



GRANTED WITH MODIFICATIONS

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

EDWARD COHEN, on behalf of himself)
and all other similarly situated)
stockholders of MMA CAPITAL)
HOLDINGS, INC.,)

Plaintiff,)

v.)

C.A. No. 2021-0646-LWW

MICHAEL FALCONE, FREDERICK)
PUDDISTER, JAMES PRESTON)
GRANT, CECIL FLAMER, CHRIS)
HUNT, LISA KAY, SUZANNE)
KUCERA and MMA CAPITAL)
HOLDINGS, INC.,)

Defendants.)

STIPULATION AND [PROPOSED] ORDER REGARDING NOTICE AND CLOSING OF THE CASE

WHEREAS, Plaintiff initiated this action seeking a preliminary injunction relating to certain material facts omitted from a Definitive Proxy Statement (the “Proxy Statement”) originally filed by MMA Capital Holdings, Inc. (“MMAC” or the “Company”) with the U.S. Securities and Exchange Commission (the “SEC”) on July 13, 2021, soliciting stockholder approval of an Agreement and Plan of Merger (the “Merger”) pursuant to which FP Acquisition Parent, LLC (“FP”) would acquire MMAC;

WHEREAS, after markets closed on August 3, 2021, MMAC filed with the SEC a supplement to the Proxy Statement (the “Supplement”) that the parties agreed effectively mooted Plaintiff’s claims;

WHEREAS, on August 3, 2021, after MMAC filed the Supplement, Plaintiff’s counsel notified the Court, by letter, that Plaintiff had determined to withdraw his Motion for a Preliminary Injunction as moot after reviewing the Supplement;

WHEREAS, Plaintiff’s letter of August 3, 2021, further stated that Plaintiff intended to confer with Defendants shortly after the MMAC stockholder meeting with respect to further proceedings in this action;

WHEREAS, the parties have reached an agreement to resolve Plaintiff’s entitlement to attorneys’ fees and expenses with a payment to Plaintiff’s counsel by or on behalf of MMAC;

WHEREAS, MMAC ceased to be registered with the SEC following the consummation of the Merger;

WHEREAS, FP does not have any class of securities registered with the SEC;

WHEREAS, the parties have conferred and agreed upon the procedure for notice set forth below and in the form attached as Exhibit 1 (the “Notice”); and

WHEREAS, the Court is not being asked to review and will pass no judgment on, the payment of attorneys’ fees and expenses or their reasonableness.

IT IS HEREBY STIPULATED AND AGREED, pursuant to Rules 23(e) and 41(a) of the Rules of the Court of Chancery, subject to the approval of the Court, that:

1. Within ten business days of the entry of this Order, Plaintiff's counsel shall cause the Notice substantially in the form attached hereto as Exhibit 1 to be published on GlobeNewswire, a national wire service.

2. No later than five business days after the Notice has been disseminated, counsel for Plaintiff shall file an affidavit (the "Affidavit") with the Court confirming that the Notice has been disseminated.

3. Upon the filing of the Affidavit:

a. The Register in Chancery is directed to close the Action on the docket for all purposes; and

b. The Court will no longer retain jurisdiction over the Action.

4. Within ten business days of the date on which the docket is closed for all purposes, MMAC or its designee shall pay or cause to be paid to Plaintiff's counsel fees in the amount of \$250,000.00 to an account designated by Plaintiff's counsel. The foregoing payment shall fully satisfy and resolve Plaintiff's entitlement to any fees or expenses in this action, and Plaintiff's counsel shall not seek any additional fees, expenses, or costs related to this Action.

DELEEUEW LAW LLC

OF COUNSEL:

**ABRAHAM, FRUCHTER &
TWERSKY, LLP**

Jeffrey S. Abraham
Michael J. Klein
450 Seventh Avenue, 38th Floor
New York, New York 10123
(212) 279-5050
jabraham@aftlaw.com
mklein@aftlaw.com

/s/ P. Bradford deLeeuw

P. Bradford deLeeuw (#3569)
1301 Walnut Green Road
Wilmington, DE 19807
(302) 274-2180
(302) 351-6905 (fax)
brad@deleeuwlaw.com

Attorneys for Plaintiff

SIDLEY AUSTIN LLP

James W. Ducayet
One South Dearborn
Chicago, IL 60603
(312) 853-7621

/s/ Blake Rohrbacher

RICHARDS LAYTON & FINGER, P.A.
Blake Rohrbacher (#4750)
920 North King Street
Wilmington, Delaware 19801
(302) 651-7847

Counsel for Defendants

Dated: November 15, 2021

SO ORDERED, this _____ day of _____, 2021.

Vice Chancellor Lori W. Will

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

Court: DE Court of Chancery Civil Action

Judge: Lori W. Will

File & Serve

Transaction ID: 67093288

Current Date: Nov 15, 2021

Case Number: 2021-0646-LWW

Case Name: Edward Cohen v. Michael Falcone

Court Authorizer: Lori W. Will

Court Authorizer

Comments:

Because the surviving entity does not have any classes of securities registered with the SEC, the proposed form of notice by publication on GlobeNewswire is acceptable but must be accompanied by an additional form of notice. The notice shall also be posted on plaintiff's counsel's website. The proposed notice attached as Exhibit 1 shall be modified to state who (e.g., which entity, D&O insurance, etc.) is making the fee payment. See, e.g., In re DFC Global Corp. S'holders Litig., Consol. C.A. No. 9520-CB (Del. Ch. Mar. 10, 2015) (ORDER).

/s/ Judge Lori W. Will