

**ADOBE SYSTEMS INCORPORATED**  
**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

**I. PURPOSE**

The primary purpose of the Nominating and Governance Committee (“Committee”) is to (i) evaluate candidates for membership on the Board of Directors (the “Board”) and make recommendations to the Board regarding candidates, (ii) make recommendations with respect to the composition of the Board and the committees thereof, (iii) review and make recommendations regarding the functioning of the Board as an entity, (iv) recommend corporate governance principles applicable to the Company and (v) assist the Board in its reviews of the performance of the Board and each Committee as requested.

**II. COMPOSITION**

The Committee shall be composed of at least three (3) directors, at least two (2) of whom shall be Independent Directors. “Independent Director” means a person other than (i) an officer or employee of the company or its subsidiaries or (ii) any other individual having a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities as a Committee member, as defined by applicable regulatory bodies. Independent Directors shall meet the independence criteria established by the rules of Nasdaq. A single non-Independent Director may serve on the Committee if such director is not a current officer or employee or Family Member (as defined under the rules of Nasdaq) of an officer or employee if the Board, under exceptional and limited circumstances, determines that such director’s membership on the Committee is required by the best interests of the company and its shareholders, and the Board discloses in the proxy statement for the next annual meeting subsequent to such determination, the nature of the relationship and the reasons for the determination. A director appointed under this exception may not serve longer than two years.

Unless the Board elects a chairperson, the members of the Committee may designate a chairperson by majority vote of the full Committee membership.

**III. MEETINGS AND PROCEDURES**

The Committee shall hold meetings, either telephonically or in person, as frequently as it deems necessary in order to fulfill its responsibilities under this Charter. A majority of the members present shall represent a quorum of the Committee, and any action approved by at least a majority of the members of the Committee shall represent the valid action of the Nominating and Corporate Governance Committee. The Committee shall record the minutes of the proceedings of all meetings. At its request, the Committee may meet with, or be assisted by, the Board Secretary or other members of Management, who may be asked to help set the Committee’s agenda, furnish materials and analyses to members in advance and provide information and advice to the Committee as needed.

From time to time, the Committee may delegate duties or responsibilities to subcommittees or to a member or members.

The Committee may retain independent consultants as necessary to perform its duties under this Charter. The fees and costs of any such consultants retained by the Committee shall be borne by the Company.

#### **IV. RESPONSIBILITIES**

##### **A. NOMINATING FUNCTIONS**

1. The Committee shall evaluate and review with the Board the criteria for selecting new directors, including skills and characteristics of Board members in the context of the current composition of the Board. The Committee is further responsible for seeking and evaluating potential candidates and recommending to the independent members of the Board, for their approval, nominations for qualified candidates for Board membership who meet the criteria established by the Committee and the Board as a result of the assessment of the perceived needs of the Board at that point in time.

2. The Committee shall have the power and authority to consider board nominees submitted by the Company's stockholders in accordance with the Company's Bylaws.

3. The Committee is responsible for recommending, for approval by the Board, assignment of Board members to the various Board committees, taking into account qualifications and independence requirements.

4. The Committee is responsible for making recommendations to the Board concerning Board and committee compensation.

##### **B. CORPORATE GOVERNANCE FUNCTIONS**

1. The Committee is responsible for making recommendations regarding the functioning of the Board as an entity, including establishing and reviewing Board governance criteria, and shall periodically review such governance criteria with the entire Board. The Committee shall develop, recommend and continuously review and assess the adequacy of, and recommend for Board approval, any proposed changes to the corporate governance principles applicable to the Company.

2. If so requested by the Board, the Committee shall assist the Board in its evaluation of each committee of the Board.

3. The Committee shall review and reassess the adequacy of this Charter as appropriate and recommend any proposed changes to the Board for approval.

4. The Committee has oversight over Management's development of an orientation process for new directors.

5. The Committee shall make regular reports to the Board of Directors regarding its activities.

6. The Committee shall review and approve all related-party transactions between the Company and (i) executive officers of the Company, (ii) members of the Board of Directors and (iii) beneficial owners of five percent or greater of the Company's securities, after examining each such transaction for potential conflicts of interests and other improprieties.

7. If so requested by the Board, the Committee shall assist the Board in reviewing and assessing management development and succession planning for Executive Officers.

8. The Committee shall perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.