



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 Viavi Solutions Inc. (the “Company”) are to ensure that (a) the Board, through its organization, membership and operation, and the Company through its responsible business policies, programs and practices serves 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 ESG, 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 two (2) directors and not more than five (5) 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, at its sole discretion, 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 determines to be necessary and appropriate, but not less than quarterly each year. The chairperson of the Committee or a majority of the Members



may call special meetings of the Committee upon notice as is required for special meetings of the Board in accordance with the Company's bylaws. A majority of the appointed Members, but not less than two (2) Members, shall constitute a quorum for the transaction of business. 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.

The Committee may meet with any person or entity in executive session as desired by the Committee.

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. The Committee may form and delegate authority to subcommittees when appropriate. The Committee may delegate its authority to the Chairperson or other Member, when appropriate.

IV. Duties and Responsibilities

The Committee shall:

1. 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.
2. Develop recommendations regarding the essential and desired skills and experience for potential directors, taking into consideration the Board's short and long-term needs.
3. 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.
4. Assess and make recommendations to the Board concerning (i) the size and composition of the Board and (ii) the size and composition of Committees of the Board.
5. Recommend to the Board the assignment of directors to Committees of the Board, including the designation of Committee Chairs.
6. 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.
7. Recommend appropriate Board, Committee and individual Director evaluation programs to the Board and oversee the implementation and administration of such programs once approved by the Board.



8. Monitor and evaluate professional, employment and other changes affecting directors to ensure compliance with Board guidelines and the Company's Code of Business Conduct.
9. Review and evaluate the Company's responsible business programs, policies and practices, required disclosures and responsible business report.
10. Review and monitor key public policy trends, issues, regulatory matters and other concerns that may affect the Company's business, strategies, operations, performance or reputation.
11. Annually nominate the Board Chairman for appointment by the Board.
12. Annually review the Charters for the Board's committees, the Company's Code of Business Conduct and other such governance documents as the Committee deems appropriate, including to ensure compliance with applicable laws and regulations, and make recommendations to the Board with respect to changes to such governance documents that the Committee deems appropriate.
13. Annually review the independence of the Board and its committees.
14. Annually undertake a self-evaluation to assess the Committee's performance with respect to its purposes and duties.
15. Perform any other activities consistent with this Charter, the Company's Bylaws as amended and governing law as the Committee or the Board deems necessary or appropriate.

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.

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 a broad set of viewpoints, backgrounds and capabilities, 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 at its discretion. 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, 1445 South Spectrum Blvd., Suite 102, Chandler, AZ 85286, 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.