

ZORAN CORPORATION

CHARTER OF THE RISK ASSESSMENT COMMITTEE

I. Purpose

This Charter specifies the scope of the responsibilities of the Risk Assessment Committee (“**Committee**”) of the Board of Directors (“**Board**”) of Zoran Corporation (“**Company**”) and the manner in which those responsibilities shall be performed, including its structure, processes and membership requirements.

The primary purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities by (i) assessing and reporting to the Board on the Company’s risk environment, including its material strategic, and operational risks, (ii) ensuring that management understands and accepts its responsibility for identifying, assessing, and managing risk, (iii) facilitating management’s strategic focus on the Company’s risk management vision and its evolution, (iv) verifying that the guidelines and policies governing the process by which risk assessment and management is undertaken and handled are comprehensive and evolve in relation to the risk profile of the Company, and (v) reviewing those risks that the Committee and management deem material to the Company’s stockholders. Management retains responsibility for all day-to-day activities of the Company, including risk management.

II. Organization and Membership Requirements

The Committee shall be comprised of at least two directors who satisfy the independence requirements of the Nasdaq Stock Market, plus the Company’s Chief Executive Officer (provided he or she is a member of the Board).

The members of the Committee shall be appointed by the Board and shall serve until their successors are duly elected and qualified or their earlier resignation or removal. Any member of the Committee may be removed or replaced by the Board. Unless a chairman of the Committee is elected by the full Board, the members of the Committee may designate a chairman by majority vote of the full Committee membership. The Committee may, from time to time, delegate duties or responsibilities to subcommittees or to one member of the Committee.

III. Meetings

The Committee shall meet as often as it deems appropriate, but not less frequently than annually, and may meet with management or individual directors at any time it deems appropriate to discuss any matters before the Committee.

A majority of the members shall represent a quorum of the Committee, and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee.

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

IV. Committee Authority and Responsibility

To fulfill its responsibilities and duties hereunder, the Committee shall:

1. Oversee the development of policies and procedures designed to assess, define, measure, identify, and report on material strategic and operational risks, and oversee the establishment and communication of risk management controls.
2. Regularly communicate with members of management and periodically receive reports from management on matters relating to Company-wide and operating unit-specific risk.
3. Evaluate material risk exposures identified by management or the Committee and report to the Board.
4. Review the sufficiency of personnel, records, systems, processes and other risk management controls.
5. Provide oversight for information technology security and risk.
6. Report regularly to the Board with respect to such matters as are relevant to the Committee's discharge of its responsibilities, provide such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report.
7. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

The Committee shall have the authority to obtain advice or assistance from legal counsel, accounting or other advisors as appropriate to perform its duties hereunder. The fees and costs of any consultant or advisor engaged by the Committee to assist it in performing its duties hereunder shall be borne by the Company.