



EMCORE CORPORATION

Code of Business Conduct and Ethics

I. INTRODUCTION

EMCORE Corporation (“EMCORE” or the “Company”) has a strong commitment to business ethics and to complying with the laws that govern the conduct of our businesses worldwide. We believe that a commitment to honesty and integrity is a valuable asset that builds trust with our customers, suppliers, employees, shareholders and the communities in which we operate.

While we have practiced a Code of Business Conduct and Ethics for many years, new regulations make it imperative that we proactively communicate these principles to our employees and our shareholders. The stakes are high in today's business environment, and, especially while skepticism of corporate activities persists, we must meet and surpass requirements and expectations.

Ethical business conduct is critical to our business. As a director, officer or employee, your responsibility is to respect and adhere to these practices. Many of these practices reflect legal or regulatory requirements. Violations of these laws and regulations can create significant liability for you, the Company, its directors, officers and other employees.

This Code of Business Conduct and Ethics (the “Code”) outlines the broad principles of legal and ethical business conduct embraced by EMCORE. It is not a complete list of legal or ethical questions an employee might face in the course of business, and therefore, the Code must be applied using common sense and good judgment. Other Company policies and procedures provide details pertinent to many of the provisions of the Code and thus employees are expected to be aware of, and to act in accordance with, both the Code and such other policies and procedures at all times. In particular, employees must at all times observe the provisions of the Company’s General Insider Trading Policy and its Confidential and Proprietary Information Policy. These and other important policies and procedures can be found in the Company’s Employee Handbook. Although there can be no better course of action than to apply common sense and sound judgment, employees should not hesitate to use the resources available whenever it is necessary to seek clarification.

We are committed to regularly reviewing and updating our policies and procedures. Therefore, this Code of Business Conduct and Ethics is subject to modification. Nothing in this Code of Business Conduct and Ethics, in any company policies and procedures, or in other related communications (verbal or written) creates or implies an employment contract or term of employment.

II. SCOPE

The Code applies to all directors, officers and employees of EMCORE, unless specifically provided otherwise herein. In addition, upon the hiring of any agent or consultant of the Company, such agent or consultant will be provided with a copy of the Code and will be advised that their conduct, to the extent applicable, must be in conformance with the Code.

III. THE CODE

A. Conflicts of Interest

Each of us has a responsibility to the Company, our stockholders and each other. Although this duty does not prevent us from engaging in personal transactions and investments, it does demand that we avoid situations where a conflict of interest might occur or appear to occur. The Company is subject to scrutiny from many different individuals and organizations. We should always strive to avoid even the appearance of impropriety.

What constitutes conflict of interest? A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company.

(i) **Employment/Outside Employment.** In consideration of your employment with the Company, you are expected to devote your full attention to the business interests of the Company. You are prohibited from engaging in any activity that interferes with your performance or responsibilities to the Company or is otherwise in conflict with or prejudicial to the Company. Our policies prohibit any employee from accepting simultaneous employment with a Company supplier, customer, developer or competitor, or from taking part in any activity that enhances or supports a competitor's position. Additionally, you must disclose to the Company any interest that you have that may conflict with the business of the Company. If you have any questions on this requirement, you should contact your supervisor or the Human Resources Department.

(ii) **Outside Directorships.** It is a conflict of interest to serve as a director of any company that competes with the Company. Although you may serve as a director of a Company supplier, customer, developer or other business partner, our policy requires that you first obtain approval from the Chief Executive Officer before accepting a directorship for any company. Officers and Directors must obtain approval of the Board of Directors before accepting such position. Any compensation you receive should be commensurate

to your responsibilities. Such approval may be conditioned upon the completion of specified actions. Serving as a director of a non-profit organization, charity or similar entity does not violate this policy and does not require approval.

(iii) **Business Interests.** If you are considering investing in a Company customer, supplier, developer or competitor, and you are in a position to influence a decision relating to the Company customer, supplier, developer or competitor, you must first take great care to ensure that these investments do not compromise your responsibilities to the Company. Any exceptions to this policy require a written waiver from the Company's General Counsel. Investments in funds are excluded. Many factors should be considered in determining whether a conflict exists, including the size and nature of the investment; your ability to influence the Company's decisions; your access to confidential information of the Company or of the other company; and the nature of the relationship between the Company and the other company.

