## UNITED STATES DISTRICT COURT NORTHERN DISTRICT OF ILLINOIS

EASTERN DIVISION

ROEI AZAR, Individually and on Behalf of All		) Case No. 1:19-cv-07665		
Others Similarly Situated,	Plaintiff,	) CLASS ACTION		
		) Judge Matthew F. Kennelly		
VS.		) Magistrate Judge Jeffrey Cole		
GRUBHUB INC., et al.,		)		
	Defendants.	)		
		)		

#### PROOF OF CLAIM AND RELEASE

#### **GENERAL INSTRUCTIONS** I.

- To recover as a Member of the Class based on your claims in the action entitled Azar v. Grubhub. Inc., et al., No. 1:19-cv-07665 (the "Litigation"), you must complete and, on page 6 hereof, sign this Proof of Claim and Release form ("Proof of Claim" or "Claim Form"). If you fail to file a properly addressed (as set forth in paragraph 3 below) Proof of Claim, your claim may be rejected and you may be precluded from any recovery from the Settlement Fund created in connection with the proposed Settlement of the Litigation.
- Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of the Settlement of the Litigation.
- YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED PROOF OF CLAIM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, ON OR BEFORE FEBRUARY 2, 2023, ADDRESSED AS FOLLOWS:

Grubhub Securities Litigation, Claims Administrator c/o Gilardi & Co. LLC, P.O. Box 6198, Novato, CA 94948-6198 Online Submissions: www.GrubhubSecuritiesLitigation.com

If you are NOT a Member of the Class, as defined in the Notice of Pendency and Proposed Settlement of Class Action ("Notice"), or if you have submitted a request for exclusion, DO NOT submit a Proof of Claim.

- If you are a Member of the Class, you are bound by the terms of any judgment entered in the Litigation, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.
- It is important that you completely read and understand the Notice that accompanied this Proof of Claim, including the Plan of Allocation of the Net Settlement Fund set forth in the Notice. The Notice describes the proposed Settlement, how Class Members are affected by the Settlement, and the manner in which the Net Settlement Fund will be distributed if the Settlement and Plan of Allocation are approved by the Court. The Notice also contains the definitions of many of the defined terms (which are indicated by initial capital letters) used in this Proof of Claim. By signing and submitting this Proof of Claim, you will be certifying that you have read and that you understand the Notice, including the terms of the releases described and provided herein.
- The distribution of the Net Settlement Fund will be governed by the Plan of Allocation set forth in the Notice, if it is approved by the Court, or by such other plan of allocation as the Court approves.

#### **CLAIMANT IDENTIFICATION** II.

- If you purchased or acquired Grubhub common stock and held the certificate(s) in your name, you are the beneficial owner as well as the record holder. If, however, the certificate(s) were registered in the name of a third party, such as a brokerage firm or other nominee, you are the beneficial owner and the third party is the record holder.
- You are a Class Member if you purchased or acquired Grubhub common stock between April 25, 2019 and October 28, 2019, inclusive, Excluded from the Class are: Defendants, the current and Class Period officers and directors of the Company, the members of the immediate families and the legal representatives, affiliates, heirs, successors-in-interest, or assigns of any such excluded person, and any entity in which such excluded persons have or had a controlling interest. Also excluded from the Class are those Persons who timely and validly request exclusion from the Class pursuant to the Notice.

This Proof of Claim incorporates by reference the definitions in the Stipulation of Settlement dated October 7, 2022 ("Stipulation"), which can be obtained at www.GrubhubSecuritiesLitigation.com.

- 3. Use Part I of this form entitled "Claimant Identification" to identify each holder of record ("nominee"), if different from the beneficial owner of such Grubhub common stock that forms the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL OWNER(S), OR A PERSON AUTHORIZED TO ACT ON BEHALF OF SUCH OWNER(S), OF SUCH GRUBHUB COMMON STOCK UPON WHICH THIS CLAIM IS BASED. Separate Proofs of Claim should be submitted for each separate legal entity (for example, a claim by joint owners should not include the transactions of just one of the joint owners, and an individual should not submit one claim that combines his or her IRA transactions with transactions made solely in the individual's name). Conversely, a combined Proof of Claim should be submitted on behalf of each legal entity (including an individual) that includes all transactions made by the entity, no matter how many separate accounts that entity has (for example, a corporation/individual with multiple brokerage accounts should include all transactions made in Grubhub common stock during the Class Period on one Proof of Claim, no matter in how many accounts the transactions were made).
- 4. All joint owners (or a Person authorized to act on the owner's behalf) must sign this Claim Form. Executors, administrators, guardians, conservators, trustees, or others authorized to act on behalf of a beneficial owner, must complete and sign this Claim Form on behalf of Persons represented by them and their authority must accompany this Claim Form and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

