

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE FAST ACQUISITION CORP.
STOCKHOLDERS LITIGATION

CONSOLIDATED
C.A. No. 2022-0702-PAF

**NOTICE OF PENDENCY AND PROPOSED SETTLEMENT OF
STOCKHOLDER CLASS ACTION, SETTLEMENT
HEARING, AND RIGHT TO APPEAR**

*The Court of Chancery of the State of Delaware authorized this Notice.
This is not a solicitation from a lawyer.*

NOTICE OF PENDENCY OF CLASS ACTION:¹ Please be advised that your rights will be affected by the above-captioned consolidated stockholder class action (the “Action”) pending in the Court of Chancery of the State of Delaware (the “Court”) if you held public shares of FAST Acquisition Corp. (“FAST” or the “Company”) Class A common stock (“FAST Class A Public Shares”) at the close of business on August 25, 2022.

NOTICE OF SETTLEMENT: Please also be advised that (i) Plaintiffs Special Opportunities Fund, Inc. (“Lead Plaintiff” or “SPE”), ADAR1 Partners, L.P., Great Point Capital, LLC, Cladrius LTD, and George A. Spritzer (collectively, “Plaintiffs”), on behalf of themselves and the other members of the Settlement Class (as defined in paragraph 30 below); and (ii) Defendants Sandy Beall, William Douglas Jacob, Kevin Reddy, Michael Lastoria, Ramin Arani, Alice Elliot, Sanjay Chadda, and Steve Kassin (collectively, “Defendants”) (Plaintiffs and Defendants together, the “Parties”) have reached a proposed settlement of the Action (the “Settlement”) for \$12,500,000.00 (United States Dollars) in cash (the “Settlement Amount”). The proposed Settlement, if approved by the Court, will resolve all claims in the Action.

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. This Notice explains how members of the Settlement Class (as defined in paragraph

¹ Any capitalized terms not otherwise defined in this Notice shall have the meanings given to them in the Stipulation and Agreement of Settlement, Compromise, and Release entered into by the Parties on October 4, 2023 (the “Stipulation”). A copy of the Stipulation is available at www.FASTAcquisitionStockholdersLitigation.com.

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30 below) (“Class Members,” and each a “Class Member”) will be affected by the Settlement. The following table provides a brief summary of the rights you have as a Class Member and the relevant deadlines, which are described in more detail later in this Notice.

CLASS MEMBERS’ LEGAL RIGHTS IN THE SETTLEMENT:	
RECEIVE A PAYMENT FROM THE SETTLEMENT. CLASS MEMBERS <u>DO NOT</u> NEED TO SUBMIT A CLAIM FORM.	If you are a member of the Settlement Class, you <u>may</u> be eligible to receive a <i>pro rata</i> distribution from the Settlement proceeds. Eligible Class Members <u>do not</u> need to submit a claim form in order to receive a distribution from the Settlement, if approved by the Court. If you are eligible for a distribution from the Settlement, it will be paid to you directly. <i>See</i> paragraphs 35-44 below for further discussion.
OBJECT TO THE SETTLEMENT BY SUBMITTING A WRITTEN OBJECTION SO THAT IT IS <u>RECEIVED</u> NO LATER THAN JANUARY 8, 2024.	If you are a member of the Settlement Class and would like to object to the proposed Settlement, the proposed Plan of Allocation, or Plaintiffs’ Counsel’s Fee and Expense Application, including Plaintiffs’ application for Incentive Awards, you may write to the Court and explain the reasons for your objection.
ATTEND A HEARING ON JANUARY 22, 2024, AT 1:30 P.M., AND FILE A NOTICE OF INTENTION TO APPEAR SO THAT IT IS <u>RECEIVED</u> NO LATER THAN JANUARY 8, 2024.	Filing a written objection and notice of intention to appear that is received by January 8, 2024 allows you to speak in Court, at the discretion of the Court, about your objection. In the Court’s discretion, the January 22, 2024 hearing may be conducted by telephone or videoconference (<i>see</i> paragraphs 51-52 below). If you submit a written objection, you may (but you do not have to) attend the hearing and, at the discretion of the Court, speak to the Court about your objection.

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WHAT IS THE PURPOSE OF THIS NOTICE?

1. The purpose of this Notice is to notify Class Members of the existence of the Action and the terms of the proposed Settlement of the Action. The Notice is also being sent to inform Class Members of a hearing that the Court has scheduled to consider the fairness, reasonableness, and adequacy of the Settlement, the proposed Plan of Allocation for the Settlement proceeds, and Plaintiffs' Counsel's Fee and Expense Application, including Plaintiffs' application for Incentive Awards, (the "Settlement Hearing"). *See* paragraphs 51-52 below for details about the Settlement Hearing, including the date and time of the hearing.

2. The Court directed that this Notice be mailed to you because you may be a member of the Settlement Class. The Court has directed us to send you this

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Notice because, as a Class Member, you have a right to know about your options before the Court rules on the proposed Settlement. Additionally, you have the right to understand how the Action and the proposed Settlement generally affects your legal rights. Please Note: The Court may approve the proposed Settlement with such modifications as the Parties may agree to, if appropriate, without further notice to the Settlement Class.

3. The issuance of this Notice is not an expression by the Court of any findings of fact or any opinion concerning the merits of any claim in the Action, and the Court has not yet decided whether to approve the Settlement. If the Court approves the Settlement, then payments to eligible Class Members will be made after any appeals are resolved.

