



Charter for the Nominating and Governance Committee

PURPOSE

The purpose of the Nominating and Governance Committee of the Board of Directors of Electronics For Imaging, Inc. (the "Company") is to ensure that the Board is properly constituted to meet its fiduciary obligations to shareholders and the Company and that the Company has and follows appropriate governance standards. To carry out this purpose, the Nominating and Governance Committee shall: (1) assist the Board by identifying prospective director nominees and to recommend to the Board the director nominees for the next annual meeting of shareholders; (2) develop and recommend to the Board the governance principles applicable to the Company; (3) oversee the evaluation of the Board and management; and (4) recommend to the Board director nominees for each committee.

COMMITTEE MEMBERSHIP AND ORGANIZATION

- The Nominating and Governance Committee shall be comprised of no fewer than three (3) members.
- Each member will be an independent director, as defined in (i) NASDAQ Listing Rule 5605(a)(2).
- The members of the Nominating and Governance Committee shall be appointed and replaced by the Board.

COMMITTEE RESPONSIBILITIES AND AUTHORITY

- Evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- Determine on an annual basis desired Board qualifications, expertise, characteristics and other factors for potential consideration and conduct searches for potential Board members with corresponding attributes. Evaluate and propose nominees for election to the Board. Review and discuss with the full Board the particular experience, qualifications, attributes or skills which, in light of the Company's business and structure, lead the Nominating and Governance Committee to conclude that each director or nominee, as applicable, should serve as a director of the Company. Consider diversity of skills, age and experience in such areas as operations, technology, finance, marketing, manufacturing and the general needs of the Board, and such other diversity factors as the Nominating and Governance Committee may deem appropriate or as discussed with the Board. In performing these tasks the Nominating and Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates.
- Oversee the Board's and the committees' performance evaluation process.
- Form and delegate authority to subcommittees when appropriate.
- Evaluate and make recommendations to the Board concerning the appointment of the Chairman of the Board.
- Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs.
- Recommend to the Board the Board slate for election in light of the qualifications and other criteria for membership approved by the Board. Consider shareholder nominees for election to the Board.
- Evaluate and recommend termination of membership of individual directors in accordance with the Company's Board of Directors Guidelines, for cause or for other appropriate reasons.
- In accordance with the Company's majority voting policy as set forth in the Company's Board of Director Guidelines, consider the resignation offer of any nominee for director who, in an uncontested election, receives a majority of withheld votes, and recommend to the Board the action it deems appropriate to be taken with respect to such offered resignation.
- Review and discuss any conflicts of interest of Board members or senior management.
- Annually review director independence determinations made with respect to existing directors as well as nominees for director, and make recommendations to the Board.
- Conduct an annual review on succession planning, report its findings and recommendations to the Board, and work with the Board in evaluating potential successors to executive management positions.
- Review and re-examine this charter annually and make recommendations to the Board for any proposed changes.
- Annually review and evaluate its own performance.
- Monitor compliance with the Board of Director Guidelines, discuss any corporate governance issues and review the Board of Director Guidelines on an annual basis, reporting any issues and recommending any proposed changes to the Board.
- In performing its responsibilities, the Nominating and Governance Committee shall have the authority to obtain advice,

reports or opinions from internal or external counsel and expert advisors. In addition, the Nominating and Governance Committee may determine its own rules of procedure, policies or processes, provided that such rules of procedure, policies or processes shall not be inconsistent with the Company's bylaws, the Board of Directors' Guidelines and this charter.

MEETINGS

The Nominating and Governance Committee will meet at least once each year.

The Nominating and Governance Committee may meet separately in executive sessions without Company management present.

MINUTES

The Nominating and Governance Committee or delegate approved by the Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

COMPENSATION

Members of the Nominating and Governance Committee shall receive such fees, if any, for their service as Nominating and Governance Committee members as may be determined by the Board in its sole discretion.

*** Revisions approved by the Board of Directors on March 27, 2015.