

**CIENA CORPORATION**  
**CHARTER OF THE**  
**GOVERNANCE AND NOMINATIONS COMMITTEE**

**Revised December 2023**

**MISSION**

The Governance and Nominations Committee (the “**Committee**”) is a standing committee of the Company’s Board of Directors (the “**Board**” or “**Board of Directors**”). Its mission is to assist the Board in fulfilling its oversight responsibilities by reviewing and recommending corporate governance policies, practices and procedures, establishing and recommending policies regarding corporate conduct and ethics, identifying individuals qualified to become members of the Board, recommending director nominees for each annual meeting of the Company’s stockholders, nominating candidates to fill vacancies on the Board, and undertaking such other duties and responsibilities set forth in this Charter or as otherwise delegated by the Board of Directors.

**MEMBERSHIP**

The Committee shall consist of at least three members of the Board, all of whom shall be “independent” as defined by any applicable laws and the listing requirements of the New York Stock Exchange. The members shall be appointed by vote of the full Board at the regular meeting of the Board that falls closest to the date of the annual meeting of stockholders, and may be replaced or removed by the Board at any time in the Board’s sole discretion. The Board shall appoint one member of the Committee to act as its Chair.

**DUTIES AND RESPONSIBILITIES**

The Committee shall have the following duties and responsibilities:

*Governance*

- Serve as a forum for ideas and suggestions to implement proposed changes in corporate governance and improve the quality of stewardship provided by the Board through developing and recommending to the Board policies and procedures regarding the governance of the Company and periodically reviewing the Company’s Principles of Corporate Governance, recommending any appropriate or advisable changes to the Board for review and approval.
- Periodically review and make recommendations pertaining to the leadership structure of the Board, including the relative roles and responsibilities of the Chair, Lead Independent Director and Chief Executive Officer, as applicable.
- Periodically review and make recommendations to the Board of Directors, as appropriate, concerning (i) the size and composition of the Board, (ii) the size and composition of each standing committee of the Board and (iii) the frequency of meetings of the Board and its committees.

- Periodically review all charters of the standing committees of the Board; recommend changes in the number, function or membership of the committees as appropriate; and recommend and select directors to serve on ad-hoc Board committees as required to deal with situational issues.
- Annually review and assess the qualifications, experience, attributes and skills of director nominees and incumbent directors. The Committee shall assess the contributions of incumbent directors eligible for nomination for a further term, including in light of the qualifications for director nominees determined by the Board or the Committee as well as other perceived needs of the Board.
- Oversee and review the Company's processes for providing information to the Board with a view toward assuring that matters appropriate to the Board's consideration are identified and brought to its attention.
- Consider and make recommendations regarding continuing education and training for members of the Board, including an orientation process for new directors.
- Facilitate the Board's oversight of stockholder engagement practices with management; consider feedback, if any, from stockholders regarding corporate strategy and environmental, social and governance matters; and make recommendations, as appropriate, to the Board regarding such matters.
- Oversee the Company's executive management-level Sustainability Leadership Committee, including in the execution of the Company's sustainability strategy and programming, the development and monitoring of goals, and the adequacy and accuracy of the Company's reporting and related data.
- Review stockholder proposals as appropriate, including proposals relating to corporate governance, and make recommendations to the Board regarding the appropriate response, if any, regarding such proposals.
- Determine the frequency of any stockholder advisory vote on the Company's executive compensation program or other compensation-related matters, taking into consideration the results of any applicable stockholder vote in coordination with the Compensation Committee.

### ***Conduct and Ethics***

- Establish and periodically review and make recommendations regarding policies regarding business arrangements (other than compensation for services in the capacity of officer or director) between the Company and its officers and directors or their affiliates, and any other relationships between a director and the Company or a third party which create the appearance or reality of a current or potential conflict of interest.
- Conduct an annual review and assessment of the Company's Code of Business Conduct and Ethics and Code of Ethics for Directors, and make recommendations to the Board for review and approval with respect to any changes to the same.

