

3D SYSTEMS CORPORATION COMPENSATION COMMITTEE CHARTER

This CHARTER (the “Charter”) of the Compensation Committee (the “Committee”) has been amended and restated by the Board of Directors (the “Board”) of 3D Systems Corporation (the “Company”) effective August 23, 2023 and, as so amended, supersedes the Charter of the Committee as last amended effective May 18, 2020.

A. Purpose. The purpose of the Compensation Committee is to discharge the responsibilities of the Board relating to compensation of the Company’s executive officers; to oversee the evaluation of the Chief Executive Officer and other senior members of management; to exercise the authority of the Board under the Company’s stock-based compensation plans; to oversee the administration of the Company’s other executive-based employee benefit plans; and to have such other powers and perform such other duties as the Board may from time to time delegate to it in accordance with the By-Laws of the Company.

B. Members. The Committee shall consist of at least two “Independent Directors.” For purposes of this Charter, “Independent Directors” shall mean directors who are determined by the Board to comply with standards of independence established by the Board consistent with applicable statutes, regulations of the Securities and Exchange Commission, and listing standards of the New York Stock Exchange. Each member will be free of any relationship that, in the opinion of the Board, would interfere with his or her individual exercise of independent judgment. In addition, members of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Members of the Committee shall be appointed and may be removed by the Board. The Board shall determine which member shall serve as Chairman.

C. Duties and Responsibilities. The Committee duties and responsibilities include the following:

1. Annually review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer and evaluate at least once each calendar year the performance of the Chief Executive Officer in light of those goals and objectives;
2. Based on the evaluation of the Chief Executive Officer, determine in consultation with the other independent members of the Board any adjustments to the base compensation of the Chief Executive Officer and the amount of any bonus or other compensation to be awarded to the Chief Executive Officer (in determining the long-term incentive component of the Chief Executive Officer’s compensation, the Committee should consider the Company’s performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Chief Executive Officer in past years);

3. Review the Company's executive compensation programs and determine whether they remain effective to attract, motivate and retain executive officers and other key personnel, and make recommendations to the Board with respect to changes in those plans;
4. In consultation with the Chief Executive Officer, review and approve, annually and at the time of any new executive hire, with respect to the executive officers of the Company and each direct report of the Chief Executive Officer: (a) the annual base salary amount; (b) any bonus arrangements; (c) any long-term incentive compensation; (d) any employment agreements, severance arrangements and change-in-control and similar agreements or provisions, and any amendments, supplements or waivers thereto; and (e) any perquisites or other special or supplemental benefits, including retirement benefits and perquisites provided to such persons during and after employment with the Company;
5. Exercise the duties and authority of the Board under the Company's executive and other employee compensation plans, including authorizing the issuance of awards under the Company's equity plans;
6. Assist the Board in developing and evaluating potential candidates for executive officer positions and oversee the development of executive succession plans;
7. Review the Compensation and Analysis section proposed for inclusion in the Company's annual report on Form 10-K and annual proxy statement and the related tabular and other disclosures about director and executive compensation, discuss the Compensation Discussion and Analysis section with management and recommend to the Board that such section should be included in such annual report and proxy statement and furnished for inclusion in such report and proxy statement its report with respect to such discussion and recommendations as required by applicable law;
8. Oversee the administration of and interpret compensation and employee benefit plans to the extent required by the terms of such plans, including without limitation the 401(k) Plan for 3D Systems Corporation, and periodically review and evaluate such plans to insure that they remain competitive and meet applicable requirements;
9. Review and evaluate the risks associated with the Company's compensation policies practices and programs, and assess whether any risks arising from the Company's compensation policies, practices, and programs for executive officers and other employees are reasonably likely to have a material adverse effect on the Company;
10. In consultation with senior management of the Company, oversee regulatory compliance with respect to all employee compensation matters. In approving compensation for executive officers, the Compensation Committee will review the performance of each executive officer together with Company performance. When warranted, the Committee reserves the right to award compensation which could exceed the limit for federal tax deductibility when in the interest of promoting corporate goals;

11. With respect to any stock ownership guidelines for employees, the Committee shall have the authority to administer and interpret such guidelines, approve exceptions or waivers from required ownership and monitor compliance with such guidelines;
12. Review and approve the implementation or revision of any clawback policy allowing the Company to recoup compensation paid to executive officers and other employees;
13. Review the Company's strategies, initiatives and programs with respect to human capital management, including the Company's culture, talent recruitment, development, and retention, employee engagement, and diversity, equity and inclusion;
14. Make reports to the Board at its next regularly scheduled meeting as appropriate following meetings of the Committee, accompanied by any recommendations to the Board;
15. Evaluate the Committee's performance and Charter annually, and recommend to the Board such modifications to the Charter, the membership of the Committee and its procedures as the Committee deems necessary or appropriate; and
16. Perform such other functions within the scope of the foregoing which the Committee deems appropriate to undertake from time to time.

D. Authority. The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other advisor (together, "advisors"). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisor retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such advisor. Before selecting or receiving advice from an advisor (other than (i) in-house legal counsel or (ii) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K under the Exchange Act: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for a particular company or that is customized based in parameters that are not developed by the advisor, and about which the advisor does not provide advice), the Committee must take into consideration all factors relevant to the advisor's independence from management, including any factors required under New York Stock Exchange listing standards. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications. In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may also request that any officer or other employee of the Company, including the Company's senior compensation or human resources employees, the Company's outside counsel or any other person meet with any member of, or advisors to, the Committee.

E. Meetings. The Compensation Committee will meet as often as deemed necessary or appropriate, in its judgment. The Committee will cause to be kept adequate minutes of all its proceedings, and will report its actions at the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee will be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action by written consent without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the By-Laws of the Company, or (c) the laws of the State of Delaware. The Committee may form and delegate authority to subcommittees consisting of one or more members of the Committee when appropriate, provided that any such delegation shall be reported to the full Board. To the extent required, any such subcommittee must consist solely of at least two members of the Committee who are non-employee directors for the purposes of Rule 16b-3 promulgated under the Exchange Act, as in effect from time to time.