Code of Business Conduct and Ethics
Integrity is one of Ciena’s five core values, and it provides a strong moral and ethical foundation for all that we do. Honesty, adherence to high ethical standards and good business judgment are essential to Ciena’s success in the market. These traits are also the key to fostering strong, trusted relationships with our customers and business partners, and to promoting a workplace among colleagues of which we can all be proud.

This Code of Business Conduct and Ethics (the “Code”) is an extension of our values, setting forth the standards of conduct that Ciena expects of all of its employees, officers and members of the Board of Directors. Each of us is expected to read, be familiar with and follow the Code. We also expect that our suppliers, service providers and other business partners will adhere to these same high standards. While a lot of the information in the Code may seem like common sense, it serves as an important reminder of the behaviors expected of each of us in order to “do the right thing” in our business activities at Ciena.

The Code cannot cover every situation that you may come across in your work at Ciena. If at any time you have a question about what is expected of you under the Code, please ask before acting. Similarly, if you know of a Code violation, please report it using one of the methods outlined in the Code.

Ciena’s compliance with our legal and ethical obligations is everyone’s responsibility and is critical to the company’s continued success. Thank you for your commitment to Ciena and your dedication in upholding our values.

Gary B. Smith
President & Chief Executive Officer
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Core Values

Why We Have a Code
At Ciena, we believe that honesty, a strong commitment to ethical behavior and good judgment are the keys to doing the right thing in all of our business dealings. Our Code is an extension of our core values. It establishes the standards of conduct that we expect from each other and owe to our customers, business partners and stockholders. Along with sound business judgment, our Code serves as a guide for conducting business ethically and making good decisions. By following the Code, we uphold our legal and ethical commitments, promote Ciena's values and ensure the continued success of our business.

Ciena’s core values—what we expect of ourselves—revolve around the following five key ideals:

1. Customer First.
   Customer relationships are the foundation of our success. We take a practical, customer-centric approach to align our solutions to the needs of customers who value our capabilities.

2. Integrity.
   We do the right thing. Integrity builds long-term trusting relationships with our shareholders, employees, customers and partners, helping us to deliver a superior end-user experience.

3. Velocity.
   We operate in “Ciena-Time” with the efficiency and velocity to move quickly in the market. We hold ourselves and each other accountable for our roles in satisfying the needs of our customers.

4. Innovation.
   We take risks to maintain our competitive advantage. Innovation is fundamental in all that we do, which leads to our ability to design, de-cost and deliver our customers’ networks better than our competitors.

5. Outstanding People.
   We attract, develop and reward exceptional people. Our people are motivated, well-trained, disciplined, empowered, collaborative and accountable.
Introduction

Our Responsibility to Follow the Code
Our Code applies to all employees, officers and members of our Board of Directors. We all have a responsibility to follow the Code. We expect that all of our business partners—including resellers, distributors, suppliers, service and support providers, agents and consultants—will uphold and adhere to these same high standards. We also have a responsibility to follow Ciena’s various policies, procedures and handbooks, many of which address specific topics from the Code in greater detail. A complete set of these materials, some of which are referenced throughout the Code, is available on our intranet under c|integrity.

In addition to adhering to our Code, we must follow the laws and regulations that apply to the work we do and the countries in which we conduct business. Each of us has a responsibility to understand and abide by these laws.

Managers Set the Tone
If you are an executive or a manager at Ciena, you have a special responsibility for making sure that we all live up to Ciena’s core value of Integrity and promote a workplace that fosters a “do the right thing” mentality. As a manager, you must “walk the walk” and demonstrate and encourage ethical behavior through both your words and your actions. As a manager, it is also critical that you foster a positive work environment where everyone feels comfortable raising questions and concerns, without fear of retaliation or retribution. If you receive a report of a possible violation of our Code, corporate policy or applicable law, handle it appropriately and escalate it to an attorney in the Legal Department or a Human Resources representative, as needed.
We Take Action

Duty to Report Violations and Methods of Reporting
Ciena considers open and honest communication to be a vital part of a positive work environment, and we are committed to maintaining a workplace in which employees can report concerns without fear of retaliation. As such, each of us has a duty to report violations of the Code. If you suspect or become aware of any violation of our Code or applicable law in connection with Ciena’s business activities, you must report it promptly to one of the following resources:

→ Your supervisor or another manager;
→ A Human Resources representative;
→ Our General Counsel or an attorney in the Legal Department; or
→ A member of the Internal Audit Department.

Generally, it is appropriate to go to your manager with these concerns. However, you should also feel free to speak to the next level of management, or to a representative of Human Resources or Legal. If your concern addresses a potential violation involving an executive officer or a member of the Board of Directors, contact the General Counsel or the chairperson of the Audit Committee of Ciena’s Board of Directors (auditcommitteechair@ciena.com). Questions and concerns regarding financial, accounting or audit matters can also be submitted directly to the chairperson of the Audit Committee.

You can find additional contact information for all of these departments and individuals on our intranet or in the “Resources” section at the end of the Code.

Anonymous Reporting
If you prefer, you can report any potential violation anonymously (where allowed by local law) via EthicsPoint, an independent reporting service. EthicsPoint may be accessed through any of the following:

→ www.ethicspoint.com;
→ The home page of our intranet under the cintegrity link; or
→ One of EthicsPoint’s toll-free domestic and international telephone numbers.

Anonymous reports will be distributed to appropriate Ciena management, so that the matter can be promptly and thoroughly addressed.
We Take Action

Confidentiality and Non-Retaliation
Each of us has a duty to report potential violations of the Code, and to assist in any investigation related to a violation. You have a right to do so without fear of reprisal or retaliation. All reports, complaints and the results of investigations will be kept confidential to the extent legally permitted. Ciena prohibits retaliation in any form against any employee who, in good faith, reports—or participates in the investigation of—a possible violation of the Code or applicable law. A good faith report is not necessarily one that is proven or later turns out to be true. Rather, good faith means that you made the report with a sincere and honest belief.

