

**CHARTER FOR
GOVERNANCE COMMITTEE**

I. INTRODUCTION

The paramount responsibilities of the Governance Committee of the Board of Directors of JDS Uniphase Corporation are to ensure that (a) the Board, through its organization, membership and operation, functions to ensure that the long-term interests of the stockholders are achieved, 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 oversees the operation of the Board, the selection, nomination, evaluation and education of directors, and the establishment and implementation of Company policies and programs regarding 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. COMPOSITION AND OPERATIONS

- A. The Committee shall be composed of not fewer than three directors and not more than five directors, all of whom shall be independent directors.
- B. The Committee shall meet at least four times each year.
- C. The secretary to the Committee will be the Corporate Secretary or his/her delegate.

III. DUTIES AND RESPONSIBILITIES

The Committee has the responsibility to:

- A. 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, retirement dates and the strategic direction of the Corporation.
- B. Develop recommendations regarding the essential and desired experiences and skills for potential directors, taking into consideration the Board's short-term needs and long-term succession plans.
- C. 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

**CHARTER FOR
GOVERNANCE COMMITTEE**

procedures for the selection of nominees are more specifically set forth in Attachment A.

- D.** 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.
- E.** Recommend to the Board, and annually implement, an appropriate evaluation process for the Board as a whole and assume responsibility for recommending an individual director evaluation at the appropriate time.
- F.** Monitor and evaluate professional and employment changes and other changes affecting directors to ensure compliances with Board Guidelines and the Company's Code of Business Conduct.
- G.** Oversee and monitor the adoption and administration of Company policies regarding legal compliance (including, without limitation, insider trading compliance), conflicts of interest and ethical conduct.
- H.** Annually review the appointment of the Board Chairman and ensure a Chairman evaluation process is implemented.
- I.** Annually review the Board Guidelines and the Charters for the Board Chairman and committees.
- J.** In conjunction with the Board Chairman, assess the needs of the Board in terms of the frequency and location of Board and committee meetings, meeting agendas, discussion papers, reports and information, and the conduct of meetings and make recommendations to the Board as required.
- K.** Review the Corporation's structures and procedures to ensure the Board is able to, and in fact does, function independently of management.
- L.** At the request of the Board Chairman or the Board, undertake such other corporate governance initiatives as may be necessary or desirable to contribute to the success of the Corporation.
- M.** Ensure the Committee mandate remains current with new Government and Stock Exchange rules and laws.

IV. ACCOUNTABILITY

**CHARTER FOR
GOVERNANCE COMMITTEE**

The Committee shall report its discussions to the Board by distributing the minutes of its meetings and where appropriate, by oral report at the next Board meeting.

**CHARTER FOR
GOVERNANCE COMMITTEE**

COMMITTEE TIMETABLE

The following timetable outlines the Committee’s schedule of activities.

	2004												2005											
	J	F	M	A	M	J	J	A	S	O	N	D	J	F	M	A	M	J	J	A	S	O	N	D
A. Board Composition Plan																								
B. New Director Criteria																								
C. Recommend Nominees																								
D. Review Orientation and Development Plan																								
E. Implement Board Evaluation																								
G. Make recommendations re: Codes of Conduct and Conflict of Interest Guidelines and ensure systems are in place to monitor compliance.																								
H. Review appointment of Board Chairman																								
I. Review Board Guidelines and Charters for the Board Chairman and committees																								
J. Review the needs of the Board, i.e., frequency and location of meetings																								
K. Review Board Independence																								

JDS Uniphase Corporation

ATTACHMENT A TO GOVERNANCE COMMITTEE CHARTER 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 of Directors. 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 diverse backgrounds and capabilities, to reflect the diverse nature of the Company's stakeholders (security holders, employees, customers and suppliers), 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 practice 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 Corporation, 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. The Committee also reserves the right to consider any qualified candidate proposed by a shareholder who meets these criteria. Shareholders interested in nominating a Director candidate should write to the Company's Investor Relations Department—Attention: Corporate Governance Committee, 1768 Automation Parkway, San Jose, CA 95131, U.S.A., providing the proposed candidate's curriculum vitae. 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 JDS Uniphase Board of Directors, including those submitted by shareholders, shall meet the following criteria, in addition to any additional criteria adopted by the Board for the specific Board vacancy to be filled:

JDS Uniphase Corporation

I. EMPLOYMENT/PROFESSIONAL RECORD

The candidate shall have:

- An employment/professional record, which demonstrates, in the judgment of the Governance 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 Governance Committee of the Board of Directors, (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 Governance 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 Governance Committee of the Board of Directors, (a) would impair the candidate's ability to fully perform his or her function on the Board, (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 Governance Committee of the Board of Directors, 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 Governance 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.

JDS Uniphase Corporation

- 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 Governance Committee of the Board of Directors, (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.
- Not been the subject of any grand jury or serious criminal investigation, which, in the judgment of the Governance Committee of the Board of Directors, (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) in 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 Governance Committee of the Board of Directors, (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 Governance Committee of the Board of Directors, (a) would impair the candidate's ability to fully perform his or her

JDS Uniphase Corporation

- 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 Governance Committee of the Board of Directors, (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 Governance Committee of the Board of Directors, (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.