

**OPLINK COMMUNICATIONS, INC.
CODE OF BUSINESS CONDUCT AND ETHICS**

Oplink Communications, Inc. (“Oplink”) and its officers, employees, consultants and board of directors are committed to the highest level of ethics and integrity. The following are principles that guide our relationships with coworkers, customers, vendors, competitors, stockholders and other members of the community. This Code of Business Conduct and Ethics (the “Code”) is not a list of all acceptable and unacceptable actions, but rather an articulation of particularly important areas. More specific guidance is set forth in other Oplink documents, including our Employee Handbook. All Oplink employees, officers, and board of directors are expected to read and understand this Code and must sign an acknowledge form. In every area of behavior, you should act fairly, legally and in a manner in which you and Oplink can take pride. If there is even the potential for conflict or ambiguity between what is and is not permitted, the conduct in question should be avoided.

Unless otherwise expressly set forth herein, any waiver of any provision of the Code by employees or consultants of Oplink must be approved in advance by our President, Chief Executive Officer, Chief Financial Officer or legal department. Violations of the Code can be cause for disciplinary action, including grounds for immediate termination of employment. Our Board of Directors or, to the extent permitted under applicable rules and regulations of the Securities and Exchange Commission and The Nasdaq Stock Market, a duly authorized committee of the Board, must approve any amendment of the Code, or waiver of any provision of the Code by officers (including our principal executive officer, principal financial officer, principal accounting officer or controller (or persons performing similar functions)) or directors of Oplink, in advance. Any waiver of the Code on behalf of employees, consultants, officers or directors of Oplink (by our President, Chief Executive Officer, Chief Financial Officer, legal department or duly authorized committee of the Board) shall be promptly reported to our Board of Directors. Any waivers of the Code are subject to public disclosure as determined by the Board of Directors (or a duly authorized committee thereof) and will be publicly disclosed as required by applicable laws, rules and regulations.

It is our policy to promote high standards of integrity by conducting our affairs in an honest and ethical manner.

We treat each individual with fairness, respect and without discrimination.

Oplink does not tolerate discrimination against any individual on the basis of his or her race, religion, gender, age, marital status, national origin, sexual orientation, citizenship status, disability or other protected characteristic. This applies to recruiting, hiring, compensation, benefits, training, termination, promotions, or any other condition of employment or career development. You should not harass or embarrass others or create or allow an offensive or hostile work environment. These same standards apply to relations with customers, coworkers and outside firms.

Our internal documents, corporate books, records, external certifications, reports, and communications to governmental or other agencies and the public are timely, accurate, complete and understandable.

All records, documents, and reports should be made in a timely manner, with full, fair, accurate, and understandable disclosure and, when applicable, should be properly authorized and maintained. Financial and other activities are to be recorded in full compliance with all applicable laws and accounting practices. All employees must cooperate fully with the finance and legal departments, as well as our independent public accountants and outside counsel, in all matters, including under the circumstances of a legal hold.

A legal hold suspends all document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. Oplink's Legal Department determines and identifies what types of company records or documents are required to be placed under legal hold. You must not destroy, alter, or modify records or supporting documents that are placed under a legal hold.

Our accounting records are also relied upon to produce reports for our management, stockholders and creditors, as well as for governmental agencies. In particular, we rely upon our accounting and other business and corporate records in preparing the periodic and current reports that we file with the Securities and Exchange Commission (the "SEC"). These reports must provide full, fair, accurate, timely and understandable disclosure and fairly present our financial condition and results of operations. Our officers, employees, consultants and members of our board of directors must provide accurate, complete, objective, relevant, timely and understandable information to ensure full, fair, accurate, timely and understandable disclosure in all reports that we file with or submit to government agencies, including the SEC, and in other public communications. Our officers, employees, consultants and members of our board of directors must act in good faith, responsibly, with due care, competence and diligence and without misrepresenting material facts or failing to disclose material facts known to them. In particular:

- no officer, employee, consultant or member of our board of directors may take or authorize any action that would cause our financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the SEC or other applicable laws, rules and regulations;
- all officers, employees, consultants and members of our board of directors must cooperate fully with our accounting department, as well as our independent public accountants and counsel, respond to their questions with candor and provide them with complete and accurate information to help ensure that our books and records, as well as our reports filed with the SEC, are accurate and complete; and
- no officer, employee, consultant or member of our board of directors should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of our reports filed with the SEC or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of our reports accurate in all material respects.

No officer, employee, consultant or member of our board of directors shall act in such a way as to fraudulently influence, coerce, manipulate or mislead any independent public or certified accountant engaged in the performance of an audit of our financial statements.

