

POET TECHNOLOGIES INC
(the “Company”)

POSITION DESCRIPTION
MEMBER OF THE BOARD (“DIRECTOR”)

The Member should proactively participate with fellow directors and senior management to help guide the Company’s continued growth. The ideal Member is capable of adding value to the Company and Board governance. He/she is known for their team-building expertise and proactive nature around people. The expectation of Board members is to provide an accomplished resource that will have an impact on the business and contribute to shareholder value.

RESPONSIBILITIES

In addition to carrying out the customary corporate governance responsibilities, the Member, together with fellow directors, should:

1. Effectively collaborate with other Members in providing objective guidance and counsel on critical strategic, financial, and policy issues to the CEO and other senior executives of the Company;
2. Drive continued support and consensus amongst the directors for the Company’s vision;
3. Develop strategies that are designed to result in the Company’s operations and finances functioning in a consistently more efficient and effective manner;
4. Challenge others to continuously identify opportunities to improve the Company’s competitive position in its market and industry;
5. Provide sound management advice and counsel to the CEO;
6. Foster the highest professionalism and quality decision making that focuses on the interests of the Company’s shareholders;
7. Prepare for Board meetings and serve as an active participant; and
8. Maintain confidentiality regarding Board sessions and proprietary company information.

EXPERIENCE, QUALIFICATIONS AND ATTITUDE:

1. The Member should have had executive responsibility within one or more of the following technology sectors: semi-conductor design and manufacturing, optical components and optical module design and manufacturing, data networking, network equipment and/or finance.
2. Certain members, but not necessarily all, should have:
 - a. functional expertise in go-to-market strategies;
 - b. exposure to multiple business models, technologies and products and understand the importance of processing of intellectual property; and
 - c. strong product vision (a keen sense of where the optical module industry is going and evolving).
3. The Member should have experience acquiring and integrating companies.
4. The Member should be independent-minded while at the same time maintaining a collegial and thoughtful countenance in dealing with fellow Board members and management.

Meetings are typically held via video conferencing. At least once per year in person in a location to be agreed among the Members and management.

Approved by the Board of Directors May 10, 2022