Please Note: Receipt of this Notice does not mean that you are a Class Member or that you will be entitled to receive a payment from the Settlement.

WHAT IS THIS CASE ABOUT?

THE FOLLOWING RECITATION DOES NOT CONSTITUTE FINDINGS OF THE COURT. THE COURT HAS MADE NO FINDINGS WITH RESPECT TO THE FOLLOWING MATTERS AND THESE RECITATIONS SHOULD NOT BE UNDERSTOOD AS AN EXPRESSION OF ANY OPINION OF THE COURT AS TO THE MERITS OF ANY OF THE CLAIMS OR DEFENSES RAISED BY ANY OF THE PARTIES.

4. On August 25, 2020, FAST, a special purpose acquisition corporation (“SPAC”) incorporated in Delaware and formed by certain Defendants, consummated its IPO of 20,000,000 units, whereby each unit (1) consisted of one share of Class A common stock and one-half of one redeemable warrant, with each whole warrant entitling the holder thereof to purchase one share of Class A common stock for \$11.50 per share, and (2) was sold for \$10.00 per unit; as a SPAC, FAST’s Amended and Restated Certificate of Incorporation required FAST to complete an initial business combination within 24 months of the IPO or otherwise redeem all of its outstanding Class A Common stock and dissolve.

5. Before FAST’s IPO, certain Defendants had purchased 7,187,500 shares of Class B common stock in FAST (the “Founder Shares”) in exchange for a capital contribution of \$25,000; subsequently, 2,187,500 Founder Shares were forfeited, resulting in 5,000,000 Founder Shares remaining.

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6. On February 1, 2021, FAST entered into an agreement and plan of merger (the “Merger Agreement,” and the transaction contemplated therein, the “Merger”) with Fertitta Entertainment, Inc. (“Fertitta”).

7. On November 24, 2021, FAST issued its proxy statement asking FAST’s stockholders to consider and vote upon (among other things) the Merger.

8. On December 1, 2021, the Company received a notice from Fertitta that purported to terminate the Merger Agreement.

9. On December 9, 2021, FAST and Fertitta entered into a Termination and Settlement Agreement (the “Merger Settlement Agreement”), pursuant to which the parties agreed to mutually terminate the Merger Agreement and Fertitta agreed to (1) pay \$6,000,000.00 to the Company within three business days, (2) loan \$1,000,000.00 to the Company within five business days, and (3) pay to FAST either (a) \$10,000,000.00 in the event that the Company consummated an initial business combination, or (b) \$26,000,000.00 if the Company did not consummate an initial business combination and determined to redeem its public shares and liquidate and dissolve (all amounts collectively, the “Termination Fee”). As FAST did not consummate an initial business combination, Fertitta loaned \$1,000,000 to the Company and ultimately paid \$32,000,000 pursuant to the Merger Settlement Agreement.

10. On August 9, 2022, SPE filed its Verified Class Action Complaint in *Special Opportunities Fund, Inc. v. FAST Acquisition Corp. et al.*, C.A. No. 2022-0702-PAF (the “SPE Action”) for Declaratory, Injunctive, and Monetary Relief (the “SPE Complaint”) on behalf of itself and similarly situated stockholders of FAST against Defendants asserting a claim for breach of fiduciary duty with respect to the termination of the Merger Agreement and the Termination Fee. The SPE Complaint alleged that, after the directors of FAST determined that the Company would liquidate and distribute its assets, the assets remaining from the Termination Fee (after payment of taxes and expenses) should have been distributed to Class A common stockholders. Plaintiffs claim that had the Action not been filed, the remainder of the Termination Fee would have been distributed only to holders of Class B Founder Shares, including FAST’s directors, and FAST’s Class A common stockholders would have received no part of the Termination Fee. The SPE Complaint alleged that this result would have constituted a breach of fiduciary duty by the directors of FAST.

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11. At the time the SPE Complaint was filed, SPE also requested expedited treatment and filed a motion for a temporary restraining order. SPE sought to prevent any distribution of the Termination Fee to the holders of the Founder Shares until questions of the legality and fairness of such action were resolved.

12. On August 11, 2022, Spritzer filed his Verified Stockholder Class Action Complaint (the “Spritzer Complaint”) in *Spritzer v. Jacob et al.*, C.A. No. 2022-0706-PAF (the “*Spritzer* Action”) asserting substantially similar claims as in the *SPE* Action.

13. On or about August 14, 2022, SPE and the Defendants reached an agreement which required the Company to provide notice to counsel for SPE before paying certain expenses, debts, or liabilities pending resolution of this Action. The terms of that agreement are set out in the Order Resolving Plaintiff’s Motion for Temporary Restraining Order, entered by the Court on August 16, 2022 (Trans. ID 67938104).

14. On August 17, 2022, GPC filed its Verified Stockholder Class Action Complaint (the “GPC Complaint”) in *Great Point Capital, LLC v. Jacob et al.*, C.A. No. 2022-0726-PAF (the “*GPC* Action”) asserting substantially similar claims as the *SPE* Action.

15. On August 25, 2022, ADAR1 filed its Verified Stockholder Derivative and Direct Class Action Complaint (the “ADAR1 Complaint”) in *ADAR1 Partners, L.P. v. Fast Sponsor, LLC et al.*, C.A. No. 2022-0760-PAF (the “*ADAR1* Action”) asserting substantially similar claims as in the *SPE* Action.

16. On August 26, 2022, FAST redeemed all of its outstanding shares of Class A common stock because FAST did not consummate an initial business combination within the time period required by its Amended and Restated Certificate of Incorporation. In connection with the redemption, the Class A common stockholders received approximately \$10.0275 per share.

