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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. \_\_)**

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Filed by the Registrant       Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**iRobot Corporation**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
  - Fee paid previously with preliminary materials
  - Fee computed on table in exhibit required by Item 25(b) per Securities Exchange Act of 1934 Rules 14a-6(i)(1) and 0-11
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April 9, 2024

**Dear Fellow Stockholder,**

You are cordially invited to attend the annual meeting of stockholders of iRobot Corporation, a Delaware corporation (the "Company" or "iRobot"), to be held on Thursday, May 23, 2024, at 8:30 a.m., Eastern Time. The annual meeting will again be held entirely online this year. You will be able to attend and participate in the annual meeting online by visiting [www.virtualshareholdermeeting.com/IRBT2024](http://www.virtualshareholdermeeting.com/IRBT2024), where you will be able to vote electronically and submit questions. Given the virtual format, there is no opportunity to attend this annual meeting in person. You will need the 16-digit control number included on your Notice of Internet Availability or your proxy card (if you received a printed copy of the proxy materials) to attend the annual meeting.



At this annual meeting, you will be asked to (1) elect one (1) Class I director, to serve for a three-year term; (2) ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the current fiscal year; (3) approve amendments to our amended and restated certificate of incorporation ("Existing Certificate") to eliminate supermajority voting requirements; (4) approve amendments to our Existing Certificate to declassify the board of directors; (5) approve amendments to our Existing Certificate to eliminate the prohibition on stockholders' ability to call a special meeting; (6) approve amendments to our Existing Certificate to limit the liability of certain officers of the Company in certain circumstances as permitted by recent amendments to the Delaware General Corporation Law; (7) approve an amendment to the iRobot Corporation 2018 Stock Option and Incentive Plan, as amended (the "2018 Plan"), to increase the maximum number of shares reserved and issuable under the 2018 Plan; and (8) approve, on a non-binding, advisory basis, the compensation of our named executive officers as disclosed in this Proxy Statement.

The board of directors unanimously recommends that you vote FOR election of the director nominee, FOR ratification of appointment of our independent registered public accounting firm, FOR approval of amendments to our Existing Certificate to eliminate supermajority voting requirements, FOR approval of amendments to our Existing Certificate to declassify the board of directors, FOR approval of amendments to our Existing Certificate to eliminate the prohibition on stockholders' ability to call a special meeting, FOR approval of amendments to our Existing Certificate to limit the liability of certain officers of the Company in certain circumstances as permitted by recent amendments to the Delaware General Corporation Law; FOR approval of an amendment to the 2018 Plan to increase the maximum number of shares reserved and issuable under the 2018 Plan, and FOR approval, on a non-binding, advisory basis, of the compensation of our named executive officers as disclosed in the accompanying Proxy Statement. Details regarding the matters to be acted upon at this annual meeting appear in the accompanying Proxy Statement. Please give the accompanying materials your careful attention.

**Whether or not you plan to attend the annual meeting online, we urge you to vote on the business to come before this annual meeting so that your shares will be represented at the annual meeting. If you attend the annual meeting online, you may vote during the meeting electronically even if you have previously returned a proxy. Your prompt cooperation will be greatly appreciated.**

**BECAUSE APPROVAL OF PROPOSALS 3, 4, AND 5 REQUIRES THE AFFIRMATIVE VOTE OF AT LEAST 75% OF THE OUTSTANDING SHARES OF OUR CAPITAL STOCK, YOUR VOTE WILL BE ESPECIALLY IMPORTANT AT THIS YEAR'S ANNUAL MEETING.**

Thank you for your continued support, interest and investment in iRobot.

Sincerely,

/s/ Glen D. Weinstein

Glen D. Weinstein

Interim Chief Executive Officer

April 9, 2024

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## CORPORATE GOVERNANCE AND EXECUTIVE COMPENSATION HIGHLIGHTS

iRobot has long maintained a strong commitment to adopting and maintaining best practices in our corporate governance activities and policies, which informs overall board engagement, board composition and executive compensation matters. During the pendency of our now terminated proposed acquisition by Amazon.com, Inc. ("Amazon"), we paused our continuous efforts to amend our amended and restated certificate of incorporation to include additional shareholder-friendly provisions. The pendency of the merger also altered some of our long-standing practices with regard to executive compensation. With the termination of the merger agreement, we again seek approval for corporate governance improvements and, we have, resumed executive compensation practices focused on aligning pay and performance.

### 2024 Annual Meeting Proposals

iRobot's 2024 annual meeting of stockholders ("Annual Meeting") will be held virtually on May 23, 2024 at 8:30 a.m. ET. At the Annual Meeting, the Company's stockholders will vote to (1) elect one (1) Class I director to serve for a three-year term; (2) ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the current fiscal year; (3) approve amendments to our amended and restated certificate of incorporation ("Existing Certificate") to eliminate supermajority voting requirements; (4) approve amendments to our Existing Certificate to declassify the board of directors; (5) approve amendments to our Existing Certificate to eliminate the prohibition on stockholders' ability to call a special meeting; (6) approve amendments to our Existing Certificate to limit the liability of certain officers in certain circumstances as permitted by recent amendments to the Delaware General Corporation Law; (7) approve an amendment to the iRobot Corporation 2018 Stock Option and Incentive Plan, as amended (the "2018 Plan"), to increase the maximum number of shares reserved and issuable under the 2018 Plan; and (8) approve, on a non-binding, advisory basis, the compensation of our named executive officers.

In August 2022, iRobot entered into an agreement and plan of merger (as amended, the "Merger Agreement") with Amazon, which was ultimately terminated by mutual agreement of the parties in January 2024. In light of the pending acquisition of iRobot by Amazon at the time of the 2023 annual meeting of stockholders, our board of directors decided not to submit several long-standing corporate governance proposals relating to eliminating supermajority voting requirements, declassifying our board of directors and eliminating the prohibition on stockholders' ability to call a special meeting (i.e., Proposals 3, 4 and 5) that we have submitted to stockholders in the past. Although we did not achieve the requisite threshold of stockholder support for the aforementioned corporate governance proposals at the 2022 annual meeting of stockholders, we are undaunted in our efforts to enhance our corporate governance practices and respond to expressed interests of our stockholders. Our board has again carefully considered the advantages and disadvantages of each of these proposals this year and determined that the merits of these proposals outweigh their disadvantages. Accordingly, the board of directors has again submitted these proposals to our stockholders for approval.

### Notable Corporate Governance Practices and Policies

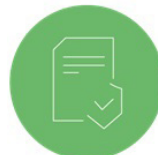
As you review the details of the proposals, including the election of one (1) Class I director, within the accompanying Proxy Statement, we ask stockholders to keep in mind the Company's successful implementation of a range of what we believe are stockholder-friendly practices and policies that include:



PROXY ACCESS



MAJORITY VOTING FOR DIRECTORS



DIRECTOR STOCK OWNERSHIP GUIDELINES



NOTICE & ACCESS



INDEPENDENT DIRECTORS MEET WITHOUT MANAGEMENT PRESENT



DIRECTOR SELF-EVALUATION PROGRAM



CODE OF BUSINESS CONDUCT & ETHICS FOR DIRECTORS, OFFICERS AND EMPLOYEES

## Board Composition

The composition of the iRobot board of directors did not change in 2023, except that Deborah Ellinger resigned, effective June 30, 2023. As part of our efforts to ensure that the board's skills, talents and experience align well with iRobot's strategic goals, we continuously evaluate each board member and the effectiveness of the board as a whole. Each independent director on our board brings considerable experience, domain expertise, complementary skills and relevant insights in the areas that are critical to the Company's strategic direction and long-term success. Additionally, our board is strengthened by its diversity whether it be the industry expertise, gender, geographic residency or ethnicity of its members. Please see pages 7-14 of the Proxy Statement for additional information about each director serving on our board, including the Class I director nominee for this Annual Meeting.

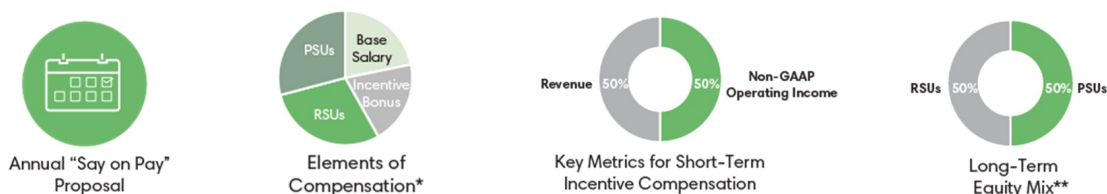
## Director Facts and Figures<sup>1</sup>



## Executive Compensation

Our executive compensation program for 2023 was limited by the operating covenants contained in the Merger Agreement. Prior to entering into the Merger Agreement with Amazon, the long-term incentive component of our executive compensation plan has reflected a 50/50 mix of performance-based restricted stock units ("PSUs") and time-based restricted stock units ("RSUs") since 2017, except that for 2021 and 2022 the long-term incentive component of our CEO's compensation plan has reflected a 60/40 mix of PSUs and RSUs. Starting in 2022, PSUs are eligible to be earned based on our relative total shareholder return ("rTSR") over one, two, and three-year periods. Pursuant to the operating covenants contained in the Merger Agreement, we were not permitted to grant PSUs in 2023. As a result, our long-term incentive plan for 2023 consisted of solely of RSUs.

In addition to our long-term incentive plan, we also maintain an annual bonus plan. The 2023 annual bonus plan was based 50% on revenue and 50% on non-GAAP operating income. As detailed on pages 36-38 of the Proxy Statement, consistent with our pay for performance compensation philosophy, no annual bonuses were paid to our named executive officers for 2023 as we did not achieve the threshold performance levels for revenue and non-GAAP operating income. This is the third consecutive year where we did not pay any annual bonuses to our named executive officers. The following represent key, typical elements of our executive compensation practices prior to the adjustments to our long-term incentive plan that were required during 2023 based on the operating covenants under the Merger Agreement with Amazon:



<sup>1</sup> Colin Angle is a Class I director and not standing for re-election at the annual meeting, and as a result, his term as director will end at the annual meeting.

- \* *Representative mix of compensation prior to the operating covenants in effect during fiscal 2023 under the Merger Agreement. For additional information, please see page 36 of this Proxy Statement.*
- \*\* *Representative mix of historical long-term incentive compensation for all executive officers except the CEO, whose long-term equity awards are typically 40% in the form of RSUs and 60% in the form of PSUs. However, the Merger Agreement permitted us to grant only RSUs (and not PSUs) during the pendency of the Merger Agreement and therefore 100% of our long-term equity awards in fiscal year 2023 were granted in the form of RSUs. For additional information, please see page 38 of this Proxy Statement.*

**Why Your Vote Matters**

We believe that it is important for all stockholders to have their shares represented at the annual meeting. Regardless of how many shares you own or whether you plan to attend the virtual Annual Meeting, we urge all stockholders to vote their shares. Accordingly, we ask that you please give the information presented in the accompanying materials your careful attention in order to be as informed as possible regarding proposals on which you will be voting. We appreciate your cooperation and support.

# iROBOT CORPORATION

## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS To Be Held on May 23, 2024

To the Stockholders of iRobot Corporation:

The annual meeting of stockholders of iRobot Corporation, a Delaware corporation (the "Company"), will be held on Thursday, May 23, 2024, at 8:30 a.m., Eastern Time. The annual meeting will be held entirely online this year. The annual meeting is being held for the following purposes:

1. To elect one (1) Class I director, nominated by the board of directors, to serve for a three-year term, and until her successor has been duly elected and qualified or until her earlier death, resignation or removal;
2. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the current fiscal year;
3. To approve amendments to our amended and restated certificate of incorporation ("Existing Certificate") to eliminate supermajority voting requirements;
4. To approve amendments to our Existing Certificate to declassify the board of directors;
5. To approve amendments to our Existing Certificate to eliminate the prohibition on stockholders' ability to call a special meeting;
6. To approve amendments to our Existing Certificate to limit the liability of certain officers in certain circumstances as permitted by recent amendments to the Delaware General Corporation Law;
7. To approve an amendment to the iRobot Corporation 2018 Stock Option and Incentive Plan, as amended (the "2018 Plan"), to increase the maximum number of shares reserved and issuable under the 2018 Plan;
8. To hold a non-binding, advisory vote on the approval of the compensation of our named executive officers as disclosed in this Proxy Statement; and
9. To transact such other business as may properly come before the annual meeting and at any adjournments or postponements thereof.

Proposal 1 relates solely to the election of one (1) Class I director nominated by the board of directors and does not include any other matters relating to the election of directors. Only stockholders of record at the close of business on March 28, 2024 (the "Record Date") are entitled to notice of and to vote at the annual meeting and at any adjournment or postponement thereof.

We are mailing our stockholders a Notice of Internet Availability of Proxy Materials (the "Notice"), instead of a paper copy of our Proxy Statement and our Annual Report to Stockholders for the fiscal year ended December 30, 2023 (the "2023 Annual Report"). Stockholders who have requested a paper copy of our proxy materials will continue to receive them by mail. The Notice contains instructions on how to access those documents over the Internet and how to request a paper copy of our Proxy Statement, the 2023 Annual Report, and a form of proxy card or voting instruction card.

All stockholders are cordially invited to attend the annual meeting online. To assure your representation at the annual meeting, we urge you, regardless of whether you plan to attend the annual meeting online, to sign, date and return the proxy card (if you received printed proxy materials) or to vote over the telephone or on the Internet as instructed in these proxy materials so that your shares will be represented at the annual meeting. If your shares are held in "street name," that is, held for your account by a broker or other nominee, you will receive instructions from the holder of record that you must follow for your shares to be voted.

To be admitted to the annual meeting at [www.virtualshareholdermeeting.com/IRBT2024](http://www.virtualshareholdermeeting.com/IRBT2024), you must enter the 16-digit control number included on your Notice or your proxy card (if you received a printed copy of the proxy materials) to attend the annual meeting. We encourage you to access the annual meeting before it begins. Online check-in to access the meeting will start shortly before the meeting on May 23, 2024. If you attend the annual meeting at [www.virtualshareholdermeeting.com/IRBT2024](http://www.virtualshareholdermeeting.com/IRBT2024) you may vote electronically during the meeting even if you have previously returned a proxy. Stockholders will also have the opportunity to submit questions prior to the annual meeting at [www.proxyvote.com](http://www.proxyvote.com) by logging on with your control number or during the annual meeting through [www.virtualshareholdermeeting.com/IRBT2024](http://www.virtualshareholdermeeting.com/IRBT2024). A technical support telephone number will be posted on the log-in page of [www.virtualshareholdermeeting.com/IRBT2024](http://www.virtualshareholdermeeting.com/IRBT2024) that you can call if you encounter any difficulties accessing the virtual meeting during the check-in or during the meeting.

In closing, we urge all stockholders to vote their shares TODAY using the proxy card (if you received printed proxy materials) or vote online or by telephone, as instructed, regardless of how many shares you own or whether you plan to attend the meeting online. We appreciate your cooperation and support in making sure your shares are represented.

**Important Notice Regarding the Internet Availability of Proxy Materials  
for the Stockholder Meeting to Be Held on May 23, 2024**

This Notice of 2024 Annual Meeting, Proxy Statement, and 2023 Annual Report are available for viewing, printing and downloading at [www.proxyvote.com](http://www.proxyvote.com).

By order of the Board of Directors,  
/s/ Tonya Drake  
TONYA DRAKE  
Executive Vice President,  
General Counsel and Secretary  
Bedford, Massachusetts  
April 9, 2024

**REGARDLESS OF WHETHER YOU EXPECT TO ATTEND THE ANNUAL MEETING ONLINE, PLEASE VOTE BY TELEPHONE, OVER THE INTERNET, OR BY SIGNING, DATING AND RETURNING THE PROXY CARD IN THE POSTAGE-PAID ENVELOPE PROVIDED (IF YOU RECEIVED PRINTED PROXY MATERIALS) IN ORDER TO ENSURE REPRESENTATION OF YOUR SHARES.**



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**iROBOT CORPORATION**  
**PROXY STATEMENT**  
**For the Annual Meeting of Stockholders**  
**To Be Held on May 23, 2024**

**April 9, 2024**

This Proxy Statement and related materials have been made available to you on the Internet, or have been delivered to you by mail at your request, on behalf of the board of directors of iRobot Corporation, a Delaware corporation (the “Company” or “iRobot”), for use at the annual meeting of stockholders to be held on Thursday, May 23, 2024, at 8:30 a.m., Eastern Time. The annual meeting will be held entirely online this year. Additional details regarding attending the virtual annual meeting and voting at the meeting are provided below.

**Important Notice Regarding the Internet Availability of Proxy Materials for  
the Annual Meeting of Stockholders to be Held on May 23, 2024**

We have elected to provide access to our proxy materials over the Internet under the Securities and Exchange Commission’s (“SEC”) “notice and access” rules, which we believe produces cost savings associated with reduced printing and postage expenses as well as promotes a positive environmental impact tied to lower quantities of materials that will be produced and delivered to stockholders. On or about April 9, 2024, we mailed to our stockholders a Notice of Internet Availability containing instructions on how to access our proxy materials, including our Proxy Statement and our 2023 Annual Report. We believe that providing our proxy materials over the Internet expedites stockholders’ receipt of proxy materials, lowers costs and reduces the environmental impact of our annual stockholder meeting. As a stockholder of the Company, you are invited to participate in the virtual annual meeting, and are entitled and requested to vote on the proposals described in this Proxy Statement. The Notice of Internet Availability instructs you on how to submit your proxy or voting instructions through the Internet. If you would like to receive a paper copy of our proxy materials, the Notice of Internet Availability instructs you on how to request a paper copy of our proxy materials, including a proxy card or voting instruction form that includes instructions on how to submit your proxy or voting instructions by mail or telephone.

This Proxy Statement and our 2023 Annual Report to stockholders are available for viewing, printing and downloading at [www.proxyvote.com](http://www.proxyvote.com). A copy of our Annual Report on Form 10-K for the fiscal year ended December 30, 2023, as filed with the SEC on February 27, 2024, will be furnished without charge to any stockholder upon written request to iRobot Corporation, 8 Crosby Drive, Bedford, Massachusetts 01730, Attention: Investor Relations. This Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended December 30, 2023 are also available on the SEC’s website at [www.sec.gov](http://www.sec.gov).

The purposes of the annual meeting are to elect one Class I director to serve for a three-year term, to ratify the appointment of the Company’s independent registered public accounting firm, to approve four amendments to our existing amended and restated certificate of incorporation (“Existing Certificate”) to (i) eliminate supermajority voting requirements, (ii) declassify our board of directors, (iii) eliminate the prohibition on stockholders’ ability to call a special meeting, and (iv) limit the liability of certain officers in certain circumstances as permitted by recent amendments to the Delaware General Corporation Law, to approve an amendment to the 2018 Plan to increase the maximum number of shares reserved and issuable under the 2018 Plan, and to hold a non-binding, advisory vote on the compensation of our named executive officers as disclosed in this Proxy Statement. Only stockholders of record at the close of business on March 28, 2024, will be entitled to receive notice of and to vote at the annual meeting. As of March 28, 2024, 28,757,254 shares of common stock, \$0.01 par value per share, of the Company were issued and outstanding. The holders of common stock are entitled to one vote per share on any proposal presented at the annual meeting.

Stockholders may vote electronically during the online meeting or by proxy. Even if you have previously voted by proxy, you may change your votes and vote again electronically if you attend the annual meeting online. Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before it is voted. Proxies may be revoked by (i) filing a written notice of revocation bearing a later date than the proxy with the Secretary of the Company, (ii) duly completing a later-dated proxy relating to the same shares, or (iii) attending the annual meeting online and voting during the meeting electronically (although attendance at the annual meeting online will not in and of itself constitute a revocation of a proxy). Any written notice of revocation or subsequent proxy should be sent so as to be delivered to iRobot Corporation, 8 Crosby Drive, Bedford, Massachusetts 01730, Attention: Secretary, before the taking of the vote at the annual meeting.

The representation at the virtual annual meeting or by proxy of a majority of the outstanding shares of common stock entitled to vote at the annual meeting is necessary to constitute a quorum for the transaction of business. Votes withheld from any nominee, abstentions and broker “non-votes” are counted as present or represented for purposes of determining the presence or absence of a quorum for the annual meeting. A broker “non-vote” occurs when a nominee holding shares for a beneficial owner votes on one proposal but does not vote on another proposal because, with respect

to such other proposal, the nominee does not have discretionary voting power and has not received instructions from the beneficial owner. Broker “non-votes” are not considered voted for the particular matter. If you hold your shares in “street-name” through a broker or other nominee, if the nominee does not have discretionary voting power and absent voting instructions from you, your shares will not be counted as voting. Under the rules that govern brokers holding shares for their customers, brokers who do not receive voting instructions from their customers have the discretion to vote uninstructed shares on routine matters, but do not have discretion to vote such uninstructed shares on non-routine matters. Proposal 2 is considered to be a “routine” matter. Accordingly, if you beneficially own your shares and do not provide voting instructions, your broker, bank or other agent has discretionary authority to vote your shares on Proposal 2.

For Proposal 1, our by-laws require that each director be elected by the affirmative vote of holders of a majority of the votes cast by holders of shares present, online or represented by proxy, and entitled to vote on the matter. Abstentions and broker non-votes, if any, will not be counted as voting with respect to the election of the directors and, therefore, will not have an effect on the election of the Class I director.

For Proposal 2, the ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the current fiscal year, Proposal 7, the vote to approve the amendment to the 2018 Plan to increase the maximum number of shares reserved and issuable under the 2018 Plan, and Proposal 8, the non-binding, advisory vote on the compensation of our named executive officers as disclosed in this Proxy Statement, an affirmative vote of holders of a majority of the votes cast by holders of shares present, online or represented by proxy, and entitled to vote on each such matter is required for approval. Abstentions and broker non-votes, if any, are not considered votes cast for Proposals 2, 7 and 8, and therefore, will not have any effect on the outcome of such Proposals.

For each of Proposals 3, 4 and 5, an affirmative vote of not less than 75% of the outstanding shares entitled to vote as of the Record Date is required for approval of each such Proposal. Abstentions and broker non-votes, if any, will have the same effect of a vote against such Proposals.

For Proposal 6, the affirmative vote of holders of a majority of the shares of our capital stock outstanding and entitled to vote as of the Record Date is required for approval of such Proposal. Abstentions and broker non-votes, if any, will have the effect of a vote against such Proposal.

All properly executed proxies returned in time to be counted at the annual meeting will be voted by the named proxies at the annual meeting. Where a choice has been specified on the proxy with respect to the foregoing matters, the shares represented by the proxy will be voted in accordance with the specifications. If you return a validly executed proxy without indicating how your shares should be voted on a matter, your proxies will be voted FOR election of the director nominee, FOR ratification of the appointment of our independent registered public accounting firm, FOR each of Proposals 3, 4, 5, and 6 (the “Charter Amendments”), FOR approval of the amendment to the 2018 Plan to increase the maximum number of shares reserved and issuable under the 2018 Plan, and FOR the approval, on a non-binding, advisory basis, of the compensation of our named executive officers as disclosed in this Proxy Statement.

Aside from the election of one director, the ratification of the appointment of the independent registered public accounting firm, the vote on the proposed Charter Amendments, the vote on the amendment to the 2018 Plan to increase the maximum number of shares reserved and issuable under the 2018 Plan, and the non-binding advisory vote on the compensation of our named executive officers as disclosed in this Proxy Statement, the board of directors knows of no other matters to be presented at the annual meeting. If any other matter should be presented at the annual meeting upon which a vote properly may be taken, shares represented by all proxy cards received by the board of directors will be voted with respect thereto at the discretion of the persons named as proxies.

It is important that your shares be voted regardless of whether you attend the online meeting. Please follow the voting instructions on the Notice of Internet Availability of Proxy Materials that you received. If you received a proxy card or voting instruction form, please complete the proxy card or voting instruction form promptly. If your shares are held in a bank or brokerage account, you may be eligible to vote electronically or by telephone – please refer to your voting instruction form. If you attend the meeting online, you may vote electronically during the meeting even if you have previously returned your vote in accordance with the foregoing. We appreciate your cooperation.

### **Important Information about How to Vote**

All stockholders may vote their shares over the Internet, by telephone or during the annual meeting by going to [www.virtualshareholdermeeting.com/IRBT2024](http://www.virtualshareholdermeeting.com/IRBT2024). If you requested and/or received a printed version of the proxy card, you may also vote by mail.

- **By Internet (before the Annual Meeting).** You may vote at [www.proxyvote.com](http://www.proxyvote.com), 24 hours a day, seven days a week. You will need the 16-digit control number included in your Notice of Internet

Availability or your proxy card (if you received a printed copy of the proxy materials). Votes submitted through the Internet must be received by 11:59 p.m. Eastern Time on May 22, 2024.

- **By Telephone.** You may vote using a touch-tone telephone by calling 1-800-690-6903, 24 hours a day, seven days a week. You will need the 16-digit control number included on your Notice of Internet Availability or your proxy card (if you received a printed copy of the proxy materials). Votes submitted by telephone must be received by 11:59 p.m. Eastern Time on May 22, 2024.
- **By Mail.** If you received printed proxy materials, you may submit your vote by completing, signing and dating each proxy card received and returning it promptly in the prepaid envelope we have provided or returning it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. Sign your name exactly as it appears on the proxy card. Proxy cards submitted by mail must be received no later than by May 22, 2024 to be voted at the annual meeting.
- **During the Annual Meeting.** You may vote during the annual meeting by going to [www.virtualshareholdermeeting.com/IRBT2024](http://www.virtualshareholdermeeting.com/IRBT2024). You will need the 16-digit control number included on your Notice of Internet Availability or your proxy card (if you received a printed copy of the proxy materials). If you previously voted via the Internet (or by telephone or mail), you will not limit your right to vote online at the annual meeting.

If you vote via the Internet or by telephone, your electronic vote authorizes the named proxies in the same manner as if you signed, dated and returned your proxy card. If you vote via the Internet or by telephone, do not return your proxy card.

### Participation in the Virtual Annual Meeting

Our 2024 Annual Meeting will be a completely virtual meeting. There is no physical meeting location.

To participate in the virtual meeting, visit [www.virtualshareholdermeeting.com/IRBT2024](http://www.virtualshareholdermeeting.com/IRBT2024) and enter the 16-digit control number included on your Notice of Internet Availability or your proxy card (if you received a printed copy of the proxy materials). You may begin to log into the meeting platform beginning at 8:15 a.m. Eastern Time on May 23, 2024. The meeting will begin promptly at 8:30 a.m. Eastern Time on May 23, 2024.

Stockholders will also have the opportunity to submit questions prior to the annual meeting at [www.proxyvote.com](http://www.proxyvote.com) by logging on with your control number or during the annual meeting through [www.virtualshareholdermeeting.com/IRBT2024](http://www.virtualshareholdermeeting.com/IRBT2024) by typing your question in the "Ask a Question" field and clicking "Submit." Questions pertinent to meeting matters will be read and answered during the annual meeting, subject to time constraints. A technical support telephone number will be posted on the log-in page of [www.virtualshareholdermeeting.com/IRBT2024](http://www.virtualshareholdermeeting.com/IRBT2024) that you can call if you encounter any difficulties accessing the virtual meeting during the check-in or during the meeting.

## **PROPOSAL 1** **ELECTION OF DIRECTORS**

### **Nominee**

Our board of directors currently consists of seven members. Our Existing Certificate currently divides the board of directors into three classes. One class is elected each year for a term of three years. The board of directors, upon the recommendation of the nominating and corporate governance committee, has nominated Eva Manolis and recommended that she be elected to the board of directors as a Class I director, to hold office until the annual meeting of stockholders to be held in the year 2027 or until her successor has been duly elected and qualified or until her earlier death, resignation or removal. Ms. Manolis has consented to being named in this Proxy Statement and has agreed to serve if elected. The board of directors is also composed of (i) two Class II directors (Mohamad Ali and Dr. Ruey-Bin Kao) whose terms are currently set to expire upon the election and qualification of directors at the annual meeting of stockholders to be held in 2025, and (ii) three Class III directors (Andrew Miller, Karen Golz and Michelle Stacy) whose terms are currently set to expire upon the election and qualification of directors at the annual meeting of stockholders to be held in 2026. Colin Angle is a Class I director and not standing for re-election at the annual meeting, and as a result, his term as director will end at the annual meeting.

The board of directors knows of no reason why the nominee named in this Proxy Statement would be unable or for good cause will not serve, but if the nominee should for any reason be unable to serve or for good cause will not serve, the board of directors reserves the right to nominate a substitute nominee for election prior to the annual meeting, in which case the Company will file an amendment to this Proxy Statement disclosing the identity of such substitute nominee and related information and the proxies will be voted for such substitute nominee. Unless otherwise instructed, the proxy holders will vote the proxies received by them for the nominee named below.

