

July 2, 2010

**QUAD GRAPHICS, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**

The Board of Directors (the “Board”) of Quad/Graphics, Inc. (the “Company”) has developed and adopted certain corporate governance principles (these “Guidelines”) establishing a common set of expectations to assist the Board and its committees in fulfilling their responsibilities to the Company’s shareholders to oversee the work of management and the Company’s results. These Guidelines are intended to ensure that the Board will have the necessary authority and practices in place to review and evaluate the Company’s business operations as needed. In recognition of the continuing discussions about corporate governance, the Board will review and, if appropriate, revise these Guidelines from time to time.

**Role of the Board of Directors and Management**

The Company’s business is conducted by its employees, managers and officers, under the direction of the Company’s Chief Executive Officer (“Chief Executive Officer”) and under the oversight of the Board, to enhance the long-term value of the Company for its shareholders. The Board is elected by the Company’s shareholders to oversee management and to assure that the long-term interests of the shareholders are being served.

**Responsibilities of the Board of Directors**

The Board reviews and discusses reports by management on the performance of the Company, its plans and prospects, as well as immediate issues facing the Company. In addition to its general oversight of management, the Board (either directly or through its committees) also performs a number of specific functions, including:

1. Representing the interests of the Company’s shareholders in maintaining and enhancing the success of the Company’s business, including optimizing long-term returns to increase shareholder value;
2. Selecting, evaluating and compensating a well-qualified Chief Executive Officer of high integrity, and overseeing the Chief Executive Officer succession planning process;
3. Providing counsel and oversight on the selection, evaluation, development and compensation of senior management, including, with respect to the compensation of senior management, the review and approval of compensation plans and awards granted under those plans;
4. Reviewing and approving the Company’s fundamental financial and business strategies, including strategic plans, management development and succession plans, and financial and capital budgets;

5. Overseeing processes and policies designed to identify and assess the major risks facing the Company, and periodically reviewing management's assessment of major risks, as well as the options for mitigation of major risks;
6. Reviewing and assessing the processes and policies in place for maintaining the integrity of the Company, including the integrity of its financial statements, the integrity of its compliance with law and ethics, the integrity of its relationships with employees, customers and suppliers and the integrity of its relationships with other stakeholders; and
7. Providing general advice and counsel to the Chief Executive Officer and other senior management personnel in the performance of their duties.

Each director is expected to attend meetings of the Board and any committee(s) of which he or she is a member and to review all meeting materials circulated prior to each meeting. Attendance by phone is acceptable with the prior consent of the Chairman of the Board if a director cannot attend meetings due to travel problems, conflicts or similar causes. Board members are also expected to attend the annual meeting of shareholders of the Company each year.

### **Board Composition and Selection; Director Qualification Standards**

#### *Board Size*

The Board will review the size of the Board and its composition from time to time as it deems necessary. Board size and composition will be set so that the Board will possess, in the aggregate, the strategic, managerial and financial skills and experience necessary to fulfill its duties and to achieve its objectives. The Company's Bylaws currently provide that the number of directors of the corporation shall be eight.

#### *Board Leadership*

The Board may elect a Chairman of the Board who, if so elected, shall have primary responsibility for scheduling Board meetings, calling special meetings when necessary, setting or proposing the agenda for each meeting, and calling Board meetings to order and otherwise leading the conduct of Board meetings, as well as for carrying out such other duties as are specified for such office in the Company's Bylaws. This responsibility does not, however, diminish the responsibilities of each Board member to raise appropriate agenda items, or to propose meetings.

#### *Communication with Directors*

Shareholders and other interested parties may communicate with the full Board, the Chairman of the Board, non-management directors as a group or individual directors by delivering a writing to the Secretary of the Company. The written communication should be addressed to the specific director or directors whom the shareholder or interested party wishes to contact. The Company may screen mail to directors for security purposes and for relevance, but

not based on the content of communications that are relevant to directors in their capacities as directors.

### *Selection of Board Members*

Pursuant to the direction of the Quad/Graphics, Inc. Voting Trust, the Board will select nominees to become directors to fill vacancies or newly created directorships and nominate directors for election by the Company's shareholders at the annual meeting of shareholders of the Company. The Board will also select directors to fill committee assignments.

The Board as a whole should possess certain core competencies. All candidates for nominee for director will be reviewed based upon the Board of Director's current capabilities, any needs therein and the capabilities of the candidate. The selection process will take into account all appropriate factors, which may include, among other things, diversity, experience, personal integrity, skill set and the ability to act on behalf of shareholders. Extremely important to the selection process will be a candidate's personal and professional ethics, integrity and values and sound business judgment.

### *Independence of Directors*

The majority of the members of the Board will meet the criteria for independence as established by the Board in accordance with the standards of the national securities exchange in the United States on which the Company's class A common stock is listed and the United States Securities and Exchange Commission. In general, the Board will use such standards to determine materiality in considering independence of directors. The Board also will establish, and from time to time update, criteria for director independence. In addition, the Board will conduct a review of the independence of each Board member no less frequently than annually.

### *Change of Status*

As a general policy, the Chief Executive Officer and any other senior executive of the Company who is a Board member will resign from the Board upon the termination of his or her employment with the Company. However, the Board may ask the former Chief Executive Officer to remain on the Board if it believes that an exception to this policy is in the best interests of the Company and its shareholders. A director who experiences a significant change in status (including retirement, change in job responsibilities or election to an additional for-profit board of directors) subsequent to the director's most recent election to the Board shall inform the Board of such change in status and offer to tender his or her resignation as a member of the Board, which offer shall either be accepted or rejected by the Board within a reasonable period of time.

