

CISCO SYSTEMS, INC.

**CHARTER FOR THE
ACQUISITION COMMITTEE
OF THE BOARD OF DIRECTORS**

As Adopted March 12, 2009

1. PURPOSE

The Acquisition Committee shall have the authority to review and approve merger and acquisition transactions and investment transactions proposed by the Company's management. The Acquisition Committee is authorized to approve merger and acquisition transactions and investment transactions by the Company valued in an amount not to exceed, for any particular acquisition or investment, \$2.0 billion in cash, stock or a combination thereof.

2. COMPOSITION OF THE ACQUISITION COMMITTEE

The Acquisition Committee shall be comprised of not less than three directors. Each Acquisition Committee member shall be subject to annual reconfirmation and may be removed by the Board of Directors (the "Board") at any time.

3. RESPONSIBILITIES AND DUTIES

In carrying out the purpose and authorities set forth in Section 1 above, the Acquisition Committee shall:

1. Review acquisition strategies with the Company's management and investigate acquisition candidates on behalf of the Company.
2. Recommend acquisition strategies and candidates to the Company's Board, as appropriate.
3. Authorize and approve acquisitions and investments by the Company valued in an amount not to exceed, for any particular acquisition or investment, \$2.0 billion in cash, stock or a combination thereof.
4. Have full access to the Company's Business Development group and other Company executives as necessary to carry out its responsibilities.
5. Have all such other rights and powers as may be lawfully delegated to it by the Board, not in conflict with specific powers conferred by the Board upon any other committee appointed by it.
6. Review this Acquisition Committee Charter from time to time for adequacy and recommend any changes to the Board.

7. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Acquisition Committee or the Board deems necessary or appropriate.
8. Report all of its actions to the Board and keep the Board apprised of its proposed investments.

4. ACQUISITION COMMITTEE MEETINGS

The Acquisition Committee shall convene periodically as necessary to act upon any matter within its jurisdiction. A majority of the total number of members of the Acquisition Committee shall constitute a quorum at all Acquisition Committee meetings. All meetings shall be held subject to and in accordance with Section 307 (including without limitation notice, quorum and votes/actions of the committee) and other applicable sections of the General Corporation Law of California. Minutes shall be kept of each meeting of the Acquisition Committee.