

3D SYSTEMS CORPORATION CORPORATE GOVERNANCE GUIDELINES

Introductory Statement

The Board of Directors provides direction for the management of the business and affairs of the corporation. Among other things, the Board, directly or through its committees, performs the following specific functions:

- Selects, evaluates and determines the compensation of the Chief Executive Officer
- Oversees the selection, retention and compensation of qualified senior executives
- Reviews and approves the corporation's strategic plans and the annual operating plans and budgets
- Oversees plans for management succession
- Advises management on significant issues facing the corporation
- Reviews and approves significant corporate actions
- Oversees the financial reporting process, communications with stockholders, and the corporation's legal and regulatory compliance program
- Nominates directors and establishes procedures for effective corporate governance

It is the responsibility of management, in the exercise of their fiduciary duties to the corporation and its stockholders, to directly manage the corporation's business and affairs in an effective and ethical manner. The Chief Executive Officer is the leader of management and vested with the authority to make final decisions on behalf of management.

The Board of Directors of the corporation has adopted these Corporate Governance Guidelines as a framework within which the Board and senior management address their respective responsibilities.

Board Composition & Qualifications

Number, Election and Term of Directors

The number of directors comprising the Board is determined from time to time in accordance with the corporation's By-Laws. The directors are authorized to fill vacancies on the Board arising from newly created directorships and to fill other vacancies on the Board. Otherwise, the directors are elected by the stockholders.

The Corporate Governance and Nominating Committee reviews the size and composition of the Board as part of the annual Board evaluation process and makes recommendations to the Board as appropriate.

Independence

A majority of the directors comprising the Board shall be independent directors. An "independent" director is a director who is 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 National Association of Securities Dealers, Inc. for the Nasdaq Stock Market or the New York Stock Exchange, Inc., as applicable (the "Listing Standards"). The Board has adopted the standards set forth on Attachment A to these Guidelines to assist it in making determinations of a director's independence.

Board Membership Criteria

The Board is responsible for selecting nominees for election to the Board by the stockholders. Based upon its periodic evaluation of the Board's performance and composition, the Corporate Governance and Nominating Committee determines the need and criteria for new directors. In general, the corporation seeks as directors individuals with substantial management experience who possess the highest personal values, judgment and integrity, an understanding of the environment in which the corporation does business, and diverse experience with the key business, financial and other challenges that the corporation faces. Stockholders may submit written recommendations for nominees directly to the Chairman of the Corporate Governance and Nominating Committee in care of the Secretary of the corporation by following the procedures set forth in the By-Laws of the corporation.

The Board has adopted written policies and procedures relating to stockholder nominations to the Board and a statement of qualifications for Board membership. Those documents are posted on the corporation's web site at www.3dsystems.com.

In considering the re-nomination of existing directors, the Corporate Governance and Nominating Committee shall take into consideration: (i) each director's contribution to the Board; (ii) any material change in the director's employment or responsibilities with any other organization; (iii) the director's ability to attend meetings and fully participate in the activities of the Board and the committees of the Board on which the director serves; (iv) whether the director has developed any relationships with the corporation or another organization, or other circumstances have arisen, that might make it inappropriate for the director to continue serving on the Board; and (v) the director's age and length of service on the Board.

Directors are required to inform the Corporate Governance and Nominating Committee of any material changes in employment or responsibilities with any other organization.

Management directors must obtain approval from the Corporate Governance and Nominating Committee before becoming a director of another for-profit organization. Non-management directors must notify the Corporate Governance and Nominating Committee before becoming a director of another for-profit organization.

Board Committees*Number, Structure and Independence of Committees*

The Board has four standing committees: Executive, Audit, Compensation, and Corporate Governance and Nominating. Except that the Corporation's Chief Executive Officer will be a member of the Executive Committee, all members of the Board's standing committees shall be directors who are independent, as determined by the Board. Members of the Audit Committee are expected to meet the standard of independence for audit committee members set forth in the applicable Listing Standards.

Each standing committee is governed by its own charter, which is approved by the committee as well as by the Board. The charters set forth the purposes, duties and responsibilities of each committee, and its membership requirements. The standing committee charters are posted on the corporation's website at www.3dsystems.com. Annually, each of the standing committees evaluates its performance and the adequacy of its charter.

