

## **NETGEAR, INC.**

### **CHARTER FOR THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS**

(As of February 2, 2012)

#### **PURPOSE:**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to ensure that the Board of Directors (the “Board”) is properly constituted to meet its fiduciary obligations to the stockholders of NETGEAR, Inc. (the “Company”) and that the Company has and follows appropriate corporate governance principles and directorship practices. To carry out this purpose, the Committee shall:

- Assist the Board by identifying qualified prospective director nominees and recommend to the Board the director nominees for the next annual meeting of stockholders;
- Develop and recommend to the Board corporate governance principles and directorship practices;
- Recommend the composition, functions and duties of the committees of the Board; and
- Recommend a process for the Board’s and each Committee’s annual self evaluation.

In addition, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

#### **COMMITTEE MEMBERSHIP AND ORGANIZATION:**

The Committee members will be appointed by and will serve at the discretion of the Board. The Committee shall consist of at least two members of the Board. The Board may designate one member of the Committee as its Chair. Members of the Committee must meet the following criteria: (i) each member shall be independent of the Company and its affiliates, (ii) each member shall have no relationship to the Company or its affiliates that may interfere with the exercise of their independence, and (iii) each member shall otherwise be deemed “Independent Directors” as defined in the listing standards of The NASDAQ Stock Market LLC (the “Nasdaq Rules”). The Committee may form and delegate authority to subcommittees when appropriate. Any such subcommittee shall consist solely of Committee members.

## **COMMITTEE RESPONSIBILITIES AND AUTHORITY:**

The responsibilities and duties of the Committee shall include:

### ***Corporate Governance Generally***

- Developing principles of corporate governance and recommending them to the Board for its consideration and approval;
- Reviewing annually the principles of corporate governance approved by the Board to ensure that they remain relevant and are being complied with, and recommending changes to the Board as necessary;
- Reviewing proposed changes to the Company's certificate of incorporation and bylaws and recommending changes to the Board as necessary;
- Determining the manner in which stockholders may send communications to the Board, as well as the process by which stockholder communications will be relayed to the Board;
- Reviewing stockholder proposals and recommending to the Board the Company's response to such proposals;
- Reviewing periodically this Charter and the Committee's processes and procedures;
- Overseeing compliance by the Board and its committees with applicable laws and regulations, including those promulgated by the Securities and Exchange Commission and the Nasdaq Rules; and
- Reviewing and considering the Company's position and practices on significant issues of corporate public responsibility such as workforce diversity, protection of the environment, and philanthropic and political contributions, and reviewing and considering stockholder proposals.

### ***Board Composition, Evaluation and Nominating Activities***

- Reviewing and making recommendations to the Board of Directors regarding the composition and size of the Board and determining 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;
- Making an annual review of each member of the Board of Directors' independence for purposes of both the Nasdaq Rules and the Sarbanes-Oxley Act of 2002;

- Identifying, considering and selecting, or recommending for the selection of the Board, candidates who fit the criteria for membership to fill new positions or vacancies on the Board, and reviewing any candidates recommended by stockholders, provided such recommendations are submitted in writing to the Secretary of the Company and are otherwise made in compliance with the Company's bylaws and its stockholder nominations and recommendations policy;
- Evaluating the performance of individual members of the Board eligible for re-election, and selecting, or recommending for the selection of the Board, the director nominees for election to the Board by the stockholders at the annual meeting of stockholders;
- Annually overseeing the Board performance evaluation process including conducting surveys of director observations, suggestions and preferences;
- Evaluating and recommending termination of membership of individual directors in accordance with the Board's governance principles, for cause or for other appropriate reasons;
- Conducting an annual review on succession planning, reporting its findings and recommendations to the Board, and working with the Board in evaluating potential successors to executive management positions;
- Facilitating on an annual basis a Board member peer evaluation of one another;
- Facilitating on an annual basis the evaluation by each Board member of each Board Committee that such Board member is not a member of;
- Annually reviewing and evaluating its own performance; and
- Making recommendations for continuing education of Board members.

### ***Board Committees***

- Periodically reviewing the composition of each committee of the Board and making recommendations to the Board for the creation of additional committees or the change in mandate or dissolution of committees; and
- Recommending to the Board persons to be members of the various committees.

In performing its responsibilities, the Nominating and Corporate Governance Committee shall have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors, including any search firm to be used to identify candidates for the Board, and shall have sole authority to approve such experts' fees and other retention terms.

**MEETINGS:**

The Committee will meet at least four times each year. The Committee may meet either in person or telephonically, and at such times and places as the Committee determines. The Committee may establish its own schedule, which it will provide to the Board in advance. The Committee, or its Chair, shall report to the Board on the results of these meetings. The Committee may invite to its meetings other Directors, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities.

A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at the meeting at which a quorum is present shall constitute the action of the Committee. The Committee shall otherwise establish its own rules of procedure.

**MINUTES:**

The Committee will direct Company management to maintain written minutes of its meetings, which minutes will be maintained by Company management with the minutes of the meetings of the Board.

**COMPENSATION:**

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers and per meeting fees. Fees may be paid in such form of consideration as is determined by the Board.

Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.