



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

ROBERT TERA,)	
)	
Plaintiff,)	
)	C.A. No. 2020- _____ - _____
v.)	
)	
HC2 HOLDINGS, INC., a Delaware)	
Corporation, PHILIP A. FALCONE,)	
WARREN H. GFELLER, ROBERT)	
V. LEFFLER, JR., LEE S. HILLMAN,)	
and JULIE TOTMAN SPRINGER,)	
)	
Defendants.)	
)	

PLAINTIFF’S MOTION FOR A PRELIMINARY INJUNCTION

Pursuant to Court of Chancery Rule 65 and for the reasons more fully explained in Plaintiff Robert Tera’s (“Plaintiff”) brief to be filed in support hereof, Plaintiff moves the Court for an order preliminarily enjoining Director Defendants Philip A. Falcone, Warren H. Gfeller, Robert V. Leffler, Jr., Lee S. Hillman, and Julie Totman Springer, and all those in privity with them or with actual notice of this Order, from:

- (1) taking any further steps to solicit revocations of written consent,
- (2) utilizing any revocation received or hereafter received in response to their solicitation of revocations until further order of the Court, or

(3) impeding MG Capital Management Ltd. (“MG Capital”) and Percy Rockdale LLC’s (“Percy Rockdale”) consent solicitation process in any way, unless and until the HC2 Holdings, Inc. (the “Company”) board of directors (the “Board”) approves MG Capital and Percy Rockdale’s six nominees to the Board for the limited purpose of not triggering any redemption of the Series A Convertible Participating Preferred Stock of the Company and of the Series A-2 Convertible Participating Preferred Stock of the Company.

DATE: April 10, 2020

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WORDS: 185

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 Defendants.)
)
 _____)

**[PROPOSED] ORDER GRANTING
PLAINTIFF’S MOTION FOR A PRELIMINARY INJUNCTION**

The Court having considered Plaintiff’s Motion for a Preliminary Injunction (the “Motion”), and having found good cause therefor,

IT IS HEREBY ORDERED this ____ day of _____, 2020, that:

1. The Motion is GRANTED.
2. Director Defendants Philip A. Falcone, Warren H. Gfeller, Robert V. Leffler, Jr., Lee S. Hillman, and Julie Totman Springer, and all those in privity with them or with actual notice of this Order, are preliminarily enjoined from (1) taking any further steps to solicit revocations of written consent, (2) utilizing any revocation received or hereafter received in response to their solicitation of revocations until further order of the Court, or (3) impeding MG Capital

Management Ltd. (“MG Capital”) and Percy Rockdale LLC’s (“Percy Rockdale”) consent solicitation process in any way, unless and until the HC2 Holdings, Inc. (the “Company”) board of directors (the “Board”) approves MG Capital and Percy Rockdale’s six nominees to the Board for the limited purpose of not triggering any redemption of the Series A Convertible Participating Preferred Stock of the Company and of the Series A-2 Convertible Participating Preferred Stock of the Company.

Vice Chancellor