

OPLINK COMMUNICATIONS, INC.
AUDIT COMMITTEE CHARTER
(as revised September 11, 2013)

Organization

The Audit Committee of the Board of Directors of Oplink Communications, Inc. (the “Company”) shall consist of at least three members of the Board of Directors (the “Board”). The Audit Committee shall meet the independence and financial experience requirements of The Nasdaq Stock Market Inc. (“Nasdaq”) and the rules and regulations of the Securities and Exchange Commission (“SEC”). In particular, no Audit Committee member shall be an employee of the Company and each member shall be free from any relationship that would interfere with the exercise of his or her independent judgment, as determined by the Board of Directors, in accordance with the independence requirements of Nasdaq and the SEC. The members of the Audit Committee shall also be able to read and understand the financial statements of the Company and otherwise comply with the financial literacy requirements of Nasdaq and SEC rules and regulations. To the extent mandated by the requirements of Nasdaq or the SEC, at least one member of the Committee shall be a “financial expert” within the meaning of such requirements.

Statement of Policy

The Audit Committee shall provide assistance to the Board in fulfilling its responsibility to the stockholders, potential stockholders, and investment community relating to corporate accounting and reporting practices of the Company, including the Company’s systems of internal controls, and the quality and integrity of the financial reports of the Company, as well as the qualifications, independence and performance of the firm or firms of certified public accountants engaged as the Company’s independent outside auditors (the “Auditors”). In so doing, it is the responsibility of the Audit Committee to maintain free and open means of communication between the Company’s directors, Auditors and management team. The Audit Committee shall also establish procedures, and maintain easy access to the Audit Committee, for all employees and consultants to the Company to voice concerns and report potential misconduct to the Audit Committee. The Audit Committee shall have a clear understanding with management and the Auditors that the Auditors are to report directly to the Audit Committee, and that the Auditors are ultimately accountable to the Board and the Audit Committee, as representatives of the Company’s stockholders.

Authority

The Audit Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Audit Committee to discharge his or her responsibilities hereunder. The Audit Committee shall have authority to retain, at the Company’s expense, special legal, accounting or other advisors or consultants as it deems necessary or appropriate in the performance of its duties. The Audit Committee shall have authority to require that any of the Company’s personnel, counsel, Auditors or investment bankers, or any other consultant or advisor to the Company attend any meeting of the Audit Committee or meet with any member of the Audit Committee or any of its special legal, accounting or other advisors and consultants.

Responsibilities

In carrying out its responsibilities, the Audit Committee believes its policies and procedures should remain flexible in order to best react to changing conditions and to ensure to the directors and stockholders that the corporate accounting and reporting practices of the Company are in accordance with all requirements and are of the highest quality.

In carrying out these responsibilities, the Audit Committee shall:

Relationship with the Independent Auditors

- 1) Have sole authority to hire and terminate the Auditors.
- 2) Negotiate, execute and approve the engagement letter to be entered into between the Company and its Auditors, and establish the compensation to be received by the Auditors to perform any and all services, which approval may be delegated pursuant to preapproval policies and procedures, including the delegation of preapproval authority to one or more Audit Committee members (as permitted under the rules and regulations of the SEC and listing requirements of Nasdaq).
- 3) Evaluate on a periodic basis the performance and qualifications of the Auditors engaged to audit the financial statements of the Company and its divisions and subsidiaries.
- 4) Monitor the rotation of the partners of the Auditors on the Company's audit engagement team as required by applicable law.
- 5) Have the sole authority to approve non-audit services to be performed by the Auditors, but only as permitted by the Nasdaq rules and the rules and regulations of the SEC, which authority the Audit Committee may delegate to one or more members of the Audit Committee from time to time, including delegation of preapproval authority.
- 6) At least annually, receive and review written statements from the Auditors delineating all relationships between the Auditors and the Company consistent with Ethics and Independence Rule 3526, "Communication with Audit Committees Concerning Independence," and consider and discuss with the Auditors any disclosed relationships and any compensation or services that could affect the Auditors' objectivity and independence, and take appropriate action to ensure the objectivity and independence of the Auditors.
- 7) Have the sole authority to approve the hiring of any employee who is employed by the Auditor, or has been employed by an independent auditor within the five years prior to the date of determination whether or not to hire such employee.
- 8) Meet with the Auditors and financial management of the Company to review the scope of the proposed audit for the current year and the audit procedures to be utilized, and at the conclusion thereof review such audit, including any comments or recommendations of the Auditors.

Review Procedures

- 9) Review with the Auditors and the Company's financial and accounting personnel (including, if applicable, the Company's internal auditor) the adequacy and effectiveness of the accounting and financial controls of the Company, and elicit any recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures are desirable. Particular emphasis should be given to the adequacy of such internal controls to expose any payments, transactions, or procedures that might be deemed illegal or otherwise improper.
- 10) Review and discuss with management and the Auditors, as appropriate, the Company's guidelines and policies with respect to risk assessment and risk management, including the Company's major financial risk exposures and the steps taken by management to monitor and control these exposures.

11) Review with the Auditors and, if appropriate, management, any management or internal control letter issued or, to the extent practicable, proposed to be issued by the Auditors and management's response, if any, to such letter, as well as any additional material written communications between the Auditors and management.

