

## **ADOBE INC.**

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

#### **I. PURPOSE**

This Charter specifies the scope of the responsibilities of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Adobe Inc. (the “Company”) and the manner in which those responsibilities shall be performed, including its structure, processes and membership requirements. The approval of this Charter shall be construed as a continuing delegation of authority to the Committee with respect to the responsibilities set forth herein.

The primary purpose of the Committee is to (i) evaluate candidates for membership on the Board and make recommendations to the Board regarding candidates for director; (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; (v) assist the Board in its reviews of the performance of the Board and each committee as requested; and (vi) review and approve (or disapprove) related person transactions and conflicts of interest as described in Section IV.B.7. below.

#### **II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS**

The Committee shall be composed of at least three (3) directors, all of whom shall be Independent Directors except as provided below. “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 The NASDAQ Stock Market LLC (“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 stockholders, and the Board discloses on the Company’s website or through 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 to the Committee under this exception may not serve longer than two years.

The members of the Committee shall be appointed by the Board taking into account the recommendation of the Committee and shall serve until their successors shall be duly elected and qualified or their earlier resignation or removal by the Board. Any member of the Committee may be replaced by the Board at any time. 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 Committee. The Committee shall record the minutes of the proceedings of all meetings, which minutes will be filed with the minutes of the meetings of the Board. At its request, the Committee may meet with, or be assisted by, the Corporate 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 shall have (i) full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder; and (ii) the authority to obtain assistance from consultants, legal counsel, accounting or other advisors as needed. Such consultants and advisors shall report directly to the Committee unless otherwise instructed by the Committee, and may be terminated in the discretion of the Committee. The fees and costs of such consultants or advisors or other reasonable expenditures for external resources that the Committee deems necessary or appropriate in the performance of its duties shall be borne by the Company.

#### **IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES**

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

1. The Committee shall evaluate and review with the Board the criteria for identifying and selecting new directors, including skills and characteristics of Board members in the context of the current composition of the Board and considering any potential conflicts of interest as well as applicable independence and experience requirements. The Committee is further responsible for seeking and evaluating potential candidates and recommending to 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, and to establish any policies, requirements, criteria and procedures, including recommending to the Board appropriate action on any such nomination, and to make any disclosures required by applicable law in the course of exercising its authority.

3. The Committee is responsible for recommending, for approval by the Board, assignment and rotation of Board members to the various Board committees, taking into account qualifications and independence requirements and the rules and regulations of the Securities and Exchange Commission and applicable law.

4. In accordance with the Company's Bylaws and Corporate Governance Guidelines, the Committee will promptly consider the tendered resignation of a director who does not receive a majority of votes cast and recommend to the Board whether to accept or reject the tendered resignation.

##### **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 Company's Corporate Governance Guidelines.

2. The Committee shall manage a periodic review, discussion and evaluation of the performance of the full Board, each of its members and its committees, and shall report on such evaluations to the Board. The Committee shall be responsible for establishing the evaluation criteria and implementing the process for such evaluations. The evaluations shall include an assessment of the Board's compliance with the principles set forth in the Company's Corporate Governance Guidelines, as well as (i) an assessment of the Board's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders; (ii) specific areas in which the Board and/or management believe contributions could be improved; and (iii) overall Board composition and makeup, including the re-election of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment, skills and expertise appropriate for the Company.

3. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continues to be independent from management in both fact and appearance, as well as within the meaning prescribed by NASDAQ.

4. The chairperson of the Committee shall review any invitation received by another member of the Board to serve on the board of another entity prior to such member of the Board accepting that invitation. The Committee shall review any invitation received by the chairperson of the Committee to serve on the board of another entity prior to the chairperson of the Committee accepting that invitation.

5. The Committee shall periodically review the board membership of other entities held by members of the Board.

6. The Committee shall approve board memberships of other entities for the Chief Executive Officer and other Section 16 officers of the Company.

7. The Committee shall consider and approve (or disapprove) any related person transaction as defined under Item 404 of Regulation S-K, after examining each such transaction for potential conflicts of interest and other improprieties.

8. The Committee shall review and reassess the adequacy of this Charter on an annual basis, or as otherwise necessary, and recommend any proposed changes to the Board for approval.

9. The Committee shall have oversight over management's development of an orientation process for new directors.

10. The Committee shall make regular reports to the Board regarding its activities.

11. If requested by the Board, the Committee shall assist the Board in reviewing and assessing management development and succession planning for executive officers.

12. The Committee shall have oversight over continuing education for directors.

13. The Committee shall evaluate the quality and timeliness of information received by the Board and its committees and the manner in which it is provided.

14. The Committee shall assess the continued appropriateness of a director's Board membership upon a job change.

15. The Committee shall oversee the management of risks associated with matters set forth in this Charter.

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