If you believe you have experienced or witnessed retaliation, please contact one of the resources listed above.

Cooperation with Investigations
Ciena takes reported concerns seriously and investigates them promptly and thoroughly. We each have a duty to cooperate fully in any internal or external investigation. The specific course of an investigation and the persons involved will depend upon the nature of the reported concern. However, investigations will always be conducted in an ethical and professional manner and in compliance with applicable law and Ciena policies. If asked to assist in an investigation, you should be truthful and share all information you have regarding the matter. In addition, you should not discuss an investigation with anyone outside the investigation team or obstruct or interfere with the process.

Discipline for Violations of the Code
Violations of our Code, corporate policies or applicable law may carry serious consequences for the individuals involved and for Ciena. Such behaviors place each of us—and the company—at risk, including significant harm to Ciena’s reputation in the market and damage to our relationships with customers or business partners. Violations of applicable law can also result in fines and possible civil or criminal liability for you and Ciena. Accordingly, employees who violate our Code, corporate policies or applicable law may be subject to disciplinary action, up to and including termination of employment.
Equal Opportunity and Discrimination

We are committed to attracting, developing and engaging a work force of Outstanding People who are diverse, collaborative and dedicated. To meet this goal:

→ We offer equal employment and advancement opportunities to the most qualified individuals, regardless of race, color, religion, gender, age, national origin, disability, sexual orientation, veteran or marital status or any other category protected by applicable law;

→ We do not tolerate any form of discrimination, which is generally defined as treating someone more or less favorably with respect to his or her employment on the basis of any of the above characteristics; and

→ We will make reasonable accommodations for employees with disabilities.

If you’ve experienced discrimination in the workplace, contact your manager, a Human Resources representative or an attorney in the Legal Department. We are committed to creating a work environment where everyone feels welcome, and we will promptly investigate all reports of discrimination.

**Question:** I’m a manager in Ciena’s research and development department, and I’m creating a team to work on an exciting new software solution. One of my employees would be a great addition, but he is a lot older than everyone else. I’m worried he just won’t fit in with the younger team members. Should I assign him to the project?

**Answer:** You should judge this employee based only on his skills and qualifications—not his age. We want to work with the best, most qualified people. Diversity is one of our strengths, and we welcome and encourage different backgrounds and perspectives. If the employee’s skills and experience make him the best fit for the project, he should be added to the team.
We Respect Each Other

Harassment
We do not tolerate harassment of any kind at Ciena. Harassment is behavior that creates an intimidating, hostile or offensive work environment, or unreasonably interferes with an employee’s work performance. Harassment may occur in many forms—sexual or non-sexual—including:

→ Threatening or offensive remarks;
→ Unwelcome sexual advances; and
→ Derogatory, disparaging or suggestive jokes, emails or other unprofessional conduct.

Taking action against anyone who reports a discrimination or harassment concern is strictly prohibited. We take all reports of retaliation seriously, and anyone found to have retaliated against another employee for reporting harassment will face disciplinary action, up to and including termination.

Drugs and Alcohol
We are entitled to work in a drug-free, healthy, safe and secure workplace. This requires that all employees are in an appropriate mental and physical condition.

You are prohibited from using, selling, distributing, manufacturing, purchasing or possessing illegal drugs or alcohol when conducting Ciena business, whether on or off company premises. This can even include prescription medication, if you don’t have a valid prescription for it or are misusing it. On occasion, Ciena may authorize the use of alcohol at company-sponsored or approved events, such as when entertaining business partners or customers. If you choose to consume alcohol at such events, you are expected to act responsibly at all times and to refrain from becoming intoxicated or impaired.

Under certain circumstances, Ciena may test an employee for illegal drug or alcohol use, in accordance with local law. These circumstances include reasonable suspicion that the employee is under the influence of drugs or alcohol, assignment to a customer account that requires such testing or involvement in a serious accident while working for or representing Ciena.

Please refer to your Employee Handbook for additional details regarding drug and alcohol testing specific to your region.

Question: My manager made a comment about my body that made me feel uncomfortable. Is that harassment?

Answer: You are entitled to work in an environment free from intimidating, hostile or offensive behavior. Not every offensive or critical comment rises to the level of harassment. However, if you are uncomfortable with a comment someone has made to you, you should contact Human Resources, the Legal Department or our EthicsPoint hotline.
We Respect Each Other

Safe and Professional Work Environment
To ensure the safety of all employees and create a safe and professional work environment, you are responsible for obeying all safety rules, using specified safety equipment as appropriate and exercising caution in all work activities. If an accident occurs or you notice an unsafe condition, immediately notify your supervisor, a Human Resources representative or another appropriate manager. To provide for the safety and security of all employees and company facilities, only authorized visitors are allowed in the workplace. If you see someone on Ciena’s premises who shouldn’t be there, show the individual to the main entrance or notify your manager, as appropriate.

We also deserve to work in an environment that is free from violence or hostility. You may not engage in any threats or acts of violence, physical intimidation, hostile or abusive behavior or possess weapons during work hours or on company premises. You also should not discuss or joke about violence or property damage. Ciena will take immediate and appropriate action against offenders, including termination of employment and referral for criminal prosecution where appropriate.

For more details about how we should conduct ourselves at work, please review the Employee Handbook for your region.

Employee Privacy
In the normal course of doing business, Ciena may acquire, retain and share internally personal information about employees, for identification, benefits administration or other business purposes. If you have access to personal information about employees, you must take appropriate steps to protect it. You should never access or obtain another employee’s personal information without authorization, and you should never disclose such information to anyone inside or outside of Ciena without proper approval. You should use this information only for legitimate business purposes. Information about our fellow employees must always be handled with care in accordance with applicable laws and Ciena policies, procedures and controls.

