



GRANTED WITH MODIFICATIONS

EXHIBIT A

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

BRETT HAWKES,

Plaintiff,

v.

C.A. No. 2020-0360-PAF

THE TORONTO-DOMINION BANK,
TD GROUP US HOLDINGS LLC,
TD BANK USA, NATIONAL
ASSOCIATION, TD BANK,
NATIONAL ASSOCIATION,
STEPHEN BOYLE, TIM HOCKEY,
BRIAN LEVITT, KAREN MAIDMENT,
BHARAT MASRANI, IRENE MILLER,
JOSEPH MOGLIA, WILBUR
PREZZANO, and THE CHARLES
SCHWAB CORPORATION,

Defendants.

[PROPOSED] SCHEDULING ORDER

WHEREAS, a stockholder class action is pending in this Court captioned *Hawkes v. The Toronto-Dominion Bank, et al.*, C.A. No. 2020-0360-PAF (the “Action”);

WHEREAS, (i) plaintiff Brett Hawkes (“Plaintiff”), on behalf of himself and the Settlement Class (defined below); and (ii) defendants (a) The Toronto-Dominion Bank and its affiliates TD Group US Holdings LLC (“TD Group US”), TD Bank USA, National Association (“TD Bank USA”), and TD Bank, National Association (“TD Bank N.A.” and together with TD Group US and TD Bank USA, “TD Bank”);

(b) Tim Hockey, Brian Levitt, Karen Maidment, Bharat Masrani, Irene Miller, Joseph Moglia, Wilbur Prezzano, and Stephen Boyle (collectively, the “Individual Defendants”); and (c) The Charles Schwab Corporation (“CSC,” and together with TD Bank and the Individual Defendants, “Defendants”) (collectively with Plaintiff, the “Parties”) have determined to settle all claims asserted against Defendants in the Action on the terms and conditions set forth in the Stipulation and Agreement of Compromise, Settlement, and Release dated March 25, 2022 (the “Stipulation”) subject to the approval of this Court (the “Settlement”);

WHEREAS, in accordance with the Stipulation, Plaintiff and Defendants have made an application, pursuant to Court of Chancery Rule 23, for entry of a scheduling order in accordance with the Stipulation, approving the form and content of the notice of the Settlement to the Settlement Class, and scheduling the date and time for the Settlement Hearing; and

WHEREAS, the Court having considered the Stipulation and the exhibits attached thereto; the Stipulation being sufficient to warrant notice to the Settlement Class; and all Parties having consented to the entry of this Order.

NOW THEREFORE, IT IS HEREBY ORDERED, this ____ day of _____, 2022, as follows:

1. **Definitions**: Unless otherwise defined herein, capitalized terms used herein shall have the same meanings given to them in the Stipulation.

2. **Jurisdiction:** The Court has jurisdiction over the subject matter of the Action, and all matters relating to the Settlement, as well as personal jurisdiction over the Parties and each of the Class Members.

3. **Preliminary Class Certification for Settlement Purposes:** The Court hereby preliminarily certifies, solely for purposes of effectuating the proposed Settlement, the Action as a non-opt out class action pursuant to Court of Chancery Rules 23(a), 23(b)(1) and 23(b)(2), on behalf of a Settlement Class consisting of all record holders and beneficial holders of TD Ameritrade Holding Corporation (“Ameritrade”) common stock who held such stock at any point during the period from and including November 25, 2019, the date of the Merger Agreement, through and including October 6, 2020, the date the Merger closed (the “Class Period”), including their heirs, assigns, transferees, and successors-in-interest, in each case solely in their capacity as holders or owners of Ameritrade common stock. Excluded from the Settlement Class are: (i) Defendants and their heirs, assigns, transferees, and successors-in-interest; (ii) members of the immediate family of any Individual Defendant; (iii) any person who was, at the time of the Closing, a director or senior officer of Ameritrade, the Toronto-Dominion Bank, or CSC; (iv) any parent, subsidiary, or affiliate of TD Bank or CSC; and (v) any firm, trust, corporation, or other entity in which Defendants or any other excluded Person had, at the time of the Closing, a controlling interest; provided, however, that each of the foregoing (i)

through (v) shall be excluded from the Settlement Class solely with respect to shares of Ameritrade common stock held for their own account(s) (*i.e.*, accounts in which they hold a proprietary interest, but not including accounts managed on behalf of others such as brokerage customers) (collectively, “Excluded Parties” and each an “Excluded Party”).

4. Solely for purposes of the Settlement, Plaintiff Brett Hawkes is preliminarily appointed as representative for the Settlement Class and Andrews & Springer LLC, Bernstein Litowitz Berger & Grossmann LLP, and Friedman Oster & Tejtel PLLC (collectively, “Plaintiff’s Co-Lead Counsel”) are preliminarily appointed as counsel for the Settlement Class.

