

**CHARTER FOR THE
COMPENSATION COMMITTEE
OF
PLANTRONICS, INC.**

(Approved at the June 19, 2014 Compensation Committee Meeting)

I. PURPOSE:

1. The purpose of the Compensation Committee of the Board of Directors (the “Board”) of Plantronics, Inc. (the “Company”) shall be to discharge the Board's responsibilities relating to compensation of the Company's CEO, the CEO's direct reports, and other Section 16 Officers who do not report to the CEO. The Compensation Committee has overall responsibility for evaluating and approving the CEO's, and the CEO's direct reports' compensation plans, policies and programs.
2. The Compensation Committee shall prepare the report of the Compensation Committee required to be included in the Company's proxy statement in compliance with the rules and regulations of the Securities and Exchange Commission (“SEC”).

II. COMMITTEE MEMBERSHIP AND ORGANIZATION:

1. The Compensation Committee shall consist of no fewer than two members. The members of the Compensation Committee shall meet the (i) independence requirements of the listing standards of the New York Stock Exchange (“NYSE”) for members of the Compensation Committee, (ii) non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, (iii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended, and (iv) such other laws, rules or regulations deemed applicable from time to time.
2. The members of the Compensation Committee will be appointed by the Board. Compensation Committee members will serve at the discretion of the Board.

III. COMMITTEE RESPONSIBILITIES AND AUTHORITY:

1. The Compensation Committee shall review and approve CEO compensation in light of established corporate goals and objectives, will evaluate the CEO's performance in light of those goals and objectives, and will determine and approve the CEO's compensation level based on this evaluation. The Compensation Committee shall share their determinations regarding CEO compensation and CEO performance with the Board as a whole.
2. The Compensation Committee shall annually review and approve the CEO's (a) annual base salary, (b) annual incentive bonus, including the specific performance metrics or criteria and amounts, (c) equity compensation, (d) employment agreements, severance arrangements, and change in control agreements/provisions, and (e) any other benefits, compensation or related arrangements. For the CEO's direct reports, the Compensation Committee shall have the authority to approve items (a) through (e) in the previous sentence. In determining the long-term incentive component of CEO compensation, the Compensation Committee will consider, among other things, the Company's performance and relative shareholder return,

the value of similar incentive awards to CEO's at comparable companies and the awards given to the Company's CEO in past years.

3. The Compensation Committee shall be responsible for approving and administering incentive compensation plans and equity-based plans as they deem appropriate for the CEO, the CEO's direct reports, other Section 16 Officers who do not report directly to the CEO and for the Associates of the Company as a whole.
4. The Compensation Committee shall oversee the use of Company stock in the Company's equity plans including, but not limited to, the 2003 Stock Plan and the 2002 Employee Stock Purchase Plan, and may reserve shares of the Company's stock for issuance pursuant to such equity plans.
5. The Compensation Committee may delegate authority to make grants of certain shares under the 2003 Stock Plan to persons other than Section 16 officers and directors to the Chair of the Compensation Committee, the Management Equity Committee ("MEC") consisting of the President and CEO, the Sr. Vice President and CFO, the Senior Vice President of Human Resources and the Vice President of Legal, General Counsel and Secretary or any other subcommittee of the Compensation Committee as the Compensation Committee deems appropriate in accordance with applicable law.
6. The Compensation Committee will receive and review quarterly summaries regarding the granting of equity awards as prepared by the Company. These reports will include information on all awards made by the Chair of the Compensation Committee, the MEC, or any other subcommittee of the Compensation Committee under the authority delegated to them as well as all awards authorized by the Committee itself.
7. The Committee shall oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NYSE rules that, with limited exceptions, stockholders approve equity compensation plans.
8. The Compensation Committee is also responsible for reviewing and discussing the Compensation Discussion and Analysis ("CD&A") with management and, based on such review and discussion, recommending the CD&A for inclusion in the Company's annual report on Form 10-K and proxy statement.
9. The Compensation Committee may form and delegate authority to subcommittees as and when it deems appropriate.
10. The Compensation Committee shall make regular reports to the Board.
11. The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
12. The Compensation Committee shall annually review its own performance.
13. The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant, independent legal counsel or other advisor, taking into

consideration all factors relevant to such advisor's independence from management, including such factors set forth in the applicable rules of the SEC and the NYSE, provided, however, that the Compensation Committee is not required to conduct an independence analysis with respect to internal legal counsel or any compensation consultant, legal counsel or other advisor whose role is limited to matters for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K (or any applicable successor regulation). The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the Compensation Committee.

14. The Company will provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other advisor retained by the Compensation Committee.