#### III. CLAIM FORM

- 1. Use Part II of this form entitled "Schedule of Transactions in Grubhub Common Stock" to supply all required details of your transaction(s) in Grubhub common stock. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.
- 2. On the schedules, provide all of the requested information with respect to **all** of your purchases / acquisitions and **all** of your sales of Grubhub common stock that took place at any time between April 25, 2019 and January 24, 2020, inclusive, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to **all** of the shares of Grubhub common stock you held at the close of trading on April 24, 2019, October 28, 2019, and January 24, 2020. Failure to report all such transactions may result in the rejection of your claim.
- 3. List each transaction separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.
- 4. The date of covering a "short sale" is deemed to be the date of purchase of Grubhub common stock. The date of a "short sale" is deemed to be the date of the sale of Grubhub common stock. A purchase or sale of Grubhub common stock shall be deemed to have occurred on the "contract" or "trade" date as opposed to the "settlement" or "payment" date; please provide any "contract" or "trade" dates in your claim.
- 5. Broker confirmations or other documentation of your transactions in Grubhub common stock should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.
- 6. The above requests are designed to provide the minimum amount of information necessary to process the most simple claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your losses. In some cases where the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the Class with the information provided, the Claims Administrator may condition acceptance of the claim upon the production of additional information and/or the hiring of an accounting expert at the claimant's cost.
- 7. If the Court approves the Settlement, payments to eligible Authorized Claimants pursuant to the Plan of Allocation (or such other plan of allocation as the Court approves) will be made after any appeals are resolved, and after the completion of all claims processing. The claims processing will take substantial time to complete fully and fairly. Please be patient.

PLEASE NOTE: As set forth in the Plan of Allocation, each Authorized Claimant shall receive his, her, or its *pro rata* share of the Net Settlement Fund. If the prorated payment to any Authorized Claimant calculates to less than \$10.00, it will not be included in the calculation and no distribution will be made to that Authorized Claimant.

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. This is different from the online submission process that is available at www.GrubhubSecuritiesLitigation.com. All claimants MUST submit a manually signed paper Proof of Claim whether or not they also submit electronic copies. If you have a large number of transactions and wish to file your claim electronically, you must contact the Claims Administrator at edata@gilardi.com to obtain the required file layout. Any file not in accordance with the required electronic filing format will be subject to rejection. Only one claim should be submitted for each separate legal entity and the complete name of the beneficial owner(s) of the securities must be considered to have been submitted unless the Claims Administrator issues an email to that effect. Distribution payments must be made by check or electronic payment payable to the Authorized Claimant (beneficial account owner). The Third-Party Filer shall not be the payee of any distribution payment check or electronic distribution payment. Do not assume that your file has been received until you receive this email. If you do not receive such an email within 10 days of your submission, you should contact the electronic filing department at edata@gilardi.com to inquire about your file and confirm it was received.

Official Office Use Only



### UNITED STATES DISTRICT COURT NORTHERN DISTRICT OF ILLINOIS EASTERN DIVISION

Azar v. Grubhub, Inc., et al.

No. 1:19-cv-07665

Must Be Postmarked (if Mailed) or Received (if Submitted Online) No Later Than February 2, 2023

## **GRU**

<u>Please Type or Print in the Boxes Below</u> Do <u>NOT</u> use Red Ink, Pencil, or Staples

#### **PROOF OF CLAIM AND RELEASE**

REMEMBER TO ATTACH COPIES OF BROKER CONFIRMATIONS OR OTHER DOCUMENTATION OF YOUR TRANSACTIONS IN GRUBHUB COMMON STOCK. FAILURE TO PROVIDE THIS DOCUMENTATION COULD DELAY VERIFICATION OF YOUR CLAIM OR RESULT IN REJECTION OF YOUR CLAIM.