5. **Settlement Hearing:** The Court will hold a hearing (the “Settlement Hearing”) on _____, 2022, at __:__.m., either in person at the Court of Chancery of the State of Delaware, New Castle County, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801, or by telephone or video conference (in the discretion of the Court), to determine, among other things: (i) whether the Action may be permanently maintained as a non-opt out class action and whether the Settlement Class should be certified permanently, for purposes of the Settlement, pursuant to Court of Chancery Rules 23(a), 23(b)(1) and 23(b)(2); (ii) whether Plaintiff may be permanently designated as representative for the Settlement Class and Plaintiff’s Co-Lead

Counsel as counsel for the Settlement Class, and whether Plaintiff and Plaintiff's Co-Lead Counsel have adequately represented the interests of the Settlement Class in the Action; (iii) whether the proposed Settlement on the terms and conditions provided for in the Stipulation is fair, reasonable, and adequate to the Settlement Class, and should be approved by the Court; (iv) whether a Judgment, substantially in the form attached as Exhibit D to the Stipulation, should be entered dismissing the Action with prejudice as against Defendants; (v) whether the proposed Plan of Allocation of the Net Settlement Fund is fair and reasonable, and should therefore be approved; (vi) whether the application by Plaintiff's Co-Lead Counsel for an award of attorneys' fees and expenses, including Plaintiff's application for an incentive award to be paid solely out of any attorneys' fees and expenses awarded by the Court, should be approved; and (vii) any other matters that may properly be brought before the Court in connection with the Settlement. Notice of the Settlement and the Settlement Hearing shall be given to potential Settlement Class Members as set forth in paragraph 9 of this Order.

6. The Court reserves the right to adjourn and reconvene the Settlement Hearing, including consideration of the proposed Plan of Allocation and Plaintiff's Co-Lead Counsel's fee and expense application and incentive award application, without further notice to the Settlement Class other than by announcement at the Settlement Hearing or any adjournment thereof.

7. The Court reserves the right to approve 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 Settlement Class.

8. The Court may decide to hold the Settlement Hearing by telephone or video conference without further notice to the Settlement Class. Any Settlement 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 hearing.

9. **Retention of Settlement Administrator and Manner of Giving Notice:** Plaintiff's Co-Lead Counsel are hereby authorized to retain JND Legal Administration as the settlement administrator (the "Settlement Administrator") to provide notice to potential Settlement Class Members and administer the Settlement, including the allocation and distribution of the Net Settlement Fund to Eligible Closing Date Stockholders. Notice of the Settlement and the Settlement Hearing shall be given as follows:

(a) Within ten (10) business days following the date of entry of this Order by the Court, CSC, at no cost to the Settlement Fund, Plaintiff, Plaintiff's Counsel, or the Settlement Administrator, shall provide to the Settlement Administrator or Plaintiff's Co-Lead Counsel in an electronically searchable form, such as Excel, the stockholder register from Ameritrade's transfer agent containing

the names, mailing addresses and, if readily available, email addresses for all registered holders of Ameritrade common stock during the Class Period (the “Class Member Records”);

(b) Beginning not later than twenty (20) business days after the date of entry of this Order (such date that is twenty (20) business days after the date of entry of this Order, the “Notice Date”), the Settlement Administrator shall cause a copy of the Notice, substantially in the form attached to the Stipulation as Exhibit B, to be mailed by first-class U.S. mail, or emailed, to potential Settlement Class Members at the addresses set forth in the Class Member Records or who otherwise may be identified through further reasonable effort;

(c) Not later than the Notice Date, the Settlement Administrator shall post a copy of the Notice on the website established for the Settlement;

(d) Not later than ten (10) business days after the Notice Date, the Settlement Administrator shall cause the Summary Notice, substantially in the form attached to the Stipulation as Exhibit C, to be published once in *Investor’s Business Daily* and to be transmitted once over the *PR Newswire*; and

(e) Not later than seven (7) calendar days prior to the Settlement Hearing, Plaintiff’s Co-Lead Counsel shall serve on Defendants’ Counsel and file with the Court proof, by affidavit or declaration, of such mailing and publication.

