

**Consolidated Graphics, Inc.
and Its Subsidiaries and Affiliates
(the “Company”)**

AUDIT COMMITTEE OF THE BOARD OF DIRECTORS CHARTER

I. PURPOSE

The Audit Committee (the “Committee”) is appointed by the Company’s Board of Directors (the “Board”) to assist Board oversight of:

- the integrity of the Company’s financial statements;
- the Company’s compliance with legal and regulatory requirements;
- the qualifications and independence of the registered independent public accounting firm selected to perform the external audit of the Company (referred to herein generally as the “external auditors”);
- the performance of the Company’s internal audit function and the external auditor.

The Committee shall have additional responsibilities to:

- prepare an audit committee report as required by the Securities and Exchange Commission (“SEC”) for inclusion in the proxy statement for the annual shareholders’ meeting;
- conduct an annual performance self-evaluation of the Committee;
- perform additional functions from time to time assigned by the Board or delegated to it under the Company’s Corporate Governance Guidelines or By-Laws, or as may otherwise be required to comply with applicable laws or listing requirements of the New York Stock Exchange (“NYSE”).

II. COMMITTEE MEMBERSHIP AND STRUCTURE

The members of the Committee shall be appointed and replaced at the discretion of the Board. The members of the Committee shall designate a Chairman who will preside over Committee meetings and be generally responsible for calling meetings and setting meeting agendas. As required by listing requirements of the NYSE, the Committee shall consist of no fewer than three directors, all of whom shall meet the independence requirements of the NYSE and be determined by the Board or its appointed committee to be financially literate. At least one member of the Committee must qualify and be designated as a “Financial Expert” as defined by the rules and regulations of the SEC. Each Committee member is expected to notify the Chairman of the Nominating and Governance Committee in the event that personal circumstances change in a manner that may affect such director’s independence or the Board’s evaluation of such director’s duties. No member of the Committee may serve simultaneously on the audit committee of more than two other public companies without approval of the Board. The Committee shall meet as often as its members determine to be necessary, or as meetings may be

called by the Committee Chairman, but in any event the Committee shall meet at least quarterly. Committee members are expected to attend a minimum of 75% of all meetings. A majority of the members of the Committee shall constitute a quorum and meetings may be attended telephonically. In carrying out its responsibilities, the Committee policies and procedures will remain flexible and administered by the Committee Chairman in order to best react to changing conditions and regulatory requirements, and to provide assurance to the Board, shareholders and other financial statement users that the Company's accounting and financial reporting practices are in accordance with Generally Accepted Accounting Principles ("GAAP") and applicable SEC and NYSE listing requirements.

III. COMMITTEE AUTHORITY AND RESPONSIBILITIES – Assisting the Board oversight of the integrity of the Company's financial statements

The committee shall:

- review and discuss with Company management financial statements contained in the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q to obtain management's judgment about the quality of the disclosure and content of such financial statements;
- review and discuss with Company management disclosures under "Management Discussion and Analysis of Financial Condition and Results of Operations" included in the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q;
- review the process by which disclosures that the Company's Chief Executive Officer and Chief Financial Officer make to the Committee and the external auditors in connection with the certification process for the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q concerning any significant deficiencies or weaknesses in the design or operation of internal control over financial reporting, as well as any fraud that involves management or other employees who have a significant role in the Company's internal control over financial reporting;
- review and discuss with Company management as necessary all earnings press releases and related SEC filings, as well as financial information and earnings guidance provided to analysts and rating agencies;
- meet with the external auditors at least quarterly, without members of management present to discuss, among other things, evaluation of the Company's financial accounting and auditing personnel, and the cooperation that the external auditors received during the course of the audit;
- meet with the external auditors, personnel responsible for the internal audit function and/or management as necessary to discuss and review various matters, including:
 - a. the Company's internal control over financial reporting, including computerized information system controls and security and the overall control environment, and specifically any significant deficiencies and/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;

- b. results of the annual audit of the Company's financial statements;
- c. any accounting adjustments that were noted or proposed by the external auditors but not recorded in the financial statements due to immateriality or otherwise;
- d. major issues or analyses prepared by management and/or the external auditors regarding accounting principles and financial statement presentations, including changes in the selection or application of accounting principles used by the Company;
- e. any material differences or difficulties with management encountered during the course of the audit, including any restrictions on the scope of the external auditor's activities or on access to requested information, with the Committee having responsibility for overseeing the resolution of such matters;
- f. any significant estimates and judgments underlying the financial statements including the rationale behind those estimates;
- g. any off-balance sheet structures and related disclosures and use of any non-GAAP financial measures;
- h. all critical accounting policies and practices identified to the Committee, including the external auditors' qualitative judgment about the quality, not just the acceptability, of the accounting principles.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES – Assisting the Board oversight of the Company's compliance with legal and regulatory requirements

The Committee shall:

- review with the Company's legal counsel any legal compliance matters brought to their attention, including any legal matters that could have a significant, adverse impact on the Company's financial statements;
- review with the Company's legal counsel any federal, tax, or regulatory matters brought to their attention that may have a material impact on the Company's operations and the financial statements;
- review significant financial risk exposures and the guidelines and policies which management has put into place to govern the process of monitoring, controlling, and reporting such exposures;
- meet with the external auditors, personnel responsible for the internal audit function and/or management as necessary to discuss and review the effect of regulatory and accounting initiatives on the financial statements of the Company.

