

Title: CORPORATE GOVERNANCE GUIDELINES
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**CORPORATE GOVERNANCE GUIDELINES
OF
PLANTRONICS, INC.**

The Role of Our Board of Directors. The paramount duty of the Board of Directors (the “**Board**”) is to oversee the Chief Executive Officer (the “**CEO**”) and other senior management in the competent and ethical operation of Plantronics, Inc. (“**Poly**” or the “**Company**”) at all times. To satisfy this duty, the Board will take a proactive, focused approach to its position, and direct the Company to business success through maintenance of the highest standards of responsibility and ethics.

The Board brings to the Company a wide range of experience, knowledge and judgment, and is expected to use these skills for the benefit of the Company. Good governance depends on far more than a “check the box” approach to standards or procedures. The Board uses its varied skills to critically assess the issues and decisions that are brought before it. The governance structure in the Company is designed to be a working structure for principled actions, effective decision making and appropriate monitoring of both compliance and performance.

For the Board to be effective, it must maintain an attitude of constructive skepticism and careful review. The Board’s job requires that it ask probing questions of management and take the action necessary to get accurate and honest answers. The Board also relies on the advice, reports and opinions of management, counsel and the Company’s expert advisers. In doing so the Board constantly evaluates the qualifications of those it relies upon for information and advice, and also looks to the process used by managers and advisers in reaching their recommendations.

The Board prides itself on keeping up to date on evolving governance practices. Working together with management and the Company’s advisers, the Board looks to the knowledge and information of others in the area of governance for additional information on how to manage Company affairs.

Majority of Independent Directors. The Board shall have a majority of Directors who meet the criteria for independence established by the NYSE and the SEC. The Company will disclose in its annual proxy statement the basis for any Board determination that a commercial, industrial, banking, consulting, legal, accounting, charitable or familial relationship is not material for purposes of evaluating the independence of any Board member. Alternatively, the Company may

adopt and disclose categorical standards to assist it in making independence determinations and may make a general disclosure if a Director meets these standards with a specific explanation of any determination of independence for a Director who does not meet these standards.

Selection of Board Nominees. The Directors will be selected by the Nominating and Governance Committee (the “**NCGC**”) of the Board in accordance with the charter and principles of that committee and in accordance with the *Plantronics Director Candidates Nomination Policy*.

The Committee uses the following procedures to identify and evaluate any individual recommended or offered for nomination to the Board:

- The NCGC will regularly review the current composition and size of the Board.
- The NCGC will review the qualifications of any candidates who have been properly recommended or nominated by a stockholder, as well as those candidates who have been identified by management, individual members of the Board or, if the NCGC determines, a search firm. Such review may, in the NCGC’s discretion, include a review solely of information provided to the NCGC or may also include discussions with persons familiar with the candidate, an interview with the candidate or other actions that the NCGC deems proper, including the retention of third parties to review potential candidates.
- In its evaluation of Director candidates, including the members of the Board eligible for re-election, the NCGC will consider the current size and composition of the Board, the needs of the Board and its respective committees and the qualifications of candidates in light of these needs as well as such other factors as the NCGC may consider appropriate.
- The NCGC has not formally established any specific, minimum qualifications that must be met by each candidate for the Board or specific qualities or skills that are necessary for one or more of the members of the Board to possess.
- The Board, its Chair and the Chair of the NCGC, should extend the actual invitation to join the Board.

It is the policy of the NCGC to consider properly submitted recommendations for candidates to the Board from stockholders. In this regard, Article 2, Section 16 of the Company’s *Amended and Restated Bylaws* (the “**Bylaws**”) was added to permit a stockholder, or a group of up to 20 stockholders, owning at least 3% of the Company’s outstanding common stock continuously for at least three years, to nominate and include in the Company’s proxy materials Director nominees constituting up to the greater of two individuals or 20% of the Board, provided that the stockholders and the nominees satisfy the conditions, including, without limitation, the advance notice requirements, specified in the Bylaws. The Company believes that certain safeguards as to ownership threshold and duration of ownership are important to assure that proxy access is not misused by those without a significant economic interest in the Company or those driven by short term goals. For more information, refer to the *Bylaws* and the *Plantronics Directors Candidates Nomination Policy*.

