



CARBONITE, INC.
CORPORATE GOVERNANCE GUIDELINES

The Corporate Governance Guidelines of the Board of Directors (the “Board”) of Carbonite, Inc., a Delaware corporation (the “Company”) are intended to embody in a single document the principles by which the Board operates. The guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision-making at the Board and management level, with a view to enhancing long-term shareholder value. These guidelines are not intended to interpret any Federal or state law or regulation, the certificate of incorporation or By-Laws of the Company. In the event of any conflict between these guidelines and the Certificate of Incorporation or By-Laws of the Company, the provisions set forth in the Certificate or By-Laws, as applicable, shall control.

BOARD RESPONSIBILITIES

The Board is the ultimate decision-making authority within the Company, except with respect to those matters, including the election of directors that are reserved for the Company’s shareholders. In order to maximize long-term shareholder value, the Board’s primary functions are to:

- Oversee the management of the Company.
- Establishing an environment that promotes timely and effective disclosure and that the Company’s business is conducted with the highest standards of ethical conduct and in conformity with applicable laws and regulations.
- Review and approve the Company’s strategic, financial, and other corporate plans.
- Oversee strategic and financial risks and exposures associated with the Company’s business strategy, policy matters and regulatory environment.
- Evaluate the integrity of the Company’s accounting and financial and reporting systems and internal controls.
- Manage conflicts of interests in accordance with applicable laws and listing standards.
- Select the Non-Executive Chairman of the Board and the Chief Executive Officer and review management succession planning.

The business of the Company is conducted by management under the oversight of the Board. The roles of the Board and management are related, but distinct. The Company’s business strategy is developed and implemented under the leadership and direction of the Chief Executive Officer. The members of the Board are elected by the shareholders to oversee management’s performance on behalf of the shareholders and act as advisors and counselors to the Chief Executive Officer and management. In performing its general oversight function, the Board reviews and assesses the Company’s strategic and business planning as well as management’s approach to addressing significant risks and challenges facing the Company. As part of this function, the Board reviews and discusses reports regularly submitted to the Board by management with respect to the Company’s performance, as well as significant events, issues and risks that may affect the Company’s business or financial performance. In performing its oversight function, the Board and its

members will maintain frequent, active and open communication and discussions with the Chief Executive Officer and the Company's management.

BOARD MEMBERSHIP STANDARDS

Candidates for Board membership must be committed to devote the time and effort necessary to be productive members of the Board. Nominees for members will be selected on the basis of their experience, background, judgment, integrity, ability to make independent analytical inquiries, understanding of the Company's business environment, personal accomplishment, and willingness to devote adequate time to Board duties. In selecting members, the Board will endeavor to establish Board member diversity in personal background, race, gender, age, and nationality, and to maintain a mix that includes, but is not limited to, the following areas of core competency: accounting and finance; investment banking; business judgment; management; industry knowledge; crisis response; international business; leadership; strategic vision; law; and corporate and investor relations.

At all times, a majority of the Board's members will be independent Board members, as such term is defined by the rules of the listing standards of the NASDAQ Marketplace Rules. No Board member will qualify as "independent" unless the Board affirmatively determines that the member does not have a relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) that would interfere with the exercise of independent judgment in carrying out the responsibilities of a Board member.

Board members who are not sitting Chief Executive Officers of companies with publicly traded equity should not serve on the board of more than five (5) companies with publicly traded equity, unless the Board determines that additional service would not impair the ability of such Board member to effectively serve on the Company's Board. Any Board member who is a sitting Chief Executive Officer of a company with publicly traded equity may sit on the board of only two (2) other companies with publicly traded equity, unless the Board determines that additional service would not impair the ability of such Board member to effectively serve on the Company's Board. The Nominating and Corporate Governance Committee ("NGC") and the Board will take into account the nature of and time involved in a Board member's service on other boards in evaluating the suitability of individual Board members and making its recommendations to Company shareholders. Service on boards and/or committees of other organizations should be consistent with the Company's conflict of interest policies.

