

## **CORPORATE GOVERNANCE GUIDELINES**

### **I. Introduction – The Role of the Board of Directors**

The corporate governance practices of Lumentum Holding Inc. (the “Company”) represent the Company’s commitment to the highest standards of corporate responsibility and ethics. While management has responsibility for the day-to-day management of the Company’s affairs and operations, the Board has a general responsibility for oversight of the Company and management and to assure that the long-term interests of the shareholders are being served, including through consideration of the interests of other stakeholders. These Corporate Governance Guidelines (the “Guidelines”) outline the structure and organization through which the Board discharges these responsibilities.

### **II. Structure and Operations of the Board**

#### **1. Composition**

The Board shall be composed of individuals of the highest ethical and professional character who have demonstrated the ability to exercise sound business judgment. Directors should be highly accomplished in their respective field, with superior credentials and recognition. Directors are expected to work effectively together to further the interests of the Company, while preserving their ability to differ with each other on particular issues.

The Board will select and nominate Directors recommended by the Governance Committee for election by the shareholders and fill any interim vacancies on the Board with persons recommended by the Governance Committee. At least a majority of Board members will be independent Directors, as determined in accordance with the requirements of the listing rules of The Nasdaq Stock Market.

#### *Diversity*

The Board values diversity in the broadest sense, including, leadership, experience, skills, perspectives, gender, ethnicity and geography. When seeking new candidates for the Board, the Board or the Governance Committee will actively endeavor to include women, minority and geographically diverse persons in the pool from which candidates are chosen and the Board will comply with all applicable requirements for Board composition, including requirements for representation by women or underrepresented minority groups. All potential candidates will be evaluated and selected in light of the entirety of their credentials and the needs of the Board.

#### *Change in Employment*

Directors whose employment, position or corporate or professional association(s) or circumstances materially change, or who, in the case of non-employee Directors, for whatever reason, may no longer be independent, shall promptly inform the Chairman in writing of such change. While it is not the sense of the Board that in every instance Directors who materially change their position or corporate or professional association(s) should necessarily leave the Board, such notification will allow the Board the opportunity to review the continued appropriateness of Board membership under such changed circumstances. If, in the judgment of a majority of the Board, such change materially impairs, or is reasonably likely to materially impair, the ability of such Director to perform his or her duties as a member of the Board or, in the case of a non-employee Director such Director's independence, such Director shall resign from the Board upon the request of a majority of the Board.

## **2. Limitation on Other Board Service**

Directors should advise the Governance Committee of any invitations to join the board of directors of any other public company prior to accepting the directorship. No director should serve on more than four additional public company boards without the approval of the Board. The CEO should not serve on more than two additional public company boards. The Board, through the Governance Committee, will review the appropriateness of the continued service of a director who changes the role, position or areas of responsibility that he or she held when he or she was elected to the Board. Service on other boards or committees should be consistent with the Company's conflict of interest policies set forth below.

## **3. Orientation and Continuing Education**

Directors will participate in an orientation program which will include such information as the Board and management believe is important to enable the Director to understand the Company's business, which will generally include presentations from members of management regarding the Company's business strategies, financial and accounting systems, risk management and internal controls, Code of Business Conduct and compliance programs, policies and procedures, and internal and independent auditors. This orientation will include introductions to senior management and, where practicable, visits to Company facilities.

All Directors will complete such continuing education programs as are determined by the Board.

## **4. Board Leadership**

The Chairperson of the Board will be an independent Director appointed and, if applicable, removed by a majority of the independent Directors. The principal duty of the Chairperson of the Board is to lead and oversee the Board of Directors. The Chairperson should facilitate communications and sharing of information between members of management of the Board, and should lead a critical evaluation of Company

management, practices and adherence to the Company's strategic plan and objectives. The Chairperson, in consultation with management and other Directors, as appropriate, will determine the agenda and will preside at each meeting of the Board, as well as meetings of the independent directors.

The Chairperson shall act as the principle point of contact for the Chief Executive Officer (the "CEO") and will meet regularly with CEO with respect to matters arising from meetings of the Board. The Chairperson will undertake such other duties as are requested by the Board.

