



GRANTED WITH MODIFICATIONS

EFiled: Dec 23 2015 01:49PM EST
Transaction ID: 58339217
Case No. 11775-VCL



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

_____)	
IN RE VAALCO ENERGY, INC.)	
CONSOLIDATED)	C.A. No. 11775-VCL
STOCKHOLDER LITIGATION)	
_____)	

**ORDER GRANTING PLAINTIFFS’
MOTION FOR PARTIAL SUMMARY JUDGMENT**

IT IS HEREBY ORDERED, this ___ day of December, 2015, that:

1. Plaintiffs’ motion for partial summary judgment is granted.
2. Article V, Section III of VAALCO Energy, Inc.’s Restated Certificate of Incorporation is invalid and unenforceable.
3. Article III, Section 2 of VAALCO Energy Inc.’s Second Amended and Restated Bylaws is invalid and unenforceable.
4. Having determined that there is no just reason for delay, the Court hereby directs the entry of final judgment with regard to this Order pursuant to Court of Chancery Rule 54(b).
5. As a final judgment, this Order is immediately appealable to the Delaware Supreme Court without any further leave from this Court.

SO ORDERED, this _____ day of December, 2015.

J. Travis Laster, Vice Chancellor

Court: DE Court of Chancery Civil Action

Judge: J Travis Laster

File & Serve

Transaction ID: 58337705

Current Date: Dec 23, 2015

Case Number: 11775-VCL

Case Name: CONS W/ 11776-VCL - IN RE VAALCO ENERGY INC. CONSOLIDATED STOCKHOLDER LITIGATION

Court Authorizer

Comments:

The court appreciates the parties' submission of the form of order. To clarify, and as indicated by the reference in paragraph 4 to Rule 54(b), the order is a partial final judgment entered pursuant to that rule. The references in paragraphs 4 and 5 to this being a "final judgment" therefore necessarily reflect the reality that the order is actually a "partial final judgment." In addition, paragraph 5 is not intended by the court to suggest that this court has the ability to determine the scope of the Delaware Supreme Court's jurisdiction, only to reflect that this court does not believe that any further action at the trial court level is required before an appeal can be taken.

/s/ Judge Laster, J Travis