(iv) **Related Parties.** Conducting Company business with a relative or significant other, or with a business in which a relative or significant other is associated in any significant role requires extra caution and disclosure. Relatives include spouse, sister, brother, daughter, son, mother, father, grandparents, aunts, uncles, nieces, nephews, cousins, step relationships and in-laws. Significant others include persons living in a spousal or familial fashion with an employee. No "presumption of guilt" is created by the mere existence of a relationship in which a relative or significant other is associated in any significant role. However, if you have any influence on transactions involving purchases, contracts, or leases, it is imperative that you fully disclose to the General Counsel as soon as possible, the existence of any actual or potential conflict of interest so that safeguards can be established to protect all parties. All related party transactions must be approved by the CFO or CEO.

If determined to be material to the Company by the General Counsel, the Company's Audit Committee must review and approve in writing in advance such related party transactions. The most significant related party transactions, particularly those involving the Company's directors or executive officers, must be reviewed and approved in writing by the Company's Audit Committee. The Company must report all such material related party transactions under applicable accounting rules, federal securities laws, Securities and Exchange Commission rules and regulations, and securities market rules. Any dealings with a related party must be conducted in such a way that no preferential treatment is given to this business.

(v) **Honoraria.** Speaking at events, when it is determined to be in EMCORE's best interests, is considered part of an employee's normal job responsibilities. Because employees will be compensated by EMCORE for most or all of their time spent preparing for, attending, and delivering presentations approved by management, employees should not request or negotiate a fee or receive any form of compensation (excepting the novelties, favors or entertainment described below) from the organization that requested the speech, unless the employee first receives express authorization from the EMCORE

Vice President for their organization; alternatively, a fee can be accepted provided it is donated to a non-profit charitable organization.

(vi) **Inventions, Books, and Publications.** EMCORE employees must receive written permission from the EMCORE Vice President for their organization before developing, outside of EMCORE, any products, software, or intellectual property that is or may be related to EMCORE's current or potential business.

(vii) **Industry Associations.** Membership on boards of industry associations generally does not present financial conflicts of interest. However, employees should be sensitive to possible conflicts with EMCORE's business interests, if, for instance, the association takes a position adverse to EMCORE's interests or those of key customers.

(viii) **Other Situations.** Because other conflicts of interest may arise, it would be impractical to attempt to list all possible situations. If a proposed transaction or situation raises any questions or doubts in your mind you should consult the Human Resources Department or the Legal Department.

B. Accuracy of Reports, Records and Accounts

Accurate information is essential to the Company's ability to meet legal and regulatory obligations and to compete effectively. The Company's records and books of account shall at all times meet the highest standards and accurately reflect the true nature of the transactions they record.

All EMCORE employees are responsible for the accuracy of their respective records, time sheets and reports. EMCORE employees must not create false or misleading documents or accounting, financial or electronic records for any purpose, and no one may direct an employee to do so. For example, expenses claimed for reimbursement on Company expense reports must comply with the Company Travel Policy, and only appropriate items may be claimed.

No undisclosed or unrecorded account or fund shall be established for any purpose. No disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation or for any purpose other than as described in the documents and then only in accordance with the Company's disbursements and approvals policies. All employees who have responsibility for the preparation of financial reports must understand and comply at all times with applicable financial standards and the Company's internal controls.

The Company's public filings must at all times represent a full, fair, accurate, timely and understandable disclosure of material information. Accordingly, all employees who participate in the preparation of such filings have the responsibility to insure that their contributions are complete, accurate and timely.

C. Confidentiality

The Company's confidential information is a valuable asset. The Company's confidential information includes product designs; source codes; product plans and road maps; names and lists of customers, dealers and employees; and financial information. This information is the property of the Company and may be protected by patent, trademark, copyright and trade secret laws. All confidential information must be used for Company business purposes only. Every employee, agent and contractor must safeguard it. This responsibility also includes the safeguarding, securing and proper disposal of confidential information in accordance with the Company's policies on maintaining and managing records. This obligation extends to confidential information of third parties, which the Company has rightfully received under Non-Disclosure Agreements.

(i) **Proprietary Information and Invention Agreement.** When you joined the Company, you signed an agreement to protect and hold confidential the Company's proprietary information. This agreement remains in effect for as long as you work for the Company and after you leave the Company. Under this agreement, you may not disclose the Company's confidential information to anyone or use it to benefit anyone other than the Company without the prior written consent of an authorized Company officer.

