



Effective Date: May 2017

INFORMATION SECURITY RISK COMMITTEE CHARTER CARBONITE, INC. BOARD OF DIRECTORS

PURPOSE AND SCOPE

This charter establishes the Information Security Risk Committee (the “Committee”) for Carbonite, Inc. and its subsidiaries (collectively “Carbonite”). The Committee functions as an independent oversight body operating under Carbonite’s Board of Directors (“Board”). Its purpose is to: (1) oversee the implementation of Carbonite’s information security strategy; (2) monitor compliance with Carbonite’s information security policies and procedures; and (3) evaluate enterprise-level risks arising from information security threats. Issues within the Committee’s scope currently include compliance with all relevant U.S. and European Union laws governing data privacy, data security, and other related topics, as well as any enterprise-level information security risks (“Information Security Threats”). The Committee may exercise any powers and responsibilities delegated to it by the Board in a manner consistent with Carbonite’s bylaws and certificate of incorporation.

While the Committee has the authority, powers, and responsibilities set forth in this Charter, it is not the duty of the Committee to: (i) set IT strategy for the Company; (ii) monitor the daily operation of the Company’s IT activities; or (iii) be responsible for the day-to-day operation of the IT operations. These are the responsibilities of the Company’s management and the appropriate IT support organizations.

STRUCTURE AND ORGANIZATION

- 1. Appointment.** The Committee shall be comprised of at least three (3) members of the Board. Each member shall be appointed by the Board, and shall serve until they resign from the Committee or are removed by the Board. The Board may remove Committee members at any time, with or without cause.
- 2. Qualification.** Each member of the Committee shall be an “independent director” as defined in the applicable NASDAQ Stock Exchange Rules (“NASDAQ Rules”), except as otherwise permitted by the same. Only those members of the Board that qualify as independent directors for NASDAQ purposes may nominate, recommend, or select Committee members.
- 3. Officers.** The Board shall designate a Chairperson for the Committee (the “Chair”). The Chair (or a Committee member designed by the Chair in his or her absence) shall determine the agenda for, and preside at, each Committee meeting.
- 4. Meetings.** The Committee shall meet quarterly during each fiscal year and at other times designated by the Chair or by a majority of its members. The Committee shall have the authority to establish rules and procedures for noticing and conducting its meetings that

are consistent with Carbonite's bylaws. The Committee may also take action by unanimous written consent (including via electronic mail) when the Chair deems it necessary or appropriate.

- 5. Other Resources.** The Committee may, at its discretion, invite other Board members, members of Carbonite's management, outside legal counsel, and other persons to its meetings if it believes that their presence is either necessary or desirable. The Committee may also call upon Carbonite's General Counsel and members of the Carbonite Security Council to provide briefings and/or guidance that would assist in its deliberations.
- 6. External Advisors.** The Committee may retain independent legal counsel, experts, and other advisors that it deems necessary to perform the duties and responsibilities enumerated in this Charter or delegated by the Board. Carbonite shall provide appropriate resources to compensate independent persons retained the Committee and to support the Committee's ordinary administrative expenses.
- 7. Delegation of Duties.** The Committee may delegate any of its responsibilities to one or more subcommittees (including subcommittees consisting of a single member) provided it does so in a manner consistent with this Charter, Carbonite's Bylaws, the NASDAQ Rules, and the rules of any other exchange where Carbonite's securities trade.

DUTIES AND RESPONSIBILITIES

- 1. Threat Identification and Mitigation.** The Committee shall: (1) monitor the frequency, intensity, and severity of cyber-attacks, data thefts, hacking, security breaches and other similar enterprise-level events; (2) evaluate the adequacy of Carbonite's existing information security policies and programs; and (3) review strategies designed to manage and mitigate these risks in light of evolving global and industry conditions.
- 2. Policies and Procedures.** The Committee shall oversee the development, implementation and maintenance of an information security program and associated training programs and will review the information security program at least annually. It will approve Carbonite's information security strategy, including any associated policies and procedures developed or proposed by the General Counsel and Security Council. Notable examples include:
 - Policies and procedures for responding to Information Security Threats from external actors, including those involving foreign governments, state-sponsored hacking syndicates, and criminal organizations;
 - Policies and procedures for identifying and mitigating information security risks arising from transactions with vendors, suppliers, and other third parties (including trusted parties, where applicable).
- 3. Periodic Reporting.** The Committee shall report periodically to the Board on matters within the scope of the Committee, as well as any special issues that merit attention of the Board.

- 4. Risk Assessments.** The Committee shall oversee the Security Council’s comprehensive risk assessment of Carbonite’s information security strategy on an annual basis, as well as after any significant change in the company’s business, operations, or structure.
- 5. Internal Investigations.** The Committee has the authority to conduct internal investigations, interview Carbonite personnel, and obtain any information necessary to fulfill its responsibilities, either independently or with the assistance of outside legal counsel. The Committee may require any Carbonite officer or employee to meet with its members and/or any external legal counsel engaged by the Committee in connection with such investigations.
- 6. Crisis Management.** The Committee shall oversee development and implementation of incident response plans to respond to Information Security Threats. Its members may also oversee or, request reports from, the Security Council’s annual “table top” mock incident drills to help evaluate existing response procedures and improve Carbonite’s capacity for crisis management.

CHARTER AMENDMENTS

The Committee shall meet at the end of each fiscal year to review this Charter, assess its adequacy, and propose revisions. All amendments to this Charter must be approved by the Board before taking effect.

ADDITIONAL INFORMATION

Please contact the General Counsel at legal@carbonite.com for more information regarding the Committee and Carbonite’s information security compliance programs.