

**CHARTER**  
**OF THE**  
**STRATEGY COMMITTEE**  
**OF THE**  
**BOARD OF DIRECTORS**  
**OF**  
**TiVo INC.**

The Board of Directors (the “Board”) of TiVo Inc. (the “Company”) adopted this Strategy Committee Charter (the “Charter”) on May 26, 2011.

**I. The Committee’s Purpose.**

The Strategy Committee (“Committee”) of the Board has been created to assist the Board in fulfilling its fiduciary duty with regards to the oversight of TiVo’s strategic plan by consulting with and overseeing the strategic planning process that management shall be responsible for, including the identification and setting of strategic multi-year goals and expectations, material business and product initiatives of the Company, and strategic financial and capital market activities of the Company.

**II. Membership.**

**A. Size.** The Committee shall not consist of less than two members of the Board.

**B. Term.** The Board shall appoint the members of the Committee, including the Chair. The Board may remove any member at any time for any reason.

**III. Duties and Responsibilities.**

Management is responsible for devising, developing, and reporting to the Committee on the Company’s strategic plan. The Committee will review said plans and make recommendations to management on behalf of the Board. Additionally, the Committee will advise and make recommendations to the Board in the following areas: development, adoption and modification of the Company’s on-going strategy; review and assess external developments and factors, such as changes in the economy, competition and technology, on the Company’s strategy and execution; execution of the Company’s strategy through corporate development and growth initiatives such as acquisitions, joint ventures, and strategic alliances; capital structure; and research and product development activities.

The Committee shall annually, in its discretion, conduct a self-assessment of its performance and the adequacy of this Charter. The Committee shall recommend any necessary changes to the Board.

In addition to the above responsibilities, the Committee will undertake such other duties as the Board delegates to it, which are not inconsistent with applicable law or the Company's Restated Certificate of Incorporation, Bylaws, or Corporate Governance Guidelines.

### **III. Meetings and Operational Matters.**

**A. Timing.** The Committee shall meet when it deems necessary.

**B. Procedures and Notice.** The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with the Company's Restated Certificate of Incorporation, Bylaws, and applicable law.

**C. Participation.** Any director who is not a member of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any non-management director that is not a member of the Committee.

**D. Minutes.** The Committee shall keep minutes of each meeting.

**E. Reports.** The Committee shall periodically provide the Board with a report of the Committee's activities and proceedings.

**F. Experts.** The Committee may use the services of the Company's regular legal counsel or other advisors. The Committee also has the power to retain any independent counsel, experts, or advisors, as appropriate, at the Company's expense.

**G. Reliance.** In carrying out its duties, the Committee will act in reliance on management, and outside advisors and experts, as it deems necessary or appropriate.

### **IV. Authority.**

Any action duly and validly taken by the Committee pursuant to the power and authority conferred under this Charter shall for all purposes constitute an action duly and validly taken by the Board and may be certified as such by the Corporate Secretary or other authorized officer of the Company.