17. On September 15, 2022, the Court entered an Order, which consolidated the *SPE*, *Spritzer*, *GPC*, and *ADAR1* Actions for all purposes into the Action and, among other things, (1) appointed SPE as Lead Plaintiff in the Action, (2) appointed the law firms Bernstein Litowitz Berger & Grossmann LLP and Morris Kandinov LLP as Lead Counsel (collectively, “Plaintiffs’ Co-Lead Counsel”), and (3) formed an Executive Committee comprised of GPC, Spritzer, and ADAR1 and

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represented by Chimicles Schwartz Kriner & Donaldson-Smith LLP, Fields Kupka & Shukurov LLP, and AFN Law, PLLC.

18. On December 27, 2022, Lead Plaintiff filed the Amended Verified Class Action Complaint for Declaratory, Injunctive, and Monetary Relief (the “Amended Complaint”; and together with the SPE Complaint, the Spritzer Complaint, the GPC Complaint, and the ADAR1 Complaint, the “Complaints”). The Amended Complaint sought, among other things, a Court order requiring Defendants to distribute the Company’s remaining assets, including the remaining portion of the Termination Fee, to Plaintiffs and the Settlement Class.

19. On March 1, 2023, Defendants filed their Motion to Dismiss Counts I, III, and IV of the Amended Complaint.

20. On March 31, 2023, Lead Plaintiff filed the Notice of Voluntary Partial Dismissal Without Prejudice, dismissing Counts I, III, and IV of the Amended Complaint.

21. On April 28, 2023, Defendants filed their Answer to Plaintiffs’ Amended Verified Class Action Complaint. Defendants asserted as defenses, among others things, that FAST redeemed the FAST Class A common stock in accordance with the express terms of FAST’s certificate of incorporation, that such redemption completely extinguished the rights of the holders of FAST Class A common stock, and that the directors had no fiduciary duty to distribute the Company’s assets in a manner inconsistent with FAST’s certificate of incorporation.

22. Between April 2023 and August 2023, the Parties engaged in document and other written discovery, including the following: (1) Lead Plaintiff served on Defendants 21 interrogatories, 10 requests for admission, and 21 requests for the production of documents, and (2) Defendants served (a) on Plaintiffs ADAR1, GPC, Cladrius, and Spritzer 15 interrogatories, (b) on Lead Plaintiff SPE 21 interrogatories, (c) on Plaintiffs ADAR1, GPC, Cladrius, and Spritzer 25 requests for the production of documents, and (d) on Lead Plaintiff SPE 34 requests for the production of documents.

23. On June 15, 2023, Plaintiffs’ Co-Lead Counsel and Defendants’ Counsel participated in a mediation session before Miles N. Ruthberg (the “Mediator”). In advance of that session, Lead Plaintiff and Defendants exchanged mediation statements and exhibits to the Mediator, which addressed the issues of both liability and damages. Plaintiffs set forth a summary of their claims and the

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issues presented in this case (as summarized in paragraph 10 above). Defendants set forth their defenses (as summarized in paragraph 21 above), including their assertion that Defendants had complied with the Company's certificate of incorporation and that the Class A common stockholders were not entitled to any assets beyond the redemption amount calculated in accordance with FAST's certificate of incorporation. The session ended without any agreement being reached.

24. On June 22, 2023, Defendants made an initial production of documents consisting of approximately 1,000 pages.

25. Following the in-person mediation session, Plaintiffs' Co-Lead Counsel and Defendants' Counsel engaged in numerous additional negotiations under the supervision and guidance of the Mediator throughout June, July, and August 2023.

26. As a result of extensive, arm's-length negotiations at the mediation session, and following the mediation session, the Parties reached an agreement in principle to settle the Action that was memorialized in a Settlement Term Sheet executed on August 11, 2023 (the "Settlement Term Sheet"). The Settlement Term Sheet set forth, among other things, the Parties' agreement to settle and release all claims against Defendants in the Action in return for a cash payment of \$12,500,000.00 (United States Dollars), subject to certain terms and conditions and the execution of a customary "long form" stipulation and agreement of settlement and related papers.

27. On August 22, 2023, the Parties informed the Court of the agreement in principle to settle the Action and agreed to suspend all upcoming deadlines in the Action.

28. After additional negotiations regarding the specific terms of their agreement, the Parties entered into the Stipulation on October 4, 2023. The Stipulation, which reflects the final and binding agreement between the Parties on the terms and conditions of the Settlement and supersedes the Settlement Term Sheet, can be viewed at www.FastAcquisitionStockholdersLitigation.com.

29. On November 9, 2023, the Court entered a Scheduling Order directing that notice of the Settlement be provided to potential Class Members, and scheduling the Settlement Hearing to, among other things, consider whether to grant final approval to the Settlement.

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HOW DO I KNOW IF I AM AFFECTED BY THE SETTLEMENT?

30. If you are a member of the Settlement Class, you are subject to the Settlement. The Settlement Class preliminarily certified by the Court solely for purposes of the Settlement consists of:

All holders of FAST Class A Public Shares at the close of business on August 25, 2022 (the “Settlement Class”). Excluded from the Settlement Class are (i) Defendants; (ii) any person who is, or was at the close of business on August 25, 2022, an officer or director of FAST; (iii) the immediate family members of any of the foregoing excluded persons; (iv) any trusts, estates, entities, or accounts that held FAST Class A Public Shares for the benefit of any of the foregoing excluded persons; (v) any entity in which any of the foregoing excluded persons or entities has, or had at the close of business on August 25, 2022, a controlling interest; and (vi) the legal representatives, heirs, successors-in-interest, successors, transferees, and assigns of the foregoing excluded persons or entities (the “Excluded Stockholders”).

