# EXHIBIT C

**UNITED STATES DISTRICT COURT**
**SOUTHERN DISTRICT OF NEW YORK**

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| RETIREE BENEFIT TRUST OF THE CITY OF BALTIMORE, Individually and on Behalf of All Others Similarly Situated,<br><br>Plaintiff,<br><br>vs.<br><br>MALIBU BOATS, INC., JACK SPRINGER, BRUCE BECKMAN, DAVID BLACK, and WAYNE WILSON,<br><br>Defendants. | No. 1:24-cv-03254-LGS<br><br>**CLASS ACTION** |

**[PROPOSED] ORDER AWARDING ATTORNEYS' FEES**
**AND REIMBURSEMENT OF LITIGATION EXPENSES**

This matter came on for hearing on January 27, 2026 (the "Settlement Hearing") on Lead Counsel's motion for an award of attorneys' fees and reimbursement of litigation expenses. The Court having considered all matters submitted to it at the Settlement Hearing and otherwise; and it appearing that notice of the Settlement Hearing substantially in the form approved by the Court was mailed and emailed to all Settlement Class Members who or which could be identified with reasonable effort, and that a summary notice of the hearing substantially in the form approved by the Court was published in *Investor's Business Daily* and was transmitted over the *PR Newswire* pursuant to the specifications of the Court; and the Court having considered and determined the fairness and reasonableness of the award of attorneys' fees and litigation expenses requested,

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. This Order incorporates by reference the definitions in the Stipulation and Agreement of Settlement dated July 29, 2025 (ECF No. 61) (the "Stipulation"), and all capitalized terms not otherwise defined herein shall have the same meanings as set forth 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 Settlement Class Members.

3. Notice of Lead Counsel's motion for an award of attorneys' fees and reimbursement of litigation expenses was given to all Settlement Class Members who could be identified with reasonable effort. The form and method of notifying the Settlement Class of the motion for an award of attorneys' fees and reimbursement of litigation expenses satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, the Private Securities Litigation Reform Act of 1995 (15 U.S.C. § 78u-4(a)(7)), due process, and all other applicable laws and rules, constituted the best notice practicable under the circumstances, and constituted due and sufficient notice to all persons and entities entitled thereto.

4. Lead Counsel for the Settlement Class are hereby awarded attorneys' fees in the amount of 30% of the Settlement Fund (the Settlement Amount, plus all interest accrued thereon) (the "Fee Award"), and $115,601.47 in reimbursement of counsel's out-of-pocket litigation expenses, plus all interest accrued thereon (the "Expense Award"), which shall be paid from the Settlement Fund. The Court finds these sums to be fair and reasonable. 75% of the Fee Award and the entirety of the Expense Award shall be payable immediately upon entry of this Order, and the remaining 25% of the Fee Award shall be payable upon substantial distribution to the Settlement Class upon prior written notice to the Court.

5. In ordering the Fee Award and Expense Award to be paid from the Settlement Fund, the Court has considered and found that:

a) The Settlement has created a fund of $7,800,000 in cash that has been funded into escrow pursuant to the terms of the Stipulation, and that numerous Settlement Class Members who submit acceptable Claim Forms will benefit from the Settlement that occurred because of the efforts of Lead Counsel;

b) Over 25,000 notices were mailed or emailed to potential Settlement Class Members and nominees stating that Lead Counsel would apply for attorneys' fees in an amount not to exceed 30% of the Settlement Fund and reimbursement of litigation expenses in an amount not to exceed $150,000. There were no objections to the requested attorneys' fees and reimbursement of litigation expenses;

c) Lead Counsel has conducted the litigation and achieved the Settlement with skill, perseverance and diligent advocacy;

d) The Action raised a number of complex issues;

e) Had Lead Counsel not achieved the Settlement there would remain a significant risk that Plaintiff and the other members of the Settlement Class may have recovered less than the Settlement Amount, or nothing at all, from Defendants;

f) Lead Counsel devoted at least 2,665.50 hours through December 22, 2024, with a lodestar value of $1,741,373.75 and a lodestar multiplier of 1.34, to achieve the Settlement;

g) The fee award requested here requires no adjustment to the reasonable baseline fee for this $7.8 million Settlement; and

h) The amount of the Fee Award and the Expense Award to be reimbursed from the Settlement Fund are fair and reasonable and consistent with awards in similar cases.

6. Lead Plaintiff Retiree Benefit Trust of the City of Baltimore is hereby awarded $1,500 from the Settlement Fund as reimbursement for its reasonable costs and expenses directly related to its representation of the Settlement Class.

7. Any appeal or any challenge affecting this Court's approval regarding any attorneys' fees and expense application shall in no way disturb or affect the finality of the Judgment.

8. Exclusive jurisdiction is hereby retained over the parties and the Settlement Class Members for all matters relating to this Action, including the administration, interpretation, effectuation or enforcement of the Stipulation and this Order.

9. In the event that the Settlement is terminated or the Effective Date of the Settlement otherwise fails to occur, this Order shall be rendered null and void to the extent provided by the Stipulation.

10. 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 ______________, 2026.

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The Honorable Lorna G. Schofield
United States District Judge