



**Oclaro, Inc.**  
**162(m)/Section 16 Committee Charter**

*Adopted October 24, 2017*

**Purpose**

The 162(m)/Section 16 Committee (the “Subcommittee”) is to operate as a subcommittee of the Compensation Committee (the “Compensation Committee”) of the Board of Directors (the “Board of Directors”) of Oclaro, Inc. (the “Company”). Its purpose is (1) to approve the applicable elements of compensation for the Company’s Chief Executive Officer (the “CEO”) and the Company’s other “officers,” as such term is used for purposes of Rule 16a-1(f) promulgated under the Securities Exchange Act of 1934, as amended (the “Other Section 16 Officers”), which is intended to enable compliance with the performance-based compensation requirements of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder (the “IRC”) and (2) to comply with the requirements of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (“Rule 16b-3”).

**Structure and Membership**

1. **Number.** The Subcommittee shall consist of at least two members of the Compensation Committee.
2. **Independence; Other Qualification Requirements.** Each member of the Subcommittee (i) shall be an “independent director” as defined by applicable NASDAQ rules; (ii) shall be an “outside director” for purposes of Section 162(m) of the IRC; (iii) shall be a “non-employee director” for purposes of Rule 16b-3; and (iv) shall satisfy any other requirements imposed by applicable law, regulation or rule.
3. **Chair.** Unless the Compensation Committee or the Board of Directors elects a Chair of the Subcommittee, the Subcommittee shall elect a Chair by majority vote.
4. **Selection and Removal.** Members of the Subcommittee shall be appointed by the Compensation Committee or the Board of Directors. The Compensation Committee or the Board of Directors may remove members of the Subcommittee with or without cause.

**Authority and Responsibilities**

The Subcommittee shall discharge its responsibilities, and shall assess the information provided by the Company’s management, in accordance with its business judgment and consistent with Section 162(m) of the IRC and Rule 16b-3.

1. Section 162(m) and Rule 16b-3 Matters. To comply with the performance-based compensation requirements of Section 162(m) of the IRC and to comply with the requirements of Rule 16b-3, the Subcommittee will approve the following elements of compensation for the CEO and the Other Section 16 Officers:
  - all annual (or other short-term) cash-based incentive award opportunities and payouts;
  - all equity or equity-based award opportunities and payouts, including without limitation all acquisitions or dispositions of equity or equity-based securities involving the Company and the CEO or the Other Section 16 Officers; and
  - all other compensation opportunities and payouts intended to comply with Section 162(m) of the IRC.
2. Additional Powers. The Subcommittee shall have such other duties as may be delegated to it from time to time by the Compensation Committee or the Board of Directors.

### **Procedures and Administration**

1. Meetings. The Subcommittee shall meet (without the presence of any other members of the Compensation Committee) as often as it deems necessary in order to perform its responsibilities. The Subcommittee may also act by unanimous written consent in lieu of a meeting. The Subcommittee shall keep such records of its meetings as it shall deem appropriate. The CEO may not be present during voting or deliberations by the Subcommittee on his or her compensation, and no Other Section 16 Officer may be present during voting or deliberations by the Subcommittee on his or her compensation.
2. Reports. The Subcommittee shall report regularly to the Compensation Committee, which will report the Subcommittee's actions and activities to the Board of Directors.
3. Charter. The Subcommittee 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.
4. Advisers. The Subcommittee has the specific responsibilities and authority with respect to the retention of advisers as set forth in the charter of the Compensation Committee. The Subcommittee shall also have appropriate resources and authority to discharge its responsibilities under this Charter.
5. Investigations. The Subcommittee 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 Subcommittee or any advisers engaged by the Subcommittee.