

# CODE OF BUSINESS CONDUCT

**November 2019**

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## Introduction

Lumentum conducts its business affairs with uncompromising integrity. This is the responsibility of every member of the Lumentum community including our board of directors, executives, managers, employees of Lumentum and its subsidiaries. Agents and contractors of Lumentum are also expected to read, understand and abide by this Code. Conducting our business with uncompromising integrity means acting ethically, complying with all applicable laws and regulations of the countries in which Lumentum does business, and complying with Lumentum policies that apply to our roles.

Our Code of Business Conduct (the “Code”) outlines the broad principles of legal and ethical business conduct embraced by Lumentum as part of this commitment to integrity. Lumentum expects that all directors, employees, agents and contractors will act in a manner that complies both with the letter and spirit of the Code.

This Code should help guide your conduct in the course of our business. However, many of the principles described in this Code are general in nature, and the Code does not cover every situation that may arise. Use common sense and good judgment in applying this Code.

The Code rather seeks to provide a summary of the beliefs and behaviors that are fundamental to our success, principal among which is the belief that all directors, employees, agents and contractors must act in a manner that reflects honesty, fairness and integrity. Lumentum’s success depends upon each employee consistently demonstrating these behaviors and promoting an environment of which we all can be proud.

***If you have any questions about applying the Code, it is your responsibility to seek guidance.***

The Code is intended to supplement, not replace, the employee handbook applicable to your specific location and the other policies and procedures of Lumentum. This Code should be read in conjunction with the employee handbook and other applicable Company policies and procedures. It is your responsibility to familiarize yourself with all Company policies and procedures applicable to your role.

We are committed to continuously reviewing and updating our policies and procedures. Lumentum therefore reserves the right to amend, alter or terminate this Code at any time and for any reason, subject to applicable law.

***Q What should I do if I encounter a situation that is not covered by the Code?***

***A Consult other Lumentum policies, talk to your manager, company legal counsel, or company human resources representative, and use your common sense.***

## When in doubt: a simple test

Although this Code endeavors to address a wide range of business practices and procedures, we cannot anticipate every issue that may arise. Nevertheless, it is the responsibility of every director, employee, agent and contractor to conduct themselves in a manner consistent with the Code and our commitment to uncompromising integrity. If you are uncertain about whether an action or certain behavior is consistent with the Code, you should seek guidance before you act. You should not hesitate to consult your supervisor, any other manager, human resource representatives, the legal department, or other appropriate personnel. Often your own judgment and common sense will be a proper guide: if something seems unethical or improper, it probably is.

In applying your own judgment and common sense, asking yourself the following questions may help you determine whether a situation is or is not consistent with the Code:

- Would I feel uncomfortable describing this conduct at a staff meeting? To my family? To the media?
- Could this conduct cause long term harm to Lumentum, even if the short-term impact seemingly is neutral or positive?
- Could it cause Lumentum to lose, credibility or the trust of our customers, business partners or investors?
- Could this conduct hurt others, including my co-workers, Lumentum's shareholders, or customers?
- Could this conduct subject me, my co-workers or Lumentum to legal fines or criminal charges?
- Could this conduct violate any laws applicable to the operations of Lumentum in the many countries where we do business?

If the answer to any of these questions is "yes" or even "maybe," you should raise your concern as discussed in the next section of the Code.

***Q During a business trip a co-worker suggests that we upgrade to a five-star hotel that is clearly beyond the guidance provided in Lumentum's travel and expense policies. When I point this out, he suggests we can just "pass through" the expense and no one will notice. Is this o.k.?***

***A No. The fact that you are asking this question suggests you would not be comfortable discussing the situation at a staff meeting.***

***Q One of my team members is disabled and in a wheelchair. I am planning an off-site at a location that is not equipped to accommodate someone in a wheelchair. Do I need to change the venue?***

***A Yes. Providing reasonable access and facilitating full participation in the meeting, whether by establishing reasonable accommodations or alternative arrangements, is appropriate and is most likely required by law.***

## Standard of care; reporting concerns

### ***Obligation to Report Suspected or Actual Violations; Anonymous Reporting***

It is your obligation to report suspected or actual violations of laws, government rules and regulations, Lumentum's Code or other Lumentum policies. If you have reason to believe that there exists questionable or illicit conduct, including conduct related to the reporting of Lumentum's financial performance, accounting, internal accounting controls, or auditing matters, or any concerns regarding any questionable accounting or auditing matters, you should immediately report those facts to your supervisor or manager or by the procedures set forth below. Supervisors and managers are required to report to the legal department any time they receive a report of a concern about our compliance with laws, this Code or other Lumentum policy, any notice of any suspected wrong-doing by any employee, officer or director, any complaint or concern about Lumentum's accounting, internal accounting controls, or auditing matters, or any concerns regarding any questionable accounting or auditing matters.

