

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

CHRISTOPHER L. SAYCE, Individually and  
on Behalf of All Others Similarly Situated,

Plaintiff,

v.

FORESCOUT TECHNOLOGIES, INC., *et. al.*

Defendants.

CASE NO.: 20-CV-00076-SI

CLASS ACTION

**[PROPOSED] FINAL APPROVAL ORDER AND JUDGMENT**

On the 5th day of December, 2025, a hearing having been held before this Court to determine: (1) whether the terms and conditions of the Stipulation of Settlement dated July 18, 2025 (“Stipulation”) are fair, reasonable, and adequate for the settlement of all claims asserted by the Plaintiffs and the Class in this Action, including the release of the Released Claims against the Released Parties, and should be approved; (2) whether judgment should be entered dismissing this Action with prejudice; (3) whether the Plan of Allocation should be approved as a fair and reasonable method to allocate the Net Settlement Fund among Class Members; (4) whether and in what amount to award attorneys’ fees to Class Counsel; (5) whether and in what amount to

1 reimburse Class Counsel for litigation expenses; and (6) whether and in what amount to award to  
2 Plaintiffs.

3 The Court having considered all matters submitted to it at the hearing and otherwise; and  
4 it appearing in the record that the Summary Notice was published; the Postcard Notice directing  
5 recipients to the full Notice and Claim Form were mailed; and the Notice, Claim Form, and other  
6 settlement documents were posted to the Settlement website, all in accordance with the  
7 Preliminary Approval Order, dated August 8, 2025; and

8 **NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:**

9 1. This Final Approval Order and Judgment (“Order and Final Judgment” or  
10 “Judgment”) incorporates by reference the definitions in the Stipulation, and all capitalized terms  
11 used herein shall have the same meanings as set forth therein.

12 2. The Court has jurisdiction over the subject matter of the Action.

13 3. In accordance with the Court’s Preliminary Approval Order, the Court hereby finds  
14 that the forms and methods of notifying the Class of the Settlement and its terms and conditions met  
15 the requirements of due process, Federal Rule of Civil Procedure 23, and Section 21D(a)(7) of the  
16 Exchange Act, 15 U.S.C. § 78u-4(a)(7), as amended by the Private Securities Litigation Reform Act  
17 of 1995; constituted the best notice practicable under the circumstances; and constituted due and  
18 sufficient notice of these proceedings and the matters set forth herein, including the Settlement and  
19 Plan of Allocation, to all Persons entitled to such notice. No Class Member is relieved from the  
20 terms and conditions of the Settlement, including the releases provided for in the Stipulation, based  
21 upon the contention or proof that such Class Member failed to receive actual or adequate notice. A  
22 full opportunity has been offered to the Class Members to object to the proposed Settlement and to  
23 participate in the hearing thereon. The Court further finds that the notice provisions of the Class  
24 Action Fairness Act, 28 U.S.C. § 1715, were fully discharged. Thus, it is hereby determined that  
25 all Class Members are bound by this Order and Final Judgment.

26 4. The Settlement is approved as fair, reasonable, and adequate and in the best interests  
27 of the Class under Federal Rule of Civil Procedure 23. This Court further finds that the Settlement  
28 set forth in the Stipulation is the result of good faith, arm’s-length negotiations between experienced

1 counsel representing the interests of Plaintiffs, Class Members, and Defendants. The Parties are  
2 directed to consummate the Settlement in accordance with the terms and provisions of the  
3 Stipulation.

4 5. The Action and all claims contained therein, as well as all of the Released Plaintiffs'  
5 Claims, are dismissed with prejudice as against Defendants and the Released Defendants' Parties.  
6 The Parties are to bear their own costs, except as otherwise provided in the Stipulation.

7 6. Plaintiffs and Class Members, on behalf of themselves, their successors, assigns,  
8 executors, heirs, administrators, representatives, attorneys, and agents, in their capacities as such,  
9 regardless of whether any such Person ever seeks or obtains by any means, including without  
10 limitation by submitting a Claim Form, any disbursement from the Settlement Fund, shall be deemed  
11 to have, and by operation of this Order and Final Judgment shall have, fully, finally, and forever  
12 released, relinquished, and discharged all Released Plaintiffs' Claims against the Released  
13 Defendants' Parties. Plaintiffs and Class Members shall be deemed to have, and by operation of  
14 this Order and Final Judgment shall have, covenanted not to sue the Released Defendants' Parties  
15 with respect to any and all Released Plaintiffs' Claims in any forum and in any capacity. Plaintiffs  
16 and Class Members shall be and hereby are permanently barred and enjoined from asserting,  
17 commencing, prosecuting, instituting, assisting, instigating, or in any way participating in the  
18 commencement or prosecution of any action or other proceeding, in any forum, asserting any  
19 Released Plaintiffs' Claims, in any capacity, against any of the Defendants' Released Parties.  
20 Defendants similarly release and are permanently barred and enjoined from pursuing Released  
21 Defendants' Claims against the Released Plaintiffs' Parties. Nothing contained herein shall,  
22 however, bar any Plaintiff or Defendant from bringing any action or claim to enforce the terms of  
23 the Stipulation or this Order and Final Judgment.

24 7. Any Plan of Allocation submitted by Class Counsel or any order entered regarding  
25 any attorneys' fee and expense application or awards to Co-Lead Plaintiffs shall in no way disturb  
26 or affect this Judgment and shall be considered separate from this Judgment. Separate orders shall  
27 be entered regarding approval of a Plan of Allocation and Class Counsel's application for an award  
28 of attorneys' fees and expenses to Class Counsel and the Award to Plaintiffs.