No officer, employee, consultant or member of our board of directors shall directly or indirectly take any action to fraudulently influence, coerce, manipulate, or mislead any independent public or certified accountant engaged in the performance of an audit or review of our financial statements that are required to be filed with the SEC if that person knew or was unreasonable in not knowing that such action could, if successful, result in rendering such financial statements materially misleading. Actions that “could, if successful, result in rendering such financial statements materially misleading” include, but are not limited to, actions taken at any time with respect to the professional engagement period to fraudulently influence, coerce, manipulate or mislead an auditor:

- to issue a report on our financial statements that is not warranted in the circumstances (due to material violations of generally accepted accounting principles, generally accepted auditing standards, or other standards);
- not to perform audit, review or other procedures required by generally accepted auditing standards or other professional standards;
- not to withdraw an issued report; or
- not to communicate matters to an issuer’s audit committee.

Our pricing, billing, contracting and all other business practices are fair and accurate and comply with our guidelines and all legal restrictions.

All Oplink purchases are made strictly on the basis of merit and without favoritism. The product sold, the sales price and terms of sale or any commercial relationship should be fully and accurately reflected in all invoices, agreements and internal records. Cost accounting and similar standards should be properly and consistently followed.

We do not disclose, proprietary or confidential information at Oplink.

This confidential information may have been developed by Oplink or may belong to others. All documents, emails and other information should be presumed confidential and should not be disseminated outside of Oplink, except where required for Oplink-related business reasons. Confidential information cannot be used for any purpose, including related to trading Oplink stock securities or that of third parties. Employees should also be very careful not to disclose such information to family, friends, or any person outside Oplink who could act on such information, even if the employee receives no benefit from their actions. Except for authorized spokespersons for Oplink, employees should not communicate with the press or in public forums. Oplink has designated our CEO, President, CFO, and Investor Relations Department as official company spokespeople for financial matters. All inquires or calls from the press and financial analysts should be referred to the designated individuals.

We avoid any activity involving personal interest that creates a conflict between an employee’s interest and the interests of Oplink.

A conflict of interest is defined as any situation in which an employee or related person has any actual or apparent personal benefit that conflicts with the impartial discharge of the employee's obligations to Oplink. For example, an employee may not own a significant financial interest in, or be employed by, or serve as an officer or director of any business organization that does or seeks to do business with, or is in competition with Oplink.

We do not participate in any way in the unlawful or unethical receipt or payment of funds or other benefits, including bribes, kickbacks or other payments.

This prohibition applies to relationships with government officials, customers, vendors and other parties and includes our actions and those of third parties. We avoid even the appearance of impropriety. As a result, our officers, employees, consultants and members of the board of directors should not request, accept or give any gifts in connection with Oplink business beyond that of a nominal or token value that may reasonably be deemed to affect the recipient's judgment or actions in the performance of his or her respective duties. This includes gifts, entertainment, payments, consulting fees, loans, travel or other benefits of value received directly or indirectly by you or your family from any existing or potential customer, supplier or competitor. If, for any reason you intend to provide any gift to a government official or employee, it must be in strict compliance with applicable laws, and you must first obtain approval from our legal department. Please also refer to our Foreign Corrupt Practices Act Policy and Guidelines.

We conduct all our activities in compliance with antitrust and trade regulation statutes.

For example, various activities, the effect or intent of which is to fix prices, allocate markets, or otherwise reduce competition, may violate the antitrust laws. This can include discussions, meetings or arrangements with our competitors, agreements (whether formal or informal, written or oral), or any joint activity involving Oplink and any other party. We must conduct all interactions with competitors, including internal documents, emails and other forums, honestly and ethically to ensure compliance with antitrust and trade laws, rules, and regulations.

We conduct all communications and other activities with governmental authorities in compliance with applicable laws.

For example, due to restrictions on lobbying and political contributions, except as specifically authorized by our legal department, employees should not communicate with any governmental official for the purpose of influencing legislation or governmental action. We are prohibited under certain laws from making political contributions, including in-kind contributions, to candidates, party committees and political committees and such contributions should not be made even if legally permitted without authorization from our legal department. While employees may make personal campaign contributions and engage in volunteer activity on behalf of a campaign, no such activity may occur during working hours or using Oplink facilities or personnel.

We are aware of and comply with the laws, rules and regulations in all countries in which we operate, including U.S. laws applicable to activities in foreign countries.

