

**CHARTER FOR THE  
LEADERSHIP DEVELOPMENT AND  
COMPENSATION COMMITTEE  
OF  
PLANTRONICS, INC. (dba Poly)**

(Approved at the November 11, 2019 Leadership Development and Compensation Committee Meeting)

**I. PURPOSE:**

1. The purpose of the Leadership Development and Compensation (LDC) Committee of the Board of Directors (the “Board”) of Plantronics, Inc. (the “Company”) shall be to discharge the Board's responsibilities relating to the leadership development, succession planning and associated compensation of the Company's CEO, direct reports, and other Section 16 Officers who do not report to the CEO. With the goal of developing a market leading, world class Company, and thereby increasing shareholder value, the LDC Committee has overall responsibility for evaluating and approving compensation plans, policies and programs for these executives. The LDC also advises management on programs for leadership development, succession and company culture.
2. The LDC Committee shall prepare the report of the LDC Committee required to be included in the Company’s proxy statement in compliance with the rules and regulations of the Securities and Exchange Commission (“SEC”).

**II. COMMITTEE MEMBERSHIP AND ORGANIZATION:**

1. The LDC Committee shall consist of no fewer than two members. The members of the LDC Committee shall meet the (i) independence requirements of the listing standards of the New York Stock Exchange (“NYSE”) for members of the LDC Committee, (ii) non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, (iii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended, and (iv) such other laws, rules or regulations deemed applicable from time to time.
2. The members of the LDC Committee will be appointed by the Board. LDC Committee members will serve at the discretion of the Board.
3. The LDC Committee may invite to its meetings and seek the input of other directors, members of management, advisors and such other persons as the Committee determines is appropriate. The CEO may not be present when his or her compensation is determined. The Committee may meet with any officer, employee or other person in executive session as it deems advisable.

**III. COMMITTEE RESPONSIBILITIES AND AUTHORITY:**

The following duties and responsibilities are the principal recurring duties of the LDC Committee. The LDC Committee may perform such other functions as are consistent with its purpose and applicable law or the NYSE rules or as the Board may request.

1. The LDC Committee shall at least annually **review** with executive leadership the proper culture, leadership dynamics and performance goals for the CEO, their direct reports and Section 16 officers. In collaboration with the CEO, the Committee shall also review the performance of said executives and approve appropriate rewards for their performance. The Committee shall report to the Board and share progress on the above elements at each of its scheduled meetings. Key focus areas of the Committee shall consist of:
  - Culture Development and Evolution, including the Company's programs related to pay parity, diversity and inclusion
  - Leadership Development
  - Strategic Succession Planning to ensure long-term leadership effectiveness, as well as readiness for short-term contingencies
  - Compensation philosophy and alignment with Company strategy and creation of shareholder value
  - Talent Management System oversight to ensure employee recruitment, development and retention of the Company's employees
2. The LDC Committee shall review and approve CEO compensation in light of established corporate goals and objectives, will evaluate the CEO's performance in light of those goals and objectives, and will determine and approve the CEO's compensation level based on this evaluation. The LDC Committee shall share their determinations regarding CEO compensation and CEO performance with the Board as a whole.
3. The LDC Committee shall annually review and approve the CEO's (a) base salary, (b) annual incentive bonus, including the specific performance metrics or criteria and amounts, (c) equity compensation, (d) employment agreements, severance arrangements, and change in control agreements/provisions, and (e) any other benefits, compensation or related arrangements. For the CEO's direct reports and for such other employees as and to the extent the LDC Committee deems appropriate, the LDC Committee shall have the authority to approve items (a) through (e) in the previous sentence. In determining long-term incentive components of CEO compensation, the LDC Committee will consider, among other things, the Company's performance and relative shareholder return, the value of similar incentive awards to CEO's at comparable companies and the awards given to the Company's CEO in past years.
4. The LDC Committee shall be responsible for approving and administering incentive compensation plans in which the CEO, direct reports and other Section 16 Officers who do not report directly to the CEO participate. The LDC Committee may oversee incentive compensation plans for such other employees and service providers as the LDC Committee deems appropriate.
5. The LDC Committee shall adopt, amend and administer the Company's equity plans (including, but not limited to, the 2003 Stock Plan and the 2002 Employee Stock Purchase Plan) including the review and grant of stock option and other equity-based or equity-linked grants to Section 16 Officers and other eligible individuals in the Company's service. The LDC Committee may reserve shares of the Company's stock for issuance pursuant to such equity plans, and shall oversee the use of Company stock in such equity plans.

6. The LDC Committee may delegate authority to make grants of shares of the Company's common stock under the 2003 Stock Plan to persons other than Section 16 officers and directors to the Chair of the LDC Committee, the Management Equity Committee ("MEC") consisting of the President and CEO, the Executive Vice President and CFO, the Executive Vice President of Human Resources and the Executive Vice President and Chief Legal and Compliance Officer and Secretary or any other subcommittee of the LDC Committee as the LDC Committee deems appropriate in accordance with applicable law.
7. The LDC Committee will receive and review summaries regarding the granting of equity awards as prepared by the Company on a quarterly basis and at such additional intervals as the LDC Committee may request. These reports will include information on all awards made by the Chair of the LDC Committee, the MEC, and any other subcommittee of the LDC Committee under the authority delegated to them as well as all awards authorized by the Committee itself.
8. The LDC Committee shall review and discuss annually with management the risks arising from the Company's compensation philosophy and practices applicable to all employees to determine whether they are reasonably likely to have a material adverse effect on the Company, whether they encourage excessive risk-taking and to evaluate compensation policies and practices that could mitigate such risks.
9. The LDC Committee shall oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NYSE rules that, with limited exceptions, stockholders approve equity compensation plans.
10. The LDC Committee is also responsible for reviewing and discussing the Compensation Discussion and Analysis ("CD&A") with management and, based on such review and discussion, recommending the CD&A for inclusion in the Company's annual report on Form 10-K and proxy statement.
11. The LDC Committee may form and delegate authority to subcommittees as and when it deems appropriate.
12. The LDC Committee shall make regular reports to the Board.
13. The LDC Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
14. The LDC Committee shall annually review its own performance.
15. The LDC Committee shall have the sole authority to retain and terminate any compensation consultant, independent legal counsel or other advisor, taking into consideration all factors relevant to such advisor's independence from management, including such factors set forth in the applicable rules of the SEC and the NYSE, provided, however, that the LDC Committee is not required to conduct an independence analysis with respect to internal legal counsel or any compensation consultant, legal counsel or other advisor whose role is limited to matters for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation

S-K (or any applicable successor regulation). The LDC Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the LDC Committee.

16. The Company will provide for appropriate funding, as determined by the LDC Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other advisor retained by the LDC Committee.