

ROVI CORPORATION
CORPORATE GOVERNANCE GUIDELINES
FOR THE BOARD OF DIRECTORS

February 5, 2009
As amended on November 1, 2011

I. INTRODUCTION

The Board of Directors (the “Board”) of Rovi Corporation (“Rovi” or the “Company”) has adopted these corporate governance guidelines (the “Guidelines”) to assist in following corporate practices that serve the best interests of the Company and its stockholders. The Board intends that these Guidelines serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations. The Guidelines should be interpreted in the context of all applicable laws, the Company’s charter documents and other governing legal documents, and are not intended to change or interpret any such laws or documents. As the operation of the Board is a dynamic process, these Guidelines will be reviewed periodically and may be changed by the Board from time to time.

It is the policy of Rovi and to conduct its business in accordance with the highest ethical standards in order to merit and maintain the confidence and trust of its customers and the public in general. This includes, to the best of the Company’s abilities, following through with what Rovi determines is appropriate to do, including without limitation, reporting results with accuracy and transparency and maintaining compliance with all laws, rules and regulations that govern the Company’s businesses.

II. GUIDELINES FOR BOARD REVIEW

The Board may review reports by management on the performance of the Company, its plans and prospects, as well as issues facing the Company, during its regularly scheduled meetings and any special meetings. Directors are generally expected to prepare for, attend and participate in Board and applicable committee meetings to the maximum extent possible. In addition to its general oversight responsibilities, the Board also may perform a number of specific functions from time to time, as appropriate or as otherwise required, including without limitation the following:

- Selecting, evaluating, and approving the Company’s senior executives;
- Reviewing and approving fundamental financial and business strategies and major corporate actions;
- Reviewing and approving long-term strategic and business plans, including the Company’s annual operating plan, and reviewing their execution and evaluating the results of such plans;
- Assessing major risks facing the Company and reviewing options for their mitigation; and
- Putting in place processes for maintaining the integrity of the Company, including the integrity and transparency of its financial statements, compliance

with laws and ethics, the integrity of relationships with customers and suppliers, and relationships with other stakeholders.

III. BOARD COMPOSITION, SELECTION PROCESS AND QUALIFICATIONS

A. Size of Board. The Board is responsible for determining the number of directors on the Board and maintains the flexibility to increase the number of directors based upon the needs of the Board and the availability of qualified candidates. The Board should be comprised of a sufficient number of directors to enable the Board to properly perform its responsibilities and achieve its governance objectives and goals. The Board shall periodically review its size to ensure that the current number of directors most effectively supports the Board's changing needs and circumstances.

B. Selection of New Directors. The Company's stockholders elect directors each year at the Company's annual meeting of stockholders. The Board has delegated the screening process for identifying possible Board candidates to the Corporate Governance and Nominating Committee. The Board, upon the recommendation of the Corporate Governance and Nominating Committee, is responsible for nominating individuals to present to the stockholders as candidates for Board membership and for making interim appointments of directors to fill any vacancies that may arise between annual stockholder meetings. As part of the selection process, directors may consider recommendations from other sources of candidates. The Corporate Governance and Nominating Committee will consider any nomination of directors made by the Company's stockholders, provided that any such nomination from stockholders complies with the procedures set forth in the Company's bylaws and the notice of director nomination meets all the requirements contained in the bylaws and includes other information required pursuant to Regulation 14A under the Securities Exchange Act of 1934.

C. Proportion of Independent Directors. A principal goal of the Board is to optimize the availability of independent perspectives in order to give advice to the CEO and management, to increase the quality of Board oversight and to lessen the possibility of conflicts of interest. The Board is required under applicable SEC and Nasdaq rules to have a majority of directors that meet the definition of "independent directors" set forth in those rules. Each independent director shall be a non-employee director and free from any relationship that would interfere with the exercise of his or her independent judgment in carrying out the responsibilities of a director. No more than two management executives may serve on the Board at the same time. The Company also recognizes that directors who do not meet the independence standards also make valuable contributions to the Board and to the Company by reason of their experience, knowledge and familiarity with the Company.

