



## **CHARTER OF THE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS**

### **I. Purpose**

The responsibilities of the Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Lumentum Holdings Inc. (the “Company”) are to ensure that (a) the Board, through its organization, membership and operation, functions to achieve the long-term interests of the stockholders, and (b) the Company maintains responsible and responsive policies, programs and processes to ensure that the Company, its directors, officers and employees comply with applicable laws and the highest standards of integrity, accountability and ethical conduct concerning the Company, its operations and finances. In furtherance of these responsibilities, the Committee manages the selection, nomination, evaluation and education of directors, and the establishment and implementation of Company policies and programs regarding internal governance and legal and ethical conduct. The Committee makes recommendations to the Board to ensure best practices are being followed by all Board committees.

### **II. Membership and Organization**

The members of the Committee (the “Members” or, individually, each a “Member”) shall be appointed by the Board and shall serve at the discretion of the Board. The Committee shall consist of not fewer than three (3) directors and not more than five (5) directors, each of which shall be independent directors as defined by the requirements of The Nasdaq Stock Market, Inc. (“Nasdaq”) and applicable law. The Board shall designate the Committee’s Chairperson, and all Members shall serve at the discretion of the Board.

The Committee shall have the authority, to retain, engage and obtain advice or assistance from consultants, legal counsel, accounting or other advisors as appropriate to perform its duties hereunder and to determine the terms, costs and fees for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to assist in performance of its duties hereunder shall be borne by the Company.

### **III. Duties and Responsibilities**

The Committee has the responsibility to:

- Develop, and annually update, a long-term plan for Board composition that takes into consideration the current strengths, weaknesses, skills and experience on the Board, anticipated retirement dates and the strategic direction of the Company.

- Develop recommendations regarding the essential and desired skills and experience for potential directors, taking into consideration the Board's short and long-term needs.
- Recommend to the Board nominees for election as members of the Board. In performing this function, the Board has authorized and appointed the Committee to serve as the Company's Nominating Committee. The procedures for the selection of nominees are more specifically set forth in Attachment A.
- Review, monitor and make recommendations regarding the orientation and ongoing performance and development of directors. Develop, recommend and oversee continuing education programs for directors as and when deemed appropriate.
- Recommend to the Board appropriate Board, Committee and individual Director evaluation programs and oversee the implementation and administration of such programs approved by the Board.
- Monitor and evaluate professional, employment and other changes affecting directors to ensure compliance with Board guidelines and the Company's Code of Business Conduct.
- Annually nominate the Board Chairman for appointment by the Board.
- Annually review the Charters for the Board and its Committees to ensure compliance with applicable laws and regulations.
- Annually review the independence of the Board and its committees.
- Annually undertake a self-evaluation to assess the Committee's performance with respect to its purposes and duties.

#### **IV. Minutes**

The Committee shall report its discussions to the Board by distributing the minutes of its meetings and where appropriate, by oral report at the subsequent Board meeting.



## **Attachment A**

### **Director Nomination Process and Selection Criteria**

#### **Statement of Principles**

The Company's Governance Committee is responsible for reviewing, evaluating and nominating individuals for election to the Company's Board. The Committee selects nominees from a broad base of potential candidates. The Committee seeks qualified candidates regardless of race, color, religion, ancestry, national origin, gender, sexual orientation, etc. It is the Committee's goal to nominate candidates with diverse backgrounds and capabilities, to reflect the diverse nature of the Company's stakeholders (security holders, employees, customers and suppliers), while emphasizing core excellence in areas pertinent to the Company's long term business and strategic objectives.

The Committee seeks individuals of the highest ethical and professional character who will exercise sound business judgment. Directors should be highly accomplished in their respective field, with superior credentials and recognition. In selecting Director nominees, the Committee generally seeks active and former leaders of major complex organizations, including scientific, government, educational and other non-profit institutions. The Committee seeks individuals who can work effectively together to further the interests of the Company, while preserving their ability to differ with each other on particular issues.

In identifying and evaluating potential nominees, the Committee consults with the Chief Executive Officer and solicits recommendations from the Company's Board and from other executive officers. The Committee does not as a matter of course retain or pay third party search firms for Director candidates, but may do so in particular situations. The Committee also reserves the right to consider any qualified candidate proposed by a stockholder who meets these criteria. Stockholders interested in nominating a Director candidate should write to the Company's Investor Relations Department—Attention: Governance Committee, 400 North McCarthy Boulevard, Milpitas, CA 95035, providing the proposed candidate's curriculum vitae and other information specified in the Company's Bylaws. A candidate's specific background and qualifications will be reviewed in light of the particular needs of the Board at the time of an opening.

