

LEAD INDEPENDENT DIRECTOR CHARTER OF PLANTRONICS, INC.

This Lead Independent Director Charter (“**Charter**”) of Plantronics, Inc. (the “**Company**”) applies in the event the positions of the Company’s Chief Executive Officer (the “**CEO**”) and the Chair of the Board of Directors (the “**Chair**”) are combined as a result the CEO’s resignation, termination or other inability to perform the functions of a CEO. In such event, the Board Chair (or other independent director), upon a majority vote of the non-management Directors, may be appointed to serve as the interim CEO of the Company until such time as a successor CEO is duly appointed.

If the offices of Chair and CEO are held by the same person at any time, the Board will elect, with a majority vote the non-employee Directors, to serve in a lead capacity (the “**Lead Independent Director**”). Although elected annually, the Lead Independent Director is generally expected to serve for more than one year. The Lead Independent Director may be removed or replaced at any time with or without cause by a majority vote of the Board.

For purposes of this Charter, a "non-management Director" means meeting the requirements for independent directors under New York Stock Exchange Listed Company Manual Section 303A.02/NASDAQ Stock Market Listing Rule 5605(a)(2) and Rule 10A-3 under the Securities Exchange Act of 1934, as amended.

The Lead Independent Director coordinates the activities of the other non-management Directors and performs such other duties and responsibilities as the Board may determine.

The specific powers and responsibilities of the Lead Independent Director are as follows:

- (1) The Lead Independent Director coordinates the activities of the other non-management Directors and performs such other duties and responsibilities as the Board may determine.
- (2) The specific powers and responsibilities of the Lead Independent Director are as follows:

Executive Sessions

- Preside at all meetings of the Board at which the Chair is not present, including executive sessions of the non-management Directors.

Call Meetings of Non-management Directors

- Has the authority to call meetings of the non-management Directors.

Chair Liaison

- Serve as the principal liaison between the Chair and the non-management Directors.

Approve Board Information, Agendas and Schedules

- Approve all information sent to the Board, including the quality, quantity, appropriateness and timeliness of such information.
- Approve meeting agendas for the Board.
- Approve the frequency of Board meetings and meeting schedules, assuring there is sufficient time for discussion of all agenda items.

Recommend Committee Membership and Chair

- Recommend to the Nominating and Corporate Governance Committee and to the Chair, selection for the membership and chair position for each Board committee.

Recommend Director Candidates

- Interview, along with the chair of the Nominating and Corporate Governance Committee, all Director candidates and make recommendations to the Nominating and Corporate Governance Committee.

Stockholder Communication

- Be available, when appropriate, for consultation and direct communication with stockholders, subject to any applicable policies or the Bylaws of the Company.

Retain Advisors and Consultants

- Has the authority to retain outside advisors and consultants who report directly to the Board on Board-wide issues.

Compensation

- May receive additional compensation as determined from time to time by the Board upon the recommendation of the Leadership Development and Compensation Committee.

Advisors

- To the extent requested by the Lead Independent Director and where appropriate, the Chief Legal and Compliance Officer shall provide advice and counsel to the Lead Independent Director in fulfilling the Lead Independent Director's duties.
- The Lead Independent Director may, at the Company's sole expense, select, retain and consult with outside counsel and other advisors as the Lead Independent Director deems appropriate.

Charter Review

- On an annual basis, the Lead Independent Director, in consultation with the non-management Directors, shall review this Charter and recommend to the Board for approval any modifications or changes.