



**GRANTED**

EFiled: Mar 20 2025 12:36PM EDT  
Transaction ID 75900685  
Case No. 2024-1210-MTZ



**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

IN RE THE BOEING CO.  
DERIVATIVE LITIGATION

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Consol. C.A. No. 2024-1210-MTZ

**[PROPOSED] ORDER GRANTING STATES' MOTION  
FOR APPOINTMENT AS DERIVATIVE PLAINTIFFS**

**WHEREAS**, on February 26, 2025, Plaintiffs Ohio Public Employees Retirement System, State Teachers Retirement System of Ohio, and Oklahoma Firefighters Pension and Retirement System (collectively, the “States”) filed a Motion for Appointment as Derivative Plaintiffs (the “Motion”) in the above-captioned derivative action (the “Action”); and

**WHEREAS**, this Court has considered the Motion and any filings relating to the Motion;

**IT IS HEREBY ORDERED** this \_\_\_\_ day of \_\_\_\_\_, 2025, that:

1. The Motion is GRANTED.
2. Pursuant to Court of Chancery Rule 23.1(c)(3), this Court appoints the States as derivative plaintiffs and the States’ counsel of Bleichmar, Fonti & Auld LLP, Grant & Eisenhofer, P.A., and Scott+Scott Attorneys at Law LLP as derivative counsel in this Action.
3. Derivative counsel shall have the exclusive power and authority to speak for the plaintiffs in the Action concerning pre-trial procedures, trial, and settlement. No motion, request for discovery, or other pretrial or trial proceedings shall be initiated or filed by any plaintiffs except derivative plaintiffs through derivative counsel. Derivative counsel shall set policy for plaintiffs for the

prosecution of this litigation, delegate and monitor the work performed by any other plaintiffs' attorneys to ensure that there is no duplication of effort or unnecessary expense, coordinate on behalf of plaintiffs the initiation and conduct of discovery proceedings, provide direction, supervision, and coordination of all the activities of plaintiffs' counsel, and have the authority to negotiate a settlement, subject to approval of the Court. Any agreement reached between counsel for defendants and derivative counsel shall be binding on other plaintiffs' counsel and plaintiffs.

4. Derivative counsel shall assume the following powers and responsibilities: (i) coordinate and direct the preparation of pleadings; (ii) coordinate and direct the briefing and argument of motions; (iii) coordinate and direct the conduct of discovery and other pretrial proceedings; (iv) coordinate the selection of counsel to act as the plaintiffs' spokesperson at pretrial conferences; (v) call meetings of plaintiffs' counsel as they deem necessary and appropriate from time to time; (vi) conduct any and all settlement negotiations with counsel for the defendants; (vii) coordinate and direct the preparation for trial and trial of this matter; (viii) delegate work responsibilities to selected counsel as may be required; and (ix) coordinate and direct any other matters concerning the prosecution or resolution of the action as appropriate under the circumstances, or authorized by further order(s) of the Court.

5. This Order shall apply to any future-filed derivative action relating to the subject matter of this Action. This Court requests the parties' assistance in calling to this Court's attention the filing of any case which might properly be

consolidated as part of this Action, and the parties will promptly seek consolidation of any related derivative action filed in the Court of Chancery.

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Vice Chancellor Zurn

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

**Court:** DE Court of Chancery Civil Action

**Judge:** Morgan Zurn

**File & Serve**

**Transaction ID:** 75717005

**Current Date:** Mar 20, 2025

**Case Number:** 2024-1210-MTZ

**Case Name:** In Re: The Boeing Co. Derivative Litigation

**Court Authorizer:** Morgan Zurn

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**/s/ Judge Morgan Zurn**