

# Bylaws of Datacolor AG

## I. Company name, registered office and object

### Article 1

A joint-stock company named

Datacolor AG  
(Datacolor SA)  
(Datacolor Ltd.)

(CHE-103.432.684) has been established in accordance with the provisions of the Swiss Code of Obligations.

**Company**

### Article 2

The Company has its registered office in Lucerne.

**Registered office**

### Article 3

The Company's object is to acquire, hold, manage and sell participations in other enterprises of any kind in Switzerland and abroad. The Company may provide services to the Group companies, in particular in the areas of management and financing.

**Object**

Furthermore, the Company is permitted both in Switzerland and abroad to establish subsidiaries, purchase, encumber and sell real property and generally engage in any business activity which is suitable for furthering its (the Company's) object and the object of the Group companies.

## II. Share capital

### Article 4

The share capital amounts to CHF 168,044, divided into 168,044 registered shares with a nominal value of CHF 1 per share.

**Share capital**

The share capital is fully paid-up.

### Article 4a

The share capital is increased by a maximum amount of CHF 16,804 by issuing no more than 16,804 registered shares with a nominal value of CHF 1 each. The increase takes place through the exercise of option rights granted to the members of the Board of Directors or the employees of the Company or its subsidiaries.

**Conditional capital increase**

Subscription rights for shareholders are excluded.

### Article 5

The Company issues its registered shares in the form of single-share certificates, global bearer certificates or securities rights. If legally possible, the Company is free to convert its shares issued in one of the above forms into another form, at any time and without the shareholders' consent. The Company bears the cost of such a conversion.

**Equities and securities**

If registered shares are issued in the form of single-share certificates or global bearer certificates, they bear the signatures of two Board members. These signatures may be facsimiles.

Shareholders are not entitled to request to have registered shares converted into another form than that in which they have been issued. Shareholders may, however, request the issue of an

attestation of their own registered shares as shown in the share register.

Securities held at an intermediary based on registered shares cannot be ceded. Such securities cannot be ceded as security, either.

**Article 6**

The Company keeps a share register in which the names and addresses of the owners and beneficial owners of registered shares are entered. No new entries are made in the share register during the 22 days before the General Meeting.

**Share ledger**

**III. Organization of the Company**

**Article 7**

The governing and executive bodies of the Company are:

**Organization**

- A. The General Meeting
- B. The Board of Directors
- C. The Auditors

**A. THE GENERAL MEETING**

**Article 8**

The Ordinary General Meeting is held each year within six months of the end of the financial year.

**Ordinary General Meeting**

**Article 9**

Extraordinary General Meetings are held as and when required and in particular

**Extraordinary General Meeting**

- at the request of the Auditors
- at the written request of one or more shareholders accounting for a combined total of at least 1/10 of voting rights, any such request being required to state the items for discussion and the proposals.
- in the cases provided for by the law or by these Bylaws.

**Article 10**

The General Meeting shall be convened by the Board of Directors.

**Convening a General Meeting**

Shareholders shall be invited to attend by publication of a notice at least 20 days in advance of the date of the meeting.

The notice convening the meeting must state the items to be discussed and the proposals tabled by the Board of Directors and by the shareholders who requested the meeting or who requested the inclusion of an item on the agenda.

According to art. 6 of the Company's bylaws, registered shareholders receive an invitation for information purposes at the latest five working days after the share register has been closed, in writing or by email to the address given in the register.

#### **Article 11**

The General Meeting is chaired by the Chairman of the Board of Directors, or in his absence by the Deputy Chairman or another member of the Board of Directors.

The Chairman appoints a minutes secretary, who signs the minutes jointly with the Chairman.

The Chairman designates the necessary tellers.

**Chairman,  
minutes**

#### **Article 12**

Each share carries one vote.

Each shareholder may have another shareholder represent him or her as a proxy. Unless he or she is the shareholder's legal representative, such proxy must present documentary evidence of his or her appointment.