**Question:** I received a phone call from someone requesting information about a co-worker. What should I do?

**Answer:** You should not disclose personal or work information about co-workers to anyone outside of Ciena. Personal information can include employee phone numbers, email addresses and reporting structures. If you receive a call requesting such information, refer the call to your Human Resources representative.
We Respect Each Other

Solicitation
When we’re at work, we should concentrate on our job responsibilities. Personal solicitation for charitable, community, educational or other activities or causes can interfere with work or be perceived by co-workers as coercive. Accordingly, you may not distribute literature or make personal solicitations during working time or in work areas. Non-employees may not solicit employees or distribute literature in Ciena facilities at any time.

If you have a message related to Ciena’s business or a company-sponsored charitable organization or community activity that you’d like to post on a Ciena bulletin board, distribute in non-work areas or circulate by internal e-mail, you may submit the message to your Human Resources representative for approval. If the message is deemed appropriate, either Marketing or Human Resources will arrange for appropriate posting or distribution.
We Protect Our Assets

Confidential Information
Information is one of our key corporate assets, and Ciena’s future success depends in part on our ability to develop and deploy solutions and technology ahead of our competitors. As such, we all have a responsibility to protect confidential information. You should treat all information related to Ciena’s business as confidential until it has been released in public documents. Likewise, you should not permit Ciena’s confidential information to be sent or distributed outside of the company, except for authorized business purposes and with appropriate safeguards. Confidential information includes:

- Non-public earnings, forecasts or other financial data;
- Business strategies, including sales and marketing plans;
- Non-public information related to current and future products and services, including cost or pricing information or strategies;
- Information and know-how about the development, design, operation or performance of Ciena’s products, including design drawings, schematics, specifications, technical data, formulae and processes;
- Software code developed by or for Ciena or used in our products;
- Manufacturing processes, manufacturing organizational information, assembly and production techniques;
- Information related to Ciena’s intellectual property (patents, trademarks and copyrights), including status or content of patent applications, intellectual property strategies, contents of laboratory notebooks and confidential invention disclosures;
- Lists of customers or prospective customers, suppliers and business partners;
- Information about our agreements or negotiations with customers or vendors; and
- Information about current and former employees, including employment verification and other organization information, including compensation, job assignments and skills, merit reviews and organizational structure.
To avoid accidental disclosure, you should not discuss confidential information in public areas such as elevators, restaurants and airplanes, or leave important information or company property (like laptops, tablets and smartphones) unattended.

As a condition of employment, you are required to sign a Proprietary Information, Inventions and Non-Solicitation Agreement. You are expected to comply with this agreement and maintain the confidentiality of Ciena information both during and after your employment with Ciena. If you have a legal obligation to protect a former employer’s confidential information, you are expected to honor that obligation. You should never use or disclose such information in the course of your work for Ciena.

**Question:** I used to work at one of Ciena’s competitors. Is it okay to tell my Ciena work group about my former employer’s product roadmap and pricing strategies?

**Answer:** No. That type of information would be considered confidential information of the competitor, and should not be shared or discussed with anyone at Ciena. If you are pressed by your manager or others to share this information, you should contact your Human Resources or Legal representative.

**Question:** I am starting a new project that will involve sharing sensitive product and technology information with a potential vendor. Do I need to put an agreement in place before beginning the conversation with them?

**Answer:** Yes. We should have a Non-Disclosure Agreement (NDA) or another appropriate confidentiality agreement in place at the beginning of any new business relationship. If you have questions about how to get an NDA in place, reference the Legal Department page of our intranet.
We Protect Our Assets

Company Assets
As part of our work at Ciena, we have access to company assets on a daily basis. Assets include things such as equipment, facilities, supplies, cash, charge cards and company time. We use these assets for business purposes and to advance Ciena’s strategic objectives, and each of us has a responsibility to protect Ciena’s property from loss, damage, misuse and theft.

When using Ciena assets, you should exercise care, perform required maintenance and follow all operating instructions, safety standards and guidelines. You should notify your manager if any equipment, machines or tools appear to be damaged, defective or in need of repair. By promptly reporting damage, defects and needed repairs, we can keep equipment in good condition and prevent possible injury.

If you drive a Ciena vehicle as part of your job, use it only for business purposes. You may not use company vehicles for personal purposes, like running errands during business hours. Further, you should follow all traffic and motor vehicle laws, hands-free laws and laws regarding texting and mobile phone use.

Communications Systems and Equipment
We use Ciena telephones, mobile devices, voicemail, computers, computer networks, e-mail systems, Internet services and fax machines to do our work every day. These facilities, and all communications and information transmitted or stored on them, are Ciena’s property. Limited personal use of these systems is fine, as long as there is no significant cost to Ciena, it does not compromise Ciena’s interests or your job performance and it is not for personal gain or any other improper purpose. However, you should not maintain or store personal photos, videos or music on Ciena’s network storage drives or any company-owned computers. To ensure efficient and productive use of communications systems and storage, Ciena may periodically remove personal files from computers and communication systems.

You may not use Ciena’s communications facilities for any of the following purposes:

- Political activity;
- Soliciting or distributing material unrelated to Ciena’s business;
- Gambling;
- Accessing pornographic or sexually explicit material;
- Accessing offensive, demeaning, discriminatory, harassing or disruptive material or messages that are inconsistent with the Company’s equal employment opportunity and harassment policies;
- Using unlicensed software;
- Duplicating material in violation of copyright law;
- Conducting commercial activity of a personal or other business; or
- Initiating mass e-mails or “spam.”

Question: I run my own side business during evenings and weekends. My manager reviewed the business and decided that it isn’t a conflict of interest. May my side business’s clients leave messages on my Ciena voicemail?

