

# NETGEAR, INC.

## CYBERSECURITY COMMITTEE CHARTER

(As adopted on August 10, 2017)

This Cybersecurity 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 Cybersecurity Committee’s (the “*Committee*”) primary purpose shall be to act on behalf of the Company’s Board in fulfilling the Board’s oversight responsibility with respect to the Company’s information technology use and protection, including but not limited to enterprise cybersecurity and privacy. 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

### 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.

### 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.

### 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, cybersecurity 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, accounting 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 Committee shall be responsible for the following:

- 1.** *Enterprise Cybersecurity* – To oversee the quality and effectiveness of the Company’s information security team, and policies and procedures with respect to its information technology systems, including but not limited to enterprise cybersecurity and privacy.
- 2.** *Incident Response* – To review and provide oversight on the policies and procedures of the Company in preparation for responding to any material incidents.
- 3.** *Disaster Recovery* – To review periodically with management the Company’s disaster recovery capabilities.
- 4.** *IT Security Budget* – To oversee the Company’s information technology senior management team relating to budgetary priorities based, in part, on assessing risk associated with various perceived threats.
- 5.** *Committee Evaluation* – To 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.
- 6.** *Insurance* – To review annually the appropriateness and adequacy of the Company’s cyber-insurance coverage.
- 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.