

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

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

I. The Committee’s Purpose.

The purpose of the Compensation Committee (the “Committee”) is to assist the Board in:

- A.** Determining all forms of compensation to be provided to the officers (as such term is defined in Rule 16a-1, promulgated under the 1934 Act) and directors of the Company, including stock compensation;
- B.** Determining all bonus and stock compensation provided to all employees; and
- C.** Overseeing the Company’s overall compensation plans, policies, and programs for all employees.

II. Membership.

A. Size. The Committee shall not consist of less than two members as determined by the Board upon the recommendation of the Nominating and Governance Committee.

B. Qualifications. All members of the Committee shall:

- 1.** Satisfy the independence requirements of NASDAQ;
- 2.** Be a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “1934 Act”); and
- 3.** Be an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”).

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

III. Duties and Responsibilities.

The Committee shall be responsible for fulfilling the purposes delineated above. Such duties and responsibilities shall include the following:

A. Review and approve the Company's compensation strategy to ensure that the Company's programs are designed to encourage high performance, promote accountability, and assure that the Company's employees' interests are aligned with the interests of shareholders;

B. Review and approve the Company's goals and objectives relevant to compensation for the Chief Executive Officer and all other officers (as such term is defined in Rule 16a-1, promulgated under the 1934 Act), and evaluate their performance in light of those goals;

C. Review and determine all forms of compensation (including all "plan" compensation, as such term is defined in Item 402(a)(7) of Regulation S-K promulgated by the Securities and Exchange Commission, all non-plan compensation, and any special perquisites, special cash payments, and other special compensation and benefit arrangements) to be provided to the Chief Executive Officer and all other officers, including candidates for such offices;

D. Grant stock options and other discretionary awards under the Company's stock option or other equity incentive plans to all eligible individuals in the Company's service. The Committee may delegate to one or more officers designated by the Committee the authority to make grants to eligible individuals (other than any such officer) who are not directors or officers, provided that the Committee shall have fixed the price (or a formula for determining the price) and the vesting schedule for such grants, approved the form of documentation evidencing such grants, and determined the appropriate number of shares or the basis for determining such number of shares by position, compensation level, or category of personnel. Any officer(s) to whom such authority is delegated shall regularly report to the Committee the grants so made. Any such delegation of authority may be revoked at any time by the Committee. The Committee shall also make recommendations to the Board of Directors with respect to amendments to the plans and changes in the number of shares reserved for issuance;

E. Prepare a report (to be included in the Company's proxy statement) describing (a) the criteria on which compensation paid to the Chief Executive Officer for the last completed fiscal year is based, (b) the relationship of such compensation to the Company's performance and (c) the Committee's executive compensation policies applicable to officers, specifically addressing the other "named executive officers" included in the proxy statement;

F. Review and recommend to the Board compensation for non-employee directors;

G. Evaluate the need for, and provisions of, employment contracts or severance arrangements for all officers;

H. Manage and review officer and director indemnification and insurance matters;

I. Oversee and periodically review the operation of all of the Company's employee benefit plans, including but not limited to the Section 401(k) Plan and the Employee Stock Purchase Plan. Responsibility for day-to-day administration, including the preparation and filing of all government reports and the preparation and delivery of all required employee materials and communications, will be performed by company personnel.

J. Annually conduct a self-assessment with the goal of continuing improvement;

K. Review and assess the adequacy of this Charter; and

L. Undertake such other duties as the Board of Directors delegates to it.

IV. Meetings and Operational Matters.

A. Timing. The Committee shall meet at least two times during the year 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 or any other persons whose presence the Committee believes to be necessary or appropriate. 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, 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. In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, except that it shall not delegate its responsibilities set forth in paragraphs B, C, and E of Section III above or for any matters that involve executive compensation or any matters where it has determined such compensation is intended to comply with Section 162(m) of the Code by virtue of being approved by a Committee of "outside directors" or is intended to be exempt from Section 16(b) under the 1934 Act pursuant to Rule 16b-3 by virtue of being approved by a committee of "non-employee directors."

F. Reports. The Committee shall periodically provide the Board with a report of the Committee's activities and proceedings.

G. Outside Experts. The Committee has the power to retain any independent counsel, compensation and benefits consultants, and other outside advisors or experts, as appropriate, at the Company's expense. The Committee may also use the services of the Company's regular legal counsel or other advisors.

H. Reliance. In carrying out its duties, the Committee will act in reliance on management as well as outside advisors and experts, as it deems necessary or appropriate.

V. 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.