

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

PETER IKAI VAN NOPPEN, Individually and On Behalf of All Others Similarly Situated, <p style="text-align: right;">Plaintiff,</p>)	
)	
)	Case No. 14 CV 1416
)	
)	Judge John Robert Blakey
)	
vs.)	
)	CLASS ACTION
INNERWORKINGS, INC., ERIC D. BELCHER, and JOSEPH M. BUSKY, <p style="text-align: right;">Defendants.</p>)	
)	

ORDER APPROVING PLAN OF ALLOCATION

WHEREAS:

A. As of May 11, 2016, Lead Plaintiff Plymouth County Retirement System (“Plymouth” or “Lead Plaintiff”), on behalf of itself and the Settlement Class, on the one hand, and InnerWorkings, Inc. (“InnerWorkings” or the “Company”), Eric D. Belcher and Joseph M. Busky (the “Individual Defendants” and, collectively with InnerWorkings, the “Defendants”), on the other, entered into a Stipulation and Agreement of Settlement (the “Stipulation”) in the above-titled litigation (the “Action”);

B. Pursuant to the Order Granting Preliminary Approval of Class Action Settlement, Approving Form and Manner of Notice, and Setting Date for Hearing on Final Approval of Settlement, entered May 25, 2016 (the “Preliminary Approval Order”), the Court scheduled a hearing for October 13, 2016, at 9:45 a.m. (the

“Settlement Hearing”) to, among other things: (i) determine whether the proposed Settlement of the Action on the terms and conditions provided for in the Stipulation is fair, reasonable, and adequate, and should be approved by the Court; (ii) determine whether a judgment as provided for in the Stipulation should be entered; and (iii) rule on whether the proposed plan of allocation for the Settlement proceeds (“Plan of Allocation”) should be approved;

C. The Court ordered that the Notice of Pendency of Class Action, Proposed Settlement, and Motion for Attorneys’ Fees and Expenses (the “Notice”) and a Proof of Claim and Release form (“Proof of Claim”), substantially in the forms attached to the Preliminary Approval Order as Exhibits 1 and 2, respectively, be mailed by first-class mail, postage prepaid, on or before ten (10) business days after the date of entry of the Preliminary Approval Order (“Notice Date”) to all potential Settlement Class Members who could be identified through reasonable effort, and that a Summary Notice of Pendency of Class Action, Proposed Settlement, and Motion for Attorneys’ Fees and Expenses (the “Summary Notice”), substantially in the form attached to the Preliminary Approval Order as Exhibit 3, be published in *Investor’s Business Daily* and transmitted over *PR Newswire* within fourteen (14) calendar days of the Notice Date;

D. The Notice and the Summary Notice advised potential Settlement Class Members of the date, time, place, and purpose of the Settlement Hearing. The Notice further advised that any objections to the proposed Plan of Allocation,

among other things, were required to be filed with the Court and served on counsel for the Parties such that they were received by September 21, 2016;

E. The provisions of the Preliminary Approval Order as to notice were complied with;

F. On September 6, 2016, Lead Plaintiff moved for final approval of the Settlement and approval of the proposed Plan of Allocation, as set forth in the Preliminary Approval Order. The Settlement Hearing was duly held before this Court on October 13, 2016, at which time all interested Persons were afforded the opportunity to be heard; and

G. This Court has duly considered Lead Plaintiff's motion for approval of the proposed Settlement and Plan of Allocation, the affidavits, declarations, memoranda of law submitted in support thereof, the Stipulation, and all of the submissions and arguments presented with respect to the proposed Settlement;

NOW, THEREFORE, after due deliberation, IT IS ORDERED, ADJUDGED AND DECREED that:

1. The Court has jurisdiction over the subject matter of this Action and over all parties to the Action, including all Settlement Class Members, counsel, and the Claims Administrator.

2. All capitalized terms used herein have the meanings set forth and defined in the Stipulation.

3. Pursuant to and in compliance with Rule 23 of the Federal Rules of Civil Procedure, this Court hereby finds and concludes that due and adequate notice

was directed to persons and entities who are Settlement Class Members advising them of the proposed Plan of Allocation and of their right to object thereto, and a full and fair opportunity was accorded to persons and entities who are Settlement Class Members to be heard with respect to the Plan of Allocation.

4. There were no objections to the proposed Plan of Allocation.

5. The Court hereby finds and concludes that the Plan of Allocation for the calculation of the claims of Authorized Claimants that was set forth in the Notice of Pendency of Class Action, Proposed Settlement, and Motion for Attorneys' Fees and Expenses disseminated to Settlement Class Members provides a fair and reasonable basis upon which to allocate the net settlement proceeds among Settlement Class Members.

6. The Court hereby finds and concludes that the Plan of Allocation set forth in the Notice is, in all respects, fair and reasonable and the Court hereby approves the Plan of Allocation.

7. In the event that the Settlement is terminated or does not become Final or the Effective Date does not occur in accordance with the terms of the Stipulation, this Order shall be rendered null and void to the extent provided by the Stipulation and shall be vacated in accordance with the Stipulation.

Date: November 2, 2016

ENTERED:

A handwritten signature in black ink, appearing to read "John Blakey", is written over a horizontal line.

John Robert Blakey
United States District Judge