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ATTACHMENT A

Remedial Measures for Zoran Corporation

- A. Option grants (including but not limited to executive officer, rank and file, promotion and new hire grants) are generally to be approved only at regular quarterly meetings of the Compensation Committee or the Board of Directors. Grants may only be made effective on the later of: (i) the second trading day following the Company's public announcement of its financial results for the preceding quarter, or (ii) the date of the meeting. If options are awarded at a special board meeting (i.e., other than the regular quarterly meetings), the effective date of the grant will be the date of the meeting.
- B. All option grants must be approved by the Compensation Committee or the Board. The authority to approve option grants may not be delegated.
- C. Grants should be recorded promptly in the Company's electronic data base. Grantees should receive prompt written notification of their grants.
- D. The annual focal review process will identify a specific date to complete the process of generating intended grantees and recommended grant amounts to be submitted to the Compensation Committee and/or Board for approval in accordance with the Company's option grant policy.
- E. Board and Committee minutes must be drafted and circulated to directors as soon as reasonably possible (for example, within one week of the meeting). Directors will have two weeks to comment on minutes. Minutes will be approved at the next scheduled board or committee meeting.
- F. Board shall have written charters for the Audit Committee, Compensation Committee and Nominating Committee, and shall make such charters available on Company website.
- G. The Compensation Committee charter shall include a statement noting that it is the intention of the Committee to award options priced on the grant date and not at a discount, or other language signifying the commitment to transparency and consistency in the approval of equity compensation.
- H. The Audit Committee, Compensation Committee and Nominating Committee shall have standing authorization, in their discretion, to obtain legal or other advisors of their choice who shall report directly to that Committee.
- I. The Company shall seek and take steps to appoint a new independent director who would be qualified to serve on Compensation Committee or Audit Committee.
- J. The Board shall conduct a "self-assessment" of the Board's structure and process and address the results of that self-assessment, including determination of whether to modify the Board's current committee structure and/or committee membership.
- K. The Audit Committee and Compensation Committee shall each meet no fewer than four times per year.

- 1 L. The independent directors shall meet in executive session at each regular quarterly
2 meeting of the Board of Directors.
- 3 M. The Chairman of the Board shall seek input from all directors about agenda items for
4 Board and Committee meetings, including reports on the Company's progress in
implementing these initiatives.
- 5 N. At least once every three years the Compensation Committee shall select and retain an
6 independent consultant to compare the Company's executive compensation policies,
7 practices and procedures with those of other comparable public companies and report to
the Compensation Committee on the results of that study.
- 8 O. The Company's Chief Executive Officer shall not simultaneously serve as the Company's
9 Chairman of the Board.
- 10 P. At least two-thirds of the Board shall be independent directors as defined in the Nasdaq
11 listing standards. In the event the Board finds itself not in compliance with this
12 commitment, it will take reasonable steps to return to compliance promptly. Each
13 independent director shall confirm his or her status as an independent director annually,
and shall inform the Board promptly of any change in his or her status that would
disqualify him or her as an independent director or from serving as a member of the Audit
Committee.
- 14 Q. The Company shall update directors on corporate governance, disclosure, compensation
15 or other regulatory developments annually, by way of outside counsel presentations at
16 board meetings or reimbursement for directors' attendance at Stanford Directors College
or similar programs.
- 17 R. The Company shall provide (in consultation with outside counsel, auditors and/or other
18 advisors, or through reimbursement for attendance at an appropriate certification or
19 education program) an annual update to appropriate Finance Staff on recent accounting
developments or pronouncements, including developments related to accounting and
disclosure for stock options and equity compensation.
- 20 S. It is Company policy that a majority of the members of the Board attend annual
21 shareholder meetings. All independent directors are encouraged to attend; all employee
22 members of the Board are required to attend except in extraordinary circumstances.
23 Shareholders who attend annual meetings shall have the opportunity to ask questions at
the meeting orally or in writing and to receive answers from management or the directors
present.
- 24 T. The Company shall appoint a Disclosure Committee consisting of members of
25 management, which shall have the opportunity to comment on draft earnings
announcements and periodic reports filed with the SEC (Forms 10-K, 10-Q and 8-K).
- 26 U. The Company's General Counsel or other designated compliance officer shall be
27 responsible for monitoring compliance with the Company's insider trading policies and
28 procedures and shall report to the Board on this subject at least annually.

- 1 V. During the first fifteen calendar days of any Company-funded open market stock
2 repurchase program, no director or executive officer shall be permitted to sell shares of
3 Company common stock, except pursuant to a previously-adopted Rule 10b5-1 trading
4 plan.
- 4 W. As soon as practicable before any Compensation Committee or Board meeting at which
5 option grants are to be considered, a list detailing all proposed grantees (by name or by
6 category of employment) and amounts of proposed grants shall be circulated to the
7 Committee or Board, and such list as modified by the Committee or Board shall be
8 appended to the final Minutes for all such meetings.
- 7 X. All future Company stock option plans shall clearly define “exercise price,” “grant date”
8 and “fair market value” of stock. In no event shall the exercise price of an award be
9 determined by reference to the fair market value of stock on a day other than the grant
10 date of the award, except as provided in paragraph A above and except for stock options
11 granted in connection with acquisitions.
- 11 Y. The Company shall comply with all legal and GAAP requirements for proper disclosure
12 and accounting of stock options. At least annually, the Audit Committee shall meet with
13 the Company’s independent auditor to discuss the auditor’s review of all equity
14 compensation granted during the year and related accounting.
- 13 Z. The Company shall assist directors and executive officers with required filings to disclose
14 stock option grants within two business days after grant.
- 15 AA. The Company shall maintain all Board and Compensation Committee minutes reflecting
16 stock option grants and shall maintain stock administration or human resources data
17 sufficient to identify stock option grantees and the date and number of such awards for ten
18 years after the grant date. Such information shall be made available to the Company’s
19 independent auditors as part of their financial review.
- 18 BB. Information regarding the aggregate number of stock options awarded by the Company
19 during the preceding period shall be disclosed in the Company’s Annual Report.
- 20 CC. Each of the preceding measures shall remain in place for at least three years from the date
21 of adoption, unless required to be changed or eliminated to comply with federal or state
22 law, stock exchange listing requirements, or similar circumstances.
- 22 DD. The preceding measures may be changed only with the affirmative vote of a majority of
23 the independent members of the Board of Directors.
- 24 EE. The Company shall submit its selection of auditor for approval by the shareholders within
25 twelve months of final approval of this settlement and annually thereafter.
- 26 Nothing herein shall be deemed nor is intended to enlarge or alter the obligations of
27 Zoran, its officers, directors or employees, under any federal or state securities or any other law,
28 rule or regulation.