### ***Anonymous Reporting***

Alternatively, if you wish to report any such matters anonymously, you may do so as follows:

- mail a description of the suspected violation or other complaint or concern to:  
Lumentum  
Attn: General Counsel  
1001 Ridder Park Drive  
San Jose, California 95131  
or  
Audit Committee Chair  
Attn: Hal Covert  
1001 Ridder Park Drive  
San Jose, California 95131
- email a description of the suspected violation or other complaint or concern to:  
LumentumLegal@Lumentum.com or AuditCommittee@Lumentum.com
- access our Anonymous Reporting hotline at the numbers listed on Annex A
- visit EthicsPoint site at <https://secure.ethicspoint.com/domain/media/en/gui/55454/index.html>

Maintaining the highest ethical standards is the responsibility of every member of the Lumentum community. Early identification of potential ethical or compliance related issues often will allow for their prevention or rapid resolution, minimizing adverse repercussions, and frequently providing opportunities for us to learn new ways to improve our business practices. Conversely, the longer we wait to address an issue, the worse it may become and opportunities for learning and improvement may be lost.

Accordingly, the rapid identification and reporting of concerns is a key component of our commitment to integrity.

### ***Treatment and Retention of Complaints and Reports***

Each supervisor and manager shall report any suspected violation, concern or complaint reported to such person by employees or other sources to the General Counsel to assure proper treatment and retention of complaints, concerns or notices of potential violations. In addition, you should take note that persons outside Lumentum may report complaints or concerns about suspected violations, or concerns regarding internal accounting controls, accounting or auditing matters. These concerns and complaints should be reported immediately on receipt to the General Counsel.

Supervisors and managers as well as the General Counsel shall promptly consider the information, reports or notices received by them under this policy or otherwise. Each person shall take appropriate action, including investigation as appropriate, in accordance with applicable laws, governmental rules and regulations, this Code and otherwise consistent with good business practice.

Upon receipt by the General Counsel, all notices or reports of suspected violations, complaints or concerns received pursuant to this policy shall be recorded in a log, indicating the description of the matter reported, the date of the report and the disposition thereof, and the log shall be retained for five (5) years. This log shall be maintained by the General Counsel.

### ***Statement of Non-Retaliation***

It is a federal crime for anyone to retaliate intentionally against any person who in good faith provides information to a law enforcement official concerning a possible violation of any federal law. Moreover, Lumentum will not permit any form of intimidation, discrimination, retaliation or harassment by any officer, employee, contractor, subcontractor or agent of Lumentum against any employee because of any lawful act done by that employee to:

- provide information or assist in an investigation regarding any conduct which the employee reasonably believes constitutes a violation of laws, rules, regulations, this Code or any Lumentum policies; or
- file, testify, participate in, or otherwise assist in a proceeding relating to a violation of any law, rule or regulation.

Employees who violate this Code will be subject to discipline up to and including termination of employment. It is important to note that discipline also may be imposed upon any supervisor or manager whose lack of supervision, diligence or awareness of the provisions of this Code directly or indirectly contributed to a violation, who does not respond appropriately to a report of a concern, or who does not cooperate with any investigation of a reported concern. Disciplinary action will be taken in a manner that complies with applicable law and regulations. Additionally, any violation of this Code that is also a violation of law may result in criminal prosecution of the employee(s) involved.

### ***Statement of Confidentiality***

Lumentum will, to the extent reasonably possible, keep confidential both the information and concerns reported under this policy, and its discussions and actions in response to these reports and concerns. In the course of its investigation, however, Lumentum may find it necessary to share information with others on a “need to know” basis.

***Q If I become aware that my supervisor falsified information that is to be included in a quarterly filing. What should I do?***

***A Since you cannot report the incident to your supervisor, you should report it to another supervisor, human resources representative, company legal counsel, any member of our internal audit team, or report it via the toll-free ethics hotline.***

### ***Specific Expectations of Supervisors and Managers***

If you are a supervisor or manager, in addition to the compliance, notification and cooperation obligations described in the Code, you have the responsibility to:

- Inform and train those reporting to you about the laws and aspects of the Code that are applicable to their work
- Take proactive steps to prevent violations of laws and the Code
- Use diligent efforts to detect and support the investigation of any reported concerns or potential violations of applicable laws
- Support appropriate corrective actions to address violations of applicable legal requirements and/or Lumentum conduct standards
- Ensure that any employee who reports a suspected violation of law or ethical concern is protected from any form of retaliation for doing so.

### ***Approvals and Waivers***

Although rare, there are occasions when an employee might seek a waiver from a provision of the Code. Any request for a waiver of any provision of this Code relating to the company's Chief Executive Officer, Chief Financial Officer, Corporate Controller and persons performing similar functions, must be obtained from Lumentum's Audit Committee. Any other request for a waiver of any portion of this Code must be submitted to General Counsel or the General Counsel's designee. Material changes to this Code may only be made by Lumentum's Board of Directors.

### ***Investigations***

You are required to cooperate fully with any appropriately authorized internal or external investigations. Making false statements to or otherwise misleading internal or external auditors, Lumentum counsel, Lumentum representatives or regulators is grounds for immediate termination of employment and may also be a criminal act that can result in severe penalties. You must never withhold information about actual or potential ethical issues.

***Q A potential Code concern was reported that involves a few team members in my group. A representative from internal audit has requested a meeting with me. I'm nervous about this because I don't want to get my team members in trouble. Do I need to meet with him?***

***A Yes. You are required to cooperate fully with any authorized internal or external investigations. All reports will be kept as confidential as possible under the circumstances.***

# CONFLICTS OF INTEREST

## Avoiding conflicts of interest

### ***What is a Potential Conflict of Interest?***

A conflict of interest arises any time your personal interests or activities may influence your ability to act in the best interests of Lumentum. Similarly, a conflict of interest exists when your loyalties or actions are divided between Lumentum's interests and the interests of another person or organization, such as a competitor, supplier, customer, service provider or business partner. Your decisions and actions in the course of your employment with Lumentum should be based on the best interests of Lumentum, and not based on personal relationships or benefits. You should seek to avoid situations where your personal activities and relationships conflict, or appear to conflict, with the interests of Lumentum.

