

**AMENDED & RESTATED  
CHARTER  
OF THE  
AUDIT COMMITTEE  
OF THE  
BOARD OF DIRECTORS  
OF  
TiVo Inc.**

The Board of Directors (the “Board”) of TiVo Inc. (the “Company”) adopted this Amended & Restated Audit Committee Charter (the “Charter”) on May 24, 2004.

**I. The Committee’s Purpose.**

The Committee shall assist the Board in its oversight of:

- A.** The quality and integrity of the Company’s financial statements and other financial information provided to shareholders and others;
- B.** The engagement and performance of the independent auditors;
- C.** The Company’s system of internal controls over financial reporting;
- D.** The performance of the Company’s internal audit function, if any; and
- E.** Compliance with legal requirements and the Company’s Code of Conduct.

**II. Membership.**

**A. Size.** In accordance with applicable Securities and Exchange Commission and NASDAQ rules, the Committee shall not consist of less than three members of the Board; provided, that if at any time there is a vacancy on the Committee and the remaining members meet all membership requirements, then the Committee may consist of two members until the earlier of the Company’s next annual stockholders meeting or one year from the occurrence of the vacancy.

**B. Qualifications.** All members shall meet the independence and financial literacy requirements of NASDAQ and the Securities and Exchange Commission, and at least one member shall (1) have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities and (2) shall be an “audit committee financial expert” as such term is defined in applicable SEC rules.

**C. Term.** On the recommendation of the Nominating and Governance Committee, the Board shall appoint the members of the Audit Committee, including the Chair. The Board may remove any member at any time for any reason.

### **III. Duties and Responsibilities.**

The Audit Committee shall oversee the following:

#### **A. External Audit.**

- 1.** Appointing, retaining, replacing, compensating and overseeing the independent audit firm, who shall report to, and be directly accountable to, the Committee, for preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company;
- 2.** Reviewing annually with the independent auditors and management of the Company the scope and general extent of the proposed audit;
- 3.** Reviewing and assuring the independence of the independent auditors on at least an annual basis. This review shall cover and include services, fees, quality control procedures and a formal written statement from the independent auditors regarding relationships between the independent auditors and the Company, consistent with Independence Standard Board Standard No. 1;
- 4.** Reviewing, if applicable, whether the independent auditor's provision of any permitted information technology services or other non-audit services to the Company is compatible with maintaining the independence of the independent auditor;
- 5.** Confirming with the independent auditor that the independent auditor is in compliance with the partner rotation requirements established by the SEC;
- 6.** Pre-approving all audit and permitted non-audit services to be performed by the independent auditors;
- 7.** Discussing with the independent auditors the matters required to be discussed by Statement on Accounting Standards No. 61 as then in effect relating to the conduct of the audit;
- 8.** Discussing with the independent auditor the report that such auditor is required to make to the Committee regarding: (A) all accounting policies and practices to be used that the independent auditor identifies as critical; (B) all alternative treatments within GAAP for policies and practices related to material items that have been discussed among management and the independent auditor, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (C) all other material written communications between the independent auditor and management of the Company, such as any management letter, management representation letter, reports on observations and recommendations on internal controls, independent auditor's

engagement letter, independent auditor's independence letter, schedule of unadjusted audit differences and a listing of adjustments and reclassifications not recorded, if any.

9. Reviewing any problems or difficulties encountered by the independent auditors during the course of the audit (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting), including, but not limited to (A) any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise); (B) any communications between the audit team and the independent auditor's national office respecting auditing or accounting issues presented by the engagement; and (C) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the Company;

10. Reviewing the use of independent public accountants other than the appointed independent auditors; and

11. Establishing policies for the hiring of employees and former employees of the independent auditor.

## **B. Financial Statements and Reporting.**

1. Reviewing and discussing with management and the independent auditors the Company's accounting and financial reporting policies and practices, including any significant changes. This shall include consideration of alternative accounting treatments, significant estimates and judgments, as well as a review of the quality and acceptability of such accounting and reporting policies and practices;

2. Reviewing with management and the independent auditors the effect of new or proposed auditing, accounting and reporting standards and management's plan to implement required changes;

3. Reviewing and discussing with management, the independent auditors and the internal auditor, if any, significant risks and exposures to the Company and the steps management has taken to minimize or manage such risks;

4. Reviewing and discussing with management and the independent auditor any material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Company with unconsolidated entities of which the Committee is made aware that do not appear on the financial statements of the Company and that may have a material current or future effect on the Company's financial condition, results of operations, liquidity, capital expenditures, capital resources or significant components of revenues or expenses;

5. Reviewing with the independent auditors and management the results of the independent auditors' review of the quarterly financial statements, including management's discussion and analysis and any significant accounting or disclosure issues, prior to filing Quarterly Reports on Form 10-Q with the SEC;

6. Reviewing the annual audited financial statements, including management's discussion and analysis, and the results of the audit for each fiscal year of the Company with the independent auditors and appropriate management representatives, and recommending to the Board inclusion of the financial statements in the Company's Annual Report on Form 10-K to be filed with the SEC;

7. Reviewing the disclosures made by the Chief Executive Officer and the Chief Financial Officer in connection with their required certifications accompanying the Company's periodic reports to be filed with the Securities and Exchange Commission, including disclosures to the Committee of (a) significant deficiencies in the design or operation of internal controls over financial reporting, (b) significant changes in internal controls over financial reporting, and (c) any fraud involving management or other employees who have a significant role in the Company's internal controls over financial reporting; and

8. Reviewing and discussing the Company's quarterly financial results and related press release with management and the independent auditors prior to the release of such information to the public.

