

DISTRICT COURT, DENVER COUNTY, COLORADO 1437 Bannock Street Denver, Colorado 80202	Case No. 2006CV009741
Plaintiff: PLYMOUTH COUNTY RETIREMENT SYSTEM, On Behalf of Itself and All Others Similarly Situated, v. Defendants: MACDERMID, INC., DANIEL H. LEEVER, JAMES C. SMITH, DONALD G. OGILVIE, JOSEPH M. SILVESTRI, ROBERT L. ECKLIN, and T. QUINN SPITZER, JR.	
ORDER AND FINAL JUDGMENT	

The Stipulation of Settlement, dated September 12, 2007 (the "Stipulation"), of the above-captioned Action (the "Action"), having been presented at the Settlement Hearing on DECEMBER 10, 2007, pursuant to the Scheduling Order for Approval of Settlement of Class Action entered herein on October 30, 2007 (the "Scheduling Order"), which Stipulation was joined in and consented to by all parties to the Action; and the Court having determined that notice of said hearing was given in accordance with the Scheduling Order to members of the Settlement Class as certified by the Court in the Scheduling Order and that such notice was adequate and sufficient; and the parties having appeared by their attorneys of record; and the attorneys for the respective parties having been heard in support of the Stipulation and the settlement of the Action as provided therein (the "Settlement"), and an opportunity to be heard as provided in the notice being given to the Settlement Class; and the Court having considered the entire matter of the Settlement;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED, this 10th day of December, 2007, as follows:

1. The Notice of Pendency of Class Action, Temporary and Proposed Class Action Determination, Proposed Settlement of Class Action, Settlement Hearing and Right to Appear (the "Notice") has been given to the Settlement Class (as defined hereinafter), pursuant to and in the manner directed by the Scheduling Order, proof of the mailing of the Notice was filed with the Court by counsel for MacDermid, Inc. and/or its successor and full opportunity to be heard has been offered to all parties, the Settlement Class and persons in interest. The form and manner of the Notice is hereby determined to have been the best notice practicable under the circumstances and to have been given in full compliance with each of the requirements of Colorado Rules of Civil Procedure 23 and due process, and it is further determined that all members of the Settlement Class are bound by this Order and Final Judgment herein.

2. Pursuant to Colorado Rules of Civil Procedure 23:

(a) The Court finds that (i) the Settlement Class, as defined below, is so numerous that joinder of all members is impracticable, (ii) there are questions of law and fact common to the Settlement Class, (iii) the claims of the plaintiff are typical of the claims of the Settlement Class, (iv) plaintiff and its counsel have adequately represented the interests of the Settlement Class with respect to the Action and the claims asserted therein; (v) the prosecution of separate actions by individual members of the Settlement Class would create a risk of: (1) inconsistent or varying adjudications with respect to individual members of the class which would establish incompatible standards of conduct for Defendants, or (2) adjudications with respect to individual members of the class which would as a practical matter be dispositive of the interests of other members not parties to the adjudications or substantially impair or impede their ability to protect their interest; and (vi) Defendants have acted or refused to act on grounds generally applicable to the class, thereby making appropriate final injunctive relief and/or corresponding declaratory relief with respect to the class as a whole.

(b) The Court finds that the requirements of Colorado Rules of Civil Procedure 23 have been satisfied;

(c) The Action is hereby certified as a class action on behalf of a non-opt out class consisting of all Persons who owned MacDermid, Inc. common stock (excluding the Defendants and the immediate family members of the Individual Defendants) at any time in the period from and including September 5, 2006, through and including April 12, 2007, including any and all of their immediate or remote successors in interest, predecessors, representatives, trustees, executors, administrators, heirs, assigns or transferees, and any person or entity acting for or on behalf of, or claiming under any of them and each of them ("Settlement Class").

(d) Plaintiff in the Action is hereby certified as Settlement Class representative and its counsel is certified as Settlement Class counsel.

3. The Settlement is found to be fair, reasonable and adequate and in the best interests of the Settlement Class, and it is hereby approved. The parties to the Stipulation are hereby authorized and directed to comply with and to consummate the Settlement in accordance with its terms and provisions; and the Clerk of the District Court, Denver County, is directed to enter and docket this Order and Final Judgment in the Action.

4. The Order and Final Judgment shall not constitute any evidence or admission by any party herein that any acts of wrongdoing have been committed by any of the parties to the Action and should not be deemed to create any inference that there is any liability therefor.