If you are unsure as to whether a certain transaction, activity or relationship constitutes a conflict of interest, you should discuss it with your supervisor, your human resource representative or the legal department.

If you, or someone with whom you have a close relationship (an immediate family member or close companion), have a financial, employment or other relationship with an existing or potential competitor, customer, supplier, service provider or business partner, that relationship also may create a conflict of interest.

While it is not feasible to describe all possible conflicts of interest that could occur, some of the more common conflict-creating activities that must be avoided include the following.

### ***Gifts***

Accepting personal gifts or entertainment from existing or potential competitors, customers, suppliers, service providers or business partners (other than in connection with the ordinary course of business development or customer relations activities) could present a conflict of interest. In general, you may not accept gifts, including entertainment and services, from current or prospective customers or suppliers, especially under circumstances in which it could appear to others that your business judgment has been compromised.

Lumentum understands that sometimes gifts are given and received as a common part of business custom. With this in mind, gifts may be accepted when permitted under applicable law and if they are (a) of nominal value; or (b) customary and reasonable meals and entertainment at which the giver is present.

Similarly, you should not permit a close family member to accept gifts, entertainment or services from anyone if in exchange for past, present or future business with Lumentum.

If a gift, including the provision of entertainment, could be viewed as a bribe or consideration for business or a specific act, then it should not be given. The purpose of business entertainment and gifts in a commercial setting is to create goodwill and a sound working relationship, not to gain advantage with customers or suppliers. Appropriate entertainment, consistent with good taste and Lumentum expense reimbursement policies, may be provided by authorized Lumentum employees.

***Q A customer has been invited to visit our Milpitas headquarters at Lumentum expense, but also wants to add a weekend side trip to visit Northern California wine country. Can we fund the whole trip?***

***A It depends on many factors, including whether your customer is a government official, applicable law, the customer's policies and other facts. You should consult with the legal team and your manager to determine whether the trip is acceptable. Reasonable and limited expenditures for gifts are not always considered improper payments.***

***Q I am dating a team member who is being considered for a promotion to group leader. Do we need to bring this to the attention of our supervisor?***

***A Yes. The situation would create a conflict of interest in your group since an inappropriate reporting relationship between you and the other employee may develop as a result of the promotion.***

Many countries have laws and regulations restricting gifts that may be provided to government employees. For example, the United States Foreign Corrupt Practices Act (“FCPA”) provides for severe penalties for companies and individuals who engage in direct or indirect bribery of foreign officials. Many countries have similar laws and extend anti-bribery restrictions to the private sector. Lumentum expects you to strictly abide by all such laws and regulations.

Absolutely no gifts of any kind may be offered to any United States government employee. In this context, “gifts” include business meals and standard promotional items of nominal value. U.S. government employees include all employees of government agencies and units in the U.S., whether federal, state or local.

Furthermore, you may not, directly or indirectly, give or agree to give, offer or receive any money, gift or thing of value to or from any corporate officer, director or employee or its representative, or any foreign government employee, as an inducement or reward for favorable action or forbearance from action or the exercise of influence. Employees are strongly encouraged to consult with their manager before giving any gift. Additionally, you should contact the legal department before giving any gift to a non-U.S. government official, including employees of state-owned or state majority-owned companies.

### ***Competing with Lumentum***

Engaging in employment or providing other services in competition with Lumentum creates a conflict of interest. Employees and officers of Lumentum are expected to devote their full attention to the business of Lumentum, and are prohibited from engaging in any activity that interferes with their performance or responsibilities to Lumentum. Lumentum also prohibits any employee from taking part in any activity that enhances or supports a competitor’s business position. In addition, you may not hold any material financial interest, including stock or bond ownership or any other direct financial relationship, in any outside concern that might create a conflict of interest with your responsibilities to Lumentum without prior approval of the legal department.

### ***Use of Company Assets***

Company assets (including, without limitation, Lumentum’s name, reputation or goodwill) are to be used for the benefit of Lumentum and its shareholders. Inappropriate use of Lumentum assets for personal benefit or gain, or in any other manner detrimental to Lumentum will not be tolerated.

Using Lumentum facilities in association with non-Lumentum related work activities without full disclosure to Lumentum could be perceived to be in conflict with Company policies and should be avoided.

### ***Business Conduct***

You should avoid conducting Lumentum business with a relative or with a business in which a relative is in an executive management or other significant role. If this type of transaction is unavoidable, you must fully disclose the nature of the related party transaction to the Chief Financial Officer prior to any commitment being made. Likewise, acquiring any interest in property or assets of any kind for the purpose of selling or leasing them to the Lumentum creates a conflict of interest and should be avoided.

## ***Bribes and Kickbacks***

### ***Loans***

You may not accept loans from any person or entities having or seeking business with Lumentum. Executive officers and directors may not receive loans from Lumentum, nor may facilitate or otherwise support any such loan.

