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ADOBE CORPORATE GOVERNANCE GUIDELINES



These Guidelines reflect the Board's commitment to monitor the effectiveness of policy and decision making at both the Board and management level, with the objective of enhancing stockholder value over the long term.

Introduction

The following Corporate Governance Guidelines (the “Guidelines”) have been adopted by the Board of Directors (the “Board”) of Adobe Systems Incorporated (the “Company”) to assist the Board in the exercise of its responsibilities. These Guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision making at both the Board and management level, with the objective of enhancing stockholder value over the long term. The Board intends that these Guidelines serve as a flexible framework, not as a set of binding legal obligations, and should be interpreted in the context of all applicable laws and regulations, the Company’s organizational documents and other governing legal documents. These Guidelines are subject to future refinement or changes as the Board may find necessary or appropriate in order for the Company to achieve its objectives.

The Mission of the Board of Directors

The Board is the ultimate decision-making body of the Company, subject only to matters requiring stockholder approval. The Board’s primary responsibility is to monitor and assist management in creating long-term value for the Company’s stockholders in an ethical and socially responsible manner. The Board selects the Chief Executive Officer in a manner that the Board determines to be in the best interests of the Company’s stockholders. The senior management team, including the Chief Executive Officer, is responsible for the conduct of the Company’s business on a daily basis. The Board, as a whole and through its Committees, monitors the effectiveness of management policies and decisions, including the execution of its strategies and overall risk management.

Guidelines for Corporate Governance

Selection of the Board

Selection of Directors

The Board itself, with the assistance of the Nominating and Governance Committee, is responsible for identifying, reviewing, evaluating and selecting members to fill Board vacancies and nominating candidates for election by the stockholders at the stockholder meetings, consistent with the criteria set by the Board in Section 2 below. Nominations shall be approved by a majority of the Independent Directors (as defined below).

Nomination Process. The Company’s Corporate Secretary shall be notified of all potential candidates for nomination to the Board. For nominations of potential new candidates made other than by the Board, the stockholder or other person making such nomination shall comply with the Company’s Bylaws. All potential new candidates must agree (i) to be interviewed by the Nominating and Governance Committee and other directors or members of executive management as determined in the discretion of the Nominating and Governance

Committee; and (ii) to the conduct by the Company of a background check or other review of the qualifications of a proposed nominee.

Board Membership Criteria

The Nominating and Governance Committee is responsible for determining and reviewing the appropriate skills, experience and characteristics required of Board members and for making recommendations to the Board from time to time for additional members, as well as members to fill Board vacancies and Board nominees for election by the stockholders at annual meetings. The Board and Nominating and Governance Committee consider the mix of skills, experience, character, commitment, diversity of background and all relationships between any proposed nominee and any of the Company's stockholders, competitors, customers, suppliers or other persons with a relationship to the Company, all in the context of the requirements of the Board at that point in time. Additionally, in determining whether to recommend a Director for re-election, the Nominating and Governance Committee also considers (i) the Director's past attendance at Board and Committee meetings; (ii) the Director's level and quality of participation in and contributions to the activities of the Board; (iii) the results of the periodic Board evaluation with respect to such Director; and (iv) any relationships and transactions that might impair such Director's independence. In the case of new Director candidates, the Board and Nominating and Governance Committee also determine whether such nominee must be independent as required by the rules and regulations of The NASDAQ Stock Market LLC and the Securities and Exchange Commission.

Extending the Invitation to a Potential Director to Join the Board

The invitation for a potential Director to join the Board should be extended by the Chair(s) of the Board on behalf of the Board.

Orientation for New Board Members

The Nominating and Governance Committee shall be responsible for the review of management's orientation process for new Directors. This process includes, among other things, (i) cultural orientation; (ii) summaries of corporate governance practices; (iii) providing background material on strategies, risks, competition and financial history; (iv) technology demonstration meetings with senior management; and (v) visits to Company facilities.

Compliance with Guidelines and Policies

All Board members will comply with these Guidelines and all other Company policies and procedures applicable to members of the Board. Board members will preserve the confidentiality of Company business and information, including discussions or matters considered in meetings of the Board or Board committees to the extent not disclosed publicly by the Company.