Please Note: The Settlement Class is a non-“opt-out” class pursuant to Delaware Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2). Accordingly, Class Members do not have the right to exclude themselves from the Settlement Class.

WHAT ARE THE TERMS OF THE SETTLEMENT?

31. In consideration of the settlement of the Released Plaintiffs’ Claims (defined in paragraph 46 below) against Defendants and the other Released Defendants’ Persons (defined in paragraph 46 below), Defendants will deposit or cause to be deposited the \$12,500,000.00 Settlement Amount into an interest-bearing escrow account for the benefit of the Settlement Class. See paragraphs 35-44 below for details about the distribution of the Net Settlement Fund (defined in paragraph 36 below) to Eligible Class Members (defined in paragraph 39 below).

WHAT ARE THE PARTIES’ REASONS FOR THE SETTLEMENT?

32. Plaintiffs, through Plaintiffs’ Co-Lead Counsel, have conducted an investigation and pursued discovery relating to the claims and the underlying events alleged in the Action. Co-Lead Counsel have analyzed the evidence adduced during the investigation and fact discovery as described above and have also researched the applicable law with respect to the claims asserted in the Action and the potential Questions? Call 888-256-6155, email info@FastAcquisitionStockholdersLitigation.com, or visit www.FastAcquisitionStockholdersLitigation.com.

defenses thereto. This investigation and the settlement negotiations between the Parties have provided Plaintiffs with a detailed basis upon which to assess the relative strengths and weaknesses of Plaintiffs' position and Defendants' positions in this litigation.

33. Based upon their investigation, prosecution, and mediation of the Action, Plaintiffs and Plaintiffs' Co-Lead Counsel have concluded that the terms and conditions of the Settlement and the Stipulation are fair, reasonable, and adequate to Plaintiffs and the other members of the Settlement Class and in their best interests. Based on Plaintiffs' direct oversight of the prosecution of this matter, along with the input of Plaintiffs' Co-Lead Counsel, Plaintiffs have agreed to settle the claims raised in the Action pursuant to the terms and provisions of the Stipulation, after considering: (i) the substantial benefits that Plaintiffs and the other members of the Settlement Class will receive from the resolution of the Action, which amount to effectively all of the SPAC's surplus cash following the redemption of Class A shares and the return of Defendants' capital contributions; (ii) the attendant risks of litigation; and (iii) the desirability of permitting the Settlement to be consummated as provided by the terms of the Stipulation. The Settlement and the Stipulation shall in no event be construed as, or deemed to be, evidence of a concession by Plaintiffs of any infirmity in the claims asserted in this Action.

34. Defendants deny any and all allegations of wrongdoing, fault, liability, or damage to Plaintiffs or the Settlement Class, and further deny that Plaintiffs have asserted a valid claim as to any of them. Defendants further deny that they engaged in any wrongdoing or committed, or aided or abetted, any violation of law or breach of duty and believe that they acted properly, in good faith, and in a manner consistent with their legal duties and are entering into the Settlement and the Stipulation solely to avoid the substantial burden, expense, inconvenience, and distraction of continued litigation and to resolve each of Plaintiffs' claims against Defendants. The Settlement and the Stipulation shall in no event be construed as, or deemed to be, evidence of or an admission or concession on the part of any of the Defendants with respect to any claim or factual allegation or of any fault or liability or wrongdoing or damage whatsoever or any infirmity in the defenses that any of the Defendants have or could have asserted.

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WILL I RECEIVE A PAYMENT FROM THE SETTLEMENT? HOW MUCH WILL MY PAYMENT FROM THE SETTLEMENT, IF ANY, BE? HOW WOULD I RECEIVE MY PAYMENT?

35. **Please Note:** If you are eligible to receive a payment from the Net Settlement Fund, you do *not* have to submit a claim form in order to receive your payment.

36. As stated above, the \$12,500,000.00 Settlement Amount will be deposited into an interest-bearing escrow account for the benefit of the Settlement Class. If the Settlement is approved by the Court and the Effective Date of the Settlement occurs, the “Net Settlement Fund” (that is, the Settlement Amount plus any and all interest earned thereon (the “Settlement Fund”) less: (i) any Taxes; (ii) any Notice and Administration Costs; (iii) any attorneys’ fees and/or Litigation Expenses awarded by the Court from the Settlement Fund, including any Incentive Awards to Plaintiffs, which shall be deducted solely from the Fee and Expense Award; and (iv) any other costs or fees approved by the Court) will be distributed in accordance with the proposed Plan of Allocation stated below or such other plan of allocation as the Court may approve.

37. The Net Settlement Fund will not be distributed unless and until the Court has approved the Settlement and the Effective Date of the Settlement has occurred. Approval of the Settlement is independent from approval of a plan of allocation. Any determination with respect to a plan of allocation will not affect the Settlement, if approved.

38. The Court may approve the Plan of Allocation as proposed or it may modify the Plan of Allocation without further notice to the Settlement Class. Any Orders regarding any modification of the Plan of Allocation will be posted on the Settlement website, www.FastAcquisitionStockholdersLitigation.com.

