



OCLARO, INC.

## CODE OF BUSINESS CONDUCT AND ETHICS

Amended and Restated April 26, 2017

### **1. Introduction**

Integrity, professionalism and the honest and ethical conduct of business are core values of Oclaro, Inc. This Code of Business Conduct and Ethics (the “Code”) covers Oclaro, Inc. and all its subsidiaries and other business entities controlled by it worldwide (collectively, the “Company”). This Code applies to you as a director, officer, contractor or employee of the Company. It is designed to affirm and promote the standards of conduct described in this Code.

We cover a wide spectrum of topics in this Code, along with many basic principles regarding our business practices, but we cannot cover every issue that may arise. Our Company policies and procedures are a further resource for you. Use good judgment and common sense in everything you do on behalf of the Company. Ask questions of your supervisor or the Company’s General Counsel if you are unsure about any aspect of this Code or its application to you in any situation.

### **2. Compliance with Laws, Rules and Regulations**

Our reputation and business depends on our knowledge and compliance with all applicable laws and regulations. You have an obligation to comply with all laws, rules and regulations applicable to the Company. We expect you to read and understand Company policies and procedures, attend training sessions and ask questions if you are uncertain about applicable laws, rules and regulations. Use good judgment and common sense and apply the highest standard of conduct in your daily routine.

*Did You Know? Local laws or customs in the country where you work may be in conflict with U.S. laws or the standards set forth in this Code. Use the most stringent standard and consult with the General Counsel if you are unsure what you should do in a particular situation.*

### 3. Anti-Corruption and Anti-Bribery Laws

Company employees working both in and outside of the U.S. should be familiar with the U.S. Foreign Corrupt Practices Act (“FCPA”) and applicable local anti-corruption laws. The FCPA regulates your interactions with non-U.S. government officials. Under the FCPA, you may not provide, or promise to provide, any money or “anything of value” to a “government official,” in order to obtain or retain business, or to secure any improper advantage. The FCPA prohibits such actions whether directly by Company employees or through third parties, such as agents, consultants and intermediaries. Violation of the FCPA and similar anti-corruption laws in most other jurisdictions is a crime that can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including termination of employment, consistent with applicable law.

“Anything of value” includes gifts, entertainment, hospitalities, services, benefits, favors, etc., no matter how small!

A “government official” is defined broadly and includes:

- An employee of a government, government agency or instrumentality;
- An employee of a state-owned enterprise,
- A member of a political party, or
- An employee of an international organization.

The Company’s prohibition against kickbacks or bribes applies to Company transactions everywhere in the world. It also extends beyond those activities which may be illegal under U.S. statutes, such as the United States FCPA, and reaches those laws of individual states and other countries, such as the UK Bribery Act of 2010.

Inappropriate payments are prohibited by Company policies. If you intend to provide any gifts or business entertainment to a government official in any country, it must be in strict compliance with applicable anti-corruption laws, and you must first obtain approval from the General Counsel.

*Did You Know?* A local government official in the country where you work may ask you to contribute to a particular charity. He or she may also recommend that you hire a particular consultant or agent, or an official’s relative. If you encounter any of these situations, promptly consult with your supervisor.

*Red Flag:* If you are not allowed to do something, your agents, resellers or other third parties cannot do it either. Their actions can get you and Oclaro in trouble!



For information about Company policies on giving and accepting gifts, please also refer to the section on Gifts and Gratuities below.

#### 4. Trade Restrictions and Export Control Laws

The U.S. and other countries have laws imposing restrictions on exports and other dealings with certain countries, entities and individuals. These restrictions apply to:

- Exports to prohibited countries,
- Investments in and other dealings with sanctioned countries or with designated individuals, and
- Export of articles or services designed or adaptable for military application.



An “export” occurs when a product, service, technology or piece of information is shipped to a person in another country. An export can also occur when technology, technical information or software is provided in any way, including verbally, to a foreign citizen located in either the U.S. or a third country. Before engaging in exporting activity, you must verify the eligibility of both the location of delivery and the recipient. You must also obtain all applicable licenses and permits, and pay required duties.

*Did You Know? Speaking to a foreign national (e.g. an Oclaro engineer from Shenzhen), can be considered an Export – even if our engineer is in the US!*

The list of prohibited countries and restrictions is subject to change. Therefore, if you are involved in international trade activities you should keep up-to-date rules and regulations and contact the General Counsel whenever you are unsure as to what is permissible and how to appropriately clear products for export.



