

CORPORATE GOVERNANCE GUIDELINES OF TiVo INC.

On May 26, 2011, the Board of Directors (the “**Board**”) of TiVo Inc. (the “**Company**” or “**TiVo**”) adopted these revised Corporate Governance Guidelines (the “**Guidelines**”) originally adopted by the Board on March 18, 2005 in furtherance of the Board’s and management’s continuing efforts to enhance TiVo’s corporate governance and accountability to stockholders. These Guidelines are not intended to change or interpret any law or regulation, or the Company’s Restated Certificate of Incorporation or Bylaws. The Board will review and amend these Guidelines as it deems necessary and appropriate. The May 26, 2011 update revises these Guidelines to reflect the recent creation of the Lead Independent Director position by the Board, dissolution of the Pricing Committee and the creation of the Strategy Committee.

I. Responsibility of the Board.

The Board is elected by the stockholders to oversee their interest in the long-term health and the overall success of the business and its financial strength. The Board is the ultimate decision-making body of the Company except with respect to those matters reserved to the stockholders. It selects the senior management team, which is charged with the conduct of the Company’s business. Having selected the senior management team, the Board acts as an advisor and counselor to senior management and ultimately monitors its performance.

The fundamental role of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. Directors must fulfill their responsibilities consistent with their fiduciary duty to the stockholders and in compliance with all applicable laws and regulations. In fulfilling their responsibilities, the directors may reasonably rely on the honesty and integrity of the Company’s senior management and expert legal, accounting, financial, and other advisors.

The Board and each committee of the Board shall have the authority to obtain advice, reports, or opinions from internal or external financial, legal, or other advisors as they deem appropriate, without consulting with or obtaining approval from any officer of the Company.

Senior management is responsible for managing the business of the Company in accordance with any specific plans, instructions or directions of the Board. The Board’s governance and oversight functions do not relieve senior management of its primary responsibility for preparing financial statements, which accurately and fairly present the Company’s financial results and condition, and for maintaining systems, procedures, and a corporate culture that promote compliance with legal and regulatory requirements, and which promote the ethical conduct of the Company’s business. Senior Management has the primary responsibility to communicate with investors, the press, employees and other constituencies that are involved with the Company, and to set policies for those communications.

II. Board Structure and Membership.

A. Board Membership Criteria. In nominating new candidates or incumbent directors for recommendation to the Board, the Nominating and Corporate Governance Committee (the “**Governance Committee**”) considers candidates who are recommended by its members, by other Board members, by stockholders, by management, and by a third party search firm the Company has retained to assist in identifying and evaluating possible candidates. The Governance Committee evaluates all aspects of a candidate's qualifications in the context of the needs of the Company with a view to creating a Board with a diversity of experience and perspectives. Among a candidate’s qualifications and skills considered important are personal and professional integrity, ethics, and values; a commitment to representing the long-term interests of stockholders; experience in corporate management, such as serving as an officer or former officer of a publicly held company; experience and/or academic expertise in the Company’s industry and with relevant social policy concerns; experience as a board member of another publicly held company; and practical and mature business judgment.

1. Committee Approval. The Board will nominate directors only from candidates identified, screened, and approved by the Governance Committee. The Governance Committee will evaluate the qualifications and performance of each incumbent director as well before recommending the nomination of that director for an additional term. This process will also allow each director the opportunity to confirm his/her desire to continue as a member of the Board.

2. Stockholder Nominees. The Governance Committee will consider prospective candidates, in accordance with the Company’s Bylaws, if the name(s) and supporting information are submitted by certified or registered mail to: Corporate Secretary, TiVo Inc., 2160 Gold St., P.O. Box 2160, Alviso, CA 95002. The same evaluating procedures apply to all candidates for director nomination, including candidates submitted by stockholders.

3. Management Directors. The Board believes that directors who are also employees of the Company should retire from the Board at the same time they relinquish their corporate officer title, unless the Board requests that such director continue.

