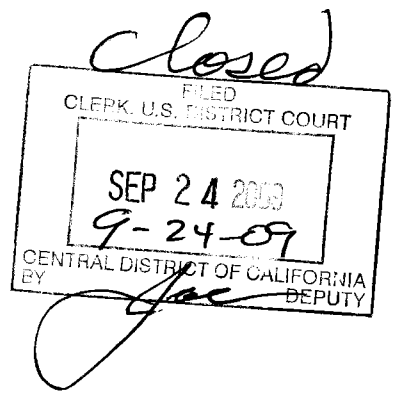


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11 **Co-Lead Counsel for Plaintiffs**

12 **UNITED STATES DISTRICT COURT**
 13 **FOR THE CENTRAL DISTRICT OF CALIFORNIA**
WESTERN DIVISION

14 VIVIAN OH, MICHAEL PFEIFFER,
 15 ABHILASH RAO, AND MARC
 16 MASONER, Individually and on Behalf
 of All Others Similarly Situated,
 17 Plaintiffs,
 18 vs.
 19 MAX CHAN, HIMAX
 20 TECHNOLOGIES, INC., BIING-SENG
 21 WU, JORDAN WU, JUNG-CHUN LIN,
 22 AND CHI MEI OPTOELECTRONICS
 CORP.,
 Defendants.

Case No. 07-04891 DDP (AJWx)
CLASS ACTION

**[PROPOSED] ORDER AND
 FINAL JUDGMENT**

Hearing:
 Date: July 27, 2009
 Time: 10:00 a.m.
 Ctrm: Hon. Dean D. Pregerson

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[PROPOSED] ORDER AND FINAL JUDGMENT

1 On July 27, 2009, following notice to all parties and notice to the Class
2 members as described herein, a hearing was held before this Court to consider:
3 Lead Plaintiffs' Motion for Final Approval of Class Action Settlement (the
4 "Settlement Approval Motion") and the Motion of Lead Plaintiffs and Lead
5 Plaintiffs' Counsel for an Award of Attorneys' Fees and Reimbursement of
6 Expenses (the "Fee Petition") and, pursuant to Rule 23 of the Federal Rules of
7 Civil Procedure, to determine: (1) whether the terms and conditions of the
8 Stipulation and Agreement of Settlement dated January 22, 2009 (the
9 "Stipulation") are fair, reasonable and adequate for the settlement of all claims
10 asserted by the Class against the Defendants in the Amended Complaint (the
11 "Amended Complaint" or the "Litigation" or the "Action") now pending in this
12 Court under the above caption, including the release of the Defendants and the
13 other Released Parties (as defined in the Stipulation), and should be approved; (2)
14 whether judgment should be entered dismissing the Amended Complaint on the
15 merits and with prejudice as against the Defendants and as against all Persons who
16 are members of the Class herein who have not requested exclusion therefrom; (3)
17 whether to approve the Plan of Allocation as a fair and reasonable method to
18 allocate the settlement proceeds among the members of the Class; and (4) whether
19 and in what amount to award Lead Plaintiffs' Counsel attorneys' fees and
20 reimbursement of expenses.

21 The Court having considered all matters submitted to it at the hearing and
22 otherwise, and it appearing that: (1) a notice of the hearing on the Settlement
23 Approval Motion and the Fee Petition, substantially in the form approved by the
24 Court was mailed to all Persons reasonably identifiable who purchased or
25 otherwise acquired the American Depositary Shares or common stock
26 ("Securities") of Himax Technologies, Inc. ("Himax") pursuant and/or traceable to
27 Himax's initial public offering ("IPO"), which took place on or about March 30,
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1 2006, during the period from March 30, 2006 through and including November 6,
2 2006 (the "Class Period"), and were damaged thereby (the "Class"); (2) that a
3 summary notice of the hearing substantially in the form approved by the Court was
4 published in *Investor's Business Daily* and on the *Marketwire* pursuant to the
5 specifications of the Court; (3) the notices required by the Class Action Fairness
6 Act, 28 U.S.C. §§ 1711 et seq. have been provided; (4) the Court considered and
7 determined the fairness and reasonableness of the award of attorneys' fees and
8 expenses requested; and (5) all capitalized terms used herein have the meanings as
9 set forth and defined in the Stipulation,

10 NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

11 1. The Court has jurisdiction over the subject matter of the
12 Litigation, the Lead Plaintiffs, all Class Members and the Defendants. The Court
13 retains jurisdiction over the parties for purposes of this settlement only.

14 2. The Court finds for the purposes of settlement only that the
15 prerequisites for a class action under Rules 23(a) and 23(b)(3) of the Federal Rules
16 of Civil Procedure have been satisfied in that: (a) the number of Class Members is
17 so numerous that joinder of all members thereof is impracticable; (b) there are
18 questions of law and fact common to the Class; (c) the claims of the Class
19 Representatives are typical of the claims of the Class they seek to represent; (d) the
20 Class Representatives have and will fairly and adequately represent the interests of
21 the Class; (e) the questions of law and fact common to the members of the Class
22 predominate over any questions affecting only individual members of the Class;
23 and (f) a class action is superior to other available methods for the fair and efficient
24 adjudication of the controversy.