To participate in the General Meeting, shareholders must produce an admission card bearing their name which will be issued on request in advance of the meeting on presentation of evidence of their shareholding.

The Board of Directors will lay down more specific provisions concerning evidence of share ownership and the issuing of admission and voting cards. These provisions will be published with the invitation to the General Meeting.

**Voting rights and  
representation**

#### **Article 13**

The General Meeting will elect an independent proxy and an alternate for that person. Natural persons, legal entities or partnerships are eligible for election.

The term of office of the independent proxy and his alternate will terminate at the end of the next Ordinary General Meeting in each case. Re-election is possible. The General Meeting can dismiss the independent proxy at the end of the General Meeting.

If the Company has no independent proxy or if that person is unsatisfactory due to lack of independence, he will be substituted by the elected alternate. Instructions and authorities already issued will continue to be valid for the alternate, unless a shareholder has expressly directed otherwise.

The Board of Directors will ensure that shareholders are able to issue authorities and directives for the exercise of their voting rights to the independent proxy and his alternate also by electronic means. He is authorized to waive the requirement for qualified signature.

The Board of Directors will ensure that shareholders are able to issue directives to the independent proxy and his alternate on each proposal tabled in the notice convening the meeting, and are able to issue general directives on new proposals relating to the items for discussion and on items for discussion that were not duly notified.

Authorities and directives can only be issued for the upcoming General Meeting in each case. The Board of Directors will lay down more specific provisions concerning evidence of share ownership and the issuing of admission and voting cards. These provisions will be published with the invitation to the General Meeting.

**Independent  
proxy, issuing of  
authorities and  
directives**

#### **Article 14**

The Company's General Meeting has the following non-transferable powers:

- a) Stipulation and amendment of the Bylaws
- b) Election and dismissal of members of the Board of Directors, its Chairman and the members of the remuneration committee;
- c) Election of the Auditors, the independent proxy and his alternate;

**Powers of the  
General Meeting**

- d) Adoption of the annual report and the Group financial statements;
- e) Approval of the annual accounts and passing of resolutions on the appropriation of profits as shown on the balance sheet, in particular setting of the dividend;
- f) Approval of the remuneration of the Board of Directors and senior management;
- g) Discharge of the Board of Directors
- h) Passing of resolutions on matters reserved for the General Meeting by law or under the Bylaws.

The General Meeting will agree on a consultative basis on the Company's remuneration system. Agreement must be reached prior to each significant change to the remuneration system, but at least at every third Ordinary General Meeting.

**Article 15**

Unless the law or these Bylaws specify otherwise, all elections and resolutions adopted by the General Meeting shall require an absolute majority of the votes cast, not counting blank or invalid votes.

**Resolutions**

In the event of a tie, the Chairman shall have the casting vote.

In a second ballot, elections will be decided by a relative majority of votes.

**B. THE BOARD OF DIRECTORS**

**Article 16**

The General Meeting elects a Board of Directors comprising a minimum of three members.

**Number of members, term of office**

The members of the Board of Directors and the Chairman are usually elected individually in the Ordinary General Meeting, until the end of the next Ordinary General Meeting. Resignation and dismissal prior to the end of term are reserved. The members of the Board of Directors may be re-elected at any time.

New members elected to replace departing members before the end of their term of office will serve for the remainder of the term of office in question.

**Article 17**

The Board of Directors constitutes itself subject to the authorities of the General Meeting and appoints a secretary who need not be a member of the Board of Directors.

**Constitution, organizational regulations**

The Board of Directors can assign the management, or individual aspects thereof, and the representation of the Company to one or several natural persons or members of the Board of Directors. It can appoint committees for the performance of its tasks. The Board of Directors issues organizational regulations governing management.

**Article 18**

The Board of Directors meets at the invitation of the Chairman.

**Convening of meetings, resolutions**

Any member of the Board of Directors may request that the Chairman convene a meeting immediately. The reasons for such a request must be stated.