Board Leadership

Selection of the Chair(s)

The Board may select the Chair(s) of the Board in the manner and upon the criteria that the Board deems appropriate at the time of selection. Currently, the Board has separated the positions of the Chair(s) and Chief Executive Officer.

Board Composition, Compensation and Performance

Size of the Board

The Board shall periodically review its size to ensure that the current number of members most effectively supports the Company.

Time Commitment and Service on Other Boards

Each Director is expected to ensure that his or her other existing and planned future commitments do not materially interfere with such Director's service on the Board. Service by the Directors on boards and/or committees of other entities is not prohibited, but should be consistent with the Company's conflict of interest policies. Directors must notify the Chair of the Nominating and Governance Committee in

advance of accepting an invitation to serve on the board of another entity. The Chair of the Nominating and Governance Committee must notify the other members of the Nominating and Governance Committee in advance of accepting an invitation to serve on the board of another entity. No Director may serve on more than four public company boards (including the Board) without first obtaining specific approval from the Board.

Ratio of Independent Directors

The Board shall be comprised of a majority of Independent Directors. In determining the independence of a Director, the Board will use the definition of “Independent Director” that meet the rules, regulations and requirements of the stock exchange on which the Company’s stock is listed, as well as other factors that will contribute to effective oversight and decision-making by the Board.

Term Limits

The Board does not believe it should limit the number of terms for which an individual may serve as a Director. Directors who have served on the Board for an extended period of time are able to provide valuable insight about the business and operations of the Company based on their experience with and understanding of the Company’s history, policies and objectives. The Board believes that it can continue to evolve and adopt fresh viewpoints through the evaluation and nomination process described in these Guidelines.

Directors Who Change Their Job Responsibility

The Board does not believe that Directors who retire or change jobs should necessarily leave the Board. There should, however, be an opportunity for the Board, through the Nominating and Governance Committee, to review the continued appropriateness of such Director’s Board membership under these circumstances. Accordingly, in the event that any Director has a principal job change or other similarly significant change in professional occupation or association, including retirement, such Director shall promptly inform the Board. The Nominating and Governance Committee shall review such change and, after consideration of the continued appropriateness of such Director’s Board membership under the new circumstances, determine whether to recommend that the Board request that such Director tender his or her resignation. If the Board agrees with the Nominating and Governance Committee’s recommendation and requests that such Director tender his or her resignation, the Board expects that such Director will promptly tender his or her resignation.

Director Elections

In accordance with the Company’s Bylaws, if no stockholder provides the Company notice of an intention to nominate one or more candidates for election to the Board, or if all such nominations by stockholders have been withdrawn by the tenth (10th) day before the Company mails its notice of meeting to stockholders, then a nominee must receive more votes cast “for” than “against” his or her election or re-election in order to be elected or re-elected to the Board. For purposes of this section, a majority of the votes cast means that the number of shares voted “for” a Director must exceed the number of votes cast “against” that Director (excluding the effect of any abstentions with respect to that Director’s election). In all other circumstances, in accordance with the Company’s Bylaws, Directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at such meeting and entitled to vote on the election of Directors. The Board expects a Director to tender his or her resignation if he or she fails to receive the required number of votes for re-election.

The Board shall nominate for election or re-election as Director only candidates who agree in advance in writing to tender, promptly following the annual meeting at which they are elected or re-elected as Director, irrevocable resignations in a form approved by the Company (a “Resignation Letter”) that will be effective upon both (i) the failure to receive the required vote at the next annual meeting at which they face re-election; and (ii) Board acceptance of such resignation. The Board shall fill Director vacancies and new directorships only with candidates who agree to tender the same Resignation Letter in accordance with these Guidelines. In addition, any stockholders nominating a candidate for the election of Director shall include in the notice of nomination a



statement whether such nominee intends to tender an advance Resignation Letter in accordance with these Guidelines if they are elected, and to follow any other requirements set forth in the Company's Bylaws.

