

**Charter for the Audit Committee
of the Board of Directors of Global Graphics SE
("the Audit Committee")**

Article 1 - Purpose

In accordance with the provisions of article L.823-19 of the French Commercial Code which transposes applicable provisions of the Directive 2006/43/EC of the European Parliament and of the Council of 17 May 2006 on statutory audits of annual accounts and consolidated accounts (notably those of articles 41 and 42 of that Directive), the purpose of the Audit Committee of the Board of Directors (the "Board") of Global Graphics SE¹ (the "Parent") and its subsidiaries (the "Company") shall be to assist the Board in:

- monitoring the accounting and financial reporting process of the Company;
- monitoring the effectiveness of the Company's internal control and risk management systems;
- monitoring the statutory audit and/or review process of the annual and consolidated financial statements of the Company (whether on a interim or annual basis); and
- reviewing and monitoring the performance and independence of the Company's statutory auditor(s) or audit firm(s).

Article 2 - Scope of action

The members of the Audit Committee shall pay strict attention to the definition and exercise of powers and duties granted to respective bodies involved in the management of the Company, notably the Company's Board and shareholders.

The members of the Audit Committee are neither professional accountants nor auditors, and their functions are not intended to duplicate or to certify the activities of the Company's management or auditors.

Consequently, the Audit Committee shall have the following scope of action:

2.1 Vis-à-vis the Company's management and Board

The role of the Company's management

The Company's management has the primary responsibility for the design, quality and appropriateness of the Company's financial reporting process as well as its internal control and risk management systems, and is notably responsible for preparing the Company's statutory and consolidated financial statements.

It is required to continuously monitor the effectiveness of the Company's financial reporting process as well as its internal control and risk management systems, to preserve their integrity and have them adapted with regard to changes in the Company's organisation.

¹ Pursuant to the change in the Company's corporate form into a European Company (SE) as voted by the Company's shareholders on 7 June 2013.

The role of the Company's Board

In accordance with provisions of article L.225-100 of the French Commercial Code, the Board is required to report to the Company's shareholders on the main risks and uncertainties faced by the Company (including a description of specific risks and uncertainties faced by the Parent or any subsidiary) and the Company's policies with regard to financial risk management (notably foreign exchange risk, credit risk, liquidity risk, and cash-flow interest-rate risk).

As a result, the Board is required to ensure that both financial and operational risks which may have a significant impact on the Company's financial position are identified and properly addressed by the Company's internal control and risk management systems.

It is also required to ensure that the Company's internal control and risk management systems have been designed to ensure that the financial information provided by the Company in its interim and annual accounts provides a fair view of the Company's performance and financial position and has been prepared in accordance with applicable legal and statutory requirements regarding the preparation of interim or annual financial statements and of any management reports thereon.

The Audit Committee monitors the Company's financial reporting process as well as its internal control and risk management systems on behalf of the Board, and makes recommendations to the Board in that respect.

Accordingly, the Audit Committee should notably take the appropriate actions to evaluate whether management is setting the overall corporate 'tone' for quality financial reporting, sound business risk practices and appropriate risk management.

2.2 Vis-à-vis the Company's auditors

The Company's independent auditors are responsible for auditing the Company's statutory and consolidated financial statements prepared by the Company's management.

The Audit Committee shall have a clear understanding with the Company's management that the Company's independent auditors are ultimately accountable to the Board as a representative body, the members of which are elected by the Company's shareholders.

Article 3 - Membership and organisation

3.1 Membership

In accordance with the applicable provisions of article L.823-19 of the French Commercial Code, the Audit Committee shall consist of a minimum of three (3) members of the Board and shall comprise a majority of independent directors of the Company².

The members of the Audit Committee are appointed by the Board for the duration of their mandates as directors of the Company. However, the Board may remove members of the Audit Committee from the said committee, with or without cause, upon its entire discretion, by majority vote.

Each member must meet the following two criteria:

- he/she must not have participated in the preparation of the Company's statutory or consolidated financial statements of the Company or any current subsidiary of the Company at any time during the past three (3) years; and

² As defined in article 4 of the Charter for the Company's Board of Directors.

- he/she must be able to read and understand fundamental financial statements prepared in accordance with applicable accounting standards.

In addition, at least one member will have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background, including a current or past position as a chief executive or financial officer or other senior officer with financial oversight responsibilities.

The list of members of the Audit Committee is set out in Appendix 1 to this charter.

3.2 Remuneration

The remuneration of the Audit Committee members shall be as determined by the Board.

In addition, provided such reimbursement is requested by the Audit Committee member and that appropriate evidence of expenses incurred and claimed for repayment is provided to the Company, any given member of the Audit Committee is entitled to the reimbursement of travel expenses incurred in connection with the exercise of his/her duties.

3.3 Chair

Unless the Board elects a Chair of the Audit Committee, the members of the Audit Committee shall elect a Chair by majority vote.

