



GRANTED

THE COURT OF CHANCERY OF THE STATE OF DELAWARE

T.J. RODGERS,)	
)	
Plaintiff,)	
)	
v.)	
)	C.A. No. 2017-0314-AGB
H. RAYMOND BINGHAM, ERIC A.)	
BENHAMOU, W. STEVE ALBRECHT,)	
O.C. KWON, WILBERT VAN DEN HOEK,)	
MICHAEL S. WISHART, and HASSANE)	
EL-KHOURY,)	
)	
Defendants.)	

[PROPOSED] ORDER GRANTING PRELIMINARY INJUNCTION

WHEREAS, on April 24, 2017, Plaintiff filed a Motion for Preliminary Injunction seeking to enjoin the annual meeting of stockholders of Cypress Semiconductor Corporation (“Cypress”), previously scheduled for June 8, 2017, until Defendants issue corrective and supplemental disclosures (the “Motion”); and

WHEREAS, the parties have briefed the Motion and oral argument on the Motion was held on June 1, 2017;

IT IS HEREBY ORDERED, this ____ day of June, 2017 that:

1. The Motion is GRANTED.
2. The annual meeting of stockholders of Cypress (the “Annual Meeting”) is hereby enjoined until at least the later of ten (10) calendar days after Defendants have issued the supplemental

disclosures set forth below or June 19, 2017; *provided that* Defendants may open the Annual Meeting on June 8, 2017 and adjourn it without conducting any business in order to comply with 8 *Del. C. § 213(a)*. Defendants shall then re-open the Annual Meeting on or after the later of June 19, 2017 or ten (10) calendar days after issuance of the supplemental disclosures set forth below;

3. Defendants shall issue the following supplemental disclosures:
 - a. “Also on November 4, 2016, an investment bank, at the investment bank’s request, presented to the Cypress Board regarding the continuing consolidation in the semiconductor industry and listed a number of companies that Cypress may want to acquire. The presentation also identified Canyon Bridge as one of four most likely potential acquirers of Cypress out of 30 potential acquirers of Cypress.”
 - b. “On November 13, 2016, Mr. Bingham received Lattice’s Strategic Long Range Plan from Canyon Bridge. This document was provided to Canyon Bridge under a non-disclosure agreement that limited dissemination of the Strategic Long Range Plan to Canyon Bridge and its ‘Representatives,’

including its ‘affiliates and its affiliates’ directors, officers, employees, affiliates, partners, agents, and advisors.’”

- c. “For the first few months of 2017, Canyon Bridge paid Mr. Bingham’s executive assistant at Cypress for the work she did on a part-time basis for Canyon Bridge. Cypress management asked Mr. Bingham and Canyon Bridge to discontinue this practice because of a provision in Cypress’ Code of Business Conduct and Ethics governing simultaneous employment of a Cypress employee. Mr. Bingham and Canyon Bridge subsequently did so.”

4. Plaintiff shall post an injunction bond in the amount of One Thousand Dollars (\$1,000) pursuant to Court of Chancery Rule 65(c).
5. The following exhibits to the Ferraro Affidavit submitted in support of Plaintiff’s Opening Brief in Support of His Motion for Preliminary Injunction shall not be treated as confidential: 11, 42, 45, 56, 57, and 58.

Chancellor Andre G. Bouchard

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: Andre G Bouchard

File & Serve

Transaction ID: 60677010

Current Date: Jun 02, 2017

Case Number: 2017-0314-AGB

Case Name: CONF ORD ON DISC - T.J. Rodgers v. H. Raymond Bingham et al.

/s/ **Judge Bouchard, Andre G**