

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

**EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS CHARTER**

**I. PURPOSE**

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

- review and develop strategies and policies of the Company and approve the acquisition of printing companies pursuant to authority delegated by the Board;
- plan for the succession to the position of Chief Executive Officer (“CEO”) in the event of an anticipated or unanticipated vacancy;
- designate the Company’s “Executive Officers” for purposes of disclosures required by the Securities and Exchange Commission (“SEC”);

The Committee shall 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 and regulations 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. The Committee shall consist of no fewer than two directors, one of whom shall be the CEO of the Company so long as such individual is otherwise a member of the Board. While the members of the Committee are not required to meet the independence requirements of the NYSE, 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. 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 annually. A majority of the members of the Committee shall constitute a quorum and meetings may be attended telephonically. Committee members are expected to attend a minimum of 75% of all meetings. Committee policy and procedures will be administered by the Committee Chairman and remain flexible to best react to changing conditions and regulatory requirements. The Committee may not delegate its duties to a sub-committee of the Committee unless such sub-committee has a published charter.

**III. COMMITTEE AUTHORITY AND RESPONSIBILITIES - Fulfilling the Committee's responsibility to review and develop strategies and policies of the Company and approve the acquisition of printing companies pursuant to authority delegated by the Board**

The Committee shall:

- in their discretion and from time-to-time, based upon input from all directors and authorization of the Board, develop strategies and policies for the Company;
- approve all acquisitions of printing companies, including the approval for issuance of the Company's common stock in connection therewith, subject to authorization levels established by the Board from time-to-time setting forth limits on (i) aggregate and individual revenues of, and purchase price paid, for acquired companies and (ii) the number of shares and/or value of the Company's common stock which may be issued as consideration therefor, if any;
- have the sole authority to retain and terminate consultants to be used in matters relating to the development of strategies, policies and the evaluation of acquisitions, as well as to negotiate and approve consultant fees on such matters.

**IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES - Fulfilling the Committee's responsibility to plan for the succession to the position of CEO in the event of an anticipated or unanticipated vacancy**

The Committee shall:

- have available, on a continuing basis, a recommendation of a successor, interim or otherwise, in the event of an emergency or unanticipated vacancy at the position of CEO;
- consult with the CEO regarding the timing, nature and implementation of any long-range succession plan;
- establish and approve development and/or recruitment plans in connection with the implementation of a long-range succession plan;
- at least annually, report to the Board regarding succession planning for the position of CEO.

**V. COMMITTEE AUTHORITY AND RESPONSIBILITIES - Fulfilling the Committee's responsibility to designate the Company's "Executive Officers" for purposes of disclosures required by the SEC**

The Committee shall:

- designate "Executive Officers" for inclusion in the Company's proxy statement for the annual shareholders' meeting and such other disclosures as required by the SEC;
- as reasonably required, obtain the assistance of management and/or outside consultants in identifying and determining such designees, provided that the Committee shall retain responsibility for the designation and such assistance shall not be regarded as a delegation of responsibility for such designation;

## **VI. GENERAL**

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 advisors and auditors. The Committee may request any employee of the Company or the Company's outside counsel to attend any meeting with Committee members or consultants retained by the Committee.

**ADOPTED JUNE 30, 2004**