



GRANTED WITH MODIFICATIONS

EXHIBIT A

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

ALPHA VENTURE CAPITAL PARTNERS LP, CARACCILO FAMILY TRUST, GREGORY A. GOULD, LAW OFFICES OF KENNETH E. CHYTEN DEFINED BENEFIT PENSION PLAN, GAVIN MYERS, AND MARTIN PETERSON, derivatively on behalf of CYTODYN INC.,

Plaintiffs,

v.

NADER Z. POURHASSAN, SCOTT A. KELLY, MICHAEL A. KLUMP, JORDAN G. NAYDENOV, DAVID F. WELCH, CRAIG S. EASTWOOD, MICHAEL D. MULHOLLAND, NITYA G. RAY, and BRENDAN RAE,

Defendants,

-and-

CYTODYN INC., a Delaware Corporation,

Nominal Defendant.

C.A. No. 2020-0307-PAF

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

WHEREAS, the Parties to the above-captioned action (the “Action”) have entered into a Stipulation of Compromise and Settlement dated January 27, 2021 (the “Stipulation”), which sets forth the terms and conditions for the proposed

settlement and dismissal with prejudice of the Action (the “Settlement”), subject to review and approval by this Court pursuant to Court of Chancery Rule 23.1 and upon notice to the current stockholders of nominal defendant CytoDyn Inc. (“CytoDyn” or the “Company”); and

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

NOW, THEREFORE, upon application of the Parties, after review and consideration of the Stipulation and the exhibits annexed thereto;

IT IS HEREBY ORDERED this ___ day of _____, 2021 as follows:

1. For purposes of this Scheduling Order, the Court incorporates by reference the definitions in the Stipulation and all capitalized terms used herein shall have the same meanings as set forth in the Stipulation unless otherwise defined herein.

2. A hearing (the “Settlement Hearing”) shall be held on _____, 2021, at _____ a.m. / p.m. by Zoom, to: (a) determine whether the Settlement, on the terms and conditions provided for in the Stipulation, is fair, reasonable, and adequate and in the best interests of CytoDyn and its current stockholders; (b) determine whether the Court should finally approve the Stipulation and enter the Order and Final Judgment (the “Judgment”) as provided in the

Stipulation, dismissing the Action with prejudice and extinguishing and releasing the Released Claims; (c) hear and determine any objections to the Settlement; and (d) rule on such other matters as the Court may deem appropriate.

3. The Settlement Hearing may be adjourned by the Court from time to time without further notice to anyone other than the Parties to the Action and any Objectors (as defined herein).

4. The Court may approve the Stipulation at or after the Settlement Hearing with such modifications as may be consented to by the Parties and without further notice.

5. The Court approves, in form and content, the Notices of Pendency of Settlement of Action (the “Notices”) filed by the Parties with the Stipulation as Exhibits B and C and finds that the giving of notice substantially in the form of the Notices in the matter set forth herein meets the requirement of Court of Chancery Rule 23.1 and due process, and is the best notice practicable under the circumstances.

6. Within twenty (20) business days after the entry of this Scheduling Order, CytoDyn shall: (a) file a Form 8-K with the Securities and Exchange Commission that discloses the Settlement and attaches the Notices as an exhibit; (b) publish a summary notice in *Investors’ Business Daily*; (c) post a copy of the Notice attached as Exhibit B and of the Stipulation on the Investor Relations section of its website and maintain such postings through the date of the Settlement Hearing;

(d) mail the Notice attached as Exhibit C to all stockholders who have not opted for electronic notifications; and (e) email the Notice attached as Exhibit B to all stockholders who have opted for electronic notifications. CytoDyn shall be responsible for all costs associated with the distribution of the Notices. If additional notice is required by the Court, then the cost and administration of such additional notice will be borne by CytoDyn.

7. Promptly after the entry of this Scheduling Order, CytoDyn shall post copies of the Stipulation, its exhibits (including the Notice attached as Exhibit B) on CytoDyn's website and shall maintain such postings through the date of the Settlement Hearing.

8. CytoDyn shall post the public version of the text of any brief(s) in support of the Settlement on its website promptly after the public version is filed with the Court, and shall maintain such postings through the date of the Settlement Hearing.

