

CORPORATE GOVERNANCE POLICIES

Amended and Approved October 5, 2009

BOARD COMPOSITION

Size of the Board. The Company's Bylaws provide that the Board will be not less than one director and may increase from time to time by a vote of the stockholders. The Board current consists of six members. The Board will periodically review the appropriate size of the Board.

Majority of Independent Directors. It is the policy of the Board that a majority of the directors will not be current employees of the Company and will otherwise meet appropriate standards of independence. In determining independence, the Board will consider the definition of "independent director" in the listing standards of The Nasdaq Stock Market, Inc. ("Nasdaq") (Marketplace Rule 5605(a)(2)) as well as other factors that will contribute to effective oversight and decision-making by the Board.

Management Directors. The Board anticipates that the Company's Chief Executive Officer ("CEO") will be nominated annually to serve on the Board. The Board may also appoint or nominate other members of the Company's management whose experience and role at the Company are expected to help the Board fulfill its responsibilities.

Chair; Lead Independent Director. The Board will periodically appoint a Chair. Both independent and management directors, including the CEO, are eligible for appointment as the Chair. The Chair, or if the Chair is not an independent director, one of the independent directors, may be designated by the Board to be the "lead independent director." The lead independent director may periodically schedule or conduct separate meetings of the independent directors, and perform various other duties. The lead independent director shall be responsible for coordinating the activities of the non-management directors, coordinate with the Chairman to set the agenda for Board meetings, chairing meetings of the non-management directors, and leading the Board's review of the chief executive officer.

Selection of Board Nominees. The Board will be responsible for the selection of nominees for election or appointment to the Board. The Nomination and Governance Committee shall recommend candidates for election to the Board. The Nomination and Governance Committee considers nominees recommended by directors, officers, employees, stockholders and others using the same criteria to evaluate all candidates. The Nomination and Governance Committee reviews each candidate's qualifications, including whether a candidate possesses any of the specific qualities and skills desirable in certain members of the Board. Evaluations of candidates generally involve a review of background materials, internal discussions and interviews with selected candidates as appropriate. Upon selection of a qualified candidate, the Nomination and Governance Committee would recommend the candidate for consideration by the full Board. The Nomination and Governance Committee may engage consultants or third-party search firms to assist in identifying and evaluating potential nominees. To recommend a prospective nominee for the Nomination and Governance Committee's consideration, submit the candidate's name and qualifications to MRV's Secretary in writing to the following address: MRV Communications, Inc., Attn: Secretary, 20415 Nordhoff Street, Chatsworth, California 91311. When submitting candidates for nomination to be elected at the Company's annual meeting of stockholders must comply with the advance notice procedures described at the end of MRV's proxy statement for the preceding year's annual meeting stockholders or as otherwise publicly announced by MRV. The nomination must contain the following information about the nominee: name; age; business and residence addresses; principal occupation or employment; the number of shares of common stock held by the nominee; the information that would be required under SEC rules in a proxy statement soliciting proxies for the election of such nominee as a director; and a signed consent of the nominee to serve as a director of MRV, if elected.

Board Membership Criteria. Nominees for the Board should be committed to enhancing long-term stockholder value and must possess a high level of personal and professional ethics, sound business judgment and integrity. The Board's policy is to encourage selection of directors who will contribute to the Company's overall corporate goals: responsibility to its stockholders, technology leadership, effective execution, high customer satisfaction and superior employee working environment. The Nomination and Governance Committee may from time to time review the appropriate skills and characteristics required of Board members, including such factors as business experience, diversity, and personal skills in technology, finance, marketing, international business, financial reporting and other areas that are expected to contribute to an effective Board. In evaluating potential candidates for the Board, the Nomination and Governance Committee considers these factors in the light of the specific needs of the Board at that time. Board members are expected to prepare for, attend and participate in meetings of the Board and committees on which they serve, and are strongly encouraged to attend the Company's annual meetings of stockholders.

Board Compensation. The Board, through the Compensation Committee, will review, with the assistance of management or outside consultants if desired, appropriate compensation policies for the directors serving on the Board and its committees. This review may consider board compensation practices of other large public companies, contributions to Board functions, service as committee chairs, and other appropriate factors.

