

ORGANIZATIONAL REGULATIONS

of

DATACOLOR AG

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Table of content

1	BASICS	3
2	EXECUTIVE BODIES.....	3
3	BOARD OF DIRECTORS	4
3.1	Functions and delegation	4
3.2	Non exhaustive list of duties.....	5
3.3	Composition	6
3.4	Constitution	6
3.5	Meeting of the Board of Directors.....	7
3.5.1	Convening of meetings.....	7
3.5.2	Resolutions	7
3.5.3	Minutes	8
3.6	Information and Reporting	8
3.7	Remuneration.....	8
4	CHAIRMAN OF THE BOARD OF DIRECTORS	9
4.1	Appointment.....	9
4.2	Responsibilities	9
4.3	Reporting	10
5	CHIEF EXECUTIVE OFFICER (CEO).....	10
5.1	Powers and duties.....	10
5.2	Reporting	11
6	CHIEF FINANCIAL OFFICER (CFO).....	11
6.1	Responsibility in general	11
6.2	Strategic corporate planning.....	11
6.3	Finance and accounting	11
6.4	Mergers and divestments	12
6.5	Further responsibilities	12
6.6	Reporting	12
7	GENERAL PROVISIONS	13
7.1	Signatory power	13
7.2	Confidentiality and return of documents	13
7.3	Conflicts of Interests.....	13
7.3.1	General provisions	13
7.3.2	Dealing with conflicts of interests and insider knowledge	14
7.4	Ad-hoc publicity and prevention of insider trading	14
8	FINAL PROVISIONS	14

1 BASICS

1. Datacolor AG (hereinafter referred to as “**DC**”) holds and manages interests in companies of any kind in Switzerland and abroad (hereinafter referred to as “**Group companies**”) in accordance with its purpose stipulated in article 3 of Bylaw; DC and the Group companies will hereinafter be referred to as “**DC Group**”.
2. In order to ensure careful and efficient management of the DC Group in accordance with the law and Bylaw, the Board of Directors adopts the Organizational Regulations at hand, based on art. 716b of the Swiss Code of Obligations (hereinafter referred to as “**CO**”) and art. 19 para. 2 of DC's Bylaw. Furthermore, these Organizational Regulations strive to integrate recommendations related to corporate governance and the Swiss Code of Best Practice for the DC Group.
3. In accordance to DC's function as the controlling company or the parent company of DC Group, the bodies of DC not only take decisions for DC alone, but also, pursuant to the present Organizational Regulations, set guidelines for the Group companies. However, the legal independence and the statutory responsibility of the Group companies' bodies are to be maintained at all times. Nevertheless, DC's bodies take measures to prevent liabilities originating from Group companies and liabilities from piercing the corporate veil.
4. DC ensures that the Group companies are organised in accordance with applicable legislation. In addition, an unobstructed and rapid flow of information between the Group companies and DC's responsible bodies is ensured as well.
5. In particular, the Organizational Regulations define the management of DC and DC Group, describe the rights and duties of the executive bodies and the reporting and flow of information.
6. The Organizational Regulations alone (i.e. without additional regulations or appendices) address the strategic level of DC Group (internal organisation, operation and powers and responsibilities of the corporate bodies and persons of DC).

2 EXECUTIVE BODIES

1. DC may have in addition to the Board of Directors the following executive bodies:
 - a) Audit Committee;
 - b) Finance Committee;
 - c) Human Resources and Compensation Committee;
 - d) Chairman of the Board of Directors;
 - e) Chief Executive Officer (CEO);
 - f) Chief Financial Officer (CFO);
2. In addition, the forming of ad-hoc committees is permitted.