The Board does not believe that Board members who experience a significant change in their personal circumstances, including a change in their principal employment, should necessarily leave the Board. However, any Board member who experiences a significant change in his or her personal circumstances, including retirement, a significant change to his or her principal employment or circumstances that reasonably may have an adverse effect on a Board member's service on the Board or the Company's business or reputation, should promptly tender a resignation to the Board. The Governance Committee shall then review the appropriateness of that Board member's continued service on the Board in light of the new circumstances and make a recommendation to the Board as to whether the resignation should be accepted.

BOARD CANDIDATES

The Board itself is responsible for selecting its own members and in recommending them for election by the shareholders. The Board will periodically consider whether the size of the Board is appropriate given the Company's present circumstances. The Board delegates the management of the identification and screening process to the NGC. To assist in the identification and evaluation of qualified Board candidates, the NGC from time to time engages a search firm.

Any shareholder who wishes to recommend a prospective candidate for nomination by our Board for election at an annual meeting of the Company's shareholders should send a letter of recommendation to the Board, Carbonite, Inc., c/o Corporate Secretary, Two Avenue de Lafayette, Boston, Massachusetts 02111.

The letter should include, in addition to the name, address and number of shares of Carbonite common stock owned by the recommending shareholder, the prospective candidate's name and address, a listing of the prospective candidate's background, qualifications and relationships with the Company, the information necessary for the Board to determine whether the prospective candidate meets the independence standards as defined in the listing standards of the NASDAQ Marketplace Rules, and all other information required by our By- Laws. A signed statement from the prospective candidate should accompany the letter of recommendation indicating that he or she consents to being considered as a nominee and that, if nominated by the Board and elected by the shareholders, he or she will serve as a Board member.

In addition, the NGC is responsible for evaluating each incumbent Board member as part of its annual process for recommending Board member nominees to the Board. In determining whether to recommend a Board member for re-election, the NGC considers relevant factors including the member's history of attendance and participation in meetings, contributions to the activities of the Board, and the results of Board self-evaluations. Final approval of a candidate is determined by the full Board.

BOARD COMMITTEES – STRUCTURE AND FUNCTION

1. Committees

There shall be an NGC Committee, Audit Committee, Compensation Committee and such other committees as the Board deems advisable. The purpose and responsibilities of each of these committees are outlined in written committee charters adopted by the Board. The Board may, subject to limitations in the Company's By-Laws, appoint such additional standing or temporary committees from time to time as the Board members see fit, delegating to such committees all or part of the Board's powers.

Committee chairs may be appointed by the Board or by any other means the Board determines is in the best interest of the Company. The chair of each committee reports to the full Board, whenever appropriate, with respect to those matters considered and acted upon by his or her committee.

Each of the members of the Audit Committee, the Compensation Committee and the NGC will be an "independent" Board member, as such term is defined by the rules of the listing standards of the NASDAQ Marketplace Rules, and will otherwise satisfy all applicable requirements with respect to membership on such committees, provided that the Board may elect to take advantage of any available exception from such requirements provided in the NASDAQ Marketplace Rules.

2. Committee Membership

While rotating committee members is beneficial in Board member development and service and should be considered periodically, the Board does not believe rotation based on a specific length of committee service should be mandated as a policy since there are significant benefits attributable to continuity, experience gained in service on particular committees, and utilizing most effectively the individual talents of Board members, in all cases subject to the Board's annual review and designation of the members of each standing committee.

3. Service on Other Audit Committees

Given the significant time demands and responsibilities of serving on a company audit committee with publicly traded stock, no member of the Company's Audit Committee may serve on the audit committees of more than three companies with publicly traded stock (in addition to serving on the Audit Committee) unless the Board determines that such

simultaneous service would not impair the ability of such Board member to effectively serve on the Company's Audit Committee.

