

**EXHIBIT 1**

**UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA**

WILLIAM J. GRUBER, individually, and  
as representatives of a Class of Participants  
and Beneficiaries of the Grifols Employee  
Retirement Savings Plan,

Plaintiff,

v.

GRIFOLS SHARED SERVICES NORTH  
AMERICA, INC., ET AL.,

Defendants.

Case No. LA CV 22-02621-SPG-AS

**[PROPOSED] ORDER GRANTING  
Preliminary Approval of Class Action  
Settlement (ECF NO. 66)**

On August 31, 2023, pursuant to the Court's Order of June 29, 2023 (ECF No. 65), Plaintiff presented to the Court for preliminary approval a settlement of the litigation as against all Defendants. (EFC No. 66). The terms of the Settlement are set out in a Class Action Settlement Agreement dated August 29, 2023, executed by the Class Counsel and Defendants' Counsel, and attached as Exhibit A to the Declaration of Paul M. Secunda (ECF No. 67-1).

The Court, having considered Plaintiff's Motion and finding good cause therefor, hereby GRANTS the Motion and ORDERS as follows:

**1. Preliminary Findings Regarding Proposed Settlement:** The Court preliminarily finds that:

A. The proposed Settlement resulted from arm's-length negotiations between experienced and competent counsel with the assistance of a neutral mediator;

1           B.     The Settlement was negotiated only after Class Counsel had received  
2 pertinent information and documents from Defendants and a full-day mediation had taken  
3 place;  
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5           C.     Class Counsel and the Class Representative have submitted  
6 declarations in support of the Settlement; and  
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8           D.     Considering the relevant Ninth Circuit factors, the Settlement is  
9 sufficiently fair, reasonable, and adequate to warrant sending notice of the Settlement to  
10 the Settlement Class.  
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12         **2.     Fairness Hearing:** A hearing will be held on [a date no sooner than one  
13 hundred twenty (120) calendar days after the date of the Preliminary Approval Order]  
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15 \_\_\_\_\_, 2023, at \_\_\_\_\_.m., in Courtroom XXX of the United States District Court for  
16 the Central District of California, Western Division, before the undersigned United States  
17 Judge, to determine, among other issues:  
18

19           A.     Whether the Court should approve the Settlement as fair, reasonable,  
20 and adequate;  
21

22           B.     Whether the Court should enter the Final Approval Order; and  
23

24           C.     Whether the Court should approve any motion for Attorneys' Fees and  
25 Costs, Administrative Expenses, and Class Representative  
26 Compensation.  
27  
28

1           **3. Settlement Administrator:** The Court approves and orders that Analytics  
2 Consulting LLC shall be the Settlement Administrator responsible for carrying out the  
3 responsibilities set forth in the Settlement Agreement.  
4

5           A. The Settlement Administrator shall be bound by the Confidentiality  
6 Order and any further non-disclosure or security protocol jointly  
7 required by the Settling Parties, set forth in writing to the Settlement  
8 Administrator.  
9

10           B. The Settlement Administrator shall use the data provided by  
11 Defendants and the Plan's recordkeeper solely for the purpose of  
12 meeting its obligations as Settlement Administrator, and for no other  
13 purpose.  
14

15           C. The Settling Parties shall have the right to approve a written protocol  
16 to be provided by the Settlement Administrator concerning how the  
17 Settlement Administrator will maintain, store, and dispose of  
18 information provided to it in order to ensure that reasonable and  
19 necessary precautions are taken to safeguard the privacy and security  
20 of such information.  
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25           **4. Class Certification:** The following Settlement Class is preliminarily certified for  
26 settlement purposes only pursuant to Fed. R. Civ. P. 23(b)(1):  
27  
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1 All participants and beneficiaries of the Grifols Employee Retirement Savings  
2 Plan (excluding the Defendants or any participant/beneficiary who is a  
3 fiduciary to the Plan) during the Class Period.