3 BOARD OF DIRECTORS

3.1 Functions and delegation

1. The Board of Directors is the highest executive body of DC and DC Group and as a whole is responsible for the overall ultimate and supervision of the executive board of DC and DC Group.
2. The Board of Directors sets the strategic goals, the way to achieve these and appoints persons to conduct the affairs of DC with all due diligence and acting in DC Group's interest.
3. The Board of Directors has the right and the duty to pass resolutions on all matters that are not explicitly reserved or transferred to another body of DC by law, Bylaw or by regulations. The Board of Directors takes in particular fundamental decisions governing the activities of DC and DC Group.
4. The Board of Directors assumes the following non-transferable and inalienable duties in accordance with art. 716a CO and art. 21 of Bylaw, including the definition of the organisation of DC and DC Group:
 - a) ultimate management of DC and the issuance of the necessary directives;
 - b) establishment of the organization;
 - c) structuring of the accounting system and of the financial controls, as well as the financial planning;
 - d) appointment and removal of the persons entrusted with the management and representation of the Corporation;
 - e) ultimate supervision of the persons entrusted with the management, in particular with respect to compliance with the law, Bylaw, regulations and directives;
 - f) preparation of the business report, as well as the shareholders' meeting and the implementation of the shareholders' resolutions;
 - g) information of the judge in the event of overindebtedness.
5. The Board of Directors may delegate the operational responsibility and the executive board of DC and DC Group as well as the preparation and implementation of its decisions or the supervision of business activities entirely or in part to individual members or to third parties or to committees to the extent permitted by the mandatory statutory provisions, Bylaw and the Organizational Regulations. For this purpose, the Board of Directors appoints a Chief Executive Officer (hereinafter referred to as "**CEO**") as well as a Chief Financial Officer (hereinafter referred to as "**CFO**"). Furthermore, the Board of Directors may create a Finance Committee as well as a Human Resources and Compensation Committee and an Audit Committee and prepares, as the case may be, the respective separate regulations.

3.2 Non exhaustive list of duties

1. The Board of Directors - in some cases in collaboration with the CEO - specifically has the following duties:
 - a) Providing overall direction, issuing of necessary directives and overall supervision of DC and DC Group;
 - b) Defining the business policy, long-term planning and the strategic goals of DC and DC Group;
 - c) Determining the organization of DC and DC Group and, in particular, adopting and amending all aspects of the Organizational Regulations;
 - d) Major strategic decisions of DC and DC Group (including the conduct towards business partner, banks and authorities);
 - e) Determining the strategy and adopting guidelines necessary to carry these out to the attention of other executive bodies;
 - f) Approving the budget of DC and DC Group as well as expenses and obligations beyond the approved budget;
 - g) Defining the accounting rules to be adopted and the financial control and defining the annual planning (including annual business goals, liquidity planning, financial planning and investment planning for DC and DC Group);
 - h) Approving and amending the accounting and depreciation principles of DC or DC Group;
 - i) Delisting DC's shares or listing of DC Group's shares at a stock exchange;
 - j) Approving changes in the group of consolidated companies of DC Group, approving transactions with regard to participations in other companies (including incorporations, acquisitions, capital increases, sales, liquidations, etc.), mergers with other companies (mergers, cooperations, joint ventures, etc.) and establishing or closing branch offices;
 - k) Appointing and dismissing DC Group's executive board;
 - l) Granting signatory powers for DC Group;
 - m) Preparing DC's shareholders' meetings and implementing its resolutions;
 - n) Adopting DC's annual report;
 - o) Disclosing transactions with own shares of DC in compliance with the applicable thresholds and deadlines;
 - p) Filing and attending to major court, arbitration and administrative proceedings or other dealings with courts or authorities, namely outside the normal business course of DC and DC Group;

- q) Informing the judge in the event of DC's excessive indebtedness.
2. In order to define the Board of Directors' and other executive bodies' tasks and competencies in more detail, the Board of Directors may introduce a functions diagram.
 3. The present Organizational Regulations and, if introduced, the functions diagram clearly define tasks and competences of the involved persons. If there are uncertainties with regard to the responsibilities or their allocation amongst the executive bodies, the Board of Directors decides. The Board of Directors may reserve the right to approve significant business deals.

