

EXHIBIT B

1 On the ____ day of _____, 2016, a hearing having been held before
2 this Court to determine: (1) whether the terms and conditions of the Stipulation of
3 Settlement dated February 25, 2016 (the “Stipulation”) are fair, reasonable and
4 adequate for the settlement of all claims asserted by (i) the Settlement Class against
5 (ii) NetSol Technologies, Inc. (“NetSol” or the “Company”) and Najeeb Ghauri
6 (collectively, “Defendants”); and (2) whether to approve the proposed Plan of
7 Allocation as a fair and reasonable method to allocate the Net Settlement Fund
8 among Settlement Class Members; and

9 The Court having considered all matters submitted to it at the hearing and
10 otherwise; and it appearing that the Notice substantially in the form approved by the
11 Court in the Court’s Order Preliminarily Approving Settlement and Providing For
12 Notice (“Preliminary Approval Order”) was mailed to all reasonably identifiable
13 Settlement Class Members; and

14 It appearing that the Summary Notice substantially in the form approved by
15 the Court in the Preliminary Approval Order was published in accordance with that
16 Order and the specifications of the Court;

17 NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND
18 DECREED THAT:

19 1. This Judgment incorporates by reference the Stipulation, and all
20 capitalized terms used, and not defined herein, have the same meanings as set forth
21 and defined in the Stipulation.

22 2. The Court has jurisdiction over the subject matter of the Litigation,
23 Plaintiff, all Settlement Class Members, and Defendants.

24 3. For purposes of this Settlement, this is a class action on behalf of all
25 Persons (including, without limitation, their beneficiaries) who purchased the
26 common stock of NetSol between October 24, 2013, and November 8, 2013,
27 inclusive. Excluded from the Settlement Class are (i) persons who suffered no
28 compensable losses, *e.g.*, those who bought NetSol common stock during the Class

1 Period but sold prior to any alleged corrective disclosure; (ii) Opt-Outs (*i.e.*, those
2 persons who file valid and timely request for exclusion in accordance with this
3 Order); and (iii) Defendants and any entity in which the Defendants have a
4 controlling interest, and the officers, directors, affiliates, legal representatives,
5 immediate family members, heirs, successors, subsidiaries and/or assigns of any
6 such individual or entity in their capacity as such.

7 4. The Court hereby finds that the forms and methods of notifying the
8 Settlement Class of the Settlement and its terms and conditions met the
9 requirements of due process and Rule 23 of the Federal Rules of Civil Procedure,
10 Section 21D(a)(7) of the Exchange Act, 15 U.S.C. § 78u-4(a)(7), as amended by the
11 Private Securities Litigation Reform Act of 1995; constituted the best notice
12 practicable under the circumstances; and constituted due and sufficient notice to all
13 persons and entities entitled thereto of these proceedings and the matters set forth
14 herein, including the Settlement and Plan of Allocation, to all persons entitled to
15 such notice. No Settlement Class Member is relieved from the terms of the
16 Settlement, including the releases provided for therein, based upon the contention
17 or proof that such Settlement Class Member failed to receive actual or adequate
18 notice. A full opportunity has been offered to the Settlement Class Members to
19 object to the proposed Settlement and to participate in the hearing thereon. The
20 Court further finds that the notice provisions of the Class Action Fairness Act, 28
21 U.S.C. § 1715, were fully discharged. Thus, it is hereby determined that all
22 members of the Class are bound by this Final Judgment and Order except those
23 persons listed on Exhibit A to this Final Judgment and Order.

24 5. The Settlement is approved as fair, reasonable and adequate, and in the
25 best interests of the Class. Plaintiff and Defendants are directed to consummate the
26 Settlement in accordance with the terms and provisions of the Stipulation.

27 6. The Litigation and the First Amended Consolidated Complaint
28 (“Complaint”) are hereby dismissed with prejudice and without costs.

1 7. The Releasing Parties hereby release and forever discharge the
2 Released Parties from any and all Released Claims. The Releasing Parties, and
3 anyone acting or purporting to act for any of them, are hereby permanently and
4 forever enjoined from prosecuting, attempting to prosecute, or assisting others in the
5 prosecution of the Released Claims against the Released Parties.