Answer: Company assets should be used only for Ciena business. You should not use company assets to support a second job, self-employment venture or consulting effort—even if it doesn’t represent a conflict of interest.
We Protect Our Assets

When using Ciena computer systems, telephones or networks, you should not have any expectation of privacy in information that you send, receive, access or store—whether for business or personal purposes. Where permitted, Ciena may monitor workplace communications, such as Internet use, computer files and email or voicemail messages, in order to make sure they are being used appropriately. You should be aware that deleting files or protecting them with passwords may not prevent them from being monitored, as electronic communications are not always destroyed when they are “deleted,” and passwords can be overridden in some circumstances.

For more information about this section, refer to the Information Security policy and the Mobile Device policy.

Open Source Software
Open source software is software that is available for free or at a very low cost. However, using open source software can create certain obligations that we should properly consider in advance. Accordingly, before using open source software in Ciena products or as part of any Ciena software development, and before contributing Ciena software to an open source community, you must review the Use of Third Party and Open Source Software policy and follow the procedures it outlines.

Public Communications
One of our most important assets is our reputation as a company and corporate citizen. To protect this strong reputation, it is important that Ciena’s external communications—to investors, customers, business partners, government bodies and the public—are fair and accurate. All public communications, including contacts with the news media and the financial or investor community, should be referred to and coordinated in advance with the Investor Relations or Public Relations Departments. If you are contacted by outside attorneys, law enforcement, federal and state legislative bodies or other regulatory agencies, refer them to an attorney in the Legal Department.

Question: To break up the work day, sometimes I spend a few minutes browsing online or checking my personal email. I still get all my work done on time, and I’m careful about the websites I visit. Am I doing anything wrong?

Answer: Probably not, but you still need to be careful. You are allowed to use Ciena’s technology and communication systems for incidental personal use (like checking a personal email or bank account), but you need to be careful that this personal use doesn’t take up too much of your work time or interfere with your duties. Remember, limited personal use of company resources is allowed—as long as there is no significant cost for Ciena, it does not compromise Ciena’s interests or your job performance and it is not for personal gain or any other improper purpose. Please refer to the IT Acceptable Use policy for additional information.
We Protect Our Assets

Social Media
Social media networks have fundamentally changed the ways we engage with one another and with our customers and business partners, and these changes will only continue. In order to maintain our professionalism and our reputation online, you must:

- Protect Ciena’s confidential information, always remembering that the Internet is a public place;
- Obtain authorization from the Corporate Communications Department before representing Ciena on any Internet bulletin boards, chat rooms, personal web pages, blogs or other social media outlets;
- Clearly disclose your Ciena affiliation whenever you talk about the company or any of its products in online postings, whether you are posting comments online as an authorized Ciena representative or using social media or social networks in a personal capacity; and
- Refrain from asking family members or friends to post content online or in social networking venues about Ciena or our products that we could not post ourselves.

Ciena has developed a social media policy to help guide your behaviors online. If you believe that social media or electronic communications are being used inappropriately, notify your manager or the Corporate Communications Department.

Speeches and Technical Papers
Ciena encourages employees to teach, make presentations at professional or technical meetings and publish articles, papers or books, as long as it does not interfere with the performance of your duties or risk disclosing Ciena’s confidential information. If offered, you may accept reasonable and customary fees or honoraria for such activities. For help determining if it is appropriate to pursue a teaching or speaking opportunity, consult your supervisor and, if necessary, the Legal Department, in advance.

Question: I have a blog that I update periodically, just so my friends and family know what I’m up to. Work is a big part of my life, and sometimes I post details about what I’m working on for Ciena—for example, the other day I said I was involved in a project to improve Ciena’s data center capabilities. Is this ok?

Answer: No. It’s natural to want to tell others about what you do for Ciena, but you need to be careful not to reveal confidential information in social media or other online forums. Information about products and services we’re developing or innovating, for example, needs to stay within Ciena until the company decides it’s ready to announce to the public. Contact the Corporate Communications Department if you need help deciding whether it’s okay to discuss your work for Ciena online.
Sales and Marketing

We deal fairly and ethically with our customers, suppliers and business partners. To this end, we make only complete, factual and truthful statements and representations about Ciena, our products and our services. Our advertising and marketing claims must be substantiated, and they should include all information necessary to make them accurate and complete. In addition, we must never make disparaging remarks about our competitors, or make unfair comparisons between our products and services and those of a competitor.

We comply with laws and regulations that govern how our customers acquire our products and services. Once we have entered into a contract, we honor our contractual obligations. If you feel that we are not living up to these commitments, please raise the issue with your manager or an attorney in the Legal Department.

Question: When I speak to potential customers, I sometimes tell them that our competitors’ products have had a lot of problems with data security. This isn’t really true—a lot of our competitors have a solid track record of offering good products and services. This strategy wins business, even if it’s not always totally accurate. So it’s fine, right?

Answer: It’s never acceptable to lie about a competitor. In fact, we should avoid speaking negatively about other companies in our industry. It’s not the right way to win business, nor is it necessary. We offer best-in-class technology that can speak for itself, and we win customers based on the quality of our solutions and the trust in our business relationships. For guidance about how to talk about other companies in our industry, speak with your manager or Ciena’s competitive marketing team.
We Value Our Customer and Business Relationships

**Fair Dealing**
We make a point to always deal fairly and honestly with our customers, suppliers, business partners and even our competitors. While we need to be aware of what our competitors are doing so we can effectively compete, we may only gather information about them fairly and honestly. We never use deception, theft or other illegal or unethical means.

For instance, you may:

- Gather publicly available information about our competitors in any way it is available to the public; or
- Gather information about competitors when they specifically invite us to do so.

However, you must never:

- Misrepresent your identity or your intent in obtaining information about a competitor;
- Try to influence another person to breach a confidentiality agreement; or
- Ask new hires for confidential information about their former employers.

