



Compensation Committee Charter

ADAPTEC, INC.
CHARTER FOR THE COMPENSATION COMMITTEE
June 3, 2004

Purpose

The purpose of the Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Adaptec, Inc. (the "**Company**") shall be to evaluate and approve officer and director compensation arrangements, plans, policies and programs of the Company, and to administer the Company's equity-based compensation plans for employees, whether adopted prior to or after the date of adoption of this Charter.

Composition of the Compensation Committee

The Committee will be appointed by, and shall serve at the discretion of, the Board, and will consist of not fewer than two members of the Board, with the exact number being determined by the Board. Each of the members of the Committee will be:

- an "independent director" as defined under the applicable rules and regulations of The NASDAQ Stock Market, as amended from time to time (the "**Rules**"), except as may otherwise be permitted by such Rules;
- a "non-employee director," as defined in Rule 16b-3 under Section 16 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"); and
- an "outside director" under Regulation Section 1.162-27 promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended.

Unless a Chairperson is elected by the Board, the members of the Committee may designate a Chairperson.

Responsibilities

The following shall be the principal recurring duties of the Committee in carrying out its responsibilities. These duties are set forth as a guide with the understanding that the Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities under this Charter, the Company's Bylaws and governing law.

1. The Committee will have the authority to determine and approve the form and amount of compensation to be paid or awarded to the Company's officers, including executive officers as defined under Section 16 of the Exchange Act and the rules promulgated thereunder ("**Executive Officers**"). Without limiting the foregoing, the Committee will annually review and approve the corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("**CEO**") and the Company's Executive Officers. The Committee shall have the authority to make decisions respecting (i) CEO and Executive Officer employment and severance contracts and arrangements, (ii) salary paid to the CEO and Executive Officers, (iii) the grant of all cash-based bonuses and equity-based compensation to the CEO and Executive Officers, (iv) the entering into or amendment or extension of any employment contract or similar arrangement with the CEO and Executive Officers, (v) any CEO and Executive Officers severance or change in control arrangement, and (vi) any other CEO and Executive Officers compensation matters as from time to time directed by the Board. The Committee shall take account of the recommendations of the Company's CEO for other Executive Officers with respect to each of the foregoing items. The Committee may delegate

- authority to subcommittees of the Committee or to Executive Officers with respect to compensation determinations for persons who are not Executive Officers.
2. The Committee will have the authority to determine the form and amount of cash and equity compensation to be paid or awarded to the Company's non-employee directors, including compensation for service on the Board or on committees of the Board.
 3. The Committee will annually review and make recommendations to the Board with respect to adoption and approval of, or amendments to, all cash-based and equity-based incentive compensation plans and arrangements, and the amounts and shares reserved thereunder after taking into consideration the Company's strategies with respect to short and long-term cash and equity-based compensation.
 4. The Committee will: (i) approve grants of stock, stock options or stock purchase rights to individuals eligible for such grants (including grants in compliance with Rule 16b-3 promulgated under the Exchange Act to Executive Officers); (ii) interpret the Company's equity-based compensation plans and agreements thereunder; and (iii) determine acceptable forms of consideration for stock acquired pursuant to the Company's equity-based incentive compensation plans. The Committee may delegate to the Company's Chief Executive Officer the authority to approve options to employees of the Company or of any subsidiary of the Company who are not directors of the Company or Executive Officers, provided that such options are to purchase fewer than 30,000 shares in any one year period, and provided further, that the price per share is no less than the fair market value of the Company's common stock on the date of grant.
 5. The Committee will periodically review the Company's procedures with respect to employee loans, and will not approve any arrangement in which the Company, directly or indirectly, extends or maintains credit, arranges for the extension of credit or renews an extension of credit, in the form of a personal loan to or for any director of the Company or any Executive Officer (or equivalent thereof) of the Company. The Committee will assist the Board and management of the Company in complying with this prohibition.
 6. The Committee will meet with the Company's Chief Executive Officer within 90 days after the commencement of each fiscal year to discuss the incentive compensation programs to be in effect for the Company's Executive Officers for such fiscal year and the corporate goals and objectives relevant to those programs.
 7. The Committee will prepare an annual report on executive compensation to the Company's stockholders for inclusion in the proxy statement for the Company's annual meeting in accordance with the rules and regulations of the Securities and Exchange Commission.
 8. The Committee will review this Charter periodically and recommend to the Board any changes it determines are appropriate.
 9. The Committee will have the authority and right, at the expense of the Company, to retain and terminate compensation consultants, legal counsel and other advisors of its choosing to assist the Committee in connection with its functions. The Committee shall have the sole authority to approve the fees and other retention terms of such consultants and advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such advisors employed by the Committee pursuant to this Charter or the commission of any necessary studies or surveys concerning the levels of executive compensation payable in the industry in which the Company is engaged and in other related industries and to obtain recommendations from outside consultants concerning compatible pay programs, as appropriate.
 10. The Committee will 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, and perform other activities that are consistent with this Charter, the Company's Certificate of Incorporation and Bylaws, and applicable laws, rules or regulations as the Committee, any other committee of the Board or the Board deems necessary or appropriate.

Proxy Statement Disclosures

The Committee will be responsible for annually providing a report in the Company's proxy statement in accordance with the requirements of Schedule 14A of the proxy rules.

Meetings, Minutes and Reports to the Board

The Committee will meet in response to the needs of the Board or as otherwise determined by the Chairperson of the Committee.

The Committee will maintain written minutes of its meetings. The Committee will make regular reports to the Board.