1  
2 8. Any appeal or any challenge affecting the approval of (a) the Plan of Allocation  
3 submitted by Class Counsel and/or (b) this Court's approval regarding any attorneys' fee and  
4 expense applications, including any Award to Plaintiffs, shall in no way disturb or affect the finality  
5 of the other provisions of this Order and Final Judgment nor the Effective Date of the Settlement.

6 9. The Court finds that the Parties and their counsel have complied with all  
7 requirements of Federal Rule of Civil Procedure 11 and the Private Securities Litigation Reform  
8 Act of 1995 as to all proceedings herein.

9 10. Neither this Order and Final Judgment, nor the Stipulation (nor the Settlement  
10 contained therein), nor any of its terms and provisions, nor any of the negotiations, documents or  
11 proceedings connected with them:

12 (a) is or may be deemed to be, or may be used as an admission,  
13 concession, or evidence of, the validity or invalidity of Released  
14 Plaintiffs' Claims, the truth or falsity of any fact alleged by Plaintiffs,  
15 the sufficiency or deficiency of any defense that has been or could  
16 have been asserted in the Action, or of any wrongdoing, liability,  
17 negligence or fault of Defendants or the Released Defendants'  
18 Parties;

19 (b) is or may be deemed to be or may be used as an admission,  
20 concession, or evidence of, any fault or misrepresentation or omission  
21 with respect to any statement or written document attributed to,  
22 approved or made by Defendants or the Released Defendants' Parties  
23 in any civil, criminal, or administrative proceeding in any court,  
24 administrative agency, or other tribunal;

25 (c) is or may be deemed to be or shall be used, offered, or received against  
26 Plaintiffs, any Class Member, Defendants, the Released Plaintiffs'  
27 Parties or the Released Defendants' Parties, as an admission,  
28 concession, or evidence of the validity or invalidity of the Released

1 Claims, the infirmity or strength of any claim raised in the Action, the  
 2 truth or falsity of any fact alleged by the Plaintiffs or the Class, or the  
 3 availability or lack of availability of meritorious defenses to the  
 4 claims raised in the Action;

5 (d) is or may be deemed to be or shall be construed as or received in  
 6 evidence as an admission, concession, or evidence against Plaintiffs,  
 7 any Class Member, Defendants, the Released Plaintiffs' Parties or the  
 8 Released Defendants' Parties, that any of the claims in this Action are  
 9 with or without merit, that a litigation class should or should not have  
 10 been certified, that damages recoverable in the Action would have  
 11 been greater or less than the Settlement Fund or that the consideration  
 12 to be given pursuant to the Stipulation represents an amount equal to,  
 13 less than or greater than the amount which could have or would have  
 14 been recovered after trial.

15 11. The terms of 15 U.S.C. §78u-4(f)(7), pursuant to which each Defendant shall be  
 16 discharged from all claims for contribution brought by other Persons or entities, shall apply to this  
 17 Settlement. In accordance with 15 U.S.C. §78u-4(f)(7), this Judgment constitutes the final discharge  
 18 of all obligations to any Class Member of each of the Defendants arising out of the Action or any of  
 19 the Released Plaintiffs' Claims and shall bar, extinguish, discharge, satisfy, and render  
 20 unenforceable all future claims for contribution arising out of the Action or any of the Released  
 21 Plaintiffs' Claims (a) by any Person or entity against any Defendant; and (b) by any Defendant  
 22 against any Person or entity other than any Person or entity whose liability has been extinguished  
 23 by the Settlement. For the avoidance of doubt, nothing in this Order and Final Judgment shall apply  
 24 to bar or otherwise affect any claim for insurance coverage by any Defendant.

25 12. Except as otherwise provided herein or in the Stipulation, all Settlement Funds held  
 26 by the Escrow Agent shall be deemed to remain *in custodia legis* and shall remain subject to the  
 27 jurisdiction of the Court until such time as the Settlement Funds are distributed or returned pursuant  
 28 to the Stipulation or further order of the Court.

1           13.     Without affecting the finality of this Order and Final Judgment in any way, this Court  
2 hereby retains continuing exclusive jurisdiction regarding the administration, interpretation,  
3 effectuation, or enforcement of the Stipulation and this Order and Final Judgment and including any  
4 application for fees and expenses incurred in connection with administering and distributing the  
5 Settlement Fund to the Class Members.

6           14.     Without further order of the Court, Defendants and Plaintiffs may agree to reasonable  
7 extensions of time to carry out any provision(s) of the Stipulation.

8           15.     If the Settlement is not consummated in accordance with the terms of the Stipulation,  
9 then the Stipulation and this Order and Final Judgment shall be null and void, of no further force or  
10 effect, and without prejudice to any Party, and may not be introduced as evidence or used in any  
11 action or proceeding by any Person against the Parties or the Released Defendants' Parties or  
12 Released Plaintiffs' Parties, and each Party shall be restored to his, her or its respective litigation  
13 positions as they existed on June 17, 2025, pursuant to the terms of the Stipulation.

14           16.     There is no reason to delay the entry of Judgment in this Action. Accordingly, the  
15 Clerk of the Court is expressly directed to immediately enter this Judgment in this Action.

16           17.     The Court's orders entered during this Action related to the confidentiality of  
17 information shall survive this Judgment.

18           **IT IS SO ORDERED.**

19  
20 DATED: \_\_\_\_\_

\_\_\_\_\_  
THE HONORABLE SUSAN ILLSTON  
UNITED STATES DISTRICT JUDGE

Respectfully Submitted by:

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