***Q My wife manages a training consulting firm. Can she submit a proposal to become a Lumentum vendor?***

***A Possibly. You should report this relationship to your supervisor and refrain from participating in Lumentum's dealings with your wife or her firm.***

***Q What if my wife and I own the training consulting firm (I am a silent partner)?***

***A You and your wife's company may not sell goods or services to Lumentum without the specific authorization of upper management or the Lumentum legal department.***

# POSITIVE CORPORATE CITIZENSHIP

## **Engaging in fair, honest, and accurate business practices**

Lumentum seeks to outperform competition fairly and honestly, and seeks competitive advantages through superior performance and service to our customers, not unethical or illegal business practices. You should always deal fairly and honestly with Lumentum's customers, suppliers, competitors and other employees. You should never take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair business practice.

Examples of prohibited conduct include, but are not limited to:

- bribery or payoffs to induce business or breaches of contracts by others;
- acquiring a competitor's trade secrets through bribery or theft;
- making false, deceptive or disparaging claims or comparisons about competitors or their products or services; or
- mislabeling products or services.

## ***Company Opportunities, Resources, and Communications***

Employees are prohibited from taking for themselves personal opportunities that are discovered through the use of corporate property, information or position without approval. You may not use corporate property, information or position for improper personal gain nor compete with Lumentum directly or indirectly except as otherwise specifically permitted by Company policies. You may not steal or unlawfully use the information, material, product, intellectual property, or proprietary or confidential information of anyone, including Lumentum, its suppliers, customers, business partners or competitors.

All employees should protect Lumentum's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on Lumentum's profitability. All Lumentum assets should be used only for legitimate business purposes, with the exception- that Lumentum resources (such as its telephone and Internet access) may be used for minor personal uses so long as such use is reasonable, does not interfere with the employee's duties, is not done for financial gain, does not conflict with Lumentum's business and does not violate any other Lumentum policy. Lumentum's information Communication systems, including telephone, email, voice-mail and computer systems are primarily for business purposes. You should never use these systems in a manner that could be harmful or embarrassing to Lumentum. Further information about permissible uses of Lumentum's information technology resources is available on LumenNET.

External Lumentum communications are handled by designated employees. Requests for interviews or commentary of any kind should be directed to your group's marketing team, the corporate communications group or investor relations.

## ***Fair Competition***

Satisfied customers are essential to Lumentum's success, and they make a substantial commitment when they place an order with us. In return for their commitment, customers and potential customers are entitled to honesty and integrity in all their dealings with Lumentum.

Similarly, Lumentum products are sold based on our reputation for superior products and service. All claims made about products and competitors' products should be accurate and supportable. Our marketing, sales and advertising activities must always be truthful. Lumentum does not permit its advertising or promotions for its products and services to be false or misleading. You should not make a

substantive claim about a Lumentum product or service, or a competitor's product or service that has not been properly substantiated. Similarly, employees should be alert to any situation where a competitor

may be attempting to mislead customers, or potential customers, about Lumentum products or services. You should inform your manager and Lumentum's legal department if you become aware of any such practices.

### ***Supporting Lumentum's Reputation and Image***

Lumentum maintains an image of unwavering integrity and respect for others. As a Lumentum employee, it is important that you maintain this image at all times. Lumentum understands the importance of building good business relationships, and that part of creating trust and confidence with customers, suppliers and other business constituents involves some level of socialization. Lumentum asks that when engaging in such social interactions as a representative of Lumentum, you do so in a thoughtful manner that maintains Lumentum's image. Some guidelines include ensuring that all customers, suppliers, and employee members of your team, and your guest or hosts' team, feel welcome and comfortable. For example, to create that kind of environment, avoid meeting in venues which could be considered offensive, demeaning, or exclusionary. If you are unsure as to whether a certain venue is appropriate, consult with your supervisor or a member of the human resources department.

### ***Full, Fair, Accurate, Timely and Understandable Disclosure***

It is of paramount importance to Lumentum that all disclosure in reports and documents that it files with, or submits to, the SEC and in other public communications made by Lumentum is full, fair, accurate, timely and understandable. You must take all steps available to assist Lumentum in fulfilling these responsibilities consistent with your role within Lumentum. In particular, you are required to provide prompt and accurate answers to all inquiries made to you in connection with Lumentum preparation of its public reports and disclosure.

Lumentum's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") are responsible for designing, establishing, maintaining, reviewing and evaluating on a quarterly basis the effectiveness of Lumentum's disclosure controls and procedures (as such term is defined by applicable SEC rules). Lumentum's CEO, CFO, controller and such other Lumentum officers designated from time to time by the Audit Committee of the Board of Directors shall be deemed to be the "Senior Officers" of Lumentum. Senior Officers shall take all steps necessary or advisable to ensure that all disclosure in reports and documents filed with or submitted to the SEC, and all disclosure in other public communication made by Lumentum, is full, fair, accurate, timely and understandable.

Senior Officers are also responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Senior Officers will take all necessary steps to ensure compliance with established accounting procedures, Lumentum's system of internal controls and generally accepted accounting principles. Senior Officers will ensure that Lumentum makes and keeps books, records and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of Lumentum. Senior Officers will also ensure that Lumentum devises and maintains a system of internal accounting controls sufficient to provide reasonable assurances that:

- transactions are executed in accordance with management's general or specific authorization; transactions are recorded as necessary (a) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and (b) to maintain accountability for assets;
- access to assets is permitted, and receipts and expenditures are made, only in accordance with management's general or specific authorization; and

- the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences, all to permit prevention or timely
- detection of unauthorized acquisition, use or disposition of assets that could have a material effect on Lumentum's financial statements.

