Jun 23 2015 04:36 Transaction ID 57448486



GRANTED IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE LEV and DINA LUVISHIS, individually and on behalf of all others similarly situated. Plaintiff, C.A. No. 11027-CB v. CYAN, INC., MARK A. FLOYD, MICHAEL L. HATFIELD, PROMOD HAQUE, M. NIEL RANSOM, MICHAEL J. BOUSTRIDGE, PAUL A. FERRIS, ROBERT E. SWITZ, CIENA CORPORATION, and NEPTUNE ACQUISITION SUBSIDIARY, INC., Defendants. AARON POLL, On Behalf of Himself and All Others Similarly Situated, Plaintiff. v. C.A. No. 11028-CB CYAN, INC., MARK A. FLOYD, MICHAEL J. BOUSTRIDGE, PAUL A. FERRIS, PROMOD HAQUE, MICHAEL L. HATFIELD, M. NIEL RANSOM, ROBERT E. SWITZ, CIENA CORPORATION, AND NEPTUNE ACQUISITION SUBSIDIARY, INC.,

Defendants.

[ADDITIONAL CAPTIONS TO FOLLOW]

MICHAEL CANZANO, Individually and On Behalf of All Others Similarly Situated,	
Plaintiff,	
V.	C.A. No. 11052-CB
MARK A. FLOYD, MICHAEL L. HATFIELD, PROMOD HAQUE, PAUL A. FERRIS, MICHAEL J. BOUSTRIDGE, M. NIEL RANSOM, ROBERT E. SWITZ, CIENA CORPORATION, and NEPTUNE ACQUISITION SUBSIDIARY, INC.,	
Defendants. MARY KASSIS, Individually and On Behalf of All Others Similarly Situated,	
Plaintiff,	
v. CYAN, INC., MARK FLOYD, MICHAEL BOUSTRIDGE, PAUL FERRIS, PROMOD HAQUE, MICHAEL HATFIELD, NEIL RANSOM, ROBERT SWITZ, CIENA CORPORATION, & NEPTUNE ACQUISITION SUBSIDIARY,INC.,	C.A. No. 11069-CB
Defendants.	

[ADDITIONAL CAPTION TO FOLLOW]

JOHN E. FENSKE, Individually and On Behalf of All Others Similarly Situated,

Plaintiff,

v.

CYAN, INC., MARK FLOYD, MICHAEL BOUSTRIDGE, PAUL FERRIS, PROMOD HAQUE, MICHAEL HATFIELD, NEIL RANSOM, ROBERT SWITZ, CIENA CORPORATION, and NEPTUNE ACQUISITION SUBSIDIARY, INC., C.A. No. 11090-CB

Defendants.

[PROPOSED] ORDER FOR CONSOLIDATION OF RELATED ACTIONS AND APPOINTMENT OF CO-LEAD PLAINTIFFS <u>AND CO-LEAD COUNSEL</u>

WHEREAS, on May 3, 2015, Cyan, Inc. ("Cyan" or the "Company") and Ciena Corporation ("Ciena") entered into an Agreement and Plan of Merger whereby Ciena, through its wholly-owned subsidiary, Neptune Acquisition Subsidiary, Inc. ("Merger Sub"), will acquire all of the outstanding shares of Cyan in a deal valued at \$335 million, net of cash, with Cyan stockholders receiving a fixed exchange ratio of 0.224 shares of Ciena common stock (89% of which will be delivered in Ciena common stock and 11% to be delivered in cash based on the value of Ciena common stock at closing), for an estimated deal consideration (as of May 3, 2015) of \$4.75 per share (the "Proposed Transaction"); WHEREAS, on May 15, 2015, Lev and Dina Luvishis, both purported Cyan stockholders, brought an action on behalf of themselves and the Company's stockholders in this Court captioned *Luvishis v. Cyan, Inc.*, C.A. No. 11027-CB, against the board of directors of Cyan (the "Board") alleging that the Board breached its fiduciary duties to the Company's public stockholders in connection with the Proposed Transaction and that Ciena and Merger Sub aided and abetted the Board's breaches of fiduciary duty;

WHEREAS, on May 15, 2015, Aaron Poll, a purported Cyan stockholder, brought an action on behalf of herself and the Company's stockholders in this Court captioned *Poll v. Cyan, Inc.*, C.A. No. 11028-CB, against the Board alleging that it breached its fiduciary duties to the Company's public stockholders in connection with the Proposed Transaction and that Ciena and Merger Sub aided and abetted the Board's breaches of fiduciary duty;

WHEREAS, on May 20, 2015, Michael Canzano, a purported Cyan stockholder, brought an action on behalf of himself and the Company's stockholders in this Court captioned *Canzano v. Mark A. Floyd*, C.A. No. 11052-CB, against the Board alleging that it breached its fiduciary duties to the Company's public stockholders in connection with the Proposed Transaction and that Ciena and Merger Sub aided and abetted the Board's breaches of fiduciary duty;