The Board of Directors has a quorum if at least half of its members are present; connection by telephone and/or videoconference will be deemed to meet the attendance requirement. For resolutions which need to be publicly notarized, the presence of one member shall be deemed sufficient for such notarization.

Resolutions of the Board of Directors are passed by a majority of the Board members present. In the event of a tie, the Chairman has the casting vote. Resolutions may be passed by way of circular letter or by means of electronic communication, provided no member requests deliberations.

## Article 19

The Board of Directors represents the Company externally and manages all Company activities unless responsibility for such activities has been transferred to another Company body in accordance with the law, the Bylaws or the regulations.

### Powers

In particular, the Board of Directors has the following non-transferable and inalienable duties:

- a) Exercising ultimate management authority and issuing the necessary directives;
- b) Establishing the organizational framework;
- c) Shaping accounting, financial controls and financial planning;
- d) Appointment and dismissal of those responsible for managing and representing the Company;
- e) Ultimate oversight of persons entrusted with senior management positions, specifically with regard to compliance with the law, the Bylaws, the regulations and directives;
- f) Producing the annual report and the remuneration report, preparing for the General Meeting, executing the resolutions passed by the General Meeting;
- g) Notifying the courts in the event of the Company becoming overindebted.

## Article 20

The members of the Board of Directors and senior management are entitled to appropriate remuneration for their activity. The remuneration can be paid by the Company or by a Group company, provided it is covered by the remuneration package approved by the General Meeting.

### Principles of remuneration

The remuneration of the Board members and senior management comprises a fixed and a variable fee. The variable fee can be paid in the form of money plus shares or option rights as part of a participation scheme.

The Board of Directors will determine the amount and the allocation, exercise and expiry conditions of the relevant remuneration amounts, such as maximum and minimum duration of exercise, ongoing employment, and buyback options for the Company upon termination of employment or a change of control, as part of the amounts approved by the General Meeting with the assistance of the remuneration committee.

## Article 21

The General Meeting will approve the proposals tabled by the Board of Directors in respect of the maximum total amounts on an annual basis as follows:

### Approval of remuneration package

- a) for the fixed remuneration of the Board of Directors and the senior management for the period up to the next Ordinary General Meeting;
- b) for the variable remuneration of the Board of Directors and the senior management for the current financial year.

If the remuneration proposals for the Board and senior management are rejected, the Board can either table a new proposal at the same General Meeting or convene an Extraordinary General Meeting for this purpose.

## Article 22

For members of senior management who are appointed after the annual remuneration package has been approved, an additional amount within the terms of Art. 19 VegüV (Swiss Ordinance against Excessive Compensation) per new member in the amount of a maximum of 30% of the most recently approved total amount for senior management fixed remuneration per financial year is available, if the approved total amount for the financial year in question is not sufficient.

### Additional amount

### **Article 23**

Loans and credits to a member of the Board of Directors or the senior management may be granted only on normal market terms. The total amount of outstanding loans and credits may not exceed CHF 2 million.

**Loans and credits**

### **Article 24**

The members of the Board of Directors and the senior management may not hold more than the following number of additional positions in the senior management or executive bodies of other legal entities which are required to be entered in the Commercial Register or a comparable overseas register, and which are not controlled by the Company or control the Company:

**Other positions**

- a) Members of the Board: 9 positions, of which a maximum of 4 positions with publicly owned firms;
- b) Members of senior management: 3 positions, of which a maximum of 1 position with publicly owned firms.

Positions with Group companies or positions which a member of the Board or senior management holds on behalf of the Company (joint ventures; pension funds of this legal entity; companies in which this legal entity has a major shareholding; etc.) do not fall under this restriction. Positions with legal entities that are not required to be entered in a commercial register or a comparable overseas register, as well as unpaid positions with charitable organisations recognised for tax purposes, are not subject to restriction either.