Size of Board. Article 3, Section 2 of the *Bylaws* provide that the number of Directors will be a range of six (6) to eleven (11), with the exact number of Directors in the range to be fixed from time to time by resolution of the Board.

Change of Primary Job. The Board, through the NCGC, shall review the appropriateness of the continued service of Directors who change their primary employment position that they held when they were elected or most recently re-elected to the Board.

In the event that a Director changes his/her primary job during his/her term, such Director shall submit a letter to the Board that (i) describes the circumstances surrounding such change; and (ii) contains an offer to resign from the Board. The Board shall then evaluate the circumstances surrounding such change and determine if they will adversely affect the Director's ability to perform his/her duties as a member of the Board. In such case, the Board will accept the Director's offer to resign from the Board.

Director Elections. Prior to any meeting of stockholders at which Directors will be elected, as a condition to nomination, each Director nominee shall submit a resignation of his or her directorship in writing to the Chair of the NCGC to address majority voting in Director elections. The resignation becomes effective only if the Director fails to receive a sufficient number of votes for re-election at the meeting of stockholders as described in the *Bylaws* and the Board accepts the resignation. If the Director nominee fails to receive the requisite vote contemplated by the *Bylaws*, the NCGC will make a recommendation to the Board as to whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the NCGC's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. In accordance with the foregoing, the NCGC may establish additional procedures under which any Director nominee who is not elected in accordance with the *Bylaws* shall offer to tender his or her resignation to the Board.

Other Company Boards. The Board has delegated to the NCGC oversight responsibility of ensuring that each Director is not "overboarded," meaning that the Director does not sit on an excessive number of boards to ensure that other existing and anticipated future commitments do not materially interfere with that Director's service to the Company. Accordingly, the Company has developed a policy that no Director shall serve on the board of directors of more than four (4) additional public companies. If a Director is also a Named Executive Officer of a public company, including a Chief Executive Officer, such Director may not serve on more than two (2) public company boards, including the Company's board. Directors should advise the NCGC of any invitations to join the board of any other public company prior to accepting another Directorship.

Board Term Limits. The Board believes that term limits are on balance not the best way to maximize its effectiveness. While terms limits would likely introduce fresh perspectives and make new viewpoints available to the Board, they may have the countervailing effect of causing the loss of the benefit gained from the contributions of Directors who have developed, over time, increasing insight into the Company. As an alternative to term limits the NCGC will review the appropriateness of each Director's continued service every three years.

Director Responsibilities. The fundamental role of the Directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its shareholders. In fulfilling that responsibility, the Directors should be able to rely on the honesty

and integrity of the Company's management and expert legal, accounting, financial and other advisors. The Directors should have the benefit of Directors' and Officers' insurance, paid by the Company, to indemnification to the fullest extent allowed under the Company's charter and Delaware law, and to exculpation as provided by Delaware law and the Company's charter.

Directors are expected to rigorously prepare for, attend and participate in all Board and applicable committee meetings, and to spend the time needed and meet as often as necessary to properly discharge their obligations. Information and data that is important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the Directors prior to the meeting, so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the materials. Particularly sensitive subject matters may be discussed at the meeting without advance distribution of written materials.

Separation of Chief Executive Officer and Chair of the Board. As a matter of policy, the Board requires that the roles of CEO and Chair of the Board shall be separate. The Chair of the Board shall at all times be selected from the non-employee Directors of the Company. The Board believes these issues should be considered as part of the Board's broader succession planning process. Notwithstanding the foregoing, if at any time the CEO either resigns or is terminated, or otherwise is not able to perform the function, as the Company's CEO for any reason, then the Board may appoint the Chair or other member of the Board to act as an interim CEO, and in such event, the offices of the Chair of the Board and the CEO may be held by the same person until such time as a replacement CEO is appointed. Once appointed, the CEO and Chair positions shall again be separate.