### **Recommendation of the Board:**

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” ELECTION OF THE NOMINEE LISTED BELOW.**


The following table sets forth our nominee to be elected at the annual meeting and continuing directors, the positions currently held by each nominee and director, the year each nominee's or director's current term is currently set to expire and each nominee's and director's current class:

Nominee's or Director's Name	Position(s) with the Company	Year Current Term Will Expire	Current Class of Director
<b><u>Nominee for Class I Director:</u></b>			
Eva Manolis	Director	2024	I
<b><u>Continuing Directors:</u></b>			
Mohamad Ali	Director	2025	II
Dr. Ruey-Bin Kao	Director	2025	II
Karen Golz	Director	2026	III
Andrew Miller	Director, Chairman of the Board	2026	III
Michelle Stacy	Director	2026	III


## Specific Qualifications, Skills and Experience Required of the Board

The nominating and corporate governance committee believes that certain qualifications, skills and experience should be represented on the board, as described below, although not every member of the board must possess all such qualifications, skills and experience to be considered capable of making valuable contributions to the board.


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 **PUBLIC CO. LEADERSHIP**  
Our business is complex and evolving rapidly. Our leadership is comprised of individuals who have helped lead public companies or operating business units of significant size and have proven leadership experience in developing and advancing a vision and making executive-level decisions.


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 **PUBLIC CO. BOARD EXPERIENCE**  
We look for directors who have proven public company board experience, and who have demonstrated a steady hand in representing stockholders' interests.


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 **FINANCE AND CAPITAL MANAGEMENT**  
Our business and financial model is complex and global in scope. Individuals with financial expertise are able to identify and understand the issues associated with our business and take an analytical approach to capital allocation decisions.


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 **GLOBAL OPERATING EXPERIENCE**  
We are a global company, with approximately 53% of our revenue coming from the Americas, 27% from EMEA and 20% from the Asia-Pacific region in 2023. Global experience enhances understanding of the complexities and issues associated with running a global business and the challenges we face.

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 **GLOBAL CONSUMER PRODUCTS SALES AND MARKETING**  
Our business is entirely focused on delivering exceptional consumer products. We benefit from directors who have deep experience with consumer-centric businesses focused on meeting the consumers' needs.


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 **DIRECT TO CONSUMER**  
Our strategy involves increasing transactions directly with our consumers, which requires us to communicate effectively with our customers to better understand how they use our products and what other products and services we can provide to increase our revenue per customer. We look for directors who have experience effectively scaling DTC business models.


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 **CONSUMER TECHNOLOGY INSIGHT AND TRENDS**  
Our products represent the marriage of consumer convenience with high tech engineering. We look for directors with expertise in and comfort with technology.


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 **SOFTWARE/SAAS**  
The largest portion of our employee base is comprised of software engineers and our products can contain more than a million lines of code. Directors that can help steer the Company with issues of agile software development, competitive hiring of software engineers, and alternate business models drawn from the software industry help keep us competitive.

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 **SMART HOME**  
Our newest products represent an important part of the Internet of Things and emerging smart home ecosystems. Directors with experience in this area aid in the execution of our corporate strategy.

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 **DIVERSITY**  
We believe directors with diverse backgrounds, including gender diversity, provide competing perspectives that enhance our competitiveness.











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## Board of Directors

Over the past eight years we have added six independent directors who have further diversified the board in terms of experience, expertise, geographical residency and understanding, and gender. In particular, these new directors have brought relevant, complementary skill sets and insights in disciplines that span global branding, strategic software development, cloud infrastructure, data analytics, consumer business and finance, all of which are critical to our strategy. We continually evaluate our board member skills for alignment with our strategic goals. The following matrix summarizes our directors' skills that are critical to our success:

## Skills Matrix

	Public Co. Leadership	Public Co. Board Experience	Finance and Capital Management	Global Operating Experience	Global Consumer Products Sales and Marketing	Direct to Consumer	Consumer Technology Insight and Trends	Software/SAAS	Smart Home	Diversity
										
<b>Board Members</b>										
Mohamad Ali	●	●	●	●	●	●	●	●	●	●
Karen Golz	●	●	●	●						●
Dr. Ruey-Bin Kao	●	●	●	●	●	●	●	●	●	●
Eva Manolis	●	●	●	●	●	●	●		●	●
Andrew Miller	●	●	●	●		●		●	●	
Michelle Stacy	●	●	●	●	●	●	●			●

**Board Diversity Matrix (As of April 9, 2024)**

We believe directors with diverse backgrounds, including gender diversity, provide competing perspectives that enhance our competitiveness. The following table sets forth information on the voluntarily self-identified diversity characteristics of the members of our board of directors:

<b>Total Number of Directors: 7</b>							
	<b>Angle <sup>2</sup></b>	<b>Ali</b>	<b>Golz</b>	<b>Kao</b>	<b>Manolis</b>	<b>Miller</b>	<b>Stacy</b>
<b>Part I: Gender Identity</b>							
Male	●	●		●		●	
Female			●		●		●
<b>Part II: Demographic Background</b>							
African American or Black							
Alaskan Native or Native American							
Asian		●		●			
Hispanic or Latinx							
Native Hawaiian or Pacific Islander							
White	●		●		●	●	●
Two or More Races or Ethnicities							
LGBTQ+							

**Board and Governance Information**

7	Size of Board	✓	Proxy Access
6	Number of Independent Directors	✓	Majority Voting for Directors
61	Average Age of Directors	✓	Annual Election of Directors <sup>3</sup>
9	Board Meetings Held in Fiscal 2023	✓	Independent Directors Meet Without Management Present
7	Average Tenure of Independent Directors (in years)	✓	Director Stock Ownership Guidelines
		✓	Code of Business Conduct and Ethics for Directors, Officers and Employees
		✓	Director Self-Evaluation Program

<sup>2</sup> Colin Angle is a Class I director and not standing for re-election at the annual meeting, and as a result, his term as director will end at the annual meeting.

<sup>3</sup> The Company is seeking stockholder approval at the Annual Meeting to declassify its board of directors.

## Director Nominee Class I



### Eva Manolis

**DIRECTOR SINCE:** 2019

**AGE:** 60

Director



#### iRobot Committees:

- Audit Committee
- Nominating and Corporate Governance Committee



#### Public Directorships:

- Fair Isaac Corporation (since April 2018)
- Shutterfly, Inc. (former) (from October 2016 to September 2019)

**Eva Manolis** has served as a director since July 2019. She brings more than 30 years of product development and global ecommerce experience within the consumer technology space to the iRobot board. Ms. Manolis served in a variety of executive roles at Amazon.com, Inc. from 2005 through 2016, where she was successful in developing and growing customer adoption of technologies, products, programs and services across a variety of categories, including consumer electronics. Most recently, Ms. Manolis served as vice president of consumer shopping at Amazon.com, Inc. from 2010 until 2016 with responsibility for worldwide innovative shopping experiences, including the development of features and services for the company's mobile app and website on a global scale. Prior to that, Ms. Manolis served as vice president of web and mobile retail applications from 2008 to 2010 and vice president of global retail applications from 2005 to 2008. Ms. Manolis also founded Shutterfly, Inc. in 1999 and served as executive vice president of products, services and strategy until 2002. At Shutterfly, she was responsible for the vision, architecture, design and development of the company's website from inception to profitability. In addition to her service on the iRobot board of directors, she also currently serves on the board of directors at Fair Isaac Corporation and previously served on the board of directors at Shutterfly, Inc.

### Experience and Qualifications

Ms. Manolis brings more than 30 years of product development and global ecommerce experience within the consumer technology space to iRobot.



## Continuing Directors



### Karen Golz

**DIRECTOR SINCE:** 2021

**AGE:** 70

Director



**iRobot Committees:**

- Chair of Audit Committee



**Public Directorships:**

- Aspen Technology, Inc. (since May 2022, previously a director of the predecessor company since March 2021)
  - Analog Devices, Inc. (since June 2018)
- the

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**Karen M. Golz** is a retired partner from Ernst & Young ("EY"), a public accounting firm, where she held various senior leadership positions during her tenure at the firm, including most recently as Global Vice Chair, Japan from July 2016 to June 2017, and prior thereto, from July 2010 to June 2016, as Global Vice Chair, Professional Practice. Ms. Golz also served on EY's Global Risk Management Executive Committee, which was charged with risk management across EY's global network, from 2008 to 2016. Ms. Golz currently serves as senior advisor to The Boston Consulting Group's Audit and Risk Committee, a role she has held since August 2017, and as a principal for K.M. Golz Associates, LLC, a consulting services company, since August 2017. She also sits on the Board of Directors of the University of Illinois Foundation. Ms. Golz is also a National Association of Corporate Directors Board Leadership Fellow. She holds a B.S. in Accountancy, summa cum laude, from the University of Illinois, Urbana-Champaign and is a certified public accountant ("CPA").

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### Experience and Qualifications

Ms. Golz has accounting, auditing, and risk management expertise and extensive experience helping global organizations address the complexities of international regulation and standards.





### Andrew Miller

**DIRECTOR SINCE:** 2016

**AGE:** 63

Chairman of the Board



#### iRobot Committees:

- Audit Committee



#### Public Directorships:

- Verint Systems (since December 2019)
- Vontier Corporation (since October 2020)

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**Andrew Miller** has served as a director since September 2016 and brings critical financial leadership as well as software, cloud infrastructure and Internet of Things ("IoT") experience to iRobot as the Company continues to grow its consumer business globally and focus on the connected home. Mr. Miller most recently served as executive vice president and chief financial officer of PTC, a provider of software technology platforms and solutions, from early 2015 until May 2019. At PTC, he was responsible for global finance, tax and treasury, investor relations, information technology, pricing, corporate real estate, and customer administration. From 2008 to 2015, Mr. Miller served as chief financial officer of Cepheid, a high-growth molecular diagnostics company, where he built world-class finance and information technology teams and a nationally recognized investor relations program. Mr. Miller has also served in financial leadership roles at Autodesk, MarketFirst Software, Cadence Design Systems, and Silicon Graphics. In addition to his service on the iRobot board of directors, Mr. Miller serves as a director on the board of Verint Systems (Nasdaq: VRNT), a global software and cloud provider of actionable intelligence solutions, where he is a member of the board's audit committee. Mr. Miller also serves on the board of Vontier Corporation (NYSE: VNT), a global industrial technology company focused on smarter transportation and mobility, where he is chair of the audit committee and a member of the compensation committee. He is also a former director of United Online, where he chaired the audit committee and served on the compensation committee. Mr. Miller holds a B.S. in Commerce with an emphasis in Accounting from Santa Clara University and was a CPA.

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#### Experience and Qualifications

Mr. Miller brings critical financial leadership as well as software, cloud infrastructure and IoT experience to iRobot as the Company continues to grow its consumer business globally and focus on the connected home.





## Michelle Stacy

**DIRECTOR SINCE:** 2014

**AGE:** 68

Director



### iRobot Committees:

- Chair of Compensation and Talent Committee
- Nominating and Corporate Governance Committee



### Public Directorships:

- Flex Pharma, Inc. (former) (from March 2016 to July 2019)

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**Michelle V. Stacy** has served as a director since August 2014. During her five-year tenure as president at Keurig Inc., a division of Keurig Green Mountain, Inc., from 2008 to 2013, the company's revenue grew from \$493 million in 2008 to \$4.3 billion in 2013. Ms. Stacy has also served as lead executive director of Coravin, Inc. and a director of LCP Edge Holdco, LLC (Hydracial), Young Innovations Inc., Flex Pharma and Tervis Inc. Ms. Stacy currently serves on the board of Bellwether Coffee Co., Miltons Bakery, and SkullCandy. Ms. Stacy is a recognized expert on identifying strategies to successfully build top line growth for global brands. She holds a B.S. from Dartmouth College and an M.S. in Management from J.L. Kellogg Graduate School of Management — Northwestern University, and is bilingual in French and English.

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### Experience and Qualifications

As the former president of Keurig, Inc. and former vice president and general manager with Gillette/Procter & Gamble Co., Ms. Stacy brings to the board of directors a wealth of experience leading consumer-focused, high-growth businesses and building global brands.





## Mohamad Ali

**DIRECTOR SINCE:** 2015

**AGE:** 53

Director



### iRobot Committees:

- Compensation and Talent Committee
- Chair of Nominating and Corporate Governance Committee



### Public Directorships:

- Henry Schein (since February 2021)
- Carbonite, Inc. (former) (from December 2014 to July 2019)

**Mohamad Ali** has served as a director since August 2015 and brings extensive experience with capital allocation in technology companies, as well as strategic software development, including cloud infrastructure and data analytics. Mohamad Ali has served as Senior Vice President (SVP) and Chief Operating Officer for IBM Consulting since October 2023, where he is responsible for the global operational performance of IBM Consulting, including Global Delivery, Cybersecurity services, asset development and scaling AI-enabled solutions that make greater use of IBM technology. Previously, Mr. Ali was chief executive officer and a director of International Data Group, Inc. (IDG), a leading market intelligence and demand generation company focused on the technology industry, from August 2019 to May 2023. Prior to IDG, he served as the president, chief executive officer and director of Carbonite, Inc., a global leader in data protection, since 2014. Mr. Ali successfully led Carbonite's continued growth, serving the ever-evolving technological needs of small and midsize businesses and consumers. Previously, Mr. Ali served as chief strategy officer at Hewlett-Packard, a manufacturer of computers and enterprise products, from 2012 to 2014 and president of Avaya Global Services, an enterprise communications company. He also served in senior leadership roles at IBM Corporation ("IBM"), a multinational technology and consulting company, where he acquired numerous companies to build IBM's analytics and big data business. Mr. Ali is a director of Henry Schein (Nasdaq: HSIC), the world's largest provider of health care solutions to office-based dental and medical practitioners, as well as Oxfam America, Massachusetts Technology Leadership Council, and the WGBH Educational Foundation, each a nonprofit entity, and previously served on the board of directors of Carbonite, Inc., City National Corporation, and City National Bank. Mr. Ali was named 2022 EY Entrepreneur of the Year for New England, 2018 CEO of the Year by Massachusetts Technology Leadership Council, and finalist in America's 1988 National Science Talent Search. Mr. Ali holds a B.S. and an M.S. in Electrical Engineering, both from Stanford University.

### Experience and Qualifications

Mr. Ali brings extensive experience with capital allocation in technology companies, as well as strategic software development, including cloud infrastructure and data analytics.





## Dr. Ruey-Bin Kao

**DIRECTOR SINCE:** 2018

**AGE:** 63

Director



### iRobot Committees:

- Compensation and Talent Committee



### Public Directorships:

- Want Want China Holdings Ltd. (former) (from 2011 to July 2018)
- Autohome, Inc. (former) (from February 2014 to June 2016)

**Dr. Ruey-Bin Kao** has served as a director since June 2018. He has more than 37 years of expertise in technology, telecommunication, corporate governance, and consumer businesses. Dr. Kao has held senior leadership roles, driving revenue growth and profitability, at numerous global companies, including Telstra Corporation Ltd. ("Telstra") (Chief Executive Officer, Greater China), Applied Materials China (President, China), China Hewlett-Packard Co. Ltd (China Managing Director/General Manager of Enterprise Business), Motorola, Inc. (China Chairman / President) and AT&T Bell Laboratories (Business and Product Marketing Manager). Most recently, from January 2014 to December 2017, Dr. Kao served as the Chief Executive Officer, Greater China, at Telstra, Australia's leading telecommunications and technology company, where his management responsibilities included building strategic partnerships to enhance the company's brand, as well as developing and executing an effective growth strategy by identifying areas of potential in the rapidly evolving Greater China market. Dr. Kao was formerly a director of China Telecommunications Corporation, China National Travel Services Group Corporation Ltd. and Shenhua Group Corporation Ltd. (now known as China Energy Investment Corporation Ltd.). Dr. Kao holds a bachelor's degree in Computer Science from Tamkang University, master's degree in Computer and Information Science from the University of Delaware and a doctorate degree of Business Administration from the Hong Kong Polytechnic University.

### Experience and Qualifications

Dr. Kao has deep experience as an executive in high-tech companies and in international operations, particularly in China, through his work with Telstra, Applied Materials, China Hewlett-Package and Motorola, and extensive experience in telecommunication, corporate governance, and consumer business.





## The Board of Directors and Its Committees

### Board of Directors

The board of directors met nine (9) times during the fiscal year ended December 30, 2023, and took action by unanimous written consent four (4) times. Each of the directors attended at least 75% of the aggregate of the total number of meetings of the board of directors and the total number of meetings of all committees of the board of directors on which he or she served during fiscal 2023. The board of directors has the following standing committees: audit committee, compensation and talent committee and nominating and corporate governance committee, each of which operates pursuant to a separate charter that has been approved by the board of directors. A current copy of each charter is available within the Corporate Governance section of our website at <https://investor.irobot.com/corporate-governance/highlights>. The information found on, or accessible through, our website is not incorporated into, and does not form a part of, this Proxy Statement or any other report or document we file with or furnish to the SEC. Each committee reviews the appropriateness of its charter at least annually and retains the authority to engage its own advisors and consultants. In May 2022, the board of directors formed an *ad hoc* transaction committee in connection with the proposed acquisition of iRobot by Amazon. Messrs. Angle and Miller and Ms. Stacy served as members of the transaction committee, which was dissolved effective January 2024. The composition and responsibilities of each current committee are summarized below.

### Board Committees

Below is a summary of the committee structure and membership information for each of our standing committees.<sup>4</sup>

	Audit Committee	Compensation and Talent Committee	Nominating and Corporate Governance Committee
Mohamad Ali			
Colin Angle			
Karen Golz 			
Dr. Ruey-Bin Kao			
Eva Manolis			
Andrew Miller 			
Michelle Stacy			

 = Chair    = Member    = Financial Expert

<sup>4</sup> Colin Angle is a Class I director and not standing for re-election at the annual meeting, and as a result, his term as director will end at the annual meeting.

## Audit Committee

Met 7 times in 2023

### Committee Chair Karen Golz



### Responsibilities

- Appointing, approving the compensation, and assessing the independence, of our independent registered public accounting firm;
- Pre-approving auditing and permissible non-audit services (including certain tax compliance, planning and advice services), and the terms of such services, to be provided by our independent registered public accounting firm;
- Reviewing and discussing with management and the independent registered public accounting firm our annual and quarterly financial statements and related disclosures;
- Coordinating the oversight and reviewing the adequacy of our internal control over financial reporting;
- Overseeing the performance of our internal auditors and internal audit functions, including reviewing the annual internal audit risk assessment as well as the scope of, and overall plans for, the annual internal audit program;
- Establishing policies and procedures for the receipt and retention of accounting related complaints and concerns;
- Reviewing and discussing with management risk assessments and risk management, including cyber security;
- Overseeing our compliance with certain legal and regulatory requirements including, but not limited to, the Foreign Corrupt Practices Act;
- Preparing the audit committee report required by SEC rules to be included in our annual Proxy Statement;
- Reviewing certain relationships and related transactions; and
- Such other matters as the committee deems appropriate.

For additional information concerning the audit committee, see the "Report of the Audit Committee of the Board of Directors."

The audit committee took action by unanimous written consent one (1) time during the fiscal year ended December 30, 2023.

### Committee Members

#### Andrew Miller



#### Eva Manolis



### Independence and Financial Expertise

Each member of the audit committee of the board of directors is an independent director within the meaning of the director independence standards of The Nasdaq Stock Market LLC ("Nasdaq") and the SEC, including Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In addition, the board of directors has determined that each of Mr. Miller, Ms. Golz and Ms. Manolis are financially literate and that Mr. Miller and Ms. Golz each qualifies as an "audit committee financial expert" under the rules of the SEC.

## Compensation and Talent Committee

Met 4 times in 2023

### Committee Chair Michelle Stacy



### Responsibilities

- Annually reviewing and approving corporate goals and objectives relevant to compensation of our chief executive officer and other executive officers;
- Evaluating the performance of our chief executive officer in light of such corporate goals and objectives and determining the compensation of our chief executive officer and other executive officers based on such evaluation;
- Reviewing and recommending to the board of directors for approval the compensation of our chief executive officer;
- Overseeing and administering our compensation, welfare, benefit and pension plans and similar plans;
- Reviewing and making recommendations to the board of directors with respect to director compensation;
- Reviewing and making recommendations to the board of directors with respect to succession planning for senior management;
- Reviewing the Company's programs related to diversity and inclusion;
- Retaining and approving the compensation of any compensation advisers;
- Evaluating the independence of any such compensation advisers;
- Overseeing the Company's efforts to promote diversity and inclusion in the workforce; and
- Overseeing the management's efforts to foster a company culture aligned with the Company's values and strategy.

The compensation and talent committee took action by unanimous written consent eight (8) times during the fiscal year ended December 30, 2023.

### Committee Members

#### Mohamad Ali



#### Dr. Ruey-Bin Kao



### Independence

Each member of the compensation and talent committee of the board of directors is an independent director within the meaning of the director independence standards of Nasdaq and a non-employee director as defined in Rule 16b-3 of the Exchange Act.

## Nominating and Corporate Governance Committee

Met 2 times in 2023

### Committee Chair Mohamad Ali



### Responsibilities

- Developing and recommending to the board a set of corporate governance principles and best practices, including considering the adequacy of the by-laws and certificate of incorporation for consideration by stockholders;
- Evaluating, monitoring and recommending to the board corporate governance policies, including a code of business conduct and ethics and a set of corporate governance guidelines;
- Overseeing the annual evaluation of the board, the committees of the board and management;
- Developing and recommending to the board criteria for board and committee membership;
- Establishing procedures for identifying and evaluating director candidates, including nominees recommended by stockholders;
- Overseeing the Company's environmental, social and governance ("ESG") programs, including assessing the Company's performance against ESG metrics and reviewing ESG disclosures;
- Coordinating continuing education for directors on topics that will assist them in discharging their duties;
- Identifying individuals qualified to become board members; and
- Recommending to the board the persons to be nominated for election as directors and to each of the board's committees.

The nominating and corporate governance committee took action by unanimous written consent one (1) time during the fiscal year ended December 30, 2023.

### Committee Members

#### Michelle Stacy



#### Eva Manolis



### Independence

Each member of the nominating and corporate governance committee of the board of directors is an independent director within the meaning of the director independence standards of Nasdaq and applicable rules of the SEC.

## DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth the director nominee to be elected at the annual meeting, the continuing directors, and the executive officers of the Company, their ages immediately prior to the annual meeting, and the positions currently held by each such person with the Company:

Name	Age	Position
Mohamad Ali(2)(3)	53	Director
Karen Golz(1)	70	Director
Dr. Ruey-Bin Kao(2)	63	Director
Eva Manolis(1)(3)	60	Director
Andrew Miller(1)	63	Director, Chairman of the Board
Michelle Stacy(2)(3)	68	Director
Glen Weinstein	53	Interim Chief Executive Officer
Jean Jacques Blanc	59	Executive Vice President, Chief Commercial Officer
Russell J. Campanello	68	Executive Vice President, Human Resources and Corporate Communications
Tonya Drake	45	Executive Vice President, General Counsel and Secretary
Faris Habbaba	64	Executive Vice President, Chief Research and Development Officer
Julie Zeiler	58	Executive Vice President, Chief Financial Officer

- (1) Member of the audit committee  
(2) Member of the compensation and talent committee  
(3) Member of the nominating and corporate governance committee

### Executive Officers

**Glen Weinstein** was appointed interim Chief Executive Officer in January 2024. Mr. Weinstein previously served as our executive vice president and chief legal officer from August 2012 to January 2024, as our general counsel from July 2000 to August 2012, and as senior vice president from January 2005 to August 2012. He also served as our secretary from March 2004 to January 2024. Prior to joining the Company, Mr. Weinstein was with Covington & Burling LLP, a law firm in Washington, D.C. Mr. Weinstein holds a B.S. in Mechanical Engineering from MIT and a J.D. from the University of Virginia School of Law.

**Jean Jacques Blanc** has served as our executive vice president, chief commercial officer since February 2020 and is responsible for leading our global go-to market commercial strategy. Mr. Blanc previously served as our vice president and general manager of EMEA from March 2017 to February 2020 and as our vice president sales and Marketing EMEA from April 2014 to February 2017. Prior to joining iRobot, Mr. Blanc held leadership roles in commercial management at Whirlpool Corporation, including general manager, France and vice president of sales, North West Europe. Earlier in his career, he held commercial roles at Phillips. Mr. Blanc graduated from Institut Supérieur du Commerce in Paris, France.

**Russell Campanello** has served as our executive vice president, human resources and corporate communications since February 2014. Mr. Campanello previously served as our senior vice president, human resources and corporate communications from July 2013 until February 2014. From November 2010 until July 2013, Mr. Campanello served as our senior vice president, human resources. Prior to joining iRobot, Mr. Campanello served as senior vice president, human resources and administration at Phase Forward, Inc. from April 2008 until September 2010. Mr. Campanello previously served as senior vice president of human resources and marketing at Keane, Inc., a business process and information technology consulting firm, from September 2003 to October 2007. Prior to Keane, Mr. Campanello served as chief people officer at NerveWire, Inc. from August 2000 to February 2003. Prior to NerveWire, he served as senior vice president, human resources at Genzyme Corp. from November 1997 to July 2000. Earlier in his career, Mr. Campanello spent nine years as vice president of human resources at Lotus Development Corporation. He holds a B.S. in Business Administration from the University of Massachusetts.

**Tonya Drake** was appointed as our executive vice president, general counsel and secretary in January 2024. Ms. Drake previously served as our senior vice president and deputy general counsel from March 2020 to January 2024, and as vice president and assistant general counsel from July 2014 to March 2020. Prior to joining iRobot, Ms. Drake was a principal at Fish & Richardson P.C. in Boston. She holds a B.S. in Electrical Engineering from Purdue University, a M.S. in Electrical Engineering and Computer Science from MIT, and a J.D. from Boston University School of Law.

**Faris Habbaba** has served as our chief research and development officer since June 2021 and is responsible for driving technology development and advanced research to support product roadmaps. Prior to joining iRobot, Mr. Habbaba served as vice president of engineering at Zebra Technologies, a mobile computing company, from January 2016 to June 2021 where he managed a global team of more than 1,000 software and hardware engineers. Earlier in his career, Mr. Habbaba held engineering, supply chain, product management and business leadership roles at Motorola Solutions, Inc. Mr. Habbaba holds a B.S. in mechanical engineering from the University of Florida and has been awarded more than a dozen U.S. and international patents.

**Julie Zeiler** has served as our executive vice president and chief financial officer since May 2020, overseeing the Company's financial operations, investor relations and facilities organizations. In her prior role, as our vice president of finance, she led the Company's financial planning and analysis, and treasury functions since joining the Company in January 2017. Prior to joining iRobot, Ms. Zeiler served in a number of senior financial leadership positions at Boston Scientific Corporation from 1996 to 2017 that included its global operations, European business and major product lines. In addition, her experience includes financial management roles at Digital Equipment Corporation from 1987 to 1996. Ms. Zeiler holds a B.A. in Economics and English from Albion College.

Our executive officers are elected by the board of directors on an annual basis and serve until their successors have been duly elected and qualified or until their earlier death, resignation or removal.

## CORPORATE GOVERNANCE AND BOARD MATTERS

### Board Leadership Structure

Our current leadership structure splits the roles of CEO and chairman, with Mr. Miller serving as chairman of the board. To assure effective independent oversight, our by-laws provide that the independent members of our board of directors will designate a lead independent director if the chairman of the board is not an independent director. When Mr. Miller succeeded Mr. Angle as chairman of the board of directors in January 2024, the chairman role moved to an independent director, so the lead independent director position was no longer required.

### Independence of Members of the Board of Directors

The board of directors has determined that Dr. Kao, Msses. Golz, Manolis and Stacy, and Messrs. Ali and Miller are independent within the meaning of the director independence standards of Nasdaq and the SEC. Furthermore, the board of directors has determined that each member of each of the audit committee, compensation and talent committee, and nominating and corporate governance committee of the board of directors is independent within the meaning of the director independence standards of Nasdaq and the SEC.

### Executive Sessions of Independent Directors

Executive sessions of the independent directors are held during each regularly scheduled meeting of the board of directors. Executive sessions do not include any of our non-independent directors and are chaired by our independent chairman. The independent directors of the board of directors met in executive session four (4) times in 2023.

### The Board of Directors' Role in Risk Oversight

The board of directors oversees our risk management process. This oversight is primarily accomplished through the board of directors' committees and management's reporting processes, including receiving regular reports from members of senior management on areas of material risk to the Company, including operational, financial, legal and regulatory, and strategic and reputational risks. The audit committee focuses on risk related to accounting, internal controls, financial and tax reporting, privacy and cybersecurity. The audit committee also assesses economic and business risks and monitors compliance with ethical standards. The compensation and talent committee identifies and oversees risks associated with our executive compensation policies and practices, and the nominating and corporate governance committee identifies and oversees risks associated with director independence, related party transactions and the implementation of corporate governance policies.

### Policies Governing Director Nominations

#### *Director Qualifications*

The nominating and corporate governance committee of the board of directors is responsible for reviewing with the board of directors from time to time the appropriate qualities, skills and characteristics desired of members of the board of directors in the context of the needs of the business and current make-up of the board of directors. This assessment includes consideration of the following minimum qualifications that the nominating and corporate governance committee believes must be met by all directors:

- Nominees must have experience at a strategic or policy making level in a business, government, non-profit or academic organization of high standing;
- Nominees must be highly accomplished in their respective fields, with superior credentials and recognition;
- Nominees must be well regarded in the community and shall have a long-term reputation for the highest ethical and moral standards;
- Nominees must 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;
- Nominees must be free of conflicts of interest and potential conflicts of interest, in particular with respect to relationships with other boards; and
- Nominees must, to the extent such nominee serves or has previously served on other boards, demonstrate a history of actively contributing at board meetings.

