

## EXHIBIT A

### IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

AARON OFFRINGA and MICHAEL FARZAD, Individually and on Behalf of All Others Similarly Situated,

Plaintiffs,

v.

DMY SPONSOR II, LLC, HARRY L. YOU, NICCOLO DE MASI, DARLA K. ANDERSON, FRANCESCA LUTHI, and CHARLES E. WERT,

Defendants.

C.A. No. 2023-0929-LWW

#### **[PROPOSED] SCHEDULING ORDER WITH RESPECT TO NOTICE AND SETTLEMENT HEARING**

WHEREAS, the parties have made an application, pursuant to Court of Chancery Rule 23(f), for an Order: (a) approving the proposed settlement (“Settlement”) of the above-captioned action (the “Action”) in accordance with a Stipulation and Agreement of Settlement, Compromise, and Release, dated as of October 10, 2025 (the “Stipulation”), entered into by and among (i) Plaintiffs Aaron Offringa and Michael Farzad (the “Plaintiffs”), on behalf of themselves and the Class (as defined herein), and (ii) Defendants dMY Sponsor II, Harry L. You, Niccolo de Masi, Darla K Anderson, Francesca Luthi, and the Estate of Charles E. Wert (collectively, the “Defendants,” and together with Plaintiffs, the “Parties,” and each a “Party”); and (b) of dismissal of the Action with prejudice upon the terms and conditions set forth in the Stipulation;

WHEREAS, the Stipulation contemplates certification by this Court of a class in the Action, solely for purposes of settlement;

WHEREAS, the Court has read and considered the Stipulation and the accompanying documents; and

WHEREAS, the Parties have consented to the entry of this Order;

NOW, THEREFORE, IT IS HEREBY ORDERED this \_\_\_\_\_ day of \_\_\_\_\_, 2025 that:

1. Except for terms defined herein, the Court adopts and incorporates the definitions in the Stipulation for purposes of this Order.

2. The Court has jurisdiction over the subject matter of the Action, and all matters relating to the Settlement of the Action, as well as personal jurisdiction over all of the Parties, and each of the Class Members (as defined below).

3. For purposes of the Settlement only, and pending the Settlement Hearing (defined below), the Action is provisionally certified as a non-opt-out class action pursuant to Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2), consisting of the following class (the "Class"):

All record and beneficial holders of dMY II Class A Common Stock who held such shares between the close of business on March 12, 2021 through April 20, 2021, including their successors-in-interest who obtained shares by operation of law, but excluding: (a) Defendants; (b) members of the Individual Defendants' immediate families; (c) any person, firm, trust, corporation, or any entity related to or affiliated with any of the foregoing individuals or entities or in which any of the foregoing individuals or entities has a controlling interest; (d) the legal

representatives, heirs, successors, or assignees of any such persons or entities; and (e) any trusts, estates, entities, or accounts that held shares of dMY II Class A Common Stock or Class B Common Stock for the benefit of any such excluded individual or entity (the “Excluded Persons”).

4. For purposes of Settlement only, the Plaintiffs shall be provisionally certified as the representatives of the Class, and Grant & Eisenhofer P.A., Robbins Geller Rudman & Dowd LLP, and Robbins LLP (“Plaintiffs’ Counsel”) shall be designated Class counsel.

5. For purposes of the Settlement only, the Court preliminarily finds that: (a) the members of the Class (collectively, the “Class Members”) are so numerous that their joinder in the Action would be impracticable; (b) there are questions of law and fact common to the Class; (c) the claims of Plaintiffs are typical of the claims of the Class; (d) in connection with the prosecution of the Action and the Settlement, Plaintiffs and Plaintiffs’ Counsel have and will fairly and adequately represent and protect the interests of the Class; (e) the prosecution of separate actions by individual Class Members would create a risk of inconsistent adjudications that would establish incompatible standards of conduct for Defendants, and, as a practical matter, the disposition of the Action as against Defendants would influence the disposition of any pending or future identical suits, actions, or proceedings brought by other Class Members; and (f) Defendants are alleged to have acted or refused to act on grounds

generally applicable to the Class, thereby making appropriate final injunctive relief or corresponding declaratory relief with respect to the Class as a whole.