B. Director Independence. The Board believes that, as a matter of policy and consistent with applicable laws, rules, and regulations, the Board should consist of a majority of independent directors. An independent director is a person that meets the definition of independence under applicable NASDAQ requirements and does not have any other relationship with the Company that, in the opinion of the Board, would interfere with the exercise of a director’s independent judgment in carrying out his/her responsibilities.

Furthermore, charitable contributions exceeding \$25,000 in any calendar year to an organization with which an independent director is affiliated shall be subject to the prior approval of the Governance Committee, which shall consider the effect of any such contribution on the applicable director’s independence.

C. Priority of Board Duties. Each director will ensure that other existing and planned future commitments, including employment responsibilities and service on the boards of

directors of other entities, do not materially interfere with the member's service as a director. Each director is expected to make reasonable efforts to attend Board meetings and meetings of committees of which such director is a member. Each director is also encouraged to attend the Annual Meeting of Stockholders; provided, however, if such Annual Meeting of Stockholders occurs on a date not coincident with a meeting of the Board, then, in such event, any directors who would have to travel more than fifty miles in order to attend such an Annual Meeting shall not be expected to attend such Annual Meeting in person.

D. Change in Director Responsibilities. Directors should promptly notify the Governance Committee in the event of any significant change in their personal or professional circumstances, including a change in their principal job responsibilities. The Governance Committee will review the appropriateness of such director's continued and ongoing Board membership.

E. Retirement Age. The Board does not believe that a fixed retirement age for directors is appropriate.

F. Term of Board Service. Each director will stand for election every three years in a staggered manner. The Company believes that a staggered board allows directors the best opportunity to become knowledgeable and experienced about the Company. Term limits for Board membership are not necessary; however, no director should have an expectation of permanent membership.

G. Size of the Board. The Board currently has seven (7) members. The Board shall review from time to time the appropriate size of the Board. The Board will consider changing its size to accommodate outstanding candidates or to satisfy specific governance needs.

H. Corporate Opportunities and Non-Public Information. Directors shall make business opportunities relating to the Company's business available to the Company before pursuing the opportunity for their or another's account. Furthermore, directors shall keep all non-public information acquired in their capacity as a Company director strictly confidential and will not use any non-public information for the director's own or another's benefit.

I. Conflicts of Interest. Each director is required to disclose to the Chair of the Board and the Board any financial or personal interest that he/she has in any customer or transaction to be presented to, or considered by, the Board and should seek appropriate means to avoid or minimize any identified actual or potential conflicts. Such means should be developed in consultation with the Chair of the Board and/or the Governance Committee. In the event of an actual or potential conflict, the Board may, upon the advice of counsel, recuse any Board member from any matter, including limiting or preventing access to confidential or sensitive information in the Company's possession about the particular matter or customer.

III. Board Meetings.

A. Selection of Chair and Chief Executive Officer. The Board elects its Chair and appoints the Company's Chief Executive Officer ("**CEO**") according to its view of what is best for the Company at any given time. The Board does not believe there should be a fixed rule as to whether the offices of Chair and CEO should be vested in the same person or two different people, or whether the Chair should be an employee of the Company or should be elected from among the non-employee directors, or whether the Board should have a formally designated Chair. The needs of the Company and the individuals available to play these roles may dictate different outcomes at different times, and the Board believes that retaining flexibility in these decisions is in the best interest of the Company.

B. Lead Independent Director. At the discretion of the Board, the Board may select one of its independent directors to serve as a Lead Independent Director. The role and responsibilities of the Lead Independent Director will be set by the Board and will focus on the development and maintenance of governance practices that support the Board in meeting a high level of performance with regards to the duties of members of the Board.

C. Agenda. The Chair, or in the absence of a Chair the CEO, will establish and distribute in advance the agenda for each Board meeting. Any director is free to suggest potential items for the agenda.

