

TIVO CORPORATION

COMPENSATION COMMITTEE CHARTER

This charter of the Compensation Committee (the “Committee”) was adopted by the Board of Directors (the “Board”) of TiVo Corporation (the “Company”) on November 2, 2016.

I. PURPOSE

The purpose of the Committee is to seek to ensure that compensation programs will encourage high performance, promote accountability and align employee interests with the interests of the Company’s stockholders.

The Committee will oversee, evaluate and approve the Company’s compensation and employee benefit plans, policies and programs, including its executive compensation plans and its incentive-compensation and equity-based plans.

The Committee has the delegated authority of the Board to undertake the specific duties and responsibilities described below. The Committee may supplement these duties and responsibilities as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities. The Committee will have the authority to undertake any other duties assigned by law or delegated to the Committee by the Board.

II. COMMITTEE MEMBERSHIP

The Committee will consist of at least three members of the Board, with the exact number to be determined by the Board. All members of the Committee must qualify as independent directors (“Independent Directors”) as defined under the rules of the Nasdaq Stock Market (or its successor). Members of the Committee must also qualify as “non-employee directors” within the meaning of Rule 16b-3(b)(3) promulgated under the Securities Exchange Act of 1934, as amended, and “outside directors” within the meaning of Regulation §1.162-27(e)(3) promulgated under the Internal Revenue Code of 1986, as amended (“Outside Directors”), and will satisfy any other necessary standards of independence under the federal securities and tax laws.

All members of the Committee will be appointed by, and will serve at the discretion of, the Board. Vacancies on the Committee will be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy. No member of the Committee will be removed except by majority vote of the Independent Directors then in office. The Board may elect a member of the Committee to serve as the Chair of the Committee. If the Board does not elect a Chair, the members of the Committee may designate a Chair by majority vote of the Committee members. The Board may designate one or more Independent Directors as alternate members of the Committee who may replace any absent or disqualified member at any Committee meeting.

III. MEETINGS AND MINUTES

The Committee will meet at least two times annually, or more frequently as circumstances dictate. The Committee is governed by the same rules regarding meetings (including meetings by

conference telephone or similar communications equipment), actions without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Chair or, in his or her absence, a member designated by the Chair (or, if no such designation has occurred, another member decided on by the remainder of the Committee) shall preside at each Committee meeting.

The Committee may, at its discretion, include in its meetings other members of the Board, members of the Company's management, representatives of the independent auditor, the internal auditor, legal counsel, compensation and benefits consultants and other outside experts or advisors, and any other financial personnel employed or retained by the Company or any other person whose presence the Committee believes to be necessary or appropriate. Such persons 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. Notwithstanding the foregoing, the Chief Executive Officer may not be present during voting or deliberations concerning his or her compensation, and the Committee may exclude from its meetings any persons it deems appropriate.

The Committee will maintain written minutes of its meetings and written actions without meetings, which minutes and actions will be filed with the minutes of the meetings of the Board.

The Committee will meet with the Chief Executive Officer at the beginning of each fiscal year to discuss the incentive compensation programs to be in effect for such fiscal year and the corporate goals and objectives relevant to those programs.

IV. COMMITTEE RESPONSIBILITIES

The responsibilities of the Committee will be to:

- (a) Review and approve at least annually the Company's compensation principles and objectives, taking into consideration the competitiveness of the Company's cash and non-cash executive compensation programs for (a) the attraction and retention of corporate officers, (b) the motivation of corporate officers to achieve the Company's business objectives, and (c) the alignment of the interests of key leadership with the long-term interests of the Company's stockholders.
- (b) Review and approve all elements of compensation for the Company's executive officers, including the adjustment of base salary each year and all bonus and other incentive compensation programs for the Company's executive officers, and authorize all awards to such individuals under those programs.
- (c) Review and approve any employment, severance or termination arrangements to be made with any executive officer of the Company.
- (d) Facilitate the Board's review of a succession plan for all senior officers of the Company.
- (e) Gather input from the Board, review and recommend for the approval of the Independent Directors at least annually the corporate goals and objectives relevant to the compensation of the Chief Executive Officer.