Any attempt to enter inaccurate or fraudulent information into Lumentum's accounting system will not be tolerated and will result in disciplinary action, up to and including termination of employment.

### ***Special Ethics Obligations for Employees with Financial Reporting Responsibilities***

Each Senior Officer bears a special responsibility for promoting integrity throughout Lumentum. Furthermore, Senior Officers have a responsibility to foster a culture throughout Lumentum as a whole that ensures the fair and timely reporting of Lumentum's results of operation and financial condition and other financial information.

Because of this special role, Senior Officers are bound by the following Senior Officer Code of Ethics, and by accepting the Code each agrees that he or she will:

- Perform his or her duties in an honest and ethical manner.
- Handle all actual or apparent conflicts of interest between his or her personal and professional relationships in an ethical manner.
- Take all necessary actions to ensure full, fair, accurate, timely and understandable disclosure in reports and documents that Lumentum files with, or submits to, government agencies and in other public communications.
- Comply with all applicable laws, rules and regulations of federal, state and local governments.
- Proactively promote and be an example of ethical behavior in the work environment.

## Maintaining an inclusive, healthy work environment and protecting human rights

Lumentum's commitment to integrity is supported by a diverse, productive work environment that is free from unlawful discrimination or harassment. Lumentum is committed to creating this type of environment because we believe it brings out the full potential within each of us, which in turn contributes directly to our success.

This commitment is supported by attracting, developing and retaining a highly qualified, diverse and dedicated work force, the promotion of equal employment opportunities, compensation in accordance with applicable laws, and by compliance with the letter and spirit of fair employment practices, working conditions, working hours and nondiscrimination laws. Harassment, intimidation or discrimination, based on any category protected under applicable laws is inconsistent with our ability to provide a diverse and productive working environment and will not be tolerated. We also prohibit retaliation for raising or supporting claims of discrimination or harassment. Lumentum policies pertaining to discrimination and harassment are posted on LumenNET, and, depending on your jurisdiction, may be found in the applicable employee handbook, or alongside other posted company policies, for example in a break room.

Lumentum honors the protection of human rights and requires our suppliers to do the same. We prohibit any form of forced labor, child labor or corporal punishment to be used in any operations of Lumentum or our suppliers. Lumentum respects the right of employees to form and join trade unions of their own choosing in conformance with local laws.

Providing a productive work environment also means ensuring that our facilities and practices are safe and comply with all applicable environmental laws and regulations that govern workplace health and safety. As an employee of Lumentum you are required to read and comply with all Lumentum environmental health and safety standards and policies. Questions about these policies should be directed to Lumentum's Real Estate department.

***Q I am concerned that my co-worker is being harassed by her supervisor, but she has not complained to me about it. Should I report my concerns even though she has not asked me to and I am not involved?***

***A Yes. If you are concerned about harassment, intimidation or discrimination directed to a co-worker, you should speak with Human Resources.***

## Environmental awareness

Lumentum is committed to meet or exceed all applicable environmental legal and regulatory requirements that apply to our facilities, products and services. We assess our environmental performance with a focus on continuous improvement. Employees are expected to support our commitment to the environment by focusing upon ways to recycle, reuse, and reduce waste, as well as avoid environmental risks and endeavor to use sustainable manufacturing principles whenever possible.

## Respecting privacy and confidentiality

You must maintain the confidentiality of information entrusted to you by Lumentum and its customers and suppliers, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information, including information that might be of use to competitors, or harmful to Lumentum or its customers and suppliers if disclosed. Examples of confidential information include, but are not limited to: Lumentum's trade secrets; business trends and projections; information about financial performance; new product or marketing plans; research and development ideas or information; manufacturing processes; information about potential acquisitions, divestitures and investments; stock splits, public or private securities offerings or changes in dividend policies or amounts; significant personnel changes; and existing or potential major contracts, orders, suppliers, customers or finance sources or the loss thereof. You must not disclose proprietary or confidential information about Lumentum or its employees, or confidential information about a customer, supplier or distributor, to anyone who is not authorized to receive it or has no need to know the information (even other Lumentum employees). The only exceptions to this standard are when such disclosure is authorized by the customer, supplier or distributor, or by applicable law, appropriate legal process (i.e. subpoena) or appropriate Lumentum authorities. If you must disclose confidential information to a third party, you should ensure that appropriate protections, such as a non-disclosure agreement, have been put in place prior to the disclosure. Your obligation with respect to confidential information extends beyond the workplace. In that respect, it applies to communications with your family members and continues to apply even after your employment or relationship with Lumentum terminates.

One of our most important assets is the trust of our customers, who share with us their own confidential information so that we may serve their needs. Keeping customer confidential information secure and using it only for appropriate purposes is critical to maintaining that trust. If you possess confidential information of our customers you must exercise special care at all times to ensure it is protected from disclosure without authorization, and used only for appropriate purposes.

Just as the trust of our customers is critical to our success, the trust of our coworkers likewise is imperative to our ability to work together to serve our customers. Lumentum respects and observes the laws, regulations and rules pertaining to the privacy of employee data in the countries in which we operate.

