



ROKU, INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

As Amended December 12, 2018

PURPOSE

The primary purpose of the Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Roku, Inc. ("**Roku**") shall be to act on behalf of the Board in fulfilling the Board's oversight responsibilities with respect to Roku's compensation policies, plans and programs, and to review and determine the compensation to be paid to Roku's executive officers and directors. In addition, the Committee shall review and discuss with management Roku's disclosures contained under the caption "Compensation Discussion and Analysis" ("**CD&A**"), when and as required by applicable rules and regulations of the Securities and Exchange Commission (the "**SEC**") for use in any of Roku's annual reports on Form 10-K, registration statements, proxy statements or information statements filed with the SEC and to prepare and review the Committee report on executive compensation included in Roku's annual proxy statement in accordance with applicable rules and regulations of the SEC.

The term "compensation" shall include salary, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements, retirement benefits and other related benefits and benefit plans.

COMPOSITION

The Committee shall consist of at least two (2) members of the Board. All members of the Committee shall satisfy (i) the independence requirements imposed by The Nasdaq Global Select Market ("**Nasdaq**") as applicable to Committee members, when and as required, including any exceptions permitted by these requirements, (ii) any other qualifications determined by the Board or the Nominating and Corporate Governance Committee of the Board, (iii) unless otherwise approved by the Board, the "non-employee director" standard within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") and (iv) any other requirements imposed by applicable law. The members of the Committee shall be appointed by and serve at the discretion of the Board. The Committee's chairperson shall be designated by the Board, or if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee.

MEETINGS AND MINUTES

The Committee shall hold at least two (2) regular meetings per year and additional or special meetings as its members shall deem necessary or appropriate. Minutes of each meeting of the Committee shall be prepared and distributed to each director of Roku and the Secretary of Roku promptly after each meeting. The chairperson of the Committee will report to the Board from time to time, or whenever requested to do so by the Board.



AUTHORITY

The Committee shall have access to all books, records, facilities and personnel of Roku as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder, including human resources personnel preparing the CD&A for inclusion in Roku's filings with the SEC. The Committee shall have the authority to obtain, at the expense of Roku, advice and assistance from internal or external legal, accounting or other advisors and consultants. In addition, the Committee shall have sole authority to retain and terminate any compensation consultant to assist the Committee in the evaluation of director, chief executive officer, executive officer or senior executive compensation, including sole authority to approve such consultant's reasonable fees and other retention terms, all at Roku's expense. The Committee shall also have authority to pay, at the expense of Roku, ordinary administrative expenses (including expenditures for external resources) that the Committee deems necessary or appropriate in carrying out its duties. Except as limited by applicable law, rules and regulations, the Committee shall have authority to require that any of Roku's personnel, counsel, accountants or investment bankers, or any other consultant or advisor to Roku, attend any meeting of the Committee or meet with any member of the Committee or any of its special, outside legal, accounting or other, advisors or consultants.

The Committee may form and delegate authority to subcommittees as appropriate, including, but not limited to, a subcommittee composed of one or more members of the Board or officers of Roku to grant stock awards under Roku's equity incentive plans to persons who are not (then subject to Section 16 of the Exchange Act. Delegation by the Committee to any subcommittee shall not limit or restrict the Committee on any matter so delegated, and, unless the Committee alters or terminates such delegation, any action by the Committee on any matter so delegated shall not limit or restrict future action by such subcommittee on such matters. The operation of the Committee shall be subject to the Bylaws of Roku as in effect from time to time and Section 141 of the Delaware General Corporation Law.

The approval of this Compensation Committee Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

RESPONSIBILITIES

To implement the Committee's purpose, the Committee shall have the following responsibilities. The Committee may supplement and, except as otherwise required by applicable law or the requirements of Nasdaq, deviate from these activities as appropriate under the circumstances:

1. Overall Compensation Strategy. The Committee shall review, modify (as needed) and approve the overall compensation strategy and policies for Roku, including:

- reviewing and approving corporate performance goals and objectives relevant to the compensation of Roku's executive officers and other senior management, as appropriate, which powers shall include the power to exercise discretion to adjust compensation based on such goals and objectives;
- evaluating and approving the compensation plans and programs advisable for Roku, as well as evaluating and approving the modification or termination of existing plans and programs;
- establishing policies with respect to equity compensation arrangements with the objective of



appropriately balancing the perceived value of equity compensation and the dilutive and other costs of that compensation to Roku;

