

COMPENSATION COMMITTEE CHARTER
of the Compensation Committee
of Calix, Inc.

This Compensation Committee Charter (the “Charter”) was adopted by the Board of Directors (the “Board”) of Calix, Inc., a Delaware corporation (the “Company”), on March 2, 2010, and amended on July 19, 2011, July 24, 2012, July 23, 2013, July 21, 2015, October 26, 2016, May 1, 2018 and November 1, 2018.

I. Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board is to assist the Board in discharging the Board’s responsibilities regarding: (a) the establishment and maintenance of compensation and benefit plans, policies and programs designed to attract, motivate and retain personnel with the requisite skills and abilities to enable the Company to achieve superior operating results; (b) the compensation of the Company’s Chief Executive Officer (the “CEO”), the Company’s other executive officers, as defined by Rule 3b-7 of the Securities Exchange Act of 1934, as amended (the “Act”), and the Company’s non-management directors; and (c) compliance with the compensation rules, regulations and guidelines promulgated by the New York Stock Exchange (“NYSE”), the Securities and Exchange Commission (the “SEC”) and other law, as applicable.

The Committee shall ensure that compensation programs are designed to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company’s stockholders. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws (as in effect from time to time) and applicable law. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without the requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. Membership

The Committee shall be comprised of three (3) or more directors, each of whom, in the determination of the Board (a) shall satisfy the independence and other eligibility requirements of the NYSE; and (b) shall qualify as a “non-employee director” within the meaning of Rule 16b-3 of the Act.

The members of the Committee, including the Chairperson of the Committee (the “Chair”), shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and

effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. Meetings and Procedures

The Committee should meet as often as it determines advisable to fulfill its duties and responsibilities, but in no event less than once per fiscal quarter. Meetings of the Committee may be called by the Chair upon notice given at least twenty-four (24) hours prior to the meeting, unless waived by the members of the Committee. The Chair (or in his or her absence, a member designated by the Committee members present at such meeting) shall preside at each Committee meeting. The Chair shall designate a secretary for each meeting who shall record minutes of all formal actions of the Committee. A majority of the Committee members, present in person or by phone, shall constitute a quorum. A majority of the members present shall decide any questions brought before the Committee, except to the extent otherwise required by the Company's certificate of incorporation or bylaws (each as in effect from time to time). The Committee shall have the authority to fix its own rules of procedure and shall hold its meetings as provided by such rules and so long as such rules are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee. Meetings of the Committee may be held by conference call. Unless otherwise restricted by the Company's bylaws, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing (including by electronic transmission), and such writing (including any electronic transmission) is filed with the minutes of the Committee.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee, in its sole discretion, may include in its meetings members of the Company's management and any other person whose presence the Committee believes to be necessary or appropriate. The Committee may exclude from its meetings any person it deems appropriate other than the members of the Committee, including but not limited to, any non-management director who is not a member of the Committee.

The Committee shall have the sole authority to retain, terminate and/or replace, as needed, or obtain the advice of any compensation and benefits consultants, independent counsel or other outside experts, advisors or consultants (collectively, "Advisors") as the Committee believes to be necessary or appropriate. However, except for in-house legal counsel and subject to any other exceptions permitted under NYSE rules, the Committee may select or obtain the advice of an Advisor only after it has assessed such Advisor's independence, taking into consideration the independence factors set forth under NYSE rules which may include:

- (1) the provision of other services to the Company by the person that employs the Advisor;
- (2) the amount of fees received from the Company by the person that employs the Advisor, as a percentage of the total revenue of the person that employs the Advisor;

- (3) the policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest;
- (4) any business or personal relationship of the Advisor with a member of the Committee;
- (5) any stock of the Company owned by the Advisor; and
- (6) any business or personal relationship of the Advisor or the person employing the Advisor with an executive officer of the Company.

Subject to the above independence inquiry, the Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Committee shall have the sole authority to approve fees and other retention terms of Advisors retained by the Committee, and the Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any Advisors retained by the Committee. The Committee shall be directly responsible for the appointment, determination of compensation and oversight of the work of any Advisors retained by the Committee. The Committee shall have such additional authority and responsibility as may be required from time to time under the rules and guidelines of the Act and the NYSE.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest. The Committee shall ensure that any compensation consultant retained to assist with the Committee's responsibilities relating to executive compensation shall not be retained by the Company for any compensation or other human resource matters.

