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**UNITED STATES DISTRICT COURT
DISTRICT OF ARIZONA**

Samhita Gera, derivatively on behalf of
Opendoor Technologies Inc. (f/k/a Social
Capital Hedosophia Holdings Corp. II),

Plaintiff,

v.

Chamath Palihapitiya, Steven Trieu, Ian
Osborne, David Spillane, Adam Bain, Eric
Wu, Carrie Wheeler, Cipora Herman, Pueo
Keffer, Glen Solomon, Jason Kilar, Jonathan
Jaffe, John Rice, and SCH Sponsor II LLC,

Defendants

and

Opendoor Technologies Inc. (f/k/a Social
Capital Hedosophia Holdings Corp. II)

Nominal Defendant.

Case No. 2:23-cv-02164-MTL

**NOTICE TO CURRENT OPENDOOR STOCKHOLDERS OF
PROPOSED SETTLEMENT AND DISMISSAL WITH
PREJUDICE OF DERIVATIVE ACTIONS**

**TO: ALL RECORD HOLDERS AND BENEFICIAL OWNERS OF THE
OPENDOOR TECHNOLOGIES INC. COMMON STOCK (TICKER
SYMBOL: OPEN) AS OF JUNE 27, 2025.**

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. THIS NOTICE
RELATES TO A PROPOSED SETTLEMENT AND DISMISSAL WITH PREJUDICE
OF STOCKHOLDER DERIVATIVE LITIGATION AND CONTAINS IMPORTANT
INFORMATION REGARDING YOUR RIGHTS.

IF THE COURT APPROVES THE SETTLEMENT OF THE DERIVATIVE ACTIONS,
OPENDOOR TECHNOLOGIES INC. (“OPENDOOR” OR THE “COMPANY”)
STOCKHOLDERS WILL BE FOREVER BARRED FROM CONTESTING THE
APPROVAL OF THE PROPOSED SETTLEMENT AND DISMISSAL WITH
PREJUDICE, AND FROM PURSUING RELEASED CLAIMS.

THIS ACTION IS NOT A “CLASS ACTION.” THUS, THERE IS NO COMMON FUND
UPON WHICH YOU CAN MAKE A CLAIM FOR A MONETARY PAYMENT.

1 THE RECITATION OF THE BACKGROUND AND CIRCUMSTANCES OF THE
2 SETTLEMENT CONTAINED HEREIN DOES NOT CONSTITUTE THE FINDINGS OF
3 THE COURT. IT IS BASED ON REPRESENTATIONS MADE TO THE COURT BY
4 COUNSEL FOR THE SETTLING PARTIES.

5 IF YOU HOLD OPENDOOR COMMON STOCK FOR THE BENEFIT OF ANOTHER,
6 PLEASE PROMPTLY TRANSMIT THIS DOCUMENT TO SUCH BENEFICIAL
7 OWNER.

8 PLEASE TAKE NOTICE that this action is being settled on the terms set forth in a
9 Stipulation of Settlement, dated June 27, 2025 (the “Stipulation”). The purpose of this
10 Notice is to inform you of:

11 • the existence of the above-captioned derivative action captioned *Gera v.*
12 *Palihapitiya et al.*, No. 2:23-cv-02164-MTL (the “*Gera Action*”), pending in the United
13 States District Court for the District of Arizona (the “Court”);

14 • the existence of derivative actions pending in the Court of Chancery of the
15 State of Delaware and the United States District Court for the District of Delaware
16 captioned: *In re Opendoor Techs. Stockholder Derivative Litigation*, C.A. No. 2023-0642-
17 PAF (Del. Ch.) (the “Delaware Chancery Action”), *Juul v. Wu et al.*, No. 1:23-cv-00705-
18 MN (D. Del.) (the “*Juul Action*”), and *Woods, et al. v. Bain et al.*, No. 1:23-cv-01158-MN
19 (D. Del.) (the “*Woods Action*”), respectively (collectively, with the *Gera Action*, the
20 “Derivative Actions”);

21 • the proposed settlement between Plaintiffs¹ and Defendants reached in the
22 Derivative Actions (the “Settlement”);

23 • the hearing to be held by the Court to consider the fairness, reasonableness,
24 and adequacy of the Settlement and dismissal of the *Gera Action* and Released Claims with
25 prejudice;

26 • The amount of fees and expenses to be paid to Plaintiffs’ Counsel by
27 Defendants’ insurers; and

28 • Plaintiffs’ and Ingrao’s monetary service awards.

