



Charter for the Compensation Committee

PURPOSE

The purpose of the Compensation Committee of the Board of Directors (the "Board") of Electronics For Imaging, Inc. (the "Company") shall be to discharge the Board's responsibilities relating to compensation of the Company's executive officers and directors. The Compensation Committee has overall responsibility for approving and evaluating the executive officer compensation plans, policies and programs of the Company.

MEMBERSHIP

The Compensation Committee will be appointed by and will serve at the discretion of the Board. The Compensation Committee shall consist of no fewer than two members. Upon recommendation of the Nominating and Governance Committee, the members of the Compensation Committee will be appointed by the Board. Members of the Compensation Committee must meet the following criteria (as determined by the Board in its judgment):

- Each member shall meet the independence requirements of the listing standards of the NASDAQ.
- Each member shall meet the requirements of the "non-employee director" definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").
- Each member shall meet the requirements of the "outside director" definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.
- Any other criteria established or modified from time to time by the Securities and Exchange Commission and the applicable laws, regulations and listing requirements.

COMMITTEE RESPONSIBILITIES AND AUTHORITY

The Compensation Committee will monitor and evaluate matters relating to the Company's overall compensation philosophy, compensation plans, policies and procedures and may consider, among other things, industry and general best practices, benchmark data and marketplace developments as it determines appropriate.

The responsibilities of the Compensation Committee shall include:

- Periodically reviewing and approving for the CEO and the executive officers, as defined in Rule 16a-1(f) of the Exchange Act, of the Company (a) the annual base salary, (b) the annual incentive bonus, including the specific goals and amount, (c) equity compensation, (d) employment agreements, severance arrangements, and change in control agreements/provisions and (e) any other executive benefits or, compensation. The CEO shall not be present during voting or deliberations on the CEO's compensation.
- Making recommendations to the Board with respect to incentive compensation plans that require Board and/or shareholder approval.
- Administering the Company's equity incentive compensation plans and approving award grants thereunder to eligible persons (other than grants to members of the Board who are not otherwise employed with the Company or any of its subsidiaries, any of which grants shall be determined by the Board).
- Administering the Company's employee stock purchase plan ("ESPP"), as restated and amended from time to time, unless otherwise delegated in accordance with the ESPP and the applicable rules and regulations.
- From time to time conducting a review of director compensation and recommend to the Board the compensation arrangements for Board members.
- Reviewing and reassessing the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board for approval.
- Reviewing and evaluating its own performance.
- Retaining or obtaining the advice of a compensation consultant, legal counsel or other advisor, in the Compensation Committee's sole discretion after considering such independence factors as may be required by the applicable listing requirements or applicable SEC rules, as it determines necessary or appropriate to assist it in the full performance of its functions, including the sole authority to retain and terminate compensation consultants to assist in the evaluation of CEO or executive officer compensation. The Compensation Committee shall be directly responsible for the

appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by the Compensation Committee, including sole authority to approve the consultant's, legal counsel's or advisor's fees and other retention terms. The Company shall provide appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any consultant, legal counsel or other advisor retained by the Compensation Committee.

- | Discussing with management the Company's Compensation, Discussion and Analysis for the annual report or proxy statement, and based upon such review and discussion, determining whether to recommend to the Board that the Compensation, Discussion & Analysis be included in the Company's proxy statement or annual report.
- | Preparing and approving the annual Compensation Committee report to be included as part of the Company's proxy statement or annual report.
- | Periodically reviewing whether the Company's compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company and the steps management has taken, or should consider taking, to monitor or mitigate such risks.
- | Periodically reviewing and approving any compensation clawback policy of the Company, or any amendment thereto, that is applicable to the Company's executive officers as a group or individually.

The foregoing does not limit any authority conferred on the Compensation Committee pursuant to the terms of any compensation or benefit plan or, to the extent the Compensation Committee is the administrator of any compensation or benefit plan, as the administrator of such plan in accordance with the terms of the plan.

MEETINGS

The Compensation Committee will meet with such frequency and at such times as the Compensation Committee shall determine.

MINUTES

The Compensation Committee or delegate assigned by the Committee will maintain 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 or annual report in accordance with the rules and regulations of the SEC, the Compensation Committee will summarize its examinations and recommendations to the Board as may be appropriate, consistent with the Committee's charter.

COMPENSATION

Members of the Compensation Committee shall receive such fees, if any, for their service as Compensation 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 determined by the Board (including equity awards).

Members of the Compensation 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 AND DECISION RIGHTS

The Compensation Committee may delegate to sub-committees certain authority, including the authority to approve equity within the guidelines set forth by the Board; provided that the Compensation Committee shall not delegate its responsibilities for any matters involving compensation that is intended to be exempt from Section 162(m) of the Internal Revenue Code by virtue of being approved by a committee of two or more "outside directors" or intended to be exempt from Section 16(b) under Exchange Act, pursuant to Rule 16b-3 by virtue of being approved by a committee of two or more "non-employee directors," if such delegation would be inconsistent with such intentions.

Revisions approved by the Board of Directors on March 25, 2016.