

## **EFI's Board of Directors Guidelines**

### **OVERVIEW — THE ROLE OF THE BOARD OF DIRECTORS**

It is the paramount duty of the Board of Directors of Electronics For Imaging, Inc. (the "Company") to select, evaluate and oversee the CEO and other senior management in the competent and ethical operation of the Company on a day-to-day basis. To satisfy this duty the directors will take a proactive, focused approach to their position, and set standards to ensure that the Company is committed to business success through maintenance of the highest standards of responsibility and ethics.

Directors bring to the Company a wide range of experience, knowledge and judgment, and bring these skills to bear for the Company. These varied skills mean that good governance depends on far more than a "check the box" approach to standards or procedures. The governance structure in the Company is designed to be a working structure for principled actions, effective decision-making and appropriate monitoring of both compliance and performance.

Effective directors maintain an attitude of constructive skepticism and careful review. Our directors know that their job requires them to ask probing questions of management and to take the action necessary to get accurate and honest answers. Our directors also rely on the advice, reports and opinions of management, counsel and our expert advisers. In doing so the Board constantly evaluates the qualifications of those it relies upon for information and advice, and also looks to the process used by managers and advisers in reaching their recommendations.

Finally, our Board prides itself on keeping up to date on best governance practices. We, working together with management and our advisers, look to the knowledge and information of others in the governance debate for additional information on how to manage our affairs. We particularly note the recent efforts by the various exchanges as well as the Securities and Exchange Commission and the Business Roundtable to promote better governance. We intend to continually monitor the way we govern ourselves, including reviewing whether there are alternatives or new ideas which would strengthen our governance structures.

### **DIRECTOR QUALIFICATIONS**

The Board shall have a majority of directors who meet the criteria for independence established by the NASDAQ. Directors will be recommended by the Nominating and Governance Committee of the Board, in accordance with the charter and principles of that committee, and approved by the Board. In addition, upon the recommendation of the Nominating and Governance Committee of the Board, the Board elects a Chairman of the Board. The Nominating and Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate skills and characteristics required of Board members as well as the composition of the Board as a whole. This assessment will include members' qualification as independent, as well as consideration of diversity of skills, age, and experience in such areas as operations, technology, finance, marketing, manufacturing and the general needs of the Board. The Board, together with the Chairman of the Nominating and Governance Committee and the Chairman of the Board, should extend the actual invitation to join the Board.

The Company's Amended and Restated Bylaws provides for seven members to constitute the whole Board. The Board reviews from time to time the appropriateness of its size. The Board would consider expanding its size to accommodate outstanding candidates.

The Board, through the Nominating and Governance Committee, will have the opportunity to review the appropriateness of the continued service of directors who change their position or responsibility that they held

when they were elected to the Board.

Each Board member must ensure that other existing and anticipated future commitments do not materially interfere with the members' service as director. Directors should advise the Nominating and Governance Committee of any invitations to join the board of any other public company prior to accepting another directorship. Service on boards and board committees of other companies should be consistent with the Company's conflict-of-interest policies.

The Board believes that term limits are on balance not the best way to maximize the effectiveness of the Board. While terms limits would likely introduce fresh perspectives and make new viewpoints available to the Board, they may have the countervailing effect of causing the loss of the benefit gained from the contributions of directors who have developed, over time, increasing insight into the Company. As an alternative to term limits the Nominating and Governance Committee will review on an annual basis the appropriateness of each Board member's continued service on the Board and any committees thereof.

## **MAJORITY VOTING POLICY FOR ELECTION OF DIRECTORS**

The Board is committed to the principle that directors should be elected only if they receive the votes of a majority of the shares voted in an uncontested election. To that end, the Board has adopted the following majority voting policy.

In an uncontested election, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall promptly tender his or her resignation to the Board following certification of the stockholder vote. The Nominating and Governance Committee shall consider the resignation offer and recommend to the Board the action to be taken with respect to such offered resignation, which may include: (i) accepting the resignation; (ii) maintaining the director but addressing what the Nominating and Governance Committee believes to be the underlying cause of the withheld votes; (iii) resolving that the director will not be re-nominated in the future for election; or (iv) rejecting the resignation. In reaching its decision, the Nominating and Governance Committee shall consider all factors its members deem relevant, including but not limited to: (a) any publicly stated reasons why stockholders withheld votes from such director; (b) any alternatives for curing the underlying cause of the withheld votes; (c) the director's tenure; (d) the director's qualifications; (e) the director's past and expected future contributions to the Company; and (f) the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable Securities and Exchange Commission (the "SEC") or securities exchange listing or governance requirements.

