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E-Filed 4/30/10

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

In re PMC-SIERRA, INC. DERIVATIVE
LITIGATION

) Master File No. C-06-05330-RS

) ~~PROPOSED~~ FINAL JUDGMENT AND
) ORDER OF DISMISSAL WITH PREJUDICE

This Document Relates To:

ALL ACTIONS.

) DATE: April 29, 2010
) TIME: 1:30 p.m.
) COURTROOM: The Honorable
Richard Seeborg

1 This matter came before the Court for hearing pursuant to the Order of this Court, dated
2 January 26, 2010 (“Order”), on the application of the parties for approval of the settlement
3 (“Settlement”) set forth in the Stipulation of Settlement dated November 5, 2009 (the “Stipulation”).
4 Due and adequate notice having been given to the current PMC-Sierra, Inc. (“PMC”) shareholders
5 as required in said Order, and the Court having considered all papers filed and proceedings had
6 herein and otherwise being fully informed in the premises and good cause appearing therefore, IT IS
7 HEREBY ORDERED, ADJUDGED AND DECREED that:

8 1. This Judgment incorporates by reference the definitions in the Stipulation, and all
9 capitalized terms contained herein shall have the same meanings as set forth in the Stipulation (in
10 addition to those capitalized terms defined herein).

11 2. This Court has jurisdiction over the subject matter of the Federal Action, including all
12 matters necessary to effectuate the Settlement, and over all parties to the Federal Action, including
13 the Plaintiffs, the current PMC shareholders and the Defendants.

14 3. The Federal Action and all claims contained therein, as well as all of the Released
15 Claims, are dismissed with prejudice. As between Plaintiffs and Defendants, the parties are to bear
16 their own costs, except as otherwise provided in the Stipulation regarding Plaintiffs’ Counsel’s
17 attorneys’ fees and expenses.

18 4. The Court finds that the Stipulation and Settlement are fair, reasonable, and adequate
19 as to each of the Settling Parties, and hereby finally approves the Stipulation and Settlement in all
20 respects, and orders the Settling Parties to perform its terms to the extent the Settling Parties have
21 not already done so.

22 5. Upon the Effective Date, the Plaintiffs (acting on their own behalf and derivatively on
23 behalf of PMC) and PMC shall have, and each current PMC shareholder shall be deemed to have
24 and by operation of this Judgment shall have, fully, finally, and forever released, relinquished and
25 discharged (i) the Released Claims against the Released Persons; and (ii) any and all claims
26 (including Unknown Claims) arising out of, relating to, or in connection with, the defense,
27 settlement, or resolution of the Actions, against the Released Persons. Nothing herein shall in any
28 way impair or restrict the rights of any Settling Party to enforce the terms of the Stipulation.

1 6. Upon the Effective Date, each of the Released Persons shall be deemed to have, and
2 by operation of this Judgment shall have, fully, finally, and forever released, relinquished, and
3 discharged each and all of the Plaintiffs and Plaintiffs' Counsel from all claims (including Unknown
4 Claims) arising out of, relating to, or in connection with the institution, prosecution, assertion,
5 settlement, or resolution of the Actions or the Released Claims. Nothing herein shall in any way
6 impair or restrict the rights of any Settling Party to enforce the terms of the Stipulation.

7 7. The Court finds that the notice given to current PMC shareholders was the best notice
8 practicable under the circumstances. Said notice also provided the best notice practicable under the
9 circumstances of these proceedings and of the matters set forth therein, including the proposed
10 Settlement set forth in the Stipulation, to all Persons entitled to such notice, and said notice fully
11 satisfied the requirements of Federal Rule of Civil Procedure 23.1 and the requirements of due
12 process.

13 8. The Court hereby approves the fee award in accordance with the Stipulation and finds
14 that such fee is fair and reasonable.

15 9. Neither the Stipulation nor the Settlement, nor any act performed or document
16 executed pursuant to or in furtherance of the Stipulation or the Settlement: (a) is or may be deemed
17 to be or may be offered, attempted to be offered, or used in any way by the Settling Parties as a
18 presumption, a concession or an admission of, or evidence of, any fault, wrongdoing or liability of
19 the Defendants or of the validity of any Released Claims; or (b) is intended by the Settling Parties to
20 be offered or received as evidence or used by any other person in any other action or proceeding,
21 whether civil, criminal, or administrative. Released Persons may file the Stipulation and/or this
22 Judgment in any action that may be brought against them in order to support a defense or
23 counterclaim based on principles of *res judicata*, collateral estoppel, full faith and credit, release,
24 good faith settlement, judgment bar or reduction, or any other theory of claim preclusion or issue
25 preclusion or similar defense or counterclaim.

26 10. During the course of the litigation, the parties and their respective counsel at all times
27 complied with the requirements of Federal Rule of Civil Procedure 11 and all other similar laws.


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1 11. Without affecting the finality of this Judgment in any way, this Court hereby retains
2 continuing jurisdiction over the Federal Action and the parties to the Stipulation to enter any further
3 orders as may be necessary to effectuate the Stipulation, the Settlement provided for therein, and the
4 provisions of this Judgment.

5 12. This Judgment is a final, appealable judgment and should be entered forthwith by the
6 Clerk in accordance with Rule 58, Federal Rules of Civil Procedure.

7 IT IS SO ORDERED.

8 DATED: 4/29/10


THE HONORABLE RICHARD SEEBORG
UNITED STATES DISTRICT JUDGE

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