

CIENA CORPORATION
CHARTER OF THE
COMPENSATION COMMITTEE

Revised December 2022

MISSION

The Compensation Committee (the “**Committee**”) is a standing committee of the Company’s Board of Directors (the “**Board**” or “**Board of Directors**”). Its mission includes exercising oversight over the Company’s compensation strategy and policy; administering the Company’s compensation plans; reviewing the performance of and determining the compensation for the Executive Chair and the Chief Executive Officer; determining the compensation of the other members of the senior executive team; reviewing compensation of members of the Board; and 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 (i) “independent” in accordance with the provisions of Rule 10C-1(b) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and Rule 303A.02 of the New York Stock Exchange and (ii) “non-employee directors” as defined under Rule 16b-3 of the Exchange Act. The Committee shall be elected 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:

Compensation Strategy

- Review annually both the Company’s overall compensation strategy and the structure, components and competitiveness of the Company’s executive compensation program, including consideration of certain factors such as the ability to attract, retain and motivate executives to perform in support of the Company’s strategic and tactical objectives and the promotion of stockholder interests, including through sustainability-related objectives.
- Review compensation of the senior executives of the Company for consistency with the Company’s compensation strategy, pay equity considerations, competitive practices, and applicable legal and regulatory considerations.

Executive Compensation

- Review and approve annually the corporate goals and objectives applicable to the compensation of the Executive Chair and the Chief Executive Officer (“**CEO**”), evaluate at least annually the performance of the Executive Chair and the CEO in light of those goals and objectives, and determine and approve the compensation of the Executive Chair and the CEO based on this evaluation. In evaluating and determining CEO compensation, the Committee shall consider the results of the Company’s most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act (the “**Say on Pay Vote**”) and the balance between short-term compensation and long-term incentives. The Executive Chair and the CEO shall not be present during any voting or deliberations by the Committee on his or her compensation. The Committee shall review and discuss its evaluation of the performance of the Executive Chair and the CEO, and its determinations with respect to the compensation of the Executive Chair and the CEO. The Committee Chair, or such other director so designated by the Committee, shall be responsible for communicating to the Executive Chair and the CEO the evaluation of his or her performance and the level of compensation approved for the Executive Chair and CEO.
- Review annually an evaluation and the process for conducting an evaluation of the performance of the Company’s senior executive team (including the executive officers as defined under Rule 3b-7 of the Exchange Act (the “**Executive Officers**”)) with the Executive Chair and the CEO. Review annually the recommendations of the CEO with respect to, and determine and approve the compensation of, the Executive Officers and any other officers whose compensation is required to be disclosed in detail in the Company’s annual proxy statement. In evaluating executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote.
- Review and approve the compensation packages for new Executive Officers and any termination arrangements for outgoing Executive Officers, including severance arrangements, if any, triggered by or relating to a change in control or business combination.
- Periodically review any employment agreements, severance agreements, change in control or other similar arrangements, and applicable perquisites, if any, with respect to the employment of the Company’s Executive Officers.
- Provide the Board with such additional information and materials as the Committee may deem necessary to make the Board aware of significant compensation strategy and executive compensation matters.

Compensation Plans

- Review and approve the structure and overall size of the Company's bonus or other cash incentive plans used to compensate officers and employees and administer the plans as they apply to Executive Officers, including approval of any performance goals or objectives thereunder.
- Implement, review and oversee the Company's policy relating to the recoupment and recovery from current and former executive officers of incentive-based compensation earned under compensation plans or other employment arrangements and awarded as a result of material noncompliance with financial reporting requirements under applicable securities law and regulation.
- Review and approve the structure of the Company's equity compensation plans and, in that capacity:
 - Advise on the establishment of equity grant guidelines and general type and size of equity grants;
 - Establish parameters and guidelines for routine grants of equity compensation under delegated authority granted to the CEO in connection with new hires, promotions and other discretionary awards;
 - Approve all equity grants to officers and employees not expressly delegated to the CEO;
 - Recommend to the Board amendments to the Company's equity plans (subject to stockholder approval when required) as may be necessary or appropriate to carry out the Company's compensation strategy, and interpret the plans as may be required from time to time; and
 - When appropriate, modify existing equity grants (with the consent of the grantees) and approve authorized exceptions to provisions of the plans.
- Approve, subject to stockholder approval when required, all new equity-based compensation plans.
- In reviewing and approving incentive compensation plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote.

