

# **iRobot Corporation**

## Compensation and Talent Committee Charter

### **I. General Statement of Purpose**

The Compensation and Talent Committee of the Board of Directors (the “Compensation and Talent Committee”) of iRobot Corporation (the “Company”), on behalf of the Board of Directors (the “Board”), discharges the Board’s responsibilities relating to compensation of the Company’s directors and executives, oversees the Company’s overall compensation programs, reviews succession plans and development plans for officers and non-officer key contributors on a periodic basis, and is responsible for producing an annual report on executive compensation for inclusion in the Company’s proxy statement relating to its annual meeting of stockholders or annual report on Form 10-K, in accordance with applicable rules and regulations. The primary objective of the Compensation and Talent Committee is to develop and implement compensation policies and plans that are appropriate for the Company in light of all relevant circumstances and which provide incentives that further the Company’s long-term strategic plan and are consistent with the culture of the Company and the overall goal of enhancing enduring stockholder value.

### **II. Compensation and Talent Committee Composition**

The number of individuals serving on the Compensation and Talent Committee shall be fixed by the Board from time to time but shall consist of no fewer than two (2) members, each of whom shall satisfy the independence or similar standards established pursuant to the NASDAQ Marketplace Rules, Rule 16b-3 of the Securities Exchange Act of 1934, and Section 162 of the Internal Revenue Code.

The members of the Compensation and Talent Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Compensation and Talent Committee to serve as Chairman of the Compensation and Talent Committee.

### **III. Meetings**

The Compensation and Talent Committee generally is to meet at least once per year in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary by the Compensation and Talent Committee. A majority of the members of the Compensation and Talent Committee shall constitute a quorum for purposes of holding a meeting and the Compensation and Talent Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Compensation and Talent Committee may act by unanimous written consent.

#### **IV. Compensation and Talent Committee Activities**

The Compensation and Talent Committee's purpose and responsibilities shall be to:

##### **A. Review of Charter**

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

##### **B. Annual Report on Executive Compensation**

- Produce an annual report on executive compensation for inclusion in the Company's proxy statement relating to its annual meeting of stockholders or annual report on Form 10-K, in accordance with the applicable rules and regulations of the Securities and Exchange Commission, any securities exchange or automated quotation system on which the Company's securities are traded, and any other rules and regulations applicable to the Company.

##### **C. Annual Performance Evaluation of the Compensation and Talent Committee**

- Perform an annual performance evaluation of the Compensation and Talent Committee and report to the Board on the results of such evaluation.

##### **D. Matters Related to Compensation and Benefit Plans**

- Review and approve actions with respect to the adoption, amendment, administration and termination of all incentive-based compensation, equity-based compensation, welfare, benefit, pension and other similar plans of the Company, all in accordance with the terms of such plans, including but not limited to (1) designating eligible participants, (2) determining the size, types, terms, conditions, and participant rights, (3) approving awards and agreements or instruments reflecting awards, (4) construing and interpreting plans and agreements or instruments entered into under them, (5) amending or waiving terms and conditions of outstanding awards, agreements and instruments; provided, that, in each case, where stockholder approval of any action is required under the applicable rules and regulations of the Securities and Exchange Commission, any securities exchange or automated quotation system on which the Company's securities are traded, and any other rules and regulations applicable to the Company, make recommendations regarding the foregoing to the Board for approval. In connection with the foregoing, the Compensation and Talent Committee should consider appropriate industry benchmarks and, as appropriate, the compensation policies pursued by companies similarly situated to the Company.

**E. Matters Related to Compensation of the Company’s Chief Executive Officer**

- Review and approve the corporate goals and objectives that may be relevant to the compensation of the Company’s Chief Executive Officer (“CEO”).
- Evaluate the CEO’s performance in light of the goals and objectives that were set for the CEO and determine and approve the CEO’s compensation based on such evaluation. In connection with determining the long-term incentive component of the CEO’s compensation, the Compensation and Talent Committee should consider the Company’s performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the Company’s CEO in past years.
- The Company’s Chief Executive Officer may not be present during voting or deliberation concerning his or her compensation.

**F. Matters Related to Compensation of the Officers Other Than the Chief Executive Officer**

- Determine the compensation of all officers of the Company other than the CEO; for the purposes hereof the term “officer” has the meaning defined in Section 16 of the Securities Exchange Act of 1934, as amended, and Rule 16a-1 promulgated thereunder.

**G. Matters Related to Succession Planning**

- Periodically review with the Chief Executive Officer and the Chairman of the Board or lead independent director of the Board the succession plans for senior management positions, reporting its findings and recommendations to the Board. If requested by the Board, the Committee will evaluate potential successors to Executive Officer positions, and review strategies to accelerate the readiness of candidates identified for these positions, and including an overall assessment of executive talent.

**H. Matters Related to Talent Development**

Review the Company’s policies and programs for the development of management personnel.

## **V. Additional Compensation and Talent Committee Authority**

The Compensation and Talent Committee is authorized, on behalf of the Board, to do any of the following, as the Compensation and Talent Committee deems necessary or appropriate in its discretion:

### **A. Matters Related to Compensation of the Company's Directors**

- Annually review and make recommendations to the Board with respect to the compensation of the directors of the Company, including with respect to any incentive-compensation plans and equity-based plans.

### **B. Matters Relating to Compensation Consulting Firms or Other Outside Advisors**

- Retain or obtain the advice of compensation consultants, legal counsel and/or other advisers; provided that:
  - The Compensation and Talent Committee is authorized to, and must, have direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Compensation and Talent Committee and the Company must provide for appropriate funding, as determined by the Compensation and Talent Committee, for payment of reasonable compensation to any such compensation consultant, legal counsel or other adviser; and
  - Before any compensation consultant, legal counsel or other adviser is selected by, or provides advice to, the Compensation and Talent Committee,<sup>1</sup> the Compensation and Talent Committee shall take into consideration the following factors: (a) the provision of other services to the Company by the compensation consultant's employer, legal counsel or other adviser; (b) the amount of fees received from the

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<sup>1</sup> This provision shall not apply to (1) in-house legal counsel or (2) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, legal counsel or other adviser and about which the compensation consultant, legal counsel or other adviser does not provide advice.

Company by the compensation consultant's employer, legal counsel or other adviser, as a percentage of the total revenue of the compensation consultant's employer, legal counsel or other adviser; (c) the policies and procedures of the compensation consultant's employer, legal counsel or other adviser that are designed to prevent conflicts of interest; (d) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation and Talent Committee; (e) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (f) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

### **C. Matters Related to Supplemental Benefits**

- Review annually and approve, for the CEO and the other officers of the Company, any employment agreements, severance arrangements, and change in control agreements or provisions, in each case, when and if appropriate, and any special or supplemental benefits.

## **VI. General**

- The Compensation and Talent Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when the Compensation and Talent Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Compensation and Talent Committee shall make regular reports to the Board concerning areas of the Compensation and Talent Committee's responsibility.
- In carrying out its responsibilities, the Compensation and Talent Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Compensation and Talent Committee may consult. The Compensation and Talent Committee 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 Compensation and Talent Committee or meet with any members of or advisors to the Compensation and Talent Committee. The Compensation and Talent Committee 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 responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.

- The Compensation and Talent Committee may perform such other functions as may be requested by the Board from time to time.

ADOPTED: August 24, 2005.

AMENDED: April 1, 2009

AMENDED: April 3, 2013

AMENDED: August 6, 2015