We do not have a formal board diversity policy. However, pursuant to the Policy Governing Director Qualifications and Nominations, as part of its evaluation of potential director candidates and in addition to other standards the nominating and corporate governance committee may deem appropriate from time to time for the overall structure and composition of the board of directors, the nominating and corporate governance committee may consider whether each candidate, if elected, assists in achieving a mix of board members that represent a diversity of background and experience. Accordingly, the board of directors seeks members from diverse professional backgrounds who combine a broad spectrum of relevant industry, geographical understanding and strategic experience and expertise that, in concert, offer us and our stockholders a diverse set of opinions and insights in the areas most important to us and our corporate mission. In addition, nominees for director are selected to bring complementary, rather than overlapping, skill sets. All candidates for director nominee must have time available to devote to the activities of the board of directors. The nominating and corporate governance committee also considers the independence of candidates for director nominee, including the appearance of any conflict in serving as a director. Candidates for director nominee who do not meet all of these criteria may still be considered for nomination to the board of directors, if the nominating and corporate governance committee believes that the candidate will make an exceptional contribution to us and our stockholders.

### ***Process for Identifying and Evaluating Director Nominees***

The board of directors delegates the initial selection and nomination process to the nominating and corporate governance committee, with the expectation that other members of the board of directors, and of management, will be requested to take part in the process as appropriate.

Generally, the nominating and corporate governance committee identifies candidates for director nominee in consultation with management, through the use of search firms or other advisors, through the recommendations submitted by stockholders or through such other methods as the nominating and corporate governance committee deems to be helpful to identify candidates. Once candidates have been identified, the nominating and corporate governance committee confirms that the candidates meet all of the minimum qualifications for director nominees established by the nominating and corporate governance committee. The nominating and corporate governance committee may gather information about the candidates through interviews, detailed questionnaires, comprehensive background checks or any other means that the nominating and corporate governance committee deems to be helpful in the evaluation process. The nominating and corporate governance committee then meets as a group to discuss and evaluate the qualities and skills of each candidate, both on an individual basis and taking into account the overall composition and needs of the board of directors. Based on the results of the evaluation process, the nominating and corporate governance committee recommends candidates for the board of directors' approval as director nominees for election to the board of directors. The nominating and corporate governance committee also recommends candidates to the board of directors for appointment to the committees of the board of directors. Once appropriate candidates have been identified, the entire board of directors votes on the candidates, as the selection of board nominees is a responsibility of the entire board of directors.

### ***Procedures for Recommendation of Director Nominees by Stockholders***

The nominating and corporate governance committee will consider director nominee candidates who are recommended by our stockholders. Stockholders, in submitting recommendations to the nominating and corporate governance committee for director nominee candidates, shall follow the following procedures:

The nominating and corporate governance committee must receive any such recommendation for nomination not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the date of the Proxy Statement delivered to stockholders in connection with the preceding year's annual meeting.

All recommendations for nomination must be in writing and include the following:

- Name and address of the stockholder making the recommendation;
- A representation that the stockholder is a record holder of the Company's securities, or if the stockholder is not a record holder, evidence of ownership;
- Name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five full fiscal years of the individual recommended for consideration as a director nominee;
- A description of the qualifications and background of the proposed director nominee which addresses the minimum qualifications, actual or potential conflicts of interest, and other criteria for board membership approved by the board of directors from time to time and set forth in the Company's Policy Governing Director Qualifications and Nominations;
- A description of all arrangements or understandings between the stockholder and the proposed director nominee;



- The consent of the proposed director nominee (i) to be named in the Proxy Statement for the annual meeting and (ii) to serve as a director if elected at such annual meeting; and
- Any other information regarding the proposed director nominee that is required to be included in the Proxy Statement.

Nominations must be sent to the attention of our Secretary by U.S. mail (including courier or expedited delivery service) to:

iRobot Corporation  
8 Crosby Drive  
Bedford, Massachusetts 01730  
Attn: Secretary of iRobot Corporation

Our Secretary will promptly forward any such nominations to the nominating and corporate governance committee.

In addition, our by-laws permit eligible stockholders, or groups of stockholders, owning continuously for at least three years shares of the Company's stock representing an aggregate of at least 3% of the Company's outstanding shares, to nominate and include in the Company's proxy materials director nominees constituting up to two or 25%, whichever is greater, of the board of directors, provided that the stockholders and nominees satisfy the requirements in our by-laws. Written notice of stockholder nominees to the board of directors must be received not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the proceeding year's annual meeting. For details on the Company's proxy access procedures, please refer to our by-laws.

### **Policy Governing Security Holder Communications with the Board of Directors**

The board of directors provides to every security holder the ability to communicate with the board of directors as a whole and with individual directors on the board of directors through an established process for security holder communications as follows:

For communications directed to the board of directors as a whole, security holders may send such communications to the attention of the chairman of the board of directors by U.S. mail (including courier or expedited delivery service) to:

iRobot Corporation  
8 Crosby Drive  
Bedford, Massachusetts 01730  
Attn: Chairman of the Board, c/o Secretary

For security holder communications directed to an individual director in his or her capacity as a member of the board of directors, security holders may send such communications to the attention of the individual director by U.S. mail (including courier or expedited delivery service) to:

iRobot Corporation  
8 Crosby Drive  
Bedford, Massachusetts 01730  
Attn: [Name of the director], c/o Secretary

We will forward any such security holder communication to the chairman of the board, as a representative of the board of directors, or to the director to whom the communication is addressed. We will forward such communications by certified U.S. mail to an address specified by each director and the chairman of the board for such purposes or by secure electronic transmission.

### **Policy Governing Director Attendance at Annual Meetings of Stockholders**

Our policy is to schedule a regular meeting of the board of directors on the same date as or immediately prior to, our annual meeting of stockholders and, accordingly, directors are encouraged to be present at our stockholder meetings. Our directors are expected to participate in the virtual annual meeting of stockholders, unless they have a conflict that cannot be resolved. Seven board members who were directors at the time of the annual meeting of stockholders held in 2023 attended the meeting.

## **Board of Directors Evaluation Program**

The board of directors performs annual self-evaluations of its composition and performance, including evaluations of its standing committees and individual evaluations for each director. In addition, each of the standing committees of the board of directors conducts its own self-evaluation, which is reported to the board of directors. The board of directors retains the authority to engage its own advisors and consultants.

For more corporate governance information, you are invited to access such information at <https://investor.irobot.com/corporate-governance/highlights>.

## **Code of Business Conduct and Ethics**

We have adopted a "code of ethics," as defined by regulations promulgated under the Securities Act of 1933, as amended ("Securities Act"), and the Exchange Act, that applies to all of our directors and employees worldwide, including our principal executive officer, principal financial officer, principal accounting officer and controller, or persons performing similar functions. A current copy of the Code of Business Conduct and Ethics is available at <https://investor.irobot.com/corporate-governance/highlights>. A copy of the Code of Business Conduct and Ethics may also be obtained, free of charge, from us upon a request directed to: iRobot Corporation, 8 Crosby Drive, Bedford, Massachusetts 01730, Attention: Investor Relations. We intend to disclose any amendment to or waiver of a provision of the Code of Business Conduct and Ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, by posting such information on our website available at <https://investor.irobot.com/corporate-governance/highlights> and/or in our public filings with the SEC.

## **Human Rights Policy**

We have adopted a Human Rights Policy. Respect for human rights is an essential value for our Company and for the communities in which we operate. We are committed to ensuring that our employees and individuals in the communities affected by our activities are treated with dignity and respect. We believe that following these principles helps our employees and our business thrive as we develop new and exciting technologies for the smart home. For additional information about this policy, please visit our website at [www.irobot.com](http://www.irobot.com).

## **iRobot's Manufacturing Supply Chain Partners: Business Conduct, Environment, Labor Practices**

Our primary contract manufacturers and most significant suppliers work under a master supply agreement that includes provisions for compliance with environmental regulations consistent with the iRobot General Environmental Regulatory Requirements, conflict minerals provisions within Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), anti-corruption laws and all applicable local government regulations regarding minimum wage, living conditions, overtime, working conditions, child labor laws and the applicable labor and environmental laws. For additional information about these practices, please visit the Corporate Social Responsibility section of our website at [www.irobot.com/about-irobot/corporate-social-responsibility](http://www.irobot.com/about-irobot/corporate-social-responsibility).

## **Compensation and Talent Committee Interlocks and Insider Participation**

During 2023, Ms. Manolis and Stacy, and Mr. Ali and Dr. Kao served as members of the compensation and talent committee. No member of the compensation and talent committee was an employee or former employee of us or any of our subsidiaries, or had any relationship with us requiring disclosure herein.

During the last year, no executive officer of the Company served as: (i) a member of the compensation and talent committee (or other committee of the board of directors performing equivalent functions or, in the absence of any such committee, the entire board of directors) of another entity, one of whose executive officers served on our compensation and talent committee; (ii) a director of another entity, one of whose executive officers served on our compensation and talent committee; or (iii) a member of the compensation committee (or other committee of the board of directors performing equivalent functions or, in the absence of any such committee, the entire board of directors) of another entity, one of whose executive officers served as a director of the Company.

## REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

*No portion of this audit committee report shall be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Securities Exchange Act of 1934, as amended (the "Exchange Act"), through any general statement incorporating by reference in its entirety the Proxy Statement in which this report appears, except to the extent that the Company specifically incorporates this report or a portion of it by reference. In addition, this report shall not be deemed filed under either the Securities Act or the Exchange Act.*

This report is submitted by the audit committee of the board of directors. The audit committee currently consists of Karen Golz, Andrew Miller and Eva Manolis. None of the members of the audit committee is an officer or employee of the Company, and the board of directors has determined that each member of the audit committee meets the independence requirements promulgated by Nasdaq and the SEC, including Rule 10A-3(b)(1) under the Exchange Act. Each of Mr. Miller and Ms. Golz is an "audit committee financial expert" as is currently defined under SEC rules. The audit committee operates under a written charter adopted by the board of directors.

The audit committee oversees the Company's accounting and financial reporting processes on behalf of the board of directors. The meetings of the audit committee are designed to facilitate and encourage communication among the audit committee, Company management, the independent registered public accounting firm and the Company's internal audit function. The Company's management has the primary responsibility for the financial statements, for maintaining effective internal control over financial reporting, and for assessing the effectiveness of internal control over financial reporting. In fulfilling its oversight responsibilities, the audit committee has reviewed and discussed with management the Company's consolidated financial statements for the fiscal quarters and full year ended December 30, 2023, including a discussion of, among other things, the quarterly and annual earnings press releases, the quality of the Company's accounting principles, the reasonableness of significant estimates and judgments, and the clarity of disclosures in the Company's financial statements.

The audit committee ensures that the Company establishes and appropriately resources a professional internal auditing function and that there are no unjustified restrictions or limitations imposed on that function. In addition to reviewing and approving the annual internal audit plan and overseeing other internal audit activities, the audit committee regularly reviews and discusses the results of internal audit reports.

The audit committee also reviewed with PricewaterhouseCoopers LLP, the Company's independent registered public accounting firm, the results of their audit and discussed matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board and the SEC. The audit committee has reviewed permitted services under rules of the SEC as currently in effect and discussed with PricewaterhouseCoopers LLP their independence from management and the Company, including the matters in the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee concerning independence, and has considered and discussed the compatibility of non-audit services provided by PricewaterhouseCoopers LLP with that firm's independence. For each engagement, Company management provided the audit committee with information about the services and fees, sufficiently detailed to allow the audit committee to make an informed judgment about the nature and scope of the services and the potential for the services to impair the independence of the independent registered public accounting firm. After the end of each fiscal year, Company management provides the audit committee with a summary of actual fees incurred with the independent registered public accounting firm.

The audit committee meets with the independent registered public accounting firm, with and without management present, to discuss the results of their examinations; their evaluations of the Company's internal control, including internal control over financial reporting; and the overall quality of the Company's financial reporting. Additionally, the audit committee meets in separate executive sessions with the Company's chief financial officer and the head of internal audit.

In accordance with SEC rules and PricewaterhouseCoopers LLP policies, lead and concurring audit partners are subject to rotation requirements that limit the number of consecutive years an individual partner may provide services to our Company to a maximum of five years. The selection of the lead audit partner pursuant to this rotation policy involves a meeting between the candidate for the role and the chair of the audit committee, as well as with the full audit committee and members of management.

The audit committee has also evaluated the performance of PricewaterhouseCoopers LLP, including, among other things, the length of time the firm has been engaged; its familiarity with our operations and businesses, accounting policies and practices, and our internal controls over financial reporting; and the appropriateness of fees paid to PricewaterhouseCoopers LLP for audit and non-audit services in 2023, on an absolute basis and as compared with the scope of prior year audits. Information about PricewaterhouseCoopers LLP's fees for 2023 is discussed below in this Proxy Statement under "Proposal 2 - *Ratification of Appointment of Independent Registered Public Accounting Firm.*" Based on its evaluation, the audit committee has retained PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm for the 2024 fiscal year.

Based on its review of the financial statements and the aforementioned discussions, the audit committee concluded that it would be reasonable to recommend, and on that basis, did recommend, to the board of directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 30, 2023, which was filed with the SEC on February 27, 2024.

Respectfully submitted by  
the Audit Committee,

Karen Golz (chair)  
Andrew Miller  
Eva Manolis

## REPORT OF THE COMPENSATION AND TALENT COMMITTEE OF THE BOARD OF DIRECTORS

*No portion of this compensation and talent committee report shall be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Securities Exchange Act of 1934, as amended (the "Exchange Act"), through any general statement incorporating by reference in its entirety the Proxy Statement in which this report appears, except to the extent that the Company specifically incorporates this report or a portion of it by reference. In addition, this report shall not be deemed filed under either the Securities Act or the Exchange Act.*

The compensation and talent committee of the board of directors, which is comprised solely of independent directors within the meaning of applicable rules of Nasdaq, and non-employee directors within the meaning of Rule 16b-3 under the Exchange Act, is responsible for developing executive compensation policies and advising the board of directors with respect to such policies and administering the Company's cash incentive and equity incentive plans. The compensation and talent committee sets performance goals and objectives for the chief executive officer and the other executive officers, evaluates their performance with respect to those goals and sets their compensation based upon the evaluation of their performance. In evaluating executive officer pay, the compensation and talent committee retains the services of an outside compensation consultant and considers recommendations from the chief executive officer with respect to goals and compensation of the other executive officers. The compensation and talent committee assesses the information it receives in accordance with its business judgment. The compensation and talent committee also periodically reviews director compensation. All decisions with respect to executive and director compensation are approved by the compensation and talent committee or recommended by the compensation and talent committee to the full board for approval. All decisions regarding chief executive officer and director compensation are reviewed and ratified by the full board. Michelle Stacy, Mohamad Ali, and Dr. Ruey-Bin Kao are the current members of the compensation and talent committee.

The compensation and talent committee has reviewed and discussed the Compensation Discussion and Analysis (the "CD&A") for the year ended December 30, 2023 with management. In reliance on those reviews and discussions referred to above, the compensation and talent committee recommended to the board of directors, and the board of directors has approved, that the CD&A be included in this Proxy Statement and incorporated by reference in our Annual Report on Form 10-K for the year ended December 30, 2023, which was filed with the SEC on February 27, 2024.

Respectfully submitted by the Compensation and Talent Committee,

Michelle Stacy (chair)

Mohamad Ali

Dr. Ruey-Bin Kao

## COMPENSATION AND OTHER INFORMATION CONCERNING EXECUTIVE OFFICERS AND DIRECTORS

### Compensation Discussion and Analysis

This Compensation Discussion and Analysis provides an overview of our executive compensation philosophy and objectives. It also outlines the compensation program for our chief executive officer, chief financial officer, and three most highly-compensated executive officers (other than our chief executive officer and chief financial officer) during 2023.

#### *Executive Overview*

Our compensation philosophy is based on a desire to emphasize pay for performance through incentive compensation that is designed to closely link the realized compensation of our named executive officers to our financial performance, operational performance, and the performance of our stock. We also believe that the compensation of our named executive officers should strongly align our executives' interests with those of our stockholders and focus executive behavior on the achievement of both near-term corporate targets as well as long-term business objectives and strategies, with the ultimate goal of delivering value for our stockholders and customers. The details of our named executive officers 2023 compensation are outlined below.

On January 28, 2024, we mutually agreed to terminate our previously announced Merger Agreement, originally signed on August 4, 2022, under which Amazon would have acquired iRobot. The Merger Agreement was terminated once it became clear that the deal had no path to regulatory approval in the European Union. Colin Angle at the same time stepped down as chief executive officer, as the Company began a significant operational restructuring. The board of directors has initiated a search process for a permanent CEO. In the meantime, the Board appointed Glen Weinstein as the Company's interim chief executive officer. Mr. Weinstein previously served as the Company's executive vice president and chief legal officer.

Leading up to these announcements in early 2024, for the full-year fiscal 2023, we were operating under the terms of the Merger Agreement with Amazon and we were required to adhere to operating covenants that required us to deviate some from certain aspects of our compensation philosophy in order to comply with these covenants. Most importantly, we were only permitted to grant time-based equity awards in 2023, whereas normally we would provide a mix of time-based and performance-based equity awards.

#### *2023 Overview*

While our focus in 2023 was on closing the acquisition by Amazon, thereby maximizing return to our shareholders, during 2023, we also introduced multiple new products and digital technologies to markets worldwide. We introduced the Roomba Combo® j5+ and Roomba Combo® i5+ robot vacuum and mops, giving customers more choice when it comes to an iRobot 2-in-1 floor cleaning solution. We also expanded our product lineup further with the introductions of the Roomba Combo® j9+ 2-in-1 robot vacuum and mop and Roomba® j9+ robot vacuum. In addition we introduced thoughtful iRobot OS features Dirt Detective and SmartScrub, our latest cleaning automation features.

However, 2023 was a challenging year for the company, our revenue performance was impacted by lower orders from retailers and distributors largely resulting from a decline in consumer sentiment and resultant spending. The overall market conditions continued to be challenging and we saw increased competition in EMEA, Japan and the U.S. throughout 2023. Revenue declined by 25% from the prior year, to \$891 million, and we recorded an operating loss of \$264 million.

Our focus for 2024 will be aligning our cost structure with near-term revenue expectations and driving profitability, including through the following financial and strategic initiatives:

- Achieving gross margin improvements through a focus on design-to-value and more beneficial terms with our existing and new manufacturing partners;
- Reducing research and development expenditure by pausing work unrelated to our core floorcare business and through increased offshoring of non-core engineering functions to lower-cost regions;
- Centralizing global marketing activities and consolidating agency expenditures to reduce sales and marketing expenses while seeking efficiencies in demand generation activities to drive sales more cost effectively;

- Evaluating and streamlining our global entity structure to eliminate unnecessary real estate expenditures, legal entity costs and find efficiencies in operations; and Focusing our product roadmap on core value drivers within robotic floorcare; and
- A reduction of approximately 350 employees, which represents 31 percent of the Company's workforce as of December 30, 2023. We expect to record restructuring charges totaling between \$12 million and \$13 million, primarily for severance and related costs.

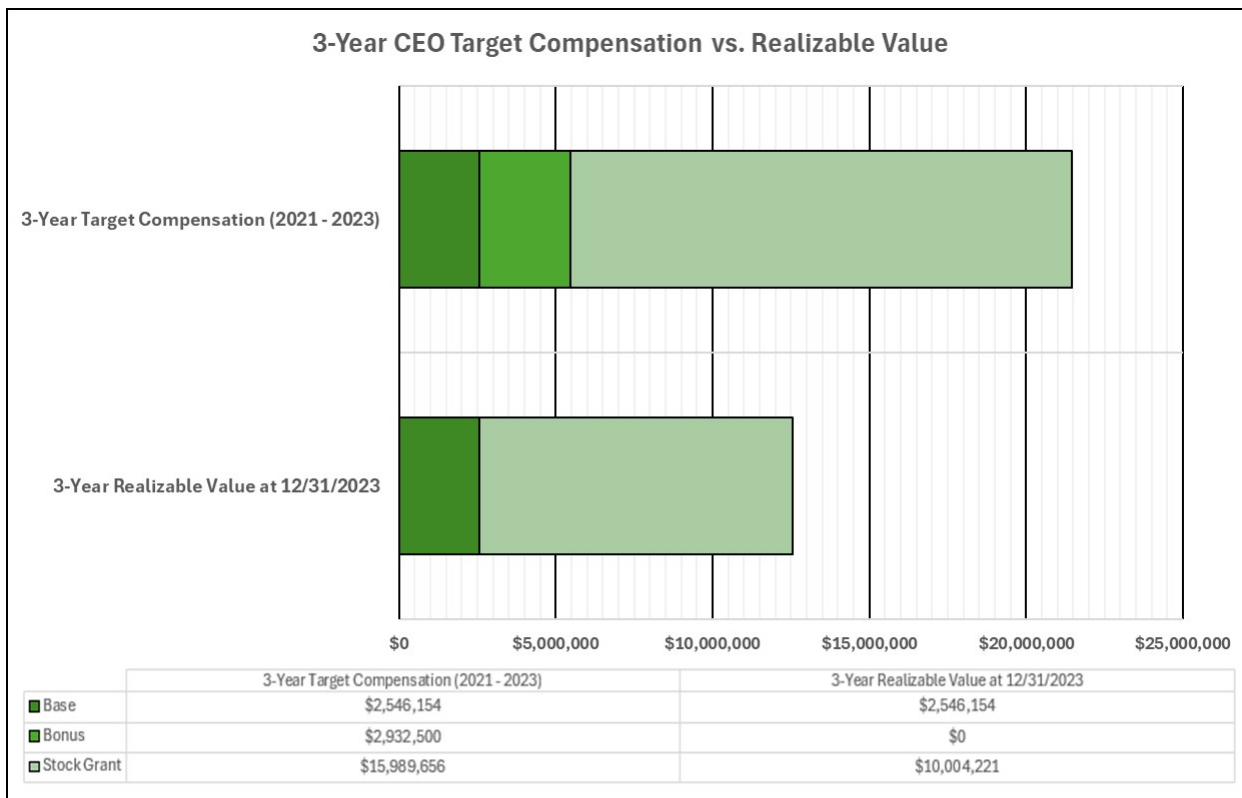
We have an iconic brand that people love. Our marketing efforts will support key retailers in stores and online to deliver the premium experience that our customers expect and deserve. In the near term, we are taking these necessary actions to stabilize the business, improve liquidity, and focus on bringing innovative products to our customers. We are confident in our ability to build on our legacy of innovation as a standalone company and to navigate this period successfully.

### **Compensation Highlights:**

*Our 2024 compensation decisions and 2023 incentive plan outcomes reflect both the challenges we faced during the year and our pay for performance philosophy. Specifically:*

- **No salary increases.** In light of our recent performance and our focus on minimizing our expense, our named executive officers received no salary increases for 2022, 2023 or 2024. However, Mr. Weinstein assumed a new role as the Company's interim chief executive officer, and while his base salary will remain the same in 2024, he receives additional compensation in the form of a stipend of \$27,500 per month while serving as interim chief executive officer.
- **No annual bonus payouts.** We fell short of the threshold performance levels for revenue and non-GAAP operating income under our 2023 bonus plan. As a result, no annual bonuses were paid to our named executive officers under the annual bonus plan for the third year in a row.
- **Long Term Incentives.** We granted solely RSUs in 2023, and did not grant PSUs in 2023, as we were not permitted to grant performance-based long-term incentive awards under the operating covenants of the Merger Agreement with Amazon.
- **PSU Vestings:**
  - **2021 Plan:** We did not achieve the threshold performance levels for non-GAAP operating income for the 2021 PSUs that were eligible to vest based on cumulative non-GAAP operating income performance through 2023 and, accordingly, none of those PSUs vested.
  - **2022 Plan:** In 2022, we introduced PSUs that are eligible to be earned based on our relative total shareholder return ("rTSR") over one, two, and three-year periods. For the one-year performance period ended December 31, 2022, 64% of the eligible shares vested. For the two-year performance period ended December 31, 2023, 16% of the eligible shares vested. Details of these PSUs are described below in the Long-Term Incentive section of this Compensation Discussion and Analysis.

Our incentive plans are highly sensitive to the Company's performance and emphasize pay that is variable and/or "performance-based" and/or "at risk." Our 3-year performance has fallen far below our expectations, and accordingly, our CEO's 3-year realizable pay was only 57% of his targeted total compensation over that period, as shown below. Additionally, with the termination of the Merger Agreement with Amazon on January 28, 2024, and the resulting impact on our stock price, our CEO's realizable pay for the 3-year period dropped to 31% of his target total compensation. The 3-year realizable pay is calculated as base salary paid, actual bonus paid, and long-term incentives granted in a given year and valued at the end of the 2023 year. Realizable pay assumes target performance for any PSUs granted during the applicable year. As a result, these figures do not take into account the lack of any vesting of the PSUs in 2022.



**Objectives of Our Compensation Program**

We believe our compensation philosophies and objectives, as further described below, have aligned executive compensation with Company performance. Our compensation programs for our executive officers are designed to achieve the following objectives:

- Provide competitive compensation that attracts, motivates and retains the best talent and the highest caliber executives in order to help us to achieve our strategic objectives;
- Connect a significant portion of the total potential compensation paid to executives to our annual financial performance;
- Directly align management’s interest with the interests of stockholders through long-term equity incentives; and
- Provide management with performance goals that are directly linked to our longer-term plans for growth and profit.

We believe the compensation of our named executive officers should reflect their success as a management team, rather than as individuals, in attaining key operating objectives, such as non-GAAP operating income (loss) and revenue. We define non-GAAP operating income (loss) as operating income (loss) before amortization of acquired intangible assets, stock-based compensation expense, tariff refunds, net merger, acquisition and divestiture (expense) income, and restructuring and other expense. See page 33 of our Form 10-K for the year ended December 30, 2023, for a reconciliation of non-GAAP operating (loss) to GAAP operating loss.

**Methodologies for Establishing Executive Compensation**

The compensation and talent committee, which is comprised entirely of independent directors, reviews the compensation packages for our named executive officers, including an analysis of all elements of compensation separately and in the aggregate. In determining the appropriate compensation levels for our chief executive officer, the compensation and talent committee meets with the executive vice president, human resources and corporate communications, along with the independent compensation consultant engaged by the compensation and talent



committee. With respect to the compensation levels of all other named executive officers, the compensation and talent committee meets with our chief executive officer and, as needed, our executive vice president, human resources and corporate communications, as well as with the independent compensation consultant engaged by the compensation and talent committee. Our chief executive officer annually reviews the performance of each of the other named executive officers with the compensation and talent committee.

The compensation and talent committee has engaged Pay Governance as its independent compensation consultant. The compensation consultant works with the compensation and talent committee in addition to our human resources department and the chief executive officer to assist them with a range of items, including establishing an appropriate peer group, developing the structure of the executive compensation program and in formulating recommendations regarding base salary levels, target incentive awards, performance goals for incentive compensation and equity awards for named executive officers. In conjunction with the annual performance review of each named executive officer, the compensation and talent committee carefully considers the recommendations of the chief executive officer with respect to the other executive officers when setting base salary, bonus payments under the prior year's incentive compensation plan, and target amounts and performance goals for the current year's incentive compensation plan. In addition, the compensation and talent committee similarly determines the size and structure of equity incentive awards, if any, for each named executive officer.

Moreover, the compensation and talent committee considers the results of the advisory vote on named executive officer compensation, or the "say on pay" vote, that is currently held each year at the Company's annual meeting of stockholders.

At the May 2023 annual meeting of stockholders, the Company held its annual say on pay vote. The results of the say on pay vote held in May 2023 were as follows (as a percentage of the votes cast):

For	15,349,698	86.4%
Against	2,411,101	13.6%

The results of the say on pay vote are advisory and not binding on the Company, the board of directors or the compensation and talent committee. The board of directors and the compensation and talent committee, however, value the opinions of our stockholders and take the results of the say on pay vote into account when making decisions regarding the compensation of our named executive officers.

While our flexibility was limited during 2023 as a result of the operating covenants in place in connection with the proposed acquisition by Amazon, the compensation and talent committee will, in consultation with Pay Governance and as appropriate, continue to consider changes to our compensation programs intended to further align the pay of our senior executives with our performance while taking into account our business strategy, input from stockholders and evolving factors such as the business environment, the competitive market for talent and other emerging trends. Additionally, the compensation and talent committee will continue to consider the outcome of our say on pay votes, regulatory changes and emerging best practices when making future compensation decisions for our named executive officers.

Our compensation plans are developed, in part, by utilizing publicly available compensation data and subscription- compensation survey data for global, national and regional companies in the technology and consumer technology industries, including those that focus on smart-tech and high-tech products. When determining the range of competitive practice for executive compensation, we review compensation data for companies with revenues, market capitalization, headcount and levels of ongoing research and development investment similar to our profile. There is an expanded discussion on our peer group in the section "Compensation Comparisons" below. While there are no perfect benchmarks for our Company, we believe that this approach provides us with valuable insights as to the competitive range of pay levels and practices of companies similar to ours.

