

## **STRATEGIC COMMITTEE CHARTER of CALIX, INC.**

This Strategic Committee Charter (the “Charter”) was adopted by the Board of Directors (the “Board”) of Calix, Inc., a Delaware corporation (the “Company”), on June 7, 2018.

### **I. Purpose**

The purpose of the Strategic Committee (the “Committee”) of the Board is to assist the Board in carrying out its responsibilities of oversight over the Company’s business strategy, make recommendations to the Board on the Company’s strategic direction and objectives and serve as a liaison between the Board and management.

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. 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 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 composed of three (3) or more directors, as determined by the Board, each of whom has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee. 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. Duties and Responsibilities**

The Committee shall, from time to time as it considers necessary or appropriate:

1. Work with management to develop financial modeling and market comparisons of the Company’s long-term strategic plan and related metrics to ensure the Company’s strategic plan and direction support the Company’s objectives and create long-term stockholder value.

2. Evaluate strategic actions, including strategic investments, acquisitions, divestitures and other M&A and financing strategies and assess such actions for strategic alignment, short and long-term impact on the Company's objectives and stockholder value and other considerations.

3. Evaluate on an ongoing basis the Company's performance and progress with respect to the Company's execution on its strategies and the financial and other impacts to the Company's objectives and stockholder value.

4. Monitor internal and external risks, threats and potential disruptions to the Company's strategic plan and prospects and review with management key issues, trends or developments impacting the Company's strategic plan.

5. Report to the Board on its findings and actions and facilitate the Board's annual strategic planning session and periodic assessments of the Company's strategies and prospects.

6. Make such recommendations to the Board and management with respect to any of the above and other matters as the Committee deems necessary or appropriate.

7. Evaluate the Committee's performance and the performance of its members on an annual basis, including the Committee's compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

8. The Committee shall review and reassess this Charter, including the Committee's purpose and oversight role, at least annually and submit any recommended changes to the Board for its consideration.

#### **IV. Meetings and Procedures**

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least two (2) times per year or more frequently as the Committee deems necessary or desirable. The Chair, in consultation with the other committee members, shall determine the length of the committee meetings and shall set the agendas for Committee meetings.

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 may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, 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 may retain any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate, including expert advisors in the field of technology and information security risks. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

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.

## **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, to the extent consistent with the Company's certificate of incorporation, bylaws, Corporate Governance Guidelines and applicable law and rules of markets in which the Company's securities then trade.