



CHARTER OF THE CORPORATE DEVELOPMENT COMMITTEE OF THE BOARD OF DIRECTORS

I. Organization

There shall be a committee of the Board of Directors (the “Board”) of JDS Uniphase Corporation (the “Company”) to be known as the Corporate Development Committee (the “Committee”). The Committee shall be comprised of not less than three, nor more than five, directors who are either members of management of the Company or who are independent, but shall consist of at least a majority of independent members. The members of the Committee shall be appointed by the Board to serve until the earlier of their resignation, removal or the appointment of their replacement.

II. General Purpose of the Corporate Development Committee

The Corporate Development Committee shall serve at the discretion of the Board to assist the Board in fulfilling its responsibilities to the Company’s stockholders, relative to the review, evaluation and approval of certain Strategic Transactions. For the purposes hereof, the term “Strategic Transaction” shall mean (a) any transaction pursuant to which the Company proposes to issue shares of its capital stock or other securities, or options, warrants, convertible debt instruments or other securities convertible into or exchangeable for any such capital stock or other securities, excluding the issuance of securities under the Company’s stock option plans or other equity plans in accordance with the terms thereof, (b) any proposed acquisition or disposition by the Company, outside of the ordinary course of business, of a company, asset or business (by merger, acquisition/disposition, combination or other means), or (c) any proposed initial or follow-on equity investment by the Company in any third party entity, outside of the ordinary course of business.

III. Specific Responsibilities

Except as otherwise set forth below, the Committee shall review and evaluate Strategic Transactions as follows:

- Strategic Transactions under which the Company proposes to pay or receive consideration having an aggregate value equal to or less than \$25 million shall not require the approval of the Committee or the Board, unless the approval of the full Board is required by applicable law or pursuant to the Company’s Certificate of Incorporation as amended or Bylaws as amended.
- Strategic Transactions under which the Company proposes to pay or receive consideration having an aggregate value of greater than \$25 million, but less than \$50 million, shall require the review and approval of the Committee, unless the approval of the full Board is required by applicable law or

pursuant to the Company's Certificate of Incorporation as amended or Bylaws as amended.

- Strategic Transactions under which the Company proposes to pay or receive consideration having an aggregate value equal to or greater than \$50 million shall require the review and approval of the full Board.

The foregoing parameters are subject to change at any time by the Board, and any such change shall be deemed an amendment to this Charter. For any Strategic Transaction for which the Committee's approval is required pursuant to the above parameters, the Committee shall have the authority to delegate approval of such transaction to such members of management as are specified by the Committee.

In carrying out its responsibilities, the Committee will, without limitation, be authorized and directed to do the following:

- Review all Strategic Transactions for which Board or Committee approval is required and make appropriate recommendations to the Board with respect to any Strategic Transaction for which Board approval is required.
- Approve any Strategic Transaction for which approval of the Committee is required.
- Advise and report to the Board as to any Strategic Transaction approved by the Committee.
- Assist management in developing effective and complete disclosures to the Board and the Committee of appropriate business, financial, technical and other information sufficient to enable a fully informed review and evaluation of proposed Strategic Transactions.
- Conducting appropriate, periodic evaluations of the results of Strategic Transactions previously completed by the Company.

The Committee shall have such other rights and responsibilities as may be lawfully delegated to it by the Board with respect to Strategic Transactions and related corporate development strategy.