(ii) **Disclosure of Company Confidential Information.** To further the Company's business, from time to time our confidential information may be disclosed to potential business partners. However, such disclosure should never be done without carefully considering its potential benefits and risks. If you determine in consultation with your manager and other appropriate Company management that disclosure of confidential information is necessary, you must then contact the appropriate corporate officer to ensure that an appropriate written nondisclosure agreement is signed prior to the disclosure. The Company has standard nondisclosure agreements suitable for most disclosures.

(iii) **Requests by Regulatory Authorities.** The Company and its directors, officers, employees, agents and contractors must cooperate with appropriate government inquiries and investigations. In this context, however, it is important to protect the legal rights of the Company with respect to its confidential information. All government requests for information, documents or investigative interviews must be referred to the Company's General Counsel. No financial information may be disclosed without the prior approval of the Chief Financial Officer or Chief Executive Officer.

(iv) **Company Spokespeople.** The Company has established a Fair Disclosure to Investors Policy regarding who may communicate information to the press and the financial analyst community. All inquiries or calls from the press and financial analysts should be referred to the Chief Financial Officer or General Counsel. The Company has designated its Chief Executive Officer, Chief Financial Officer and General Counsel as Company spokespeople. These designees and other individuals designated by the CEO or CFO from time to time are the only people who may communicate with the press on behalf of the Company.

D. Corporate Opportunities

Employees, officers and directors may not exploit for their own personal gain opportunities that are discovered through the use of corporate property, information or position unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the Board of Directors declines to pursue such opportunity.

E. Sensitive Payments

At EMCORE we believe in competition based on our ability to design, develop, manufacture and provide quality products and services. Employees must never give payments, or the like, to existing or potential customers, suppliers, individuals or governmental agencies for the purpose of influencing the recipient's judgment about EMCORE products and services, or offer anything of value to obtain any improper advantage when making sales. No payments may be made to any government official, customer or anyone else to obtain, retain or affect the timing of business. This applies to indirect payments made through agents, consultants or other third parties as well as direct payments.

The giving of nominal gifts (not in cash or cash equivalents), occasional meals and reasonable business entertainment to customers and suppliers is generally not considered an improper influence or taking improper advantage, but employees should seek guidance from their supervisor in the event of any doubts.

F. Entertainment, Gifts Payments

The Company will procure, and also provide, goods and services to be used in its business based on service, quality and other relevant business considerations. Accordingly, decisions relating to the procurement and provision of goods and services should always be free from even a perception that favorable treatment was sought, received or given as the result of furnishing or receiving gifts, favors, hospitality, entertainment or other similar gratuity. The giving or receiving of anything of value to induce such decisions is prohibited.

The payment of Company funds to any officer, employee or representative of any customer or supplier in order to obtain any benefit is strictly prohibited. The competitive appeal of the Company's services and products must be based on their quality, price and other legitimate attributes recognized in the marketplace.

Employees shall not seek or accept any personal gifts, payments, fees, services, valuable privileges, vacations, or pleasure trips without a business purpose, or loans from any person or business organization that does or seeks to do business with, or is a competitor of, the Company. Employees shall not accept anything of value in exchange for referring business opportunities to another business.

Gifts or entertainment of nominal value motivated by commonly accepted business courtesies may be offered or accepted, but not if such gifts or entertainment would reasonably be expected to cause favoritism or a sense of obligation to the donor.

Spousal travel which is intended to be reimbursed by the Company or by a customer or supplier must be pre-approved by the General Counsel or the CFO, as must gifts to government officials. Meals or entertainment provided by or to a potential customer or supplier must be reasonable, must be for a business purpose, and must not occur on an unreasonably repetitive basis. Meals or entertainment may not be supplied to a customer if it would violate a known customer policy. If an unsolicited gift of more than nominal value is received, the gift should be returned with a polite note explaining Company policy.

G. Selecting Suppliers

The Company's suppliers make significant contributions to our success. To create an environment where our suppliers have an incentive to work with the Company, they must be confident that they will be treated lawfully and in an ethical manner. The Company's policy is to purchase supplies based on need, quality, service, price and terms and conditions. The Company's policy is to select significant suppliers or enter into significant supplier agreements through a competitive bid process where possible.

