



FILE
San Francisco County Superior Court

JUN 7 - 2017

CLERK OF THE COURT

BY: [Signature] Deputy Clerk

SUPERIOR COURT OF CALIFORNIA
COUNTY OF SAN FRANCISCO

IN RE KING DIGITAL ENTERTAINMENT
PLC SHAREHOLDER LITIGATION

Lead Case No. CGC – 15-544770

ORDER GRANTING FINAL APPROVAL
OF CLASS ACTION SETTLEMENT AND
APPROVING THE PLAN OF
ALLOCATION

This document relates to :
All Actions

The Settling Parties, through their counsel, have agreed, subject to Court approval following notice to the Class and a hearing, to settle this Litigation upon the terms and conditions set forth in the Stipulation of Settlement dated October 31, 2016 (the “Stipulation”), which was filed with the Court.¹

On February 1, 2017, the Court entered its Order Preliminarily Approving Settlement and Providing for Notice, which preliminarily approved the Settlement, and approved the form and manner of notice to the Class of the Settlement.

Notice has been provided to the Class and the fairness hearing has been held pursuant to the terms of the Order Preliminarily Approving Settlement and Providing for Notice.

Based on the Stipulation and all of the filings, records and proceedings herein, and it appearing to the Court upon examination that the Settlement set forth in the Stipulation is fair, reasonable and adequate, and upon a Settlement Fairness Hearing having been held after notice to the Class of the Settlement to determine if the Settlement is fair, reasonable, and adequate and

¹ All defined terms shall have the same meaning as set forth in the Stipulation.

1 whether this Order Granting Final Approval of Class Action Settlement and Approving the Plan
2 of Allocation ("Order") should be entered in this Litigation;
3

4 **THE COURT FINDS:**

5 A. The provisions of the Stipulation, including definitions of the terms used there,
6 are incorporated by reference.

7 B. This Court has jurisdiction of the subject matter of this Litigation and over all of
8 the Settling Parties and all Members of the Class.

9 C. The form, content, and method of dissemination of notice given to the Class was
10 adequate and reasonable and constituted the best notice practicable under the circumstances,
11 including individual notice to all Class Members who could be identified through reasonable
12 effort.

13 D. Notice as given complied with the requirements of California law, satisfied the
14 requirements of due process and constituted due and sufficient notice of the matters set forth
15 herein.

16 E. The \$18.5 million Settlement set forth in the Stipulation is fair, reasonable, and
17 adequate. The Settlement was negotiated at arm's length by Class Representatives on behalf of
18 the Class and by Defendants after adequate investigation. The Stipulation was entered into in
19 good faith and is not collusive.

20 F. Class Representatives and Class Counsel have fairly and adequately represented
21 the interest of the Class Members in connection with the Settlement.

22 G. Plaintiffs, all Class Members, and Defendants are hereby bound by the terms of
23 the Settlement set forth in the Stipulation.

24 **IT IS ORDERED THAT:**

25 1. The Settlement on the terms set forth in the Stipulation is finally approved as fair,
26 reasonable and adequate. The Settlement shall be consummated in accordance with the terms
27

1 and provisions of the Stipulation. The Settling Parties are to bear their own costs, except as
2 otherwise provided in the Stipulation.

3 2. All Released Parties are released in accordance with the Stipulation.

4 3. Upon the Effective Date, Class Representatives and each Class Member shall be
5 deemed to have, and by operation of this Order shall have, finally and forever released all
6 Released Claims against the Released Parties, whether or not such Class Member executes and
7 delivers a Proof of Claim, whether or not such Class Member shares in the Settlement Fund, and
8 whether or not such Class Member objects to the Settlement.

9 4. Upon the Effective Date, each of the Released Parties shall be deemed to have,
10 and by operation of this Order shall have, finally and forever released Plaintiffs, Plaintiffs'
11 Counsel and each and all of the Class Members from all claims arising from the institution,
12 prosecution or settlement of the Litigation, except for claims to enforce the Stipulation.

13 5. Other than as reflected in ¶6, there were no objections to the settlement. All
14 further objections by appeal, collateral attack, or otherwise are therefore waived.

15 6. The objection of Constance Decker, which relates solely to the issue of the
16 amount of attorneys' fees requested by Class Counsel, was evaluated by the Court and is
17 overruled in its entirety. The reasons for this ruling are stated in my concurrent Order Awarding
18 Plaintiffs' Counsel Attorneys' Fees And Expenses

19 7. All Class Members who have failed to properly submit requests for exclusion
20 (requests to opt out) from the Class are bound by the terms and conditions of the Stipulation and
21 this Order and the Judgment.

