

## **3D SYSTEMS CORPORATION AUDIT COMMITTEE CHARTER**

This CHARTER (the "Charter") of the Audit Committee (the "Committee") has been amended and restated by the Board of Directors (the "Board") of 3D Systems Corporation (the "Company") on May 15, 2012 and, as so amended, supersedes the Charter of the Committee as last amended effective December 9, 2008.

A. Purpose. The purpose of the Audit Committee shall be to assist the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting and reporting practices of the Company, the adequacy of the Company's financial and accounting policies, the qualifications and independence of the firm of independent registered public accountants engaged to prepare or issue an audit report on the financial statements of the Company and a report on the internal controls of the Company (the "independent auditor"), performance of the internal auditor and the Company's processes to manage financial risk and compliance with significant applicable legal, ethical and regulatory requirements. The Committee has sole authority over the appointment and replacement of the independent auditor and is directly responsible for compensation and oversight of the independent auditor.

B. Members. The Committee shall consist of at least three "Independent Directors." For purposes of this Charter, "Independent Directors" shall mean directors who are determined by the Board to comply with standards of independence and experience 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. Committee members will not serve simultaneously on the audit committees of more than two other public companies. 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's specific responsibilities in carrying out its oversight role are delineated in the Audit Committee Responsibilities Calendar attached hereto. As the compendium of Committee responsibilities, the most recently updated Responsibilities Calendar will be considered to be an addendum to this Charter. The Committee will review and reassess the adequacy of this Charter annually to reflect changes in regulatory requirements, authoritative guidance, and evolving oversight practices and recommend any proposed changes to the Board.

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 Committee meets at least once each quarter. Additional meetings may occur as the Committee or its chair deems advisable. The Committee will cause to be kept adequate minutes of all of 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.

F. Communications/Reporting. The independent auditor reports directly to the Committee. The Committee is expected to maintain free and open communication with the independent auditor, the Company's internal auditors, and the Company's management. This communication will include periodic separate executive sessions with each of these parties.

G. Education. The Company is responsible for providing the Committee with educational resources related to accounting principles and procedures, current accounting topics pertinent to the Company and other material as may be requested by the Committee. The Company will assist the members of the Committee in maintaining appropriate financial literacy.

The Committee relies on the expertise and knowledge of management, the internal auditor and the independent auditor in carrying out its oversight responsibilities. Management of the Company is responsible for determining that the Company's financial statements are complete, accurate and in accordance with generally accepted accounting principles. The independent auditor is responsible for auditing the Company's financial statements. It is not the duty of the Committee to plan or conduct audits, to determine that the financial statements are complete and accurate and are in accordance with generally accepted accounting principles, to conduct investigations, or to assure compliance with laws and regulations or the Company's internal policies, procedures and controls.

**3D SYSTEMS CORPORATION**  
**AUDIT COMMITTEE RESPONSIBILITIES CALENDAR**  
**(Addendum to Audit Committee Charter)**

		WHEN PERFORMED Audit Committee Meetings				
	Responsibility	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	As Needed
1	Provide oversight of the independent auditor and resolve any disagreements between management of the Company and the independent auditor about financial reporting.	X	X	X	X	
2	Establish and oversee a policy designating permissible non-audit services that the independent auditor may perform for the Company and providing for pre-approval of those services by the Committee, subject to any de minimis exceptions permitted under applicable rules that the Committee approves.	X	X	X	X	X
3	Review with management of the Company any significant changes to GAAP policies or standards.	X	X	X	X	
4	Participate (either the Chairman of the Committee and/or the Committee as a whole) in a telephonic meeting among management of the Company, the internal auditor and the independent auditor prior to each earnings release.	X	X	X	X	
5	Review the periodic reports of the Company with management of the Company, the internal auditor and the independent auditor prior to filing of the reports with the Securities and Exchange Commission.	X	X	X	X	
6	In connection with each periodic report of the Company, review a. Management's disclosure to the Committee and the independent auditor under Section 302 of the Sarbanes-Oxley Act. b. Any disclosure exceptions to the contents of the Chief Executive Officer's and the Chief Financial Officer's certificates to be filed under Sections 302 and 906 of the Sarbanes-Oxley Act.	X	X	X	X	
7	Review with the General Counsel legal and regulatory matters that may have a material impact on the financial statements, related Company compliance policies, and programs and reports received from regulators.	X	X	X	X	
8	Meet with the independent auditor in executive session to discuss any matters that the Committee or the independent auditor believes should be discussed privately with the Committee.	X	X	X	X	

