

NETGEAR, INC.

SOFTWARE AND SUBSCRIPTION COMMITTEE CHARTER

(As adopted on April 17, 2020)

This Software and Subscription Committee Charter (the “*Charter*”) of NETGEAR, Inc. (the “*Company*”) has been adopted by the Company’s board of directors (the “*Board*”).

PURPOSE AND POLICY

The Software and Subscription Committee’s (the “*Committee*”) primary purpose shall be as an ad-hoc committee to act on behalf of the Company’s Board in fulfilling the Board’s oversight responsibility with respect to the Company’s transition from a hardware-first business model to a combined hardware and software business model. In connection with that business model evolution, the Committee will have strategic oversight of the Company’s transition around software development and deployment (firmware and cloud), service offerings, and building a customer subscription offering including a strong go-to-market plan, specifically with the goal of achieving 1,000,000 subscribers.

The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s Bylaws.

COMPOSITION

The Committee shall consist of at least two (2) directors. The Board shall appoint Committee members, fill vacancies occurring on the Committee, and designate the Chair of the Committee.

AUTHORITY

The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have authority to retain and determine compensation for, at the expense of the Company, special legal or other advisors or consultants as it deems necessary or appropriate in the performance of its duties. The Committee shall also have authority to pay, at the expense of the Company, ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties. The Committee shall have authority to require that any of the Company’s personnel, counsel, accountants (including the Company’s independent outside auditors), or any other consultant or advisor to the Company, attend any meeting of the Committee or meet with any member of the Committee or any of its special, outside legal or other advisors or consultants. The approval of this Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

RESPONSIBILITIES

The business of the Company is managed under the direction of the Board and the various committees thereof, including the Committee. The basic responsibility of the Committee is to exercise its business judgment in carrying out the responsibilities described in this Charter in a manner the Committee members reasonably believe to be in the best interest of the Company and its stockholders. The Committee is not expected to assume an active role in the day-to-day operation or management of the Company.

In this context, and in accordance with its stated purpose and compliance obligations, the Committee shall be responsible for the following:

- 1. *Goals and Objectives*** – Provide updates and recommendations to the Board on the Company’s progress in the areas of software infrastructure, service offerings, and subscription models and results, as well as resources needed or barriers to progress.
- 2. *Assessing Investments and Opportunities*** – Assist the Company’s management (in particular the CEO, the CTO of Software, the SVPs of Connected Home Products, Corporate Development and Marketing, and other key management) to assess relevant strategic investments or opportunities.
- 3. *Measuring Progress*** – Ensure the Company’s management has established relevant milestones and criteria/key indicators with measurable goals and measurement, and develop a strategic dashboard highlighting progress for key indicators.
- 4. *Experts*** – As needed, identify and facilitate consultation with subject matter experts and the Company’s management and/or the Committee.
- 5. *Trends and Developments*** – To keep up to date on industry and market trends, advances in technology and subscription models to improve scope, cost effectiveness and quality of the Company’s offerings.
- 6. *Committee Evaluation*** – As an ad hoc committee, routinely review Committee structure, membership, responsibilities and continued operations. Also conduct an annual evaluation of the performance of the Committee, to annually review and reassess the adequacy of the Charter, and to recommend any proposed changes to the Board for approval.
- 7. *General Authority*** – To perform such other functions and to have such powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.

MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company. The Chair of the Committee shall report to the Board from time to time or whenever so requested by the Board.

All directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, any member of the management of the Company, and such other persons as it deems appropriate to carry out its responsibilities. Notwithstanding the foregoing, the Committee may exclude from its meetings any persons it deems appropriate to carry out its responsibilities.

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/or 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.