

**AMENDED AND RESTATED CHARTER
OF THE DISCLOSURE COMMITTEE
OF
APPLIED OPTOELECTRONICS, INC.**

(Adopted on December 12, 2021)

PURPOSE:

The purpose of the Disclosure Committee of Applied Optoelectronics, Inc. (the “*Company*”) is to consider the materiality of information and to determine the Company’s disclosure obligations with respect to such information, with the goal of ensuring that the information that the Company is required to disclose in the Company’s reports furnished or filed under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission (“*SEC*”) rules and forms, and that such information is accumulated and communicated to the Company’s chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure. In furtherance of this purpose, the Disclosure Committee shall design, adopt and implement procedures and standards in connection with the information-gathering and reporting process, including those set forth below.

COMMITTEE MEMBERSHIP AND ORGANIZATION:

- The Disclosure Committee is established pursuant to the authority of the chief executive officer and chief financial officer and is intended to follow the suggestion of the SEC that is contained in SEC Release No. 33-8124, 34-46427 “Certification of Disclosure in Companies’ Quarterly and Annual Reports” to establish a disclosure committee.
- The Chairperson (the “*Chairperson*”) shall be the chief financial officer. The Chairperson shall chair the Disclosure Committee and shall be responsible for setting the agenda of the Disclosure Committee at its meetings (or at any meeting of a subgroup of the Disclosure Committee), coordinating the activities of the Disclosure Committee, and implementing the information gathering processes in accordance with the requirements of this charter within the various business units or departments of the Company. In addition, the Chairperson shall report any concerns regarding disclosure issues to the Audit Committee, including any attempt by an employee, director, or consultant to improperly influence the Disclosure Committee.
- The Disclosure Committee shall be comprised of the personnel of the Company performing the following functions (if applicable), including the Chairperson: Chief Financial Officer, General Counsel, Chief Strategy Officer, Chief Compliance Officer, the Senior Vice President and General Manager of North America, the Senior Vice President and General Manager of Asia, the Vice President of Finance and Controller, and any other Company representatives appointed to the Disclosure Committee by the chief executive officer or chief financial officer. Representatives of the Company’s outside counsel, representatives of the Company’s independent auditors and other personnel of the Company or representatives of its outside advisors may be invited to attend meetings of the Disclosure Committee, as the Disclosure Committee deems necessary or appropriate in performing its functions.

- Changes to the membership of the Disclosure Committee shall be determined by the Chairperson and approved by the chief executive officer or the chief financial officer as necessary in light of changes in the Company's business, operations, organization or management.

COMMITTEE RESPONSIBILITIES AND AUTHORITY:

- Design, adopt and implement appropriate procedures and standards and monitor these procedures and standards with the goal of ensuring accurate and timely collection of information for inclusion into the Company's periodic and current SEC reports and the Company's quarterly earnings press releases and related scripts for earnings calls.
- Establish and review timelines relating to the preparation and filing of the Company's quarterly earnings press releases and periodic SEC reports.
- Establish as appropriate standards and procedures to ensure relevant Company personnel timely report to the Disclosure Committee information potentially requiring disclosure.
- Establish responsibility and lines of communication throughout the Company's operations and business units for collecting relevant information on a timely basis, including making periodic inquiries with relevant Company personnel possessing information potentially requiring disclosure.
- Meet periodically to discuss matters potentially requiring disclosure in periodic SEC reports, current SEC reports or otherwise.
- Coordinate, as necessary, and establish controls and other procedures for the review of quarterly earnings press releases, earnings call scripts and periodic SEC reports with the chief executive officer and chief financial officer, the Company's independent auditors, outside counsel and the Audit Committee of the Board of Directors of the Company (the "*Audit Committee*").
- Meet (as a full committee or as a smaller team which is a subset of the Disclosure Committee) periodically during the preparation of quarterly earnings press releases, earnings call scripts and periodic SEC reports to discuss and review disclosure matters and filings made by the Company with the goal of ensuring completeness and accuracy of content.
- Periodically report to the chief financial officer and to the chairperson of the Audit Committee on disclosure issues and the Disclosure Committee's findings regarding the effectiveness of its procedures and standards, including any weaknesses identified therein or in the Company's disclosure controls and procedures generally. The Disclosure Committee also will coordinate, as necessary from time to time, with the Company's independent auditors, outside counsel, and the Audit Committee.

MEETINGS:

It is anticipated that the Disclosure Committee will hold periodic meetings as directed by the chief executive officer and the chief financial officer or as the Disclosure Committee otherwise deems appropriate, but in no event shall the Committee meet less than four times per calendar year.

The Disclosure Committee shall hold regular meetings prior to the preparation and filing of the Company's annual financial statements, and additional meetings from time to time as directed by the Chairperson. The Chairperson shall meet with the Audit Committee at least once each quarter and more frequently, if necessary, to discuss the disclosure function and any specific disclosure issues of particular importance.