We also have a responsibility to protect the confidential information of our customers, competitors and business partners. We should take the same precautions with this information as we would with Ciena’s confidential information. You may only use another company’s confidential information for legitimate business purposes in connection with the business relationship. You should only share such information with others who are authorized to receive it and have a business need to know it. Never accept or use another company’s confidential information if you believe it has been obtained improperly. If you become aware of an unauthorized disclosure of another company’s confidential information to Ciena, promptly notify your manager or an attorney in the Legal Department.
Antitrust and unfair competition laws are vigorously enforced, and violations may result in severe penalties for Ciena and individual employees, including fines, criminal liability and imprisonment. Although the spirit of these laws is straightforward, their application to our business activities can be complex. In particular, you should be careful about sharing competitively sensitive information with competitors or making statements that suggest that Ciena has few or no competitors, or that we seek to harm our competitors or improperly exploit our success.

**Question:** I was inadvertently sent an e-mail that contains a competitor’s pricing data. What should I do?

**Answer:** Do not read the document and do not share it with co-workers or your manager. Do not forward any such email. If you receive a similar letter or package in the mail, it should be quickly sealed and secured. Immediately contact an attorney in the Legal Department and wait for further instructions.
We Value Our Customer and Business Relationships

Product Quality
We want to provide quality products and services that help our customers adopt next-generation network architectures that yield business and operational value. Solutions we offer our customers should be of the highest quality possible to deliver the best results. Ciena strives to promote best practices in our product quality and adhere to applicable industry standards. If you see a way to improve a Ciena product or service, or if you have a concern about a solution we’re offering a customer, raise the concern with your manager.

Working with the Government
Special rules and regulations apply when we are working with a government customer. As with all of Ciena’s contracts, we have a responsibility to:

→ Know and comply with all contract requirements;
→ Ensure all reports, certifications and statements to the government are accurate and complete;
→ Assign all time allocations and costs to the proper category and contract; and
→ Use government property for specified purposes only, and never for personal or non-contractual use.

For more information about the rules that apply, please consult with the Legal Department or the Ciena Government Solutions team.

Question: As part of a government contract I’m working on, I have to purchase materials from a specific vendor. I think I’ve found another company that offers what I need at a lower price. What should I do?

Answer: When we work on government contracts, we have to be very careful to follow every requirement of our agreement. In some cases, this may mean that we can only work with certain business partners. In this situation, check with your manager and the Legal Department.
We Act with Integrity

Anti-Bribery and Improper Payments
Ciena strictly complies with all laws prohibiting bribery, corruption and improper payments to government officials and other companies in order to influence official action or secure a competitive advantage. These laws include the U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act and the Brazilian Clean Companies Act.

You may not make—or offer to make—any improper payment to any person, whether domestic or international. An improper payment includes:

- Any bribe, payoff or kickback made to obtain an advantage in a commercial transaction;
- Any gift, payment, favor, entertainment or other thing of value, beyond gifts of nominal value or appropriate entertainment of a moderate nature;
- Any commission, discount or consulting or professional fee not reasonably related to services actually and legally performed; or
- Any third party payment that you know or should know will be passed on (whether in whole or part) to influence a business decision.

A bribe is an offer or gift of anything of value or advantage that is intended to improperly influence the discretionary actions of the recipient. Bribes may include money, gifts, travel expenses, hospitality, below-market loans, discounts, business opportunities, favors, political or charitable contributions or any other benefit, direct or indirect.

A kickback is the return of a sum already paid or due to be paid as a reward for awarding or fostering business.

Improper payments made by or on behalf of Ciena not only violate company policy but also may lead to serious civil and criminal penalties for individual employees and Ciena. Accordingly, it is important to stay alert to possible improper payments by third parties on Ciena’s behalf. In addition, we are required to maintain records and accounts that accurately reflect our transactions and payments.

In business transactions and operations in foreign countries, companies are sometimes asked to make payments to expedite or “facilitate” routine government actions. Facilitating payments are unlawful under the U.K. Bribery Act and not permitted by Ciena. If you are asked to make a facilitating payment related to our business, immediately inform an attorney in the Legal Department.
We Act with Integrity

All employees and agents should be familiar with the Anti-Bribery and Improper Payments policy and the Gifts and Hospitality policy before conducting business internationally. Use these policies as a reference when you have questions, or contact an attorney in the Legal Department.

**Question:** I’m working with a customer in another country on a very large network deployment project, and we need to get approval from a government agency before we can move forward. To move the process along, the customer suggested that we offer the inspector a gift, like a paid trip to a nearby beach resort. I’m not sure if this is the right thing to do, but I don’t want to hold up the project. What should I do?

**Answer:** Talk to your manager or an attorney in the Legal Department. It sounds like the client representative is suggesting paying a bribe or other improper payment, and that’s not how we conduct business. Moreover, we can be held responsible for the acts of our agents and partners, even if Ciena is not the one making the payment. We always act ethically and legally in all of our direct and indirect business dealings, and we never resort to bribery.

**Question:** A consultant we use to assist with government relations in a particular region added a significant upfront “facilitation” fee to her proposal for services to Ciena. I am concerned she may intend to pass along this extra money to local officials. What should I do?

**Answer:** Facilitation fees are not permitted under Ciena policy and applicable law. This situation raises significant concerns that one of our partners is intending to use bribery as a means of securing business. If you suspect a consultant may pass along a payment inappropriately, immediately contact an attorney in the Legal Department.
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Gifts and Entertainment
We compete on the merits of our technology solutions and services, and not through inappropriate gifts, entertainment or other business courtesies intended to cause someone to act inappropriately. Although business entertainment and the exchange of gifts are acceptable in many business situations, and may be customary in some regions, you must always follow all applicable laws and Ciena policies.