D. Information Provided to the Board. Information that is important to the matters that will be discussed at Board meetings should be distributed sufficiently in advance of the meeting to enable substantive discussion at the Board meeting. Candid, regular discussion between the directors and the CEO and management and among the directors themselves, is encouraged.

E. Frequency of Meetings. The Board expects to have at least six regularly scheduled meetings each year. In addition, special meetings may be called from time to time as determined by the needs of the business.

F. Executive Sessions. The independent directors of the Board will regularly meet in Executive Session. The Lead Independent Director will preside over the Executive Sessions. In the absence of the Lead Independent Director, a presiding director will be selected by a majority of the independent directors present if those directors deem it necessary.

G. Minutes. The Board and each committee, including the Executive Sessions of the independent directors, shall keep minutes of each meeting.

H. Board Access. Board members shall have open and complete access to, and are encouraged to contact, management to obtain any information necessary to fulfill their duties. The Board is encouraged to coordinate such access or contact through the management directors. Furthermore, attendance of any non-director at any Board meeting is subject to the discretion of the Board. Subject to that, the Board encourages management to bring officers and managers into Board meetings from time to time, when such managers can provide additional insight into the matters being discussed. Notwithstanding the foregoing though, access to Company

employees and confidential or sensitive information in the Company's possession relating to a particular matter or customer shall be withheld in the event that a Board member has been recused from such matter or customer.

IV. Other Board and Governance Matters.

A. Committees. The Board has four standing committees: Audit Committee, Compensation Committee, Governance Committee and Strategy Committee. The Board may establish additional committees as necessary or appropriate. Only independent directors may serve on the Audit, Compensation and Governance Committees. For each standing committee that has a written charter, the charter will set forth the responsibilities of each committee, the qualifications and procedures of the committee and how the committee will report to the Board.

B. Director Orientation and Education. The Company encourages new directors to familiarize themselves with the company's strategic plans, financial statements, and key policies and practices. The company also encourages its directors to participate in director continuing education.

C. Board Compensation. The form and amount of director compensation shall be determined by the Compensation Committee and then recommended to the full Board for action in accordance with the Committee's charter. The Compensation Committee shall take into consideration the responsibilities of the directors and the fees being paid by other corporations comparable to the Company. Director compensation is a combination of cash and stock in the Company. The stock component should be a significant portion of the total compensation.

D. Stock Ownership. While the Board does not establish the level of share ownership for individual directors, the board believes that directors should be stockholders in order to align their interests with the long-term interests of the Company's stockholders.

E. Insurance, Indemnification, and Limitation of Liability. The Company will purchase directors' and officers' liability insurance, as is reasonable under the circumstances, and provide indemnification and exculpation to the fullest extent permitted by law, the Company's Articles of Incorporation, Bylaws, and any indemnification agreements.

F. Evaluation and Performance. The Compensation Committee will conduct a review at least annually of the performance of all Officers (as such term is defined in Rule 16a-1, promulgated under the 1934 Act). It shall establish the evaluation process and determine the specific criteria on which the performance of the Officers is evaluated and compensation is determined.

G. Succession Planning. The Nominating and Governance Committee shall periodically review the Company's succession planning, including policies and principles for CEO selection and succession in the event of an emergency or the retirement of the CEO. It shall report its recommendation to the Board.

H. Securityholder Communications. Securityholders may contact the Board regarding bona fide issues or questions about the Company by mail, facsimile, or email, addressed as follows: Chair of the Board [or Board of Directors, or Lead Independent Director,

or (individual director)], c/o Corporate Secretary, 2160 Gold St., P.O. Box 2160, Alviso, CA 95002; or by Fax: (408) 519-3304; or by Email: Board@tivo.com. The Corporate Secretary periodically will forward such communications or a summary to the Board.

I. Amendments. The Governance Committee will review and recommend for Board approval any needed changes to these Guidelines in the future.