

CHARTER
OF THE
PRICING COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
TiVo INC.

The Board of Directors (the “Board”) of TiVo Inc. (the “Company”) adopted this Pricing Committee Charter (the “Charter”) on September 9, 2004.

I. The Committee’s Purpose.

The Committee shall assist the Board in its oversight of the Company’s:

- A. Issuance of equity and debt;
- B. Share repurchase activities; and
- C. And other public or private offering activities and financings.

II. Membership.

- A. **Size.** The Committee shall not consist of less than two members of the Board.
- B. **Term.** The Board shall appoint the members of the Pricing Committee, including the Chair. The Board may remove any member at any time for any reason.

III. Duties and Responsibilities.

When so charged by the Board or the Executive Committee, the Pricing Committee shall be responsible for reviewing with management, and determining the final terms of any offering, issuance, or sale of debt, equity, or any other security of the Company, in either a private placement or any registered offering, or any repurchase of any of the Company’s securities, which has been duly authorized and approved by the Board or the Executive Committee.

The Pricing Committee shall annually conduct a self-assessment of its performance and the adequacy of this Charter. The Committee shall recommend any necessary changes to the Board.

In addition to the above responsibilities, the Committee will undertake such other duties as the Board or the Executive Committee delegates to it, which are not inconsistent with applicable law or the Company’s Restated Certificate of Incorporation, Bylaws, or Corporate Governance Guidelines.

III. Meetings and Operational Matters.

A. Timing. The Committee shall meet when it deems necessary.

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 Company's Articles of Incorporation, Bylaws, and applicable law.

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 members of the Company's management, or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any director that is not a member of the Committee.

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

E. Reports. The Committee shall periodically provide the Board with a report of the Committee's activities and proceedings.

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

G. Reliance. In carrying out its duties, the Committee will act in reliance on management, and outside advisors and experts, as it deems necessary or appropriate.

IV. 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 and may be certified as such by the Corporate Secretary or other authorized officer of the Company.