The Board will act on the Nominating and Governance Committee's recommendation within 90 days following certification of the stockholder vote. Thereafter, the Board will promptly disclose its decision whether to accept the director's resignation offer (and the reasons for rejecting the resignation offer, if applicable) in a press release to be disseminated in the manner that Company press releases typically are distributed and, if required, an appropriate filing with the SEC.

Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Governance Committee recommendation or Board action regarding whether to accept the resignation offer. If each member of the Nominating and Governance Committee received a Majority Withheld Vote at the same election, then the independent directors who did not receive a Majority Withheld Vote shall appoint a special committee amongst themselves to consider the resignation offers and to recommend to the Board whether to accept them. If the only directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer directors, all directors may participate in the action regarding whether to accept the resignation offers.

The foregoing majority voting policy will be described in each Company annual meeting proxy statement relating to the election of directors.

## **DIRECTOR RESPONSIBILITIES**

The fundamental role of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. In fulfilling that responsibility the directors should be able to rely on the honesty and integrity of the Company's senior management and expert legal, accounting, financial and other advisors. The directors should have the benefit of directors' and officers' insurance, paid by the Company, to indemnification to the fullest extent allowed under the Company's charter and Delaware law, and to exculpation as provided by Delaware law and the Company's charter.

Board members are expected to rigorously prepare for, attend and participate in all Board and applicable committee meetings, and to spend the time needed and meet as often as necessary to properly discharge their obligations. Information and data that is important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors prior to the meeting, so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the materials. Particularly sensitive subject matters may be discussed at the meeting without advance distribution of written materials.

The Chairman of the Board will establish the agenda for each Board meeting and the Secretary will distribute it in advance to the Board. At the beginning of each year the Chairman will, to the extent foreseeable and practicable, set a schedule of agenda items to be discussed during the year. Each Board member is free to suggest the inclusion of items on the agenda and to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans and the big-picture challenges faced by the Company in executing on these plans during at least one Board meeting per year.

The Board's policy is to have a separate meeting time or sessions for the independent directors, at least twice a year, or as necessary.

## **STOCKHOLDERS COMMUNICATION WITH THE BOARD**

The Board believes that management speaks for the Company. Individual Board members may occasionally meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that Board members would do this with the knowledge of management and, in most instances, absent unusual circumstances or as contemplated by the committee charters, at the request of management.

Stockholders who wish to communicate with any member (or all members) of the Board should send such communications via regular mail addressed to the Company's Corporate Secretary, at Electronics For Imaging, Inc., 6750 Dumbarton Circle, Fremont California 94555. The Corporate Secretary will review each such communication and forward it to the appropriate Board member or members as he deems appropriate.

## **BOARD LEADERSHIP STRUCTURE**

The Board believes that these guidelines implement processes and controls that support a strong and independently functioning Board. The Board also believes that the designation of an independent Chairman of the Board facilitates such processes and controls and further strengthens the effectiveness of the Board's decision-making and appropriate monitoring of both compliance and performance. The Board designates an independent Chairman of the Board whose responsibilities include: presiding at all meetings of the stockholders and the Board at which he or she is present; establishing the agenda for each Board meeting; setting a schedule of an annual agenda, to the extent foreseeable; calling, preparing the agenda for and presiding over separate sessions of the independent directors; acting as a liaison between the independent directors and the Company's management; and performing such other powers and duties as may from time to time be assigned to him or her by the Board or as may be prescribed by the Company's bylaws.

The Board shall review from time to time the appropriateness of its leadership structure and implement any changes as it may deem necessary.

## **BOARD COMMITTEES**

A Nominating and Governance Committee, Audit Committee and Compensation Committee of the Board shall exist at all times. All of the members of these committees will meet the criteria for independence established by the NASDAQ Stock Market and the SEC, as applicable. The members of these committees will also meet the other membership criteria specified in the respective charters for these committees. Committee members will be appointed by the Board upon recommendation by the Nominating and Governance Committee of the Board, in accordance with the charter and principles of that committee. There will, from time to time, be occasions on which the Board may want to rotate committee members, but the Board does not believe that a formal policy of rotation is mandated.