9. As set forth in the Notice attached as Exhibit B, any record holder or beneficial owner of CytoDyn stock who objects to the Settlement, the proposed Judgment to be entered, or any other relief requested, and/or who otherwise wishes to be heard (an "Objector"), may appear personally or by his, her, or its attorney at the Settlement Hearing and present any evidence or argument that may be proper and relevant; *provided, however*, that no Objector shall be heard or entitled to contest

the approval of the terms and conditions of the Settlement, or, if approved, the Judgment to be entered thereon, or of any application for any other relief, unless he, she, or it has, no later than twenty (20) calendar days before the Settlement Hearing (unless the Court in its discretion shall thereafter otherwise direct, upon application of such person and for good cause shown), filed with the Register in Chancery, Leonard L. Williams Justice Center, Court of Chancery, 500 North King Street, Wilmington, Delaware 19801, and served (by hand or by overnight mail) on the SLC's Counsel and Defendants' counsel, at the addresses below, the following: (i) proof of current ownership of CytoDyn stock; (ii) a written notice of the Objector's intention to appear; (iii) a detailed statement of the objections to any matter before the Court; and (iv) a detailed statement of all of the grounds thereon and the reasons for the Objector's desire to appear and to be heard, as well as all documents or writings which the Objector desires the Court to consider. In addition to the aforementioned Court address, the addresses to which such information should be sent (by hand delivery or by overnight mail) are as follows:

Michael A. Pittenger
POTTER ANDERSON & CORROON LLP
1313 N. Market Street
Hercules Plaza, 6th Floor
Wilmington, DE 19801
(302) 984-6000

Brad D. Sorrels
WILSON SONSINI GOODRICH & ROSATI,
P.C.
222 Delaware Avenue, Suite 800
Wilmington, DE 19801
(302) 304-7600

*Counsel for Defendants Nader Z.
Pourhassan, Scott A. Kelly, Michael A.
Klump, Jordan G Naydenov, David F.
Welch, Craig S. Eastwood, Michael D.
Mulholland, Nitya G. Ray, and
Brendan Rae*

*Counsel for the Special Litigation
Committee of the Board of Directors of
Nominal Defendant CytoDyn Inc.*

10. Any person or entity who fails to object in the manner prescribed above shall be deemed to have waived such objection (including the right to appeal), unless the Court in its discretion allows such objection to be heard at the Settlement Hearing, and shall forever be barred from raising such objection in the Action or any other action or proceeding or otherwise contesting the Settlement, and will otherwise be bound by the Judgment to be entered and the releases to be given.

11. Counsel for the parties are directed to promptly furnish each other with copies of any and all objections or other stockholder correspondence related to the Settlement and/or Settlement Hearing that might come into their possession unless it appears such correspondence has already been received by the other counsel.

12. No later than ten (10) business days before the Settlement Hearing, the Company's counsel shall serve on counsel in the Action and file with the Court an appropriate affidavit or declaration with respect to the preparation and mailing of the

Notice attached as Exhibit C and posting of the Notice attached as Exhibit B, Stipulation, and brief(s).

13. At least five (5) calendar days before the Settlement Hearing, the Parties may serve and file with the Court their reply brief(s) in support of the Settlement and in response to any objections made by an Objector pursuant to Paragraph 9, above.

14. The Court will consider whether to approve the Settlement and enter the Judgment separately from its consideration of any application for a fee and expense award that may be filed.

15. In the event that the Stipulation is not approved by the Court, the Settlement and any actions taken in connection therewith shall become null and void for all purposes, and all negotiations, transactions, and proceedings connected with it: (i) shall be without prejudice to the rights of any Party thereto; (ii) shall not be deemed to be construed as evidence of, or an admission by any Party of any fact, matter, or thing; and (iii) shall not be admissible in evidence or be used for any purpose in any subsequent proceedings in the Action or any other action or proceeding. The Parties shall be deemed to have reverted to their respective status in the Action as of the date and time immediately before the execution of the Stipulation, and the Parties shall proceed in all respects as if the Stipulation and any related orders had not been entered.

16. All proceedings in this Action (except proceedings as may be necessary to carry out the terms and conditions of the Settlement) are hereby stayed and suspended until further order of the Court.

17. The Court may, for good cause shown, extend any of the deadlines set forth in this Order without further notice to anyone other than the parties to the Action and any Objectors.

Vice Chancellor Fioravanti

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: 66288552

Current Date: Feb 02, 2021

Case Number: 2020-0307-PAF

Case Name: CONF ORD STAY/Alpha Venture Capital Partners LP v. Nader Z. Pourhassan

Court Authorizer: Paul A Fioravanti Jr

Court Authorizer

Comments:

The settlement hearing will be held on April 19, 2021 at 1:30 p.m.

/s/ Judge Paul A Fioravanti Jr