

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended November 2, 2024**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 001-36250**

**Ciena Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)  
**7035 Ridge Road, Hanover, MD**  
(Address of principal executive offices)

**23-2725311**  
(I.R.S. Employer  
Identification No.)  
**21076**  
(Zip Code)

Registrant's telephone number, including area code: **(410) 694-5700**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, \$0.01 par value</b>	<b>CIEN</b>	<b>New York Stock Exchange</b>

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input type="checkbox"/>
			Emerging growth company <input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act) Yes  No

The aggregate market value of the registrant's Common Stock held by non-affiliates of the registrant as of April 26, 2024, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$6.7 billion based on the closing price of the Common Stock on the New York Stock Exchange on that date.

The number of shares of the registrant's Common Stock outstanding as of December 13, 2024 was 142,115,595.

**DOCUMENTS INCORPORATED BY REFERENCE**

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Part III of the Form 10-K incorporates by reference certain portions of the registrant's definitive proxy statement for its 2025 Annual Meeting of Stockholders, which is expected to be filed with the Commission not later than 120 days after the end of the fiscal year covered by this annual report.

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**CIENA CORPORATION**  
**ANNUAL REPORT ON FORM 10-K**  
**FOR FISCAL YEAR ENDED NOVEMBER 2, 2024**

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## PART I

### Cautionary Note Regarding Forward-Looking Statements

*This annual report contains statements that discuss future events or expectations, projections of results of operations or financial condition, changes in the markets for our products and services, trends in our business, business prospects and strategies, and other “forward-looking” information. In some cases, you can identify “forward-looking statements” by words like “may,” “will,” “would,” “can,” “should,” “could,” “expects,” “future,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “intends,” “potential,” “projects,” “targets,” or “continue” or the negative of those words and other comparable words. These statements may relate to, among other things: our competitive landscape; market conditions and growth opportunities; factors impacting our industry and markets, including macroeconomic conditions and global supply chain constraints; factors impacting the businesses of network operators, their network architectures and their adoption of next-generation network infrastructures; our strategy, including our research and development, supply chain and go-to-market initiatives and our efforts to increase the reach of our business into new or growing product, customer and geographic markets; our order volumes, backlog and seasonality in our business; expectations for our financial results, revenue, gross margin, operating expense and key operating measures in future periods; the adequacy of our sources of liquidity to satisfy our working capital needs, capital expenditures and other liquidity requirements; cybersecurity events; business initiatives including information technology (“IT”) and environmental, social and governance (“ESG”) initiatives; the impact of changes in tax law and our effective tax rates; and market risks associated with financial instruments and foreign currency exchange rates. These statements are subject to known and unknown risks, uncertainties and other factors, and actual events or results may differ materially from any future results, activity, performance, or achievements expressed or implied by these forward-looking statements, including due to factors such as those set forth below in “Risk Factors Summary.”*

*For a discussion of additional important factors that could cause actual results to vary materially from those anticipated in the forward-looking statements, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Risk Factors” in this annual report. We operate in a very competitive and dynamic environment and new risks and uncertainties emerge, are identified or become apparent from time to time, and therefore may not be identified in this annual report. We cannot predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this annual report. You should be aware that the forward-looking statements contained in this annual report are based on our current views and assumptions. We undertake no obligation to revise or update any forward-looking statements made in this annual report to reflect events or circumstances after the date hereof or to reflect new information or the occurrence of unanticipated events, except as required by law. The forward-looking statements in this annual report are intended to be subject to protection afforded by the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Unless the context requires otherwise, references in this annual report to “Ciena,” the “Company,” “we,” “us” and “our” refer to Ciena Corporation.*

### Risk Factors Summary

Investing in our securities involves a high degree of risk. The following is a summary of the principal factors that make an investment in our securities speculative or risky, as more fully described below in the section titled “Risk Factors.” This summary should be read in conjunction with the “Risk Factors” section and should not be relied upon as an exhaustive summary of the material risks facing our business. In addition to this summary, you should consider the information set forth in the “Risk Factors” section and the other information contained in this annual report before investing in our securities.

#### *Risks Related to Our Business and Industry*

- Our revenue, gross margin, and operating results can fluctuate significantly from quarter to quarter and, if we are not able to secure order growth, our revenue may not reach the levels we anticipate.
- A small number of customers account for a significant portion of our revenue. The loss of one or more of these customers, or a significant reduction in their spending, could have a material adverse effect on our business and results of operations.
- We face intense competition that could impact our sales and results of operations. We expect our competitive landscape to continue to broaden as we seek to expand our addressable market and solutions portfolio.
- Our failure to invest in the right technologies or to get an adequate return on such research and development investment could adversely affect our revenue and profitability.
- We have no guaranteed purchases and regularly must re-win business with existing customers.
- Network equipment sales often involve lengthy sales cycles and protracted contract negotiations that may require us to agree to commercial terms or conditions that negatively affect pricing, risk allocation, payment and the timing of revenue recognition.
- Accurately matching necessary inventory levels to customer demand within the current environment is challenging, and we may incur additional costs or be required to write off significant inventory that would adversely impact our results of operations.

- If we are unable to adapt our business and solutions offerings to the evolving consumption models of our customers, our competitive position and results of operations could be adversely affected.
- As we introduce technologies that enable us to enter into new markets, we may experience difficulty monetizing these new solutions and be exposed to increased or new forms of competition.
- Our go-to-market activities and the distribution of our WaveLogic coherent modem technology within the market for high-performance transceivers/modems could expose us to increased competition and poses other risks that could adversely affect our existing systems business or results of operations.
- Supply chain challenges and constraints, including for semiconductor components, could adversely impact our growth, gross margins and financial results.
- Our exposure to the credit risks of our customers and resellers may make it difficult to collect receivables and could adversely affect our revenue and operating results.
- We may be required to write down the value of certain significant assets, which would adversely affect our operating results.
- Problems affecting the performance, interoperability, reliability or security of our products could damage our business reputation and negatively affect our results of operations.
- Strategic acquisitions and investments could disrupt our operations and may expose us to increased costs and unexpected liabilities.
- Emerging issues related to the development and use of AI could give rise to legal or regulatory action, damage our reputation, or otherwise materially harm of our business.

*Risks Relating to the Macroeconomic Environment and our Global Presence*

- Our business and operating results could be adversely affected by unfavorable changes in macroeconomic and market conditions and any reduction in the level of customer spending in response.
- The international scale of our sales and operations exposes us to additional risk and expense that could adversely affect our results of operations.
- Efforts to increase our sales and capture market share in targeted international markets may be unsuccessful.
- We may be adversely affected by fluctuations in currency exchange rates.

*Risks Related to Our Operations and Reliance on Third Parties*

- We may experience delays in the development and production of our products that may negatively affect our competitive position and business.
- We rely on third-party contract manufacturers, and our business and results of operations may be adversely affected by risks associated with their businesses, financial condition, and the geographies in which they operate.
- Our reliance on third-party component suppliers, including sole and limited source suppliers, exposes our business to additional risk, including risk relating to our suppliers' businesses and financial position and risks arising as a result of geopolitical events, and could limit our sales, increase our costs and harm our customer relationships.
- We rely on third-party resellers, distributors and service partners, and our failure to manage these relationships effectively could adversely affect our business, results of operations, and relationships with our customers.
- We may be exposed to unanticipated risks and additional obligations in connection with our resale of complementary products or technology of other companies.
- Growth of our business is dependent on the proper functioning and scalability of our internal business processes and information systems. Adoption of new systems, modifications or interruptions of services may disrupt our business, processes and internal controls.
- Restructuring activities could disrupt our business and affect our results of operations.
- If we are unable to attract and retain qualified personnel, we may be unable to manage our business effectively.

*Risks Related to Intellectual Property, Litigation, Regulation and Government Policy*

- Our intellectual property rights may be difficult and costly to enforce.
- We may incur significant costs in response to claims by others that we infringe upon their intellectual property rights.
- Our products incorporate software and other technology under license from third parties, and our business would be adversely affected if this technology were no longer available to us on commercially reasonable terms.
- Data security breaches and cyber-attacks targeting our enterprise technology environment and assets could compromise our intellectual property, technology or other sensitive information and could cause significant damage to our business, reputation and operational capacity.
- We are a party to legal proceedings, investigations and other claims or disputes, which are costly to defend and, if determined adversely to us, could require us to pay fines or damages, undertake remedial measures, or prevent us from taking certain actions, any of which could adversely affect our business.
- Changes in trade policy, including the imposition of tariffs and other import measures, increased export control, sanctions and investment restrictions, and efforts to withdraw from or materially modify international trade agreements, as well as other regulatory efforts impacting the import and sale of foreign equipment, may adversely affect our business, operations and financial condition.

- Changes in government regulations affecting the communications and technology industries and the businesses of our customers could harm our prospects and operating results.
- Government regulations related to the environment, climate change and social initiatives could adversely affect our business and operating results.
- Investor and other stakeholder scrutiny related to our environmental, social and governance practices, and our disclosed performance and aspirations for these practices, may increase costs and expose us to numerous risks.
- Changes in tax law or regulation, effective tax rates and other adverse outcomes with taxing authorities could adversely affect our results of operations.
- Failure to maintain effective internal controls over financial reporting could have a material adverse effect on our business, operating results and stock price.

*Risks Related to Our Common Stock, Indebtedness and Investments*

- Our stock price is volatile.
- Outstanding indebtedness under our senior secured credit facilities and senior unsecured notes may adversely affect our liquidity and results of operations and could limit our business.
- Significant volatility and uncertainty in the capital markets may limit our access to funding on favorable terms or at all.

**Item 1. Business**

**Overview**

We are a network technology company, providing hardware, software, and services to a wide range of network operators and enabling enhanced network capacity, service delivery, and automation. Our solutions support network traffic across a wide range of applications, including cloud, video, data, artificial intelligence (“AI”), and voice. Our network solutions are used globally by communications service providers, cable and multiservice operators, cloud providers, submarine network operators, governments, and enterprises across multiple industry verticals.

Our portfolio is designed to enable the Adaptive Network™, which is our vision for a network end state that leverages a programmable and scalable network infrastructure, driven by software control and automation capabilities, that is informed by network analytics and intelligence. By using our network solutions to transform network infrastructures into dynamic, programmable environments driven by automation and analytics, we believe network operators can realize greater business agility, adapt dynamically to changing end-user service demands, rapidly introduce new revenue-generating services, and scale networks to meet increased traffic demands. Our solutions are also designed to enable network operators to gain valuable, real-time network insights, allowing them to optimize network performance and maximize the return on their network infrastructure investment.

Our solutions include Networking Platforms, including our Optical Networking portfolio and our Routing and Switching portfolio, which can be applied from the network core to end-user access points, and which allow network operators to scale capacity, increase transmission speeds, allocate traffic efficiently, and adapt dynamically to changing end-user service demands. Our Optical Networking portfolio includes products that support long haul and regional networks, submarine and data center interconnect networks, and metro and edge networks. Our Routing and Switching portfolio includes products and solutions that enable efficient Internet Protocol (“IP”) transport in next-generation metro core, aggregation, and access networks, including converged IP, optical, and fiber-based broadband access applications.

To complement our Networking Platforms, we offer Platform Software, which includes our Navigator Network Control Software (“Navigator NCS”) (formerly known as Manage, Control and Plan (“MCP”)) and advanced applications that deliver multi-layer domain control and operations for network operators.

Through our Blue Planet® Automation Software, we also enable complete service lifecycle management automation with productized operational support systems (“OSS”), including inventory, orchestration, and assurance solutions that help our customers to achieve closed loop automation across multi-vendor and multi-domain environments.

In addition to our systems and software, we also offer a broad range of services that help our customers build, operate, and improve their networks and associated operational environments. These include network transformation, consulting, implementation, systems integration, maintenance, network operations center (NOC) management, learning, and optimization services.

**Industry Background**

*Network Traffic Growth and Increased Capacity Requirements*

The markets into which we sell are dynamic and characterized by a high rate of change. Optical networks – which carry video, data, and voice traffic by encoding digital information on multiple wavelengths of light traveling across fiber optic cables – continue to experience strong demand for increased bandwidth due to traffic growth. This network traffic growth is being driven by a diverse set of communications services that often require on-demand service levels by enterprise and consumer end users, as well as cloud-based and AI services and applications:

- *Cloud-Based Services.* Enterprises and consumers continue to replace locally-housed computing and storage by adopting a broad array of innovative cloud-based models – including Platform as a Service (PaaS), Software as a Service (“SaaS”) and Infrastructure as a Service (IaaS) – and an expanding range of cloud-based services that host key applications, store data, enable the viewing and downloading of content, and utilize on-demand computing resources. In addition, content is increasingly moving to the network edge, creating capacity and traffic demands closer to the user.
- *Generative AI (“Gen-AI”).* In recent periods, Gen-AI platforms have experienced rapid and unprecedented user adoption with a notable array of new offerings entering the market across a diverse set of use cases. Gen-AI presents significant opportunities for businesses and other users to automate tasks, augment creativity, and improve operational efficiency. Given the Gen-AI adoption trajectory to date, and its potential to be a significant contributor to innovation and productivity, Gen-AI has been and will likely continue in future periods to be a significant stimulant or accelerator of network demand, both inside and outside of the data center.
- *Over-the-Top (“OTT”) Services and Video Streaming.* OTT content refers to video, multimedia and other applications provided directly from the content source to the viewer or end user across a third-party network. Traffic from streaming and OTT services, including high definition and ultra-high definition video, has expanded with the increased availability of, and end-user demand for, video content accessible through a variety of devices and media.
- *Mobile Traffic and Fifth-Generation Wireless Broadband (“5G”).* Traffic from mobile web applications, including video, internet, and data services, has expanded with the continued proliferation of smartphones and other wireless devices. Because much of wireless traffic ultimately travels across a wireline network to reach its destination, growth in mobile communications continues to place higher demands upon wireline networks, including the backhaul and fronthaul portions of networks emanating from cell sites. 5G technology is further enabling meaningful increases in bandwidth and performance and enabling emerging applications and services that 4G/LTE networks cannot support. To fully capitalize on these opportunities, network operators will need to consider the demands that 5G technology will place on their wireline infrastructures.
- *Machine Learning (“ML”) and AI.* By enhancing network intelligence and automation, ML and AI can enable improvements in network planning, operations, user experience and trouble resolution. Adoption of these technologies is expected to continue to increase as the IoT expands and additional services are created, and ML and AI are expected to continue to serve as drivers of further network traffic and solutions innovation, including driving bandwidth demands in various industries, including manufacturing, research and development, robotics, security, healthcare, and transportation.
- *Fiber-Based Access Networks - Residential and Enterprise.* In recent years there has been a shift in bandwidth demands, traffic patterns, and computing functions to the edge of networks, including due to increases in remote and hybrid working and distance learning. With a higher percentage of data flows concentrating closer to the network edge, more capacity and higher bandwidth to home and enterprise locations are required. Network densification initiatives by cable and multiservice operators seek to push more digital fiber closer to the end user in an effort to increase potential bandwidth, computing capability and data speeds to homes and enterprises, while decreasing power, space, and operating costs. Wireline service providers are responding to similar service and end customer demands by extending fiber to the home and deeper into access networks. In addition, a growing number of governments around the world are investing in rolling out access networks to underserved communities as part of an effort to bridge the digital divide.

Emerging technologies, services, and applications are further impacting, or are expected to impact, network infrastructures, particularly at the edge of networks, where increased computing power and automation are required to meet the quality of experience required by end users. Examples of these include:

- *Internet of Things (“IoT”).* As networked connections between devices and servers grow, machine-to-machine-related traffic (“M2M”) is expected to represent an increasing portion of traffic. These connections allow sharing of data that can be monitored and analyzed, including in smart grid applications, health care and safety monitoring, resource and

inventory management, home entertainment, consumer appliances, connected transportation and other M2M data applications.

- *Immersive Technologies and Ultra-High Definition Video (“UHD”).* Immersive technologies like virtual reality (VR), augmented reality (AR), interactive experiences, gaming, and 360° video, as well as UHD (4K and 8K) video, are placing or likely to place further capacity demands on networks as adoption of these technologies grows. Consumer electronics and other technology companies are rapidly advancing these applications, which require high bandwidth and low latency, and are making the associated devices more widely available and affordable to consumers.
- *Edge Computing.* To provide end users with the required experience for a growing set of immersive cloud services, network operators have increased, and are expected to continue to increase, the number and capabilities of edge computing locations to allow these latency-sensitive workloads to be processed closer to users. These changes at the edge of networks may affect network topologies, demands, and traffic patterns.

We believe that increased adoption of these technologies, services, and applications and their performance requirements will further increase network traffic and place additional service challenges on network infrastructures. We also believe that, in turn, network operators will be required to invest in their metro, access, and aggregation networks, as well as their core networks.

#### *Demand for Network Transformation*

In the face of intense competition and disruptive business models, communications service providers globally are engaging in large network transformation efforts that aim to simplify and reduce operational costs and create agile, software-driven platforms from which to develop new revenue-generating services. As part of these efforts, providers are reimagining legacy processes and software in their business support systems (“BSS”) and operations support systems (“OSS”) and redefining how they want these software platforms to interact with network infrastructure. The goal of these initiatives is to enhance customer loyalty, create a more digital experience for their end users, reduce operational complexity and costs, and introduce greater service agility. As a result, we expect that network operators will continue to pursue strategies that better leverage AI, automation, consulting services, analytics, and software control capabilities in an effort to achieve this transformation.

We expect that service providers will also pursue closed loop automation between their software operations platforms and network infrastructure. Closed loop automation is a continuous cycle of communications between the programmable network infrastructure and software control elements to analyze network conditions, traffic demands, and resource availability to determine the best placement of traffic or network functions to deliver optimal service quality and resource utilization.

We believe that adoption of these network transformation strategies around OSS and BSS, and the related evolution of core, metro, aggregation and access network infrastructures, will require network operators and their network solutions vendors increasingly to look to utilize an ecosystem of cloud-native software, consulting and delivery services, and software-optimized and controlled physical and virtual network resources. We expect that these network architectural approaches, in turn, will require an increased degree of cooperation, collaboration and interoperability among networking solutions vendors.

#### *Different Approaches to Design and Procure Network Infrastructure Solutions*

Network operators are pursuing a diverse range of approaches, or “consumption models,” in their design and procurement of network infrastructure solutions. In addition to purchasing fully integrated network solutions including hardware, software and services from the same vendor, new consumption models include the procurement or use of:

- a fully integrated infrastructure solution from one vendor with the separate use of a network operator’s own software or that of another vendor;
- integrated photonic line systems with open interfaces from one vendor and the separate or “disaggregated” procurement of modem technology from a different vendor;
- open source software in concert with or as an alternative to integrated, proprietary third-party software solutions;
- open IP network operating systems running on off-the-shelf third-party equipment; and
- system integration services or customer self-integration to reconstitute the disaggregated components.

Driven by the need to add capacity quickly and by restrictions in some jurisdictions on fiber ownership, some cloud providers are using managed optical fiber networks (“MOFN”) through which they lease lit fiber pairs from advanced optical networks owned by communications service providers in order to expand their reach and better serve their end users. In addition, some network operators are pursuing network strategies that emphasize the deployment of smaller form factor,



pluggable modem technology, that can be housed in a switch or router platform or used in place of a modem in a traditional optical system.

The consumption models that ultimately emerge and their level of adoption will depend in significant part on the circumstances and strategies of certain network operators. While the adoption of these approaches has been limited to date, we expect that continued customer consideration of a variety of consumption models will require network operators and vendors alike to assess, and possibly broaden, their offerings and commercial models over time. We expect this dynamic will place a premium on a vendor's ability to provide a range of network solutions with the maximum amount of flexibility and choice.

#### *Supply Chain and Demand Environment Dynamics*

In the face of demand across a range of industries, global supply for certain raw materials and components, including, in particular, semiconductor, integrated circuits, and other electronic components, experienced substantial constraint and disruption in recent prior periods. Though supply conditions have stabilized from their highest levels of disruption, they have yet to return to conditions experienced in the period prior to the COVID-19 pandemic. In response, governments and some of our network operator customers worldwide have intensified efforts to enhance supply chain resilience, emphasizing the need for robust risk management strategies.

During the most difficult periods of supply constraint, companies across many industries, including those of our end customers, deployed risk mitigation strategies to ensure continued operations. The strategies employed by some of our customers included increases in advance orders of networking equipment. With the stabilizing supply chain environment experienced in recent periods, customers' strategies have shifted, resulting in their need to digest their excess inventory of networking equipment purchased during that period, which led to a period of lower demand for equipment.

The United States and various foreign governments have established certain trade and tariff requirements, and from time to time the U.S. government has indicated a willingness to revise, renegotiate, or terminate various existing multilateral trade agreements and to impose new taxes and restrictions on certain goods imported into the United States. Current dynamics between the United States and China are playing a pivotal role in shaping the global supply chain landscape, and have had an important impact on trade policies, resiliency efforts, and various domestic preference and investment initiatives. This changing bilateral relationship, which is marked by trade tensions and geopolitical complexities, has prompted both nations to reassess their economic strategies, creating a dynamic environment for many industries. This environment, characterized by tariffs and technological competition, may introduce reconfiguration of global supply chains and prompt companies to diversify sourcing and manufacturing locations. In addition, the incoming U.S. administration has announced an intent to impose additional tariffs, including on all imports from China, Mexico, and Canada. Simultaneously, there is a growing emphasis on domestic preference initiatives, as countries seek to bolster their own manufacturing capabilities in an effort to ensure greater economic autonomy. This evolving landscape presents challenges and opportunities for companies navigating the wide range of resulting regulatory, economic and supply chain management complexities.

#### *Product Development and Sustainability*

As network traffic and service expansion continue to grow, we believe network operators are seeking technology innovation to help support their business models in preparation for a low carbon future. Network operators are also increasingly looking to their technology vendors to help them manage the environmental impact of their networks, including energy use, greenhouse gas emissions, and waste. Market transition to a low carbon future and greener technology presents meaningful opportunities for enhanced competitive positioning and business growth for technology innovation leaders capable of advancing a product development strategy that addresses network performance and sustainability outcomes.

### **Strategy**

Our strategy is to leverage our optical technology leadership to drive the profitable growth of our business and to expand our addressable market into complementary and adjacent network applications, in particular with respect to opportunities to apply coherent technologies inside and around the data center. The key pillars of our strategy are set forth below:

*Expand Leadership in Optical Networking.* We are focused on using our significant research and development investment capacity to push the pace of innovation in our traditional markets. We continue to innovate, increase the performance of, and enhance the capabilities for our leading WaveLogic™ coherent modem technology in multiple form factors. Specifically, we have brought to market the sixth generation of this technology in our WaveLogic6 Extreme performance-optimized form factor, and we intend to bring to market our WaveLogic6 Nano ("WL6n") pluggable offering for users that prioritize power and space considerations. In addition, to capture opportunities to expand our market inside and around the data center, we intend to invest in photonic line systems and coherent pluggables for data center application.

To address market trends toward disaggregated consumption models, we offer a range of networking solutions to enable the evolution of next-generation network infrastructures and promote choice in our markets. We have made our coherent optical technology available in integrated systems, pluggable form factors, and components that together address a range of technical and economic requirements of network operators. We are pursuing sales opportunities that leverage our WaveLogic technology in the form of high-performance transceivers/modems – the combination of a Ciena-designed optical chipset and application-specific integrated circuit (ASIC) – with other key optical components that are sold independently of integrated systems, including to original equipment manufacturers (“OEMs”), original design manufacturers, and value-added resellers. We are also pursuing opportunities with different go-to-market models for our passive optical network (“PON”) technology, such as our microplug Optical Line Terminal (“OLT”) transceiver, including through sales to network equipment manufacturers. By addressing multiple consumption models, including by offering component level solutions to the market, we seek to secure a larger portion of the world’s optical network wavelengths, expand our addressable market and access new customer verticals and applications.

*Grow Addressable Market in Next Generation Metro and Edge Networking Solutions.* To expand our addressable markets and capture additional opportunities in metro and edge applications, we are making significant investments in our Routing and Switching solutions. We are leveraging our optical expertise to offer new architectural approaches to address Metro and Edge network use cases. To enable this strategy, we offer solutions designed to integrate IP networking software with optical coherent transmission, including WaveRouter™, a purpose-built coherent metro router designed to converge IP and Optical layers in the metro network. We also offer our Navigator NCS multi-layer domain controller software, which operationalizes converged IP optical platforms. We are investing in broadband solutions, including innovative PON transmission technology, to intersect with public funding opportunities to bring broadband connectivity to underserved communities.

*Drive Software-Led Transformation.* To support our customers’ needs for rapid service introduction and optimized network operation, we seek to improve network layer automation and programmability by advancing our Navigator NCS software and applications. We are also focused on gaining adoption and expanding application for our Adaptive IP software, leveraging our Service-Aware Operating System (“SAOS”) embedded in our Routing and Switching products. We also seek to promote broader adoption of our Blue Planet Automation Software, highlighting its ability to automate the service management lifecycle. Through this automation, we believe that Blue Planet can help customers with their digital transformations by transitioning legacy networks into “service ready” networks, accelerating the creation, delivery and management of new services. A key part of our strategy is to grow our software business as a portion of our total business through expanded customer adoption and broader applications, and to build a strong automation business through the delivery of flexible, modular, and targeted automation solutions.

*Deliver Innovative Global Services.* Underpinning all aspects of our portfolio is our broad suite of value-added global services that help our customers to build, operate, and improve their networks. We are focused on broadening our advanced services capabilities with offerings to maximize our customers’ network infrastructure investment throughout the network lifecycle, including systems integration, multi-vendor migration, and transformation. Key to our delivery of strong services offerings is our close collaboration with our customers, which allows us to gain insight into the challenges they face and to provide services that meet their desired business outcomes.

## Customers and Markets

We sell our product and service solutions through direct and indirect sales channels to network operators in the following customer and market segments:

- *Communications Service Providers.* Our communications service provider customers include regional, metro, national and international wireline and wireless carriers, and access network providers.
- *Cloud Providers.* Our cloud provider customers – also referred to in our markets as web-scale or hyper-scale providers – include internet content providers and providers of internet services and infrastructure, including data centers, cloud compute, SaaS, storage, AI, and web hosting services. In addition to their direct purchases, these customers are also significant purchasers of capacity on submarine and wireline networks globally, and they heavily influence networking solution alternatives by other network operators, including communications service providers.
- *Cable and Multiservice Operators (MSO).* Our customers include regional, metro, national, and international cable and multiservice operators.
- *Submarine Network Operators.* Our customers include service providers, cloud providers, and consortia operators of submarine communications networks across the globe.
- *Enterprises.* Our enterprise customers include large, multi-site commercial organizations, including participants in the financial, healthcare, transportation, utilities, energy, and retail industries.

- *Government and Research & Education.* Our government customers include federal, state, and local agencies, as well as large, advanced research and education networks.

## Products and Services

Our portfolio of products and services, which is designed to enable our Adaptive Network vision, includes the solutions described below within our Networking Platforms, Platform Software and Services, Blue Planet Automation Software and Services, and Global Services operating segments. We also offer solutions that bring together multiple products and services from across our operating segments and portfolios to address key customer use cases and infrastructure needs with an aim to enable our customers to evolve their existing network environments.

### *Networking Platforms*

Our Networking Platforms segment consists of our Optical Networking and Routing and Switching portfolios.

*Optical Networking.* Our Optical Networking portfolio includes a range of products and solutions that use our WaveLogic coherent optical technology and our intelligent photonics solutions and are optimized for the convergence of coherent optical transport, open optical networking, Optical Transport Network (“OTN”) switching and IP routing and switching.

Our 6500 Packet-Optical Platform provides a flexible and scalable converged multi-layer transport solution that adds capacity to core, regional, metro and submarine networks and enables efficient data transport at high transmission speeds. This platform provides leading coherent wavelength capacities, from 100 gigabits per second (“100G”) to 1.6 terabits per second (“1.6T”), along with a flexible photonic layer and multi-layer control plane capabilities for scale and service differentiation. This platform, which includes several chassis sizes and a comprehensive set of line cards optimized for individual services or applications, can be used throughout the network, from customer premises to access and metropolitan networks, regional and core networks, and submarine cable landing sites.

Our Waveserver<sup>®</sup> family of products consists of compact, modular interconnect platforms that allow network operators to scale bandwidth and support high-bandwidth interconnect applications, such as high-speed data transfer from 100G to 1.6T, content delivery, including encrypted data transfer between data centers. Waveserver is purpose-built to address disaggregated transponder, data center and general space-constrained applications, using a small footprint and low power design. With its modern software architecture, open application programming interfaces (“APIs”), and common data models, Waveserver is easy to operate and integrate into existing networks and facilitates deployment of on-demand cloud and high-capacity connectivity services.

Our 6500 Reconfigurable Line System (“RLS”) is a compact, disaggregated, open intelligent photonic layer line system that improves scalability, reduces footprint, and offers flexibility and programmability. Its applications include subsea, long-haul and metro networks and data center interconnection and general network modernization and simplification. It offers increased fiber capacity through automated and integrated C- and L-band deployments and provides highly dense, remote optical add/drop multiplexing and switching features that enable network operators to react to unpredictable traffic requirements by scaling connectivity and capacity.

Our coherent-optimized edge line system, Coherent ELS, is a high-capacity disaggregated line system that is designed to address next-generation access photonic line system requirements, including the transport of coherent wavelengths originating from pluggables, through a compact, hardened form factor designed to accommodate outside plant deployments. With a focus on reducing operational complexity, our Coherent ELS open line system (OLS) uses integrated intelligence and automation to simplify and scale deployments.

Our O-NID is a purpose-built edge OTN demarcation device that modernizes OTN networks by delivering OTN to the edge in a compact, hardened form factor that is designed to flexibly address a range of applications while reducing cost, space, and power. The O-NID allows network providers to seamlessly extend the reach of their OTN networks closer to the edge and customer premises where space and power are limited and can efficiently deliver gigabit ethernet 1GbE/10GbE/100GbE services and 100/200G waves to the customer premises with a solution that simplifies deployments, service turn-up, and management.

We also offer footprint-optimized coherent pluggable transceivers, which utilize our WaveLogic technology, to address next-generation access, metro, regional and data center interconnect network applications, which are supported across both our systems and third-party equipment. Our opportunities with high-performance coherent pluggable transceivers are reflected within the Optical Networking product line of our Networking Platforms segment.

We also offer our 5400 family of Packet-Optical Platforms, which provide for optical transport, traffic aggregation at the network edge and switching that are optimized for handoff at the network core.

*Routing and Switching.* Our Routing and Switching portfolio includes products and solutions that enable next-generation metro, access and aggregation, or “edge” networks, including solutions that allow customers to simplify their network designs while delivering new, revenue-generating services. These products route, aggregate, and switch IP-based traffic to support applications including IP services, Ethernet business services, cell site routing, mobile cross-haul, converged haul, 5G, fiber-based access networks, and residential broadband access. Our Routing and Switching products are based on our Adaptive IP approach, which delivers end-to-end IP-based services in an automated and more simplified manner than traditional IP network designs. Our Routing and Switching products enable operators to achieve improved network cost effectiveness, including reduced costs associated with power and space, as compared to more complex, traditional IP routing.

Central to our Routing and Switching platforms is our SAOS next-gen IP network operating system, which provides the software-based capabilities to support 5G, IP VPN services, access, PON, converged interconnect network (CIN) architectures, and coherent routing applications in our portfolio. SAOS provides automation-friendly intelligence and operational data to enable network-level programmability supported by open standards.

Our 3000 family of Service Delivery Platforms and our 5000 family of Service Aggregation Platforms support network access and aggregation, respectively, and have been principally deployed to support IP and Ethernet business services, wireless front haul, backhaul, and mid-backhaul applications, and residential broadband applications. Our 3000 family of platforms are purpose-built to fit small to large customer sites as well as multi-tenant offices, residential buildings or homes, and edge office or outside plant applications. Our 5000 family provides aggregation to fill higher capacity links within both the metro access and aggregation tiers of networks, allowing operators to reduce the number of router assets required in the core and to better implement edge cloud architectures.

Our 8100 Coherent Routing platforms combine high-capacity multi-terabit IP routing and switching from 1 gigabit ethernet (“GbE”) to 400GbE with high capacity WaveLogic 5 Nano coherent optical transport from 100/200/400GbE for next-generation metro and edge applications.

Our WaveRouter™ is a purpose-built coherent metro router designed to converge IP and Optical layers in the metro network. WaveRouter can flexibly scale Wide Area Network (“WAN”) traffic from 6-192T, with the ability to scale up and out, delivering capacity when and where needed. With optional WaveLogic™ capabilities, WaveRouter can support dense, high-capacity coherent routing and switching metro applications.

Our Vyatta virtual routing and switching technology and products include a cloud-grade router and software for enterprise and cloud networks that enable hardware-like routing performance for enterprises across multi-cloud and virtualized edge networks. This scalable and modular software can be deployed as a Virtual Machine (VM) application as well as in virtualized and disaggregated network environment.

Our 6500 Packet Transport System (“PTS”) combines packet switching, control plane operation, and integrated optics. Together with our 3900 platforms, PTS enables our service provider customers to migrate their legacy TDM (SONET/SDH/PDH) services to a scalable, lower operational cost packet solution.

Our Routing and Switching portfolio includes our fiber-based broadband access solutions. Our microplug OLT transceiver combines PON hardware and software for integration into a router to support broadband and other applications. Our Routing and Switching portfolio also includes cloud-native software solutions, including a virtual Broadband Network Gateway for access network. Our 3800 family of ONUs support fiber-based PON broadband access service delivery to residential or enterprise locations.

Our Routing and Switching portfolio also includes our 8700 Packetwave® Platform, a multi-terabit packet switching platform for high-density metro networks and inter-data center wide area networks.

#### *Platform Software and Services*

Our software offerings also include our Platform Software, which provides domain control management, analytics, data and planning tools and applications to assist customers in managing their networks, including by creating more efficient operations and more proactive visibility into their networks. Our Platform Software includes:

- *Navigator NCS.* Navigator NCS software provides intelligent, multi-layer network control of our routing, switching and optical solutions, enabling simplification, acceleration and automation of multi-layer network operations. Our Navigator NCS domain controller provides fault, configuration, accounting, performance, and security management for multi-layer, multi-vendor networks, in combination with services management and online network planning. Navigator NCS simplifies multi-layer lifecycle operations – including equipment commissioning, service provisioning, service assurance and performance monitoring. Navigator NCS uses Generative AI applications and analytics to allow customers to adopt AI operations approaches in their management of their networks.

- *Navigator NCS Apps.* Our suite of Navigator NCS applications integrate software control and analytics applications in a unified interface that provides network performance data. Through our suite of Navigator NCS applications and open APIs, Navigator NCS software can integrate into network operators' OSS and business processes, supporting our customers' journeys towards automation of end-to-end operational workflows.
- *Platform Software Services.* To complement our Platform Software portfolio, we offer a range of related services that include software subscription services, consulting, network migration and integration, installation and upgrade support services, and technical support relating to our Platform Software offerings. These services are focused on enabling our customers to operate their Ciena networks most efficiently and to modernize their operations.

Our Platform Software offering also includes planning tools as well as a number of legacy software solutions, including our OneControl unified management system, that support our installed base of network solutions. As we achieve further customer adoption of our Navigator NCS software platform, and as we transition features, functionality and customers to that platform, we expect revenue to decline for our legacy Platform Software solutions.

#### *Blue Planet Automation Software and Services*

Our Blue Planet Automation Software is a comprehensive, cloud native, standards-based software portfolio that enables our service provider customers to accelerate their digital transformation. We believe digital transformation is critical for service providers to reduce the cost and complexity of their OSS, to reduce customizations, and to help them monetize their networks by automating service delivery across multiple vendors and domains. Our Blue Planet product applications are open and modular, and can be deployed either individually or in any combination on a single cloud-native platform. These applications include:

- *Blue Planet Inventory ("BPI").* By integrating or "federating" data from multiple inventory systems and presenting it in a single dynamic view, BPI allows real-time visibility into the end-to-end topology and status of network, cloud, and service resources. Integrating with legacy OSS, BPI helps network providers simplify key operational processes such as service fulfillment, network planning, and service assurance. Through its comprehensive inventory of network services, devices, and virtual functions, BPI allows for observation of AI, analytics, assurance and other critical technologies in designing, planning, and operating a network.
- *Multi-Domain Service Orchestration (MDSO).* Network infrastructures are comprised of multiple technology layers and domains – such as the radio access network ("RAN"), data center, cloud, access, transport, and mobile core networks. With new 5G network implementations, it is often complex for network operators to offer automated, end-to-end services in this environment. Blue Planet provides model-driven, intent-based service orchestration across multiple physical and virtual network domains, multiple layers (Optical, Ethernet, IP, SD WAN, PON, Mobile Core, RAN, and slicing), across any set of hardware and software vendors.
- *Multi-Cloud Orchestration ("MCO").* Operators are deploying a growing number of cloud-based services to meet the needs of their customers. Blue Planet MCO provides orchestration of Cloud-Native Functions (CNFs), Virtual Network Functions (VNFs) and other cloud-based resources. MCO uses an open, vendor-agnostic approach that allows network operators to manage the lifecycle of cloud-based resources within and across multiple clouds and cloud providers.
- *Route Optimization and Analysis ("ROA").* ROA combines routing, traffic, and performance analytics for real-time monitoring of IP services across domains and across the cloud. These capabilities provide enhanced network observability capabilities and enable troubleshooting of latent or transient network problems, and modeling, to predict the impact of network infrastructure, service, and workload changes, to build more resilient networks.
- *Unified Assurance & Analytics ("UAA").* UAA leverages multi-layer/multi-domain assurance and AI-powered analytics to provide insights into the health and performance of network resources and services, ensuring an end-customer quality of experience and availability to meet dynamic service demands.
- *Blue Planet Services.* To complement our software portfolio, we offer a range of related services that include professional services for solution customization and OSS integration, software and solution support services, consulting and design, and technical support relating to our software offerings. These services are focused on enhancing network automation and network analytics, enabling multi-vendor integration and support, and implementing programmable multi-domain next-generation networks.

The Blue Planet Automation Software portfolio allows operators to fulfill services rapidly and to meet end-customer quality-of-experience expectations through an entire services lifecycle approach. It also advances network operators towards

their vision of self-healing and self-optimizing networks through closed loop automation. Our entrance into the market relating to these software automation capabilities remains in the early stages and, accordingly, revenue from our Blue Planet Automation Software and Services segment continues to represent a relatively small portion of our total revenue.

### *Global Services*

We offer a broad suite of value-added services that help our customers to build, operate, and improve their networks. We believe that our services offerings, and our close collaboration with our customers, provide us with insight into the network and business challenges they face, allowing us to provide services to meet their desired business outcomes. We continue to broaden our advanced services capabilities with offerings including systems integration, multi-vendor migration, and transformation.

Our Global Services portfolio includes a range of offerings to meet customer needs and maximize their network infrastructure investment throughout the network lifecycle. These include:

- *Build.* Consulting services to enhance network performance or plan migration to next-generation infrastructures, implementation services to deliver proper planning, design, and deployment services, systems integration services to integrate third-party solutions, and migration services to help customers adopt new technologies and retire legacy equipment;
- *Operate.* Maintenance services that provide end-to-end support for network hardware and software, and managed services to provide management of network infrastructure operations; and
- *Improve.* Optimization services designed to ensure that networks are running at peak performance, and learning services designed to enable customers to understand and operate their networks more effectively.

These services are delivered using a combination of our internal services resources, technical support engineers, and qualified and authorized third-party service partners.

### **Product Development**

To remain competitive, we must continually invest in and enhance our solutions offerings, addressing new market opportunities, adding new features and functionality, and ensuring alignment with market demand. Our product development efforts seek to design and bring to market solutions that embrace our Adaptive Network vision through further advances in programmable systems and software, analytics, and control and automation. Through our development efforts, we seek to support network operators as they pursue new business models and sources of revenue from their network infrastructure. We seek to develop products aimed at optimizing price for performance, managing power consumption, reducing lifecycle operating costs and space requirements, and minimizing the environmental impact of our customers' network operations. Our approach is also focused on designing products that address a range of emerging consumption models for networking solutions. Our current development efforts are focused on:

- Reinforcing our coherent optical leadership with continued development that advances reach, transmission speed, spectral efficiency, power-per-bit, and service automation and assurance;
- Executing on parallel innovation paths for our next generation modem technology, including our WaveLogic6 Extreme and WaveLogic6 Nano offerings;
- Delivering on our Adaptive IP approach and extending the IP/routing capabilities and use cases of our Routing and Switching solutions to include converged metro core routing and support for mobile network 5G routing and cross-haul, enterprise edge, and fiber-based access networks for enterprise and residential access service delivery;
- Extending capacity of our fiber-based broadband access technologies and solutions;
- Investing in photonic line systems and coherent pluggables for application inside and around the data center;
- Pursuing development to address different consumption models, including our module, pluggable, and component development initiatives;
- Enhancing our Adaptive Network vision through advances in hardware programmability and software-based domain control, automation and analytics through Navigator NCS and purpose-built applications;
- Advancing our software-led transformation strategy and product development for our Blue Planet Automation Software to enable generation OSS transformation and closed loop automation;
- Developing products that enhance security and reduce risk to our customers' networks from cyber attacks; and
- Delivering products that minimize the lifecycle climate impacts of our customers' networks and support their sustainability goals.

Our research and development efforts are also geared toward portfolio optimization and engineering changes intended to drive product and manufacturing cost reductions across our platforms and enable multi-vendor sourcing of components. We follow a structured development lifecycle process aiming to supply products that are compliant with emerging security standards. Throughout certain phases of the development lifecycle, including testing and quality assurance, we leverage AI to increase productivity and to improve development efficiencies.

We regularly review our existing solutions offerings and prospective development of new features, components, or products in order to determine their fit within our portfolio and broader corporate strategy. We also assess the market demand, technology evolution, prospective return on investment, and growth opportunities, as well as the costs and resources necessary to develop and support these products. To ensure that our product development investments and solutions offerings are closely aligned with market demand, we regularly seek input from customers and promote collaboration among our product development, marketing, and sales organizations. In some cases, where we seek to utilize or gain access to complementary or emerging technologies or solutions, we may obtain technology through an acquisition or, alternatively, through initiatives with third parties pursuant to technology licenses, OEM arrangements, or other strategic technology relationships or investments. In addition, we participate in industry and standards organizations and, where appropriate, incorporate information from these affiliations throughout the product development process.

### **Global Customer Engagement**

Our Global Customer Engagement organization includes a direct and indirect sales, system engineering, and services presence that is organized geographically around the following geographies and customer types: (i) the United States, Canada, the Caribbean and Latin America (“Americas”); (ii) “International”, which includes Europe, Middle East and Africa (“EMEA”) and Asia Pacific, Japan and India (“APAC”); and (iii) global cloud and content networking customers, which include cloud provider, content, and data center companies. Within each focus area, we maintain specific teams or personnel that focus on a particular region, country, customer, or market vertical. These teams include sales management, account salespersons, and sales engineers, as well as partner resources, field marketing, services professionals, and commercial management personnel, who are focused on maintaining a high-touch, consultative relationship with our customers.

We also maintain a global partner program that includes distributors, resellers, systems integrators, service providers, OEMs, original design manufacturers, and other third-party distributors who market and sell our products and services. We utilize these third-party channel partners to market and sell our solutions into specific geographies, applications, or customer verticals. We believe there are opportunities to leverage these relationships to expand our addressable market, while at the same time reducing the financial and operational risk of entering additional markets.

To support our global customer engagement efforts, we invest in marketing activities to generate demand for our products and services. Our marketing strategy is highly focused on building our brand to create customer preference for Ciena, engaging in thought leadership programs to illustrate how our innovations solve customer business problems, and enabling our sales teams to drive customer adoption of our solutions. Our marketing team supports our sales efforts through a variety of activities, including direct customer interaction, account-based marketing campaigns, portfolio marketing, industry events, media relations, industry analyst relations, social media, trade shows, our website and other marketing vehicles for our customers and channel partners.

A small number of customers currently account for a significant portion of our revenue. The loss of one or more of these customers or a significant reduction in their spending could have a material adverse effect on our business and results of operations. For further discussion of this concentration and the related risk, see the related discussion in “Risk Factors” under the heading “A small number of customers account for a significant portion of our revenue. The loss of one or more of these customers or a significant reduction in their spending could have a material adverse effect on our business and results of operations.”

### **Operations and Supply Chain Management**

Most of the manufacturing for our products is conducted through third-party contract manufacturers. Our supply chain personnel manage the relationships with these third-party manufacturers and the global supply chain, addressing component sourcing, manufacturing, product testing and quality, fulfillment, distribution, and logistics relating to the support of our customers.

We utilize a sourcing strategy that focuses on control over supplier selection and commercial terms of components and products that ultimately support our customers. Our product manufacturing strategy is designed to support early life industrialization capabilities closer to our product engineering team, as well as manufacturing in lower labor cost regions for volume. We rely upon third-party contract manufacturers, including those with facilities in Canada, Mexico, Thailand, India,

and the United States, to manufacture, support and ship our products, and therefore are exposed to risks associated with their businesses, financial condition and the geographies in which they operate, including political risk, changes in tax and trade policy involving such countries, including tariffs, and physical risk, including the impact of climate change. We also rely upon contract manufacturers and other third parties to perform design and prototype development, component procurement, full production, final assembly, testing, and distribution operations. Our manufacturers and component distribution partners procure components necessary for assembly and manufacture of our products based on our specifications, approved vendor lists, bills of materials and testing and quality standards. Our manufacturers and component distribution partners' activity is based on rolling forecasts that we provide to them to estimate demand for our products. We work closely with these partners and our suppliers to manage material, quality, cost and delivery times, inventory levels, and we continually evaluate their services in an effort to ensure performance on a reliable and cost-effective basis. Generally, our agreements with our suppliers and contract manufacturers are frame agreements against which we place purchase orders and do not commit to long-term volume purchases.

We currently use partners and, in some cases, the same partners that support our manufacturing, to fulfill and deliver our products to customers. We believe that our sourcing, manufacturing, and distribution strategies allow us to conserve capital, lower costs of product sales, adjust quickly to changes in market demand, and operate without dedicating significant resources to manufacturing-related plant and equipment.

We continue to focus on a range of initiatives that seek to optimize our operations, improve our resiliency, and drive cost reductions and efficiencies. Our efforts include process optimization initiatives, such as vendor-managed inventory, and other operational models and strategies designed to drive improved efficiencies in our sourcing, production, logistics, and fulfillment. To enhance operational efficiency and modernize our supply chain operations, while driving long-term sustainability and resilience in the face of dynamic market conditions, we are pursuing a number of digital technology transformation efforts, including advanced analytics, automation, and other digital supply chain management solutions. We regularly assess and monitor our supply chain risks and have implemented various strategies to mitigate these risks and enhance resilience. These measures include dual-sourcing strategies, inventory management initiatives, multi-geography operational capabilities, and ongoing direct relationships with key suppliers to ensure transparency and alignment with our goals.

We actively work with our third-party vendors and business partners to promote socially responsible business practices within our global supply chain. To that end, we have adopted the principles set forth in the Responsible Business Alliance ("RBA") Code of Conduct. The RBA Code of Conduct establishes standards that aim to ensure that working conditions in the electronics industry, or industries in which electronics are a key component, and in their supply chains are safe, that workers are treated with respect and dignity, and that business operations are environmentally responsible and conducted ethically. We promote these principles and require our suppliers to agree to adhere to these same standards. We also publish a Sustainability Report and maintain a Human Rights Policy applicable to suppliers, each of which includes more detail about our efforts to promote responsible business practices.

### **Seasonality**

We have historically experienced seasonal quarterly fluctuations in customer activity in both orders and revenue, particularly with service provider customers. We have experienced reductions in order volume toward the end of the calendar year, as the procurement cycles of these customers slow and network deployment activity is curtailed. This period coincides with the first quarter of our fiscal year. This seasonality in our order flows has typically caused revenue for the first quarter of our fiscal year to be below that of the preceding quarter. These seasonal effects may not apply consistently in future periods and may not be a reliable indicator of our future revenue or results of operations. The effects of the dynamic demand environment we have experienced in recent periods, together with our backlog, have impacted and may continue to impact the traditional seasonality in our business. In addition, the growth as a percentage of our revenue of cloud provider customers, who do not necessarily follow the same seasonal ordering pattern, may also change this pattern in the future. For a more detailed discussion of the current demand environment and our backlog, see "Management's Discussion and Analysis of Financial Condition and Results of Operations— Overview" in Item 7 of Part II of this annual report.

### **Competition**

Competition among networking solution vendors remains intense on a global basis. The market in which we compete is characterized by rapidly advancing technology, frequent introduction of new solutions, and aggressive selling efforts, including using significant pricing pressure to displace incumbent vendors and capture market share. Competition for sales of networking solutions, including our Networking Platforms and Platform Software and Services, is dominated by a small number of very large, multi-national companies. Our competitors include Nokia, Huawei (as defined below), Cisco, Juniper Networks, and ZTE. As compared to us, many of these competitors have substantially greater financial, operational and marketing resources, significantly broader product offerings, and more established relationships with customers. Because of their scale and resources,



they may be perceived to be a better fit for the procurement or network strategies of larger network operators. We also continue to compete with several smaller but established companies that offer one or more products that compete directly or indirectly with our offerings or whose products address specific niches within the markets and customer segments we address. These competitors include Infinera, Ribbon Communications, Marvell Technology Group, and Adtran. We also compete with a number of companies that provide significant competition for a specific product, application, service, customer segment, or geographic market.

We also expect the competition in our industry to continue to broaden and to intensify as network operators pursue a diverse range of network strategies and consumption models. As these changes occur, we expect that our business will overlap more directly with additional networking solution suppliers, including IP router vendors, data center switch providers, and other suppliers or integrators of networking technology traditionally geared toward different network applications, layers or functions. We may also face competition from system and component vendors, including those in our supply chain, who develop pluggable modem technology or other networking products based on off-the-shelf or commoditized hardware technology, particularly where a customer's network strategy seeks to emphasize deployment of such product offerings or the adoption of a disaggregated approach to the procurement of hardware and software. As we promote our corporate strategy and seek increased customer adoption of our Blue Planet Automation Software, we expect to compete more directly with software vendors and traditional IT services vendors. Competitors for our Blue Planet Automation Software include Cisco, Nokia, Amdocs, ServiceNow, Netcracker, and Ericsson.