D. Qualifications of Directors. Our Corporate Governance and Nominating Committee has established certain board composition and selection criteria in its charter in order to enhance the quality of the Board, serve the stockholders' long-term interests and contribute to the Company's overall corporate goals. In evaluating nominees, directors may assess the background, responsibilities, independence, character, and acumen of candidates and may, if appropriate, establish other areas of core competency of the Board. High personal and professional ethics, integrity and values are important attributes, as are good judgment, sound business experience, and a demonstrated commitment to representing the long-term interests of stockholders. The Corporate Governance and Nominating Committee is responsible for regularly reviewing with the Board the appropriate skills and characteristics required of Board members in the context of the current composition of the Board and the changing needs of the Company.

E. Tenure. The Board does not believe that arbitrary term limits on directors' service or mandatory retirement ages are beneficial, nor does it believe that directors should expect to be re-nominated as a matter of course. The Board believes that a self-evaluation process is a determinative factor in Board tenure.

F. Director Orientation and Continuing Education. All directors are expected to be knowledgeable about the Company and its industry. This knowledge is gained from attendance at Board meetings, regular meetings with management of the Company and reading of appropriate industry, corporate governance and directorship literature. Management may also conduct orientation sessions for new directors and provide continuing education for all of its directors if appropriate and as time allows. Directors may also consider attending director training sessions and educational seminars where appropriate.

G. Director Occupation Change. Any director who has a principal occupation change, including retirement, is expected to notify the Board in writing of this change. The Corporate Governance and Nominating Committee shall review each notification and make a recommendation to the Board as to the continued appropriateness of Board membership under the new circumstances. Each executive officer of the Company who serves on the Board will, at the Board's request, submit his or her resignation to the Board at the time such officer ceases to be an executive officer of the Company.

H. Time Commitment and Board Service. Directors are expected to devote sufficient time to carry out their duties and responsibilities effectively. Each Board member is expected to ensure that other existing and planned future commitments do not materially interfere with his/her service as a director, including limiting the number of other boards of directors on which he or she may serve. Board members should exercise their best efforts to attend all meetings of the Board and of the Committees on which they serve and, except in unusual or unforeseen circumstances, annually shall attend not less than 75% of the meetings of the Board and of each such Committee. No director may serve on more than a total of six boards of directors of public companies (including service on the Company's Board).

I. Attendance at Annual Meetings. The Board encourages attendance by all Board members at the annual meetings of stockholders. Board members should exercise their best efforts to attend the annual meetings of stockholders.

J. Majority Vote Policy. Any nominee for director in an uncontested election who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall submit his or her offer of resignation for consideration by the Corporate Governance and Nominating Committee of the Board. The Corporate Governance and Nominating Committee shall consider all of the relevant facts and circumstances and recommend to the Board the action to be taken with respect to such offer of resignation. The Board will then act on the Corporate Governance and Nominating Committee's recommendation. Promptly following the Board's decision, the Company will disclose that decision and an explanation of such decision in a filing with the Securities and Exchange Commission or a press release.

IV. BOARD COMMITTEES

A. Number of Committees. The Board has established the following standing committees to assist the Board in discharging its responsibilities: (i) Audit Committee; (ii) Compensation Committee; and (iii) Corporate Governance and Nominating Committee.

From time to time, the Board may form a new committee or disband a current committee, depending upon the circumstances.

B. Committee Composition and Independence. The Audit, Compensation and Corporate Governance and Nominating Committees shall consist solely of independent directors. In addition, members of the Audit Committee must also satisfy the “financial sophistication” requirement, and at least one member the “financial expert” requirement, called for under SEC and Nasdaq rules and regulations. Committee composition shall conform to the requirements of the SEC, Nasdaq and all other applicable rules and regulations, as they may be amended from time to time.

C. Committee Charters. Each committee shall have and maintain its own written charter, which shall comply with applicable SEC and Nasdaq requirements, if any, and other applicable law, rules and regulations. These charters shall set forth, among other things, the purposes and responsibilities of the committees. The charters of the Audit, Compensation and Corporate Governance and Nominating Committees are available on the Rovi website (www.rovicorp.com), and may be otherwise made available to stockholders, upon written request of a stockholder to the Secretary of the Company, at the address of the Company’s principal executive offices. Appointment of committee members and chairpersons shall be governed by the charter of each committee.