PROPOSED PLAN OF ALLOCATION

39. The Net Settlement Fund will be distributed on a *pro rata* basis to Eligible Class Members. “Eligible Class Members” means Eligible Beneficial Holders (defined in paragraph 40 below) and Eligible Record Holders (defined in paragraph 41 below).

40. “Eligible Beneficial Holder” means the ultimate beneficial owner of any Eligible Shares (defined in paragraph 42 below) held of record by Cede & Co.

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(“Cede”), provided that no Excluded Stockholder (defined in paragraph 30 above) may be an Eligible Beneficial Holder.

41. “Eligible Record Holder” means the record holder of any Eligible Shares, other than Cede, provided that no Excluded Stockholder may be an Eligible Record Holder.

42. “Eligible Shares” means shares of FAST Class A Public Shares held at the close of business on August 25, 2022.

43. Each Eligible Class Member will be eligible to receive a *pro rata* payment from the Net Settlement Fund equal to the product of (i) the number of Eligible Shares held by the Eligible Class Member and (ii) the “Per-Share Recovery,” which will be determined by dividing the total amount of the Net Settlement Fund by the total number of Eligible Shares held by all Eligible Class Members.

44. Subject to Court approval in the Class Distribution Order,² Lead Counsel will direct the Settlement Administrator to conduct the distribution of the Net Settlement Fund to Eligible Class Members as follows:

(i) With respect to Eligible Shares held of record by the Depository Trust & Clearing Corporation, including its subsidiary the Depository Trust Company (collectively, “DTC”), through its nominee Cede, the Settlement Administrator will obtain from DTC, and DTC shall provide to the Settlement Administrator, a copy of an allocation report, “chill” report, or such other report generated by DTC (the “DTC Allocation Report”) setting forth each and every DTC participant (“DTC Participant”) that held FAST Class A Public Shares at the close of business on August 25, 2022, which report will set forth the number of Eligible Shares held by each DTC Participant and additional information necessary to distribute the Net Settlement Fund to Eligible Class Members, including contact information used to communicate with the appropriate representatives of each DTC Participant that held Eligible Shares.

Using that information, the Settlement Administrator shall cause that portion of the Net Settlement Fund to be allocated to Eligible Class Members who held their Eligible Shares through DTC Participants to be paid to the DTC

² “Class Distribution Order” means any order entered by the Court permitting the distribution of the Net Settlement Fund to Eligible Class Members.

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Participants by paying each the Per-Share Recovery times its respective Closing Security Position,³ subject to payment suppression instructions with respect to Excluded Shares and any other shares ineligible for recovery from the Settlement. The DTC Participants and their respective customers, including any intermediaries, shall then ensure *pro rata* payment to each Eligible Class Member based on the number of Eligible Shares beneficially owned by such Eligible Class Member.

(ii) With respect to Eligible Shares held of record other than by Cede, as nominee for DTC (a “Closing Non-Cede Record Position”), the payment with respect to each such Closing Non-Cede Record Position shall be made by the Settlement Administrator from the Net Settlement Fund directly to the Eligible Record Holder of each Closing Non-Cede Record Position in an amount equal to the Per-Share Recovery times the number of Eligible Shares comprising such Closing Non-Cede Record Position.

(iii) A person or entity who purchased Eligible Shares but had not settled those Eligible Shares by the close of business on August 25, 2022 (“Non-Settled Shares”), *shall be* treated as an Eligible Class Member with respect to those Non-Settled Shares, and a person or entity who sold those Non-Settled Shares on or before the close of business on August 25, 2022, *shall not be* treated as an Eligible Class Member with respect to those Non-Settled Shares.

(iv) In the event that any payment from the Net Settlement Fund is undeliverable or in the event a check is not cashed by the stale date (*i.e.*, more than six months from the check’s issue date), the DTC Participants or the holder of a Closing Non-Cede Record Position shall follow their respective policies with respect to further attempted distribution.

<p style="text-align: center;">WHAT WILL HAPPEN IF THE SETTLEMENT IS APPROVED? WHAT CLAIMS WILL THE SETTLEMENT RELEASE?</p>
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45. If the Settlement is approved, the Court will enter an Order and Final Judgment (the “Judgment”). Pursuant to the Judgment, all claims asserted against Defendants in the Action will be dismissed with prejudice and the following Releases will occur:

³ For each DTC Participant, the “Closing Security Position” is the number of Eligible Shares held by such DTC Participant, as reflected on the DTC Allocation Report.

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(i) Upon the Effective Date of the Settlement, Plaintiffs and all other members of the Settlement Class, on behalf of themselves and their respective heirs, executors, administrators, predecessors, successors, representatives, trustees, estates, transferees, and assigns, in their capacities as such, and any other person or entity purporting to claim through or on behalf of them in such capacity, by operation of the Judgment and to the fullest extent permitted by law, shall completely, fully, finally, and forever release, relinquish, settle, and discharge the Released Plaintiffs' Claims (defined below) as against the Released Defendants' Persons, and shall forever be barred and enjoined from commencing, instigating, or prosecuting the Released Plaintiffs' Claims against the Released Defendants' Persons (defined below).

(ii) Upon the Effective Date of the Settlement, Defendants, on behalf of themselves and their respective heirs, executors, administrators, predecessors, successors, representatives, trustees, estates, transferees, and assigns, in their capacities as such, and any other person or entity purporting to claim through or on behalf of them in such capacity, by operation of the Judgment and to the fullest extent permitted by law, shall completely, fully, finally, and forever release, relinquish, settle, and discharge the Released Defendants' Claims (defined below) as against the Released Plaintiffs' Persons (defined below), and shall forever be barred and enjoined from commencing, instigating, or prosecuting the Released Defendants' Claims against the Released Plaintiffs' Persons.

