

## **IGO, INC.**

### **CORPORATE GOVERNANCE GUIDELINES**

The Board of Directors (the “Board”) of iGo, Inc. (the “Company”) has adopted the following Corporate Governance Guidelines. The Board, with ongoing input from the Corporate Governance and Nominating Committee, will review these Guidelines and other aspects of the Company’s corporate governance annually or more often as may be necessary or desirable to promote the effective governance of the Company. Should any changes occur to these Guidelines, an amended and restated version of these Guidelines will be made publicly available in the investor relations section of the Company’s website at [www.igo.com](http://www.igo.com).

#### **ROLE OF THE BOARD**

The basic responsibility of the Board is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. In discharging this obligation, the Board is entitled to rely on the honesty and integrity of the Company’s senior executives and its outside advisors and auditors.

#### **BOARD COMPOSITION**

A. Board Size. Subject to the Company’s Certificate of Incorporation and Bylaws, the Board fixes from time to time by resolution the number of directors constituting the Board, guided by the recommendations of the Corporate Governance and Nominating Committee. The Board will periodically review the appropriate size of the Board.

B. Board Independence. The Board is comprised of at least a majority of “independent directors.” In determining the independence of a director, the Board will apply the definition of “independent director” as set forth by the Nasdaq National Market’s Marketplace Rules and other applicable laws, rules and regulations.

C. Lead Independent Director. The Board will appoint a Lead Independent Director or, in the absence thereof, an independent Chairman of the Board on an annual basis. Only directors meeting the definition of an “independent director” as set forth by the SEC and the Nasdaq National Market’s Marketplace Rules and other applicable laws, rules and regulations are eligible to serve as the Lead Independent Director.

D. Term Limits. The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and future of the Company based on their experience with and understanding of the Company’s history, policies and objectives.

E. Mandatory Retirement Age. Absent special circumstances determined by the Corporate Governance and Nominating Committee, each non-employee director will

retire from the Company's Board following the expiration of the director's term after his or her 75<sup>th</sup> birthday.

F. Directors with Significant Job Changes. The Board believes that any director who retires from his or her present employment, or who materially changes his or her position, should submit a letter of resignation to the Board. The Board, with the assistance of the Corporate Governance and Nominating Committee, will then evaluate whether the Board should accept the resignation based on a review of whether the individual continues to satisfy the Board's membership criteria in light of his or her new occupational status.

G. Service on Outside Boards by Directors. Directors should notify the Corporate Governance and Nominating Committee prior to accepting a position on the board of another company. Absent special circumstances determined by the Corporate Governance and Nominating Committee, the members of the Board shall be prohibited from serving on more than two boards of other publicly held companies.

## **BOARD MEETINGS AND ANNUAL STOCKHOLDER MEETING**

A. Board Meeting Agenda and Practices. The Chairman of the Board establishes the agenda for each Board meeting. In addition, Board members may suggest topics for the agenda and may raise subjects at Board meetings that are outside the agenda. Board meetings focus on strategic, operational, and reporting matters. Management should strive to provide the Board with candid and timely information, and continuous access regarding strategic and other significant issues.

B. Board Information. Prior to each Board meeting, directors are provided with a "Board Book" that includes the agenda for the meeting and additional information relevant to the items to be discussed. At a typical meeting, the Board Book will include summaries of Board presentations, proposed resolutions, operating results, reports on major projects, and summaries of materials being considered by committees which are scheduled to report at the Board meeting.

C. Executive Sessions of Non-Employee Directors. The non-employee directors of the Company will meet regularly in executive session (i.e., with no management directors or management present) at least twice per year. Executive sessions of the non-employee directors will be called and chaired by the Lead Independent Director or, in the absence thereof, the independent Chairman of the Board. The non-employee directors may meet without management present at such other times as determined by the Lead Independent Director or, in the absence thereof, the independent Chairman of the Board. These executive sessions will include such topics as the non-employee directors determine.

D. Access to Employees. The Company's executive management will afford each Board member with access to the Company's employees in order to ensure that directors can ask all questions and glean all information necessary to fulfill their duties.

Management is encouraged to invite Company personnel to any Board meeting at which their presence and expertise would help the Board have a full understanding of matters being considered.

E. Board Attendance at Annual Stockholder Meeting. Each member of the Board is required to attend the Company's annual stockholder meeting except for absences due to causes beyond the reasonable control of the director.