D. Committee Proceedings. The committee chairpersons shall regularly report to the Board on significant matters discussed by the committees. The committees may also occasionally hold meetings in conjunction with the Board. The number, content, frequency, length and agenda of committee meetings and other matters of committee governance may be determined by the applicable committee chair, in consultation with the members of each committee and senior management, in light of (i) the authority delegated by the Board to the committee, (ii) the committee’s charter as approved by the Board and (iii) legal, regulatory, accounting or governance principles applicable to that committee’s function. As time permits or as appropriate, materials related to agenda items will be sent to committee members sufficiently in advance of the meeting to allow the members to prepare for discussion of the items at the meeting.

V. BOARD PROCEDURES

A. Board Meetings. Board meetings may be scheduled in advance, typically once every quarter for a full day. Special meetings may be called as necessary. The meetings are usually held at the Company’s headquarters in Santa Clara, California.

B. Meeting of Non-Employee Directors. Non-employee directors shall regularly meet in executive session, at any otherwise duly called and held meeting of the Board, to the extent necessary or appropriate or as otherwise required under applicable rules.

C. Board Agenda and Materials. The Board and management jointly shall be responsible for each Board meeting agenda, which may be circulated prior to a meeting of the Board with sufficient time to allow for changes and additions thereto prior to such meeting. When appropriate or practical, information and data that is important to the Board’s understanding of business to be discussed at a meeting may be distributed in writing to the Board before the Board meets. Materials on specific subjects may be sent to Board members in advance of the Board meeting to discuss such subjects, so that time may be conserved and discussion time is focused on questions that the Board may have. Certain sensitive subject matters may be

discussed at the meeting without written materials being distributed in advance or at the meeting, as appropriate.

The Company's CEO may propose for the Board's consideration key topics to be scheduled and discussed during the course of the next year, and the Board may offer its suggestions. As a result of this process, a schedule of major discussion items for the following year may be established. The Chairman of the Board or committee chair, as appropriate, may determine the nature and extent of information to be provided to the directors before each scheduled Board or committee meeting. Directors are encouraged to make suggestions for agenda items, or additional pre-meeting materials, to the Chairman of the Board, the CEO or appropriate committee chair at any time.

D. Access to Independent Advisors. The Board (as an entity) and each of its committees may retain independent advisors - financial, legal, accounting or any other advisors as deemed necessary or appropriate – of its choosing, with funding provided by the Company. The Board need not obtain management's consent to retain outside advisors.

E. Access to Information and Employees. Directors shall have full and free access to senior management and any other employees of the Company with or without senior management present. Any meetings or contact that a director wishes to initiate may be arranged through the CEO or Secretary or directly by the director. The Board encourages executive management to schedule senior managers to meet with the Board or its committees or to present material at Board meetings. The Board particularly invites participants who: (a) can provide additional insight into the topics being discussed because of their personal involvement in these areas; or (b) have future potential that management believes should be given exposure to the Board. The Board welcomes the regular attendance at each Board meeting of non-Board member employees who are in senior management positions of the Company.

F. Chair of the Board.

If the Chair of the Board is not also the Chief Executive Officer, the Chair shall perform the following duties in addition to any specified in the Bylaws of the Company:

- Review in advance the agenda for the Board meetings;
- If appropriate, participate as an observer on any of the Board Committees on which he or she is not a member;
- Discuss the results of the Board's performance evaluation of the Chief Executive Officer with the Chair of the Compensation Committee; and
- Convey to the Chief Executive Officer, together with the Chair of the Compensation Committee, the results of the Chief Executive Officer's performance evaluation.

In performing the duties described above, the Chair of the Board is expected to consult with the Chairs of the appropriate Board Committees and solicit their participation in such matters, as the Chair deems appropriate.

VI. EVALUATION

The Board and each committee may conduct self-evaluations of each of their roles and contributions to the Company. This assessment may include the Board's or committee's contribution as a whole and specific areas in which further contribution to the Company could be made. The purpose of any such evaluation should be to increase the effectiveness of the Board and the respective committee, as applicable.

VII. ETHICS AND CONFLICTS OF INTEREST

A. Ethics. The Board is committed to upholding the highest legal and ethical conduct in fulfilling its responsibilities. Rovi has adopted a Code of Personal and Business Conduct and Ethics designed to comply with the laws, rules and regulations that govern the Company's business operations. The Code of Personal and Business Conduct and Ethics applies to all directors, officers and employees of Rovi and its subsidiaries. The Board expects its directors, officers and employees to act ethically at all times and to adhere to the Code of Personal and Business Conduct and Ethics.