To avoid an inappropriate business relationship or the appearance of one, you may not give or receive gifts or entertainment to or from current or potential customers, suppliers or other business partners unless all of the following conditions are met:

- The gift or entertainment is of a nominal value. Exceptions must be approved by a functional Vice President or above.
- The gift or entertainment is appropriate to our business relationship and extended in the ordinary course of business.
- The gift or entertainment is not intended as a way to obtain special or favored treatment, and it does not obligate us—or appear to obligate us—to a business partner.
- The gift or entertainment is legal, infrequent and customary in the location and under the circumstances where given, and does not cause either the giver or the recipient to violate our standards or the other organization’s standards.
- The gift is not cash or a cash equivalent—for example, gift certificates or prepaid gift cards.

In some business situations outside the United States, it is customary and lawful for business executives to present gifts to representatives of their business partners. These situations can be complex, as the gifts may be of more than nominal value, and returning the gifts or paying for them may be an affront to the giver. If you find yourself in such a situation, you must report the gift to your manager. You may be required to turn the gift over to the company.

For more information, see our Gifts and Hospitality policy and Anti-Bribery and Improper Payments policy.
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Special Rules for Government Officials
Governments are unique customers for Ciena, and it is important to remember that special rules apply to exchanging entertainment and gifts with a government official or employee, including employees of government-controlled entities. You must be very careful when interacting with officials of foreign governments or persons representing state-controlled businesses. Gifts and entertainment involving government officials present additional legal and business risk that requires prior approval of an attorney in the Legal Department.

Conflicts of Interest
Ciena’s business success depends heavily on our actions and integrity in the marketplace. As such, it is important that we make sound, impartial and objective decisions on behalf of the company and avoid conflicts of interest. A conflict of interest is any situation where your personal interests or obligations are, or even appear to be, in conflict with Ciena's interests. This also applies to the interests of your spouse or domestic partner and immediate family members.

You should avoid any situation that creates an actual or potential conflict of interest. Sometimes, however, conflicts do arise. You should disclose any potential conflict promptly to your manager and to an attorney in the Legal Department. Having a conflict may not always be a problem, but not promptly disclosing the conflict may cause bigger ethical or legal issues—such as the perception of favoritism, bias or unfair personal advantage.

Outside Business Activities
You may not engage in outside business activities that would negatively affect your attendance or performance at Ciena. This includes outside employment or consulting, service on boards of directors or advisory boards of for-profit companies and other similar activities.

Question: One of our suppliers offered me two great tickets to a football game. May I accept them?

Answer: It depends on the situation. What is the market value of the tickets? Will the supplier attend the game with you or are the tickets for you to use personally? Are you expected to reciprocate in any way? Refer to the Gifts and Hospitality policy to determine if you may accept the tickets or if you need to take additional steps.
You should never work for a competitor, supplier or customer of Ciena, or engage in activities that may use or disclose Ciena’s confidential information.

Before accepting outside employment, consulting assignments, service on boards of directors or advisors or similar activities, you should seek written approval from your manager and your Human Resources representative, who will decide if it is appropriate for you to accept the outside work. If there is a potential conflict of interest, you must also obtain written approval from an attorney in the Legal Department.

Financial Interests in Other Businesses
You may not acquire a material financial interest—one that is significant either to your financial situation or to the other entity—in a competitor of Ciena. You also may not acquire a material financial interest in a supplier or customer of Ciena that you or your subordinates deal with, directly or indirectly, without first obtaining written approval from an attorney in the Legal Department.

In addition, you may not approve a purchase order or incur an expense on Ciena’s behalf for a transaction in which you, your spouse or domestic partner or any member of your immediate family has a direct or indirect financial interest.

Employment of Relatives
Hiring close relatives of current employees for full-time positions may cause conflicts and problems with supervision and employee morale. A close relative means a parent, child, sibling, spouse or domestic partner. The company may consider hiring a close relative of a current employee if the two would have different reporting managers and not have a day-to-day working relationship. In complex situations, the functional Vice President and a Human Resources representative will determine whether to consider the relative for employment. If you work with a close relative at Ciena, you may not hold a position in which you can review employment decisions directly or indirectly affecting your relative, or vice versa.

Question: I’m in charge of planning the holiday party this year. My brother runs a catering company, and I know he’d do a great job for Ciena. Can I offer him the job?

Answer: Maybe. But you must speak to your manager about the situation. Hiring a family member as a vendor may give rise to an actual or perceived conflict of interest. In this case, others—including the Procurement Department—should decide whether your brother’s company is the best choice for the job, compared to other companies in the market.
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Hiring Former Government Employees
We are subject to many laws regarding hiring former government employees or retaining them as consultants. These laws even cover informal arrangements for prospective employment under certain circumstances. Therefore, you must obtain written authorization from an attorney in the Legal Department before discussing potential employment with any current government employee and before hiring or retaining anyone who has worked for the government within the past two years.

Election or Appointment to Government Office
You are free to serve in an elected or appointed public office, as long as your responsibilities do not interfere with your obligations to Ciena. To avoid the appearance of a conflict of interest, you should not participate in activities of a community or governmental body that might have an impact on Ciena’s activities or business. If you are not sure about whether it is appropriate to serve in a particular capacity, contact your Human Resources representative or an attorney in the Legal Department.

