GRANTED

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

BRUCE TAYLOR, directly on behalf of himself and all other similarly situated stockholders, Plaintiff, v. FONAR CORPORATION, FONAR, LLC, FONAR ACQUISITION SUB, INC., TIMOTHY DAMADIAN, LUCIANO BONANNI, RONALD G. LEHMAN, RICHARD E. TURK, and ROBERT M. CARRINO, Defendants.	C.A. No. 2026-0142-JTL

STIPULATION AND [PROPOSED] ORDER GOVERNING PLAINTIFF'S COUNSEL'S AWARD OF ATTORNEYS' FEES AND EXPENSES, NOTICE OF MOOTNESS FEE AND CLOSING THE ACTION

WHEREAS, on December 23, 2025, Fonar Corporation ("Fonar" or the "Company") entered into an Agreement and Plan of Merger (the "Merger Agreement") with FONAR, LLC (the "Parent") and Fonar Acquisition Sub, Inc. ("Merger Sub"), pursuant to which, subject to the satisfaction of the conditions set forth in the Merger Agreement, Parent would acquire the Company in an all-cash merger (the "Merger"), on the terms and conditions set forth in the Merger Agreement;

WHEREAS, under Section 3.22(a) of the Merger Agreement, the Merger was conditioned on (a) the affirmative vote of shares representing a majority of the stock

outstanding and entitled to vote, voting together as a single class, after giving effect to the respective voting powers of each class of stock (the "Company Stockholder Approval"), and (b) the affirmative vote of a majority of the votes cast by disinterested stockholders, voting together as a single class after giving effect to the respective voting powers of each class of stock (the "Disinterested Stockholder Approval");

WHEREAS, on February 2, 2026, plaintiff Bruce Taylor ("Plaintiff"), on behalf of himself and all other similarly situated stockholders of Fonar, filed a Verified Stockholder Class Action Complaint (the "Complaint") initiating the above captioned action (the "Action"). The Complaint alleges that, under 8 *Del. C.* § 203 ("Section 203"), the Merger must be conditioned on the affirmative vote of at least 66 ⅔% of the outstanding voting stock of the Company which is not owned by an interested stockholder under Section 203(a)(3) of the DGCL (the "Section 203 Vote"), as provided in Section 203(a)(3) (the "Section 203 Claim"). The Complaint further alleges that the Individual Defendants[1] breached their fiduciary duties in connection with the foregoing;

WHEREAS, on May 29, 2026, the Company filed with the U.S. Securities and Exchange Commission (the "SEC") a Form 8-K calculating the Section 203

[1] "Individual Defendants" refers to defendants Timothy Damadian, Luciano Bonanni, Robert M. Carrino, Ronald G. Lehman, and Richard E. Turk.

Vote and received approval of the requisite 66 ⅔% of the outstanding voting stock of the Company which is not owned by an interested stockholder under Section 203(a)(3) of the DGCL (the "Section 203 Approval");

WHEREAS, on June 5, 2026, this Court granted and approved the Stipulation and [Proposed] Order Voluntarily Dismissing the Action as Moot and Retaining Jurisdiction to Determine Any Application for Attorneys' Fees and Expenses (the "Stipulation and Order"), dismissing all claims with prejudice only as to Plaintiff in this Action and without prejudice as to any actual or potential claims of any other members of the putative class and retaining jurisdiction to determine Plaintiff's application for an award of attorneys' fees and expenses (the "Fee and Expense Award").