#### 5. Fair Competition

Our business is subject to U.S. antitrust laws and competition laws of countries in which we operate. Our policy is to compete vigorously and ethically while complying with all antitrust and competition laws. Antitrust and competition laws are designed to protect consumers and competitors against unfair business practices and to promote and preserve competition. These laws, among other things, prohibit or restrict activities related to fixing, coordinating or controlling prices and allocating or dividing customers, territories or markets. As a result, you should not communicate with competitors about any aspect of the Company’s business, these pose a heightened risk. You are required to avoid any

actions that violate or even create an appearance of violating antitrust laws, and to address your questions with the General Counsel.

Honest and ethical conduct and fair dealing is one of our core principles. We are committed to dealing honestly, ethically, respectfully and fairly with each other and our competitors, customers and suppliers. We expect behavior consistent with this core principle. Do not make false, misleading, deceptive or fraudulent statements regarding the Company's products and services. Do not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation, or any other unfair-dealing practice.



*Did You Know? You may not discuss pricing issues with competitors, whether at one-on-one private meetings or global industry-wide events and conferences. If you are not certain what topics you can or cannot discuss, talk to your supervisor or the General Counsel.*

## 6. Data Protection and Privacy Laws

The collection, use, storage, and international transfer of personally identifiable information about individuals is increasingly subject to regulations in the U.S., the European Union and other jurisdictions. We are committed to complying with all applicable data protection and privacy laws in the countries where we operate. You should carefully protect all personal information you acquire or have access to by virtue of your employment with the Company. This includes personal information about Company employees, customers, vendors, suppliers, partners and other third parties with whom the Company does business.



*Examples: Salary, financial records, home address, and more. The list is broad so please ask if unsure.*

## 7. Environmental Laws

We are responsible for protecting the environment in which we live and work. We are committed to developing and maintaining sustainable and environmentally responsible business operations. You must comply with local environmental laws and regulations at your work site, as well as follow the Company's environmental initiatives.



## 8. Conflicts of Interest

8.1. What is a conflict of interest? Conflicts of interest occur when your personal interests or activities may influence your ability to act objectively and in the best interests of the Company. Conflicts of interest, or the appearance of conflicts of interest, may sometimes occur without any action on your part. You are expected to act in the best interest of the Company at all times. You must refrain from engaging in any activity or having a personal interest that presents – or even appears to present – a conflict of interest.

Below are examples of some common conflict situations that you must avoid:

- Do not perform services as a consultant, employee, officer, director, advisor or in any other capacity for a competitor of the Company (other than services performed at the request of the Company);
- Do not have a financial interest in a competitor of the Company (other than a financial interest representing less than 1% of the outstanding shares of a publicly-held competitor or less than 5% of the outstanding shares of a privately-held competitor);
- Do not use your position with the Company to influence a transaction with a supplier or customer in which you have any personal interest ; and
- Do not conduct Company business transactions with your family members or persons who share your household (includes cousins, in-laws, etc.).

8.2. Disclose potential conflicts. Just as important as identifying and avoiding conflicts is disclosing conflicts. Employees must disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest to the General Counsel.

*Rule: If in doubt, DISCLOSE!*

## 9. Insider Trading

9.1. What is inside information and insider trading? Inside information is material information about a publicly traded company that is not known to the public. Information is “material” if a reasonable investor would attach importance to the information in deciding whether to buy, sell or hold the stock or security or if the information could cause a change in its market price. Examples of information that is generally considered “material”, include financial results and material acquisitions. The trading of stock and other related activities by anyone in possession of material, nonpublic information is illegal.

*Did You Know? Even small trades can be detected by the sophisticated technologies used by enforcement agencies!*

9.2. Insider trading prohibited. If you obtained material, nonpublic information about the Company or other companies, including our suppliers and customers, as a result of your employment with the Company, you are prohibited by law and Company policy from buying, selling or holding the Company's stock based on that information. You are also prohibited from communicating (called "tipping") such information to others who might trade on the basis of that information. If you have regular access to material, nonpublic information concerning the Company or another company, you need to take special care when planning your stock trades. To help ensure that you do not engage in prohibited insider trading and avoid even the appearance of an improper transaction, the Company has adopted an Insider Trading Policy which has been circulated to all officers, directors and employees and is available on the Company's Intranet [\*INSIDER TRADING POLICY LINK\*](#).