3.3 Composition

1. The Board of Directors consists of at least three members. The Board of Directors shall be small enough to remain efficient in its decision-taking and large enough to be able to allocate the specific duties adequately amongst its members.
2. The aim is to achieve a balanced composition; the Board of Directors shall take this into consideration when proposing elections of the Board of Directors to DC's shareholders' meeting. The members of the Board of Directors shall bring in their experience and knowledge from different areas, particularly industry experience. A majority of the Board members shall be persons with no operational management responsibilities in the DC Group.
3. The Board of Directors shall ensure an appropriate renewal of its composition and defines the criteria for the selection of the candidates. The Human Resources and Compensation Committee shall plan successions and propose potential candidates to the Board of Directors. The Board of Directors shall ensure an appropriate introduction of new members of the Board of Directors and, if necessary, task-related training.

3.4 Constitution

1. The Board of Directors constitutes itself in the first meeting following the ordinary shareholders' meeting.
2. The Board of Directors elects a Chairman and a Deputy Chairman amongst its members. If the Chairman is not present, the Deputy Chairman chairs the meetings and assumes all other duties of the Chairman as laid out in the Organizational Regulations.
3. The term of office of both the Chairman and the Deputy Chairman of the Board of Directors corresponds to their Board membership, provided they do not resign or are voted out of office prematurely.
4. The Board of Directors may appoint a Secretary who does not necessarily have to be a member of DC's Board of Directors.

3.5 Meeting of the Board of Directors

3.5.1 Convening of meetings

1. The Board of Directors meets at the verbal or written invitation of its Chairman - or, in his/her absence, of the Deputy Chairman - as often as the business requires such meetings, but in general at least four times a year. The Board of Directors meets even at short notice, if necessary.
2. Any member of the Board of Directors may request that the Chairman convenes a meeting by stating reasons and the items to be placed on the agenda. The Chairman - or, in his/her absence, the Deputy Chairman - shall convene the meeting within 14 days upon receipt of the respective request. In addition, each member may request that items are added to the respective meeting's agenda.
3. As a rule, a meeting is convened at least ten days in advance in writing or via another appropriate mean, including the indication of the agenda items as well as relevant and carefully prepared documents for the meeting. If in exceptional cases the Chairman desists from doing so, the documents shall be made available prior to the meeting in order to give the participants sufficient time to read them. If the meeting is not convened within ten days upon request of a member of the Board of Directors, the respective member may convene the meeting himself/herself. In urgent cases a meeting may be held on a shorter notice.
4. Beside the Secretary, the Board of Directors may invite or bring along third parties to the meeting, either permanently or ad hoc, who do not necessarily have to be members of the Board of Directors. These persons have neither the right to vote nor to propose a motion.
5. In addition, the Board of Directors will, inasmuch as it deems it necessary for the agenda items of DC or DC Group, call in the CEO, the CFO or any other members of the executive board in a consulting function. As a rule, the persons responsible for an agenda item are to be personally present at a meeting; persons who are indispensable for clarifying issues must at least be reachable.
6. As a general rule, the CEO attends the meetings of the Board of Directors and may advise the Board of Directors. The participation of other persons lies in the discretion of the Chairman of the Board of Directors.
7. No resolutions shall be taken on items which were not on the agenda of the meeting, unless all members of the Board of Directors are present at the meeting (including via telephone-/video-conference or other means of direct communication).

3.5.2 Resolutions

1. The Board of Directors may only adopt resolutions if the majority of the members of the Board of Directors are present, either in person or via telephone/video-conferencing. Absent members of the Board of Directors cannot be represented.
2. Board resolutions shall be passed by majority of the votes cast. In the event of a tie, the Chairman, or the Deputy Chairman in the case of the Chairman's absence or

abstention, has the casting vote.

3. Board resolutions may also be passed by way of circular letter or by another suitable means (e.g. telephone-/video-conference, email), provided none of the members of the Board of Directors requests deliberations.
4. For resolutions requiring the form of a public deed the presence of one member of the Board of Directors is sufficient.