Across our markets and segments, the principal competitive factors can include, among others:

- functionality, speed, capacity, scalability and performance of network solutions;
- the ability to meet business needs and drive successful outcomes, including meeting customer delivery time requirements;
- price for performance, cost per bit and total cost of ownership of network solutions;
- incumbency and strength of existing business relationships;
- technology roadmap, time-to-market in delivering products and features, and forward innovation capacity;
- company stability and financial health;
- ability to offer solutions that accommodate a range of different consumption models;
- operating costs and total cost of ownership;
- services and support capabilities;
- product security capabilities; and
- ability to help customers achieve their sustainability goals.

Our competitive landscape has been and is likely to continue to be impacted by international trade and related matters, in particular between the U.S. and China. For example, in 2019, the U.S. Department of Commerce amended the U.S. Export Administration Regulations ("EAR") by adding Huawei Technologies Co., Ltd. ("Huawei") and certain affiliates to the "Entity List" for actions contrary to the national security and foreign policy interests of the U.S., resulting in significant new restrictions on the export, reexport and transfer of U.S. regulated technologies and products to Huawei. In 2020, the U.S. Department of Commerce added additional Huawei affiliates to the Entity List, confirmed the expiration of a temporary general license applicable to Huawei, and amended the foreign direct product rule under the EAR in a manner that significantly expanded its application to Huawei. Separately, the U.S. government has taken steps to restrict federal agencies from doing business with, and U.S. wireless carriers from using federal subsidies to buy equipment from, Huawei and ZTE. The U.S. government has also encouraged other governments to consider similar restrictions. These actions, among others, have resulted in escalating tensions between the U.S. and China and retaliation by China, including a recent prohibition on export of certain rare minerals, and introduce a risk that the Chinese government may take further steps to retaliate against U.S. industries or companies. Trade regulations limiting or banning sales into, or purchases from, certain countries or companies have also impacted and may in the future impact our ability to transact business in certain countries and with certain customers. In addition, the incoming U.S. administration has announced an intent to impose additional tariffs, including tariffs on imports from Canada, Mexico, and China.

### **Patents, Trademarks and Other Intellectual Property Rights**

The success of our business and technology leadership depends significantly on our proprietary and internally developed technology. We rely upon the intellectual property protections afforded by patents, copyrights, trademarks, and trade secret laws to establish, maintain, and enforce rights in our proprietary technologies and product branding. We regularly file applications for patents, and we have a significant number of patents in the United States and other countries in which we do business. As of December 2, 2024, we had approximately 2,300 issued patents and more than 700 pending patent applications worldwide.

Enforcing proprietary rights, especially patents, can be costly, and we cannot be certain that the steps that we are taking will detect, prevent, or minimize the risks of all unauthorized use. The industry in which we compete is characterized by rapidly changing technology, a large number of patents, and frequent claims and related litigation regarding patent and other intellectual property rights. We have been subject to several claims related to patent infringement, and we have been requested to indemnify customers pursuant to contractual indemnity obligations relating to infringement claims made by third parties. Intellectual property infringement assertions could cause us to incur substantial costs, including settlement costs and legal fees in the defense of related actions. If we are not successful in defending these claims, our business could be adversely affected.

Our operating system software, Platform Software, Blue Planet Automation Software, and other solutions incorporate software and components under licenses from third parties, including software subject to various open source software licenses. Failure to obtain or maintain such licenses or other third-party intellectual property rights could affect our development efforts and market opportunities or could require us to re-engineer our products or to obtain alternate technologies. Moreover, there is a risk that open source and other technology licenses could be construed in a manner that could impose unanticipated conditions or restrictions on our ability to commercialize our products.

## **Environment and Sustainability**

Our environmental goals have been approved by the Science Based Target initiative and that align our decarbonization efforts with the Paris Climate Agreement goal to limit global warming to 1.5 degrees Celsius above pre-industrial levels. Our environmental strategy centers on continuing to innovate our products and services to help reduce the power, space, and materials required to operate them, engaging our suppliers and driving operational efficiencies to reduce our environmental impact, and promoting an employee experience that engages our workforce on sustainability.

Our products and product development efforts pursue power and space improvements aimed to create more efficient and sustainable networks for our customers and enabling their climate ambitions. We promote environmental sustainability through our efforts to improve the energy efficiency per gigabit of throughput in our networking solutions, as well as our initiatives to reduce the total number of network elements required to operate a network. We pursue opportunities to minimize the resource impacts in our product design, and to manage the life cycle impact of our products, including packaging and distribution, support, and end-of-life reuse, refurbishment, and recycling. We voluntarily submit CDP climate change and water disclosures and Ecovadis sustainability disclosures annually, and we are a member of the RBA. We seek to ensure that our key direct suppliers adopt the standards and principles set forth in the RBA Code of Conduct.

## **People and Culture**

Our technology solutions are developed, marketed, sold and supported by our global workforce of 8,657 employees as of November 2, 2024, over 99% of whom were full-time employees. We have a broad base of talent in 39 countries, with approximately 56% in the Americas, 36% in APAC, and 8% in EMEA, the majority of whom are in engineering, operations, or sales roles.

We believe that our industry and innovation leadership is ultimately rooted in people. Competition for qualified personnel in the technology space is intense, and our success depends in large part on our ability to recruit, develop and retain a productive and engaged workforce. Accordingly, investing in our employees and their well-being, offering competitive compensation and benefits, and adopting progressive human capital management practices constitute a core element of our corporate strategy.

Our Board of Directors oversees our corporate strategy, which includes management's design and execution of our "people strategy." This strategy seeks to ensure that we continue to attract and retain the talent necessary to execute on our business plans, and that we have programs, initiatives, rewards and recognition that are well aligned and support these goals. Through our "People Promise," we promote a workplace environment where our employees are empowered, feel included, and have an opportunity to make a difference through their work at Ciena. In doing so, we seek to cultivate for employees a culture of belonging and happiness, enabling us to be an attractive employer of choice within our markets. Our executive team is actively involved in and sponsors key initiatives and employee resource groups intended to promote this corporate culture. To that end, our people strategy is focused on the following:

- *Promote a Diverse, Inclusive, and Equitable Culture.* We believe inclusivity and diversity contribute to business success. We promote an inclusive and diverse workplace, where all individuals are respected and feel they belong regardless of their age, race, national origin, gender, religion, disability, sexual orientation or gender identity. We do this through recruiting outreach, internal networking and resource groups, inclusivity networks, and mentoring programs. We regularly monitor our recruitment process in consideration of the diversity of our workforce and candidate pool and continue to offer Conscious Inclusion workshops to deepen understanding within our diverse

groups. In addition, we support multiple active internal networking and resource groups, including our Women at Ciena group, Black & African Heritage at Ciena group, LatinX at Ciena group, Asian at Ciena group, Pride at Ciena group, Vets at Ciena group, and Next at Ciena early in career group. In fiscal 2023, we continued to run a targeted development program aimed at strengthening underrepresented individuals' sense of belonging and enhancing communication, confidence, self-awareness and financial acumen.

- *Support Employee Wellbeing and Engagement.* We prioritize supporting the overall wellbeing of our employees and their eligible dependents. We provide a broad and diverse suite of programs that focus on physical, mental and emotional, financial and social wellbeing, and have expanded our offerings to include a focus on key life events such as aging and retirement readiness. Our wellbeing programs are deployed through a variety of means, including expense reimbursement benefits, wellbeing challenges and rewards, 24x7 crisis support, employee assistance resources, mental health coaching, and a library of resources accessible to participants digitally and through hosted webinars. We regularly seek input from employees through employee engagement and pulse surveys on specific issues that are intended to assess our degree of success in promoting an environment that supports our People Promise and measures our culture of compliance. Our fiscal 2024 employee engagement survey had a participation rate of approximately 84% and resulted in an engagement score that exceeded industry benchmarks. Our global wellbeing program also includes a long-standing practice of remote and flexible working arrangements and flexible paid time off in many of our geographies, which allows us to broaden our potential talent pool for employees.
- *Offer Competitive Compensation and Ensure Pay Equity.* We strive to ensure that our employees receive competitive, fair and transparent compensation, and progressive benefits offerings. We conduct an annual pay equity assessment of gender globally and of ethnicity in the U.S. and take action to ensure that we are paying individuals performing similar work equitably. We deploy Syndio's workplace equity platform to fine-tune our methodology and enable regular global pay equity assessments. To align performance and stockholder interest, we base our annual incentive compensation on both business and individual performance. We maintain an employee stock purchase plan, and in recent years we have broadly expanded employee participation in equity compensation, particularly within technology roles in engineering and sales, and have increased the percentage of employees receiving equity awards from approximately 21% in fiscal 2020 to approximately 50% in fiscal 2024. We also offer comprehensive family leave, including global family leave to support employees throughout various life stages, carer's leave, bereavement leave, parental leave that includes a minimum of 18 weeks paid time off for new mothers (including eight weeks recovery and ten weeks bonding) and ten weeks paid time off for new fathers and adoptive parents, and financial assistance for adoptive parents, and offer flexible paid time-off to more than 98% of our workforce globally. We offer meaningful retirement benefits, including a recently introduced post-retirement equity vesting benefit for long-tenured employees, and programs to promote retirement readiness among our employees. In recent years, we have enhanced employer contributions to our North America retirement plans, added our first ESG fund option for employees and, as of November 2, 2024, achieved greater than 99% participation of eligible employees in the U.S. and Canada in our defined contribution retirement plans.
- *Provide Programs for Employee Recognition.* We also offer rewards and recognition programs to our employees, including peer and management-initiated awards to recognize employees who achieve noteworthy accomplishments and who best exemplify our core values, as well as patent incentive and distinguished engineer awards. We believe that providing these recognition programs helps drive strong employee performance.
- *Create Opportunities for Growth and Development.* We focus on creating opportunities for employee growth, development, training, and education at all career stages. We provide opportunities to cultivate talent and identify candidates for new roles from within the Company and deliver early in career and new graduate networking and development programs, management and leadership development programs, coaching and mentoring programs, and support for continuing education through tuition reimbursement. We operate a leadership succession planning process that aims to develop and retain key talent and ensure business continuity for key roles. We also recently launched a program to identify individuals throughout the organization who have been identified as having high potential for future growth and development, so that this earlier in career talent can be nurtured for future leadership roles.
- *Promote Community Outreach and Support.* We believe it is important to give back and promote community outreach and support through corporate giving, charitable matching, and employee volunteerism in the communities in which we live and work. Through our "Ciena Cares" community program, we provide corporate matching of employee charitable donations, flexible volunteering during work time, and corporate rewards for service hours that can be donated by employees to their charity of choice. Our Digital Inclusion initiative aims to mobilize our global workforce, leverage our innovation leadership, and collaborate with customers, suppliers and other partners to help bridge the

digital divide. Through this initiative, we have funded programs to support underserved students in communities across the globe by providing greater connectivity, access to enabling technologies and digital skills development.

- *Promote a Strong Ethical Business Culture.* We believe that commitments to good corporate governance and the highest ethical standards are essential to our long-term success, and we are dedicated to instilling in our employees a commitment to integrity and business ethics. We maintain a Code of Business Conduct and Ethics that sets standards of conduct for Ciena’s directors, officers and employees. All employees are required to complete training on our Code of Business Conduct and Ethics, and we conduct recurring employee affirmations with respect to our Code of Business Conduct and Ethics and periodic training and communication related to specific topics contained therein. In addition, we maintain a Corporate Compliance Committee that promotes integrity and compliance leadership throughout Ciena, and a dedicated function focused exclusively on Compliance and Ethics. We also maintain several easily accessible internal and external methods by which our employees, business partners, and investors can report concerns relating to the ethical operation of our business, including anonymously where permitted. We conduct surveys of all employees on our compliance program and culture of integrity in order to assess and strengthen our culture and practices, and received feedback from approximately 68% of our employees on these surveys in fiscal 2024.

## **Governmental Regulations**

### ***Environmental Matters***

Environmental regulation is increasing across various jurisdictions, and we expect that our domestic and international operations may be subject to additional environmental compliance requirements, which could require us to incur additional costs. To date, our compliance actions and costs relating to environmental regulations have not resulted in a material cost or effect on our capital expenditures, earnings, or competitive position. Our business and operations are currently subject to environmental laws in various jurisdictions around the world, including the Waste Electrical and Electronic Equipment (“WEEE”) and Restriction of the Use of Certain Hazardous Substances in Electrical and Electronic Equipment (“RoHS”) regulations adopted by the EU. We are also subject to disclosure and related requirements that apply to the presence of “conflict minerals” in our products or supply chain. We seek to operate our business in compliance with applicable laws relating to the materials and content of our products and product takeback and recycling, and have programs, policies, and customer offerings that help us to address these laws.

### ***Other Regulations***

As a company with global operations, we are subject to complex foreign and U.S. laws and regulations, including trade regulations, tariffs, import and export regulations, anti-bribery and corruption laws, antitrust or competition laws, data privacy laws and regulations, such as the European Union (“EU”) General Data Protection Regulation (the “GDPR”), cybersecurity laws and regulations, and environmental regulations, among others. We have policies and procedures in place to promote compliance with these laws and regulations. To date, our compliance actions and costs relating to these laws, rules and regulations have not resulted in a material cost or effect on our capital expenditures, earnings or competitive position. Government regulations are subject to change and, accordingly, we are unable to assess the possible effect of compliance with future requirements or whether our compliance with such regulations will materially impact our business in the future. For further discussion of how government regulations may affect our business, see the related discussion in “Risk Factors – Risks Related to Intellectual Property, Litigation, Regulation and Government Policy.”

## **Access to SEC Reports**

Our website address is [www.ciena.com](http://www.ciena.com). We make our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports, available free of charge in the “Investors” section of our website as soon as reasonably practicable after we file these reports with the Securities and Exchange Commission (the “SEC”). We routinely post these reports, recent news and announcements, financial results and other important information about our business on our website at [www.ciena.com](http://www.ciena.com). Information contained on our website is not a part of this annual report.

**Information About Our Executive Officers**

The table below sets forth certain information concerning our executive officers serving as of the filing of this annual report:

Name	Age	Position
Gary B. Smith	64	President and Chief Executive Officer
Joe Cumello	53	Senior Vice President and General Manager of Blue Planet
Dino DiPerna	63	Senior Vice President, Global Research & Development
Brodie Gage	49	Senior Vice President, Global Products & Supply Chain
Sheela Kosaraju	52	Senior Vice President and General Counsel, and acting Chief People Officer
James E. Moylan, Jr.	73	Senior Vice President and Chief Financial Officer
Andrew C. Petrik	61	Vice President and Controller
Jason M. Phipps	52	Senior Vice President, Global Customer Engagement
David M. Rothenstein	56	Senior Vice President, Chief Strategy Officer and Secretary

**Gary B. Smith** joined Ciena in 1997 and has served as President and Chief Executive Officer since May 2001. Mr. Smith has served on Ciena's Board of Directors since October 2000. Prior to his current role, his positions with Ciena included Chief Operating Officer and Senior Vice President, Worldwide Sales. Mr. Smith previously served as Vice President of Sales and Marketing for INTELSAT and Cray Communications, Inc. Mr. Smith previously served on the boards of directors of CommVault Systems, Inc. and Avaya Inc. Mr. Smith serves on the Wake Forest University Entrepreneurship Advisory Council, and participates in initiatives with the Center for Corporate Innovation.

**Joe Cumello** has served as Senior Vice President and General Manager of Blue Planet, a division of Ciena, since January 2023. Mr. Cumello is responsible for managing Ciena's Blue Planet Automation Software and Services portfolio. From November 2020 to January 2023, Mr. Cumello served as Ciena's Senior Vice President, Global Marketing & Communications, from February 2017 to November 2020 served as Vice President, Global Marketing and Partners, and from August 2015 to February 2017 served as Vice President, Portfolio Marketing. Mr. Cumello initially joined Ciena in 2004 through our acquisition of Internet Photonics. Following that, he held executive roles at Sidera Networks and SafeNet. He then joined Cyan, Inc. in 2013, where he served as Chief Marketing Officer, before rejoining Ciena in 2015 through our acquisition of Cyan, Inc.

**Dino DiPerna** joined Ciena in 2010 through our acquisition of Nortel's optical business and has served as Senior Vice President of Global Research and Development since October 2023, in which capacity he is responsible for directing the development of Ciena's portfolio of Optical Networking, Network Control and Planning, and Routing and Switching products and solutions. From August 2013 to October 2023, Mr. DiPerna served as Ciena's Vice President, Converged Packet Optical Research & Development, and from March 2010 to July 2013, served as Vice President, Optical Networks Research & Development. Prior to joining Ciena, Mr. DiPerna held senior engineering roles at Nortel for more than two decades.

**Brodie Gage** joined Ciena in 2010 through our acquisition of Nortel's optical business and has served as Senior Vice President of Global Products and Supply Chain since October 2023, in which capacity he oversees functions including Product Line Management, Global Supply Chain, and Solutions, Engineering, and Introduction. From November 2017 to October 2023, Mr. Gage served as Ciena's Vice President of Product Line Management and Solutions. Prior to joining Ciena, Mr. Gage held global leadership roles across engineering, marketing, business development, and product line management at Nortel.

**Sheela Kosaraju** joined Ciena in 2010 and has served as Senior Vice President and General Counsel since January 2023, and as acting Chief People Officer since August 2023. From August 2020 to January 2023, Ms. Kosaraju served as Vice President, Deputy General Counsel and Head of International Legal, from May 2017 to August 2020 served as Vice President, International General Counsel. Prior to joining Ciena, Ms. Kosaraju served as general counsel for two early-stage companies, HomeCom Communications and Closedloop Solutions.

**James E. Moylan, Jr.** joined Ciena in 2007 and has served as Senior Vice President and Chief Financial Officer since December 2007.

**Andrew C. Petrik** joined Ciena in 1996 and has served as Vice President, Controller since August 1997. He also served as Treasurer from August 1997 to October 2008. Effective immediately following the filing of this annual report, Mr. Petrik will

cease to be an executive officer, but he will remain an employee of Ciena pending his previously announced April 2025 retirement.

**Jason M. Phipps** joined Ciena in 2002 and has served as Senior Vice President, Global Customer Engagement (formerly titled Senior Vice President, Global Sales and Marketing) since February 2017, in which capacity he is responsible for Ciena's global sales, systems engineering, services, and partner organization. From January 2014 to February 2017, Mr. Phipps served as Vice President and General Manager, North America Sales, during which time he also oversaw the Global Partners & Channels practice, and from March 2011 to December 2013 he served as Vice President, Global Sales Operations. Mr. Phipps has also previously held a number of sales and marketing leadership positions with Ciena.

**David M. Rothenstein** joined Ciena in January 2001 and, after serving as acting Chief Strategy Officer since March 2022, has served as Senior Vice President and Chief Strategy Officer since January 2023. From November 2008 to January 2023, he served as Senior Vice President, General Counsel and Secretary. Prior to that, he served as Vice President and Associate General Counsel from July 2004 to October 2008 and previously as Assistant General Counsel.

## **Item 1A. Risk Factors**

Investing in our securities involves a high degree of risk. In addition to the other information contained in this annual report, you should consider the following risk factors before investing in our securities.

### ***Risks Related to Our Business and Industry***

**Our revenue, gross margin, and operating results can fluctuate significantly from quarter to quarter and, if we are not able to secure order growth, our revenue may not reach the levels we anticipate.**

Our revenue, gross margin, and results of operations can fluctuate significantly from quarter to quarter. Our budgeted expense levels are based on our intent to invest to maintain or increase our technology advantage, our visibility into customer spending plans, and our projections of future revenue and gross margin. Visibility into customer spending levels can be uncertain, spending patterns are subject to change, and reductions in our expense levels can take significant time to implement. Historically, a significant portion of our quarterly revenue was generated from customer orders received during that same quarter (which we refer to as “book to revenue”) and was therefore less predictable and subject to fluctuation due to a quarterly shortfall in orders from expectations. During fiscal 2022, however, we generated a significant backlog of customer orders as a result of supply chain constraints and, during fiscal 2023, our revenue grew as we consumed a significant portion of this backlog. Customer order volumes began to moderate in the fourth quarter of fiscal 2022, and we experienced order levels below revenue during fiscal 2023 and the first half of fiscal 2024 and, as a result, our backlog decreased. We expect our backlog to continue to reduce in fiscal 2025. As that happens, we expect our reliance upon securing quarterly book to revenue orders to grow and those orders to represent a more typical composition of our quarterly revenue over time. Our future revenue growth will depend, in part, on securing increased orders, particularly book to revenue orders.

Within these dynamics, our results for a particular period can be difficult to predict and a range of factors, including those set forth below, can materially adversely affect quarterly revenue, gross margin, and operating results:

- changes in spending levels or network deployment plans by customers, particularly with respect to our service provider and cloud provider customers;
- order timing and volume, including book to revenue orders;
- the timing of revenue recognition on sales, particularly relating to large orders;
- availability of components and manufacturing capacity;
- shipment and delivery timing, including any deferral of delivery;
- backlog levels;
- the level of competition and pricing pressure in our industry;
- the pace and impact of price erosion that we regularly encounter in our markets;
- the impact of commercial concessions or unfavorable commercial terms required to maintain incumbency or secure new opportunities with key customers;
- the mix of revenue by product segment, geography, and customer in any particular quarter;
- our level of success in achieving targeted cost reductions and improved efficiencies in our supply chain;
- our incurrence of start-up costs, including lower margin phases of projects required to support initial deployments, to gain new customers, or to enter new markets;
- our level of success in accessing new markets and obtaining new customers;
- long- and short-term changing behaviors or customer needs that impact demand for our products and services, or the products and services of our customers;
- technology-based price compression and our introduction of new platforms with improved price for performance;
- changing market, economic, and political conditions, including the impact of tariffs and other trade restrictions or efforts to withdraw from or materially modify international trade agreements;
- factors beyond our control such as natural disasters, climate change, acts of war or terrorism, and public health emergencies, such as epidemics and pandemics like the COVID-19 pandemic;
- the financial stability of our customers and suppliers;
- consolidation activity among our customers, suppliers, and competitors;
- installation service availability and readiness of customer sites;
- adverse impact of foreign exchange; and
- any potential seasonal effects in our business.

As a result of these factors and other conditions affecting our business and operating results, we believe that quarterly comparisons of our operating results are not necessarily a good indication of future performance. Quarterly fluctuations from the above and other factors may cause our revenue, gross margin, and results of operations to underperform in relation to our

guidance, long-term financial targets or the expectations of financial analysts or investors, which may cause volatility or decreases in our stock price.

**A small number of customers account for a significant portion of our revenue. The loss of one or more of these customers, or a significant reduction in their spending, could have a material adverse effect on our business and results of operations.**

A significant portion of our revenue is concentrated among a small number of communications service provider and cloud provider customers. For example, our ten largest customers contributed 57.9% of our revenue for fiscal 2024 and 53.7% of our revenue for fiscal 2023. A cloud provider customer accounted for approximately 13.3% of our total revenue for fiscal 2024 and 12.8% of our total revenue for fiscal 2023, and AT&T accounted for approximately 11.8% of our total revenue for fiscal 2024 and 10.6% of our total revenue for fiscal 2023. As a result of efforts in recent years to diversify our business, the customer segments and geographies that comprise our customer base and top customers by revenue have changed. During fiscal 2024, four cloud providers were among our top ten customers. Cloud provider customers have been important contributors to our revenue through both our direct sales to them, including for data center interconnection, and their indirect impact on purchases by other network operators.

Because of our concentration of revenue with communications service providers and cloud providers, our business and results of operations can be significantly affected by market, industry, regulatory, consolidation or competitive dynamics adversely affecting these customer segments. These dynamics have in the past had an adverse effect on network spending levels by certain of our largest customers and they could materially adversely affect our business and results of operations. Consequently, our financial results and our ability to grow our business are closely correlated with the spending of a relatively small number of customers. Our business and results of operations could be materially adversely impacted by the loss of a large customer within or outside of these customer segments as well as by reductions in spending or capital expenditure budgets, changes in network deployment plans, or changes in consumption models for acquiring networking solutions by our largest customers.

**We face intense competition that could impact our sales and results of operations. We expect our competitive landscape to continue to broaden as we seek to expand our addressable market and solutions portfolio.**

We face intense global competition on a global basis, as we and our competitors aggressively seek to capture market share and displace incumbent equipment vendors. Our industry has historically been dominated by a small number of very large vendors, some of which have substantially greater financial, marketing and research and development resources, broader product offerings and more established relationships with service providers and other customer segments than we do. Moreover, acquisition activity among our competitors and peers has increased. For example, in 2024 Nokia announced its proposed acquisition of Infinera. Consolidation in our industry may result in competitors with greater resources, pricing flexibility, or other competitive benefits. We also compete with a number of smaller companies that provide significant competition for specific products, applications, customer segments or geographic markets. Due to the narrower focus of their efforts, these competitors may be more attractive to customers in a particular product niche or commercial opportunity.

Generally, competition in our markets is based on any one or a combination of the following factors:

- functionality, speed, capacity, scalability and performance of network solutions;
- the ability to meet business needs and drive successful outcomes, including meeting customer delivery time requirements;
- price for performance, cost per bit and total cost of ownership of network solutions;
- incumbency and strength of existing business relationships;
- technology roadmap and forward innovation capacity, including the ability to invest significant sums in research and development;
- time-to-market in delivering products and features;
- company stability and financial health;
- ability to offer comprehensive networking solutions, consisting of hardware, software and services;
- flexibility and openness of platforms, including ease of integration, interoperability and integrated management;
- ability to offer solutions that accommodate a range of different consumption models;
- operating costs and total cost of ownership;
- software and network automation capabilities;
- ability to manage challenging supply chain environments, including manufacturing and lead-time capability;
- services and support capabilities;
- security of enterprise, product development, support processes, and products;
- space requirements and power consumption of network solutions; and



- ability to offer solutions that help customers manage the lifecycle impacts of their networks and achieve their sustainability goals.

We expect the competition in our industry to continue to broaden and to intensify, particularly as we seek to expand our addressable market opportunities, and as network operators pursue a diverse range of network strategies, sourcing practices and consumption models. An increase in the breadth or intensity of competition we face may adversely impact our business and results of operations.

**Our failure to invest in the right technologies or to get an adequate return on such research and development investment could adversely affect our revenue and profitability.**

The market for communications networking hardware and software solutions is characterized by rapidly evolving technologies, changes in market demand and increasing adoption of software-based networking solutions. We continually invest in research and development to sustain or enhance our solutions and to develop or acquire new technologies. There is often a lengthy period between commencing these development initiatives and bringing solutions to market. Accordingly, there is no guarantee that our new products or product enhancements will achieve market acceptance or that the timing of market adoption will be as predicted. As a general matter, there is a significant possibility that some of our development decisions, including significant expenditures on acquisitions, research and development, or investments in technologies, will not meet our expectations, and that our investment in some projects will be unprofitable. There is also a possibility that we may miss a market opportunity because we failed to invest or invested too late in a technology, product or enhancement sought by our customers or the markets into which we sell. Changes in market demand or investment priorities may also cause us to discontinue development for new products or features, which can have a disruptive effect on our relationships with customers. In addition, failure to develop new, innovative solutions that are attractive to customers and profitable to us could have a material adverse effect on our business, results of operations, financial condition and cash flows.

**We have no guaranteed purchases and regularly must re-win business with existing customers.**

Generally, our customer contracts do not require customers to purchase any minimum or guaranteed volumes, and we conduct sales through framework contracts under which customers place purchase orders for which they often have the right to modify or cancel. We must regularly compete for and win business with existing customers across all of our customer segments. In addition, cloud providers tend to operate on shorter procurement cycles than some of our traditional customers, which can require us to compete to re-win business with these customers more frequently than required with other customers segments. Accordingly, there is no assurance that we will maintain our incumbency with any given customer or that our revenue levels from a customer in a particular period can be achieved in future periods. Customer spending levels can be unpredictable, and our sales to any customer could significantly decrease or cease at any time.

**Network equipment sales often involve lengthy sales cycles and protracted contract negotiations that may require us to agree to commercial terms or conditions that negatively affect pricing, risk allocation, payment and the timing of revenue recognition.**

Our sales efforts, particularly with communications service providers, cloud providers and other large customers, often involve lengthy sales cycles. These selling efforts often involve a significant commitment of time and resources that may include extensive product testing, laboratory or network certification, network or region-specific product certification and homologation requirements for deployment in networks. Even after a customer awards its business to us or decides to purchase our solutions, the length of time before deployment can vary depending on the customer's schedule, site readiness, the size of the network deployment, the degree of custom configuration required and other factors. Additionally, these sales also often involve protracted and sometimes difficult contract negotiations in which we may deem it necessary to agree to unfavorable contractual or commercial terms that adversely affect pricing, expose us to penalties for delays or non-performance, and require us to assume a disproportionate amount of risk. To maintain incumbency with key customers, we have in the past and may in the future be required to offer discounted pricing, make commercial concessions or offer less favorable terms as compared to our historical business arrangements with these customers. We may also be requested to provide deferred payment terms, vendor or third-party financing or other alternative purchase structures that extend the timing of payment. Alternatively, customers may insist on terms and conditions that we deem too onerous or not in our best interest, and we may be unable to reach a commercial agreement. As a result, we may incur substantial expense and devote time and resources to potential sales opportunities that never materialize or result in lower than anticipated sales and gross margin.

**Accurately matching necessary inventory levels to customer demand within the current environment is challenging, and we may incur additional costs or be required to write off significant inventory that would adversely impact our results of operations.**

From the second quarter of fiscal 2021 through the third quarter of fiscal 2022, we received unprecedented orders for our products and services, during a period when the supply environment was constrained. We took a number of steps to mitigate these challenges, including extending our purchase commitments and placing non-cancellable, advanced orders with or through suppliers, particularly for long lead-time components. As of November 2, 2024, we had \$1.7 billion in outstanding purchase order commitments to our contract manufacturers and component suppliers for inventory. We also expanded our manufacturing capacity and accumulated available raw materials inventory to prepare us to be able to produce finished goods more quickly as supply constraints eased for those components in shorter supply. As a result of this strategy, our inventory increased from \$374.3 million at the end of fiscal 2021 to \$1.1 billion at the end of fiscal 2023. While our inventory reduced to \$820.4 million at the end of fiscal 2024, these inventory practices and their associated costs have had, and could in the future continue to have, an adverse impact on our cash from operations.

These inventory practices, particularly when considered in the context of our backlog, further introduce obsolescence risk that can impact our results of operations and financial condition. In addition, during fiscal 2023 and fiscal 2024, certain customers, including communications service providers and cable and multiservice operators in North America, that had earlier placed significant advanced orders, rescheduled deliveries for or cancelled a portion of such orders. Accordingly, our inventory needs for a particular period can fluctuate and be difficult to predict. If our customers were to cancel or delay orders for extended periods, inventory could become obsolete, and we could be required to write off or write down the inventory associated with those orders. In addition, if customers were to cancel or delay existing or forecasted orders for which we have significant outstanding commitments to our contract manufacturers or suppliers, we may be required to purchase inventory under these commitments that we are unable to sell. If we are required to write off or write down a significant amount of inventory, our results of operations for the applicable period would be materially adversely affected. For example, we recorded charges for excess and obsolete inventory of \$77.3 million, \$29.5 million and \$16.2 million in fiscal 2024, 2023 and 2022, respectively, primarily related to a decrease in the forecasted demand for certain Networking Platforms products primarily sold to communications service providers. Our inability to effectively manage the matching of inventory with customer demand, particularly within any supply constrained environment, could adversely impact our results of operations and financial condition, and could result in loss of revenue, increased costs, or delays that could adversely impact customer satisfaction.

**If we are unable to adapt our business and solutions offerings to the evolving consumption models of our customers, our competitive position and results of operations could be adversely affected.**

Growing bandwidth demands and network operator efforts to reduce costs are resulting in a diverse range of approaches to the design and procurement of network infrastructure. We refer to these different approaches as “consumption models.” These consumption models can include: the traditional systems procurement of fully integrated solutions including acquiring hardware, software and services from the same vendor; the procurement of a fully integrated hardware solution from one vendor with the separate use of a network operator’s own software-defined network-based controller; the procurement of an integrated photonic line system with open interfaces from one vendor and the separate or “disaggregated” procurement of modem technology from a different vendor; or the development and use of published reference designs and open source specifications for the procurement of “white box” hardware to be used with open source software. In parallel, network operators are also exploring procurement alternatives for software solutions, ranging from integrated and proprietary software platforms to fully open source software. Some network operators are pursuing the deployment of smaller form factor, pluggable modem technology, particularly within switching and routing solutions, as an alternative to integrated optical networking platforms. Other network operators, including certain of our cloud provider customers, are playing a leading role in the transition to software-defined networking, the standardization of communications network solutions and the assembly of their own hardware platforms based on enabling third-party components. We believe that the potential for different approaches to the procurement of networking infrastructure will require network operators and vendors to evolve and broaden their existing solutions and commercial models over time. If we are unable to adapt our business to these new consumption models and offer attractive solutions and commercial models that meet our customers’ needs, our competitive position and results of operations could be adversely affected.

**As we introduce technologies that enable us to enter into new markets, we may experience difficulty monetizing these new solutions and be exposed to increased or new forms of competition.**

A key part of our strategy is to expand our addressable market into complementary and adjacent network applications by investing in new technologies, including solutions related to data center, PON, routing and switching, and automation software and services. As we do so, we expect to compete more directly with a broader range of suppliers, including IP router vendors, component vendors, software vendors, and integrators of networking technology. We have a limited history in commercializing and selling these solutions and the market and competitive landscape for them is dynamic, and it is difficult to predict important

trends, including the potential growth, if any, of certain of these markets. If the markets relating to these solutions do not develop as we anticipate, or if we are unable to commercialize, increase market awareness of, or gain adoption of our solutions within those markets, revenue from these products may not grow, a key part of our strategy for growth would be adversely affected and our financial results may suffer.

**Our go-to-market activities and the distribution of our WaveLogic coherent modem technology within the market for high-performance transceivers/modems could expose us to increased competition and poses other risks that could adversely affect our existing systems business or results of operations.**

To expand our addressable market and address a range of customer consumption models, we recently entered the market for high-performance transceivers/modems. Making our critical coherent optical technology available in this manner could adversely impact the sale of products in our existing systems business. For example, our customers may choose to adopt disaggregated consumption models or third-party solutions that embed Ciena-designed optical modules instead of purchasing systems-based solutions directly from us. Accordingly, we may encounter situations where we are competing for opportunities in the market directly against a system from one of our competitors that incorporates Ciena-designed modules or other component technologies. Making this key technology available and enabling third-party sales of Ciena-designed modules may adversely affect our competitive position and increase the risk that third parties misappropriate or attempt to use our technology or related intellectual property without our authorization. These and other risks, unanticipated liabilities, or costs associated with the sales of our WaveLogic coherent technology could harm our reputation and adversely affect our business and our results of operations.

**Supply chain challenges and constraints, including for semiconductor components, could adversely impact our growth, gross margins and financial results.**

In the face of demand across a range of industries, global supply for certain raw materials and components, including, in particular, semiconductor, integrated circuits, and other electronic components used in most of our products, experienced substantial constraint and disruption in recent prior periods. As a result, we experienced significant component shortages, extended lead times, increased costs, and unexpected cancellation or delay of previously committed supply of key components across our supplier base. While reliability of supply has improved, extended lead times and elevated component costs could continue to adversely impact our revenue, our cost of goods sold, and our ability to reduce the cost to produce our products in a manner consistent with prior periods. It is unclear when the supply environment will fully stabilize, and there can be no assurance that we will not experience similar supply challenges or constraints in future periods. These challenges have affected, and could adversely affect, component availability, lead times and cost, which can adversely impact our revenue and have an impact on customer purchasing decisions. Supply chain challenges could also impact customer satisfaction or future business opportunities with customers, and result in increased use of cash, engineering design changes, and delays in new product introductions, each of which could adversely impact our business and financial results.

**Our exposure to the credit risks of our customers and resellers may make it difficult to collect receivables and could adversely affect our revenue and operating results.**

In the course of our sales to customers and resale channel partners, we may have difficulty collecting receivables, and our business and results of operations could be exposed to risks associated with uncollectible accounts. Lack of liquidity in the capital markets, macroeconomic weakness and market volatility may increase our exposure to these credit risks. Our attempts to monitor customer payment capability and to take appropriate measures to protect ourselves may not be sufficient, and it is possible that we may have to write down or write off accounts receivable. Such write-downs or write-offs could negatively affect our operating results for the period in which they occur, and, if large, could have a material adverse effect on our revenue and operating results.

**We may be required to write down the value of certain significant assets, which would adversely affect our operating results.**

We have a number of significant assets on our balance sheet as of November 2, 2024, the value of which can be adversely impacted by factors related to our business and operating performance, as well as factors outside of our control. As of November 2, 2024, our balance sheet includes a net deferred tax asset of \$885.9 million. The value of our net deferred tax assets can be significantly impacted by changes in tax policy, changes in future tax rates, or by our tax planning strategy. If any write-downs are required, our operating results may be materially adversely affected.

As of November 2, 2024, our balance sheet also includes \$444.7 million of goodwill. We test each reporting unit for impairment of goodwill on an annual basis and between annual tests, if an event occurs or circumstances change that would, more likely than not, reduce the fair value of the reporting unit below its carrying value. As of November 2, 2024, our balance sheet also includes \$608.1 million in long-lived assets, which includes \$165.0 million of intangible assets. Valuation of our long-lived assets requires us to make assumptions about future sales prices and sales volumes for our products. These assumptions are used to forecast future, undiscounted cash flows on which our estimates are based. If market conditions or our forecasts for our

business or any particular operating segment change, we may be required to reassess the value of these assets. We could be required to record an impairment charge against our goodwill and long-lived assets or a valuation allowance against our deferred tax assets. Any write-down of the value of these significant assets would have the effect of decreasing our earnings or increasing our losses in such period. If we are required to take a substantial write-down or charge, our operating results would be materially adversely affected in such period.

**Problems affecting the performance, interoperability, reliability or security of our products could damage our business reputation and negatively affect our results of operations.**

The development and production of sophisticated hardware and software for communications network equipment is highly complex. Some of our products can be fully tested only when deployed in communications networks or when carrying traffic, and software products may contain bugs that can interfere with expected performance. As a result, undetected defects or problems affecting quality, interoperability, reliability, security and performance are often more acute for initial deployments of new products or enhancements. We have recently launched, or are in the process of launching, a number of new hardware and software offerings, including new evolutions of our WaveLogic coherent optical modem technology and new Routing and Switching platforms. Unanticipated product performance problems can relate to the design, manufacturing, installation, operation and interoperability of our products. Undetected errors can also arise as a result of defects in third-party technologies, components or software, including open source software, or manufacturing, installation or maintenance services supplied by third parties. The introduction of new and complex technologies, such as AI, can also increase security risks and the risk of defects. From time to time, we have had to replace certain components, provide software remedies or other remediation in response to defects or bugs, and we may have to do so again in the future. Such remediation costs could materially adversely impact our business and results of operations. In addition, we have encountered and may continue to encounter unanticipated security vulnerabilities relating to our technology, including as a result of the activities of our supply chain and our use of third-party software. Communications technologies, given their capability to transmit sensitive information, have frequently been the target of attacks from a range of threat actors including nation states and other malicious parties. Any actual or perceived exposure of our solutions to vulnerabilities, malicious software or cyber-attacks, as well as any product performance, reliability, security and quality problems, may result in some or all of the following effects:

- damage to our reputation, reduced demand, declining sales and order cancellations;
- increased costs to remediate defects or replace products;
- payment of liquidated damages, contractual or similar penalties, or other claims for performance failures or delays;
- write-offs of inventory or property;
- increased warranty expense or estimates resulting from higher failure rates, additional field service obligations or other rework costs related to defects;
- regulatory enforcement penalties or settlements;
- higher charges for increased inventory obsolescence;
- disruption to the operation of our network operator customers;
- reporting and other publication to customers or regulatory bodies;
- costs, liabilities and claims that may not be covered by insurance coverage or recoverable from third parties; and
- delays in introducing new products and services, recognizing revenue, or collecting accounts receivable.

These and other consequences could negatively affect our business and results of operations.

**Strategic acquisitions and investments could disrupt our operations and may expose us to increased costs and unexpected liabilities.**

From time to time, we acquire or make investments in other technology companies, or enter into other strategic relationships, to expand the markets we address, diversify our customer base or acquire, or accelerate the development of, technology or products. To do so, we may use cash, issue equity that could dilute our current stockholders, or incur debt or assume indebtedness. Strategic transactions can involve numerous additional risks, including:

- failure to consummate or delay in consummating such transactions;
- failure to achieve the anticipated transaction benefits or the projected financial results and operational synergies;
- greater than expected acquisition and integration costs;
- disruption due to the integration and rationalization of operations, products, technologies and personnel;
- diversion of management attention;
- difficulty completing projects of the acquired company and costs related to in-process projects;
- difficulty managing customer transitions or entering into new markets;
- the loss of key employees;

- disruption or termination of business relationships with customers, suppliers, vendors, landlords, licensors and other business partners;
- ineffective internal controls over financial reporting;
- dependence on unfamiliar suppliers or manufacturers;
- assumption of or exposure to unanticipated liabilities, including intellectual property infringement or other legal claims; and
- adverse tax or accounting impact.

As a result of these and other risks, our acquisitions, investments or strategic transactions may not realize the intended benefits and may ultimately have a negative impact on our business, results of operation and financial condition.

**Emerging issues related to the development and use of AI could give rise to legal or regulatory action, damage our reputation, or otherwise materially harm of our business.**

Our development and use of AI technology in our products and operations remains in the early phases. While we aim to develop and use AI responsibly and attempt to mitigate ethical and legal issues presented by its use, we may ultimately be unsuccessful in identifying or resolving issues before they arise. AI technologies are complex and rapidly evolving, and the technologies that we develop or use may ultimately be flawed. Moreover, AI technology is subject to rapidly evolving domestic and international laws and regulations, which could impose significant costs and obligations on the Company. For example, in 2023 the U.S. government issued an executive order on safe, secure and trustworthy AI, and the EU's Artificial Intelligence Act, which establishes EU-wide rules on data quality, transparency, human oversight and accountability with respect to the use of AI, was enacted in August 2024. Emerging regulations may also pertain to data privacy, data protection, and the ethical use of AI, as well as clarifying intellectual property considerations. Our use of AI could give rise to legal or regulatory action or increased scrutiny or liability, and may damage our reputation or otherwise materially harm our business.

***Risks Relating to the Macroeconomic Environment and our Global Presence***

**Our business and operating results could be adversely affected by unfavorable changes in macroeconomic and market conditions and any reduction in the level of customer spending in response.**

Our business and operating results depend significantly on general market and economic conditions. Market volatility and weakness in the regions in which we operate have previously resulted in sustained periods of decreased demand that have adversely affected our operating results. The current global macroeconomic environment is volatile and continues to be significantly and adversely impacted by inflation, geopolitical trends impacting global supply chains, and a dynamic environment for customer spending. Market conditions could also be adversely affected by a variety of political, economic or other factors in the United States and international markets that could in turn adversely affect spending levels of our customers and their end users, and could create volatility or deteriorating conditions in the markets in which we operate. Due to our concentration of revenue in the United States, we would expect to incur a more significant impact from any adverse change in the capital spending environment or market weakness in the United States. Macroeconomic uncertainty or weakness could result in:

- reductions in customer spending and delay, deferral or cancellation of network infrastructure initiatives;
- increased competition for fewer network projects and sales opportunities;
- increased pricing pressure that may adversely affect revenue, gross margin and profitability;
- decreased ability to forecast operating results and make decisions about budgeting, planning and future investments;
- increased overhead and production costs as a percentage of revenue;
- tightening of credit markets needed to fund capital expenditures by us or our customers;
- customer financial difficulty, including order cancellations, delivery deferrals, longer collection cycles and difficulties collecting accounts receivable or write-offs of receivables;
- business and financial difficulties faced by our suppliers or other partners, including impacts to material costs, sales, liquidity levels, ability to continue investing in their businesses, ability to import or export goods, ability to meet development commitments and manufacturing capability; and
- increased risk of charges relating to excess and obsolete inventories and the write-off of other intangible assets.

Reductions in customer spending in response to unfavorable or uncertain macroeconomic and market conditions, globally or in a particular region where we operate, would adversely affect our business, results of operations and financial condition.

**The international scale of our sales and operations exposes us to additional risk and expense that could adversely affect our results of operations.**

We market, sell and service our products globally, maintain personnel in numerous countries, and rely on a global supply chain for sourcing important components and manufacturing our products. Our international sales and operations are subject to inherent risks, including:

- adverse social, political and economic conditions, such as continued inflation and rising interest rates;
- effects of adverse changes in currency exchange rates;
- greater difficulty in collecting accounts receivable and longer collection periods;
- difficulty and cost of staffing and managing foreign operations;
- higher incidence and risk of corruption or unethical business practices;
- less protection for intellectual property rights in some countries;
- tax and customs changes that adversely impact our global sourcing strategy, manufacturing practices, transfer-pricing, or competitiveness of our products for global sales;
- compliance with certain testing, homologation or customization of products to conform to local standards;
- significant changes to free trade agreements, trade protection measures, tariffs and other import measures, such as those proposed by the incoming U.S. administration, export compliance, economic sanctions measures, domestic preference procurement requirements, qualification to transact business and additional regulatory requirements;
- natural disasters and severe weather events (including related to climate change), acts of war or terrorism, and public health emergencies or pandemics; and
- uncertain economic, legal and geopolitical conditions in Europe, Asia and other regions where we do business, including, for example, as a result of continued impacts of Brexit on the relationship between the United Kingdom and Europe, the ongoing military conflicts between both Russia and Ukraine and Israel and groups based in surrounding regions, including related maritime impacts in the Red Sea, and changes in China-Taiwan and U.S.-China relations.

We utilize a sourcing strategy that emphasizes global procurement of materials, and that has direct or indirect dependencies upon a number of vendors with operations in the Asia-Pacific region. Our international operations are subject to complex foreign and U.S. laws and regulations, including trade regulations, anti-bribery and corruption laws, antitrust or competition laws, and data privacy laws, such as the GDPR, among others. In particular, recent years have seen a substantial increase in anti-bribery law enforcement activity by U.S. regulators, and we currently operate and seek to operate in many parts of the world that are recognized or perceived as having greater potential for corruption. Violations of any of these laws and regulations could result in fines and penalties, criminal sanctions against us or our employees, prohibitions on the conduct of our business and on our ability to offer our products and services in certain geographies, and significant harm to our business reputation. Our policies and procedures to promote compliance with these laws and regulations and, to mitigate these risks, may not protect us from all acts committed by our employees or third-party vendors, including contractors, agents and services partners or from the misinterpretation or changing application of such laws. Additionally, the costs of complying with these laws (including the costs of investigations, auditing and monitoring) could adversely affect our current or future business.

Our business, operations and financial results could also be adversely impacted by instability, disruption or destruction in a significant geographic region, including as a result of war, terrorism, riot, civil insurrection or social unrest; natural or man-made disasters; severe weather events; public health emergencies; or economic instability or weakness. For example, in February 2022, armed conflict escalated between Russia and Ukraine. The United States and certain other countries have imposed sanctions on Russia (and Belarus for its support of Russia) and could impose further sanctions, which could damage or disrupt international commerce and the global economy. We are complying with a broad range of U.S. and international sanctions and export control requirements imposed on Russia and, in March 2022, we announced our decision to suspend our business operations in Russia. Although this decision did not materially impact our results of operations for fiscal 2022 or 2023 due to the limited amount of business that we conducted in Russia historically, it is not possible to predict the broader or longer-term consequences of this conflict, which could include further sanctions, export control and import restrictions, embargoes, regional instability, geopolitical shifts and adverse effects on macroeconomic conditions, security conditions, currency exchange rates and financial markets. In addition, the conflict between Israel and groups based in surrounding regions, and related regional impacts have resulted in damage to submarine cables in the Red Sea and disruption of networks using those cables, which could impact future projects by our customers in this region. Such geopolitical instability and uncertainty could have a negative impact on our ability to sell to, ship products to, collect payments from, and support customers in certain countries and regions based on trade restrictions, sanctions, embargoes and export control law restrictions, and logistics restrictions including closures of air space, and could increase the costs, risks and adverse impacts from supply chain and logistics challenges.

The success of our International sales and operations will depend, in large part, on our ability to anticipate and manage these risks effectively. Our failure to manage any of these risks could harm our international operations, reduce our international sales, and could give rise to liabilities, costs or other business difficulties that could adversely affect our operations and financial results.

**Efforts to increase our sales and capture market share in targeted international markets may be unsuccessful.**

Part of our business and growth strategy is to expand our geographic reach and increase market share in international markets through a combination of direct and indirect sales resources. We are also aggressively pursuing opportunities with service provider customers in additional geographies, including in Africa, the Middle East, and South Asia. This diversification of our markets and customer base has been a significant component of the growth of our business in recent years. Our efforts to continue to increase our sales and capture market share in international markets may ultimately be unsuccessful or may adversely impact our financial results, including our gross margin. Our failure to continue to increase our sales and market share in international markets could limit our growth and could harm our results of operations.

**We may be adversely affected by fluctuations in currency exchange rates.**

As a company with global operations, we face exposure to movements in foreign currency exchange rates. Due to our global presence, a portion of our revenue, operating expense and assets and liabilities are non-U.S. Dollar denominated and therefore subject to foreign currency fluctuation. We face exposure to currency exchange rates as a result of the growth in our non-U.S. Dollar denominated operating expense in Canada, Europe, Asia and Latin America. An increase in the value of the U.S. Dollar could increase the real cost to our customers of our products in those markets outside the United States where we sell in U.S. Dollars, and a weakened U.S. Dollar could increase the cost of local operating expenses and procurement of materials or service that we purchase in foreign currencies. From time to time, we hedge against currency exposure associated with anticipated foreign currency cash flows or assets and liabilities denominated in foreign currency. Such attempts to offset the impact of currency fluctuations are costly, and we cannot hedge against all foreign exchange rate volatility. Losses associated with these hedging instruments and the adverse effect of foreign currency exchange rate fluctuation may negatively affect our results of operations.