## **5. Board Meetings and Access to Management**

The Board will meet at least quarterly, in person or by teleconference, at such times and places as the Board determines. The independent Directors shall meet at the end of each Board meeting without the presence of management or non-independent Directors. In addition, special meetings may be called from time to time. Directors are expected to attend each meeting and to invest the time and effort necessary to understand the Company's business and financial strategies and challenges. The basic duties of the directors include being prepared for and attending Board meetings and actively participating in Board discussions. Directors are also expected to make themselves available outside of Board meetings for advice and consultation. A director who is unable to attend a Board or committee meeting should notify the Board or committee Chairperson and the CEO in advance of the meeting.

Board members shall have reasonable access to senior management and other employees, though Board members should use appropriate judgment to ensure that such contact does not distract from the business operations of the Company.

The Board may invite members of management to meetings of the Board. The CEO is generally encouraged to invite members of the Company's management to attend meetings of the Board and Board Committees where such individuals can provide additional insight into the items being discussed because of personal involvement or knowledge in relevant areas or who are thought to have such future potential that senior management believes exposure to the Board would be helpful to the Board or otherwise desirable.

## **6. Board Committees**

Board Committees are intended to support the Board's effective and efficient discharge of its duties, while not relieving the Board of its oversight responsibilities. Each Committee established by the Board will provide regular reports to the Board of its activities, recommendations and observations.

At all times, the Board will have three standing Committees: the Governance Committee, Audit Committee and Compensation Committee. The Board and each committee may establish such other committees or subcommittees as it believes are advisable and in compliance with applicable law. Each standing Committee and, if appropriate, other Committees, shall have a written Charter and the charter of each

standing committee shall be approved by the Board.

#### **7. External Advisors**

The Board and any Committee shall have the right, without the approval of management, to engage any attorneys, accountants or other independent consultants and advisors as the Board or such Committee deems necessary and appropriate to carry out its responsibilities, and the Company shall provide appropriate funding, as determined by the Board or any committee, to compensate such independent outside advisors, as well as to cover the ordinary administrative expenses incurred by the Board and its committees in carrying out their duties..

#### **8. Board Self-evaluation**

At least annually the Board and each of the standing committees will conduct a self-assessment of its performance and will take appropriate actions in response to the findings of this assessment. Generally, the self-assessment will be supervised and administered by the Governance Committee, which will report the results of the self-assessment to the Board. This self-assessment will include the performance of the Board as a whole, as well as each Board Committee.

### **III. Conflicts of Interest**

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director will report all facts regarding the matter to the General Counsel or Chairperson of the Governance Committee. Any material conflict must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, the director must disclose the interest to the Board, excuse themselves from discussion and abstain from voting on the matter.

### **IV. Certain Board Responsibilities**

The Board shall undertake the specific tasks described below and such other tasks as the Board deems appropriate. Some or all of these responsibilities may be delegated to Board Committees except where such delegation is inconsistent with applicable law or listing requirements.

#### **1. Selection, Evaluation and Compensation of the Chief Executive Officer and Other Executive Officers; Succession Planning.**

The Board shall select, evaluate, and oversee the performance of the CEO of the Company. In evaluating the performance of the CEO, the Board shall establish and review as often as necessary, but at least annually, criteria pursuant to which performance shall be measured. The Board also shall approve all compensation awarded to the CEO. The Board shall consult with the CEO relative to the selection and evaluation of the other executive officers of the Company and shall approve all compensation for such other executive officers. Finally, the Board shall at least

annually review succession, retention and management development plans for the CEO and the Company's other executive officers.

## **2. Approval of Strategic Direction and Annual Operating Plan**

The Board shall review the Company's strategic direction and planning, and shall periodically monitor and evaluate the Company's performance relative to such plans. Additionally, the Board shall at least annually review and approve of the Company's annual operating plan and monitor and evaluate the Company's performance against the objectives defined in such plans.

## **3. Board Compensation**

The Board shall at least annually review the compensation of the non-employee members of the Board and will make appropriate recommendations. In evaluating Board compensation, the Board will consider the principles that Board members should be compensated appropriately in light of the Board's duties, responsibilities, anticipated contributions, and general demands placed upon directors of public companies. Board compensation should be competitive with appropriate peer companies, and should be aligned with the long-term interests of the Company's shareholders. As necessary, the Board shall obtain peer group information from external consultants and internal Company personnel.

## **4. Annual Meeting of Stockholders Attendance**

Each director is strongly encouraged to attend each of the Company's annual meetings of stockholders.

## **V. Review of Corporate Governance Guidelines**

At least annually the Governance Committee and the Board shall review and, as appropriate, shall amend these Guidelines consistent with the principles outlined above.