H. Political Contributions and Lobbying

Company employees are encouraged to participate in the political process on an individual basis, and to support the candidate(s) or issue(s) of individual choice.

In the United States, federal and many state laws prohibit corporations from making direct political contributions to candidates. "Contributions" includes direct or indirect payments, distributions, loans, advances, deposits, or gifts of money, services or anything of value in connection with an election or to an organization or group formed to support or defend a referendum or ballot issue. It is the Company's policy to comply fully with all local, state, federal, foreign and other applicable laws, rules and regulations regarding political contributions. While this policy does not prohibit corporate contributions to political action committees, such contributions may be made only with the approval of the Company's General Counsel. In addition, no Company employee may make a political contribution on behalf of EMCORE or its subsidiaries, or with the appearance that such contribution is being made on behalf of EMCORE or its subsidiaries, unless expressly authorized in writing by the Company's General Counsel.

I. Information, Technology and Privacy

EMCORE's telephone system, voicemail, computers, software and networks, including the workstations and laptops provided to EMCORE employees, are the property of EMCORE and are provided for business purposes. Electronic records such as voicemail and e-mail messages and computer files that are produced using EMCORE IT

resources are EMCORE property. In the ordinary course of its business, the Company has the right to review the information contained in its systems and equipment. Therefore employees should have no personal expectation that any information transmitted or received over EMCORE equipment and systems, or stored on EMCORE computers or telephone systems, is or will remain private.

Although limited personal use of EMCORE IT resources is allowed, employees may not use the system to store, download or distribute inappropriate or legally objectionable materials, or for other illegal or improper activities.

All software used by employees to conduct Company business must be appropriately licensed. Never make or use illegal or unauthorized copies of any software, whether in the office, at home or on the road, since doing so may constitute copyright infringement and may expose you and the Company to potential civil and criminal liability. In addition, use of illegal or unauthorized copies of software may subject the employee to disciplinary action, up to and including termination. The Company's Information Technology Department will inspect Company computers periodically to verify that only approved and licensed software has been installed. Any non-licensed/supported software will be removed.

Employees should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterization of people and companies in e-mail and internal memos as well as in formal reports. Employees should not participate in any online forum where the business of the Company or its customers or suppliers is discussed: this may give rise to a violation of the Company's confidentiality policy or subject the Company to legal action for defamation.

J. Using Third-Party Copyrighted Material

Employees may sometimes need to use third-party copyrighted material to perform their jobs. Before such third-party material may be used, appropriate authorization from the copyright holder must be obtained, with the exception of material for which EMCORE holds the copyright. The need for such permission may exist whether or not the end product containing third-party material is for personal use, for EMCORE internal or other use. It is against EMCORE policy and it may be unlawful for any employee to copy, reproduce, scan, digitize, broadcast, or modify third-party copyrighted material when developing EMCORE products, promotional materials or written communication (such as manuals, presentations, etc.), unless written permission from the copyright holder has been obtained prior to the proposed use. Improper use could subject both EMCORE and the individuals involved to possible civil and criminal actions for copyright infringement. It is against EMCORE policy for employees to use EMCORE's facilities for the purpose of making or distributing unauthorized copies of third-party copyrighted materials for personal use or for use by others.

K. Maintaining and Managing Records

Employees are responsible for complying with local, state, federal, foreign and other applicable laws, rules and regulations relating to records retention. Employees must familiarize themselves with the records management and retention procedure in their work group. Questions relating to records retention and management should be referred to the Legal Department. Records include paper documents, CDs, computer hard disks, email, floppy disks, microfiche, microfilm or all other media. Civil and criminal penalties for failure to comply with such guidelines can be severe for employees, agents, contractors and the Company, and failure to comply with such guidelines may subject the employee, agent or contractor to disciplinary action, up to and including termination of employment or business relationship at the Company's sole discretion.

L. Records on Legal Hold

A legal hold suspends all document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. The Company's General Counsel determines and identifies what types of Company records or documents are required to be placed under a legal hold. Every Company employee, agent and contractor must comply with this policy. Failure to comply with this policy may subject the employee, agent or contractor to disciplinary action, up to and including termination of employment or business relationship at the Company's sole discretion, and potentially to criminal prosecution.