***Risks Related to Our Operations and Reliance on Third Parties***

**We may experience delays in the development and production of our products that may negatively affect our competitive position and business.**

Our hardware and software networking solutions, including our WaveLogic modem technology and the components thereof, are based on complex technology, and we can experience unanticipated delays in developing, manufacturing and introducing these solutions to market. Delays in product development efforts by us or our third-party partners may affect our reputation with customers, affect our ability to capture market opportunities and impact the timing and level of demand for our products. We are regularly introducing new products and enhancements and each step in their development cycle presents serious risks of failure, rework or delay, any one of which could adversely affect the cost-effectiveness and timely development of our products. Reworks, in particular, if required, can be a very expensive and time-consuming effort. We may encounter delays relating to engineering development activities and software, design, sourcing and manufacture of critical components, and the development of prototypes. The development of new technologies may increase the complexity of supply chain management or require the acquisition, licensing or interworking with the technology of third parties. In addition, intellectual property disputes, failure of critical design elements and other execution risks may delay or even prevent the release of these products. If we do not successfully develop or produce products in a timely manner, our competitive position may suffer, and our business, financial condition and results of operations could be harmed.

**We rely on third-party contract manufacturers, and our business and results of operations may be adversely affected by risks associated with their businesses, financial condition, and the geographies in which they operate.**

We rely on third-party contract manufacturers, including those with facilities in Canada, Mexico, Thailand, and the United States, to perform a substantial portion of our supply chain activities, including component sourcing, manufacturing, product testing and quality, and fulfillment and logistics relating to the distribution and support of our products. There are a number of risks associated with our dependence on contract manufacturers, including:

- reduced control over delivery schedules and planning;
- reliance on the quality assurance procedures of third parties;
- potential uncertainty regarding manufacturing yields and costs;
- availability of manufacturing capability and capacity, particularly during periods of high demand;
- the impact of wage inflation and labor shortages on cost;
- the impact of supply chain constraints on our contract manufacturers' costs and business models;
- risks associated with the ability of our contract manufacturers to perform to our manufacturing needs;

- the impact of commercial or contractual disputes on our relationships with or the performance of our manufacturing partners;
- risks and uncertainties associated with the locations or countries where our products are manufactured, including disruption of manufacturing, logistics, or transit to final destinations caused by factors such as natural and man-made disasters, severe weather events, information technology system failures, commercial disputes, economic, business, labor, political, social, geopolitical, environmental, trade, or public health;
- risks associated with data security incidents, including disruptions, interdiction, or cyber-attacks targeting or affecting our third-party manufacturers, including manufacturing disruptions or unauthorized access to or acquisition of information;
- changes in law or policy governing tax, trade, manufacturing, development, and investment in the countries where we currently manufacture our products, including the World Trade Organization Information Technology Agreement or other free trade agreements;
- inventory liability for excess and obsolete supply;
- limited warranties provided to us; and
- potential misappropriation of our intellectual property.

In addition, a range of physical and transitional risks related to climate change in the regions in which our contract manufacturers operate could have short-term or long-term adverse impacts on our business. Physical impacts could include severe weather events occurring more frequently or with more intensity, or changing weather patterns. This could impact the cost and availability of raw materials and other product inputs, disrupt our supply chain operations, manufacturing and distribution of our products, result in facilities closures, repairs or retrofitting, that could have an adverse impact on our business, operating results, and financial condition.

If our contract manufacturers are unable or unwilling to manufacture our products or components of our products to our expected level of performance, or if we experience a disruption in manufacturing, we may be required to identify and qualify alternative manufacturers. The process of qualifying a new contract manufacturer and commencing volume production is complex and time-consuming, and such transitions can be disruptive and costly. There can be no assurance that such transitions would not result in significant business disruption, including shipment delays or inability to meet our customer requirements that impact our revenue. These and other risks associated with our contract manufacturers' businesses, financial condition, and the geographies in which they operate could impair our ability to fulfill orders, harm our sales and impact our reputation with customers in ways that adversely impact our business and results of operations.

**Our reliance on third-party component suppliers, including sole and limited source suppliers, exposes our business to additional risk, including risk relating to our suppliers' businesses and financial position and risks arising as a result of geopolitical events, and could limit our sales, increase our costs and harm our customer relationships.**

We maintain a global sourcing strategy and depend on a diverse set of third-party suppliers in international markets that comprise our supply chain. We rely on these third parties for activities relating to product design, development and support, and in the sourcing of products, components, subcomponents and related raw materials. Our products include optical and electronic components for which reliable, high-volume supply is often available only from sole or limited sources. We do not have any guarantees of supply from our third-party suppliers, and in certain cases we have limited contractual arrangements or are relying on standard purchase orders. In recent periods, delays and lower-than-expected deliveries from a small group of our suppliers of integrated circuit components that are essential for delivering finished products had a disproportionate, adverse impact on our results of operations. There is no assurance that we will be able to secure the components or subsystems that we require, in sufficient quantity and quality, within our preferred timelines and on reasonable terms.

The loss of a source of supply, or lack of sufficient availability of key components, could require that we locate an alternate source or redesign our products, either of which could result in business interruption and increased costs. Increases in market demand or scarcity of raw materials or components have resulted, and may in the future result, in shortages in availability of important components for our solutions, supply allocation challenges, deployment delays and increased cost, lead times and delivery cycle timelines. There are a number of significant technology trends or developments underway or emerging – including AI, the IoT, autonomous vehicles, and advances in mobile communications such as 5G technologies – that have previously resulted in, and we believe will continue to result in, increased market demand for key raw materials or components upon which we rely.

A number of our key technology vendors rely upon sales to customers, including our competitors, in China for a material portion of their revenue. There have been a number of significant geopolitical events, including trade tensions and regulatory actions, involving the governments of the United States and China. In May 2019, the U.S. Department of Commerce amended the EAR by adding Huawei and certain affiliates to the "Entity List" for actions contrary to the national security and foreign



policy interests of the United States, imposing significant new restrictions on export, reexport and transfer of U.S. regulated technologies and products to Huawei. In August 2020, the U.S. Department of Commerce added additional Huawei affiliates to the Entity List, confirmed the expiration of a temporary general license applicable to Huawei and amended the foreign direct product rule in a manner that represents a significant expansion of its application to Huawei. More recently, the U.S. Department of Commerce has expanded the scope of the EAR by amending the foreign direct product rule, resulting in more products made outside the United States becoming subject to the EAR for purposes of exports or transfers to certain countries and/or parties, which increases compliance risks and licensing obligations for companies dealing with such products. Several of our third-party component suppliers, including certain sole and limited source suppliers, sell products to Huawei and, in some cases, Huawei is a significant customer for such suppliers. At this time, there can be no assurance regarding the scope or duration of these restrictions, including the foreign direct product rule, or further actions imposed on Huawei and other companies located and operating in China, and any future impact on our suppliers. Any continued restriction on our suppliers' ability to make sales to Huawei and other companies may adversely impact their businesses and financial position. In addition, China is in the midst of executing a five-year plan to improve China's capabilities in the optoelectronics industry. There can be no assurance that this initiative, or similar efforts in China such as the Made in China 2025 initiatives (and actions taken by the U.S. government in response to such efforts), will not have an adverse impact on the business of our suppliers or our access to necessary components. These and similar industry, market and regulatory disruptions affecting our suppliers could, in turn, expose our business to loss or lack of supply or discontinuation of components that could result in lost revenue, additional product costs, increased lead times and deployment delays that could harm our business and customer relationships. Our business and results of operations would be negatively affected if we were to experience any significant disruption or difficulties with key suppliers affecting the price, quality, availability or timely delivery of required components.

**We rely on third-party resellers, distributors and service partners, and our failure to manage these relationships effectively could adversely affect our business, results of operations, and relationships with our customers.**

To complement our global field resources, we rely on a number of third-party resellers, distributors and sales agents, both domestic and international, and we believe that these relationships are an important part of our business. There can be no assurance that we will successfully identify and qualify these resources or that we will realize the expected benefits of these sales relationships. We also rely on a number of third-party service partners, both domestic and international, to complement our global service and support resources. We rely on these partners for certain installation, maintenance and support functions and may increasingly use them for an expanding range of design, construction, integration and operation of networks, to address customer requirements. Certain service partners may provide similar services for other companies, including our competitors. We may not be able to manage our relationships with our service partners effectively, and we cannot be certain that they will be able to perform necessary services in the manner or time required, that we will be able to maintain the continuity of their services, or that they will adhere to ethical business practices. We may also be exposed to a number of risks or challenges relating to the performance of our service partners, including:

- delays in recognizing revenue;
- liability for injuries to persons, damage to property or other claims relating to the actions or omissions of our service partners;
- our services revenue and gross margin may be adversely affected; and
- our relationships with customers could suffer.

We must assess and qualify distribution partners, third-party resellers, sales agents and service partners in order to ensure their understanding of, and willingness and ability to adhere to, our standards of conduct and business ethics. Certain third-party business partners may not have the same operational history, financial resources and scale that we have. We may be held responsible or liable for the actions or omissions of these third parties or their violations of law. If we do not effectively manage our relationships with these third-party business partners, our business, financial results and relationships with customers could be adversely affected.

**We may be exposed to unanticipated risks and additional obligations in connection with our resale of complementary products or technology of other companies.**

We have entered into agreements with strategic supply partners that permit us to distribute their products or technology. We may rely on these relationships to add complementary products or technologies, to diversify our product portfolio, or to address a particular customer or geographic market. We may enter into additional OEM, resale or similar strategic arrangements in the future. We may incur unanticipated costs or difficulties relating to our resale of third-party products. Our third-party relationships could expose us to risks associated with the business, financial condition, intellectual property rights and supply chain continuity of such partners, as well as delays in their development, manufacturing or delivery of products or technology. We may also be required by customers to assume warranty, indemnity, service and other commercial obligations, including potential liability to customers. These liabilities could exceed the commitments, if any, made to us by our technology partners.

Some of our strategic supply partners are relatively small companies with limited financial resources. If they are unable to satisfy their obligations to us or our customers, we may have to expend our own resources to satisfy these obligations. Exposure to these risks could harm our reputation with key customers and could negatively affect our business and our results of operations.

**Growth of our business is dependent on the proper functioning and scalability of our internal business processes and information systems. Adoption of new systems, modifications or interruptions of services may disrupt our business, processes and internal controls.**

We rely on internal business processes and information systems to support key business functions, and the efficient operation of these processes and systems is critical to managing our business. Our business processes and information systems must be sufficiently scalable to support the growth of our business and may require modifications or upgrades that expose us to operational risks. We regularly pursue initiatives to transform and optimize our business operations through the reengineering of certain processes, investment in automation, and engagement of strategic partners or resources to assist with certain business functions. For example, to enhance operational efficiency and modernize our supply chain operations, we are pursuing a number of digital technology transformation efforts, including advanced analytics, automation, and other digital solutions. In addition, our business may begin to operate in new markets and through new supply chain models that may require different internal processes to manage. These changes require a significant investment of capital and human resources and may be costly and disruptive to our operations, and they could impose substantial demands on management time. These changes may also require changes in our information systems, modification of internal control procedures and significant training of employees or third-party resources. Our IT systems, and those of third-party IT providers or business partners, may also be vulnerable to damage or disruption caused by circumstances beyond our control, including catastrophic events, power anomalies or outages, natural disasters, severe weather events, or impacts of climate change, data security related incidents, and computer system or network failures. There can be no assurance that our business systems or those of our third-party business partners will not be subject to similar incidents, exposing us to significant cost, reputational harm and disruption or damage to our business.

**Restructuring activities could disrupt our business and affect our results of operations.**

We have taken steps, including reductions in force, office closures, and internal reorganizations to reduce the cost of our operations, improve efficiencies, or realign our organization and staffing to better match our market opportunities and our technology development initiatives. We may take similar steps in the future as we seek to realize operating synergies, to achieve our target operating model and profitability objectives, or to reflect more closely changes in the strategic direction of our business or the evolution of our site strategy and workplace. These changes could be disruptive to our business, including our research and development efforts, and could result in significant expense, including accounting charges for inventory and technology-related write-offs, workforce reduction costs and charges relating to consolidation of excess facilities. Substantial expense or charges resulting from restructuring activities could adversely affect our results of operations and use of cash in those periods in which we undertake such actions.

**If we are unable to attract and retain qualified personnel, we may be unable to manage our business effectively.**

Our future success and ability to maintain a technology leadership position depend upon our ability to recruit and retain the services of executive, engineering, sales and marketing, and support personnel. Competition to attract and retain highly skilled technical, engineering and other personnel with experience in our industry is intense, and our employees have been the subject of targeted hiring by our competitors. Competition is particularly intense in certain jurisdictions where we have research and development centers, including the Silicon Valley area of northern California, and for engineering talent generally. The lasting impact of the COVID-19 pandemic has resulted in higher employee costs, increased attrition, and significant shifts in the labor market and employee expectations. We may experience difficulty retaining and motivating existing employees and attracting qualified personnel to fill key positions. In addition, labor shortages and employee mobility may make it more difficult to hire and retain employees. None of our executive officers is bound by an employment agreement for any specific term. Because we rely on equity awards as a significant component of compensation, particularly for our executive team, a lack of positive performance in our stock price, reduced grant levels, or changes to our compensation program may adversely affect our ability to attract and retain key employees. If we are unable to attract and retain qualified personnel, we may be unable to manage our business effectively, and our operations and financial results could suffer.

In addition, a number of our team members are foreign nationals who rely on visas or work-entry permits in order to legally work in the United States and other countries. Changes in government policy and global events, such as pandemics, may interfere with our ability to hire or retain personnel who require these visas or entry permits. Our business may be materially adversely affected if legislative or administrative changes to immigration or visa laws and regulations impair our hiring processes or projects involving personnel who are not citizens of the country where the work is to be performed. For example, potential changes in U.S. immigration policy and regulations, including potential changes following the recent U.S. federal elections, such as the implementation of restrictive interpretations by the U.S. Citizenship and Immigration Services of

regulatory requirements for H-1B, L-1 and other U.S. work visa categories, may also adversely affect our ability to hire or retain key talent, which could have an impact on our business operations.

***Risks Related to Intellectual Property, Litigation, Regulation and Government Policy***

**Our intellectual property rights may be difficult and costly to enforce.**

We generally rely on a combination of patents, copyrights, trademarks and trade secret laws to establish and maintain proprietary rights in our products and technology. Although we own numerous patents, and other patent applications are currently pending, there can be no assurance that any of these patents or other proprietary rights will not be challenged, invalidated or circumvented, or that our rights will provide us with any competitive advantage. In addition, there can be no assurance that patents will be issued for our pending applications or that claims allowed on any patents will be sufficiently broad to protect our technology. Further, the laws of some foreign countries may not protect our proprietary rights to the same extent as do the laws of the United States.

We are subject to the risk that third parties may attempt to access, divert or use our intellectual property without authorization. We are also vulnerable to third parties who illegally distribute or sell counterfeit, stolen, or unfit versions of our products, which could have a negative impact on our reputation and business. Protecting against the unauthorized use of our products, technology and other proprietary rights is difficult, time-consuming and expensive, and we cannot be certain that the steps that we are taking will detect, prevent or minimize the risks of such unauthorized use. In addition, our intellectual property strategy must continually evolve to protect our proprietary rights in new solutions, including our software solutions. Litigation may be necessary to enforce or defend our intellectual property rights or to determine the validity or scope of the proprietary rights of others. Such litigation could result in substantial cost and diversion of management time and resources, and there can be no assurance that we will obtain a successful result. Any inability to protect and enforce our intellectual property rights could harm our ability to compete effectively.

**We may incur significant costs in response to claims by others that we infringe upon their intellectual property rights.**

From time to time third parties may assert claims or initiate litigation or other proceedings related to patent, copyright, trademark and other intellectual property rights to technologies and related standards that are relevant to our business. We have been subject to several claims related to patent infringement, and we have been requested to indemnify customers pursuant to contractual indemnity obligations relating to infringement claims made by third parties. The rate of infringement assertions by patent assertion entities remains high, particularly in the United States. Generally, these patent owners neither manufacture nor use the patented invention directly, and they seek to derive value from their ownership solely through royalties from patent licensing programs.

We could be adversely affected by litigation, other proceedings or claims against us, as well as claims against our manufacturers, suppliers or customers, alleging infringement of third-party proprietary rights by our products and technology, or components thereof. Regardless of the merit of these claims, they can be time-consuming, divert the time and attention of our technical and management personnel, and result in costly litigation or otherwise require us to incur substantial costs, including legal fees. These claims, if successful, could require us to:

- pay substantial damages or royalties;
- comply with an injunction or other court order that could prevent us from offering certain of our products;
- seek a license for the use of certain intellectual property, which may not be available on commercially reasonable terms or at all;
- develop non-infringing technology or modify certain products, services, or features, which could require significant effort and expense and ultimately may not be successful; and
- indemnify our customers or other third parties pursuant to contractual obligations to hold them harmless or pay expenses or damages on their behalf.

Any of these events could adversely affect our business, results of operations and financial condition. Our exposure to risks associated with the use of intellectual property may increase as a result of acquisitions, as we would have a lower level of visibility into the development process with respect to the acquired technology and the steps taken to safeguard against the risks of infringing the rights of third parties.

**Our products incorporate software and other technology under license from third parties, and our business would be adversely affected if this technology were no longer available to us on commercially reasonable terms.**

We integrate third-party software and other technology into our operating system, network management, and intelligent automation software and other products. As a result, we may be required to license certain software or technology from third parties, including competitors. Licenses for software or other technology may not be available or may not continue to be available to us on commercially reasonable terms. Failure to obtain or maintain such licenses or other third-party intellectual property rights could affect our development efforts and market opportunities, or could require us to re-engineer our products or to obtain alternate technologies. Third-party licensors may insist on unreasonable financial or other terms in connection with our use of such technology. Our failure to comply with the terms of any license may result in our inability to continue to use such license, which may result in significant costs, harm our market opportunities and require us to obtain or develop a substitute technology.

Some of our solutions, including our operating system software, Platform Software, and Blue Planet Automation Software, utilize elements of open source or publicly available software. As network operators seek to enhance programmability and automation of networks, we expect that we and other communications networking solutions vendors will increasingly contribute to and use technology or open source software developed by standards setting bodies or other industry forums that seek to promote the integration of network layers and functions. The terms of such licenses could be construed in a manner that could impose unanticipated conditions or restrictions on our ability to commercialize our products. This increases our risks associated with our use of such software and may require us to seek licenses from third parties, to re-engineer our products, or to discontinue the sale of such solutions. Difficulty obtaining and maintaining technology licenses with third parties may disrupt development of our products, increase our costs and adversely affect our business.

**Data security breaches and cyber-attacks targeting our enterprise technology environment and assets could compromise our intellectual property, technology or other sensitive information and could cause significant damage to our business, reputation and operational capacity.**

In the ordinary course of our business, our network environment and assets, and the networks and assets of our third-party business partners, including our supply chain and other vendors, maintain certain information that is confidential, regulated, proprietary or otherwise sensitive in nature to our business. This information may include intellectual property and product information, personal data, financial information and other confidential business information relating to us and our employees, customers, suppliers and other business partners. The frequency, sophistication and unpredictability of cybersecurity events globally have increased, and can be more acute during times of geopolitical tension or instability between countries. In addition, companies in the technology industry, and in particular, manufacturers of networking and communications products, have been increasingly subjected to a wide variety of data security incidents, including cyber-attacks, attacks against products, and other attempts to gain unauthorized access to network assets, infrastructure or sensitive information. Our network systems, devices, storage and other business applications, and those that we rely on, and that are maintained by our third-party providers, have been in the past, and may be in the future, subjected to security incidents including attack, exploitation, intrusion, disruption and other malfeasance or attempts to gain unauthorized access or conduct other unauthorized activities. Further, our network systems, devices, storage and other business applications may be targeted for data security incidents as a vicarious method to target our customers. Such data security incidents may be caused by malice or negligence from either third-party or internal actors. These threats arise from actions by nation states, independent hackers, hacktivist groups, organized cybercrime entities, and other third parties, as well as from malicious actors from within or supporting our organization. Further, evolving technologies, including AI, pose new threats. In some cases, it is difficult to anticipate, detect or identify indicators of such incidents and assess the damage caused thereby. If an actual or perceived data security incident affects our network or any of our third-party providers' networks, we could incur significant costs, our technology and operations could be impacted, our customers and other stakeholders and/or their network environments could be impacted, our reputation could be harmed, and we may become involved in litigation, including with respect to allegations of breach of contract. We may also be subject to increased regulatory oversight, including governmental investigations, enforcement actions, and regulatory fines. We could also experience delays in reporting our financial results, and we may lose revenue and profits as a result of our inability to timely produce, distribute, invoice, and collect payments for our products and services. Additionally, a data security incident may result in significant remediation expenses and increased cybersecurity protection and insurance costs.

While we work to safeguard our enterprise network systems and products and to diligence the security of our third-party providers to mitigate these potential risks, including through information security policies, employee awareness and training, and other technical, procedural and administrative controls, there is no assurance that such actions will be sufficient to prevent future data security incidents or insider threats. We have been subjected in the past, and expect to be subjected in the future, to a range of incidents including phishing, emails purporting to come from a company executive or vendor seeking payment requests, malware, and communications from look-alike corporate domains, as well as security-related risks created by malicious internal actors internally and our use of third-party software and services. We have also been subject to unauthorized access and exfiltration of confidential data as a result of the exploitation of vulnerabilities involving our use of third-party applications. While these types of incidents to which we have been subjected have not had a material effect on our business, technology,

operations or our network security to date, future data security incidents could compromise material confidential or otherwise protected information, seize, destroy or corrupt data, impact our customers' data or systems through attacks on our products in our customers' environments, or otherwise disrupt our operations or impact our customers or other stakeholders. We and our network environment may also be subject in the future to ransomware attacks, nation-state cyber attacks or other types of cyber attacks. A failure to promptly disclose such material incidents as required by law may result in additional financial or regulatory consequences. We have incurred, and will continue to incur, expenses to comply with cybersecurity, privacy, and data protection standards and protocols imposed by law, regulation, industry standards and contractual obligations. Increased regulation of data collection, use and retention practices, and product security regulations, including self-regulation and industry standards, changes in existing laws and regulations, enactment of new laws and regulations, increased enforcement activity, and changes in interpretation of laws, could increase our cost of compliance and operation. And while we may be entitled to damages if our third-party providers fail to satisfy their security-related obligations to us, any award may be insufficient to cover our damages, or we may be unable to recover such award. While we have purchased cybersecurity insurance, there are no assurances that the coverage would be adequate in relation to any incurred losses or not subject to any exclusions. Moreover, as cyber-attacks increase in frequency and magnitude, we may be unable to obtain cybersecurity insurance in amounts and on terms we view as adequate for our operations.

**We are a party to legal proceedings, investigations and other claims or disputes, which are costly to defend and, if determined adversely to us, could require us to pay fines or damages, undertake remedial measures, or prevent us from taking certain actions, any of which could adversely affect our business.**

In the course of our business, we are, and in the future may be, a party to legal proceedings, investigations and other claims or disputes, which have related and may relate to subjects including commercial transactions, intellectual property, securities, employee relations, or compliance with applicable laws and regulations. Legal proceedings and investigations are inherently uncertain, and we cannot predict their duration, scope, outcome or consequences. There can be no assurance that these or any such matters that have been or may in the future be brought against us will be resolved favorably. In connection with any government investigations, in the event the government takes action against us or the parties resolve or settle the matter, we may be required to pay substantial fines or civil and criminal penalties and/or be subject to equitable remedies, including disgorgement or injunctive relief. Other legal or regulatory proceedings, including lawsuits filed by private litigants, may also follow as a consequence. These matters are likely to be expensive and time-consuming to defend, settle and/or resolve, and may require us to implement certain remedial measures that could prove costly or disruptive to our business and operations. They may also cause damage to our business reputation. The unfavorable resolution of one or more of these matters could have a material adverse effect on our business, results of operations, financial condition or cash flows.

**Changes in trade policy, including the imposition of tariffs and other import measures, increased export control, sanctions and investment restrictions, and efforts to withdraw from or materially modify international trade agreements, as well as other regulatory efforts impacting the import and sale of foreign equipment, may adversely affect our business, operations and financial condition.**

The United States and various foreign governments have established certain trade and tariff requirements under which we have implemented a global approach to the sourcing and manufacture of our products, as well as distribution and fulfillment to customers around the world. From time to time, the U.S. government has indicated a willingness to revise, renegotiate, or terminate various existing multilateral trade agreements and to impose new taxes and restrictions on certain goods imported into the U.S. Because we rely on a global sourcing strategy and third-party contract manufacturers in markets outside of the U.S. to perform substantially all of the manufacturing of our products, such steps, if adopted, could adversely impact our business and operations, increase our costs, and make our products less competitive in the U.S. and other markets.

For example, our supply chain includes certain direct and indirect suppliers based in China who supply goods to us, our manufacturers, or our third-party suppliers. Recently, there have been a number of significant geopolitical events, including trade tensions and regulatory actions, involving the governments of the United States and China. The U.S. government has raised tariffs, and imposed new tariffs, on a wide range of imports of Chinese products, including component elements of our solutions and certain finished goods products that we sell. For example, U.S. tariff policy involving imports from China was subject to a lengthy, now-completed review by the U.S. government in 2023 and the first three quarters of 2024, and the incoming U.S. administration has announced an intent to impose an additional 10% tariff on all imports from China. The U.S. government has also introduced broad new restrictions on imports from China allegedly manufactured with forced labor, and the EU and the UK have recently adopted similar restrictions. China has retaliated by raising tariffs, and imposing new tariffs, on certain exports of U.S. goods to China, introducing blocking measures to restrict the ability of domestic companies to comply with U.S. trade restrictions, and recently prohibiting the export of certain rare minerals from China to the United States, and could take further steps to retaliate against U.S. industries or companies. In May 2020, the U.S. introduced significant further restrictions limiting access to controlled U.S. technology to additional Chinese government and commercial entities, including certain of our

competitors based in China. More recently, in October 2022, the U.S. Department of Commerce imposed additional export control restrictions targeting the provision of certain semiconductors and related technology to China that could further disrupt supply chains that could adversely impact our business. In addition, the U.S. Federal Communications Commission (the “FCC”) in November 2022 prohibited communications equipment deemed to pose an unacceptable risk to national security from obtaining the equipment authorization that allows the products to be imported, marketed, or sold in the U.S. This prohibition currently includes telecommunications equipment produced by Huawei, its affiliates and subsidiaries, and four other Chinese companies, and additional entities may be subsequently added to this list. In addition, U.S. Department of Treasury’s Office of Foreign Assets Control has increasingly designated as Specially Designated Nationals and Blocked Persons (“SDNs”) companies in China for their alleged activities involving Russia, Iran, North Korea or forced labor practices in the Xinjiang province of China, and such SDN designation includes not only an asset freeze but also broad prohibitions on any direct or indirect dealings with designated SDNs, or non-designated entities owned by one or more SDNs at 50% or greater level. The situation involving U.S.-China trade relations remains volatile and uncertain, and there can be no assurance that further actions by either country will not have an adverse impact on our business, operations and access to technology, or components thereof, sourced from China. See also the risk factor with the caption beginning “Our reliance on third-party component suppliers...” above.

At this time, it remains unclear what additional actions, if any, will be taken by the U.S. or other governments with respect to international trade agreements, the imposition of tariffs on goods imported into the U.S., tax policy related to international commerce, increased export control, sanctions and investment restrictions, import or use of foreign communications equipment, or other trade matters. However, the incoming U.S. administration announced an intent to impose tariffs on imports from Canada, Mexico, and China. We estimate that products or components that make up a significant portion of our revenue are either manufactured in or distributed from Mexico. Although the ultimate scope and timing of any such tariffs is indeterminable, if implemented, they could have a significant impact on our financial condition and results of operations. Based on our manufacturing practices and locations, there can be no assurance that any future executive or legislative action in the United States or other countries relating to tax policy and trade regulation would not adversely affect our business, operations and financial results.

Government regulation of usage, import or export of our products, or our technology within our products, changes in that regulation, or our failure to obtain required approvals for our products, could harm our international and domestic sales and adversely affect our revenue and costs of sales. Failure to comply with such regulations could result in enforcement actions, fines, penalties or restrictions on export privileges. In addition, costly tariffs on our equipment, restrictions on importation, trade protection measures and domestic preference requirements of certain countries could limit our access to these markets and harm our sales. These regulations could adversely affect the sale or use of our products, substantially increase our cost of sales and adversely affect our business and revenue.

**Changes in government regulations affecting the communications and technology industries and the businesses of our customers could harm our prospects and operating results.**

The FCC has jurisdiction over many companies in the U.S. telecommunications industry, and similar agencies have jurisdiction over the communications industries in other countries. Many of our largest customers, including service providers and cable and multiservice network operators, are subject to the rules and regulations of these agencies, while others participate in and benefit from government-funded programs that encourage the deployment of network infrastructures. These regulatory requirements and funding programs and related laws are subject to changes that may adversely impact our customers, with resulting adverse impacts on our business.

In April 2024, the FCC reclassified broadband internet access service (“BIAS”) as a telecommunications service under Title II of the Communications Act and reinstated net neutrality obligations on BIAS providers. States and localities are also increasingly proposing new regulations impacting communications services. Any of these regulations could affect our customers and their legal and compliance costs, with resulting adverse impacts on our business.

Changes in regulatory requirements or uncertainty associated with the regulatory environment could delay or serve as a disincentive to investment in network infrastructures by network operators, which could adversely affect the sale of our products and services. Similarly, changes in regulatory tariff requirements or other regulations relating to pricing or terms of carriage on communications networks could slow the development or expansion of network infrastructures and adversely affect our business, operating results, and financial condition. Legislators and regulators have also enacted and may in the future enact laws and rules that impose significant fines or other liability on communications companies that experience cyber attacks, information or security breaches, or technology disruptions or failures. Such events may therefore have an adverse effect on our company or our customers’ businesses.

Separately, certain of our cloud provider customers have been the subject of regulatory and other government actions, including inquiries and investigations, formal or informal, by competition authorities in the United States, Europe and other

jurisdictions. For example, in July 2019, the U.S. Department of Justice announced that it would commence an antitrust review into significant online technology platforms, and in September 2019, various state attorneys general announced antitrust investigations involving certain technology companies. In addition, certain committees of the U.S. Congress have held hearings and pursued investigations to consider the businesses associated with these platforms, their impact on competition, and their conduct. Further, in November 2024, reports emerged that the Federal Trade Commission opened an investigation into potentially anticompetitive practices by at least one large company in the cloud computing market. There can be no assurance that these government actions will not adversely impact the network spending, procurement strategies, or business practices of our cloud provider customers in a manner adverse to us.

**Government regulations related to the environment, climate change and social initiatives could adversely affect our business and operating results.**

Our operations are regulated under various federal, state, local and international laws and regulations relating to the environment and climate change and in many of the jurisdictions in which we operate, governmental authorities are increasingly enacting new legislation and regulations relating to the environment and climate change. These laws and regulations directly impact us and may indirectly impact our operations as a result of required compliance by our customers or supply chain. Inconsistency across laws and regulations may affect the costs of compliance with such laws and regulations. Assessments of the potential impact of future climate change legislation, regulation, and international treaties and accords are uncertain, given the wide scope of potential regulatory change in countries in which we operate. Increased public awareness and worldwide focus on environmental and climate changes may lead to new or strengthened regulations, legislation or other governmental requirements or industry standards, such as increased demand to meet voluntary criteria related to reduction of greenhouse gas emissions and increasing energy efficiency. These requirements will, and other increased regulation of climate change concerns could, subject us to additional costs and restrictions, and could require us to make certain changes to our manufacturing practices and product designs, which could negatively impact our business, results of operations, financial condition and competitive position. If we were to violate or become liable under these laws or regulations, we could incur fines, costs related to damage to property or personal injury and costs related to investigation or remediation activities.

Our product design efforts and the manufacturing of our products are also subject to evolving requirements relating to the presence of certain materials or substances in our equipment, including regulations that make producers for such products financially responsible for the collection, treatment and recycling of certain products. For example, our operations and financial results may be negatively affected by environmental regulations, such as the WEEE and RoHS regulations that have been adopted by the EU. Compliance with these and similar environmental regulations may increase our cost of designing, manufacturing, selling and removing our products. The SEC requires disclosure regarding the use of “conflict minerals” mined from the Democratic Republic of the Congo and adjoining countries (the “DRC”) and disclosure with respect to procedures regarding a manufacturer’s efforts to prevent the sourcing of such minerals from the DRC. Certain of these minerals are present in our products. SEC rules implementing these requirements may have the effect of reducing the pool of suppliers that can supply “conflict free” components and parts, and we may not be able to obtain conflict free products or supplies in sufficient quantities for our operations. Because our supply chain is complex, we may face reputational challenges with our customers, stockholders and other stakeholders if we are unable to verify sufficiently the origins for the “conflict minerals” used in our products and cannot assert that our products are “conflict free.” Environmental or similar social initiatives may also make it difficult to obtain supply of compliant components or may require us to write off non-compliant inventory, which could have an adverse effect on our business and operating results.

**Investor and other stakeholder scrutiny related to our environmental, social and governance practices, and our disclosed performance and aspirations for these practices, may increase costs and expose us to numerous risks.**

Investors, media, business partners, employees, legislators, regulators, and other stakeholders are increasingly focused on ESG matters, including climate change and greenhouse gas emissions, human and civil rights, and diversity, equity and inclusion. As expectations have changed, we have established and communicated various initiatives, goals and aspirations related to ESG matters. Any disclosed goals and aspirations reflect our current initiatives and plans and assumptions as of the date of their disclosure, involve risks and uncertainties, may require investments, may depend in part on third-party performance or data that is outside our control, are subject to assumptions that could change over time, and may not be achieved. In addition, the standards and laws by which ESG efforts are tracked and measured are in many cases new, have not been harmonized, and continue to evolve. Our efforts to abide by these standards and laws and to accomplish and accurately report on our initiatives, goals and aspirations present numerous operational, reputational, financial, legal, and other risks. Our processes and controls may not always align with evolving standards, our interpretation of standards may differ from others, and standards may continue to change over time, any of which could result in significant revisions to our goals, our reported progress toward those goals, or other ESG information we disclose. In addition, any failure or perceived failure to pursue, further or fulfill our previously stated goals, targets and objectives, satisfy various reporting standards within the timelines we announce, or at all,

adhere to our public statements, comply with environmental, social and governance laws and regulations, and meet evolving and varied stakeholder expectations and standards, could result in legal and regulatory proceedings against us and materially adversely affect our business, reputation, results of operations, financial condition and stock price.

**Changes in tax law or regulation, effective tax rates and other adverse outcomes with taxing authorities could adversely affect our results of operations.**

Our future effective tax rates could be subject to volatility or adversely affected by changes in tax laws, regulations, accounting principles, or interpretations thereof. The impact of income taxes on our business can also be affected by a number of items relating to our business. These may include estimates for, and the actual, geographic mix of our earnings; changes in the valuation of our deferred tax assets; the use or expiration of net operating losses or research and development credit arrangements applicable to us in certain geographies; and changes in our methodology for transfer pricing, valuing developed technology or conducting intercompany arrangements.

The Organization for Economic Co-operation and Development (the “OECD”) has introduced a framework to implement a global minimum tax of 15% for certain highly profitable multinational companies, referred to as Pillar Two or the minimum tax directive. While it is uncertain whether the United States will enact legislation to adopt Pillar Two, certain countries in which we operate have enacted legislation, and other countries are in the process of introducing draft legislation to implement the minimum tax directive. Many aspects of Pillar Two will be effective for Ciena beginning in fiscal 2025 with additional components becoming effective beginning in fiscal 2026. Pillar Two taxes are considered an alternative minimum tax accounted for as a period cost that will impact the effective tax rate in the year the Pillar Two tax obligation arises. Therefore, deferred taxes will not be recognized or adjusted for the estimated effects of future minimum taxes. We have assessed the impact of Pillar Two and do not currently anticipate any material effect on our effective tax rate, financial results or cash flows for fiscal 2025 based on currently enacted laws; however, our analysis is ongoing as the OECD continues to release additional guidance and countries enact legislation. To the extent additional legislative changes take place in the countries in which we operate, it is possible that these changes may yield an adverse impact on our effective tax rate, financial results and cash flows.

We are subject to the continuous examination of our income and other tax returns by the Internal Revenue Service and other tax authorities globally, and we have a number of such reviews underway at any time. It is possible that tax authorities may disagree with certain positions we have taken, and an adverse outcome of such a review or audit could have a negative effect on our financial position and operating results. There can be no assurance that the outcomes from such examinations, or changes in tax law or regulation impacting our effective tax rates, will not have an adverse effect on our business, financial condition and results of operations.

**Failure to maintain effective internal controls over financial reporting could have a material adverse effect on our business, operating results and stock price.**

Section 404 of the Sarbanes-Oxley Act of 2002 requires that we include in our annual report a report containing management’s assessment of the effectiveness of our internal controls over financial reporting as of the end of our fiscal year and a statement as to whether or not such internal controls are effective. Compliance with these requirements has resulted in, and is likely to continue to result in, significant costs and the commitment of time and operational resources. Certain ongoing initiatives, including efforts to transform business processes or to transition certain functions to third-party resources or providers, will necessitate modifications to our internal control systems, processes and related information systems as we optimize our business and operations. Our expansion into new regions could pose further challenges to our internal control systems. We cannot be certain that our current design for internal control over financial reporting, or any additional changes to be made, will be sufficient to enable management to determine that our internal controls are effective for any period, or on an ongoing basis. If we are unable to assert that our internal controls over financial reporting are effective, market perception of our financial condition and the trading price of our stock may be adversely affected, and customer perception of our business may suffer.

***Risks Related to Our Common Stock, Indebtedness and Investments***

**Our stock price is volatile.**

Our common stock price has experienced substantial volatility in the past and may remain volatile in the future. Volatility in our stock price can arise as a result of a number of the factors discussed in this “Risk Factors” section. From fiscal 2020 through fiscal 2024, our closing stock price ranged from a high of \$77.60 per share to a low of \$34.50 per share. The stock market has experienced significant price and volume fluctuation that has affected the market price of many technology companies, with such volatility often unrelated to the operating performance of these companies. Divergence between our actual results and our forward-looking guidance for such results, the published expectations of investment analysts, or the expectations of the market generally, can cause significant swings in our stock price. Our stock price can also be affected by market conditions in our industry as well as announcements that we, our competitors, vendors or our customers may make. These may include



announcements by us or our competitors of financial results or changes in estimated financial results, technological innovations, the gain or loss of customers, or other strategic initiatives. Our common stock is also included in certain market indices, and any change in the composition of these indices to exclude our company could adversely affect our stock price. In addition, if the market for technology stocks or the broader stock market experiences a loss of investor confidence, the trading price of our common stock could decline for reasons unrelated to our business, financial condition or results of operations. These and other factors affecting macroeconomic conditions or financial markets may materially adversely affect the market price of our common stock in the future.

**Outstanding indebtedness under our senior secured credit facilities and senior unsecured notes may adversely affect our liquidity and results of operations and could limit our business.**

We are a party to credit agreements relating to a \$300 million senior secured revolving credit facility, an outstanding senior secured term loan with approximately \$1.2 billion due 2030, and an outstanding senior unsecured indenture pursuant to which we issued \$400 million in aggregate principal amount of 4.00% senior notes due 2030. The agreements governing these credit facilities contain certain covenants that limit our ability, among other things, to incur additional debt, create liens and encumbrances, pay cash dividends, redeem or repurchase stock, enter into certain acquisition transactions or transactions with affiliates, repay certain indebtedness, make investments, or dispose of assets. The agreements also include customary remedies, including the right of the lenders to take action with respect to the collateral securing the loans, that would apply should we default or otherwise be unable to satisfy our debt obligations.

Our indebtedness could have important negative consequences, including:

- increasing our vulnerability to adverse economic and industry conditions;
- limiting our ability to obtain additional financing, particularly in unfavorable capital and credit market conditions;
- debt service and repayment obligations that may adversely impact our results of operations and reduce the availability of cash resources for other business purposes;
- limiting our flexibility in planning for, or reacting to, changes in our business and the markets; and
- placing us at a possible competitive disadvantage to competitors that have better access to capital resources.

We may also enter into additional debt transactions or credit facilities, including equipment loans, working capital lines of credit, senior notes, and other long-term debt, which may increase our indebtedness and result in additional restrictions on our business. In addition, major debt rating agencies regularly evaluate our debt based on a number of factors. There can be no assurance that we will be able to maintain our existing debt ratings, and failure to do so could adversely affect our cost of funds, liquidity and access to capital markets.

**Significant volatility and uncertainty in the capital markets may limit our access to funding on favorable terms or at all.**

The operation of our business requires significant capital. We have accessed the capital markets in the past and have successfully raised funds, including through the issuance of equity, convertible notes and other indebtedness, to increase our cash position, support our operations and undertake strategic growth initiatives. We regularly evaluate our liquidity position, debt obligations and anticipated cash needs to fund our long-term operating plans, and we may consider it necessary or advisable to raise additional capital or incur additional indebtedness in the future. If we raise additional funds through further issuance of equity or securities convertible into equity, or undertake certain transactions intended to address our existing indebtedness, our existing stockholders could suffer dilution in their percentage ownership of our company, or our leverage and outstanding indebtedness could increase. At times, capital market conditions, including the impact of inflation, have increased borrowing rates and could significantly increase our cost of capital should we seek additional funding. Moreover, global capital markets have undergone periods of significant volatility and uncertainty in the past, and there can be no assurance that such financing alternatives will be available to us on favorable terms or at all, should we determine it necessary or advisable to seek additional capital.

**Item 1B. Unresolved Staff Comments**

Not applicable.

**Item 1C. Cybersecurity**

**Oversight and Governance**

Our Board of Directors and the Audit Committee of our Board of Directors (the “Audit Committee”) are responsible for overseeing and assessing management’s execution of and approach to cybersecurity risk management. Our Chief Information Security Officer (“CISO”), who reports directly to our Chief Financial Officer, is primarily responsible for assessing cybersecurity risks and managing our cybersecurity program on a day-to-day basis, with support from other members of senior management.

Our CISO is an accomplished security professional with 20 years of experience in cybersecurity and risk management across numerous industries and holds degrees in computer science and information assurance, and additional executive education in building and leading cybersecurity programs. The CISO and his team (the “Security Team”), which includes trained cybersecurity professionals, are responsible for implementing and maintaining our cybersecurity strategy and program and its related processes. We also maintain a Security Advisory Committee (“SAC”), which is chaired by our Chief Financial Officer and composed of members of executive leadership and other functional leaders, including our General Counsel, CISO, Chief Digital Information Officer, and Vice President of Internal Audit. The SAC meets regularly to, among other things, review cybersecurity program developments and serves as a path of escalation and decision-making in certain situations, including incident response.

We, and our managed security partners, regularly monitor our environment for indicators of malicious or suspicious activity and security relevant events. The potential risk and impact of any such event is evaluated by a cross-functional team that includes members of our Security Team, legal department and other business functions as necessary and appropriate. Materiality determinations related to escalated events are made by the SAC without unreasonable delay. The CISO, on a quarterly basis, generally provides the Audit Committee a summary of relevant cybersecurity events, with certain events escalated to the Audit Committee outside of these quarterly meetings depending upon their nature.

As part of our Board of Directors’ oversight of risk management, they devote time and attention to cybersecurity related risks. The Audit Committee is responsible for overseeing cybersecurity, data privacy and information technology-related programs, policies and other efforts to manage or mitigate cybersecurity risks. As part of its standing agenda, the Audit Committee receives quarterly updates on cybersecurity risks and initiatives from our CISO. These updates have included reviews of our cybersecurity risk management efforts, including the development of relevant processes and policies, the implementation of technologies and systems, or use of third-party partners to safeguard our information systems, the conduct of education and training initiatives with employees and business partners, and incident response preparedness, including simulations and tabletop exercises. The Audit Committee regularly updates the Board of Directors on such matters. Separately, and in addition to such quarterly reporting, our Board of Directors also receives an annual update from our CISO on information and cybersecurity risks and related initiatives. These Board updates have included briefings from our CISO, as well as external counsel and third-party security advisors, which have included continuing education sessions as our Board of Directors seeks to enhance its understanding of cybersecurity risk, leading practices and an evolving cyber threat landscape.

**Risk Management and Strategy**

The safeguarding of information systems, that house employee and customer data, and proprietary information, are of paramount importance to us, our business and our reputation. We maintain a robust and proactive enterprise cybersecurity program designed to identify, assess and manage cybersecurity risks that may impact our business or assets.

*Cybersecurity Strategy*

Our cybersecurity strategy focuses on (i) maintaining a cybersecurity framework and set of controls to assess and manage security risks and (ii) protecting against threats by deploying and monitoring security controls and mitigating exposures and potential threats. We maintain a security program designed to align with industry standards, principles, and frameworks, such as those set by the National Institute of Standards and Technology (NIST) and the International Organization for Standardization (ISO). Our program is also informed by various legal requirements including contractual requirements from our customers. In addition, we maintain internal policies and procedures that govern the measures we take to secure our information technology environment. These include a wide variety of capabilities designed to prevent, detect, or address risks to systems and data. We

also employ a range of tools and services, including regular network and endpoint monitoring, penetration testing, and vulnerability assessments, to inform our risk identification and management strategy.

#### *Security Risk Management*

Our Security Team regularly assesses cybersecurity risks, including their likelihood and potential impact, to develop mitigation strategies. The team utilizes enterprise governance, risk, and compliance solutions and tools licensed from third-party vendors to conduct various analytic assessments, including cloud and container security, detection and response, threat intelligence, and application security assessments. We also routinely evaluate and update our understanding of our cybersecurity threat landscape and evolve our related assessments and mitigation strategies accordingly.

We regularly review our cybersecurity program for compliance with evolving regulations and to protect against emerging cyber threats. Because we operate in a dynamic threat landscape, we conduct regular reviews of our program and procedures, and we periodically engage third parties to supplement and review our cybersecurity practices. We also maintain a cybersecurity risk insurance policy as part of our risk management efforts, and regularly engage and collaborate with peers, industry groups, and U.S. government partners relating to cybersecurity risk management and the evolving threat environment.

We seek to identify and address cybersecurity threats and risks that can arise from our use of third parties, including those that comprise our information systems, supply chain operations or who have access to certain data. We utilize supplier risk management practices, including enhanced due diligence assessments, that seek to identify cybersecurity risks associated with our use of third-party providers and the scope and nature of their work with us. These risks are assessed and prioritized based on, among other things, supplier assessments, threat intelligence, and industry practices. We consider these risks at the time of supplier onboarding and endeavor to assess changes in risk throughout the lifecycle of our relationship with suppliers.

Promoting an engaged and aware workforce is a key part of our cybersecurity defense program. We carry out regular security awareness training for our personnel to help them better identify and address potential cybersecurity issues. This includes regular exercises to simulate and detect phishing attempts, various awareness and communication initiatives and required online security awareness training at the time of hire and generally on an annual basis thereafter.

#### *Incident Response Readiness*

We utilize a combination of internal and third-party resources to monitor for threats to our network, systems and data. To promote cybersecurity readiness and advance the preparedness of our teams, our cross-functional incident response teams maintain an incident response plan, in addition to more technical response playbooks, and meet regularly to assess these resources. Among other things, they perform “tabletop” simulation exercises, internally and with third-party experts, to outline their roles and responsibilities during a cybersecurity event and to refine risk identification and management practices.

We have in the past, and may in the future, utilize third-party cyber security assessors or consultants to review our program, to share their findings with our Board of Directors or leadership, and to help identify opportunities for continuous improvement.

Additional information about cybersecurity risks we face is discussed in Item 1A of Part I of this annual report, “Risk Factors,” including under the heading “Data security breaches and cyber-attacks targeting our enterprise technology environment and assets could compromise our intellectual property, technology or other sensitive information and could cause significant damage to our business, reputation and operational capacity,” which should be read in conjunction with the information above. While we continue to monitor, identify, investigate, respond to, and manage cybersecurity threats, risks and incidents, to date we have not experienced cybersecurity risks, including as a result of previous cybersecurity incidents, that have had a material effect. There can be no assurance that we will not experience such risks in the future.

## **Item 2. Properties**

*Overview.* As of November 2, 2024, all of our properties are leased, and we do not own any real property. We lease facilities globally related to the ongoing operations of our business segments and related functions. Our corporate headquarters are located in one building in Hanover, Maryland.

Our largest facilities are our research and development centers located in Ottawa, Canada and Gurgaon, India. We also lease smaller engineering facilities in the United States, Canada, and Europe. In addition, we lease various smaller offices in regions throughout the world to support our sales and services operations. We believe the facilities we are now using are adequate and suitable for our business requirements.

*Hanover, Maryland Headquarters Lease.* We entered into an agreement dated November 3, 2011, with W2007 RDG Realty, L.L.C. relating to a 15-year lease of office space for our corporate headquarters in Hanover, Maryland, consisting of an agreed-upon rentable area of approximately 88,000 square feet.

*Ottawa Leases.* On October 23, 2014, Ciena Canada, Inc. entered into an 18-year lease agreement for the office building located at 5050 Innovation Drive, Ottawa, Canada, consisting of a rentable area of approximately 170,000 square feet. In addition, on April 15, 2015, Ciena Canada, Inc. entered into a 15-year lease agreement for two new office buildings adjacent to the building at 5050 Innovation Drive, located at 383 and 385 Terry Fox Drive, Ottawa, Canada, consisting of a rentable area of approximately 255,000 square feet.

*Gurgaon Leases.* On August 13, 2020, Ciena India Pvt. Ltd. extended our rental agreement for five years for an office building located at Plot No. 13, Echelon Institutional Sector 32, Gurgaon, which is adjacent to another building rented by Ciena India Pvt. Ltd., located at Plot No. 14, Echelon Institutional Sector 32, Gurgaon. The Gurgaon offices consist of a rentable area of approximately 282,000 square feet.

For additional information regarding our lease obligations, see Note 17 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report.

**Item 3. Legal Proceedings**

The information set forth under the heading “Litigation” in [Note 26](#) to our Consolidated Financial Statements included in Item 8 of Part II of this annual report, is incorporated herein by reference.

**Item 4. Mine Safety Disclosures**

Not applicable.

**PART II****Item 5. Market for Registrant’s Common Stock, Related Stockholder Matters and Issuer Purchases of Equity Securities**

(a) Our common stock is traded on the New York Stock Exchange under the stock symbol “CIEN.”

As of December 13, 2024, there were approximately 652 holders of record of our common stock and 142,115,595 shares of common stock outstanding. We have never paid cash dividends on our capital stock. We currently intend to retain earnings for use in our business, and we do not anticipate paying any cash dividends in the foreseeable future.