The confidentiality agreement you signed when you started working for Lumentum and Lumentum's policies posted on LumenNET provide greater detail regarding your obligations regarding the protection and use of confidential information.

***Q I am working on a small project team that is negotiating an agreement with a customer. While working with the customer employees, they discuss their product roadmap. Should I discuss this information with Lumentum co-workers who are not on the project team?***

***A No. You should only discuss customer and supplier confidential information with people at Lumentum who have a legitimate business need to know. If your co-worker has a legitimate need to know, you should advise that the information is confidential to the customer.***

***Q I know that Lumentum is about to acquire a small company with interesting product offerings that a current customer I am talking to might want to hear about. Can I discuss the imminent acquisition in order to lay the foundation for future sales?***

***A No. This is Lumentum confidential information that should not be disclosed unless you have received authorization from the legal department or until the acquisition has been completed and publicly announced. If the information is disclosed without authorization prior to the acquisition becoming public knowledge, it could harm both Lumentum and the company we seek to acquire.***

# COMPLYING WITH LAWS AND REGULATIONS

## Insider trading and investments

### *Insider Trading*

You should never trade securities on the basis of confidential information acquired through your employment or fiduciary relationship with Lumentum. You are prohibited under U.S. Federal law, many foreign laws, and Lumentum's policy from purchasing or selling Lumentum stock, directly or indirectly, on the basis of material non-public information concerning the Lumentum. Any person possessing material non-public information about Lumentum must not engage in transactions involving Lumentum securities until this information has been released to the public. Generally, material information is that which would be expected to affect the investment decisions of a reasonable investor or the market price of the stock. You must also refrain from trading in the stock of other publicly held companies, such as existing or potential customers or suppliers, on the basis of material confidential information obtained in the course of your employment or service as a director. It is also illegal to recommend a stock to (i.e., "tip") someone else on the basis of such information. If you have a question concerning the appropriateness or legality of a particular securities transaction, consult with Lumentum's General Counsel. Officers, directors and certain other employees of Lumentum are subject to additional responsibilities under Lumentum's Insider Trading Policy, a copy of which has been provided to each such officer, director and employee and which can be obtained from the Lumentum's General Counsel

*Q Shortly before Lumentum is scheduled to release its quarterly earnings, I learn that the results from the quarter are better than publicly anticipated. Can I share this information with my uncle if he assures me that he will not buy or sell any Lumentum stock?*

*A No. You should never disclose confidential information without authorization to anyone, especially a relative, if the information can be used to trade or help*

## Political contributions and lobbying

Lumentum employees are welcome to participate in the political process on an individual basis, and to support the candidate(s) or issue(s) of individual choice. However, Lumentum contributions to any political parties, candidates or political action committees are strictly forbidden unless approved by Lumentum's Chief Executive Officer and the legal department. "Contributions" include direct or indirect payments, distributions, loans, advances, deposits, or gifts of money, services or anything of value in connection with an election or to an organization or group formed to support or defend a referendum or ballot issue. In addition, no employee may make a political contribution on behalf of Lumentum or its subsidiaries, or in a manner that may suggest that such contribution is being made on behalf of Lumentum or its subsidiaries, unless expressly authorized in writing by Chief Executive Officer and the legal department.

***Q If I receive a request for Lumentum to make a contribution to a political campaign, what should I do?***

***A While your involvement in the political process is purely up to you, you may not make any political contributions on behalf of Lumentum. You may forward the request to the office of the CEO.***

## **Complying with legal and regulatory standards**

You are required to strictly observe all laws and regulations applicable to Lumentum and our operations. Violations by even one person can harm Lumentum's reputation and ability to carry on business, and can compromise the hard work of others. Accordingly, you have an obligation to be familiar with the basic legal requirements that pertain to his or her duties and responsibilities.

Employees may familiarize themselves with the laws and regulations that apply to their work through on-the-job training, review of applicable Lumentum policies, attending Lumentum courses and presentations and, of course, asking questions of supervisors and the legal department. While the following discussion highlights several areas of law and issues of particular concern to Lumentum, it is not intended to provide a comprehensive analysis of the laws and regulations that apply to all global business transactions, nor does it examine the laws and regulations governing transactions in specific countries. These are complex subjects, which at times are subject to rapid change. When in doubt, you are urged to consult with the legal department.

An explanation of certain of the key laws with which you should be familiar can be found in the employee handbook or other policies applicable in the location where you work. As explained below, you should always consult your manager or the Legal Department with any questions about the legality of you or your colleagues' conduct.

### ***Antitrust Compliance***

It is our policy to lawfully compete in the marketplace. Our commitment to fairness includes respecting the rights of our competitors to compete lawfully in the marketplace and abiding by all applicable laws in the course of competing. In many countries, Lumentum is subject to complex laws and regulations (known in some countries as antitrust, consumer protection, competition or unfair competition laws) designed to preserve competition among enterprises and to protect consumers. Although the spirit of these laws is straightforward, their application to particular situations can be quite complex.

Many situations create the potential for unlawful anti-competitive conduct and should be avoided. These include:

- Proposals from competitors to share price or other competitive marketing information or to allocate markets or customers
- Attempts by customers or potential customers to preclude Lumentum from doing business with, or contracting with, another customer
- Discussions at industry trade association meetings on competitively sensitive topics, such as prices, pricing policies, costs and marketing strategies.