22 8. The requests for exclusion by the following persons or entities are accepted by the
23 Court: Peggy A. Weber, Larry Allen Davis II, Donald E. Costello, Carol Jones, Kelly Sunghoe
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25
26
27

1 Pak, Clare Baker, Dolores B. Baker, Rebeca Fernandez and Thomas J. Stephenson (Joint
2 Account), Lawrence E. Levin, The Estate of Francis J. Martin Jr., Dianna L. Martin, and Jessica
3 Liu.

4
5 9. Pursuant to and in full compliance with California Code of Civil Procedure § 382,
6 this Court hereby finds and concludes that due and adequate notice was directed to all Persons
7 who are Class Members, advising them of the Plan of Allocation and of their right to object to it,
8 and a full and fair opportunity was accorded to all Persons who are Class Members to be heard
9 with respect to the Plan of Allocation.

10 10. The Court finds and concludes that the Plan of Allocation, which is set forth in the
11 Notice of Proposed Settlement of Class Action sent to Class Members, provides a fair and
12 reasonable basis upon which to allocate the net proceeds of the Settlement Fund established by
13 the Settlement reached in this Litigation among eligible Class Members. This Court hereby finds
14 and concludes that the Plan of Allocation is, in all respects, fair, reasonable, and adequate, and
15 the Court hereby approves the Plan of Allocation.

16
17 11. Class Counsel shall file and provide a courtesy copy to the undersigned a
18 distribution motion and report on or before Friday, February 23, 2018.

19
20 12. All other provisions of the Stipulation are incorporated into this Order as if fully
21 rewritten herein.

22 13. Neither the Stipulation nor the Settlement, nor any act performed or document
23 executed pursuant to or in furtherance of the Stipulation or the Settlement: (a) is or may be
24 deemed to be, or may be used as, a presumption, concession, or admission of, or evidence of, the
25 validity of any Released Claim or of any wrongdoing or liability of the Released Parties; or (b) is
26 or may be deemed to be, or may be used, as a presumption, concession, or admission of, or
27

1 evidence of, any fault or omission of any of the Released Parties in any civil, criminal or
2 administrative proceeding in any court, administrative agency or other tribunal; or (c) is or may
3 be deemed to be an admission or evidence that any claims asserted by Plaintiffs were not valid in
4 any civil, criminal or administrative proceeding. Any of the Released Parties may file the
5 Stipulation, this Order and/or the Judgment in any action that may be brought against them in
6 order to support a defense or counterclaim based on principles of *res judicata*, collateral
7 estoppel, release, good faith settlement, judgment bar or reduction, or any other theory of claim
8 preclusion or issue preclusion or similar defense or counterclaim.
9

10 14. In the event that the Stipulation is terminated in accordance with its terms: (i) this
11 Order and the Judgment shall be rendered null and void and shall be vacated *nunc pro tunc*; and
12 (ii) this Litigation shall proceed as provided in the Stipulation.
13

14 15. Without affecting the finality of this Order in any way, this Court retains
15 continuing jurisdiction over: (a) implementation of this Settlement and any award or distribution
16 of the Settlement Fund, including interest earned on it; (b) disposition of the Settlement Fund; (c)
17 hearing and determining applications for attorneys' fees, interest and expenses in the Litigation;
18 and (d) all parties here for the purpose of construing, enforcing, and administering the
19 Stipulation.
20

21 16. After the Judgment is executed, this Order and the Judgment will be posted on the
22 case-specific website at www.kingdigitalshareholdersettlement.com for a period not less than 75
23 days.
24

25 Dated: June 7, 2017



26 Curtis E.A. Karnow
27 Judge of The Superior Court

CERTIFICATE OF ELECTRONIC SERVICE
(CCP 1010.6(6) & CRC 2.260(g))

I, DANIAL LEMIRE, a Deputy Clerk of the Superior Court of the County of San Francisco, certify that I am not a party to the within action.

On **JUN 8 - 2017**, I electronically served THE ATTACHED DOCUMENT via File & ServeXpress on the recipients designated on the Transaction Receipt located on the File & ServeXpress website.

Dated: **JUN 8 - 2017**

T. Michael Yuen, Clerk

By: 

DANIAL LEMIRE, Deputy Clerk