

**CIENA CORPORATION**  
**CODE OF ETHICS FOR DIRECTORS**

**Revised December 2020**

This Code of Ethics applies to the Board of Directors (the “**Board**”) of Ciena Corporation (the “**Company**”). Its purpose is to focus each director on the special role he or she plays in protecting the interests of the Company’s stockholders and other constituencies that the Board is required or permitted to consider in the exercise of its fiduciary duties.

The obligations of this Code of Ethics supplement, but do not replace, the Company’s Code of Business Conduct and Ethics applicable to all employees, officers and directors.

**FIDUCIARY DUTY**

Directors must act with integrity, honesty and in good faith, with diligence and care in accordance with fiduciary duties under applicable state law, and otherwise comply with applicable laws, rules and regulations, including insider trading laws.

**CORPORATE OPPORTUNITIES**

Directors are prohibited from: (i) taking for the director’s personal benefit (or directing to third parties) opportunities that belong to the Company or are discovered through the use of corporate property, information or position; (ii) using the Company’s property or information or the director’s position for personal benefit or gain; (iii) disclosure of the Company’s information or information otherwise acquired through the director’s position for the personal benefit or gain of a third party; and (iv) competing with the Company for business opportunities; however, in a case where the Company’s disinterested directors determine that the Company will not pursue an opportunity that relates to the Company’s business, a director may then do so.

**CONFLICTS**

A director must promptly disclose to the General Counsel the nature of any actual or apparent conflict of interest or any transaction or relationship that reasonably could be expected to give rise to such a conflict of interest or that would otherwise bear on the independence of judgment as a director, and address any apparent or potential conflict of interest in personal and professional relationships in accordance with applicable ethical standards and law.

While this Code of Ethics does not attempt to describe all possible conflicts of interest that could develop, the following are examples of common conflicts directors should avoid:

- Relationships with third parties in which a personal benefit from a person or firm seeking to conduct or retain business with the Company is received;
- A director or family member accepting gifts that exceed a value beyond a normal and customary business value from persons or firms which deal with the Company;

- Acceptance of compensation (in any form) for services performed for the Company from any source other than the Company; or
- Use of Company assets, resources or information, except in connection and in the course of Company business.

Directors will recuse themselves when necessary to avoid a conflict of interest from any Board deliberations and/or decisions that affect personal or professional interests.

## **CONFIDENTIAL INFORMATION**

Directors must maintain the confidentiality of Company information and any confidential information about the Company or any other third party (including the Company's customers, partners, suppliers and competitors) from whatever source received in the director's capacity as a director. Directors may use such information only for the purpose of his or her service as a director, except when expressly authorized by the Board or, after written notice to the General Counsel and cooperating with the Company's efforts to limit the applicability of any legal requirements, otherwise legally required to make any disclosure. For the purposes of this Code of Ethics, "confidential information" includes all non-public information about the Company or a third party. This section is complementary and is to be read and observed in conjunction with the "Confidential Information" and "Fair Dealing" sections of the Company's Code of Business Conduct and Ethics applicable to all employees, officers and directors and the Principles of Corporate Governance.

## **COMMUNICATIONS**

The CEO and senior management are responsible for establishing effective communications with the Company's stakeholders, including stockholders, customers, partners, suppliers and governments, as well as the media and other third parties. As a general matter, management speaks for the Company. In situations where public comments from the Board may be appropriate, they shall come only from the Chairman, unless agreed in advance by the Chairman and the Lead Independent Director, in consultation with the General Counsel. From time to time, non-employee directors may be asked by the Chairman and the Lead Independent Director, in consultation with the General Counsel, to meet or otherwise communicate with a stakeholder or other third party. In all such instances, the Board's external communications shall be subject to compliance with the Company's Corporate Disclosure Policy and applicable laws and regulations pertaining to selective disclosure.

## **FAIR DEALING**

Directors must deal fairly with the Company's customers, suppliers, business partners, competitors, officers and employees, without taking advantage of anyone through deception, manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts, theft or any other unfair dealing practice. Directors must also oversee fair dealing by the employees and officers, with the Company's suppliers, competitors and employees.

## **OBJECTIVE ACTION AND CANDOR**

Directors must act objectively, without allowing independent judgment to be subordinated. In general, directors are required to disclose to the Company all non-public information in the director's possession that is material to the matter under consideration. A director should notify the General Counsel in advance and abstain from discussing and voting on a matter if the director has material non-public information about the matter, but is unable to disclose it to the Board (*e.g.*, because of a competing fiduciary duty to a third-party).

## **MAINTAIN A CULTURE OF COMPLIANCE**

Directors are required to support management's efforts to (i) promote a culture of compliance and ethical behavior in all of the Company's business activities, (ii) encourage employees to report violations of applicable laws, rules or regulations or the Company's Code of Business Conduct and Ethics to appropriate personnel, and (iii) encourage employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation, including ensuring an appropriate "whistleblower" policy to assure employees that the Company will not retaliate for reports made in good faith. Directors should communicate any suspected violations of this Code, other Company policies and guidelines, laws, rules or regulations promptly to the Chair of the Audit Committee.

No code or policy can anticipate every situation that may arise and directors will therefore endeavor to bring questions about particular circumstances that may implicate one or more of the principles and responsibilities enumerated above to the General Counsel, who may consult with legal counsel as appropriate.

## **WAIVER**

Any waiver of this Code may be made only by the Board of Directors and must be promptly disclosed to the Company's stockholders as and to the extent required by applicable law.