

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

**NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF
DIRECTORS CHARTER**

I. PURPOSE

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

- assist in identifying individuals qualified to become Board members and recommending Board selection of nominees for the next annual shareholders’ meeting and to generally assist with filling Board vacancies;
- develop and recommend to the Board a set of Corporate Governance Guidelines and Code of Ethics applicable to the Company;
- facilitate the annual performance of a self-evaluation of the Board and conduct a self-evaluation of the Committee.

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 three directors, all of which shall meet the independence requirements of the NYSE, and at no time shall no full class of directors constitute a majority of the Committee. Each Committee member is expected to notify the Committee Chairman 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 or any two members of the Committee, but in any event the Committee shall meet at least annually. 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. 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 assist the Board in identifying individuals qualified to become Board members and recommending Board selection of nominees for the next annual shareholders’ meeting and to generally assist with filling Board vacancies

The Committee shall:

- annually, evaluate the composition, continuing education requirements and structure of the Board, evaluate the composition and structure of Board appointed committees, and recommend any proposed changes in composition and structure to the Board for approval;
- as needed, evaluate recommendations for nominees submitted by the Chairman of the Board and Company shareholders, or if necessary, independently seek individuals the Committee deems qualified to become Board members for recommendation to the Board prior to the regular meeting of the Board at which directors are customarily considered for election at the annual shareholders’ meeting, and at such other times as may be necessary to fill any director vacancies;
- as needed, the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, as well as to approve search firm fees in connection with such matters.

For purposes of evaluating prospective nominees for Board membership, the Committee shall take into account NYSE requirements and other factors such as knowledge of the Company and the printing industry, business experience, and any prior service as a Board member, with no one or more of these factors being deemed to be minimum criteria for qualification or more important than other factors that the Committee may take into account in their discretion.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES - Fulfilling the Committee’s responsibility to develop and recommend to the Board a set of Corporate Governance Guidelines and Code of Ethics applicable to the Company

The Committee shall:

- initially prepare Corporate Governance Guidelines and a Code of Ethics for approval by the Board prior to the first annual shareholders’ meeting after January 15, 2004;
- establish procedures to assess compliance with the Corporate Governance Guidelines and a Code of Ethics;
- annually, review and reassess the adequacy of the Corporate Governance Guidelines and Code of Ethics and recommend any proposed changes to the Board for approval;
- approve the appointment by the Chief Executive Officer of the Insider Trading Policy Compliance Officer (the “ITP Compliance Officer”) from time to time as such appointments occur;
- annually, review and reassess the adequacy of the Company’s insider trading policies;
- at least annually, discuss with the ITP Compliance Officer the Company’s insider trading compliance practices and procedures and any matters pertaining thereto which the ITP Compliance Officer believes should be brought to the attention of the Committee.

V. COMMITTEE AUTHORITY AND RESPONSIBILITIES - Fulfilling the Committee's responsibility to facilitate the annual performance of a self-evaluation of the Board and conduct a self-evaluation of the Committee

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

- report to the Board with an assessment of the performance of the Board, based upon comments from all directors, to be discussed with the full Board following the end of each fiscal year;
- review and evaluate 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.

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