

NETGEAR, INC.

**CHARTER FOR THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS**

(As of April 20, 2017)

PURPOSE:

The purpose of the Audit Committee of the Board of Directors (the “**Board**”) of NETGEAR, Inc., a Delaware corporation (the “**Company**”), in order to assist the Board in fulfilling its responsibilities, shall be to oversee:

- The accounting and financial reporting processes of the Company and audits of the financial statements of the Company;
- The integrity of the Company’s financial statements; the Company’s compliance with legal and regulatory requirements; the independent auditor’s qualifications, independence, performance, and compensation; and the Company’s internal controls over financial reporting and disclosure controls and procedures;
- The preparation and approval of the report that the rules of the Securities and Exchange Commission (the “**SEC**”) require be included in the Company’s annual proxy statement;
- The Company’s internal audit function;
- The application of the Company’s related person transactions policy as established by the Board; and
- The application of the Company’s Code of Business Ethics and Conflict of Interest Policy for Directors, Officers and Key Employees as established by the Board.

In connection with the foregoing, the Audit Committee will provide the Board with the results of its monitoring and make recommendations derived from such monitoring. Further, the Audit Committee will provide the Board such additional information and materials as it may deem necessary to make the Board aware of significant financial matters that require the Board’s attention.

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

The Audit Committee’s responsibility is one of oversight. The members of the Audit Committee are not employees of the Company, and they do not perform, or represent that they perform, the functions of management or the independent auditors. The Audit Committee relies on the expertise and knowledge of management and the independent auditors in carrying out its oversight responsibilities. The management of the Company is responsible for preparing accurate and complete financial statements in accordance with generally accepted accounting principles and

for establishing and maintaining appropriate accounting principles and financial reporting policies and satisfactory internal control over financial reporting. The independent auditors are responsible for auditing the Company's annual consolidated financial statements and the effectiveness of the Company's internal control over financial reporting and reviewing the Company's periodic financial statements. It is not the responsibility of the Audit Committee to prepare or certify the Company's financial statements or guarantee the audits or reports of the independent auditors, nor is it the duty of the Audit Committee to certify that the independent auditor is "independent" under applicable rules. These are the fundamental responsibilities of management and the independent auditors.

COMMITTEE MEMBERSHIP AND ORGANIZATION:

The Audit Committee members will be appointed by, and will serve at the discretion of, the Board. The Audit Committee will consist of at least three members of the Board. The Board may designate one member of the Audit Committee as its chair. Members of the Audit Committee must meet the following criteria (as well as any additional criteria required by the SEC or NASDAQ):

- The Audit Committee shall consist of such number of independent directors as required under the NASDAQ rules, the rules of the SEC and applicable law, as in effect from time to time. To comply with this requirement, the Audit Committee shall be advised by the Company's in house legal counsel of changes to the rules and/or laws that have been proposed or changed, the effective date of the proposal or change, and the time period in which the Company must be in compliance;
- Each member will be able to read and understand fundamental financial statements, in accordance with the NASDAQ Stock Market Audit Committee requirements; and
- To the extent practicable, at least one member will be an "audit committee financial expert," as such term is defined under the rules of the SEC and applicable law, as in effect from time to time.

No member of the Audit Committee may serve on the audit committee of more than three public companies concurrently, unless the Board of Directors has determined that such simultaneous services would not impair the ability of such member to effectively serve on the Audit Committee.

COMMITTEE RESPONSIBILITIES AND AUTHORITY:

The responsibilities of the Audit Committee shall include:

- Overseeing the Company's system of internal controls over financial reporting, including meeting periodically with the Company's management and the independent auditors to review the adequacy of such controls and to review the disclosure regarding such system of internal controls required under SEC rules to be contained in the Company's periodic filings and the attestations or reports by the independent auditors relating to such disclosure;