Obeying the law, both in letter and in spirit, is the foundation of the Code. We require that you understand the legal and regulatory requirements applicable to your business unit and area of responsibility. If you do have a question in the area of legal compliance, it is important that you not hesitate to seek answers from your supervisor, our legal department or other appropriate officer of the Company.

The fact that in some countries certain laws, rules and regulations are not enforced in practice, or that violation is not subject to public criticism or censure, will not excuse noncompliance. Examples of U.S. laws applicable to international activities include anti-boycott laws and prohibitions on business with, or restrictions on exports to, certain countries.

We participate individually in community and charitable activities and professional organizations, but do so in a reasonable manner that reflects favorably upon Oplink and us.

Involvement should not adversely affect your Oplink duties or cause or appear to cause any conflict of interest or embarrassment to Oplink.

We use our technological and other resources in a secure and appropriate manner.

You should take all necessary measures to ensure the security of your computer and any computer or voicemail passwords and that any data or information that is sent outside Oplink is done using Oplink-approved security techniques. The use of technological resources must be consistent with all other Oplink policies, including those relating to sexual harassment, privacy, patents, copyrights and trademarks. For example, employees should not use our technological resources to transmit, display, store, publish or purposely receive pornographic, obscene or sexually explicit material. We all have a duty to safeguard Oplink's assets, including our physical facilities and equipment, our products, computers, software, records, customer information, and Oplink names and trademarks. Oplink assets should be used for Oplink business only.

Oplink funds must be used only for Oplink business purposes. Every Oplink employee must take reasonable step to ensure that Oplink receives good value for Oplink funds spent, and must maintain accurate and timely records of each and every expenditure.

We prohibit any industrial espionage activities.

You may not steal or unlawfully use the information, material, products, intellectual property, or proprietary or confidential information of anyone, including Oplink's suppliers, customers, business partner or competitors.

We are aware of our obligation under the securities laws – “insider” trading.

The U.S. securities laws prohibitions against insider trading apply to you. The Company has outlined your obligations under the U.S. securities laws in its Insider Trading Policy, which is available on the company's intranet.

We maintain a workplace with the highest safety standards.

Employees should be aware of our established procedures and safe work practices. We expect all employees to report to work fit for duty, and free of legal or illegal drugs and alcohol. You may not carry firearms, incendiary devices or any other weapons on Oplink premises or while conducting Oplink business.

We conduct our business in an environmentally responsible manner.

We are committed to minimizing and/or eliminating the use of any substance or material that may cause environmental damage, to reducing waste generation and disposing of all waste through safe and responsible methods, to minimizing environmental risks by employing safe technologies and operating procedures, and to being prepared to respond appropriately to accidents and emergencies.

Employees who are aware of suspected misconduct, illegal activities, fraud, or violations of the standards in the Code should promptly report such matters.

To facilitate compliance with this Code, we have implemented a program of Code awareness, training and review. Our compliance system and enforcement mechanisms are designed to promptly, fairly and consistently address violations or suspected violations of the Code. Reports of violations or suspected violations should be made to our legal department or your manager. Your identity will be kept strictly confidential to the extent possible, and no retaliatory action will be taken against such persons making good faith reports. Reports will be taken seriously and will be subject to internal investigation and appropriate corrective actions. Our actions in response may include prompt restitution of overpayment amounts, notifying the appropriate governmental agency, instituting whatever disciplinary action is necessary and implementing systemic changes to prevent a similar violation from recurring in the future. Discipline utilized will depend on the nature, severity, and frequency of the violation and may result in a warning, reprimand, suspension, termination or restitution.

Your most immediate resource for any matter related to the Code is your supervisor. He or she may have the information you need or may be able to refer the question to another appropriate source. There may, however, be times when you prefer not to go to your supervisor. In these instances, you should feel free to discuss your concern with our President, Chief Executive Officer, Chief Financial Officer or legal department. You may also report *on an anonymous basis* any violation or suspected violation, particularly if your concern involves potential misconduct by another person and relates to questionable accounting or auditing matters, directly to members of the Audit Committee as set forth in our Open Door Policy. Supervisors shall promptly report any complaints or observations of Code violations or suspected violations to our President, Chief Executive Officer, Chief Financial Officer, legal department or Audit Committee. Our Audit Committee shall be promptly informed with respect to any violations or suspected violations that may involve accounting, internal accounting controls or disclosure procedures and auditing concerns.

If any investigation indicates that a violation of the Code has probably occurred, we will take such action as we believe to be appropriate under the circumstances. If we determine that an employee is responsible for a Code violation, he or she will be subject to disciplinary action up to, and including, termination of employment and, in appropriate cases, civil action or referral for criminal prosecution.