12) Review the financial statements contained in the annual report to stockholders and other public filings or disclosures with management and the Auditors, as well as any significant correcting adjustments identified by the Auditors or disagreements between management and the Auditors, to determine that the Auditors are satisfied with the disclosure and content of such financial statements. Any changes in accounting principles should also be reviewed.

13) Review the financial statements and "Management's Discussion and Analysis of Financial Condition and Results of Operations" section of the Company's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q.

14) Review and approve (to the extent not previously approved by the Company's Board of Directors) related party transactions as such term is used by Statement of Financial Accounting Standards No. 57 or as otherwise required to be disclosed in the Company's financial statements or periodic filings with the SEC. It is management's responsibility to bring such related party transactions to the attention of the Audit Committee.

15) Discuss with management and the Auditors the results of the annual audit, including the Auditors' assessment of the quality, not just acceptability, of accounting principles, the reasonableness of significant judgments and estimates (including material changes in estimates), any material audit adjustments proposed by the Auditors and immaterial adjustments not recorded, the adequacy of the disclosures in the financial statements and any other matters required to be communicated to the Audit Committee by the Auditors under generally accepted auditing standards.

16) Review, prior to announcement or filing, Company earnings releases and other disclosures containing financial information (including the substance of financial information and earnings guidance provided therein) for the purpose of ensuring that such earnings releases and other disclosures properly disclose financial information presented in accordance with GAAP and, to the extent non-GAAP information is included, adequately disclose how such non-GAAP information differs from the comparable GAAP information and that such non-GAAP information is not given undue prominence or otherwise provide misleading presentations of the Company's results of operations or financial condition.

17) Meet with the Auditors and the Company's management (and, if applicable, the Company's internal auditor) in separate executive sessions to discuss any matters that the Audit Committee, the Auditors or management believe should be discussed privately with the Audit Committee. Discuss and evaluate, among other things, the cooperation received by the Auditors during their audit examination, including their access to all requested records, data and information, the sufficiency of the Company's financial, accounting and auditing personnel, and the responsiveness of the Auditors to the Company's needs.

18) Review with management and the Auditors significant issues that arise regarding accounting principles and financial statement presentation, including critical accounting policies and practices, alternative accounting policies available under GAAP related to material items discussed with management, and any other significant reporting issues and judgments.

19) Review with counsel, the Auditors and management, as appropriate, any significant regulatory or other legal or accounting initiatives or matters that may have a material impact on the

Company's financial statements, compliance programs and policies if, in the judgment of the Committee, such review is necessary or appropriate.

- 20) Review accounting and finance human resources planning within the Company.

Other Responsibilities

- 21) Investigate any matter brought to the attention of the Audit Committee within the scope of its duties, with the power to retain and pay for, out of Company funds, outside counsel, separate accountants and other advisors if, in its judgment, such retention or investigation is appropriate.

- 22) Review and assess the adequacy of this charter annually (and such other times as appropriate or desirable).

- 23) Submit the minutes of all meetings of the Audit Committee to, or discuss the matters discussed at each Audit Committee meeting with, the Board.

- 24) Prepare/review the report required by the rules of the SEC to be included in the Company's annual proxy statement.

- 25) Establish and maintain procedures for the receipt, retention and treatment of complaints on accounting, internal accounting controls or audit matters, as well as for confidential and anonymous submissions by the Company's employees concerning questionable accounting or auditing matters, and to maintain a policy of open access to the members of the Audit Committee by the employees and consultants to the Company to enable the employees and consultants to bring to the attention of the Audit Committee concerns held by such employees and consultants regarding the financial reporting of the Company, and to report potential misconduct to the Audit Committee.

- 26) Report to the Board from time to time, or whenever it shall be called upon to do so, material issues that arise regarding the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance or independence of the Company's Auditors or such other matters as the Audit Committee deems appropriate.

- 27) Perform such other functions and have such power as it may deem necessary or advisable in the efficient and lawful discharge of the foregoing.

Qualified Legal Compliance Committee

- 28) To serve as the qualified legal compliance committee and, as such, adopt written procedures for the confidential receipt, retention and consideration of any report of evidence of a material violation under Rule 205.3 of the Rules of Professional Conduct for Attorneys Appearing and Practicing Before the Commission in the Representation of an Issuer. The Committee shall be authorized to cause an investigation where appropriate, including the hiring of legal and accounting advisors at the Company's expense at the Committee's sole discretion, determine and recommend appropriate remedial measures and report the results of the investigation to the Company's chief legal officer, Chief Executive Officer and the Board. The Committee shall also be authorized to take appropriate action, including notifying the Securities and Exchange Commission, if the Company fails to implement an appropriate response recommended by the Committee.

The operation of the Audit Committee shall be subject to the Bylaws and Certificate of Incorporation, both as in effect from time to time, and Section 141 of the Delaware General Corporation Law. It shall be the

responsibility of management to prepare the Company's financial statements and periodic reports and the responsibility of the Auditors to audit those financial statements. These functions shall not be the responsibility of the Audit Committee, nor shall it be the Audit Committee's responsibility to ensure that the financial statements or periodic reports are complete and accurate, conform to generally accepted accounting principles or otherwise comply with applicable laws.

Meetings

The Committee will meet periodically as necessary to act upon any matter within its jurisdiction. A majority of the total number of members of the Committee shall constitute a quorum at all Committee meetings. Minutes shall be kept of each meeting of the Committee.