

APPLIED OPTOELECTRONICS, INC.
CORPORATE GOVERNANCE GUIDELINES
(Adopted as of December 12, 2021)

I. The Board of Directors

A. *Size of Board*

The number of directors that constitutes the Board of Directors (the “Board”) of Applied Optoelectronics, Inc. (the “Corporation”) will be fixed from time to time pursuant to the Corporation’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws (as amended from time to time). The Nominating and Corporate Governance Committee is responsible for reviewing the advisability or need for any changes in the number and composition of the Board.

B. *Qualification Standards*

Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the Corporation and its stockholders.

The Board will have a majority of directors who are “Independent Directors” as defined by the listing requirements of The NASDAQ Stock Market LLC. Each year, the Nominating and Corporate Governance Committee will review the relationships between the Corporation and each director and will report the results of its review to the Board, which will then determine which directors satisfy the applicable independence standards.

The Nominating and Corporate Governance Committee is responsible for identifying individuals qualified to become Board members. Nominees for directorship will be identified by the Nominating and Corporate Governance Committee in accordance with the policies and principles in, or established pursuant to, its charter.

C. *Director Responsibilities*

The basic responsibility of each director is to exercise his or her business judgment to act in what he or she reasonably believes to be in the best interests of the Corporation and its stockholders. In discharging this obligation, directors should be entitled to rely on the honesty and integrity of the Corporation’s senior executives and its outside advisors and auditors.

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are 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 before the meeting, and directors should review these materials in advance of the meeting.

D. Service on Other Boards

No director may serve on the board of directors of any other public companies, unless otherwise determined by the Nominating and Corporate Governance Committee upon review of a director's commitments, in order to avoid any potential conflicts of interest.

In advance of accepting an invitation to serve on another public company board, directors should advise the Chairperson of the Nominating and Corporate Governance Committee to allow an assessment to be made of, among other things, the potential impact of such service on the director's time and availability, potential conflict of interest issues and the director's status as an independent director. No director may accept any such invitation without first obtaining the approval of the Nominating and Corporate Governance Committee.

E. Chairperson of the Board

The Board has no policy with respect to the separation of the offices of Chairperson and Chief Executive Officer. The Board believes that this issue is part of the succession planning process and that it is in the best interests of the Corporation for the Board to make a determination regarding this issue each time it appoints a new Chief Executive Officer and during times of transition.

F. Meetings of the Board

The Chairperson of the Board will establish the agenda for each Board meeting. At the beginning of the year, the Chairperson of the Board will establish a schedule of agenda subjects to be discussed during the year (to the degree this can be foreseen). Each director is free to suggest the inclusion of items on the agenda. Each director is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

At each regularly scheduled Board meeting, the Chief Financial Officer shall meet with the Board and provide a report as to the Company's financial condition and prospects, including, but not limited to, a discussion of all reasons for material increases in expenses and liabilities, if any, and material decreases in revenues and earnings, if any, management plans for ameliorating or reversing such negative trends and the success or failure of such plans presented in the past. The Chief Executive Officer, Chief Financial Officer and Chief Compliance Officer shall make reports to the Board regarding their respective areas of responsibility at least quarterly and shall meet at least quarterly with the Board.

G. Meetings of Independent Directors

The independent directors will have regularly scheduled meetings, as appropriate and as may be required, in executive session. If the roles of Chairperson and Chief Executive Officer are combined, the Board will consider the prudence of appointing a lead independent director from time to time. Either the name of the director responsible for presiding at all the meetings of the independent directors or, if the same person does not preside at every meeting, the procedure by which the directors charged with presiding are selected will be disclosed in the Corporation's proxy statement for its annual meeting of

stockholders or, if the Corporation does not file an annual proxy statement, in its Annual Report on Form 10-K.

H. Board Interaction with External Constituencies

The Board believes that the management speaks for the Corporation. As such, individual directors will not meet or otherwise directly communicate with stockholders, research analysts, vendors, the press or other external constituencies on behalf of the Corporation unless the communication is (1) requested by the Chairperson of the Board, the Chief Executive Officer or the full Board or (2) required to discharge his or her duties as set forth in committee charters.

I. Annual Performance Evaluation of the Board

The Nominating and Corporate Governance Committee will lead the Board in its annual performance review.

J. Board Member Attendance at the Annual Meetings of Stockholders

Directors are encouraged to attend the Corporation's annual meeting of stockholders.

K. Stockholder Communications with Directors

The Board welcomes communications from the Corporation's stockholders and other interested parties. Stockholders and any other interested parties may send communications to the Board, any committee of the Board, the Chairperson of the Board or any other director in particular to:

Applied Optoelectronics, Inc.
13139 Jess Pirtle Blvd.
Sugar Land, TX 77478
Attention: General Counsel

Stockholders and any other interested parties should mark the envelope containing each communication as "Stockholder Communication with Directors" and clearly identify the intended recipient or recipients of the communication. The Corporation's General Counsel will review each communication received from stockholders and other interested parties and will forward the communication, as expeditiously as reasonably practicable, to the addressees if: (1) the communication complies with the requirements of any applicable policy adopted by the Board relating to the subject matter of the communication; and (2) the communication falls within the scope of matters generally considered by the Board. To the extent the subject matter of a communication relates to matters that have been delegated by the Board to a committee or to an executive officer of the Corporation, then the Corporation's General Counsel may forward the communication to the executive officer or chairperson of the committee to which the matter has been delegated. The acceptance and forwarding of communications to the members of the Board or an executive officer does not imply or create any fiduciary duty of the Board members or executive officer to the person submitting the communications. The General Counsel reserves the

right not to forward to Board members any abusive, threatening or otherwise inappropriate materials.

II. Committees of the Board of Directors

A. Committees

The Board will have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. However, the Board may, from time to time, establish and maintain additional committees as necessary or appropriate. Committee members will be appointed by the Board upon recommendation of the Nominating and Corporate Governance Committee, with consideration given to the desires of individual directors.

All of the members of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee must satisfy the independence and experience requirements detailed in their respective committee charters. The Board will determine which directors qualify as independent, disinterested, non-employee or outside directors under applicable standards.

B. Committee Charters

Each committee will have its own charter. The charters will set forth the authority and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will evaluate its performance.

C. Committee Meetings

Each committee shall meet as required either on the dates of regular Board meetings or in special meetings as appropriate.

D. Annual Performance Evaluation of the Committees

The Nominating and Corporate Governance Committee will lead the Board in the annual review of the effectiveness of the operation of the Board's committees.

III. Director Access to Independent Advisors and Management

The Board and each committee has the power to hire legal, financial or other experts and advisors as it may deem necessary, without consulting or obtaining the approval of any officer of the Corporation in advance, and at the Corporation's reasonable expense.

Directors have full and free access to officers and employees of the Corporation. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Corporation.

IV. Review of Governance Policies

The Nominating and Corporate Governance Committee periodically will review and reassess the adequacy of these Guidelines and recommend any proposed changes to the Board for approval. In addition, the Nominating and Corporate Governance Committee will consider any other corporate governance issues that arise from time to time and will develop appropriate recommendations for the Board.

V. Posting Requirement

The Corporation should post these Guidelines, the charters of each Board committee and the Corporation's Code of Business Conduct and Ethics on the Corporation's website as required by applicable rules and regulations. In addition, the Corporation should disclose in its proxy statement for its annual meeting of stockholders or, if the Corporation does not file a proxy statement, in its Annual Report on Form 10-K, that a copy of each document is available on the Corporation's website and provide the website address.