- (f) Gather input from the Board, evaluate the performance of the Chief Executive Officer in light of these goals and objectives and recommend the Chief Executive Officer's compensation level for the approval of the Independent Directors based on such evaluation (which Independent Directors shall be deemed a Section 162(m) Committee, as defined below, if they otherwise meet the requirements thereof). In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee will consider all relevant factors, including the Company's performance and relative stockholder return and the value of similar awards to chief executive officers of comparable companies. The Chief Executive Officer may not be present during the voting or deliberations regarding his or her compensation.
- (g) Review trends in management compensation, oversee the development of new compensation plans and, when necessary, approve the revision of existing plans.
- (h) Review and make recommendations to the Board regarding compensation for the Board.
- (i) Review and make recommendations to the Board regarding the general compensation guidelines for the Company's employees.
- (j) Supervise the Company's administration of, and make recommendations to the Board regarding any interpretation, modification or amendment of, its equity incentive plans, whether adopted prior to or after the date of adoption of this charter (the "Stock Plans"). Pursuant to the authority delegated to the Committee by the Board, the Committee may grant stock options or any other award permitted under the Stock Plans to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Securities Exchange Act of 1934, as amended).
- (k) Review the Company's practices and policies of employee compensation as they relate to risk management and risk-taking incentives, to determine whether such compensation policies and practices are reasonably likely to have a material adverse effect on the Company.
- (k) The Committee shall not cause the Company to make or arrange, directly or indirectly any extension, renewal or maintenance of credit, in the form of a personal loan to or for any director or executive officer (or equivalent thereof) of the Company.
- (l) Annually review and discuss with the Company's management the Compensation Discussion and Analysis (CD&A), recommend to the Board whether to include the CD&A in the Company's Annual Report on Form 10-K, proxy materials or registration statements, and report on executive compensation in the Compensation Committee Report to be furnished in the Company's Annual Report on Form 10-K, annual meeting proxy statement or other publicly filed documents, all in accordance with all applicable rules and regulations.

- (m) Review and consider the results of any advisory vote on executive compensation.
- (m) Form subcommittees for any purpose that the Committee deems appropriate and delegate to such subcommittees such power and authority as the Committee deems appropriate, including without limitation the formation of a subcommittee or delegation of authority to the Chief Executive Officer to make non-executive grants under the Company's Stock Plans; *provided, however*, that no subcommittee will consist of fewer than two members; and *provided further* that the Committee will not delegate any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.
- (n) Periodically (no less than annually) review and assess the adequacy of this Charter, including with respect to the Committee's role, responsibilities and authority as outlined in this Charter, submit any proposed amendments thereto to the Board for approval, and make the Charter publicly available in accordance with applicable SEC rules.
- (o) Periodically (and no less than annually) review the performance of the Committee through self-assessment and assessment by the Board.
- (p) Perform any other activities required by applicable law, rules or regulations, including the rules of the Securities and Exchange Commission and any exchange or market on which the Company's capital stock is traded. The Committee will also perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive compensation plan or agreement, any incentive-compensation or equity-based plan or agreement, any general compensation plan or agreement, any retirement or severance pay plan or agreement or any other employee benefit plan or agreement of the Company. The Committee will perform other activities that are consistent with this charter, the Company's bylaws and governing laws, as the Committee or the Board deems necessary or appropriate.

In addition, notwithstanding any other provision in this charter, if deductibility of "performance-based" compensation under Section 162(m) of the Code is desired, only a committee comprised of at least two (2) directors who are Outside Directors (and with any non-Outside Directors abstaining) (any such committee, a "**Section 162(m) Committee**") may approve compensation intended to qualify for the "performance-based compensation" exception of Section 162(m) (including but not limited to the granting of stock options and the establishment and evaluation of achievement of performance goals related to cash or equity compensation) (such intended compensation, "**Section 162(m) Compensation**"). Nothing in this charter requires the Committee or any Section 162(m) Committee to grant compensation that qualifies for the "performance-based compensation" exception of Section 162(m) and nothing in this charter is a guarantee that compensation intended to qualify as "performance-based compensation" does so qualify.

V. AUTHORITY AND OTHER MATTERS

The Committee will have the right, as and when it will determine to be necessary or appropriate to the functions of the Committee, to conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities. 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, including human resources and other Company personnel preparing the CD&A for the Company's reports to be filed with the SEC.

The Committee shall have the authority, in its sole discretion, to retain or obtain, at the expense of the Company, advice and assistance from compensation consultants, legal counsel, accounting and other advisors. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultants and other advisors retained by the Committee and entitled to appropriate funding, as determined by the Committee, from the Company to pay reasonable compensation to any such compensation consultant and other advisors.

If and when required by the laws and rules applicable to the Company, before engaging, or receiving advice from, a compensation consultant, external legal counsel or any other advisor, the Committee shall consider the independence of each such advisor by taking into account the following factors and any other factors required by Nasdaq or the SEC and corresponding rules that may be amended from time to time, including any exceptions permitted by such rules:

- 1) the provision of other services to the Company by the employer of the compensation consultant, counsel or other advisor (the "Advisory Firm");
- 2) the amount of fees received from the Company by the Advisory Firm, as a percentage of the Advisory Firm's total revenue;
- 3) the Advisory Firm's policies and procedures that are designed to prevent conflicts of interest;
- 4) any business or personal relationship of the compensation consultant, counsel or other advisor with a member of the Committee;
- 5) any Company stock owned by the compensation consultant, counsel or other advisor; and
- 6) any business or personal relationship between an executive officer of the Company and the compensation consultant, counsel, other advisor or the Advisory Firm.

The Committee shall review and discuss with management any conflicts of interest raised by the work of a compensation consultant or advisor retained by the Committee or management and how such conflict is being addressed, and prepare any necessary disclosure in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.

Except to the extent prohibited by law, the Committee will have the authority to delegate the administration of the Stock Plans and any other Company benefit plan to the management of the Company.