If a competitor or a customer tries to discuss subjects with you that raise concerns about anticompetitive conduct, you should refuse to do so and ask the person to stop immediately. If necessary, you should leave or otherwise terminate the conversation and report the matter to your supervisor or the Chief Legal Officer.

### ***Tied Business Dealings***

"Tying" arrangements, whereby customers are required to purchase or provide one product or services as a condition for another being made available, are unlawful in certain instances. You should consult with the legal department for advice on tying restrictions.

***Q I have established good relationships with the account executives of some of our competitors. At trade shows and conferences we often catch up on industry trends, customer deals, etc. Is this appropriate?***

***A Use caution in these situations and do not discuss the price or terms of any Lumentum contracts or gain competitive information from a competitor. You should refuse to discuss any issues that could be construed as anti-competitive, such as those involving market share, conditions of sale, price or margins and leave such conversations immediately.***

### **Anti-boycott Laws**

United States law prohibits U.S. persons from taking actions or entering into agreements that have the effect of furthering any unsanctioned boycott of a country that is friendly to the U.S. This prohibition applies to companies located in the U.S., such as Lumentum, and the activities of subsidiaries of U.S. companies located in other countries.

In general, these laws prohibit the following actions (and agreements to take such actions) that could further any unapproved boycott:

- Refusing to do business with other persons or companies (because of their nationality, for example)
- Discrimination in employment practices
- Furnishing information about any person's affiliations or business relationships with a boycotted country or with any person believed to be blacklisted by a boycotting country
- Utilizing letters of credit that contain prohibited boycott provisions.

Lumentum is required to report any request to take action, or any attempt to reach agreement on such action, that would violate these prohibitions.

In addition to the U.S., many other countries have similar laws pertaining to boycotts. Again, please consult with the legal department if you have any questions regarding boycott laws.

### **Embargoes and Sanctions**

Lumentum complies fully with international economic sanctions and embargoes restricting persons, corporations and foreign subsidiaries from doing business with certain countries, groups and individuals. Economic sanctions prohibit doing business of any kind with targeted governments and organizations, as well as individuals and entities that act on their behalf. Sanction prohibitions also may restrict investment in a targeted country, as well as trading in goods, technology and services with a targeted country. If you have any questions about whether economic sanctions may apply to a transaction you are contemplating, please contact the legal department.

### **Compliance Procedures**

Lumentum has established this Code as part of its overall policies and procedures. To the extent that other Lumentum policies and procedures conflict with this Code, you should follow this Code. This Code applies to all Lumentum directors and Lumentum employees, including officers, in all locations.

The Code is based on Lumentum's core values, good business practices and applicable law. The existence of the Code, however, does not ensure that directors, officers and employees will comply with it or act in a legal and ethical manner. To achieve optimal legal and ethical behavior, individuals who are subject to the Code must know and understand the Code as it applies to them and as it applies to others. You must champion the Code and assist others in knowing and understanding it.

**Compliance.** You are expected to become familiar with and understand the requirements of the Code. Most importantly, you must comply with it.

**CEO Responsibility.** Lumentum's CEO shall be responsible for ensuring that the Code is established and effectively communicated to all employees, officers and directors. Although the day-to-day compliance issues will be the responsibility of Lumentum's managers, the CEO has ultimate accountability with respect to the overall implementation of and successful compliance with the Code.

**Corporate Compliance Management.** The CEO shall select an employee to act as the Corporate Compliance Officer, an integral part of Lumentum's culture (the "Compliance Team"). The Corporate Compliance Team is currently Lumentum legal department. The Compliance Team's responsibility is to ensure communication, training, monitoring and overall compliance with the Code. The Compliance Team will, with the assistance and cooperation of Lumentum's officers, directors and managers, foster an atmosphere where employees are comfortable in communicating and/or reporting concerns and possible Code violations.

**Internal Reporting of Violations.** Lumentum efforts to ensure observance of, and adherence to, the goals and policies outlined in this Code mandate that all employees, officers and directors of Lumentum report suspected violations in accordance with this Code.

**Screening of Employees.** Lumentum shall exercise due diligence when hiring and promoting employees and, in particular, when conducting an employment search for a position involving the exercise of substantial discretionary authority, such as a member of the executive team, a senior management position or an employee with financial management responsibilities. Lumentum shall make reasonable inquiries into the background of each individual who is a candidate for such a position. All such inquiries shall be made in accordance with applicable law and good business practice.

**Access to the Code.** Lumentum shall ensure that employees, officers and directors may access the Code on the Lumentum's website. In addition, each current employee will be provided with a copy of the Code. New employees will receive a copy of the Code as part of their new hire information. From time to time, Lumentum will sponsor employee training programs in which the Code and other Lumentum policies and procedures will be discussed.

**Monitoring.** The officers of Lumentum shall be responsible for reviewing the Code with all of Lumentum's managers. In turn, Lumentum managers with supervisory responsibilities should review the Code with his/her direct reports. Managers are the "go to" persons for employee questions and concerns relating to the Code, especially in the event of a potential violation. Managers or supervisors will immediately report any violations or allegations of violations to the Compliance Team. Managers will work with the Compliance Team in assessing areas of concern, potential violations, any needs for enhancement of the Code or remedial actions to effect the Code's policies and overall compliance with the Code and other related policies.

**Auditing.** An internal audit team selected by the Audit Committee will be responsible for auditing Lumentum's compliance with the Code.