Last Name  M.I. First Name  Last Name (Co-Beneficial Owner)  M.I. First Name (Co-Beneficial Owner)	
Last Name (Co Reneficial Owner)  M.L. First Name (Co Reneficial Owner)	
Last Name (Co Repeticial Owner)  M.L. First Name (Co Repeticial Owner)	
Last Name (Co-beneficial Owner)	
○ IRA ○ Joint Tenancy ○ Employee ○ Individual ○ Other	
Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA (specify)	
Trustee/Accet Manager/Neminee/Pacerd Owner's Name (If Different from Panelicial Owner Listed Above)	
Trustee/Asset Manager/Nominee/Record Owner's Name (If Different from Beneficial Owner Listed Above)	
Account#/Fund# (Not Necessary for Individual Filers)	
Last Four Digits of Social Security Number Taxpayer Identification Number	
or —	
Telephone Number (Primary Daytime)  Telephone Number (Alternate)	
Email Address	
MAILING INFORMATION	
Address	
Address (cont.)	
City State ZIP Code	
Foreign Province Foreign Postal Code Foreign Country Name/Abbreviation	ı
FOR CLAIMS PROCESSING OB CB	IMS SING



### PART II. SCHEDULE OF TRANSACTIONS IN GRUBHUB COMMON STOCK

A . Number of shares of Grubhub common stock held at the close of trading on April 24, 2019:				Proof Enclosed? Y N
B. Purchases or acquisitions of Grubhub com	mon stock (April 25, 2019 –	January 2	4, 2020, inclusive):	
Trade Date(s) (List Chronologically)	Number of Shares Purchased or Acquired		Total Purchase or Acquisition Price (Excluding commissions, taxes and fees)	Proof of Purchase Enclosed?
M M D D Y Y Y Y				Y O
1. / /		\$		• 00 N
2. / /		\$		_ 00 N
3. / /		\$		■ 00 ON
4. / /		\$		■ 00 ON
5. / /		\$		00 OY
IMPORTANT: (i) If any purchase listed covered (ii) If you received shares through an acquisitio  M M D D Y Y Y Y  / / / / / / / / / / / / / / /	n or merger, please identify Merger Shares:	the date, th	Yes ne share amount and the Compan	
C. Sales of Grubhub common stock (April 25, SALES ————————————————————————————————————	2019 – January 24, 2020,	inclusive):		
Trade Date(s) (List Chronologically)	Number of Shares Sold		Total Sales Price (Excluding commissions, taxes and fees)	Proof of , Sales Enclosed?
M M D D Y Y Y Y		Φ.		00 OY
1. / /		\$		00 N
2. / /		\$		■ 00 N
3. / /		\$		■ 00 Y
4. / /		\$		■ 00 O Y N
5. / /		\$		00 Y
D. Number of shares of Grubhub common sto at the close of trading on October 28, 2019				Proof Enclosed?
E. Number of shares of Grubhub common storat the close of trading on January 24, 2020				Proof Enclosed?

If you require additional space, attach extra schedules in the same format as above.

Sign and print your name on each additional page.

YOU MUST READ AND SIGN THE RELEASE ON PAGE 6. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.



#### IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim under the terms of the Stipulation, described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Northern District of Illinois, with respect to my (our) claim as a Class Member (as defined in the Notice) and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Litigation. I (We) agree to furnish additional information to Lead Counsel to support this claim if required to do so. I (We) have not submitted any other claim covering the same purchases or acquisitions of Grubhub common stock during the Class Period and know of no other Person having done so on my (our) behalf.

