

## **iRobot Corporation**

### **Policy Governing Director Qualifications and Nominations**

The Board of Directors (the “Board”) of iRobot Corporation (the “Company”) has adopted this Policy Governing Director Nominations in accordance with the proxy disclosure requirements set forth in the rules adopted by the Securities and Exchange Commission (“SEC”) and the corporate governance rules adopted by the Nasdaq Stock Market, Inc. (“Nasdaq”). The Company recognizes that its securityholders desire increased insight into the Company’s director nominations process and the Company endeavors to apply this Policy to such end.

#### **A. IDENTIFYING AND EVALUATING DIRECTOR NOMINEES**

The Nominating and Corporate Governance Committee (the “Nominating Committee”) is responsible for identifying individuals qualified to become members of the Board and its committees, and recommending candidates for the Board’s selection as director nominees for election at the next annual or other properly convened meeting of securityholders.

The process for identifying and evaluating nominees for the Board, including nominees recommended by securityholders, is as follows:

1. The Nominating Committee may solicit recommendations from any or all of the following sources: non-management directors, the Chairman of the Board, the Chief Executive Officer, other executive officers, third-party search firms, or any other source it deems appropriate.
2. The Nominating Committee will review and evaluate the qualifications of any such proposed director candidate, and conduct inquiries it deems appropriate.
3. The Nominating Committee will evaluate all such proposed director candidates in the same manner, with no regard to the source of the initial recommendation of such proposed director candidate.
4. The Nominating Committee will consider for nomination any such proposed director candidate who is deemed qualified by the Nominating Committee in light of the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter.
5. In identifying and evaluating proposed director candidates, the Nominating Committee may consider, in addition to the minimum qualifications and other criteria for Board membership approved by the Board from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, his or her depth and breadth of business

experience or other background characteristics, his or her independence and the needs of the Board.

The procedures to be followed by securityholders in submitting recommendations for director candidates to the Nominating Committee are set forth below:

1. All securityholder recommendations for director candidates must be submitted to the Secretary of the Company at 63 South Avenue, Burlington, MA 01803, who will forward all recommendations to the Nominating Committee.
2. All securityholder recommendations for director candidates must be submitted to the Company not less than 120 calendar days prior to the date on which the Company's proxy statement was released to stockholders in connection with the previous year's annual meeting.
3. All securityholder recommendations for director candidates must include the following information:
  - a. The name and address of record of the securityholder.
  - b. A representation that the securityholder is a record holder of the Company's securities, or if the securityholder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Securities Exchange Act of 1934.
  - c. The name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five (5) full fiscal years of the proposed director candidate.
  - d. A description of the qualifications and background of the proposed director candidate which addresses the minimum qualifications, actual or potential conflicts of interest, and other criteria for Board membership approved by the Board from time to time and set forth in this Charter.
  - e. A description of all arrangements or understandings between the securityholder and the proposed director candidate.
  - f. The consent of the proposed director candidate (i) to be named in the proxy statement relating to the Company's annual meeting of stockholders and (ii) to serve as a director if elected at such annual meeting.

- g. Any other information regarding the proposed director candidate that is required to be included in a proxy statement filed pursuant to the rules of the Securities and Exchange Commission.

## **B. DIRECTOR QUALIFICATIONS AND SKILLS**

The Company seeks directors who possess the qualifications and skills described in this Section B. Moreover, the Company evaluates each individual candidate in the context of the overall composition and needs of the Board, with the objective of recommending a group that can best manage the business and affairs of the Company and represent securityholder interests using its diversity of experience. The Nominating Committee will consider these and other qualifications, skills and attributes when recommending candidates for the Board's selection as nominees for the Board and as candidates for appointment to the Board's committees.

At a minimum, the Nominating Committee must be satisfied that each Nominating Committee-recommended nominee meets the following minimum qualifications:

- The nominee shall have experience at a strategic or policymaking level in a business, government, non-profit or academic organization of high standing.
- The nominee shall be highly accomplished in his or her respective field, with superior credentials and recognition.
- The nominee shall be well regarded in the community and shall have a long-term reputation for the highest ethical and moral standards.
- The nominee shall have sufficient time and availability to devote to the affairs of the Company, particularly in light of the number of boards on which the nominee may serve.
- The nominee shall be free of conflicts of interest and potential conflicts of interest, in particular with relationships with other boards.
- To the extent such nominee serves or has previously served on other boards, the nominee shall have a demonstrated history of actively contributing at board meetings.

In addition to the minimum qualifications for each nominee set forth above, the Nominating Committee shall recommend that the Board select persons for nomination to help ensure that:

- A majority of the Board shall be "independent" in accordance with the standards, if any, promulgated by the Securities and Exchange Commission, the Nasdaq National Market or any exchange upon which securities of the Company are traded, and any governmental or regulatory body exercising authority over the Company.

- Each of its Audit, Compensation and Nominating Committees shall be comprised entirely of independent directors.
- At least one member of the Audit Committee shall have such experience, education and other qualifications necessary to qualify as an “audit committee financial expert” as defined by the rules of the Securities and Exchange Commission.

Finally, in addition to any other standards the Nominating Committee may deem appropriate from time to time for the overall structure and composition of the Board, the Nominating Committee may consider the following factors when selecting and recommending that the Board select persons for nomination:

- Whether the nominee has direct experience in the robotics industry or in the markets in which the Company operates.
- Whether the nominee, if elected, assists in achieving a mix of Board members that represents a diversity of background and experience.

ADOPTED: August 24, 2005