

ORGANIZATIONAL REGULATIONS of Datacolor AG

NOVEMBER 7, 2017

1. Basics

¹ In fulfillment of its purpose as defined in Article 3 of its Articles of Incorporation, Datacolor AG (referred to in the following as "DC") holds and manages shareholdings in companies of all types in Switzerland and abroad (referred to in the following as the "subsidiaries"); DC and its subsidiaries are referred to collectively as the "DC Group".

² With a view to ensuring the careful and efficient management of the DC Group in compliance with the law and the Articles of Incorporation, the Board of Directors of DC (referred to in the following as the "Board of Directors") hereby issues the present Organizational Regulations on the basis of Art. 716b SCO and Art. 17 para. 2 of the Articles of Incorporation of DC. The Organizational Regulations also aim to make findings of the corporate governance debate and the Swiss Code of Best Practice usable for the DC Group.

³ In accordance with DC's function as the controlling/parent company of the DC Group, DC's executive bodies take decisions not only for DC itself, but, under these Organizational Regulations, also issue requirements for the subsidiaries, the legal independence of which must be maintained under all circumstances, as must the legal powers of their executive bodies; DC's executive bodies take measures to avert as far as possible liabilities arising from consolidated trust or by way of "reach-through" liability.

⁴ DC endeavors to ensure that the subsidiaries are organized in accordance with national legal requirements. An unhindered and efficient flow of information from the subsidiaries to the competent executive bodies of DC is assured.

⁵ The Organizational Regulations regulate in particular the management of the DC Group, describe the rights and duties of the executive bodies and regulate reporting and the flow of information. The following Annexes form an integral part of the Organizational Regulations: Regulations on Board Committees ([Annex 1](#)), Rules of Procedure ([Annex 2](#)), Information Regulations ([Annex 3](#)) and Regulations Governing Internal Control ([Annex 4](#)); the regulations are supplemented by an Organization Chart ([Annex 5](#)).

⁶ The Organizational Regulations in the narrower sense (i.e. without the supplementary regulations or the Annexes) focus on the strategic level of the DC Group, i.e. the Board of Directors and its structure and decision-making. The supplementary regulations, which form part of the Organizational Regulations in the broader sense, combine strategic guidance with operational aspects. The present structure is intended to improve clarity.

2. Executive bodies

¹ The executive bodies of DC are:

- a) Board of Directors;
- b) Chairman Office;
- c) Finance and Audit Committee;
- d) Compensation Committee;
- e) Chairman of the Board of Directors;
- f) Chief Executive Officer (CEO)
- g) Chief Financial Officer (CFO)
- h) Other members of senior management.

² The formation of ad hoc committees is also possible.

3. Board of Directors

3.1 Operation

¹ The Board of Directors is the supreme executive body of the DC Group. The Board of Directors adopts the fundamental resolutions that determine the DC Group's activities and exercises overall management and supervision of senior management.

² The Board of Directors performs all non-transferable and inalienable tasks, including that of establishing the organization of the DC Group.

³ Under the Organizational Regulations, the Board of Directors may if need be delegate the preparation and execution of its resolutions or the oversight of transactions to Committees or individual members of the Board of Directors. In this context, the Board of Directors establishes the Finance and Audit Committee and the Compensation Committee.

⁴ Within the legally permissible framework, the Board of Directors transfers the management of the company in whole or in part, and in accordance with the Organizational Regulations, to individual Board members or to third parties. In this context, the Board of Directors determines the members of senior management.

3.2 Composition

¹ The Board of Directors must be composed of at least four members. The Board of Directors must be small enough to enable an efficient decision-making process to take place and large enough to allow the specific duties to be shared appropriately among the members.

² The aim should be to achieve a balanced composition; the Board of Directors will take account of this when submitting its proposals to DC's General Meeting. The members of the Board of Directors should contribute experience and knowledge from different fields. A majority of Board members consists of individuals who do not perform any operational management tasks in the DC Group.

³ The Board of Directors will ensure that its members are renewed appropriately and will define the criteria for the selection of candidates. The Compensation Committee makes succession plans and presents possible candidates to the Board. The Board should ensure that newly elected members receive appropriate introduction and that Board Members, where required, receive further training with respect to their responsibilities.

3.3 Constitution

¹ The Board of Directors constitutes itself annually at its first meeting after the Ordinary General Meeting, insofar as this power does not fall within the competence of the General Meeting.

² The General Meeting elects the Chairman of the Board of Directors. The Board of Directors elects a Vice Chairman from among its members. The Vice Chairman deputizes for the Chairman at meetings when the Chairman is unable to attend; the Board of Directors will determine deputization for the Chairman's other responsibilities in accordance with the Organizational Regulations as and when necessary. The Board of Directors may establish committees, which may also be chaired by the Chairman of the Board of Directors.