BOARD AND COMMITTEE MEETINGS

1. Board Meeting Agendas and Materials

The Chairman sets the agenda for each Board meeting in consultation with the Chief Executive Officer and other Board members, and distributes it to all of the Board members in advance of the meeting. Information that is relevant to the Board's understanding of matters to be discussed at an upcoming Board meeting should be distributed to the members of the Board sufficiently in advance of the meeting to permit meaningful review, and members are expected to review these meeting materials in advance of the meeting and to be prepared to discuss the issues presented.

2. Meeting Attendance

Board members are expected to spend the time and effort necessary to properly discharge that member's responsibilities. The full Board will hold four regularly-scheduled meetings per year, with additional meetings held as necessary. Accordingly, each Board member is expected to attend all meetings of the Board and all meetings of committees of which the Board member is a committee member. The Board recognizes that occasional meetings may need to be scheduled on short notice when the participation of a member of the Board is not possible, and that conflicts may arise from time to time that will prevent a member of the Board from attending a regularly scheduled Board meeting. However, the Board expects each member to make every possible effort to keep such absences to a minimum and to manage their individual schedules so as to attend Board and committee meetings in person. Board members are also encouraged and expected to attend the Company's annual meeting of shareholders.

3. Meeting Attendance - Via Telephone

Although personal attendance of members at meetings is expected and preferred, when necessary, members of the Board or members of any committee of the Board may participate in, and act at, a meeting through the use of a conference telephone or other communication equipment.

4. Board Access to Management and Independent Advisors

Board members shall have complete access to the Company's management.

Non-Board member management representatives shall attend meetings of the Board as recommended by, and at the discretion of, the Board. The Board encourages the Chief Executive Officer to bring management representatives to meetings of the Board who can help to explain items being acted upon, can provide insights into factors affecting their area of the Company's business, and who the Chief Executive Officer feels should be exposed to the Board.

The Board, in its sole discretion, shall have access to and the authority to retain, including approval of fees and other terms of retention, such legal, accounting, financial and other advisors as it deems necessary for the fulfillment of its responsibilities.

5. Executive Sessions of Board Members

The non-management Board members meet in executive sessions without management present in connection with each regularly scheduled in-person meeting of the Board to review matters as determined by the non-management Board members. The non-management Board members may meet at such other times as they deem necessary or appropriate.

ANNUAL PERFORMANCE EVALUATION OF THE BOARD AND COMMITTEES

The NGC of the Board shall at least annually oversee a self-evaluation by the Board and each of its committees and report to the Board with respect to whether the Board and its committees are functioning effectively. The full Board should discuss each evaluation report to determine what, if any, actions should be taken to improve the effectiveness of the Board or any committee thereof.

Each committee shall evaluate its own performance on an annual basis, including compliance with its own charter, and provide any material and feedback with respect to such evaluation to the Board along with any recommendations for changes in procedures or policies governing the committee.

BOARD COMPENSATION

Board compensation, including the form and amount of such compensation, shall be recommended to the Board by the Compensation Committee and approved by the Board annually with such modifications as the Board deems appropriate.

The Board believes that a meaningful portion of Board members compensation should be in equity of the Company to further the direct correlation of the economic interests of members of the Board and the Company's shareholders. Board members who are also members of management will receive no additional compensation for their service as directors.

RETIREMENT AGE AND TENURE POLICY

The Board does not believe it should limit the number of terms an individual may serve as a Board member or that a fixed retirement age is appropriate, provided that all Board members continue to be subject to the membership standards described above. Directors who have served on the Board for an extended time period are often able to provide valuable contributions and insight into the Company's operations based on their experience with, and understanding of, the Company's business, history and objectives.

BOARD AND OFFICER SHARE OWNERSHIP

The Board believes that significant share ownership by Board members and Section 16 officers of the Company further aligns their interests with the interests of the Company's shareholders. Accordingly, the Board has established the following minimum share ownership and retention guidelines.