**Issuer Purchases of Equity Securities**

The following table provides a summary of repurchases of our common stock during the fourth quarter of fiscal 2024:

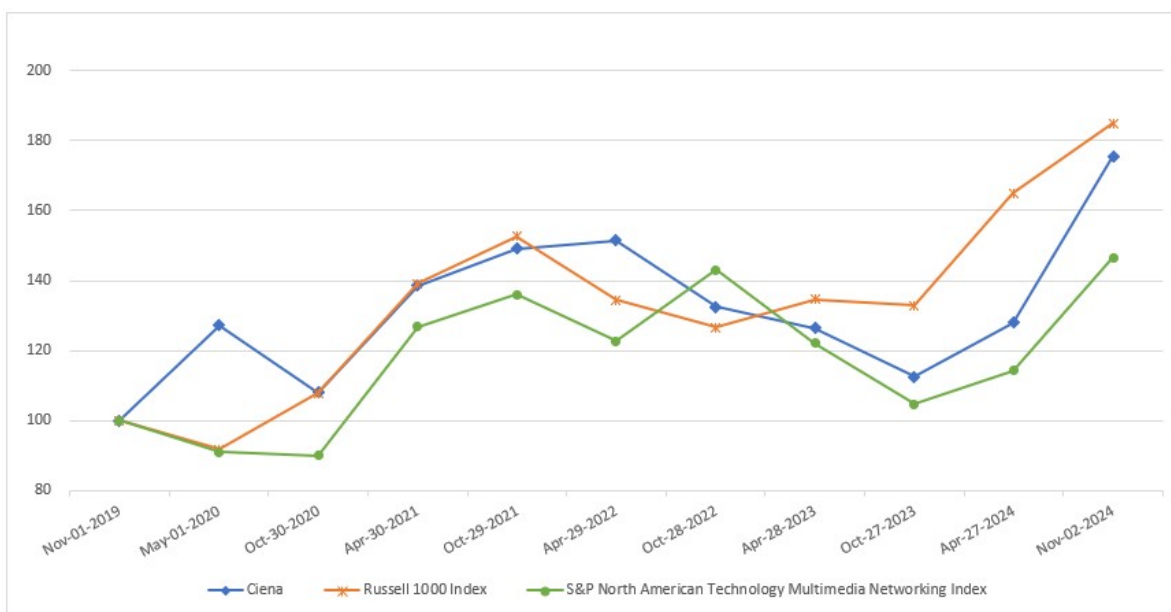
<b>Period</b>	<b>Total Number of Shares Purchased (1)</b>	<b>Average Price Paid Per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)</b>	<b>Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in Thousands)</b>
July 28, 2024 to August 24, 2024	—	\$ —	—	\$ 131,985
August 25, 2024 to September 28, 2024	865,189	\$ 57.21	865,189	\$ 82,489
September 29, 2024 to November 2, 2024	1,259,201	\$ 65.51	1,259,201	\$ —
Total	<u>2,124,390</u>	\$ 62.13	<u>2,124,390</u>	

(1) On December 9, 2021, we announced that our Board of Directors had authorized a program to repurchase up to \$1.0 billion of our common stock. During the fourth quarter of fiscal 2024, we repurchased \$132.0 million of our common stock under such stock repurchase program which completed the authorized repurchases contemplated thereunder. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations– Liquidity and Capital Resources – Stock Repurchase Authorization” in Item 7 of Part II of this annual report and Note 21 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report for information regarding the stock repurchase programs authorized by our Board of Directors.

**Stock Performance Graph**

The following graph shows a comparison of cumulative total returns for an investment in our common stock, the S&P North American Technology-Multimedia Networking Index and the Russell 1000 Index from November 1, 2019 to November 1, 2024. The Russell 1000 Index comprises the stocks representing the 1,000 largest publicly traded American companies as measured by market capitalization. The S&P North American Technology-Multimedia Networking Index includes stocks in the S&P Total Market Index that are classified under the Global Industry Classification Standard communications equipment sub-industry. This graph is not deemed to be “soliciting material” or “filed” with the SEC or subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the graph shall not be deemed to be incorporated by reference into any prior or subsequent filing by us under the Securities Act of 1933, as amended, or the Exchange Act.

**Comparison of 5-Year Cumulative Total Return Among Ciena Corporation,  
the S&P North American Technology-Multimedia Networking Index and the Russell 1000 Index**



The graph tracks the performance of a \$100 investment in our common stock and in each of the indices on November 1, 2019 (with the subsequent reinvestment of all dividends at month end). This graph assumes \$100 invested in Ciena Corporation, the Russell 1000 and the S&P North American Technology-Multimedia Networking Index, respectively, on November 1, 2019 with all dividends reinvested at month-end. Stockholder returns over the indicated period are based on historical data and should not be considered indicative of future stockholder returns.

(b) Not applicable.

(c) Not applicable.

**Item 6. [Reserved]**

## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following discussion and analysis should be read in conjunction with our consolidated financial statements and notes thereto included elsewhere in this annual report.*

### **Overview**

We are a network technology company, providing hardware, software, and services to a wide range of network operators and enabling enhanced network capacity, service delivery, and automation. Our solutions support network traffic across a wide range of applications, including cloud, video, data, AI, and voice. Our network solutions are used globally by communications service providers, cable and multiservice operators, cloud providers, submarine network operators, governments, and enterprises across multiple industry verticals. Our portfolio is designed to enable the Adaptive Network™, which is our vision for a network end state that leverages a programmable and scalable network infrastructure, driven by software control and automation capabilities, that is informed by network analytics and intelligence. Our solutions include Networking Platforms, including our Optical Networking portfolio and our Routing and Switching portfolio, which can be applied from the network core to end-user access points, and which allow network operators to scale capacity, increase transmission speeds, allocate traffic efficiently, and adapt dynamically to changing end-user service demands. To complement our Networking Platforms, we offer Platform Software, which includes our Navigator NCS and advanced applications that deliver multi-layer domain control and operations for network operators. Through our Blue Planet Automation Software, we also enable complete service lifecycle management automation with productized OSS, including inventory, orchestration and assurance solutions that help our customers to achieve closed loop automation across multi-vendor and multi-domain environments.

### **Market Opportunity and Investment in Technology Innovation**

The market into which we sell our communications networking solutions is dynamic and characterized by a high rate of change, including rapid growth in bandwidth demand and network traffic, the proliferation of cloud-based services and new approaches, or “consumption models,” for designing and procuring networking solutions. Drivers of increased bandwidth demand include enterprise and consumer cloud network adoption, generative AI, 5G, high-definition video, and network operator focus on resilience and automation. To address these growing service demands and manage network cost, many network operators are looking to adopt next-generation infrastructures that are more programmable and better capable of leveraging data for network insight, analytics and automation.

We believe that our investment capacity and our efforts to push the pace of innovation are important competitive differentiators in our markets. Keeping pace with the market's demand for technology innovation requires considerable research and development investment capacity and expenditures, and research and development spending represented 19.1% of our operating expenses in fiscal 2024. During fiscal 2024, we invested \$767.5 million in research and development activities, an increase of 2.3% compared to fiscal 2023. In particular, in an effort to capture certain market opportunities created by the impact of AI on networks, in fiscal 2024 we continued to innovate, increase the performance of, and enhance the capabilities for our leading WaveLogic coherent modem technology in multiple form factors. Through this innovation we seek to extend our leadership in our core business and leverage this to expand our addressable market into complementary and adjacent network applications, including inside and around the data center.

Our business strategy to capitalize on these market dynamics and investment opportunities also include the initiatives set forth in the “Strategy” section of the description of our business in Item 1 of Part I of this annual report.

### **Fluctuation in Order Volumes and Impact on Fiscal 2024 Revenue**

During fiscal 2021 and fiscal 2022, we received an unprecedented volume of orders for our products and services. We believe some portion of these orders reflected customer acceleration of future orders due to long lead times during the constrained supply environment of that period, as well as orders that were delayed due to the dynamics of the COVID-19 pandemic. These order volumes resulted in significant revenue growth in fiscal 2023. Our order volumes began to moderate in the fourth quarter of fiscal 2022, and we experienced order levels below revenue during fiscal 2023 and the first half of fiscal 2024, particularly from our communications service provider customers. We believe this was, in part, due to communications service providers in North America working through relatively high levels of inventory previously acquired, which was made more difficult due to challenges installing and deploying equipment. In addition, in certain international geographies, we believe that caution driven by macroeconomic concerns and market-specific issues contributed to lower-than-expected order volumes from communications service providers during fiscal 2024. As a result of these dynamics, our revenue for fiscal 2024 was lower than our revenue in fiscal 2023. Notwithstanding these recent dynamics and their impact on fiscal 2024 revenue, we

continue to believe that certain trends and shifts in business and consumer behaviors and the drivers of bandwidth demand described above under “Market Opportunity and Investment in Technology Innovation” represent long-term opportunities for our business.

### ***Fiscal Year-End Backlog***

Generally, we make sales pursuant to purchase orders placed by customers under framework agreements that govern the general commercial terms and conditions of the sale of our products and services. These agreements do not obligate customers to purchase any minimum or guaranteed order quantities. In calculating backlog, we only include (i) customer purchase orders for products that have not been shipped and for services that have not yet been performed; and (ii) customer orders relating to products that have been delivered and services that have been performed, but are awaiting customer acceptance under the applicable contract terms. Backlog may be fulfilled several quarters following receipt of a purchase order, or in the case of certain service obligations, may relate to multi-year support periods.

Our backlog was \$2.1 billion as of November 2, 2024, as compared to \$2.6 billion as of October 28, 2023. Backlog includes product and service orders from commercial and government customers combined. Backlog at November 2, 2024 includes approximately \$352.5 million primarily related to orders for products and services that are not expected to be filled or performed within fiscal 2025. Because backlog can be defined in different ways by different companies, our presentation of backlog may not be comparable with figures presented by other companies in our industry. In addition, our customers may cancel, delay or change their orders with limited advance notice, or they may decide not to accept our products and services. The timing of our fulfillment of backlog could cause some volatility in our results of operations.

### ***Stock Repurchase Program***

On October 2, 2024, we announced that our Board of Directors authorized a program to repurchase up to \$1.0 billion of our common stock, commencing in fiscal 2025 and continuing through the end of fiscal 2027. Authorized purchases contemplated under our prior stock repurchase program, which was authorized in fiscal 2022, were completed in fiscal 2024. The amount and timing of any further repurchases under our stock repurchase program are subject to a variety of factors including liquidity, cash flow, stock price and general business and market conditions. The program may be modified, suspended, or discontinued at any time. See Notes 21 and 27 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report.

## **Consolidated Results of Operations**

A discussion regarding our financial condition and results of operations for fiscal 2024 compared to fiscal 2023 is presented below. A discussion of fiscal 2023 compared to fiscal 2022 can be found under Item 7 of Part II of our Annual Report on Form 10-K for the fiscal year ended October 28, 2023, filed with the SEC on December 15, 2023, which is available free of charge on the SEC’s website at [www.sec.gov](http://www.sec.gov) and our Investor Relations website at [investor.ciena.com](http://investor.ciena.com).

### ***Operating Segments***

Our results of operations are presented based on the following operating segments: (i) Networking Platforms; (ii) Platform Software and Services; (iii) Blue Planet Automation Software and Services; and (iv) Global Services. See Notes 2 and 24 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report for more information on our segment reporting.

### ***Fiscal 2024 Compared to Fiscal 2023***

#### ***Revenue***

##### ***Revenue and Currency Fluctuations***

As a result of the factors impacting order volumes described under “Overview” above, our revenue declined by 8.5% in fiscal 2024 as compared to fiscal 2023. In addition, during fiscal 2024, approximately 14.3% of our revenue was non-U.S. Dollar denominated, primarily including sales in Euros, Indian Rupees and Canadian Dollars. During fiscal 2024, as compared to fiscal 2023, the U.S. Dollar fluctuated against these and other currencies with minimal impact as compared to fiscal 2023.

##### ***Operating Segment Revenue***



See Notes 2 and 24 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report for more information on our segment reporting. The table below sets forth the changes in our operating segment revenue for the periods indicated (in thousands, except percentage data):

	Fiscal Year				Increase (decrease)	%**
	2024	%*	2023	%*		
<b>Revenue:</b>						
<b>Networking Platforms</b>						
Optical Networking	\$ 2,642,563	65.8	\$ 2,987,245	68.1	\$ (344,682)	(11.5)
Routing and Switching	399,492	10.0	506,247	11.5	(106,755)	(21.1)
Total Networking Platforms	3,042,055	75.8	3,493,492	79.6	(451,437)	(12.9)
<b>Platform Software and Services</b>						
Platform Software and Services	358,062	8.9	303,873	6.9	54,189	17.8
Blue Planet Automation Software and Services	77,619	2.0	69,170	1.6	8,449	12.2
<b>Global Services</b>						
Maintenance Support and Training	303,086	7.5	288,334	6.6	14,752	5.1
Installation and Deployment	184,358	4.6	180,951	4.1	3,407	1.9
Consulting and Network Design	49,775	1.2	50,729	1.2	(954)	(1.9)
Total Global Services	537,219	13.3	520,014	11.9	17,205	3.3
Consolidated revenue	\$ 4,014,955	100.0	\$ 4,386,549	100.0	\$ (371,594)	(8.5)

\* Denotes % of total revenue

\*\* Denotes % change from 2023 to 2024

- **Networking Platforms segment revenue** decreased by \$451.4 million, reflecting product line sales decreases of \$344.7 million of our Optical Networking products and \$106.7 million of our Routing and Switching products.
  - Optical Networking sales decreased, primarily reflecting sales decreases of \$470.3 million of our 6500 Packet-Optical Platform primarily to communications service providers, enterprise customers, cable and multiservice operators, and cloud providers, and \$17.2 million of our 5400 family of Packet-Optical Platforms primarily to communications service providers. These sales decreases were partially offset by sales increases of \$63.1 million primarily of our coherent pluggable transceivers, primarily to cloud providers, \$45.2 million of our 6500 RLS products primarily to communications service providers, cable and multiservice operators and cloud providers, and \$35.8 million of our Waveserver® products primarily to communications service providers, partially offset by sales decreases to enterprise customers and cloud providers.
  - Routing and Switching sales decreased, primarily reflecting sales decreases of \$103.8 million of our 3000 and 5000 families of service delivery and aggregation switches primarily to communications service providers, cable and multiservice operators, and enterprise customers, \$8.9 million of our 8700 Packetwave Platform, primarily to communications service providers and enterprise customers, \$5.4 million of our virtualization software, primarily to communications service providers partially offset by increased sales to enterprise customers, and \$4.3 million of our passive optical network (PON) products, primarily to communications service providers. These sales decreases were partially offset by sales increases of \$8.7 million of our platform independent software, primarily to communications service providers and cloud providers, \$4.8 million of our WaveRouter products, primarily to communications service providers, and \$3.6 million of our 8100 Coherent IP networking platforms, primarily to enterprise customers and cloud providers.
- **Platform Software and Services segment revenue** increased by \$54.2 million, reflecting sales increases of \$32.3 million in sales of software platforms and \$21.9 million in sales of our software maintenance services, both primarily for our Navigator NCS software platform.

- **Blue Planet Automation Software and Services segment revenue** increased by \$8.4 million, primarily reflecting a sales increase of \$11.4 million in professional software services primarily for our BPI and ROA platforms partially offset by a sales decrease of \$2.9 million in software platforms.
- **Global Services segment revenue** increased by \$17.2 million, primarily reflecting sales increases of \$14.8 million of our maintenance support and training and \$3.4 million of our installation and deployment services.

#### Revenue by Geographic Region

Our operating segments engage in business and operations across three geographic regions: Americas, EMEA, and APAC. The geographic distribution of our revenue can fluctuate significantly from period to period, and the timing of revenue recognition for large network projects, particularly outside of the United States, can result in large variations in geographic revenue results in any particular period. The decrease in our Americas region revenue for fiscal 2024 was primarily driven by decreased sales in Canada and the United States. The decrease in our APAC region revenue for fiscal 2024 was primarily driven by decreased sales in Australia, India, Singapore and South Korea. The increase in our EMEA region revenue for fiscal 2024 was partially offset by sales decreases in Great Britain and the Netherlands. The following table reflects our geographic distribution of revenue, which is principally based on the relevant location for the delivery of our products and performance of services. The table below sets forth the changes in geographic distribution of revenue for the periods indicated (in thousands, except percentage data):

	Fiscal Year				Increase (decrease)	%**
	2024	%*	2023	%*		
Americas	\$ 2,951,915	73.5	\$ 3,110,347	70.9	\$ (158,432)	(5.1)
EMEA	648,870	16.2	643,142	14.7	5,728	0.9
APAC	414,170	10.3	633,060	14.4	(218,890)	(34.6)
Total	\$ 4,014,955	100.0	\$ 4,386,549	100.0	\$ (371,594)	(8.5)

\* Denotes % of total revenue

\*\* Denotes % change from 2023 to 2024

- **Americas revenue** decreased by \$158.4 million, reflecting a sales decrease of \$207.3 million within our Networking Platforms segment. This sales decrease was offset by sales increases of \$40.4 million within our Platform Software and Services segment, \$5.4 million within our Global Services segment, and \$3.1 million within our Blue Planet Automation Software and Services segment. Our Networking Platforms segment revenue decrease reflects product line sales decreases of \$126.9 million of Optical Networking products and \$80.4 million of Routing and Switching products. Our Optical Networking revenue primarily reflects a sales decrease of \$248.7 million of our 6500 Packet-Optical Platform, primarily to communications service providers, enterprise customers, cable and multiservice operators, and cloud providers. This sales decrease was partially offset by sales increases of \$57.1 million primarily of our coherent pluggable transceivers primarily to cloud providers, \$55.4 million of our 6500 RLS products primarily to cloud providers and cable and multiservice operators, and \$19.5 million of our Waveserver® modular interconnect system, primarily to communications service providers partially offset by decreased sales to cloud providers. Routing and Switching product line sales primarily reflect a sales decrease of \$83.9 million of our 3000 and 5000 families of service delivery and aggregation switches to communications service providers, cable and multiservice operators, and enterprise customers.
- **EMEA revenue** increased by \$5.7 million, primarily reflecting sales increases of \$12.2 million within our Global Services segment and \$5.5 million within our Platform Software and Services segment. These sales increases were partially offset by a sales decrease of \$10.9 million within our Networking Platforms segment.
- **APAC revenue** decreased by \$218.9 million, primarily reflecting a sales decrease of \$233.2 million within our Networking Platforms segment. This sales decrease was partially offset by sales increases of \$8.3 million within our Platform Software and Services segment and \$6.4 million within our Blue Planet Automation Software and Services segment. Our Networking Platforms segment revenue decrease primarily reflects a product line sales decrease of \$237.0 million of Optical Networking products, including a sales decrease of \$198.3 million of our 6500 Packet-Optical Platform, primarily to communications service providers and enterprise customers.

In fiscal 2024 and fiscal 2023, our top ten customers contributed 57.9% and 53.7% of our revenue, respectively. Consequently, our financial results are closely correlated with the spending of a relatively small number of customers and can

be significantly affected by market, industry or competitive dynamics affecting the businesses of those customers. Our reliance on a relatively small number of customers increases our exposure to changes in their spending levels, network priorities and purchasing strategies. The loss of a significant customer could have a material adverse effect on our business and results of operations, and our results of operations can fluctuate quarterly depending on sales volumes and purchasing priorities with these large customers. Sales to one of our cloud provider customers were \$532.3 million, or 13.3% of total revenue, in fiscal 2024 and \$561.4 million or 12.8% of total revenue, in fiscal 2023. Sales to AT&T were \$475.3 million, or 11.8% of total revenue, in fiscal 2024, and \$464.7 million, or 10.6% of total revenue, in fiscal 2023. No other customer accounted for greater than 10% of our revenue in fiscal 2024 or fiscal 2023.

While drivers of bandwidth growth and network evolution remain strong, many of our service provider customers are under pressure to constrain their capital expenditure budgets, and their businesses cannot grow their network spending at the rate of bandwidth growth. As a result, as we innovate and introduce new and more robust solutions that increase capacity or add features, there is a market expectation for solutions that are more cost-effective than existing or competing solutions and that new products consistently deliver lower price per bit performance. The combination of this regular technology-driven price compression, price competition in our markets, and ongoing customer efforts to manage network costs can impact our growth rates and requires that we increase our volume of product shipments to maintain and grow revenue.

### **Cost of Goods Sold and Gross Profit**

Product cost of goods sold consists primarily of amounts paid to third-party contract manufacturers, component costs, employee-related costs and overhead, shipping and logistics costs associated with manufacturing-related operations, warranty and other contractual obligations, royalties, license fees, amortization of intangible assets, cost of excess and obsolete inventory and, when applicable, estimated losses on committed customer contracts.

Services cost of goods sold consists primarily of direct and third-party costs associated with our provision of services including installation, deployment, maintenance support, consulting and training activities, and, when applicable, estimated losses on committed customer contracts. The majority of these costs relate to personnel, including employee and third-party contractor-related costs.

Our gross profit as a percentage of revenue, or “gross margin,” can fluctuate due to a number of factors, particularly when viewed on a quarterly basis. Our gross margin can fluctuate and be adversely impacted depending on our revenue concentration within a particular segment, product line, geography, or customer, as well as our success in selling software in a particular period. Our gross margin remains highly dependent on our continued ability to drive annual product cost reductions relative to the price erosion that we regularly encounter in our markets. Moreover, we are often required to compete with aggressive pricing and commercial terms, and, to secure business with new and existing customers, we may agree to pricing or other unfavorable commercial terms that adversely affect our gross margin. Success in gaining market share and winning new business can result in additional pressure on gross margin from these pricing dynamics and the early stages of these network deployments. Early stages of new network builds also often include an increased concentration of lower margin “common” equipment, photonics sales and installation services, with the intent to improve margin as we sell channel cards and maintenance services to customers as they add capacity and need to monitor their networks. Gross margin can be impacted by technology-based price compression and the introduction or substitution of new platforms with improved price for performance as compared to existing solutions that carry higher margins. Gross margin can also be impacted by changes in expense for excess and obsolete inventory and warranty obligations.

Service gross margin can be affected by the mix of customers and services, particularly the mix between deployment and maintenance services, geographic mix and the timing and extent of any investments in internal resources to support this business.

The tables below set forth the changes in revenue, cost of goods sold and gross profit for the periods indicated (in thousands, except percentage data):

	Fiscal Year				Increase (decrease)	%**
	2024	%*	2023	%*		
Total revenue	\$ 4,014,955	100.0	\$ 4,386,549	100.0	\$ (371,594)	(8.5)
Total cost of goods sold	2,295,365	57.2	2,507,698	57.2	(212,333)	(8.5)
Gross profit	\$ 1,719,590	42.8	\$ 1,878,851	42.8	\$ (159,261)	(8.5)

\* Denotes % of total revenue

\*\* Denotes % change from 2023 to 2024

	Fiscal Year				Increase (decrease)	%**
	2024	%*	2023	%*		
Product revenue	\$ 3,159,021	100.0	\$ 3,581,039	100.0	\$ (422,018)	(11.8)
Product cost of goods sold	1,861,317	58.9	2,088,440	58.3	(227,123)	(10.9)
Product gross profit	\$ 1,297,704	41.1	\$ 1,492,599	41.7	\$ (194,895)	(13.1)

\* Denotes % of product revenue

\*\* Denotes % change from 2023 to 2024

	Fiscal Year				Increase (decrease)	%**
	2024	%*	2023	%*		
Services revenue	\$ 855,934	100.0	\$ 805,510	100.0	\$ 50,424	6.3
Services cost of goods sold	434,048	50.7	419,258	52.0	14,790	3.5
Services gross profit	\$ 421,886	49.3	\$ 386,252	48.0	\$ 35,634	9.2

\* Denotes % of service revenue

\*\* Denotes % change from 2023 to 2024

- **Gross profit** decreased by \$159.3 million. Gross margin for fiscal 2024 compared to fiscal 2023 remained consistent, primarily reflecting slightly decreased product margin offset by increased services margin.
- **Gross profit on products** decreased by \$194.9 million. Product gross margin slightly decreased by 60 basis points, primarily due to a higher concentration of lower margin product mix and higher inventory excess and obsolescence costs partially offset by product cost reductions and improved manufacturing efficiencies.
- **Gross profit on services** increased by \$35.6 million. Service gross margin increased by 130 basis points, primarily due to improved margins on Blue Planet software services due to improved efficiencies on delivery, partially offset by lower margins on maintenance support and training.

## Operating Expense

### Currency Fluctuations

During fiscal 2024, approximately 48.7% of our operating expense was non-U.S. Dollar denominated, including Canadian Dollars, Indian Rupees, and Euros. During fiscal 2024 as compared to fiscal 2023, the U.S. Dollar primarily strengthened against these and other currencies with minimal impact as compared to fiscal 2023.

Operating expense increased in fiscal 2024 from the level reported for fiscal 2023, primarily due to increases in employee headcount. We have also experienced, and are continuing to experience, increases in the cost of labor and other costs of doing business due to inflation, and continued inflationary pressures could have an adverse impact on our profitability. We expect operating expense to continue to increase from the level reported in fiscal 2024 primarily due to planned investment in research and development to advance our strategy and higher employee compensation costs.

Operating expense consists of the component elements described below.

- *Research and development expense* primarily consists of salaries and related employee expense (including share-based compensation expense), prototype costs relating to design, development, product testing, depreciation expense, and third-party consulting costs.

- *Selling and marketing expense* primarily consists of salaries, commissions and related employee expense (including share-based compensation expense) and sales and marketing support expense, including travel, demonstration units, trade show expense, and third-party consulting costs.
- *General and administrative expense* primarily consists of salaries and related employee expense (including share-based compensation expense) and costs for third-party consulting and other services.
- *Significant asset impairments and restructuring costs* primarily reflect actions we have taken to improve the alignment of our workforce, facilities and operating costs with perceived market opportunities, business strategies, changes in market and business conditions, the redesign of certain business processes and significant impairments of assets.
- *Amortization of intangible assets* primarily reflects the amortization of both purchased technology and the value of customer relationships derived from our acquisitions.
- *Acquisition and integration costs* primarily consist of expenses for financial, legal and accounting advisors and severance and other employee-related costs, associated with our acquisition activity. For more information on our acquisitions, see Note 3 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report.

The table below sets forth the changes in operating expense for the periods indicated (in thousands, except percentage data):

	Fiscal Year				Increase (decrease)	%**
	2024	%*	2023	%*		
Research and development	\$ 767,497	19.1	\$ 750,559	17.1	\$ 16,938	2.3
Selling and marketing	510,668	12.7	490,804	11.2	19,864	4.0
General and administrative	220,647	5.5	215,284	4.9	5,363	2.5
Significant asset impairments and restructuring costs	24,592	0.6	23,834	0.5	758	3.2
Amortization of intangible assets	29,569	0.7	37,351	0.9	(7,782)	(20.8)
Acquisition and integration costs	—	—	3,474	0.1	(3,474)	(100.0)
<b>Total operating expenses</b>	<b>\$ 1,552,973</b>	<b>38.6</b>	<b>\$ 1,521,306</b>	<b>34.7</b>	<b>\$ 31,667</b>	<b>2.1</b>

\* Denotes % of total revenue

\*\* Denotes % change from 2023 to 2024

- **Research and development expense** increased by \$16.9 million, net of hedging. This increase primarily reflects increases in employee-related compensation costs, partially due to higher headcount and increases in salary and share-based compensation costs. In addition, facility, information technology costs and other technology related costs increased, partially offset by decreased professional services and a lower provision associated with our annual cash incentive compensation plan.
- **Selling and marketing expense** increased by \$19.9 million. This increase primarily reflects increases in employee-related compensation costs due to higher variable compensation and share-based compensation, and increases in travel and entertainment costs.
- **General and administrative expense** increased by \$5.4 million. This increase primarily reflects increases in employee-related compensation costs, primarily due to increases in salary and share-based compensation costs. In addition, facility and information technology costs increased, partially offset by a lower provision associated with our annual cash incentive compensation plan.
- **Significant asset impairments and restructuring costs** slightly increased, primarily reflecting an increase in workforce reduction costs of \$8.5 million, partially offset by a decline of \$7.7 million in costs associated with actions to redesign certain business processes associated with our supply chain and distribution structure reorganization and costs related to restructured real estate facilities. For more information on our restructuring costs, see Note 4 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report.
- **Amortization of intangible assets** decreased by \$7.8 million primarily reflecting certain intangible assets having reached the end of their economic lives.

- **Acquisition and integration costs** in fiscal 2023 reflect financial, legal, and accounting advisors and employee-related costs related to our acquisitions of Benu Networks (“Benu”) and Tibit Communications, Inc. (“Tibit”) during the first quarter of fiscal 2023.

### Other Items

The table below sets forth the changes in other items for the periods indicated (in thousands, except percentage data):

	Fiscal Year				Increase (decrease)	%**
	2024	%*	2023	%*		
Interest and other income, net	\$ 50,261	1.3	\$ 62,008	1.4	\$ (11,747)	(18.9)
Interest expense	\$ (97,028)	(2.4)	\$ (88,026)	(2.0)	\$ 9,002	10.2
Loss on extinguishment and modification of debt	\$ —	—	\$ (7,874)	(0.2)	\$ (7,874)	(100.0)
Provision for income taxes	\$ 35,894	0.9	\$ 68,826	1.6	\$ (32,932)	(47.8)

\* Denotes % of total revenue

\*\* Denotes % change from 2023 to 2024

- **Interest and other income, net** decreased by \$11.7 million, primarily resulting from the remeasurement of our previously held investment in Tibit to fair value, in fiscal 2023, which resulted in a gain on our equity investment of \$26.5 million and the impact of foreign exchange rates on assets and liabilities denominated in a currency other than the relevant functional currency, net of hedging activity. These decreases were partially offset by higher interest income on our investments. For more information on our acquisition of Tibit, see Note 3 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report.
- **Interest expense** increased, primarily due to higher interest rates on our floating rate debt, net of hedging activity, and additional outstanding indebtedness, including the 2030 Term Loan incurred in the first quarter of fiscal 2023. For more information on our short-term and long-term debt, see Note 18 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report.
- **Loss on extinguishment and modification of debt** primarily reflects \$1.9 million of extinguishment of debt costs and \$6.0 million in debt modification costs, both related to our term loan refinancing which occurred in the fourth quarter of fiscal 2023. For more information, see Note 18 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report.
- **Provision for income taxes** decreased by \$32.9 million, primarily due to the decrease in pre-tax income in fiscal 2024. Similarly, the effective tax rate for fiscal 2024 was higher than the effective tax rate for fiscal 2023, primarily due to the decrease in pre-tax income.

### Segment Profit (Loss)

The table below sets forth the changes in our segment profit (loss) for the respective periods (in thousands, except percentage data):

	Fiscal Year			
	2024	2023	Increase (decrease)	%*
Segment profit (loss):				
Networking Platforms	\$ 536,510	\$ 778,641	\$ (242,131)	(31.1)
Platform Software and Services	\$ 231,900	\$ 186,945	\$ 44,955	24.0
Blue Planet Automation Software and Services	\$ (11,892)	\$ (33,669)	\$ 21,777	64.7
Global Services	\$ 195,575	\$ 196,375	\$ (800)	(0.4)

\* Denotes % change from 2023 to 2024

- **Networking Platforms segment** profit decreased by \$242.1 million, primarily due to lower product sales volume and lower product margin, as described above and increased research and development costs.

- **Platform Software and Services segment** profit increased by \$45.0 million, primarily due to higher sales volume as described above, partially offset by increased research and development costs.
- **Blue Planet Automation Software and Services segment** loss decreased by \$21.8 million, primarily due to higher gross margin on software-related services, increased sales volume, as described above, and decreased research and development costs.
- **Global Services segment** profit decreased slightly by \$0.8 million, primarily due to lower gross margin on maintenance support and training partially offset by higher sales volume, as described above.

## Liquidity and Capital Resources

*Overview.* For the fiscal year ended November 2, 2024, we generated \$514.5 million of cash from operations. Net income (adjusted for non-cash charges) provided cash of \$411.8 million and our working capital provided cash of \$102.7 million. For additional details on our cash provided by operating activities, see the discussion below under the caption “Cash Provided by Operating Activities.”

Cash, cash equivalents and investments increased by \$82.5 million during fiscal 2024. Cash from operations was partially offset by the following: (i) cash used for stock repurchases under our stock repurchase program of \$254.5 million; (ii) cash used to fund our investing activities for capital expenditures totaling \$136.6 million; (iii) stock repurchased upon vesting of our stock unit awards to employees relating to tax withholding of \$46.6 million; (iv) cash used for our purchase of an equity investment in a privately held technology company of \$21.7 million; and (v) cash used for payments on our term loan due October 28, 2030 (the “2030 New Term Loan”) of \$11.7 million. In addition to cash provided by operations, the issuance of equity under our employee stock purchase plans provided \$34.3 million in cash during fiscal 2024.

See Notes 18 and 21 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report for information relating to these transactions.

The following table sets forth changes in our cash and cash equivalents and investments in marketable debt securities (in thousands):

	November 2, 2024	October 28, 2023	Increase (decrease)
Cash and cash equivalents	\$ 934,863	\$ 1,010,618	\$ (75,755)
Short-term investments in marketable debt securities	316,343	104,753	211,590
Long-term investments in marketable debt securities	80,920	134,278	(53,358)
Total cash and cash equivalents and investments in marketable debt securities	<u>\$ 1,332,126</u>	<u>\$ 1,249,649</u>	<u>\$ 82,477</u>

*Principal Sources of Liquidity.* Our principal sources of liquidity include our cash, cash equivalents and investments, which as of November 2, 2024 totaled \$1.3 billion, as well as the unused portion of the Revolving Credit Facility (as defined in Note 19 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report). The Revolving Credit Facility, which we and certain of our subsidiaries entered into on October 24, 2023, replaced the ABL Credit Facility (as defined in Note 19 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report) and provides for a total commitment of \$300.0 million with a maturity date of October 24, 2028. We principally use the Revolving Credit Facility to support the issuance of letters of credit that arise in the ordinary course of our business and for general corporate purposes. As of November 2, 2024, letters of credit totaling \$59.1 million were outstanding under our Revolving Credit Facility. There were no borrowings outstanding under the Revolving Credit Facility as of November 2, 2024.

*Foreign Liquidity.* The amount of cash, cash equivalents and short-term investments held by our foreign subsidiaries was \$161.7 million as of November 2, 2024. Approximately \$93.0 million of future cash generated from these foreign subsidiaries is expected to be repatriated, with any remaining amount continuing to be indefinitely reinvested. A deferred tax liability related to the expected repatriation amount was accrued in fiscal 2023. There are no other significant temporary differences related to our investment in the foreign subsidiaries for which a deferred tax liability has not been recognized. See Note 22 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report.

*Stock Repurchase Authorization.* On December 9, 2021, we announced that our Board of Directors authorized a program to repurchase up to \$1.0 billion of our common stock. During fiscal 2024, we repurchased an additional \$250.0 million of our common stock under the stock repurchase program, which completed the authorized repurchases contemplated under the current program. On October 2, 2024, we announced that our Board of Directors authorized a program to repurchase up to \$1.0 billion of our common stock, commencing in fiscal 2025 and continuing through the end of fiscal 2027. The amount and timing of any further repurchases under our stock repurchase program are subject to a variety of factors including liquidity, cash

flow, stock price and general business and market conditions. The program may be modified, suspended, or discontinued at any time. See Notes 21 and 27 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report.

*Liquidity Position.* Based on past performance and current expectations, we believe that cash from operations, cash, cash equivalents, investments, and other sources of liquidity, including our Revolving Credit Facility, will satisfy our currently anticipated working capital needs, capital expenditures, and other liquidity requirements associated with our operations through the next 12 months and the reasonably foreseeable future. We regularly evaluate our liquidity position, debt obligations, and anticipated cash needs to fund our operating or investment plans, and we will continue to consider capital raising and other market opportunities that may be available to us. We regularly evaluate alternatives to manage our capital structure and market opportunities to enhance our liquidity and provide further operational and strategic flexibility.

#### *Cash Provided by Operating Activities*

The following sections set forth the components of our \$514.5 million of cash provided by operating activities for fiscal 2024:

##### *Net Income (adjusted for non-cash charges)*

The following table sets forth our net income (adjusted for non-cash charges) during fiscal 2024 (in thousands):

	Year Ended November 2, 2024
Net income	\$ 83,956
Adjustments for non-cash charges:	
Depreciation of equipment, building, furniture and fixtures, and amortization of leasehold improvements	92,846
Share-based compensation costs	156,404
Amortization of intangible assets	40,624
Deferred taxes	(76,810)
Provision for inventory excess and obsolescence	77,341
Provision for warranty	25,643
Other	11,768
Net income (adjusted for non-cash charges)	<u>\$ 411,772</u>

#### *Working Capital*

The following table sets forth the major components of the cash provided by working capital (in thousands):

	Year Ended November 2, 2024
Cash provided by accounts receivable	\$ 80,313
Cash provided by inventories	153,021
Cash used in prepaid expenses and other	(198,910)
Cash provided by accounts payable, accruals and other obligations	64,255
Cash provided by deferred revenue	9,884
Cash used in operating lease assets and liabilities, net	(5,803)
Total cash provided by working capital	<u>\$ 102,760</u>

As compared to the end of fiscal 2023:

- The \$80.3 million of cash provided by accounts receivable during fiscal 2024 primarily reflects lower sales volume and favorable cash collections during fiscal 2024;
- The \$153.0 million of cash provided by inventory during fiscal 2024 primarily reflects the consumption of raw materials in excess of purchases. See Note 9 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report;



- The \$198.9 million of cash used in prepaid expenses and other during fiscal 2024 primarily reflects refundable cash advances to a third-party contract manufacturer and higher maintenance spares. See Note 10 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report for information relating to the refundable cash advances to a third-party contract manufacturer;
- The \$64.3 million of cash provided by accounts payable, accruals and other obligations during fiscal 2024 reflects the timing of payments to suppliers and income taxes;
- The \$9.9 million of cash provided by deferred revenue during fiscal 2024 represents an increase in advanced payments received on multi-year maintenance contracts from customers prior to revenue recognition; and
- The \$5.8 million of cash used in operating lease assets and liabilities, net, during fiscal 2024 represents cash paid for operating lease payments in excess of operating lease costs. For more details, see Note 17 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report.

Our days sales outstanding (“DSOs”) were 96 for fiscal 2024, as compared to 95 for fiscal 2023. The calculation of DSOs includes accounts receivable, net and contract assets for unbilled receivables, net included in prepaid expenses and other. Our inventory turns increased from 2.0 during fiscal 2023 to 2.3 during fiscal 2024.

*Cash Paid for Interest, Net*

The following table sets forth the cash paid for interest, net during fiscal 2024 (in thousands):

	Year Ended November 2, 2024
2030 New Term Loan due October 28, 2030 <sup>(1)</sup>	\$ 85,835
2030 Senior Notes due January 31, 2030 <sup>(2)</sup>	16,000
Interest rate swaps <sup>(3)</sup>	(14,868)
Revolving Credit Facility <sup>(4)</sup>	1,781
Finance leases	3,767
Cash paid during period	<u>\$ 92,515</u>

<sup>(1)</sup> Interest on the 2030 New Term Loan is payable periodically based on the interest period selected for borrowing. The 2030 New Term Loan bears interest at SOFR for the chosen borrowing period plus a spread of 2.00% subject to a minimum SOFR rate of 0.00%. At the end of fiscal 2024, the interest rate on the 2030 New Term Loan was 6.76%.

<sup>(2)</sup> The 2030 Senior Notes bear interest at a rate of 4.00% per annum and mature on January 31, 2030. Interest on the 2030 Notes is payable semiannually on January 31 and July 31 of each year.

<sup>(3)</sup> Our interest rate swaps fix the SOFR rate for \$350.0 million of our Term Loans at 3.47% through January 2028 and another \$350.0 million of our Term Loans at 2.968% through September 2025.

<sup>(4)</sup> During fiscal 2024, we utilized the Revolving Credit Facility to issue certain standby letters of credit and paid nominal commitment fees, interest expense and other administrative charges primarily relating to the Revolving Credit Facility.

For additional information about our debt, revolving credit facilities and interest rate swaps, see Notes 15, 18 and 19 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report and Item 7A of Part II of this annual report.

*Contractual Obligations*

*Debt.* As of November 2, 2024, we had \$1.2 billion outstanding principal associated with our 2030 New Term Loan, with \$11.7 million maturing within 12 months. Interest payments on the 2030 New Term Loan and payments to be received under the interest rate swaps are variable and are calculated using the interest rate in effect as of November 2, 2024. Future interest payments associated with the 2030 New Term Loan totaled \$462.8 million, with \$78.9 million payable within 12 months. As of November 2, 2024, we had \$400.0 million outstanding principal associated with the 2030 Notes payable January 31, 2030. Future interest payments associated with the 2030 Notes totaled \$88.0 million, with \$16.0 million payable within 12 months. Future interest payments to be received net of payments under the interest rate swaps totaled \$37.7 million, with \$10.8 million to be received within 12 months. For additional information about our short-term and long-term debt and interest rate swaps, see Notes 15 and 18 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report and Item 7A of Part II of this annual report.

*Purchase Order Obligations.* As of November 2, 2024, we had \$1.7 billion in outstanding purchase order commitments to our contract manufacturers and component suppliers for inventory. In certain instances, we are permitted to cancel, reschedule or adjust these orders. Consequently, only a portion of this amount relates to firm, non-cancelable and unconditional obligations.

*Leases.* We have lease arrangements for facilities including research and development centers, engineering facilities and smaller offices in regions throughout the world to support sales and services operations. Office facilities are leased under various non-cancelable operating or finance leases. As of November 2, 2024, we had fixed lease payment obligations of \$106.7 million, with \$23.4 million payable within 12 months. See Note 17 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report.

### **Off-Balance Sheet Arrangements**

We do not engage in any off-balance sheet financing arrangements. In particular, we do not have any equity interests in so-called limited purpose entities, which include special purpose entities (SPEs) and structured finance entities.

### **Critical Accounting Policies and Estimates**

The preparation of our consolidated financial statements requires that we make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expense, and related disclosure of contingent assets and liabilities. Note 1 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report describes the significant accounting policies and methods used in the preparation of the Consolidated Financial Statements. By their nature, these estimates and judgments are subject to an inherent degree of uncertainty. On an ongoing basis, we reevaluate our estimates, including those related to revenue recognition, share-based compensation, bad debts, inventories, intangible and other long-lived assets, goodwill, income taxes, warranty obligations, restructuring, derivatives and hedging, and contingencies and litigation. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable. Among other things, these estimates form the basis for judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ materially from these estimates under different assumptions or conditions. To the extent that there are material differences between our estimates and actual results, our consolidated financial statements will be affected.

We believe that the following critical accounting policies reflect those areas where significant judgments and estimates are used in the preparation of our consolidated financial statements.

#### ***Revenue Recognition***

Revenue is allocated among performance obligations based on standalone selling price (“SSP”). SSP reflects the price at which we would expect to sell that product or service on a stand-alone basis at contract inception and that we would expect to be entitled to receive for the promised products or services. SSP is estimated for each distinct performance obligation and judgment may be required in its determination. The best evidence of SSP is the observable price of a product or service when we sell the products separately in similar circumstances and to similar customers. In instances where SSP is not directly observable, we determine SSP using information that may include market conditions and other observable inputs.

We apply judgment in determining the transaction price, as we may be required to estimate variable consideration when determining the amount of revenue to recognize. Variable consideration can include various rebate, cooperative marketing, and other incentive programs that we offer to our distributors, partners and customers. When determining the amount of revenue to recognize, we estimate the expected usage of these programs, applying the expected value or most likely estimate and updates the estimate at each reporting period as actual utilization data becomes available. We also consider any customer right of return and any actual or potential payment of liquidated damages, contractual or similar penalties, or other claims for performance failures or delays in determining the transaction price, where applicable.

When transfer of control is judged to be over time for installation and professional service arrangements, we apply the input method to determine the amount of revenue to be recognized in a given period. Utilizing the input method, we recognize revenue based on the ratio of actual costs incurred to date to the total estimated costs expected to be incurred. Revenue for software subscription and maintenance is recognized ratably over the period during which the services are performed.

Our total deferred revenue for products was \$19.0 million and \$28.4 million as of November 2, 2024 and October 28, 2023, respectively. Our services revenue is deferred and recognized ratably over the period during which the services are to be

performed. Our total deferred revenue for services was \$218.6 million and \$200.1 million as of November 2, 2024 and October 28, 2023, respectively.

### ***Business Combinations***

We record acquisitions using the purchase method of accounting. The assets acquired, liabilities assumed, contractual contingencies and contingent consideration are recognized at their fair value as of the acquisition date. The excess of the purchase price over the estimated fair values of the net tangible and net intangible assets acquired is recorded as goodwill. The application of the purchase method of accounting for business combinations requires management to make significant estimates and assumptions in the determination of the fair value of assets acquired and liabilities assumed in order to allocate purchase price consideration properly between assets that are depreciated and amortized from goodwill. These assumptions and estimates include a market participant's use of the asset and the appropriate discount rates for a market participant. Our estimates are based on historical experience, information obtained from the management of the acquired companies and, when appropriate, include assistance from independent third-party appraisal firms. Our significant assumptions and estimates can include, but are not limited to, the cash flows that an asset is expected to generate in the future, the appropriate weighted-average cost of capital, and the cost savings expected to be derived from acquiring an asset. These estimates are inherently uncertain and unpredictable. In addition, unanticipated events and circumstances may occur that may affect the accuracy or validity of such estimates. During fiscal 2022, we completed the acquisitions of AT&T's Vyatta Software Technology ("Vyatta") and Xelic, Inc. ("Xelic") for an aggregate purchase price of \$64.1 million. During fiscal 2023, we completed the acquisitions of Benu and Tibit for an aggregate purchase price of \$291.7 million. See Note 3 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report for more information regarding these transactions.

### ***Share-Based Compensation***

We estimate the fair value of our restricted stock unit ("RSU") awards based on the fair value of our common stock on the date of grant. Our outstanding RSU awards are subject to service-based vesting conditions and/or performance-based vesting conditions. We recognize the estimated fair value of service-based awards as share-based expense ratably over the vesting period on a straight-line basis. Awards with performance-based vesting conditions require the achievement of certain financial or other performance criteria or targets as a condition to the vesting, or acceleration of vesting. We recognize the estimated fair value of performance-based awards as share-based expense over the performance period, using graded vesting, which considers each performance period or tranche separately. At the end of each reporting period, for performance based awards not subject to total stockholder return, we reassess the probability of achieving the performance targets and the performance period required to meet those targets, and the expense is adjusted accordingly. Determining whether the performance targets will be achieved involves judgment, and the estimate of expense may be revised periodically based on changes in the probability of achieving the performance targets. Revisions are reflected in the period in which the estimate is changed. If any performance goals are not met, no compensation cost is ultimately recognized against that goal and, to the extent previously recognized, compensation cost is reversed.

Share-based compensation expense is taken into account based on awards granted. In the event of a forfeiture of an award, the expense related to the unvested portion of that award is reversed. Reversal of share-based compensation expense based on forfeitures can materially affect the measurement of estimated fair value of our share-based compensation. See Note 23 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report for information regarding our assumptions related to share-based compensation and the amount of share-based compensation expense we incurred for the periods covered in this annual report. As of November 2, 2024, total unrecognized compensation expense was \$212.9 million, which relates to unvested RSUs and is expected to be recognized over a weighted-average period of 1.33 years.

We are required to record excess tax benefits or tax deficiencies related to stock-based compensation as income tax benefit or expense when share-based awards vest or are settled.

### ***Reserve for Inventory Obsolescence***

We make estimates about future customer demand for our products when establishing the appropriate reserve for excess and obsolete inventory. For fiscal 2024 and fiscal 2023, future demand was calculated using both customer backlog and future forecasted sales. Generally, our customers may cancel or change their orders with limited advance notice, or they may decide not to accept our products and services. We write down inventory that has become obsolete or unmarketable by an amount equal to the difference between the cost of inventory and the estimated net realizable value based on assumptions about future demand, which are affected by changes in our strategic direction, discontinuance of a product or introduction of newer versions of our products, declines in the sales of or forecasted demand for certain products, and general market conditions. Inventory write downs are a component of our product cost of goods sold. Upon recognition of the write down, a new lower cost basis for

that inventory is established, and subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established cost basis. In an effort to limit our exposure to delivery delays and to satisfy customer needs, we purchase inventory based on forecasted sales across our product lines. Beginning in the second half of fiscal 2021, we started placing significant, advanced orders for supply of certain long lead time components to address our expected customer demand for fiscal 2022 and the then-emerging supply chain challenges. During the second half of fiscal 2023, supply for certain long lead time components began to stabilize, and the need to place advance orders decreased for these components. As of November 2, 2024 and October 28, 2023, we had \$1.7 billion, for both fiscal periods in outstanding purchase order commitments to our contract manufacturers and component suppliers for inventory. In addition, part of our research and development strategy is to promote the convergence of similar features and functionalities across our product lines. Each of these practices exposes us to the risk that our customers will not order products for which we have forecasted sales or will purchase less than we have forecasted.

We recorded charges for excess and obsolete inventory of \$77.3 million, \$29.5 million and \$16.2 million in fiscal 2024, 2023 and 2022, respectively, primarily related to a decrease in the forecasted demand for certain Networking Platforms products primarily sold to communications service providers. Our inventory, net of allowance for excess and obsolescence, was \$820.4 million and \$1.1 billion as of November 2, 2024 and October 28, 2023, respectively.

#### ***Allowance for Credit Losses for Accounts Receivable and Contract Assets***

We estimate our allowances for credit losses using relevant available information from internal and external sources. This information is related to past events, current conditions and reasonable and supportable forecasts. Historical credit loss experience provides the basis for the estimation of expected credit losses. When assessing for credit losses, we determine collectability by pooling assets with similar characteristics. The allowances for credit losses are each measured on a collective basis when similar risk characteristics exist. The allowances for credit losses are each measured by multiplying the exposure probability of default (the probability that the asset will default within a given time frame) by the loss given default rate (the percentage of the asset not expected to be collected due to default) based on the pool of assets.

Probability of default rates is published by third-party credit rating agencies. Adjustments to our exposure probability may take into account a number of factors, including, but not limited to, various customer-specific factors, the potential sovereign risk of the geographic locations in which the customer is operating and macroeconomic conditions. These factors are updated regularly or when facts and circumstances indicate that an update is deemed necessary.

Our accounts receivable, net of allowance for credit losses, was \$908.6 million and \$1.0 billion as of November 2, 2024 and October 28, 2023, respectively. Our allowance for credit losses was \$9.9 million and \$11.7 million as of November 2, 2024 and October 28, 2023, respectively.