46. The following capitalized terms used in paragraph 45 above shall have the meanings specified below:

“Released Claims” means, collectively, the Released Plaintiffs' Claims and the Released Defendants' Claims.

“Released Defendants' Claims” means any claims, demands, rights, actions, causes of action, liabilities, damages, losses, obligations, judgments, duties, suits, costs, expenses, matters, and issues, whether contingent or absolute, suspected or unsuspected, disclosed or undisclosed, liquidated or unliquidated, matured or unmatured, accrued or unaccrued, apparent or unapparent, including known claims and Unknown Claims, that arise out of or relate to the institution, prosecution, or settlement of the claims asserted in the Action; provided, however, that the Released Defendants' Claims shall not include any claims to enforce the Settlement.

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“Released Defendants’ Persons” means Defendants, FAST, FAST Acquisition Corp. II, FAST Sponsor, LLC, or any of their family members, spouses, parent entities, controlling persons, associates, affiliates, or subsidiaries, and each and all of their respective past or present officers, directors, stockholders, principals, representatives, employees, fiduciaries, attorneys, financial or investment advisors, consultants, accountants, investment bankers, commercial bankers, entities providing fairness opinions, advisors or agents, heirs, executors, trusts, trustees, general or limited partners or partnerships, limited liability companies, members, managers, joint ventures, personal or legal representatives, estates, administrators, beneficiaries, predecessors, successors, and assigns.

“Released Plaintiffs’ Claims” means any claims, demands, rights, actions, causes of action, liabilities, damages, losses, obligations, judgments, duties, suits, costs, expenses, matters, and issues, whether contingent or absolute, suspected or unsuspected, disclosed or undisclosed, liquidated or unliquidated, matured or unmatured, accrued or unaccrued, apparent or unapparent, including known claims and Unknown Claims, that have been asserted in the Complaints or could have been asserted in any other court, tribunal, or proceeding by or on behalf of Plaintiffs or any other member of the Settlement Class that arise out of or relate to (i) the acts, events, facts, matters, transactions, occurrences, statements, representations, misrepresentations, or omissions, or any other matter set forth in, any of the Complaints, including without limitation, any such claims concerning the Merger Agreement between Fertitta and FAST, and any amendments thereto, the Sponsor Agreement, the Merger Settlement Agreement, the decision of FAST to redeem the Class A Shares, the decision to liquidate FAST, or disclosures made in connection therewith (including the adequacy and completeness of such disclosures) and (ii) the ownership of FAST Class A Public Shares at the close of business on August 25, 2022; provided, however, that the Released Plaintiffs’ Claims shall not include any claims to enforce the Settlement.

“Released Plaintiffs’ Persons” means Plaintiffs, any other Settlement Class Member, Plaintiffs’ Counsel, or any of their respective family members, spouses, parent entities, controlling persons, associates, affiliates or subsidiaries and each and all of their respective past or present officers, directors, stockholders, principals, representatives, employees, fiduciaries, attorneys, financial or investment advisors, consultants, accountants, investment bankers, commercial bankers, entities providing fairness opinions,

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advisors or agents, heirs, executors, trusts, trustees, general or limited partners or partnerships, limited liability companies, members, managers, joint ventures, personal or legal representatives, estates, administrators, beneficiaries, predecessors, successors, and assigns.

“Unknown Claims” means any Released Plaintiffs’ Claims which Plaintiffs or any other Settlement Class Member does not know or suspect to exist in his, her, or its favor at the time of the release of such claims, and any Released Defendants’ Claims which any Defendant does not know or suspect to exist in his, her, or its favor at the time of the release of such claims, which, if known by him, her, or it, might have affected his, her, or its decision(s) with respect to this Settlement. With respect to any and all Released Claims, the Parties stipulate and agree that, upon the Effective Date of the Settlement, Plaintiffs and Defendants shall expressly waive, and each of the other Settlement Class Members shall be deemed to have waived, and by operation of the Judgment shall have expressly waived, any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law or foreign law, which is similar, comparable, or equivalent to California Civil Code §1542, which provides:

A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.

Plaintiffs and Defendants acknowledge, and each of the other Settlement Class Members shall be deemed by operation of law to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement.

47. By Order of the Court, (i) all proceedings in the Action, other than proceedings necessary to carry out or enforce the terms and conditions of the Stipulation, have been stayed, and (ii) pending final determination of whether the Settlement should be approved, Plaintiffs and each of the other Settlement Class Members are barred and enjoined from commencing, instigating, or prosecuting the Released Plaintiffs’ Claims against the Released Defendants’ Persons.

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HOW WILL PLAINTIFFS' COUNSEL BE PAID?

48. Plaintiffs' Counsel⁴ have not received any payment for their services in pursuing claims asserted in the Action, nor have Plaintiffs' Counsel been paid for their Litigation Expenses incurred in connection with the Action. Before final approval of the Settlement, Plaintiffs' Counsel will apply to the Court for an award of attorneys' fees in an amount not to exceed 16% of the Settlement Fund and, separately, payment of all Litigation Expenses incurred in an amount not to exceed \$50,000.00 ("Fee and Expense Application"). In connection with Plaintiffs' Counsel's Fee and Expense Application, each Plaintiff may petition the Court for an incentive award not to exceed \$10,000.00 to be paid solely from any award of attorneys' fees and Litigation Expenses to Plaintiffs' Counsel (the "Incentive Awards").