1. Board Members

Within three (3) years after (a) the effective date of these guidelines or (b) joining the Board, whichever is later, each non-management Board member shall own shares of the Company's common stock having a value, at a minimum, of three times the annual cash retainer for service on the Board as established from time to time by the Board. Shares that count toward this ownership guideline include shares owned outright in the member's name, shares held in trust for the member's benefit or the benefit of the member's immediate family or any similar plan or arrangement. Shares that do not

count toward this ownership guideline include unexercised stock options and shares of restricted stock for which restrictions have not yet lapsed (unvested restricted stock).

A non-management Board member shall not be permitted to sell shares of the Company's common stock unless such Board member's holdings of the Company's common stock meet the minimum ownership guideline established above.

2. Section 16 Officers

Within three (3) years after (a) the effective date of these guidelines or (b) being elected or appointed to a position as a Section 16 officer of the Company, whichever is later: (i) the Chief Executive Officer shall own shares of the Company's common stock having a value, at a minimum, of three times his or her annual base salary; and (ii) each other Section 16 officer shall own shares of the Company's common stock having a value, at a minimum, of one time his or her annual base salary; provided, that a new three (3) year period for compliance with these guidelines will begin for any employee who is named to a new position with a new level that is higher than the level applicable to such employee's previous position. Shares that count toward the ownership guideline include shares owned by the Section 16 officer in the open market, shares held in trust for the benefit of the Section 16 officer or the benefit of the Section 16 officer's immediate family, shares held in qualified plans, and unvested restricted units subject only to time-based vesting. Unvested stock options or performance-based restricted stock unit shares that have not yet been earned and vested do not count toward the ownership guidelines.

A Section 16 officer shall not be permitted to sell shares of the Company's common stock unless such Section 16 officer's holdings of the Company's common stock meet the minimum ownership guideline established herein.

SUCCESSION PLANNING AND CHIEF EXECUTIVE OFFICER PERFORMANCE EVALUATION

The Board views the selection of the Company's Chief Executive Officer as one of its most important responsibilities. The Chief Executive Officer reports annually to the NGC of the Board on succession planning. The NGC Committee, in consultation with the Non-Executive Chairman of the Board and the Chief Executive Officer, provide, on an ongoing basis, recommendations to the full Board as to the Company's plan of succession for the Chief Executive Officer and other senior executive officers in the event of death, disability, removal or resignation.

The Board will periodically carry out performance reviews of the Non-Executive Chairman of the Board and the Chief Executive Officer with the advice of the Compensation Committee and NGC.

ANNUAL PERFORMANCE EVALUATION OF THE BOARD AND COMMITTEES

The NGC of the Board shall at least annually oversee a self-evaluation by the Board and each of its committees and report to the Board with respect to whether the Board and its committees are functioning effectively. The full Board should discuss each evaluation report to determine what, if any, actions should be taken to improve the effectiveness of the Board or any committee thereof.

Each committee shall evaluate its own performance on an annual basis, including compliance with its own charter, and provide any material and feedback with respect to such evaluation to the Board along with any recommendations for changes in procedures or policies governing the committee.

CORPORATE COMMUNICATIONS

The Board believes that management has the primary responsibility to communicate with investors, the press, employees and other constituencies that are involved with the Company, and to set policies for those communications. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but should only do so with the knowledge of management and, absent unusual circumstances or as contemplated by the committee charters, only at the request of management.

Shareholders may contact individual Board members, the Board as a group, or a specified Board committee or group, including the independent Board members as a group, by mail, addressed to the Board or the individual member, Carbonite, Inc., c/o Corporate Secretary, Two Avenue de Lafayette, Boston, Massachusetts 02111.

In order to facilitate open discussions, the Board believes maintaining confidentiality of information and deliberations is imperative. Each Board member has a fiduciary obligation to maintain the confidentiality of information received in connection with his or her service as a Board member or committee member.

AMENDMENT

These guidelines will be periodically reviewed by the Board and may be amended from time to time.

As adopted by the Board of the Company, October, 2016.