WHEREAS, for avoidance of doubt, the Stipulation and Order was without prejudice to Plaintiff's ability to subsequently file claims challenging the fairness of the Merger and/or the adequacy of Fonar's disclosures in connection with the Merger on any basis other than the adequacy of Fonar's disclosures regarding 8 *Del. C.* § 203 and Defendants reserved all rights with respect to such claims;

WHEREAS, following arms'-length negotiations, the parties agreed to fully resolve the Fee and Expense Award with a payment to Plaintiff's counsel that the Company makes and/or causes to be made, on behalf of all Defendants, of $1,600,000 (the "Mootness Fee");

WHEREAS, the Court has not and will not pass judgment on the payment of the Mootness Fee;

WHEREAS, on June 3, 2026, the Merger closed, the Company became a wholly owned subsidiary of Parent, the Company's common stock was delisted, and the Company thereafter filed a Form 15 with the SEC to suspend its reporting obligations under the Securities Exchange Act of 1934, such that the Company no longer files current or periodic reports with the SEC;

WHEREAS, because the Company is no longer an SEC reporting company, the public filing of a Form 8-K or similar document, which this Court has suggested and accepted as an adequate means of providing notice of a mootness fee, is no longer available, and the persons and entities that held Company stock immediately prior to the effective time of the Merger (the "Former Stockholders") can no longer be reached through the Company's SEC filings;

WHEREAS, Court of Chancery Rule 23(f)(3)(C) provides that notice "may be given by any appropriate means approved by the Court, including first-class U.S. mail, email, or publication," and requires the parties to provide the Court with information sufficient to rule on whether to require notice and in what form (Ct. Ch. R. 23(f)(3)(B)-(C)); and

WHEREAS, the parties shall disclose the agreement to pay the Mootness Fee in the manner set forth below (the "Notice");

IT IS HEREBY STIPULATED AND AGREED, by the parties hereto, through their undersigned counsel, subject to the approval of the Court, as follows:

1. Within ten (10) business days of the entry of this Order, the Company shall disseminate the Notice, substantially in the form annexed hereto as Exhibit A, to the Former Stockholders by each of the following means, the cost of which shall be paid by the Company (collectively, the "Notice Program"):

   a. Publication. Publication of the Notice via transmission of the Notice over a national business newswire; and

   b. Website Posting. Posting of the Notice, together with a copy of this Order, in a prominent location on the investor relations page of the Company's website, www.fonar.com, beginning no later than the date of publication under subparagraph (a) and continuing for a period of thirty (30) calendar days.

2. The parties submit that the Notice Program constitutes adequate notice under Court of Chancery Rule 23(f)(3) and is reasonable and appropriate under the circumstances. Because the Company is no longer an SEC reporting company, the public filing of a Form 8-K or similar document is unavailable. The Notice Program substitutes for that channel a combination of: (i) publication, which provides constructive notice to beneficial owners whose shares were held in street name and who are not identified in those records; and (ii) posting on the Company's investor relations website, the location a Former Stockholder would most likely consult for information about the Company.

3. Within five (5) business days of completing the Notice Program, the Company shall file an affidavit (the "Affidavit") with the Court stating that it has complied with Paragraph 1.

4. Within thirty (30) calendar days of the later of (i) the Court entering this Order or (ii) the provision by Plaintiff's counsel of a Form W-9 and wiring instructions to the Company, the Company shall pay or cause to be paid to Plaintiff's counsel the Mootness Fee, by electronic transfer to an account designated by Plaintiff's counsel, in full and complete satisfaction of the Fee and Expense Award in connection with the Action. Upon receipt of such payment, Plaintiff and Plaintiff's counsel shall be deemed to have fully and completely released all Defendants, and each of their respective subsidiaries, affiliates, parents, divisions, directors, officers, employees, predecessors and successors, managers, equity holders, beneficiaries, members, any related persons or entities, insurers, trustees, administrators, representatives and fiduciaries, successors, assigns and agents, from all claims for attorneys' fees and expenses in connection with the Action.

5. Upon the filing of the Affidavit, the Register in Chancery is directed to close the Action on the docket for all purposes.

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Dated: November 13, 2026

SO ORDERED this _____ day of _____, 2026.

_____
Vice Chancellor J. Travis Laster

This document constitutes a ruling of the court and should be treated as such.

Court:	DE Court of Chancery Civil Action
Judge:	J Travis Laster
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/s/ Judge J Travis Laster