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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

IN RE ZORAN CORPORATION
DERIVATIVE LITIGATION

No. CV 06-05503 WHA
DERIVATIVE ACTION

This Document Relates To:

[PROPOSED] FINAL ORDER

ALL ACTIONS

FINAL ORDER

This matter came before the Court for hearing on August 18, 2008 on the application of the parties for approval of the Settlement of this shareholder derivative action, as contained in the Stipulation of Settlement, dated as of May 29, 2008, and amended pursuant to this Court's June 11, 2008 Order. (the "Stipulation").

Due and adequate notice having been given to Zoran Corporation ("Zoran" or "the Company") shareholders, and the Court having considered all papers filed and proceedings in this action and otherwise being fully informed and good cause appearing therefore, IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. This Court has jurisdiction over the subject matter of this litigation and over all parties to the litigation. This order and the attached final judgment incorporates by reference all defined terms in the Stipulation, and all capitalized terms herein are the same as those used in the Stipulation.

2. Pursuant to Federal Rule Civil Procedure 23.1 ("Rule 23.1"), this Court hereby approves as fair, reasonable and adequate, the settlement of this action, consisting in primary part of:

(i) \$3,395,000 in cash to be paid to Zoran, of which \$296,250 will be paid by Defendant Levy Gerzberg, \$98,750 will be paid by Defendant Karl Schneider, and the remainder will be paid to the Company through applicable insurance, such payments to be made within fifteen days of notice of the Effective Date;

(ii) voluntary repricing of the following options by specified Defendants to the adjusted exercise price reflected in the Company's April 20, 2007 restatement of financials:

<u>Defendant</u>	<u>Grant Date</u>	<u>Exercise Price</u>	<u>Adjusted Price</u>	<u># of Options</u>
Gerzberg, Levy	8/09/02	\$12.36	\$14.69	42,375
Schneider, Karl	9/19/01	\$11.52	\$15.47	11,563
Schneider, Karl	8/09/02	\$12.36	\$14.69	43,750
Stabenow, Arthur	3/16/01	\$8.67	\$11.49	3,750

1 (iii) Defendant Gerzberg's voluntary agreement to cancel certain fully vested options,
2 as calculated pursuant to the terms of the Stipulation and using the Black-Scholes
3 methodology with the variable inputs set forth in Exhibit A to the Stipulation; and

4 (iv) the adoption by the Company of the corporate governance measures identified in
5 paragraphs F through EE of Attachment A to the Stipulation, and the Company's
6 agreement that that these measures and the measures previously adopted by the Company,
7 identified in paragraphs A through E of Attachment A to the Stipulation shall continue for
8 a period of at least three years.

9 3. Upon the Effective Date, (a) Lead Plaintiff, on his own behalf individually, and
10 derivatively on behalf of Zoran and Zoran's shareholders, and (b) Zoran shall have, and by
11 operation of the Judgment shall be deemed to have, fully, finally, and forever released,
12 relinquished and discharged all Released Claims against the Released Persons and all claims that
13 were made or could have been made against the Released Persons arising out of, relating to, or in
14 connection with the prosecution, defense, Settlement or resolution of the Derivative Litigation,
15 including Unknown Claims.

16 4. Upon the Effective Date, each of the Released Parties shall be deemed to have, and
17 by operation of the Judgment shall have, fully, finally, and forever released, relinquished and
18 discharged Plaintiff and Plaintiff's Counsel from all claims (including Unknown Claims), arising
19 out of, relating to, or in connection with the institution, prosecution, assertion, Settlement or
20 resolution of the Derivative Litigation or the Released Claims.

21 5. All Zoran shareholders are hereby forever barred and enjoined from prosecuting
22 the Released Claims (including Unknown Claims) against the Released Persons.

23 6. The mailing of the Notice of Proposed Settlement of Derivative Action and of
24 Settlement Hearing to Zoran shareholders, along with the posting of the Notice, Stipulation,
25 Preliminary Approval Order, Consolidated Complaint, as well as other settlement and case-
26 related filings and orders on its website, at <http://www.kellersettlements.com/zoran.html>,
27 constitutes the best notice practicable under the circumstances, and satisfies the requirements of
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1 Rule 23.1 and the requirements of due process.

2 7. Neither the settlement of this action nor any act performed or document executed
3 pursuant to or in furtherance thereof:

4 (i) is or may be deemed to be or may be used as an admission of, or evidence of, the
5 validity of any Released Claim, or of any wrongdoing or liability of the Released Persons,
6 or,

7 (ii) is or may be deemed to be or may be used as an admission of, or evidence of, any
8 fault or omission of any of the Released Persons in any civil, criminal or administrative
9 proceeding in any court, administrative agency or other tribunal.

10 8. The payment of attorneys' fees and reimbursement of expenses to Lead Plaintiff's
11 Counsel in the aggregate amount of \$1,363,243.92 is fair and reasonable.

12 9. The parties are directed to consummate the terms of the Settlement, and
13 jurisdiction over all matters relating to the consummation of the Settlement is reserved in this
14 Court.

15 10. The Court finds that during the course of the litigation, the Settling Parties and
16 their respective counsel at all times complied with the requirements of Federal Rule of Civil
17 Procedure 11.

18 11. In the event that the Settlement does not become Final as that term is defined in
19 the Stipulation, then this Judgment shall be rendered null and void to the extent provided by and
20 in accordance with the Stipulation and shall be vacated and, in such event, all orders entered and
21 releases delivered in connection herewith shall be null and void to the extent provided by and in
22 accordance with the Stipulation.

23 12. There being no reason for delay, the Clerk of the Court is hereby directed,
24 pursuant to Federal Rules of Civil Procedure 54 and 58, to enter this Order and, separately, the
25 final judgment, in the form attached hereto.

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13. Pursuant to Federal Rule of Civil Procedure 58 and Federal Rule of Appellate Procedure 4, the time to appeal shall commence immediately upon the entry of the separate judgment in the form attached hereto.

IT IS SO ORDERED.

Dated: _____, 2008

WILLIAM H. ALSUP
UNITED STATES DISTRICT JUDGE