The Board may from time to time establish and dissolve other committees having such purposes, duties, responsibilities and membership as the Board deems necessary or appropriate. These committees may operate with or without a charter.

Assignment of Committee Members and Chairs

Committee membership and committee chairmanships are determined by the Board, taking into account the recommendations of the Chairman, the CEO and the Corporate Governance and Nominating Committee.

Meeting Responsibilities*Attendance at and Participation in Board and Committee Meetings*

Board and committee meetings are generally held on a pre-determined schedule, with additional meetings scheduled as needed. Board members are expected to prepare for, attend and participate in all Board and applicable committee meetings, unless prevented from doing so by unavoidable conflicts, emergency, illness or other extraordinary circumstances.

Board Meeting Agendas

The Chairman, in consultation with the CEO and the corporate secretary, prepare an agenda for each Board meeting. Each Board member is encouraged to suggest the inclusion of items on the agenda.

Distribution and Review of Board Materials

Directors should review and devote appropriate time to studying Board and committee materials. Information and materials for Board consideration, including the agenda, are generally distributed to directors at least three days in advance of a Board meeting, with additional time provided when the complexity of an issue demands. In some cases, due to the

sensitive nature of an issue or if an issue arises without sufficient time to complete distribution of materials within this time frame, the materials are presented only at the Board meeting.

Executive Sessions of Non-Management Directors

The Board convenes executive sessions of non-management directors without Company management on a regular basis. One of the non-management directors presides at such Board executive sessions.

Codes of Conduct and Ethics

The Board has adopted a Code of Conduct for all employees to foster a common set of fundamental values and operating principles. The Board has also adopted a Code of Ethics for Senior Financial Executives and Directors to promote honest and ethical conduct, appropriate disclosure in the Company's public filings with the Securities and Exchange Commission and compliance with applicable governmental rules and regulations. The Board, through the Corporate Governance and Nominating Committee, oversees procedures for administering and promoting compliance with the Code of Conduct and the Code of Ethics. Both Codes are posted on the corporation's website at www.3dsystems.com.

Board Access to Management and Outside Advisors

The corporation's senior management team attends Board meetings on a regular basis, both to make special presentations and as a discussion resource, and senior management is available to provide information and participate in committee meetings. Board members have access to all members of management, but are expected to use appropriate discretion in contacting such persons individually.

The Board and each Board committee (consistent with the provisions of its charter) has authority to engage and obtain advice and assistance from outside legal, financial and other advisors as deemed necessary for the discharge of its responsibilities.

Director Compensation

Director compensation is set by the Board, based upon the recommendation of the Corporate Governance and Nominating Committee.

The corporation pays the following cash compensation to directors:

1. Directors (other than the Chairman) who are not officers or employees of the corporation receive an annual retainer of \$50,000 (increased from \$15,000 effective April 1, 2011).
2. The Chairman receives a fee of \$180,000 per annum for serving as Chairman of the Board of Directors in lieu of all other cash compensation that he would otherwise be entitled to receive as a director or member of any committee of the Board.
3. Members of the Audit Committee receive a \$10,000 annual retainer.

4. The committee chairs receive annual retainers as follows: Audit--\$30,000; Compensation--\$5,000; and Corporate Governance and Nominating--\$5,000.
5. Except as provided above, the following meeting fees are paid to independent directors:
 - (a) A meeting fee of \$2,000 for each regular or special Board meeting attended.
 - (b) Members of the Audit Committee receive a fee of \$2,000 for each committee meeting attended on a day other than a day (a "Regular Meeting Day") on which the Board of Directors is holding a regularly scheduled Board meeting.
 - (c) For meetings of other standing committees of the Board, independent members of those committees receive a fee of \$1,500 for each committee meeting attended on a day other than a Regular Meeting Day.
 - (d) For meetings of any standing committee of the Board attended by a member of such committee on a Regular Meeting Day, 50% of the meeting fee that would be payable to such director for attending a meeting of that committee on a day other than a Regular Meeting Day.
 - (e) An independent director who attends by invitation a meeting of a committee that he or she is not a member of is similarly entitled to receive a meeting fee.