### **Executive Sessions of the Board**

The Board shall meet at regularly scheduled executive sessions (without members of management being present). Executive sessions shall be led by the Chairman of the Board, if such Chairman is an independent director, any chosen "Lead Director," who shall be an independent director appointed by the Board, or any non-management director chosen by the non-management directors present. The Chairman, the Lead Director or the chosen non-management director, as the case may be, shall (i) communicate with the Chief Executive Officer

after each Board meeting to provide feedback on the substance of the items presented, and any further suggestions for enhancing management's effectiveness, (ii) coordinate, develop the agenda for and moderate executive sessions for the Board's independent directors, and (iii) act as principal liaison among the independent directors and, in the case of a Lead Director or a chosen non-management director, the Chairman of the Board on sensitive issues. In performing the above described responsibilities, the Chairman of the Board, the Lead Director or the chosen non-management director, as the case may be, may consider comments and requests of shareholders.

### **Board Committees**

The Board has established three standing committees, an Audit Committee, a Finance Committee, and a Compensation Committee, and one interim committee, an Integration and Consolidation Committee. The responsibilities of each committee are contained in committee charters approved by the Board. In consultation with the Chairman of the Board and the executive officer responsible for supporting each committee, each committee chairperson will determine the frequency of meetings and the agenda for each meeting of the committee. The committee chairperson shall be responsible for making recommendations to the full Board and presenting resolutions requiring Board action and shall, after each committee meeting, report to the Board and make minutes available for all Board members.

### **Committee Assignment and Rotation**

The Board will make committee assignments. Board members will rotate between committees from time to time as the Board deems appropriate.

### **Number and Scope of Board and Committee Meetings**

The Board will meet at least five times per year, including in connection with the annual meeting of shareholders of the Company. Committees of the Board will meet as needed or as set forth in their respective charters.

Each Board meeting will include a financial and operating review. In addition, at least once annually, the Board or its committees will devote substantial time to reviewing the following matters: senior executive succession planning; the personal objectives and performance of the Chief Executive Officer; the Company's code of business conduct; corporate controls and financial reporting policies and procedures (in consultation with the Audit Committee); the Board's effectiveness; and the Company's overall business strategy and strategic plan.

### **Director Compensation**

Non-employee directors and committee chairs shall receive reasonable compensation for their services, as may be determined from time to time by the Board upon recommendation of the Compensation Committee. Compensation for non-employee directors and committee chairs shall be consistent with the market practices of other similarly situated companies and structured to accomplish the goals of fairly compensating directors for work required on behalf of the Company, aligning directors' interests with the long-term interests of the Company's

shareholders and maintaining a pay structure that is simple, transparent and easy to understand. The Compensation Committee shall periodically review and report to the Board with respect to director compensation and benefits.

Directors who are employees of the Company shall receive no additional compensation for serving as directors.

Directors who are members of the Audit Committee may receive no compensation from the Company other than the fees they receive for serving as directors.

### **Director Access to Management and Independent Advisors**

The Board is expected to be interactive with members of the Company's senior management, and the Board and its individual members shall have access to individual senior executives of the Company. The Company also maintains an environment that permits senior managers to contact Board members directly.

It is policy of the Board that executive officers and other members of senior management who report directly to the Chief Executive Officer be present at Board and/or committee meetings at the invitation of the Board or committee members. The Board encourages such executive officers and senior management to make presentations or to include in discussions at Board meetings managers and other employees who (i) can provide insight into the matters being discussed because of their functional expertise and/or personal involvement in such matters and/or (ii) are individuals with high potential whom such executive officers and senior management believe the directors should have the opportunity to meet and evaluate.

Directors are authorized to consult with independent advisors, as is necessary and appropriate, without consulting management.

### **Ethics and Conflicts of Interest**

The Board expects the Company's directors, as well as its officers and employees, to act ethically at all times and acknowledge their adherence to the policies set forth in the Company's code of business conduct. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the Chief Executive Officer and the Chairman of the Board. If a significant conflict exists and cannot be resolved, the director should resign. All directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests. The Board shall resolve any conflict of interest question involving any director or executive officer of the Company, and the Chief Executive Officer shall resolve any conflict of interest issue involving any other officer of the Company.

### **Director Orientation and Continuing Education**

The Board shall ensure that an orientation program for newly elected directors is implemented. The Board shall oversee and maintain the orientation program implemented by the Board for newly elected directors.

Directors are required to continue educating themselves with respect to various matters, including domestic and international markets, accounting and finance, leadership, crisis response, industry practices, general management, and strategic planning.

### **Management Succession and Chief Executive Officer Evaluation**

The Board shall develop and maintain an appropriate succession plan with respect to the position of Chief Executive Officer.

The Compensation Committee is responsible for establishing annual and long-term performance goals for the Chief Executive Officer and for evaluating his or her performance against such goals.

### **Annual Performance Self-Assessment of the Board**

The Board will conduct a self-assessment at least annually to determine whether it and its committees are functioning effectively.

### **Limitation**

Nothing in these Guidelines is intended to expand the fiduciary obligations of Board members beyond those provided for under applicable law.