The Company's General Counsel will notify you if a legal hold is placed on records for which you are responsible. You then must preserve and protect the necessary records in accordance with instructions from the Company's General Counsel.

RECORDS OR SUPPORTING DOCUMENTS THAT HAVE BEEN PLACED UNDER A LEGAL HOLD MUST NOT BE DESTROYED, ALTERED OR MODIFIED UNDER ANY CIRCUMSTANCES. A legal hold remains effective until it is officially released in writing by the Company's General Counsel. If you are unsure whether a document has been placed under a legal hold, you should preserve and protect that document while you check with the Company's General Counsel.

If you have any questions about this policy you should contact the Company's General Counsel.

M. Obligations Under Securities Laws

Employees, officers and directors who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. To assist in complying with this policy, the Company has adopted its General Insider Trading Policy) and its Executive Insider Trading Policy. All employees, officers and directors are responsible for familiarizing themselves with the applicable provisions of both of these critical policies.

N. Export Controls

EMCORE provides its products and services to companies in countries in different parts of the world. Our ability to do business internationally depends on our ability to comply with U.S. export control laws and regulations and to operate under U.S. export licenses. Any violation of United States regulations governing the international sales of our products could cause serious long-term damage to our business. When exporting or re-exporting products, spare parts, accessories, training materials and technical information, all employees must comply with applicable U.S. Department of Commerce regulations. Care must also be taken when disclosing restricted technical information to a non-U.S. citizen in the United States or abroad, as well as in screening customers and transactions that could possibly violate export controls. Employees are required to familiarize themselves with the export compliance rules applicable to their group. Questions should be referred to the Legal Department.

O. Antitrust and Unfair Competition

Most countries have well-developed bodies of law designed to encourage and protect free and fair competition. The Company is committed to obeying both the letter and spirit of these laws. The consequences of not doing so can be severe for all of us.

These laws often regulate the Company's relationships with its distributors, resellers, dealers and customers. Competition laws generally address the following areas: pricing practices (including price discrimination), discounting, terms of sale, credit terms, promotional allowances, secret rebates, exclusive dealerships or distributorships, product bundling, restrictions on carrying competing products, termination and many other practices.

Competition laws also govern, usually quite strictly, relationships between the Company and its competitors. As a general rule, contacts with competitors should be limited and should always avoid subjects such as prices or other terms and conditions of sale, customers and suppliers. Employees, agents or contractors of the Company may not knowingly make false or misleading statements regarding its competitors or the products of its competitors, customers or suppliers. Participating with competitors in a trade association or in a standards creation body is acceptable when the association has been properly established, has a legitimate purpose and has limited its activities to that purpose.

No employee, agent or contractor shall at any time or under any circumstances enter into an agreement or understanding, written or oral, express or implied, with any competitor concerning prices, discounts, other terms or conditions of sale, profits or profit margins, costs, allocation of product or geographic markets, allocation of customers, limitations on production, boycotts of customers or suppliers, bids or the intent to bid or even discuss or exchange information on these subjects. In some cases, legitimate joint ventures with competitors may permit exceptions to these rules as may bona fide purchases from or sales to competitors on non-competitive products, but the Company's General Counsel must review all such proposed ventures in advance. These prohibitions are absolute and strict observance is required. Collusion among competitors

is illegal, and the consequences of a violation are severe and include disciplinary action up to termination and possible criminal prosecution.

Although the spirit of these laws, known as “antitrust,” “competition,” or “consumer protection” or unfair competition laws, is straightforward, their application to particular situations can be quite complex. To ensure that the Company complies fully with these laws, each of us should have a basic knowledge of them and should involve EMCORE’s Legal Department early on when questionable situations arise.

P. Health, Safety and Environmental Protection

EMCORE is committed to excellence in environmental, health and safety (“EH&S”) performance. It is the Company’s policy to conduct all aspects of our operations in a manner that protects human health and the environment, and that meets or exceeds all applicable laws, regulations and industry codes of practice. All employees must adopt safe work practices, and make sure that they are aware of all legal requirements and EMCORE EH&S policies applicable to their work. Particular care is required in any work involving hazardous or other regulated materials, wastes, or any discharges into the environment. Any doubts about the safety of working conditions or practices, or the applicability or meaning of a particular environmental, health or safety law or policy, should be reported immediately to a supervisor, Human Resources or the person serving as local EH&S coordinator.

