

EFI's Charter for its Board of Director's Audit Committee

PURPOSE

The purpose of the Audit Committee of the Board of Directors of Electronics For Imaging, Inc. (the "Company") shall be to:

- Oversee the accounting and financial reporting processes of the Company and audits of the financial statements of the Company.
- Assist the Board in oversight and monitoring of (i) the integrity of the Company's financial statements, (ii) the Company's compliance with legal and regulatory requirements, (iii) the independent auditor's qualifications, independence and performance, and (iv) the Company's systems of internal controls.
- Prepare the report that the rules of the Securities and Exchange Commission (the "SEC") require be included in the Company's annual proxy statement.
- Provide the Board with the results of its monitoring and recommendations derived therefrom.
- Provide the Board with such additional information and materials as it may deem necessary to make the Board aware of significant financial matters that require their attention.

In addition, the Audit Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe, pursuant to and in accordance with all applicable provisions of the Sarbanes-Oxley Act of 2002 and the rules and regulations of the SEC and the Nasdaq Stock Market.

COMMITTEE MEMBERSHIP AND ORGANIZATION

The Audit Committee members will be appointed by, and will serve at the discretion of, the Board. The Audit Committee will consist of at least three members of the Board. Members of the Audit Committee must meet the following criteria (as well as any criteria required by the SEC), which shall be affirmed annually or whenever a change in status by an Audit Committee member occurs:

- Each member will be an independent director, as defined in (i) Nasdaq Listing Rule 5605(a)(2) and (ii) the rules of the SEC applicable to the independence of Audit Committee members.

- Each member will be able to read and understand fundamental financial statements, in accordance with the Nasdaq Stock Market Audit Committee requirements. See Listing Rule 5605(c)(2).
- At least one member will satisfy the definition of an “audit committee financial expert” under the rules of the SEC and have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background, including a current or past position as a principal financial officer or other senior officer with financial oversight responsibilities.
- No member of the Audit Committee shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years.
- No member of the Audit Committee shall serve simultaneously on the audit committee of more than three public companies (including the Company) except with the prior approval of the Board.

COMMITTEE RESPONSIBILITIES AND AUTHORITY

The responsibilities of the Audit Committee shall include, as the case may be:

- Reviewing on a continuing basis the integrity, adequacy and effectiveness of the Company’s system of internal controls, including meeting periodically with the Company’s management, the Business Risk Services department, and the independent auditors to review the integrity, adequacy and effectiveness of such controls, whether prior recommendations concerning internal controls made by the independent auditors have been implemented by management, and the adequacy of any disclosures about changes in internal control over financial reporting and to review before release the disclosure regarding such system of internal controls required under SEC rules to be contained in the Company’s periodic filings and the attestations or reports by the independent auditors relating to such disclosure.
- Reviewing disclosures made to the Audit Committee by the Company’s principal executive officer and principal financial officer during their certification process for the Form 10-K and Form 10-Q concerning: (i) any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; (ii) any fraud, whether or not material, involving management or other employees who have a significant role in the Company’s internal control over financial reporting; and (iii) any changes in internal control over financial reporting that has materially affected or is reasonably likely to materially affect the Company’s internal controls.
- Appointing, compensating and overseeing the work of the independent auditors (including resolving disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; and such independent auditors shall report directly to and be ultimately accountable to the Audit Committee.

- Pre-approving audit and non-audit services provided to the Company by the independent auditors (or subsequently approving non-audit services in those circumstances where a subsequent approval is necessary and permissible); in this regard, the Audit Committee shall have the sole authority to approve the hiring and firing of the independent auditors, all audit engagement fees and terms and all non-audit engagements, as may be permissible, with the independent auditors.
- Reviewing and providing guidance to the Board with respect to the external audit and the Company's relationship with its independent auditors by (i) reviewing the independent auditors' proposed audit scope, approach and independence; (ii) reviewing the independent auditors' compliance with the audit partner rotation rules under the SEC; (iii) obtaining on a periodic basis a statement from the independent auditors regarding relationships and services with the Company which may impact independence and presenting this statement to the Board, and to the extent there are relationships, monitoring and investigating them; (iv) reviewing the independent auditors' peer review conducted every three years; (v) discussing with the Company's independent auditors the financial statements and audit findings, including any significant adjustments, management judgments and accounting estimates, significant new accounting policies and disagreements with management including any matters arising from the audit of the Company's financial statements that are deemed to constitute "critical audit matters" as defined by applicable Public Company Accounting Oversight Board auditing standards, and any other matters described in applicable auditing standards adopted by the Public Company Accounting Oversight Board Auditing Standard 1301, as may be modified or supplemented; and (vi) reviewing reports and statements submitted to the Audit Committee by the independent auditors in accordance with the applicable SEC requirements and the Public Company Accounting Oversight Board.
- Reviewing and discussing with management and the independent auditors the annual audited financial statements and quarterly unaudited financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the Company's use of measures that are not prepared in accordance with U.S. generally accepted accounting principles (non-GAAP measures), prior to filing the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q with the SEC.
- Directing the Company's independent auditors to review before filing with the SEC the Company's interim financial statements included in Quarterly Reports on Form 10-Q, using professional standards and procedures for conducting such reviews.
- Reviewing and discussing with management and the independent auditors the effect of any regulatory or accounting developments, including any relevant industry and environmental trends or changes, and the Company's critical accounting policies.
- Conducting a post-audit review of the financial statements and audit findings, including any significant suggestions for improvements provided to management by the independent auditors.