- Prior to engagement of any prospective auditors, reviewing a written disclosure by the prospective auditors of all relationships between the prospective auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence, and to discuss with the prospective auditors the potential effects of such relationships on the independence of the prospective Auditors, consistent with Ethics and Independence Rule 3526, *Communication with Audit Committees Concerning Independence*, of the Public Company Accounting Oversight Board (United States) (the “**PCAOB**”);
- Appointing, retaining, compensating and overseeing the work of the independent auditors (including resolving disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The Audit Committee shall submit its selection of the independent auditors to the Company’s stockholders for their non-binding ratification on an annual basis;
- Pre-approving audit and permissible non-audit services provided to the Company by the independent auditors (or subsequently approving non-audit services in those circumstances where a subsequent approval is necessary and permissible); in this regard, the Audit Committee shall have the sole authority to approve the selection and termination of the independent auditors (which independent auditors shall report to the Audit Committee), all audit engagement fees and terms and all non- audit engagements, as may be permissible, with the independent auditors;
- Reviewing and discussing with the independent auditors any documentation supplied by the independent auditors as to the nature and scope of any tax services to be approved, as well as the potential effects of the provision of such services on the auditor’s independence;
- Reviewing and providing oversight with respect to the external audit and the Company’s relationship with its independent auditors by (i) reviewing the independent auditors’ proposed audit scope, approach and independence for the annual audit and quarterly reviews for the current year; (ii) obtaining on a periodic basis a written statement from the independent auditors regarding relationships and services with the Company which may impact independence and presenting this statement to the Board, and to the extent there are relationships, monitoring and investigating them; (iii) discussing with the Company’s independent auditors the financial statements and audit findings, including any significant adjustments, management judgments and accounting estimates, changes in the Company’s selection or application of accounting principles, any difficulties encountered in the course of the audit work, suggestions for improvements provided to management by the independent auditors, any restrictions on the scope of activities or access to requested information, any significant disagreements with management and any other required communications described in applicable accounting standards, significant new accounting policies and any other matters described in PCAOB AS 1301 – Communications with Audit Committees, as may be modified or supplemented; and (iv) reviewing reports submitted to the audit committee by the independent auditors in accordance with the applicable SEC requirements;

- Reviewing and discussing with management and the independent auditors the annual audited financial statements and quarterly unaudited financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," in connection with filing the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, respectively, with the SEC;
- Engaging the Company's independent auditors to review, prior to filing with the SEC, the Company's interim financial statements included in Quarterly Reports on Form 10-Q, using professional standards and procedures for conducting such reviews;
- Reviewing, prior to announcement, the Company press releases containing material financial information and discussing with management whether such press releases properly disclose financial information presented in accordance with GAAP and, to the extent non-GAAP information is included, applicable rules and regulations of the SEC governing the disclosure of such non-GAAP information;
- Overseeing compliance with the requirements of the SEC and NASDAQ for disclosure of auditor's services and audit committee members, member qualifications and activities;
- At least annually, obtaining and reviewing a report by the independent auditor describing the audit firm's internal quality-control procedures and any material issues raised by the most recent internal quality-control procedures and any material issues raised by the most recent internal quality-control, peer review or any inquiry or investigation by governmental or professional authorities within the preceding two years and any steps to deal with any identified issues;
- Discussing with management and the independent auditors correspondence with regulators or governmental agencies that raise material issues regarding the Company's financial statements or accounting policies;
- Reviewing management's monitoring of compliance with the Foreign Corrupt Practices Act, the UK Anti-Bribery Act and any other similar laws;
- Annually reviewing and providing to the Board for its approval the Company's Code of Business Ethics and Conflict of Interest Policy for Directors, Officers and Key Employees, in accordance with applicable law;
- Reviewing annually the results of the annual Certification of the Code of Business Ethics and Conflict of Interest Policy For Directors, Officers and Key Employees with management and the disposition of all instances of noncompliance as appropriate;
- Setting clear hiring policies for employees or former employees of the Company's independent auditors, consistent with SEC and NASDAQ regulations and guidelines;
- Reviewing and evaluating the lead partner of the independent auditor team and ensuring an orderly rotation of the lead audit partner as required by law;
- Reviewing with the independent auditors, as appropriate, communications between the

audit team and the independent auditors' national office with respect to accounting or auditing issues presented by the engagement;