9.3. Do not hesitate to ask. The laws against insider trading are complex. If you are uncertain about the constraints on your purchase or sale of Company securities or the securities of any other company that you are familiar with by virtue of your relationship with the Company, you should consult with the General Counsel before making such purchase or sale.

*Did You Know? You cannot talk to your friends or relatives about important Company developments, such as a major contract the Company just lost or won, a new product announcement, negotiations to sell a division, or an acquisition.*

## 10. Protection and Proper Use of Corporate Assets

Safeguard Company assets. Our Company's vitality depends on our protection and proper use of the assets we develop and maintain. You must follow procedures and practices designed to protect the value of all the Company's assets, including physical assets, intangible assets such as intellectual property, confidential and proprietary information, brands and our reputation. You may only use the Company's assets and resources for legitimate business purposes of the Company and not for your personal benefit. Theft, carelessness and waste have a direct impact on the Company's financial performance.



## 11. Confidential and Proprietary Information

11.1 What is confidential and proprietary information? Confidential and proprietary information includes all non-public





information. This information might be of use to competitors or harmful to the Company if disclosed, including third party information entrusted to the Company. Confidential and proprietary information is a key asset of our Company.

11.2. Maintain confidentiality. Always maintain the confidentiality of confidential or proprietary information entrusted to you by the Company or other companies, including our suppliers and customers. Unauthorized disclosure of any confidential or proprietary information is prohibited and could cause competitive harm to the Company or its suppliers or customers and could result in legal liability to you and the Company. Take appropriate precautions to safeguard confidential information and ensure that it is not communicated within the Company except to employees who have a need to know such information to perform their duties for the Company. Any questions or concerns regarding whether disclosure of confidential or proprietary information is appropriate should be promptly referred to the General Counsel.

11.3 Dealing with third party inquiries. Third parties from the media, market analysts or investors may ask you for information concerning the Company. Do not share confidential or proprietary information with anyone outside the Company unless you are authorized to do so and an appropriate confidentiality agreement is in place (such as a Non-Disclosure Agreement provided by the Legal Department).



All responses to inquiries on behalf of the Company must be made only by the Company's authorized spokespersons.

11.4. Non-compete obligations from prior employment. Follow any lawful obligations that you have to your former employers. These obligations may include restrictions on the use and disclosure of confidential information, restrictions on the solicitation of former colleagues to work at the Company and non-competition obligations.

## 12. Open and Safe Work Environment

Our workplace is free of unlawful discrimination and harassment. The Company expects employees, officers and directors to treat other employees, clients, visitors, independent contractors, and providers of services or products to the Company with respect and consideration. Our employees and our clients are a very diverse group. When you are unfamiliar with what is unlawful in another country offensive to someone from another culture, take the time to ask. It is the responsibility of each Company employee to be considerate of the different norms, behaviors and beliefs of colleagues, whether they are clients or other Company employees.



It is not possible to provide a definitive list of prohibited behaviors since the particular circumstances of each event define whether it is good-natured or demeaning and offensive. Consider the following guidelines if you have questions about what is acceptable conduct:

- Treat everyone with dignity and courtesy.
- Ask yourself if you would say or do the same, considering if a loved one were standing next to you.
- Do not make a comment, tell a joke, send an e-mail or engage in any behavior unless you know it will not be offensive to co-workers who can observe you.
- Don't assume that your behavior is acceptable because no one has objected to it.

Additionally, our employees must comply with all safety laws, standards and practices that apply to our business.

### 13. Gifts and Gratuities

13.1. Giving gifts. Exchanging gifts and gratuities can be part of building business relationships when done in accordance with the law and our Company policies. The use of Company funds or assets for gifts, gratuities or other favors to employees or anyone else is prohibited, except to the extent such gifts are in compliance with applicable law, not in cash, insignificant in amount and not given in consideration or expectation of any action by the recipient. If you are giving items of nominal value that are permissible hereunder, you must ensure that the recipient's company policy allows him/her to accept the gift.



13.2. Accepting gifts. You must not accept, or permit any member of your immediate family to accept, any gifts, gratuities or other favors from any customer, supplier or other person doing or seeking to do business with the Company, other than items of insignificant value and received for a legitimate business purpose. Any gifts that are not of insignificant value should be returned immediately and reported to your supervisor. If immediate return is not practical, they should be given to the Company for charitable disposition or such other disposition as the Company, in its sole discretion, believes appropriate.