49. The Court will determine the amount of any attorneys' fees and expenses awarded to Plaintiffs' Counsel (the "Fee and Expense Award") and any Incentive Awards to Plaintiffs. Any Fee and Expense Award will be paid out of the Settlement Fund. Class Members are not personally liable for any such fees or expenses.

WHEN AND WHERE WILL THE SETTLEMENT HEARING BE HELD? DO I HAVE TO ATTEND THE HEARING? MAY I SPEAK AT THE HEARING IF I DON'T LIKE THE SETTLEMENT?

50. Class Members do not need to attend the Settlement Hearing. The Court will consider any submission made in accordance with the provisions below even if a Class Member does not attend the Settlement Hearing. Class Members can recover from the Settlement without attending the Settlement Hearing.

51. **Please Note:** The date and time of the Settlement Hearing may change without further written notice to Class Members. In addition, the Court may decide to conduct the Settlement Hearing remotely by telephone or videoconference, or otherwise allow Class Members to appear at the hearing remotely by phone or video, without further written notice to Class Members. In order to determine whether the date and time of the Settlement Hearing have changed, or whether Class Members must or

⁴ "Plaintiffs' Counsel" means Plaintiffs' Co-Lead Counsel (Bernstein Litowitz Berger & Grossmann LLP and Morris Kandinov LLP), Chimicles Schwartz Kriner & Donaldson-Smith LLP, Fields Kupka & Shukurov LLP, AFN Law, PLLC, and all other legal counsel who, at the direction and under the supervision of Plaintiffs' Co-Lead Counsel, performed services on behalf of the Settlement Class in the Action.

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may participate remotely by phone or video, it is important that you monitor the Court's docket and the Settlement website, www.FastAcquisitionStockholdersLitigation.com, before making any plans to attend the Settlement Hearing. Any updates regarding the Settlement Hearing, including any changes to the date or time of the hearing, or updates regarding in-person or remote appearances at the hearing, will be posted to the Settlement website, www.FastAcquisitionStockholdersLitigation.com. Also, if the Court requires or allows Class Members to participate in the Settlement Hearing remotely by telephone or videoconference, the information needed to access the conference will be posted to the Settlement website, www.FastAcquisitionStockholdersLitigation.com.

52. The Settlement Hearing will be held on **January 22, 2024, at 1:30 p.m.**, before the Honorable Paul A. Fioravanti, Jr., Vice Chancellor, 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, to, among other things: (i) determine whether to finally certify the Settlement Class for settlement purposes only, pursuant to Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2); (ii) determine whether Lead Plaintiff and Plaintiffs' Co-Lead Counsel have adequately represented the Settlement Class, and whether Lead Plaintiff should be finally appointed as Class Representative for the Settlement Class and Plaintiffs' Co-Lead Counsel should be finally appointed as Class Counsel for the Settlement Class; (iii) determine whether the proposed Settlement should be approved as fair, reasonable, and adequate to Plaintiffs and the other members of the Settlement Class and in their best interests; (iv) determine whether the proposed Order and Final Judgment approving the Settlement, dismissing the Action with prejudice, and granting the Releases provided under the Stipulation should be entered; (v) determine whether the proposed Plan of Allocation of the Net Settlement Fund is fair and reasonable, and should therefore be approved; (vi) determine whether and in what amount any Fee and Expense Award to Plaintiffs' Counsel should be paid out of the Settlement Fund, including any Incentive Awards to Plaintiffs to be paid solely from any Fee and Expense Award; (vii) hear and rule on any objections to the Settlement, the proposed Plan of Allocation, and/or Plaintiffs' Counsel's application for a Fee and Expense Award, including any Incentive Awards to Plaintiffs; and (viii) consider any other matters that may properly be brought before the Court in connection with the Settlement.

53. Any Class Member may object to the Settlement, the proposed Plan of Allocation, and/or Plaintiffs' Counsel's Fee and Expense Application, including Plaintiffs' application for Incentive Awards ("Objector"); *provided, however*, that Questions? Call 888-256-6155, email info@FastAcquisitionStockholdersLitigation.com, or visit www.FastAcquisitionStockholdersLitigation.com.

no Objector shall be heard or entitled to object unless, **on or before January 8, 2024**, such person: **(1)** files his, her, or its written objection, together with copies of all other papers and briefs supporting the objection, with the Register in Chancery at the address set forth below; **(2)** serves such papers (electronically by File & ServeXpress, by hand, by first-class U.S. mail, or by express service) on Plaintiffs’ Co-Lead Counsel and Defendants’ Counsel at the addresses set forth below; and **(3)** emails a copy of the written objection to jeroen@blbglaw.com, aaron@moka.law, gkurtz@whitecase.com and gallagher@rlf.com.

REGISTER IN CHANCERY	
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	
PLAINTIFFS’ CO-LEAD COUNSEL	
Jeroen van Kwawegen Bernstein Litowitz Berger & Grossmann LLP 1251 Avenue of the Americas, 44th Floor New York, New York 10020	Aaron T. Morris Morris Kandinov LLP 305 Broadway, 7th Floor New York, New York 10007
DEFENDANTS’ COUNSEL	
Glenn M. Kurtz White & Case LLP 1221 Avenue of the Americas New York, New York 10020	Kevin M. Gallagher Richards, Layton & Finger, P.A. One Rodney Square 920 North King St. Wilmington, Delaware 19801

54. Any objections must: (i) identify the case name and civil action number, “*In re Fast Acquisition Corp. Stockholders Litigation*, C.A. No. 2022-0702-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 Questions? Call 888-256-6155, email info@FastAcquisitionStockholdersLitigation.com, or visit www.FastAcquisitionStockholdersLitigation.com.