## *Nominations*

- Develop and use criteria, in addition to the criteria specified in the Company's Principles of Corporate Governance, for establishing and maintaining a balanced board of directors that is composed of individuals representing a diversity of requisite skills, perspectives, personal and professional experiences and backgrounds, and other differentiating characteristics, which are relevant both to the Company's business and operations and to service on the Board. The Committee will take reasonable steps to include diverse candidates with respect to gender, ethnicity, race, nationality and age, in the context of the needs of the Board, in the pool of potential candidates under consideration to be nominees. In considering nominees for the Board, and the composition of the Board, the Committee shall also consider the various rules and regulations of the New York Stock Exchange and the Securities and Exchange Commission, as well as the personal and professional ethics, integrity, ability to devote sufficient time to attendance and preparation for Board meetings and values of the individual nominees.
- Identify, screen and recommend to the Board candidates to fill vacancies on the Board or for election at the Company's next annual meeting of stockholders, including renominations of members whose terms are due to expire, all consistent with the criteria approved by the Board. The Committee shall consider potential director candidates recommended by the stockholders of the Company in accordance with the procedures set forth in the Company's organizational documents, proxy statement and applicable law. As part of these responsibilities and subject to applicable law, the Committee shall be responsible for conducting any and all inquiries, including as set forth in the Company's organizational documents, into the background and qualifications of any candidate for the Board and such candidate's compliance with independence and other qualification requirements determined by the Board or the Committee.
- The Committee shall recommend to the Board all nominees to be proposed by the Company for election to the Board, as well as actions with respect to individuals nominated by third parties. The Committee shall also recommend to the Board whether to accept any resignation tendered by a director, as required by the Company's Principles of Corporate Governance, including the required irrevocable resignation submitted as a condition of nomination.

## *Reviews and Oversight*

- Oversee, review and discuss the Board's annual self-assessment of its performance and overall effectiveness, and that of each of its standing committees.
- Recommend criteria and establish procedures for and conduct an annual review of the performance of the Board and the skills, training, background, experience, diversity, temperament and other characteristics of its individual members, and report to the Board on the results of the review.
- Oversee, review and discuss the Company's management of risks related to corporate governance and compliance, and the independence and composition of the Board.

- Annually review and assess the allocation of responsibility for risk oversight among the Board and each of its standing committees.
- As directed by the Board and with the assistance of the Chief Executive Officer, review and assess the Company's succession plans for the Chief Executive Officer and other officers and senior executives of the Company, including emergency succession plans, and discuss with and make recommendations to the Board as necessary.
- Annually review and assess the performance of the Committee and recommend to the Board such changes in its composition, charter, or manner of operation as may be necessary to assure that it carries out its responsibilities effectively.
- Perform such other duties delegated by the Board, including any activities relating to the Board's oversight of risk.
- Perform such additional activities as the Board of Directors or Committee deems appropriate.

## **MEETINGS**

The Committee shall meet at such times and as often as it determines to be necessary or appropriate in its sole judgment. Other directors or persons who are not members of the Committee may be invited periodically to attend meetings as appropriate and at the discretion of the Committee; however, the Committee is expected to function independently and will have the right, in the discretion of the Committee Chair, to meet on its own without other Board members or other persons present. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Meetings of the Committee may be held in person, telephonically or by other electronic means.

## **ACTION BY COMMITTEE**

All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held (or where only two members are present and constitute a quorum, by unanimous vote). Any decision or determination of the Committee reduced to a writing and signed by all of the members of the Committee (including by means of electronic communication) shall be as fully effective as if such decision or determination had been made at a meeting duly called and held.

## **AGENDA AND REPORTING**

The Committee Chair shall be responsible for establishing agendas for meetings of the Committee. An agenda, together with the materials relating to the subject matter of each meeting, shall be sent to the members of the Committee prior to each meeting. Minutes of the Committee's meetings shall be circulated to the members of the Committee for their review and approval prior to finalization. The Committee shall maintain written minutes of its meetings. The Committee shall prepare and, through its Chair, submit periodic reports of the Committee's work and findings to the Board; the Committee shall include recommendations for Board actions when appropriate.

## **AUTHORITY**

The Committee shall have the authority and resources to retain, oversee and terminate special legal, accounting or other consultants to advise the Committee, including external search firms to assist in identifying director and CEO candidates. The Company will pay the fees and expenses associated with all advisors to the Committee. The Committee may request any officer or employee of the Company or any outside counsel or consultants to meet with any members of the Committee.

The Committee may form and delegate authority to one or more subcommittees and may delegate authority to one or more designated members of the Committee as it determines appropriate.

The Committee shall have the authority to determine the appropriate funding (which shall be supplied by the Company at the request of the Committee) for the payment of compensation to any Consultants engaged by the Committee and for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

## **STAFF**

The Corporate Secretary shall provide the Committee such staff support as it may require.

## **DISCLOSURE**

This Charter, as amended from time to time, shall be posted on the Company's website. The Company shall state in its annual proxy statement, or annual report, that this Charter is available on the Company's website and provide the website address.