



GRANTED

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

SPECIAL OPPORTUNITIES FUND, INC.,

Plaintiff,

v.

C.A. No. 2022-0702-PAF

FAST ACQUISITION CORP., FAST
SPONSOR, LLC, SANDY BEALL, DOUG
JACOB, KEVIN REDDY, RAMIN ARANI,
ALICE ELLIOT, SANJAY CHADDA, and
STEVE KASSIN,

Defendants.

**STIPULATION AND [PROPOSED] ORDER RESOLVING PLAINTIFF'S
MOTION FOR TEMPORARY RESTRAINING ORDER**

WHEREAS, on August 9, 2022, plaintiff Special Opportunities Fund, Inc. (“Plaintiff”) filed a Verified Class Action Complaint for Declaratory, Injunctive, and Monetary Relief (the “Complaint”) and simultaneously moved for expedited proceedings (the “Motion to Expedite”) and for a temporary restraining order (the “TRO Motion,” and together with the Motion to Expedite, the “Motions”) (D.I. 1);

WHEREAS, on August 11, 2022, the Court set a telephonic hearing to consider the Motions on August 15, 2022, and ordered any opposition to the Motions be filed by August 13, 2022, and any reply in support of the Motions be filed by August 14, 2022 (D.I. 2);

WHEREAS, on August 13, 2022, defendants Fast Acquisition Corp. (the “Company”), Fast Sponsor, LLC, Sandy Beall, Doug Jacob, Kevin Reddy, Ramin Arani, Alice Elliot, Sanjay Chadda, and Steve Kassin (collectively, the “Defendants”), filed an Answering Brief in Opposition to Plaintiff’s Motions for Temporary Restraining Order and Expedition (D.I. 10);

WHEREAS, on August 14, 2022, Plaintiff filed its reply in support of the Motions (D.I. 13);

WHEREAS, on August 14, 2022, the Court entered an order denying the Motion to Expedite (D.I. 14) and an order denying as moot the TRO Motion (D.I. 15); and

WHEREAS, consistent with the representations made in Plaintiff’s and Defendants’ briefing on the Motions, the parties have agreed on the provisions set forth herein,

IT IS HEREBY STIPULATED AND AGREED, by the parties hereto, through their undersigned counsel, subject to the approval of the Court, that during the pendency of this action:

1. The Company’s Class A shares shall be redeemed as promptly as reasonably possible on or about August 25, 2022, but not more than 10 days thereafter as required by the Company’s Amended and Restated Certificate of Incorporation (the “Charter”).

2. Defendants may proceed with the winding up and dissolution of the Company following the redemption in accordance with the Charter.

3. Defendants may pay current debts and liabilities as due or become due, currently estimated at approximately: (a) \$4.5 million in taxes; (b) \$1 million to reimburse a working capital loan; and (c) \$3 million in professional fees incurred.

4. The Company may pay its costs of defense and the defense of the other Defendants in the above-captioned action, *Spritzer v. Jacob*, C.A. No. 2022-0706-PAF (Del. Ch.), and any other similar case filed against the Defendants. The Company will provide Plaintiff's counsel five business days' notice by email before paying more than \$1 million in total for all such cases.

5. Defendants may pay any additional expenses, debts, or liabilities, including without limitation, any costs to enforce the Termination and Settlement Agreement with Fertitta Entertainment, Inc., provided that they provide Plaintiff's counsel five business days' notice by email before paying such additional expenses, debts or liabilities.

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SO ORDERED this ____ day of _____, 2022.

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 Jr

File & Serve

Transaction ID: 67937245

Current Date: Aug 16, 2022

Case Number: 2022-0702-PAF

Case Name: Special Opportunities Fund, Inc. v. FAST Acquisition Corp., et al.

Court Authorizer: Paul A Fioravanti Jr

/s/ Judge Paul A Fioravanti Jr