

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE GARDNER DENVER, INC.
SHAREHOLDER LITIGATION

CONSOLIDATED
C.A. No. 8505-VCN

**ORDER FOR NOTICE AND SCHEDULING OF HEARING ON
SETTLEMENT**

The parties having made an application for an order for notice and scheduling of a hearing with respect to a settlement (the “Settlement”) of this consolidated action (the “Consolidated Action”) in accordance with a Stipulation and Agreement of Compromise, Settlement and Release dated June 27, 2014 (the “Stipulation”), which together with the exhibits thereto sets forth the terms and conditions for the proposed Settlement of the Consolidated Action, and which provides for dismissal of the Consolidated Action with prejudice;

IT IS HEREBY ORDERED, this 3rd day of July, 2014, that:

1. This Order 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. Conditional Certification of the Settlement Class as a Non-Opt-Out Class. For settlement purposes only and conditioned upon Final Approval, the Court conditionally certifies the Consolidated Action as a non-opt-out class action pursuant to Rules 23(a), 23(b)(1), and 23(b)(2) of the Rules of the Court of

Chancery of the State of Delaware (the “Settlement Class”). The Settlement Class consists of any and all record holders and beneficial owners of GDI common stock, along with their respective successors-in-interest, successors, predecessors-in-interest, predecessors, representatives, trustees, executors, administrators, heirs, assigns or transferees, immediate and remote, and any person or entity acting for or on behalf of, or claiming under, any of them, and each of them, together with their predecessors and successors and assigns, who held shares of GDI common stock at any time between and including July 13, 2012 and July 30, 2013, excluding Defendants and their immediate family members, any entity controlled by any of the Defendants, and any successors–in–interest thereto.

3. Designation of Settlement Class Representative and Counsel.

The Court conditionally certifies plaintiff Glenn Shoemaker as representative for the Settlement Class and the law firms of Robbins Geller Rudman & Dowd LLP and Friedlander & Gorris, P.A. as counsel for the Settlement Class.

4. Preliminary Approval of the Settlement. The Court

preliminarily approves the Stipulation and the Settlement set forth therein, subject to further consideration at the Settlement Hearing described below.

5. Settlement Hearing. A hearing (the “Settlement Hearing”) shall

be held on September 3, 2014, at 10:00 a.m., before Vice Chancellor

John W. Noble in the Kent County Courthouse, 38 The Green, Dover, Delaware,

19901, to: (a) determine whether the Settlement is fair, reasonable, and adequate to the Settlement Class and should be approved by the Court; (b) determine whether an Order and Final Judgment as provided in the Stipulation should be entered herein; (c) consider Plaintiff's Counsel's application for an award of attorneys' fees, costs, and expenses as provided in the Stipulation; and (d) rule on such other matters as the Court may deem appropriate. The Court may adjourn the Settlement Hearing without further notice to members of the Class.

6. Appearance at Settlement Hearing and Objections to the Settlement. Any member of the Settlement Class who objects to the Settlement, the Order and Final Judgment to be entered in the Consolidated Action, and/or Plaintiff's Counsel's application for an award of attorneys' fees, costs, and expenses, or who otherwise wishes to be heard, may appear personally or by counsel at the Settlement Hearing and present evidence or argument that may be proper and relevant; *provided, however*, that no member of the Settlement Class may be heard and no papers or briefs submitted by or on behalf of any member of the Settlement Class shall be received and considered, except by Order of the Court for good cause shown, unless, no later than ten (10) calendar days prior to the Settlement Hearing, copies of (a) a written notice of intention to appear, identifying the name, address, email address, and telephone number of the objector and, if represented, counsel, (b) written proof of ownership and statement

certifying that the objector is a member of the Settlement Class, (c) a written detailed statement of such person's specific objections to any matter before the Court, (d) the grounds for such objections and any reasons for such person's desiring to appear and be heard, and (e) all documents and writings such person desires the Court to consider, shall be served electronically or by hand or overnight mail upon the following counsel:

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Counsel for the KKR Defendants

At the same time, these papers must be filed with the Register in Chancery, Kent County Courthouse, 38 The Green, Dover, Delaware 19901. Unless the Court otherwise directs, no member of the Settlement Class shall be entitled to object to the Settlement, the judgment to be entered herein, or the award of attorneys' fees, costs, and expenses to Plaintiff's Counsel or otherwise to be heard, except by serving and filing written objections as described above. Any person who fails to object in the manner provided above shall be deemed to have waived such objection and shall forever be barred from making any such objection in the Consolidated Action or in any other action or proceeding.

