

3D Systems Corporation

Related Party Transaction Policy and Procedures

Policy

It is the policy of 3D Systems Corporation (the “Company”) to discourage Interested Transactions with Related Parties unless they are determined to be in the Company’s best interests and they have been approved in accordance with the terms and conditions of this Policy. Accordingly, except as otherwise provided in the Policy, all Interested Transactions with Related Parties (as those terms are defined herein) require prior approval of (a) the Board of Directors and the Corporate Governance and Nominating Committee (the “Governance Committee”) (acting in each case by a majority of the directors then in office who have no interest in a proposed Interested Transaction) or (b) the Board of Directors (acting as above) and a committee of not less than two Independent Directors appointed by the Board of Directors who have no interest in the proposed Interested Transaction being considered (a “Special Committee), in each case, following full disclosure in accordance with the procedures set forth in Section 144(a)(1) of the Delaware General Corporation Law and those set forth below. This Policy is intended to supplement the Company’s Code of Conduct and its Code of Ethics for Senior Financial Executives and Directors, which are also applicable to Related Parties and are not limited by this Policy.

Procedures

It is the responsibility of the Board of Directors and the Governance Committee to administer this Policy.

Prior to entering into an Interested Transaction, the Related Party shall notify the Company’s General Counsel or Chief Legal Officer of the facts and circumstances of the proposed transaction. The General Counsel or Chief Legal Officer will undertake an evaluation of the Interested Transaction. If that evaluation indicates that the Interested Transaction would require the approval of the Board of Directors and either the Governance Committee or a Special Committee, the General Counsel or Chief Legal Officer will report the Interested Transaction, together with a summary of the material facts, to Board of Directors and either the Governance Committee or a Special Committee for consideration at the next regularly scheduled meeting of the Board of Directors.

The Board of Directors and either the Governance Committee or a Special Committee shall review the material facts of all Interested Transactions that require approval in accordance with this Policy and either approve or disapprove of the entry into the Interested Transaction, subject to the exceptions described below. In determining whether to approve an Interested Transaction, the Board of Directors, the Governance Committee and the Special Committee, as applicable, will take into account, among other factors

each deems appropriate, whether the Interested Transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances, the purpose of, and the potential benefits to the Company of, the Interested Transaction, the approximate dollar value of the Interested Transaction, particularly as it relates to the Related Party, and the extent of the Related Party's interest in the transaction. The Board of Directors and either the Governance Committee or a Special Committee may approve the Interested Transaction only if they determine in good faith that the transaction is in the best interests of the Company and its stockholders.

If the General Counsel or Chief Legal Officer determines that it is impractical or undesirable to wait until a meeting of the Board of Directors to consummate the Interested Transaction, the Chairman of the Board of Directors may review and approve the Interested Transaction in accordance with the procedures set forth herein. Any such approval (and the rationale for such approval) must be presented to the Board of Directors and either the Governance Committee or a Special Committee at the next regularly scheduled meeting.

If the Company learns of an Interested Transaction that has not been approved under this Policy, the Interested Transaction shall be reviewed in accordance with the procedures set forth herein and, if the Board of Directors and either the Governance Committee or a Special Committee determines it to be appropriate, ratified at the next regularly scheduled meeting. In any case where the Board of Directors and either the Governance Committee or a Special Committee determine not to ratify the Interested Transaction that has been commenced without approval, the Board of Directors and either the Governance Committee or a Special Committee may direct additional actions, including but not limited to, immediate discontinuation or rescission of the transaction, or modification of the transaction to make it acceptable for ratification.

The Board of Directors has reviewed the Interested Transactions described below in the section captioned "Standing Pre-Approval for Certain Interested Transactions" and determined that each of the Interested Transactions described therein shall be deemed to be pre-approved under the terms of this Policy. In connection with each regularly scheduled meeting of the Board of Directors, a summary of each new Interested Transaction deemed pre-approved pursuant to paragraph (4) or (5) under "Standing Pre-Approval for Certain Interested Transactions" below shall be provided to the Board of Directors for its review.

If an Interested Transaction will be ongoing, the Board of Directors may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Party. Thereafter, the Board of Directors shall periodically review and assess ongoing relationships with the Related Party to see that they are in compliance with such guidelines and that the Interested Transaction remains appropriate.

Definitions

An “Interested Transaction” is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which (1) the aggregate amount involved will or may be expected to exceed \$120,000 in any calendar year, (2) the Company is a participant, and (3) any Related Party has or will have a direct or indirect interest (other than solely as a result of being a director or a less than 10 percent beneficial owner of another entity). This definition also includes any material amendment or modification to an existing Interested Transaction.

A “Related Party” is any (a) person who is or was (since the beginning of the last fiscal year for which the Company has filed a Form 10-K and proxy statement, even if they do not currently serve in that role) an executive officer, director or nominee for election as a director, (b) greater than 5 percent beneficial owner of the Company’s common stock, or (c) immediate family member of any of the foregoing. Immediate family member includes a person’s spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone residing in such person’s home (other than a tenant or employee).

An “Independent Director” means a person meeting the requirements set forth in Rule 303A.02 of the NYSE Listed Company Manual.

Standing Pre-Approval for Certain Interested Transactions

The Board of Directors has reviewed the types of Interested Transactions described below and determined that each of the following Interested Transactions shall be deemed to be pre-approved for purposes of this Policy, even if the aggregate amount involved will exceed \$120,000.

1. ***Executive officer compensation.*** Any compensation paid by the Company to an executive officer if such executive officer’s employment and compensation for serving in that capacity has been approved by the Compensation Committee, the Independent Directors or the Board of Directors.
2. ***Director compensation.*** Any compensation paid by the Company to a director if such compensation has been approved by the Governance Committee and the Board of Directors.
3. ***Awards under compensatory plans to executive officers and directors.*** Grants of awards to any executive officer or director, as the case may be, pursuant to the Company’s 2015 Incentive Plan, its 2004 Incentive Stock Plan or its 2004 Restricted Stock Plan for Non-Employee Directors, each as amended from time to time, the exercise by any executive officer or director, as the case may be, of any previously awarded stock option that is exercised in accordance with its terms or any grants or awards hereafter

made to any director or executive officer under any other equity compensation plan that has been approved by the stockholders of the Company.

4. ***Certain transactions with other companies.*** Any transaction with another company at which a Related Party's only relationship is as an employee (other than an executive officer), director or beneficial owner of less than 10% of that company's voting capital, if the aggregate amount involved does not exceed the lesser of \$500,000, or 2 percent of that company's total annual revenue.

5. ***Certain Company charitable contributions.*** Any charitable contribution or grant by the Company to a charitable organization, foundation or university (a) at which a Related Party's only relationship is as an employee (other than an executive officer) or a director, if the aggregate amount involved does not exceed the lesser of \$10,000, or 2 percent of the charitable organization's total annual receipts or (b) pursuant to any matching program maintained by the Company that is available on a broad basis to employees generally.

6. ***Transactions where all security holders receive proportional benefits.*** Any transaction where the Related Party's interest arises solely from the ownership of the Company's common stock or other securities and all holders of the Company's common stock or such other securities are entitled to receive the same benefit on a *pro rata* basis (e.g. dividends, interest payments or anti-dilution rights).

Amendment

The Board of Directors may amend or otherwise modify this Policy from time to time with the approval of a majority of the Independent Directors.

Approved by Board of Directors
February 1, 2016