

# CIENA CORPORATION

## CHARTER OF THE AUDIT COMMITTEE

Revised December 2022

### MISSION

The Audit 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 assessing and monitoring the quality and integrity of the Company’s accounting systems and practices, financial information and financial reporting practices, potential financial, legal and regulatory exposures, systems of internal controls, internal audit function and the independent audit process.

Notwithstanding anything in this Charter, management is responsible for the Company’s financial statements and the independent auditors are responsible for planning and conducting an audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

### MEMBERSHIP

The Committee shall consist of at least three members of the Board of Directors, all of whom shall be “independent” as defined by any applicable laws and the listing requirements of the New York Stock Exchange and any other applicable law. All members of the Committee must be financially literate, as such qualification is interpreted by the Board in its business judgment. At least one member of the Committee shall have a financial/accounting background and qualify as an “expert” in accounting matters as defined



## Independent Auditors

- x Appoint and establish the compensation of the Company's independent registered public accountants (the "independent auditors") and oversee their work and qualifications.
  
- x Review with the Company's

determined by the Committee, recommend that the Board take additional action, including rotating the lead partner or the independent auditor, to satisfy itself of the qualifications, performance and independence of the independent auditor.

- x Review, confirm and assure the independence of the independent auditors by reviewing non-audit services performed by external accountants and reviewing any relationships between the independent auditors and the Company, as set forth in the independent auditor's report, that may affect their objectivity and independence. In connection with this assessment, the Committee shall obtain and review, at least annually, a report by the independent auditors describing all relationships between the auditors and the Company that may impact the objectivity and independence of the firm, and discuss with the auditor the potential effects of any disclosed relationship on independence.
  
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## Risk Oversight

- x Oversee, review and discuss the Company's identification, prioritization and assessment of the following risks:
  - o financial risks affecting the Company's business, financial statements and operations, including accounting matters, liquidity and credit risks, corporate tax positions, insurance coverage, and cash investment strategy and results;
  - o risks relating to the performance of the Company's internal audit function, and the performance and independence of the Company's independent registered public accounting firm;
  - o risks relating to the Company's systems of internal controls and disclosure controls and procedures; and
  - o risks relating to cybersecurity, data privacy and information technology, the Company's controls, policies and other efforts to mitigate such risks, and reporting or response by the Company relating to significant related incidents arising out of such risks.
  
- x Oversee, review and discuss the Company's plans and activities to manage and control the above-referenced risks and mitigate their effects on the Company's business.

## Related Party Transactions

- x Review, approve or ratify, as necessary, any related person transaction in accordance with the Company's Policy for Related Person Transactions, in accordance with applicable rules and regulations, or as required to be disclosed in the Company's SEC filings.

## Corporate Oversight

- x Establish, review and oversee procedures for receiving (i) complaints regarding fraud, accounting, internal accounting controls or auditing matters and (ii) confidential, anonymous submissions by employees of concerns regarding fraud, questionable accounting or auditing matters, or violations of law or the Company's Code of Business Conduct and Ethics.
  
- x Review the details of, and oversee any internal investigations relating to, any fraud, legal or regulatory infractions, and complaints or issues raised through the Company's whistleblower procedures, including the allegations, the findings of any investigations, and management's response and actions related to any such matters.
  
- x Review with management, the head of internal audit, the General Counsel and the independent auditors, as appropriate, any legal, regulatory or compliance matters that may have a material impact on the Company's financial statements, accounting or auditing matters, or compliance program, including any correspondence with or other action by regulators or governmental agencies. The General Counsel has express

authority to communicate personally with the Committee about any such matters as appropriate.

#### Communication with Board of Directors

- x Report regularly to the Board concerning any issues that may arise in connection with the quality or integrity of the Company's financial statements, the performance and independence of the independent auditors, the performance of the internal audit function, or the Company's systems of internal controls and disclosure controls and procedures.
- x Review with the Board significant risks and exposures within the Committee's designated areas of risk oversight and provide such additional information and materials as it may deem necessary to make the Board aware of such matters that require the Board's attention.
- x Review with the Board the results of the annual audit including the scope, effectiveness and cost of the audit.
- x Provide to the Board the results of the Committee's exercise of its risk oversight and corporate oversight responsibilities hereunder and any Committee recommendations derived therefrom.

#### Other Responsibilities

- x Conduct regular organizational reviews for key accounting and finance functions, including an overview of their respective skills, resources and personnel.
- x Annually review and assess the performance of the Committee and recommend to the Board any changes in its composition, charter or manner of operation as may be necessary to ensure that it carries out its responsibilities effectively.
- x Review this Charter at least annually and recommend any proposed changes to the Board for approval.
- x Perform such other duties delegated by the Board of Directors, including any activities relating to the Board's oversight of risk.
- x Perform such other functions as the Board of Directors or Committee deems appropriate, or as required by the Company's charter or bylaws, or applicable laws, rules and regulations, including the rules of the SEC and the New York Stock Exchange.

#### MEETINGS

The Committee shall meet at least four times per year, usually in conjunction with regularly scheduled meetings of the Board. In addition to the members of the Committee, the following individuals shall attend regular meetings of the Committee if and when invited by the Committee: the Chief Financial Officer; the Controller; the Vice President of Internal Audit; and the independent auditors. Other directors or persons who are not members of the Committee may be invited 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 Chair, to meet on its own without other Board members or other persons present. During each of the regular meetings, the Committee members shall meet separately with the Vice President of Internal Audit and the Company's independent public accountants with no members of management present.

A majority of the members of the Committee shall constitute a quorum for the transaction of business. Meetings of the Committee may be

## 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.