### **Compensation Consultants**

As its independent compensation consultant, Pay Governance provides the compensation and talent committee with advice on a broad range of executive compensation matters. In fiscal 2023, the scope of Pay Governance's services included the following:

- Apprising the compensation and talent committee of compensation-related and regulatory trends and developments in the marketplace;
- Assessing the composition of the peer companies used for comparative purposes; and
- Reviewing the Compensation Discussion and Analysis section of the Company's Proxy Statement.

As more fully described on page 42, the compensation and talent committee reviewed its relationship with Pay Governance pursuant to SEC rules and determined Pay Governance's work for the compensation and talent committee

did not raise any conflicts of interest. The Company did not engage Pay Governance for any other consulting work in fiscal 2023.

### Compensation Comparisons

Developing a compensation peer group for compensation comparison purposes is not an easy task for our Company. We do not have any “true” consumer robotic peer companies that are publicly-traded, stand-alone, U.S.-based and size-appropriate. We believe the mix of technology, smart technology/connected devices, and technology/consumer products entities that comprise our current compensation peer group provides appropriate reference points for compensation and performance comparisons.

The following selection criteria, developed in conjunction with the compensation and talent committee, which are carefully reviewed annually and adjusted as needed, were used to develop the comparative compensation peer group used in assessing the competitiveness of our executive compensation program and in helping develop fiscal year 2023 compensation actions:

- Companies with revenues within a similar range and generally similar market capitalization;
- Companies within comparable industries that focus on smart-tech and high-tech products (e.g., consumer durables, consumer services, aerospace, capital goods, electronics equipment, information technology, instruments and components, computers and peripherals, networking equipment and computer hardware);
- Companies with highly-engineered products and complex networked technologies with multiple industry applications;
- Technology companies whose products contain both hardware and software components, in particular cloud-connected devices, smart monitors, networked devices and consumer wearables; and
- Companies with moderate to high sales growth and opportunity.
- Other secondary criteria also considered include:
  - Companies considered to be engaging in “disruptive innovation;”
  - Companies producing high-technology products with brand recognition and/or that focus on disposable income “luxury” goods; and
  - Companies with comparable levels of ongoing investment in research and development that indicate similar business models and financial strategy.

Our compensation peer group for 2023 consisted of the following sixteen companies, which we show in two different technology segments. Technology companies that focus on high tech products for consumers, and broader companies that have a technology focus and meet some or all of the criteria mentioned above.

Consumer Technology Companies	Broader Technology Companies
Alarm.com Holdings, Inc.	3D Systems Corporation
Corsair Gaming, Inc.	Dolby Laboratories, Inc.
Garmin Ltd.	Faro Technologies, Inc.
GoPro, Inc.	Novanta, Inc.
Logitech International S.A.	Trimble Inc.
NETGEAR, Inc.	
Plantronics, Inc.	
Roku, Inc.	
Sonos, Inc.	
Universal Electronics Inc.	
Vizio Holding Corp.	

This 2023 compensation peer group differs slightly from the 2022 compensation peer group due to the removal of Azenta Inc, as their business model has shifted primarily to life sciences tools and services, and the removal of Coherent, Inc. which was acquired by II-VI on July 1, 2022. Plantronics, Inc. was acquired by HP, Inc. on August 29, 2022 after we had set the 2023 Peer Group. Additions included Corsair Gaming, Inc. and VIZIO Holding Corp., both of whom focus on high tech products for consumers and meet several of the criteria mentioned above.

At the time of the peer group review on June 30, 2022, this group of peers had a trailing 12-month median revenue of approximately \$1.4 billion and a median market capitalization of approximately \$1.9 billion. iRobot at this same time had trailing 12-month revenue of approximately \$1.5 billion and a market capitalization of approximately \$2.1 billion.

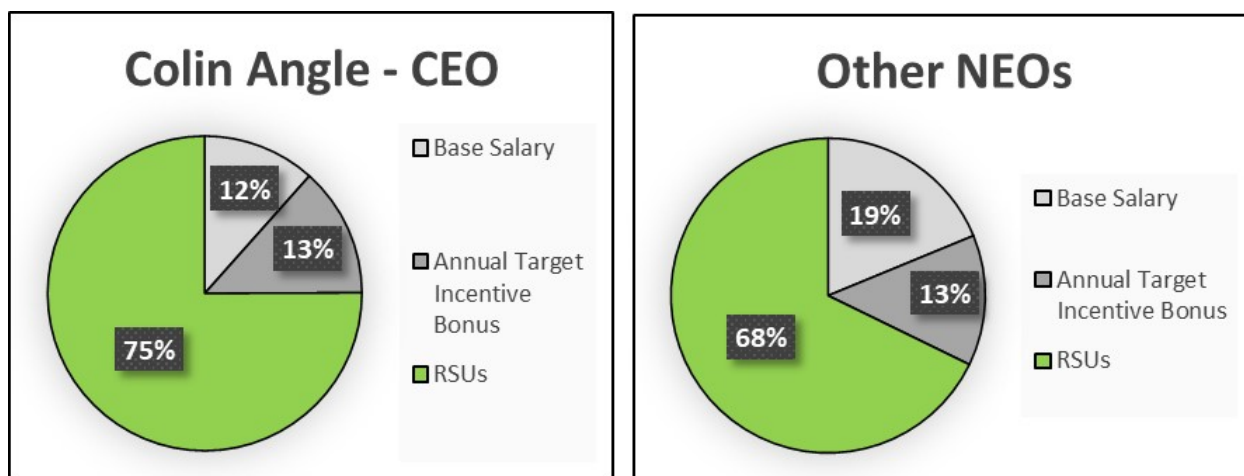
The compensation and talent committee reviews all components of compensation for named executive officers. In accordance with its charter, the compensation and talent committee also, among other responsibilities, administers our incentive compensation plan, and reviews management's recommendations on Company-wide compensation programs and practices. In setting compensation levels for our executive officers in fiscal 2023, the compensation and talent committee considered many factors in addition to the competitive market analysis described above, including, but not limited to:

- The limitations provided under the operating covenants in the Merger Agreement;
- The scope and strategic impact of the executive officer's responsibilities;
- Our past business performance, and future expectations;
- Our long-term goals and strategies;
- The performance and experience of each individual;
- Retention considerations;
- Unvested equity holdings;
- Past compensation levels of each individual and of the named executive officers as a group;
- Relative levels of pay among the executive officers;
- The amount of each component of compensation in the context of the executive officer's total compensation and other benefits;
- Input from the board with respect to its evaluation of and recommendations for the chief executive officer; and
- Input from the chief executive officer with respect to the evaluation of and recommendations for the other named executive officers.

The compensation and talent committee recommends to the full board compensation for our chief executive officer using the same factors it considers for other executive officers. With the exception of fiscal 2023 during which we were only permitted to grant time-based RSUs under the operating covenants in the Merger Agreement with Amazon, we have placed greater emphasis on PSUs for our chief executive officer since 2021 by awarding 60% of his target long-term incentives in the form of PSUs as compared to 50% for our other named executive officers. In assessing the compensation paid to our chief executive officer, the compensation and talent committee relies on input from the board of directors on performance, information from our selected peer group benchmarks and its judgment with respect to the factors described above.

## Elements of Compensation and 2023 Annual Target Compensation

Our executive compensation program in 2023 consisted of three primary elements: base salary, annual cash incentives, and long-term equity awards in the form of RSUs. Because of the restrictions imposed by the operating covenants of the Merger Agreement, which permitted us to grant only time-based long-term incentive compensation awards, equity awards were granted entirely in the form of RSUs for 2023. Under normal circumstances equity grants are a mix of RSUs and PSUs for our named executive officers. All of our executive officers are also eligible for certain benefits offered to employees generally, including life, health, disability and dental insurance, as well as participation in our 401(k) plan. We have also entered into executive agreements with our executive officers that provide for certain severance benefits upon a qualifying termination of employment, including a qualifying termination in connection with a change in control of the Company. The target compensation mix for each of our named executive officers was determined at the beginning of 2023 and is summarized in the charts below.



The compensation mix shown above is based on the target amount for each of the elements and does not contemplate the upside and downside opportunity included in our variable incentive plans.

## Elements of Compensation

### Base Salary

Salaries are reviewed on an annual basis and are structured to be within the market competitive range of salaries paid by the peer companies reviewed by the compensation and talent committee described above. While we generally aim to set base salaries for each of our executives to market competitive levels, the compensation and talent committee also takes into consideration many additional factors (described below) that we believe are important and have enabled us to attract, motivate and retain our leadership team in an extremely competitive environment.

In 2023, the compensation and talent committee reviewed the base salaries for each of our executive officers, taking into account an assessment of the individual's responsibilities, experience, performance and contribution to the Company's performance, and also generally taking into account the competitive environment for attracting and retaining executives consistent with our business needs, along with those factors previously described. With respect to each of our other named executive officers, our chief executive officer provided a detailed evaluation and recommendation related to base salary adjustments, if any.

In connection with our annual review process in February 2023 and taking into account the considerations discussed above as well as our 2022 performance, the compensation and talent committee made no adjustments to the base salaries for any of the named executive officers for 2023. We similarly maintained base salaries for our named executive officers at the same levels for 2024.

For 2023 and 2024, base salaries of our named executive officers were reviewed by the compensation and talent committee and no adjustments were made. The table below shows the annualized 2022, 2023 and 2024 base salaries for our named executive officers and the percentage year-over-year increase in base salaries.

	2022 Base Salary	% Increase	2023 Base Salary	% Increase	2024 Base Salary
Colin Angle(1)	\$850,000	0.0%	\$850,000	0.0%	\$850,000
Julie Zeiler	\$500,000	0.0%	\$500,000	0.0%	\$500,000
Glen Weinstein(2)	\$430,000	0.0%	\$430,000	0.0%	\$430,000
Russell J. Campanello	\$410,000	0.0%	\$410,000	0.0%	\$410,000
Faris Habbaba	\$415,000	0.0%	\$415,000	0.0%	\$415,000

- (1) On January 28, 2024, Mr. Angle stepped down as chief executive officer and chairman of the board of directors and entered into a transitional services and separation agreement with the Company pursuant to which he will remain as an employee of the Company in the role of Senior Advisor for a period of up to 12 months. In this role, Mr. Angle will continue to receive an annual base salary of \$850,000.
- (2) Mr. Weinstein was appointed as the Company's interim chief executive officer in January 2024 upon Mr. Angle's resignation. While his base salary will remain the same in 2024, he will receive additional compensation for his services as interim chief executive officer in the form of an additional base stipend of \$27,500 per month.

We believe that the base salaries of our named executive officers, which on average are 19% as a percentage of total target compensation, are set at an appropriate level to align our compensation mix with our compensation philosophy.

### Cash Incentive Compensation

#### 2023 Annual Cash Incentive Compensation

The compensation and talent committee believes that short-term cash incentive compensation for our executive officers should be contingent upon successful achievement of significant financial and business objectives and implementation of our business strategy. For our named executive officers, including our chief executive officer, the payment of cash incentive awards is based on an evaluation of achievement against predetermined Company financial and operational metrics in accordance with our Senior Executive Incentive Compensation Plan ("SEICP") adopted by the compensation and talent committee. For each named executive officer, 100% of his or her target cash incentive compensation in 2023 was tied to key Company financial and operating performance measures. We aim to set our cash incentive opportunities for named executive officers to be market competitive for performance at target with actual amounts earned adjusted up or down based on performance achievement, as described below.

For fiscal 2023, the threshold, target and maximum bonus award opportunities under our SEICP for each of our named executive officers, as a percentage of base salary, are set forth in the table below. These target bonus amounts were set at levels the compensation and talent committee determined were appropriate to support our business plan, which involved growing the Company in a profitable, cost-effective way.

	Incentive Bonus Award Opportunity Payout Scale (% of base salary)		
	Threshold (25% of target opportunity) (1)	Target (100%)	Maximum (200% of target opportunity) (2)
Colin Angle	28.75%	115.00%	230.00%
Julie Zeiler	18.75%	75.00%	150.00%
Glen Weinstein	18.75%	75.00%	150.00%
Russell J. Campanello	18.75%	75.00%	150.00%
Faris Habbaba	15.00%	60.00%	120.00%

- (1) Cash incentive payments are made only if the Company has achieved a specified non-GAAP operating income hurdle, excluding cash incentive compensation expense.
- (2) This reflects the maximum incentive cash payout levels established under our SEICP for 2023 based on the specific goals established for fiscal 2023.

The following tables summarize the 2023 performance measures, associated weightings and goals for each of the named executive officers under the SEICP, including actual performance achievement. The compensation and talent committee chose this mix of financial targets for cash incentive compensation because it believes it creates a balanced focus on growth and profitability, and it believes that executive officers should be focused on a small set of critical, team-based financial and operating metrics that reinforce the executive's role and impact the Company's business strategy.

As shown in the table below, our results were below threshold for both performance metrics. As a result and consistent with our pay for performance culture, the named executive officers did not receive any payouts under the SEICP for 2023 performance.

Metric	Weightings	Performance Goal			2023 Actual Performance	Actual Percentage Earned (as % of target)
		Threshold	Target*	Maximum		
\$ in millions						
Non-GAAP Operating loss, excluding cash incentive compensation expense	50%	\$(132.4)	\$(120.4)	\$0.0	\$(198.5)	0%
Company Revenue	50%	\$896.0	\$1,054.1	\$1,264.9	\$890.6	0%
<b>Total Payout (as a % of Target)</b>						<b>0%</b>

#### Transaction Bonus Program Under the Merger Agreement

As previously disclosed, in connection with, and under the terms of, the Merger Agreement, we established a cash transaction bonus program providing for transaction bonuses in an aggregate amount not to exceed \$12 million. Awards under the transaction bonus program vested and became payable as follows: (i) 25% on the six-month anniversary of the date of the Merger Agreement, (ii) 25% on the closing of the transactions contemplated by the Merger Agreement and (iii) 50% on the three-month anniversary of the closing of the transactions contemplated by the Merger Agreement, generally subject to the employee's continued employment through the applicable payment date. Each of Ms. Zeiler and Messrs. Weinstein and Campanello were awarded bonuses under the transaction bonus program in an amount equal to the applicable executive's annual base salary. In accordance with the terms of the transaction bonus program, 25% of the bonuses vested and became payable in February 2023 on the six-month anniversary of the date that the Merger Agreement was originally entered into. Because the Merger Agreement was terminated, the remaining 75% of the bonuses payable under the transaction bonus program were forfeited and will not be paid.

#### Long-Term Incentives

##### Overview

In 2023, given the operating covenants imposed by the Merger Agreement with Amazon, our named executive officers were eligible to receive RSUs only, however we have returned to a balance of RSUs and PSUs in 2024. Typically, a combination of RSUs and PSUs are granted that are intended to promote success by aligning employee financial interests with long-term stockholder value. Long-term incentives are awarded based on various factors primarily relating to the responsibilities of the individual officer or employee, his or her past performance, anticipated future contributions, prior grants, and competitive market and retention considerations as well as the pool of shares available for grant and Company performance. In general, our compensation and talent committee will base its decisions to grant long-term incentives on recommendations of our chief executive officer (for employees other than himself) and the compensation and talent committee's analysis of peer group and industry compensation information, with the intention of keeping the executives' overall target compensation levels competitive with our peers.

In 2022, we introduced a new PSU plan pursuant to which PSUs are earned based on our relative TSR over one, two, and three-year performance periods, with the potential for an adjustment based on performance against a three-year cumulative profitability goal. To earn the target number of PSUs, iRobot must outperform the TSR of a broad market index, the Russell 2000 Total Return Index (the "Index") by five points of TSR. Payout under this plan is capped at target if our absolute TSR is negative. The PSUs are also subject to an overall payout cap of 200% of target. This design puts a direct focus on shareholder value creation, and coupled with our short-term incentive plan, that includes annual revenue and non-GAAP operating income performance metrics, provides a strong balance between short and long-term business drivers and helps ensure that the realized pay of our executives closely aligns with the shareholder experience. As noted above, in 2023, we were unable to grant PSUs due to the operating covenants of the Merger Agreement with Amazon.

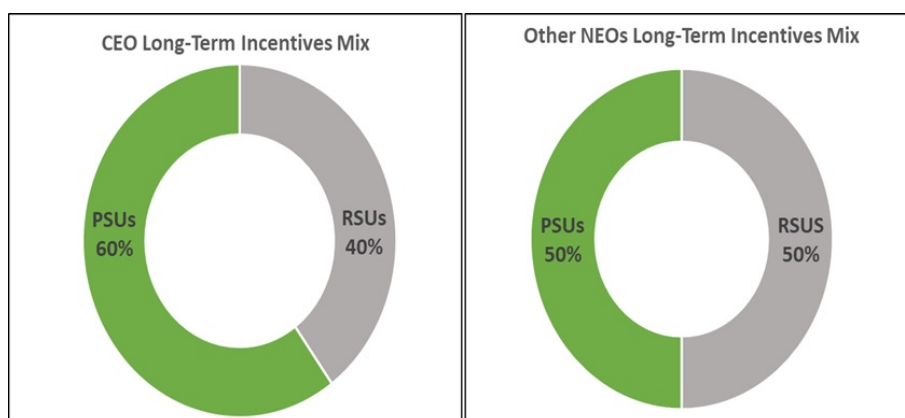
The compensation and talent committee believes that our traditional mix of long-term equity awards is market competitive and strongly aligns the incentives of our executives with the interests of our stockholders and the long-term performance of the Company by directly tying a significant portion of the value that may be realized from our equity compensation to the performance of the Company and the value of our stock.

We typically grant equity awards in March of each fiscal year. Starting in 2022, RSUs vest based on continued service with one-third vesting after one year, and the remaining two-thirds vesting in quarterly installments over the following two years.

During fiscal year 2023, our compensation and talent committee approved the RSU awards set forth in the table below to each of our named executive officers.

	Grant Date Fair Value (\$)	RSUs (#)
Colin Angle	5,499,992	125,199
Julie Zeiler	1,724,999	39,267
Glen Weinstein	1,499,990	34,145
Russell J. Campanello	1,379,973	31,413
Faris Habbaba	1,724,999	39,267

While grants in 2023 were entirely in RSUs, the following chart depicts the typical mix of PSUs and RSUs in our annual long-term incentive program:



2022 PSU Award Achievement

For PSUs granted in 2022, the number of shares earned is based upon the TSR of iRobot's common stock as compared to the TSR of the Index over the following performance periods:

Performance Periods	
Begin Date	End Date
1/2/2022	12/31/2022
1/2/2022	12/30/2023
1/2/2022	12/28/2024



## Calculations of TSR

The TSR calculation for iRobot and the Index is based upon the 60-trading day average price prior to and including the start of each performance period (the “Beginning Average Price”) and the 60-trading day average price at the end of each performance period (the “Ending Average Price”).

The payout schedule can result in payout percentages ranging from 0% to 200% of the target number of PSUs. The payout percentage is capped at 100% if iRobot’s TSR is negative over the applicable performance period. Payout is determined based on percentage point difference in iRobot’s TSR when compared to the TSR of the Index, with the target number of PSUs earned when iRobot’s TSR exceeds the Index TSR by five percentage points (the “TSR Goal”).

Performance Period	TSR Goal	Number of Earned PSUs if iRobot’s TSR equals the TSR Goal
01/02/2022 - 12/31/2022	5 percentage points above Index TSR	1/3 of Target Award
01/02/2022 - 12/30/2023	5 percentage points above Index TSR	1/3 of Target Award
01/02/2022 - 12/28/2024	5 percentage points above Index TSR	1/3 of Target Award

With respect to each performance period, the portion of the total number of PSUs eligible to be earned for such period will be adjusted for over- or under-performance against the TSR Goal as follows:

Payout Schedule	
Performance Relative to Index	Payout Percentage
+55.0% and above	200%
+5.00%	100%
(45.0)% and below	0%

- Under-performance:** If the Company’s TSR for any performance period is more than 45% below the Index TSR for such performance period, no portion of the PSUs are earned with respect to such performance period. If the Company’s TSR for any performance period is between 45% below the Index TSR for such performance period (the “Threshold TSR Amount”) and the TSR Goal, the earned portion of the PSUs with respect to such performance period increases ratably between 0% and 100% as the Company’s TSR increases between the Threshold TSR Amount and the TSR Goal (*i.e.*, the portion of the PSUs earned is increased by 2% for every 1% increase between the Threshold TSR Amount and the TSR Goal). At the TSR Goal, 100% of the target number of PSUs for such performance period are earned.
- Over-performance:** If both (i) the Company’s TSR for the performance period exceeds the TSR Goal and (ii) the Company’s actual TSR for such performance period is greater than zero, then the earned portion of the PSUs with respect to such performance period increases ratably between 100% and 200% of the target number of PSUs as the Company’s TSR increases between the TSR Goal and 55% above the Index TSR for such performance period (the “Maximum TSR Amount”) (*i.e.*, the portion of the target number of PSUs earned increases by 2% for every 1% increase between the TSR Goal and the Maximum TSR Amount). At the Maximum TSR Amount, 200% of the target number of PSUs are earned assuming that the Company’s TSR for such performance period is greater than zero.

For the second performance period, iRobot’s TSR of (55.2)% underperformed the Index TSR of (18.2)% by (37)% resulting in an overall payout of 16% of target. These results are summarized in the below chart.

Results 1/2/2022 to 12/30/2023 Performance Period	
IRBT TSR	(55.2)%
Index TSR	(18.2)%
Outperformance	(37.0)%
<b>Payout Percentage</b>	<b>16%</b>



	*1/2/2022 to 12/30/2023 Performance Period			
	PSUs At Threshold	PSUs At Target (1/3)	PSUs At Maximum	Total PSUs Earned
Colin Angle	175	17,580	35,160	2,812
Julie Zeiler	39	3,995	7,990	639
Glen Weinstein	34	3,462	6,924	554
Russell J. Campanello	31	3,196	6,392	511
Faris Habbaba	39	3,995	7,990	639

\* PSUs represented in the chart represent the PSUs at threshold, target, and maximum for the second performance period. The amounts represent one of the total threshold, target and maximum number of PSUs granted.

## 2021 PSU Award Achievement

For the PSUs granted in 2021, the number of shares earned at the end of the three-year performance period could have ranged from 0% to 200% of the target number of PSUs granted based on the Company's performance against a three-year cumulative Non-GAAP operating income goal. The following table outlines the Non-GAAP operating income threshold, target, and maximum goals, along with the Company's actual performance for the three-year performance period from 2021 through 2023. Payout achievement is shown in the table.

2021-2023 PSU Performance Cycle	Operating Income Performance (in millions)				
	Threshold	Target	Maximum	Actual Performance Achieved	Actual Payout Level
Cumulative	\$554	\$792	\$1,030	\$(346.6)	0%
PSUs Eligible for Vesting	25%	100%	200%		

For the 2021 PSUs, the three-year cumulative Non-GAAP operating income achievement was \$(346.6) million, which fell below the threshold of \$554 million; therefore no PSUs granted in 2021 were deemed earned and vested. The table below outlines the details. Mr. Habbaba is excluded from the table below because he joined the Company in 2021 and did not hold any 2021 PSUs.

	2021-2023 PSUs At Threshold, Target & Maximum			
	PSUs At Threshold	PSUs At Target	PSUs At Maximum	Total PSUs Earned
Colin Angle	6,811	27,245	54,490	0
Julie Zeiler	1,548	6,192	12,384	0
Glen Weinstein	1,341	5,366	10,732	0
Russell J. Campanello	1,238	4,953	9,906	0

## Other Benefits and Perquisites

We also have various broad-based employee benefit plans. Our executive officers participate in these plans on the same terms as other eligible employees, subject to any legal limits on the amounts that may be contributed by or paid to executive officers under these plans. We offer a 401(k) plan, which allows our U.S. employees an opportunity to invest in a wide array of funds on a pre-tax basis or roth basis. The Company matches up to 3% of eligible pay (\$0.50 on each dollar an employee contributes up to a maximum of 6%). In 2017, we established an employee stock purchase plan for the benefit of all of our U.S., UK and Canadian based employees. In connection with the proposed merger with Amazon which was terminated in January 2024, the last offering period under the employee stock purchase program ended and our last purchase occurred on November 15, 2022. No additional offering periods have been offered since that point. We do not provide pension arrangements or post-retirement health coverage for our named executive officers or other employees. We also maintain insurance and other benefit plans for our employees. We offer no perquisites to our executive officers in the United States that are not otherwise available to all of our employees.

### *Stock Ownership Guidelines*

We maintain stock ownership guidelines to further align the interests of our senior management and directors with those of our stockholders. Under the guidelines, executives are expected to hold common stock that is valued at an amount ranging from two times base salary for our senior executives to six times base salary for our chief executive officer. Our directors are also expected to hold common stock in an amount equal to six times their current annual cash retainer fee for board service.

For purposes of these guidelines, stock ownership excludes unvested equity awards as well as the value associated with any vested, but unexercised stock options. Executives and directors are expected to meet their ownership guidelines within five years of becoming subject to the guidelines. Executives and directors are required to retain 20% of the shares acquired upon vesting or exercise of equity awards until they are in compliance with the guidelines.

### *Hedging/Pledging Policy*

Since 2005, we have had a written insider trading policy that applies to all of our employees, including officers, and directors. The policy, among other things, prohibits holding Company securities as collateral in a margin account, any hedging transactions, short sales, and puts/calls, and pledging of Company securities as collateral for a loan unless the pledge has been approved by the compensation and talent committee of the board of directors. To date, no such approval has been requested or given.

### *Executive Agreements*

We have entered into executive agreements with each of our named executive officers (but Mr. Angle's executive agreement was superseded by his transitional services and separation agreement as described below). The executive agreements provide for severance payments equal to 50% of such officer's annual base salary at the highest annualized rate in effect during the one-year period immediately prior to termination, payable in six equal monthly installments, as well as monthly premium payments for continued health, dental and vision benefits for up to six months following termination, in the event that we terminate the named executive officer's employment other than for cause, or his or her death or disability, as each term is defined in the executive agreements. In addition, these executive agreements provide that if we experience a change in control, as defined in the executive agreements, and the employment of such officer is terminated by the Company other than for cause or his or her death or disability at any time within the period beginning on the date that is 45 days prior to the date of the public announcement of the execution of a definitive agreement for a change in control and ending on the first anniversary of the effective date of the change in control, or if such officer terminates his or her employment for good reason, as defined in the executive agreements, during the one-year period following the change in control, then all unvested equity awards held by such officer become fully-vested and immediately exercisable and such officer is entitled to severance payments equal to 200% of his or her annual base salary, at the highest annualized rate in effect during the period beginning in the year prior to the effective date of the change in control and ending on the date of termination of employment, and 200% of such officer's highest target cash incentive compensation with respect to the year prior to the year in which the change in control occurred and ending in the year in which the officer's employment is terminated, each payable in 24 equal monthly installments, as well as monthly premium payments for continued health, dental and vision benefits for up to 24 months following termination. Receipt of the severance payments and benefits under the executive agreements is subject to the executive officer's execution of a separation agreement, including a general release of claims, in a form and of a scope reasonably acceptable to the Company and compliance with any noncompetition, inventions and/or nondisclosure obligations owed to the Company. There are no tax gross-up payable under the executive agreements or otherwise.

In addition, as described above, on January 28, 2024, Mr. Angle stepped down as chief executive officer and chairman of the board of directors and entered into a transitional services and separation agreement with the Company pursuant to which he will remain as an employee of the Company in the role of senior advisor for a period of up to 12 months. The transitional services and separation agreement replaced Mr. Angle's executive agreement with the Company and provides for Mr. Angle to continue to receive his annual base salary of \$850,000 and continue vesting in his outstanding equity awards while he remains employed by the Company; however, he will not be eligible for a bonus based on 2024 performance. If after six months the Company and Mr. Angle mutually agree to end the senior advisor relationship or if at any time during the 12-month period the Company terminates Mr. Angle's employment without cause, as defined in the transitional services and separation agreement, the Company will (i) pay to Mr. Angle the remainder of the base salary that Mr. Angle would have received had he remained in the role for the full 12 months and (ii) accelerate the vesting of Mr. Angle's then-outstanding equity awards through March 12, 2025, in each case subject to Mr. Angle's continued compliance with restrictive covenants and providing transitional services as requested by the interim chief executive officer or new chief executive officer for up to 20 hours per month. In addition, if a change in control occurs within three months after January 28, 2024, Mr. Angle will be eligible for the change in control benefits under his previous executive agreement, described above. The transition agreement also provides that Mr. Angle will be subject to

noncompetition and nonsolicitation restrictions in connection with his transition from the Company and includes a general release of claims from Mr. Angle in favor of the Company. The terms of the transitional services and separation agreement supersede any benefits for which Mr. Angle would have otherwise been eligible under any other agreement between Mr. Angle and the Company, including his executive agreement.

Additionally, as described above, Mr. Weinstein entered into an agreement to serve as the Company's interim chief executive officer.

#### *Clawback Policy*

In light of the SEC's adoption of final clawback rules in October 2022 and the NASDAQ's adoption of final listing standards consistent with the SEC rules in June 2023, we adopted an amended and restated clawback policy on August 1, 2023. Under the amended and restated clawback policy, if we are required to prepare an accounting restatement due to material non-compliance with any financial reporting requirement under the securities laws, we must (subject to certain limited exceptions described in the policy and permitted by the final clawback rules) recover erroneously awarded compensation received by any current or former executive officer of the Company in the three fiscal years prior to the date we were required to restate our financial statements that is in excess of the amount that would have been received based on the restated financial statements.