¹ All capitalized terms used in this notice, unless otherwise defined herein, are defined as set forth in the Stipulation. The Settlement also resolves all matters raised in litigation demands made to Opendoor’s board of directors.

1 This Notice describes what steps you may take in relation to the Settlement. This
2 Notice is not an expression of any opinion by the Court about the truth or merits of
3 Plaintiffs' claims or Defendants' defenses. This Notice is solely to advise you of the
4 proposed Settlement of the Derivative Actions and of your rights in connection with the
5 proposed Settlement.

6 Summary

7 On June 27, 2025, Opendoor, in its capacity as a nominal defendant, entered into the
8 Stipulation to resolve the Derivative Actions. The Derivative Actions were filed on behalf
9 of Opendoor in this Court, the Delaware Court of Chancery, and the U.S. District Court for
10 the District of Delaware against certain current and former directors and officers of the
11 Company, SCH Sponsor II LLC ("Sponsor"), and against the Company as a nominal
12 defendant. The Stipulation and the settlement contemplated therein (the "Settlement"),
13 subject to the approval of the Court, are intended by the Settling Parties to fully, finally, and
14 forever compromise, resolve, discharge, dismiss, and settle the Released Claims and to
15 result in the complete dismissal of the Derivative Actions with prejudice, upon the terms
16 and subject to the conditions set forth in the Stipulation. The proposed Settlement requires
17 the Company to adopt certain corporate governance reforms and procedures, as outlined in
18 Exhibit A to the Stipulation.

19 In light of the substantial benefits conferred upon Opendoor by Plaintiffs' Counsel's
20 efforts, the Company and Plaintiffs' Counsel have participated in negotiations regarding the
21 attorneys' fee and expenses to be paid by Defendants' insurers to Plaintiffs' Counsel, and
22 have agreed that Defendants' insurers shall pay to Plaintiffs' Counsel \$1.95 million in
23 attorneys' fees and expenses, subject to Court approval. Plaintiffs' Counsel shall also apply
24 to the Court for service awards to be paid to each of the Plaintiffs and Ingrao in the amount
25 of two thousand five hundred dollars (\$2,500.00) each (the "Service Awards"), to be paid
26 out of any attorneys' fees and expense award.

27 This Notice does not describe all of the details of the Stipulation. For full details of
28 the matters discussed herein, please see the full Stipulation and its exhibits posted on the
Company's website, <https://investor.opendoor.com/ir-resources/shareholder-derivative-settlement-information>, contact Plaintiff Gera's counsel at the address listed below, or inspect the full Stipulation and its exhibits filed with the Clerk of the Court.

29 What are the Lawsuits About?

30 The Derivative Actions are respectively brought on behalf of nominal defendant
31 Opendoor and allege, among other things, that the Individual Defendants breached their
32 fiduciary duties to the Company by *inter alia*: allegedly issuing and/or causing the Company
33 to issue materially false or misleading statements leading up to and after a business
34 combination between Social Capital Hedosophia Holdings Corp. II and Opendoor Labs Inc.
35 Plaintiffs allege that the Individual Defendants did not disclose certain material information

1 relating to Opendoor’s algorithms and financial prospects, the value of the Opendoor’s
2 legacy business, and certain alleged conflicts of interest. Certain of the Derivative Actions,
3 including the *Gera* Action, also allege that the Individual Defendants and Sponsor are liable
4 to the Company under the Securities Exchange Act of 1934, including pursuant to Section
5 10(b) and 14(a) of the Securities Exchange Act of 1934, by allegedly making and/or causing
6 the Company to make misrepresentations in the Company’s proxy statement filed on
7 DEFM14A with the United States Securities and Exchange Commission (the “SEC”) on
8 November 30, 2020, in other filings with the SEC, and in other public statements regarding
9 the foregoing.