6. A hearing (the “Settlement Hearing”) shall be held on \_\_\_\_\_, 202\_\_\_\_\_ at \_\_\_\_\_ .m., either in person at the Court of Chancery of the State of Delaware, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801, or remotely by telephone or videoconference (in the discretion of the Court), to, among other things:

- a. determine whether to finally certify the Class for settlement purposes only, pursuant to Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2);
- b. determine whether Plaintiffs and Plaintiffs’ Counsel have adequately represented the Class, and whether Plaintiffs should be finally appointed as representatives for the Class and Plaintiffs’ Counsel should be finally appointed as counsel for the Class;
- c. determine whether the proposed Settlement should be approved as fair, reasonable, and adequate to the Class and in the best interests of the Class;
- d. determine whether the Action should be dismissed with prejudice and the Releases provided under the Stipulation should be granted;

- e. determine whether the Order and Final Judgment approving the Settlement should be entered;
- f. determine whether the proposed Plan of Allocation of the Net Settlement Fund is fair and reasonable, and should therefore be approved;
- g. determine whether and in what amount any Fee and Expense Award should be paid to Plaintiffs' Counsel out of the Settlement Fund and whether and in what amount any service award to each named Plaintiff should be paid out of the Fee and Expense Award;
- h. hear and rule on any objections to the Settlement, the proposed Plan of Allocation, and/or Plaintiffs' Counsel's application for any Fee and Expense Award; and
- i. consider any other matters that may properly be brought before the Court in connection with the Settlement.

7. The Court reserves the right to adjourn the Settlement Hearing or any adjournment thereof, including the consideration of the application for the Fee and Expense Award, without further notice of any kind other than oral announcement at the Settlement Hearing or any adjournment thereof, and retains jurisdiction over the Action to consider all further applications arising out of or connected with the proposed Settlement.

8. The Court may decide to hold the Settlement Hearing by telephone or videoconference without notice to the Class. If the Court orders that the Settlement Hearing be conducted telephonically or by videoconference, that decision will be posted on the Settlement website, [www.dmyiistockholdersettlement.com](http://www.dmyiistockholdersettlement.com) (the “Settlement Website”). Any Class Member (or his, her, or its counsel) who wishes to appear at the Settlement Hearing should consult the Court’s docket and/or the Settlement Website for any change in date, time, or format of the Settlement Hearing.

9. The Court reserves the right to approve the Stipulation and the Settlement, at or after the Settlement Hearing, with such modifications as may be consented to by the Parties and without further notice to the Class, and retains jurisdiction over the Action to consider all further applications arising out of or connected with the proposed Settlement. The Court may approve the Plan of Allocation or a modified plan of allocation at or after the Settlement Hearing, without further notice to Class Members. Further, the Court may render its judgment and order the payment of the Fee and Expense Award at or after the Settlement Hearing, with such modifications as may be consented to by the Parties, without further notice of any kind.

10. The Court approves AB Data, Ltd. as the Settlement Administrator to provide notice to the Class and administer the Settlement, including the allocation and distribution of the Settlement Fund.

11. The Court approves, in form and content, the Notice of Pendency and Proposed Settlement of Stockholder Class Action, Settlement Hearing and Right to Appear (the “Notice”) attached as Exhibit B to the Stipulation, the Proof of Claim, attached as Exhibit B-1 to the Stipulation (together with the Notice, the “Notice Package”), and the Summary Notice of Pendency and Proposed Settlement of Stockholder Class Action, Settlement Hearing, and Right to Appear, attached as Exhibit C to the Stipulation (the “Summary Notice”), and finds that the mailing of the Notice Package and publication of the Summary Notice in substantially the manner and form set forth in this Order meets the requirements of Court of Chancery Rule 23 and due process, is the best notice practicable under the circumstances, and shall constitute due and sufficient notice to all persons entitled thereto.