#### **Minimum Criteria**

Without limiting the foregoing, all candidates for membership to the Board, including those submitted by stockholders, shall meet the following criteria, in addition to any additional criteria adopted by the Board for the specific Board vacancy to be filled:

## **I. Employment/Professional Record**

The candidate shall have:

- An employment/professional record which demonstrates, in the judgment of the Committee, that the candidate has sufficient and relevant experience and background, taking into account positions held and industries, markets and geographical locations served, to serve on the Board in the proposed capacity. In particular, the Committee seeks candidates with at least two years of experience serving as the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, or a Director, or the equivalent of such positions, of a well-respected publicly traded company.
- Not been dismissed (or threatened with dismissal), including, without limitation, by resignation, from any employment position under circumstances which, in the judgment of the Committee, (a) would impair the candidate's ability to fully perform his or her function on the Board or (b) is of a nature or substance indicating the candidate's insufficient moral or ethical integrity, honesty or judgment.

## **II. Educational Record**

The candidate shall have:

- An educational background and record which demonstrates, in the judgment of the Committee, that the candidate has sufficient and relevant educational experience and background to serve on the Board in the proposed capacity.
- Not been dismissed (or threatened with dismissal), including, without limitation, by resignation, from any educational institution under circumstances which, in the judgment of the Committee, (a) would impair the candidate's ability to fully perform his or her function on the Board or (b) is of a nature or substance indicating the candidate's insufficient moral or ethical integrity, honesty or judgment.

## **III. Independence/Ethics**

The candidate shall:

- Satisfy all criteria established by the Committee, from time to time, demonstrating his or her independence.
- Have no employment, business, professional or personal associations or relationships or ownership interests, which would create a conflict of interest,

as determined by the Committee, if such person were to become a member of the Board.

- Satisfy the Board that he or she is honest, and has sufficient integrity and ethics to serve as a member of the Board.
- Have read, understood and agreed to be bound by all applicable Company policies.

#### **IV. Criminal Record**

The candidate shall have:

- No felony or major misdemeanor convictions.
- No felony arrests, which, in the judgment of the Committee, (a) would impair the candidate's ability to fully perform his or her function on the Board or (b) are of a nature or substance indicating the candidate's insufficient moral or ethical integrity, honesty or judgment.
- Not been the subject of any grand jury or serious criminal investigation which, in the judgment of the Committee, (a) would impair the candidate's ability to fully perform his or her function on the Board or (b) is of a nature or substance indicating the candidate's insufficient moral or ethical integrity, honesty or judgment.
- No pleas of nolo contendere (or similar plea) to any of the foregoing.

#### **V. Civil/Regulatory Record**

The candidate shall have:

- No sanctions or penalties (including, without limitation, fines) imposed by the Securities Exchange Commission, any State or foreign securities regulatory or administrative body or any national or foreign securities exchange.
- No civil sanctions or penalties (including, without limitation, fines) imposed by, or judgments or findings made by, any court or administrative regulatory agency relating to fraud (including, without limitation, securities fraud), theft, embezzlement, misappropriation or conversion of assets, breach of fiduciary duty (or other duty of trust) or harassment.
- No sanctions or penalties (including, without limitation, fines) imposed by any national, State or foreign regulatory or administrative body regulating the industries in which the Company participates in any material manner.

- No order or decree prohibiting or suspending (permanently or temporarily) the candidate from trading in securities, or serving as a director, member, officer, employee of, or investor in, any company or organization.
- No civil sanction, judgment, penalty order or decree, which, in the judgment of the Committee, (a) would impair the candidate's ability to fully perform his or her function on the Board or (b) is of a nature or substance indicating the candidate's insufficient moral or ethical integrity, honesty or judgment.
- No criminal, civil or administrative, or regulatory proceeding pending or threatened, which in the judgment of the Committee, (a) would impair the candidate's ability to fully perform his or her function on the Board or (b) is of a nature or substance indicating the candidate's insufficient moral or ethical integrity, honest or judgment.
- No record of a bankruptcy, receivership or creditors' rights action filed by or against him or her which, in the judgment of the Committee, (a) would impair the candidate's ability to fully perform his or her function on the Board or (b) is of a nature or substance indicating the candidate's insufficient moral or ethical integrity, honest or judgment.
- Not taken any action or been or be subject to any facts, events or circumstances which would require disclosure (other than customary disclosure applicable to all directors generally) under applicable securities laws in any quarterly, annual or periodic SEC report which, in the judgment of the Committee, (a) would impair the candidates ability to fully perform his or her function on the Board or (b) is of a nature or substance indicating the candidates' insufficient moral or ethical integrity, honesty or judgment.