In addition, non-employee directors each receive an annual automatic grant of 3,000 shares of the corporation's common stock upon the adjournment of each annual meeting of the stockholders pursuant to the Restricted Stock Plan for Non-Employee Directors that was approved by the stockholders on May 19, 2004. Such Restricted Stock Plan also provides for certain non-discretionary awards of common stock to newly elected non-employee directors, as set forth in such Plan. Effective April 1, 2011, the value of any award under this Restricted Stock Plan will be limited to \$50,000 per award.

Director Orientation and Continuing Education

On or before his or her election to the Board, each new director participates in an orientation meeting with senior management and is provided a basic package of orientation materials. In addition, directors are regularly provided information pertaining to relevant industry developments and issues. Directors are encouraged to participate in continuing education programs to assist them in performing their Board responsibilities.

CEO Evaluation and Succession Planning

The Compensation Committee conducts an annual review of the CEO's performance. The results are reported to the Board for its discussion and consideration.

The Compensation Committee considers periodically the corporation's succession planning, including contingency plans in the event of an emergency, with respect to the CEO position.

Assessing Board Performance

The Corporate Governance and Nominating Committee is responsible for conducting, and presenting to the Board, an annual evaluation of the Board and its committees.

Incentive Compensation Clawbacks

If the Board or an appropriate Board committee has determined that any fraud or intentional misconduct by one or more executive officers caused, directly or indirectly, the Company to restate its financial statements, the Board shall take, in its sole discretion, such action as it deems necessary to remedy the misconduct and prevent its recurrence. The Board may require reimbursement of any bonus or incentive compensation awarded to such officers and/or effect the cancellation of unvested restricted stock or outstanding stock option awards previously granted to such officers in the amount by which such compensation exceeded any lower payment that would have been made based on the restated financial results.

Say-on-Pay Frequency

After having reviewed the results at the 2011 Annual Meeting of the Stockholders of the advisory vote on the frequency with which say-on-pay advisory proposals shall be submitted to the stockholders of the Corporation and noting that a majority of the shares voted have voted for a triennial say-on-pay vote, except as may otherwise be determined by the Board of Directors or required by applicable law, it is the policy of the Board that such proposals be submitted to the stockholders every three years and that the next such say-on-pay proposal be submitted to the stockholders at the 2014 Annual Meeting of the Stockholders.

Periodic Review of Guidelines

Annually, and at such other times as it is considered to be necessary or appropriate, the Corporate Governance and Nominating Committee reviews these Guidelines and the committee charters as a whole, and recommends changes to the Board as appropriate. The current version of these Guidelines as approved and adopted by the Board is posted on the corporation's website at www.3dsystems.com.

Attachment A

The Corporate Governance and Nominating Committee annually reviews the independence of all directors, and reports its findings to the Board. Such reviews are undertaken in accordance with the requirements of the applicable Listing Standards and other applicable legal requirements in effect at the time of the review. Based upon the report and the directors' consideration, the Board determines which directors shall be deemed independent.

A director will be deemed independent if he or she is not an officer or employee of the corporation or its subsidiaries or it is determined that he or she has no relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Ownership of stock of the corporation is not, in itself, inconsistent with a finding of independence. The following persons shall not be considered independent:

- >> a director who is employed by 3D Systems Corporation or any of its subsidiaries or affiliates ("3D Systems") for the current year or has been so employed during any of the past three years;
- >> a director who accepted, or who has a family member who accepted, any compensation from 3D Systems in excess of \$60,000 during any previous period of twelve consecutive months within the three years preceding the determination of independence, other than compensation for board service, payments arising solely from investments in 3D Systems' securities, benefits under a tax-qualified retirement plan, or non-discretionary compensation;
- >> a director who is a family member of an individual who is, or has been in any of the past three years, employed by 3D Systems as an executive officer;
- >> a director who is a partner in, or a controlling shareholder or an executive officer of, any for-profit business organization to which 3D Systems made, or from which 3D Systems received, payments (other than those arising solely from investments in 3D Systems' securities) that exceed 5% of 3D Systems' or the business organization's consolidated gross revenues for that year, or \$200,000, whichever is more, in any of the past three years;
- >> a director who is, or who has a family member who is, employed as an executive of another entity where at any time during the past three years any of 3D Systems' executives have served on that entity's compensation committee; or
- >> a director who is, or who has a family member who is, a current partner of 3D Systems' outside auditor, or was a partner or employee of 3D Systems' outside auditor who worked on 3D System' audit at any time during any of the past three years.