#### *Tax Deductibility of Executive Compensation*

Section 162(m) of the Internal Revenue of 1986, as amended (the "Code") generally places a \$1 million limit on the amount of compensation a company can deduct in any one year for certain executive officers. While we consider tax deductibility as one factor in determining executive compensation, the compensation and talent committee also looks at other factors in making its decisions, as noted above, and retains the flexibility to award compensation that it determines to be consistent with the goals of our executive compensation program even if the awards are not deductible by us for tax purposes.

We believe that stockholder interests are best served if its discretion and flexibility in awarding compensation is not restricted, even though some compensation awards may result in non-deductible compensation expenses.

#### **Risk Oversight of Compensation Programs**

As part of its annual review, the compensation and talent committee determined that our compensation program for employees are not structured to be reasonably likely to present a material adverse risk to us based on the following factors:

- Our compensation program for executive officers is designed to provide a balanced mix of cash and equity and annual and longer-term incentives, including compensation based on the achievement of performance targets.
- The base salary portion of compensation is designed to provide a steady income regardless of our stock price performance, so executives do not feel pressured to focus primarily on stock price performance to the detriment of other important business metrics.
- Our time-based RSU grants generally vest over three or four years.
- Our PSUs vest only if we achieve pre-determined significant long-term metrics designed to drive the long-term interests of our stockholders.
- PSU awards align the interests of our executive officers with the success of our business strategy.
- Maximum payout levels for cash and equity incentives are capped.
- We have adopted a clawback policy that applies to cash and equity incentive compensation.
- The compensation and talent committee engages an independent compensation consultant.
- Our executive incentive programs include multiple performance measurement periods.
- Our stock ownership guidelines align the interests of our executive officers with those of our stockholders.

## Compensation Consultant Independence

Pursuant to its charter, the compensation and talent committee has the sole authority to retain, terminate, obtain advice from, oversee and compensate its outside advisors, including its compensation consultant.

The compensation and talent committee retained Pay Governance as its independent executive compensation consultant for 2023. Pay Governance reports directly to the compensation and talent committee, and the compensation and talent committee may replace Pay Governance or augment Pay Governance by hiring additional consultants at any time. Pay Governance attends meetings of the compensation and talent committee, as requested, and communicates with the chair of the compensation and talent committee between meetings; however, the committee or the full board of directors makes all decisions regarding the compensation of the Company's executive officers.

Pay Governance provides various executive compensation services to the compensation and talent committee with respect to our executive officers and other key employees at the compensation and talent committee's request. The services Pay Governance provides include advising the compensation and talent committee on the principal aspects of the executive compensation program and evolving best practices and providing market information and analysis regarding the competitiveness of our program design and awards in relation to our performance.

The compensation and talent committee reviews the services provided by its outside consultants and believes Pay Governance is independent in providing executive compensation consulting services. The compensation and talent committee conducted a specific review of its relationship with Pay Governance, and determined Pay Governance's work for the compensation and talent committee did not raise any conflicts of interest, consistent with the guidance provided under the Dodd-Frank Act and by the SEC and Nasdaq. In making this determination, the compensation and talent considered the following factors:

- That Pay Governance did not provide any services to us or our management other than service to the compensation and talent committee (including compensation benchmarking for our senior leadership team), and their services were limited to executive compensation consulting;
- That fees paid by us to Pay Governance represented less than 1.0% of Pay Governance's total revenue for the period January 2023 through December 2023;
- Pay Governance maintains an Independence Policy that is provided to the compensation and talent committee with specific policies and procedures designed to ensure independence;
- That Pay Governance consultants on our account did not have any business or personal relationship with members of our compensation and talent committee;
- That Pay Governance consultants on our account did not have any business or personal relationship with our executive officers; and
- That Pay Governance's Independence Policy prohibits the consultants on our account from directly owning shares of our stock.

The compensation and talent committee continues to monitor the independence of its compensation consultant on a periodic basis.

## Executive Compensation

The following table sets forth summary compensation information for our chief executive officer, chief financial officer, the three other most highly compensated executive officers serving as executive officer as of December 31, 2023:

### SUMMARY COMPENSATION TABLE — 2023

Name and Principal Position	Year	Salary \$(1)	Bonus \$(2)	Stock Awards \$(3)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation \$(4)	Total (\$)
<b>Colin Angle</b>							
Former Chairman, Chief Executive Officer and Director	2023	850,000	—	5,499,992	—	9,900	6,359,892
	2022	850,000	—	5,071,127	—	9,150	5,930,277
	2021	846,154	—	5,418,537	—	8,700	6,273,391
<b>Julie Zeiler</b>							
Executive Vice President, Chief Financial Officer	2023	500,000	125,000	1,724,999	—	9,900	2,359,899
	2022	500,000	—	1,381,498	—	9,150	1,890,648
	2021	488,462	—	1,477,783	—	8,700	1,974,945
<b>Glen Weinstein</b>							
Interim Chief Executive Officer, and Former Executive Vice President and Chief Legal Officer	2022	430,000	107,500	1,499,990	—	9,900	2,047,390
	2022	430,000	—	1,197,313	—	9,150	1,636,463
	2021	426,923	—	1,280,650	—	8,700	1,716,273
<b>Russell J. Campanello</b>							
Executive Vice President, Human Resources and Corporate Communications	2023	410,000	102,500	1,379,973	—	9,900	1,902,373
<b>Faris Habbaba (5)</b>							
Executive Vice President, Chief Research and Development Officer	2023	415,000	—	1,724,999	—	9,900	2,149,899
	2022	415,000	—	1,381,498	—	9,150	1,805,648
	2021	223,462	216,896	2,214,919	—	3,823	2,659,100

- (1) Represents salary earned in the fiscal years presented, which covered 52 weeks for fiscal year 2023, 2022 and 2021.
- (2) The amounts reported for Ms. Zeiler in the amount of \$125,000, Mr. Weinstein in the amount of \$107,500, & Mr. Campanello in the amount of \$102,500 were payments made pursuant to the transaction bonus program of the merger agreement. The bonus program paid 25% of the transaction bonus on the six-month anniversary of the date of the merger agreement. The amount reported for Mr. Habbaba, represents a \$75,000 sign-on bonus paid to him upon his hire and a guaranteed pro-rated target bonus for the 2021 fiscal year in the amount of \$141,896, each payable pursuant to the terms of his employment.
- (3) Represents the aggregate grant date fair value for stock awards granted in the fiscal years ended December 30, 2023, December 31, 2022, and January 1, 2022, as applicable, in accordance with Financial Accounting Standards Board, Accounting Standards Codification Topic 718 ("ASC Topic 718") disregarding any estimates of service-based forfeitures. For PSUs, the value reported includes the value of the award at the grant date based upon the probable outcome of the performance conditions. See the information appearing in note 12 to our consolidated financial statements included as part of our Annual Report on Form 10-K.

- (4) For 2023, includes 401(k) matching contributions as set forth in the table below. The table excludes medical, group life insurance and certain other benefits received by the named executive officers that are available generally to all of our salaried employees.

	401(k) Matching Contributions (\$)
Colin Angle	9,900
Julie Zeiler	9,900
Glen Weinstein	9,900
Russell J. Campanello	9,900
Faris Habbaba	9,900

- (5) Mr. Habbaba employment commenced on June 7, 2021, and the amount reported in the "Salary" column for 2021 represents his base salary earned in fiscal 2021.

## Grants of Plan-Based Awards in 2023

The following table sets forth, for each of the named executive officers, information about grants of plan-based awards during fiscal year 2023:

### GRANTS OF PLAN-BASED AWARDS — 2023

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)			All Other Stock Awards: Number of Shares of Stock or Units (#)(3)	Grant Date Fair Value of Stock and Option Awards (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
Colin Angle	—	244,375	977,500	1,955,000	—	—	—	—	
	3/10/2023	—	—	—	—	—	—	125,199	5,499,992
	—	—	—	—	—	—	—	—	—
Julie Zeiler	—	93,750	375,000	750,000	—	—	—	—	
	3/10/2023	—	—	—	—	—	—	39,267	1,724,999
	—	—	—	—	—	—	—	—	—
Glen Weinstein	—	80,625	322,500	645,000	—	—	—	—	
	3/10/2023	—	—	—	—	—	—	34,145	1,499,990
	—	—	—	—	—	—	—	—	—
Russel J. Campanello	—	76,875	307,500	615,000	—	—	—	—	
	3/10/2023	—	—	—	—	—	—	31,413	1,379,973
	—	—	—	—	—	—	—	—	—
Faris Habbaba	—	62,250	249,000	498,000	—	—	—	—	
	3/10/2023	—	—	—	—	—	—	39,267	1,724,999
	—	—	—	—	—	—	—	—	—

- (1) Reflects the threshold, target and maximum incentive cash payout levels established under our SEICP. However, no amounts were actually earned or paid for fiscal year 2023.
- (2) As described above, we did not grant any PSUs in fiscal 2023 due to restrictions imposed by the Merger Agreement with Amazon.
- (3) All stock awards granted were made pursuant to our 2018 Plan.

## Outstanding Equity Awards at Fiscal Year End

The following table sets forth, for each of the named executive officers, information about unexercised option awards and other unvested equity awards that were held as of December 30, 2023.

### OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END — 2023

Name	Grant Date	Option Awards				Stock Awards			
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable (1)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)(2)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(3)	Equity Incentive Plan Awards; Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(4)	Equity Incentive Plan Awards; Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)(3)
Colin Angle	3/06/2020	—	—	—	—	10,295	398,417	—	—
	3/12/2021	—	—	—	—	9,081	351,435	—	—
	3/11/2022	—	—	—	—	14,650	566,955	17,580	680,346
	3/10/2023	—	—	—	—	125,199	4,845,201	—	—
Julie Zeiler	3/10/2017	5,950	—	57.33	3/10/2024	—	—	—	—
	3/12/2021	—	—	—	—	1,548	59,908	—	—
	3/11/2022	—	—	—	—	2,996	115,945	3,995	154,607
	3/10/2023	—	—	—	—	22,906	886,462	—	—
Glen Weinstein	3/06/2020	—	—	—	—	3,020	116,874	—	—
	3/12/2021	—	—	—	—	2,682	103,793	—	—
	3/11/2022	—	—	—	—	4,328	167,494	3,462	133,979
	3/10/2023	—	—	—	—	34,145	1,321,412	—	—
Russell J. Campanello	3/06/2020	—	—	—	—	2,469	95,550	—	—
	3/12/2021	—	—	—	—	2,476	95,821	—	—
	3/11/2022	—	—	—	—	3,995	154,607	3,196	123,685
	3/10/2023	—	—	—	—	31,413	1,215,683	—	—
Faris Habbaba	6/11/2021	—	—	—	—	5,778	223,609	—	—
	3/11/2022	—	—	—	—	2,996	115,945	3,995	154,607
	3/10/2023	—	—	—	—	22,906	886,462	—	—

- (1) Stock option grants vested over a four-year period, at a rate of twenty-five percent (25%) on the first anniversary of the grant date, and the remainder in equal quarterly installments thereafter.
- (2) RSU awards granted prior to 2022 vest over a four-year period, at a rate of twenty-five percent (25%) on each anniversary of the grant date. RSU awards granted in 2022 and after vest over a three-year period, with one-third (1/3) vesting on the one-year anniversary of the grant date, and the remaining two-thirds (2/3) vesting in eight equal quarterly installments over the remaining two years.
- (3) Amounts disclosed in this column were calculated based on the closing price of our common stock on December 29, 2023, the last business day of the fiscal year ended December 30, 2023, of \$38.70.
- (4) PSU awards granted in 2022 are earned and vest at the end of one, two, and three-year performance periods. For additional information on the PSU awards, see the section above entitled "Compensation Discussion and Analysis — Elements of Compensation — Long-Term Incentives."



## Option Exercises and Stock Vested

The following table sets forth, for each of the named executive officers, information with respect to the exercise of stock options and the vesting of RSU awards and PSU awards during the year ended December 30, 2023.

### OPTION EXERCISES AND STOCK VESTED — 2023

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise(#)	Value Realized on Exercise\$(1)	Number of Shares Acquired on Vesting(2)	Value Realized on Vesting\$(3)
Colin Angle	36,013	1,535,594	52,277	2,235,611
Julie Zeiler	—	—	39,415	1,584,659
Glen Weinstein	—	—	13,887	592,067
Russell J. Campanello	—	—	12,369	527,091
Faris Habbaba	—	—	39,464	1,568,253

- (1) Amounts disclosed in this column were calculated based on the difference between the fair market value of our common stock on the date of exercise and the exercise price of the options in accordance with regulations promulgated under the Exchange Act.
- (2) Ms. Zeiler and Mr. Habbaba had RSUs accelerated on December 29, 2023, subject to a claw-back, because it was identified they may have exceed their respective thresholds under Section 280G of the Code as a result of potential payments in connection with the planned merger with Amazon. Ms. Zeiler had 23,985 RSUs accelerated, with a value realized of \$928,220 on vesting. Mr. Habbaba had 24,137 RSUs accelerated, with a value realized of \$934,102 on vesting.
- (3) Amounts disclosed in this column were calculated based on the fair market value of the shares on the vesting date.

## Potential Benefits Upon Termination or Change in Control

### Severance and Change in Control Arrangements in General

The Company has entered into executive agreements with each of the named executive officers and a transitional services and separation agreement with Mr. Angle, the terms of which are described in further detail in the “Compensation Discussion and Analysis” section above.

### Cash Payments and/or Acceleration of Vesting Following Certain Termination Events

Assuming the employment of our named executive officers was terminated without cause (not in connection with a change in control) on December 31, 2023, our named executive officers would be entitled to cash payments in the amounts set forth opposite their names in the table below, subject to any deferrals required under Section 409A of the Code.

	Base Salary (\$)	Continuation of Health Plan Premium Payments (\$)	Total (\$)
Colin Angle	425,000	16,617	441,617
Julie Zeiler	250,000	11,352	261,352
Glen Weinstein	215,000	12,602	227,602
Russell J. Campanello	205,000	16,617	221,617
Faris Habbaba	207,500	4,201	211,701

Assuming the employment of our named executive officers was terminated by the Company without cause during the period beginning on the date that is 45 days prior to the date of the public announcement of the execution of a definitive agreement for a change in control and ending on the first anniversary of the effective date of the change in control, or such officers resigned with good reason during the one-year period following a change in control and such termination or resignation occurred on December 30, 2023, our named executive officers would be entitled to cash payments in the amounts set forth opposite their names in the below table, subject to any delay in payment required under

Section 409A of the Code, and acceleration of vesting as set forth in the table below. The total amount payable to each executive officer may be subject to reduction in certain circumstances if the amount would cause the executive officer to incur an excise tax under Section 4999 of the Code. The following table provides the market value (that is, the value based upon our stock price on December 29, 2023) of RSUs or PSUs that would become exercisable or vested as a result of these acceleration events as of December 30, 2023.

Name	Base Salary (\$)	Bonus (\$)	Continuation of Health Plan Premium Payments (\$)	Market Value of Stock Options (\$)	Market Value of RSUs and PSUs (\$)	Total (\$)
Colin Angle	1,700,000	1,955,000	66,470	—	8,577,081	12,298,551
Julie Zeiler	1,000,000	750,000	45,409	—	1,611,158	3,406,567
Glen Weinstein	860,000	645,000	50,407	—	2,185,234	3,740,641
Russell J. Campanello	820,000	615,000	66,470	—	2,000,713	3,502,183
Faris Habbaba	830,000	498,000	16,802	—	1,535,229	2,880,031

## 2023 Pay Ratio

Under the Dodd-Frank Wall Street Reform and Consumer Protection Act, the Company is required to disclose the annual total compensation of our median employee (excluding our chief executive officer), the annual total compensation of our principal executive officer and the ratio of these two amounts.

The Company selected December 30, 2023, the last day of our most recently completed fiscal year, as the date upon which the median employee was identified. As of this date, the Company employed 1,113 employees globally. The Company included all of our other full-time employees, part-time employees and interns, excluding the chief executive officer, in our analysis to identify the median employee. The Company did not elect to make any other exclusions as permitted under the SEC de minimis rule.

A Consistently Applied Compensation Measure was used to identify the median employee based on the sum of base pay/regular wages, overtime, bonus, commissions and equity grant date fair value. The Company elected to include bonus payments and equity awards given the broad participation rates in these programs across the employee population. Annualized salary rates for full-time employees and hourly pay rates and actual hours worked were used as reasonable estimates of salary/wages.

Using the compiled data, the Company determined that the 2023 annual total compensation of our median employee as of December 30, 2023 was \$130,493 and Mr. Angle's annual total compensation for 2023 was \$6,359,892, both of which were calculated in accordance with Item 402(c) of Regulation S-K. The ratio of these amounts was 49:1.

## Pay Versus Performance

The following table shows the total compensation as set forth in the Summary Compensation Table and "compensation actually paid," calculated in accordance with Item 402(v) of Regulation S-K of our principal executive officer ("PEO") and, on an average basis, our other named executive officers for the past four fiscal years, our TSR, the TSR of our 2023 peer group used for compensation benchmarking over the same period, our net income, and Company-Selected Measure, which is the Company's TSR relative to the Index, calculated in the manner used for the PSUs granted to the NEOs in 2022. To further help understand the TSR relationship, we have included supplemental disclosure showing percentile rank as a parenthetical vs. the Index constituents.

Year (a)	Summary Compensation Table Total for PEO (b)	Compensation Actually Paid to PEO (1)(2) (c)	Average Summary Compensation Table Total for Non-PEO NEOs (3) (d)	Average Compensation Actually Paid to Non-PEO NEOs (1)(3)(4) (e)	Value of Initial Fixed \$100 Investment Based On:		Net Income (dollars in thousands) (h)	Relative TSR vs. Russell 2000 Index (6) (i)
					Company TSR (f)	Peer Group TSR (5) (g)		
2023	\$ 6,359,892	\$ 3,988,330	\$ 2,114,890	\$ 1,498,124	76.44	121.26	(304,710)	(35) % (~P23)
2022	\$ 5,930,277	\$ 3,742,696	\$ 1,834,495	\$ 1,238,722	95.06	89.87	(286,295)	(13) % (~P43)
2021	\$ 6,273,391	\$ (3,096,075)	\$ 2,061,594	\$ (424,081)	130.12	167.11	30,390	(33) % (~P25)
2020	\$ 6,192,685	\$ 14,450,419	\$ 1,701,843	\$ 3,441,952	158.58	174.29	147,068	51 % (~P87)

- SEC rules require certain adjustments be made to the Summary Compensation Table totals to determine “compensation actually paid” as reported in the Pay Versus Performance Table. Compensation actually paid does not necessarily represent cash and/or equity value transferred to the applicable named executive officer without restriction, but rather is a value calculated in accordance with Item 402(v) of Regulation S-K.
- The following tables show the adjustments made to our PEO’s total compensation as reported in the Summary Compensation Table to calculate “compensation actually paid” for each fiscal year:

### PEO Summary Compensation Table Total to Compensation Actually Paid Reconciliation

Year	Summary Compensation Table Total	Deductions from Summary Compensation Table Total	Additions to Summary Compensation Table Total	Compensation Actually Paid
2023	\$ 6,359,892	\$ (7,216,763)	\$ 4,845,201	\$ 3,988,330
2022	\$ 5,930,277	\$ (5,923,915)	\$ 3,736,334	\$ 3,742,696
2021	\$ 6,273,391	\$ (12,744,963)	\$ 3,375,498	\$ (3,096,075)
2020	\$ 6,192,685	\$ (4,396,024)	\$ 12,653,758	\$ 14,450,419

The table below further details the adjustments made to the PEO's Summary Compensation Table totals to determine "compensation actually paid" for the PEO:

PEO	2023	2022	2021	2020
Summary Compensation Table ("SCT") Total	\$ 6,359,892	\$ 5,930,277	\$ 6,273,391	\$ 6,192,685
Deduction for Amounts Reported Under the "Stock Awards" Column in the SCT	\$ (5,499,992)	\$ (5,071,127)	\$ (5,418,537)	\$ (3,851,977)
Deduction for Amounts Reported Under the "Option Awards" Column in the SCT	\$ —	\$ —	\$ —	\$ —
Increase in Fair Value of Awards Granted During Year that Remain Unvested as of Year-End	\$ 4,845,201	\$ 3,736,334	\$ 1,196,578	\$ 9,919,027
Increase in Fair Value of Awards Granted During Year that Vested During Year	\$ —	\$ —	\$ —	\$ —
Increase/Decrease in Fair Value from Prior Year-End to Current Year-End of Awards Granted Prior to Year that were Outstanding and Unvested as of Year-End	\$ (1,436,291)	\$ (708,083)	\$ (7,326,426)	\$ 2,734,731
Increase/Decrease in Fair Value from Prior Year-End to Vesting Date of Awards Granted Prior to Year that Vested During Year	\$ (280,481)	\$ (144,705)	\$ 2,178,919	\$ (544,047)
Deduction of Fair Value of Awards Granted Prior to Year that were Forfeited During the Year	\$ —	\$ —	\$ —	\$ —
Increase Based Upon Incremental Fair Value of Awards Modified During Year	\$ —	\$ —	\$ —	\$ —
Increase Based on Dividends or other Earnings Paid During Year Prior to Vesting Date of Award	\$ —	\$ —	\$ —	\$ —
<b>Total Additions</b>	\$ 4,845,201	\$ 3,736,334	\$ 3,375,498	\$ 12,653,758
<b>Total Deductions</b>	\$ (7,216,763)	\$ (5,923,915)	\$ (12,744,963)	\$ (4,396,024)
<b>Total Adjustments</b>	\$ (2,371,562)	\$ (2,187,581)	\$ (9,369,466)	\$ 8,257,734
<b>Compensation Actually Paid</b>	\$ 3,988,330	\$ 3,742,696	\$ (3,096,075)	\$ 14,450,419

3. Amounts represent average total compensation reported in the Summary Compensation Table and average "compensation actually paid" to our named executive officers (excluding our PEO) for the relevant fiscal year, which includes the individuals indicated in the table below for each fiscal year:

Year	Non-PEO NEO's
2023	Julie Zeiler, Glen Weinstein, Russell Campanello, and Faris Habbaba
2022	Julie Zeiler, Glen Weinstein, Jean Jacques Blanc, and Faris Habbaba
2021	Julie Zeiler, Glen Weinstein, Jean Jacques Blanc, and Faris Habbaba
2020	Julie Zeiler, Alison Dean, Glen Weinstein, Tim Saeger, Keith Hartsfield, and Russell Campanello

4. The following tables shows the adjustments made to the average Summary Compensation Table totals of our named executive officers (excluding our PEO) as reported in the Summary Compensation Table to calculate "compensation actually paid" for each fiscal year:

Year	Summary Compensation Table Total	Deductions from Summary Compensation Table Total	Additions to Summary Compensation Table Total	Compensation Actually Paid
2023	\$ 2,114,890	\$ (1,890,979)	\$ 1,274,213	\$ 1,498,124
2022	\$ 1,834,495	\$ (1,559,090)	\$ 963,316	\$ 1,238,722
2021	\$ 2,061,594	\$ (3,410,738)	\$ 925,062	\$ (424,081)
2020	\$ 1,701,843	\$ (1,005,287)	\$ 2,745,396	\$ 3,441,952

The table below further details the adjustments to determine the average “compensation actually paid” to our named executive officers (excluding our PEO):

<b>Average of Named Executive Officers Excluding the PEO</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>	<b>2020</b>
Summary Compensation Table (“SCT”) Total	\$ 2,114,890	\$ 1,834,495	\$ 2,061,594	\$ 1,701,843
Deduction for Amounts Reported Under the “Stock Awards” Column in the SCT	\$ (1,582,490)	\$ (1,277,879)	\$ (1,551,209)	\$ (879,042)
Deduction for Amounts Reported Under the “Option Awards” Column in the SCT	\$ —	\$ —	\$ —	\$ —
Increase in Fair Value of Awards Granted During Year that Remain Unvested as of Year-End	\$ 1,077,505	\$ 963,316	\$ 656,017	\$ 2,263,576
Increase in Fair Value of Awards Granted During Year that Vested During Year	\$ —	\$ —	\$ —	\$ —
Increase/Decrease in Fair Value from Prior Year-end to Current Year-End of Awards Granted Prior to Year that were Outstanding and Unvested as of Year-End	\$ (308,489)	\$ (216,785)	\$ (1,859,528)	\$ 415,362
Increase/Decrease in Fair Value from Prior Year-End to Vesting Date of Awards Granted Prior to Year that Vested During Year	\$ 196,708	\$ (64,425)	\$ 269,045	\$ (30,359)
Deduction of Fair Value of Awards Granted Prior to Year that were Forfeited During the Year	\$ —	\$ —	\$ —	\$ (95,886)
Increase Based Upon Incremental Fair Value of Awards Modified During Year	\$ —	\$ —	\$ —	\$ 66,458
Increase Based on Dividends or other Earnings Paid During Year Prior to Vesting Date of Award	\$ —	\$ —	\$ —	\$ —
<b>Total Additions</b>	<b>\$ 1,274,213</b>	<b>\$ 963,316</b>	<b>\$ 925,062</b>	<b>\$ 2,745,396</b>
<b>Total Deductions</b>	<b>\$ (1,890,979)</b>	<b>\$ (1,559,090)</b>	<b>\$ (3,410,738)</b>	<b>\$ (1,005,287)</b>
<b>Total Adjustments</b>	<b>\$ (616,766)</b>	<b>\$ (595,773)</b>	<b>\$ (2,485,675)</b>	<b>\$ 1,740,109</b>
<b>Compensation Actually Paid</b>	<b>\$ 1,498,124</b>	<b>\$ 1,238,722</b>	<b>\$ (424,081)</b>	<b>\$ 3,441,952</b>

5. We used the 2023 peer group used for compensation benchmarking purposes to illustrate the value of initial fixed \$100 investment.

As of December 31, 2023, there were sixteen companies in our 2023 peer group used for compensation benchmarking purposes, which are: 3D Systems Corporation, Alarm.com Holdings, Inc., Corsair Gaming, Inc., Dolby Laboratories, Inc., Faro Technologies, Inc., Garmin Ltd., GoPro, Inc., Logitech International S.A., NETGEAR, Inc., Novanta Inc., Plantronics, Inc., Roku, Inc., Sonos, Inc., Trimble Inc., Universal Electronics Inc., and VIZIO Holding Corp. From the prior years peer group, we removed Azenta Inc., and Coherent Corp as the Azenta business model shifted primarily to life science tools and services, and Coherent Corp was acquired by II-VI on July 1<sup>st</sup>, 2022. Plantronics, Inc. was acquired by HP, Inc. on August 29, 2022 after we had set the 2023 Peer Group. We added Corsair Gaming and Vizio Holding Corp., both of whom focus on high tech products for consumers and meet several of our key criteria discussed in the Compensation Discussion and Analysis. For the prior year’s peer group, the TSR based on the value of an initial fixed \$100 on 12/31/2019, is \$176.01 in 2020, \$173.33 in 2021, \$93.83 in 2022, and 126.03 in 2023. The TSR of the 2023 peer group is provided in the table above on page 32.

6. Relative TSR is defined as the percentage by which our TSR is greater than or less than the Russell 2000 Index. While we consider numerous financial and non-financial performance measures for the purpose of evaluating and determining executive compensation, we consider relative TSR against the Index (which is the primary measure used to determine for the number of PSUs earned for purposes of the 2022 PSU awards) to be the most important performance measure used by the Company to link compensation actually paid to the named executive officers for fiscal year 2023 to Company performance.

### Narrative to Relationship Between “Compensation Actually Paid” and Performance Measures

We use a mix of performance measures in our annual and long-term incentive programs to align executive pay with Company performance. Our named executive officers’ target total compensation is heavily weighted towards short and long-term performance with performance goals aligned with stockholders’ interest. We believe the Pay Versus

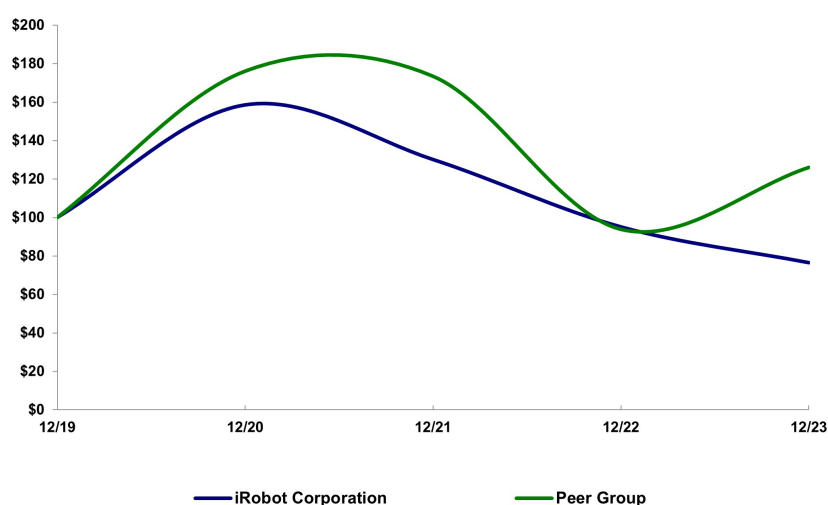
Performance tables show the alignment between compensation actually paid to the named executive officers and the Company's performance, consistent with our compensation philosophy as described in our CD&A on page 36. Specifically, a large portion of the named executive officers' potential compensation for 2023 was based on relative TSR against the Index and as such the PEO and non-PEO named executive officers' "compensation actually paid" each year was generally aligned with our relative TSR performance and increased when our relative TSR performance increased but declined when our relative TSR performance declined. Our revenue and operating income performance over the period also generally align with compensation actually paid.