10 Why is there a Settlement of the Derivative Actions?

11 No court has decided in favor of Plaintiffs or Defendants in the Derivative Actions.
12 Instead, the Settling Parties have agreed to the Settlement to avoid the distraction, costs,
13 and risks of further litigation, and because the Company has determined that the corporate
14 governance reforms and procedures that the Company will adopt as part of the Settlement
15 provide substantial benefits to Opendoor and its stockholders.

16 Defendants have denied and continue to deny each and every claim and contention
17 alleged by the Plaintiffs in the Derivative Actions and any allegation of wrongdoing or
18 liability arising out of, based on, or relating in any way to the events, conduct, statements,
19 acts, or omissions alleged, or that could have been alleged, in the Derivative Actions.
20 Nonetheless, Defendants have entered into the Stipulation, without admitting or conceding
21 any merit, fault, liability, wrongdoing, or damage whatsoever, because they have concluded
22 that it is desirable for the Derivative Actions to be fully and finally settled in this matter
23 upon the terms and conditions set forth in the Stipulation.

24 The Settlement Hearing, and Your Right to Object to the Settlement

25 On **September 11, 2025**, the Court entered an order preliminarily approving the
26 Stipulation and the Settlement contemplated therein (the “Preliminary Approval Order”) and
27 providing for notice of the Settlement to be made to Current Opendoor Stockholders.
28 The Preliminary Approval Order further provides that the Court will hold a hearing (the
“Settlement Hearing”) on **November 25, 2025 at 10:00a.m.** before the Honorable Michael
T. Liburdi, United States District Court for the District of Arizona, Sandra Day O’Connor
U.S. Courthouse, 401 W. Washington Street, Suite 524, Phoenix, AZ 85003 to, among other
things: (i) determine whether the proposed Settlement is fair, reasonable and adequate and
in the best interests of the Company and its stockholders; (ii) consider any objections to the
Settlement submitted in accordance with this Notice; (iii) determine whether a judgment
should be entered dismissing all claims in the *Gera* Action with prejudice, and releasing the
Released Claims against the Released Persons; (iv) [determine whether the Court should
approve the Fee and Expense Amount agreed upon by the Settling Parties]; (v) determine
whether the Court should approve the Service Awards, to be paid out of any attorneys’ fees
and expense award; and (vi) consider any other matters that may properly be brought before
the Court in connection with the Settlement.

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2 The Court may, in its discretion, change the date and/or time of the Settlement
3 Hearing without further notice to you. The Court also has reserved the right to hold the
4 Settlement Hearing telephonically or by videoconference without further notice to you. If
5 you intend to attend the Settlement Hearing, please consult the Court's calendar and/or the
6 website of Opendoor, [https://investor.opendoor.com/ir-resources/shareholder-derivative-](https://investor.opendoor.com/ir-resources/shareholder-derivative-settlement-information)
7 [settlement-information](https://investor.opendoor.com/ir-resources/shareholder-derivative-settlement-information), for any change in date, time or format of the Settlement Hearing.

8 Any Current Opendoor Stockholder who wishes to object to the fairness,
9 reasonableness, or adequacy of the Settlement as set forth in the Stipulation, or to the
10 attorneys' fees and expense request by Plaintiffs' Counsel, may file with the Court a written
11 objection. An objector must at least twenty-one (21) calendar days prior to the Settlement
12 Hearing: (1) file with the Clerk of the Court and serve (either by hand delivery or by first
13 class mail) upon the below listed counsel a written objection to the Settlement setting forth
14 (a) the nature of the objection; (b) proof of ownership of Opendoor common stock as of
15 June 27, 2025 and through the date of the filing of any such objection, including the number
16 of shares of Opendoor common stock held and the date of purchase or acquisition; (c) any
17 and all documentation or evidence in support of such objection; (d) the identities of any
18 cases, by name, court, and docket number, in which the stockholder or his, her, or its
19 attorney has objected to a settlement in the last three years; and (2) if intending to appear
20 and requesting to be heard at the Settlement Hearing, he, she, or it must, in addition to the
21 requirements of (1) above, file with the Clerk of the Court and serve (either by hand delivery
22 or by first class mail) upon the below listed counsel (a) a written notice of his, her, or its
23 intention to appear at the Settlement Hearing, (b) a statement that indicates the basis for
24 such appearance, (c) the identities of any witnesses he, she, or it intends to call at the
25 Settlement Hearing and a statement as to the subjects of their testimony, and (d) any and all
26 evidence that would be presented at the Settlement Hearing. Any objector who does not
27 timely file and serve a notice of intention to appear in accordance with this paragraph shall
28 be foreclosed from raising any objection to the Settlement and shall not be permitted to
appear at the Settlement Hearing, except for good cause shown.

