

## **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 July 23, 2013 and, as so amended, supersedes the Charter of the Committee as last amended effective May 14, 2012.

A. Purpose. The purpose of the Compensation Committee is to discharge the responsibilities of the Board relating to compensation of the Company's 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 compensation and employee benefit plans; to advise the Board with respect to senior management succession planning; 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, Inc. 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, and "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. 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 shall have the following duties and responsibilities:

1. Evaluate at least once each calendar year the performance of the Chief Executive Officer, and, in consultation with the Chief Executive Officer, each other officer of the Company, each direct report of the Chief Executive Officer and each other employee with a base annual compensation of \$300,000 or more;
2. 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;
3. Determine any adjustments to the base compensation of each other officer, each direct report of the Chief Executive Officer, and each other employee of the Company with a base compensation of \$300,000 or more;

4. 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 2004 Employee Incentive Stock Plan;
5. Exercise the duties and authority of the Board under the Company's Restricted Stock Plan for Non-Employee Directors, subject to the direction of the Corporate Governance & Nominating Committee, and in each case to the terms and conditions of the Plan.
6. Review periodically the Company's executive compensation plans and make recommendations to the Board with respect to changes in those plans;
7. Review and approve annually the evaluation process and compensation structure for the Company's officers;
8. Review and approve employment, severance, change-in-control, termination and retirement arrangements for all officers;
9. Assist the Board in developing and evaluating potential candidates for executive positions and oversee the development of executive succession plans;
10. As set forth in paragraph D below, obtain advice and assistance from internal and outside legal, accounting or other advisors, at the expense of the Company, as it deems appropriate to assist it in performing its functions, including having the sole authority to retain and terminate the consulting firms engaged to assist the Committee in the evaluation of the compensation of the Chief Executive Officer and senior management and to approve such firms' fees and other retention terms;
11. 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;
12. In consultation with senior management of the Company, oversee regulatory compliance with respect to all employee compensation matters. In approving compensation for senior executives, the Compensation Committee will review the performance of each executive 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;
13. Make reports to the Board at its next regularly scheduled meeting as appropriate following meetings of the Compensation Committee, accompanied by any recommendations to the Board;
14. Evaluate the Committee's performance and Charter periodically, 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

15. 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, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. 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.

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 to 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.