



EMCORE CORPORATION CORPORATE GOVERNANCE GUIDELINES

(Amended September 16, 2016)

The Board of Directors (the “Board”) of EMCORE Corporation (the “Company” or “EMCORE”) has approved the following guidelines. These guidelines along with the Company’s restated certificate of incorporation, as amended, bylaws and the charters of the Board’s committees provide the framework for the governance of EMCORE.

I. Board Composition

A. Independence of Directors

The Board shall be composed of a majority of directors who, in the business judgment of the Board, qualify as “independent directors” under (a) the listing standards of The NASDAQ Stock Market LLC, and (b) the Company’s Bylaws. The Board shall make an affirmative determination at least annually as to the independence of each director.

B. Lead Independent Director

In the event that the Executive Chairman of the Board is not an independent director, the independent directors will annually elect or reaffirm by majority vote a Lead Independent Director. The holder of the Lead Independent Director position will rotate at least once every two years.

In addition to the duties of all Board members, which shall not be limited or diminished by the Lead Independent Director’s role, the specific responsibilities of the Lead Independent Director will be to:

- (a) advise the Chairman of the Board as to an appropriate schedule of Board meetings, seeking to ensure that the independent directors can perform their duties responsibly while not interfering with the flow of the Company’s operations;
- (b) provide the Chairman of the Board with input as to the preparation of agendas for Board and Committee meetings;
- (c) advise the Chairman of the Board as to the quality, quantity, and timeliness of the flow of information from the Company’s management that is necessary for the independent directors to effectively and responsibly perform their duties, and although the Company’s management is responsible for the preparation of materials for the Board, the Lead Independent Director may specifically request the inclusion of certain material;
- (d) recommend to the Chairman of the Board the retention of consultants who report directly to the Board;

- (e) coordinate, develop the agenda, and preside at executive sessions of the independent directors, which will be held at least quarterly;
- (f) act as the principal liaison between the independent directors and the Chairman of the Board on sensitive issues; and
- (g) evaluate, along with the members of the Compensation Committee (consistent with the Compensation Committee Charter) and the full Board, the CEO's performance and meet with the CEO to discuss the Board's evaluation.

C. Limits on Board Memberships and Other Significant Activities

Service on the Board requires significant time and attention. Generally, directors should not serve simultaneously on more than five public company boards, including the Company's Board, except with the prior approval of the Board. In addition, directors who also serve as Chief Executive Officers, or in equivalent positions, generally should not serve on more than two public company boards, including the Company's Board, in addition to their employer's board. Directors should advise the chairperson of the Nominating and Corporate Governance Committee before accepting membership on other boards or significant commitments involving affiliation with other businesses, non-profit entities or governmental units.

In addition, service on boards and board committees of other companies should be consistent with the Company's conflict- of-interest policies.

D. Change in Director Circumstances

A director who retires from his or her present employment or materially changes his or her job responsibility or business association or experiences other changed circumstances that could pose a conflict of interest or diminish his or her effectiveness as a Board member or ability to commit appropriate time and attention to his or her service on the Board should promptly notify the Board and the Chairperson of the Nominating and Corporate Governance Committee. The Board does not believe any director who experiences such a change in circumstances should necessarily leave the Board or any committee thereof; however, there should be an opportunity for the Board, through the Nominating and Corporate Governance Committee, to review the continued appropriateness of Board membership under these circumstances. In addition, the Board shall also review the suitability of each Board member for continued service on the Board in connection with the expiration of his or her term on the Board.

II. Board Operations

A. Director Orientation

Directors will participate in an orientation program upon their initial election to the Board.

B. Executive Sessions of the Board

The independent directors of the Board shall meet periodically in executive session but no less than four times per year.



C. Confidentiality

The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

III. Expectations of Directors

A. Attendance at Board Meetings

Absent extenuating circumstances, Board members are expected to attend all meetings of the Board and committees on which they serve, and to participate telephonically in regularly scheduled Board and committee meetings when they are unable to attend in person. A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Chairman or Lead Independent Director, if any, or the chairperson of the appropriate committee in advance of such meeting.

The Board encourages invitations to management and outside advisors or consultants from time to time to participate in Board or committee meetings to (a) make presentations and provide insight into items being discussed by the Board that involve the invitee and (b) bring managers with significant potential into contact with the Board.

B. Attendance at Annual Meetings

Absent extraordinary circumstances, each member of the Board will attend each annual shareholder meeting in person.

C. Term Limits

Starting as of June 1, 2007, independent directors may serve on the Board for no more than ten consecutive years. After serving for ten consecutive years during any period after June 1, 2007, an independent director must step down from the Board for at least one year before seeking re-election to the Board.

D. Conflicts of Interest

A director's other relationships, including business, family or those with non-profit entities may occasionally give rise to the perception that the director has a material, personal interest in a particular issue involving the Company. If a director becomes involved in activities or interests that conflict or appear to conflict with the interests of the Company and these activities result in an actual or potential conflict of interest, then the director is required to disclose such conflict promptly to the Board. The Board will determine an appropriate resolution on a case-by-case basis. Directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests.

IV. Board Access to Management; Use of Outside Advisors

Board members have complete and open access to the Company's management. It is assumed that



Board members will use judgment to ensure that this contact is not distracting to the operations of the Company or to the management's duties and responsibilities and that such contact, to the extent reasonably practical or appropriate, will be coordinated with the Chief Executive Officer.

The Board and each committee shall have the power to retain at the Company's expense such independent counsel and other advisors and experts as it deems necessary or appropriate to carry out its duties.

V. Succession Planning

The Compensation Committee will review the Company's plan for succession for the Company's Chief Executive Officer. The Compensation Committee will also work with appropriate members of management to review the Company's general management succession plans. The Chief Executive Officer should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

VI. Board Assessment

On an annual basis, the Board and each committee of the Board shall conduct a self-evaluation based on a process to be developed by the Nominating and Corporate Governance Committee and approved by the Board. The results of these evaluations should be reported to the Board for its consideration.

VII. Communications to the Board of Directors

Stockholders may send written communications to any member (or all members) of the Board (including without limitation the independent directors as a group), any Board committee or any chairperson of any Board committee. Communications should be addressed to the Board or any such individual director or group or Board committee by either name or title and sent to the Board of Directors, c/o The Secretary, EMCORE Corporation, 2015 W. Chestnut Street, Alhambra, California, 91803

All communications received as set forth in the preceding paragraph will be opened by the Secretary (or his or her designee) for the sole purpose of determining whether the contents represent a message to the Company's directors. The Secretary (or his or her designee) will forward copies of all correspondence that, in the opinion of the Secretary (or his or her designee), deals with the functions of the Board or its committees or that he or she otherwise determines requires the attention of any member, group or committee of the Board. The Secretary (or his or her designee) is not required to forward junk mail, job inquiries, business solicitations, offensive or otherwise inappropriate materials.

VIII. Review of Governance Guidelines

The Nominating and Corporate Governance Committee will review and assess at least annually the adequacy of these Governance Guidelines and recommend any proposed changes to the Board for approval.