”), and (iii) Nominal Defendant EACO (collectively with Plaintiff and the Individual Defendants, the “Parties”) have entered into a Stipulation and Agreement of Settlement, Compromise and Release dated January 12, 2026 (the “Stipulation”);

WHEREAS, the Stipulation provides for a final settlement of the Action (the “Settlement”);

WHEREAS, in accordance with the Stipulation, Plaintiff has moved for an order in the Action, among other things, approving the form and content of the notice of the Settlement to Minority Shareholders, and scheduling the date and time for the Settlement Hearing; and

WHEREAS, the Court has read and considered the Stipulation and the exhibits attached thereto; the Stipulation being sufficient to warrant notice to Minority Shareholders; and all Parties have consented to the entry of this Scheduling Order.

NOW THEREFORE, IT IS HEREBY ORDERED, this 9th day of February, 2026, as follows:

1. Unless otherwise defined herein, the capitalized terms used herein shall have the same meaning as they have in the Stipulation.

2. The Court shall hold a hearing (the “Settlement Hearing”) on June 10, 2026, at 9:30 a.m. ET by Zoom videoconference at <https://17thflcourts.zoom.us/j/319670946> and at the Broward County Courthouse, 201 S.E. 6th Street, Division 07, Fort Lauderdale, FL 33301, to:

a. Determine whether the Court should finally approve the Settlement and direct consummation of the Settlement in accordance with its terms;

b. Determine whether the Court should enter judgment dismissing the Action with prejudice;

c. Determine whether the Court should approve the Fee and Expense Award to be paid to Plaintiff’s Counsel; and

d. Consider such other matters as may properly come before the Court.

3. The Court reserves the right to adjourn the Settlement Hearing or any part thereof, including the consideration of the request for a Fee and Expense Award, without further notice of any kind other than oral announcement at the Settlement Hearing or any adjournment thereof.

4. The Court may approve or reject the Settlement at or after the Settlement Hearing without further notice.

5. The Court may approve the Settlement with such modifications as may be agreed to by the Parties, if appropriate, without further notice to Minority Shareholders.

6. Plaintiff’s Counsel is authorized to retain A.B. Data Ltd. to serve as the Settlement Administrator to provide notice to Minority Shareholders and administer the proposed Settlement, including the distribution of the Settlement Payment, as set forth in this Order and as set forth in the Stipulation and Plan of Distribution.

7. Within ten (10) business days of the entry of this Scheduling Order, EACO shall provide or cause to be provided to the Settlement Administrator and Plaintiff’s Counsel:

a. A security position report from DTC identifying any DTC Participant holding EACO common stock as of the Record Date, and the identification number, name, available contact information, and number of shares held by the DTC Participant (the “Security Position Report”), and the correct contact information (including name, mailing address, phone number, email address) or other information used to communicate with the appropriate representatives of each DTC Participant (collectively, the “DTC Information”);

b. A list of the names and contact information (including mailing address, telephone number, and email address) for all record owners and beneficial owners of EACO common stock as of the Record Date;

c. A list of all Excluded Persons;

d. Broker suppression letters for Defendants and each Excluded Person;

e. For each Defendant and Excluded Person, account information, including his, her, or its financial institution, DTC number, and account number(s) where shares of EACO common stock were held as of the Record Date; and

f. Upon reasonable notice, any additional information reasonably required by the Settlement Administrator to issue notice or payments to Minority Shareholders.

g. Defendants or their insurer shall pay any and all costs associated with providing the information set forth in this Paragraph, and no portion of the costs for the information set forth in this Paragraph shall be charged to the Settlement Administrator, Plaintiff’s Counsel, Plaintiff, or be setoff against the Settlement Payment.

