

## **AMERICAN REPROGRAPHICS COMPANY**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

#### **Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) of American Reprographics Company (the “Company”) is responsible for identifying individuals qualified to become members of the Company’s Board of Directors (the “Board”), recommending to the Board the director nominees for the next annual meeting of stockholders, and overseeing the evaluation of the Board, elected corporate officers and other senior executives.

The Committee also is responsible for taking a leadership role in shaping corporate governance policies and practices, including developing and recommending to the Board the corporate governance principles applicable to the Company, and monitoring Company compliance with said policies and practices.

#### **Committee Membership**

The Committee shall consist of three or more directors, each of whom shall meet the independence requirements of the New York Stock Exchange and all other applicable laws, rules and regulations governing director independence, as determined by the Board. One member of the Committee will serve as the Chairperson of the Committee. The Committee may also appoint a Secretary, who need not be a director, whose primary responsibility will be to keep the minutes of the Committee meetings.

Members of the Committee and the Committee Chairperson shall be appointed by and may be removed by the Board.

#### **Meetings**

The Committee shall meet in person or telephonically as often as it determines, but no less than once per year at a time and place determined by the Committee Chairperson.

#### **Committee Authority and Resources**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to obtain advice and assistance from internal or outside legal, accounting or other advisors. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms.

The Committee may form and delegate authority to subcommittees as necessary or appropriate. Members of a subcommittee may include directors of the Company, employees of the Company, consultants or any other parties as determined by the Committee in its sole discretion.

## **Committee Duties and Responsibilities**

The Committee, to the extent it deems necessary or appropriate, shall:

1. Review the appropriateness of the size and overall composition of the Board, relative to its various responsibilities, taking into consideration such factors as business experience and specific areas of expertise of each Board member, and make recommendations to the Board as necessary.
2. Develop and recommend to the Board standards for determining director independence consistent with the requirements of the New York Stock Exchange and other applicable laws or regulations and review and assess these standards on a periodic ongoing basis.
3. Assist the Board in developing criteria for identifying and selecting qualified individuals who may be nominated for election to the Board, which shall reflect at a minimum all applicable laws, rules, regulations and listing standards.
4. Recommend to the Board the slate of nominees for election to the Board at the Company's annual meeting of stockholders, taking into consideration such factors as it deems appropriate, including judgment, experience, skills and personal character of the candidate, as well as its assessment of the needs of the Board.
5. Select from among the independent directors a lead director to chair the executive sessions of the non-management directors.
6. Determine the policy for consideration of director candidates recommended by stockholders, including the consideration to be given to director candidates so recommended and the procedures to be followed in submitting such recommendations.
7. Determine the process to be followed by stockholders in submitting other communications to the Board and, if applicable, specific individual directors.
8. As the need arises to fill vacancies, actively seek individuals qualified to become Board members for recommendation to the Board.
9. Recommend to the Board the number, identity and responsibilities of Board committees and the Chairperson and members of each committee, including recommendations regarding committee appointments and removal from committees or from the Board, rotation of committee members and Chairpersons and committee structure and operations.
10. Review the adequacy of the charters adopted by each committee of the Board, and recommend changes to the Board as necessary.

11. Review adherence by directors to corporate guidelines regarding transactions with the Company, annually inquire of all directors regarding any actual or potential conflicts of interest and report findings to the Board.
12. Oversee and assist the Board with an annual assessment of the Board's performance through such process as the Committee shall determine advisable including, if appropriate, the solicitation of comments from each member of the Board. The annual assessment shall be discussed with the full Board following the end of each fiscal year.
13. Oversee and assist the Board in annually reviewing with the Chief Executive Officer the job performance and evaluation of elected corporate officers.
14. Develop and recommend to the Board a set of corporate governance principles applicable to the Company, to review those principles at least annually, and to recommend any proposed changes to the Board as the Committee deems advisable.
15. Review and assess the adequacy of the Company's Code of Conduct and other internal policies and guidelines and monitor Company compliance with said policies and guidelines.
16. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
17. Conduct an annual performance evaluation of the Committee and report the results of this review to the Board.
18. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

### **Reports**

The Committee shall make regular reports to the Board. The Committee will, to the extent it deems appropriate, record its summaries of recommendations to the Board in written form that will be incorporated as a part of the minutes of the Board.

**February 2005**

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