V. COMMITTEE AUTHORITY AND RESPONSIBILITIES – Assisting the Board oversight of the qualifications and independence of the external auditors

The Committee shall:

- be directly responsible for the selection, compensation, retention and termination of the external auditors, as well as for the oversight of the work of any external auditor retained for the purpose of preparing or issuing an audit report or performing other audit, review or attest services with respect to the financial statements of the Company;
- have sole responsibility for approving any non-audit services performed by independent external auditors and considering whether the provision of non-audit services is compatible with maintaining the external auditor's independence;
- establish policies for the pre-approval of any audit and permitted non-audit services that may be performed by the external auditors in accordance with the rules and regulations of the SEC, provided that the policies are detailed as to the particular service, the Committee is informed of each service and policies do not delegate the Committee's responsibilities to Company management (any pre-approval policies adopted by the Committee shall be disclosed in the Company's proxy statement for the annual shareholders' meeting;
- obtain and review, at least annually, a written statement from the external auditors as required by Independence Standard No. 1, "Independence Discussions with Audit Committees" regarding relationships and services which may impact independence and any related matters (including a description of all services provided by the external auditors and the related fees for those services) and report its findings and conclusions to the Board;
- obtain and review, at least annually, a report provided by the external auditors describing:
 - a. their internal quality control procedures;
 - b. any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by inquiry or investigation by governmental or professional authorities within the preceding five years;
 - c. any steps taken to deal with any such issues;
- set clear hiring policies for employees or former employees of the external auditors such that the Chief Executive Officer, Chief Financial Officer, Controller or person in equivalent position cannot have been employed by the Company's external auditors and participated in the Company's annual audit during the one year period preceding the audit, and such other policies as may be required by the rules and regulations of the SEC and the listing requirements of the NYSE.

VI. COMMITTEE AUTHORITY AND RESPONSIBILITIES – Assisting the Board oversight of the performance of the Company’s internal audit function and the external auditors

The Committee shall:

- meet at least annually with the director, or equivalent, of the Company’s internal audit function (the “Business Compliance Group” or “BCG”) and discuss the following:
 - a. scope of work and procedures performed by the BCG;
 - b. assessment of the Company’s internal controls over financial reporting;
 - c. any material findings by the BCG as they relate to accounting issues, irregularities, or internal control over financial reporting issues;
 - d. professional background of the BCG director, or equivalent, and that individual’s qualifications and need for continuing education and professional development to adequately perform the duties of such role;
- meet with the external auditors and management as necessary to discuss and review other matters, including:
 - a. the effectiveness of the Company’s BCG, including the independence and authority of applicable reporting obligations, the proposed review plans for the coming year and coordination of such plans with the external auditors;
 - b. responsibilities, budget and staffing of the Company’s BCG and make recommendations to the Company’s management with respect to same;
 - c. prior to commencement of the external audit, the scope, staffing and procedures pertaining to such audit;
 - d. all remaining information required to be communicated to the Committee by the independent auditors pursuant to the Statement of auditing Standard No. 61, “Communications with Audit Committees,” including obtaining assurance from the independent external auditors that they have complied with Section 10A-2 of the Securities and Exchange Act of 1934.
- review and evaluate the performance of the lead partner of the Company’s external audit team and ensure the rotation of the audit engagement team as set forth in the rules and regulations of the SEC and listing requirements of the NYSE;
- review and evaluate any matters that were referred to the external auditors’ national office relating to accounting policies or financial statement disclosure within the Company’s financial statements and, to the extent deemed appropriate by the Committee, request an opportunity to address such issues directly with a representative of such national office;
- assure that the external auditor attest to, and report on, the assessment of effectiveness of the Company’s internal control structure and procedure for financial reporting to be made as of the end of the Company’s fiscal year and included in each annual report of the company in accordance with Section 404 of the Sarbanes-Oxley Act of 2002 and any rules and regulations that may be promulgated by the SEC in relation to such Act.

VII. COMMITTEE AUTHORITY AND RESPONSIBILITIES – Additional responsibilities

The Committee shall within 60 days following the Company's fiscal year end:

- review and reassess the adequacy of the Committee charter;
- review and evaluate the performance of the Committee;
- report to the Board the results of the Committee self-evaluations and any proposed changes for Board approval.

The Committee shall also:

- conduct or authorize investigations into any matters within the Committee's scope of responsibilities, as well as obtain advice from independent legal counsel and other professionals as necessary to assist in the conduct of any investigation;
- establish procedures for the receipt, retention and treatment of confidential, anonymous submissions and/or complaints by employees of the Company regarding questionable accounting or auditing matters;
- review significant changes or improvements in financial accounting practices and controls, or the timeline for which such improvements will be implemented;
- review any cases of fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting;
- prepare an audit committee report as required by the SEC for inclusion in the proxy statement for the annual shareholders' meeting.

VIII. GENERAL

The Committee shall report to the Board on a regular basis, either verbally or in writing, regarding the discharge of duties of the Committee and issues identified in connection with such duties. While the Committee has the authority and responsibilities set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the independent auditors. In discharging their responsibilities, Committee members shall exercise their business judgment to act in a manner that they believe in good faith is in the best interest of the Company and its shareholders. In such exercise, the Committee members are entitled to rely on the honesty and integrity of Company management and outside advisers and auditors. The Committee may request any officer or employee of the Company or the Company's outside counsel to attend any meeting with Committee members or consultants retained by the Committee.

THIS CHARTER, REVISED AND ADOPTED JUNE 30, 2004, SUPERCEDES ALL PRIOR AUDIT COMMITTEE CHARTERS AND AMENDMENTS THEREOF.