**Internal Investigation.** When an alleged violation of the Code is reported, Lumentum shall take prompt and appropriate action in accordance with the law and regulations and otherwise consistent with good business practice. If the suspected violation appears to involve either a possible violation of law or an issue of significant corporate interest, or if the report involves a complaint or concern of any person, whether employee, a shareholder or other interested person regarding Lumentum's financial disclosure,

internal accounting controls, questionable auditing or accounting matters or practices or other issues relating to Lumentum's accounting or auditing, then the manager or investigator should immediately notify the Compliance Team who, in turn, shall notify the Chair of the Audit Committee, as applicable. If a suspected violation involves any director or executive officer or if the suspected violation concerns any fraud, whether or not material, involving management or other employees who have a significant role in Lumentum's internal controls, any person who received such report should immediately report the alleged violation to the Compliance Team if appropriate, the Chief Executive Officer and/or Chief Financial Officer, and, in every such case, the Chair of the Audit Committee. The Compliance Team or the Chair of the Audit Committee, as applicable, shall assess the situation and determine the appropriate course of action. At a point in the process consistent with the need not to compromise the investigation, a person who is suspected of a violation shall be apprised of the alleged violation and shall have an opportunity to provide a response to the investigator.

**Disciplinary Actions.** Any violation of applicable law or any deviation from the standards embodied in this Code will result in disciplinary action, up to and including termination of employment. Any employee engaged in the exercise of substantial discretionary authority, including any Senior Officer, who is found to have engaged in a violation of law or unethical conduct in connection with the performance of his or her duties for Lumentum, shall be removed from his or her position and not assigned to any other position involving the exercise of substantial discretionary authority. In addition to imposing discipline upon employees involved in non-compliant conduct, Lumentum also will impose discipline, as appropriate, upon an employee's supervisor, if any, who directs or approves such employees' improper actions, or is aware of those actions but does not act appropriately to correct them and upon other individuals who fail to report known non-compliant conduct, subject to applicable laws. In addition to imposing its own discipline, Lumentum will bring any violations of law to the attention of appropriate law enforcement personnel.

**Retention of Reports and Complaints.** All reports and complaints made to or received by the Compliance Team or the Chair of the Audit Committee shall be logged into a record maintained for this purpose by the Compliance Team and this record of such report shall be retained for five (5) years or such other period required by applicable data privacy laws.

**Required Government Reporting.** Whenever conduct occurs that requires a report to the government, the Compliance Team shall be responsible for complying with such reporting requirements.

**Corrective Actions.** Subject to the following sentence, in the event of a violation of the Code, the manager and the Compliance Team should assess the situation to determine whether the violation demonstrates a problem that requires remedial action as to Lumentum's policies and procedures. If a violation has been reported to the Audit Committee or another committee of the Board, that committee shall be responsible for determining appropriate remedial or corrective actions. Such corrective action may include providing revised public disclosure, retraining Lumentum employees, modifying Lumentum policies and procedures, improving monitoring of compliance under existing procedures and other action necessary to detect similar non-compliant conduct and prevent it from occurring in the future. Such corrective action shall be documented, as appropriate.

### ***Publication of the Code; Amendments and Waivers of the Code***

The most current version of this Code will be posted and maintained on Lumentum's website and filed as an exhibit to Lumentum's Annual Report on Form 10-K. Lumentum's Annual Report on Form 10-K shall disclose that the Code is maintained on the website and shall disclose that substantive amendments and waivers will also be posted on Lumentum's website.

Any substantive amendment to or waiver of this Code (i.e., a material departure from the requirements of any provision) particularly applicable to or directed at executive officers or directors may be made only after approval by the Board of Directors after receiving a recommendation from the Audit Committee and

will be disclosed within four (4) business days of such action on Lumentum's website for a period of not less than twelve (12) months as well as via other means then required by listing standards of the Nasdaq

or applicable law. Such disclosure shall include the reasons for any waiver. Lumentum shall retain the disclosure relating to any such amendment or waiver for not less than five (5) years

## **Conclusion**

It is and always will be Lumentum's intent to represent and operate within the highest standards of ethics and integrity. This Code was developed to articulate and reinforce these values and to ensure that they are clear to all Lumentum directors, employees, agents and contractors, and to our customers, suppliers and shareholders. Lumentum appreciates the commitment of all involved to apply these ethical standards and behaviors in every situation.

No policy or code can be all-inclusive, and Lumentum recognizes that issues will arise that may not be specifically clearly addressed in this Code. Accordingly, all employees should feel comfortable discussing these issues with their supervisors and human resource representatives. Lumentum trusts that you will observe Lumentum's commitment to the beliefs and behaviors continue embodied in this Code, and will continue to reinforce Lumentum's reputation for the highest standards of ethics and integrity.

## ANNEX A

### *Anonymous Reporting Hotline Numbers*

| Location                      | Toll-free Number |
|-------------------------------|------------------|
| USA                           | 844-498-1267     |
| Canada                        | 844-498-1267     |
| China                         | 400-9-901-445    |
| Japan                         | 0120-944-645     |
| Slovenia                      | 844-851-2198     |
| Switzerland                   | 0800-000-829     |
| Taiwan                        | 844-592-2214     |
| Thailand                      | 800-011-790      |
| All other international sites | 470-219-7133     |