10. **Approval of Form and Content of Notice:** The Court: (a) approves, as to form and content, the Notice, attached to the Stipulation as Exhibit B, and the Summary Notice, attached to the Stipulation as Exhibit C, and (b) finds that the mailing of the Notice and publication of the Summary Notice in the manner and form set forth in paragraph 9 of this Order: (i) is the best notice practicable under the circumstances; (ii) constitutes notice that is reasonably calculated, under the circumstances, to apprise Settlement Class Members of the pendency of the Action, the effect of the proposed Settlement (including the Releases to be provided thereunder), the proposed Plan of Allocation, Plaintiff's Co-Lead Counsel's application for an award of attorneys' fees and expenses, including Plaintiff's application for an incentive award, and Settlement Class Members' rights to object to any aspect of the Settlement, the Plan of Allocation, and/or Plaintiff's Co-Lead Counsel's fee and expense application, including Plaintiff's application for an incentive award, and to appear at the Settlement Hearing; (iii) constitutes due, adequate, and sufficient notice to all persons and entities entitled to receive notice of the proposed Settlement; and (iv) satisfies the requirements of Court of Chancery Rule 23, the United States Constitution (including the Due Process Clause), and all other applicable law and rules. The date and time of the Settlement Hearing shall be included in the Notice and Summary Notice before they are mailed and published, respectively.

11. **Nominees Procedures:** Brokers and other nominees that held shares of Ameritrade common stock at any point during the Class Period as record holders for the benefit of another person or entity shall be requested to either: (i) within seven (7) calendar days of receipt of the Notice, request from the Settlement Administrator sufficient copies of the Notice to forward to all such beneficial owners and within seven (7) calendar days of receipt of those Notices forward them to all such beneficial owners; or (ii) within seven (7) calendar days of receipt of the Notice, provide a list of the names, addresses, and, if available, email addresses of all such beneficial owners to the Settlement Administrator, in which event the Settlement Administrator shall promptly mail the Notice to such beneficial owners. Upon full compliance with this Order, such nominees may seek reimbursement of their reasonable expenses actually incurred in complying with this Order by providing the Settlement Administrator with proper documentation supporting the expenses for which reimbursement is sought.

12. Brokers and other nominees that hold securities in their name on behalf of a beneficial owner are hereby ordered to provide information deemed necessary by the Settlement Administrator to assist Eligible Closing Date Stockholders in connection with determining their entitlement to the Net Settlement Fund and to distribute the Net Settlement Fund consistent with the terms of the Plan of Allocation (or such other plan of allocation approved by the Court).

13. **Appearance at Settlement Hearing and Objections:** Unless the Court orders otherwise, any Settlement Class Member may enter an appearance in the Action, at his, her, or its own expense, individually or through counsel of his, her, or its own choice, by filing with the Register in Chancery and delivering a notice of appearance to Plaintiff's Co-Lead Counsel and Defendants' Counsel, at the addresses set forth in paragraph 14 below, such that it is received no later than fourteen (14) calendar days prior to the Settlement Hearing, or as the Court may otherwise direct. Any Settlement Class Member who does not enter an appearance will be represented by Plaintiff's Co-Lead Counsel, and shall be deemed to have waived and forfeited any and all rights he, she, or it may otherwise have to appear separately at the Settlement Hearing.

14. Any Settlement Class Member may file a written objection to the proposed Settlement, Plan of Allocation, and/or Plaintiff's Co-Lead Counsel's application for an award of attorneys' fees and expenses, including Plaintiff's application for an incentive award ("Objector"), if he, she, or it has any cause why the proposed Settlement, Plan of Allocation, and/or Plaintiff's Co-Lead Counsel's application for an award of attorneys' fees and expenses, including Plaintiff's application for an incentive 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, Plan of Allocation, and/or Plaintiff's Co-Lead Counsel's application for an award of attorneys' fees and expenses, including Plaintiff's application for an incentive award, unless that person or entity files a written objection with the Register in Chancery, Court of Chancery of the State of Delaware, New Castle County, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801 (electronically by File & Serve*Xpress*, by hand, by first-class U.S. mail, or by express service) and serves copies of the objection upon each of the following counsel at the following addresses such that they are received no later than fourteen (14) calendar days prior to the Settlement Hearing, with copies also emailed to pandrews@andrewsspringer.com, edward.timlin@blbglaw.com, dtejtel@fotpllc.com, andrew.ditchfield@davispolk.com, pkazanoff@stblaw.com, peppermanr@sullcrom.com, and bashman@potteranderson.com:

Plaintiff's Co-Lead Counsel: Peter B. Andrews, Andrews & Springer LLC, 4001 Kennett Pike, Suite 250, Wilmington, Delaware 19807; Edward Timlin, Bernstein Litowitz Berger & Grossmann LLP, 1251 Avenue of the Americas, New York, New York 10020; and David Tejtel, Friedman Oster & Tejtel PLLC, 493 Bedford Center Road, Suite 2D, Bedford Hills, New York 10507.

Defendants' Counsel: Andrew Ditchfield, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017; Peter E. Kazanoff, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017;

Richard C. Pepperman II, Sullivan & Cromwell LLP, 125 Broad Street, New York, New York 10004; Berton W. Ashman, Jr., Potter Anderson & Corroon LLP, 1313 North Market Street, 6th Floor, Wilmington, Delaware 19801.