Q. Foreign Corrupt Practices Act

EMCORE requires full compliance with the Foreign Corrupt Practices Act (“FCPA”) by all of its employees, consultants, agents, distributors, and resellers. The anti-bribery and corrupt payment provisions of the FCPA make illegal any corrupt offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value to any foreign official, or any foreign political party, candidate or official, for the purpose of:

Influencing any act, or failure to act, in the official capacity of that foreign official or party. Inducing the foreign official or party to use influence to affect a decision of a foreign government or agency, in order to obtain or retain business for anyone, or direct business to anyone.

Payments, offers, promises or authorizations to pay any other person, U.S. or foreign, are likewise prohibited if any portion of that money or gift will be offered, given or promised to a foreign official or foreign political party or candidate for any of the illegal purposes outlined above.

All employees, whether located in the United States or abroad, are responsible for FCPA compliance and the procedures to ensure FCPA compliance. All managers and supervisory personnel are expected to monitor continued compliance with the FCPA to

ensure compliance with the highest moral, ethical and professional standards of the company.

Any action in violation of the FCPA is prohibited. Any employee who becomes aware of apparent FCPA violations should notify the EMCORE Legal Department immediately. Any question or uncertainty regarding compliance with this policy should be brought to the attention of the EMCORE Legal Department.

IV. CODE COMPLIANCE AND REPORTING

A. **Accountability**

At EMCORE we place heavy reliance on individual good judgment, character and common sense, and depend on all employees to review this Code of Business Conduct and Ethics on a regular basis and consult with colleagues, supervisors and other members of management whenever a question regarding conduct under these standards arises. If you are not sure of what the proper thing to do is, speak up and get the advice and guidance you need. Advancement within the EMCORE organization depends to a significant degree on management's assessment of an employee's ability to recognize the issues and conform to the standards explained in this Code. Noncompliance, and in some cases failure to report a violation, can be grounds for disciplinary action, including possible termination of employment and financial restitution.

All employees should receive a copy of this Code of Business Conduct and Ethics upon employment or relocation, at the time of significant promotions and on an annual or other periodic basis. They should be encouraged to read it and ask questions, and new employees and management personnel should be asked to sign an acknowledgment form. The Manager of Human Resources, the General Counsel and other department heads, as well as the manager of each of the Company's business units, will make themselves available to assist with interpretation and guidance.

B. **Duty to Come Forward**

As part of its commitment to honest and ethical behavior, the Company requires all Company directors, officers and employees to report to the Company any actual or apparent violations of law or ethical standards so that they can be investigated and dealt with appropriately. This obligation extends to any instance where one suspects, but is uncertain whether, a violation may be occurring. Failure to comply with the duty to come forward is a violation of this Code of Business Conduct and Ethics and can result in serious disciplinary action, including possible termination of employment or business relationship.

The Company imposes this requirement even on persons who are not directly violating the Company's ethical and legal standards because, anytime anyone fails to live up to our ethical and legal obligations, our Company can be profoundly and adversely affected. Penalties and repercussions from unlawful behavior can be devastating for our

Company and the individuals involved. No one can condone such activities and, therefore, anyone aware of a violation owes a duty to the Company and himself or herself to disclose it. In addition, management is committed to addressing concerns and wants to foster openness with its directors, officers and employees about ethical and legal issues. Thus, the Company encourages all of its directors, officers and employees to report wrongdoing and to ask questions if they have any concerns about compliance with law or this Code of Business Conduct and Ethics.

It is the responsibility of all supervisors to make sure that reported issues of concern are brought to the attention of the appropriate level of management, and where the conduct of supervisory personnel is in question, the appropriate level is top management. It is important to note that discipline also may be imposed upon any supervisory employee whose lack of supervision, diligence or awareness of the provisions of this Code directly or indirectly contributed to such violation, who fails to respond appropriately to a report of a possible violation, or who fails to cooperate with any investigation of a reported possible violation. No retaliation of any kind for good faith reporting of issues or concerns will be tolerated.