The Committee shall keep regular minutes of any meetings where actions are taken (unless such actions are taken and reported to the Committee's satisfaction in the minutes of the Board meetings). Any such minutes kept by the Committee shall be distributed to each member of the Committee and other members of the Board. The Secretary of the Company shall maintain the original signed minutes for filing with the corporate records of the Company. The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairperson of the Board.

IV. Duties and Responsibilities

1. The Committee shall, at least annually, review the compensation philosophy of the Company.
2. The Committee shall obtain information on market trends in executive compensation and shall review the competitiveness of the Company's executive compensation programs to ensure (a) the attraction and retention of executive officers; (b) the motivation of executive officers to achieve the Company's business objectives; and (c) the alignment of the interests of executive officers with the long-term interests of the Company's stockholders.
3. The Committee shall, at least annually, review and approve the corporate goals and objectives relevant to CEO and other executive officer compensation, evaluate CEO and executive

officer performance in light of those goals and objectives, and, either on its own or together with the other independent directors on the Board, determine and approve all compensation of the CEO and executive officers based on such evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote"). The CEO shall not be present during any Committee final deliberations or voting concerning the compensation of the CEO.

4. The Committee shall, periodically and as and when appropriate, review and approve the following as they affect the CEO and executive officers: (a) any employment agreements and severance arrangements, including any amendments, supplements or changes thereto; (b) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (c) any special or supplemental compensation and benefits for the CEO and executive officers and individuals who formerly served as CEO and executive officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.

5. The Committee shall oversee the Company's compliance with the requirement under the NYSE rules that, with limited exceptions, stockholders approve equity compensation plans. Subject to such stockholder approval, or as otherwise required by the Act or other applicable law, the Committee shall have the power to establish, amend and, where appropriate, terminate the Company's incentive compensation plans, equity-based plans, and other bonus arrangements; and pursuant to the terms of such plans, as may at the time be in effect, administer such plans and make appropriate interpretations and determinations and take such actions as shall be necessary or desirable thereunder, including approval of awards granted pursuant to such plans. The Committee shall make recommendations to the Board with respect to any incentive-compensation and equity-based plans that are subject to approval of the full Board. The Committee shall consider the results of the most recent Say on Pay Vote when reviewing and making recommendations regarding or approving incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans.

6. The Committee shall monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to personal loans to directors and officers.

7. The Committee shall have generalized supervisory responsibility for the compensation policies applicable to all employees of the Company, including periodic reviews of the adequacy of the Company's compensation structure, performance review procedures, employee turn-over and retention, successorship plans and other human resource issues. The Committee shall receive periodic reports on the Company's compensation programs as they affect all employees.

8. The Committee shall review and discuss with the management of the Company the Compensation Discussion and Analysis ("CD&A"), and based on such discussions, determine

whether to recommend to the Board that the CD&A be included in the Company's proxy statement and annual report on Form 10-K.

9. The Committee shall produce the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC.

10. The Committee shall review, with the Company's management, the Company's compensation policies and practices for its employees of the Company as they relate to risk management and whether any risks arising from such policies and practices are reasonably likely to have a material adverse effect on the Company in the future. The Committee shall review, with the Company's management, whether the Company's compensation policies and practices encourage unnecessary or excessive risk taking, and evaluate whether the financial incentives and risks relating to such policies and practices are appropriate.

11. The Committee shall periodically review and make recommendations to the Board with respect to the compensation of the Board's non-management directors. In addition, the Committee shall, annually, review non-management director compensation and benefits for each calendar year.

12. The Committee shall recommend to the Board the employment and appointment of future executive officers, as well as promotion and changes in position of incumbent executive officers upon review of their performance.

13. The Committee, with input from the Nominating and Corporate Governance Committee of the Board (the "Nominating and Corporate Governance Committee") as appropriate, shall at least annually evaluate the Committee's performance and the performance of its members, including a review of the Committee's compliance with this Charter, and provide recommendations for changes in procedures or policies governing the Committee to the Board or the Nominating and Corporate Governance Committee, as appropriate.

14. The Committee, with input from the Nominating and Corporate Governance Committee, if deemed appropriate, shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

15. To review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, but only to the extent consistent with the Company's certificate of incorporation, bylaws, NYSE rules and other applicable law.