

iRobot Corporation

Corporate Governance Guidelines

The Board of Directors (the “Board”) of iRobot Corporation (the “Company”) has adopted the corporate governance guidelines set forth below to assist and guide the Board in the exercise of its responsibilities. These guidelines should be interpreted in accordance with any requirements imposed by applicable federal or state law or regulation, the Nasdaq National Market and the Certificate of Incorporation and By-Laws of the Company. The Board may review and amend these guidelines from time to time.

I. DIRECTOR QUALIFICATION STANDARDS

- **Director Criteria:** The Board of Directors shall consider and approve from time to time the criteria that it deems necessary or advisable for prospective director candidates. The Board of Directors shall have full authority to modify such criteria from time to time as it deems necessary or advisable. The Board of Directors has delegated to the Nominating and Corporate Governance Committee the responsibility for developing and recommending to the Board of Directors for its consideration and approval such criteria for prospective director candidates as the Nominating and Corporate Governance Committee deems necessary or advisable. The Nominating and Corporate Governance Committee will recommend to the Board of Directors from time to time such criteria for its consideration and approval. The Board of Directors may, however, rescind this delegation to the Nominating and Corporate Governance Committee and thereafter the Board of Directors shall have the responsibility for developing and approving from time to time such criteria for prospective Director candidates as it deems necessary or advisable.
- **Process For Identifying and Selecting Directors:** The Board of Directors has delegated to the Nominating and Corporate Governance Committee the responsibility of identifying suitable candidates for nomination to the Board of Directors (including candidates to fill any vacancies that may occur) and assessing their qualifications in light of the policies and principles in these corporate governance guidelines and the committee’s charter. The Nominating and Corporate Governance Committee will recommend prospective director candidates for the Board’s consideration and review the prospective candidates’ qualifications with the Board. The Board of Directors shall retain the ultimate authority to nominate a candidate for election by the stockholders as a director or to fill any vacancy that may occur. In identifying prospective director candidates, the Nominating and Corporate Governance Committee may consider all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the prospective director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board.
- **Independence:** At least a majority of the members of the Board of Directors shall meet the independence requirements established pursuant to Rule 4200(a)(15) of the

Marketplace Rules of the National Association of Securities Dealers, Inc. At least annually, the Board will evaluate all relationships between the Company and each director in light of relevant facts and circumstances for the purposes of determining the independence of the members of the Board of Directors.

- **Limit on Number of Other Boards:** Carrying out the duties and fulfilling the responsibilities of a director require a significant commitment of an individual's time and attention. The Board does not believe, however, that explicit limits on the number of other boards of directors on which the directors may serve, or on other activities the directors may pursue, are appropriate. The Board, however, recognizes that excessive time commitments can interfere with an individual's ability to perform his or her duties effectively. In connection with its assessment of director candidates for nomination, the Nominating and Corporate Governance Committee and Board will assess whether the performance of any director has been or is likely to be adversely impacted by excessive time commitments, including service on other boards of directors. Directors must notify the Chairman of the Board and the Chairman of the Nominating and Corporate Governance Committee in connection with accepting a seat on the board of directors of another business corporation or any other board commitment that may raise a potential conflict of interest so that the potential for conflicts or other factors compromising the Director's ability to perform his duties may be fully assessed.
- **Term and Age Limits:** The Board does not believe that arbitrary limits on the number of consecutive terms a director may serve or on the directors' ages are appropriate in light of the substantial benefits resulting from a sustained focus on the Company's business, strategy and industry over a significant period of time. Each individual's performance will be assessed by the Nominating and Corporate Governance Committee and Board in light of relevant factors in connection with assessments of candidates for nomination to be directors.
- **Succession:** The Nominating and Corporate Governance Committee shall be responsible for developing succession plans for the Board as appropriate in light of relevant facts and circumstances.

II. DIRECTOR RESPONSIBILITIES

- **Role of Directors:** The business and affairs of the Company are managed by or under the direction of the Board of Directors, acting on behalf of the stockholders. The Board has delegated to the officers of the Company the authority and responsibility for managing the Company's everyday affairs. The Board of Directors has an oversight role and is not expected to perform or duplicate the tasks of the CEO or senior management.
- **Attendance at Meetings:** Each member of the Board is expected to make reasonable efforts to attend regularly scheduled meetings of the Board and to participate in telephone conference meetings or other special meetings of the Board. In the event that directors are unable to make at least 75% of those regular or special meetings (together with the meetings of committees on which such director serves), the Company will be required to

disclose that fact in its annual proxy statement. In addition, attendance and participation at meetings is an important component of the directors' duties and, as such, attendance rates will be taken into account by the Nominating and Corporate Governance Committee and Board in connection with assessments of director candidates for renomination as directors.