The Nominating and Governance Committee will promptly consider the tendered resignation and recommend to the Board whether to accept or reject it. In determining whether to recommend acceptance or rejection of the tendered resignation, the Nominating and Governance Committee will consider all factors it deems relevant including, without limitation, (i) the stated reasons why stockholders voted "against" such Director; (ii) the Director's length of service and qualifications; (iii) the Director's contributions to the Company; (iv) compliance with listing standards; and (v) these Guidelines.

The Board will act on the Nominating and Governance Committee's recommendation not later than 90 days following the date of the stockholders' meeting at which the election occurred. In deciding whether to accept the tendered resignation, the Board will consider the factors considered by the Nominating and Governance Committee and any additional information and factors the Board believes to be relevant. Promptly following the Board's decision, the Company will disclose that decision in a filing with the Securities and Exchange Commission, a press release or other broadly disseminated means of communication.

If the Board decides to accept the Director's resignation, the Nominating and Governance Committee will recommend to the Board whether to fill the resulting vacancy or to reduce the size of the Board.

The Board expects the Director who tenders his or her resignation pursuant to these Guidelines to abstain from participating in the Nominating and Governance Committee recommendation and the Board's consideration whether to accept or reject the resignation. If a majority of the members of the Nominating and Governance Committee received a majority "against" vote at the same election, then the Independent Directors who did not receive a majority "against" vote will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them.

Board Compensation

Management of the Company shall report periodically to the Executive Compensation Committee on how the Company's Director compensation practices compare with that of comparable public companies. Changes in Director compensation, if any, should come at the recommendation of the Executive Compensation Committee, but with full discussion and approval by the Board. The Board believes that a meaningful portion of a Director's compensation package should be provided in Company equity awards.

Stock Ownership by Directors

The Board believes that Directors should have a meaningful financial stake in the Company. In furtherance of this, the Board has established separate stock ownership guidelines for Directors. The Executive Compensation Committee shall periodically review these guidelines for appropriateness. Changes in these guidelines, if any, should come at the recommendation of the Executive Compensation Committee, but with full discussion and approval by the Board.

Executive Sessions of Independent Directors

The Independent Directors will meet periodically in executive session, i.e., with no management Directors or management present. Any Independent Director may call for a meeting in executive session.

Board Evaluation

The Nominating and Governance Committee shall manage periodic evaluations of the performance of the full Board, each of its members and its Committees, and shall report on such evaluations to the Board. The Nominating and Governance 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 these Guidelines, as well as (i) recommendations for improving the Board's and each Committee's effectiveness in serving the best interests of the Company and its stockholders; (ii) specific areas in which the Board and management believe that the performance of the Board and its Committees could be improved; and (iii) overall Board composition and makeup.

Director Education

The Nominating and Governance Committee shall have oversight over continuing education for Directors. Directors are encouraged to participate in continuing education programs, the costs of which the Company will reimburse, in order to maintain the necessary level of expertise to perform their responsibilities as Directors.

Board Meetings; Involvement of Management; Outside Advisors***Frequency of Meetings***

There shall be at least four regularly scheduled meetings of the Board each year. The Board will hold additional meetings as needed. Board members are expected to participate in meetings of the Board and of Committees on which they serve. Additionally, members of the Board are encouraged to attend stockholder meetings.

Selection of Agenda Items for Board Meetings

The Chair(s) of the Board, taking into account suggestions from other members of the Board, will establish the agenda for each Board meeting. If the Chair(s) is not also the Chief Executive Officer, the Chair(s) shall consult with the Chief Executive Officer and other members of executive management regarding the agenda. Each Board member is free to suggest the inclusion of item(s) on the agenda and to raise at any Board meeting item(s) that are not on the agenda but are appropriate for discussion at such meeting.

The Board believes that certain continuing oversight responsibilities should have priority on the agenda, taking into account the overall focus of preserving and increasing stockholder value, including review of Company strategy and performance, management oversight, overall risk management, ethical business practices, legal compliance, accounting and financial controls, financial structure, preservation of assets and Board effectiveness.

Board Materials Distributed in Advance

Information and data that is important to the Board's understanding of matters on the agenda should be distributed in writing or electronically to the Board in advance of the Board meetings. Committee materials shall be distributed to all Board members. Board members are expected to review meeting materials in advance of Board and Committee meetings. The Board acknowledges that sensitive subject matters may be discussed at the Board meeting without written materials being distributed in advance or at the meeting.