Each committee shall have its own charter. The charter will set forth the principles, policies, objectives and responsibilities of the committees in addition to the qualifications for committee membership, procedures for committee member nomination and removal, committee organization and functioning and how the committee will communicate with the Board. The charters will provide that each committee will meet to review its performance at least once a year.

The Chairman of each committee will, in consultation with the appropriate committee members and members of management, and in accordance with the committee's charter, determine the frequency and length of committee meetings and develop the committee's agenda. At the beginning of the year each committee will establish a schedule of agenda subjects to be discussed during the year (to the extent these can be foreseen). The schedule for each committee will be furnished to the full Board.

The Board is responsible for overseeing the activities of its committees and for ensuring that the committees are fulfilling their duties and responsibilities. The Board will regularly receive reports from its committees regarding their activities,

The Board and each committee shall have the authority to obtain advice, reports or opinions from internal and external counsel and expert advisors and shall have the power to hire independent legal, financial and other advisors as they may deem necessary, without consulting with, or obtaining approval from, any officer of the Company in advance.

The Board may, from time to time, form new committees as it deems appropriate.

## **DIRECTOR ACCESS TO OFFICERS AND EMPLOYEES**

The Board has complete access to all Company officers and employees. Any meetings or contacts that a director desires to initiate may be arranged directly by the director or through the CEO or other Company officer. The directors should use their judgment to ensure that any such contact or communication is not disruptive to the business operations of the Company, and copy the CEO with any written communications, to the extent not inappropriate.

The Board welcomes the attendance of senior officers at each Board meeting. The Board also encourages management to schedule managers to present at Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, or (b) have future potential that management believes should be given exposure to the Board.

## **DIRECTOR COMPENSATION**

The form and amount of director compensation will be determined by the Compensation Committee in accordance with the policies, principles and criteria set forth in its charter. It is appropriate for the staff of the Company to report from time to time to the Compensation Committee on the status of Board compensation in relation to other comparable U.S. companies. From time to time, the Compensation Committee will conduct a review of director compensation.

## **STOCK OWNERSHIP POLICY FOR DIRECTORS**

In order to further align the interests of the Company's directors with the interests of its stockholders, directors are required to hold at least 10,000 shares of the Company's common stock within three years of first becoming a director, and continue holding such required minimum as long as they continue serving on the Board. For purposes of this policy, the Board will take into account a director's beneficial ownership, including shares owned by the director outright, shares held in trust for the benefit of the director or his or her immediate family members, vested or unvested restricted stock and vested or unvested restricted stock units. Shares subject to outstanding and unexercised stock options shall not be taken into account in determining a director's beneficial ownership. The Nominating and Governance Committee in its discretion may extend the period of time for attainment of such ownership levels.

## **CEO EVALUATION**

The Compensation Committee will conduct an annual review of the CEO's performance, in accordance with the charter and principles of that committee. The Board will review the Compensation Committee's report to ensure that the current CEO is providing the best leadership for the Company, from a short, intermediate and long-term perspective.

## **BOARD EVALUATION**

The Nominating and Governance Committee will oversee the annual Board evaluation process in accordance with the charter and principles of that committee. As part of this process, the Board and each committee of the Board will conduct a self-evaluation to determine whether it and its committees are functioning effectively and in accordance with these guidelines and their respective charters.

## **MANAGEMENT SUCCESSION**

The Nominating and Governance Committee should conduct an annual review on succession planning in accordance with the charter and principles of that committee, and should report its recommendation to the Board. The entire Board, along with the Nominating and Governance Committee, will nominate and evaluate potential successors to the CEO. The CEO should make available his or her recommendation for potential successors, together with the reasons for such recommendation and any suggested strategy or development plans for that person.

## **DIRECTOR ORIENTATION**

The Company will have an orientation program for new directors, and new directors must participate in the program within two months of the annual meeting at which such directors are elected. The orientation program will include presentations that review the Company's business strategies, its financial and accounting systems and risk management controls, its code of business conduct and methods and compliance programs, and its internal and independent auditor. The orientation program should include an introduction to the Company's senior management and visits to its corporate headquarters and, to the extent practicable, its significant facilities. Incumbent directors are also invited to attend the orientation program.

## **ATTENDANCE AT ANNUAL STOCKHOLDERS MEETING**

Directors are encouraged to attend the annual meeting of stockholders to, among other things, hear and address any concerns of the Company's stockholders.

The Board will regularly review these guidelines, at least on an annual basis.

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Revisions approved by the Board of Directors on April 11, 2017.