

## **ADOBE SYSTEMS INCORPORATED**

### **LEAD DIRECTOR CHARTER**

If the Chair of the Board (the “Chair”) and the Chief Executive Officer (the “CEO”) are the same person, the “Independent Directors” (as defined in the Charter of the Nominating and Governance Committee) of the Board of Directors (the “Board”) of Adobe Systems Incorporated (the “Company”) will annually select an Independent Director to serve in a lead capacity (the “Lead Director”).

The Lead Director coordinates the activities of the other Independent Directors, and performs such other duties and responsibilities as the Board may from time to time determine, including those outlined in this Charter.

The Nominating and Governance 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.

#### **I. RESPONSIBILITIES**

The specific responsibilities of the Lead Director are as follows:

##### **A. EXECUTIVE SESSIONS**

Preside at all meetings of the Board at which the Chair is not present, including executive sessions of the Independent Directors.

##### **B. BOARD PERFORMANCE**

Optimize Board performance through regular feedback that ensures that diverse viewpoints of all directors are heard, and creates a climate of constructive candor in which frank and thoughtful discussion occurs.

##### **C. INDEPENDENT DIRECTORS MEETINGS**

Call meetings of the Independent Directors as needed.

##### **D. AGENDA, MEETING SCHEDULE AND INFORMATION FOR THE BOARD**

Periodically meet with the Chair/CEO to discuss Board agendas, materials and schedule of meetings.

##### **E. OUTSIDE ADVISORS AND CONSULTANTS**

As needed, retain outside advisors and consultants who report directly to the Board on board-wide issues.

##### **F. EVALUATIONS**

1. Provide feedback to individual directors following the periodic evaluation of the Board by the Nominating and Governance Committee (except for feedback on the evaluation of

the Lead Director, which will be provided by the Chair of the Nominating and Governance Committee or, if the Lead Director is the Chair of the Nominating and Governance Committee, by another member of the Nominating and Governance Committee selected by the members of that committee).

2. With the Chair of the Executive Compensation Committee, if not the same person, administer a formal evaluation of the performance of the Chair/CEO.

#### **G. STOCKHOLDER COMMUNICATION**

Make himself or herself available for consultation and direct communication with the Company's significant stockholders.

## **II. QUALIFICATIONS AND OBLIGATIONS**

1. Qualify as an Independent Director;
2. Be available to effectively and constructively work closely with, and in an advisory capacity to, the Chair;
3. Be available to effectively discuss with other Independent Directors any concerns about the Board or the Company and to relay those concerns, where appropriate, to the Chair;
4. Ensure the Board operates independently of management; and
5. Be familiar with corporate governance best practices and related procedures through experience, either as an Independent Director with the Company or at another corporation, or equivalent institution or through comparable executive-level leadership in government or academia.