³ The Board of Directors may set up a secretariat the representative of which need not be a Board member.

3.4 Signatory powers

¹ Where granted signing authority, the members of the Board of Directors will have joint power of signature with one other authorized signatory ("JS2").

² The Board of Directors determines the signatory powers of all officers of the DC Group. In principle, the arrangement should be joint power of signature with one other authorized signatory (JS2).

3.5 Meetings of the Board of Directors

3.5.1 Convening of meetings

¹ The Board of Directors convenes meetings at the oral or written invitation of the Chairman – (or if the latter is prevented) the Vice Chairman – as frequently as business demands, but normally at least four times per year. Whenever necessary, it will also deliberate at short notice.

² Any Board member may at any time request that the Chairman convene a meeting forthwith, stating the reasons for such request. Any member may also demand the inclusion of business on the agenda.

³ Meetings are normally convened at least ten days in advance in writing or in some other appropriate manner, stating the agenda and attaching the relevant, clearly organized meeting documents. If in exceptional cases the Chairman does not follow this procedure, he will make the documentation available prior to the meeting allowing sufficient time. If a meeting of the Board of Directors is not convened within ten days of a request to this effect from a Board member, the member requesting the meeting will be entitled to convene the Board meeting himself.

⁴ In addition to the representative of the Secretariat, the Board of Directors may, by passing a corresponding resolution, also invite third persons to attend Board meetings on a permanent or

ad hoc basis, who need not be Board members. These persons will not be entitled to voting rights or rights to table proposals.

⁵ To the extent that it believes that the items on the agenda of the DC Group so require, the Board of Directors will also involve the CEO, the CFO or other members of senior management in an advisory capacity.

3.5.2 Adoption of resolutions

¹ In order for resolutions to be validly adopted by the Board of Directors, the presence – either in person or via telecommunications links – of a majority of Board members is required.

² The Board of Directors adopts resolutions by a majority of votes cast. In the event of a tie, the Chairman, or if he is absent or abstains, the Vice Chairman, has the casting vote.

³ Resolutions of the Board of Directors may also be passed by circular letter or in some other appropriate form (e.g. telephone, e-mail), provided that no member requests oral deliberation or physical attendance on site.

3.5.3 Conflict of interest situations

¹ The members of the Board of Directors must abstain from discussions involving matters that have a material effect on their personal interests or the interests of natural persons associated with them or legal entities controlled by them in terms of capital or voting rights.

² Each Board member informs the other members of significant transactions undertaken by him in relation to DC shares (e.g. purchases or sales).

3.5.4 Minutes

¹ Minutes are kept of the deliberations and resolutions of the Board of Directors, which must be signed by the Chairman or the Chairman of the meeting and the Secretariat and approved by the Board of Directors at the next Board meeting. Resolutions passed by circular letter must be included in the minutes of the next meeting.

² The minutes are to be distributed to all members of the Board of Directors before the next Board meeting and filed in DC's central documentation. The minutes are confidential.

3.6 Tasks and powers and responsibilities

3.6.1 Principle

¹ The Board of Directors as whole exercises overall management and supervision of the DC Group's operations. The Board of Directors determines the strategic objectives of the DC Group, the ways and means of achieving them and the individuals charged with management.

² The Board of Directors is authorized and obliged to take decisions on all matters not reserved for or transferred to another executive body of DC by mandatory legal requirements, the Articles of Incorporation or regulations.

³ Barring contrary provisions of mandatory legal requirements, the Articles of Incorporation or the regulations, the Board of Directors transfers full operational responsibility for/management of the DC Group to the CEO of DC. Under the Organizational Regulations and in particular the Organization Chart, there is a clear delineation of tasks and powers and responsibilities; if any

points are unclear, the Board of Directors decides. The Board of Directors may make certain significant transactions subject to its approval.

3.6.2 Individual tasks

¹ The Board of Directors has in particular the following tasks:

1. Overall management, issuing of the necessary instructions and overall supervision of the DC Group;
2. Definition of the strategy and business policy of the DC Group and adoption of its long-term planning;
3. Definition of the organization of the DC Group and in particular adoption and amendment of the Organizational Regulations in the broader sense;
4. Taking policy decisions for the DC Group (including actions toward business partners, banks and authorities);
5. Issuing other executive bodies with the instructions necessary for the realization of the strategy;
6. Approval of the budget of the DC Group;
7. Approval of the investment policy of the DC Group;
8. Approval of the implementation of tax planning measures;
9. Approval of the conclusion of new insurance policies and of substantial changes to existing insurance policies;
10. Structuring of the accounting system and financial controls, adoption of the annual planning (including annual business objectives, liquidity planning, financial planning and investment planning of the DC Group);
11. Approval and amendment of the accounting and depreciation principles of the DC Group;
12. Delisting of DC's shares or listing of a subsidiary's shares on a stock exchange;
13. Approval of changes in the scope of consolidation of the DC Group and transactions relating to investments in other companies (including establishment, acquisition, capital increase, disposal, liquidation etc.), combinations with other companies (such as mergers, cooperation, joint ventures, etc.) and the establishment or closure of branches;
14. Appointment and dismissal of members of senior management of the DC Group;
15. Issuing of signatory authorities and powers of attorney on behalf of the DC Group (see Art. 3.4);
16. Preparation of the general meetings of DC and implementation of its resolutions;
17. Adoption of the Annual Report of DC for the attention of the Ordinary General Meeting;
18. Structuring of risk management within the DC Group;
19. Transactions relating to DC treasury stock in accordance with the thresholds and time periods described in the Organization Chart;

20. Introduction and execution of substantive court, arbitration, administrative or other proceedings before courts or authorities outside of the normal business of the DC Group;

21. Notification of the courts in the event of DC becoming over indebted.

² The powers and responsibilities of the Board of Directors are spelled out in greater detail in the Organization Chart ([Annex 5](#)); in this context distinctions should be drawn between proposals, execution, decisions/approval, information and control; where any points relating to the tasks or their distribution between the executive bodies are unclear, the matter is decided by the Board of Directors.

3.7 Compensation

¹ The members of the Board of Directors are entitled to compensation for expenses incurred in the interests of the DC Group as well as to additional remuneration commensurate with their activities and functions, which will be determined by the Board of Directors in a separate decision.

² Additional remuneration may be paid for any services rendered over and above the normal activities of the Board.

³ The Board of Directors is bound by the total amount of Board remuneration set by the General Meeting.

4. Chairman of the Board of Directors

4.1 Appointment

¹ The General Meeting elects the Chairman. Under all circumstances, the Chairman's mandate will expire if he leaves the Board of Directors of DC.

4.2 Powers and responsibilities

¹ The Chairman is responsible for the following tasks in particular:

- a) Representation of the DC Group in the public eye;
- b) Oversight of the preparation of DC's Annual Report;
- c) Presiding over the General Meetings of DC;
- d) Convening and leading meetings of the Board of Directors, in connection with which he ensures the proper conduct of preparations, deliberations, decision-making and implementation.

² The Chairman's other tasks and powers are determined by the Organization Chart and by the Organizational Regulations in the broader sense.

³ In addition, the Chairman is responsible for ensuring an appropriate system of information, details of which are specified in the Information Regulations.

5. General provisions

5.1 Confidentiality and return of documents

¹ Even after their work for the DC Group has ended, all members of executive bodies of the DC Group have a duty to maintain strict silence concerning facts which have come to their knowledge during the performance of their work for the DC Group.

² Business documents must be returned to the Secretariat of the Board of Directors at the end of their period of office at the latest.

5.2 Dealing with conflicts of interest and advance information

¹ Each member of the executive bodies must arrange his personal and business affairs in such a way that conflicts of interest with the DC Group are avoided wherever possible.

² In the event of a conflict of interest, the member concerned must inform the Chairman without delay. The Chairman or Vice-Chairman will request a decision by the Board of Directors that reflects the seriousness of the conflict of interest. In all cases, the Board will decide without participation of the person concerned who will be asked to state his position before the decision is taken.

³ Anyone who has interests that conflict with those of the DC Group or represents such interests on behalf of third parties will not participate in the decision-making process of the body concerned. Anyone with a permanent conflict of interest cannot be a member of the Board of Directors of DC or of any other executive body of the DC Group.

⁴ Transactions between the DC Group and members of corporate bodies or persons closely associated with them must always be carried out at arm's length and must be approved without participation of the party concerned. If necessary, a neutral opinion should be obtained.

5.3 Ad hoc publicity and prevention of insider trading

¹ The Board of Directors lays down the principles governing ad hoc publicity. It prepares Information Regulations for this purpose.

² The Board of Directors takes appropriate measures (e.g. black-out periods) for critical times – for example, in connection with take-over projects, before media conferences or before the announcement of corporate figures – in relation to purchases and sales of DC securities or other sensitive assets.

6. Final provisions

¹ The Annexes, and therefore the supplementary regulations and the Organization Chart, form an integral part of the Organizational Regulations in the broader sense.

² The Organizational Regulations enter into force once they have been approved by the Board of Directors on the corresponding date. They replace all older Organizational Regulations.

³ The Organizational Regulations may be amended, supplemented or cancelled by the Board of Directors at any time.

The Organizational Regulations and their Annexes are translated into English. In case of contradictions between the German original version and the English translation, the German version prevails.

Approved by the Board on November 7, 2017