As shown in the Pay Versus Performance table, the Company's net income has decreased and the PEO and other named executive officers' compensation actually paid declined significantly in 2021 from 2020 with some recovery in 2022 and 2023. This is due in large part to the significant emphasis the Company places on equity incentives, which are sensitive to changes in stock price. The Company does not use net income to determine compensation levels or incentive plan payouts.

As outlined in our Compensation Discussion and Analysis on page 32 we do not have any true consumer robotic peer companies that are publicly traded. The pandemic created some volatility within our peer group's TSR and while our TSR performance was behind the peer group the end of 2020 and 2021, our TSR recovered in 2022 with the announced planned acquisition of iRobot by Amazon in August of 2022, and our TSR fell behind the peer group by the end of 2023 with speculative news at the end of 2023 that the deal with Amazon may be blocked by regulators. This performance generally aligned well with compensation actually paid to our named executive officers.

The table below compares the cumulative four-year total shareholder return of iRobot's common stock with the cumulative total shareholder return of a customized peer group of fifteen companies that includes: 3D Systems Corporation, Alarm.com Holdings, Inc., Corsair Gaming, Inc., Dolby Laboratories, Inc., Faro Technologies, Inc., Garmin Ltd., GoPro, Inc., Logitech International S.A., NETGEAR, Inc., Novanta, Inc., Roku, Inc., Sonos, Inc., Trimble Inc., Universal Electronics Inc. and VIZIO Holding Corp. The table assumes that the value of the investment in our common stock, in each index, and in the peer group (including reinvestment of dividends) was \$100 on 12/31/2019 and tracks it through 12/31/2023.

**COMPARISON OF 4 YEAR CUMULATIVE TOTAL RETURN\***  
Among iRobot Corporation and a Peer Group



\*\$100 invested on 12/31/19 in stock or index, including reinvestment of dividends.  
Fiscal year ending December 31.

	12/19	12/20	12/21	12/22	12/23
iRobot Corporation	100.00	158.58	130.12	95.06	76.44
Peer Group	100.00	174.29	167.11	89.87	121.26



As required by SEC rules, the three performance measures listed below represent the most important metrics we used to link “compensation actually paid” to Company performance for 2023. As further explanation of how these performance metrics are used to determine each named executive officer’s compensation is described in our Compensation Discussion and Analysis within the sections titled “Cash Incentive Compensation” and “Long-Term Incentives.”

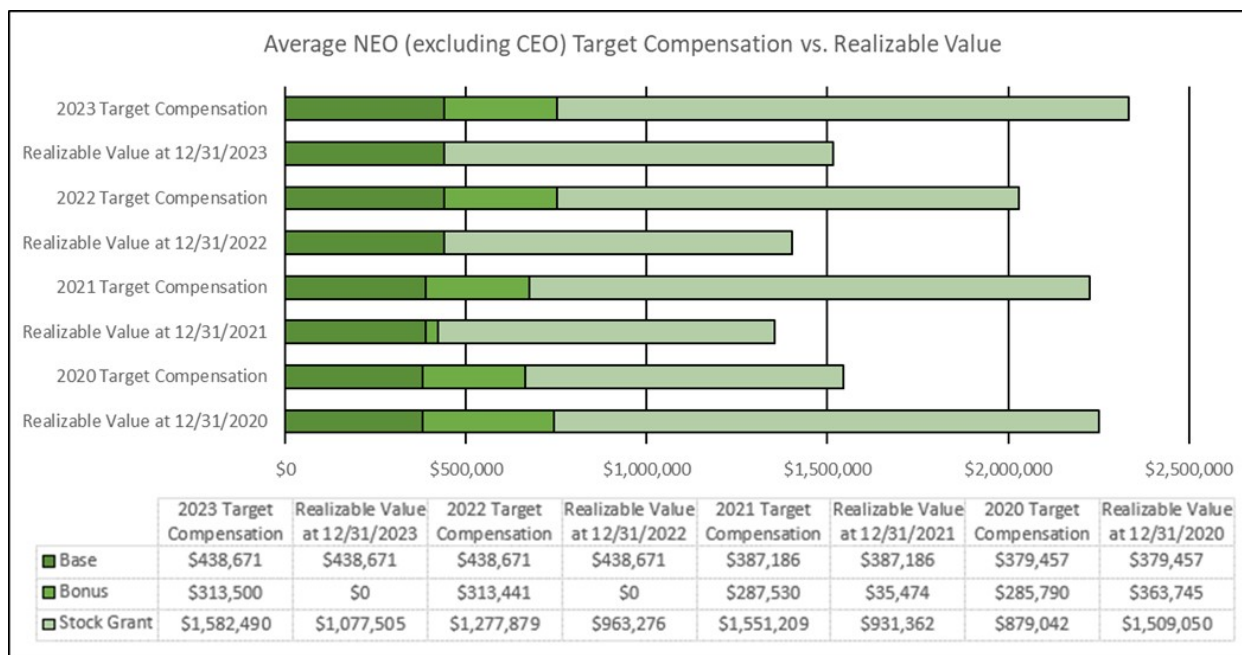
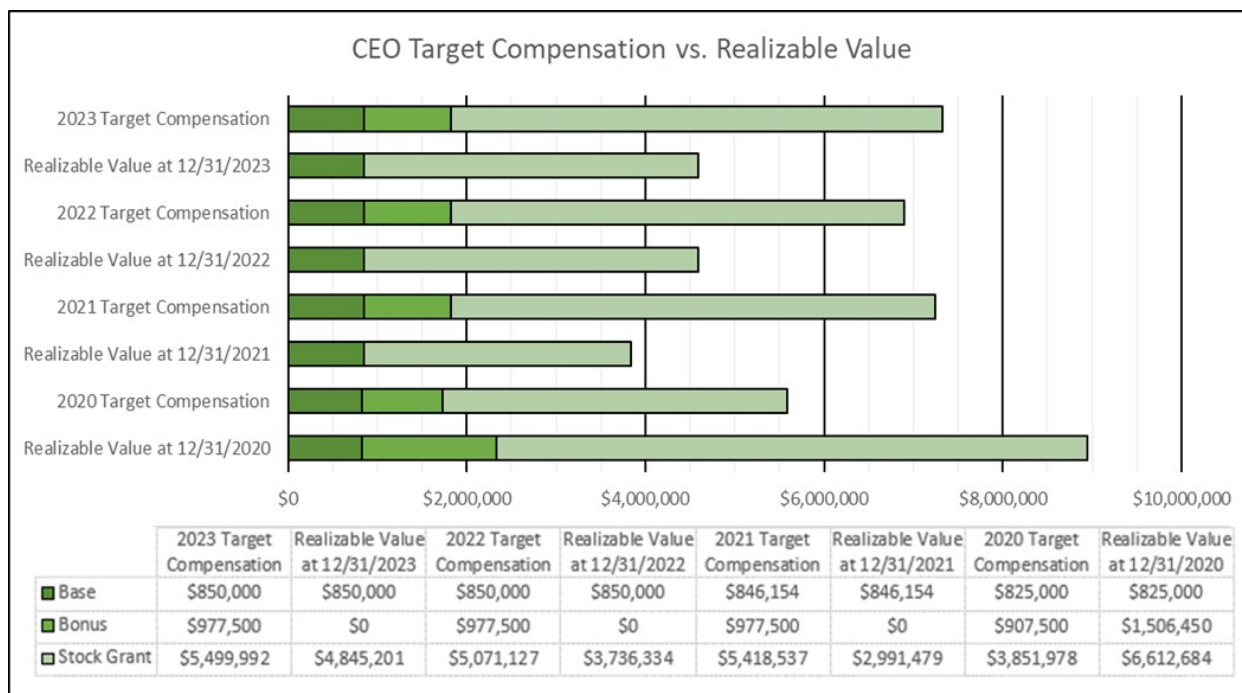
**Most Important Performance Measures**

- Relative Total Shareholder Return
- Non-GAAP Operating Income loss (1)
- Revenue

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(1) When reconciling to GAAP operating income loss, non-GAAP operating income (loss) reflects adjustments for amortization of acquired tangible assets, stock-based compensation, tariff refunds, net merger, acquisition, and divestiture expense (income), and restructuring/other.

To further show the alignment of pay and performance, we have shown our PEO's realizable pay over the past three years to supplement the Pay Versus Performance table. This shows a similar story to compensation actually paid, where pay has fallen below target when we fall short of compensatory performance goals.



## Director Compensation

In connection with our efforts to attract and retain highly qualified individuals to serve on our board of directors, we maintain a cash and equity compensation policy for our non-employee members of our board of directors. In fiscal year 2023, each non-employee member of our board of directors was entitled to the following cash compensation:

Annual retainer for board membership	\$ 55,000
Annual retainer for lead independent director	\$ 25,000
<b>Audit Committee</b>	
Annual retainer for committee membership	\$ 12,500
Additional retainer for committee chair	\$ 12,500
Compensation and Talent Committee	
Annual retainer for committee membership	\$ 10,000
Additional retainer for committee chair	\$ 10,000
<b>Nominating and Corporate Governance Committee</b>	
Annual retainer for committee membership	\$ 5,000
Additional retainer for committee chair	\$ 5,000

Members of the *ad hoc* transaction committee did not receive fees for service on such committee.

Pursuant to our Non-Employee Directors' Deferred Compensation Program, each non-employee director may elect in advance to defer the receipt of these cash fees. During the deferral period, the cash fees are deemed invested in stock units. The deferred compensation will be settled in shares of our common stock upon the termination of service of the director or such other time as may have been previously elected by the director. The shares will be issued from our 2018 Plan or a subsequent stock option and incentive plan approved by our stockholders.

In 2023, each of our non-employee members of our board of directors was entitled to the following equity compensation:

At the end of the tenth week of the fiscal quarter in which our annual meeting of stockholders occurs, each re-elected non-employee director receives a grant of RSUs having a fair market value of \$200,000, which vests in full on the first anniversary of such grant.

All of our directors are reimbursed for reasonable out-of-pocket expenses incurred in attending meetings of the board of directors.

For 2024, in connection with Mr. Miller's appointment as chairman of the board of directors, our board of directors determined that an additional annual cash retainer in the amount of \$60,000 would be paid to the chairman of the board of directors.

**Compensation**

The following table provides compensation information for the fiscal year ended December 30, 2023, for each non-employee member of our board of directors. The table excludes Mr. Angle, who is a named executive officer of the Company and did not receive any additional compensation for his service as director in 2023.

**DIRECTOR COMPENSATION TABLE — 2023**

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)(1)	Total (\$)
Mohamad Ali	72,500	199,968	272,468
Deborah Ellinger (2)	32,500	199,968	232,468
Karen Golz	80,000	199,968	279,968
Dr. Ruey-Bin Kao	65,000	199,968	264,968
Eva Manolis	77,500	199,968	277,468
Andrew Miller	92,500	199,968	292,468
Michelle Stacy	80,000	199,968	279,968

- (1) Represents the grant date fair value of RSUs awarded in the fiscal year ended December 30, 2023 in accordance with ASC Topic 718 disregarding any estimates of forfeitures. The grant date fair value is the fair market value of our common stock on the date of grant multiplied by the number of shares of common stock underlying such RSU award.
- (2) Ms. Ellinger resigned from the board effective June 30, 2023.

The non-employee members of our board of directors who held such position on December 30, 2023, held the following aggregate number of unvested RSUs as of such date:

Name	Number of Unvested Restricted Stock Units
Mohamad Ali	4,983
Karen Golz	4,983
Dr. Ruey-Bin Kao	4,983
Eva Manolis	4,983
Andrew Miller	4,983
Michelle Stacy	4,983

Ms. Ellinger resigned from the board effective June 30, 2023 and did not hold any unvested RSUs as of December 30, 2023.

## Transactions with Related Persons

In 2023, there was no transaction or series of similar transactions to which we were or will be a party in which the amount involved exceeded or will exceed \$120,000 and in which any director, executive officer, holder of five percent or more of any class of our capital stock or any member of their immediate family had or will have a direct or indirect material interest.

Our board of directors has adopted a written related party transaction approval policy, which sets forth our policies and procedures for the review, approval or ratification of any transaction required to be reported in our filings with the SEC. Our policy with regard to related party transactions is that all related party transactions are to be reviewed by our general counsel, who will determine whether the contemplated transaction or arrangement requires the approval of the board of directors, the nominating and corporate governance committee, both or neither.

## **PROPOSAL 2**

### **RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The audit committee of the board of directors has retained PricewaterhouseCoopers LLP (“PwC”), an independent registered public accounting firm, to serve as independent registered public accountants for our 2024 fiscal year. PwC has served as our independent registered public accounting firm since 1999. The Company is asking stockholders to ratify the selection by the audit committee of the board of directors of PwC as our independent auditors for the 2024 fiscal year. Although ratification by the stockholders is not required by law, the board of directors has determined that it is desirable to request approval of this selection by the stockholders as a matter of good corporate governance. In the event the stockholders fail to ratify the appointment of PwC, the audit committee will consider this factor when making any determinations regarding PwC.

#### **Independence and Quality**

As provided in the audit committee charter, the audit committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. Each year, the audit committee considers whether to retain PwC and whether such service continues to be in the best interests of the Company and our stockholders. Among other things, the audit committee considers:

- the quality and scope of the audit;
- the independence of PwC;
- the performance of the lead engagement partner, the number of people staffed on the engagement team, and the quality of the engagement team, including the quality of the audit committee’s ongoing communications with and the capability and expertise of the team;
- PwC’s tenure as our independent auditor and its familiarity with our global operations and business, accounting policies and practices, and internal controls over financial reporting; and
- external data relating to audit quality and performance, including recent PCAOB inspection reports available for PwC.

Based on this evaluation, the members of the audit committee and the board of directors believe that PwC is independent and that it is in the best interests of the Company and its stockholders to retain PwC to serve as its independent auditors for the fiscal year 2024.

The audit committee is also responsible for selecting the lead engagement partner. The rules of the SEC and PwC’s policies require mandatory rotation of the lead engagement partner every five years. In 2021, the audit committee selected a new lead engagement partner to begin in the 2022 fiscal year. During 2021, the audit committee, including the chair of the audit committee, were directly involved in the selection of the new lead engagement partner. The process for selecting a new lead engagement partner was fulsome and allowed for thoughtful consideration of multiple candidates, each of whom met a list of specified criteria. The process included discussions between the chair of the audit committee and PwC as to all of the final candidates under consideration for the position, meetings with the full audit committee and management, and robust interviews with the final candidates.

#### **Pre-Approval of Audit and Non-audit Services**

The audit committee has implemented procedures under our audit committee pre-approval policy for audit and non-audit services (the “Pre-Approval Policy”) to ensure that all audit and permitted non-audit services to be provided to us have been pre-approved by the audit committee. Specifically, the audit committee pre-approves the use of PwC for specified audit and non-audit services, within approved monetary limits. If a proposed service has not been pre-approved pursuant to the Pre-Approval Policy, then it must be specifically pre-approved by the audit committee before it may be provided by PwC. Any pre-approved services exceeding the pre-approved monetary limits require specific approval by the audit committee. For additional information concerning the audit committee and its activities with PwC, see “The Board of Directors and Its Committees” and “Report of the Audit Committee of the Board of Directors.”

Representatives of PwC attended all of the standard audit committee meetings in 2023. We expect that a representative of PwC will attend the annual meeting, and the representative will have an opportunity to make a statement if he or she so desires. The representative will also be available to respond to appropriate questions from stockholders.

**PricewaterhouseCoopers LLP Fees**

The following table shows the aggregate fees for professional services rendered by PwC to us during the fiscal years ended December 30, 2023 and December 31, 2022.

	2023	2022
Audit Fees	\$ 2,207,025	\$ 2,243,626
Audit-Related Fees	—	—
Tax Fees	106,794	91,833
All Other Fees	29,409	100,356
Total	\$ 2,343,228	\$ 2,435,815

**Audit Fees**

Audit Fees for both years consist of fees for professional services associated with the annual consolidated financial statements audit, statutory filings, consents and assistance with and review of documents filed with the SEC.

**Audit-Related Fees**

Consists of fees associated with services related to review of accounting for significant transactions and other services that were reasonably related to the performance of audits or reviews of our financial statements and were not reported above under "Audit Fees."

**Tax Fees**

Tax Fees consist of fees for professional services rendered for assistance with federal, state, local and international tax planning and compliance.

**All Other Fees**

All other fees include licenses to technical accounting research software and fees associated with services to perform an assessment of compliance with global privacy laws. The audit committee has determined that the provision of services described above to us by PwC is compatible with maintaining their independence.

**Recommendation of the Board:**

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS IROBOT'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2024.**

### PROPOSAL 3

#### APPROVAL OF AMENDMENTS TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING REQUIREMENTS

At our 2014 annual meeting of stockholders, our stockholders voted to request that our board of directors take the steps necessary so that each voting requirement in our Existing Certificate and by-laws that calls for a greater than a simple majority vote be eliminated and replaced by a majority voting standard.

In each year from 2015 to 2022, our nominating and corporate governance committee and our board of directors determined it was appropriate to propose the amendments described below, and included the proposal described below in our Proxy Statement for the respective annual meeting. These amendments were not proposed in 2023 due to the pending merger with Amazon. As detailed in the table below, despite receiving the affirmative votes of a majority of holders of the outstanding shares at each annual meeting from 2015 to 2022, in each year since 2015 during which the proposal was presented, the proposal failed to receive the affirmative vote of holders of 75% of the outstanding shares, which is required for approval.

Year	For	Against	Abstentions	Broker Non-Votes
2022	18,491,741	87,623	24,468	3,701,832
2021	19,969,407	80,058	39,726	3,554,106
2020	13,190,094	161,387	49,139	6,772,725
2019	18,492,812	138,436	40,470	5,749,298
2018	14,914,013	86,022	59,826	6,363,508
2017	18,913,736	118,581	53,434	4,221,576
2016	19,761,152	326,257	204,328	202,522
2015	17,179,055	101,106	33,543	6,857,005

Our board of directors continues to believe that the amendments to the Existing Certificate described below and set forth in the Certificate of Amendment attached to this Proxy Statement as Annex A are in the best interests of the Company's stockholders, and, in light of the strong support received at the 2015 to 2022 annual meetings, our board of directors has unanimously adopted a resolution approving and declaring the advisability of the Certificate of Amendment, which changes the voting provisions in the Existing Certificate as follows:

**Removal of Directors; Article VI, Section 5** - Currently, the approval of the holders of 75% or more of the shares of the Company entitled to vote at an election of directors is required to remove a director from office prior to the expiration of his or her term with cause. If this proposal is approved, stockholders will have the ability to remove a director from office prior to the expiration of his or her term with cause and the affirmative vote of a majority of the shares of the Company entitled to vote at an election of directors, which is the lowest allowable vote threshold under Delaware law; provided, however, that if Proposal 4 is approved by stockholders, the ability to remove will be without cause.

**By-law Amendments; Article VIII, Section 2** - Currently, the Existing Certificate allows stockholders to amend or repeal our by-laws if at least 75% of the shares of the Company entitled to vote on such matter vote in favor of the amendment or repeal. If this proposal is approved, stockholders will have the ability to amend our by-laws with the affirmative vote of a majority of the shares cast and entitled to vote on such matter (with "abstentions," "broker non-votes," and "withheld" votes not counted as a vote either "for" or "against" such amendment or repeal).

**Amendments to Certain Provisions of the Certificate of Incorporation; Article IX** - Currently, the approval of at least 75% of the shares of the Company entitled to vote on such matter is required to amend or repeal Articles V, VI, VII, VIII or IX of the Existing Certificate, which address, among other things, actions by written consent of stockholders, special meetings of stockholders requirements and procedures for electing and removing board members and filling vacancies, limitation of liability of directors, by-law amendments, and amendments of the Existing Certificate. If this proposal is approved, the threshold approval for stockholders to amend or repeal these provisions will be a vote of the majority of the outstanding shares of the Company entitled to vote on such amendment or repeal, which is the lowest allowable vote threshold under Delaware law.



This description of the proposed amendments to our Existing Certificate is a summary and is qualified by the full text of the proposed Certificate of Amendment to our Existing Certificate, which is attached to this Proxy Statement as Annex A and is incorporated herein by reference.

To be approved, the proposed Certificate of Amendment requires an affirmative vote of holders of 75% of the outstanding shares entitled to vote on the record date. If approved, the Certificate of Amendment will become effective upon filing with the Secretary of State of the State of Delaware, which we would do promptly after the annual meeting.

**Recommendation of the Board:**

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE APPROVAL OF AMENDMENTS TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING REQUIREMENTS.**

## PROPOSAL 4

### APPROVAL OF AMENDMENTS TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS

At our 2015 annual meeting of stockholders, our stockholders voted to request that our board of directors take the steps necessary to reorganize the board of directors into one class with each director subject to election each year. As part of the request, our stockholders proposed that the Company would have the option to phase such declassification in over three years.

In 2016, our board of directors, after carefully considering the advantages and disadvantages of reorganizing the board of directors into one class with each director subject to election each year, unanimously adopted a resolution approving and declaring the advisability of amendments to our Existing Certificate that would declassify our board of directors over a three-year period and provide for the annual election of all of our directors commencing at the 2017 annual meeting, subject to obtaining approval of such amendments by our stockholders at the 2016 annual meeting. Despite receiving the affirmative votes of holders of a majority of the outstanding shares at the 2016 annual meeting, the proposal failed to receive the affirmative vote of holders of 75% of the outstanding shares, which is the required threshold for approval of the proposal.

In each year from 2016 to 2022, our board of directors, after further careful consideration, unanimously adopted a resolution approving and declaring the advisability of amendments to our Existing Certificate that would immediately declassify our board of directors and provide for the annual election of all of our directors commencing at the next scheduled annual meeting, subject to obtaining approval of such amendments by our stockholders. This proposal was not submitted in 2023 due to the pending merger with Amazon.

Despite receiving the affirmative votes of a majority of holders of the outstanding shares at each annual meeting from 2016 to 2022 in each year during which the proposal was submitted since 2016 the proposal failed to receive the affirmative vote of holders of 75% of the outstanding shares, which is required for approval. The table below details the voting results on proposals to declassify our board of directors since 2016:

Year	For	Against	Abstentions	Broker Non-Votes
2022	18,491,741	87,623	24,468	3,701,832
2021	19,992,568	51,998	44,625	3,554,106
2020	13,230,665	75,909	94,046	6,772,725
2019	18,508,599	114,069	49,050	5,749,298
2018	14,932,946	57,771	69,144	6,363,508
2017	18,910,693	121,045	54,013	4,221,576
2016	19,752,012	318,969	220,756	202,522

Our board of directors continues to believe that the amendments to the Existing Certificate described below and set forth in the Certificate of Amendment attached to this Proxy Statement as [Annex B](#) are in the best interests of the Company's stockholders and has again unanimously adopted a resolution approving and declaring the advisability of amendments to our Existing Certificate to declassify the board of directors commencing at the 2025 annual meeting, subject to approval by the Company's stockholders. If this Proposal 4 is approved by the stockholders, the terms for all directors will end at the 2025 annual meeting, and commencing with the 2025 annual meeting, all directors will be elected for one-year terms at each subsequent annual meeting. If this Proposal 4 is approved, any director appointed by the board of directors as a result of a newly created directorship or to fill a vacancy would hold office until the next occurring annual meeting.

Article VI, Section 3 of our Existing Certificate currently provides that our directors are divided into three classes, with each class serving a three-year term. Under the proposed amendments to our Existing Certificate in this Proposal 4, Article VI, Section 3 of the Existing Certificate would be amended to eliminate the classified board structure. If the proposed amendments are approved, commencing with the 2025 annual meeting of stockholders, all directors will stand for election for one-year terms expiring at the next succeeding annual meeting of stockholders. In all cases, each director will hold office until his or her successor is duly elected and qualified or until his or her earlier resignation or removal. Any director appointed to the board of directors to fill a vacancy following the 2025 annual meeting of stockholders will hold office for a term expiring at the next annual meeting of stockholders following such appointment. Corresponding changes

related to the declassification of the board will be made to Article VI, Section 4 of the Existing Certificate pertaining to vacancies on the board of directors. Article VI, Section 5 of the Existing Certificate, which currently provides that directors may be removed by stockholders only for cause, will also be amended to allow for removal of directors without cause. If the stockholders do not approve this Proposal 4, our board of directors will remain classified and our directors will continue to be subject to the classifications set forth in our Existing Certificate.

This description of the proposed amendments to our Existing Certificate is a summary and is qualified by the full text of the proposed Certificate of Amendment to our Existing Certificate, which is attached to this Proxy Statement as Annex B and is incorporated herein by reference.

To be approved, the proposed Certificate of Amendment requires an affirmative vote of holders of 75% of the outstanding shares entitled to vote on the record date. If approved, the proposed Certificate of Amendment will become effective upon filing with the Secretary of State of the State of Delaware, which we would do promptly after the annual meeting.

**Recommendation of the Board:**

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE APPROVAL OF AMENDMENTS TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.**

## PROPOSAL 5

### APPROVAL OF AMENDMENT TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE PROHIBITION ON STOCKHOLDERS' ABILITY TO CALL A SPECIAL MEETING

Our Existing Certificate and our by-laws provide that special meetings of the stockholders may be called only by the affirmative vote of a majority of the board of directors.

As part of our board of directors' ongoing review of corporate governance practices, the board of directors has reviewed and considered the advantages and disadvantages of permitting stockholders to call special meetings. Stockholder-called special meetings may divert management's time away from the Company's day-to-day operations and involve significant organization, distribution, legal and other costs, which may ultimately be counter to the best interest of the Company's stockholders as a whole. The board of directors also recognizes that the ability to call special meetings would allow stockholders to convene to vote on matters outside of the annual meeting that are important to the Company's growth and success. As a result, our board of directors believes that stockholders, or groups of stockholders, owning at least 25% of the Company's outstanding shares of common stock (the "Requisite Threshold") should have the ability to call special meetings.

In each year from 2017 to 2022, our board of directors unanimously adopted a resolution approving and declaring the advisability of an amendment to our Existing Certificate to eliminate the prohibition on stockholders' ability to call a special meeting, subject to obtaining approval of such amendments by our stockholders. This proposal was not proposed in 2023 due to the pending merger with Amazon.

As detailed in the table below, despite receiving the affirmative votes of a majority of holders of the outstanding shares at each annual meeting from 2017 to 2022, in each year since 2017 during which the proposal was submitted, the proposal failed to receive the affirmative vote of holders of 75% of the outstanding shares, which is the required threshold for approval of the proposal.

Year	For	Against	Abstentions	Broker Non-Votes
2022	18,491,741	87,623	24,468	3,701,832
2021	19,994,600	50,028	44,563	3,554,106
2020	13,232,040	115,547	53,033	6,772,725
2019	18,450,183	119,269	102,266	5,749,298
2018	14,945,267	62,032	52,562	6,363,508
2017	18,948,123	97,937	39,691	4,221,576

Our board of directors continues to believe that the amendment to the Existing Certificate to eliminate the prohibition on stockholders' ability to call a special meeting is in the best interests of the Company's stockholders and has again unanimously adopted a resolution approving and declaring the advisability of an amendment to our Existing Certificate to remove the first sentence of Article V, Section 2, which provides that special meetings may only be called by the affirmative vote of a majority of the board of directors, subject to approval by the Company's stockholders.

If this proposal is approved by the stockholders, we will make conforming amendments to our by-laws to establish the requirements and procedures for stockholders to call special meetings (the "By-law Amendment"). The By-law Amendment will provide that stockholders, or groups of stockholders, holding the Requisite Threshold may direct the Company's Secretary to call special meetings.

The above description of the proposed amendment to our Existing Certificate is a summary and is qualified by the full text of the proposed Certificate of Amendment to our Existing Certificate, which is attached to this Proxy Statement as [Annex C](#) and is incorporated herein by reference.

To be approved, the proposed Certificate of Amendment requires an affirmative vote of holders of 75% of the outstanding shares entitled to vote on the record date. If approved, the proposed Certificate of Amendment will become effective upon filing with the Secretary of State of the State of Delaware, which we would do promptly after the annual meeting.