C. Reporting of Concerns or Violations

The Company is committed to maintaining a culture of high ethical standards as well as trust and open communication, and it is up to all employees to raise concerns, ask questions, and make sure that they understand these ethical standards. Usually the first place for an employee to go with questions or concerns is to their supervisor, but all employees are also free to raise questions and concerns with the Legal, Human Resources and Finance Departments. If an employee has first-hand, direct information, or other information from any source that they reasonably believe to be credible, indicating that questionable conduct may in fact be taking place in the Company, that employee is strongly encouraged to report that information promptly to EMCORE's General Counsel or Vice President of Human Resources, or, if the matter relates to the type of issues described above under "Sensitive Payments" or "Accuracy of Reports, Records and Accounts," to EMCORE's General Counsel or Chief Financial Officer.

If for any reason an employee is uncomfortable speaking with his or her supervisor or any of the other individuals referred to above, they are encouraged to report the information by mail sent to the attention of those officers at EMCORE corporate headquarters or by telephone to the Company's ethics hotline at **(1-877-874-8416)**; for international calls, at **9-10-800-110-0812**.

EMCORE employees at all levels are prohibited from retaliating against anyone for reporting or supplying information about a concern, even if an allegation made in good faith ultimately turns out to be groundless. However, any employee who deliberately makes a false accusation with the sole purpose of harming or retaliating against another employee or the Company may be subject to disciplinary action. EMCORE's policy protecting against retaliation does not preclude the Company from making lawful and legitimate employment decisions in the ordinary course of business.

Please note that if the reporting employee was involved in activity that is found to violate this Code, the employee will be appropriately disciplined.

D. Confidentiality

Reports will be kept as confidential as possible under the circumstances presented by the report and the Company's obligations under applicable law. If confidential treatment is requested, the name of the party submitting the information will be revealed only to the recipient, the General Counsel, and, if the General Counsel deems appropriate, to Board of Directors or one of its Committees (as well as to other appropriate persons if the General Counsel, the Board of Directors or one of its Committees determine it advisable for proper handling of the report).

E. Investigation of Reported Violations

If management is informed of credible evidence of a violation of this Code of Business Conduct and Ethics, it will consult, as it deems appropriate in the best interests of EMCORE, with EMCORE's General Counsel or other experts or advisors for the purpose of evaluating the gravity and credibility of the information and determining whether further inquiry is necessary or appropriate regarding the possible violation. EMCORE's General Counsel is responsible for overseeing the review and/or investigation of serious reported violations, or for referring such matters to the Board of Directors or one of its independent committees. Investigations of serious matters may be conducted by, or under the supervision of, EMCORE's General Counsel or outside attorneys, and additional expert personnel will be involved if necessary.

All material violations of this Code of Business Conduct and Ethics or matters involving financial or legal misconduct will be reported to the Audit Committee of the Board of Directors on at least a quarterly basis, or more frequently depending upon the level of severity of the violation.

F. Disciplinary Measures

If the Company determines that an employee has violated this Code of Business Conduct and Ethics or any of the laws and regulations that govern our business, appropriate action will be taken. Depending on the nature, severity, and frequency of an employee's violation, EMCORE will take appropriate disciplinary actions up to and including demotion, termination, claims for reimbursement of losses or damages, and civil prosecution. Discipline will be handled fairly and consistently. Violations of the law may also result in criminal penalties.

G. Waivers

The Chief Executive Officer may grant a specific, limited waiver of any provision of this Code of Business Conduct and Ethics for a non-executive employee if he determines, after careful consideration of the circumstances, that such a waiver is in the

best interests of the Company. Waiver of any of the provisions of this Code of Business Conduct and Ethics for an executive officer or a member of the Board of Directors may only be made by the Board of Directors and will be promptly disclosed in accordance with the requirements of applicable law.

CERTIFICATION AND ACKNOWLEDGEMENT

I understand that the Company Code of Business Conduct and Ethics (the “Code”) forms a part of my terms of employment or directorship.

I understand that it is my responsibility to read, understand and keep up to date with the contents of the Code, and to seek clarification or further information if needed.

I understand that breach or violation of the Code may result in disciplinary action including but not limited to termination of my employment or directorship.

I acknowledge that, on the date below, I received a copy of the Code for my review and reference.

I acknowledge that I have been afforded the opportunity to ask any questions I have concerning the content of the Code.

Signature: _____

Date: _____

Name: _____

(Please print)

Sign and deliver to Human Resources for filing in individual personnel file.