5. The Action is hereby dismissed with prejudice on any and all claims, demands, rights, actions or causes of action, liabilities, damages, losses, obligations, judgments, suits, matters and issues of any kind or nature whatsoever, whether known or unknown, contingent or absolute, suspected or unsuspected, disclosed or undisclosed, that have been or could have been asserted in the Action, or in any court, tribunal or proceeding (including, but not limited to, any claims arising

under federal, state or foreign law, including claims relating to alleged fraud, breach of any duty, negligence or violation of federal or state securities laws) by or on behalf of the Plaintiff and any and all of the members of the Settlement Class (and Plaintiff's and Settlement Class Members' present or past heirs, executors, estates, administrators, predecessors, successors, assigns, parents, subsidiaries, associates, affiliates, employers, employees, agents, consultants, insurers, directors, managing directors, officers, partners, principals, members, attorneys, accountants, financial, legal and other advisors, investment bankers, underwriters, lenders and any other representatives of any of these persons and entities), whether individual, class, derivative, representative, legal, equitable or any other type in any other capacity against any and all Defendants, and/or any of their respective families, associates, affiliates, parent entities or subsidiaries, and each and all of their respective predecessors, successors or assigns, as well as each and all of their respective past or present officers, directors, stockholders, representatives, employees, attorneys, counselors, financial or investment advisors, consultants, accountants, investment bankers, commercial bankers, engineers, advisors or agents, general or limited partners or partnerships, heirs, executors, trustees, personal representatives, estates, administrators ("Related Persons") (Defendants and Related Persons, collectively, the "Released Persons") which Plaintiff or any Member of the Settlement Class ever had, now has or could have had by reason of, arising out of, relating to or in connection with the allegations, facts, events, transactions, acts, occurrences, statements, representations, misrepresentations, omissions or any other matter, thing or cause whatsoever, or any series thereof, embraced, involved, set forth or otherwise related to the Action, the Merger, the Proxy Statement, or the Merger Agreement, including, without limitation, any disclosures, non-disclosures or public statements made in connection with any of the foregoing; provided however, that the Settled Claims do not include (i) dissenters' rights of appraisal, if any, available to members of the Class and (ii) the right of Plaintiff to enforce in the Court the terms of the Stipulation, the Settlement or the MOU.

6. The Released Persons, as defined in the Stipulation, which includes Defendants and Related Persons, release Plaintiff Plymouth County Retirement System and Plaintiff's counsel from any and all claims arising out of or relating to their filing and prosecution of the Action.

7. That the releases contemplated by the Stipulation extend to claims that the Plaintiff, for itself and on behalf of the Settlement Class, does not know or suspect to exist at the time of the release, which if known, might have affected the decision to enter into the release or to object or not to object to the Stipulation. Plaintiff and each member of the putative Settlement Class shall be deemed to waive, and shall waive and relinquish to the fullest extent permitted by law any and all provisions, rights and benefits conferred by any law of the United States or any state or territory of the United States, or principle of common law, which governs or limits a person's release of unknown claims; further, that (i) the Plaintiff, for itself and on behalf of the Settlement Class, shall be deemed to waive, and shall waive and relinquish, to the fullest extent permitted by law, the provisions, rights and benefits of Section 1542 of the California Civil Code which provides as follows:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS
WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT
TO EXIST IN HIS FAVOR AT THE TIME OF EXECUTING
THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST
HAVE MATERIALLY AFFECTED HIS SETTLEMENT WITH
THE DEBTOR

(ii) Plaintiff, for itself and on behalf of the Settlement Class, also shall be deemed to waive any and all provisions, rights and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable or equivalent to California Civil Code § 1542; and (iii) Plaintiff, for itself and on behalf of the Settlement Class, acknowledges that members of the Settlement Class may discover facts in addition to or different from those that they now know or believe to be true with respect to the subject matter of this release, but that it is Plymouth County Retirement System's intention, as Plaintiff on its own behalf and on behalf of the Settlement Class,

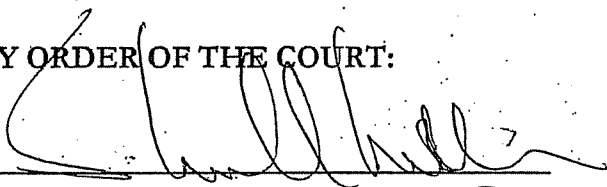
to fully, finally and forever settle and release any and all claims released hereby known or unknown, suspected or unsuspected, which now exist, or heretofore existed, or may hereafter exist, and without regard to the subsequent discovery or existence of such additional or different facts excluding, as set forth in paragraph 5 herein, dissenters' rights of appraisal, if any, available to members of the Class.

8. Plaintiff's attorneys are hereby awarded fees and expenses in the aggregate amount of \$ 415,000, which award the Court finds to be fair and reasonable and which shall be paid to Plaintiff's attorneys by MacDermid, Inc. and/or its successors in interest in accordance with the terms of the Stipulation.

9. Without affecting the finality of this Order and Final Judgment, the Court reserves jurisdiction of all matters relating to the consummation and administration of the Settlement.

10. There is no just reason for delay in the entry of this entry of this Order and Final Judgment and immediate entry by the Clerk of the Court is expressly directed.

BY ORDER OF THE COURT:


DISTRICT COURT JUDGE

Dated: 12/10, 2007