8. Notice of the Settlement and of the Settlement Hearing shall be given as follows: At least sixty (60) days before the Settlement Hearing (the “Notice Date”), the Settlement Administrator shall (i) cause a copy of the Postcard Notice, substantially in the form attached to the Stipulation as Exhibit D, to be mailed by first-class mail to Minority Shareholders at the addresses set forth in the records provided by EACO or DTC or who otherwise may be identified through further reasonable effort; (ii) cause a copy of the Press Release Notice, substantially in the form attached to the Stipulation as Exhibit E, to be

published on a national wire service; (iii) create a publicly accessible website (the “Settlement Website”) that shall contain information about the Settlement, including but not limited to the date of the Settlement Hearing and the deadline and procedure for Minority Shareholders to make objections to the Settlement or the Fee and Expense Application; and (iv) post to the Settlement Website downloadable copies of the Long-Form Notice substantially in the form attached to the Stipulation as Exhibit C, the Stipulation, the Amended Complaint, the Scheduling Order, and other documents and information related to the Action and the Settlement. Not later than five (5) business days before the Settlement Hearing, Plaintiff’s Counsel shall serve on Defendants’ Counsel and file with the Court proof, by affidavit or declaration, of such mailing and publication.

9. Defendants or their insurer shall pay all reasonable costs and expenses of providing notice to Minority Shareholders (“Notice Costs”). Such costs and expenses shall include, without limitation, the costs of printing, mailing, publishing, or distributing the Notices, reimbursements to nominee owners for forwarding the Postcard Notice to their beneficial owners, the costs of maintaining the Settlement Website, and other reasonable and necessary costs, expenses, or fees incurred or charged by the Settlement Administrator.

10. The Court approves, in form and content, the Postcard Notice, Press Release Notice, and Long-Form Notice attached to the Stipulation as Exhibits D, E, and C, respectively, and finds that dissemination of the Notices substantially in the manner and form set forth in this Order meets the requirements, as applicable, of Section 607.0745(2) of the Florida Statutes, the due process requirements of the Florida and United States Constitutions, and shall constitute due and sufficient notice to all persons and entities entitled to receive notice.

11. All record holders who were not also the beneficial owners of the shares of the EACO common stock held by them of record shall be requested to forward the Postcard Notice to the beneficial owners of those shares. The Settlement Administrator shall use reasonable efforts to give notice to such beneficial owners by (a) making additional copies of the Postcard Notice available to any record holder who, before the Settlement Hearing, requests the same for distribution to beneficial

owners, or (b) mailing additional copies of the Postcard Notice to beneficial owners as reasonably requested by record holders who provide names and addresses for such beneficial holders. Record holders may request reimbursement from the Settlement Administrator of their reasonable out-of-pocket expenses actually incurred in connection with the foregoing up to a maximum of \$0.03 for providing names, addresses, and email addresses to the Settlement Administrator; up to a maximum of \$0.03 per Postcard Notice mailed by the record holder, plus postage at the rate used by the Settlement Administrator; or a maximum of \$0.03 per notice sent by email. Those expenses will be paid upon request and submission of appropriate supporting documentation and shall be deemed Notice Costs for which Defendants are responsible.

12. Any Minority Shareholder who objects to the proposed Settlement, the Judgment to be entered in the Action and/or the Fee and Expense Application, or otherwise wishes to be heard, may appear personally or by counsel at the Settlement Hearing in person or by Zoom and present evidence or argument that may be proper and relevant; provided, however, that no Minority Shareholder may be heard and no briefs, pleadings, or other documents submitted by or on behalf of any Minority Shareholder shall be considered by the Court, except by Order of the Court for good cause shown, unless the objection is in writing and meets the following requirements and contains the following information: (a) the objector's name, legal address, and telephone number; (b) the case name and number, *Alluvial Fund, L.P. v. Ceiley*, Case No. CACE 24-012180 (Fla. 17th Jud. Cir. Ct.); (c) proof of status as a Minority Shareholder as of the Record Date; (d) a written statement of each objection being made signed personally by the objector; (e) whether the objector is represented by counsel, and if so, the name, legal address, and telephone number of objector's counsel; (e) notice of whether the objector intends to appear at the Settlement Hearing in person or by counsel; and (f) copies of any papers, documents, writings, or evidence the objector intends to submit to the Court, along with the names of any witness(es) the objector intends to call to testify at the Settlement Hearing and the subject(s) of their testimony. The Court may not consider any objection that does not comply with these requirements absent order of the Court.

