



Charter for the Governance and Nominating Committee

ADAPTEC, INC. CHARTER FOR THE GOVERNANCE AND NOMINATING COMMITTEE April 2004

Purpose

The purpose of the Governance and Nominating Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Adaptec, Inc. (the "**Company**") is to (1) identify, evaluate and nominate candidates for appointment or election as members of the Board, (2) make recommendations regarding the structure and composition of the Board, (3) advise the Board on corporate governance matters.

Composition of the Governance and Nominating Committee

The Committee will be appointed by, and shall serve at the discretion 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.

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 By-laws and governing law.

Nomination

- The Committee shall identify a slate of nominees to be proposed by the Company for election at each annual meeting of stockholders;
- The Committee shall consider the performance and qualifications of each potential nominee not only for their individual strengths but for their contribution to the Board as a group;
- The Committee shall identify potential candidates to fill Board vacancies that may be created by expansion of the number of members of the Board and by resignation, retirement or other termination of service of incumbent Board members;
- The Committee shall have authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such firm's fees and other retention terms;
- The Committee shall recommend to the Board nominees for Board committees;
- The Committee may establish (i) a policy for the consideration of any director candidates recommended by security holders, including a statement that the Committee will consider director nominations recommended by security holders, (ii) procedures to be followed by security holders in submitting recommendations for director nominees, (iii) specific, minimum qualifications that it believes must be met by a Committee-recommended nominee and specific qualities or skills that the Committee believes are necessary for one or more members of the Board to possess, and (iv) a process for identifying and evaluating nominees.

- The Committee may establish subcommittees and delegate authority to such subcommittees; and
- The Committee may obtain advice from internal or external legal, accounting or other advisors.

Governance

- The Committee, as needed, will develop, recommend and review a set of corporate governance principles (the "**Corporate Governance Principles**") and a code of business conduct and ethics (the "**Code of Business Conduct and Ethics**") applicable to the Company, each of which will be approved by the full Board and communicated to all relevant constituents. The Committee will review and assess from time to time the adequacy of this Charter, the Corporate Governance Principles and the Code of Business Conduct and Ethics and recommend any changes for approval by the Board.
- The Committee shall oversee implementation of orientation for new directors and see that all directors are regularly educated in the matters of the Company's business and have appropriate access to important Company information in order to fully exercise their fiduciary responsibilities.
- The Committee will advise the full Board on Corporate Governance matters.
- The Committee will recommend to the Board processes for the evaluation of the Company's Chief Executive Officer.
- The Committee will recommend to the Board processes for periodic self-evaluations by the Board and, as requested by the Board, will oversee any such self-evaluation process.
- The Committee shall review from time to time the size of the Board relative to its responsibilities and make any recommendations to the Board as to the change in its size as the Committee determines are appropriate.
- The Committee shall review this Charter periodically and recommend to the Board any changes it determines are appropriate.

Proxy Statement Disclosures

The Committee will be responsible for overseeing the disclosure in the Company's proxy statement for its annual meeting of stockholders regarding director nominations and qualifications and for communications between stockholders and directors 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.