



GRANTED

EFiled: Jan 29 2020 09:22AM EST
Transaction ID 64667852
Case No. 2020-0041-SG



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

DILIGENCE INC.,)	
a Delaware corporation,)	
)	
Plaintiff,)	
)	C.A. No. 2020-0041-SG
v.)	
)	
NICHOLAS DAY,)	
)	
Defendant.)	

STATUS QUO ORDER

Having considered Plaintiff’s Motion For Entry of Status Quo Order (the “Motion”) pending the resolution of this action, and finding good cause therefor,

IT IS HEREBY ORDERED, this 27th day of January, 2020, that:

1. The Motion is GRANTED as follows:
2. Unless and until otherwise ordered by the Court, Defendant Nicholas Day is hereby restrained and enjoined from, directly or indirectly, authorizing, agreeing to or taking any action regarding the business operations of Diligence Global Business Intelligence, S.A. (“DGBI”), that is outside the ordinary course of business without first providing Plaintiff with five business days’ advanced written notice by email and Federal Express to Paul J. Lockwood, including without limitation:

a. engaging in any way in a transaction involving transferring, encumbering, pledging, loaning, selling, leasing or otherwise disposing of, directly or indirectly, of any of the shares of DGBI that he holds as the record, fiduciary, nominal or beneficial holder, any assets of DGBI or any interest therein with a value in excess of \$15,000.00;

b. authorizing, binding or committing DGBI to make any agreements, including, but not limited to, those related to compensation arrangements or payments or commitments to officers or directors, other than those routinely required in the ordinary course of business operations and which do not effect a significant change in the business operation of the Company;

c. authorizing, issuing or changing the terms of DGBI's debt or equity;

d. issuing any dividends to DGBI's stockholders, officers or directors;

e. tampering with, destroying or in any way disposing of any Company and/or its subsidiaries, including DGBI, related documents, books or records, including electronic mail and other electronic data;

f. amending, modifying or repealing DGBI's core governing documents; and

g. engaging in, agreeing or committing to engage in any transaction involving an actual or potential change of control of DGBI.

3. Notwithstanding the restrictions in paragraph 2, Defendant may cause DGBI to (a) satisfy all payroll obligations with respect to non-executive employees of the Company; and (b) satisfy all payroll obligations with respect to executive employees of the Company provided that: (i) such executive compensation is limited to compensation arrangements in place before this Action was filed, (ii) such executive compensation is not to be increased; and (iii) Defendant provides notice of each executive compensation payment immediately following the payment.

4. In addition to the restrictions imposed by paragraph 2, if Defendant causes DGBI to pay any attorneys' fees and expenses associated with the defense or prosecution of this action or counterclaims in this action, then Defendant shall provide notice of such payment immediately following the payment.

5. The restrictions imposed by this Order may be waived on a case-by-case by written agreement of the parties to this action and any party may seek to modify this Order, or to enjoin or rescind any conduct noticed under this Order, upon further application to the Court.

6. Defendant expressly preserves, does not waive, prejudice, release, or otherwise lose any other claims, causes of action, defenses, arguments, motions, or

objections, in connection with this Action that may be available to him under the Court of Chancery Rules of Civil Procedure, or any other applicable rules, statutes or common law, including, but not limited to, with respect to *in personam* jurisdiction, subject matter jurisdiction, venue, or standing. Plaintiff has reserved its rights to contest any such defenses.

Vice Chancellor Glasscock

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

Court: DE Court of Chancery Civil Action

Judge: Sam Glasscock

File & Serve

Transaction ID: 64666896

Current Date: Jan 29, 2020

Case Number: 2020-0041-SG

/s/ Judge Glasscock, Sam