

OPLINK COMMUNICATIONS, INC.
COMPENSATION COMMITTEE CHARTER
(Amended and Restated effective July 1, 2013)

1. Purpose

The Compensation Committee's (the "Committee") basic responsibility is to review the performance and development of the Company's management in achieving corporate goals and objectives and to assure that the Company's executive officers (as defined below) are compensated effectively in a manner consistent with the strategy of the Company, competitive practice, sound corporate governance principles and shareholder interests. Toward that end, the Committee will oversee, review and administer all compensation, equity and employee benefit plans and programs.

2. Composition of the Committee

The Committee will consist of not less than two directors, each of whom will be an "independent director" as required by the rules of The Nasdaq Stock Market ("Nasdaq"), a "non-employee director" within the meaning of Rule 16b-3 issued by the Securities and Exchange Commission ("SEC"), and an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended ("Section 162(m)"). Each appointed Committee member will be subject to annual reconfirmation and may be removed by the Board of Directors (the "Board") at any time.

3. Responsibilities and Duties

In carrying out its purpose, the Committee will have the following responsibilities and duties:

- Review annually and approve the Company's compensation strategy to ensure that it promotes shareholder interests and supports the Company's strategic and tactical objectives, and that it provides appropriate rewards and incentives for management and employees of the Company, including review of compensation-related risk management.
- Review annually and determine the individual elements of total compensation for the Chief Executive Officer and all other "executive officers" within the meaning of Rule 3b-7 issued by the SEC and "officers" within the meaning of Rule 16a-1(f) issued by the SEC (together, "Officers").
- Review and discuss the "Compensation Discussion and Analysis" disclosure prepared pursuant to the requirements of Item 402(b) of Regulation S K (or any successor disclosure item), and based on such review and discussion recommend to the Board whether such "Compensation Discussion and Analysis" disclosure should be included in the Company's annual report, proxy statement, information statement or similar document.
- Communicate in the annual Compensation Committee Report to shareholders the disclosures required by Item 407(e)(5) of Regulation S-K (or any successor disclosure item).
- Approve any and all special perquisites, special cash payments and other special compensation and benefit arrangements for the Company's Officers.
- Review and approve the compensation of the non-employee members of the Board, including but not limited to the following elements: retainer, committee fees, committee chair fees, equity or stock compensation, benefits and perquisites.

- Grant equity awards and other discretionary awards under the 2009 Equity Incentive Plan (and any other equity incentive plans) to all eligible individuals in the Company's service.
- Approve for submission to the shareholders equity incentive plans or amendments thereto.
- Approve changes to the Company's Section 401(k) Plan (if Board approval is deemed necessary for any such changes).
- Approve separation packages and severance benefits for Officers.
- Have full access to the Company's executives and personnel as necessary to carry out its responsibilities.
- Obtain such advice, data or other resources necessary to perform its duties hereunder, and the Committee has the authority to obtain external consultant reports or published salary surveys, to retain an independent compensation consultant, and to retain other professionals to assist in the design, formulation, analysis and implementation of compensation programs for the Company's Officers, other key employees and non-employee members of the Board. If the Committee enlists the services of a consultant to assist in the evaluation of its director or executive compensation program or other matters, the Committee has sole authority to retain and terminate that firm, including sole authority to approve the firm's fees and other retention terms. The Committee may select, or receive advice from, a compensation consultant or other advisor (including legal counsel) only after taking into consideration the factors specified in Nasdaq Rule 5605(d)(3):
 - the provision of other services to the Company by the advisor's firm;
 - the amount of fees received from the Company by the advisor's firm as a percentage of the firm's total revenue;
 - the policies and procedures of the advisor's firm that are designed to prevent conflicts of interest;
 - any business or personal relationship of the advisor or his/her firm with a member of the Committee or with an executive officer of the company; and
 - any Company stock owned by the advisor.
- Perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.
- Review the Committee Charter annually and recommend any changes to the Board.
- Report to the Board on the major items, if any, covered at each Committee meeting.

4. Committee Meetings

The Committee will meet as often as necessary to carry out its responsibilities. Meetings may be called by the Chairman of the Committee and/or by the management of the Company. A majority of the total number of members of the Committee will constitute a quorum at all Committee meetings. Minutes will be kept of each meeting of the Committee and will be duly filed in the Company records.