WHEN PERFORMED  
Audit Committee Meetings

	Responsibility	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	As Needed
9	Meet with the internal auditor in executive session to discuss any matters that the Committee or the internal auditor believes should be discussed privately with the Committee.	X	X	X	X	
10	Confirm periodically the independence of the independent auditor and periodically review the firm's non-audit services and related fees.	X				X
11	Appoint and replace the independent auditor and approve the terms on which the independent auditor is engaged.	X				
12	Review the independence of each Committee member based on applicable statutes, regulations of the Securities and Exchange Commission, and listing standards of the New York Stock Exchange, Inc.	X				
13	Verify that the Committee consists of a minimum of three members who are financially literate, including at least one member who has financial sophistication.	X				
14	Provide a report in the annual proxy that includes the Committee's review and discussion of matters with management and the independent auditor.	X				
15	As required by the Sarbanes-Oxley Act or other applicable rules or regulations, consider and review with management of the Company, the independent auditor and the internal auditor: a. The Company's and the independent auditor's assessment of the effectiveness of its internal controls, including computerized information system controls and security. b. Any related significant findings and recommendations of the independent public accountants and the internal auditor together with management's responses thereto.	X				
16	Review with management of the Company and the independent auditor at the completion of the annual audit: a. The Company's annual financial statements and related footnotes. b. The independent auditor's audit of the financial statements and its report thereon. c. The independent auditor's report on internal controls. d. Any significant changes required in the independent auditor's audit plan. e. Any serious difficulties or disputes with management of the Company encountered during the course of the audit, including any restrictions on the scope of their work	X				X

WHEN PERFORMED  
Audit Committee Meetings

	Responsibility	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	As Needed
	or access to required information. f. Significant findings during the year and management's responses thereto. g. Other matters related to the conduct of the audit which are to be communicated to the Committee under generally accepted auditing standards.					
17	Review with management of the Company and the independent auditor at least periodically the Company's critical accounting policies.	X				X
18	Review with the internal auditor, the independent auditor and management of the Company the audit scope and plan, and coordination of audit efforts to assure completeness of coverage, reduction of redundant efforts, the effective use of audit resources, and the use of independent public accountants other than the appointed auditors of the Company.				X	X
19	Review disclosure in the Company's financial statements and periodic reports of transactions between the Company and officers and directors, or affiliates of officers or directors, or transactions that are not a normal part of the Company's business.					X
20	Develop and oversee procedures for (i) receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters, and (ii) the confidential, anonymous submission of employee concerns regarding accounting or auditing matters.					X
21	Review with management of the Company at least periodically the Company's principal financial policies.					X
22	Conduct or authorize investigations into any matters within the Committee's scope of responsibilities.					X
23	Prepare an agenda for Committee meetings in consultation between the Committee chair (with input from the Committee members), management of the Company, the internal auditor and the independent auditor.					X
24	Meet quarterly or more frequently as circumstances require. The Committee may ask members of management or others to attend the meeting and provide pertinent information as necessary.					X
25	Provide an open avenue of communication between the internal auditor, the independent auditor, management of the Company and the Board.					X

WHEN PERFORMED  
Audit Committee Meetings

	Responsibility	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	As Needed
26	Review and update the Committee Charter and Responsibilities Calendar as circumstances warrant.					X
27	Review and approve the appointment or change in the internal auditor.					X
28	Inquire of management of the Company, the internal auditor, and the independent auditor about significant risks or exposures and assess the steps management has taken to minimize such risk to the Company.					X
29	Meet with management of the Company in executive sessions to discuss any matters that the Committee or management believes should be discussed privately with the Committee.					X
30	Evaluate the Committee's performance and Charter at least 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.					X
31	Obtain advice and assistance from internal or outside legal, accounting or other advisors at the expense of the Company, as it deems appropriate to assist it in performing its functions.					X
32	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.					X
33	Perform such other functions within the scope of the foregoing which the Committee deems appropriate to undertake from time to time.					X