4

WHEREAS, on May 27, 2015, Mary Kassis, a purported Cyan stockholder, brought an action on behalf of herself and the Company's stockholders in this Court captioned *Kassis v. Cyan, Inc.*, C.A. No. 11069-CB, against the Board alleging that it breached its fiduciary duties to the Company's public stockholders in connection with the Proposed Transaction and that Ciena and Merger Sub aided and abetted the Board's breaches of fiduciary duty;

WHEREAS, on June 3, 2015, John E. Fenske, a purported Cyan stockholder, brought an action on behalf of himself and the Company's stockholders in this Court captioned *Fenske v. Cyan, Inc.*, C.A. No. 11090-CB, against the Board alleging that it breached its fiduciary duties to the Company's public stockholders in connection with the Proposed Transaction and that Ciena and Merger Sub aided and abetted the Board's breaches of fiduciary duty;

WHEREAS, it appearing that the above-captioned actions involve the same subject matter, and that the administration of justice would be best served by consolidating the actions,

IT IS HEREBY ORDERED this _____ day of _____, 2015:

1. The above-captioned actions shall be consolidated for all purposes and are referred to herein as the "Consolidated Action."

2. Hereafter, papers need only be filed in Civil Action No. 11027-CB.

- 3. The caption of the Consolidated Action shall be as follows:
 - 5

IN RE CYAN, INC.) CONSOLIDATEDSTOCKHOLDER LITIGATION) C.A. No. 11027-CB

4. The law firms of FARUQI & FARUQI, LLP, 20 Montchanin Road, Suite 145 Wilmington, DE 19807 and 369 Lexington Ave., Tenth Floor, New York, NY 10017, LEVI & KORSINSKY, LLP, 30 Broad Street, 24th Floor, New York, NY 10004, and RIGRODSKY & LONG, P.A., 2 Righter Parkway, Suite 120, Wilmington, DE 19803 are hereby designated as Co-Lead Counsel for Plaintiffs ("Co-Lead Counsel").

5. Lev and Dina Luvishis, Aaron Poll, and Michael Canzano are hereby designated Co-Lead Plaintiffs.

6. All documents previously filed to date in any of the cases consolidated herein are deemed filed and are a part of the record in the Consolidated Action. Defendants accept service of the complaints filed in the above-captioned actions, but defendants shall have no obligation to respond or file an answer to the complaints filed in the actions. A consolidated amended complaint shall be filed in the Consolidated Action and shall be deemed the operative complaint and shall supersede all previous complaints filed in any of the above-captioned actions or any other action subsequently consolidated herewith. Defendants shall answer or move to dismiss the consolidated amended complaint within thirty (30) days of the filing of the consolidated amended complaint.

7. Co-Lead Counsel shall set policy for plaintiffs for the prosecution of this litigation, delegate and monitor the work performed by plaintiffs' attorneys to ensure that there is no duplication of effort or unnecessary expense, coordinate on behalf of plaintiffs the initiation and conduct of discovery proceedings, and provide supervision and coordination of the activities of plaintiffs' counsel. Co-Lead Counsel shall have the authority to negotiate a settlement, subject to approval of plaintiffs and the Court. Any agreement reached between counsel for defendants and Co-Lead Counsel shall be binding on all other plaintiffs.

8. Co-Lead Counsel shall assume the following powers and responsibilities:

a. coordinate and direct the preparation of pleadings;

b. coordinate and direct the briefing and argument of motions;

c. coordinate and direct the conduct of discovery and other pretrial proceedings;

d. coordinate and direct class certification proceedings;

e. coordinate the selection of counsel to act as plaintiffs' spokesperson at pretrial conferences;

f. call meetings of plaintiffs' counsel as they deem necessary and appropriate from time to time;

7

g. conduct any and all settlement negotiations with counsel for the Defendants;

h. coordinate and direct the preparation for trial and trial of this matter, and to delegate work responsibilities to selected counsel as may be required; and

i. coordinate and direct any other matters concerning the prosecution or resolution of the Consolidated Action.

9. This Order shall apply to this Consolidated Action and any futurefiled actions relating to the subject matter of this case. When a case that properly belongs as part of the Consolidated Action is hereafter filed in the Court, this Court requests the assistance of Co-Lead Counsel in calling to the attention of the Court the filing of any case which might properly be consolidated as part of the Consolidated Action, and Co-Lead Counsel are to assist in assuring that counsel in subsequent actions receive notice of this Order.

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:	Multi-Case
File & Serve Transaction ID:	57427596
Current Date:	Jun 23, 2015
Case Number:	Multi-Case
Case Name:	Multi-Case
/s/ Judge Bouchard, Andre G	