Our contract assets for unbilled accounts receivable, net of allowance for credit losses, was \$127.9 million and \$150.3 million as of November 2, 2024 and October 28, 2023, respectively. Our allowance for credit losses was \$0.4 million and \$0.1 million as of November 2, 2024 and October 28, 2023, respectively.

#### ***Goodwill***

Our goodwill was generated from the acquisitions of (i) Cyan, Inc. during fiscal 2015, (ii) the high-speed photonics components assets of TeraXion, Inc. during fiscal 2016, (iii) Packet Design, LLC and DonRiver Holdings, LLC during fiscal 2019, (iv) Centina Systems, Inc. during fiscal 2020, (v) Vyatta and Xelic during fiscal 2022 and (vi) Benu and Tibit during fiscal 2023. The goodwill from these acquisitions is primarily related to expected economic synergies. Goodwill is the excess of the purchase price over the fair values assigned to the net assets acquired in a business combination. We test goodwill for impairment on an annual basis, which we have determined to be as of the last business day of fiscal September each year. We also test goodwill for impairment between annual tests if an event occurs or circumstances change that would, more likely than not, reduce the fair value of the reporting unit below its carrying value.

We test goodwill impairment by comparing the fair value of the reporting unit with the unit's carrying amount, including goodwill. Goodwill is allocated to reporting units based on relative fair value using a discounted cash flow model. If this test indicates that the fair value is less than the carrying value, an impairment loss is recognized limited to the total amount of goodwill allocated to that reporting unit. A non-cash goodwill impairment charge would have the effect of decreasing earnings or increasing losses in such period. If we are required to take a substantial impairment charge, our operating results would be materially adversely affected in such period. As of both November 2, 2024 and October 28, 2023, the goodwill balance was approximately \$445.0 million. There were no goodwill impairments resulting from our fiscal 2024 and 2023 impairment tests,

and no reporting unit was determined to be at risk of failing the goodwill impairment test. See Note 13 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report.

### ***Long-lived Assets***

Our long-lived assets include equipment, building, furniture and fixtures, operating right-of-use assets, finite-lived intangible assets and maintenance spares. As of November 2, 2024 and October 28, 2023, these assets totaled \$608.1 million and \$575.0 million, net, respectively. We test long-lived assets for impairment whenever triggering events or changes in circumstances indicate that the assets' carrying amount is not recoverable from its undiscounted cash flows. Our long-lived assets are assigned to asset groups which represent the lowest level for which we identify cash flows. We measure impairment loss as the amount by which the carrying amount of the asset or asset group exceeds its fair value.

### ***Deferred Tax Assets***

Pursuant to Accounting Standards Codification ("ASC") Topic 740, Income Taxes, we maintain a valuation allowance for a deferred tax asset when it is deemed to be more likely than not that some or all of the deferred tax asset will not be realized. The ultimate realization of deferred tax assets is dependent on the generation of future taxable income (including the reversals of deferred tax liabilities) during the periods in which those deferred tax assets will become deductible. In evaluating whether a valuation allowance is required under such rules, we consider all available positive and negative evidence, including prior operating results, the nature and reason for any losses, our forecast of future taxable income, utilization of tax planning strategies, and the dates on which any deferred tax assets are expected to expire. These assumptions and estimates require a significant amount of judgment and are made based on current and projected circumstances and conditions.

Quarterly, we perform an analysis to determine the likelihood of realizing our deferred tax assets and whether sufficient evidence exists to support reversal of all or a portion of the valuation allowance. The net deferred tax assets as of November 2, 2024 and October 28, 2023 were \$885.9 million and \$809.3 million, respectively, including valuation allowances of \$192.4 million and \$189.9 million, respectively. We will continue to evaluate future financial performance to determine whether such performance is both sustained and significant enough to provide sufficient evidence to support reversal of all or a portion of the remaining valuation allowance. The value of our net deferred tax asset may be subject to change in the future, depending on our generation or projections of future taxable income, as well as changes in tax policy or our tax planning strategy.

For further discussion, see Note 22 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report.

### ***Warranty***

Our liability for product warranties, included in accrued liabilities and other short-term obligations, was \$55.3 million and \$57.1 million as of November 2, 2024 and October 28, 2023, respectively. Our products are generally covered by a warranty for periods ranging from one to five years. We accrue for warranty costs as part of our cost of goods sold based on associated material costs, technical support labor costs and associated overhead. Material cost is estimated based primarily on historical trends in the volume of product returns within the warranty period and the cost to repair or replace the equipment. Technical support labor cost is estimated based primarily on historical trends and the cost to support customer repairs within the warranty period. The provision for product warranties, net of adjustments for previous years' provisions, was \$25.6 million, \$31.7 million and \$17.4 million for fiscal 2024, 2023 and 2022, respectively. The provision for warranty claims may fluctuate on a quarterly basis depending on the mix of products and customers in that period. If actual product failure rates, material replacement costs, service or labor costs differ from our estimates, revisions to the estimated warranty provision would be required. See Note 14 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report.

### **Effects of Recent Accounting Pronouncements**

See Note 1 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report for information relating to our discussion of the effects of recent accounting pronouncements.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

We are exposed to market risk related to changes in interest rates and foreign currency exchange rates. The following discussion about these market risks includes forward-looking statements. Actual results could differ materially from those projected in these forward-looking statements.

*Interest Rate Sensitivity.* We maintain an investment portfolio of various holdings, types, and maturities. See Notes 6 and 7 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report for information relating to investments and fair value. These investments are sensitive to interest rate movements, and their fair value will decline as interest rates rise and increase as interest rates decline. The estimated impact on these investments of a 100 basis point (1.0%) increase in interest rates across the yield curve from rates in effect as of the balance sheet date would be a \$2.7 million decline in value.

Our earnings and cash flows from operations would be exposed to changes in interest rates because of the floating rate of interest on our 2030 New Term Loan, if such loan were not hedged using floating-to-fixed rate interest rate swaps. See Note 15 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report. We have entered into interest rate swaps that fix the floating rate for \$350.0 million of our floating rate debt at 2.968% from September 2023 through September 2025, and another \$350.0 million of our floating rate debt at 3.47% from January 2023 through January 2028. As such, a 100 basis point (1.0%) increase in the Secured Overnight Financing Rate (“SOFR”) rate as of our most recent SOFR rate setting would increase our annualized interest expense by approximately \$4.6 million on the unhedged portion of our 2030 New Term Loan as recognized in our Consolidated Financial Statements. See Notes 15 and 18 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report for information relating to our 2030 New Term Loan.

*Foreign Currency Exchange Risk.* As a global concern, our business and results of operations are exposed to and can be impacted by movements in foreign currency exchange rates. Because we sell globally, some of our sales transactions and revenue are non-U.S. Dollar denominated, with the Euro, Indian Rupee, and Canadian Dollar being our most significant foreign currency revenue exposures. If the U.S. Dollar strengthens against these currencies, our revenue for these transactions reported in U.S. Dollars would decline. For our U.S. Dollar denominated sales, an increase in the value of the U.S. Dollar would increase the real costs of our products to customers in markets outside the United States, which could impact our competitive position. During fiscal 2024, approximately 14.3% of revenue was non-U.S. Dollar denominated. During fiscal 2024 as compared to fiscal 2023, the U.S. Dollar fluctuated against a number of foreign currencies with minimal impact as compared to fiscal 2023.

With regard to operating expense, our primary exposure to foreign currency exchange risk relates to the Canadian Dollar, Indian Rupee and Euro. If these foreign currencies strengthen against the U.S. Dollar, costs reported in U.S. Dollars will increase. During fiscal 2024, approximately 48.7% of our operating expense was non-U.S. Dollar denominated. During fiscal 2024 as compared to fiscal 2023, the U.S. Dollar primarily strengthened against a number of foreign currencies with minimal impact as compared to fiscal 2023.

From time to time, we use foreign currency forward contracts to reduce variability in certain forecasted non-U.S. Dollar denominated cash flows. Generally, these derivatives have maturities of 24 months or less and are designated as cash flow hedges. At the inception of the cash flow hedge, and on an ongoing basis, we assess whether the forward contract has been effective in offsetting changes in cash flows attributable to the hedged risk during the hedging period. The derivative’s net gain or loss is initially reported as a component of accumulated other comprehensive loss and, upon the occurrence of the forecasted transaction, it is subsequently reclassified to the line item in the Consolidated Statements of Operations to which the hedged transaction relates.

During fiscal 2024, we recorded \$11.7 million in foreign currency exchange losses, as a result of monetary assets and liabilities that were transacted in a currency other than the entity’s functional currency, and the re-measurement adjustments were recorded in interest and other income, net on our Consolidated Statements of Operations. From time to time, we use foreign currency forwards to hedge these balance sheet exposures. These forwards are not designated as hedges for accounting purposes, and any net gain or loss associated with these derivatives is reported in interest and other income, net. During fiscal 2024, we recorded gains on non-hedge designated foreign currency forward contracts of \$1.4 million. See Notes 1, 5 and 15 to our Consolidated Financial Statements included in Item 8 of Part II of this annual report.

**Item 8. Financial Statements and Supplementary Data**

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Ciena Corporation

### **Opinions on the Financial Statements and Internal Control over Financial Reporting**

We have audited the accompanying consolidated balance sheets of Ciena Corporation and its subsidiaries (the "Company") as of November 2, 2024 and October 28, 2023, and the related consolidated statements of operations, of comprehensive income, of changes in stockholders' equity and of cash flows for each of the three years in the period ended November 2, 2024, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of November 2, 2024, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of November 2, 2024 and October 28, 2023, and the results of its operations and its cash flows for each of the three years in the period ended November 2, 2024 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of November 2, 2024, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

### **Basis for Opinions**

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the Report of Management on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

### **Definition and Limitations of Internal Control over Financial Reporting**

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Critical Audit Matters**



The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

*Reserve for Excess and Obsolete Inventory*

As described in Notes 1 and 9 to the consolidated financial statements, the Company's consolidated inventory balance, net of the allowance for excess and obsolescence, was \$820.4 million as of November 2, 2024. Management records a provision for excess and obsolete inventory when an impairment has been identified and has a reserve for excess and obsolete inventory of \$107.2 million as of November 2, 2024. Management writes down its inventory for estimated obsolescence or unmarketable inventory by an amount equal to the difference between the cost of inventory and the estimated net realizable value based on assumptions about future demand, which are affected by changes in the Company's strategic direction, discontinuance of a product or introduction of newer versions of products, declines in the sales of or forecasted demand for certain products, and general market conditions.

The principal considerations for our determination that performing procedures relating to the reserve for excess and obsolete inventory is a critical audit matter are the significant judgment by management when developing their estimate, which in turn led to a high degree of auditor judgment, subjectivity, and effort to perform procedures and evaluate the audit evidence obtained relating to the assumptions regarding future demand.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the Company's evaluation of the reserve for excess and obsolete inventory, including controls over the assumptions used within the model. These procedures also included, among others, testing management's process for determining the reserve for excess and obsolete inventory. This included evaluating the appropriateness of the inventory reserve model and the reasonableness of the significant assumptions relating to the future demand. Evaluating the assumptions related to future demand involved evaluating whether the assumptions used were reasonable considering historical demand and expectations regarding future demand. Testing management's process for determining future demand included procedures to evaluate the reliability, completeness and relevance of management's data used in the future demand assumption. Testing the relevance and reliability of the data included evaluating the reasonableness of the long-term demand forecasts and historical activity.

/s/ PricewaterhouseCoopers LLP  
Baltimore, Maryland  
December 20, 2024

We have served as the Company's auditor since 1992.

**CIENA CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands, except share data)

	November 2, 2024	October 28, 2023
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 934,863	\$ 1,010,618
Short-term investments	316,343	104,753
Accounts receivable, net	908,597	1,003,876
Inventories, net	820,430	1,050,838
Prepaid expenses and other	564,183	405,694
Total current assets	3,544,416	3,575,779
Long-term investments	80,920	134,278
Equipment, building, furniture and fixtures, net	337,722	280,147
Operating right-of-use assets	27,417	35,140
Goodwill	444,707	444,765
Other intangible assets, net	165,020	205,627
Deferred tax asset, net	886,441	809,306
Other long-term assets	154,694	116,453
Total assets	<u>\$ 5,641,337</u>	<u>\$ 5,601,495</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 423,401	\$ 317,828
Accrued liabilities and other short-term obligations	393,905	431,419
Deferred revenue	156,379	154,419
Operating lease liabilities	14,455	16,655
Current portion of long-term debt	11,700	11,700
Total current liabilities	999,840	932,021
Long-term deferred revenue	81,240	74,041
Other long-term obligations	185,938	170,407
Long-term operating lease liabilities	25,107	33,259
Long-term debt, net	1,533,074	1,543,406
Total liabilities	<u>2,825,199</u>	<u>2,753,134</u>
Commitments and contingencies (Note 26)		
Stockholders' equity:		
Preferred stock — par value \$0.01; 20,000,000 shares authorized; zero shares issued and outstanding	—	—
Common stock — par value \$0.01; 290,000,000 shares authorized; 142,656,116 and 144,829,938 shares issued and outstanding	1,427	1,448
Additional paid-in capital	6,154,869	6,262,083
Accumulated other comprehensive loss	(46,711)	(37,767)
Accumulated deficit	(3,293,447)	(3,377,403)
Total stockholders' equity	<u>2,816,138</u>	<u>2,848,361</u>
Total liabilities and stockholders' equity	<u>\$ 5,641,337</u>	<u>\$ 5,601,495</u>

The accompanying notes are an integral part of these consolidated financial statements.

**CIENA CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in thousands, except per share data)

	Year Ended		
	November 2, 2024	October 28, 2023	October 29, 2022
Revenue:			
Products	\$ 3,159,021	\$ 3,581,039	\$ 2,888,848
Services	855,934	805,510	743,813
Total revenue	4,014,955	4,386,549	3,632,661
Cost of goods sold:			
Products	1,861,317	2,088,440	1,699,631
Services	434,048	419,258	372,686
Total cost of goods sold	2,295,365	2,507,698	2,072,317
Gross profit	1,719,590	1,878,851	1,560,344
Operating expenses:			
Research and development	767,497	750,559	624,656
Selling and marketing	510,668	490,804	466,565
General and administrative	220,647	215,284	179,382
Significant asset impairments and restructuring costs	24,592	23,834	33,824
Amortization of intangible assets	29,569	37,351	32,511
Acquisition and integration costs	—	3,474	598
Total operating expenses	1,552,973	1,521,306	1,337,536
Income from operations	166,617	357,545	222,808
Interest and other income, net	50,261	62,008	6,747
Interest expense	(97,028)	(88,026)	(47,050)
Loss on extinguishment and modification of debt	—	(7,874)	—
Income before income taxes	119,850	323,653	182,505
Provision for income taxes	35,894	68,826	29,603
Net income	\$ 83,956	\$ 254,827	\$ 152,902
Basic net income per common share	\$ 0.58	\$ 1.71	\$ 1.01
Diluted net income per potential common share	\$ 0.58	\$ 1.71	\$ 1.00
Weighted average basic common shares outstanding	144,715	148,971	151,208
Weighted average diluted potential common shares outstanding	145,964	149,380	152,193

The accompanying notes are an integral part of these consolidated financial statements.

**CIENA CORPORATION**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(in thousands)**

	Year Ended		
	November 2, 2024	October 28, 2023	October 29, 2022
Net income	\$ 83,956	\$ 254,827	\$ 152,902
Change in unrealized gain (loss) on available-for-sale securities, net of tax	1,170	2,593	(2,801)
Change in unrealized gain (loss) on foreign currency forward contracts, net of tax	3,276	2,041	(16,413)
Change in unrealized gain (loss) on interest rate swaps, net of tax	(10,294)	9,565	21,576
Change in cumulative translation adjustments	(3,096)	(5,321)	(49,446)
Other comprehensive income gain (loss)	(8,944)	8,878	(47,084)
Total comprehensive income	<u>\$ 75,012</u>	<u>\$ 263,705</u>	<u>\$ 105,818</u>

The accompanying notes are an integral part of these consolidated financial statements.

**CIENA CORPORATION**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
(in thousands, except share data)

	Common Stock Shares	Par Value	Additional Paid-in-Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity
Balance at October 30, 2021	154,858,981	\$ 1,549	\$ 6,803,162	\$ 439	\$(3,785,132)	\$ 3,020,018
Net income	—	—	—	—	152,902	152,902
Other comprehensive loss	—	—	—	(47,084)	—	(47,084)
Repurchases of common stock - repurchase program, net	(8,433,957)	(84)	(499,916)	—	—	(500,000)
Issuance of shares from employee equity plans	2,807,123	27	30,321	—	—	30,348
Share-based compensation expense	—	—	105,131	—	—	105,131
Shares repurchased for tax withholdings on vesting of stock unit awards	(819,204)	(8)	(48,446)	—	—	(48,454)
Balance at October 29, 2022	148,412,943	1,484	6,390,252	(46,645)	(3,632,230)	2,712,861
Net income	—	—	—	—	254,827	254,827
Other comprehensive income	—	—	—	8,878	—	8,878
Repurchases of common stock - repurchase program, net	(5,672,123)	(57)	(251,454)	—	—	(251,511)
Issuance of shares from employee equity plans	2,900,038	29	31,328	—	—	31,357
Share-based compensation expense	—	—	130,455	—	—	130,455
Shares repurchased for tax withholdings on vesting of stock unit awards	(810,920)	(8)	(38,498)	—	—	(38,506)
Balance at October 28, 2023	144,829,938	1,448	6,262,083	(37,767)	(3,377,403)	2,848,361
Net income	—	—	—	—	83,956	83,956
Other comprehensive loss	—	—	—	(8,944)	—	(8,944)
Repurchases of common stock - repurchase program, net	(4,539,828)	(45)	(251,318)	—	—	(251,363)
Issuance of shares from employee equity plans	3,312,473	33	34,258	—	—	34,291
Share-based compensation expense	—	—	156,404	—	—	156,404
Shares repurchased for tax withholdings on vesting of stock unit awards	(946,467)	(9)	(46,558)	—	—	(46,567)
Balance at November 2, 2024	142,656,116	\$ 1,427	\$ 6,154,869	\$ (46,711)	\$(3,293,447)	\$ 2,816,138

The accompanying notes are an integral part of these consolidated financial statements.

**CIENA CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

	Year Ended		
	November 2, 2024	October 28, 2023	October 29, 2022
<b>Cash flows provided by (used in) operating activities:</b>			
Net income	\$ 83,956	\$ 254,827	\$ 152,902
<b>Adjustments to reconcile net income to net cash provided by (used in) operating activities:</b>			
Loss on extinguishment of debt	—	1,864	—
Depreciation of equipment, building, furniture and fixtures, and amortization of leasehold improvements	92,846	92,564	95,922
Share-based compensation costs	156,404	130,455	105,131
Amortization of intangible assets	40,624	49,616	44,281
Deferred taxes	(76,810)	(14,852)	(27,502)
Provision for inventory excess and obsolescence	77,341	29,464	16,184
Provision for warranty	25,643	31,742	17,440
Gain on equity investments, net	—	(26,368)	(4,120)
Other	11,768	15,771	4,120
<b>Changes in assets and liabilities:</b>			
Accounts receivable	80,313	(94,565)	(47,069)
Inventories	153,021	(132,497)	(589,113)
Prepaid expenses and other	(198,910)	(51,965)	(58,996)
Operating lease right-of-use assets	11,837	14,190	16,453
Accounts payable, accruals and other obligations	64,255	(138,469)	100,327
Deferred revenue	9,884	27,412	26,380
Short and long-term operating lease liabilities	(17,640)	(20,857)	(20,096)
Net cash provided by (used in) operating activities	<u>514,532</u>	<u>168,332</u>	<u>(167,756)</u>
<b>Cash flows used in investing activities:</b>			
Payments for equipment, furniture, fixtures and intellectual property	(136,641)	(106,197)	(90,818)
Purchases of investments	(287,536)	(252,329)	(647,526)
Proceeds from sales and maturities of investments	140,836	208,104	702,197
Purchase of equity investment	(21,682)	—	(8,000)
Settlement of foreign currency forward contracts, net	(1,454)	(2,984)	4,942
Acquisition of businesses, net of cash acquired	—	(230,048)	(62,043)
Net cash used in investing activities	<u>(306,477)</u>	<u>(383,454)</u>	<u>(101,248)</u>
<b>Cash flows provided by (used in) financing activities:</b>			
Proceeds from issuance of senior notes	—	—	400,000
Proceeds from issuance of term loan, net	—	497,500	—
Payment of long-term debt	(11,700)	(9,430)	(5,197)
Proceeds from modification of term loan	—	830	—
Payment of debt issuance costs	(2,554)	(6,379)	(5,484)
Payment of finance lease obligations	(4,029)	(3,791)	(3,468)
Shares repurchased for tax withholdings on vesting of stock unit awards	(46,567)	(38,506)	(48,454)
Repurchases of common stock - repurchase program, net	(254,502)	(242,201)	(500,800)
Proceeds from issuance of common stock	34,291	31,357	30,348
Net cash provided by (used in) financing activities	<u>(285,061)</u>	<u>229,380</u>	<u>(133,055)</u>
Effect of exchange rate changes on cash, cash equivalents and restricted cash	1,246	2,150	(26,167)
Net increase (decrease) in cash, cash equivalents and restricted cash	<u>(75,760)</u>	<u>16,408</u>	<u>(428,226)</u>
Cash, cash equivalents and restricted cash at beginning of fiscal year	1,010,786	994,378	1,422,604
Cash, cash equivalents and restricted cash at end of fiscal year	<u>\$ 935,026</u>	<u>\$ 1,010,786</u>	<u>\$ 994,378</u>
<b>Supplemental disclosure of cash flow information</b>			
Cash paid during the fiscal year for interest, net	\$ 92,515	\$ 84,465	\$ 42,812
Cash paid during the fiscal year for income taxes, net	\$ 54,956	\$ 78,242	\$ 34,967
Operating lease payments	\$ 19,452	\$ 22,782	\$ 21,661
<b>Non-cash investing and financing activities</b>			
Purchase of equipment in accounts payable	\$ 14,682	\$ 6,990	\$ 12,373
Repurchase of common stock in accrued liabilities from repurchase program, net	\$ 6,172	\$ 9,310	\$ —
Operating lease right-of-use assets subject to lease liability	\$ 6,912	\$ 10,236	\$ 23,242
Gain on equity investment, net	\$ —	\$ 26,368	\$ 4,120

The accompanying notes are an integral part of these consolidated financial statements.

**CIENA CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(1) CIENA CORPORATION AND SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES**

*Description of Business*

Ciena Corporation (“Ciena” or the “Company”) is a network technology company, providing hardware, software, and services to a wide range of network operators and enabling enhanced network capacity, service delivery, and automation. Our solutions support network traffic across a wide range of applications, including cloud, video, data, artificial intelligence (“AI”), and voice. Ciena’s network solutions are used globally by communications service providers, cable and multiservice operators, cloud providers, submarine network operators, governments, and enterprises across multiple industry verticals.

Ciena’s portfolio is designed to enable the Adaptive Network™, which is Ciena’s vision for a network end state that leverages a programmable and scalable network infrastructure, driven by software control and automation capabilities, that is informed by network analytics and intelligence. By using Ciena’s network solutions to transform network infrastructures into dynamic, programmable environments driven by automation and analytics, Ciena believes network operators can realize greater business agility, adapt dynamically to changing end-user service demands, rapidly introduce new revenue-generating services, and scale networks to meet increased traffic demands. Ciena’s solutions are also designed to enable network operators to gain valuable real-time network insights, allowing them to optimize network performance and maximize the return on their network infrastructure investment.

Ciena’s solutions include Networking Platforms, including its Optical Networking portfolio and Routing and Switching portfolio, which can be applied from the network core to end-user access points, and which allow network operators to scale capacity, increase transmission speeds, allocate traffic efficiently, and adapt dynamically to changing end-user service demands. Ciena’s Optical Networking portfolio includes products that support long haul and regional networks, submarine and data center interconnect networks, and metro and edge networks. Ciena’s Routing and Switching portfolio includes products and solutions that enable efficient Internet Protocol (“IP”) transport in next-generation metro, core, aggregation, and access networks, including converged IP, optical, and fiber-based broadband access applications.

To complement its Networking Platforms, Ciena offers Platform Software, which includes its Navigator Network Control Software (“Navigator NCS”) (formerly known as Manage, Control and Plan (“MCP”)) and advanced applications that deliver multi-layer domain control and operations for network operators. Ciena, through its Blue Planet® Automation Software, also enables complete service lifecycle management automation with productized operational support systems (“OSS”), including inventory, orchestration, and assurance solutions that help its customers to achieve closed loop automation across multi-vendor and multi-domain environments.

In addition to its systems and software, Ciena also offers a broad range of services that help its customers build, operate, and improve their networks and associated operational environments. These include network transformation, consulting, implementation, systems integration, maintenance, network operations center (NOC) management, learning, and optimization services.

*Basis of Presentation*

The accompanying consolidated financial statements include the accounts of Ciena and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

Ciena has a 52 or 53-week fiscal year, which ends on the Saturday nearest to the last day of October in each year (November 2, 2024, October 28, 2023, and October 29, 2022, for the periods reported). Fiscal 2024 was a 53-week fiscal year with the additional week occurring in the fourth quarter. Fiscal 2023 and fiscal 2022 each consisted of a 52-week fiscal year.

*Business Combinations*

Ciena records acquisitions using the purchase method of accounting. The assets acquired, liabilities assumed, contractual contingencies, and contingent consideration are recognized at their fair value as of the acquisition date. The excess of the purchase price over the estimated fair values of the net tangible and net intangible assets acquired is recorded as goodwill. The application of the purchase method of accounting for business combinations requires management to make significant estimates and assumptions in the determination of the fair value of assets acquired and liabilities assumed, in order to properly allocate purchase price consideration between assets that are depreciated and amortized from goodwill. These assumptions and estimates include a market participant’s use of the asset and the appropriate discount rates for a market participant. Ciena’s estimates are based on historical experience, information obtained from the management of the acquired companies and, when

appropriate, include assistance from independent third-party appraisal firms. Significant assumptions and estimates can include, but are not limited to, the cash flows that an asset is expected to generate in the future, the appropriate weighted-average cost of capital and the cost savings expected to be derived from acquiring an asset. These estimates are inherently uncertain and unpredictable. In addition, unanticipated events and circumstances may occur which may affect the accuracy or validity of such estimates.

#### *Use of Estimates*

The preparation of the financial statements and related disclosures in conformity with Generally Accepted Accounting Principles (“GAAP”) requires management to make estimates and judgments that affect the amounts reported in the consolidated financial statements and accompanying notes. Estimates are used for selling prices for multiple element arrangements, shared-based compensation, bad debts, valuation of inventories and investments, recoverability of intangible assets, other long-lived assets and goodwill, income taxes, warranty obligations, restructuring liabilities, derivatives, contingencies and litigation. Ciena bases its estimates on historical experience and assumptions that it believes are reasonable. Actual results may differ materially from management’s estimates.

#### *Cash and Cash Equivalents*

Ciena considers all highly liquid investments purchased with original maturities of three months or less to be cash equivalents. Restricted cash collateralizing letters of credit are included in other current assets and other long-term assets, depending on the duration of the restriction.

#### *Investments*

Ciena’s investments in debt securities are classified as available-for-sale and reported at fair value, with unrealized gains and losses recorded in accumulated other comprehensive loss. Ciena recognizes losses in the income statement when it determines that declines in the fair value of its investments below their cost basis are other-than-temporary. In determining whether a decline in fair value is other-than-temporary, Ciena considers various factors, including market price (when available), investment ratings, the financial condition and near-term prospects of the investee, the length of time and the extent to which the fair value has been less than Ciena’s cost basis, and Ciena’s intent and ability to hold the investment until maturity or for a period of time sufficient to allow for any anticipated recovery in market value. Ciena considers all marketable debt securities that it expects to convert to cash within one year or less to be short-term investments, with all others considered to be long-term investments.

Ciena has minority equity investments in privately held technology companies that are classified in other long-term assets. These investments are carried at cost because Ciena owns less than 20% of the voting equity and does not have the ability to exercise significant influence over the company. Ciena monitors these investments for impairment and makes appropriate reductions to the carrying value when necessary. As of November 2, 2024, the combined carrying value of these investments was \$21.7 million. Ciena elects to estimate the fair value at cost minus impairment, if any, plus or minus observable price changes in orderly transactions for identical or similar investments of the same issuer. Ciena evaluates these investments for impairment or observable price changes quarterly and records adjustments to interest and other income, net on the Consolidated Statements of Operations.

#### *Inventories*

Inventories are stated at the lower of cost or market, with cost computed using standard cost, which approximates actual cost, on a first-in, first-out basis. Ciena records a provision for excess and obsolete inventory when an impairment has been identified.

#### *Segment Reporting*

Ciena’s chief operating decision maker, its chief executive officer, evaluates the Company’s performance and allocates resources based on multiple factors, including measures of segment profit (loss). Operating segments are defined as components of an enterprise that engage in business activities that earn revenue and incur expense, for which discrete financial information is available, and for which such information is evaluated regularly by the chief operating decision maker for purposes of allocating resources and assessing performance. Ciena has the following operating segments for reporting purposes: (i) Networking Platforms; (ii) Platform Software and Services; (iii) Blue Planet Automation Software and Services; and (iv) Global Services. See Note 24 below.



### *Goodwill*

Goodwill is the excess of the purchase price over the fair values assigned to the net assets acquired in a business combination. Ciena tests goodwill for impairment on an annual basis, which it has determined to be the last business day of fiscal September each year. Ciena also tests goodwill for impairment between annual tests if an event occurs or circumstances change that would, more likely than not, reduce the fair value of the reporting unit below its carrying value.

Annually, Ciena tests goodwill impairment qualitatively, or quantitatively by comparing the fair value of the reporting unit with the unit's carrying amount, including goodwill. If this test indicates that the fair value is less than the carrying value, then an impairment loss is recognized limited to the total amount of goodwill allocated to that reporting unit. A non-cash goodwill impairment charge would have the effect of decreasing earnings or increasing losses in such period. If Ciena is required to take a substantial impairment charge, its operating results would be materially adversely affected in such period.

### *Long-lived Assets*

Long-lived assets include equipment, building, furniture and fixtures, operating right-of-use ("ROU") assets, finite-lived intangible assets and maintenance spares. Ciena tests long-lived assets for impairment whenever triggering events or changes in circumstances indicate that the asset's carrying amount is not recoverable from its undiscounted cash flows. An impairment loss is measured as the amount by which the carrying amount of the asset or asset group exceeds its fair value. Ciena's long-lived assets are assigned to asset groups that represent the lowest level for which cash flows can be identified.

#### *Equipment, Building, Furniture and Fixtures and Internal Use Software*

Equipment, building, furniture and fixtures are recorded at cost. Depreciation and amortization are computed using the straight-line method, generally over useful lives of three years to five years for equipment and furniture and fixtures and the shorter of useful life or lease term for leasehold improvements.

Qualifying internal use software and website development costs incurred during the application development stage, which consist primarily of outside services and purchased software license costs, are capitalized and amortized straight-line over the estimated useful lives of two years to five years.

### *Leases*

At the inception of a contract, Ciena must determine whether the contract is or contains a lease. The contract is or contains a lease if the contract conveys the right to control the use of the property, plant, or equipment for a designated term in exchange for consideration. Ciena's evaluation of its contracts follows the assessment of whether there is a right to obtain substantially all of the economic benefits from the use and the right to direct the use of the identified asset in the contract. Operating leases are included in the Operating ROU assets, Operating lease liabilities and Long-term operating lease liabilities on the Consolidated Balance Sheets. Finance leases are included in Equipment, building, furniture and fixtures, net ("Finance ROU assets"), Accrued liabilities and other short-term obligations and Other long-term obligations on the Consolidated Balance Sheets.

Ciena has operating and finance leases that primarily relate to real property. Ciena has elected not to capitalize leases with a term of 12 months or less without a purchase option that it is likely to exercise. Ciena has elected not to separate lease and non-lease components of operating and finance leases. Lease components are payment items directly attributable to the use of the underlying asset, while non-lease components are explicit elements of a contract not directly related to the use of the underlying asset, including pass-through operating expenses, such as common area maintenance and utilities.

Operating ROU assets and lease liabilities and Finance ROU assets and lease liabilities are recognized on the Consolidated Balance Sheets at the present value of the future lease payments over the life of the lease term. Ciena uses discount rates based on incremental borrowing rates, on a collateralized basis, for the respective underlying assets, for terms similar to the respective leases when implicit rates for leases are not determinable. Operating lease costs are included as rent expense in the Consolidated Statements of Operations. Fixed base payments on operating leases paid directly to the lessor are recorded as lease expense on a straight-line basis. Related variable payments based on usage, changes in an index, or market rate are expensed as incurred. Finance ROU assets are generally amortized on a straight-line basis over the lease term with the interest expense on the lease liability recorded using the interest method. The amortization and interest expense are recorded separately in the Consolidated Statements of Operations.

### *Intangible Assets*

Ciena records finite-lived intangible assets from acquisitions. Finite-lived intangible assets are carried at cost less accumulated amortization. Amortization is computed using the straight-line method over the expected economic lives of the respective assets, up to seven years, which approximates the use of intangible assets.

#### *Cloud Computing Arrangements*

Ciena capitalizes certain costs related to hosting arrangements that are service contracts (cloud computing arrangements). Capitalized costs are included in Other long-term assets on the Consolidated Balance Sheets and are amortized on a straight-line basis over the estimated useful life.

#### *Maintenance Spares*

Maintenance spares are recorded at cost. Ciena depreciates spares ratably over four years.

#### *Concentrations*

Substantially all of Ciena's cash and cash equivalents are maintained at a small number of major U.S. financial institutions. The majority of Ciena's cash equivalents consist of money market funds. Deposits held with banks may exceed the amount of insurance provided on such deposits. Because these deposits generally may be redeemed upon demand, management believes that they bear minimal risk.

Historically, a significant percentage of Ciena's revenue has been concentrated among sales to a small number of large communications service providers and cloud providers. Consolidation among Ciena's customers has increased this concentration. Consequently, Ciena's accounts receivable are concentrated among these customers. See Note 2 below.

Ciena's access to certain materials or components is dependent on sole or limited source suppliers. The inability of any of these suppliers to fulfill Ciena's supply requirements, or significant changes in supply cost, could affect future results. Ciena relies on a small number of contract manufacturers to perform the majority of the manufacturing for its products. If Ciena cannot effectively manage these manufacturers or forecast future demand, or if these manufacturers fail to deliver products or components on time, Ciena's business and results of operations may suffer.

#### *Revenue Recognition*

Ciena recognizes revenue when control of the promised products or services is transferred to its customer, in an amount that reflects the consideration to which Ciena expects to be entitled in exchange for those products or services.

Ciena determines revenue recognition by applying the following five-step approach:

- identification of the contract, or contracts, with a customer;
- identification of the performance obligations in the contract;
- determination of the transaction price;
- allocation of the transaction price to the performance obligations in the contract; and
- recognition of revenue when, or as, Ciena satisfies a performance obligation.

Generally, Ciena makes sales pursuant to purchase orders placed by customers under framework agreements that govern the general commercial terms and conditions of the sale of Ciena's products and services. These purchase orders under framework agreements are used to determine the identification of the contract or contracts with this customer. Purchase orders typically include the description, quantity, and price of each product or service purchased. Purchase orders may include one-line bundled pricing for both products and services. Accordingly, purchase orders can include various combinations of products and services that are generally distinct and accounted for as separate performance obligations. Ciena evaluates each promised product and service offering to determine whether it represents a distinct performance obligation. In doing so, Ciena considers, among other things, customary business practices, whether the customer can benefit from the product or service on its own or together with other resources that are readily available, and whether Ciena's commitment to transfer the product or service to the customer is separately identifiable from other obligations in the purchase order. For transactions where Ciena delivers the product or services, Ciena is typically the principal and records revenue and costs of goods sold on a gross basis.

Purchase orders are invoiced based on the terms set forth either in the purchase order or the framework agreement, as applicable. Generally, sales of products and software licenses are invoiced upon shipment or delivery. Maintenance and

software subscription services are invoiced quarterly or annually in advance of the service term. Ciena's other service offerings are generally invoiced upon completion of the service. Payment terms and cash received typically range from 30 to 90 days from the invoicing date. Historically, Ciena has not provided any material financing arrangements to its customers. As a practical expedient, Ciena does not adjust the amount of consideration it will receive for the effects of a significant financing component as it expects, at contract inception, that the period between Ciena's transfer of the products or services to the customer and customer payment for the products or services will be one year or less. Shipping and handling fees invoiced to customers are included in revenue, with the associated expense included in product cost of goods sold. Ciena records revenue net of any associated sales taxes.

Ciena recognizes revenue upon the transfer of control of promised products or services to a customer. Transfer of control occurs once the customer has the contractual right to use the product, generally upon shipment or delivery to the customer. Transfer of control can also occur over time for services, such as software subscription, maintenance, installation, and various professional services as the customer receives the benefit over the contract term.

#### *Significant Judgments*

Revenue is allocated among performance obligations based on standalone selling price ("SSP"). SSP reflects the price at which Ciena would expect to sell that product or service on a stand-alone basis at contract inception and that Ciena would expect to be entitled to receive for the promised products or services. SSP is estimated for each distinct performance obligation, and judgment may be required in its determination. The best evidence of SSP is the observable price of a product or service when Ciena sells the products separately in similar circumstances and to similar customers. In instances where SSP is not directly observable, Ciena determines SSP using information that may include market conditions and other observable inputs.

Ciena applies judgment in determining the transaction price, as Ciena may be required to estimate variable consideration when determining the amount of revenue to recognize. Variable consideration can include various rebate, cooperative marketing, and other incentive programs that Ciena offers to its distributors, partners and customers. When determining the amount of revenue to recognize, Ciena estimates the expected usage of these programs, applying the expected value or most likely estimate and updates the estimate at each reporting period as actual utilization data becomes available. Ciena also considers any customer right of return and any actual or potential payment of liquidated damages, contractual or similar penalties, or other claims for performance failures or delays in determining the transaction price, where applicable.

When transfer of control is judged to be over time for installation and professional service arrangements, Ciena applies the input method to determine the amount of revenue to be recognized in a given period. Utilizing the input method, Ciena recognizes revenue based on the ratio of actual costs incurred to date to the total estimated costs expected to be incurred. Revenue for software subscription and maintenance is recognized ratably over the period during which the services are performed.

#### *Capitalized Contract Acquisition Costs*

Ciena capitalizes and amortizes incremental costs of obtaining a contract considering each customer purchase in combination with the corresponding framework agreement, if applicable, as a contract. Ciena elected to implement the practical expedient, which allows for incremental costs to be recognized as an expense when incurred if the period of the asset recognition is one year or less. If the period of the asset recognition is greater than one year, Ciena amortizes these costs over the period of performance. Ciena considers sales commissions incurred upon receipt of purchase orders placed by customers as incremental costs to obtain such purchase orders. The practical expedient method is applied to the purchase order as a whole, and thus the capitalized costs of obtaining a purchase order is applied, even if the purchase order contains more than one performance obligation. In cases where a purchase order includes various distinct products or services with both short-term (one year or less) and long-term (more than a year) performance periods, the cost of commissions incurred for the total value of the purchase order is capitalized and subsequently amortized as each performance obligation is recognized.

For the additional disclosures on capitalized contract acquisition costs, see Note 2 below.

#### *Warranty Accruals*

Ciena provides for the estimated costs to fulfill customer warranty obligations upon recognition of the related revenue. Estimated warranty costs include estimates for material costs, technical support labor costs and associated overhead. Warranty is included in cost of goods sold and is determined based on actual warranty cost experience, estimates of component failure rates and management's industry experience. Ciena's sales contracts do not permit the right of return of the product by the customer after the product has been accepted.

### *Allowance for Credit Losses for Accounts Receivable and Contract Assets*

Ciena estimates its allowances for credit losses using relevant available information from internal and external sources, related to past events, current conditions, and reasonable and supportable forecasts. Historical credit loss experience provides the basis for the estimation of expected credit losses. When assessing for credit losses, Ciena determines collectability by pooling assets with similar characteristics. The allowances for credit losses are each measured on a collective basis when similar risk characteristics exist. The allowances for credit losses are each measured by multiplying the exposure probability of default (the probability that the asset will default within a given time frame) by the loss given default rate (the percentage of the asset not expected to be collected due to default) based on the pool of assets.

Probability of default rates is published by third-party credit rating agencies. Adjustments to Ciena's exposure probability may take into account a number of factors, including, but not limited to, various customer-specific factors, the potential sovereign risk of the geographic locations in which the customer is operating, and macroeconomic conditions. These factors are updated regularly or when facts and circumstances indicate that an update is deemed necessary.

### *Accounts Receivable Factoring*

Ciena has entered into factoring agreements to sell certain receivables to unrelated third-party financial institution on a non-recourse basis. These transactions result in a reduction in accounts receivable because the agreements transfer effective control over, and risk related to, the receivables to the buyers. Ciena's factoring agreements do not allow for recourse in the event of uncollectability, and Ciena does not retain any interest in the underlying accounts receivable once sold. Trade accounts receivables balances sold are removed from the consolidated balance sheets and cash received is reflected as cash provided by (used in) operating activities in the Consolidated Statements of Cash Flow. Factoring related interest expense is recorded to interest and other income, net on the Consolidated Statements of Operations. See Note 8 below.

### *Research and Development*

Ciena charges all research and development costs to expense as incurred. Types of expense incurred in research and development include employee compensation, prototype equipment, consulting and third-party services, depreciation, facility costs and information technology.

### *Government Grants*

Ciena accounts for proceeds from government grants as a reduction of expense when there is reasonable assurance that Ciena has met the required conditions associated with the grant and that grant proceeds will be received. Grant benefits are recorded to the particular line item of the Consolidated Statement of Operations to which the grant activity relates.

### *Advertising Costs*

Ciena expenses all advertising costs as incurred.

### *Legal Costs*

Ciena expenses legal costs associated with litigation as incurred.

### *Share-Based Compensation Expense*

Ciena measures and recognizes compensation expense for share-based awards and employee stock purchases related to its Amended and Restated 2003 Employee Stock Purchase Plan (the “ESPP”) based on estimated fair values on the date of grant. Ciena estimates the fair value of employee stock purchases related to the ESPP using the Black-Scholes option-pricing model. Ciena recognizes the estimated fair value of restricted stock units subject only to service-based vesting conditions by multiplying the number of shares underlying the award by the closing price per share of Ciena common stock on the grant date. Share-based compensation expense for service-based restricted stock unit awards is recognized ratably over the vesting period on a straight-line basis in the Consolidated Statements of Operations.

Awards with performance-based vesting conditions: (i) require the achievement of certain operational, financial or other performance criteria or targets; or (ii) vest based on Ciena’s total stockholder return as compared to an index of peer companies, in whole or in part. Ciena estimates the fair value of restricted stock units subject to performance-based vesting conditions, other than total stockholder return, by assuming the satisfaction of any performance-based objectives at the “target” level and multiplying the corresponding number of shares earned based upon such achievement by the closing price per share of Ciena common stock on the grant date. Share-based compensation expense, for performance-based restricted stock units other than total stockholder return, is recognized over the performance period, using graded vesting, which considers each performance period or tranche separately, based on Ciena’s determination of whether it is probable that the performance targets will be achieved and is included in the Consolidated Statements of Operations. At the end of each reporting period, Ciena reassesses the probability of achieving the performance targets and the performance period required to meet those targets.

Share-based compensation expense for restricted stock units subject only to service-based vesting conditions and restricted stock units subject to performance-based vesting conditions other than total stockholder return, is recognized only for those awards that ultimately vest. In the event of a forfeiture of an award, the expense related to the unvested portion of that award is reversed.

Ciena estimates the fair value of performance based awards subject to total stockholder return as compared to an index of peer companies using a Monte Carlo simulation valuation model on the date of grant and recognizes the related share-based compensation expense over the performance period. Ciena reverses share-based compensation expense on performance based awards subject to total stockholder return only when the requisite service period is not reached. See Note 23 below.

### *Stock Repurchase Program*

Shares repurchased pursuant to Ciena’s stock repurchase program are immediately retired upon purchase. Repurchased common stock is reflected as a reduction of stockholders’ equity. Ciena’s accounting policy related to its share repurchases is to reduce its common stock based on the par value of the shares and to reduce its capital surplus for the excess of the repurchase price over the par value. Since the inception of its stock repurchase programs, Ciena has had an accumulated deficit balance, therefore, the excess over the par value has been applied to additional paid-in capital. Once Ciena has retained earnings, the excess will be charged entirely to retained earnings.

### *Income Taxes*

Ciena accounts for income taxes using an asset and liability approach. This approach recognizes deferred tax assets and liabilities (“DTA”) for the expected future tax consequences attributable to differences between the carrying amounts of assets and liabilities for financial reporting purposes and their respective tax bases, and for operating loss and tax credit carryforwards. In estimating future tax consequences, Ciena considers all expected future events other than the enactment of changes in tax laws or rates. Valuation allowances are provided if, based on the weight of the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

In the ordinary course of business, transactions occur for which the ultimate outcome may be uncertain. In addition, tax authorities periodically audit Ciena’s income tax returns. These audits examine significant tax filing positions, including the timing and amounts of deductions and the allocation of income tax expenses among tax jurisdictions. Ciena is currently under audit in India for 2020 through 2023, in Canada for 2014, and in the United Kingdom for 2016 through 2022. Management does not expect the outcome of these audits to have a material adverse effect on Ciena’s consolidated financial position, results of operations or cash flows. Ciena’s major tax jurisdictions and the earliest open tax years are as follows: United States (2021), United Kingdom (2016), Canada (2014), and India (2020). Limited adjustments can be made to federal U.S. tax returns in earlier years in order to reduce net operating loss carryforwards. Ciena classifies interest and penalties related to uncertain tax positions as a component of income tax expense.

Ciena is required to record excess tax benefits or tax deficiencies related to stock-based compensation as income tax benefit or expense when share-based awards vest or are settled.

Ciena is electing to use the period cost method for future global intangible low-taxed income (“GILTI”) inclusions.

#### *Loss Contingencies*

Ciena is subject to the possibility of various losses arising in the ordinary course of business. These may relate to disputes, litigation and other legal actions. Ciena considers the likelihood of loss or the incurrence of a liability, as well as Ciena’s ability to estimate the amount of loss reasonably, in determining loss contingencies. An estimated loss contingency is accrued when it is probable that a liability has been incurred and the amount of loss can be reasonably estimated. Ciena regularly evaluates current information available to it in order to determine whether any accruals should be adjusted and whether new accruals are required.

#### *Fair Value of Financial Instruments*

The carrying value of Ciena’s cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities approximates fair market value due to the relatively short period of time to maturity. For information related to the fair value of Ciena’s short-term and long-term debt, see Note 18 below.

Fair value for the measurement of financial assets and liabilities is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. Ciena utilizes a valuation hierarchy for disclosure of the inputs for fair value measurement. This hierarchy prioritizes the inputs into three broad levels as follows:

- Level 1 inputs are unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 inputs are quoted prices for identical or similar assets or liabilities in less active markets or model-derived valuations in which significant inputs are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument; and
- Level 3 inputs are unobservable inputs based on Ciena’s assumptions used to measure assets and liabilities at fair value. The fair values are determined based on model-based techniques using inputs Ciena could not corroborated with market data.

By distinguishing between inputs that are observable in the marketplace, and therefore more objective, and those that are unobservable, and therefore more subjective, the hierarchy is designed to indicate the relative reliability of the fair value measurements. A financial asset’s or liability’s classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

#### *Restructuring*

From time to time, Ciena takes actions to align its workforce, facilities, and operating costs with perceived market opportunities, business strategies, and changes in market and business conditions, and to redesign business processes. Ciena recognizes a liability for the cost associated with an exit or disposal activity in the period in which the liability is incurred, except for one-time employee termination benefits related to a service period, typically of more than 60 days, which are accrued over the service period. See Note 4 below.

#### *Foreign Currency*

Certain of Ciena’s foreign branch offices and subsidiaries use the U.S. Dollar as their functional currency because Ciena Corporation, as the U.S. parent entity, exclusively funds the operations of these branch offices and subsidiaries. For those subsidiaries using the local currency as their functional currency, assets and liabilities are translated at exchange rates in effect at the balance sheet date, and the statement of operations is translated at a monthly average rate. Resulting translation adjustments are recorded directly to a separate component of stockholders’ equity. Where the monetary assets and liabilities are transacted in a currency other than the entity’s functional currency, re-measurement adjustments are recorded in interest and other income, net on the Consolidated Statements of Operations. See Note 5 below.

### *Derivatives*

From time to time, Ciena uses foreign currency forward contracts to reduce variability in certain forecasted non-U.S. Dollar denominated cash flows. Generally, these derivatives have maturities of 24 months or less. Ciena also has interest rate swap arrangements to reduce variability in certain forecasted interest expense associated with its term loans. All of these derivatives are designated as cash flow hedges. Ciena also uses foreign currency forward contracts to minimize the effect of foreign exchange rate movements on its net investments in foreign operations. Generally, these derivatives have maturities of 24 months or less. These derivatives are designated as net investment hedges. At the inception of these hedges, and on an ongoing basis, Ciena assesses whether the derivative has been effective in offsetting changes attributable to the hedged risk during the hedging period. The derivative's net gain or loss is initially reported as a component of accumulated other comprehensive loss and, upon occurrence of the forecasted transaction, is subsequently reclassified to the line item in the Consolidated Statements of Operations to which the hedged transaction relates.

Ciena records derivative instruments in the Consolidated Statements of Cash Flows within operating, investing, or financing activities consistent with the cash flows of the hedged items.

From time to time, Ciena uses foreign currency forward contracts to hedge certain balance sheet foreign exchange exposures. These forward contracts are not designated as hedges for accounting purposes, and any net gain or loss associated with these derivatives is reported in interest and other income, net on the Consolidated Statements of Operations.

See Notes 7 and 15 below.

### *Computation of Net Income per Share*

Ciena calculates basic net income per common share ("Basic EPS") by dividing earnings attributable to common stock by the weighted average number of common shares outstanding for the period. Diluted net income per potential common share ("Diluted EPS") includes other potential dilutive shares that would be outstanding if securities or other contracts to issue common stock were exercised or converted into common stock. Ciena uses a dual presentation of Basic EPS and Diluted EPS on the face of its income statement. A reconciliation of the numerator and denominator used for the Basic EPS and Diluted EPS computations is set forth in Note 20 below.

