
MACROVISION CORPORATION

**CORPORATE GOVERNANCE AND
NOMINATING COMMITTEE CHARTER**

This charter of the Corporate Governance and Nominating Committee (the “Committee”) was adopted by the Board of Directors (the “Board”) of Macrovision Corporation (the “Company”) on April 5, 2004.

I. PURPOSE

The purpose of the Committee is to:

- Advise and make recommendations to the Board on matters concerning corporate governance and directorship practices;
- Recommend to the Board the director nominees to be proposed by the Company for election at each annual meeting of stockholders;
- Identify and evaluate potential candidates for membership on the Board and make recommendations regarding overall Board composition;
- Recommend performance criteria, conduct evaluations and set compensation for Board Members; and
- Recommend to the Board director nominees for each committee and chairpersons for each committee.

II. COMMITTEE MEMBERSHIP

All members of the Committee will be appointed by, and shall serve at the discretion of, the Board. Each member shall be elected annually to one-year terms by majority vote of the Board at the first meeting of the Board to be held following the annual meeting of stockholders. Vacancies on the Committee shall 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 shall 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 membership.

The Committee shall consist of three or more members of the Board, with the exact number to be determined by the Board. All members of the Committee shall qualify as independent directors (“Independent Directors”) as defined under the rules of the Nasdaq Stock Market (or its successor). All members of the Committee shall 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 shall satisfy any other necessary standards of independence under the federal securities laws.

III. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The responsibilities and authority of the Committee are to:

1. Recommend to the Board the director nominees to be proposed by the Company for election at each annual meeting of stockholders.
2. Actively seek individuals qualified to become board members, in compliance with the board composition and selection criteria outlined in Appendix A. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, which advisors will report directly to the Committee.
3. Consider and make recommendation to the Board concerning the appropriate size and needs of the Board and the size, membership and chairing of the Board committees.
4. Advise and make recommendations to the Board on matters concerning corporate governance and directorship practices.
5. Identify and review potential or actual conflicts of interest between Board members and between the Company and other companies on which board a Board member of the Company may serve.
6. Oversee the Board's annual review of the performance of its directors and consider the performance and qualifications of each director (which criteria will include the nature and amount of each director's participation in Board and committee affairs, as well as whether the Board collectively has the necessary diversity of skills, backgrounds and experience to meet the Company's ongoing needs).
7. Periodically review the compensation paid to non-employee directors for annual retainers (including Board and committee chairs), stock options or other equity compensation and meeting fees, if any, and make recommendations to the Board for any adjustments. No member of the Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as such.
8. Form and delegate authority to subcommittees when appropriate.
9. Report to the Board on its findings and actions on a regular basis.
10. Periodically review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval. This charter will be filed with the Securities and Exchange Commission as part of the Company's annual proxy statement and will also be available on the Company's website.

IV. MEETINGS AND MINUTES

Meetings of the Committee shall be held from time to time as determined by the Board, the Committee or the chair of the Committee. 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 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.

APPENDIX A

Board Composition and Selection Criteria

A. Composition of Board

A principal goal of the Board is to optimize the availability of independent perspectives in order to give advice to the Chief Executive Officer and management, to increase the quality of Board oversight and to lessen the possibility of conflicts of interest. Accordingly, the Board should consist predominantly of non-management directors, that is, those directors who are not and have not been employees of the Company in the past three years. The President and Chief Executive Officer of the Company report directly to the full Board.

At all times, a majority of the Board shall consist of Independent Directors (as previously defined), that is, those directors that do not possess any material relationship with the Company as determined by the Board on an annual basis pursuant to Part C below.

B. Size of Board

The Board should be comprised of a sufficient number of directors to enable the Board to properly perform its responsibilities and achieve its governance objectives and goals. The Board should be a group small enough to permit substantive discussions of the whole Board in which each director can participate meaningfully and large enough that committee work does not become unduly burdensome. In addition, the Board seeks a broad range of skills, expertise, industry knowledge and contacts useful to the Company's business.

C. Director Independence

A director is independent when he or she has no material relationship with the Company, either directly or as a partner, stockholder or officer of an organization that has a material relationship with the Company, other than as a director, as determined by the Board. The Committee is responsible for annually reviewing with the Board the appropriate criteria and standards for determining director independence consistent with all applicable legal requirements and the rules of The Nasdaq Stock Market and the rules and regulations of the Securities Exchange Commission under the Securities Exchange Act of 1934, as amended.

D. Selection of New Directors

The goal of the Committee is to maintain a strong and experienced Board by continually assessing the Board's business background, current responsibilities, level of independence, community involvement and expected period of time available for service. Other important factors to be considered by the Committee in the selection of nominees for the position of non-management director include current knowledge and contacts in the Company's industry

and other industries relevant to the Company's business, ability to work together as an effective group and ability to commit adequate time to serve as a director.

The Committee is responsible for annually reviewing with the Board the appropriate skills and characteristics required of Board members in the context of the current composition of the Board and the Board's goals for nominees to the Board. The Board is responsible for selecting and recommending nominees for election by the Company's stockholders and for making interim appointments of directors in accordance with the Company's bylaws. The Board delegates the screening process to the Committee under the direction of the Chairman of the Committee and with input from the Chairman of the Board and the Chief Executive Officer of the Company. The Chairman of the Committee may authorize the Chief Executive Officer or any other representative of the Board, speaking on behalf of the Board, to extend invitations to join the Board to new director candidates.

E. Director Education and Orientation

All directors are expected to be knowledgeable about the Company and its industry. This knowledge is gained from attendance at Board meetings, regular meetings with management of the Company and reading of appropriate industry, corporate governance and directorship literature. Management may also conduct orientation sessions for new directors. Directors may also consider attending director training sessions and educational seminars where appropriate.

F. The Chairman of the Board

The Company's bylaws do not prohibit the same person from holding the offices of Chairman of the Board and President/Chief Executive Officer. As a general practice, the Board seeks to have a non-management Chairman of the Board. The Board believes, however, that the decision as to whether the Chief Executive Officer or a non-management director should chair the Board will vary depending on the situation of the Company, the Chief Executive Officer and the Board. It may be beneficial for the Chief Executive Officer to serve also as the Chairman of the Board or it may be beneficial to split the positions. The Board retains the flexibility to make the decision at any time, based on circumstances at that time.

G. Term of Directors

The Board does not favor a formal rotation process or term limits for non-management directors. The Board believes it is important to monitor overall Board performance and to have a process for bringing in new members, to address changing needs of the Company and to bring fresh perspectives to the challenges facing the Company as circumstances warrant.

H. Age Limits

For the same reasons discussed in Part G. above, the Board does not have an age limit for directors or a mandatory retirement policy. The Board believes that it should have the flexibility to appoint or retain qualified Board members, regardless of age.

I. Nomination Process

As part of each annual evaluation of the Board's performance, the Committee will reassess the mix of skills, experience, contacts and other qualities for the Board. The Chairman of the Board, the Chief Executive Officer and the Chairman of the Committee will then propose to the Committee a group of directors to be nominated for election. The Committee will then recommend to the Board the directors to be nominated for stockholder election.

The Committee will consider any nomination of directors made by the Company's stockholders, provided that any such nomination from stockholders complies with the procedures set forth in the Company's bylaws and the notice of director nomination meets all the requirements contained in the bylaws and includes other information required pursuant to Regulation 14A under the Securities Exchange Act of 1934.