

NETGEAR INC.
CHARTER FOR THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS

(As amended by the Board of Directors on March 30, 2013)

PURPOSE:

The purpose of the Compensation Committee of the Board of Directors (the “**Board**”) of NETGEAR, Inc. (the “**Company**”) shall be to:

- Make specific recommendations to the Board to assist the Board in fulfilling its responsibilities relating to compensation of the Company’s executive officers;
- Provide oversight of the Company’s compensation policies, plans and benefit programs; and
- Administer the Company’s equity compensation plans for its employees.

In furtherance of these purposes, the Compensation Committee will undertake specific duties and responsibilities listed below, and will have the authority to undertake such other specific duties as the Board may from time to time prescribe.

STATEMENT OF POLICY:

The philosophy of the Board is to provide compensation to the Company’s executive officers in such a manner as to attract and retain the best available personnel for positions of substantial responsibility with the Company, to provide incentives for such persons to perform to the best of their abilities for the Company, and to promote the success of the Company’s business.

COMMITTEE MEMBERSHIP AND ORGANIZATION:

The Compensation Committee will be appointed by and will serve at the discretion of the Board. The Compensation Committee shall consist of at least two members of the Board. The Board may designate one member of the Compensation Committee as its chair.

Each member of the Compensation Committee must meet the following criteria: (i) the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, (ii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended, (iii) the definition of independence as set forth in the applicable NASDAQ rules and in any rule or regulation prescribed by the Securities and Exchange Commission (“**SEC**”), in each case in existence as of the date hereof or implemented in the future, (iv) no direct or indirect acceptance of any consulting, advisory or other compensatory fee from the Company or

any subsidiary thereof, other than fees for Board and committee service as permitted under the applicable NASDAQ rules, and (v) other eligibility requirements as set forth in the applicable NASDAQ rules and in any rule or regulation prescribed by the SEC, in each case in existence as of the date hereof or implemented in the future.

The Compensation Committee may form and delegate authority to subcommittees when appropriate. Any such subcommittee shall consist solely of Compensation Committee members.

COMMITTEE RESPONSIBILITIES AND AUTHORITY:

The responsibilities of the Compensation Committee include the following:

- Review and approve annually (subject to ratification by the Board) for the CEO and the other executive officers of the Company (a) the annual base salary, (b) the annual incentive bonus, including the specific goals and amounts, (c) equity compensation, (d) employment agreements, severance arrangements, and change in control agreements/provisions, (e) any signing bonus or payment of relocation costs, and (f) any other benefits, compensation or arrangements; provided, however, that the CEO cannot be present during any voting or deliberations by the Compensation Committee regarding the CEO's compensation;
- Review and approve corporate goals and objectives (subject to ratification by the Board) relevant to the compensation of the CEO and the other executive officers of the Company, evaluating performance in light thereof, and considering factors related to the performance of the Company, including accomplishment of the Company's long-term business and financial goals;
- Provide oversight of the Company's overall compensation goals and guidelines for the Company's employees and the criteria by which bonuses and stock compensation awards to the Company's employees are determined;
- Act as administrator of the Company's equity compensation plans for its employees;
- Make recommendations to the Board regarding amendments to the equity compensation plans, and changes in the number of shares reserved for issuance thereunder;
- Approve the grant of options to purchase the Company's common stock, restricted stock units, or other equity grants pursuant to the Company's equity compensation plans, or amend such options, restricted stock units, or other equity grants and take all other actions permitted under the plans;
- Consider the appropriateness of claw back provisions for every executive grant under the Company's compensation plans;

- Authorize the repurchase of shares from terminated employees pursuant to applicable law;
- Form and delegate authority to subcommittees when appropriate, including a Non-Officer Equity Committee to grant stock options to purchase shares of Common Stock, restricted stock units or other equity grants within fixed guidelines to each new non-officer employee of the Company;
- Evaluate on a periodic basis the competitiveness of (1) the compensation of the CEO and the other executive officers of the Company and (2) the Company's overall compensation plans;
- Evaluate and review on a periodic basis the competitiveness of the compensation programs for non-employee members of the Board, including but not limited to cash retainers and equity compensation;
- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval;
- Annually review its own performance;
- Produce an annual report on executive compensation for inclusion in the Company's proxy statement;
- Evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K; and
- Fulfill any other obligations required of the Compensation Committee as may be imposed by the SEC, NASDAQ rules or other applicable law, in effect of as of the date hereof or implemented in the future.

OUTSIDE ADVISERS:

The Compensation Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant, legal counsel or other adviser as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser it retains.

The Compensation Committee shall receive appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel and any other adviser retained by the Committee. For the avoidance of doubt, the Compensation Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties hereunder.

The Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel (other than in-house legal counsel) or other adviser to the Committee only after taking into consideration the six factors set forth below. For the avoidance of doubt, the Compensation Committee may select, or receive advice from, any compensation adviser, including those that are not independent, so long as the Compensation Committee considers the six factors set forth below prior to selecting or receiving advice from such adviser. The six factors are:

- i. the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- ii. the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- iii. the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- iv. any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee;
- v. any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- vi. any business or personal relationship of the compensation consultant, legal counsel or other adviser or the person employing the adviser with an executive officer of the Company.

Notwithstanding the above, that the Compensation Committee is not required to conduct an assessment of the foregoing six factors for a compensation adviser that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K: (a) consulting on any board-based plan that does not discriminate in scope, terms, or operation, in favor of the executive officers or directors of the Company, and that is available generally to all salaried employees; and/or (b) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

MEETINGS:

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

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

MINUTES:

The Compensation Committee will direct Company management to maintain written minutes of its meetings, which minutes will be maintained by Company management with the minutes of the meetings of the Board.

REPORTS:

The Compensation Committee shall review and discuss with the Company's executive officers and other members of management, including members of the Company's Legal department, Human Resources department, outside counsel and any outside compensation consultants, the disclosure regarding the Company's compensation policies, programs and practices for named executive officers (the "CD&A") prepared for inclusion in the Company's annual proxy statement or where otherwise required to be filed with the SEC, and based on such review and discussion, recommend to the Board whether such CD&A should be included in the Company's annual proxy statement or such other filing with the SEC.

In addition to preparing the report in the Company's proxy statement in accordance with the rules and regulations of the SEC, the Compensation Committee will summarize its examinations and recommendations to the Board as may be appropriate, consistent with the Compensation Committee's charter.

COMPENSATION:

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