Establishing Board Agendas. The Chair of the Board will establish the agenda for each Board meeting and the Secretary or his/her designee will distribute it in advance to the Board. At the beginning of each year the CEO, working with the Chair of the Board, will to the extent foreseeable and practicable, set a schedule of agenda items to be discussed during the year. If there is a Lead Independent Director, such person will also have input into agenda items. Each Director is free to suggest the inclusion of items on the agenda and to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's long term strategic plans and the big-picture challenges faced by the Company in executing on these plans during at least one Board meeting per year.

Independent Director Discussions. The Board's policy is to have an additional meeting time for the non-management Directors without the presence of management or other employees of the Company (except to act in a purely administrative role). Such meetings should occur at least three times per year. The Chair of the Board will assume the responsibility of chairing the regularly scheduled meetings of non-management Directors and bear such further responsibilities that the non-management Directors as a whole might designate from time to time.

Corporate Communications. The Board believes that management speaks for the Company. Individual Directors may occasionally meet or otherwise communicate with various constituencies that are involved with the Company and the Company has disclosed a method for interested parties to make any concerns known to the non-management Directors in the *Plantronics Stockholder Access to Board of Directors Policy*, but it is expected that Directors would generally communicate with outside parties only with the knowledge of management

and, in most instances, absent unusual circumstances or as contemplated by the committee charters, at the request of management. For further information, refer to the *Plantronics Stockholder Access to Board of Directors Policy*.

Board Committees. Four formal committees shall exist at all times and others may be added as needed:

- Nominating and Corporate Governance Committee,
- Audit Committee,
- Leadership Development and Compensation Committee,
- Strategy Committee, and
- M&A Committee (as needed)

All of the members of these committees will meet the criteria for independence established by the NYSE and the SEC.¹ The members of these committees will also meet the other membership criteria specified in the respective charters for these committees. Members of each committee will be appointed by the Board upon recommendation by the NCGC, in accordance with the charter and principles of that committee. There will, from time to time, be occasions on which the Board may want to rotate committee members, but the Board does not believe that a formal policy of rotation is mandated. Additionally, a committee may, in the discretion of its Chair, invite or otherwise allow a Director who is not a member of the committee to attend any committee meeting unless the Chair of the committee determines that there is a specific reason to exclude such Director as to all or any portion of the meeting, including, without limitation, the need to maintain confidentiality of the subject matter of the meeting.

Each formal committee has its own charter which is available on the Company's website at the Corporate Governance Portal in the Investor Relations section at www.poly.com. The committee charters set forth the principles, policies, objectives and responsibilities of the formal committees in addition to the qualifications for committee membership, procedures for committee member nomination and removal, committee organization and functioning and how the committee will communicate with the Board. The charters provide that each committee will meet to review its performance as follows: at least once a year for the Audit and Compensation Committee; at least once every three (3) years for the Nominating and Corporate Governance Committee; and at least once every five (5) years for the Strategy Committee.

The Chair of each formal committee will, in consultation with the appropriate committee members and members of management, and in accordance with the committee's charter, determine the frequency and length of committee meetings and develop the committee's agenda. At the beginning of the year, each committee will establish a schedule of agenda subjects to be discussed during the year (to the extent these can be foreseen). Additionally, each committee may meet in executive session with non-employee Directors only as set forth in the committee charter or as otherwise determined by the applicable committee or its Chair.

¹ In the event a non-employee Director is appointed as an interim CEO for a limited period of time until the CEO's successor is appointed, under NYSE rule 303.A.02(b)(i), such employment (or receiving compensation for employment) as in interim Chairman or CEO would not preclude a director's independence following that interim employment.

The Board and each formal committee shall have the authority to obtain advice, reports or opinions from internal and external counsel and expert advisors and shall have the power to hire independent legal, financial and other advisors as they may deem necessary, without consulting with, or obtaining approval from, any officer of the Company in advance. The Board may, from time to time, form new committees as it deems appropriate.