- reviewing compensation practices and trends to assess the adequacy and competitiveness of Roku's executive compensation programs among comparable companies in Roku's industry; however, the Committee shall exercise independent judgment in determining the appropriate levels and types of compensation to be paid;
- reviewing and approving the terms of any employment agreements, severance arrangements, change-of-control protections and any other compensatory arrangements (including, without limitation, perquisites and any other form of compensation) for Roku's executive officers and, as appropriate, other senior management;
- reviewing and approving any compensation arrangement for any executive officer involving any subsidiary, special purpose or similar entity, taking into account the potential for conflicts of interest in such arrangements and whether the arrangement has the potential to benefit Roku;
- approving any loans by Roku to employees;
- reviewing Roku's practices and policies of employee compensation as they relate to risk management and risk-taking incentives, to determine whether such compensation policies and practices are reasonably likely to have a material adverse effect on Roku; and
- evaluating the efficacy of Roku's compensation policy and strategy in achieving expected benefits to Roku and otherwise furthering the Committee's policies.

2. Compensation of Chief Executive Officer. The Committee shall determine and approve the compensation and other terms of employment of the Company's Chief Executive Officer and shall evaluate the Chief Executive Officer's performance in light of relevant corporate performance goals and objectives.

In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee should consider the Company's performance and relative stockholder return, the value of similar incentive awards given to chief executive officers of comparable companies, the awards given to the Company's Chief Executive Officer in past years, and such other criteria as the Committee deems advisable. The Chief Executive Officer may not be present during the voting or deliberations regarding his or her compensation.

3. Compensation of Other Executive Officers. The Committee shall review and approve the recommendations made by the Chief Executive Officer with respect to the compensation and other terms of employment of these executive officers, as appropriate, taking into consideration the person's success in achieving his or her individual performance goals and objectives and the corporate performance goals and objectives deemed relevant to the person by the Committee. The Chief Executive Officer may be present during these deliberations but may not vote.

4. Compensation of Directors. The Committee shall periodically review and recommend to the Board the type and amount of compensation to be paid or awarded to non-employee Board members,



including any consulting, retainer, Board meeting, committee and committee chair fees and stock option grants or other equity awards. The Committee may invite Roku's Chief Executive Officer to be present during these deliberations.

5. *Selection of Compensation Consultants, Independent Legal Counsel and Other Advisors.* The Committee shall have the authority, in its sole discretion, to retain (or obtain the advice of) any, compensation consultant, legal counsel or other advisers (referred to collectively as "advisers") to assist it in the performance of its duties, only after taking into consideration the factors specified in Nasdaq Listing Rule 5605(d)(3) or any successor or other applicable provision. However, nothing in this provision requires that any advisers be independent. The Committee need not conduct this independence assessment with respect to (a) in-house legal counsel; or (b) any adviser whose role is limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors of the Company and that is available generally to all salaried employees; or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the adviser and about which the adviser does not provide advice. The Committee shall have direct responsibility for the appointment, compensation and oversight of the work of any advisers engaged for the purpose of advising the Committee, and such advisers shall report directly, and be accountable, to the Committee. The Committee shall have sole authority to approve the reasonable fees and the other terms and conditions of such engagement, including authority to terminate the engagement. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such adviser retained by the Committee. Nothing in this provision requires the Committee to implement or act consistently with the advice or recommendations of any adviser or affects the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

6. *Administration of Benefit Plans.* The Committee shall have full power and authority to administer Roku's stock option plans, stock appreciation rights plans, pension and profit sharing plans, incentive plans, stock bonus plans, stock purchase plans, bonus plans, deferred compensation plans and sub-plans thereof and similar programs, including the power and authority to establish guidelines, interpret plan documents, select participants, approve grants and awards, approve modifications to awards, and exercise such other power and authority as may be permitted or required under such plans. Notwithstanding the foregoing, the Board shall retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable laws and regulations.

7. *Compensation Discussion and Analysis.* The Committee shall review and discuss with management Roku's disclosures contained under the caption "Compensation Discussion and Analysis" for use in any of Roku's annual reports on Form 10-K, registration statements, proxy statements or information statements and make recommendations to the Board that the CD&A be approved for inclusion in Roku's annual reports on Form 10-K, registration statements, proxy statements or information statements.

8. *Conflict of Interest Disclosure.* The Committee shall review and discuss with management any conflicts of interest raised by the work of a compensation consultant or advisor retained by the Committee or management and how such conflict is being addressed and prepare any necessary disclosure in Roku's annual proxy statement in accordance with applicable SEC rules and regulations.

9. *Committee Report.* The Committee shall prepare and review the Committee report on executive compensation to be included in Roku's annual proxy statement in accordance with applicable SEC rules and regulations.



10. *Committee Self-Assessment.* The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also periodically review and assess the adequacy of this charter and shall recommend any proposed changes to the Board for its consideration.

11. *General Authority.* The Committee shall perform such other functions and have such other powers as may be necessary or appropriate in the discharge of any of the foregoing.