## **BOARD COMMITTEES**

A. Number and Type of Committees. The Board will continue to maintain the following Committees in order to assist the Board in discharging its responsibilities: (i) Audit Committee; (ii) Compensation & Human Resources Committee; and (iii) Corporate Governance and Nominating Committee. The Board may develop new committees or remove existing committees as it deems advisable in the fulfillment of its primary responsibilities.

B. Composition of Committees. The Audit, Compensation & Human Resources, and Corporate Governance and Nominating Committees consist solely of independent directors. The Board is responsible for the appointment of Committee members and the Chairman of each Committee according to criteria that it determines to be in the best interest of the Company and its stockholders.

C. Committee Meetings and Agenda. The Chairman of each Committee, in collaboration with appropriate officers, develops the agenda for each meeting. The Chairman of each Committee and the Committee members will determine the frequency and length of Committee meetings consistent with each Committee's charter.

## **PERFORMANCE EVALUATION; SUCCESSION PLANNING**

A. Annual Compensation Review of Executive Officers. The Compensation & Human Resources Committee will review, at least annually, the performance of the Chief Executive Officer and communicate the results of the review to the Chief Executive Officer. The Compensation & Human Resources Committee establishes the evaluation process and determines the specific criteria on which the performance of the Chief Executive Officer is evaluated. The Compensation & Human Resources Committee will also annually approve the compensation structure for the Company's executive officers, and will, in consultation with the Chief Executive Officer, evaluate the performance of the Company's executive officers before approving their salary, bonus and other incentive and equity compensation.

B. Succession Planning. The Compensation & Human Resources Committee is responsible for working with the Chief Executive Officer to develop a succession plan for the Chief Executive Officer, including plans for the interim succession of the Chief Executive Officer in the event of an unexpected occurrence.

C. Self-Evaluation. The Corporate Governance and Nominating Committee is responsible for conducting an annual evaluation of the performance of the Board and will report its conclusions to the Board as a whole. The Corporate Governance and Nominating Committee's report should generally include an assessment of the Board's compliance with the principles set forth in these guidelines, as well as identification of areas in which the Board could improve its performance.

## **COMPENSATION AND STOCK OWNERSHIP GUIDELINES**

A. Board Compensation. The Compensation & Human Resources Committee will periodically review and recommend appropriate compensation and benefits for non-employee directors to the Board. The Compensation & Human Resources Committee will review non-employee director compensation and benefits in comparison with similarly situated companies to ensure that such compensation is reasonable and competitive. Based on such comparison, the Compensation & Human Resources Committee may, from time to time, propose changes in director compensation to the full Board for review and approval.

B. Stock Ownership Guidelines. The Board believes that, in order to align the interests of directors and executive officers with stockholders, directors and executive officers should have a significant financial stake in the Company. Each director who has served on the Board for at least three years and each executive officer, within three years from the date the executive officer joins the Company or the adoption of this policy, should own a minimum of 1,000 shares of the Company's common stock. The Board will evaluate whether exceptions should be made for any director or executive officer on whom this requirement would impose a financial hardship.

## **DIRECTOR NOMINATIONS POLICY**

The Board has adopted a Director Nominations Policy. The purpose of the Director Nominations Policy is to describe the process by which candidates for possible inclusion in the Company's recommended slate of director nominees are selected. The Director Nominations Policy is administered by the Corporate Governance and Nominating Committee with the active participation of the Company's Chairman and Chief Executive Officer.

## **GENERAL**

A. Access to Independent Advisors. The Board and its Committees have the right at any time to retain independent outside financial, legal or other advisors.

B. Director Orientation and Continuing Education. Upon election to the Board, new directors are provided with a comprehensive set of materials on the operations, finances, governance and business plan of the Company and are otherwise oriented to the Company. The Board encourages directors, after their initial orientation, to periodically attend appropriate programs and sessions and obtain and review

appropriate materials to advance their understanding of the Company's business and operations and to assist them in performing their Board responsibilities, including their understanding of matters considered in the course of their service on Board Committees. The Company will recommend programs and sessions to directors and will pay reasonable fees and expenses associated with attendance.

C. Stockholder Communications with the Board. In the event that a stockholder wishes to communicate with one or more directors, the stockholder should write to such director(s) care of the Secretary of the Company, who shall forward any such communication to the director(s) on a regular basis. The Company will post this communication procedure on its website and publish it elsewhere as appropriate or required by applicable laws and regulations.

D. Evolving Guidelines. The Board recognizes that its operations and these Guidelines are an evolving process and, therefore, subject to periodic review and revision. These Guidelines are not intended to cover all issues which may arise, but rather to provide a general framework of reference to assist the Board in the performance of its duties.

As amended and restated, effective September 13, 2007