Article 4 - Authority and responsibilities

The Audit Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

The responsibilities of the Audit Committee shall include:

4.1 Independent auditors³

- making recommendations to the Board regarding the appointment, re-appointment and dismissal (including before the term of their current mandates, as the case may be) of the Company's independent auditors;
- making recommendations to the Board regarding the provision of audit and non-audit services to the Company by its independent auditors (or subsequently approving non-audit services in those circumstances where a subsequent approval is required and permissible), and the related remuneration paid to the Company's independent auditors;
- monitoring the work of the Company's independent auditors (including resolving all potential disagreements between the Company's management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit or review report or related work;

³ In accordance with French Company Law, the Company is required to appoint two independent auditors for a mandate of six (6) years. The current auditors of the Company are KPMG and Secef.

4.2 Annual audit

- in accordance with applicable provisions of article L.823-16 of the French Commercial Code, reviewing and making recommendations to the Board with respect to the external audit and the Company's relationship with its independent auditors by:
 1. before the start of the interim audit phase, reviewing the independent auditors' proposed audit scope, audit approach (including a review of the Company's draft annual audit plan), and independence. This includes obtaining a written statement from the independent auditors regarding relationships and services with the Company which may impact independence and presenting this statement to the Board, and to the extent there are relationships, monitoring and investigating them;
 2. after completion of the audit and before the year-end earnings publication, reviewing and approving the draft earnings release and attached financial statements and management reports thereon (as well as any other information attached, including GAAP to non-GAAP reconciliation, as applicable) prepared by the Company's management, and discussing with the Company's independent auditors any audit findings, including significant
 - a. management judgements and accounting estimates used in the preparation of these financial statements;
 - b. disagreements of independent auditors with management;
 - c. adjustments or reclassifications proposed by the independent auditors;
 - d. new accounting policies used in the preparation of financial statements; and
 - e. other matters described in applicable auditing standards⁴;
 3. conducting a post-audit review of any additional audit findings, including any significant suggestions for improvements provided to the Company's management by the independent auditors, notably under the form of a 'management letter' or any similar report or letter issued to management by the Company's independent auditors;
 4. reviewing the reports submitted to the Company by the independent auditors; and
 5. annually evaluating the independent auditors' performance and 'value-for-money' of audit and similar services provided by the independent auditors to the Company;
- reviewing and discussing with management and the independent auditors and recommending to the Board for inclusion in the Company's annual report, the audited statutory and consolidated financial statements and the Company's disclosures under the reports on the Company's operations and other reports included therein prior to releasing the annual report. Such review shall include judgement about the quality, not just acceptability, of accounting principles, the reasonableness of significant judgements and use of critical accounting estimates, and the clarity and appropriateness of the disclosures in the statutory and consolidated financial statements as well as in any report included in the annual report.

⁴ Currently being the International Standards on Auditing ("ISA") issued by the International Auditing and Assurance Standards Board ("IAASB").

4.3 Interim review (mid-year review)

- reviewing and approving before publication the Company's interim earnings release and attached interim consolidated financial statements (and other information, including GAAP to non-GAAP reconciliation, as applicable) prepared by the Company's management;
- discussing with the Company's management the consolidated financial statements and related disclosures included in attached notes, notably the effect of:
 1. significant management judgements and critical accounting estimates used in the preparation of these consolidated financial statements; and
 2. new accounting policies used in the preparation of these consolidated financial statements;
- ensuring that the Company's independent auditors perform a review of the Company's interim consolidated financial statements using professional standards and procedures for conducting such review. The Audit Committee shall discuss with the Company's independent auditors the interim consolidated financial statements, the results of the review and any other matters required to be communicated to the Audit Committee by the Company's independent auditors under generally accepted auditing standards.

4.4 Quarterly review

- reviewing and approving before publication the Company's quarterly earnings release and attached unaudited consolidated financial statements (and other information, including GAAP to non-GAAP reconciliation, as applicable) prepared by the Company's management;
- discussing with management the unaudited consolidated financial statements and related disclosures included in attached notes, notably the effect of:
 1. significant management judgements and critical accounting estimates used in the preparation of these consolidated financial statements; and
 2. new accounting policies used in the preparation of these consolidated financial statements

4.5 Internal control and risk management systems

- understanding the controls and processes implemented by management to ensure that the financial statements derive from the underlying accounting and financial systems, comply with relevant standards, and are subject to appropriate review by the Company's management before they are issued for approval by the Board;
- reviewing on a continuing basis the adequacy of the Company's internal control system, including periodic discussions with the Company's management and independent auditors to review the adequacy of such controls, and considering whether recommendations made by the Company's independent auditors have been implemented by management;

- providing oversight and review of the Company's risk management policies, including a review of how management accounts for the security of computer and other information systems and applications, and of the contingency plans for processing financial information in the event of a systems breakdown or to protect against computer fraud or misuse of systems, applications or data;
- reviewing the processes for ensuring that the information contained in press releases issued by and presentations made by the Company (including GAAP vs. non-GAAP information, as applicable) is consistent with published financial information, is presented in a fair and balanced way, and is transparent;
- reviewing, approving and monitoring the Company's code of ethics and business conduct for its directors, executive officers and senior employees, and management's monitoring of compliance with the Company's standards of business conduct.