12. The Parties will use commercially reasonable efforts to identify eligible Class Members to whom the Notice Package shall be provided, including:

(a) no later than fourteen (14) business days after execution of this Stipulation, Defendants shall use commercially reasonable efforts to provide to the Settlement Administrator with the Securities Transfer Records or similar list of dMY II’s stockholders of record during the

Class Period or used by dMY II to distribute New Genius Class A Common Stock in the Merger and any additional available information necessary to identify all record holders of dMY II Class A Common Stock during the Class Period, the number of shares held by each record holder, and the correct address or other contact information used to communicate with the appropriate representatives of each record holder;

- (b) the Settlement Administrator shall contact entities which commonly hold securities in “street name” as nominees for the benefit of their customers who are beneficial purchasers of securities to identify beneficial holders of dMY II Class A Common Stock during the Class Period;
- (c) the Notice Package, as approved by the Court, and other relevant documents will be posted on a Settlement website established and maintained by the Settlement Administrator; and
- (d) Plaintiffs’ Counsel or the Settlement Administrator shall cause the Summary Notice to be published over *PR Newswire*.

13. Not less than sixty (60) calendar days before the Settlement Hearing, the Settlement Administrator shall mail, or cause to be mailed, by first class U.S. mail or other mail service if mailed outside the United States, postage prepaid, the

Notice Package to each identified Class Member at their last known address. All record holders of stock who held such stock on behalf of beneficial owners and who receive the Notice Package shall be requested to forward the Notice Package promptly to such beneficial owners. Plaintiffs' Counsel and the Settlement Administrator shall use reasonable efforts to provide notice to such beneficial owners by making additional copies of the Notice Package available to any record holder who, prior to the Settlement Hearing, requests the same for distribution to beneficial owners.

14. The Parties will work together in good faith and shall use reasonable best efforts to identify information necessary for distribution of the Net Settlement Fund, including:

- (a) No later than ten (10) business days after execution of the Stipulation, Defendants' Counsel shall instruct Defendants that Excluded Persons are not entitled to submit a claim to receive payment out of the Net Settlement Fund;
- (b) No later than ten (10) business days after execution of the Stipulation, Defendants shall provide to the Settlement Administrator, in an electronically searchable form, such as Excel, a list containing the names of the Excluded Persons, and for each of the Excluded Persons:
  - (i) the number of shares of dMY II Class A Common Stock owned by

the Excluded Person during the Class Period; and (ii) if applicable, the name and “DTC Number” of the financial institution(s) where his, her, or its shares of dMY II Class A Common Stock were held and the number of shares of dMY II Class A Common Stock that were held at each such financial institution(s), the account number(s) at such financial institution(s) where his, her, or its shares of dMY II Class A Common Stock were held, and the number of shares of dMY II Class A Common Stock held in each such account(s); and

- (c) Within ten (10) business days after the Court’s entry of this Order, the Company shall provide, or cause to be provided, to Plaintiffs’ Counsel or the Settlement Administrator in an electronically searchable form, such as Microsoft Excel, the Securities Transfer Records for Redeeming Stockholders.
- (d) Within ten (10) business days after the Court’s entry of this order, the Company and Defendants shall use reasonable best efforts to provide, or cause to be provided, to Plaintiffs the Securities Transfer Records and an allocation report, “chill” report, or such other report generated by DTC providing, for each relevant DTC Participant, the participant’s “DTC number,” the relevant number of shares of dMY II Class A Common Stock, and the address or other contact information used to

communicate with the appropriate representatives of each such DTC Participant. At the request of the Company or Defendants, the Settlement Administrator may obtain such Securities Transfer Records and any other DTC report, on their behalf, with any related costs for obtaining such reports being paid by the Company or Defendants.

(e) At the request of Plaintiffs' Counsel, prior to the date of the hearing on approval of the Settlement, Defendants and the Company will use additional reasonable efforts to work with Plaintiffs' Counsel and the Settlement Administrator to obtain such additional information as may be required to distribute the Net Settlement Fund to eligible Class Members and not to Excluded Persons. Defendants and the Company shall have no further obligation to incur any additional costs associated with obtaining this information, other than as otherwise set forth herein and in the Stipulation.

15. All Notice Costs and Administration Costs shall be paid in accordance with the Stipulation without further order of the Court.