The five most common situations that can lead to a conflict of interest are:

1. Outside Business Interests
   - External paid projects or outside employment
   - Development of new products, including inventions and writings
   - Outside selling or servicing of Ciena equipment
   - Ownership of or investment in a company that has a connection to Ciena

2. Family and Friends
   - Engaging family and friends as Ciena suppliers, contractors, consultants, customers or competitors
   - Hiring family and friends as Ciena employees

3. External Boards
   - For-profit, technical and government boards
   - Professional association and non-profit boards

4. Communications
   - Speaking engagements
   - Endorsements

5. Gifts and Entertainment
We Act with Integrity

Import and Export Regulations
We are committed to complying with all applicable laws and regulations governing the import, use, export and re-export of Ciena products and technology. In order to do so, our Global Trade Compliance team has instituted several policies and procedures, including the screening of new customers and suppliers to ensure that we do not do business with prohibited entities or persons. In addition, we always obtain export licenses and other government approvals before exporting products and technology controlled by the U.S. government. Import and export controls affecting our business can be complex. If you have reason to believe a particular transaction or shipment has violated applicable law or have any questions about Ciena’s procedures in this area, contact Ciena’s Global Trade Compliance team.

Please consult Ciena’s trade-related policies, including the International Shipping and Export policy, for additional information.

Sanctions and Boycotts
We do not cooperate with or participate in boycotts of countries, their nationals or blacklisted companies that are not approved by the U.S. government. Under U.S. anti-boycott legislation, we are required to report any request to participate in an international boycott. Accordingly, you should not respond to any oral or written request for information, proposed contract provisions, shipping documents or other action that is related to furthering an illegal boycott. If you receive a request related to a boycott or boycotted countries or organizations, immediately contact an attorney in the Legal Department.

Question: I’m emailing specifications about our optical transport systems to a business partner in another country. Is this an export that is subject to additional controls?

Answer: It could be, depending on what you’re sending and where. Whenever we’re sending technical information to another country, or to a company based in another country, we should check with Ciena’s Global Trade Compliance team. This includes even items that we’re not sending physically. In some cases, we may need to obtain a license or other permission before we can send the products or information. If you’re not sure of how export and import regulations apply to your shipments or disclosures of technical data, speak to your manager or Ciena’s Global Trade Compliance team.
Insider Trading
As a Ciena employee, you may become aware of material, non-public information—that is, information that is not publicly available and that a reasonable investor would consider important in deciding whether to buy, hold or sell stock. This information may relate to Ciena or one of our customers or business partners. You must never use material, non-public information to trade in Ciena’s or any other company’s stock or securities, or do anything else to take advantage of that information. In addition, you may not pass the information on to others, such as friends and family members, to allow them to take advantage of such information.

Insider trading is a serious violation of the law and could result in severe civil or criminal penalties. Stock market surveillance techniques are sophisticated, and the laws in this area are strictly enforced. If you have specific questions about what constitutes insider trading, please review Ciena’s Insider Trading policy or contact an attorney in the Legal Department.

To mitigate these risks, Ciena directors, executive officers and certain employees who regularly have access to material, non-public information are subject to quarterly blackout periods, during which they are prohibited from trading in Ciena stock. The Legal Department will notify you if you are subject to these restrictions. However, even if these restrictions are not applicable to you, insider trading laws apply, and you may never buy or sell stock on the basis of material, non-public information.

Question: I typically learn about Ciena’s quarterly financial results before they have been publicly announced. May I still buy or sell Ciena stock while I have that information?

Answer: No. This information is considered material, non-public information. Buying or selling Ciena stock before the broad public dissemination of this information in an earnings release would be a violation of our insider trading policy and a likely violation of securities laws in the U.S. and elsewhere.
Accurate Books and Records
Financial integrity and fiscal responsibility are core aspects of how we do business and operate our company. All employees—not just those in the Finance Department—are responsible for making sure that our financial records are complete and accurate and our internal controls are honored.

Accounting and Record-Keeping Generally
Our financial, accounting and other records must accurately and fairly reflect the company’s transactions, in accordance with accepted accounting practices and procedures. We must always act ethically and honestly in recording and maintaining financial records and preparing our results of operations. We maintain systems of controls and procedures designed to assure the completeness and accuracy of financial and other records. You are expected to adhere to these procedures. You may never make false or misleading entries in the company’s books and records or arrangements that may result in such entries. Likewise, you should never make or authorize a payment if you know that it will be used for any purpose other than what is recorded on the company’s books.

If your job involves recording financial transactions, you must be aware of and familiar with all of Ciena’s applicable policies.

Payroll Records
Some employees may need to track and report hours worked for payroll purposes. Employees and managers alike have a responsibility to make certain that these records accurately reflect the hours worked. You are required to report all of your time off, including paid time off (such as vacation, medical and family leave, bereavement leave or military leave) and holidays. You must make sure that payroll records are accurate and complete. You must never alter, falsify or tamper with time records, or record time on another employee’s time record.
Expense Reimbursement

When you submit an expense for reimbursement or spend money on Ciena’s behalf, you should make sure that the cost is reasonable, directly related to company business and supported by appropriate documentation. If you are a manager, you are responsible for all money spent and expenses incurred by your teams and direct reports, and should carefully review expenses before approving. You must never falsify expense reports.

Question: I’m friends with a manager in another department, and we recently went out to lunch. When it came time to pay, my friend used a Ciena charge card and told me we could just say we discussed work and get the cost reimbursed as a business expense. But that’s not true—we talked about our personal lives and our friends. Can she still claim it as an expense?

Answer: No. Company charge cards should be used only for business expenses, like airfare for business trips, business-related meals or supplies for meeting with clients. Charge cards and expense accounts must be used carefully—and never for personal use. If you have any questions about using company funds or resources, speak with your manager.
Reporting Financial or Accounting Irregularities
We must maintain accurate and complete records of our business dealings and account for these transactions properly in order to preserve the integrity of our financial results. Accordingly, we have a process for addressing allegations of improper financial or accounting practices. If you suspect or observe any financial wrongdoing or irregularities, immediately report them to the General Counsel or the Chairperson of the Audit Committee of the Board of Directors.