Board Compensation

Review the compensation of the members of the Board of Directors for service as directors or members of committees of the Board and make recommendations to the Board concerning such compensation.

Compensation Consultants and Other Advisors

- Exercise the sole authority, in its discretion, to select, retain and obtain the advice of a compensation consultant, legal advisor or other outside advisor (each a “**Compensation Advisor**”) as necessary to assist the Committee with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall be directly responsible for setting the compensation and overseeing the work of the Compensation Advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of reasonable compensation to its Compensation Advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its Compensation Advisors, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.
- Ensure that the Compensation Advisors retained by or providing advice to the Committee (other than the Company’s in-house counsel) are independent as determined in the discretion of the Committee. Evaluate the independence of any Compensation Advisors prior to selecting or receiving advice from the same, and evaluate annually the independence of any existing Compensation Advisors, after considering all relevant factors, including:
 - Provision of other services to the Company by the person that employs the Compensation Advisor;
 - Amount of fees paid by the Company to the person that employs the Compensation Advisor, as a percentage of that person’s total revenue;
 - Policies and procedures of the person that employs the Compensation Advisor that are designed to prevent conflicts of interest;
 - Any business or personal relationship between the Compensation Advisor and any member of the Committee;
 - Ownership by the Compensation Advisor of the Company’s stock; and
 - Any business or personal relationship between the Compensation Advisor, or the person employing the Compensation Advisor, and any Executive Officer of the Company.

The Committee is not required to assess the independence of any Compensation Advisor that acts in a role limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of Executive Officers or the Board and that is generally available to all salaried employees or (ii) providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the Compensation Advisor and about which the Compensation Advisor does not provide advice.

- Evaluate whether any Compensation Advisor retained or to be retained by the Committee has any conflict of interest in accordance with Item 407(e)(3) of Regulation S-K.

Oversight and Reporting

- Annually review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and recommend to the Board of Directors that the CD&A be included in the Company's proxy statement or annual report, as applicable.
- Annually review and approve the report of the Committee to be included in the Company's annual proxy statement.
- Oversee the Company's identification, prioritization and assessment of risks relating to the Company's compensation strategies, plans, arrangements, policies and practices and the Company's plans and activities to manage and control these risks and mitigate their effects on the Company's business. Annually review and determine whether these risks are reasonably likely to have a material adverse effect on the Company, and report to the Board of Directors on this determination.
- Oversee, review and discuss the Company's identification, prioritization and assessment of risks relating to human capital management, including workforce planning and strategy, compensation and benefits, attraction, retention and talent management, diversity, equity and inclusion, and promotion of physical and emotional health and well-being.
- Consider feedback, if any, from stockholders during investor engagement with respect to executive compensation and human capital management matters.
- Establish and annually review stock ownership guidelines applicable to directors and executive officers of the Company, and recommend to the Board revisions to such guidelines as appropriate.
- With respect to any funded employee benefit plan covering employees of the Company subject to the fiduciary responsibility provisions of the Employee Retirement Income Security Act of 1974, establish an internal committee composed of senior management to appoint and terminate the named fiduciary or named fiduciaries of such plan and to monitor their performance, unless such fiduciaries are specified in the constituent plan documents.
- Oversee the Company's compliance with regulatory requirements associated with compensation of its officers and employees.
- Make regular reports to the Board on the findings, recommendations, and decisions of the Committee.
- 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 as the Board of Directors or Committee deems appropriate, including any activities relating to the Board's oversight of risk.

MEETINGS

The Committee shall meet at such times and places as it determines to be necessary or appropriate, but not less than four times per year. Other directors or persons who are not members of the Committee may be periodically 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. 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 action when considered appropriate by the Committee.

AUTHORITY

The Committee may request any officer or employee of the Company or any Compensation Advisor to meet with any members of the Committee. However, the Committee shall meet regularly without such officers or employees present and in its own executive sessions and, in all cases, the CEO and any such other Executive Officers shall not be present during any voting or deliberations on their compensation.

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 ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may form one or more subcommittees, and may delegate authority to perform certain of its duties and responsibilities to such subcommittees or one or more designated members of the Committee, as it determines appropriate.

In accordance with applicable law, the Committee may delegate to the CEO and/or one or more other Executive Officers the authority to make grants of equity-based compensation to eligible individuals who are not Executive Officers. The CEO (or any Executive Officer) to whom the Committee grants such authority shall regularly report to the Committee any grants so made. The Committee may revoke any delegation of authority at any time.

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.