### *Software Development Costs*

Ciena develops software for sale to its customers. GAAP requires the capitalization of certain software development costs that are incurred subsequent to the date that technological feasibility is established and prior to the date the product is generally available for sale. The capitalized cost is then amortized using the straight-line method over the estimated life of the product. Ciena defines technological feasibility as being attained at the time a working model is completed. To date, the period between Ciena achieving technological feasibility and the general availability of such software has been short, and software development costs qualifying for capitalization have been insignificant. Accordingly, Ciena has not capitalized any software development costs.

### *Newly Issued Accounting Standards - Effective*

In October 2021, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2021-08 ("ASU 2021-08"), *Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers* to improve the accounting for acquired revenue contracts with customers in a business combination to address recognition of an acquired contract liability and payment terms and their effect on subsequent revenue recognized by the acquirer. ASU 2021-08 was effective for Ciena beginning in the first quarter of fiscal 2024 without any material impact on its consolidated financial position, results of operations and related disclosures.

### *Newly Issued Accounting Standards - Not Yet Effective*

In November 2023, the FASB issued ASU No. 2023-07 ("ASU 2023-07"), *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures* to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023 on a retrospective basis. Ciena is currently evaluating the impact of this accounting standard update on its consolidated financial statements and related disclosures.

In December 2023, the FASB issued ASU No. 2023-09 (“ASU 2023-09”), *Income Taxes (Topic 740): Improvement to Income Tax Disclosures* to enhance the transparency and decision usefulness of income tax disclosures to decision makers. ASU 2023-09 is effective for annual periods beginning in fiscal 2026 and will result in changes to certain of its income tax disclosures including substantially more information on a disaggregated basis, but it does not affect recognition or measurement of income taxes and therefore is not expected to have a material effect on our consolidated financial statements.

In November 2024, the FASB issued ASU No. 2024-03 (“ASU 2024-03”), *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40)* to improve financial reporting by requiring that public business entities disclose additional information about specific expense categories in the notes to financial statements at interim and annual reporting periods. ASU 2024-03 is effective for annual periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027; however, early adoption is permitted. ASU 2023-09 allows for adoption using either a prospective or retrospective method. Ciena is currently evaluating the impact of this ASU on its consolidated financial statements and related disclosures.

In March 2024, the Securities and Exchange Commission (the “SEC”) adopted final rules under SEC Release No. 33-11275, *The Enhancement and Standardization of Climate Related Disclosures for Investors*, to require registrants to provide certain climate-related information in their registration statements and annual reports. The rules would require information about a registrant's climate-related risks that are reasonably likely to have a material impact on its business, results of operations, or financial condition. The required information about climate-related risks would also include disclosure of a registrant's greenhouse gas emissions. Finally, the rules would require registrants to present certain climate-related financial metrics in their audited financial statements. On April 12, 2024, the final rules were indefinitely delayed pending the completion of judicial review in consolidated proceedings in the U.S. Court of Appeals, Eighth Circuit.

## (2) REVENUE

### *Disaggregation of Revenue*

Ciena’s disaggregated revenue as presented below depicts the nature, amount, and timing of revenue and cash flows for similar groupings of Ciena’s various offerings. The sales cycle, contractual obligations, customer requirements, and go-to-market strategies may differ for each of its product categories, resulting in different economic risk profiles for each category.

The tables below set forth Ciena’s disaggregated revenue for the respective period (in thousands):

	Year Ended November 2, 2024				
	Networking Platforms	Platform Software and Services	Blue Planet Automation Software and Services	Global Services	Total
<b>Product lines:</b>					
Optical Networking	\$ 2,642,563	\$ —	\$ —	\$ —	\$ 2,642,563
Routing and Switching	399,492	—	—	—	399,492
Platform Software and Services	—	358,062	—	—	358,062
Blue Planet Automation Software and Services	—	—	77,619	—	77,619
Maintenance Support and Training	—	—	—	303,086	303,086
Installation and Deployment	—	—	—	184,358	184,358
Consulting and Network Design	—	—	—	49,775	49,775
<b>Total revenue by product line</b>	<b>\$ 3,042,055</b>	<b>\$ 358,062</b>	<b>\$ 77,619</b>	<b>\$ 537,219</b>	<b>\$ 4,014,955</b>
<b>Timing of revenue recognition:</b>					
Products and services at a point in time	\$ 3,042,055	\$ 99,317	\$ 19,267	\$ 44,410	\$ 3,205,049
Products and services transferred over time	—	258,745	58,352	492,809	809,906
<b>Total revenue by timing of revenue recognition</b>	<b>\$ 3,042,055</b>	<b>\$ 358,062</b>	<b>\$ 77,619</b>	<b>\$ 537,219</b>	<b>\$ 4,014,955</b>



Year Ended October 28, 2023

	Networking Platforms	Platform Software and Services	Blue Planet Automation Software and Services	Global Services	Total
<b>Product lines:</b>					
Optical Networking	\$ 2,987,245	\$ —	\$ —	\$ —	\$ 2,987,245
Routing and Switching	506,247	—	—	—	506,247
Platform Software and Services	—	303,873	—	—	303,873
Blue Planet Automation Software and Services	—	—	69,170	—	69,170
Maintenance Support and Training	—	—	—	288,334	288,334
Installation and Deployment	—	—	—	180,951	180,951
Consulting and Network Design	—	—	—	50,729	50,729
<b>Total revenue by product line</b>	<b>\$ 3,493,492</b>	<b>\$ 303,873</b>	<b>\$ 69,170</b>	<b>\$ 520,014</b>	<b>\$ 4,386,549</b>
<b>Timing of revenue recognition:</b>					
Products and services at a point in time	\$ 3,493,492	\$ 67,013	\$ 21,842	\$ 55,036	\$ 3,637,383
Products and services transferred over time	—	236,860	47,328	464,978	749,166
<b>Total revenue by timing of revenue recognition</b>	<b>\$ 3,493,492</b>	<b>\$ 303,873</b>	<b>\$ 69,170</b>	<b>\$ 520,014</b>	<b>\$ 4,386,549</b>

Year Ended October 29, 2022

	Networking Platforms	Platform Software and Services	Blue Planet Automation Software and Services	Global Services	Total
<b>Product lines:</b>					
Optical Networking	\$ 2,379,931	\$ —	\$ —	\$ —	\$ 2,379,931
Routing and Switching	398,439	—	—	—	398,439
Platform Software and Services	—	277,191	—	—	277,191
Blue Planet Automation Software and Services	—	—	76,567	—	76,567
Maintenance Support and Training	—	—	—	292,375	292,375
Installation and Deployment	—	—	—	157,443	157,443
Consulting and Network Design	—	—	—	50,715	50,715
<b>Total revenue by product line</b>	<b>\$ 2,778,370</b>	<b>\$ 277,191</b>	<b>\$ 76,567</b>	<b>\$ 500,533</b>	<b>\$ 3,632,661</b>
<b>Timing of revenue recognition:</b>					
Products and services at a point in time	\$ 2,778,370	\$ 85,691	\$ 25,540	\$ 44,091	\$ 2,933,692
Products and services transferred over time	—	191,500	51,027	456,442	698,969
<b>Total revenue by timing of revenue recognition</b>	<b>\$ 2,778,370</b>	<b>\$ 277,191</b>	<b>\$ 76,567</b>	<b>\$ 500,533</b>	<b>\$ 3,632,661</b>

Ciena reports its sales geographically in the following markets: (i) the United States, Canada, the Caribbean and Latin America (“Americas”); (ii) Europe, Middle East and Africa (“EMEA”); and (iii) Asia Pacific, Japan and India (“APAC”). Within each geographic area, Ciena maintains specific teams or personnel that focus on a particular region, country, customer or market vertical. These teams include sales management, account salespersons and sales engineers, as well as services professionals and commercial management personnel. The following table reflects Ciena’s geographic distribution of revenue principally based on the relevant location for Ciena’s delivery of products and performance of services.

For the periods below, Ciena’s geographic distribution of revenue was as follows (in thousands):

	Year Ended		
	November 2, 2024	October 28, 2023	October 29, 2022
Geographic distribution:			
Americas	\$ 2,951,915	\$ 3,110,347	\$ 2,636,840
EMEA	648,870	643,142	555,215
APAC	414,170	633,060	440,606
Total revenue by geographic distribution	\$ 4,014,955	\$ 4,386,549	\$ 3,632,661

Ciena's revenue includes United States revenue of \$2.8 billion for both fiscal 2024 and fiscal 2023, and \$2.4 billion for fiscal 2022. No other country accounted for 10% or more of total revenue for the periods presented above.

For the periods below, the only customers that accounted for at least 10% of Ciena's revenue were as follows (in thousands):

	November 2, 2024	October 28, 2023	October 29, 2022
Cloud Provider	\$ 532,332	\$ 561,397	n/a
AT&T	475,261	464,662	\$ 433,418
Verizon	n/a	n/a	402,787
Total	\$ 1,007,593	\$ 1,026,059	\$ 836,205

n/a Denotes revenue representing less than 10% of total revenue for the period

The cloud provider noted in the above table purchased products from each of Ciena's operating segments, excluding Blue Planet® Automation Software and Services, for each of the periods presented. The other customers identified above purchased products and services from each of Ciena's operating segments for each of the periods presented.

While Ciena has benefited from the diversification of its business and customer base, its ten largest customers contributed 57.9% of fiscal 2024 revenue, 53.7% of fiscal 2023 revenue and 56.3% of fiscal 2022 revenue.

- *Networking Platforms* revenue reflects sales of Ciena's Optical Networking and Routing and Switching product lines.
  - Optical Networking - includes the 6500 Packet-Optical Platform, the Waveserver® modular interconnect system, the 6500 Reconfigurable Line System (RLS), the Coherent ELS open line system, the O-NID edge OTN demarcation device, coherent pluggable transceivers, and the 5400 family of Packet-Optical Platforms.
  - Routing and Switching - includes the 3000 family of service delivery platforms and the 5000 family of service aggregation. This product line also includes, the 8100 Coherent IP networking platforms, Ciena's WaveRouter® product, virtualization software, the 6500 Packet Transport System (PTS), which combines packet switching, control plane operation, and integrated optics, and the 8700 Packetwave Platform. This product line also includes SD-Edge software and passive optical network (PON) routing and switching portfolio products.

The Networking Platforms segment also includes sales of operating system software and enhanced software features embedded in each of the product lines above. Revenue from this segment is included in product revenue on the Consolidated Statements of Operations. Operating system software and enhanced software features embedded in Ciena hardware are each considered distinct performance obligations for which the revenue is generally recognized upfront at a point in time upon transfer of control.

- *Platform Software and Services* offerings provide domain control management, analytics, data and planning tools and applications to assist customers in managing their networks, including by creating more efficient operations and providing more visibility into their networks. Ciena's platform software includes its Navigator Network Control Suite™ ("Navigator NCS") domain controller solution, its suite of Navigator NCS applications, previously referred to as "Manage, Control and Plan (MCP)," and legacy software solutions that support Ciena's installed base of network solutions, including the OneControl Unified Management System. Platform software-related services revenue includes sales of subscription, installation, support, and consulting services related to Ciena's software platforms, operating system software and enhanced software features embedded in each of the Networking Platforms product lines above.

Revenue from the software portion of this segment is included in product revenue on the Consolidated Statements of Operations. Revenue from the services portions of this segment is included in services revenue on the Consolidated Statements of Operations.

- *Blue Planet Automation Software and Services* is a comprehensive, cloud native, and standards-based software portfolio, together with related services, that enables customers to accelerate digital transformation. Ciena's Blue Planet Automation Platform includes inventory management (BPI), multi-domain service orchestration (MDSO), multi-cloud orchestration (MCO), route optimization and analysis (ROA), and unified assurance and analytics (UAA). Services revenue includes sales of subscription, installation, support, consulting and design services related to Ciena's Blue Planet Automation Platform. Revenue from the software portion of this segment is included in product revenue on the Consolidated Statements of Operations. Revenue from the services portions of this segment is included in services revenue on the Consolidated Statements of Operations.

Ciena's software platform revenue typically reflects either perpetual or term-based software licenses, and these sales are considered distinct performance obligations where revenue is generally recognized upfront at a point in time upon transfer of control. Revenue from software subscription and support is recognized ratably over the period during which the services are performed. Revenue from professional services for solution customization, software and solution support services, consulting and design, and build-operate-transfer services relating to Ciena's software offerings is recognized over time with Ciena applying the input method to determine the amount of revenue to be recognized in a given period.

- *Global Services* revenue reflects sales of a broad range of Ciena's services for maintenance support and training, installation and deployment, and consulting and network design activities. Revenue from this segment is included in services revenue on the Consolidated Statements of Operations. Ciena's Global Services are considered a distinct performance obligation where revenue is generally recognized over time. Revenue from maintenance support is recognized ratably over the period during which the services are performed. Revenue from installation and deployment services and consulting and network design services is recognized over time with Ciena applying the input method to determine the amount of revenue to be recognized in a given period. Revenue from training services is generally recognized at a point in time upon completion of the service.

### Contract Balances

The following table provides information about receivables, contract assets and contract liabilities (deferred revenue) from contracts with customers (in thousands):

	Balance at November 2, 2024		Balance at October 28, 2023	
Accounts receivable, net	\$	908,597	\$	1,003,876
Contract assets for unbilled accounts receivable, net	\$	127,919	\$	150,312
Deferred revenue	\$	237,619	\$	228,460

Ciena's contract assets represent unbilled accounts receivable, net, where transfer of a product or service has occurred but invoicing is conditional upon completion of future performance obligations. These amounts are primarily related to installation and deployment and professional services arrangements where transfer of control has occurred, but Ciena has not yet invoiced the customer. Contract assets are included in prepaid expenses and other on the Consolidated Balance Sheets. See Note 10 below.

Deferred Revenue represents contract liabilities and consists of advanced payments against non-cancelable customer orders received prior to revenue recognition. Ciena recognized approximately \$153.9 million and \$135.5 million of revenue during fiscal 2024 and 2023, respectively, that was included in the deferred revenue balance at November 2, 2024 and October 28, 2023, respectively. Revenue recognized due to changes in transaction price from performance obligations satisfied or partially satisfied in previous periods was immaterial during fiscal 2024 and 2023.

### Capitalized Contract Acquisition Costs

Capitalized contract acquisition costs consist of deferred sales commissions and were \$28.4 million and \$30.2 million as of November 2, 2024 and October 28, 2023, respectively, and are included in (i) prepaid expenses and other and (ii) other long-term assets. The amortization expense associated with these costs was \$30.5 million and \$34.2 million during fiscal 2024 and fiscal 2023, respectively, and are included in selling and marketing expense on the Consolidated Statements of Operations.

*Remaining Performance Obligations*

Remaining Performance Obligations (“RPO”) are comprised of non-cancelable customer purchase orders for products and services that are awaiting transfer of control for revenue recognition under the applicable contract terms. As of November 2, 2024, the aggregate amount of RPO was \$1.6 billion. As of November 2, 2024, Ciena expects approximately 77% of the RPO to be recognized as revenue within the next twelve months.

**(3) BUSINESS COMBINATIONS***Fiscal 2023 Acquisitions: Benu and Tibit*

On November 17, 2022, Ciena acquired Benu, a portfolio of cloud-native software solutions, including a virtual Broadband Network Gateway ((v)BNG), that complements Ciena’s existing portfolio of broadband access solutions. On December 30, 2022, Ciena acquired Tibit, a provider and developer of passive optical network (“PON”)-specific hardware and operating software that can be integrated into a carrier-grade Ethernet switch and will strengthen Ciena’s portfolio of next-generation PON solutions that support residential, enterprise, and mobility use cases. These businesses were acquired for an aggregate of approximately \$291.7 million, of which \$244.7 million was paid in cash, and \$47.0 million represents the fair value of Ciena’s previously held cost method equity investment in Tibit. The acquisition of Tibit triggered the remeasurement of Ciena’s previously held investment in Tibit to fair value, which resulted in Ciena recognizing a gain on its cost method equity investment of \$26.5 million. Each of these transactions has been accounted for as the acquisition of a business.

Ciena incurred approximately \$3.4 million in acquisition-related costs associated with these acquisitions. These costs and expenses primarily include fees associated with financial, legal, and accounting advisors and employment-related costs. These costs were recorded in acquisition and integration costs on the Consolidated Statements of Operations.

The following table summarizes the final purchase price allocation related to the acquisitions based on the estimated fair value of the acquired assets and assumed liabilities (in thousands):

	Amount
Cash and cash equivalents	\$ 14,634
Accounts receivable, net	443
Inventories, net	1,406
Prepaid expenses and other	810
Equipment, furniture and fixtures	1,090
Goodwill	116,644
Developed technology	75,400
In-process technology	89,100
Customer relationships and contracts	18,400
Order backlog	2,480
Deferred tax asset, net	(26,429)
Accounts payable	(420)
Accrued liabilities and other short-term obligations	(874)
Deferred revenue	(851)
Other long-term obligations	(144)
Total purchase consideration	\$ 291,689

Developed technology represents purchased technology that has reached technological feasibility and for which the acquired companies had substantially completed development as of the date of acquisition. Fair value was determined using future discounted cash flows related to the projected income stream of the developed technology for a discrete projection period. Cash flows were discounted to their present value as of the closing date. Developed technology is amortized on a straight-line basis over its estimated useful life of five years.

In-process technology represents purchased technology that had not reached technological feasibility as of the date of acquisition. Fair value was determined using future discounted cash flows related to the projected income stream of the in-process technology for a discrete projection period. Cash flows were discounted to their present value as of the closing date. Upon completion of the in-process technology, it will be amortized on a straight line basis over its estimated useful life, which will be determined on that date.

Customer relationships and contracts represent agreements with existing Tibit customers and have an estimated useful life of three years. Order backlog is amortized over the fulfillment period.

The goodwill generated from these acquisitions is primarily related to expected economic synergies. The total goodwill amount was recorded in the Networking Platforms segment. The goodwill is not deductible for income tax purposes.

Pro forma disclosures have not been included due to immateriality. The amounts of revenue and earnings for these acquisitions since the acquisition dates, which are included on the Consolidated Statements of Operations for the reporting period, are immaterial.

#### *Fiscal 2022 Acquisitions: Vyatta and Xelic*

On November 1, 2021, Ciena acquired AT&T's Vyatta Software Technology ("Vyatta"), a provider of software-based virtual routing and switching technology. AT&T is a customer of Ciena; see Note 2 above. On March 9, 2022, Ciena acquired Xelic, Inc., a provider and developer of field programmable gate array (FPGA) and application-specific integrated circuit (ASIC) technology and optical networking IP cores. These businesses were acquired for an aggregate of approximately \$64.1 million, of which \$63.3 million was paid in cash and \$0.8 million represents a future payable arrangement. These transactions have each been accounted for as the acquisition of a business.

Ciena incurred approximately \$1.7 million in acquisition-related costs associated with these acquisitions. These costs and expenses primarily include fees associated with financial, legal and accounting advisors. These costs were recorded in acquisition and integration costs in the Consolidated Statements of Operations.

The following table summarizes the final purchase price allocation related to the acquisitions based on the estimated fair value of the acquired assets and assumed liabilities (in thousands):

	Amount
Cash and cash equivalents	\$ 201
Prepaid expenses and other	1,614
Equipment, furniture and fixtures	694
Customer relationships and contracts	15,800
Developed technology	32,491
Goodwill	17,698
Accrued liabilities	(4,434)
Total purchase consideration	\$ 64,064

Customer relationships and contracts represent agreements with existing Vyatta customers and have an estimated useful life of two years.

Developed technology represents purchased technology that has reached technological feasibility and for which the acquired companies had substantially completed development as of the date of acquisition. Fair value was determined using future discounted cash flows related to the projected income stream of the developed technology for a discrete projection period. Cash flows were discounted to their present value as of the closing date. Developed technology is amortized on a straight-line basis over its estimated useful life of five years.

The goodwill generated from these acquisitions is primarily related to expected economic synergies. The total goodwill amount was recorded in the Networking Platforms segment. Goodwill is not deductible for income tax purposes.

Pro forma disclosures have not been included due to immateriality. The amounts of revenue and earnings for these acquisitions since the acquisition dates, which are included in the Consolidated Statements of Operations for the reporting period, are immaterial.

#### **(4) SIGNIFICANT ASSET IMPAIRMENT AND RESTRUCTURING COSTS**

Ciena has undertaken a number of restructuring activities intended to reduce expense and align its workforce and costs with market opportunities, product development and business strategies. The following table sets forth the restructuring activity and balance of the restructuring liability accounts, which are included in accrued liabilities and other short-term obligations on Ciena's Consolidated Balance Sheets, for the fiscal years indicated (in thousands):

	Workforce reduction	Other restructuring activities	Total
Balance at October 30, 2021	\$ 781	\$ —	\$ 781
Charges	3,156 <sup>(1)</sup>	26,814 <sup>(2)</sup>	29,970
Cash payments	(2,722)	(22,194)	(24,916)
Balance at October 29, 2022	1,215	4,620	5,835
Charges	6,885 <sup>(1)</sup>	16,949 <sup>(2)</sup>	23,834
Cash payments	(6,187)	(21,569)	(27,756)
Balance at October 28, 2023	1,913	—	1,913
Charges	15,408 <sup>(1)</sup>	9,184 <sup>(2)</sup>	24,592
Cash payments	(15,394)	(9,184)	(24,578)
Balance at November 2, 2024	\$ 1,927	\$ —	\$ 1,927
Current restructuring liabilities	\$ 1,927	\$ —	\$ 1,927

<sup>(1)</sup> Reflects employee costs associated with a global workforce reduction of approximately 420, 120 and 60 employees during fiscal 2024, 2023 and 2022, respectively, as part of a business optimization strategy to improve gross margin, constrain operating expense and redesign certain business processes.

<sup>(2)</sup> Primarily represents the redesign of certain business processes associated with Ciena's supply chain and distribution structure reorganization and costs related to restructured real estate facilities.

### Significant Asset Impairments

In February 2022, armed conflict escalated between Russia and Ukraine. The United States and certain other countries have imposed sanctions on Russia and could impose further sanctions. On March 7, 2022, Ciena announced its decision to suspend its business operations in Russia. As a result, Ciena recorded impairment charges of approximately \$3.8 million, of which \$1.8 million was a provision for credit losses.

### (5) INTEREST AND OTHER INCOME, NET

The components of interest and other income, net, were as follows (in thousands):

	Year Ended		
	November 2, 2024	October 28, 2023	October 29, 2022
Interest income	\$ 62,121	\$ 45,011	\$ 10,060
Gains (losses) on non-hedge designated foreign currency forward contracts	1,377	(3,896)	(4,018)
Foreign currency exchange gains (losses)	(11,653)	(427)	2,501
Gain on equity investments, net	—	26,368	4,120
Other	(1,584)	(5,048)	(5,916)
Interest and other income, net	\$ 50,261	\$ 62,008	\$ 6,747

During the first quarter of fiscal 2023, the acquisition of Tibit triggered the remeasurement of Ciena's previously held investment in Tibit to fair value, which resulted in Ciena recognizing a gain on its equity investment of \$26.5 million. See Note 3 above. During fiscal 2022, Ciena recorded a net gain of \$4.1 million on its equity investments.

Ciena Corporation, as the U.S. parent entity, uses the U.S. Dollar as its functional currency; however, some of its foreign branch offices and subsidiaries use the local currency as their functional currency. During fiscal 2024 and 2023, Ciena recorded \$11.7 million and \$0.4 million, respectively, in exchange rate losses as a result of monetary assets and liabilities that were transacted in a currency other than the entity's functional currency. During fiscal 2022, Ciena recorded \$2.5 million in exchange

rate gains as a result of monetary assets and liabilities that were transacted in a currency other than the entity's functional currency. The related remeasurement adjustments were recorded in interest and other income, net on the Consolidated Statements of Operations. From time to time, Ciena uses foreign currency forwards to hedge certain of these balance sheet exposures. These forwards are not designated as hedges for accounting purposes, and any net gain or loss associated with these derivatives is reported in interest and other income, net on the Consolidated Statements of Operations. During fiscal 2024, Ciena recorded a gain of \$1.4 million from non-hedge designated foreign currency forward contracts. During fiscal 2023 and 2022, Ciena recorded losses of \$3.9 million and \$4.0 million, respectively, from non-hedge designated foreign currency forward contracts.

## (6) CASH EQUIVALENT, SHORT-TERM AND LONG-TERM INVESTMENTS

As of the dates indicated, investments classified as available-for-sale are comprised of the following (in thousands):

	November 2, 2024			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. government obligations	\$ 285,492	\$ 751	\$ (62)	\$ 286,181
Corporate debt securities	111,103	137	(97)	111,143
Time deposits	92,803	4	(3)	92,804
	<u>\$ 489,398</u>	<u>\$ 892</u>	<u>\$ (162)</u>	<u>\$ 490,128</u>
Included in cash equivalents	\$ 92,865	\$ —	\$ —	\$ 92,865
Included in short-term investments	315,654	734	(45)	316,343
Included in long-term investments	80,879	158	(117)	80,920
	<u>\$ 489,398</u>	<u>\$ 892</u>	<u>\$ (162)</u>	<u>\$ 490,128</u>

	October 28, 2023			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. government obligations	\$ 170,260	\$ 28	\$ (379)	\$ 169,909
Corporate debt securities	59,683	1	(115)	59,569
Time deposits	138,830	4	(5)	138,829
	<u>\$ 368,773</u>	<u>\$ 33</u>	<u>\$ (499)</u>	<u>\$ 368,307</u>
Included in cash equivalents	\$ 129,276	\$ —	\$ —	\$ 129,276
Included in short-term investments	105,042	4	(293)	104,753
Included in long-term investments	134,455	29	(206)	134,278
	<u>\$ 368,773</u>	<u>\$ 33</u>	<u>\$ (499)</u>	<u>\$ 368,307</u>

The following table summarizes the legal maturities of debt investments at November 2, 2024 (in thousands):

	November 2, 2024	
	Amortized Cost	Estimated Fair Value
Less than one year	\$ 408,519	\$ 409,208
Due in 1-2 years	80,879	80,920
	<u>\$ 489,398</u>	<u>\$ 490,128</u>

## (7) FAIR VALUE MEASUREMENTS

As of the dates indicated, the following tables summarize the fair value of assets and liabilities that were recorded at fair value on a recurring basis (in thousands):

	November 2, 2024			
	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Money market funds	\$ 636,097	\$ —	\$ —	\$ 636,097
Bond mutual fund	112,703	—	—	112,703
Time deposits	92,804	—	—	92,804
Deferred compensation plan assets	16,519	—	—	16,519
U.S. government obligations	—	286,181	—	286,181
Corporate debt securities	—	111,143	—	111,143
Foreign currency forward contracts	—	2,149	—	2,149
Interest rate swaps	—	11,777	—	11,777
Total assets measured at fair value	<u>\$ 858,123</u>	<u>\$ 411,250</u>	<u>\$ —</u>	<u>\$ 1,269,373</u>
<b>Liabilities:</b>				
Foreign currency forward contracts	\$ —	\$ 9,155	\$ —	\$ 9,155
Total liabilities measured at fair value	<u>\$ —</u>	<u>\$ 9,155</u>	<u>\$ —</u>	<u>\$ 9,155</u>

	October 28, 2023			
	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Money market funds	\$ 661,101	\$ —	\$ —	\$ 661,101
Bond mutual fund	104,171	—	—	104,171
Time deposits	138,829	—	—	138,829
Deferred compensation plan assets	11,456	—	—	11,456
U.S. government obligations	—	169,909	—	169,909
Commercial paper	—	59,569	—	59,569
Foreign currency forward contracts	—	1,119	—	1,119
Interest rate swaps	—	24,953	—	24,953
Total assets measured at fair value	<u>\$ 915,557</u>	<u>\$ 255,550</u>	<u>\$ —</u>	<u>\$ 1,171,107</u>
<b>Liabilities:</b>				
Foreign currency forward contracts	\$ —	\$ 14,509	\$ —	\$ 14,509
Total liabilities measured at fair value	<u>\$ —</u>	<u>\$ 14,509</u>	<u>\$ —</u>	<u>\$ 14,509</u>

As of the dates indicated, the assets and liabilities above were presented on Ciena's Consolidated Balance Sheets as follows (in thousands):



	November 2, 2024			
	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Cash equivalents	\$ 832,239	\$ 9,426	\$ —	\$ 841,665
Short-term investments	9,365	306,978	—	316,343
Prepaid expenses and other	—	2,149	—	2,149
Long-term investments	—	80,920	—	80,920
Other long-term assets	16,519	11,777	—	28,296
<b>Total assets measured at fair value</b>	<b>\$ 858,123</b>	<b>\$ 411,250</b>	<b>\$ —</b>	<b>\$ 1,269,373</b>
<b>Liabilities:</b>				
Accrued liabilities and other short-term obligations	\$ —	\$ 9,155	\$ —	\$ 9,155
<b>Total liabilities measured at fair value</b>	<b>\$ —</b>	<b>\$ 9,155</b>	<b>\$ —</b>	<b>\$ 9,155</b>

	October 28, 2023			
	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Cash equivalents	\$ 891,788	\$ 2,760	\$ —	\$ 894,548
Short-term investments	12,313	92,440	—	104,753
Prepaid expenses and other	—	1,119	—	1,119
Long-term investments	—	134,278	—	134,278
Other long-term assets	11,456	24,953	—	36,409
<b>Total assets measured at fair value</b>	<b>\$ 915,557</b>	<b>\$ 255,550</b>	<b>\$ —</b>	<b>\$ 1,171,107</b>
<b>Liabilities:</b>				
Accrued liabilities and other short-term obligations	\$ —	\$ 14,509	\$ —	\$ 14,509
<b>Total liabilities measured at fair value</b>	<b>\$ —</b>	<b>\$ 14,509</b>	<b>\$ —</b>	<b>\$ 14,509</b>

Ciena did not have any transfers between Level 1 and Level 2 fair value measurements during the periods presented.

## (8) ACCOUNTS RECEIVABLE

As of November 2, 2024, two customers accounted for 13.0% and 12.0% of net accounts receivable, respectively. As of October 28, 2023, two customers accounted for 11.0% and 10.0% of net accounts receivable, respectively. Ciena has not historically experienced a significant amount of bad debt expense. The following table summarizes the activity in Ciena's allowance for credit losses for the fiscal years indicated (in thousands):

Year Ended	Beginning Balance	Provisions	Net Deductions	Ending Balance
October 29, 2022 <sup>(1)</sup>	\$ 10,912	\$ 4,199	\$ 4,153	\$ 10,958
October 28, 2023	\$ 10,958	\$ 5,718	\$ 5,022	\$ 11,654
November 2, 2024	\$ 11,654	\$ 7,996	\$ 9,770	\$ 9,880

<sup>(1)</sup> On March 7, 2022, Ciena announced its decision to suspend its business operations in Russia. As a result, Ciena's allowance for doubtful accounts includes a provision for a significant asset impairment of \$1.8 million for a trade receivable related to this decision.

### Accounts Receivable Factoring

In certain situations, Ciena may service transferred receivables which qualify as sales. Amounts sold through these arrangements during fiscal 2024, 2023, and 2022 were \$18.1 million, \$60.3 million, and \$11.8 million, respectively. Additionally, in other situations, Ciena may settle receivables through customer paying agent arrangements. Amounts settled through these arrangements for fiscal 2024, 2023, and 2022 were \$32.5 million, \$41.9 million, and \$13.4 million, respectively. Factoring related expense recorded to interest and other income, net was \$1.2 million, \$3.8 million, and \$0.9 million for fiscal 2024, 2023, and 2022, respectively.

## (9) INVENTORIES

As of the dates indicated, inventories are comprised of the following (in thousands):

	November 2, 2024	October 28, 2023
Raw materials	\$ 542,785	\$ 664,797
Work-in-process	32,219	55,242
Finished goods	324,697	314,168
Deferred cost of goods sold	27,902	66,634
Gross inventories	927,603	1,100,841
Reserve for excess and obsolescence	(107,173)	(50,003)
Inventories, net	<u>\$ 820,430</u>	<u>\$ 1,050,838</u>

Ciena has expanded its manufacturing capacity and accumulating raw materials inventory of components that were available, in some cases with expanded lead times, in an effort to prepare Ciena to produce finished goods more quickly upon the easing of supply constraints for certain common components. During fiscal 2024 Ciena reduced its raw materials inventory of components primarily due to the consumption of raw materials previously purchased.

Ciena makes estimates about future customer demand for its products when establishing the appropriate reserve for excess and obsolete inventory. For the periods presented, future demand was calculated using both customer backlog and future forecasted sales. Generally, Ciena's customers may cancel or change their orders with limited advance notice, or they may decide not to accept its products and services. Ciena writes down its inventory for estimated obsolescence or unmarketable inventory by an amount equal to the difference between the cost of inventory and the estimated net realizable value based on assumptions about future demand, which are affected by changes in Ciena's strategic direction, discontinuance of a product or introduction of newer versions of products, declines in the sales of or forecasted demand for certain products, and general market conditions. During fiscal 2024, fiscal 2023 and fiscal 2022, Ciena recorded a provision for excess and obsolescence of \$77.3 million, \$29.5 million, and \$16.2 million, respectively, primarily related to a decrease in the forecasted demand for certain Networking Platforms products primarily sold to communications service providers. Deductions from the provision for excess and obsolete inventory relate primarily to the sale of previously reserved items and disposal activities.

The following table summarizes the activity in Ciena's reserve for excess and obsolete inventory for the fiscal years indicated (in thousands):

Year Ended	Beginning Balance	Provisions	Disposals	Ending Balance
October 29, 2022	\$ 36,959	\$ 16,184	\$ 17,057	\$ 36,086
October 28, 2023	\$ 36,086	\$ 29,464	\$ 15,547	\$ 50,003
November 2, 2024	\$ 50,003	\$ 77,341	\$ 20,171	\$ 107,173

**(10) PREPAID EXPENSES AND OTHER**

As of the dates indicated, prepaid expenses and other are comprised of the following (in thousands):

	November 2, 2024	October 28, 2023
Cash advances to contract manufacturers <sup>(1)</sup>	\$ 167,337	\$ —
Contract assets for unbilled accounts receivable, net	127,919	150,312
Prepaid VAT and other taxes	106,095	96,724
Prepaid expenses	50,597	58,954
Other non-trade receivables	45,935	33,408
Product demonstration equipment, net <sup>(2)</sup>	43,245	40,682
Capitalized contract acquisition costs	20,310	23,326
Foreign currency forward contracts	2,149	1,118
Deferred deployment expense	596	1,170
	<u>\$ 564,183</u>	<u>\$ 405,694</u>

<sup>(1)</sup> Amount reflects refundable cash advances to a third-party contract manufacturer for potential future inventory purchases and transition and logistic costs for future asset relocation. Ciena has initiated a strategic reengineering and realignment of its supply chain, including changes to its systems, processes, partners and people, and this cash advance assists in facilitating such activities.

<sup>(2)</sup> Depreciation of product demonstration equipment was \$8.3 million, \$8.0 million and \$8.7 million for fiscal 2024, 2023 and 2022, respectively.

For further discussion on contract assets and capitalized contract acquisition costs, see Note 2 above.

**(11) EQUIPMENT, BUILDING, FURNITURE AND FIXTURES**

As of the dates indicated, equipment, building, furniture and fixtures are comprised of the following (in thousands):

	November 2, 2024	October 28, 2023
Equipment, furniture and fixtures	\$ 788,781	\$ 676,485
Building subject to finance lease	67,517	67,904
Leasehold improvements	77,451	74,391
Equipment, building, furniture and fixtures	933,749	818,780
Accumulated depreciation and amortization	(596,027)	(538,633)
Equipment, building, furniture and fixtures, net	<u>\$ 337,722</u>	<u>\$ 280,147</u>

During fiscal 2024, fiscal 2023 and fiscal 2022, Ciena recorded depreciation of equipment, building, furniture and fixtures, and amortization of leasehold improvements of \$84.5 million, \$84.6 million and \$87.2 million, respectively.

**(12) INTANGIBLE ASSETS**

As of the dates indicated, intangible assets are comprised of the following (in thousands):

	November 2, 2024			October 28, 2023		
	Gross Intangible	Accumulated Amortization	Net Intangible	Gross Intangible	Accumulated Amortization	Net Intangible
Developed technology	\$ 503,618	\$ (442,345)	\$ 61,273	\$ 503,618	\$ (414,941)	\$ 88,677
In-process research and development	89,100	—	89,100	89,100	—	89,100
Patents and licenses	8,795	(6,150)	2,645	8,795	(5,203)	3,592
Customer relationships, covenants not to compete, outstanding purchase orders and contracts	410,934	(398,932)	12,002	410,983	(386,725)	24,258
<b>Total intangible assets</b>	<b>\$ 1,012,447</b>	<b>\$ (847,427)</b>	<b>\$ 165,020</b>	<b>\$ 1,012,496</b>	<b>\$ (806,869)</b>	<b>\$ 205,627</b>

The aggregate amortization expense of intangible assets was \$40.6 million, \$49.6 million and \$44.3 million for fiscal 2024, fiscal 2023 and fiscal 2022, respectively. Expected future amortization of intangible assets for the fiscal years indicated is as follows (in thousands):

Fiscal Year	Amount <sup>(1)</sup>
2025	\$ 34,576
2026	23,348
2027	15,843
2028	1,991
2029	126
Thereafter	36
	<b>\$ 75,920</b>

<sup>(1)</sup> Does not include amortization of in-process research and development, as estimation of the timing of future amortization expense would be impractical.

### (13) GOODWILL

The following table presents the goodwill allocated to Ciena's operating segments as of November 2, 2024 and October 28, 2023, as well as the changes to goodwill during fiscal 2024 (in thousands):

	Balance at October 28, 2023	Translation	Balance at November 2, 2024
Platform Software and Services	\$ 156,191	\$ —	\$ 156,191
Blue Planet Automation Software and Services	89,049	—	89,049
Networking Platforms	199,525	(58)	199,467
<b>Total</b>	<b>\$ 444,765</b>	<b>\$ (58)</b>	<b>\$ 444,707</b>

### (14) OTHER BALANCE SHEET DETAILS

As of the dates indicated, other long-term assets are comprised of the following (in thousands):

	November 2, 2024	October 28, 2023
Maintenance spares inventory, net	\$ 77,918	\$ 54,042
Equity investments <sup>(1)</sup>	21,730	48
Deferred compensation plan assets	16,519	11,456
Interest rate swaps	11,777	24,953
Capitalized contract acquisition costs	8,111	6,879
Cloud computing arrangements <sup>(2)</sup>	5,641	8,589
Deferred debt issuance costs, net <sup>(3)</sup>	1,733	1,956
Restricted cash	163	168
Other	11,102	8,362
	<u>\$ 154,694</u>	<u>\$ 116,453</u>

<sup>(1)</sup> Increase is due to an equity investment in a privately held technology company during fiscal 2024.

<sup>(2)</sup> During fiscal 2024, fiscal 2023 and fiscal 2022, Ciena recorded amortization of cloud computing arrangements of \$4.9 million, \$2.6 million and \$2.8 million, respectively.

<sup>(3)</sup> Deferred debt issuance costs relate to Ciena's senior secured revolving credit facility (the "Revolving Credit Facility") entered into during fiscal 2023 and its predecessor asset-backed credit facility (described in Note 19 below). The amortization of deferred debt issuance costs for the Revolving Credit Facility and its predecessor is included in interest expense, and was \$0.3 million for fiscal 2024 and \$0.4 million for both fiscal 2023 and fiscal 2022.

As of the dates indicated, accrued liabilities and other short-term obligations are comprised of the following (in thousands):

	November 2, 2024	October 28, 2023
Compensation, payroll related tax and benefits	\$ 148,732	\$ 159,530
Warranty	55,267	57,089
Vacation	31,250	29,503
Income taxes payable	35,111	16,341
Foreign currency forward contracts	9,155	14,509
Interest payable	6,120	4,514
Finance lease liabilities	4,395	3,953
Other	103,875	145,980
	<u>\$ 393,905</u>	<u>\$ 431,419</u>

The following table summarizes the activity in Ciena's accrued warranty for the fiscal years presented (in thousands):

Year Ended	Beginning Balance	Current Year Provisions	Settlements	Ending Balance
October 29, 2022	\$ 48,019	\$ 17,440	\$ (19,956)	\$ 45,503
October 28, 2023	\$ 45,503	\$ 31,742	\$ (20,156)	\$ 57,089
November 2, 2024	\$ 57,089	\$ 25,643	\$ (27,465)	\$ 55,267

As of the dates indicated, deferred revenue is comprised of the following (in thousands):

	November 2, 2024	October 28, 2023
Products	\$ 19,017	\$ 28,353
Services	218,602	200,107
Total deferred revenue	237,619	228,460
Less current portion	(156,379)	(154,419)
Long-term deferred revenue	<u>\$ 81,240</u>	<u>\$ 74,041</u>

As of the dates indicated, other long-term obligations are comprised of the following (in thousands):

	November 2, 2024	October 28, 2023
Income tax liability	\$ 113,365	\$ 98,259
Finance lease liabilities	43,522	48,192
Deferred compensation plan liability	16,509	11,444
Other	12,542	12,512
	<u>\$ 185,938</u>	<u>\$ 170,407</u>

## (15) DERIVATIVE INSTRUMENTS

### *Foreign Currency Derivatives*

Ciena conducts business globally in many currencies, and thus is exposed to foreign currency exchange rate changes. To limit this exposure, Ciena entered into foreign currency contracts. Ciena does not enter into such contracts for speculative purposes.

As of November 2, 2024 and October 28, 2023, Ciena had forward contracts to hedge its foreign exchange exposure in order to reduce variability in certain currencies for expenses principally related to research and development activities. The notional amount of these contracts was approximately \$257.0 million and \$367.3 million as of November 2, 2024 and October 28, 2023, respectively. These foreign exchange contracts have maturities of 24 months or less, and have been designated as cash flow hedges.

As of November 2, 2024 and October 28, 2023, Ciena had forward contracts designated as net investment hedges to minimize the effect of foreign exchange rate movements on its net investments in foreign operations. In April 2024, Ciena terminated a portion of its existing net investment hedges for a cash loss of \$0.6 million, which was recorded to other comprehensive income (loss). Ciena replaced its terminated net investment hedges with new net investment hedges. The notional amount of these contracts was approximately \$65.4 million and \$48.0 million as of November 2, 2024 and October 28, 2023, respectively. These foreign exchange contracts have maturities of 36 months or less and have been designated as net investment hedges.

As of November 2, 2024 and October 28, 2023, Ciena had forward contracts in place to hedge its foreign exchange exposure in order to reduce the variability in various currencies of certain balance sheet items. The notional amount of these contracts was approximately \$201.2 million and \$226.3 million as of November 2, 2024 and October 28, 2023, respectively. These foreign exchange contracts have maturities of 12 months or less and have not been designated as hedges for accounting purposes.

### *Interest Rate Derivatives*

Ciena is exposed to floating rates of interest on its term loan borrowings (see Note 18 below) and has hedged such risk by entering into floating-to-fixed interest rate swap arrangements (“interest rate swaps”).

In April 2022, Ciena entered into forward starting interest rate swaps to fix the Secured Overnight Financing Rate (“SOFR”) for the first \$350.0 million its floating rate debt at 2.968% from September 2023 through September 2025 (“2025 interest rate swaps”). The total notional amount of the 2025 interest swaps was \$350 million as of November 2, 2024 and October 28, 2023.

In January 2023, Ciena entered into interest rate swaps to fix the SOFR rate for an additional \$350.0 million of its floating rate debt at 3.47% through January 2028 (“2028 interest rate swaps”). The total notional amount of the 2028 interest rate swaps in effect as of November 2, 2024 and October 28, 2023 was \$350.0 million.

In December 2023, Ciena entered into forward starting interest rate swaps to fix SOFR for an additional \$350.0 million of its floating rate debt at 3.287% from September 2025 through December 2028 (“2028 forward starting interest rate swaps”). The total notional amount of the 2028 forward starting interest rate swaps effective September 2025 was \$350.0 million as of November 2, 2024.

Ciena expects the variable rate payments to be received under the terms interest rate swaps to offset exactly the forecasted variable rate payments on the equivalent notional amount of the 2030 New Term Loan (as defined in Note 18 below). These derivative contracts have been designated as cash flow hedges.

Other information regarding Ciena’s derivatives is immaterial for separate financial statement presentation. See Notes 5 and 7 above.

## (16) ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following table summarizes the changes in accumulated balances of other comprehensive income (“AOCI”), net of tax (in thousands):

	Unrealized Gain (Loss) on			Cumulative Translation Adjustment	Total
	Available-for-Sale Securities	Foreign Currency Forward Contracts	Interest Rate Swaps		
Balance at October 30, 2021	\$ (164)	\$ 6,216	\$ (12,179)	\$ 6,566	\$ 439
Other comprehensive gain (loss) before reclassifications	(2,801)	(16,299)	14,512	(49,446)	(54,034)
Amounts reclassified from AOCI	—	(114)	7,064	—	6,950
Balance at October 29, 2022	(2,965)	(10,197)	9,397	(42,880)	(46,645)
Other comprehensive gain (loss) before reclassifications	2,593	(8,455)	19,600	(5,321)	8,417
Amounts reclassified from AOCI	—	10,496	(10,035)	—	461
Balance at October 28, 2023	(372)	(8,156)	18,962	(48,201)	(37,767)
Other comprehensive gain (loss) before reclassifications	1,170	(1,424)	4,574	(3,096)	1,224
Amounts reclassified from AOCI	—	4,700	(14,868)	—	(10,168)
Balance at November 2, 2024	\$ 798	\$ (4,880)	\$ 8,668	\$ (51,297)	\$ (46,711)

All amounts reclassified from AOCI related to settlement (gains) losses on foreign currency forward contracts designated as cash flow hedges impacted research and development expense on the Consolidated Statements of Operations. All amounts reclassified from AOCI related to settlement (gains) losses on interest rate swaps designated as cash flow hedges impacted interest and other income, net on the Consolidated Statements of Operations.

## (17) LEASES

Ciena leases approximately 1.1 million square feet of facilities globally. Ciena’s corporate headquarters are located in Hanover, Maryland. Ciena’s largest facilities are research and development centers located in Ottawa, Canada and Gurgaon, India. Ciena also leases smaller engineering facilities in the United States, Canada, and Europe. In addition, Ciena leases various smaller offices in regions throughout the world to support sales and services operations. Office facilities are leased under various non-cancelable operating or finance leases. Ciena’s current leases have remaining terms that vary up to 8 years. Certain leases provide for options to extend up to 10 years and/or options to terminate within 4 years.

Leases included on the Consolidated Balance Sheets for the fiscal periods indicated were as follows (in thousands):

	Classification	Balance at November 2, 2024	Balance at October 28, 2023
Operating leases:			
Operating ROU Assets	Operating right-of-use assets	\$ 27,417	\$ 35,140
Operating lease liabilities	Operating lease liabilities and Long-term operating lease liabilities	\$ 39,562	\$ 49,914
Finance leases:			
Buildings, gross	Equipment, building, furniture and fixtures, net	\$ 67,517	\$ 67,904
Less: accumulated depreciation	Equipment, building, furniture and fixtures, net	(34,206)	(30,079)
Buildings, net		\$ 33,311	\$ 37,825
Finance lease liabilities	Accrued liabilities and other short-term obligations and other long-term obligations	\$ 47,917	\$ 52,145

ROU assets that involve subleased or vacant space aggregate \$4.9 million as of November 2, 2024. Finance lease buildings, net, that involve subleased or vacant space aggregate \$5.3 million as of November 2, 2024. These assets may become impaired if tenants are unable to service their obligations under the sublease, and/or if the estimates as to occupancy are not realized.

For the periods indicated, the components of lease expense included in the Consolidated Statements of Operations were as follows (in thousands):

	Classification	Year Ended November 2, 2024	Year Ended October 28, 2023	Year Ended October 29, 2022
Operating lease costs	Operating expense	\$ 13,595	\$ 16,080	\$ 17,966
Finance lease cost:				
Amortization of finance ROU asset	Operating expense	4,406	4,448	4,592
Interest on finance lease liabilities	Interest expense	3,769	4,069	4,601
Total finance lease cost		8,175	8,517	9,193
Non-capitalized lease cost	Operating expense	954	910	917
Variable lease cost <sup>(1)</sup>	Operating expense	2,562	3,421	5,898
Net lease cost <sup>(2)</sup>		\$ 25,286	\$ 28,928	\$ 33,974

<sup>(1)</sup> Variable lease costs include expenses relating to insurance, taxes, maintenance and other costs required by the applicable operating lease. Variable lease costs are determined by whether they are to be included in base rent and if amounts are based on a consumer price index.

<sup>(2)</sup> Excludes other operating expense of \$5.3 million, \$6.5 million, and \$12.8 million for the fiscal years ended November 2, 2024, October 28, 2023, and October 29, 2022, respectively, related to amortization of leasehold improvements.

Future minimum lease payments and the present value of minimum lease payments related to operating and finance leases as of November 2, 2024 were as follows (in thousands):



Fiscal Year	Operating Leases	Finance Leases	Total
2025	\$ 15,601	\$ 7,749	\$ 23,350
2026	11,187	7,779	18,966
2027	6,587	8,049	14,636
2028	2,157	8,319	10,476
2029	2,578	8,319	10,897
Thereafter	5,393	22,937	28,330
Total lease payments	43,503	63,152	106,655
Less: Imputed interest	(3,941)	(15,235)	(19,176)
Present value of lease liabilities	39,562	47,917	87,479
Less: Current portion of present value of minimum lease payments	14,455	4,395	18,850
Long-term portion of present value of minimum lease payments	\$ 25,107	\$ 43,522	\$ 68,629

The weighted average remaining lease terms and weighted average discount rates for operating and finance leases were as follows (in thousands):

Weighted-average remaining lease term in years:	As of November 2, 2024	As of October 28, 2023
Operating leases	4.00	4.07
Finance leases	7.71	8.71
Weighted-average discount rates:		
Operating leases	4.29 %	3.88 %
Finance leases	7.56 %	7.56 %

## (18) SHORT-TERM AND LONG-TERM DEBT

### *Outstanding Term Loan Payable*

#### *2030 New Term Loan*

On October 24, 2023, Ciena, together with certain of its domestic subsidiaries as guarantors, entered into an Incremental Amendment Agreement (the "Amendment") to its Credit Agreement, dated July 15, 2014, as amended (the "Credit Agreement"), by and among Ciena, certain of its subsidiaries, the lenders party thereto, and Bank of America, N.A., as administrative agent ("Bank of America"), to which Ciena incurred a new tranche of senior secured term loans in an aggregate principal amount of \$1.2 billion (the "2030 New Term Loan") and a new senior secured revolving credit facility of \$300 million (the "Revolving Credit Facility" as defined in Note 19 below).