25 3. Pursuant to Rule 23 of the Federal Rules of Civil Procedure,
26 and for the purposes of the Settlement only, this Court hereby finally certifies this
27 action as a class action on behalf of all persons who purchased or otherwise
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1 acquired the Securities of Himax pursuant and/or traceable to Himax's IPO during
2 the period from March 30, 2006 through and including November 6, 2006, and
3 designates Lead Plaintiffs Vivian Oh, Michael Pfeiffer, Abhilash Rao, and Marc
4 Masoner as Class Representatives. Excluded from the Class are the Defendants;
5 members of Defendants' immediate families; all individuals who are either current
6 officers and/or directors, or who served as officers and directors at the time of
7 Himax's IPO, in each case, of any of the Defendants or their subsidiaries; any
8 person, firm, trust, corporation, officer, director or other individual or entity in
9 which any Defendant has a controlling interest or any entity which is related to or
10 affiliated with any Defendant and the legal representatives, agents, affiliates, heirs,
11 successors and assigns of any such excluded persons. Also excluded from the
12 Class are those persons who file valid and timely requests for exclusion in
13 accordance with the Court's Order of Preliminary Approval of Settlement
14 ("Preliminary Approval Order") concerning this Stipulation

15 4. Notice of the pendency of this Litigation as a class action, the
16 proposed Settlement and of the date of the July 27, 2009 hearing on the Settlement
17 Approval Motion and Fee Petition was given to all Class Members who could be
18 identified with reasonable effort. The form and method of notifying the Class of
19 the pendency of the Litigation as a class action and of the terms and conditions of
20 the proposed Settlement meet the requirements of Rule 23 of the Federal Rules of
21 Civil Procedure, Section 27(a)(7) of the Securities Act of 1933, 15 U.S.C.A. §
22 77z-1(a)(7) as amended by the Private Securities Litigation Reform Act of 1995
23 (the "PSLRA"), due process, and any other applicable law, constituted the best
24 notice practicable under the circumstances, and constituted due and sufficient
25 notice to all persons entitled thereto.

26 5. The Court finds that the Stipulation is fair, reasonable, just and
27 adequate as to each of the Parties, and that the Stipulation is hereby finally
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1 approved in all respects, and the Parties are hereby directed to perform according
2 to its terms.

3 6. The Amended Complaint is hereby dismissed with prejudice
4 and without costs, except as provided in the Stipulation, as against the Defendants.

5 7. Lead Plaintiffs and members of the Class on behalf of
6 themselves and their current and former heirs, executors, administrators,
7 successors, attorneys, insurers and assigns, and any person they represent shall
8 have been deemed to have released, relinquished and forever discharged all Settled
9 Claims (as defined below and in the Stipulation), whether or not the Class member
10 submits a Proof of Claim and Release form, and are hereby permanently barred and
11 enjoined from instituting, commencing or prosecuting any claims that were alleged
12 in the Action, or that could have been alleged in the Action, or any other
13 proceeding, manner of action, actions, causes of action, suits, claims for sums of
14 money, contracts, controversies, agreements, costs, damages, judgments and
15 demands in law, contract, trust or equity, including claims under the federal
16 securities laws, state securities laws, common law and other federal, state laws
17 relating to the purchase of the Securities of Himax pursuant and/or traceable to
18 Himax's IPO on or about March 30, 2006 and the subject matter and facts relating
19 to this Action, including any acts, failures to act, omissions, misrepresentations,
20 statements, misstatements, facts, events, transactions, occurrences or other subject
21 matter set forth, alleged, embraced, encompassed or otherwise referred to in or
22 underlying the Action ("Settled Claims"). The claims that are to be released also
23 include Unknown Claims (as defined in the Stipulation) and Lead Plaintiffs, on
24 behalf of themselves and all members of the Settlement Class, will waive and
25 relinquish such claims to the fullest extent possible under any state, federal or
26 foreign law concerning the release of unknown claims. Settled Claims do not
27 include claims to enforce any of the terms of the Stipulation and the provisions of

1 this Order and Final Judgment.

2 8. To the maximum extent permitted by law, the Court hereby
3 forever bars all Settled Claims and all claims for indemnity or contribution by any
4 person or entity, whether arising under state, federal or common law, relating
5 specifically to the subject matter of the Action against the Released Parties (as
6 defined in the Stipulation).