Board Access to Management

Board members shall be afforded unrestricted access to the Company's management. Board members shall use their business judgment to be sure that this contact is not unduly distracting to the business operations of the Company. The Board may specify a protocol for making such inquiries.

The Board welcomes the regular attendance at each Board meeting of selected members of management as invited by the Chair(s). Should the Chief Executive Officer want to add additional people as attendees on a regular basis, it is expected that this suggestion would be made to the Board for its concurrence.

Furthermore, the Board encourages management to bring to Board meetings, from time to time, Company personnel who can provide additional insight into the items being discussed because of their expertise in these areas, and/or represent employees with future potential that management believes should be given exposure to the Board.

Board Communication with Outside Stakeholders

Stockholder communications to the Board or individual Directors will be initially received and processed by the office of the Corporate Secretary. Accounting, audit, internal accounting controls and other financial matters will be referred to the Chair of the Audit Committee. Other matters will be referred to the Board, the non-employee directors or individual directors as appropriate.

The Board believes that management has the primary responsibility to communicate with stockholders, media, customers, employees, government and other constituencies that are involved with the Company, and to set policies for those communications. Individual Directors may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that Directors would do this with knowledge of management and, in most instances, only at the request of management.

Availability of Outside Advisors

The Board and its Committees may retain outside advisors as deemed necessary or appropriate at the Company's expense.

Committees

Number and Composition of Committees

The current standing Committees of the Board are the Audit, Executive Compensation, and Nominating and Governance Committees. Each Committee shall have a written charter of responsibilities, duties and authorities, which shall be reviewed by the Board at least annually to determine, after considering the views of the Committee members, the appropriateness of the purpose for which the Committee was formed and for which it is being maintained. The Board may, from time to time, form a new Committee, modify the charter of an existing Committee or disband a current Committee depending on current circumstances. Committee composition shall conform to applicable laws and regulations.

Assignment and Rotation of Committee Members

The Nominating and Governance Committee is responsible for recommending the assignment of Board members to various Committees. Generally, a Board member should not be a chair of more than one Committee. The full Board shall approve Committee assignments.

The Nominating and Governance Committee shall periodically review the Committee assignments and shall consider the rotation of Committee Chair and members; however, the Board does not have a specific policy mandating rotation of Committee assignments since special knowledge or experience may determine the need for a particular Director serving for an extended period on one or more Committees.

Frequency and Length of Committee Meetings

The Committee Chair, in consultation with Committee members as necessary, will determine the frequency and length of the meetings of the Committee, consistent with such Committee's charter.

Committee Agenda and Report

The Committee Chair, in consultation with the appropriate members of the Committee and management, will develop the Committee's agenda. The agendas and meeting minutes of the Committees will be shared with the full Board.

Leadership Development

Annual Chief Executive Officer Evaluation

The Board is responsible for conducting an annual evaluation of the Chief Executive Officer. The evaluation should be based on objective criteria, including performance of the business and accomplishment of operational and strategic objectives. The evaluation will be used by the Executive Compensation Committee in the course of its deliberations when considering the compensation of the Chief Executive Officer.



Succession Planning and Management Development

As part of the Board's process on succession planning, the Board or, if requested by the Board, the Nominating and Governance Committee shall review management development and succession planning for senior management, including the Chief Executive Officer position. In addition, the Chief Executive Officer shall prepare, on a continuing basis, a short-term succession plan which outlines temporary delegation of authority to certain officers of the Company if one or more members of senior management, including the Chief Executive Officer, should unexpectedly become unable to perform his or her duties.

Board Memberships of Other Entities – Chief Executive Officer and Other Section 16 Officers of the Company

The Chief Executive Officer and other Section 16 officers of the Company must seek approval of the Nominating and Governance Committee before accepting board memberships of other entities.

Periodic Review of Guidelines

Periodic Review

The Nominating and Governance Committee shall conduct a periodic review of these Guidelines, as well as consider other corporate governance principles that may, from time to time, merit consideration by the Board. The full Board shall approve any changes made to these Guidelines and principles.

