

iRobot Corporation

Strategy Committee Charter

I. General Statement of Purpose

The Strategy Committee of the Board of Directors (the “Strategy Committee” or the “Committee”) of iRobot Corporation (the “Company”), on behalf of the Board of Directors (the “Board”), assists the Board in fulfilling its oversight responsibilities of the financial management of the Company, including oversight of the Company’s strategic and tactical planning and activities, financing and capital structure and plans, tax structure and investment programs and policies.

II. Strategy Committee Composition

The number of individuals serving on the Committee shall be fixed by the Board from time to time but shall consist of no fewer than three (3) members, no fewer than two (2) of whom shall be “independent” as defined in the NASDAQ Marketplace Rules. The members of the 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 the Committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Committee to serve as Chairman of the Strategy Committee.

III. Meetings

The Committee generally is to meet at least twice 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 Committee. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent. The Chairman of the Committee shall develop and set the Committee’s agenda, in consultation with other members of the Committee, the Board and members of management.

IV. Strategy Committee Activities

The Strategy 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 Performance Evaluation of the Strategy Committee

- At least annually, the Committee shall evaluate its own performance and report the results of such evaluation to the Board.

C. Finance Responsibilities

- The Committee shall review periodically with management the Company's strategic objectives and their translation into shareholder value creation.
- The Committee shall review with management on a regular basis contemplated opportunities, including but not limited to mergers, acquisitions, and divestments, that support the Company's strategic business objectives.
- The Committee shall review and, when appropriate, make recommendations to the Board regarding the Company's capital allocation objectives, strategies and plans, and at least annually review the Company's capital allocation process.
- The Committee shall review and discuss with management the Company's annual and long-term business and financial plans, including the financial impacts of these plans; and, as part of its review of the Company's annual and long-term business and financial plans, the Committee will report to the Board concerning its review of such plans and the financial and business assumptions underlying the Company's financial projections and budgets.

V. General

- The Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when the Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Committee shall make regular reports to the Board concerning areas of the Committee's responsibility.
- In carrying out its responsibilities, the 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 Committee may consult. The 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 Committee or meet with any members of or advisors to the Committee. The 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 Committee may perform such other functions as may be requested by the Board from time to time.

ADOPTED: March 18, 2016

AMENDED: August. 1, 2017