

# Monotype

## Executive Compensation Clawback Policy

*Adopted by the Management Development and Compensation Committee:*

February 13, 2018

The Monotype Imaging Holdings Inc. (the “Company”) Management Development and Compensation Committee (the “Committee”) believes it is good corporate governance and in the best interests of Company shareholders to implement a policy to prevent its executive officers from retaining certain compensation that would not have been payable under a financial restatement that occurs as the result of any wrongful conduct.

### **Application of Policy**

This policy applies to all Section 16 officers (as defined in the Securities Exchange Act of 1934) as of the date of the adoption of this policy and which may be designated as a Section 16 officer in the future (each an “Executive” or collectively the “Executives”).

The compensation (the “Incentive Compensation”) that is subject to this policy includes any cash incentive compensation paid to an Executive, any unvested time-based equity awards granted to an Executive, and any vested or unvested performance-based equity awards that are granted to an Executive, and includes any proceeds received by an Executive upon the sale of shares underlying any such awards.

### **Actions of Committee upon a Restatement**

In the event of a restatement of the Company’s financial statements for any period (a “Restatement”), the Committee will review the facts and circumstances leading to such Restatement and determine whether there was intentional misconduct of any Executive that contributed to such Restatement. Upon a determination that there was intentional misconduct, the Committee may take such actions as it considers appropriate with respect to the recovery of Incentive Compensation awarded or paid to any Executive that would not have been awarded or paid under the Restatement.

The Committee may determine not to seek recovery of Incentive Compensation from any or all of the Executives to the extent it determines, in its sole judgment, that to do so would be unreasonable or that it would be better for the Company not to do so.

Notwithstanding anything stated in this policy, the Committee shall not take any actions set forth in this policy with respect to Incentive Compensation awarded or paid to any Executive more than three years prior to the date on which the applicable Form 8-K disclosing under Item 4.02 the need for the Restatement is filed.

All determinations by the Committee with respect to this policy will be made in the sole judgment of the Committee and are final and binding on the Executives.