15. Any objections must: (i) identify the case name and civil action number, “*Hawkes v. The Toronto-Dominion Bank, et al.*, C.A. No. 2020-0360-PAF”; (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 hearing; and (v) include documentation sufficient to prove that the Objector is a member of the Settlement Class (*i.e.*, held shares of Ameritrade common stock during the Class Period). Documentation establishing that an Objector is a member of the Settlement 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.

16. Unless the Court orders otherwise, any Settlement Class Member who or which does not make his, her, or its objection in the manner provided herein shall: (i) be deemed to have waived and forfeited his, her, or its right to object to any aspect of the proposed Settlement, Plan of Allocation, or Plaintiff's Co-Lead Counsel's application for an award of attorneys' fees and expenses, including Plaintiff's application for an incentive award; (ii) be forever barred and foreclosed from objecting to the fairness, reasonableness, or adequacy of the Settlement, the Judgment to be entered approving the Settlement, the Plan of Allocation, or Plaintiff's Co-Lead Counsel's application for an award of attorneys' fees and expenses, including Plaintiff's application for an incentive award; and (iii) be deemed to have waived and to be forever barred and foreclosed from being heard, in this or any other proceeding, with respect to any matters concerning the Settlement, the Plan of Allocation, or the requested or awarded attorneys' fees or expenses and the requested incentive award.

17. **Stay and Temporary Injunction:** Until otherwise ordered by the Court, the Court stays all proceedings in the Action other than proceedings necessary to carry out or enforce the terms and conditions of the Stipulation. Pending final determination of whether the Settlement should be approved, (i) Plaintiff and all other Settlement Class Members are barred and enjoined from instituting, commencing, prosecuting, continuing, or in any way participating in any action or

other proceeding asserting any Released Plaintiff's Claims against any Released Defendants' Persons; and (ii) Defendants are barred and enjoined from instituting, commencing, prosecuting, continuing, or in any way participating in any action or other proceeding asserting any Released Defendants' Claims against any Released Plaintiff's Persons.

18. **Settlement Fund:** The contents of 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 they shall be distributed pursuant to the Stipulation and/or further order(s) of the Court.

19. **Notice and Administration Costs:** All Notice and Administration Costs shall be paid or reimbursed out of the Settlement Fund in accordance with the terms of the Stipulation without further order of the Court.

20. **Taxes:** Plaintiff's Co-Lead Counsel are authorized and directed to prepare any tax returns and any other tax reporting form for or in respect to the Settlement Fund, to pay from the Settlement Fund any Taxes owed with respect to the Settlement Fund, and to otherwise perform all obligations with respect to Taxes and any reporting or filings in respect thereof without further order of the Court in a manner consistent with the provisions of the Stipulation. The Released Defendants'

Persons shall have no liability whatsoever for any Taxes with respect to income earned by the Settlement Fund while on deposit in the Escrow Account.

21. **Termination of Settlement:** If the Settlement is terminated as provided in the Stipulation or the Effective Date of the Settlement otherwise fails to occur, this Order shall be vacated, rendered null and void, and be of no further force and effect, except as otherwise provided by the Stipulation; this Order shall be without prejudice to the rights of the Parties or the Settlement Class; and Plaintiff and Defendants shall revert to their respective positions in the Action as of immediately prior to the execution of the Stipulation on March 25, 2022.

22. **Supporting Papers:** Plaintiff's Co-Lead Counsel shall file and serve the opening papers in support of the proposed Settlement, Plan of Allocation, Plaintiff's Co-Lead Counsel's application for an award of attorneys' fees and expenses, and Plaintiff's application for an incentive fee award no later than twenty-eight (28) calendar days prior to the Settlement Hearing. Any objections to the Settlement, the Plan of Allocation, and/or the application for an award of attorneys' fees and expenses and/or incentive award shall be filed and served no later than fourteen (14) calendar days prior to the Settlement Hearing. If reply papers are necessary, they are to be filed and served no later than seven (7) calendar days prior to the Settlement Hearing.

23. **Retention of Jurisdiction:** The Court retains exclusive jurisdiction to consider all further applications arising out of or connected with the proposed Settlement.

24. **Extension of Deadlines:** The Court may, for good cause shown, extend any of the deadlines set forth in this Order without further notice to the Settlement Class.

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: 67428858

Current Date: Apr 19, 2022

Case Number: 2020-0360-PAF

Case Name: CONF ORDER Brett Hawkes v. Larry Bettino, et al.

Court Authorizer: Paul A Fioravanti Jr

Court Authorizer

Comments:

The settlement hearing will be held on July 11, 2022 at 1:30 p.m. at the Leonard L. Williams Justice Center.

/s/ Judge Paul A Fioravanti Jr