**Recommendation of the Board:**

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE APPROVAL OF AN AMENDMENT TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE PROHIBITION ON STOCKHOLDERS’ ABILITY TO CALL A SPECIAL MEETING.**

## **PROPOSAL 6**

### **APPROVAL OF AN AMENDMENT TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO LIMIT THE LIABILITY OF CERTAIN OFFICERS OF THE COMPANY IN CERTAIN CIRCUMSTANCES AS PERMITTED BY RECENT AMENDMENTS TO THE DELAWARE GENERAL CORPORATION LAW**

#### **Background**

The State of Delaware, which is our state of incorporation, recently enacted legislation that enables Delaware companies to limit the liability of certain officers in limited circumstances under Section 102(b)(7) of the General Corporation Law of the State of Delaware (“DGCL”). Amended DGCL Section 102(b)(7) only permits exculpation for direct claims brought by stockholders for breach of an officer’s fiduciary duty of care, including class actions, but does not eliminate officers’ monetary liability for breach of fiduciary duty claims brought by the corporation itself or for derivative claims brought by stockholders in the name of the corporation. Furthermore, the limitation on liability does not apply to breaches of the duty of loyalty, acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, or any transaction in which the officer derived an improper personal benefit. Our Existing Certificate currently provides for the exculpation of directors as permitted by the DGCL, but it does not include a provision that allows for the exculpation of officers.

The board of directors believes it is important to provide protection from certain liabilities and expenses that may discourage prospective or current directors from accepting or continuing membership on corporate boards and prospective or current officers from serving corporations. In the absence of such protection, qualified directors and officers might be deterred from serving as directors or officers due to exposure to personal liability and the risk that substantial expense will be incurred in defending lawsuits, regardless of merit. In particular, the board of directors took into account the narrow class and type of claims from which such officers would be exculpated from liability pursuant to amended DGCL Section 102(b)(7), the limited number of the Company’s officers that would be impacted, and the benefits the board of directors believes would accrue to iRobot by providing exculpation in accordance with DGCL Section 102(b)(7), including, without limitation, the ability to attract and retain key officers and the potential to reduce litigation costs associated with frivolous lawsuits.

The board of directors balanced these considerations with our corporate governance guidelines and practices and determined that it is advisable and in the best interests of iRobot and our stockholders to amend the Existing Certificate to add Article X to adopt amended DGCL Section 102(b)(7) and extend exculpation protection to our officers in addition to our directors. We refer to this proposed amendment to the Existing Certificate as the “Exculpation Amendment” in this Proxy Statement.

#### **Text of the Proposed Exculpation Amendment**

The Exculpation Amendment would amend the Existing Certificate by adding a new article to reflect the Delaware law provisions regarding exculpation of officers as follows:

#### **“ARTICLE X**

#### **LIMITATION OF OFFICER LIABILITY**

To the fullest extent permitted by the DGCL, an Officer (as defined below) of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as an officer of the Corporation, except for liability (a) for any breach of the Officer’s duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for any transaction from which the Officer derived an improper personal benefit, or (d) arising from any claim brought by or in the right of the Corporation. If the DGCL is amended after the effective date of this Certificate to authorize corporate action further eliminating or limiting the personal liability of Officers, then the liability of an Officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. For purposes of this ARTICLE X, “Officer” shall mean an individual who has been duly appointed as an officer of the Corporation and who, at the time of an act or omission as to which liability is asserted, is deemed to have consented to service of process to the registered agent of the Corporation as contemplated by 10 Del. C. § 3114(b).

Any amendment, repeal or modification of this ARTICLE X by either of (i) the stockholders of the Corporation or (ii) an amendment to the DGCL, shall not adversely affect any right or protection existing at the time of such amendment, repeal or modification with respect to any acts or omissions occurring before such amendment, repeal or modification of a person serving as an Officer at the time of such amendment, repeal or modification.”

This description of the proposed Exculpation Amendment is a summary and is qualified by the full text of the proposed Certificate of Amendment to our Existing Certificate, which is attached to this Proxy Statement as Annex D and is incorporated herein by reference.

### **Reasons for the Proposed Exculpation Amendment**

The board of directors believes that the Exculpation Amendment is necessary to continue to attract and retain experienced and qualified officers. The board of directors believes that in the absence of such protection, qualified officers might be deterred from serving as officers of the Company due to exposure to personal liability. The nature of the role of directors and officers often requires them to make decisions on crucial matters. Frequently, directors and officers must make decisions in response to time-sensitive opportunities and challenges, which can create substantial risk of investigations, claims, actions, suits or proceedings seeking to impose liability on the basis of hindsight, especially in the current litigious environment and regardless of merit. Limiting concern about personal risk would empower both directors and officers to best exercise their business judgment in furtherance of stockholder interests. We expect our peers to adopt exculpation clauses that limit the personal liability of officers in their certificates of incorporation, and failing to adopt the proposed Exculpation Amendment could impact our recruitment and retention of exceptional officer candidates that conclude that the potential exposure to liabilities, costs of defense and other risks of proceedings exceeds the benefits of serving as an officer of the Company. Further, the board of directors believes that the Exculpation Amendment would not negatively impact stockholder rights, particularly taking into account the narrow class and type of claims for which officers' liability would be exculpated.

Accordingly, the board of directors has determined that the proposed Exculpation Amendment is advisable and in the best interest of iRobot and our stockholders and authorized and approved the proposed Exculpation Amendment, subject to approval by stockholders at the Annual Meeting.

The proposed Exculpation Amendment is not being proposed in response to any specific resignation, threat of resignation or refusal to serve by any officer.

### **Timing and Effect of the Proposed Exculpation Amendment**

If the proposed Exculpation Amendment is approved by our stockholders, it will become effective immediately upon the filing of the Certificate of Amendment with the Secretary of State of the State of Delaware, which we expect to file promptly after the Annual Meeting. **The Exculpation Amendment will only serve to eliminate or limit the liability of an officer for any act or omission occurring from and after the date of its effectiveness.**

The affirmative vote of holders of a majority of the shares of our capital stock outstanding and entitled to vote as of the record date is required to approve the Exculpation Amendment. Abstentions and broker non-votes will have the effect of a vote against the Exculpation Amendment.

### **Recommendation of the Board:**

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE APPROVAL OF AN AMENDMENT TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO LIMIT THE LIABILITY OF CERTAIN OFFICERS OF THE COMPANY IN CERTAIN CIRCUMSTANCES AS PERMITTED BY RECENT AMENDMENTS TO THE DELAWARE GENERAL CORPORATION LAW.**

## **PROPOSAL 7**

### **APPROVAL OF AN AMENDMENT TO THE 2018 STOCK OPTION AND INCENTIVE PLAN**

The board of directors believes that stock-based incentive awards can play an important role in the success of the Company by encouraging and enabling the employees, officers, non-employee directors and consultants of the Company and its subsidiaries upon whose judgment, initiative and efforts the Company largely depends for the successful conduct of its business to acquire a proprietary interest in the Company. The board of directors believes that providing such persons with a direct stake in the Company assures a closer identification of the interests of such individuals with those of the Company and its stockholders, thereby stimulating their efforts on the Company's behalf and strengthening their desire to remain with the Company.

#### **Rationale for Share Increase**

The proposed amendment to the 2018 (the "Plan Amendment") is critical to our ongoing effort to build stockholder value. Equity incentive awards are an important component of our executive and non-executive employees' compensation and our compensation and talent committee and the board of directors believe that we must continue to offer a competitive equity compensation program in order to attract, retain and motivate the talented and qualified employees necessary for our continued growth and success.

Currently we have a limited number of shares remaining for future issuance under the 2018 Plan, and in our current cash constrained environment, there is a risk associated with not being able to deliver equity compensation for the talent we need to hire and retain in view of the recent decline in share value and termination of the Merger Agreement with Amazon. The technology industry in which we compete for talent typically offers equity compensation as a component of employees' overall compensation package, and in order to effectively attract and retain talent we have built a compensation strategy that includes equity compensation.

We manage our long-term stockholder dilution by limiting the number of equity incentive awards granted annually. The compensation and talent committee carefully monitors our annual net burn rate, total dilution and equity expense in order to maximize stockholder value by granting only the number of equity incentive awards that it believes are necessary and appropriate to attract, reward and retain our employees. Our compensation philosophy reflects broad-based eligibility for equity incentive awards for high performing employees. By doing so, we link the interests of those employees with those of our stockholders and motivate our employees to act as owners of the business.

This proposal is generally consistent with our prior approved increase in the number of shares issuable pursuant to the 2018 Plan. The increase in 2022 as percentage of shares of common stock outstanding was 3.33% and the number of shares requested under this proposal represents 3.22%. Our 3-year average gross burn rate of 2.97% and net burn rate of 2.0% are at or below the median of our peer group, and we consider them reasonable and within market norms. This proposal, if approved, would result in a total overhang of 11.55%, well below the median of our peer group, and is comparable to our increase in 2022 which had a post-request total overhang of 11.89%.

#### **Summary of Governance and Material Features of the Amended 2018 Plan**

- No evergreen or automatic replenishment feature.
- Minimum vesting of one year required for all equity awards, other than a limited number of excepted awards.
- Any dividends or dividend equivalents payable with respect to any equity award are subject to the same vesting provisions as the underlying award.
- Any material amendment is subject to approval by our stockholders; and
- The term of the 2018 Plan, as amended by the Plan Amendment (the "Amended Plan") will expire on May 23, 2028.
- The maximum number of shares of common stock that may be issued under the Amended 2018 Plan is 4,295,000;
- The award of stock options (both incentive and non-qualified options), stock appreciation rights, restricted stock, restricted stock units, unrestricted stock, cash-based awards, and dividend equivalent rights and is permitted;
- Shares tendered or held back for taxes will not be added back to the reserved pool under the Amended 2018 Plan. Upon the exercise of a stock appreciation right that is settled in shares of common stock, the full number of shares underlying the award will be charged to the reserved pool. Additionally, shares we reacquire on the open market will not be added to the reserved pool under the Amended 2018 Plan;
- Stock options and stock appreciation rights may not be repriced in any manner without stockholder approval;



- The value of all awards awarded under the Amended 2018 Plan and all other cash compensation paid by us to any non-employee director in any calendar year may not exceed \$750,000 and no more than 50,000 shares of common stock may be issued pursuant to awards under the Amended 2018 Plan to non-employee directors in any calendar year;

The board of directors and the Company's stockholders previously adopted the iRobot Corporation 2018 Stock Option and Incentive Plan, which was subsequently amended in May 2020 and 2022. On March 24, 2024, the board of directors adopted the Plan Amendment, subject to stockholder approval, to increase the aggregate number of shares authorized for issuance under the 2018 Plan by 900,000 shares, subject to adjustment as provided for in the Amended 2018 Plan. The Plan Amendment is designed to enhance the flexibility to grant equity awards to our officers, employees, non-employee directors and consultants and to ensure that we can continue to grant equity awards to eligible recipients at levels determined to be appropriate by the board of directors and/or the compensation and talent committee. A copy of the 2018 Plan as amended by the Plan Amendment is attached as [Annex E](#) to this Proxy Statement and is incorporated herein by reference.

We are requesting that shareholders approve the proposed Plan Amendment. If this proposal is approved by our stockholders at the annual meeting, the Plan Amendment providing for the additional 900,000 shares will become effective on the date of the annual meeting. If stockholders do not approve this proposal, the proposed 900,000 additional shares will not become available for issuance under the 2018 Plan and the 2018 Plan will otherwise remain in effect in accordance with its terms. In such event, the board of directors will consider whether to adopt alternative arrangements based on its assessment of our needs. We believe that the proposed share pool increase to the 2018 Plan pursuant to the Plan Amendment is reasonable, appropriate, and in the best interests of our stockholders.

As of March 14, 2024, there were no outstanding stock options to acquire shares of common stock outstanding under our equity compensation plans. In addition, as of March 14, 2024, there were 1,691,679 unvested full value awards with time-based vesting and 48,528 unvested full value awards with performance vesting outstanding at target under our equity compensation plans. Other than the foregoing, no awards under our equity compensation plans were outstanding as of March 14, 2024. As of March 14, 2024, there were 363,566 shares of common stock available for awards under our equity compensation plans.

Based solely on the closing price of our common stock as reported by Nasdaq on March 28, 2024 and the maximum number of shares that would have been available for awards as of such date under the Amended 2018 Plan had it been in effect on such date, the maximum aggregate market value of the common stock that could potentially be issued under the Amended 2018 Plan is \$37,624,200. The shares of common stock underlying any awards that are forfeited, canceled or otherwise terminated, other than by exercise, under the Amended 2018 Plan or the iRobot Corporation 2015 Stock Option and Incentive Plan (the "2015 Plan") will be added back to the shares of common stock available for issuance under the Amended 2018 Plan. Shares tendered or held back upon exercise of a stock option or settlement of an award under the Amended 2018 Plan to cover the exercise price or tax withholding and (ii) shares subject to a stock appreciation right that are not issued in connection with the stock settlement of the stock appreciation right upon exercise thereof, will not be added back to the shares of common stock available for issuance under the Amended 2018 Plan. In addition, shares of common stock repurchased on the open market will not be added back to the shares of common stock available for issuance under the Amended 2018 Plan.

## **Burn Rate**

The following table sets forth information regarding historical awards granted and earned during the 2021, 2022 and 2023 fiscal year period, and the corresponding burn rate, which is defined as the number of shares subject to equity-based awards granted in a year divided by the weighted average number of shares of common stock outstanding for that year, for each of the last three fiscal years:

Share Element	2021	2022	2023
<b>Stock Options Granted</b>	—	—	—
Time Based Full-Value Awards Granted	523,496	638,554	1,001,090
<b>Performance-Based Full-Value Awards Granted</b>	134,127	153,676	—
Performance-Based Full-Value Awards Vested	55,503	—	32,669
<b>Total Awards Granted</b>	657,623	792,230	1,001,090
Weighted average common shares outstanding during fiscal year	27,687,037	27,213,741	27,676,000
<b>Annual Burn Rate</b>	2.38%	2.91%	3.62%
<b>Three-Year Average Burn Rate</b>		2.97%	

The compensation and talent committee determined the size of the increase to the reserved pool under the Plan Amendment based on projected equity awards to anticipated new hires, projected annual equity awards to existing employees and an assessment of the magnitude of increase that our institutional investors and the firms that advise them would likely find acceptable. We anticipate that if our request to increase the share reserve is approved by our stockholders, it will be sufficient to provide equity incentives to attract, retain, and motivate employees for a period of three years or less following the effective date of the Plan Amendment.

### Summary of the Amended 2018 Plan

The following description of certain features of the Amended 2018 Plan is intended to be a summary only. The summary is qualified in its entirety by the full text of the 2018 Plan, which was filed as an exhibit to the Company's Registration Statement on Form S-8 filed with the SEC on June 7, 2018, and is incorporated herein by reference, the first amendment to the 2018 Plan, which was filed as an exhibit to the Company's Registration Statement on Form S-8 filed with the SEC on June 30, 2020, and is incorporated herein by reference, and the second amendment to the 2018 Plan, which was filed as an exhibit to the Company's Registration Statement on Form S-8 filed with the SEC on June 17, 2022, and is incorporated herein by reference, and the Plan Amendment, which is attached hereto as Annex E.

**Administration.** The Amended 2018 Plan will be administered by the compensation and talent committee. The compensation and talent committee has full power to select, from among the individuals eligible for awards, the individuals to whom awards will be granted, to make any combination of awards to participants, and to determine the specific terms and conditions of each award, subject to the provisions of the Amended 2018 Plan. The compensation and talent committee may delegate to our chief executive officer or another executive officer or a committee comprised of the chief executive officer and another officer or officers of the Company the authority to grant awards to employees who are not subject to the reporting and other provisions of Section 16 of the Exchange Act and not members of the delegated committee, subject to certain limitations and guidelines.

**Eligibility; Plan Limits.** All full-time and part-time officers, employees, non-employee directors and consultants are eligible to participate in the Amended 2018 Plan, subject to the discretion of the administrator. As of March 14, 2024, approximately 763 individuals would have been eligible to participate in the Amended 2018 Plan had it been effective on such date, which includes five executive officers, 758 employees who are not executive officers, seven non-employee directors and zero consultants. There are certain limits on the number of awards that may be granted under the Amended 2018 Plan. For example, no more than 4,295,000 shares of common stock may be granted in the form of incentive stock options.

**Director Compensation Limit.** The Amended 2018 Plan provides that the value of all awards awarded under the Amended 2018 Plan and all other cash compensation paid by the Company to any non-employee director in any calendar year shall not exceed \$750,000 and no more than 50,000 shares of common stock may be issued pursuant to awards under the Amended 2018 Plan to any non-employee director in any calendar year.

**Minimum Vesting Period.** The minimum vesting period for each equity award granted under the Amended 2018 Plan must be at least one year, provided (1) that up to 5% of the shares authorized for issuance under the Amended 2018 Plan may be utilized for unrestricted stock awards or other equity awards with a minimum vesting period of less than one year and (2) annual awards to non-employee directors that occur in connection with the Company's annual meeting of stockholders may vest on the date of the Company's next annual meeting of stockholders but in no event shall the vesting period for such awards be less than 50 weeks. In addition, the administrator may grant equity awards that vest within one year (i) if such awards are granted as substitute awards in replacement of other awards (or awards previously granted by

an entity being acquired (or assets of which are being acquired)) that were scheduled to vest within one year or (ii) if such awards are being granted in connection with an elective deferral of cash compensation that, absent a deferral election, otherwise would have been paid to the grantee within the one year.

**Stock Options.** The Amended 2018 Plan permits the granting of (1) options to purchase common stock intended to qualify as incentive stock options under Section 422 of the Code and (2) options that do not so qualify. Options granted under the Amended 2018 Plan will be non-qualified options if they fail to qualify as incentive options or exceed the annual limit on incentive stock options. Incentive stock options may only be granted to employees of the Company and its subsidiaries. Non-qualified options may be granted to any persons eligible to receive incentive options and to non-employee directors and consultants. The option exercise price of each option will be determined by the compensation and talent committee but may not be less than 100% of the fair market value of the common stock on the date of grant. Fair market value for this purpose is the last reported sale price of the shares of common stock on Nasdaq on the date immediately preceding the grant date. The exercise price of an option may not be reduced after the date of the option grant, other than to appropriately reflect changes in our capital structure.

The term of each option will be fixed by the compensation and talent committee and may not exceed ten years from the date of grant. The compensation and talent committee will determine at what time or times each option may be exercised. Options may be made exercisable in installments and the exercisability of options may be accelerated by the compensation and talent committee. In general, unless otherwise permitted by the compensation and talent committee, no option granted under the Amended 2018 Plan is transferable by the optionee other than by will or by the laws of descent and distribution or pursuant to a domestic relations order, and options may be exercised during the optionee's lifetime only by the optionee, or by the optionee's legal representative or guardian in the case of the optionee's incapacity.

Upon exercise of options, the option exercise price must be paid in full either in cash, by certified or bank check or other instrument acceptable to the compensation and talent committee or by delivery (or attestation to the ownership) of shares of common stock that are beneficially owned by the optionee and that are not subject to risk of forfeiture. Subject to applicable law, the exercise price may also be delivered to the Company by a broker pursuant to irrevocable instructions to the broker from the optionee. In addition, the compensation and talent committee may permit non-qualified options to be exercised using a net exercise feature which reduces the number of shares issued to the optionee by the number of shares with a fair market value equal to the exercise price.

To qualify as incentive options, options must meet additional federal tax requirements, including a \$100,000 limit on the value of shares subject to incentive options that first become exercisable by a participant in any one calendar year.

**Stock Appreciation Rights.** The compensation and talent committee may award stock appreciation rights subject to such conditions and restrictions as the compensation and talent committee may determine. Stock appreciation rights entitle the recipient to cash or shares of common stock equal to the value of the appreciation in the stock price over the exercise price. The exercise price will be determined by the compensation and talent committee but may not be less than 100% of the fair market value of the common stock on the date of grant. The term of a stock appreciation right may not exceed ten years.

**Restricted Stock.** The compensation and talent committee may award shares of common stock to participants subject to such conditions and restrictions as the compensation and talent committee may determine. These conditions and restrictions may include the achievement of certain performance goals and/or continued employment or other service relationship with us through a specified restricted period. During the vesting period, restricted stock awards may be credited with dividends but dividends payable with respect to a restricted stock award shall not be paid unless and until the awards vests.

**Restricted Stock Units.** The compensation and talent committee may award restricted stock units to participants. Restricted stock units are ultimately payable in the form of cash or shares of common stock subject to such conditions and restrictions as the compensation and talent committee may determine. These conditions and restrictions may include the achievement of certain performance goals and/or continued employment or other service relationship with the Company through a specified vesting period. In the compensation and talent committee's sole discretion, it may permit a participant to make an advance election to receive a portion of his or her future cash compensation otherwise due in the form of a restricted stock unit award, subject to the participant's compliance with the procedures established by the compensation and talent committee and requirements of Section 409A of the Code. During the deferral period, the deferred stock awards may be credited with dividend equivalent rights.

**Unrestricted Stock Awards.** The compensation and talent committee may also grant shares of common stock which are free from any restrictions under the Amended 2018 Plan. Unrestricted stock may be granted to any participant in recognition of past services or other valid consideration and may be issued in lieu of cash compensation due to such participant.

**Dividend Equivalent Rights.** The compensation and talent committee may grant dividend equivalent rights to participants, which entitle the recipient to receive credits for dividends that would be paid if the recipient had held specified shares of common stock. Dividend equivalent rights may be granted as a component of an award of restricted stock units or as a freestanding award. Dividend equivalent rights granted as a component of an award of restricted stock units may be paid only if the restricted stock unit award becomes vested. Dividend equivalent rights may not be granted as a component of a stock option or stock appreciation right award. Dividend equivalent rights may be settled in cash, shares of common stock or a combination thereof, in a single installment or installments, as specified in the award.

**Cash-Based Awards.** The compensation and talent committee may grant cash bonuses under the Amended 2018 Plan to participants. The cash bonuses may be subject to the achievement of certain performance goals.

**Change of Control Provisions.** The Amended 2018 Plan provides that upon the effectiveness of a “sale event,” as defined in the Amended 2018 Plan, all awards will terminate in connection with a sale event unless they are assumed, substituted, or continued by the successor entity. The Company may make or provide for payment, in cash or in kind, to participants awards equal to the difference between the per share cash consideration and the applicable exercise price (if any), or each participant will be permitted, within a specified period of time prior to the consummation of the sale event, to exercise all outstanding stock options and stock appreciation rights (to the extent then exercisable) held by such participant, but in such case the board of directors shall first accelerate the exercisability of such stock options and stock appreciation rights prior to termination. Unless otherwise determined by our board of directors, any repurchase rights or other rights of the Company that relate to an award will continue to apply to consideration (including cash) that has been substituted, assumed, amended or paid for such award in connection with a sale event.

**Adjustments for Stock Dividends, Stock Splits, Etc.** The Amended 2018 Plan requires the compensation and talent committee to make appropriate adjustments to the number of shares of common stock that are subject to the Amended 2018 Plan, to certain limits in the Amended 2018 Plan, and to any outstanding awards to reflect stock dividends, stock splits, extraordinary cash dividends and similar events.

**Tax Withholding.** Participants in the Amended 2018 Plan are responsible for the payment of any federal, state or local taxes that the Company is required by law to withhold upon the exercise of options or stock appreciation rights or vesting of other awards. The compensation and talent may require that tax withholding obligations be satisfied by withholding shares of common stock to be issued pursuant to the exercise or vesting of an award. The compensation and talent committee may also require the Company’s or any affiliate’s tax withholding obligation to be satisfied, in whole or in part, by an arrangement whereby a certain number of shares issued pursuant to any award are immediately sold and proceeds from such sale are remitted to the Company or the applicable affiliate in an amount that would satisfy the withholding amount due.

**Amendments and Termination.** The board of directors may at any time amend or discontinue the Amended 2018 Plan and the compensation and talent committee may at any time amend or cancel any outstanding award for the purpose of satisfying changes in the law or for any other lawful purpose. However, no such action may adversely affect any rights under any outstanding award without the holder’s consent. To the extent required under Nasdaq rules, any amendments that materially change the terms of the Amended 2018 Plan will be subject to approval by our stockholders. Amendments shall also be subject to approval by our stockholders if and to the extent determined by the compensation and talent committee to be required by the Code to preserve the qualified status of incentive options.

**Effective Date of Plan.** The 2018 Plan was originally approved by our board of directors on March 26, 2018, and approved by our stockholders on May 23, 2018, the first amendment to the 2018 Plan was originally approved by our board of directors on March 24, 2020, and approved by our stockholders on May 20, 2020, and the second amendment to the 2018 Plan was originally approved by our board of directors on March 30, 2022, and approved by our stockholders on May 27, 2022. The Plan Amendment was approved by the board of directors on March 24, 2024. Awards of incentive options may be granted under the Amended 2018 Plan until March 23, 2028. No other awards may be granted under the Amended 2018 Plan after May 23, 2028.

## **New Plan Benefits**

Because the grant of awards under the Amended 2018 Plan is within the discretion of the compensation and talent committee, the Company cannot determine the dollar value or number of shares of common stock that will in the future be received by or allocated to any participant in the Amended 2018 Plan. Accordingly, in lieu of providing information regarding benefits that will be received under the Amended 2018 Plan, the following table provides information concerning the benefits that were received by the following persons and groups during 2023: each named executive officer; all current

executive officers, as a group; all current directors who are not executive officers, as a group; and all current employees who are not executive officers, as a group.

Name and Position	Option Awards		Stock Awards	
	Average Exercise Price (\$)	Number of Awards(#)	Dollar Value (\$)(1)	Number of Awards
<b>Colin Angle</b> , former Chairman and Chief Executive Officer and Director	—	—	5,499,992	125,199
<b>Julie Zeiler</b> , Executive Vice President and Chief Financial Officer	—	—	1,724,999	39,267
<b>Glen Weinstein</b> , Interim Chief Executive Officer and former Executive Vice President and Chief Legal Officer	—	—	1,499,990	34,145
<b>Russell J. Campanello</b> , Executive Vice President of Human Resources and Corporate Communications	—	—	1,379,973	31,413
<b>Faris Habbaba</b> , Executive Vice President, Chief Research and Development Officer	—	—	1,724,999	39,267
All current executive officers, as a group	—	—	11,829,953	269,291
All current directors who are not executive officers, as group	—	—	1,399,775	34,881
All current employees who are not executive officers, as a group	—	—	28,912,982	696,918

(1) The valuation of stock awards is based on the grant date fair value computed in accordance with ASC Topic 718 disregarding any estimates of forfeitures. The grant date fair value is the fair market value of our common stock on the date of grant multiplied by the number of shares of common stock underlying such stock award.

### Tax Aspects under the Code

The following is a summary of the principal federal income tax consequences of certain transactions under the Amended 2018 Plan. It does not describe all federal tax consequences under the Amended 2018 Plan, nor does it describe state or local tax consequences.

**Incentive Options.** No taxable income is generally realized by the optionee upon the grant or exercise of an incentive option. If shares of common stock issued to an optionee pursuant to the exercise of an incentive option are sold or transferred after two years from the date of grant and after one year from the date of exercise, then (i) upon sale of such shares, any amount realized in excess of the exercise price (the amount paid for the shares) will be taxed to the optionee as a long-term capital gain, and any loss sustained will be a long-term capital loss, and (ii) the Company will not be entitled to any deduction for federal income tax purposes. The exercise of an incentive option will give rise to an item of tax preference that may result in alternative minimum tax liability for the optionee.

If shares of common stock acquired upon the exercise of an incentive option are disposed of prior to the expiration of the two-year and one-year holding periods described above (a “disqualifying disposition”), generally (i) the optionee will realize ordinary income in the year of disposition in an amount equal to the excess (if any) of the fair market value of the shares of common stock at exercise (or, if less, the amount realized on a sale of such shares of common stock) over the exercise price thereof, and (ii) we will be entitled to deduct such amount. Special rules will apply where all or a portion of the exercise price of the incentive option is paid by tendering shares of common stock.

If an incentive option is exercised at a time when it no longer qualifies for the tax treatment described above, the option is treated as a non-qualified option. Generally, an incentive option will not be eligible for the tax treatment described above if it is exercised more than three months following termination of employment (or one year in the case of termination of employment by reason of disability). In the case of termination of employment by reason of death, the three-month rule does not apply.

**Non-Qualified Options.** No income is realized by the optionee at the time a non-qualified option is granted. Generally (i) at exercise, ordinary income is realized by the optionee in an amount equal to the difference between the exercise price and the fair market value of the shares of common stock on the date of exercise, and we receive a tax deduction for the same amount, and (ii) at disposition, appreciation or depreciation after the date of exercise is treated as either short-term or long-term capital gain or loss depending on how long the shares of common stock have been held. Special rules will apply where all or a portion of the exercise price of the non-qualified option is paid by tendering shares of

common stock. Upon exercise, the optionee will also be subject to Social Security taxes on the excess of the fair market value over the exercise price of the option.

**Other Awards.** The Company generally will be entitled to a tax deduction in connection with other awards under the Amended 2018 Stock Plan in an amount equal to the ordinary income realized by the participant at the time the participant recognizes such income. Participants typically are subject to income tax and recognize such tax at the time that an award is exercised, vests or becomes non-forfeitable, unless the award provides for a further deferral.

**Parachute Payments.** The vesting of any portion of an award that is accelerated due to the occurrence of a change in control (such as a sale event) may cause a portion of the payments with respect to such accelerated awards to be treated as "parachute payments" as defined in the Code. Any such parachute payments may be non-deductible to the Company, in whole or in part, and may subject the recipient to a non-deductible 20% federal excise tax on all or a portion of such payment (in addition to other taxes ordinarily payable).