29 *IF YOU MAKE A WRITTEN OBJECTION, IT MUST BE ON FILE WITH THE*
30 *CLERK OF THE COURT NO LATER THAN **NOVEMBER 4, 2025**.* The Clerk's address
31 is:

32
33 Clerk of the Court
34 U.S. DISTRICT COURT, DISTRICT OF ARIZONA
35 401 W. Washington St., Suite 130, SPC 1
36 Phoenix, AZ 85003

37 *YOU ALSO MUST DELIVER COPIES OF THE MATERIALS TO PLAINTIFFS'*
38 *COUNSEL AND DEFENDANTS' COUNSEL SO THEY ARE RECEIVED NO LATER*
*THAN **NOVEMBER 4, 2025**.* Counsel's addresses are:

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Counsel for Plaintiff Gera:

Timothy Brown
THE BROWN LAW FIRM, P.C.
767 Third Avenue, Suite 2501
New York, NY 10017

Counsel for Defendants:

Lyle Roberts
ALLEN OVERY SHEARMAN STERLING US LLP
1101 New York Avenue, N.W.
Washington, DC 20005

An objector may file an objection on his, her, or its own or through an attorney hired at his, her, or its own expense. If an objector hires an attorney to represent him, her, or it for the purposes of making such objection, the attorney must serve (either by hand delivery or by first class mail) a notice of appearance on the counsel listed above and file such notice with the Court no later than twenty-one (21) calendar days before the Settlement Hearing. Any Current Opendoor Stockholder who does not timely file and serve a written objection complying with the above terms shall be deemed to have waived, and shall be foreclosed from raising, any objection to the Settlement, and any untimely objection shall be barred.

Any objector who files and serves a timely, written objection in accordance with the instructions above, may appear at the Settlement Hearing either in person or through counsel retained at the objector's expense. Objectors need not attend the Settlement Hearing, however, in order to have their objections considered by the Court.

If you are a Current Opendoor Stockholder and do not take steps to appear in this action and object to the proposed Settlement, you will be bound by the Judgment of the Court and will forever be barred from raising an objection to the settlement of the Derivative Actions, and from pursuing any of the Released Claims.

CURRENT OPENDOOR STOCKHOLDERS AS OF JUNE 27, 2025 WHO HAVE NO OBJECTION TO THE SETTLEMENT DO NOT NEED TO APPEAR AT THE SETTLEMENT HEARING OR TAKE ANY OTHER ACTION.

Interim Stay and Injunction

Pending the Effective Date, all proceedings in the Derivative Actions shall be stayed or remain stayed (if already stayed) except as otherwise provided herein. Plaintiffs and Current Opendoor Stockholders shall not initiate any other proceedings relating to the subject matter of the Derivative Actions other than those proceedings incident to the

1 Settlement itself.

2 Scope of the Notice

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4 This Notice provides an overview of the Derivative Actions, the complaints,
5 the terms of the Settlement, and the Settlement Hearing. For a more detailed statement of
6 the matters involved in the Derivative Actions, reference is made to the Stipulation and its
7 exhibits, copies of which may be reviewed and downloaded at the website of Opendoor,
8 <https://investor.opendoor.com/ir-resources/shareholder-derivative-settlement-information>.

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9 You may obtain further information by contacting Plaintiff's Counsel at: Timothy
10 Brown, The Brown Law Firm, P.C., 767 Third Avenue, Suite 2501, New York, NY, 10017,
11 Telephone: (516) 922-5427, E-mail: tbrown@thebrownlawfirm.net.

11

12 **PLEASE DO NOT CALL, WRITE, OR OTHERWISE DIRECT QUESTIONS**
13 **TO EITHER THE COURT OR THE CLERK'S OFFICE REGARDING THIS**
14 **NOTICE.**

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