3.5.3 Minutes

1. Minutes will be taken on the deliberations and resolutions of the Board of Directors. These will be signed by the Chairman or the person chairing the meeting and the - keeper of the minutes. The Board of Directors shall approve the minutes at the following meeting. Resolutions by way of circular letter must be recorded in the next minutes.
2. The minutes shall be made available to all members of the Board of Directors prior to the next meeting and must be filed in DC's central filing system. The minutes are confidential.

3.6 Information and Reporting

1. Each member of the Board of Directors is entitled to request information concerning all matters of DC and DC Group. In the meetings of the Board of Directors, the Chairman, or upon instruction of the Chairman, the CEO or CFO informs the Board of Directors about the ongoing business. In case of extraordinary events, the Board of Directors shall be advised immediately by the Chairman of the Board of Directors.
2. Outside of meetings of the Board of Directors, a member of the Board of Directors may request information from the persons entrusted with the executive board concerning the general course of the business and concerning particular aspects of the course of business of DC and DC Group upon authorization by the Chairman of the Board of Directors. The respective member of the Board of Directors shall address a written request to the Chairman stating the reasons for his/her request.
3. To the extent it is necessary for the fulfillment of the duties of the members of the Board of Directors, any member may request for the authorization of the inspection of the books and records of DC and DC Group. In case that the Chairman rejects a request for information, hearing or inspection, the Board of Directors shall decide on the respective request.

3.7 Remuneration

1. The members of the Board of Directors are entitled to being reimbursed for costs incurred on behalf of DC and DC Group as well as to a remuneration corresponding to their activity and function, which is decided upon by the Board of Directors in a separate resolution.
2. Additional compensation may be granted for extraordinary efforts above and beyond normal Board activities.

4 CHAIRMAN OF THE BOARD OF DIRECTORS

4.1 Appointment

The Board of Directors elects a Chairman amongst its members. Once his/her membership to DC's Board of Directors ends, his/her office as Chairman also ends.

4.2 Responsibilities

1. The Chairman is responsible for the following tasks:
 - a) Organization and preparation of the agenda for the meetings of shareholders and of the Board of Directors;
 - b) Convening, preparation and chairing of the meetings of the Board of Directors as well as the proper deliberation, resolution and execution of the resolutions of the Board of Directors;
 - c) Signing of the minutes of the meetings of the Board of Directors, together with the Secretary of the Board of Directors;
 - d) Collection and distribution of information to the Board of Directors regarding pending decisions of the Board of Directors;
 - e) Chairing of the shareholders' meetings of DC;
 - f) Signing of applications to the Commercial Register on behalf of DC, together with another board member in accordance with the Ordinance on the Commercial Register;
 - g) Control and management of the shareholders' register;
 - h) Supervision of all persons responsible for the operational management of DC Group;
 - i) Organization of the reporting to the Board of Directors as well between the Board of Directors and the executive board;
 - j) Representation of DC and DC Group towards persons and entities inside and outside of DC and DC Group;
 - k) Communication with the shareholders;
 - l) Coordination of the communication with the public;
 - m) Monitoring of the preparation of DC's annual reports.
2. Should the Chairman of the Board of Directors be unable to exercise his/her functions, the functions shall be assumed in the following order by: (a) the Deputy Chairman, (b) another member of the Board of Directors, appointed amongst its members.
3. Moreover, the Chairman is responsible for an adequate information policy, which is

defined in detail in the Regulation on Information.

4.3 Reporting

1. The Chairman is continuously and comprehensively informed on all matters on the course of business of DC and DC Group as well as on all major business activities in the group companies.
2. Information is primarily provided by the CEO and the CFO.
3. Extraordinary events shall be reported to the Chairman without any delay.