**C. Internal Controls Over Financial Reporting.**

1. Reviewing with management, the internal auditor, if any, and the independent auditors the adequacy of the Company's internal controls over financial reporting, including computerized information system controls and security;

2. Reviewing with management the scope and results of management's evaluation of disclosure controls and procedures and assessment of internal controls over financial reporting, including the related certifications to be included in the Company's periodic reports filed with the Securities and Exchange Commission; and

3. Reviewing with the independent auditors the scope and results of their review of management's assessment of internal controls over financial reporting.

**D. Internal Audit.**

1. Reviewing the necessity of, and making any recommendations to the Board with respect to, any proposed appointment, replacement or dismissal of any internal auditor for the Company;

2. Reviewing the proposed scope and plan for conducting any internal audits of Company operations and obtaining reports of significant findings and recommendations, together with management's corrective action plans;

3. Ensuring the internal audit function, if any, has sufficient authority, support and access to Company personnel, facilities and records to carry out its work without restrictions or limitations;

4. Reviewing the internal audit function, if any, of the Company, including its charter, plans, activities, staffing and organizational structure;

5. Reviewing the progress of the internal audit program, if any, and any key findings and, as necessary, management's action plans to address such findings.

**E. Compliance.**

1. Periodically reviewing the Company's policies with respect to legal compliance, conflicts of interest and ethical conduct;

2. Ensuring the adequacy of procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting control or auditing matters, including the confidential submission of complaints by employees regarding such matters; and

3. Recommending to the Board of Directors any changes in ethics or compliance policies that the Committee deems appropriate.

**F. Other Responsibilities.**

1. Approving all related party transactions, as defined by applicable law, rules or regulations;

2. Preparing the Committee report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement;

3. Conducting annually a self-assessment with the goal of continuing improvement; and

4. Reviewing and assessing the adequacy of this Charter, which shall be included in the Company's annual proxy statement at least once every three years.

In addition to the above responsibilities, the Committee will undertake such other duties as the Board of Directors delegates to it. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

**III. Meetings and Operational Matters.**

**A. Timing.** The Committee shall meet at least once during each fiscal quarter and more frequently as the Committee deems desirable.

**B. Procedures and Notice.** The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with the Company's Articles of Incorporation, Bylaws, and applicable law.

**C. Participation.** Any director who is not a member of the Committee may attend and observe meetings of the Committee, but 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. The Committee may, at its discretion, include in its meetings members of the Company's management, representatives of the independent auditor, the internal auditor, any other financial personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any non-management director that is not a member of the Committee.

**D. Minutes.** The Committee shall keep minutes of each meeting.

**E. Subcommittees.** Delegate any or all of its responsibilities to a subcommittee with final decision-making authority on behalf of the Committee, to the extent consistent with the Company's Articles of Incorporation, Bylaws, Corporate Governance Guidelines, and applicable law.

**F. Reports.** At each regularly scheduled meeting of the Board of Directors, the Committee shall provide the Board with a report of the Committee's activities and proceedings.

**G. Executive Sessions.** The Committee shall meet separately, periodically, with management, with the internal auditor, and with the independent auditors.

**H. Outside Experts.** The Committee has the power to retain any independent counsel, experts, or advisors, as appropriate, at the Company's expense. The Committee may also use the services of the Company's regular legal counsel or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisors employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

**I. Reliance.** In carrying out its duties, the Committee will act in reliance on management, the independent public accountants, internal auditors, and outside advisors and experts, as it deems necessary or appropriate.

#### **IV. Authority.**

Any action duly and validly taken by the Committee pursuant to the power and authority conferred under this Charter shall for all purposes constitute an action duly and validly taken by

the Board of Directors and may be certified as such by the Corporate Secretary or other authorized officer of the Company.

### **LIMITATION OF THE AUDIT COMMITTEE'S ROLE**

The Audit Committee's role is one of oversight. Management is responsible for preparing the Company's financial statements, and independent auditors are responsible for auditing those financial statements. Management is responsible for the fair presentation of the information set forth in the financial statements in conformity with GAAP. The independent auditors' responsibility is to provide their opinion, based on their audits, that the financial statements fairly present, in all material respects, the financial position, results of operations, and cash flows of the Company in conformity with GAAP. While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in conformity with GAAP. Further, it is not the duty of the Audit Committee to assure compliance with applicable laws, regulations, or the Company's Code of Conduct.

Further, auditing literature, particularly Statement of Accounting Standards No. 71, defines the term "review" to include a particular set of required procedures to be undertaken by independent auditors. The members of the Committee are not independent auditors, and the term "review" as used in this Charter is not intended to have that meaning and should not be interpreted to suggest that the Committee members can or should follow the procedures required of auditors performing reviews of financial statements.