

**CHARTER FOR THE  
COMPENSATION COMMITTEE  
OF  
PLANTRONICS, INC.**

**(Approved at the September 11, 2017 Compensation Committee Meeting)**

**I. PURPOSE:**

1. The purpose of the Compensation Committee of the Board of Directors (the “Board”) of Plantronics, Inc. (the “Company”) shall be to discharge the Board's responsibilities relating to compensation of the Company's CEO, Associates whose title is senior vice president (or its equivalent) or above, and other Section 16 Officers who do not report to the CEO. The Compensation Committee has overall responsibility for evaluating and approving the CEO's, and the Associates whose title is senior vice president (or its equivalent) or above compensation plans, policies and programs.
2. The Compensation Committee shall prepare the report of the Compensation 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 Compensation Committee shall consist of no fewer than two members. The members of the Compensation Committee shall meet the (i) independence requirements of the listing standards of the New York Stock Exchange (“NYSE”) for members of the Compensation 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 Compensation Committee will be appointed by the Board. Compensation Committee members will serve at the discretion of the Board.
3. The Compensation 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 of the Compensation Committee are the principal recurring duties of the Compensation Committee. The Compensation 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 Compensation 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 Compensation Committee shall share their determinations regarding CEO compensation and CEO performance with the Board as a whole.
2. The Compensation 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 associates as and to the extent the Compensation Committee deems appropriate, the Compensation 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 Compensation 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.
3. The Compensation Committee shall be responsible for approving and administering incentive compensation plans in which the CEO, Associates whose title is senior vice president (or its equivalent) or above, and other Section 16 Officers who do not report directly to the CEO participate. The Compensation Committee may oversee incentive compensation plans for such other employees and service providers as the Compensation Committee deems appropriate.
4. The Compensation 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 Compensation 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.
5. The Compensation 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 Compensation Committee, the Management Equity Committee ("MEC") consisting of the President and CEO, the Sr. Vice President and CFO, the Senior Vice President of Human Resources and the Vice President of Legal, General Counsel and Secretary or any other subcommittee of the Compensation Committee as the Compensation Committee deems appropriate in accordance with applicable law.
6. The Compensation 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 Compensation Committee may request. These reports will include information on all awards made by the Chair of the Compensation Committee, the MEC,

and any other subcommittee of the Compensation Committee under the authority delegated to them as well as all awards authorized by the Committee itself.

7. The Compensation 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.
8. The Compensation 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.
9. The Compensation 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.
10. The Compensation Committee may form and delegate authority to subcommittees as and when it deems appropriate.
11. The Compensation Committee shall make regular reports to the Board.
12. The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
13. The Compensation Committee shall annually review its own performance.
14. The Compensation 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 Compensation 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 Compensation 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 Compensation Committee.
15. The Company will provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other advisor retained by the Compensation Committee.