



## **Procedure For Submitting Shareholder Nominations to the Board of Directors**

The Nominating and Corporate Governance Committee will consider shareholder nominations to the Board of Directors which are sent in writing to the Nominating and Corporate Governance Committee c/o Corporate Secretary at Applied Optoelectronics, Inc., 13115 Jess Pirtle, Blvd, Sugar Land, TX 77478 no later than the date specified in the Company's bylaws by which a shareholder must give notice of a matter that he or she wishes to bring before the Company's Annual Meeting of Shareholders. In order to have a candidate considered by the Governance Committee, shareholders must submit the following information (1) the name of the shareholder and evidence of the shareholder's ownership of the Company's stock, including the number of shares owned and the length of time of ownership and (2) the name of the candidate, the candidate's resume or a listing of his or her qualifications to be a director of the Company and the candidate's consent to be named as a director if selected by the Nominating and Corporate Governance Committee and nominated by the Board of Directors. The Committee will also assure that the Company shall have a majority of directors who meet the criteria for "independence" required by the NASDAQ Stock Market. In order to qualify a director candidate as independent, the Committee shall affirmatively determine that the director candidate has no material relationship with the Company (directly or as a partner, shareholder or officer of an organization that has a relationship with the Company).

In considering Board of Director candidates submitted by stockholders, the Nominating and Corporate Governance Committee will take into consideration the needs of the Board of Directors and also the qualifications of the candidate. The Nominating and Corporate Governance Committee may also take into consideration the number of shares held by the recommending stockholder and the length of time that such shares have been held.

The Nominating and Corporate Governance Committee shall generally ensure that the minimum qualifications for serving as a director of the Company are that a nominee demonstrate, by significant accomplishment in his or her field, an ability to make a meaningful contribution to the Board of Director's oversight of the business and affairs of the Company and have an impeccable record and reputation for honest and ethical conduct in both his or her professional and personal activities. In addition, the Nominating and Corporate Governance Committee shall examine a candidate's specific experiences and skills in light of the needs of the Company and the Board of Directors; time availability in light of other commitments; potential conflicts of interest and independence from management and the Company. The Nominating and Corporate Governance Committee shall also identify potential nominees by asking current directors and executive officers to notify the Committee if they become aware of persons meeting the criteria described above, who might be available to serve on the Board of Directors. The Committee shall seek director candidates from diverse professional backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity. From time to time, the Nominating and Corporate Governance Committee also may engage firms that specialize in identifying director candidates.

Once a person has been identified by the Nominating and Corporate Governance Committee as a potential candidate, the Committee may collect and review publicly available information regarding the person to assess whether the person should be considered further. If the Nominating and Corporate Governance Committee determines that the candidate warrants further consideration, the Chairman or another member of the Committee shall contact the candidate directly. Generally, if the candidate expresses a willingness to be considered and to serve on the Board of Directors, the Nominating and Corporate Governance Committee shall request further information from the candidate, review the person's accomplishments and qualifications, including in light of any other candidates that the Committee might be considering, and conduct one or more interviews with the candidate. In certain instances, Nominating and Corporate Governance Committee members may contact one or more references provided by the candidate or may contact other members of the business community or other persons that may have greater first-hand knowledge of the candidate's accomplishments to assist in the evaluation process. The Committee's evaluation process shall not vary based on whether or not a candidate is recommended by a stockholder, although, as stated above, the Committee may take into consideration the number of shares held by a recommending stockholder and the length of time such shares have been held.