- **Attendance at Annual Meetings of Stockholders:** The Company encourages all members of the Board to attend the annual meeting of stockholders. The Company's policy is to schedule a regular meeting of the Board of Directors on the same date as the Company's annual meeting of stockholders and, accordingly, directors are encouraged to be present at such stockholder meetings.
- **Time Commitment; Advance Distribution and Review of Materials:** Directors are expected to spend the time needed and meet as frequently as the Board deems necessary or appropriate to discharge their responsibilities. Senior management is responsible for distributing information and data that are important to the Board's understanding of the business to be conducted at a Board or Board committee meeting to the directors. Directors should review these materials in advance of the meeting when reasonably practicable.
- **Change in Professional Status:** Any Director whose professional status materially changes shall offer to tender his or her resignation to the Board. The tender letter shall be sent to the Chairman of the Nominating and Corporate Governance Committee with a copy sent to the Company's Lead Independent Director, Chief Executive Officer and General Counsel. The Nominating and Corporate Governance Committee shall then recommend to the Board whether the Board should accept the offer to resign in light of his or her new status; the offer of resignation would not become effective unless and until accepted by the Board of Directors.
- **Majority Voting for Directors in Non-Contested Elections:** The Company's Amended and Restated By-laws provide that the vote required for the election of a director by the stockholders shall, except in a contested election, be the affirmative vote of a majority of the votes cast in favor of or against the election of a director nominee at a meeting of stockholders. In any non-contested election of directors, any incumbent director nominee who receives a greater number of votes cast against his or her election than in favor of his or her election shall, promptly following the certification of the stockholder vote, tender his or her resignation to the Board. The Board shall then decide, through a process managed by the Nominating and Corporate Governance Committee and excluding the incumbent director nominee in question, whether to accept the resignation, or take other action. In reaching its decision, the Board may consider any factors deemed relevant, including the incumbent director nominee's qualifications, the incumbent director nominee's past and expected future contributions to the Company, the overall composition of the Board, and whether accepting the tendered resignation would cause the Company to fail to meet any applicable rule or regulation (including NASDAQ listing requirements and federal securities laws). The Board will publicly disclose its decision and rationale, within ninety (90) days following certification of the stockholder vote. If an incumbent director nominee's resignation is not accepted, he or she will

continue to hold office until the next annual meeting and until his or her successor shall be duly elected and qualified. In such circumstances, the director will remain in his existing class and the election held at the next such annual meeting shall be whether to elect him or her to serve the remainder of his or her three-year term.

III. BOARD STRUCTURE

- **Size of Board:** The Board presently has eight (8) members. It is the sense of the Board that a board consisting of between seven (7) and ten (10) members is an appropriate size for the Company; however, the Board reserves the right to increase or decrease the size of the Board, subject to any relevant provisions in the Company's by-laws, depending on an assessment of the Board's needs and other relevant circumstances at any given time.
- **Committees:** The Board intends at all times to have an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Each of these standing committees will have a written charter that sets forth the responsibilities of such committee and the qualifications for committee membership. The Board may from time to time establish additional committees as necessary or appropriate.
- **Executive Sessions:** The independent directors will meet at regularly scheduled executive sessions without management participation. The director who presides at these meetings will be chosen by the independent directors, and his or her name, or the process by which he or she is selected, will be disclosed in the annual proxy statement or, if the Company does not file an annual proxy statement, in the Company's annual report on Form 10-K filed with the Securities and Exchange Commission. In order that interested parties may be able to make their concerns known to the independent directors, the Company will also disclose a method for such parties to communicate directly and confidentially with the presiding director or with the independent directors as a group.
- **Lead Independent Director:** If the Chairman is not an "independent director" under the rules of the Securities and Exchange Commission applicable to the Company and the NASDAQ Marketplace Rules applicable to the Company, the independent directors shall select a Lead Independent Director. The Lead Independent Director should be primarily responsible for coordinating the activities of the independent directors including acting as the chairperson for the executive sessions of the independent directors as well as:
 - providing the Chairman of the Board with input as to preparation of agendas for meetings;
 - advising the Chairman of the Board as to the quality, quantity and timeliness of the flow of information from the Corporation's management that is necessary for the independent directors to effectively and responsibly perform their duties;
 - coordinating and developing the agenda for the executive sessions of the independent directors;

- acting as principal liaison between the independent directors and the Chairman of the Board on sensitive issues;
- evaluating, along with the members of the Compensation Committee, the Chief Executive Officer's performance and meeting with the Chief Executive Officer to discuss such evaluation; and
- acting as chairperson of the Board of Directors in the absence of the Chairman of the Board or a vacancy in the position of Chairman of the Board.

