



## ROKU, INC.

### CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

As Amended December 12, 2018

---

#### PURPOSE

The primary purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Roku, Inc. (“**Roku**”), shall be to (i) oversee all aspects of Roku’s corporate governance functions on behalf of the Board; (ii) make recommendations to the Board regarding corporate governance issues; (iii) identify, review and evaluate candidates to serve as directors of Roku consistent with criteria approved by the Board and review and evaluate incumbent directors; (iv) serve as a focal point for communication between such candidates, non-committee directors and Roku’s management; (v) recommend to the Board for selection candidates to the Board to serve as nominees for director for the annual meeting of the shareholders; and (vi) make other recommendations to the Board regarding affairs relating to the directors of Roku.

#### COMPOSITION

The Committee shall consist of at least two members of the Board. No Committee member shall be an employee of the Company and each member shall be free from any relationship that would interfere with the exercise of his or her independent judgment, as determined by the Board, in accordance with the applicable independence requirements of The Nasdaq Global Select Market (“**Nasdaq**”), when and as required by Nasdaq. The members of the Committee and the Committee chairperson 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 will hold at least one regular meeting per year and additional meetings, as the Committee deems appropriate. Minutes of each meeting will be kept and distributed to each member of the Board and the Secretary of Roku promptly after each meeting. The Chairman of the Committee will report to the Board from time to time, or whenever requested to do so by the Board. In addition, the chairperson of the Committee or his or her delegate shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by the Committee.

#### OPERATING PRINCIPLES AND PROCESSES

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

1. **Communication.** Regular and meaningful contact throughout the year with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, is viewed as important for strengthening the



Committee's knowledge of relevant current and prospective corporate governance issues.

2. **Committee Education/Orientation.** Developing with management and participating in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact Roku will enhance the effectiveness of the Committee.
3. **Resources.** The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, as well as sole authority to retain and terminate executive search firms to help identify director candidates. The Committee shall have sole authority to approve fees, costs and other terms of engagement of such outside resources. The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.
4. **Reporting to the Board.** The Committee, through the Committee chairperson, shall report all material activities of the Committee to the Board from time to time, or when requested by the Board.

#### RESPONSIBILITIES

The operation of the Committee will be subject to the provisions of the Bylaws of Roku and Section 141 of the Delaware General Corporation Law, each as in effect from time to time. The approval of this Nominating and Corporate Governance Committee Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein. The Committee will have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee:

1. **Director Nominations.** The Committee has the responsibility of identifying, reviewing and evaluating candidates to serve on the Board consistent with criteria approved by the Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Committee shall also have the primary responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for re-election to the Board, as well as monitoring the size of the Board. The Committee shall also recommend to the Board for selection candidates to the Board to serve as nominees for director for the annual meeting of stockholders. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by Roku's stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority.
2. **Board Assessment.** The Committee shall periodically review, discuss and assess the performance of the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment shall include evaluation of the Board's contribution as a whole and effectiveness in serving the best interests of Roku and its stockholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup, including the re-election of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment, skills and expertise appropriate for



Roku. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the meaning prescribed by Nasdaq. The results of these reviews shall be provided to the Board for further discussion as appropriate.

3. **Board Committee Nominations.** The Committee shall oversee the Board's committee structure and operations, including authority to delegate to the subcommittees and committees reporting to the Board. The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of Nasdaq, the rules and regulations of the Securities and Exchange Commission and applicable law, shall recommend to the entire Board annually the chairmanship and membership of each committee.
4. **Continuing Education.** The Committee shall consider instituting a plan or program for the continuing education of directors.
5. **Procedures for Information Dissemination.** The Committee shall oversee and periodically review the processes and procedures used by Roku to provide information to the Board and its committees. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.
6. **Management Succession.** The Committee shall periodically review with the Chief Executive Officer the plans for succession to the offices of Roku's executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.
7. **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, including the Committee's role and responsibilities as outlined in this Charter, and shall recommend any proposed changes to the Board for its consideration.