

CIENA CORPORATION  
CHARTER OF THE  
GOVERNANCE AND NOMI NATIONS 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 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 law and the listing requirements of the New York Stock Exchange. The members shall be appointed by vote of the 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

- x 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.
- x 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.
- x 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.



## Nominations

- x 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 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 duties of the individual nominees.
- x 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, 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

- x Annually review and assess the allocation of responsibility for risk oversight among the Board and each of its standing committees.
- x As directed by the Board and with the assistance of the Risk Committee.