6 8. Each of the Defendants, including any and all of their respective
7 successors in interest or assigns, hereby release and forever discharge any and all
8 Defendants' claims which arise out of, concern or relate to the institution,
9 prosecution, settlement or dismissal of the Action against the Plaintiff, any of the
10 Settlement Class Members and any of their counsel, including Plaintiff's Counsel.

11 9. The Court hereby finds that the proposed Plan of Allocation is a fair
12 and reasonable method to allocate the Net Settlement Fund among Settlement Class
13 Members.

14 10. In accordance with 15 U.S.C. § 78u-4(f)(7) and any other applicable
15 law or regulation, any and all claims which are brought by any Person or entity
16 against Defendants (a) for contribution or indemnification arising out of any
17 Released Claims, or (b) where the damage to the claimant is measured by reference
18 to the claimant's liability to the Plaintiff or the Settlement Class, are hereby
19 permanently barred and discharged. Any such claims brought by Defendants
20 against any Person or entity (other than Persons or entities whose liability to
21 Plaintiff or the Settlement Class is extinguished by this Judgment) are likewise
22 permanently barred and discharged. Further, nothing in this Stipulation shall apply
23 to bar or otherwise affect any claim for insurance coverage by any Defendant.

24 11. The Court finds that all parties and their counsel have complied with
25 each requirement of Rule 11 of the Federal Rules of Civil Procedure as to all
26 proceedings herein.

27 12. Neither this Final Judgment and Order, the Stipulation, nor any of the
28 negotiations, documents or proceedings connected with them shall be:

1 (a) referred to or used against Defendants or against Plaintiff or the
2 Settlement Class as evidence of wrongdoing by anyone;

3 (b) construed against Defendants or against Plaintiff or the
4 Settlement Class as an admission or concession that the consideration to be
5 given hereunder represents the amount which could be or would have been
6 recovered after trial;

7 (c) construed as, or received in evidence as, an admission,
8 concession or presumption against the Settlement Class or any of them, that
9 any of their claims are without merit or that damages potentially recoverable
10 under the Complaint would not have exceeded the Settlement Fund; or

11 (d) used or construed as an admission of any fault, liability or
12 wrongdoing by any person or entity, or offered or received in evidence as an
13 admission, concession, presumption or inference against any of the
14 Defendants in any proceeding other than such proceedings as may be
15 necessary to consummate or enforce the Stipulation.

16 13. Exclusive jurisdiction is hereby retained over Defendants and the
17 Settlement Class Members for all matters relating to the Litigation, including the
18 administration, interpretation, effectuation or enforcement of the Stipulation or
19 Settlement and this Final Judgment and Order, and including any application for
20 fees and expenses incurred in connection with administering and distributing the
21 settlement proceeds to the Settlement Class Members.

22 14. Without further order of the Court, Defendants and Plaintiff may agree
23 to reasonable extensions of time to carry out any of the provisions of the
24 Stipulation.

25 15. There is no just reason for delay in the entry of this Final Judgment
26 and Order, and immediate entry by the Clerk of the Court is directed pursuant to
27 Rule 54(b) of the Federal Rules of Civil Procedure.

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1 16. The finality of this Final Judgment and Order shall not be affected, in
2 any manner, by rulings that the Court may make on Plaintiffs' Counsel's
3 application for an award of attorneys' fees and expenses and/or case contribution
4 award.

5 17. In the event that the Settlement does not become final and effective in
6 accordance with the terms and conditions set forth in the Stipulation, then this Final
7 Judgment and Order shall be rendered null and void and be vacated and the
8 Settlement and all orders entered in connection therewith shall be rendered null and
9 void (except as provided in paragraphs 3, 4, 8.2, 10.6, 10.7, 10.8, 10.9, and 12.1 in
10 the Stipulation), and the parties shall be deemed to have reverted to their respective
11 status prior to the execution of this Stipulation, and they shall proceed in all
12 respects as if the Stipulation had not been executed and the related orders had not
13 been entered, preserving in that event all of their respective claims and defenses in
14 the Litigation, and shall revert to their respective positions in the Litigation.

15 IT IS SO ORDERED.

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17 Dated: _____, 2016

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20 The Honorable Percy Anderson
21 United States District Judge
22 Central District of California
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