

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

IN RE ADVANCE AUTO PARTS, INC.
SECURITIES LITIGATION

Case No. 1:18-cv-00212-RTD-SRF

**[PROPOSED] ORDER APPROVING PLAN OF ALLOCATION
OF NET SETTLEMENT FUND**

This matter is before the Court on Class Representative’s motion to determine whether the proposed plan for allocating the Net Settlement Fund (“Plan of Allocation”) created by the Settlement achieved in the above-captioned securities class action (“Action”) should be approved. The Court having considered all matters submitted to it; and it appearing that notice substantially in the form approved by the Court, which advised Class Members of the Plan of Allocation, was mailed to all Class Members who or which could be identified with reasonable effort, and that a summary notice substantially in the form approved by the Court was published in *The Wall Street Journal* and transmitted over *PR Newswire* pursuant to the specifications of the Court; and the Court having considered and determined the fairness and reasonableness of the Plan of Allocation;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. This Order incorporates by reference the definitions in the Stipulation and Agreement of Settlement, dated December 23, 2021 (D.I. 355-1) (the “Stipulation”) and all capitalized terms not otherwise defined herein shall have the same meaning as they have in the Stipulation.
2. The Court has jurisdiction to enter this Order and over the subject matter of the Action and all Parties to the Action, including all Class Members.

3. Notice of Class Representative's motion for approval of the Plan of Allocation was given to all Class Members who could be identified with reasonable effort. The form and method of notifying the Class of the motion for approval of the proposed Plan of Allocation satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, the United States Constitution (including the Due Process Clause), the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4, as amended, and all other applicable law and rules; constituted the best notice practicable under the circumstances; and constituted due and sufficient notice to all persons and entities entitled thereto.

4. A total of 94,462 Postcard Notices and 329 Notices were mailed to potential Class Members and nominees, and the Notice which included the Plan of Allocation was posted on the Settlement Website, and there are no objections to the Plan of Allocation.

5. The Court hereby finds and concludes that the formula for the calculation of the claims of Claimants as set forth in the Plan of Allocation mailed to Class Members provides a fair and reasonable basis upon which to allocate the proceeds of the Net Settlement Fund among Class Members with due consideration having been given to administrative convenience and necessity.

6. The Court hereby finds and concludes that the Plan of Allocation is, in all respects, fair and reasonable to the Class. Accordingly, the Court hereby approves the Plan of Allocation proposed by Class Representative.

7. There is no just reason for delay in the entry of this Order, and immediate entry by the Clerk of the Court is expressly directed.

SO ORDERED this _____ day of _____ 2022.

The Honorable Robert T. Dawson
United States District Judge