For the convenience of the Board and management, the Company shall be permitted to form informal committees of the Board. These committees shall have the duties set forth in the resolutions of the Board creating the informal committees. Presently there is one informal committee designated as the Merger and Acquisitions Committee.

Corporate Culture. The Board has delegated to the Leadership Development and Compensation Committee (the “LD&CC”) oversight responsibility of the development and maintenance of a human capital management system and a corporate culture that promotes compliance with legal and regulatory requirements and the ethical conduct of the Company’s business.

Sustainability. The Board has delegated to the NCGC the oversight responsibility of promoting the long-term sustainable growth of the Company, including considering the social and environmental goals of the Company.

Director Access to Officers and Employees. The Board has complete access to all Company officers and employees. Any meetings or contacts that a Director desires to initiate may be arranged directly by the Director or through the CEO or another officer of the Company. The Directors should use their judgment to ensure that any such contact or communication is not disruptive to the business operations of the Company.

The Board welcomes the attendance of designated senior officers at each Board meeting unless the Board or its Chair (or Lead Independent Director, as applicable) determines that there is a specific reason to exclude such senior officer(s) as to all or any portion of the meeting, including, without limitation, the need to maintain confidentiality of the subject matter of the meeting. The Board also encourages management to schedule managers to present at Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, or (b) have future potential that management believes should be given exposure to the Board.

Stockholder Access to Outside Directors. In order that interested parties may be able to make their concerns known to the non-management Directors, the Company provides methods for such parties to communicate directly with the Director(s) who presides over the meetings of non-management Directors or with the non-management Directors as a group. For further information, refer to the *Stockholder Access to Board of Directors Policy*, the *Plantronics Whistleblower Policy* and the Company’s *Bylaws* (relative to proxy notice and access).

Director Compensation. The form and amount of Director compensation will be determined by the Board in accordance with such policies, principles and criteria as it shall adopt. It is appropriate for the management of the Company to report from time to time to the Board on the status of Board compensation in relation to other comparable companies. The Board will conduct a review of Director compensation at a frequency that it determines to be appropriate.

CEO Evaluation. The LD&CC will conduct an annual review of the CEO's performance, in accordance with the charter and principles of the LD&CC. The Board will review the LD&CC's report to determine if the current CEO is providing the best leadership for the Company, from a short, intermediate and long-term perspective.

Board Evaluation. The NCGC will oversee the annual Board evaluation process in accordance with the charter and principles of that committee. As part of this process Directors will conduct a self-evaluation to review the progress and effectiveness of the Board and its committees, and will submit its comments to the NCGC or its designee. The NCGC or its designee will then report back to the Board, and the full Board will consider and discuss the report.

Board Attendance at Annual Meetings. The Company recognizes that Directors' attendance at annual meetings can provide investors with an opportunity to communicate with Directors about

issues affecting the Company. All Directors are encouraged to attend the Poly annual meeting each year. In the event that a Director cannot attend in person, the Company encourages Directors to attend telephonically.

Management Succession. The LD&CC should conduct an annual review on succession planning, in accordance with the charter and principles of such committee. The LD&CC should report its recommendation to the Board. The entire Board, along with the NCGC, will nominate and evaluate potential successors to the CEO.

Director Orientation and Continuing Education. The Company will have an orientation program for new Directors, and new Directors are strongly encouraged to participate in the program within two months of the annual meeting at which such Directors are elected. The orientation program will include presentations that review the Company's business strategies, its financial and accounting systems and risk management controls, its code of business conduct and methods and compliance programs, and its internal and independent auditor. The orientation should include an introduction to the Company's senior management, a visit to its corporate headquarters, and to the extent practicable, a visit to its significant facilities. Incumbent Directors are also invited to attend the orientation program.

On an as needed basis, Directors will participate in continuing education programs.

Executive Session. All non-employee Directors shall meet in executive sessions without the presence of management as necessary.

Review of Corporate Governance Guidelines. The NCGC shall review these guidelines at least annually and report recommendations for revisions to the Board. During this period, each Director, as well as senior management, may suggest changes to these guidelines. All revisions must be approved by a majority vote from the Board.