13.3. Business entertainment. Use common sense and moderation when you engage in business entertainment on behalf of the Company. Any business entertainment provided to or accepted from anyone doing business with the Company must be limited to entertainment that is infrequent, modest and intended to serve legitimate business goals and NEVER be based on reciprocal action.

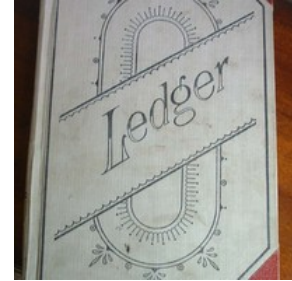




13.4. Bribes and kickbacks. Bribes and kickbacks are criminal acts prohibited by law. You must not offer, give, solicit or receive any form of bribe or kickback anywhere in the world. Just because you don't think it is a bribe, it can still be treated as one!

#### **14. Accuracy of Books and Records and Public Reports**

The accuracy of our books, records and public reports is essential to the Company's ability to meet legal and regulatory obligations. Our records are the basis of our earnings statements, financial reports and other disclosures to the public and guide our business decision-making and strategic planning. It is the policy of the Company to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the SEC and in other public communications. You must honestly report all business transactions and maintain accurate records. You must not knowingly make a false or misleading statement to an accountant in connection with any audit, review or examination of the Company's financial statements or the preparation or filing of any document or report with the SEC.



*Example: Expense reports must be filled out with accurate, true information*

#### **15. Waiver of this Code of Business Conduct and Ethics**

If an employee believes that an exception to any of the policies contained in this Code is appropriate in a particular case, the employee must contact the General Counsel to request a waiver. Directors and officers must receive approval of the Oclaro, Inc. Board of Directors for any waivers. Any waiver of this Code will be disclosed to the public as required by applicable laws and regulations.

#### **16. Reporting Violations of the Code of Business Conduct and Ethics**

16.1. Reporting violations. You should ask questions, seek guidance, report suspected violations and express concerns regarding compliance with this Code. If you know or believe that any employee or representative of the Company has engaged or is engaging in conduct that violates applicable law or this Code, you should report such information to your supervisor.

In addition, you may report such alleged violation by contacting the General Counsel:

- 1) by fax: +1-408-904-4913
- 2) by mail: 225 Charcot Avenue, San Jose, California, 95131 USA  
Attention: General Counsel
- 3) by email: [Oclaro-legal@oclaro.com](mailto:Oclaro-legal@oclaro.com)

You may also report such alleged violation by leaving a recorded message using the [Hot Line](#) telephone number listed for your country, if available, on the Company's intranet site.

Reports may be made anonymously or by identifying yourself. Because it may be more difficult to thoroughly investigate reports that are made anonymously, you are encouraged to share your identity when reporting rather than anonymously. All reports, whether identified or anonymous, will be treated confidentially to the extent consistent with applicable law.

16.2. No retaliation. The Company prohibits retaliation against employees who report violations in good faith or cooperate in any investigation regarding improper conduct. Employees, officers or directors shall not discharge, demote, suspend, threaten, harass or any other manner discriminate against an employee who, in good faith, reported a suspected violation.

*Did You Know? If you suspect improper activities by a Company employee, officer, contractor or director but have no proof, you should report your suspicions promptly so that the Company can investigate them internally. You will not be disciplined, if your suspicions turn out to be unfounded, if you believed in good faith that the improper activity occurred at the time you submitted your report.*

## **17. Failure to Comply with the Code**

Failure to comply with this Code may result in disciplinary action including, but not limited to, reprimands, warnings, probation or suspension without pay, demotions, reductions in salary and dismissal, consistent with applicable law. Certain violations of this Code may require the Company to refer the matter to law enforcement authorities for investigation or prosecution. Any supervisor who directs, approves or ignores any conduct in violation of this Code, will be subject to disciplinary action, up to and including dismissal, consistent with applicable law.

## **18. Dissemination and Amendment**

This Code shall be distributed to each new employee, contractor, officer and director of the Company upon commencement of his or her employment or other relationship with the Company and each employee, contractor, officer and director shall certify that he or she has received, read and understood the Code and has agreed to comply with its terms. The Code shall also be distributed annually to each employee, contractor, officer and director of the Company.

The Company reserves the right to amend, alter or terminate this Code at any time for any reason. The most current version of this Code can be found on the Company's Intranet.