

EMCORE CORPORATION
CHARTER OF THE STRATEGY AND ALTERNATIVES COMMITTEE OF
THE BOARD OF DIRECTORS

(Amended January 10, 2024)

I. Purpose

The purpose of the Strategy and Alternatives Committee (the “Committee”) of the Board of Directors (the “Board”) of EMCORE Corporation (the “Company”) is to (i) conduct a business review of the Company’s operational performance, cost structure and related margin improvement opportunities, portfolio composition, organizational structure as well as exploring all other available shareholder value creation levers, (ii) oversee the Company’s strategic plan working with management to define and set strategic goals and expectations for the Company, (iii) evaluate strategic opportunities and alternatives available to the Company, including potential mergers, acquisitions, divestitures and other key strategic transactions outside the ordinary course of the Company’s business (“Potential Transactions”), (iv) make recommendations to the Board from time to time with respect to the foregoing, and (v) exercise the other responsibilities and duties as set forth herein. The responsibilities and duties delegated by the Board to the Committee in this Charter shall be exercised and carried out by the Committee as it deems appropriate and in a manner consistent with this Charter and the provisions of the Company’s bylaws that are applicable to the Committee.

Except as set forth in this Charter, including with respect to the retention of legal, financial or other advisors, unless other authority is delegated by the Board, the Committee shall be an advisory body and shall not have authority to enter into transactions or otherwise bind the Company.

II. Organization, Committee Membership and Meetings

1. The Committee shall be comprised of at least two members of the Board, with the exact number to be designated from time to time by the Board, and in accordance with the terms of that certain Cooperation Agreement, dated as of January 10, 2024, by and between Bradley L. Radoff, The Radoff Family Foundation and the Company (the “Cooperation Agreement”) for so long as the Cooperation Agreement remains in effect. Each member of the Committee shall satisfy the independence requirements of the NASDAQ Stock Market LLC and any other membership guidelines established by the Board, in each case as determined by the Board in its business judgment.
2. Subject to the Cooperation Agreement, the members of the Committee may be removed and/or replaced by the Board at any time with or without cause. Jeffrey R. Roncka shall serve as the Chairperson of the Committee at least until the end of the Standstill Period (as defined in the Cooperation Agreement). If Mr. Roncka resigns as Chairperson for any reason, a replacement Chairperson shall be selected by the unanimous approval of the remaining members of the Committee. The Chairperson shall chair all regular sessions of the Committee and shall set the agenda for each meeting of the Committee. In setting the agenda for each meeting, the Chairperson shall take into account in good faith the input from all other Committee members.
3. The Committee shall meet at least once per quarter and as otherwise necessary to enable it to fulfill its responsibilities and duties as set forth herein. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action by written consent, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board in accordance with the bylaws of the Company. The Committee may, at its discretion, invite members of the Company’s management or others to attend Committee

meetings. All directors that are not members of the Committee may attend and observe meetings of the Committee unless otherwise determined by the Committee, but will not be entitled to vote.

4. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the corporate minute book of the Company.

III. Committee Duties and Responsibilities

The Committee shall have the following responsibilities and duties:

1. Review the Company's operational performance, including the Company's cost structure and opportunities to drive sustainable and consistent improvement in profit margins;
2. Review the Company's strategic plan, including its portfolio composition of businesses, and evaluating and making recommendations to management and the Board regarding potential value enhancing opportunities relative to the current configuration of such businesses;
3. Review the Company's cash flow, capital expenditures and overall capital allocation, including opportunities for optimal shareholder capital return;
4. Review the Company's organizational structure, personnel and reporting lines;
5. Review the external environment in terms of the economy, competition and technology and its impact on the Company's strategy and execution;
6. Review the Company's progress regarding the implementation of its strategic, financial and operational growth plans;
7. Establish, approve, modify, monitor and direct the processes and procedures related to a review of the strategic alternatives available to the Company;
8. Solicit expressions of interest or other proposals for Potential Transactions and alternative transactions and respond to any communications and inquiries related thereto;
9. Review and evaluate such expressions of interest or other proposals and make recommendations to the Board as to whether to pursue any Potential Transaction or any alternative transaction;
10. Upon approval by the Board, pursue a Potential Transaction or alternative transaction, negotiate the terms and conditions of such Potential Transaction or alternative transaction, and participate in negotiations regarding definitive agreements with respect thereto; and
11. Perform any other activities or responsibilities as may be delegated to the Committee, from time to time, by the Board.

Nothing contained in this Charter shall require or otherwise obligate the Committee to take any action, and the Committee need not take any action whatsoever if it deems it so advisable.

IV. Advisors

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities and duties as described above, and may retain legal, financial or other

advisors, at the expense of the Company. In addition, the Committee shall have access to the Company's management and personnel who shall be directed to provide the Committee any and all information requested by the Committee which relates to or could have an impact upon the Committee's evaluation of any Potential Transaction or any alternative transaction.

V. Other Matters

Nothing in this Charter shall expand the duties and liabilities of any directors or officers of the Company beyond any duties and liabilities otherwise imposed by law.

Notwithstanding anything to the contrary herein, matters relating to composition of the Committee and amendments to this Charter, and certain other matters, are subject to the terms and provisions of the Cooperation Agreement for so long as the Cooperation Agreement remains in effect.