5 CHIEF EXECUTIVE OFFICER (CEO)

5.1 Powers and duties

1. The CEO is fully and primarily responsible for the management of DC and DC Group. The CEO bears the highest executive responsibility and is in particular responsible for the execution of resolutions of the Board of Directors and for the proper fulfillment of the tasks delegated to him/her.
2. The CEO shall have all the powers and duties that are not explicitly reserved to the Board of Directors, its Chairman, the Finance Committee, the Audit Committee, the Human Resources and Compensation Committee or the statutory auditors by law or these Organizational Rules.
3. In particular, the CEO shall have the following responsibilities:
 - a) Establishment of a management organization enabling DC and DC Group to operate its business effectively in accordance with the strategy and the basic organization approved by the Board of Directors;
 - b) Management and control of the daily business of DC and DC Group;
 - c) Issuance of internal rules and regulations for the management - including rules for the organization of the executive board and the preparation, calling and chairing of the meetings of the executive board;
 - d) Provision of all information and documents necessary to the Board of Directors;
 - e) Implementation of the resolutions passed by the Board of Directors or its Committees;
 - f) Proposals for the approval of transactions to be resolved by the Board of Directors.

5.2 Reporting

1. Prior to each meeting of the Board of Directors the CEO shall report and provide expedient information to the Chairman of the Board of Directors on the management and the status and development of the course of business of DC and DC Group and, thereafter, report to the meeting of the Board of Directors on the said status in a manner agreed upon from time to time between the Board of Directors and the CEO.
2. Apart from the reporting and provision of information as described above, the CEO reports regularly to the Chairman and, in case of any extraordinary event and any change within DC and DC Group, immediately to the Chairman.

6 CHIEF FINANCIAL OFFICER (CFO)

6.1 Responsibility in general

The CFO is responsible for the management of all financial matters of DC and DC Group. The CFO has the authority to issue directives to the employees in the finance department of DC and DC Group. He is responsible for the correct implementation of resolutions taken by the Board of Directors, by the CEO as well as his/her own. The CFO shall apply state of the art of management methods.

6.2 Strategic corporate planning

1. The CFO supports the CEO in matters of financial strategy, in particular with regard to corporate development and financial goals of the DC Group and associated business units. It is the CFO's responsibility that the financial Group strategy is properly implemented.
2. It is the CFO's responsibility to assess potential financial consequences of important business decisions beforehand. In addition, he/she supports the CEO in evaluating the performance of the Group and its business units.

6.3 Finance and accounting

1. In cooperation with the CEO, the CFO prepares the financial strategy for the DC Group and ensures it is implemented and maintained once it has been approved by the Board of Directors. The financial strategy encompasses among other things the management of assets, cash, risks (interest rates/exchange rates), receivables/payables and cash flow as well as the operational banking relationships.
2. The CFO ensures that there are enough financial resources (short, medium and long-term, equity, borrowed capital, etc.) and makes propositions on how to finance DC Group's investment plans.
3. Within the strategy defined by the Board of Directors and in cooperation with the CEO, the CFO assumes the financial management of DC and the Group companies.

6.4 Mergers and divestments

1. The CFO uses economic analyses to assess potential mergers or divestments on behalf of DC or DC Group.
2. The CFO executes the mergers or divestments that have been decided upon by participating in the negotiations and arranging the necessary legal procedures (e.g. purchase agreement, spin-offs, liquidations) and assuming the responsibility for these.

6.5 Further responsibilities

1. The CFO is responsible that the accounting is correct on all levels of the DC Group and establishes a strategic and operationally effective system of controls. Beforehand, he/she supports the CEO in the Group-wide planning and budgeting process.
2. The CFO ensures an effective internal control of DC's finances. The CFO ensures that the external auditor is able to perform its duties.
3. The CFO supports the Chairman of the Board as contact person for investor relations in regard to finances by assisting in preparations or by giving advice and participating in presentations, road shows, etc. on behalf of the DC Group.
4. The CFO analyses the fiscal structure of DC Group and if necessary proposes required measures to the CEO. The CFO is responsible for executing measures resolved by the Board of Directors in this regard.
5. The CFO analyses the insurance costs and the insurance structure of DC Group and its employees and seeks the best possible solutions (tariffs/benefits). In this context, the CFO monitors the implementation and effectiveness of decisions taken.
6. The CFO manages, in consultation with the CEO, any investment and finance companies of DC Group in Switzerland and abroad.

