

**AMENDED & RESTATED
CHARTER
OF THE
NOMINATING & GOVERNANCE COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
TiVo INC.**

The Board of Directors (the “Board”) of TiVo Inc. (the “Company”) adopted this Amended & Restated Nominating & Governance Committee Charter (the “Charter”) on May 24, 2004.

I. Purpose.

The purpose of the Nominating & Governance Committee (the “Committee”) of the Board is to:

- A.** Identify qualified candidates to become Board members;
- B.** Recommend to the Board the director nominees (i) for election at the next annual meeting of shareholders (or special meeting of shareholders at which directors are to be elected) and (ii) to fill any vacancies on the Board;
- C.** Develop and recommend to the Board a set of corporate governance principles applicable to the Company;
- D.** Oversee the evaluation of the board;
- E.** Oversee the selection process for members of senior management; and
- F.** Take such other actions within the scope of this Charter as the Committee deems necessary or appropriate.

II. Membership.

- A. Size.** In accordance with applicable Securities and Exchange Commission and NASDAQ rules, the Committee shall not consist of less than two members of the Board.
- B. Qualifications.** All members shall meet the independence requirements of NASDAQ.
- C. Term.** The Board shall appoint the members of the Committee, including the Chair. The Board may remove any member at any time for any reason.

III. Duties and Responsibilities.

The Board delegates to the Committee the express authority to do the following, to the fullest extent permitted by applicable law and the Company's Articles of Incorporation and Bylaws:

A. Board Composition. Evaluate the size and composition of the Board, develop criteria for Board membership, and evaluate the independence of existing and prospective directors.

B. Candidates and Nominees. Actively seek and evaluate qualified individuals to become new directors as needed. Review and recommend to the Board, potential director nominees proposed by the Committee's members, by other Board members, by management, by a third party search firm the Company has retained to assist in identifying and evaluating possible candidates, and by security holders which were submitted in accordance with the Company's Corporate Governance Guidelines (as may be adopted) and Bylaws. The same evaluating procedures apply to all candidates for director nomination, including candidates submitted by security holders. The Committee may consider the following criteria, among any others it deems appropriate, in recommending candidates for election to the Board:

1. Personal and professional integrity, ethics, and values;
2. A commitment to representing the long-term interests of shareholders;
3. Experience in corporate management, such as serving as an officer or former officer of a publicly held company;
4. Experience and/or academic expertise in the Company's industry and with relevant social policy concerns;
5. Experience as a board member of another publicly held company; and
6. Practical and mature business judgment.

C. Current Directors. Review the suitability of each Board member for continued service when his or her term expires and when he or she has a significant change in status.

D. Committees. Make recommendations to the Board as to qualifications of members of the Board's committees, committee member appointment and removal, and committee reporting to the Board. Evaluate, as it deems necessary, the nature, structure, and operations of other Board committees.

E. Governance Guidelines. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company. Monitor and reassess from time to time these corporate governance guidelines.

G. Succession Planning. Periodically review and report to the Board on 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.

H. Evaluation Oversight. Take such steps as the Committee deems necessary or appropriate with respect to oversight of the self-assessment of the Board and each Board committee.

I. Annual Self-Assessment. Annually review the Committee's own performance and Charter and recommend any proposed changes to the Board.

J. Orientation and Education. Develop with management and monitor the process of orienting new directors and continuing director education for existing directors.

K. Other Actions. The Committee shall perform any other duties as the Board of Directors delegates to it not inconsistent with this Charter, the Company's Articles of Incorporation, Bylaws, and applicable law.

IV. Meetings and Operational Matters.

A. Timing. The Committee will meet with such frequency, and at such times, as its Chair, or a majority of the Committee, determines, but at least two times per year.

B. Procedures and Notice. The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with the provisions of the Company's bylaws that are applicable to the Committee.

C. Participation. Any director who is not a member of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings and may have access to members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any non-management director that is not a member of the Committee.

D. Minutes. The Committee shall keep minutes of each meeting.

E. Subcommittees. Delegate any or all of its responsibilities to a subcommittee with final decision-making authority on behalf of the Committee, to the extent consistent with the Company's Articles of Incorporation, Bylaws, Corporate Governance Guidelines, and applicable law.

F. Reports. The Committee shall periodically report to the Board on its findings and actions, including general corporate governance matters it may consider.

G. Outside Experts. The Committee has the power to retain any independent counsel, experts, or advisors, as appropriate, at the Company's expense. The Committee may also use the services of the Company's regular legal counsel or other advisors.

H. Search Firm. The Committee shall have sole authority to retain, terminate, and approve the fees and other terms of any search firm used in identifying director candidates.

I. Reliance. In carrying out its duties, the Committee will act in reliance on management, the independent public accountants, internal auditors, and outside advisors and experts, as it deems necessary or appropriate.

V. Authority.

Any action duly and validly taken by the Committee pursuant to the power and authority conferred under this Charter shall for all purposes constitute an action duly and validly taken by the Board of Directors and may be certified as such by the Corporate Secretary or other authorized officer of the Company.