4.6 Compliance with laws and regulations

- reviewing the effectiveness of the system and procedures for monitoring compliance with laws and regulations as well as the results of management investigations and follow-up of any fraudulent acts or of any non-compliance;
- obtaining updates from management regarding compliance matters that may have a material impact on the Company's financial statements or compliance policies;
- being satisfied that all regulatory compliance matters which are related to the Company's business have been considered in the preparation of the financial statements; and
- overseeing compliance with legal and regulatory requirements (including those of NYSE Euronext and of market regulators⁵, as applicable) for disclosure of auditors' services, of Audit Committee members, and of member qualifications and activities, as applicable.

4.7 Other matters

- reviewing and approving in advance any proposed related party transactions and reviewing and approving the draft report on such transactions prepared by the Company's management prior to their being provided to the Company's auditors;
- reviewing, in conjunction with a legal counsel, any legal matters that could have a significant impact on the Company's statutory or consolidated financial statements (including, but not restricted to, a tax audit, a trademark or patent infringement litigation, or similar matters);
- having the authority to obtain advice and assistance from executive officers or external legal, accounting or other advisors (including the Company's auditors), if appropriate.

⁵ Currently being both the Belgian Financial Services and Markets Authority ("FSMA") and the French Autorité des Marchés Financiers ("AMF")

Article 5 - Meetings

5.1 Number of meetings

It is anticipated that the Audit Committee will meet at least four (4) times each year to correspond with the Company's financial reporting cycle. However, it may meet as often as it deems necessary in order to perform its responsibilities.

The Audit Committee shall establish its own schedule, which its Chairman will provide to the Chairman of the Board in advance.

5.2 Attendance at meetings

Each member of the Audit Committee undertakes to attend all meetings except in cases of insurmountable difficulty; keeping in mind that attendance via teleconference or videoconference is permissible if all else fails.

The quorum at any meeting shall be the majority of the members of the Audit Committee.

5.3 Meeting places

Meetings shall be held in any location specified in the notice of the meeting, provided that such an arrangement is approved by a minimum of half of the members of the Audit Committee.

5.4 Notification of meetings

Notifications can be done by all appropriate means. However, except in specific cases, they shall be sent in writing at least five (5) business days before each meeting date. Attached to such notification, sent or remitted to members of the Audit Committee with reasonable notice ahead of the meeting, shall be all documents informing them of the agenda of the meeting as well as all questions which will be discussed during the meeting.

5.5 Minutes of meetings

The Audit Committee shall maintain written minutes of its meetings, which will be drafted in English. Draft minutes shall be remitted or sent to each member of the Audit Committee at the latest when the members are sent notification of the next meeting of the Audit Committee.

Signed minutes of meetings of the Audit Committee shall be filed with the minutes of the meetings of the Board by the Company's Chief Financial Officer.

5.6 Compulsory purposes of one meeting each year

At a minimum of one of such meetings annually, the Audit Committee shall review and reassess the adequacy of this Charter and the Audit Committee's own performance and recommend any proposed changes to the Board for approval.

5.7 Presence of executive officers at meetings

The Audit Committee may, at its discretion, invite the Company's Executive officers (as set out in Appendix 2 to this Charter) to attend appropriate portions of all meetings, notably to ensure that all the information required by the Audit Committee is available for it to operate effectively.

5.8 Presence of independent auditors at meetings

The Audit Committee shall meet with the Company's independent auditors, at such times as it deems appropriate, to fulfill the responsibilities of the Audit Committee under this Charter.

At least once a year, the representatives of the Company's independent auditors shall meet with the Audit Committee without any Executive officers (as set out in Appendix 2 to this Charter) being present.

Article 6 - Reporting to the Board

The Chairman of the Audit Committee shall report to the Board with respect to matters that are relevant to the Audit Committee's discharge of its responsibilities and with respect of such recommendations as the Audit Committee may deem appropriate.

The report to the Board may take the form of an oral report, though a written report is preferred.

Article 7 - Revisions of this Charter

The Audit Committee may decide to revise and amend this Charter within the terms and conditions required by the Company's articles of association.

Such changes will become effective only after approval of such changes by the Board by majority vote.

Appendix 1 - Members of the Audit Committee

- Clare Findlay, chairperson;
- Pierre Van Beneden;
- Johan Volckaerts.

Appendix 2 - Executive officers of the Company

- Chief Executive Officer: Gary Fry;
- Chief Financial Officer: Alain Pronost.