Directors Who Change Job Responsibility; Retirement. The Board does not believe directors who retire or change their principal occupation or business association should necessarily leave the Board; however, there should be an opportunity for the Board, through the Nomination and Governance Committee, to review the continued appropriateness of Board membership under these circumstances. The Board does not believe that a fixed retirement age for directors is appropriate.

Director Resignations. Any nominee in an uncontested election who receives a greater number of "against" votes than "for" votes shall promptly tender his or her resignation following certification of the vote. A contested election shall be an election for which (i) the Corporation is on notice that a stockholder intends to nominate a director or directors and (ii) such proposed nomination has not been withdrawn by such stockholder on or prior to the tenth day preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders. The Corporate Governance Committee shall consider the resignation offer and shall recommend to the Board the action to be taken. Any director whose resignation is under consideration shall not participate in the Corporate Governance Committee recommendation regarding whether to accept the resignation. The Board shall accept such resignation unless it determines that the best interests of the Corporation and its stockholders would not be served by doing so. The Board shall take action within 90 days following certification of the vote, unless such action would cause the Corporation to fail to comply with any applicable requirement of national securities exchange or quotation system on which the Corporation's securities are listed or quoted or any rule or regulation promulgated under the Securities Exchange Act of 1934, as amended, in which event the Corporation shall take action as promptly as is practicable while continuing to meet such requirements. The Board will promptly disclose its decision and the reasons therefore, in a Form 8-K furnished to the Securities and Exchange Commission.

BOARD MEETINGS

Scheduling of Full Board Meetings. Board meetings will be scheduled in advance, typically quarterly at the Company's principal executive office.

Agenda and Materials. The CEO will have primary responsibility for preparing the agenda for each meeting and arranging for it to be sent in advance of the meeting to the directors along with appropriate written information and background materials so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the materials.

Each Board committee, and each individual director, is encouraged to suggest items for inclusion on the agenda. The Board reserves authority to meet in executive sessions to discuss sensitive matters without distribution of written materials.

Independent Directors Discussions. It is the policy of the Board that the independent members of the Board meet separately without management directors at least twice per year to discuss such matters as the independent directors consider appropriate. The Company's independent auditors, finance staff and other employees may be invited to attend these meetings.

Board Presentations and Access to Information. The Board encourages the presentation at meetings by managers who can provide additional insight into matters being discussed or who have potential that the CEO believes should be given exposure to the Board. The Company's executive management will afford each Board member with access to the Company's employees and the independent auditors. The Board encourages management to arrange presentations at Board meetings by the Company's managers and provide other reports that will enhance the flow of meaningful financial and business information to the Board.

BOARD COMMITTEES

Committees. The current four standing committees of the Board are the Audit Committee, Compensation Committee, Nomination and Governance Committee and Executive Committee. From time to time the Board may establish a new committee or disband a current committee depending upon the circumstances.

Committee Member Selection. The Board will designate the members and Chair of each committee, endeavoring to match the committee's function and needs for expertise with individual skills and experience of the appointees to the committee. The membership of the Audit, Compensation, and Nomination and Governance Committees shall consist solely of independent directors, which directors shall also meet applicable criteria for independence under Nasdaq, SEC and/or tax rules applicable to such committees.

Committee Functions. The number and content of committee meetings and other matters of committee governance will be determined by each committee in light of the authority delegated by the full Board to the committee, the committee's charter (if any) and applicable regulations or principles. The Company will provide to each committee access to employees and other resources to enable committee members to carry out their responsibilities. The full authority and responsibilities of each committee is fixed by resolution of the full Board and the committee's charter, if any. Committee charters are available on the Company's website at www.mrv.com in the "Investor Relations" section, and a brief description of committee functions is available in the Company's most recent annual proxy statement.

MANAGEMENT RESPONSIBILITIES

Financial Reporting, Legal Compliance and Ethical Conduct. The Board's governance and oversight functions do not relieve the Company's executive management of the primary responsibility for preparing financial statements which accurately and fairly present the Company's financial results and condition. Executive management shall maintain systems, procedures and a corporate culture that promote compliance with legal and regulatory requirements and the ethical conduct of the Company's business.

Corporate Communications. The Board believes that executive management has the primary responsibility to communicate with investors, the press, employees and other constituencies that are involved with the Company, and to set policies for those communications.