



GRANTED WITH MODIFICATIONS

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

LOUIS GESER,

Plaintiff/Counterclaim
Defendant,

v.

ROCKY MOUNTAIN CHOCOLATE
FACTORY, INC.

Defendant/Counterclaim
Plaintiff.

C.A. No. 2019-0764-AGB

[PLAINTIFF'S PROPOSED] ORDER OF FINAL JUDGMENT

THIS COURT, having considered (i) Plaintiff's Motion for Judgment on the Pleadings or, in the Alternative, Summary Judgment ("Plaintiff's Motion") and all submissions in connection therewith, and (ii) Defendant Rocky Mountain Chocolate Factory, Inc.'s ("Defendant") Motion for Summary Judgment ("Defendant's Motion," and together with Plaintiff's Motion, the "Motions") and all submissions in connection therewith;

IT IS HEREBY ORDERED this ___ day of November, 2019, for the reasons stated by the Court at the November 1, 2019 hearing on the Motions, that:

1. The Motions are both GRANTED IN PART and DENIED IN PART;
2. The Company shall hold its annual meeting on January 9, 2020 (the "Annual Meeting");

3. The record date for the Annual Meeting shall be the close of business on November 22, 2019 (the “Record Date”);

4. Pursuant to 8 *Del. C.* § 211(c), the shares of stock represented at the Annual Meeting, either in person or by proxy, and entitled to vote thereat, shall constitute a quorum for the purpose of such meeting, notwithstanding any provision of the certificate of incorporation or bylaws of the Company to the contrary; and

5. The January 9, 2020 date for the Annual Meeting and the November 22, 2019 Record Date shall not be changed absent an Order of this Court.

6. This Court retains jurisdiction as to any application for attorneys’ fees and expenses that Plaintiff’s counsel may file.

Chancellor Andre G. Bouchard

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

Court: DE Court of Chancery Civil Action

Judge: Andre G Bouchard

File & Serve

Transaction ID: 64379742

Current Date: Nov 04, 2019

Case Number: 2019-0764-AGB

Case Name: CONF ORD - Louis Geser v. Rocky Mountain Chocolate Factory, Inc.

Court Authorizer

Comments:

This order supersedes the one the court entered on November 1, 2019, to reflect the addition of paragraph 6.

/s/ Judge Bouchard, Andre G