IV. DIRECTOR ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS

- In carrying out its responsibilities, the Board, and each committee thereof, shall be entitled to rely on the advice and information that it receives from management and such experts, advisors and professionals with whom the Board, or any such committee, may consult. The Board, and each committee thereof, shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company, attend a meeting of the Board, or such committee, or meet with any members of or advisors to the Board. The Board or any committee thereof shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its or their responsibilities.

V. DIRECTOR COMPENSATION

- The form and amount of director compensation will be reviewed periodically, but at least annually, by the Compensation Committee, which shall make recommendations to the Board based on such review. The Board shall retain the ultimate authority to determine the form and amount of director compensation.
- The Company's executive officers shall not receive additional compensation for their service as directors.

VI. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

- The Company will conduct an orientation program for each new Directors within three (3) months following the meeting at which the director is elected. The orientation will include presentations by senior management designed to familiarize the new director with the Company's business and strategic plans, key policies and practices, principal officers and management structure, auditing and compliance processes and its code of business conduct and ethics.
- The General Counsel will be responsible for periodically providing materials or briefing sessions for continuing directors on topics that will assist them in discharging their duties.

VII. MANAGEMENT SUCCESSION

- The Nominating and Corporate Governance Committee shall be responsible for developing a Chief Executive Officer succession plan for consideration by the Board and reporting on such plan to the Board.

VIII. ANNUAL PERFORMANCE EVALUATION OF THE BOARD AND COMMITTEES

- The Board will conduct a self-evaluation at least annually for the purpose of determining whether it and its committees are functioning effectively, and each committee of the Board will conduct a self-evaluation at least annually for the purpose of determining whether it is functioning effectively. These evaluations will consider the performance of the board or the committee, as the case may be, as a unit.
- The Nominating and Corporate Governance Committee will oversee the evaluation process.

IX. SECURITYHOLDER COMMUNICATIONS WITH THE BOARD

- The Board provides to every securityholder the ability to communicate with the Board, as a whole, and with individual directors on the Board through an established process for securityholder communication (as that term is defined by the rules of the Securities and Exchange Commission) (“Securityholder Communication”) as follows:
- For Securityholder Communication directed to the Board as a whole, securityholders may send such communication to the attention of the Chairman of the Board via U.S. Mail or Expedited Delivery Service to the address listed below:

iRobot Corporation
8 Crosby Drive
Bedford, MA 01730
Attn: Chairman of the Board of Directors

- For Securityholder Communication directed to an individual director in his or her capacity as a member of the Board, securityholders may send such communication to the attention of the individual director via U.S. Mail or Expedited Delivery Service to the address listed below:

iRobot Corporation
8 Crosby Drive
Bedford, MA 01730
Attn: [Name of Individual Director]

- The Company will forward by U.S. mail any such Securityholder Communication to each director, and the Chairman of the Board in his or her capacity as a representative of the Board, to whom such Securityholder Communication is addressed to the address specified by each such director and the Chairman of the Board.
- Communications from an officer or director of the Company and proposals submitted by securityholders to be included in the Company's annual proxy statement, pursuant to Rule 14a-8 of the Securities Exchange Act of 1934 (and related communications) will not be viewed as a Securityholder Communication. Communications from an employee or agent of the Company will be viewed as Securityholder Communication only if such communications are made solely in such employee's or agent's capacity as a security holder.

X. MISCELLANEOUS

- The Board believes that the management should be responsible for communications with the press, media and other outside parties made on behalf of the Company, though individual Board members may, at the request of management or of the Board, communicate with outside parties on behalf of the Company.
- These guidelines are not intended to modify, extinguish or in any other manner limit the indemnification, exculpation and similar rights available to the directors of the Company under applicable law, the Company's Certificate of Incorporation and By-Laws or by contract.
- Although these corporate governance guidelines have been approved by the Board, it is expected that these guidelines will evolve over time as customary practice and legal requirements change. In particular, guidelines that encompass legal, regulatory or exchange requirements as they currently exist will be deemed to be modified as and to the extent such legal, regulatory or exchange requirements are modified. In addition, the guidelines may also be amended by the Board at any time as it deems appropriate.

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