

NETGEAR, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

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: (1) assist the Board by identifying qualified prospective director nominees and to recommend to the Board the director nominees for the next annual meeting of stockholders; (2) develop and recommend to the Board corporate governance principles and directorship practices; (3) recommends the composition, functions and duties of the committees of the Board; and (4) recommends a process for the Board’s and each Committee’s annual self evaluation.

COMMITTEE MEMBERSHIP AND ORGANIZATION:

- The Committee shall be comprised of no fewer than two members.
- The members of the Nominating and Corporate Governance Committee shall meet the independence requirements of Nasdaq Rule 4200; provided that the Board may appoint a single “non-employee”, “non-independent” member consistent with the rules and regulations promulgated by Nasdaq.
- The members of the Committee shall be appointed and replaced by the Board.

COMMITTEE RESPONSIBILITIES AND AUTHORITY:

- Evaluate the composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- Determine on an annual basis desired Board member qualifications, expertise and characteristics and conduct searches for potential Board members with corresponding attributes. Evaluate and propose nominees for election to the Board. In performing these tasks the Nominating and Corporate Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates.
- Evaluate director compensation, consulting with outside consultants and/or with the Human Resources department when appropriate, and make recommendations to the

Board regarding director compensation. In performing this review, the committee focuses on ensuring that the interests of the outside directors continue to be closely aligned with the interests of the Company's stockholders.

- Annually oversee the Board performance evaluation process including conducting surveys of director observations, suggestions and preferences.
- Form and delegate authority to subcommittees when appropriate.
- Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees, the selection of Board committee chairs, and proposal of the Board slate for election.
- Review and consider the Company's position and practices on significant issues of corporate public responsibility such as workforce diversity, protection of the environment, and philanthropic contributions, and review and consider stockholders proposals.
- Evaluate and recommend termination of membership of individual directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
- Conduct an annual review on succession planning, report its findings and recommendations to the Board, and work with the Board in evaluating potential successors to executive management positions.
- Coordinate and approve Board and committee meeting schedules.
- Make regular reports to the Board.
- Review and re-examine this Charter annually and make recommendations to the Board for any proposed changes as appropriate.
- Annually review and evaluate its own performance.
- 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.

MEETINGS:

The Committee will meet at least once per quarter unless otherwise determined by the Committee. The Committee will provide the schedule of Committee meetings to the Board of Directors. Special meetings may be convened as required. The Committee, or its Chair, shall report to the Board of Directors 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.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.