



## CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS OF NETAPP, INC.

### PURPOSE

The purpose of the Corporate Governance and Nominating Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of NetApp, Inc., a Delaware corporation (the “**Company**”), is to:

- review and make recommendations to the Board regarding matters concerning corporate governance;
- review the composition and evaluate the performance of the Board and recommend for the selection by the Board director nominees;
- review the composition of committees of the Board and recommend persons to be members of such committees;
- review conflicts of interest of members of the Board and corporate officers;
- review and approve related person transactions; and
- oversee the management of risks associated with director independence, conflicts of interest, Board composition and organization, and director succession planning.

In addition, the Committee will undertake those specific duties and responsibilities enumerated in or consistent with this charter or such other duties as the Board may from time to time prescribe or the Committee deems appropriate.

Nothing in this charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Committee on reports or other information provided by others.

### MEMBERSHIP AND ORGANIZATION

**Composition.** The Committee shall consist of no fewer than three members of the Board. All members of the Committee shall be appointed and replaced by the Board upon the recommendation of the Committee, shall be independent of the Company and its affiliates, shall have no relationship to the Company or its affiliates that may interfere with the exercise of their independence, and shall otherwise be deemed “Independent Directors” as defined in the listing standards of The NASDAQ Stock Market LLC (the “**Nasdaq Rules**”). The Board may designate one member of the Committee as its Chair. In the absence of that designation, the Committee may designate a Chair by majority vote of the Committee members. The Chair of the Committee, in consultation with the appropriate members of the Committee, will develop the Committee’s agenda.



The Committee may form and delegate authority to subcommittees for any purpose that the Committee deems appropriate. Any such subcommittee shall consist solely of Committee members. If designated, each such subcommittee will establish its own schedule. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or Nasdaq Rule to be exercised by the Committee as a whole.

**Meetings.** The Committee shall meet at least once per year but will otherwise meet as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities. The Committee may establish its own meeting schedule, which it will provide to the Board. The Committee meetings will be governed by the quorum and other procedures generally applicable to meetings of the Board under the Company's bylaws, unless otherwise stated by resolution of the Board or Committee. Special meetings may be convened as required. The Committee may also act by unanimous written consent (which may include electronic consents) as the Committee may decide. The Committee, or its Chair, shall report to the Board on the results of these meetings. The Committee may invite to its meetings other members of the Board, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities. In performing its duties, the Committee shall have the authority to conduct investigations, and to obtain, at the expense of the Company, advice, reports or opinions from internal or external legal counsel and professional advisors, for any matter relating to the purpose of the Committee, including the retention of any search firm to be used to identify candidates for the Board. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any professional advisors that it retains, and such advisors will report directly to the Committee and may only be terminated in the discretion of the Committee.

The Committee will maintain written minutes of its meetings and actions by written consent, which will be filed with the minutes of the meetings of the Board.

## **RESPONSIBILITIES AND DUTIES**

The primary responsibilities and duties of the Committee shall include:

### *Corporate Governance Generally*

- Develop principles of corporate governance and recommend them to the Board for its consideration and approval.
- Review annually the principles of corporate governance approved by the Board, including both the relevance thereof and the Company's compliance therewith.
- Periodically review this Charter and the Board's processes and procedures and recommend any proposed changes to the Board.



- Oversee compliance by the Board and its committees with applicable laws and regulations, including the Nasdaq Rules and regulations promulgated by the Securities and Exchange Commission (the “SEC”).

#### *Composition of the Board; Evaluation and Nominating Activities*

- Review and make recommendations to the Board regarding the composition and size of the Board and determine the criteria for membership on the Board, which include, among other criteria, character, integrity, judgment, independence, diversity (including with respect to race and gender), age, skills, education, expertise, corporate experience, length of service, understanding of the Company’s business, other commitments and the like.
- Make an annual review of each member of the Board’s independence for purposes of both the Nasdaq Rules and SEC rules.
- Conduct an annual evaluation of the Board as a whole and its committees.
- Identify, consider and select, or recommend for the selection of the Board, candidates to fill new positions or vacancies on the Board, and review any candidates recommended by stockholders, provided such recommendations are submitted in writing to the Secretary of the Company, include, among other things, the recommended candidate’s name, biographical data and qualifications, and such recommendations are otherwise made in compliance with the Company’s bylaws and its shareholder nominations and recommendations policy.
- Evaluate the performance of individual members of the Board eligible for re-election, and recommend for the selection of the Board the director nominees for election to the Board by the stockholders at the annual meeting of stockholders.

#### *Committees of the Board*

- Periodically review the composition of each committee of the Board and make recommendations to the Board related to the creation of additional committees or the change in mandate or dissolution of committees.
- Recommend to the Board persons to be members of the various committees.

#### *Conflicts of Interest*

- Consider questions of possible conflicts of interest of members of the Board and of the Company’s management.



- Review actual and potential conflicts of interest of members of the Board and corporate officers for propriety of continued involvement of such individual with respect to such matters.

*Related Person Transactions*

- Establish policies and procedures for the review and approval of “related person transactions,” as defined in applicable SEC rules and the Nasdaq Rules.
- Conduct ongoing reviews of potential related person transactions.
- Review and approve all related person transactions.

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