7 9. The Defendants and any of the other Released Parties, are
8 hereby permanently barred and enjoined from instituting, commencing or
9 prosecuting, either directly or in any other capacity, any and all claims, demands,
10 rights, duties, remedies, liabilities, and causes of action of every nature and
11 description whatsoever, whether based on federal, state, local, statutory or common
12 law or any other law, rule or regulation, including both known claims and
13 Unknown Claims, that have been or could have been asserted in the Litigation or
14 any forum by the Defendants or any of the other Released Parties against any of
15 the Lead Plaintiffs, Class Members or their attorneys, which arise out of or relate in
16 any way to the institution, prosecution, or Settlement of this Litigation or the
17 Settled Claims, including, but not limited to, all claims for malicious prosecution
18 or sanctions (the "Settled Defendants' Claims") against any of the Lead Plaintiffs,
19 Class Members or their attorneys. The Settled Defendants' Claims of all of the
20 Released Parties are hereby compromised, settled, released, discharged and
21 dismissed on the merits and with prejudice by virtue of the proceedings herein and
22 this Order and Final Judgment.

23 10. Neither this Order and Final Judgment, the Stipulation, any of
24 the related negotiations or proceedings, nor any of the documents, acts, or
25 statements referred to therein shall be:

26 a. offered or received against the Defendants as evidence of or
27 construed as or deemed to be evidence of any presumption, concession, or
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1 admission by any of the Defendants with respect to the truth of any fact alleged by
2 Lead Plaintiffs or the validity of any claim that had been or could have been
3 asserted in the Litigation or in any litigation, or the deficiency of any defense that
4 has been or could have been asserted in the Litigation or in any litigation, or of any
5 liability, negligence, fault, or wrongdoing of the Defendants;

6 b. offered or received against the Defendants as evidence of a
7 presumption, concession or admission of any fault, misrepresentation or omission
8 with respect to any statement or written document approved or made by any
9 Defendant, or against the Lead Plaintiffs and the Class as evidence of any infirmity
10 in the claims of Lead Plaintiffs and the Class;

11 c. offered or received against the Defendants or against the Lead
12 Plaintiffs or the Class as evidence of a presumption, concession or admission with
13 respect to any liability, negligence, fault or wrongdoing, or in any way referred to
14 for any other reason as against any of the parties to the Stipulation, in any other
15 civil, criminal or administrative action or proceeding, other than such proceedings
16 as may be necessary to effectuate the provisions of the Stipulation; provided,
17 however, Defendants and those in privity with Defendants may use the Stipulation
18 and/or the Judgment in any action that may be brought against them in order to
19 support a defense or claim based on principles of res judicata, collateral estoppel,
20 release, good faith settlement, judgment bar or reduction or any other theory of
21 claim preclusion or issue preclusion or similar defense or claim.

22 d. construed against the Defendants or the Lead Plaintiffs and the
23 Class as an admission or concession that the consideration to be given hereunder
24 represents the amount which could be or would have been recovered after trial; or

25 e. construed as or received in evidence as an admission,
26 concession or presumption against Lead Plaintiffs or the Class or any of them that
27 any of their claims are without merit or that damages recoverable under the

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1 Complaint would not have exceeded the Settlement Amount.

2 11. Any plan of allocation submitted by Lead Counsel or any
3 order entered regarding the attorneys' fee and expense application shall in no way
4 disturb or affect this Final Judgment and shall be considered separate from this
5 Final Judgment.

6 12. The Court finds that all parties and their respective counsel
7 have complied with each requirement of Rule 11 of the Federal Rules of Civil
8 Procedure as to all proceedings herein.

9 13. Exclusive jurisdiction is hereby retained over the Parties and
10 the Class Members for purposes of this Settlement only, including the
11 administration, interpretation, effectuation or enforcement of the Stipulation and
12 this Order and Final Judgment, and including any application for fees and expenses
13 incurred in connection with administering and distributing the settlement proceeds
14 to the Class Members.

15 14. Without further order of the Court, the Parties may agree to
16 reasonable extensions of time to carry out any of the provisions of the Stipulation.

17 15. In the event this Judgment does not become final (including,
18 by way of example and not limitation, being vacated, modified or reversed on
19 appeal), it shall be rendered null and void and shall be vacated and, in such event,
20 (i) all orders entered and releases delivered in connection therewith shall be null
21 and void, (ii) the Class shall be automatically decertified without prejudice to Lead
22 Plaintiffs' right to seek, or Defendants' right to oppose, class certification in the
23 future, and (iii) the Settlement Amount plus accrued interest minus any notice
24 costs, administration costs, or tax expense shall be returned as provided for in the
25 Stipulation.


26 16. There is no just reason for delay in the entry of this Order and
27 Final Judgment, and immediate entry by the Clerk of the Court is expressly
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directed pursuant to Rule 54 (b) of the Federal Rules of Civil Procedure.

IT IS SO ORDERED.

Dated: 9-24, 2009



HONORABLE DEAN D. PREGERSON
UNITED STATES DISTRICT JUDGE