



GRANTED WITH MODIFICATIONS

EXHIBIT C

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

CRAIG TYLEND A, Individually and on
Behalf of All Others Similarly Situated,

Plaintiff,

v.

DARIO CALOGERO, AVI S. KATZ,
EMILIO HIRSCH, MATTEO LODRINI,
KATHLEEN MILLER, JOHN
MIKULSKY, NEIL MIOTTO, KARIN-
JOYCE TJON, NORTHLAND
SECURITIES INC., and TATA
COMMUNICATIONS LIMITED,

Defendants.

C.A. No. 2023-1227-NAC

[PROPOSED] SCHEDULING ORDER

WHEREAS, a stockholder class action is pending in this Court captioned *Tylenda v. Calogero, et al.*, C.A. No. 2023-1277-NAC (the “Action”);

WHEREAS, (i) plaintiff Craig Tylenda (“Plaintiff”), on behalf of himself and all other members of the Settlement Class (as defined in paragraph 3 below); and (ii) defendants Dario Calogero, Avi S. Katz, Emilio Hirsh, Matteo Lodrini, Kathleen Miller, John Mikulsky, Neil Miotto, Karin-Joyce Tjon (collectively, the “Individual Defendants”), Northland Securities, Inc. (“Northland”), and Tata Communications, Ltd. (“Tata Communications,” collectively, “Defendants”) (Plaintiff 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 October 25, 2024 (“Stipulation”), subject to the approval of this Court (“Settlement”);

WHEREAS, in accordance with the Stipulation, the Parties 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 the notice of the Settlement to the Settlement Class, 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 to the Settlement Class; and all Parties having consented to the entry of this Order.

NOW THEREFORE, IT IS HEREBY ORDERED, this ____ day of _____, 2024, as follows:

1. **Definitions**: Unless otherwise defined herein, capitalized terms 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 settlement purposes 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 record and beneficial holders of common stock of Kaleyra as of the closing of the Merger on October 5, 2023. Excluded from the Settlement Class are: (i) Defendants; (ii) any person who was an officer or director of the Company between January 6, 2023 and October 5, 2023; (iii) the immediate family members, meaning the parents, spouse, siblings, or children, of any of the foregoing persons or entities; (iv) any trusts, estates, entities, or accounts that hold Company shares for the benefit of the foregoing persons or entities; (v) the Company's subsidiaries and affiliates (except that any subsidiaries or affiliates of Tata Communications other than Kaleyra shall not be included herein); (vi) any entity in which any Defendant has a controlling interest; and (vii) the legal representatives, heirs, successors-in-interest, successors, transferees, and assigns of the foregoing persons or entities.

4. Plaintiff is preliminarily certified as the Class Representative for the Settlement Class. The law firm of Ademi LLP ("Plaintiff's Counsel") is preliminarily certified as Class Counsel for the Settlement Class.

5. Based on the record in 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 Plaintiff 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) Plaintiff and Plaintiff's 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).

6. **Settlement Hearing:** The Court will hold a hearing ("Settlement Hearing") on _____, 2024, at __:__ .m., either 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, DE 19801, or remotely by telephone or

videoconference (in the discretion of the Court), to, among other things: (i) determine whether to finally certify the Settlement Class for settlement purposes only, pursuant to Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2); (ii) determine whether Plaintiff and Plaintiff's Counsel have adequately represented the Settlement Class, and whether Plaintiff should be finally appointed as Class Representative for the Settlement Class and Plaintiff's Counsel should be finally appointed as Class Counsel for the Settlement Class; (iii) determine whether the proposed Settlement should be approved as fair, reasonable, and adequate to Plaintiff and the other members of the Settlement Class; (iv) determine whether the proposed Order and Final 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 Plaintiff's Counsel ("Fee and Expense Award") should be paid out of the Settlement Fund, including any incentive award to Plaintiff ("Incentive Award") to be paid solely from any Fee and Expense Award; (vii) hear and rule on any objections to the Settlement, the proposed Plan of Allocation, or Plaintiff's Counsel's application for a Fee and Expense Award, including any Incentive Award

to Plaintiff (“Fee and Expense Award”); and (viii) consider any other matters that may properly be brought before the Court in connection with the Settlement.

7. The Court reserves the right to adjourn and reconvene the Settlement Hearing, including consideration of the proposed Plan of Allocation and Plaintiff’s Counsel’s Fee and Expense Award, including Plaintiff’s application for an Incentive Award, without further notice to the Settlement Class other than by announcement at the Settlement Hearing or any adjournment thereof.

8. 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.

9. 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 or the Settlement website for any change in date, time, or format of the hearing.

10. Retention of Settlement Administrator and Manner of Giving Notice: Plaintiff’s Counsel are hereby authorized to retain a settlement administrator (“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:

(a) Not later than 60 calendar days prior to the date of the Settlement Hearing (such date that is 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 to potential Settlement Class Members identified in the stockholder register from Kaleyra’s transfer agent(s), or who otherwise may be identified through further reasonable effort;

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

(c) Not later than ten 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 over the Business Wire; and

(d) Not later than seven calendar days prior to 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.

