

Intellon Corporation

Corporate Governance Guidelines

Intellon's Board of Directors oversees the management of Intellon's business operations, and ensures the long-term interests of Intellon's stockholders are served. The Board has established a governance framework to meet these obligations in compliance with applicable laws and regulations. These practices have developed over a period of years, and will be reviewed by the Board from time to time as appropriate. The Board intends that these guidelines serve as a flexible framework within which the Board may conduct its business rather than a set of binding legal obligations. A copy of these guidelines will be available on Intellon's website and will be mailed to stockholders upon written request.

Composition of the Board

- Management Directors. The Board anticipates that Intellon's Chief Executive Officer will be nominated to serve on the Board.
- Selection of Chairman. The Board does not have a policy on whether the roles of Chief Executive Officer and Chairman of the Board should be separate. If they are separate, the Board may appoint or nominate as Chairman of the Board a salaried officer of Intellon whose experience and role at Intellon is expected to help the Board fulfill its responsibilities.
- Election of Directors; Term Limits. Directors stand for reelection every third year in staggered classes, and are not subject to term limits. The Board believes that directors who have served on the Board for an extended period provide valuable insight into Intellon's business and operations based on this experience.
- Board Membership Criteria. Intellon's Board members bring with them diverse skills, experience and perspectives derived from decades of business and financial experience. The Nominating and Corporate Governance Committee is responsible for evaluating, and then reviewing with the Board, the requisite skills and characteristics of new Board members as well as the composition of the Board as a whole. This assessment includes consideration of individual skills, experience and perspectives that will help create an outstanding, dynamic and effective Board.
- Size of Board. Currently the Board has designated a target size of 5 to 9 members. The Nominating and Corporate Governance Committee will periodically review the appropriate size of the Board and make any recommendations for change to the Board.
- Board Compensation. The Board believes that Board compensation should be a mix of cash and equity-based compensation. Employee directors will not be paid for Board membership in addition to their regular employee compensation. Independent directors may not receive consulting, advisory or other compensatory fees from the company in addition to their Board compensation.

Responsibilities of the Board

- Board Oversight. The primary responsibilities of the Board of Directors are oversight, counseling and direction to the management of the company in the interest and for the benefit of the company's stockholders. The Board's detailed responsibilities include:
 - Selecting, regularly evaluating the performance of, and approving the compensation of the Chief Executive Officer and other senior executives;
 - Planning for succession with respect to the position of Chief Executive Officer and monitoring management's succession planning for other senior executives;
 - Reviewing and, where appropriate, approving the company's major financial objectives, major strategic and operating plans, and business combination transactions;
 - Overseeing the conduct of the company's business to evaluate whether the business is being properly managed; and
 - Overseeing the processes for maintaining the integrity of the company with regards to its financial statements and other public disclosures, and compliance with law and ethics.
- Relationship to Management. The Board of Directors has delegated to the Chief Executive Officer, working with the other executive officers of the company, the authority and responsibility for managing the business of the company in a manner consistent with the standards and practices of the company, in compliance with legal and regulatory requirements and in accordance with any specific plans, instructions or directions of the Board. The Chief Executive Officer and management are responsible to seek the advice and, in appropriate situations, the approval of the Board with respect to extraordinary actions to be undertaken by the company.
- Code of Conduct. Members of the Board of Directors are expected to act at all times in accordance with the requirements of the company's Code of Business Conduct, which applies to each director in connection with his or her activities relating to the company. Any waiver of the requirements of the Code of Business Conduct with respect to any individual director must be reported to, and is subject to the approval of, the Board of Directors.
- Interaction with Outside Interested Parties. The Board believes that management speaks for the company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the company, but it is expected that Board members would do this with the knowledge of management and, in most instances, at the request of management.
- Continuing Education. The Board anticipates that the Nominating and Corporate Governance Committee will periodically review appropriate policies and procedures for recommending continuing director education programs for Board and committee members.

Director Independence

- Independent Directors. The Board believes director independence is a cornerstone of good corporate governance, enabling the Board to objectively exercise oversight, evaluate performance and provide strategic direction. Intellon's directors provide the Chief Executive Officer and the rest of the management team unbiased input, while acting as a sounding board for new ideas. Except during periods of temporary vacancies, a majority of Intellon's Board must qualify as independent directors in accordance with the applicable federal securities laws and rules of the NASDAQ Global Market. Each independent director is expected to disclose promptly to the Board any existing or proposed relationships which could affect the independence of the director.
- Lead Independent Director. One of the independent directors is appointed Lead Independent Director. The Lead Independent Director serves as chairman of regular Board meetings when the Chairman is absent, establishes the agenda for meetings of the independent directors and performs such other duties as the Board may establish or delegate.
- Executive Sessions. The Board's policy is to have regularly convened executive sessions of the independent directors. The Lead Independent Director chairs the Board's executive sessions.
- Access to Information. The Board is given access to Intellon employees, legal counsel, auditors and other advisors in order to ensure that directors can ask questions and obtain information helpful to fulfilling their duties. Management is encouraged to invite Intellon personnel and advisors to any Board meeting at which their presence and expertise would be helpful to the Board.

Committees of the Board

- Number of Committees. The Board currently has three committees: (i) Audit, (ii) Compensation, and (iii) Nominating and Corporate Governance.
- Independence of Committee Members. Each committee is required to comply with the independence and other requirements established by the applicable federal securities laws and rules of the NASDAQ Global Market.
- Responsibilities of the Committees. Each committee has a charter approved by the Board in compliance with applicable laws and the rules of the NASDAQ Global Market that establishes the committee's roles and responsibilities. A copy of each charter is available on Intellon's website and will be mailed to stockholders upon written request. The number and content of committee meetings and means of carrying out committee responsibilities will be determined by each committee in light of the committee's charter, the authority delegated by the Board to the committee, and the legal, regulatory, accounting or governance principles applicable to that committee's function.
- Committee Member Selection. The Board will designate the members and the Chairman of each committee, endeavoring to match the committee's function and needs for expertise with individual skills, experience and perspectives of the appointees to the committee.

Director Service Guidelines

- Attendance. Directors are expected to devote sufficient time and attention to prepare for, attend and participate in Board meetings and meetings of committee on which they serve, including advance review of meeting materials that may be circulated prior to each meeting.
- Limits on Other Board Service. The Board has approved a limit of five public company board memberships (including service on Intellon's Board) for non-employee directors. In any case, each Board member is expected to ensure that other existing and planned future commitments do not interfere with service as an Intellon director.
- Directors Who Change Their Job Responsibility. Directors are expected to offer to resign upon a significant change of the director's principal current employer or principal employment, or other similarly significant change in professional occupation or association. The Board will then determine on a case-by-case basis whether the resignation should be accepted.
- Self-Assessment. The Board maintains a process whereby the Board, its committees and its members conduct annual self-evaluations and self-assessments.
- Retirement Age. The Board has adopted a policy that independent directors may not stand for reelection after reaching the age of 75.