



CHARTER OF THE CORPORATE DEVELOPMENT COMMITTEE OF THE BOARD OF DIRECTORS

I. Purpose

The Corporate Development Committee (the “Committee”) shall serve at the discretion of the Board of Directors (the “Board”) of Viavi Solutions Inc. (the “Company”) 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.

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 two (2) independent directors, each of which shall be a member of the Board. The Board shall designate the Committee’s Chairperson, and all Members shall serve at the discretion of the Board. Each Member (i) must be “independent” as defined by the requirements of The Nasdaq Stock Market, Inc. (“Nasdaq”) and applicable law, (ii) must not have received, directly or indirectly, any consulting, advisory or other compensatory fees from the Company or any subsidiary (except for fees received for service on the Board or a committee and fixed amounts received under a retirement plan for prior service with the Company) and (iii) must not have any other affiliation which the Board reasonably determines would impair the Member’s judgment as a Member of the Committee. Additionally, each member shall be a “non-employee director” as defined in the Securities and Exchange Act of 1934 (the “Act”).

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. Meetings

The Committee shall meet as often as it deems appropriate, but not less frequently than quarterly each year, with further actions to be taken by unanimous written consent when deemed necessary or desirable by the Committee or its Chairperson. A majority of the appointed Members shall represent a quorum of the Committee, and any action approved by at least a majority of the Members present shall represent the valid action of the Committee. Members may participate in a meeting through use of conference telephone or similar communications equipment, so long as all Members participating in such meeting can hear one another, and such participation shall constitute presence in person at such meeting.

As necessary or desirable, the Committee may invite any director, officer or employee of the Company, or other persons whose advice and counsel are sought by the Committee, to be present at meetings of the Committee, consistent with the maintenance of confidentiality of compensation discussions. The Chief Executive Officer (“CEO”) should not attend that portion of any meeting where the CEO’s compensation is deliberated or approved for recommendation to the Board.

The Committee shall maintain written minutes of its meetings, which minutes will be maintained with the books and records of the Company.

Unless the Committee by resolution determines otherwise, any action required or permitted to be taken by the Committee may be taken without a meeting if all Members consent thereto in writing.

IV. Duties and 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 on a cash-free, debt free basis (“Enterprise 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 Enterprise 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 Enterprise 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 shall, 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.

V. Performance Evaluation

The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall also perform an annual evaluation of its own performance, which shall compare the performance of the Committee with the requirements of this charter.