The proceeds of the 2030 New Term Loan, net of original issuance discount, replaced, in full, \$668.7 million of outstanding principal of Ciena's prior senior secured term loan maturing September 28, 2025 (the "2025 Term Loan") and \$497.5 million of outstanding principal of Ciena's prior senior secured term loan maturing January 19, 2030 (the "2030 Term Loan" and, together with the 2025 Term Loan, the "Refinanced Term Loans"), including accrued interest, and paid transaction fees and expenses, resulting in proceeds of \$0.8 million. The 2030 New Term Loan requires Ciena to make installment payments of \$2.9 million on a quarterly basis.

Based on the continuation of existing lenders and the addition of new lenders, this arrangement was primarily accounted for as a modification of debt and, as such, \$6.0 million of debt issuance costs associated with the 2030 New Term Loan were expensed. The aggregate balance of approximately \$4.4 million of debt issuance costs and approximately \$2.2 million of original discount from the Refinanced Term Loans, \$0.1 million of debt issuance costs associated with new lenders for the 2030 New Term Loan, and approximately \$2.9 million of original discount from the 2030 New Term Loan, were included in the carrying value of the 2030 New Term Loan.

The Amendment amends the Credit Agreement and provides that the 2030 New Term Loan will, among other things:

- mature on October 24, 2030;

- amortize in equal quarterly installments in aggregate amounts equal to 0.25% of the principal amount of the 2030 New Term Loan as of January 19, 2023, or \$2.9 million, or \$11.7 million annually, with the balance payable at maturity;
- be subject to mandatory prepayment upon the occurrence of certain specified events substantially similar to the Refinanced Term Loans, including upon the occurrence of certain specified events such as asset sales, debt issuances, and receipt of annual Excess Cash Flow (as defined in the Credit Agreement);
- bear interest, at Ciena’s election, at a per annum rate equal to (a) SOFR (subject to a floor of 0.00%) plus an applicable margin of 2.00%, or (b) a base rate (subject to a floor of 1.00%) plus an applicable margin of 1.00%; and

Among other things, the Amendment also amends the Credit Agreement by (i) modifying the “accordion” feature to provide for incremental term loan facilities (the “Incremental Term Loans”) in an aggregate amount not to exceed the sum of (A) the greater of (1) \$640 million and (2) an amount equal to consolidated EBITDA on a pro forma basis for the most recently ended four-quarter period and (B) an amount (1) in the case of secured incremental term facilities that rank pari passu with or junior to the 2030 New Term Loan, such that the Total Secured Net Leverage Ratio (as defined in the Credit Agreement) would not be greater than 3.00 to 1.00 at the time of incurrence and (2) in the case of unsecured incremental term facilities, such that the Interest Coverage Ratio (as defined in the Credit Agreement) would not be less than 2.00 to 1.00 at the time of incurrence, subject to certain conditions, including obtaining commitments from any one or more lenders, whether or not currently party to the Credit Agreement, to provide such increased amounts and (ii) amending certain negative covenants.

The net carrying value of the 2030 New Term Loan was comprised of the following as of the date indicated (in thousands):

	November 2, 2024				October 28, 2023
	Principal Balance	Unamortized Discount	Deferred Debt Issuance Costs	Net Carrying Value	Net Carrying Value
2030 New Term Loan	\$ 1,158,300	\$ (4,359)	\$ (5,594)	\$ 1,148,347	\$ 1,159,371

Deferred debt issuance costs that were deducted from the carrying amount of the 2030 New Term Loan totaled \$5.6 million as of November 2, 2024 and \$5.5 million as of October 28, 2023. Deferred debt issuance costs are amortized using the straight-line method, which approximates the effect of the effective interest rate, through the maturity of the 2030 New Term Loan. The amortization of deferred debt issuance costs for the 2030 New Term Loan is included in interest expense, and was \$0.9 million during fiscal 2024 and \$0.1 million during fiscal 2023.

As of November 2, 2024, the estimated fair value of the 2030 New Term Loan was \$1.2 billion. The 2030 New Term Loan is categorized as Level 2 in the fair value hierarchy. Ciena estimated the fair value of its 2030 New Term Loan using a market approach based on observable inputs, such as current market transactions involving comparable securities.

#### *Refinanced Term Loans*

The proceeds of the 2030 New Term Loan, net of original issuance discount, were used to repay in full \$1.2 billion of outstanding principal of the Refinanced Term Loans, including accrued interest.

#### *2025 Term Loan*

On January 19, 2023, in connection with the Incremental Agreement (as defined below) to the Credit Agreement (as defined below), the Credit Agreement was amended to replace LIBOR with SOFR for the 2025 Term Loan in response to pending impact of FASB Accounting Standards Codification 848, Reference Rate Reform. Deferred debt issuance costs are amortized using the straight-line method, which approximates the effect of the effective interest rate method, through the maturity of the 2025 Term Loan. The amortization of deferred debt issuance costs for the 2025 Term Loan is included in interest expense, and was \$0.6 million for fiscal 2023.

#### *2030 Term Loan*

On January 19, 2023, Ciena entered into an Incremental Joinder and Amendment Agreement (the “Incremental Agreement”) to its Credit Agreement, dated July 15, 2014, as amended, by and among Ciena, the lenders party thereto and Bank of America, N.A., as administrative agent, pursuant to which Ciena incurred a new tranche of senior secured term loans in an aggregate principal amount of \$500.0 million and maturing on January 19, 2030 (the “2030 Term Loan”). Net of original issue discount and debt issuance costs, the \$492.5 million in proceeds from the 2030 Term Loan were intended to be used for general corporate purposes.

The Incremental Agreement amended the Credit Agreement and provided that the 2030 Term Loan would, among other things:

- mature on January 19, 2030;
- amortize in equal quarterly installments in aggregate amounts equal to 0.25% of the principal amount of the 2030 Term Loan as of January 19, 2023, or \$1.25 million, with the balance payable at maturity;
- be subject to mandatory prepayment on the same basis as the 2025 Term Loan, including on the occurrence of certain specified events such as asset sales, debt issuances, and receipt of annual Excess Cash Flow (as defined in the Credit Agreement);
- bear interest, at Ciena’s election, at a per annum rate equal to (a) SOFR (subject to a floor of 0.00%) plus an applicable margin of 2.50%, or (b) a base rate (subject to a floor of 1.00%) plus an applicable margin of 1.50%; and
- be repayable at any time at Ciena’s election, provided that repayment of the 2030 Term Loan with proceeds of certain indebtedness prior to July 19, 2023 will require a prepayment premium of 1.00% of the aggregate principal amount of such prepayment.

Except as amended by the Incremental Agreement, the remaining terms of the Credit Agreement remained in full force and effect.

Deferred debt issuance costs are amortized using the straight-line method, which approximates the effect of the effective interest rate, through the maturity of the 2030 Term Loan. The amortization of deferred debt issuance costs for the 2030 Term Loan is included in interest expense and was \$0.5 million for fiscal 2023.

#### 2030 Notes

On January 18, 2022, Ciena entered into an Indenture among Ciena, as issuer, certain domestic subsidiaries of Ciena, as guarantors, and U.S. Bank National Association, as trustee, pursuant to which Ciena issued \$400.0 million in aggregate principal amount of 4.00% senior notes due 2030 (the “2030 Notes”).

The net carrying value of the 2030 Notes was comprised of the following for the period indicated (in thousands):

	November 2, 2024			October 28, 2023
	Principal Balance	Deferred Debt Issuance Costs	Net Carrying Value	Net Carrying Value
2030 Senior Notes 4.00% fixed-rate	\$ 400,000	\$ (3,573)	\$ 396,427	\$ 395,735

Deferred debt issuance costs that were deducted from the carrying amount of the 2030 Notes totaled \$3.6 million as of November 2, 2024 and \$4.3 million as of October 28, 2023. Deferred debt issuance costs are amortized using the straight-line method, which approximates the effect of the effective interest rate, through the maturity of the 2030 Notes. The amortization of deferred debt issuance costs for the 2030 Notes is included in interest expense, and was \$0.7 million during fiscal 2024 and fiscal 2023.

As of November 2, 2024, the estimated fair value of the 2030 Notes was \$368.0 million. The 2030 Notes are categorized as Level 2 in the fair value hierarchy. Ciena estimated the fair value of its 2030 Notes using a market approach based on observable inputs, such as current market transactions involving comparable securities.

#### (19) REVOLVING CREDIT FACILITY

On February 10, 2023, pursuant to an ABL Credit Agreement dated October 28, 2019, as amended (the “ABL Credit Agreement”), by and among Ciena, certain of its subsidiaries, the lenders party thereto, and Bank of America, as administrative agent, Ciena modified its senior secured asset-backed revolving credit facility (the “ABL Credit Facility”), which provided for a total commitment of \$300.0 million to extend its maturity date to September 28, 2025.

On October 24, 2023 (the “Closing Date”), pursuant to the Incremental Amendment Agreement to the Credit Agreement (as defined in Note 18 above), Ciena incurred a new senior secured revolving credit facility of \$300.0 million (the “Revolving Credit Facility”), which replaced the ABL Credit Facility. Ciena has the option to increase the total revolving commitments under the Revolving Credit Facility to \$450.0 million, subject to certain conditions, including obtaining commitments from one or more lenders. The Credit Agreement provides that \$200.0 million of the Revolving Credit Facility is available for issuances of letters of credit and allows for swingline loans in an amount not to exceed \$50.0 million. On or about the Closing Date,

Ciena transferred to the Revolving Credit Facility certain outstanding letters of credit initially issued under the ABL Credit Facility with an undrawn amount of approximately \$65.1 million. There were no borrowings outstanding under the ABL Credit Facility as of the Closing Date. Ciena expects to use the Revolving Credit Facility to support the issuance of letters of credit that arise in the ordinary course of its business and for general corporate purposes.

The Credit Agreement provides that the Revolving Credit Facility will, among other things:

- mature on October 24, 2028;
- bear interest on outstanding borrowings, at Ciena's election, at a per annum rate equal to (a) SOFR (subject to a floor of 0.00%) plus a credit spread adjustment of 0.10% plus an applicable margin ranging from 1.375% to 2.00%, or (b) a base rate (subject to a floor of 1.00%) plus an applicable margin ranging from 0.375% to 1.00%, in each case, with the actual margin determined according to the Total Net Leverage Ratio (as defined in the Credit Agreement above);
- have a commitment fee payable on the unused portion of the Revolving Credit Facility at a per annum rate ranging from 0.225% to 0.300%, with the actual rate determined according to the Total Net Leverage Ratio; and
- include a restriction on the aggregate amount of Incremental Term Loans and certain other indebtedness that can be incurred in the future equal to an amount that would not result in the Total Net Leverage Ratio exceeding 5.00 to 1.00 at the time of incurrence.

The obligations under the Revolving Credit Facility are guaranteed by all of Ciena's subsidiaries that currently, or in the future are required to, guarantee the obligations of the 2030 New Term Loan, including, as of the Closing Date, Ciena Communications, Inc., Ciena Government Solutions, Inc., Ciena Communications International, LLC and Blue Planet Software, Inc., and are secured on a pari passu basis with the 2030 New Term Loan by a pledge of substantially all of the assets of Ciena and the guarantors. Upon the occurrence of certain events related to the improvement of Ciena's credit rating and repayment of all secured term loans ("Investment Grade Events"), all collateral securing the obligations under the Revolving Credit Facility will be released at Ciena's election.

Under the Revolving Credit Facility, Ciena is also required to maintain certain financial maintenance covenants, including:

- prior to an Investment Grade Event, a maximum Total Secured Net Leverage Ratio of no greater than 3.50 to 1.00 as of the end of any period of four fiscal quarters (provided, that in the event Ciena consummates a qualifying acquisition, Ciena can elect to increase the maximum Total Secured Net Leverage Ratio level to 4.00 to 1.00 for the fiscal quarter in which such qualifying acquisition is consummated and for the next five consecutive fiscal quarters);
- on or after an Investment Grade Event, a maximum Total Net Leverage Ratio of no greater than 4.00 to 1.00 as of the end of any period of four fiscal quarters; and
- a minimum Interest Coverage Ratio of no less than 3.00 to 1.00 as of the end of any period of four fiscal quarters.

Except as amended by the Amendment, the remaining terms of the Credit Agreement remain in full force and effect.

As of November 2, 2024, Ciena was in compliance with the above financial maintenance covenants. As of November 2, 2024, letters of credit totaling \$59.1 million were issued under our Revolving Credit Facility. There were no borrowings outstanding under the Revolving Credit Facility as of November 2, 2024.

## **(20) EARNINGS PER SHARE CALCULATION**

Basic net income per common share ("Basic EPS") is computed using the weighted average number of common shares outstanding. Diluted net income per potential common share ("Diluted EPS") is computed using the weighted average number of the following, in each case, to the extent the effect is not anti-dilutive: (i) common shares outstanding, (ii) shares issuable upon vesting of stock unit awards; and (iii) shares issuable under Ciena's employee stock purchase plan and upon exercise of outstanding stock options, using the treasury stock method.

The following table presents the calculation of Basic and Diluted EPS (in thousands except per share amounts):

	Year Ended		
	November 2, 2024	October 28, 2023	October 29, 2022
Net income	\$ 83,956	\$ 254,827	\$ 152,902
Basic weighted average shares outstanding	144,715	148,971	151,208
Effect of dilutive potential common shares	1,249	409	985
Diluted weighted average shares outstanding	145,964	149,380	152,193
Basic EPS	\$ 0.58	\$ 1.71	\$ 1.01
Diluted EPS	\$ 0.58	\$ 1.71	\$ 1.00
Antidilutive employee share-based awards, excluded	1,057	2,675	1,370

## (21) STOCKHOLDERS' EQUITY

### *Stock Repurchase Program and Accelerated Share Repurchase Agreement*

On December 9, 2021, Ciena announced that its Board of Directors replaced its previously authorized program with a program to repurchase up to \$1.0 billion of its common stock. On December 13, 2021, Ciena entered into an accelerated share repurchase agreement (the "ASR Agreement") with Goldman, Sachs & Co. LLC ("Goldman") to repurchase \$250.0 million (the "Repurchase Price") of its common stock as part of the repurchase program. Under the terms of the ASR Agreement, Ciena paid the Repurchase Price to Goldman, and received approximately 3.6 million shares of its common stock from Goldman, calculated based on the average of the volume-weighted average prices of Ciena's common stock of \$69.78 for the period from December 14, 2021 to February 11, 2022, less a discount, which completed the repurchases contemplated by the ASR Agreement. Shares repurchased pursuant to the ASR Agreement were immediately retired upon receipt. During the remainder of fiscal 2022, Ciena repurchased an additional 4.8 million shares of its common stock, for an aggregate purchase price of \$250.0 million, at an average price of \$51.53 per share.

During fiscal 2023, Ciena repurchased an additional 5.7 million shares of its common stock, for an aggregate purchase price of \$250.0 million at an average price of \$44.08 per share. During fiscal 2024, Ciena repurchased an additional 4.5 million shares of its common stock, for an aggregate purchase price of \$250.0 million at an average price of \$55.07 per share, which completed the authorized repurchases contemplated under the program. In aggregate, Ciena repurchased 18.6 million shares for an aggregate purchase price of \$1.0 billion, at an average price of \$53.63 per share.

On October 2, 2024, Ciena announced that its Board of Directors authorized a program to repurchase up to \$1.0 billion of its common stock, commencing in Ciena's fiscal year 2025 and continuing through the end of Ciena's fiscal year 2027. Ciena may purchase shares at management's discretion in the open market, in privately negotiated transactions, in transactions structured through investment banking institutions, or a combination of the foregoing. Ciena may also, from time to time, enter into Rule 10b5-1 plans to facilitate repurchases of its shares under this authorization. The amount and timing of repurchases are subject to a variety of factors including liquidity, cash flow, stock price, and general business and market conditions. The program may be modified, suspended or discontinued at any time.

The purchase price for the shares of Ciena's stock repurchased is reflected as a reduction of common stock and additional paid-in capital.

### *Impact of Inflation Reduction Act 1% Excise Tax on Share Repurchases*

Beginning fiscal 2023, a 1% excise tax on the market value of shares repurchased offset by 1% of the market value of shares issued was implemented. During fiscal 2023, a net excise tax of \$1.5 million was recorded to additional paid-in capital on the Consolidated Balance Sheets. During fiscal 2024, a net excise tax of \$1.4 million was recorded to additional paid-in capital on the Consolidated Balance Sheets.

### *Stock Repurchases Related to Restricted Stock Unit Tax Withholdings*

Ciena repurchases shares of common stock to satisfy employee tax withholding obligations due upon vesting of stock unit awards. The related purchase price of \$46.6 million for the shares of Ciena's stock repurchased during fiscal 2024 is reflected as a reduction to stockholders' equity. Ciena is required to allocate the purchase price of the repurchased shares as a reduction of common stock and additional paid-in capital.

## (22) INCOME TAXES

For the periods indicated, the provision for income taxes consists of the following (in thousands):

	Year Ended		
	November 2, 2024	October 28, 2023	October 29, 2022
Provision for income taxes:			
Current:			
Federal	\$ 70,208	\$ 36,537	\$ 27,479
State	14,106	18,860	10,289
Foreign	28,390	28,281	19,337
Total current	112,704	83,678	57,105
Deferred:			
Federal	(52,300)	(8,010)	(30,032)
State	(4,868)	(17,354)	520
Foreign	(19,642)	10,512	2,010
Total deferred	(76,810)	(14,852)	(27,502)
Provision for income taxes	\$ 35,894	\$ 68,826	\$ 29,603

For the periods indicated, income before provision for income taxes consists of the following (in thousands):

	Year Ended		
	November 2, 2024	October 28, 2023	October 29, 2022
United States	\$ 244	\$ 93,682	\$ 28,784
Foreign	119,606	229,971	153,721
Total	\$ 119,850	\$ 323,653	\$ 182,505

Ciena's foreign income tax as a percentage of foreign income may appear disproportionate compared to the expected tax based on the U.S. federal statutory rate and is dependent on the mix of earnings and tax rates in foreign jurisdictions.

For the periods indicated, the tax provision reconciles to the amount computed by multiplying income before income taxes by the U.S. federal statutory rate of 21% for fiscal 2024, fiscal 2023 and fiscal 2022 as follows:

	Year Ended		
	November 2, 2024	October 28, 2023	October 29, 2022
Provision at statutory rate	21.00 %	21.00 %	21.00 %
State taxes	5.60 %	1.65 %	2.31 %
Withholding and other foreign taxes	3.53 %	(0.09)%	(1.37)%
Research and development credit	(40.23)%	(16.78)%	(23.66)%
Non-deductible compensation	13.92 %	5.29 %	5.26 %
U.S. Taxation on foreign activity	9.59 %	5.08 %	1.73 %
Foreign Nontaxable interest	(2.96)%	(1.06)%	(1.90)%
Taxation on foreign inflation	3.03 %	1.34 %	1.41 %
Rate change	4.46 %	(3.71)%	1.27 %
Valuation allowance	2.15 %	9.44 %	8.35 %
Loss on equity transactions	— %	(1.72)%	— %
Uncertain tax positions	8.09 %	1.72 %	1.62 %
Other	1.77 %	(0.89)%	0.20 %
Effective income tax rate	29.95 %	21.27 %	16.22 %

Ciena's future income tax provisions and deferred tax balances may be affected by the amount of pre-tax income, the jurisdictions where it is earned, the existence and ability to utilize tax attributes and changes in tax laws and business reorganizations.

The significant components of deferred tax assets are as follows (in thousands):

	Year Ended	
	November 2, 2024	October 28, 2023
<b>Deferred tax assets:</b>		
Reserves and accrued liabilities	\$ 79,272	\$ 82,160
Depreciation and amortization	760,685	712,098
NOL and credit carry forward	211,792	197,984
Other	26,574	6,934
Gross deferred tax assets	1,078,323	999,176
Valuation allowance	(192,447)	(189,870)
Deferred tax asset, net of valuation allowance	<u>\$ 885,876</u>	<u>\$ 809,306</u>

A reconciliation of the beginning and ending amount of unrecognized tax benefits, excluding interest and penalties, is as follows (in thousands):

	Amount
Unrecognized tax benefits at October 30, 2021	\$ 77,091
Increase related to positions taken in prior period	4,732
Reductions related to settlements with taxing authorities	(3,229)
Increase related to positions taken in current period	2,959
Reductions related to expiration of statute of limitations	(1,039)
Unrecognized tax benefits at October 29, 2022	80,514
Increase related to positions taken in prior period	9,940
Reductions related to settlements with taxing authorities	(625)
Increase related to positions taken in current period	4,960
Reductions related to expiration of statute of limitations	(869)
Unrecognized tax benefits at October 28, 2023	93,920
Increase related to positions taken in prior period	11,482
Reductions related to settlements with taxing authorities	(4,345)
Increase related to positions taken in current period	4,340
Reductions related to expiration of statute of limitations	(116)
Unrecognized tax benefits at November 2, 2024	<u>\$ 105,281</u>

As of November 2, 2024 and October 28, 2023, Ciena had accrued \$16.3 million and \$7.9 million of interest and penalties, respectively, related to unrecognized tax benefits included in other long-term obligations on the Consolidated Balance Sheets. Interest and penalties of \$8.2 million, \$2.7 million and \$1.7 million were recorded as a net expense to the provision for income taxes during fiscal 2024, fiscal 2023 and fiscal 2022, respectively. If recognized, the entire balance of unrecognized tax benefits would impact the effective tax rate.

Changes in tax laws, regulations, administrative practices, and interpretations may impact Ciena's tax contingencies. Due to various factors, the amounts ultimately paid, if any, upon the resolution of the issues raised by the taxing authorities may differ from the amounts accrued. It is reasonably possible that within the next twelve months Ciena will receive additional assessments by various tax authorities or possibly reach resolution of income tax controversies in one or more various jurisdictions. These factors could result in changes to our contingencies related to positions on prior years' tax filings. Ciena cannot currently provide an estimate of potential changes. As statutes of limitation expire, unrecognized tax benefits including interest and penalties related to contingencies may be reversed, resulting in an income tax benefit. Over the next twelve months,

Ciena estimates that statutes on approximately \$26.4 million of unrecognized tax benefits may expire, which would result in a net tax benefit.

As of November 2, 2024, we have approximately \$93.0 million of undistributed earnings at our foreign subsidiaries that we identified in fiscal 2023 as no longer indefinitely reinvested and \$1.5 million of deferred tax liability remaining on Ciena's Consolidated Balance sheets for the income tax effects related to the future repatriation of these earnings. No additional income tax expense has been provided for any remaining undistributed foreign earnings, or any additional outside basis difference from investments in the foreign subsidiaries, as these amounts continue to be indefinitely reinvested. If remaining undistributed foreign earnings and profits of \$415.0 million were repatriated to the U.S., the provisional amount of unrecognized deferred tax liability, which is primarily related to foreign withholding taxes, is an estimated \$34.0 million; however, the amount may be lower depending on Ciena's ability to utilize tax credits associated with the distribution. Additionally, there are no other significant temporary differences for which a deferred tax liability or asset is not being recognized.

As of November 2, 2024, Ciena continues to maintain a valuation allowance of \$192.4 million against its gross deferred tax assets primarily. The valuation allowance is primarily related to state and foreign net operating losses and credits that Ciena estimates that it will not be able to use.

The following table summarizes the activity in Ciena's valuation allowance against its gross deferred tax assets (in thousands):

Year Ended	Beginning Balance	Additions	Deductions	Ending Balance
October 29, 2022	\$ 159,634	\$ 15,245	\$ 12,803	\$ 162,076
October 28, 2023	\$ 162,076	\$ 28,746	\$ 952	\$ 189,870
November 2, 2024	\$ 189,870	\$ 16,816	\$ 14,239	\$ 192,447

As of November 2, 2024, Ciena had a \$31.0 million net operating loss carry forward for U.S. federal income tax which does not expire, and \$150.0 million net operating loss carry forwards for U.S. state income taxes which begin to expire in fiscal 2027. As of November 2, 2024, Ciena also had a \$174.0 million net operating loss carry forward in non-U.S. jurisdictions which begin to expire in fiscal 2029. Ciena's ability to use U.S. federal net operating losses is subject to limitations pursuant to the ownership change rules of the Internal Revenue Code Section 382.

### **(23) SHARE-BASED COMPENSATION EXPENSE**

Ciena has outstanding equity awards issued under its 2017 Omnibus Incentive Plan (the "2017 Plan"), its 2008 Omnibus Incentive Plan, and certain legacy equity plans and equity plans assumed as a result of previous acquisitions. All equity awards granted on or after March 23, 2017 are made exclusively from the 2017 Plan. Ciena also makes shares of its common stock available for purchase under the ESPP. Each of the 2017 Plan and the ESPP is described below.

#### *2017 Plan*

At Ciena's 2024 Annual Meeting of Stockholders that was held on March 21, 2024, Ciena's stockholders approved an amendment to the 2017 Plan, effective as of such date, to (i) increase the number of shares available for issuance thereunder by 10.1 million shares, and (ii) increase the recoupment period for misconduct relating to accounting restatements from 12 months to three years.

The 2017 Plan has a ten-year term and authorizes the issuance of awards including stock options, restricted stock units (RSUs), restricted stock, unrestricted stock, stock appreciation rights (SARs), and other equity and/or cash performance incentive awards to employees, directors and consultants of Ciena. Subject to certain restrictions, the Compensation Committee of the Board of Directors has broad discretion to establish the terms and conditions for awards under the 2017 Plan, including the number of shares, vesting conditions, and the required service or performance criteria. Options and SARs have a maximum term of ten years, and their exercise price may not be less than 100% of fair market value on the date of grant. Repricing of stock options and SARs is prohibited without stockholder approval. Certain change in control transactions may cause awards granted under the 2017 Plan to vest, unless the awards are continued or substituted for in connection with the transaction.

The 2017 Plan authorizes and reserves 31.2 million shares for issuance. The number of shares available under the 2017 Plan is also increased from time to time by: (i) the number of shares subject to outstanding awards granted under Ciena's prior equity compensation plans that are forfeited, expire or are canceled without delivery of common stock following the effective date of the 2017 Plan, and (ii) the number of shares subject to awards assumed or substituted in connection with the acquisition



of another company. As of November 2, 2024, the total number of shares authorized for issuance under the 2017 Plan was 31.2 million and approximately 10.9 million shares remained available for issuance thereunder.

#### *Stock Options*

There were no stock options granted by Ciena during fiscal 2024, fiscal 2023 or fiscal 2022. There were no stock options outstanding as of November 2, 2024.

The total intrinsic value of options exercised during fiscal 2024, fiscal 2023 and fiscal 2022 was \$0.1 million, \$0.3 million and \$1.6 million, respectively.

#### *Assumptions for Option-Based Awards*

Ciena recognizes the fair value of stock options as share-based compensation expense on a straight-line basis over the requisite service period. Ciena did not grant any option-based awards during fiscal 2024, fiscal 2023 or fiscal 2022.

#### *Restricted Stock Units*

A restricted stock unit is a stock award that entitles the holder to receive shares of Ciena common stock as the unit vests. Ciena's outstanding restricted stock unit awards are subject to service-based vesting conditions and/or performance-based vesting conditions. Awards subject to service-based conditions typically vest in increments over a three or four-year period. However, the 2017 Plan permits Ciena to grant service-based stock awards with a minimum one-year vesting period. Awards with performance-based vesting conditions (i) require the achievement of certain operational, financial or other performance criteria or targets or (ii) vest based on Ciena's total stockholder return as compared to an index of peer companies, in whole or in part.

During fiscal 2023, Ciena introduced a benefit pursuant to which, upon completion of ten years of service and reaching age 60, executive officers who are residents of the United States, the United Kingdom, or Canada, and who provide 12 months' notice of their retirement, will receive continued vesting of all of their granted but unvested restricted stock unit ("RSU") awards and a pro-rated amount of their performance stock unit awards and market stock unit awards. Other employees in these and certain other countries will be subject to the same eligibility and notice requirements, but will receive acceleration of their granted but unvested RSU awards upon retirement. This program accelerates the recognition of share-based compensation expense.

#### *Assumptions for Restricted Stock Unit Awards*

Ciena recognizes the estimated fair value of restricted stock units subject only to service-based vesting conditions by multiplying the number of shares underlying the award by the closing price per share of Ciena common stock on the grant date. Share-based expense for service-based restricted stock unit awards is recognized ratably over the vesting period on a straight-line basis.

Ciena recognizes the estimated fair value of restricted stock units subject to performance-based vesting conditions other than total stockholder return, by assuming the satisfaction of any performance-based objectives at the "target" level and multiplying the corresponding number of shares earned based upon such achievement by the closing price per share of Ciena common stock on the grant date. Share-based compensation expense is recognized over the performance period, using graded vesting, which considers each performance period or tranche separately, based on Ciena's determination of whether it is probable that the performance targets will be achieved. At the end of each reporting period, Ciena reassesses the probability of achieving the performance targets and the performance period required to meet those targets. The estimation of whether the performance targets will be achieved involves judgment. Revisions are reflected in the period in which the estimate is changed. If any performance goals are not met, no compensation cost is ultimately recognized against that goal and, to the extent previously recognized, compensation expense is reversed.

Share-based compensation expense for restricted stock units subject only to service-based vesting conditions and restricted stock units subject to performance-based vesting conditions other than total stockholder return, is recognized only for those awards that ultimately vest. In the event of a forfeiture of an award, the expense related to the unvested portion of that award is reversed. Reversal of share-based compensation expense based on forfeitures can materially affect the measurement of estimated fair value of Ciena's share-based compensation.

Ciena estimates the fair value of performance based awards subject to total stockholder return as compared to an index of peer companies using a Monte Carlo simulation valuation model. Ciena reverses share-based compensation expense on performance based awards subject to total stockholder return only when the requisite service period is not reached. Assumptions for awards granted during fiscal 2024, fiscal 2023 and fiscal 2022 included the following:

	Year Ended		
	November 2, 2024	October 28, 2023	October 29, 2022
Expected volatility of Ciena common stock, which is a weighted average of implied volatility and historical volatility	36.00%	40.37%	38.27%
Historical volatility of Ciena common stock	36.74%	43.11%	42.17%
Volatility of S&P Networking Index <sup>(1)</sup>	44.94%	30.93%	27.22%
Correlation coefficient	0.3665	0.7781	0.7049
Expected life in years	2.89	2.89	2.89
Risk-free interest rate	4.41%	3.95%	0.94%
Expected dividend yield	0.0%	0.0%	0.0%

<sup>(1)</sup> For fiscal 2023 and fiscal 2022, reflects the volatility of the S&P Networking Index as a whole. For fiscal 2024, reflects the volatility of the median company within the S&P Networking Index as of the date of the award, measured as of the last day of fiscal 2023.

The following table is a summary of Ciena's restricted stock unit activity for the period indicated, with the aggregate fair value of the balance outstanding at the end of each period, based on Ciena's closing stock price on the last trading day of the relevant period (shares and aggregate fair value in thousands):

	Restricted Stock Units Outstanding	Weighted Average Grant Date Fair Value Per Share	Aggregate Fair Value
Balance at October 28, 2023	4,922	\$ 53.42	\$ 201,916
Granted	4,080		
Vested	(2,382)		
Canceled or forfeited	(508)		
Balance at November 2, 2024	6,112	\$ 48.41	\$ 390,995

As of both November 2, 2024 and October 28, 2023, 0.3 million of the total restricted stock units outstanding are performance based awards subject to total stockholder return. The total fair value of restricted stock units that vested and were converted into common stock during fiscal 2024, fiscal 2023 and fiscal 2022 was \$116.9 million, \$98.2 million and \$119.0 million, respectively. The weighted average fair value of each restricted stock unit granted by Ciena during fiscal 2024, fiscal 2023 and fiscal 2022 was \$44.57, \$50.48 and \$67.03, respectively.

#### *Amended and Restated ESPP*

Ciena makes shares of its common stock available for purchase under the ESPP, under which eligible employees may enroll in a twelve-month offer period that begins in December and June of each year. Each offer period includes two six-month purchase periods. Employees may purchase a limited number of shares of Ciena common stock at 85% of the fair market value on either the day immediately preceding the offer date or the purchase date, whichever is lower. The ESPP is considered compensatory for purposes of share-based compensation expense. Unless earlier terminated, the ESPP will terminate on April 1, 2031.

During fiscal 2024, Ciena issued 0.9 million shares and during fiscal 2023 and fiscal 2022, Ciena issued 0.8 million and 0.7 million shares, respectively, under the ESPP. At November 2, 2024, 10.4 million shares remained available for issuance under the ESPP.

#### *Share-Based Compensation Expense*

The following table summarizes share-based compensation expense for the periods indicated (in thousands):

	Year Ended		
	November 2, 2024	October 28, 2023	October 29, 2022
Products	\$ 6,474	\$ 4,518	\$ 3,867
Services	12,743	10,470	7,533
Share-based compensation expense included in cost of goods sold	19,217	14,988	11,400
Research and development	54,129	42,331	31,879
Sales and marketing	42,954	35,136	31,280
General and administrative	40,053	37,587	30,435
Share-based compensation expense included in operating expense	137,136	115,054	93,594
Share-based compensation expense capitalized in inventory, net	51	413	137
<b>Total share-based compensation</b>	<b>\$ 156,404</b>	<b>\$ 130,455</b>	<b>\$ 105,131</b>

As of November 2, 2024, total unrecognized share-based compensation expense was \$212.9 million which relates to unvested restricted stock units and is expected to be recognized over a weighted-average period of 1.33 years.

## (24) SEGMENT AND ENTITY WIDE DISCLOSURES

### Segment Reporting

Ciena has the following operating segments for reporting purposes: (i) Networking Platforms; (ii) Platform Software and Services; (iii) Blue Planet Automation Software and Services; and (iv) Global Services.

Ciena's long-lived assets, including equipment, building, furniture and fixtures, operating ROU assets, finite-lived intangible assets, and maintenance spares, are not reviewed by Ciena's chief operating decision maker for purposes of evaluating performance and allocating resources. As of November 2, 2024, equipment, building, furniture and fixtures, net, totaled \$337.7 million, and operating ROU assets totaled \$27.4 million both of which support asset groups within Ciena's four operating segments and unallocated selling and general and administrative activities. As of November 2, 2024, finite-lived intangible assets, goodwill, and maintenance spares are assigned to asset groups within the following segments (in thousands):

	November 2, 2024				
	Networking Platforms	Platform Software and Services	Blue Planet Automation Software and Services	Global Services	Total
Other intangible assets, net	\$ 158,903	\$ —	\$ 6,117	\$ —	\$ 165,020
Goodwill	\$ 199,467	\$ 156,191	\$ 89,049	\$ —	\$ 444,707
Maintenance spares, net	\$ —	\$ —	\$ —	\$ 77,918	\$ 77,918

### Segment Profit (Loss)

Segment profit (loss) is determined based on internal performance measures used by Ciena's chief executive officer to assess the performance of each operating segment in a given period. In connection with that assessment, the chief executive officer excludes the following items: selling and marketing costs; general and administrative costs; significant asset impairments and restructuring costs; amortization of intangible assets; acquisition and integration costs; interest and other income, net; interest expense; loss on extinguishment and modification of debt; and provision for income taxes.

The table below sets forth Ciena's segment profit (loss) and the reconciliation to consolidated net income for the respective periods indicated (in thousands):

	Year Ended		
	November 2, 2024	October 28, 2023	October 29, 2022
<b>Segment profit (loss):</b>			
Networking Platforms	\$ 536,510	\$ 778,641	\$ 572,305
Platform Software and Services	231,900	186,945	175,108
Blue Planet Automation Software and Services	(11,892)	(33,669)	(22,388)
Global Services	195,575	196,375	210,663
Total segment profit	952,093	1,128,292	935,688
<b>Less: non-performance operating expenses</b>			
Selling and marketing	510,668	490,804	466,565
General and administrative	220,647	215,284	179,382
Significant asset impairments and restructuring costs	24,592	23,834	33,824
Amortization of intangible assets	29,569	37,351	32,511
Acquisition and integration costs	—	3,474	598
<b>Add: other non-performance financial items</b>			
Interest and other income, net	50,261	62,008	6,747
Interest expense	(97,028)	(88,026)	(47,050)
Loss on extinguishment and modification of debt	—	(7,874)	—
Less: Provision for income taxes	35,894	68,826	29,603
Consolidated net income	\$ 83,956	\$ 254,827	\$ 152,902

### Entity Wide Reporting

The following table reflects Ciena’s geographic distribution of equipment, building, furniture and fixtures, net, and operating ROU assets, with any country accounting for at least 10% of total equipment, building, furniture and fixtures, net, and operating ROU assets specifically identified. Equipment, building, furniture and fixtures, net, and operating ROU assets attributable to geographic regions outside of the United States and Canada are reflected as “Other International.” For the periods below, Ciena’s geographic distribution of equipment, building, furniture and fixtures, net, and operating ROU assets was as follows (in thousands):

	November 2, 2024	October 28, 2023
Canada	\$ 283,760	\$ 229,707
United States	49,195	46,933
Other International	32,184	38,647
Total	\$ 365,139	\$ 315,287

### (25) OTHER EMPLOYEE BENEFIT PLANS

Ciena has a Defined Contribution Pension Plan that covers a majority of its Canada-based employees. The plan covers all Canada-based employees who are not part of an excluded group. Total contributions (employee and employer) cannot exceed the lesser of 18% of participant earnings and an annual dollar limit of CAD\$32,490 (approximately \$23,284 for 2024). This plan includes a required employer contribution of 1% for all participants and an employer matching contribution equal to 50% of the first 6% an employee contributes each pay period. During fiscal 2024, 2023 and 2022, Ciena made matching contributions of approximately CAD\$11.6 million (approximately \$8.3 million), CAD\$10.6 million (approximately \$7.6 million) and CAD\$10.1 million (approximately \$7.2 million), respectively.

Ciena has a 401(k) defined contribution profit sharing plan that covers a majority of its United States-based employees. Participants may contribute up to 60% of base pay through pre-tax or Roth contributions, subject to certain limitations. The plan includes an employer matching contribution equal to 50% of the first 8% an employee contributes each pay period. Ciena may also make discretionary annual profit contributions up to the IRS regulated limit. Ciena has made no profit sharing contributions to date. During fiscal 2024, 2023 and 2022, Ciena made matching contributions of approximately \$11.0 million, \$10.4 million and \$9.2 million, respectively.

## **(26) COMMITMENTS AND CONTINGENCIES**

### *Tax Contingencies*

Ciena is subject to various tax liabilities arising in the ordinary course of business. Ciena does not expect that the ultimate settlement of these tax liabilities will have a material effect on its results of operations, financial position or cash flows.

### *Litigation*

Ciena is subject to various legal proceedings, claims and other matters arising in the ordinary course of business, including those that relate to employment, commercial, tax and other regulatory matters. Ciena is also subject to intellectual property related claims, including claims against third parties that may involve contractual indemnification obligations on the part of Ciena. Ciena does not expect that the ultimate costs to resolve such matters will have a material effect on its results of operations, financial position or cash flows.

### *Purchase Order Obligations*

Ciena has certain advanced orders for supply of certain long lead time components. As of November 2, 2024, Ciena had \$1.7 billion in outstanding purchase order commitments to contract manufacturers and component suppliers for inventory. In certain instances, Ciena is permitted to cancel, reschedule or adjust these orders. Consequently, only a portion of this amount relates to firm, non-cancelable and unconditional obligations.

## **(27) SUBSEQUENT EVENTS**

### *Stock Repurchase Program*

From the end of the fourth quarter of fiscal 2024 through December 13, 2024, Ciena repurchased 540,521 shares of its common stock for an aggregate purchase price of \$38.3 million at an average price of \$70.82 per share, inclusive of repurchases pending settlement under its current stock repurchase program. As of December 13, 2024, Ciena has an aggregate of \$961.7 million of authorized funds remaining under this repurchase program.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

**Disclosure Controls and Procedures**

As of the end of the period covered by this annual report, we carried out an evaluation under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this annual report.

**Changes in Internal Control over Financial Reporting**

There was no change in our internal control over financial reporting identified in connection with the evaluation required by Rules 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Report of Management on Internal Control Over Financial Reporting**

The management of Ciena Corporation is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934).

The internal control over financial reporting at Ciena Corporation was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of Ciena Corporation;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America;
- provide reasonable assurance that receipts and expenditures of Ciena Corporation are being made only in accordance with authorization of management and the Board of Directors of Ciena Corporation; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements.

Management of Ciena Corporation assessed the effectiveness of the Company's internal control over financial reporting as of November 2, 2024. Management based this assessment on criteria for effective internal control over financial reporting described in "COSO 2013 Internal Control — Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management determined that, as of November 2, 2024, Ciena Corporation maintained effective internal control over financial reporting. Management reviewed the results of its assessment with the Audit Committee of our Board of Directors.

PricewaterhouseCoopers LLP, independent registered public accounting firm, which audited and reported on the consolidated financial statements of Ciena Corporation included in this annual report, has also audited the effectiveness of Ciena Corporation's internal control over financial reporting as of November 2, 2024, as stated in its report appearing in Item 8 of Part II of this annual report.

**Item 9B. Other Information**

**Rule 10b5-1 Trading Arrangements**

The following table describes, for the quarter ended November 2, 2024, each trading arrangement for the sale or purchase of our securities adopted, terminated or for which the amount, pricing or timing provisions were modified by our directors and officers (as defined in Rule 16a-1(f) of the Exchange Act) that is either (1) a contract, instruction or written plan intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) (a "Rule 10b5-1 trading arrangement") or (2) a "non-Rule 10b5-1 trading arrangement" (as defined in Item 408(c) of Regulation S-K):

Name (Title)	Action Taken (Date of Action)	Type of Trading Arrangement	Nature of Trading Arrangement	Duration of Trading Arrangement	Aggregate Number of Securities to be Purchased or Sold
Dino DiPerna (Senior Vice President, Global Research & Development)	Adoption (September 11, 2024)	Rule 10b5-1 trading arrangement	Sales	Until October 31, 2025, or such earlier date upon which all transactions are completed or expire without execution	(1)
Brodie Gage (Senior Vice President, Global Products & Supply Chain)	Adoption (September 6, 2024)	Rule 10b5-1 trading arrangement	Sales	Until November 28, 2025, or such earlier date upon which all transactions are completed or expire without execution	Up to 3,961 shares of common stock
Sheela Kosaraju (Senior Vice President and General Counsel, and acting Chief People Officer)	Adoption (October 14, 2024)	Rule 10b5-1 trading arrangement	Sales	Until January 9, 2026, or such earlier date upon which all transactions are completed or expire without execution	(2)
Jason Phipps (Senior Vice President, Global Customer Engagement)	Adoption (October 9, 2024)	Rule 10b5-1 trading arrangement	Sales	Until October 9, 2026, or such earlier date upon which all transactions are completed or expire without execution	(3)
Gary B. Smith (President and Chief Executive Officer)	Adoption (September 11, 2024)	Rule 10b5-1 trading arrangement	Sales	Until December 22, 2025, or such earlier date upon which all transactions are completed or expire without execution	Up to 170,000 shares of common stock

- (1) The aggregate number of shares of common stock to be sold pursuant to Mr. DiPerna's arrangement is up to (i) 1,788 shares of common stock, plus (ii) 25% of the net after-tax shares of common stock to be received as a result of the vesting of an aggregate of 17,207 restricted stock units on September 20, 2024, December 20, 2024, March 20, 2025, June 20, 2025, and September 20, 2025, plus (iii) 25% of the net after-tax shares of common stock to be received as a result of the vesting of up to 2,615 performance stock units on December 20, 2024. The actual number of net after-tax shares to be received will vary based on the market price of our common stock at the time of settlement.
- (2) The aggregate number of shares of common stock to be sold pursuant to Ms. Kosaraju's arrangement is up to 100% of the net after-tax shares of common stock to be received as a result of the vesting of an aggregate of 16,923 restricted stock units on December 20, 2024, March 20, 2025, June 20, 2025, September 20, 2025, and December 20, 2025. The actual number of net after-tax shares to be received will vary based on the market price of our common stock at the time of settlement.
- (3) The aggregate number of shares of common stock to be sold pursuant to Mr. Phipps's arrangement is up to (i) 14,381 shares of common stock, plus (ii) 100% of the net after-tax shares of common stock to be received as a result of the vesting of an aggregate of 28,736 restricted stock units on December 20, 2024, March 20, 2025, June 20, 2025, September 20, 2025, December 20, 2025, March 20, 2026, June 20, 2026, and September 20, 2026. The actual number of net after-tax shares to be received will vary based on the market price of our common stock at the time of settlement.

**Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspection**

Not applicable.

## PART III

### ***Item 10. Directors, Executive Officers and Corporate Governance***

Information relating to our directors and executive officers is set forth in Part I of this annual report under the caption “Item 1. Business—Information About Our Executive Officers and Directors.”

Additional information responsive to this item concerning our Audit Committee and regarding compliance with Section 16(a) of the Exchange Act is incorporated herein by reference from our definitive proxy statement with respect to our 2025 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this Form 10-K.

As part of our system of corporate governance, our Board of Directors has adopted a code of ethics that is specifically applicable to our chief executive officer and senior financial officers. This Code of Ethics for Senior Financial Officers, as well as our Code of Business Conduct and Ethics, applicable to all directors, officers and employees, are available on the “Corporate Governance” page of our website at [www.ciena.com](http://www.ciena.com). We intend to satisfy any disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of the Code of Ethics for Senior Financial Officers by posting such information on our website at the address above.

### ***Item 11. Executive Compensation***

Information responsive to this Item is incorporated herein by reference from our definitive proxy statement with respect to our 2025 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this annual report.

### ***Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

Information responsive to this Item is incorporated herein by reference from our definitive proxy statement with respect to our 2025 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this annual report.

### ***Item 13. Certain Relationships and Related Transactions, and Director Independence***

Information responsive to this Item is incorporated herein by reference from our definitive proxy statement with respect to our 2025 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this annual report.

### ***Item 14. Principal Accountant Fees and Services***

Information responsive to this Item is incorporated herein by reference from our definitive proxy statement with respect to our 2025 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this annual report.



**PART IV**

***Item 15. Exhibits and Financial Statement Schedules***

- (a)
  - 1. The information required by this item is included in Item 8 of Part II of this annual report.
  - 2. The information required by this item is included in Item 8 of Part II of this annual report.
  - 3. Exhibits: See Index to Exhibits, which is incorporated by reference in this Item. The Exhibits listed in the accompanying Index to Exhibits are filed herewith or incorporated by reference as part of this annual report.
- (b) Exhibits. See Index to Exhibits, which is incorporated by reference in this Item. The Exhibits listed in the accompanying Index to Exhibits are filed herewith or incorporated by reference as part of this annual report.
- (c) Not applicable.

***Item 16. Form 10-K Summary***

None.