7. Approval of Notice. The Court approves, in form and content, the Notice annexed as Exhibit B-1 to the Stipulation and finds that mailing the Notice to members of the Settlement Class as detailed in paragraph eight (8) comports with the requirements of Rule 23 of the Rules of the Court of Chancery of the State of Delaware and shall constitute due and sufficient notice of the Settlement Hearing and all other matters referred to in the Notice to all persons entitled to receive notice of the Settlement Hearing. Lead Plaintiff or the Claims Administrator shall, no later than ten (10) court days before the Settlement Hearing directed herein, file appropriate affidavits of proof of mailing the Notice.

8. Notice Procedures. At least forty-five days prior to the Settlement Hearing, Plaintiff's Counsel or the Claims Administrator shall cause the

Notice, substantially in the form of Exhibit B-1 to the Stipulation, to be mailed by first class mail, postage prepaid, to members of the Settlement Class at their respective last known addresses set forth in GDI's stock records. Furthermore, Plaintiff's Counsel or the Claims Administrator shall use reasonable efforts to give notice to beneficial owners of GDI common stock by (i) providing additional copies of the Notice to any record holder requesting the Notice for purpose of distribution to any beneficial owners of GDI common stock who are entitled to receive notice, or (ii) at the request of such record holder, causing the Notice to be mailed to such beneficial owners at the addresses provided by such record holder. All costs of providing Notice and administering the Settlement shall be paid from the Settlement Fund.

9. Claims Administrator. The Court approves Gilardi & Co. LLC to act as Claims Administrator, with the responsibilities set forth in the Stipulation. Payment of the Claims Administrator's fees and expenses shall be made solely from the Settlement Fund.

10. Briefing Schedule. Plaintiff's Counsel shall file all briefs and supporting papers in support of the Settlement, including their application for an award of attorneys' fees and expenses, no later than twenty (20) days before the Settlement Hearing. Defendants shall file responsive briefing, if any, ten (10) days before the Settlement Hearing.

11. Stay of Proceedings and Injunction against Further

Proceedings. All proceedings in the Consolidated Action other than such proceedings as may be necessary to carry out the terms and conditions of the Settlement are hereby stayed and suspended until further order of this Court. Pending final determination of whether the Settlement should be approved, Lead Plaintiff and all members of the Settlement Class, and any of them, are barred and enjoined from commencing, prosecuting, instigating, or in any way participating in the commencement or prosecution of any action asserting any Settled Claims, either directly, representatively, derivatively, or in any other capacity against any Released Person.

12. Termination of Settlement. If the Settlement is terminated for

any reason pursuant to the terms of the Stipulation or does not receive Final Approval, this Order and any judgment entered herein, as well as any other actions taken or to be taken in connection with the Settlement, shall be terminated and shall become null and void and of no further force and effect. If the Settlement is terminated pursuant to the terms of the Stipulation, the parties to the Consolidated Action shall so inform the Court and shall revert to their respective litigation positions as if the Stipulation never existed, and neither the Stipulation nor any provision contained therein, nor any action undertaken pursuant thereto, nor the negotiation thereof by any party, shall be deemed an admission or offered or

received as evidence at any proceeding in the Consolidated Action or any other action or proceeding.

13. No Admission. The Stipulation and any and all negotiations, statements, or proceedings in connection therewith are not and shall not be deemed to constitute a presumption, concession, or an admission by any Defendant in the Consolidated Action of any fault, liability, damages, or wrongdoing as to any facts or claims alleged or asserted in the Consolidated Action or any other actions or proceeding. The provisions contained in the Stipulation shall not be interpreted, construed, deemed, invoked, offered, or received in evidence or otherwise used by any person in the Consolidated Action, or in any other action or proceeding, whether civil, criminal, or administrative, except in connection with any proceeding to enforce the terms of the Settlement or to effectuate the releases and dismissal with prejudice contained therein.

14. Retention of Exclusive Jurisdiction by the Court. The Court retains exclusive jurisdiction over the Consolidated Action to consider all further applications arising out of or connected to the proposed Settlement.

Dated: July 3, 2014

/s/ John W. Noble
Vice Chancellor