B. Conflicts of Interest. To the extent a director becomes involved in activities or interests that may conflict or appear to conflict with the interests of the Company, the director shall disclose such conflict or apparent conflict to the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee, following such disclosure, may determine, as and if appropriate, any action that may be required by the applicable director or the Company. The Company shall strive to have directors recuse themselves, to the extent appropriate, from any discussion or decision affecting their personal, business or professional interests. The Board shall consider and resolve any conflict of interest question involving the CEO and executive officers of the Company; and the CEO shall consider and resolve any conflict of interest issue involving any other officer of the Company; provided, however, that in either case the Audit Committee shall approve all material related-party transactions and any waivers of the Company's Code of Personal and Business Conduct and Ethics for a director or an executive officer of the Company shall be approved in writing by the Board and promptly disclosed in accordance with law.

C. No Loans to Directors and Executive Officers; No Personal Service Contracts. The Compensation Committee shall not cause the Company to make or arrange, directly or indirectly, any extension, renewal or maintenance of credit, in the form of a personal loan to or for any director or executive officer, or to or for the immediate family members thereof. Absent exceptional circumstances, no director (other than employee directors) or family member of a director may provide to the Company personal services for compensation without the prior approval of the Board or its designated Committee.

VIII. REPORTING CONCERNS TO THE AUDIT COMMITTEE OR ETHICS COMPLIANCE OFFICER

Anyone who has a concern about Rovi's (i) financial conduct, (ii) accounting, internal accounting controls or auditing matters or (iii) policies and procedures involving corporate reporting and compliance may communicate that concern directly to the Chairman of the Audit Committee. Anyone who has a concern about Rovi's legal or ethical conduct or about its general oversight regarding corporate policies and procedures involving corporate governance and compliance with significant legal, ethical, and regulatory requirements, may communicate that

concern directly to the Ethics Compliance Officer of the Company or through the Company's Ethics Line (as such terms are defined in the Company's Code of Personal and Business Conduct and Ethics).

The Company's Code of Personal and Business Conduct and Ethics and the Company's Whistle Blower Policy and Procedures for Raising Questions Regarding Accurate Financial and Non-Financial Disclosure prohibit any employee from retaliating or taking any adverse action against anyone for raising or helping to resolve an integrity concern.

IX. COMPENSATION OF BOARD MEMBERS

The Compensation Committee is responsible for reviewing and recommending to the Board appropriate levels of cash and equity compensation for service on the Board.

X. SENIOR MANAGEMENT COMPENSATION, SUCCESSION PLANNING, AND MANAGEMENT DEVELOPMENT

A. Compensation. The Compensation Committee shall review and recommend for the Board's determination, at least annually, the compensation for the CEO and other executive officers of the Company, to assure that they are compensated and motivated effectively in a manner consistent with the Company's business objectives, competitive practices and trends, the requirements of appropriate regulatory bodies, the compensation strategy of the Company, and fiduciary and corporate responsibilities, including internal equity considerations.

B. Succession Planning. Subject to final review and approval by the Board, the Chief Executive Officer shall prepare and distribute to the Compensation Committee of the Board an annual report on succession planning for the CEO and direct reports of the CEO, for the Compensation Committee to facilitate the Board's review of such a succession plan. In addition, the Chief Executive Officer shall prepare, on a continuing basis, a short-term succession plan which delineates a temporary delegation of authority to certain officers of the Company, if all or a portion of the senior officers should unexpectedly become unable to perform their duties. The short-term succession plan shall be in effect until the Board has the opportunity to consider the situation and take action, when necessary. In the event of retirement of the Chief Executive Officer, the Board or a committee thereof composed of independent directors shall evaluate and nominate potential successors.

XI. COMMUNICATION WITH THE BOARD

The Board encourages all forms of information to be provided to the Board and/or its members. Stockholders may send communications to the board of directors or individual members of the board by submitting a letter or letters in a sealed envelope(s) labeled with the name(s) of the desired recipient(s). This letter should be placed in a larger envelope and mailed to the Secretary of the Company, at the address of the Company's principal executive offices. The Secretary will forward the sealed envelope(s) to the designated recipient.