- Reviewing before release the unaudited quarterly operating results in the Company's quarterly earnings release and reviewing and discussing generally with management the general types of information to be disclosed and the type of presentation to be made in the Company's earnings press releases, including a review of the use of any "pro forma" or "adjusted" non-GAAP measures, as well as financial information and earnings.
- Reviewing and discussing the Company's financial information and earnings guidance provided to analysts and rating agencies. The Audit Committee's discussion in this regard may be general in nature (i.e., discussion of the types of information to be disclosed and the type of presentation to be made) and need not take place in advance of each instance in which the Company may provide earnings guidance.
- Overseeing compliance with the requirements of the SEC for disclosure of auditor's services and audit committee members, member qualifications and activities.
- Reviewing the appointment of a Business Risk Services Director and any significant issues raised in reports to management by him/her.
- Overseeing the Business Risk Services objectives, responsibilities, independence, performance, and annual project plan.
- Reviewing, approving and monitoring the Company's code of ethics for its senior financial officers.
- Overseeing the Company's ethics and other compliance programs.
- Reviewing management's monitoring of compliance with the Company's standards of business conduct and with the Foreign Corrupt Practices Act.
- Reviewing, in conjunction with counsel, any legal matters that could have a significant impact on the Company's financial statements.
- Providing oversight and review at least annually of the Company's risk management policies, including its investment policies.
- Reviewing the Company's compliance with employee benefit plans.
- Overseeing and reviewing the Company's policies regarding cybersecurity, information technology and management information systems.
- If necessary, instituting special investigations with full access to all books, records, facilities and personnel of the Company.
- Reviewing and approving in advance any proposed related party transactions in accordance with the Code of Business Conduct and Ethics.
- Reviewing its own charter, structure, processes and membership requirements annually, and recommending any proposed changes to the Board.

- Annually review and evaluate its own performance.
- Providing a report in the Company's proxy statement in accordance with the rules and regulations of the SEC.
- Overseeing and establishing procedures for (i) the receipt, retention and handling of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and procedures and (ii) the confidential, anonymous submission by Company employees of concerns regarding questionable accounting, internal accounting controls or auditing matters.
- In performing its responsibilities, the Audit Committee shall have the authority to obtain advice, reports or opinions from legal, accounting and other advisors as it may deem appropriate. The Company shall provide for the appropriate funding, as determined by the Audit Committee, for payment of (i) compensation to any such counsel and other advisors engaged by the Audit Committee and (ii) ordinary administrative expenses necessary or appropriate in carrying out its duties.

MEETINGS

The Audit Committee will meet at least four times each year. The Audit Committee may establish its own schedule, which it will provide to the Board in advance.

The Audit Committee will meet separately with the Chief Executive Officer and separately with the Chief Financial Officer of the Company at such times as are appropriate to review the financial affairs of the Company. The Audit Committee will meet separately with the independent auditors of the Company and Business Risk Services, at such times as it deems appropriate, but not less than quarterly, to fulfill the responsibilities of the Audit Committee under this charter.

MINUTES

The Audit Committee or a delegate assigned by the Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

REPORTS

In addition to preparing the report in the Company's proxy statement in accordance with the rules and regulations of the SEC, the Audit Committee will summarize its examinations and recommendations to the Board as may be appropriate, consistent with the Audit Committee's charter.

COMPENSATION

Members of the Audit Committee shall receive such fees, if any, for their service as Audit Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board.

Members of the Audit Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

DELEGATION OF AUTHORITY

The Audit Committee may delegate to one or more designated members of the Audit Committee the authority to pre-approve audit and permissible non-audit services, provided such pre-approval decision is presented to the full Audit Committee at its scheduled meetings.

Revisions approved by the Board of Directors on April 11, 2018.