16. The Settlement Administrator is authorized and directed to prepare any tax returns and any other tax reporting form for or in respect of the Settlement Fund, to pay from the Settlement Fund any Taxes and Tax Expenses owed with respect to the Settlement Fund, and to otherwise perform all obligations with respect to Taxes

and Tax Expenses and any reporting or filings in respect thereof without further order of the Court in a manner consistent with the provisions of the Stipulation.

17. At least seven (7) calendar days prior to the date of the Settlement Hearing, Plaintiffs shall file with the Court proof of mailing of the Notice Package and publication of the Summary Notice.

18. The Settlement Fund that will be held in the Escrow Account shall be deemed and considered to be in *custodia legis* of the Court, and shall remain subject to the exclusive jurisdiction of the Court, until such time as the Settlement Fund is distributed pursuant to the Stipulation, the Plan of Allocation, and/or further order(s) of the Court.

19. Unless the Court orders otherwise, any Class Member may enter an appearance in the Action, at the Class Member's own expense, individually or through counsel of the Class Member's own choice, by filing with the Register in Chancery and delivering a notice of appearance to Plaintiffs' Counsel and Defendants' Counsel at the addresses set forth in Paragraph 21 below, such that it is received no later than fifteen (15) business days prior to the Settlement Hearing, or as the Court may otherwise direct. Any Class Member who does not enter an appearance will be represented by Plaintiffs' Counsel, and shall be deemed to have waived and forfeited any and all rights the Class Member may otherwise have to appear separately at the Settlement Hearing.

20. Any Class Member may file a written objection to the Settlement, the proposed Plan of Allocation, and/or Plaintiffs' Counsel's application for the Fee and Expense Award (an "Objector"), if the Class Member has any cause why the proposed Settlement, Plan of Allocation, and/or the application for the Fee and Expense Award should not be approved; provided, however, that, unless otherwise directed by the Court for good cause shown, no Objector shall be heard or entitled to contest the approval of the terms and conditions of the proposed Settlement, the Plan of Allocation, and/or the application for the Fee and Expense Award unless that person or entity has filed a written objection with the Register in Chancery, Court of Chancery of the State of Delaware, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801, and served (electronically by File & ServeXpress, by hand, by first class U.S. mail, or by express service) copies of the objection upon each of the following counsel at the following mailing addresses such that it is received no later than fifteen (15) business days prior to the Settlement Hearing, with copies also emailed to the following counsel:

Kelly L. Tucker  
GRANT & EISENHOFER P.A.  
123 Justison Street  
Wilmington, DE 19801  
ktucker@gelaw.com

Daniel A. Mason  
Sabrina M. Hendershot  
PAUL, WEISS, RIFKIND,  
WHARTON & GARRISON LLP  
1313 North Market Street, Suite 806  
Wilmington, Delaware 19801  
dmason@paulweiss.com  
shendershot@paulweiss.com

Gregory E. Del Gaizo  
ROBBINS LLP  
5060 Shoreham Place, Suite 300  
San Diego, CA 92122  
gdelgaizo@robbinsllp.com

Erik W. Luedeke  
ROBBINS GELLER RUDMAN  
& DOWD LLP  
655 West Broadway, Suite 1900  
San Diego, CA 92101  
eluedeke@rgrdlaw.com

*Plaintiffs' Counsel*

Gregory Starner  
Joshua D. Weedman  
WHITE & CASE LLP  
1221 Avenue of the Americas  
New York, New York 10020  
gstarner@whitecase.com  
jweedman@whitecase.com

*Defendants' Counsel*

Counsel for the Parties are directed to promptly furnish each other with copies of any and all objections that might come into their possession.

21. Any objections must: (i) identify the case name and civil action number, “*Offringa v. dMY Sponsor II*, C.A. No. 2023-0929-LWW”; (ii) state the name, address, and telephone number of the Objector and, if represented by counsel, the name, address, and telephone number of the Objector’s counsel; (iii) be signed by the Objector; (iv) contain a specific, written statement of the objection(s) and the specific reason(s) for the objection(s), including any legal and evidentiary support the Objector wishes to bring to the Court’s attention, and if the Objector has indicated that he, she, or it intends to appear at the Settlement Hearing, the identity of any witnesses the Objector may call to testify and any exhibits the Objector intends to introduce into evidence at the Settlement Hearing; and (v) include documentation sufficient to prove that the Objector is a member of the Class.