6.6 Reporting

1. The CFO shall report directly to the CEO and inform the CEO in the regular meetings of the executive board on the status and development of the financial matters and the most important events regarding DC and DC Group.
2. Outside the meetings, the CFO reports to the CEO immediately any extraordinary event and any material change within DC and DC Group as well as any other relevant information concerning affairs of DC and DC Group as requested by the CEO.
3. The CFO shall prior to each meeting of the Board of Directors report to the CEO on the status and development of the financial matters of DC and DC Group and, thereafter, report to the meeting of the Board of Directors on the said status in a manner agreed upon from time to time with the CEO.

7 GENERAL PROVISIONS

7.1 Signatory power

1. The Board of Directors appoints those of its members who shall have the power to sign on behalf of DC and DC Group.
2. The Board of Directors has the authority to determine and to confer the power to sign to other employees of DC or the DC Group.
3. All signatories of DC and DC Group shall sign jointly by two (“signatory power by two”). As a rule, there shall be no persons with sole signatory power in DC and DC Group.

7.2 Confidentiality and return of documents

1. The Board of Directors, the members of the executive board as well as the members of the Committees shall keep confidential all information and documents obtained in connection with the exercise of their function for DC and DC Group, including these Organizational Rules.
2. Persons who have received confidential information shall not disclose its content to third parties, and shall take all measures to prevent third parties from having access to its content.
3. Even after their term of office, all bodies of DC and the DC Group must keep information strictly confidential towards third parties on matters they have come aware of during their activity.
4. Subject to prevailing personal interests, business documents are to be returned to the Secretary of the Board of Directors at the latest after their term of office has ended or at the end of their activity or their destruction must be confirmed in writing.

7.3 Conflicts of Interests

7.3.1 General provisions

1. The Board members are obliged to withdraw if agenda items are discussed that affect their own interests or those of related parties, whether individuals or entities affiliated by capital or votes.
2. Members of the Board of Directors and executive board shall abstain from dealing or exercising their voting rights, if applicable, in matters involving their personal interests or the interests of individuals or entities related to them, excluding their interest as DC shareholders.

7.3.2 Dealing with conflicts of interests and insider knowledge

1. Each member of the executive bodies shall organize his/her personal and business affairs in a way as to prevent conflicts of interests with DC and DC Group. A member of the Board of Directors or executive board who is in a permanent conflict of interest shall no longer fulfill his/her function and shall resign.
2. If there is a conflict of interest, the Board or executive member concerned immediately notifies the Chairman. The Chairman or the Deputy Chairman requests a decision of the Board of Directors based on the degree of the conflict of interest at hand. In any event, this decision is taken in the absence of the member concerned, who is asked for a statement prior to the decision-taking.
3. Whoever has contradicting interests to those of DC Group or represents such interests on behalf of third parties shall abstain from participating in the decision-making process. A person who is constantly in conflict of interest may not serve on DC's Board of Directors or any executive body of DC Group.
4. Transactions between DC Group and members of executive bodies or their related parties are at any rate subject to the "at arm's length" principle; they are approved in absence of the parties concerned. If necessary, a neutral appraisal may be mandated.

7.4 Ad-hoc publicity and prevention of insider trading

1. The Board of Directors defines the principles on ad-hoc publicity, in particular in the Regulations on Information.
2. The Board of Directors verifies in particular whether during critical time periods - for instance in connection with takeover projects, prior to press conferences or prior to the presentation of DC's figures - it must take appropriate measures, e.g. blocking periods, with regard to purchases and sales of DC shares or other sensitive assets.

8 FINAL PROVISIONS

1. The Organizational Regulations become effective on the date of their approval by the Board of Directors. They replace all older versions of the Organizational Regulations.
2. The Board of Directors may amend, supplement or revoke these Organizational Regulations any time. These Organizational Regulations shall be reviewed when necessary, but at least every year at the first meeting of the Board of Directors following the ordinary shareholders' meeting.

Approved by the Board of Directors on November 17, 2011