11. **Approval of Form and Content of Notice:** The Court: (a) 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 (b) finds that the mailing of the Notice and publication of the Summary Notice in the manner and form set forth in paragraph 10 of this Order: (i) is the best notice practicable under the circumstances; (ii) constitutes notice that is reasonably calculated, under the circumstances, to apprise Settlement Class Members of the pendency of the Action, the effect of the proposed Settlement (including the Releases to be provided thereunder), the proposed Plan of Allocation, Plaintiff's Counsel's Fee and Expense Award, and Settlement Class Members' rights to object to any aspect of the Settlement, the Plan of Allocation, and Plaintiff's Counsel's Fee and Expense Award, and to appear at the Settlement Hearing; (iii) constitutes due, adequate, and sufficient notice to all persons and entities entitled to receive notice of the proposed Settlement; and (iv) 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.

12. **Nominees Procedures:** Brokers and other nominees that held Kaleyra common stock as of the closing of the Merger on October 5, 2023 as record holders for the benefit of another person or entity, shall be requested to either: (i) within seven 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 calendar days of receipt of those Notices forward them to all such

beneficial owners; or (ii) within seven 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.

13. 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).

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 Plaintiff's Counsel and Defendants' Counsel, at the addresses set forth in paragraph 15 below, such that it is received no later than 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 Plaintiff's 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, Plan of Allocation, and Plaintiff's Counsel's Fee and Expense Award ("Objector"), if he, she, or it has any cause why the proposed Settlement, Plan of Allocation, and Plaintiff's Counsel's Fee and Expense Award, including Plaintiff's application for an Incentive Award, 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 proposed Settlement, Plan of Allocation, and Plaintiff's Counsel's Fee and Expense Award, including Plaintiff's application for an Incentive Award, 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 15 calendar days prior to the Settlement

Hearing, with copies also emailed to: gademi@ademilaw.com;
DBirnbach@goodwinlaw.com; Joseph.Schoell@faegredrinker.com.

Plaintiff's Counsel: Guri Ademi
Jesse Fruchter
ADEMI LLP
3620 East Layton Avenue
Cudahy, WI 53110

Defendants' Counsel: Rudolf Koch
Nicole M. Henry
RICHARDS, LAYTON & FINGER, P.A.
920 North King Street
Wilmington, DE 19801

Deborah S. Birnbach
Christina Golden Ademola
Jordan Benson
GOODWIN PROCTER LLP
100 Northern Avenue
Boston, MA 02210

Joseph C. Schoell
Matthew Kilby
Rory F. Collins
FAEGRE DRINKER BIDDLE & REATH LLP
222 Delaware Avenue, Suite 1410
Wilmington, DE 19801

16. Any objections must: (i) identify the case name and civil action number, “*Tylenda v. Calogero, et al.*, C.A. No. 2023-1277-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) 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, identify 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. Plaintiff's 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, Plan of Allocation, or Plaintiff's Counsel's Fee and Expense Award, including Plaintiff's application for an Incentive Award; (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 Plaintiff's Counsel's Fee and Expense Award, including Plaintiff's application for an Incentive Award; 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 Plaintiff's Counsel's Fee and Expense Award, including Plaintiff's application for an Incentive Award.

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 Plaintiff's 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—i.e., including all costs through the initial distribution—shall be paid in accordance with the terms of the Stipulation without further order of the Court.

21. **Taxes:** Plaintiff's 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, 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 Plaintiff and Defendants shall revert to their respective positions in the Action as of immediately prior to the Settlement, as provided under the Stipulation.

23. **Supporting Papers:** Plaintiff's Counsel shall file and serve the opening papers in support of the proposed Settlement, Plan of Allocation, and Plaintiff's Counsel's Fee and Expense Award, including Plaintiff's application for an Incentive Award, no later than 30 calendar days prior to the Settlement Hearing. Any objections to the Settlement, the Plan of Allocation, and Plaintiff's Counsel's Fee and Expense Award, including Plaintiff's application for an Incentive Award, shall be filed and served no later than 15 calendar days prior to the Settlement Hearing. If reply papers are necessary, they are to be filed and served no later than seven 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 Nathan A. Cook

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

Court: DE Court of Chancery Civil Action

Judge: Nathan A Cook

File & Serve

Transaction ID: 74886477

Current Date: Nov 06, 2024

Case Number: 2023-1277-NAC

Case Name: Craig Tylenda v. Dario Calogero, ET AL

Court Authorizer: Nathan A Cook

Court Authorizer

Comments:

The Court will hold a hearing (“Settlement Hearing”) on January 23, 2025, at 11:00 a.m.

/s/ Judge Nathan A Cook