**Limitation on Deductions.** Under Section 162(m) of the Code, the Company's deduction for awards under the Amended 2018 Stock Plan may be limited to the extent that any "covered employee" (as defined in Section 162(m) of the Code) receives compensation in excess of \$1 million a year.

### Equity Compensation Plan Information

The following table provides information as of December 30, 2023 regarding shares of common stock that may be issued under our equity compensation plans, consisting of the iRobot Corporation 2005 Stock Option and Incentive Plan, as amended, the Evolution Robotics, Inc. 2007 Stock Plan, the 2015 Plan, the 2018 Plan and our 2017 Employee Stock Purchase Plan (the "ESPP"). We have no equity compensation plans that were not approved by security holders.

Plan Category	Number of securities to be issued upon exercise of outstanding options, units and rights (a)	Weighted average exercise price of outstanding options, units and rights (b)	Number of securities remaining available for future issuance under equity compensation plan (excluding securities referenced in column (a))(c)
Equity compensation plans approved by security holders	1,513,442(1)	\$57.33	822,528(2)
Equity compensation plans not approved by security holders	—	—	—
<b>Total</b>	<b>1,513,442</b>	<b>\$57.33</b>	<b>822,528</b>

- (1) Includes 5,950 shares of common stock issuable upon the exercise of outstanding options, 1,353,599 shares of common stock issuable upon the vesting of RSUs, and 153,839 shares of common stock issuable upon the vesting of PSUs if specified performance metrics are achieved at target levels.
- (2) As of December 30, 2023, there were no shares available for grants under the 2005 Stock Option and Incentive Plan, as amended, the Evolution Robotics, Inc. 2007 Stock Plan or the 2015 Plan. As of December 30, 2023, there were 822,528 shares available under the 2018 Plan and 418,027 shares available under the ESPP.

### Recommendation of the Board:

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE APPROVAL OF THE AMENDMENT TO THE IROBOT CORPORATION 2018 STOCK OPTION AND INCENTIVE PLAN**



## **PROPOSAL 8**

### **NON-BINDING, ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS**

Pursuant to Section 14A of the Exchange Act, we are providing our stockholders with the opportunity to vote on a non-binding, advisory resolution approving the named executive officers' compensation described herein. This proposal, known as a "say-on-pay" proposal, gives the Company's stockholders the opportunity to express their views on our named executive officers' compensation. At our 2023 annual meeting of stockholders, our stockholders voted, on a non-binding, advisory basis, for the Company to hold future say-on-pay votes on an annual basis. In accordance with the advisory vote by our stockholders, we hold a non-binding, advisory vote on the compensation of our named executive officers every year.

This vote is not intended to address any specific item of compensation or the compensation of any particular officer, but rather the overall compensation of our named executive officers and our compensation philosophy, policies and practices, as discussed in this Proxy Statement. Accordingly, we are asking our stockholders to vote "FOR" the following resolution at our annual meeting of stockholders:

"RESOLVED, that the Company's stockholders approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers, as disclosed in this Proxy Statement pursuant to Item 402 of Regulation S-K, including in the Compensation Discussion and Analysis, compensation tables and related narrative discussion."

Before you vote, we recommend that you read the "Compensation Discussion and Analysis" section of this Proxy Statement for additional details on the Company's executive compensation programs and philosophy.

This vote is advisory, and therefore not binding on the Company, the compensation and talent committee or our board of directors. However, our board of directors and our compensation and talent committee value the opinions of our stockholders and intend to take into account the outcome of the vote when considering future compensation decisions for our named executive officers.

#### **Recommendation of the Board:**

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE APPROVAL, ON A NON-BINDING, ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT.**

### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding beneficial ownership of the Company's common stock as of March 11, 2024 by: (i) each person who is known by the Company to beneficially own more than 5% of the outstanding shares of common stock; (ii) each director or nominee of the Company; (iii) each named executive officer of the Company; and (iv) all directors and executive officers of the Company as a group. Unless otherwise noted below, the address of each person listed on the table is c/o iRobot Corporation, 8 Crosby Drive, Bedford, Massachusetts 01730.

Name of Beneficial Owner	Shares Beneficially Owned(1)	Percentage of Shares Beneficially Owned(2)
BlackRock, Inc.(3)	4,763,619	16.75%
The Vanguard Group(4)	2,986,960	10.50%
PRIMECAP Management Company(5)	1,761,755	6.19%
Mohamad Ali	25,378	*
Colin Angle(6)	147,267	*
Karen Golz	6,285	*
Dr. Ruey-Bin Kao	12,005	*
Andrew Miller	12,102	*
Eva Manolis	11,713	*
Michelle Stacy	20,457	*
Russell Campanello(7)	46,961	*
Faris Habbaba	31,147	*
Glen Weinstein(8)	165,664	*
Julie Zeiler	35,610	*
All executive officers, directors and nominees as a group (13 individuals)(9)	580,734	2.04%

\* Represents less than 1% of the outstanding common stock.

- (1) Beneficial ownership is determined in accordance with the rules of the SEC and includes voting and investment power with respect to shares. Unless otherwise indicated below, to the knowledge of the Company, all persons listed below have sole voting and investment power with respect to their shares of common stock, except to the extent authority is shared by spouses under applicable law. Pursuant to the rules of the SEC, the number of shares of common stock deemed outstanding includes (i) shares issuable pursuant to options held by the respective person or group that are currently exercisable or may be exercised within 60 days of March 11, 2024 and (ii) shares issuable pursuant to restricted stock units held by the respective person or group that vest within 60 days of March 11, 2024.
- (2) Applicable percentage of ownership as of March 11, 2024 is based upon 28,444,145 shares of common stock outstanding.



- (3) BlackRock, Inc. has sole voting power with respect to 4,710,470 shares and sole dispositive power with respect to 4,763,619 shares. The address of BlackRock, Inc. is 50 Hudson Yards, New York, NY 10001. This information has been obtained from a Schedule 13G/A filed by BlackRock, Inc. with the SEC on January 22, 2024.
- (4) The Vanguard Group has sole voting power with respect to 0 shares, shared voting power with respect to 46,936 shares, sole dispositive power with respect to 2,912,486 shares and shared dispositive power with respect to 74,474 shares. The address of The Vanguard Group is 100 Vanguard Boulevard, Malvern, PA 19355. This information has been obtained from a Schedule 13G/A filed by The Vanguard Group with the SEC on February 13, 2024.
- (5) The address of PRIMECAP Management Company is 177 E. Colorado Blvd., 11th Floor, Pasadena, CA 91105. This information has been obtained from a Schedule 13G/A filed by PRIMECAP Management Company with the SEC on February 12, 2024.
- (6) Includes 4,541 shares issuable upon vesting of restricted stock units and 14,767 shares held by the Colin M. Angle 2011 Trust, for which Mr. Angle serves as trustee. Mr. Angle disclaims beneficial ownership of the securities held by the Colin M. Angle 2011 Trust in excess of his pecuniary interest therein.
- (7) Includes 1,238 shares issuable upon vesting of restricted stock units.
- (8) Includes 1,341 shares issuable upon vesting of restricted stock units.
- (9) Includes 8,823 shares issuable upon vesting of restricted stock units.

## ADDITIONAL INFORMATION

### Other Matters

The board of directors knows of no other matters to be brought before the annual meeting. If any other matters are properly brought before the annual meeting, the persons appointed in the accompanying proxy intend to vote the shares represented thereby in accordance with their best judgment on such matters, under applicable laws.

### Householding of Proxy Materials

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single Notice or other proxy materials addressed to those stockholders. This process, which is commonly referred to as “householding,” potentially means extra convenience for stockholders and cost savings for companies.

Brokers with account holders who are Company stockholders may be “householding” our proxy materials. A single Notice or other proxy materials may be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that it will be “householding” communications to your address, “householding” will continue until you are notified otherwise or until you notify your broker or the Company that you no longer wish to participate in “householding.”

If, at any time, you no longer wish to participate in “householding” and would prefer to receive a separate Notice or other proxy materials, you may (1) notify your broker, (2) direct your written request to: iRobot Corporation, 8 Crosby Drive, Bedford, Massachusetts 01730, Attention: Secretary or (3) contact our Investor Relations department by telephone at (781) 430-3003. Stockholders who currently receive multiple copies of the Notice or other proxy materials at their address and would like to request “householding” of their communications should contact their broker. In addition, the Company will promptly deliver, upon written or oral request to the address or telephone number above, a separate copy of the annual report and Proxy Statement to a stockholder at a shared address to which a single copy of the documents was delivered.

## STOCKHOLDER PROPOSALS

Proposals of stockholders intended for inclusion in the Proxy Statement to be furnished to all stockholders entitled to vote at our 2025 annual meeting of stockholders, pursuant to Rule 14a-8 promulgated under the Exchange Act by the SEC, must be received at the Company’s principal executive offices not later than December 10, 2024. Stockholders who meet the applicable eligibility requirements under the proxy access provision of our by-laws and wish to include nominees for our board of directors in the Company’s Proxy Statement for the 2025 annual meeting, or stockholders who wish to make a proposal at the 2025 annual meeting (other than a proposal made pursuant to Rule 14a-8 or pursuant to the proxy access provision of our by-laws), must in each case notify us between January 23, 2025 and February 22, 2025. If a stockholder who wishes to present a proposal fails to notify us by February 22, 2025 and such proposal is brought before the 2025 annual meeting, then under the SEC’s proxy rules, the proxies solicited by management with respect to the 2025 annual meeting will confer discretionary voting authority with respect to the stockholder’s proposal on the persons selected by management to vote the proxies. If a stockholder makes a timely notification, the proxies may still exercise discretionary voting authority under circumstances consistent with the SEC’s proxy rules. In addition, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than the Company’s nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than March 24, 2025. In order to curtail controversy as to the date on which we received a proposal, it is suggested that proponents submit their proposals by Certified Mail, Return Receipt Requested, to iRobot Corporation, 8 Crosby Drive, Bedford, Massachusetts 01730, Attention: Secretary. We also encourage you to submit any such proposals via email to [tdrake@irobot.com](mailto:tdrake@irobot.com).

## EXPENSES AND SOLICITATION

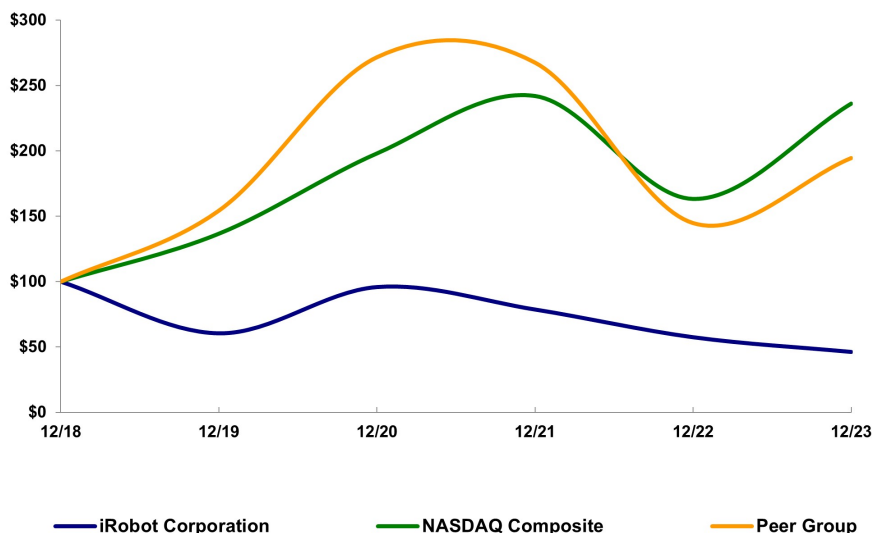
The Company will pay all costs of soliciting these proxies. In addition, some of our officers and employees may solicit proxies by telephone or in person. We will reimburse brokers for the expenses they incur in forwarding the proxy materials to you. We may also retain an independent proxy solicitation firm to assist in the solicitation of proxies.

## TOTAL STOCKHOLDER RETURN

The graph below matches the cumulative 5-Year total return of holders of iRobot Corporation's common stock with the cumulative total returns of the NASDAQ Composite index and a customized peer group of fifteen companies that includes: 3D Systems Corp, Alarm.Com Holdings Inc, Corsair Gaming, Inc., Dolby Laboratories Inc, Faro Technologies Inc, Garmin Ltd, GoPro Inc, Logitech International S.A., Netgear Inc, Novanta Inc, Roku Inc, Sonos Inc, Trimble Inc, Universal Electronics Inc. and Vizio Holding Corp.. The graph assumes that the value of the investment in our common stock, in each index, and in the peer group (including reinvestment of dividends) was \$100 on 12/31/2018 and tracks it through 12/31/2023.

### COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\*

Among iRobot Corporation, the NASDAQ Composite Index, and a Peer Group



\*\$100 invested on 12/31/18 in stock or index, including reinvestment of dividends. Fiscal year ending December 31.

	12/18	12/19	12/20	12/21	12/22	12/23
iRobot Corporation	100.00	60.46	95.88	78.67	57.48	46.21
Nasdaq Composite	100.00	136.16	198.10	242.03	163.28	236.17
Peer Group	100.00	154.31	271.60	267.46	144.78	194.48

**PROPOSED AMENDMENTS TO OUR CERTIFICATE OF INCORPORATION**

The following are proposed changes to our amended and restated certificate of incorporation as described in Proposal 3.

\*\*\*\*\*

**ANNEX A  
CERTIFICATE OF AMENDMENT TO  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
IROBOT CORPORATION**

iRobot Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify:

1. Pursuant to Section 242 of the DGCL, this Certificate of Amendment to Amended and Restated Certificate of Incorporation (this "Amendment") amends the provisions of the Amended and Restated Certificate of Incorporation of the Corporation (the "Certificate").

2. This Amendment has been approved and duly adopted by the Corporation's Board of Directors and stockholders in accordance with the provisions of Section 242 of the DGCL.

3. The Certificate is hereby amended as follows:

A. In Article VI, Section 5, the phrase "holders of 75% or more" is hereby deleted and replaced with the word "majority".

B. Article VIII, Section 2 is hereby amended and restated in its entirety to read as set forth below:

"Amendment by Stockholders. The By-laws of the Corporation may be amended or repealed at any annual meeting of stockholders, or special meeting of stockholders called for such purpose as provided in the By-laws, by the affirmative vote of the majority of the votes cast by the stockholders entitled to vote on such amendment or repeal, voting together as a single class (with "abstentions", "broker non-votes" and "withheld" votes not counted as a vote either "for" or "against" such amendment or repeal)."

C. Article IX is hereby amended and restated in its entirety to read as set forth below:

"AMENDMENT OF CERTIFICATE OF INCORPORATION

The Corporation reserves the right to amend or repeal this Certificate in the manner now or hereafter prescribed by statute and this Certificate, and all rights conferred upon stockholders herein are granted subject to this reservation. Whenever any vote of the holders of voting stock is required to amend or repeal any provision of this Certificate, and in addition to any other vote of holders of voting stock that is required by this Certificate or by law, such amendment or repeal shall require the affirmative vote of the majority of the outstanding shares entitled to vote on such amendment or repeal, and the affirmative vote of the majority of the outstanding shares of each class entitled to vote thereon as a class, at a duly constituted meeting of stockholders called expressly for such purpose."

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**PROPOSED AMENDMENTS TO OUR CERTIFICATE OF INCORPORATION**

The following are proposed changes to our amended and restated certificate of incorporation as described in Proposal 4.

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**ANNEX B  
CERTIFICATE OF AMENDMENT TO  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
IROBOT CORPORATION**

iRobot Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify:

1. Pursuant to Section 242 of the DGCL, this Certificate of Amendment to Amended and Restated Certificate of Incorporation (this "Amendment") amends the provisions of the Amended and Restated Certificate of Incorporation of the Corporation (the "Certificate").

2. This Amendment has been approved and duly adopted by the Corporation's Board of Directors and stockholders in accordance with the provisions of Section 242 of the DGCL.

3. The Certificate is hereby amended as follows:

Article VI, Sections 3, 4 and 5 are hereby amended and restated in their entirety to read as set forth below:

"3. Number of Directors; Term of Office. The number of Directors of the Corporation shall be fixed solely and exclusively by resolution duly adopted from time to time by the Board of Directors.

Subject to the rights, if any, of the holders of any series of Undesignated Preferred Stock, at the annual meeting of stockholders of the Corporation that is held in calendar year 2023 and at each annual meeting of stockholders of the Corporation thereafter, all Directors shall be elected to hold office for a one-year term expiring at the next annual meeting of stockholders of the Corporation. Notwithstanding the foregoing, Directors shall hold office until their successors are duly elected and qualified or until their earlier resignation, death or removal.

Notwithstanding the foregoing, whenever, pursuant to the provisions of Article IV of this Certificate, the holders of any one or more series of Undesignated Preferred Stock shall have the right, voting separately as a series or together with holders of other such series, to elect Directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of this Certificate and any certificate of designations applicable thereto.

4. Vacancies. Subject to the rights, if any, of the holders of any series of Undesignated Preferred Stock to elect Directors and to fill vacancies in the Board of Directors relating thereto, any and all vacancies in the Board of Directors, however occurring, including, without limitation, by reason of an increase in size of the Board of Directors, or the death, resignation, disqualification or removal of a Director, shall be filled solely and exclusively by the affirmative vote of a majority of the remaining Directors then in office, even if less than a quorum of the Board of Directors, and not by the stockholders. Any Director appointed in accordance with the preceding sentence shall hold office for a term expiring at the next annual meeting of stockholders of the Corporation held after such appointment and until such Director's successor shall have been duly elected and qualified or until his or her earlier resignation, death or removal. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, shall exercise the powers of the full Board of Directors until the vacancy is filled.

5. Removal. Subject to the rights, if any, of any series of Undesignated Preferred Stock to elect Directors and to remove any Director whom the holders of any such stock have the right to elect, any Director (including persons elected by Directors to fill vacancies in the Board of Directors) may be removed from office without cause by the affirmative vote of the holders of 75% or more of the shares then entitled to vote at an election of Directors. At least forty-five (45) days prior to any meeting of stockholders at which it is proposed that any Director be removed from office, written notice of such proposed removal shall be sent to the Director whose removal will be considered at the meeting."

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**PROPOSED AMENDMENTS TO OUR CERTIFICATE OF INCORPORATION**

The following are proposed changes to our amended and restated certificate of incorporation as described in Proposal 5.

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**ANNEX C  
CERTIFICATE OF AMENDMENT TO  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
IROBOT CORPORATION**

iRobot Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify:

1. Pursuant to Section 242 of the DGCL, this Certificate of Amendment to Amended and Restated Certificate of Incorporation (this "Amendment") amends the provisions of the Amended and Restated Certificate of Incorporation of the Corporation (the "Certificate").

2. This Amendment has been approved and duly adopted by the Corporation's Board of Directors and stockholders in accordance with the provisions of Section 242 of the DGCL.

3. The Certificate is hereby amended as follows:

Article V, Section 2 is hereby amended and restated in its entirety to read as set forth below:

"2. Special Meetings. Only those matters set forth in the notice of the special meeting may be considered or acted upon at a special meeting of stockholders of the Corporation."

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**PROPOSED AMENDMENTS TO OUR CERTIFICATE OF INCORPORATION**

The following are proposed changes to our amended and restated certificate of incorporation as described in Proposal 6.

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**ANNEX D  
CERTIFICATE OF AMENDMENT TO  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
iROBOT CORPORATION**

iRobot Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify:

1. Pursuant to Section 242 of the DGCL, this Certificate of Amendment to Amended and Restated Certificate of Incorporation (this "Amendment") amends the provisions of the Amended and Restated Certificate of Incorporation of the Corporation (the "Certificate").
2. This Amendment has been approved and duly adopted by the Corporation's Board of Directors and stockholders in accordance with the provisions of Section 242 of the DGCL.
3. The Certificate is hereby amended as follows:  
A new Article X is hereby added immediately following Article IX to read as set forth below:

**"ARTICLE X**

**LIMITATION OF OFFICER LIABILITY**

To the fullest extent permitted by the DGCL, an Officer (as defined below) of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as an officer of the Corporation, except for liability (a) for any breach of the Officer's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for any transaction from which the Officer derived an improper personal benefit, or (d) arising from any claim brought by or in the right of the Corporation. If the DGCL is amended after the effective date of this Certificate to authorize corporate action further eliminating or limiting the personal liability of Officers, then the liability of an Officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. For purposes of this ARTICLE X, "Officer" shall mean an individual who has been duly appointed as an officer of the Corporation and who, at the time of an act or omission as to which liability is asserted, is deemed to have consented to service of process to the registered agent of the Corporation as contemplated by 10 Del. C. § 3114(b).

Any amendment, repeal or modification of this ARTICLE X by either of (i) the stockholders of the Corporation or (ii) an amendment to the DGCL, shall not adversely affect any right or protection existing at the time of such amendment, repeal or modification with respect to any acts or omissions occurring before such amendment, repeal or modification of a person serving as an Officer at the time of such amendment, repeal or modification."

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**PROPOSED AMENDMENTS TO THE 2018 PLAN**

The following are proposed changes to the 2018 Plan as described in Proposal 7.

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**ANNEX E  
THIRD AMENDMENT  
TO THE  
IROBOT CORPORATION  
2018 STOCK OPTION AND INCENTIVE PLAN**

WHEREAS, iRobot Corporation (the “Company”) maintains the iRobot Corporation 2018 Stock Option and Incentive Plan (the “Plan”), which was previously adopted by the Board of Directors on March 26, 2018 and approved by the stockholders of the Company on May 23, 2018;

WHEREAS, the Plan was amended effective May 20, 2020 and May 27, 2022 to increase the number of shares reserved under the Plan;

WHEREAS, the Board of Directors of the Company believes that the number of shares of common stock of the Company (“Common Stock”) remaining available for issuance under the Plan, as amended has become insufficient for the Company’s anticipated future needs under the Plan;

WHEREAS, Section 16 of the Plan provides that the Board of Directors of the Company may amend the Plan at any time, subject to certain conditions set forth therein; and

WHEREAS, the Board of Directors of the Company has determined that it is in the best interests of the Company to amend the Plan, subject to stockholder approval, to increase both the aggregate number of shares of Common Stock available for issuance under the Plan, and the number of shares that may be issued in the form of Incentive Stock Options (as defined in the Plan) from 3,395,000 shares to 4,295,000 shares.

NOW, THEREFORE:

1. Increase in Shares. Section 3(a) of the Plan is hereby amended by deleting it in its entirety and replacing it with the following:

“The maximum number of shares of Stock reserved and available for issuance under the Plan shall be 4,295,000 shares, subject to adjustment as provided in this Section 3. For purposes of this limitation, the shares of Stock underlying any awards under the Plan or the Company’s 2015 Stock Option and Incentive Plan that are forfeited, canceled or otherwise terminated (other than by exercise) shall be added back to the shares of Stock available for issuance under the Plan. Notwithstanding the foregoing, the following shares shall not be added to the shares authorized for grant under the Plan: (i) shares tendered or held back upon exercise of an Option or settlement of an Award to cover the exercise price or tax withholding, and (ii) shares subject to a Stock Appreciation Right that are not issued in connection with the stock settlement of the Stock Appreciation Right upon exercise thereof. In the event the Company repurchases shares of Stock on the open market, such shares shall not be added to the shares of Stock available for issuance under the Plan. Subject to such overall limitations, shares of Stock may be issued up to such maximum number pursuant to any type or types of Award; provided, however, that no more than 4,295,000 shares of the Stock may be issued in the form of Incentive Stock Options. The shares available for issuance under the Plan may be authorized but unissued shares of Stock or shares of Stock reacquired by the Company.”

2. Effective Date of Amendment. This Amendment to the Plan shall become effective upon the date that it is approved by the Company’s stockholders in accordance with applicable laws and regulations.

3. Other Provisions. Except as set forth above, all other provisions of the Plan shall remain unchanged.

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**Corporate Office**

8 Crosby Drive  
Bedford, Massachusetts 01730  
Phone: 781.430.3000

**Transfer Agent**

Computershare Trust  
Company, Inc.  
P.O. Box 505000  
Louisville, KY 40233  
(800) 962-4284  
International +1 (781) 575-3120

**Legal Counsel**

Goodwin Procter LLP  
100 Northern Avenue  
Boston, Massachusetts 02210  
Phone: 617.570.1000

**Independent Registered**

**Public Accounting Firm**

PricewaterhouseCoopers LLP  
101 Seaport Boulevard  
Boston, Massachusetts 02110  
Phone: 617.530.5000

**Common Stock Information**

Our common stock is traded on the Nasdaq Global Select Market under the symbol "IRBT."

**Investor Information**

Karian Wong  
SVP & Principal Accounting Officer  
investorrelations@irobot.com  
A copy of our financial reports, stock quotes, news releases, SEC filings, as well as information on our products is available in the Investor Relations section of [www.irobot.com](http://www.irobot.com)

**Board Members**

Mohamad Ali  
Director, Nominating and Corporate Governance Committee Chair

Karen Golz  
Director, Audit Committee Chair

Dr. Ruey-Bin Kao  
Director

Eva Manolis  
Director

Andrew Miller  
Director, Chairman of the Board

Michelle Stacy  
Director, Compensation and Talent Committee Chair

**Executive Team**

Glen D. Weinstein  
Interim Chief Executive Officer

Julie Zeiler  
Executive Vice President and Chief Financial Officer

Jean Jacques Blanc  
Executive Vice President, Chief Commercial Officer

Tonya Drake  
Executive Vice President and General Counsel

Faris Habbaba  
Executive Vice President, Chief Research and Development Officer

Russell Campanello  
Executive Vice President, Human Resources and Corporate Communications

**iRobot Mission**

**Empowering People To Do More**



**Corporate Headquarters**

8 Crosby Drive  
Bedford, MA 01730  
USA

Phone: 781.430.3000

iRobot.com  
info@irobot.com

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iRobot Corporation  
8 Crosby Drive  
Bedford, MA 01730



**SCAN TO  
VIEW MATERIALS & VOTE**



**VOTE BY INTERNET**

*Before The Meeting* - Go to [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above. Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. ET on May 22, 2024. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

*During The Meeting* - Go to [www.virtualshareholdermeeting.com/IRBT2024](http://www.virtualshareholdermeeting.com/IRBT2024). You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE: 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. ET on May 22, 2024. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V37882-P08805

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**iRobot Corporation**

- Elect one (1) Class I director (Eva Manolis), to serve for a three-year term.  
**The Board recommends a vote FOR the nominee.**

**Nominee for Class I director:**

**For Against Abstain**

1a. Eva Manolis

**For Against Abstain**

- Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the current fiscal year. **The Board recommends a vote FOR this proposal number 2.**
- Approve amendments to our amended and restated certificate of incorporation ("Existing Certificate") to eliminate supermajority voting requirements. **The Board recommends a vote FOR this proposal number 3.**
- Approve amendments to our Existing Certificate to declassify the board of directors. **The Board recommends a vote FOR this proposal number 4.**
- Approve amendments to our Existing Certificate to eliminate the prohibition on stockholders' ability to call a special meeting. **The Board recommends a vote FOR this proposal number 5.**
- Approve amendments to our Existing Certificate to limit the liability of certain officers in certain circumstances as permitted by recent amendments to the Delaware General Corporation Law. **The Board recommends a vote FOR this proposal number 6.**
- Approve an amendment to the iRobot Corporation 2018 Stock Option and Incentive Plan, as amended (the "2018 Plan"), to increase the maximum number of shares reserved and issuable under the 2018 Plan. **The Board recommends a vote FOR this proposal number 7.**
- Approve, on a non-binding, advisory basis, the compensation of our named executive officers as disclosed in the Proxy Statement. **The Board recommends a vote FOR this proposal number 8.**

**NOTE:** Your proxy holder will also vote on any other business properly brought before the Annual Meeting.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date

Signature (Joint Owners)	Date

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Notice and Proxy Statement, 2023 Annual Report and additional soliciting materials are available at [www.proxyvote.com](http://www.proxyvote.com).

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**iRobot Corporation  
Annual Meeting of Stockholders  
May 23, 2024 8:30 a.m. ET  
This proxy is solicited by the Board of Directors**

The undersigned hereby appoints Tonya Drake and Russell J. Campanello as proxies, with full power of substitution to vote all shares of stock of iRobot Corporation (the "Company") which the undersigned is entitled to vote at the Annual Meeting of Stockholders of iRobot Corporation to be held over the Internet at [www.virtualshareholdermeeting.com/IRBT2024](http://www.virtualshareholdermeeting.com/IRBT2024) on Thursday, May 23, 2024 at 8:30 a.m., ET, and at any adjournments or postponements thereof, upon matters set forth in the Notice of Annual Meeting of Stockholders and Proxy Statement dated April 9, 2024, a copy of which has been received by the undersigned.

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED BY THE UNDERSIGNED STOCKHOLDER(S). IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATIONS, AND WILL BE VOTED IN ACCORDANCE WITH THE DISCRETION OF THE PROXIES ON ANY OTHER MATTERS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING.**

**In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.**

**(Items to be voted appear on reverse side)**