



Oclaro, Inc.
Compensation Committee Charter

Amended April 26, 2017

Purpose

The purpose of the Compensation Committee is to assist the Board of Directors in the discharge of its responsibilities relating to (i) compensation of the Company's executive officers, (ii) oversight of the Company's compensation policies, plans and benefits programs, and (iii) administration of the Company's equity compensation plans.

Structure and Membership

1. **Number.** The Compensation Committee shall consist of at least three members of the Board of Directors.
2. **Independence.** Except as otherwise permitted by the applicable NASDAQ rules, each member of the Compensation Committee (i) shall be an "independent director" as defined by the applicable NASDAQ rules; (ii) shall be an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder (the "IRC"); (iii) shall be a "non-employee director" for purposes of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"); and (iv) shall satisfy any other requirements imposed by applicable law, regulations or rules. In determining whether a member of the Board of Directors is eligible to serve on the Compensation Committee, the Board of Directors must consider all factors specifically relevant to determining whether the member has a relationship to the Company that is material to the member's ability to be independent from management in connection with the duties of a Compensation Committee member or that would impair the member's ability to make independent judgments about the Company's executive compensation. These factors must include but are not limited to (A) the source of compensation of the member, including any consulting, advisory or other compensatory fee paid by the Company to the member and (B) whether the member is affiliated with the Company, a subsidiary of the Company or any affiliate of a subsidiary of the Company.
3. **Chair.** Unless the Board of Directors elects a Chair of the Compensation Committee, the Compensation Committee shall elect a Chair by majority vote.
4. **Compensation.** The compensation of Compensation Committee members shall be as determined by the Board of Directors.

5. Selection and Removal. Members of the Compensation Committee shall be appointed by the Board of Directors, upon the recommendation of the Nominating and Corporate Governance Committee. The Board of Directors may remove members of the Compensation Committee from such committee, with or without cause.

Authority and Responsibilities

General

The Compensation Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment. The general responsibilities of the Compensation Committee include establishing a total compensation philosophy and policy which rewards executives for performance benefiting the stockholders and which attracts and retains the executive resources necessary to lead and manage the Company.

Compensation Matters

1. Executive Officer Compensation. The Compensation Committee shall annually review and approve, or recommend for approval by the Board of Directors, the compensation of the Company's Chief Executive Officer (the "CEO") and the Company's other executive officers, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and other forms of executive officer compensation. The Compensation Committee shall meet without the presence of an executive officer when approving or deliberating on such executive officer's compensation. To the extent that the Company desires compliance with Rule 16b-3 of the Exchange Act or the performance-based compensation requirements under Section 162(m) of the IRC, the Compensation Committee (or a subcommittee thereof) will approve the applicable elements of compensation for the CEO and the Company's other executive officers.
2. Compensation Peer Group and Risk Profile. As part of its annual executive compensation review, the Compensation Committee shall (i) review the Company's compensation-related risk profile to determine whether the Company's compensation-related risks are reasonably likely to have a material adverse effect on the Company, and (ii) as the Compensation Committee deems necessary and appropriate, review market trends and the Company's compensation peer group for comparative purposes.
3. Plan Recommendations and Approvals. The Compensation Committee shall periodically review and approve, or make recommendations for approval by the Board of Directors, incentive-compensation plans and equity-based plans. In addition, in the case of any tax-qualified, non-discriminatory employee benefit plans (and any parallel nonqualified plans) for which stockholder approval is not sought and pursuant to which options or stock may be acquired by officers, directors, employees or consultants of the Company, the

Compensation Committee, or a majority of the independent directors serving on the Board of Directors, shall approve such plans to the extent reasonably necessary for compliance with applicable laws.

4. Administration of Plans. The Compensation Committee shall exercise all rights, authority and functions of the Board of Directors under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this charter or a plan or resolution of the Board of Directors, the Compensation Committee shall not be authorized to amend any such plan in a manner that would require stockholder approval under applicable laws or listing standards. To the extent permitted by applicable law and the provisions of a given equity-based plan, and consistent with the requirements of applicable law and such equity-based plan, the Compensation Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company. The Compensation Committee, or a majority of the independent directors serving on the Board of Directors, shall approve any inducement awards granted in reliance on the exemption from stockholder approval contained in NASDAQ Rule 5635(c)(4).
5. Compensation Committee Report on Executive Compensation. The Compensation Committee shall prepare, or cause to be prepared, with the assistance of management and outside consultants, the compensation committee report for inclusion in the proxy or information statement of the Company relating to its annual meeting of security holders and, if applicable, the Company's annual report on Form 10-K.
6. Compensation Discussion and Analysis. The Compensation Committee shall review and discuss the Compensation Discussion and Analysis ("CD&A") section of the annual proxy statement or, if applicable, the Company's annual report on Form 10-K with the Company's senior management and recommend to the Board that the CD&A be included in the Company's annual report and proxy statement.
7. Dodd-Frank Wall Street Reform and Consumer Protection Act. The Compensation Committee will have the authority to make such determinations regarding executive compensation matters as necessary for compliance with regulatory guidance promulgated under the Dodd-Frank Wall Street Reform and Consumer Protection Act as such guidance is finalized.
8. Additional Powers. The Compensation Committee shall have such other duties as may be delegated from time to time by the Board of Directors.

Procedures and Administration

1. Meetings. The Compensation Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Compensation Committee may also act by unanimous written consent in lieu of a meeting. The Compensation Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Compensation Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, each of whom qualifies as a “non-employee director,” as such term is defined from time to time in Rule 16b-3 promulgated under the Exchange Act, and an “outside director,” as such term is defined from time to time in Section 162(m) of the IRC). To the extent that a subcommittee is so formed, any members of the Compensation Committee who are not members of the subcommittee will recuse themselves from the subcommittee’s final determinations.
3. Reports to Board. The Compensation Committee shall report regularly to the Board of Directors.
4. Charter. The Compensation Committee shall review and reassess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board of Directors for approval.
5. Advisers. The Compensation Committee has the following specific responsibilities and authority with respect to the retention of advisers:
 - a. The Compensation Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser;
 - b. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Compensation Committee;
 - c. The Company will provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Compensation Committee;
 - d. The Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Compensation Committee only after taking into consideration all factors relevant to that person’s independence from management, including the following:
 - i. the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;

- ii. the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- iii. the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- iv. any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee;
- v. any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- vi. any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

However, the Compensation Committee is not required to conduct an independence assessment for (a) any compensation adviser whose role is limited to: (1) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or members of the Board of Directors, and that is available generally to all salaried employees; or (2) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice or (b) internal legal counsel.

The Compensation Committee shall also have appropriate resources and authority to discharge its responsibilities under this Charter.

6. Investigations. The Compensation Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Compensation Committee or any advisers engaged by the Compensation Committee.