

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 by the Securities and Exchange Commission (the “SEC”). No member of the Committee may serve on the audit committee of more than three public companies, including the Company, unless the Board has affirmatively determined that such simultaneous service would not impair the ability of such member to serve effectively on the Committee. 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:

Financial Reporting

- Oversee financial reporting processes of the Company with a view to the fulfillment of the Board’s responsibilities for the fair and accurate presentation of financial statements in accordance with generally accepted accounting principles and SEC regulations.
- Review the Company’s annual audited financial statements and quarterly financial statements, including the specific disclosures under “Management’s Discussion and

Analysis of Financial Condition and Results of Operations,” and discuss such items with management and the Company’s independent auditors prior to filing with the SEC.

- Review and approve the Committee’s report, required to be submitted as part of the Company’s proxy statement, relating to the inclusion of the Company’s audited financial statements in the annual report on Form 10-K.
- Review and discuss earnings press releases, including the type and presentation of information to be included therein (in particular, the use of pro forma or adjusted non-GAAP information), and financial information and earnings guidance provided to investors, analysts and rating agencies prior to their release.
- Consider any written communications with the SEC and discuss such communications with management and the Company’s independent auditors prior to submission with the SEC.
- Periodically review and discuss with management and the independent auditors the Company’s selection, application and disclosure of critical accounting policies, any significant changes in the Company’s accounting policies and any proposed changes in accounting or financial reporting that may have a significant impact on the Company. When appropriate, the Committee will consider the effect of alternative GAAP methods on the Company’s financial statements.
- Assess with management and the independent auditors the Company’s significant financial and non-financial risks and exposures, and evaluate measures management has implemented to address, monitor and control such risks.
- Assess with management and the independent auditors any legal, environmental and regulatory matters that may have a material impact on the Company’s financial statements or operations.

Internal Audit

- Oversee the Company’s internal audit function, review its annual internal audit plan and assess its performance as determined by the Committee and applicable regulations.
- Review and recommend changes (if any) to the internal audit charter.
- Review summaries of significant findings in the reports of the internal audit function as well as the resolution or remediation of such findings.
 - Meet privately with the internal auditor on a regular basis.
- Review and concur in the appointment, replacement or dismissal of the head of internal audit, who shall report directly to the Committee and administratively to the Chief Financial Officer.

Independent Auditors

- Appoint and establish the compensation of the Company’s independent registered public accountants (the “**independent auditors**”) and oversee their work and qualifications.
- Review with the Company’s Chief Financial Officer, management and the independent auditors the audit objective and scope and audit plan of the independent auditors.
- Review and approve in advance all audit and permitted non-audit services (as such services are compatible with the auditor’s independence) to be performed by the Company’s independent auditors and related fees for such services, unless Committee approval is not required by applicable laws, rules or regulations.
- Review with management and the independent auditors at the completion of the annual audit:
 - The Company’s annual financial statements and related footnotes;
 - The independent auditor’s report relating to the audit and the effectiveness of the Company’s internal controls, including any statements relating to the reasonableness of judgments and estimates used in preparing the financial statements, any alternative treatments of financial information or treatment in accordance with generally accepted any recommended changes in accounting policies or internal controls;
 - Any significant changes required in the independent auditor’s audit plan;
 - Any significant difficulties or disputes with management, and management’s response, including restrictions on the scope of work or access to requested information, during the course of the audit;
 - Any critical audit matters identified by the independent auditors;
 - Any material written communications between the independent auditors and management; and
 - Other matters related to the audit that are to be communicated to the Committee under generally accepted auditing standards.
- Obtain and review, on an annual basis, a report of the independent auditors describing (i) their internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by government or professional authorities, within the preceding five years, regarding any independent audit carried out by the auditors, and any steps taken to resolve such issues, (iii) all relationships between the independent auditors and the Company and (iv) any other reports, and at such frequency, as required by applicable law or the standards of the Public Company Accounting Oversight Board (United States) (the “PCAOB”). The Committee shall present its conclusions to the Board and, if so

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.

- 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.
- Evaluate the qualifications and performance of the independent auditors, taking into account the opinions of management, the head of the internal audit function, and any other senior personnel, as appropriate.
- Ensure that the independent auditors have full access to the Committee and the Board during its performance of the annual audit to report on any and all appropriate matters.
- Establish guidelines and practices for hiring employees and former employees of the independent auditors.
- Facilitate communication between the independent auditors and the Board.
- Resolve disagreements between management and the independent auditors regarding financial reporting.

Internal and Disclosure Controls

- Review any significant deficiencies, material weaknesses and significant changes in internal controls and disclosure controls and procedures.
- Monitor and assess periodically the disclosure controls and procedures established by the Company, and any substantive changes thereto, for collecting and processing information required to be included in its periodic reports filed with the SEC. Review periodically, but in no event less frequently than quarterly, management's conclusions about the effectiveness of such disclosure controls and procedures as they are required to be disclosed in the Company's periodic reports filed with the SEC, including any material non-compliance with them.
- Oversee the accounting processes of the Company including the maintenance of adequate systems of internal controls encompassing management information systems, computer systems, security, disaster recovery and a code of business conduct. In addition, review compliance with these controls, significant proposed changes to these controls, and management's report on internal controls over financial reporting and the independent auditor's attestation report as required by applicable law.

Risk Oversight

- Oversee, review and discuss the Company's identification, prioritization and assessment of the following risks:
 - 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;
 - 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;
 - risks relating to the Company's systems of internal controls and disclosure controls and procedures; and
 - 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.
- 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

- 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

- 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.
- 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.
- 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

- 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.
- 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.
- Review with the Board the results of the annual audit including the scope, effectiveness and cost of the audit.
- 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

- Conduct regular organizational reviews for key accounting and finance functions, including an overview of their respective skills, resources and personnel.
- 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.
- Review this Charter at least annually and recommend any proposed changes to the Board for approval.
- Perform such other duties delegated by the Board of Directors, including any activities relating to the Board's oversight of risk.
- 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 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; including recommendations for Board actions when considered appropriate by the Committee.

AUTHORITY

The Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall have the resources and authority to retain and terminate special legal, accounting or other consultants to advise the Committee as it considers necessary to carry out its duties. The Company will provide appropriate funding, as determined by the Committee, for payment of (i) the fees and expenses of any independent auditor engaged to prepare or issue a report or provide other audit, review or attest services for the Company, (ii) the fees and expenses associated with all advisors to the Committee, and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate to carry out its responsibilities. 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.

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.