#### V. RELEASE

- 1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, relinquish, and discharge, all of the Released Claims against each and all of the Defendants and each and all of their respective "Related Parties." The term "Related Parties" as defined herein means each of a Defendant's past or present directors, officers, employees, partners, insurers, co-insurers, reinsurers, principals, controlling shareholders, members, agents, administrators, attorneys, accountants, auditors, bankers, underwriters, investment advisors, personal or legal representatives, predecessors, successors, direct and/or indirect parents, subsidiaries, divisions, joint ventures, partnerships, limited liability companies, affiliates, assigns, spouses, heirs, estates, related or affiliated entities, any entity in which a Defendant has a controlling interest, any member of a Defendant's immediate family, any trust of which a Defendant is the settlor or which is for the benefit of a Defendant and/or any member of a Defendant's immediate family, and any entity in which a Defendant and/or any member of a Defendant's immediate family, and any entity in which a Defendant and/or any member of a Defendant's immediate family, and any entity in which a Defendant and/or any member of a Defendant's immediate family, and any entity in which a Defendant and/or any member of a Defendant's immediate family, and any entity in which a Defendant and/or any member of a Defendant's immediate family, and any entity in which a Defendant and/or any member of a Defendant's immediate family, and any entity in which a Defendant and/or any member of a Defendant's immediate family, and any entity in which a Defendant and/or any member of a Defendant's immediate family.
- 2. "Released Claims" shall mean any and all claims (including Unknown Claims as defined below), rights, demands, losses, suits, debts, obligations, damages, judgments, controversies, liabilities, or causes of action of every nature and description whatsoever, in law, equity, or otherwise (including, but not limited to, any claims for damages, interest, attorneys' fees, expert or consulting fees, and any other costs, expenses, or liabilities whatsoever), to the fullest extent that the law permits their release in this action, by or on behalf of Lead Plaintiff or any other Class Member, against any of the Released Parties, which arise out of, are based on, or relate to both (i) the allegations, acts, transactions, facts, events, matters, occurrences, disclosures, statements, filings, events, representations, or omissions involved, set forth, alleged or referred to in the Litigation, or which could have been alleged in the Litigation; and (ii) the purchase, acquisition, or sale of Grubhub common stock by any members of the Class during the Class Period. Released Claims do not include any derivative or ERISA claims or claims to enforce the Settlement.
- 3. "Unknown Claims" means collectively any Released Claims that Lead Plaintiff or Class Members do not know or suspect to exist in his, her or its favor at the time of the release of the Released Parties which, if known by him, her or it, might have affected such Class Member's settlement or decisions with respect to the Settlement, including, but not limited to, the release of the Released Parties or the decision not to object to or opt out of this Settlement. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, Lead Plaintiff and Defendants shall expressly waive, and each of the Class Members shall be deemed to have waived, and by operation of the Judgment shall have expressly waived, any and all provisions, rights, and benefits conferred by the law of any state or territory or other jurisdiction or principle of common law or foreign law that is similar, comparable, or equivalent to California Civil Code §1542, which provides:

A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.

Lead Plaintiff and Class Members may hereafter discover facts in addition to or different from those which he, she or it now knows or believes to be true with respect to the subject matter of the Released Claims, but Lead Plaintiff shall expressly fully, finally, and forever settle and release, and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released, any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. Lead Plaintiff and Defendants acknowledge, and Class Members shall be deemed by operation of law (including by operation of the Judgment) to have acknowledged, that the foregoing waiver was separately bargained for and is a key element of the Settlement.

- 4. This release shall be of no force or effect unless and until the Court approves the Stipulation and it becomes effective on the Effective Date.
- 5. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.



- 6. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in Grubhub common stock that occurred during the Class Period as well as the number of shares of Grubhub common stock held by me (us) at the close of trading on April 24, 2019, October 28, 2019, and January 24, 2020.
  - 7. I (We) hereby warrant and represent that I am (we are) not excluded from the Class, as defined in the Notice.

I (We) declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct.

Executed this day of	in		
(Month	n/Year) (City/State/Country)		
(Sign your name here)	(Sign your name here)		
(Type or print your name here)	(Type or print your name here)		
(Capacity of person(s) signing, <i>e.g.</i> ,  Beneficial Purchaser or Acquirer, Executor or Administra	(Capacity of person(s) signing, e.g.,  Beneficial Purchaser or Acquirer, Executor or Administrator)		

# ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME. THANK YOU FOR YOUR PATIENCE.

#### Reminder Checklist:

- 1. Please sign the above release and acknowledgment.
- 2. If this claim is being made on behalf of Joint Claimants, then both must sign.
- 3. Remember to attach copies of supporting documentation, if available.
- 4. **Do not send** originals of certificates or other documentation as they will not be returned.
- 5. Keep a copy of your Proof of Claim and all supporting documentation for your records.
- If you desire an acknowledgment of receipt of your Proof of Claim, please send it Certified Mail, Return Receipt Requested.
- 7. If you move, please send your new address to the address below.
- 8. **Do not use red pen or highlighter** on the Proof of Claim or supporting documentation.

# THIS PROOF OF CLAIM MUST BE SUBMITTED ONLINE OR MAILED NO LATER THAN FEBRUARY 2, 2023, ADDRESSED AS FOLLOWS:

Grubhub Securities Litigation Claims Administrator c/o Gilardi & Co. LLC P.O. Box 6198 Novato, CA 94948-6198

Online Submissions: www.GrubhubSecuritiesLitigation.com

