

**CHARTER FOR THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF
PLANTRONICS, INC. (dba Poly)**

(Approved at the November 11, 2019 Nominating and Corporate Governance Committee Meeting)

I. PURPOSE:

1. The purposes of the Nominating and Corporate Governance Committee of the Board of Directors (“the Board”) of Plantronics (dba “Poly” or “the Company”) are twofold. The first is to properly constitute the Board to meet its fiduciary obligations to shareholders and the Company. The second is to enable the Company to have and follow appropriate governance standards. To carry out these purposes, the Nominating and Governance Committee shall: (1) assist the Board by identifying prospective director nominees and to recommend to the Board the director nominees for the next annual meeting of shareholders; (2) develop and recommend to the Board the governance principles applicable to the Company; (3) assisting the Board with the oversight and evaluation of the Board and management; and (4) recommend to the Board director nominees for each committee.

II. COMMITTEE MEMBERSHIP AND ORGANIZATION:

1. The Nominating and Corporate Governance Committee shall be comprised of no fewer than three (3) members.
2. The members of the Nominating and Corporate Governance Committee shall meet the independence requirements of the New York Stock Exchange.
3. The members of the Nominating and Corporate Governance Committee shall be appointed by the Board and may be removed by the Board at any time.
4. A majority of the members of the Nominating and Corporate Governance Committee shall constitute a quorum at Nominating and Corporate Governance Committee meetings.
5. The Chair of the Nominating and Corporate Governance Committee will, in consultation with other members of the Nominating and Corporate Governance Committee and the appropriate officers of the Company, be responsible for calling meetings of the Nominating and Corporate Governance Committee, establishing the agenda for the meetings and conducting the meetings of the Nominating and Corporate Governance Committee.

III. COMMITTEE RESPONSIBILITIES AND AUTHORITY:

1. Evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
2. Recommend for approval by the Board on an as needed basis desired Board qualifications, expertise and characteristics and conduct searches for potential Board members with such qualifications, expertise and characteristics. Evaluate and propose nominees for election to the Board. In performing these tasks the Nominating and Corporate Governance Committee shall have the authority to retain and terminate any search firms to be used to identify director candidates.
3. Develop and recommend to the Board a set of corporate governance principles applicable to the Company.
4. Assist the Board as requested in all or certain portions of the Board performance evaluation process, including reviewing and making recommendations and suggestions in response to any issues raised.
5. Form and delegate authority to subcommittees when appropriate.
6. Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees, the selection of Board committee chairs, and proposal of the Board slate for election. Consider shareholder nominees for election to the Board.
7. Evaluate and recommend termination of membership of individual directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
8. Establish procedures for stockholders to recommend candidates for the Nominating and Corporate Governance Committee's consideration. Stockholders may also nominate directors for election at the Company's annual stockholders meeting by following the provisions set forth in the Company's by-laws, whose qualifications the Committee will consider.
9. Review and oversee the onboarding of new director orientation process.
10. The Nominating and Corporate Governance Committee will maintain written minutes of its meetings, which will be filed with the minutes of the meetings of the Board.
11. Make regular reports to the Board.
12. Review and re-examine this Charter annually and make recommendations to the Board for any proposed changes.
13. Tri Annually review and evaluate its own performance.
14. In performing its responsibilities, the Nominating and Corporate Governance Committee shall have (i) the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors and (ii) authority to retain and terminate any search firm used to identify director candidates, including authority to approve the search firm's fees and other retention terms.