Documentation establishing that an Objector is a member of the Class must consist of copies of monthly brokerage account statements or an authorized statement from the Objector's broker containing the transactional and holding information found in an account statement during the Class Period. Plaintiffs' Counsel may request that the Objector submit additional information or documentation sufficient to prove that the objector is a Class Member.

22. Any Person who fails to object in the manner described above shall be deemed to have waived the right to object (including any right of appeal) and shall be forever barred from raising any objection in the Action or otherwise contesting the Settlement, the Plan of Allocation, or the application for the Fee and Expense Award in the Action, and will otherwise be bound by the Order and Final Judgment to be entered and the releases to be given. Class Members who do not object need not appear at the Settlement Hearing or take any other action to indicate their approval.

23. Plaintiffs shall file and serve their opening brief in support of the Settlement and the Fee and Expense Award no later than thirty (30) calendar days prior to the Settlement Hearing. No later than five (5) business days prior to the Settlement Hearing, the Parties may file any reply in response to any objections to the Settlement, Plaintiffs may file any reply in response to any objections to the Plan

of Allocation, and Plaintiffs' Counsel may file any reply in response to any objections to their application for the Fee and Expense Award.

24. If the Court approves the Settlement provided for in the Stipulation following the Settlement Hearing, judgment shall be entered substantially in the form attached as Exhibit D to the Stipulation.

25. In the event that: (a) the Court declines, in any material respect, to enter the Order and Final Judgment provided for in the Stipulation and any one of the Parties fails to consent to the entry of another form of order in lieu thereof; (b) the Court disapproves the Settlement proposed in the Stipulation, including any amendments thereto agreed upon by all of the Parties; or (c) the Court approves the Settlement proposed in the Stipulation or any amendment thereto approved by all of the Parties, but such approval is reversed or substantially modified on appeal and such reversal or modification becomes final by a lapse of time or otherwise; then, in any of such events, the Stipulation, the Settlement proposed in the Stipulation (including any amendments thereof), the provisional Class certification herein, any actions taken or to be taken with respect to the Settlement proposed in the Stipulation, and the Order and Final Judgment to be entered shall be of no further force or effect, shall be null and void, and shall be without prejudice to any of the Parties, who shall be restored in all respects to their respective positions immediately prior to the agreement in principle reached on February 21, 2025, as provided in and

subject to the terms of the Stipulation. For purposes of this provision, a disallowance, modification, or reversal of the fees and/or expenses sought by Plaintiffs or Plaintiffs' Counsel shall not be deemed a disapproval, modification, or reversal of the Settlement or the Order and Final Judgment.

26. The Stipulation, and any negotiations, statements, or proceedings in connection therewith, shall not be construed or deemed evidence of, a presumption, concession, or admission by any Released Party or any other person of any fault, liability, or wrongdoing as to any facts or claims alleged or asserted in the Action or otherwise, or that Plaintiffs or Plaintiffs' Counsel, the Class, or any present or former stockholders of dMY II and/or Genius Sports Ltd., or any other person, has suffered any damage attributable in any manner to any Released Party. The Stipulation, and any negotiations, statements, or proceedings in connection therewith, shall not be offered or admitted in evidence or referred to, interpreted, construed, invoked, or otherwise used by any person for any purpose in the Action or otherwise, except as may be necessary to enforce or obtain Court approval of the Settlement.

27. All proceedings in the Action, other than such proceedings as may be necessary to carry out the terms and conditions of the Settlement, are hereby stayed and suspended until further order of this Court. Pending final determination of whether the Settlement should be approved, Plaintiffs and all members of the Class, and anyone acting or purporting to act on behalf of, in the stead of, as a representative

of, or derivatively for, any Class Member, are hereby barred and enjoined from asserting, commencing, pursuing, prosecuting, assisting, instigating, maintaining, or in any way participating in any action asserting any of Released Plaintiffs' Claims against any of Released Defendants Parties.

28. The Court may, for good cause, extend any of the deadlines set forth in this Order without further notice to Class members.

---

Vice Chancellor Lori W. Will