Different positions with several companies belonging to the same group (outside the Datacolor Group) count as one position.

The acceptance of positions or appointments with companies outside the Datacolor Group by members of the senior management requires the consent of the Board of Directors in each case.

### **Article 25**

Temporary employment contracts and contracts of mandate on which the remuneration for the members of the Board of Directors and senior management members is based will have a maximum duration of one year.

**Employment contracts and contracts of mandate**

The maximum notice period for permanent employment contracts and contracts of mandate is twelve months.

Non-competition clauses may be stipulated for the period after the ending of the employment contract or contract of mandate. For the duration of the first year, any fee paid therefor may not exceed the last total remuneration owing to the relevant member of the Board of Directors or senior management. For each further year, the fee may not be more than half of the most recently approved total remuneration apportionable to the member in question.

### **Article 26**

Subject to art. 27, the Board of Directors is authorized to appoint committees from among its members to carry out the preparation and implementation of its resolutions or the monitoring of its business. At the same time, the Board of Directors must ensure that its members are provided with appropriate reports.

**Delegation**

The Board of Directors is also authorized to assign the management of the Company, in whole or in part to individual members or to third parties as specified in the organizational regulations.

### **Article 27**

The General Meeting will elect the members of the remuneration committee individually for a term of office of one year, until the end of the next Ordinary General Meeting. Re-election is permitted. The remuneration committee comprises at least two members. Only members of

**Remuneration committee**

the Board of Directors are eligible for election.

The remuneration committee assists the Board of Directors in setting and reviewing the remuneration policy and in setting and reviewing remuneration models. It prepares the proposals for the attention of the General Meeting with regard to the remuneration of the Board of Directors and the senior management, and can submit to the Board of Directors proposals in respect of other remuneration matters.

The Board of Directors can assign further tasks to the remuneration committee. The Board governs the details of the remuneration committee's organisation, mode of operation and reporting in the organizational regulations.

## C. AUDITORS

### Article 28

Each year, the General Meeting shall appoint a natural person or legal entity to serve as auditors who meet the special professional qualification conditions laid down by Art. 727b of the Swiss Code of Obligations.

**Election**

The Auditors have the rights and duties defined by the law.

## IV. Financial year, business report, appropriation of retained earnings

### Article 29

The financial year begins on October 1 and ends on September 30.

**Financial year**

### Article 30

The Board of Directors will produce a business report for each financial year in accordance with the provisions of the Swiss Code of Obligations, in particular Art. 663b bis ff. and 957 ff., and in accordance with generally accepted accounting and business principles.

**Business report**

### Article 31

The General Meeting decides on the appropriation of retained earnings in accordance with the applicable legal requirements.

**Appropriation of retained earnings**

The dividend may be set only after the allocations to the legal reserves have been made as required by law. In addition to the legal reserve, other reserves can be created. All dividends that have not been distributed within five years after their payment date are forfeited in favour of the Company and will be allocated to the general reserve.

## V. Dissolution, liquidation

### Article 32

The General Meeting may decide at any time to dissolve the Company in accordance with legal requirements either through liquidation or through merger with another company. In the absence of any resolutions to the contrary passed by the General Meeting, the liquidation will be carried out by the Board of Directors.

**Dissolution, liquidation**

The liquidation of the Company will be done in compliance with Art. 742 ff. Swiss Code of Obligations. The receivers are authorized to dispose of assets (including real property) at their own discretion.

Once the debts have been satisfied, the assets will be distributed among the shareholders according to the amounts paid in.

## **VI. Announcements**

### **Article 33**

The Company will publish its notices in the Swiss Official Gazette of Commerce (*Schweizerisches Handelsamtsblatt*). The Board of Directors may specify other official publications.

**Official  
publication**

### **Article 34**

Notices to the registered shareholders shall also be given by letter or by email to the address given in the register.

**Notices to  
registered  
shareholders**

Lucerne, 12 December 2014