



## **EMCORE CORPORATION CHARTER OF THE STRATEGY AND ALTERNATIVES COMMITTEE OF THE BOARD OF DIRECTORS**

**(Amended September 16, 2016)**

### **I. Purpose**

The purpose of the Strategy and Alternatives Committee (the “Committee”) of the Board of Directors (the “Board”) of EMCORE Corporation (the “Company”) is to oversee the Company’s strategic plan working with management to define and set strategic goals and expectations for the Company, to evaluate strategic opportunities and alternatives available to the Company, including potential mergers, acquisitions, divestitures and other key strategic transactions outside the ordinary course of the Company’s business (“Potential Transactions”), and to exercise the other responsibilities and duties as set forth herein. The responsibilities and duties delegated by the Board to the Committee in this Charter shall be exercised and carried out by the Committee as it deems appropriate and in a manner consistent with this Charter and the provisions of the Company’s bylaws that are applicable to the Committee.

Except as set forth in this Charter, including with respect to the retention of legal, financial or other advisors, unless other authority is delegated by the Board, the Committee shall be an advisory body and shall not have authority to enter into transactions or otherwise bind the Company.

### **II. Organization, Committee Membership and Meetings**

1. The Committee shall be comprised of at least two members of the Board, with the exact number to be designated from time to time by the Board, and a majority of whom shall satisfy the independence requirements of the NASDAQ Stock Market LLC and any other membership guidelines established by the Board, in each case as determined by the Board in its business judgment.
2. The members of the Committee shall be appointed by the Board, and may be removed by the Board at any time with or without cause. The Board may designate one member of the Committee as its Chairperson and, in the absence of any such designation by the Board, the Committee shall designate by majority vote of the full Committee one member of the Committee as its Chairperson.
3. The Committee shall meet as necessary to enable it to fulfill its responsibilities and duties as set forth herein. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action by written consent, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board in accordance with the bylaws of the Company. The Committee may, at its discretion, invite members of the Company’s management or others to attend Committee meetings. All directors that are not members of the Committee may attend and observe meetings of the Committee unless otherwise determined by the Committee, but will not be entitled to vote.
4. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the corporate minute book of the Company.

### **III. Committee Duties and Responsibilities**

The Committee shall have the following responsibilities and duties:



1. Review the Company's strategic plan, providing inputs and modifications as necessary, and make recommendations to management on behalf of the Board.
2. Review the external environment in terms of the economy, competition and technology and its impact on the Company's strategy and execution.
3. Review the Company's progress regarding the implementation of its strategic plan.
4. Establish, approve, modify, monitor and direct the processes and procedures related to a review of the strategic alternatives available to the Company.
5. Solicit expressions of interest or other proposals for Potential Transactions and alternative transactions and respond to any communications and inquiries related thereto.
6. Review and evaluate such expressions of interest or other proposals and make recommendations to the Board as to whether to pursue any Potential Transaction or any alternative transaction.
7. Upon approval by the Board, pursue a Potential Transaction or alternative transaction, negotiate the terms and conditions of such Potential Transaction or alternative transaction, and participate in negotiations regarding definitive agreements with respect thereto.
8. Perform any other activities or responsibilities as may be delegated to the Committee, from time to time, by the Board.

Nothing contained in this Charter shall require or otherwise obligate the Committee to take any action, and the Committee need not take any action whatsoever if it deems it so advisable.

#### **IV. Advisors**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities and duties as described above, and may retain legal, financial or other advisors, at the expense of the Company. In addition, the Committee shall have access to the Company's management who shall be directed to provide the Committee any and all information requested by the Committee which relates to or could have an impact upon the Committee's evaluation of any Potential Transaction or any alternative transaction.

#### **V. Other Matters**

Nothing in this Charter shall expand the duties and liabilities of any directors or officers of the Company beyond any duties and liabilities otherwise imposed by law.