13. Any written objection, together with copies of all other papers and briefs supporting the objection, must be mailed to Clerk of the Court, Circuit Court of the 17th Judicial Circuit in and for Broward County, Florida, 201 S.E. 6th Street, Division 07, Fort Lauderdale, FL 33301, or filed in person at any location of the Circuit Court of the 17th Judicial Circuit in and for Broward County, Florida, so that it is filed or received no later than fourteen (14) calendar days prior to the Settlement Hearing. Any written objection together with copies of all other papers and briefs supporting the objection, must also be served on each of the following Parties' counsel so that they are received on or before than fourteen (14) calendar days prior to the Settlement Hearing:

Plaintiff's Counsel

KREHER & TRAPANI LLP

Attn: Peter Kreher

100 East Penn Square, Suite 400

Philadelphia, PA 19107

Email: pete@krehertrapani.com

Defendants' Counsel

MORGAN, LEWIS & BOCKIUS LLP

Attn: Michael D. Blanchard

One State Street

Hartford, CT 06103

Email: michael.blanchard@morganlewis.com

14. Unless the Court orders otherwise, any Person or entity who fails to object or otherwise request to be heard in the manner prescribed above will be deemed to have waived the right to object to any aspect of the Settlement as incorporated in the Stipulation, the Judgment to be entered herein, or the Fee and Expense Application, or otherwise request to be heard (including the right to appeal) and will be forever barred from raising such objection or request to be heard in this or any other action or proceeding, and, unless otherwise ordered by the Court, shall be bound by the Judgment to be entered and the releases to be given.

15. Unless the Court orders otherwise, until entry of the Judgment, all proceedings in the Action other than for proceedings necessary to carry out or enforce the terms and conditions of the Stipulation shall be stayed and the Court bars and enjoins Plaintiff, and all other Minority Shareholders, from

commencing, prosecuting or in any way instigating or participating in the commencement or prosecution of any Released Plaintiff's Claims either directly, representatively, derivatively or in any other capacity against any Released Defendants' Persons.

16. If the Effective Date does not occur, or if the Stipulation is disapproved, canceled or terminated pursuant to its terms, or the Settlement otherwise does not become Final for any reason, (a) the Parties shall be deemed to have reverted to their respective litigation status as of immediately prior to the execution of the Term Sheet, and they shall proceed in all respects as if the Stipulation had not been executed and this Order had not been entered; (b) all of their respective claims and defenses shall be preserved without prejudice in any way; (c) the statements made in the Stipulation, in connection with the negotiations of the Stipulation, or in connection with any motions seeking to approve the Settlement (i) shall not be deemed to prejudice in any way the positions of any of the Parties with respect to the Action, or to constitute an admission of fact or of wrongdoing by any Party, and (ii) shall not be used or entitle any Party to recover any fees, costs, or expenses incurred in connection with the Action, with the exception of Notice Costs and any costs of settlement administration, as provided for by the Stipulation; and (d) neither the existence of this Order, the Stipulation nor its contents nor any statements made in connection with its negotiation, any settlement communications, or any motions seeking to approve the Settlement shall be admissible in evidence or shall be referred to for any purpose in the Action, or in any other litigation or judicial proceeding.

17. Plaintiff's Counsel shall file and serve the opening papers concerning final approval of the Stipulation and the Fee and Expense Application no later than 28 calendar days before the Settlement Hearing. Any opposition to the Stipulation or the Fee and Expense Application shall be filed and served no later than 14 calendar days before the Settlement Hearing. If reply papers are necessary, they are to be filed and served no later than seven (7) calendar days before the Settlement Hearing.

18. The Court retains jurisdiction to consider all further applications arising out of or connected with the Stipulation.

DONE AND ORDERED in Chambers at Broward County, Florida on 9th day of February, 2026.

CACE24012180 02-09-2026 9:59 AM


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Hon. David A Haimés
CIRCUIT COURT JUDGE
Electronically Signed by David A Haimés

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