Question: Our region’s quarterly financial report is due next week. My manager told me to record a contract in this quarter’s books, even though I know it won’t be signed until next month. He says it’s important to meet our goals for now, and no one will know the difference. Is he right? What should I do?

Answer: You should not make an inaccurate entry in Ciena’s books and records. We need to be absolutely certain that our financial reports are accurate, especially when it comes to the results of our operations. If you feel pressured to do otherwise, contact your Human Resources representative or an attorney in the Legal Department. You may also contact the Audit Committee of our Board of Directors. If you feel uncomfortable going through internal channels, you can make an anonymous report through EthicsPoint.

Question: What if my manager is pressuring me to “make the numbers work”?

Answer: You have a responsibility to be honest and accurate and to report this sort of behavior. If you feel pressured to do something improper, contact your Human Resources representative, an attorney in the Legal Department or the Audit Committee of our Board of Directors. If you feel uncomfortable going through internal channels, you can make an anonymous report through our EthicsPoint hotline.
Side Letters and Side Agreements
Efforts to hide the real underlying economics or purpose of a transaction can negatively impact the accuracy of our financial reporting. As such, you must never create or enter into a side letter or side agreement. These include verbal or written agreements with customers (or other business partners) to modify or override the terms of a contract, where the terms have not been put in writing and disclosed under Ciena’s standard processes for contract review and signing. If you want to make or change a contractual obligation, contact your Legal representative.

Question: I was asked to change the terms of our sales contract and give the customer a 90-day right to return their equipment. Can I do so?

Answer: Whether done verbally or in writing, this is a side letter or agreement and may negatively impact the accuracy of our financial reporting. A side commitment may violate financial reporting requirements, or cause customer satisfaction issues and other legal liabilities. Talk to your manager or an attorney in the Legal Department if you are being asked or pressured to make a side commitment.

Business Records
Ciena’s records are our corporate memory, providing evidence of actions and decisions, and they represent a vital asset that supports daily functions and operations. Business records consist of all forms of information we create or receive related to Ciena’s business, regardless of the format. All such records are the property of Ciena and must be retained to ensure that they are available as needed.

In some situations, the Legal Department may issue a records hold notice, specifying that certain departments or individuals should retain certain business records in connection with actual or anticipated litigation, investigations or audits. You may never destroy, alter, mutilate or conceal any record that is subject to an active records hold notice. If you have knowledge of any potential litigation, investigation or audit, you should immediately notify an attorney in the Legal Department.

For additional information, refer to the Records Management policy.
Charitable and Community Activities
We are committed to doing our part in the communities in which we live and work. Ciena donates to several philanthropic non-profit organizations, actively supports STEM (science, technology, engineering and mathematics) education programs and participates in local community support organizations and events selected by local employees.

Employees are encouraged to support charitable and community organizations and activities with personal contributions of time or money, as long as it does not interfere with their obligations to Ciena or require the use of Ciena resources. If you wish to solicit the support of the company or other employees for fund-raising events or other charitable activities, you must first get approval from your functional Vice President. Only organizations that are treated as tax-exempt charities or otherwise recognized under applicable law as having a charitable purpose may be approved.
We Respect Our Environment

Environmental and Social Responsibility
Ciena seeks to do business in a manner that is environmentally responsible and protects the health and safety of its employees and the public. In doing so, we are careful to follow all environmental standards, doing our best to be as sustainable as possible and to use resources wisely. We take responsibility for the impact of our activities on the environment and strive to improve our relevant processes in this regard where possible.

We expect our suppliers and business partners to adhere to these same principles. These principles are based on operating in compliance with all applicable laws and regulations, and are designed to encourage our suppliers and business partners to go beyond legal compliance in order to advance social and environmental responsibility.

For more information, refer to the Environmental, Health and Safety policy and our Supplier Code of Conduct.

Human Rights
We are committed to doing business in a manner consistent with all applicable employment and human rights laws and regulations, wherever we do business. This means, in part, that we provide reasonable working hours and fair wages for those who work on our behalf. Ciena also has a zero-tolerance policy for the use of child or forced labor, or human trafficking practices. We will not knowingly do business with suppliers or business partners who violate these commitments. Since Ciena could be held accountable for the conduct of these individuals and entities, if you have reason to believe that any third party is engaging in any of the above practices, report your concerns to your manager.

Conflict Minerals
Ciena is committed to sourcing all of the components we use in our products in an ethical and socially responsible manner. We support efforts to eliminate the use of tantalum, tin, gold and tungsten obtained from sources that finance or benefit armed groups in the Democratic Republic of the Congo or its adjoining countries. Accordingly, we are committed to complying with applicable legislation regarding the reporting of conflict minerals, and we have implemented a comprehensive due diligence process to meet this obligation and support our commitment to responsible sourcing.
Waivers

You must adhere to the standards of conduct set forth in our Code of Business Conduct and Ethics. If you wish to seek a waiver of any provision of the Code, you must make full disclosure of the particular circumstances in writing to your manager and your Human Resources representative. These individuals will coordinate the required review and approval, if any, before you engage in any activity that could or would violate the Code.

Waivers of our Code for executive officers or directors must be approved in advance by the Board of Directors. If such a waiver is granted, the circumstances may be made public as required.

Resources

Ciena provides several resources to help you comply with the Code of Business Conduct and Ethics and make proper decisions on behalf of our company. In addition to the resources listed below, you will find helpful contact and subject matter information under the “Corporate Policies and Procedures” section of our intranet.

To find a copy of Ciena’s Code of Business Conduct and Ethics: Code of Business Conduct and Ethics

To learn how to report a violation of our Code of Business Conduct: Report a Code of Conduct Violation

Other external links
Links are also available on www.ciena.com in the Investor Relations Overview page under Corporate Governance

Other Resources
Audit Committee of the Board of Directors: auditcommitteechair@ciena.com
EthicsPoint: www.ethicspoint.com