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 documentary evidence sufficient to prove that the Objector is a member of the Settlement Class. Lead Counsel may request that the Objector submit additional information or documentation sufficient to prove that the objector is a Class Member.

55. You may file a written objection without having to appear at the Settlement Hearing. You may not, however, appear at the Settlement Hearing to present your objection unless you first file and serve a written objection in accordance with the procedures described above, unless the Court orders otherwise.

56. If you wish to be heard orally at the hearing in opposition to the approval of the Settlement, the Plan of Allocation, or Plaintiffs' Counsel's Fee and Expense Application, including Plaintiffs' application for Incentive Awards (assuming you timely file and serve a written objection as described above), you must also file a notice of appearance with the Register in Chancery and serve it on Plaintiffs' Co-Lead Counsel and Defendants' Counsel at the mailing and email addresses set forth in paragraph 53 above so that the notice is ***received on or before January 8, 2024***. Persons who intend to object and desire to present evidence at the Settlement Hearing must include in their written objection or notice of appearance the identity of any witnesses they may call to testify and exhibits they intend to introduce into evidence at the hearing. Such persons may be heard orally at the discretion of the Court.

57. You are not required to hire an attorney to represent you in making written objections or in appearing at the Settlement Hearing. However, if you decide to hire an attorney, it will be at your own expense, and that attorney must file a notice of appearance with the Court and serve it on Plaintiffs' Co-Lead Counsel and Defendants' Counsel at the mailing and email addresses set forth in paragraph 53 above so that the notice is ***received on or before January 8, 2024***.

58. The Settlement Hearing may be adjourned by the Court without further written notice to Class Members. If you intend to attend the Settlement Hearing, you should confirm the date, time, and location with Plaintiffs' Co-Lead Counsel.

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59. Unless the Court orders otherwise, any Class Member who does not object in the manner described above will be deemed to have waived any objection (including the right to appeal) and shall be forever foreclosed from making any objection to the Settlement, the Plan of Allocation, or Plaintiffs' Counsel's Fee and Expense Application, including Plaintiffs' application for Incentive Awards, or any other matter related to the Settlement or the Action, and will otherwise be bound by the Judgment to be entered and the Releases to be given. Class Members do not need to appear at the Settlement Hearing or take any other action to indicate their approval.

**CAN I SEE THE COURT FILE?
WHO SHOULD I CONTACT IF I HAVE QUESTIONS?**

60. This Notice contains only a summary of the terms of the proposed Settlement. For more detailed information about the matters involved in the Action, you are referred to the papers on file in the Action, including the Stipulation, which may be inspected during regular business hours at the Office of 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. Additionally, copies of the Stipulation and any related orders entered by the Court will be posted on the Settlement website, www.FastAcquisitionStockholdersLitigation.com.

61. If you have questions regarding the Settlement, you may contact the Settlement Administrator by mail at FAST Acquisition Stockholders Litigation, c/o JND Legal Administration, PO Box 91466, Seattle, Washington 98111; by telephone at 888-256-6155; or by email at info@FastAcquisitionStockholdersLitigation.com. You may also contact Plaintiffs' Co-Lead Counsel: Jeroen van Kwawegen, Bernstein Litowitz Berger & Grossmann LLP, 1251 Avenue of the Americas, 44th Floor, New York, New York 10020, 800-380-8496 (telephone), and settlements@blbglaw.com (email); and Aaron T. Morris, Morris Kandinov LLP, 305 Broadway, 7th Floor, New York, New York 10007, (212) 431-7473 (telephone), and aaron@moka.law (email). Do not contact the Court or its staff with questions about the terms of the proposed settlement.

WHAT IF I HELD SHARES ON SOMEONE ELSE'S BEHALF?

62. If you are a broker or other nominee that held FAST Class A Public Shares at the close of business on August 25, 2022, for the beneficial interest of

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persons or entities other than yourself, you are requested to either: (i) within seven (7) calendar days of receipt of this Notice, request from the Settlement Administrator sufficient copies of this 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 this Notice, provide a list of the names, addresses, and, if available, email addresses of all such beneficial owners to FAST Acquisition Stockholders Litigation, c/o JND Legal Administration, PO Box 91466, Seattle, Washington 98111. If you choose the second option, the Settlement Administrator will send a copy of the Notice to the beneficial owners. Upon full compliance with these directions, such nominees may seek reimbursement of their reasonable expenses actually incurred by providing the Settlement Administrator with proper documentation supporting the expenses for which reimbursement is sought. A copy of this Notice may also be obtained from the Settlement website, www.FastAcquisitionStockholdersLitigation.com, by calling the Settlement Administrator toll free at 888-256-6155, or by emailing the Settlement Administrator at FSTSecurities@jndla.com.

**DO NOT CALL OR WRITE THE COURT OR THE OFFICE OF
THE REGISTER IN CHANCERY ABOUT THIS NOTICE OR QUESTIONS
ABOUT THE TERMS OF THE PROPOSED SETTLEMENT.**

Dated: November 22, 2023

BY ORDER OF THE COURT
OF CHANCERY OF THE
STATE OF DELAWARE

Questions? Call 888-256-6155, email info@FastAcquisitionStockholdersLitigation.com, or visit www.FastAcquisitionStockholdersLitigation.com.