- Reviewing, in conjunction with counsel, any legal matters that could have a significant impact on the Company's financial statements;
- Reviewing and discussing with management and the independent auditor the Company's financial risk exposures (including its investment policies) and assessing the policies and processes management has implemented to monitor and control such exposures;
- Assisting the Board in fulfilling its oversight responsibilities regarding the Company's policies and processes with respect to enterprise risk assessment and management, including any significant non-financial risk exposures;
- If necessary, instituting special investigations with full access to all books, records, facilities and personnel of the Company;
- Obtaining advice and assistance from outside legal, accounting or other advisors, with any resulting expenses being paid by the Company;
- Reviewing in advance and approving all transactions between the Company and a related party for which review or approval is required by applicable law or that are required to be disclosed in the Company's financial statements or SEC filings;
- At least annually, reviewing its own charter, structure, processes, and membership requirements and performing an annual self-evaluation of its performance;
- Providing a report in the Company's proxy statement in accordance with the rules and regulations of the SEC;
- Establishing procedures for receiving, retaining and treating complaints received by the Company regarding accounting, internal accounting controls or auditing matters and procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting, internal accounting controls, auditing matters or related matters;
- Reviewing and advising the Chief Executive Officer and the Board with respect to the appointment, dismissal and replacement of the chief financial officer (and chief accounting officer) and consulting with the Chief Executive Officer about the performance goals and subsequent performance evaluation and compensation of each;
- Reviewing the performance, and determining the scope, roles and responsibilities, of the Company's internal audit function, including: (i) assessing resource requirements (internal, external and/or combined); (ii) reviewing with management and the chief internal audit executive any Internal Audit Charter, audit plans, activities, staffing and organizational structure of the internal audit function; (iii) ensuring there are no unjustified restrictions or limitations on the chief internal audit executive; (iv) reviewing any significant reports to management prepared by the internal audit department, including management's adoption

and resolution of the internal audit department's recommendations; (v) reviewing the effectiveness of the internal audit function annually as part of the year-end external audit and reporting process; and (vi) on a regular basis, meeting separately with the chief internal audit executive to discuss any matters that the Committee or internal audit believes should be discussed privately;

- Reviewing and discussing with executive management, and recommending to the Board, the appointment or dismissal of the chief internal audit executive and consulting with executive management about his or her performance goals and subsequent performance evaluation and compensation, and the application of the Company's compensation policies to other internal audit personnel; and
- Any additional responsibility or authority mandated by the SEC, NASDAQ or other applicable rule or regulation.

MEETINGS:

The Audit Committee will meet at least four times each year. The Audit Committee may meet either in person or telephonically, and at such times and places as the Audit Committee determines. The Audit Committee may establish its own schedule, which it will provide to the Board in advance. The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Audit Committee or to meet any members of, or consultants to, the Audit Committee.

The Audit Committee will meet separately with the Chief Executive Officer and separately with the Chief Financial Officer of the Company (without the independent auditor present) at such times as are appropriate to review the financial affairs of the Company. The Audit Committee will meet separately with a member of the internal audit function (without any other member of management present) and with the independent auditors of the Company (without any member of management present) so as to enhance the opportunity for the identification and discussion of all issues warranting Audit Committee attention.

A majority of the members of the Audit 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 Audit Committee. The Audit Committee shall otherwise establish its own rules of procedure.

MINUTES:

The Audit Committee will direct Company management to maintain written minutes of its meetings, which minutes will be maintained by management with the minutes of the meetings of the Board. The Audit Committee, or its Chair, shall make regular reports to the full Board on the actions and recommendations of the Audit Committee.

REPORTS:

In addition to preparing the report in the Company's proxy statement in accordance with the rules and regulations of the SEC, the Audit Committee will summarize its findings and

recommendations to the Board as may be appropriate, consistent with the Audit Committee's charter.

COMPENSATION:

Members of the Audit Committee shall receive such fees, if any, for their service as Audit 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 Audit 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.

DELEGATION OF AUTHORITY:

The Audit Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Audit Committee.

The Audit Committee may also delegate to one or more designated members of the Audit Committee the authority to pre-approve audit and permissible non-audit services, provided such pre-approval decision is presented to the full Audit Committee at its scheduled meetings.