

**CHARTER FOR THE CORPORATE GOVERNANCE  
AND NOMINATING COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF  
Network Appliance, Inc.**

**1. PURPOSE**

The purpose of the Corporate Governance and Nominating Committee (the “**Committee**”) of the Board of Directors of Network Appliance, Inc. (the “**Company**”) shall be to:

- review and make recommendations to the Board of Directors regarding matters concerning corporate governance;
- review the composition and evaluate the performance of the Board of Directors; select, or recommend for the selection of the Board of Directors, director nominees; and evaluate director compensation;
- review the composition of committees of the Board of Directors and recommend persons to be members of such committees; and
- review conflicts of interest of members of the Board of Directors and corporate officers.

In addition, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors may from time to time prescribe.

**2. MEMBERSHIP AND ORGANIZATION**

**Composition.** The Committee shall consist of no fewer than three members of the Board of Directors. All members of the Committee shall be appointed and replaced by the Board of Directors, shall be independent of the Company and its affiliates, shall have no relationship to the Company or its affiliates that may interfere with the exercise of their independence, and shall otherwise be deemed “Independent Directors” as defined in Rule 4200 of the Nasdaq Stock Market, Inc. Marketplace Rules (the “**Nasdaq Rules**”). The Board of Directors may designate one member of the Committee as its Chair. The Committee may form and delegate authority to subcommittees when appropriate. Any such subcommittee shall consist solely of Committee members.

**Meetings.** The Committee will meet at least once per quarter. The Committee may establish its own meeting schedule, which it will provide to the Board of Directors. Special meetings may be convened as required. The Committee, or its Chair, shall report to the Board of Directors on the results of these meetings. The Committee may invite to its meetings other Directors, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities. In performing its duties, the Committee shall have the authority to obtain advice, reports or opinions from internal or external legal counsel and expert advisors, including any search firm to be used to identify candidates for the Board of Directors, and shall have sole authority to approve such experts’ fees and other retention terms.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

**Compensation.** Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board of Directors.

### **3. RESPONSIBILITIES AND DUTIES**

The responsibilities and duties of the Committee shall include:

#### ***Corporate Governance Generally***

Develop principles of corporate governance and recommend them to the Board of Directors for its consideration and approval;

Review annually the principles of corporate governance approved by the Board of Directors to ensure that they remain relevant and are being complied with;

Oversee the evaluation of the Company's management;

Periodically review this Charter and the Committee's processes and procedures;

Review periodically the succession planning for the Chief Executive Officer and other executive officers, report its findings and recommendations to the Board of Directors, and work with the Board of Directors in evaluating potential successors to these executive management positions; and

Oversee compliance by the Board of Directors and its committees with applicable laws and regulations, including the Nasdaq Rules and regulations promulgated by the Securities and Exchange Commission.

#### ***Composition of the Board of Directors, Evaluation and Nominating Activities***

Review the composition and size of the Board of Directors and determine the criteria for membership on the Board of Directors, which may include, among other criteria, issues of character, judgment, independence, age, expertise, corporate experience, length of service, other commitments and the like;

Make an annual review of each member of the Board of Directors' independence for purposes of both the Nasdaq rules and the Sarbanes-Oxley Act of 2002.

Conduct an annual evaluation of the Board of Directors as a whole and the Committee as a whole;

Identify, consider and select, or recommend for the selection of the Board of Directors, candidates to fill new positions or vacancies on the Board of Directors, and review any candidates recommended by stockholders, provided such recommendations are submitted in writing to the Secretary of the Company, include, among other things, the recommended candidate's name, biographical data and qualifications, and such recommendations are otherwise made in compliance with the Company's bylaws and its shareholder nominations and recommendations policy;

Evaluate the performance of individual members of the Board of Directors eligible for re-election, and select, or recommend for the selection of the Board of Directors, the director nominees by class for election to the Board of Directors by the stockholders at the annual meeting of stockholders;

Evaluate director compensation, consulting with outside consultants and/or with the Human Resources department when appropriate, and make recommendations to the Board of Directors regarding director compensation; and

***Committees of the Board of Directors***

Periodically review the composition of each committee of the Board of Directors and make recommendations to the Board of Directors for the creation of additional committees or the change in mandate or dissolution of committees; and

Recommend to the Board of Directors persons to be members of the various committees.

***Conflicts of Interest***

Review and monitor the Company's Code of Business Conduct and Ethics;

Consider questions of possible conflicts of interest of members of the Board of Directors and of corporate officers; and

Review actual and potential conflicts of interest of members of the Board of Directors and corporate officers, and clear any involvement of such persons in matters that may involve a conflict of interest.