4 The Court appoints William J. Gruber as the representative for the Settlement Class.

5 Further, the Court appoints Walcheske & Luzi, LLC, as counsel for the Settlement Class.

6 **5. Class Notice:** The Settling Parties have presented to the Court the Settlement  
7 Notice, which is the proposed forms of notice regarding the Settlement for mailing to Class  
8 Members.  
9

10 A. The Court approves the text of the Settlement Notice and finds that the  
11 proposed forms and content therein fairly and adequately:  
12

- 13 i. Summarize the claims asserted;
- 14 ii. Describe the terms and effect of the Settlement;
- 15 iii. Notify the Settlement Class that Class Counsel will seek  
16 compensation from the Settlement Fund for Attorneys' Fees and  
17 Costs, Administrative Expenses, and Case Contribution Awards;  
18
- 19 iv. Give notice to the Settlement Class of the time and place of the  
20 Fairness Hearing, and Class Members' right to appear; and  
21
- 22 v. Describe how the recipients of the Class Notice may object to the  
23 Settlement, or any requested Attorneys' Fees and Costs,  
24 Administrative Expenses, or Case Contribution Awards.  
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1           B. Pursuant to Rules 23(c)(2) and (e) of the Federal Rules of Civil  
2 Procedure, the contents of the Settlement Notice and mailing the Settlement Notices  
3 constitutes the best notice practicable under the circumstances, provides due and sufficient  
4 notice of the Fairness Hearing and of the rights of all Class Members, and complies fully  
5 with the requirements of Federal Rule of Civil Procedure 23 and due process.  
6

7  
8           C. The Settlement Administrator shall send by first-class mail the  
9 appropriate Settlement Notice to each Class Member within seventy-five (75) calendar  
10 days of the date of this Order, as specified in the Settlement Agreement, based on data  
11 provided by the Plan's recordkeeper. The Settlement Notices shall be mailed by first-class  
12 mail, postage prepaid, to the last known address of each Class Member provided by the  
13 Plan's recordkeeper (or its designee), unless an updated address is obtained by the  
14 Settlement Administrator through its efforts to verify the last known addresses provided by  
15 the Plan's recordkeeper (or its designee). The Settlement Administrator shall use  
16 commercially reasonable efforts to locate any Class Member whose Settlement Notice is  
17 returned and re-mail such documents one additional time.  
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22           D. On or before the date that Settlement Notices are sent to the Settlement  
23 Class, the Settlement Administrator shall establish a Settlement Website and telephone  
24 support line as provided by the Settlement Agreement. The Settlement Administrator shall  
25 post a copy of the Settlement Notices on the Settlement Website.  
26  
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1           **6. Attorney Fees and Other Expenses.** Class Counsel and Local Counsel will  
2 file with the Court their request for attorneys' fees and costs, settlement administrative  
3 expenses, and case contribution awards, twenty-eight (28) days before the Fairness Hearing  
4 and more than two weeks before the Independent Fiduciary files its report.  
5

6           **7. Objections to Settlement:** Any objections to any aspect of the Settlement  
7 shall be heard, and any papers submitted in support of said objections shall be considered,  
8 by the Court at the Fairness Hearing if they have been timely sent to Class Counsel and  
9 Defendants' Counsel. To be timely, the objection and any supporting documents must be  
10 sent to Class Counsel and Defendants' Counsel at least twenty-one (21) calendar days prior  
11 to the scheduled Fairness Hearing.  
12  
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14           **8. Responses to Objections and Final Approval Motion:** Any party may file  
15 a response to an objection by a Class Member at least fourteen (14) calendar days before  
16 the Fairness Hearing, and Plaintiffs shall file their Final Approval Motion at least fourteen  
17 (14) calendar days before the Fairness Hearing.  
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20           **9. Continuance of Hearing:** The Court may adjourn, modify, or continue the  
21 Fairness Hearing without further direct notice to the Class Members, other than by notice  
22 via the Court's docket or the Settlement Website.  
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25           IT IS SO ORDERED.

26  
27 Dated:

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\_\_\_\_\_  
HON. SHERILYN PEACE GARNETT  
UNITED STATES DISTRICT JUDGE