

CIENA CORPORATION
BOARD OF DIRECTORS

Call meetings of the independent directors;

Serve as principal liaison on Board-wide issues between the independent directors and the Executive Chair;

Assess the quality, quantity and timeliness of information sent to the Board as well as meeting agenda items;

Assess meeting schedules to assure that there is sufficient time for discussion of all agenda items;

Recommend to the Executive Chair the retention of outside advisors and consultants who report directly to the Board on Board-wide issues;

If requested by stockholders, ensure that he/she is available as the Board's liaison, when appropriate, for consultation and direct communication;

Assist the Governance and Nominations Committee in guiding both the Board's annual self-assessment and the CEO succession planning process; and

Carry out other duties as requested by the Board or any of its committees.

Board Leadership Structure and Selection of Chair and CEO

The Board elects its Chair and appoints the Company's CEO according to its view of what is best

The cash portion of the directors' compensation consists of an annual retainer, which is intended to compensate the outside directors for participating in Board and standing committee meetings and other work they perform between regular meetings, including interactions with the CEO and other officers. In recognition of their added responsibilities, the lead independent director and chairpersons of the Board's standing committees receive supplemental retainers. Directors also receive additional meeting fees should the Board or any standing committee thereof participate in an unusually high number of meetings in a given year.

Orientation and Continuing Education

Members of the Board are selected with attention to their diverse professional backgrounds and experience. In addition to their individual professional expertise, it is important that members of the Board be knowledgeable about the Company and its business. They should also be familiar with the duties and responsibilities of directors of public companies and emerging practices in corporate governance.

Presentations on, and discussions of, various aspects of the Company and its business are a significant part of each regular Board meeting. Various members of the Company's management are called on to make presentations, which allows the Board to become familiar with the leadership talents in the Company. From time to time, the Company provides Board members with product demonstrations, facilities tours, and other special presentations intended to deepen their familiarity with the Company and its industry.

Board members are encouraged to attend seminars, conferences, and other continuing education programs designed especially for directors of public companies, including, specifically, accredited director education programs, which may be attended at the Company's expense during service on the Board. Although most of the outside directors have significant experience on boards of directors, participation in such programs is helpful to keep them abreast of current developments in the evolving area of corporate governance and other matters relevant to their service on the Board.

Voting for Directors

Directors are elected in accordance with the Company's Certificate of Incorporation and Bylaws. Generally, director elections require the approval of a majority of stockholder votes cast (in which the "for" votes exceed "against" votes). In Contested Elections (as defined in the Bylaws), however, the Company applies a plurality vote standard.

As a condition of their nomination and in accordance with the Company's Bylaws, incumbent directors and director nominees are required to submit to the Board an irrevocable resignation that becomes effective only if (i) that person fails to receive a majority vote in an election; and (ii) the Board of Directors accepts that person's resignation.

Should any director fail to receive a majority of the votes cast in an election (that is not a Contested Election), the Governance and Nominations Committee will promptly consider the resignation and recommend to the Board whether to accept or reject it, or whether other action should be taken. In making its recommendation, the Governance and Nominations Committee

will consider all factors it considers relevant

The Board oversees and reviews management’s strategy, approach and any applicable enterprise-wide, publicly announced goals toward environmental, social and governance (“ESG”) matters material to the Company, and ensures that such strategy, approach and goals, if appropriate, are adequately communicated to the Company’s stockholders.

their fiduciary duties.

Outside Directors Discussion; Executive Sessions

The Board's general policy is to schedule time for the outside directors to meet separately at each regular Board meeting. The Lead Independent Director is responsible for chairing these meetings.

Minutes

The Secretary or an Assistant Secretary of the Company shall record minutes of all meetings of the Board and stockholders. In the absence or incapacity of the Secretary or an Assistant Secretary, the Lead Independent Director may designate a director or member of management to record the minutes of meetings of the Board or stockholders.

With respect to any matter, a director voting against a proposal may ask to have his or her dissent recorded in the minutes of the meeting, and such dissent shall be recorded.

Minutes of each Board meeting shall be circulated to each member of the Board for review and approval.

BOARD COMMITTEES

Standing and Special Committees

The Board currently has three standing committees: Audit, Compensation, and Governance and Nominations. Each of these committees operates under a written charter outlining its duties and responsibilities. The Board may form new standing committees when it believes the work of the Board requires it. The Board also appoints special committees from time to time to assist it in carrying out particular responsibilities. The Board may disband any committee or special committee when it deems it appropriate to do so, other than the Audit, Compensation, and Governance and Nominations committees and any other committee required by applicable law or the NYSE listing rules.

Assignment and Term of Service of Committee Members

The Board, with the advice of the Governance and Nominations Committee, appoints the members and the chair of each of its standing committees by vote of the Board at the regular meeting of the Board that falls closest to the date of the annual meeting of stockholders. Where possible, the chair of a standing committee will have had previous service on the committee. Committee members serve terms of one year and are eligible for reappointment without term limits. The Board may replace or rotate committee members when it believes that to be appropriate.

Frequency and Length of Committee Meetings and Committee Agenda

The chair of each standing committee, with the assistance of appropriate members of management, determines the frequency and length of meetings of the committee and develops the

officers whose compensation is required to be disclosed in detail in the Company's regular annual proxy statement. The Company currently submits its executive compensation to stockholders for an advisory vote on an annual basis, with the Governance and Nominations Committee empowered to determine the frequency and other elements of any stockholder advisory vote on the Company's executive compensation program.

Succession Planning

The Board, with the guidance of the Lead Independent Director, plans for the succession to the positions of the Chair and the CEO. The Board, with the assistance of the CEO and, the Governance and Nominations Committee, as directed by the Board, reviews and assesses the Company's emergency and long-term succession plans for the Chair and the CEO and other senior executives of the Company. Such review and assessment is typically performed on an annual basis but may be held more frequently as circumstances warrant.

Board Interaction with Stakeholders and Third Parties

The CEO and senior management are responsible for establishing effective