**INDEX TO EXHIBITS**

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Here-with (X)
		Form and Registration or Commission No.	Exhibit	Filing Date	
3.1	<a href="#">Fifth Restated Certificate of Incorporation of Ciena Corporation, filed with the Secretary of State of Delaware on June 4, 2024</a>	10-Q (001-36250)	3.1	6/6/2024	
3.2	<a href="#">Amended and Restated Bylaws of Ciena Corporation</a>	8-K (001-36250)	3.1	12/12/2024	
4.1	<a href="#">Specimen Stock Certificate</a>	10-K (000-21969)	4.1	12/27/2007	
4.2	<a href="#">Description of Securities Registered Under Section 12 of the Securities Exchange Act of 1934</a>	10-K (001-36250)	4.2	12/18/2020	
4.3	<a href="#">Indenture, dated as of January 18, 2022, by and among Ciena Corporation, the subsidiary guarantors party thereto and U.S. Bank National Association, as trustee, including the Form of 4.00% Senior Notes due 2030 attached as Exhibit A thereto</a>	8-K (001-36250)	4.1	1/18/2022	
10.1	<a href="#">Ciena Corporation 2017 Omnibus Incentive Plan*</a>	8-K (001-36250)	10.1	3/29/2017	
10.2	<a href="#">Amendment to Ciena Corporation 2017 Omnibus Incentive Plan dated April 2, 2020*</a>	8-K (001-36250)	10.1	4/6/2020	
10.3	<a href="#">Amendment No. 2 to Ciena Corporation 2017 Omnibus Incentive Plan*, effective as of March 21, 2024</a>	8-K (001-36250)	10.1	3/26/2024	
10.4	<a href="#">Form of Director Restricted Stock Unit Agreement for Ciena Corporation 2017 Omnibus Incentive Plan*</a>	10-Q (001-36250)	10.2	6/7/2023	
10.5	<a href="#">Form of Employee Restricted Stock Unit Agreement for Ciena Corporation 2017 Omnibus Incentive Plan (revised 2024)*</a>	—	—	—	X
10.6	<a href="#">Form of Employee Restricted Stock Unit Agreement for Ciena Corporation 2017 Omnibus Incentive Plan (revised 2023)*</a>	10-K (001-36250)	10.3	12/15/2023	
10.7	<a href="#">Form of Performance Stock Unit Agreement for Ciena Corporation 2017 Omnibus Incentive Plan (revised 2023)*</a>	10-Q (001-36250)	10.2	9/6/2023	
10.8	<a href="#">Form of Market Stock Unit Agreement for Ciena Corporation 2017 Omnibus Incentive Plan (revised 2023)*</a>	10-Q (001-36250)	10.3	9/6/2023	
10.9	<a href="#">Form of Employee Restricted Stock Unit Agreement for Ciena Corporation 2017 Omnibus Incentive Plan (revised 2022)*</a>	10-K (001-36250)	10.7	12/16/2022	
10.10	<a href="#">Form of Performance Stock Unit Agreement for Ciena Corporation 2017 Omnibus Incentive Plan (revised 2022)*</a>	10-K (001-36250)	10.8	12/16/2022	
10.11	<a href="#">Form of Market Stock Unit Agreement for Ciena Corporation 2017 Omnibus Incentive Plan (revised 2022)*</a>	10-K (001-36250)	10.9	12/16/2022	
10.12	<a href="#">Form of Employee Restricted Stock Unit Agreement for Ciena Corporation 2017 Omnibus Incentive Plan*</a>	10-K (001-36250)	10.3	12/18/2020	
10.13	<a href="#">Form of Performance Stock Unit Agreement for Ciena Corporation 2017 Omnibus Incentive Plan*</a>	10-K (001-36250)	10.5	12/18/2020	
10.14	<a href="#">Form of Market Stock Unit Agreement for Ciena Corporation 2017 Omnibus Incentive Plan*</a>	10-K (001-36250)	10.6	12/18/2020	
10.15	<a href="#">Ciena Corporation 2008 Omnibus Incentive Plan*</a>	8-K (000-21969)	10.1	3/27/2008	
10.16	<a href="#">Amendment (No. 1) to Ciena Corporation 2008 Omnibus Incentive Plan dated April 14, 2010*</a>	8-K (000-21969)	10.1	4/15/2010	
10.17	<a href="#">Amendment (No. 2) to Ciena Corporation 2008 Omnibus Incentive Plan dated March 21, 2012*</a>	8-K (000-21969)	10.1	3/23/2012	

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Here-with (X)
		Form and Registration or Commission No.	Exhibit	Filing Date	
10.18	<a href="#">Amendment (No. 3) to Ciena Corporation 2008 Omnibus Incentive Plan dated April 10, 2014*</a>	10-Q (001-36250)	10.1	6/11/2014	
10.19	<a href="#">Amendment (No. 4) to Ciena Corporation 2008 Omnibus Incentive Plan dated March 24, 2016*</a>	10-Q (001-36250)	10.2	6/8/2016	
10.20	<a href="#">Form of Ciena Corporation 2008 Omnibus Incentive Plan Restricted Stock Unit Agreement (Employee)*</a>	10-K (000-21969)	10.18	12/22/2011	
10.21	<a href="#">Form of Ciena Corporation 2008 Omnibus Incentive Plan Restricted Stock Unit Agreement (Director)*</a>	10-Q (000-21969)	10.3	6/4/2009	
10.22	<a href="#">Amended and Restated Ciena Corporation Employee Stock Purchase Plan*</a>	8-K (001-36250)	10.1	4/6/2021	
10.23	<a href="#">Ciena Corporation Amended and Restated Employee Stock Purchase Plan Enrollment Form*</a>	10-Q (001-36250)	10.2	6/7/2017	
10.24	<a href="#">Ciena Corporation 2000 Equity Incentive Plan (Amended and Restated ONI Systems Corp. 2000 Equity Incentive Plan)*</a>	10-K (000-21969)	10.37	12/11/2003	
10.25	<a href="#">Form of Restricted Stock Unit Award Agreement for directors under Ciena Corporation 2000 Equity Incentive Plan*</a>	8-K (000-21969)	10.5	11/4/2005	
10.26	<a href="#">Ciena Corporation Deferred Compensation Plan*</a>	S-8 (333-214594)	10.1	11/14/2016	
10.27	<a href="#">Ciena Corporation Amended and Restated Incentive Bonus Plan, as amended August 22, 2023*</a>	10-Q (001-36250)	10.4	9/26/2023	
10.28	<a href="#">Ciena Corporation U.S. Executive Severance Benefit Plan*</a>	10-Q (000-21969)	10.1	6/9/2011	
10.29	<a href="#">Form of Indemnification Agreement with Directors and Executive Officers*</a>	10-Q (000-21969)	10.1	3/3/2006	
10.30	<a href="#">Form of Change in Control Severance Agreement dated November 30, 2019, between Ciena Corporation and Gary B. Smith*</a>	10-K (001-36250)	10.23	12/20/2019	
10.31	<a href="#">Form of Change in Control Severance Agreement dated November 30, 2019, between Ciena Corporation and Executive Officers*</a>	10-K (000-36250)	10.24	12/20/2019	
10.32	<a href="#">Lease Agreement by and between Ciena Canada, Inc. and Innovation Blvd. II Limited dated as of October 23, 2014++</a>	10-K (001-36250)	10.36	12/19/2014	
10.33	<a href="#">Amendment No. 1 to the Lease Agreement dated October 23, 2014, between Ciena Canada, Inc. and Innovations Blvd II Limited, dated April 15, 2015</a>	8-K (001-36250)	10.3	6/3/2015	
10.34	<a href="#">Lease Agreement between Ciena Canada, Inc. and Innovation Blvd. II Limited, dated April 15, 2015</a>	8-K (001-36250)	10.4	6/3/2015	
10.35	<a href="#">Lease Agreement dated November 3, 2011 between Ciena Corporation and W2007 RDG Realty, L.L.C.++</a>	10-K (000-21969)	10.34	12/22/2011	
10.36	<a href="#">Incremental Amendment Agreement, dated October 24, 2023, by and among Ciena Corporation, Ciena Communications, Inc., Ciena Government Solutions, Inc., Ciena Communications International, LLC, Blue Planet Software, Inc., Bank of America, N.A., as administrative agent, and the lenders party thereto.++</a>	8-K (001-36250)	10.1	10/25/2023	

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Here-with (X)
		Form and Registration or Commission No.	Exhibit	Filing Date	
10.37	<a href="#">Incremental Joinder and Amendment Agreement, dated January 19, 2023, by and among Ciena Corporation, Ciena Communications, Inc., Ciena Government Solutions, Inc., Ciena Communications International, LLC, Blue Planet Software, Inc., Bank of America, N.A., as administrative agent, and the lenders party thereto.++</a>	8-K (001-36250)	10.1	1/23/2023	
10.38	<a href="#">Third Amendment to Credit Agreement, dated July 15, 2014, by and among Ciena Corporation, the lenders party thereto, and Bank of America, N.A., as Administrative Agent, dated June 29, 2017++</a>	10-Q (001-36250)	10.3	9/7/2017	
10.39	<a href="#">Incremental Joinder and Amendment Agreement under the Credit Agreement and Related Agreements dated as of April 25, 2016 by and between Ciena Corporation, Bank of America, N.A. as Administrative Agent, Ciena Communications, Inc. and Ciena Government Solutions, Inc.</a>	10-Q (001-36250)	10.1	6/8/2016	
10.40	<a href="#">Guaranty, dated July 15, 2014, by and among Ciena Communications, Inc., Ciena Government Solutions, Inc. and Bank of America, N.A., as Administrative Agent++</a>	10-Q (001-36250)	10.6	9/9/2014	
10.41	<a href="#">Term Loan Security Agreement, dated July 15, 2014, by and among Ciena Corporation, Ciena Communications, Inc., Ciena Government Solutions, Inc., and Bank of America, N.A., as Collateral Agent++</a>	10-Q (001-36250)	10.7	9/9/2014	
10.42	<a href="#">Omnibus Amendment to Security Agreement and Pledge Agreement, dated September 28, 2018, by and among Ciena Corporation, Ciena Communications, Inc., Ciena Government Solutions, Inc., and Bank of America, N.A., as Administrative Agent++</a>	10-K (001-36250)	10.56	12/21/2018	
10.43	<a href="#">Term Loan Pledge Agreement, dated July 15, 2014, by and among Ciena Corporation, Ciena Communications, Inc., Ciena Government Solutions, Inc., and Bank of America, N.A., as Pledgee++</a>	10-Q (001-36250)	10.8	9/9/2014	
10.44	<a href="#">Guaranty Supplement dated as of April 19, 2019, by Ciena Communications International, LLC, in favor of Bank of America, N.A., as Administrative Agent++</a>	10-Q (001-36250)	10.3	6/12/2019	
10.45	<a href="#">Guaranty Supplement dated as of April 19, 2019, by Blue Planet Software, Inc., in favor of Bank of America, N.A., as Administrative Agent++</a>	10-Q (001-36250)	10.4	6/12/2019	
10.46	<a href="#">Intellectual Property License Agreement dated as of March 19, 2010 between Ciena Luxembourg S.a.r.l. and Nortel Networks Limited#</a>	10-Q (000-21969)	10.3	6/10/2010	
19.1	<a href="#">Ciena Corporation Insider Trading Policy</a>	—	—	—	X
21.1	<a href="#">Subsidiaries of registrant</a>	—	—	—	X
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm</a>	—	—	—	X
31.1	<a href="#">Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	—	—	—	X
31.2	<a href="#">Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	—	—	—	X
32.1	<a href="#">Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>	—	—	—	X

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Here-with (X)
		Form and Registration or Commission No.	Exhibit	Filing Date	
32.2	<a href="#">Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>	—	—	—	X
97.1	<a href="#">Ciena Corporation Executive Compensation Clawback Policy</a>	10-K (001-36250)	97.1	12/15/2023	
101.INS	Inline XBRL Instance Document - The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.	—	—	—	X
101.SCH	Inline XBRL Taxonomy Extension Schema Document	—	—	—	X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	—	—	—	X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	—	—	—	X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	—	—	—	X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	—	—	—	X
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)	—	—	—	X

\* Represents management contract or compensatory plan or arrangement

++ Representations and warranties included in these agreements, as amended, were made by the parties to one another in connection with a negotiated transaction. These representations and warranties were made as of specific dates, only for purposes of these agreements and for the benefit of the parties thereto. These representations and warranties were subject to important exceptions and limitations agreed upon by the parties, including being qualified by confidential disclosures, made for the purposes of allocating contractual risk between the parties rather than establishing these matters as facts. These agreements are filed with this annual report only to provide investors with information regarding its terms and conditions, and not to provide any other factual information regarding Ciena or any other party thereto. Accordingly, investors should not rely on the representations and warranties contained in these agreements or any description thereof as characterizations of the actual state of facts or condition of any party, its subsidiaries or affiliates. The information in these agreements should be considered together with Ciena’s public reports filed with the SEC.

# Certain portions of this document have been omitted based on a request for confidential treatment submitted to the SEC. The non-public information that has been omitted from this document has been separately filed with the SEC. Each redacted portion of this document is indicated by a “[\*]” and is subject to the request for confidential treatment submitted to the SEC. The redacted information is confidential information of Ciena.

**CIENA CORPORATION  
2017 OMNIBUS INCENTIVE PLAN**

**RESTRICTED STOCK UNIT AGREEMENT**

Ciena Corporation, a Delaware corporation, (the "Company"), hereby grants restricted stock units ("Restricted Stock Units") relating to shares of its common stock, \$0.01 par value (the "Stock"), to the individual named below as the Grantee, subject to the vesting and other terms and conditions set forth in this Restricted Stock Unit Agreement, including the attached terms and conditions and any appendix attached hereto (with supplemental or distinct terms or notices applicable for non-U.S. employees) (together, the "Agreement"). This grant is subject to the terms and conditions set forth in (i) this Agreement, (ii) the Ciena Corporation 2017 Omnibus Incentive Plan (as it may be amended from time to time, the "Plan"), and (iii) the grant details for this award contained in Grantee's account with the Company's selected broker. Capitalized terms not defined in this Agreement are defined in the Plan and have the meaning set forth in the Plan.

Grant Date: \_\_\_\_\_

Grant Number: \_\_\_\_\_

Name of Grantee: \_\_\_\_\_

Grantee's Employee Identification Number: \_\_\_\_\_

Number of Restricted Stock Units Covered by Grant: \_\_\_\_\_

Vesting Schedule: \_\_\_\_\_

[One-fourth of the number of Restricted Stock Units subject to this Award will vest on the first March 20, June 20, September 20, or December 20 following the first anniversary of the Grant Date and, one-sixteenth of the number of Restricted Stock Units subject to this Award will vest on each March 20, June 20, September 20, and December 20 thereafter, provided you remain in Service on each applicable vesting date, unless otherwise provided in this Agreement.]

**[OR]**

[One-sixteenth of the number of Restricted Stock Units subject to this Award will vest on March 20, June 20, September 20 and December 20 of each calendar year following the Grant Date, provided that (i) the initial vesting date above shall be at least 30 days from the Grant Date, and (ii) you must remain in Service on each applicable vesting date unless otherwise provided in this Agreement.]

***By accepting this grant (whether by signing this Agreement or accepting the grant electronically via the website of the Company's selected broker), you agree to the terms and conditions in this Agreement and in the Plan and agree that the Plan will control in the event any provision of this Agreement should appear to be inconsistent unless otherwise stated herein.***

Grantee: \_\_\_\_\_  
(Signature)

Ciena Corporation: \_\_\_\_\_  
Name: Sheela Kosaraju  
Title: Senior Vice President, General Counsel and Assistant Secretary

**CIENA CORPORATION**  
**2017 OMNIBUS INCENTIVE PLAN**

**RESTRICTED STOCK UNIT AGREEMENT**  
**TERMS AND CONDITIONS**

- Restricted Stock Unit Transferability** This grant is an award of the number of Restricted Stock Units set forth on the first page of this Agreement (or, in the case of electronic delivery, as set forth in the grant details for this Award set forth in the Company's selected broker's website), subject to the vesting conditions described in this Agreement. Your Restricted Stock Units may not be transferred, assigned, pledged, or hypothecated, whether by operation of Applicable Law or otherwise, nor may the Restricted Stock Units be made subject to execution, attachment, or similar process.
- Vesting** Your Restricted Stock Units will vest as indicated on the first page of this Agreement (or, in the case of electronic delivery, in accordance with the grant details for this award set forth the Company's selected broker's website), provided you meet any applicable vesting requirements set forth in this Agreement. Any resulting fractional shares shall be rounded up to the nearest whole share; provided, that you may not vest in more than the number of Restricted Stock Units set forth on the cover sheet of this Agreement. Except as provided in this Agreement, or in any other agreement between you and the Company, no additional Restricted Stock Units will vest after your Service has terminated.
- Share Delivery; Vested Restricted Stock Units; Tax-Related Items** Shares of Stock underlying the vested portion of the Restricted Stock Units will be delivered to you by the Company as soon as practicable following the applicable vesting date for those shares of Stock, but in no event beyond 2½ months after the end of the calendar year in which the shares would have been otherwise delivered or otherwise in accordance with the terms of any deferral election validly made under the Ciena Corporation Deferred Compensation Plan or any successor plan. Upon settlement of the Restricted Stock Units, a brokerage account in your name will be credited with shares of Stock representing the number of shares that vested under this grant (the "Vested Shares") net of any Tax-Related Items (as defined below), as applicable. If the vesting date is not a trading day, the Vested Shares will be delivered on the next trading day (or as soon as practicable thereafter).



Regardless of any action the Company or the Affiliate to whom you provide Services (the “Employer”) takes with respect to any or all income tax, social insurance, payroll tax, payment on account or other tax-related items related to the Restricted Stock Units and/or your participation in the Plan and legally applicable or deemed to be applicable to you (“Tax-Related Items”), you acknowledge that the ultimate liability for all Tax-Related Items is and remains your responsibility and may exceed the amount actually withheld by the Company or the Employer, if any. You further acknowledge that the Company and/or the Employer (1) make no representations or undertakings regarding the treatment of any Tax-Related Items in connection with any aspect of the Restricted Stock Units, including, but not limited to, the grant or vesting of the Restricted Stock Units, the issuance of shares of Stock upon settlement of the Restricted Stock Units, the subsequent sale of shares of Stock acquired pursuant to such issuance and the receipt of any dividends and/or any dividend equivalents; and (2) do not commit to and are under no obligation to structure the terms of the award or any aspect of the Restricted Stock Units to reduce or eliminate your liability for Tax-Related Items or achieve any particular tax result. Further, if you have become subject to tax in more than one jurisdiction, you acknowledge that the Company and/or the Employer (or former employer, as applicable) may be required to withhold or account for Tax-Related Items in more than one jurisdiction.

By accepting this award, you authorize the Company and/or the Employer, or their respective agents, at their discretion, to satisfy any applicable withholding obligations or rights with regard to all Tax-Related Items by one or a combination of the following: (a) requiring your payment in cash or other immediately available funds to the Company and/or the Employer; (b) withholding from your wages or other cash compensation paid to you by the Company and/or the Employer; (c) withholding from proceeds of the sale of Vested Shares either through a voluntary sale or through a mandatory sale arranged by the Company (on your behalf pursuant to this authorization without further consent) (an “Automatic Sale”); (d) withholding shares of Stock to be issued upon vesting of the Restricted Stock Units; or (e) any other method of withholding determined by the Company and permitted by applicable law.

You further acknowledge that, in the event of an Automatic Sale, this irrevocable written instruction is intended to constitute an instruction pursuant to Rule 10b5-1 of the Exchange Act with the Automatic Sale intended to comply with these requirements. As such, all provisions hereof shall be interpreted consistent with Rule 10b5-1 and shall be automatically modified to the extent necessary to comply therewith. The Company shall be responsible for the payment of any brokerage commissions relating to any Automatic Sale.

The Company may withhold or account for Tax-Related Items by considering applicable minimum statutory withholding rates or other applicable withholding rates, including maximum applicable rates in your jurisdiction(s) to the extent permitted by the Plan. In the event of over-withholding, you may receive a refund of any over-withheld amount in cash and will have no entitlement to the equivalent in Stock, or if not refunded, you may seek a refund from the local tax authorities. In the event of under-withholding, you may be required to pay any additional Tax-Related Items directly to the applicable tax authority or to the Company and/or the Employer. If the obligation for Tax-Related Items is satisfied by withholding in shares of Stock, for tax purposes, you are deemed to have been issued the full number of shares of Stock subject to the Vested Shares, notwithstanding that a number of the shares of Stock are held back solely for the purpose of paying the Tax-Related Items due as a result of any aspect of your participation in the Plan.

The Company may refuse to issue or deliver the shares of Stock or the proceeds of the sale of shares of Stock, if you fail to comply with your obligations in connection with the Tax-Related Items.

**Forfeiture of Unvested Restricted Stock Units**

Except as specifically provided in this Agreement or as may be provided in other agreements between you and the Company, no additional Restricted Stock Units will vest after your Service with the Company, the Employer, or any Affiliate has terminated for any reason, and you will forfeit to the Company all of the Restricted Stock Units that have not yet vested or with respect to which all applicable restrictions and conditions have not lapsed upon such date of termination of your Service.

**Deferral of Compensation**

Delivery of shares underlying any award of Restricted Stock Units and treatment hereunder shall be subject to any deferral election validly made by eligible participants under the Ciena Corporation Deferred Compensation Plan or any successor plan.

**Death**

If your Service terminates because of your death prior to your Retirement, the unvested Restricted Stock Units granted under this Agreement will automatically vest as to the number of Restricted Stock Units that would have vested had you remained in Service for the 12-month period immediately following your death.

**Disability**

If your Service terminates because of your Disability prior to your Retirement, the unvested Restricted Stock Units granted under this Agreement will automatically vest as to the number of Restricted Stock Units that would have vested had you remained in Service for the 12-month period immediately following your termination on account of Disability.

**Retirement (Applicable only to residents of a country listed on Appendix A at time of Grant)**

If you are a resident of a country listed on Appendix A on the Grant Date and your Service terminates because of your Retirement, the unvested Restricted Stock Units granted under this Agreement and outstanding as of the date of your Retirement will (i) for eligible Grantees who are not Executive Officers or Senior Vice Presidents who report directly to the CEO, vest with respect to 100% of the underlying Stock on the first scheduled vesting date following the date of your Retirement; or (ii) for eligible Grantees who are Executive Officers or Senior Vice Presidents who report directly to the CEO, continue to vest as indicated on the first page of this Agreement (or, in the case of electronic delivery, in accordance with the grant details for this award set forth the Company's selected broker's website); in each case notwithstanding such termination of Service.

For purposes of this Agreement, "Retirement" means your voluntary termination of Service following:

- (i) your completion of 10 years of Service (which need not have been consecutive), including up to six years of prior employment or service to any entity acquired by the Company or its Affiliates (provided you have completed four years of Service following the most recent of such acquisitions); and
- (ii) your attainment of age 60;

*provided, however*, that in order to receive any vesting benefit under this section, you must provide the Company with 12 months (the "Notice Period") irrevocable advance written notice of your termination of Service, which notice can only be delivered after meeting the above eligibility requirements (the "Notice Requirement").

If your Service terminates for any reason after you have submitted notice of Retirement to the Company pursuant to the preceding sentence but prior to the last day of the Notice Period for any reason other than (A) by the Company without Cause (as defined in the Executive Severance Benefit Plan, or if you are not a participant in such plan, as defined in the Plan) or (B) due to your death or Disability, you will forfeit to the Company all of the Restricted Stock Units that have not yet vested or with respect to which all applicable restrictions and conditions have not lapsed upon such termination of your Service. If at any time after you have submitted notice of Retirement your Service is terminated by the Company without Cause, or your Service terminates because of your death or Disability, then the Notice Requirement will be deemed to have been satisfied.

You understand and agree that you will no longer be eligible to receive additional equity grants following submission of your notice of Retirement to the Company.

**Termination For Cause**

If your Service is terminated for Cause, then you shall immediately forfeit all rights to your Restricted Stock Units, and this award shall immediately terminate, effective as of the date of termination.

**Leaves of Absence**

For purposes of this grant, your Service does not terminate when you go on a bona fide leave of absence approved by the Company, if the terms of your leave provide for continued Service crediting, or when continued Service crediting is required by Applicable Law. The Company will determine, in its sole discretion, and in accordance with applicable laws, whether and when a leave of absence constitutes a termination of Service under the Plan.

**Retention Rights**

Neither your Restricted Stock Units nor this Agreement give you the right to be retained by the Company, the Employer, or any Affiliate in any capacity, and your Service may be terminated at any time and for any reason.

**Shareholder Rights**

You have no rights as a shareholder unless and until the shares of Stock relating to the Restricted Stock Units have been issued to you (or an appropriate book entry has been made). Except as described in the Plan or herein, no adjustments are made for dividends or other rights if the applicable record date occurs before your shares of Stock are issued (or an appropriate book entry has been made).

If the Company pays a dividend on its shares of Stock, you will, however, be entitled to receive a cash payment equal to the per-share dividend paid on the shares of Stock times the number of Restricted Stock Units that you hold as of the record date for the dividend; provided, however, such Dividend Equivalent Rights shall not vest or become payable unless and until the Restricted Stock Units to which the Dividend Equivalent Rights correspond become vested and nonforfeitable pursuant to this Agreement or the Plan.

**Section 409A**

The Restricted Stock Units are intended to be exempt from, or compliant with, Section 409A of the Code and any ambiguities herein will be interpreted in accordance with that intent. Each payment under this Agreement is intended to constitute a separate payment for purposes of Treasury Regulation Section 1.409A-2(b)(2). Notwithstanding the foregoing or any provision of the Plan or this Agreement, if any provision of the Plan or this Agreement contravenes Section 409A of the Code or could cause you to incur any tax, interest or penalties under Section 409A of the Code, the Company may, in its sole reasonable discretion and without your consent, modify such provision to (i) comply with, or avoid being subject to, Section 409A of the Code, or to avoid the incurrence of taxes, interest and penalties under Section 409A of the Code, and (ii) maintain, to the maximum extent practicable, the original intent and economic benefit to you of the applicable provision without materially increasing the cost to the Company or contravening the provisions of Section 409A of the Code. This Section does not create an obligation on the part of the Company to modify the Plan or this Agreement and does not guarantee that the Restricted Stock Units or the Shares underlying the Restricted Stock Units will not be subject to interest and penalties under Section 409A of the Code.

## **Nature of Grant**

Notwithstanding anything to the contrary in the Plan or this Agreement, to the extent that you are a "specified employee" (within the meaning of the Company's established methodology for determining "specified employees" for purposes of Section 409A of the Code), payment or distribution of any amounts with respect to any Restricted Stock Unit that is subject to Section 409A of the Code will be made as soon as practicable following the first business day of the seventh month following your "separation from service" (within the meaning of Section 409A of the Code) from the Company and its Affiliates, or, if earlier, the date of your death.

In accepting the award and the Restricted Stock Units, you acknowledge, understand, and agree that:

- (1) the Plan is established voluntarily by the Company, it is discretionary in nature, and it may be modified, amended, suspended, or terminated by the Company at any time;
- (2) the grant of the Restricted Stock Units is voluntary and occasional and does not create any contractual or other right to receive future grants of Restricted Stock Units, or benefits in lieu of Restricted Stock Units, even if Restricted Stock Units have been granted in the past;
- (3) all decisions with respect to future Restricted Stock Unit grants, if any, will be at the sole discretion of the Company;
- (4) your participation in the Plan is voluntary;
- (5) the Restricted Stock Units and the shares of Stock subject to the Restricted Stock Units, and the income from and value of such Restricted Stock Units, are not intended to replace any pension rights;
- (6) the Restricted Stock Units and the shares of Stock subject to the Restricted Stock Units, and the income from and value of such Restricted Stock Units, are not part of normal or expected compensation for purposes of calculating any severance, resignation, termination, redundancy, dismissal, end of Service payments, bonuses, holiday pay, long-service awards, pension or retirement or welfare benefits, or similar payments, except if and as explicitly required by applicable law;
- (7) the Restricted Stock Unit grant and your participation in the Plan will not be interpreted to form or amend a Service contract or relationship with the Company, the Employer, or any Affiliate;
- (8) the future value of the underlying shares of Stock is unknown and cannot be predicted with certainty;

(9) no claim or entitlement to compensation or damages shall arise from forfeiture of the Restricted Stock Units resulting from termination of your Service relationship with the Company or the Employer except as otherwise set forth in this Agreement (whether or not in breach of contract or local employment laws in the country where you reside, even if otherwise applicable to your employment benefits from the Employer, and/or later found to be invalid) or from the application of any clawback or recoupment policy adopted by the Company or imposed by Applicable Law, and in consideration of the grant of the Restricted Stock Units, you irrevocably agree never to institute any claim against the Company, the Employer, or any Affiliate, waive your ability, if any, to bring any such claim, and release the Company, the Employer, and any Affiliate from any such claim; if, notwithstanding the foregoing, any such claim is allowed by a court of competent jurisdiction, then, by accepting this award of Restricted Stock Units, you shall be deemed irrevocably to have agreed not to pursue such claim and agree to execute any and all documents necessary to request dismissal or withdrawal of such claims;

(10) except as otherwise set forth in this Agreement, in the event of termination of your Service relationship (whether or not in breach of contract or local employment laws in the country where you reside, even if otherwise applicable to your employment benefits from the Employer, and/or later found to be invalid), your right to vest in the Restricted Stock Units under the Plan, if any, will terminate effective as of the date that you are no longer actively providing Services to the Company, the Employer, or any Affiliate as a Service Provider and will not be extended by any notice period mandated under local law (e.g., active Service as a Service Provider would not include a period of “garden leave” or similar period); the Committee shall have the exclusive discretion to determine when you are no longer actively providing Services for purposes of your Restricted Stock Units grant;

(11) the Restricted Stock Units and the benefits evidenced by this Agreement do not create any entitlement, not otherwise specifically provided for in the Plan or by the Company in its discretion, to have the Restricted Stock Units or any such benefits transferred to, or assumed by, another company, nor to be exchanged, cashed out, or substituted for, in connection with any corporate transaction affecting the Stock (including a Corporate Transaction);

(12) unless otherwise agreed with the Company, the Restricted Stock Units and the shares of Stock subject to the Restricted Stock Units, and the income from and value of same, are not granted as consideration for, or in connection with, the service you may provide as a director of an Affiliate of the Company; and

(13) the Plan is operated and the Restricted Stock Units are granted solely by the Company and only the Company is a party to this Agreement; accordingly, any rights you may have under this Agreement may be raised only against the Company but not any subsidiary or Affiliate of the Company (including, but not limited to, the Employer);

(14) no subsidiary or Affiliate of the Company (including, but not limited to, the Employer) has any obligation to make any payment of any kind to you under this Agreement;

(15) the following provisions apply only if you are providing Services outside the United States:

(A) the Restricted Stock Units and the shares of Stock subject to the Restricted Stock Units, and the income from and value of such Restricted Stock Units, are not part of normal or expected compensation or salary for any purpose and in no event should be considered as compensation for, or relating in any way to, past Services for the Company, the Employer, or any Affiliate; and

(B) you acknowledge and agree that neither the Company, the Employer, nor any Affiliate shall be liable for any foreign exchange rate fluctuation between the Employer's local currency and the United States dollar that may affect the value of any proceeds from the sale of shares of Stock acquired under the Plan.

### **Forfeiture; Recoupment**

This Award shall be subject to mandatory repayment by the Grantee to the Company (i) to the extent set forth in the Plan or this Agreement or (ii) to the extent the Grantee is, or in the future becomes, subject to (A) any Company or Affiliate "clawback" or recoupment policies in effect as of the date of this Agreement, or to the extent adopted following the date of this Agreement any similar policy applicable to circumstances where you engage in misconduct, fraud, a violation of law or other similar circumstances, and, in each case, as they may be amended from time to time, that is adopted by the Company, including to comply with the requirements of Applicable Law, or (B) any Applicable Law that imposes mandatory recoupment, under circumstances set forth in such Applicable Law (collectively the "Recoupment Policy"). In order to satisfy any recoupment obligation arising under the Recoupment Policy, among other things, you expressly and explicitly authorize the Company to issue instructions, on your behalf, to any brokerage firm and/or third party administrator engaged by the Company to hold any shares of Stock or other amounts acquired pursuant to the Restricted Stock Units to re-convey, transfer or otherwise return such shares of Stock and/or other amounts to the Company upon the Company's enforcement of the Recoupment Policy. No recovery of compensation as described in this section will be an event giving rise to your right to resign for "good reason" or "constructive termination" (or similar term) under any plan of, or agreement with, the Company, any subsidiary, Affiliate and/or the Employer.

## Data Privacy

*(a) Declaration of Consent. If you would like to participate in the Plan, you understand that you need to review the following information about the processing of your personal data by or on behalf of the Company, the Employer, and/or any Affiliate as described in this Agreement and any other Plan materials (the “Personal Data”) and declare your consent. As regards the processing of your Personal Data in connection with the Plan and the Agreement, you understand that the Company is the controller of your Personal Data.*

*(b) Data Processing and Legal Basis. The Company collects, uses, and otherwise processes Personal Data about you for the purposes of allocating shares of Stock and implementing, administering, and managing the Plan. You understand that this Personal Data may include, without limitation, your name, home address and telephone number, email address, date of birth, social insurance number, passport number or other identification number (e.g., resident registration number), salary, nationality, job title, any shares of stock or directorships held in the Company or its Affiliates, details of all Restricted Stock Units or any other entitlement to shares of stock awarded, canceled, purchased, vested, unvested or outstanding in your favor. The legal basis for the processing of the Personal Data will be your consent.*

*(c) Stock Plan Administration Service Provider. You understand that the Company transfers your Personal Data, or parts thereof, to E\*TRADE Financial Corporate Services, Inc. (and its affiliated companies), an independent service provider based in the United States, which assists the Company with the implementation, administration, and management of the Plan. In the future, the Company may select a different service provider and share your Personal Data with such different service provider that serves the Company in a similar manner. You understand and acknowledge that the Company’s service provider will open an account for you to receive and trade shares purchased under the Plan and that you will be asked to agree on separate terms and data processing practices with the service provider, which is a condition of your ability to participate in the Plan.*



(d) International Data Transfers. You understand that the Company and any third parties assisting in the implementation, administration, and management of the Plan, such as the Company's service providers, are based in the United States as of the date hereof. If you are located outside the United States, you understand and acknowledge that your country has enacted data privacy laws that are different from the laws of the United States. The Company's legal basis for the transfer of your Personal Data is your consent.

(e) Data Retention. You understand that the Company will use your Personal Data only as long as is necessary to implement, administer, and manage your participation in the Plan, or to comply with legal or regulatory obligations, including under tax and securities laws. In the latter case, you understand and acknowledge that the Company's legal basis for the processing of your Personal Data would be compliance with the relevant laws or regulations or the pursuit by the Company of respective legitimate interests not outweighed by your interests, rights, or freedoms. When the Company no longer needs your Personal Data for any of the above purposes, you understand the Company will remove it from its systems.

(f) Voluntariness and Consequences of Denial/Withdrawal of Consent. You understand that your participation in the Plan and your grant of consent is purely voluntary. You may deny or later withdraw your consent at any time, with future effect, and for any or no reason. If you deny or later withdraw your consent, the Company can no longer offer participation in the Plan or offer other awards to you or administer or maintain such awards, and you would no longer be able to participate in the Plan. You further understand that denial or withdrawal of your consent would not affect your status or salary as an employee or your career and that you would merely forfeit the opportunities associated with the Plan.

(g) Data Subject Rights. You understand that data subject rights regarding the processing of Personal Data vary depending on the applicable law and that, depending on where you are based and subject to the conditions set out in the applicable law, you may have, without limitation, the right to (i) inquire whether and about what kind of Personal Data the Company holds about you and how it is processed, and to access or request copies of such Personal Data; (ii) request the correction or supplementation of Personal Data about you that is inaccurate, incomplete, or out-of-date in light of the purposes underlying the processing; (iii) request the erasure of Personal Data that is (A) no longer necessary for the purposes underlying the processing, (B) processed based on withdrawn consent, (C) processed for legitimate interests that, in the context of your objection, do not prove to be compelling, or (D) processed in non-compliance with applicable legal requirements; (iv) request the Company to restrict the processing of your Personal Data in certain situations where you feel its processing is inappropriate; (v) object, in certain circumstances, to the processing of Personal Data for legitimate interests; and (vi) request

*portability of your Personal Data that you have actively or passively provided to the Company (which does not include data derived or inferred from the collected data), where the processing of such Personal Data is based on consent or your employment or service contract and is carried out by automated means. In case of concerns, you understand that you may also have the right to lodge a complaint with the competent local data protection authority. Further, to receive clarification of or to exercise any of your rights, you understand that you should contact your local People & Culture representative or Ciena's stock administration department.*

*By signing this Agreement or, in case this information is presented electronically, by clicking the "Accept" or similar button implemented into the relevant web page or platform, you declare, without limitation, your consent to the data processing operations described in this Agreement. You understand that you may withdraw your consent at any time with future effect for any or no reason as described in this section.*

**No Advice Regarding Grant**

The Company is not providing any tax, legal, or financial advice, nor is the Company making any recommendations regarding your participation in the Plan, or your acquisition or sale of the Stock underlying your Restricted Stock Units. You are hereby advised to consult with your own personal tax, legal, and financial advisors regarding your participation in the Plan before taking any action related to the Plan.

**Applicable Law and Venue**

The Restricted Stock Units and the provisions of this Agreement are governed by, and subject to, the laws of the State of Delaware, without regard to the conflict of law provisions.

For purposes of litigating any dispute that arises under this award or the Agreement, the parties hereby submit to and consent to the jurisdiction of the State of Delaware, and agree that such litigation shall be conducted in the state courts of Delaware, or the federal courts for the District of Delaware, and no other courts, where this grant is made and/or to be performed. *You agree to waive your rights to a jury trial for any claim or cause of action based upon or arising out of this Agreement or the Plan.*

**Language**

You acknowledge that you are sufficiently proficient in the English language, or have consulted with an advisor who is sufficiently proficient in English, so as to allow you to understand the terms and conditions of this Agreement. Further, if you have received this Agreement, or any other document related to this Award and/or the Plan translated into a language other than English and if the meaning of the translated version is different than the English version, the English version will control. You acknowledge that you are sufficiently proficient in English to understand the terms and conditions of this Agreement.

**Electronic Delivery and Acceptance**

The Company may, in its sole discretion, decide to deliver any documents related to current or future participation in the Plan by electronic means or request your consent to participate in the Plan by electronic means. You hereby consent to receive such documents by electronic delivery and agree to participate in the Plan through an on-line or electronic system established and maintained by the Company, the Company's designated broker, or their respective third parties. If you fail to submit a written rejection of this award to the Company's Stock Administration Department prior to the date on which this award initially vests, this award shall be deemed accepted by you and the terms of this award and the Plan shall apply to the same extent as if you had accepted your award electronically via the website of the Company's selected broker.

**Severability; Integration**

The provisions of this Agreement are severable, and if any one or more provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable. This Agreement contains the entire agreement with regard to the Restricted Stock Units awarded hereby; provided that in the event you are eligible to receive vesting benefits pursuant to an individual agreement with the Company that are more favorable than the vesting benefits provided hereunder, you will receive the vesting benefits under such agreement.

**Waiver**

You acknowledge that a waiver by the Company of breach of any provision of this Agreement shall not operate or be construed as a waiver of any other provision of this Agreement, or of any subsequent breach of this Agreement.

**Country-Specific Provisions: Appendix B**

Notwithstanding any provisions in this Agreement, this award of Restricted Stock Units shall be subject to any additional terms and conditions set forth in Appendix B to this Agreement for your country. Moreover, if you relocate to one of the countries included in Appendix B, the terms and conditions for such country will apply to you, to the extent the Company determines that the application of such terms and conditions is necessary or advisable for legal or administrative reasons.

**Foreign Account / Assets Reporting and Exchange Controls**

Depending upon the country to which laws you are subject, you may have certain foreign asset and/or account reporting requirements and exchange controls which may affect your ability to acquire or hold shares of Stock under the Plan or cash received from participating in the Plan (including from any dividends received or sale proceeds arising from the sale of shares of Stock) in a brokerage or bank account outside your country of residence. Your country may require that you report such accounts, assets or transactions to the applicable authorities in your country. You may be required to repatriate sale proceeds or other funds received as a result of your participation in the Plan to your country through a designated bank or broker within a certain time after receipt. You are responsible for knowledge of and compliance with any such regulations and should speak with your own personal tax, legal and financial advisors regarding the same.

**Insider Trading / Market Abuse Laws**

You acknowledge that, depending on your country, you may be subject to insider trading restrictions and/or market abuse laws, which may affect your ability to acquire or sell shares of Stock or rights to shares of Stock (e.g., Restricted Stock Units) under the Plan during such times as you are considered to have “inside information” regarding the Company (as defined by the laws in your country). Any restrictions under these laws or regulations are separate from and in addition to any restrictions that may be imposed under any applicable insider trading policy of the Company. You acknowledge that it is your responsibility to comply with any applicable restrictions, and you should consult with your own personal legal and financial advisors on this matter.

**Imposition of Other Requirements**

The Company reserves the right to impose other requirements on your participation in the Plan, on the award, on the Restricted Stock Units, and on any shares of Stock acquired under the Plan, to the extent the Company determines it is necessary or advisable for legal or administrative reasons, and to require you to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.

*This Agreement is not a stock certificate or a negotiable instrument.*

**APPENDIX A**  
**TO**  
**RESTRICTED STOCK UNIT AGREEMENT**

1. Australia
2. Brazil
3. Canada
4. Colombia
5. France
6. Germany
7. Greece
8. India
9. Israel
10. Korea
11. New Zealand
12. Portugal
13. Singapore
14. Spain
15. Switzerland
16. United Arab Emirates
17. United States
18. United Kingdom

**APPENDIX B  
TO  
RESTRICTED STOCK UNIT AGREEMENT  
FOR GRANTEES LOCATED OUTSIDE THE UNITED STATES**

***Terms and Conditions***

This Appendix B includes additional terms and conditions that govern the Restricted Stock Units granted to Grantees who reside in the countries listed herein. These terms and conditions are in addition to or, if so indicated, in replacement of the terms and conditions set forth in the Agreement. Any capitalized term used in this Appendix B without definition shall have the meaning ascribed to such term in the Plan or the main body of this Agreement, as applicable.

***Notifications***

This Appendix B also includes information regarding exchange control, foreign asset and/or account, securities and other laws in effect in the respective countries as of November 2024. Such laws are often complex and change frequently. As a result, the Company strongly recommends that you not rely on the information herein as the only source of information relating to the consequences of your participation in the Plan because the information may be out of date at the time your Restricted Stock Units vest or you sell shares of Stock. In addition, the information is general in nature and might not apply to your particular situation, and the Company is not in a position to assure you of any particular result. Accordingly, you are advised to seek appropriate professional advice as to how the relevant laws in your country may apply to your situation.

Finally, note that if you are a citizen or resident of a country other than the one in which you are currently working and/or residing, or are considered a resident of another country for local law purposes or if you transfer employment and/or residency to another country after the Grant Date, the information contained herein may not be applicable to you in the same manner. In addition, the Company shall, in its sole discretion, determine to what extent the additional terms and conditions included herein will apply to you under these circumstances.

**ALL COUNTRIES**

*Retirement.* The following provision supplements the Retirement section of the Agreement:

Notwithstanding the foregoing, if the Company receives a legal opinion that there has been a legal judgment and/or legal development in your jurisdiction that likely would result in the treatment that applies to this award in the event of your Retirement, or when you become Retirement eligible, being deemed unlawful and/or discriminatory, and/or result in adverse tax treatment, the provisions of the Retirement section of the Agreement regarding the treatment of this Award in the event of your Retirement, or when you become Retirement eligible, shall not be applicable to you.

**ARGENTINA**

***Terms and Conditions***

*Acknowledgment of Nature of Grant.* The following provision supplements the Nature of Grant section of the Agreement:

In accepting the grant of the Award, you acknowledge and agree that the grant of the Award is made by the Company (not the Employer) in its sole discretion and that the value of any Awards or shares of Stock acquired under the Plan shall not constitute salary or wages for any purpose under Argentine labor law, including the calculation of (i) any labor benefits including, but not limited to, vacation pay, thirteenth salary, compensation in lieu of notice, annual bonus, disability, and leave of absence payments, or (ii) any termination or severance

indemnities.

If, notwithstanding the foregoing, any benefits under the Plan are considered for purposes of calculating any termination or severance indemnities, you acknowledge and agree that such benefits shall not accrue more frequently than on an annual basis.

### ***Notifications***

*Securities Law Information.* Neither the Restricted Stock Units nor the underlying shares of Stock are publicly offered or listed on any stock exchange in Argentina. The offer is private and not subject to the supervision of any Argentine governmental authority.

*Exchange Control Information.* Exchange control regulations in Argentina are subject to frequent change. You are solely responsible for complying with any exchange control obligations that you may have in connection with participation in the Plan and should consult with your personal legal advisor regarding same.

## **AUSTRALIA**

### ***Notifications***

*Securities Law Information.* This offer is being made under Division 1A, Part 7.12 of the Corporations Act 2001 (Cth).

*Tax Information.* Subdivision 83A-C of the Income Tax Assessment Act, 1997, applies to Restricted Stock Units granted under the Plan, such that the Restricted Stock Units are intended to be subject to deferred taxation.

## **AUSTRIA**

### ***Notifications***

*Exchange Control Information.* You understand that if you hold shares of Stock acquired under the Plan outside of Austria, you will be required to submit reports to the Austrian National Bank on a quarterly basis if the value of the shares of Stock as of any given quarter meets or exceeds €5,000,000. If quarterly reporting is required, the reports must be filed on or before the 15th day of the month following the last day of the respective quarter.

When shares of Stock are sold or a dividend is paid on the shares of Stock, you understand that you may have exchange control obligations if you hold the cash proceeds outside Austria. If the transaction volume of all of your accounts abroad meets or exceeds €10,000,000, you understand that you must report the movements and balances of all accounts on a monthly basis, as of the last day of the month, on or before the 15th day of the following month.

## **BELGIUM**

### ***Notifications***

*Foreign Account / Assets Reporting Information.* If you are a Belgian resident, you are required to report any taxable income attributable to the grant of the Restricted Stock Units on your annual tax return. In addition, you are required to report any security (e.g., shares of Stock acquired under the Plan) or bank accounts (including brokerage accounts) opened and maintained outside Belgium on your annual tax return. You also are required to complete a separate report providing the Central Contact Point of the National Bank of Belgium with details regarding any such account, including the account number, the name of the bank in which such account is held and the country in which such account is located the first time you report the foreign security and/or bank account on your annual tax return. The forms to complete this report are available on the website of the National Bank of Belgium.

## **BRAZIL**

### ***Terms and Conditions***

*Compliance with the Law.* In accepting the grant of the Restricted Stock Units, you acknowledge your agreement to comply with applicable Brazilian laws and to pay any and all applicable tax associated with the vesting of the Restricted Stock Units and the sale of any shares of Stock acquired under the Plan and the receipt of any dividends.

*Acknowledgment of Nature of Grant.* The following provision supplements the Nature of Grant section of the Agreement:

By participating in the Plan, you acknowledge, understand and agree that (i) you are making an investment decision and (ii) the value of the shares of Stock is not fixed and may increase or decrease in value without compensation to you.

### ***Notifications***

*Exchange Control Information.* If you hold assets and rights outside Brazil with an aggregate value exceeding a certain threshold, you will be required to prepare and submit to the Central Bank of Brazil an annual declaration of such assets and rights, including: (i) bank deposits; (ii) loans; (iii) financing transactions; (iv) leases; (v) direct investments; (vi) portfolio investments, including shares of Stock acquired under the Plan; (vii) financial derivatives investments; and (viii) other investments, including real estate and other assets. Please note that foreign individuals holding Brazilian visas are considered Brazilian residents for purposes of this reporting requirement and must declare at least the assets held abroad that were acquired subsequent to the date of admittance as a resident of Brazil. Individuals holding assets and rights outside Brazil valued at less than the relevant threshold are not required to submit a declaration.

## **CANADA**

### ***Terms and Conditions***

*Restricted Stock Units Payable Only in Shares of Stock.* Notwithstanding any discretion in the Plan or the Agreement to the contrary, Restricted Stock Units granted in Canada shall be paid in shares of Stock only and do not provide any right for you to receive a cash payment.

### ***Canadian Securities Laws***

You acknowledge and confirm that your participation in the Plan and entering into of this Agreement is voluntary and not induced by expectation of (a) employment or continued employment, if you are an employee, (b) employment or appointment or continued employment or appointment, if you are an officer, or (c) engagement to provide services or continued engagement to provide services, if you are a consultant. Furthermore, if you are a consultant you also acknowledge and confirm that you are engaged to provide services to the Company or an Affiliate under a written contract with the Company or an Affiliate and spend or will spend a significant amount of time and attention on the business and affairs of the Company or an Affiliate.

### ***Termination Date***

Notwithstanding the terms of the Plan or Agreement, for the purposes of determining the date your Service with the Company, the Employer, or any Affiliate terminates (whether for cause or not, or due to death, disability or otherwise) and your entitlements thereafter, termination of Service shall mean the date at the end of the applicable statutory notice period (if any), but shall not include any period of notice at common law.

*The following provisions will apply if you are a resident in Quebec:*



*Translation.* You understand that you are entitled to receive the Agreement, the Plan and potentially other documents related to the Restricted Stock Units translated into French, and if so requested, the Company will use its best efforts to provide the French translation as expediently as possible. If you do not request a French translation, it is understood that you prefer to receive the documents related to the Plan in the English language and agree that the English documents govern the Restricted Stock Units.

*Traduction.* Vous comprenez que vous avez le droit de recevoir l'accord, le plan et potentiellement d'autres documents liés aux unités d'actions restreintes traduits en français, et si cela est demandé, la Société fera de son mieux pour fournir la traduction française aussi rapidement que possible. Si vous ne demandez pas de traduction en français, il est entendu que vous préférez recevoir les documents relatifs au Plan en langue anglaise et acceptez que les documents en anglais régissent les unités d'actions restreintes.

*Data Privacy.* This provision supplements the Data Privacy section of the Agreement:

You hereby authorize the Company and the Company's representatives to discuss with and obtain all relevant information from all personnel, professional or not, involved in the administration and operation of the Plan. You further authorize the Company, the Employer, any Affiliate and the administrator of the Plan to disclose and discuss the Plan with their advisors. You further authorize the Company, the Employer, any Affiliate and the administrator of the Plan to record such information and to keep such information in your employee file. Please note that the governments or law enforcement agencies of a foreign jurisdiction where the Company processes, stores or transfers data may be able to access your data through the laws of that jurisdiction. You acknowledge and agree that your personal information, including any sensitive personal information, may be transferred or disclosed outside the province of Quebec, including to the U.S. If applicable, you also acknowledge and authorize the Company, the Company's subsidiaries and affiliates, the administrator of the Plan and any third-party brokers/administrators that are assisting the Company with the operation and administration of the Plan to use technology for profiling purposes and to make automated decisions that may have an impact on you or the administration of the Plan.

### ***Notifications***

*Securities Law Information.* You are permitted to sell shares of Stock acquired through the Plan through the designated broker appointed under the Plan, if any, provided the resale of shares of Stock acquired under the Plan takes place outside of Canada through the facilities of a stock exchange on which the Stock is listed. Currently, the Stock is listed on the New York Stock Exchange.

*Foreign Account / Assets Reporting Information.* Foreign property, including Restricted Stock Units, shares of Stock acquired under the Plan and other rights to receive shares (e.g., Restricted Stock Units) of a non-Canadian company held by a Canadian resident must generally be reported annually on a Form T1135 (Foreign Income Verification Statement) if the total cost of the foreign property exceeds a certain threshold (currently C\$100,000) at any time during the year. Thus, such Restricted Stock Units must be reported - generally at a nil cost - if the applicable threshold is exceeded because other foreign property is held by you. When shares of Stock are acquired, their cost generally is the adjusted cost base ("ACB") of the shares. The ACB would ordinarily equal the fair market value of the shares at the time of acquisition, but if you own other shares of the same company, this ACB may have to be averaged with the ACB of the other shares. You should consult with your personal tax advisor to determine your reporting requirements.

## **COLOMBIA**

### ***Terms and Conditions***

*Acknowledgment of Nature of Grant.* The following provision supplements the Nature of Grant section of the Agreement:

You acknowledge that pursuant to Article 128 of the Colombian Labor Code, the Plan and related benefits do not constitute a component of your “salary” for any legal purpose. To this extent, they will not be included and/or considered for purposes of calculating any and all labor benefits, such as legal/fringe benefits, vacations, indemnities, payroll taxes, social insurance contributions and/or any other labor-related amount which may be payable.

### ***Notifications***

*Exchange Control Information.* Investments in assets located abroad (including shares of Stock) are subject to registration with the Central Bank (Banco de la República) if your aggregate investments held abroad (as of December 31 of the applicable calendar year) equal or exceed US\$500,000. Further, when shares of Stock (or other investments) held abroad are sold, you may either choose to keep the resulting sums abroad, or to repatriate them to Colombia. If you choose to repatriate funds to Colombia and have not registered the investment with Banco de la República, you will need to file with Banco de la República Form No. 5 upon conversion of funds into local currency, which should be duly completed to reflect the nature of the transaction. If you have registered the investment with Banco de la República, then you will need to file with Banco de la República Form No. 4 upon conversion of funds into local currency, which should be duly completed to reflect the nature of the transaction. You should obtain proper legal advice in order to ensure compliance with applicable Colombian regulations.

## **DENMARK**

### ***Terms and Conditions***

*Stock Options Act.* You acknowledge that you received an Employer Statement in Danish which sets forth the terms of your Restricted Stock Units under the Act on Stock Options.

## **FRANCE**

### ***Terms and Conditions***

*Tax Information.* The Restricted Stock Units are not intended to be French tax-qualified Awards.

*Language Consent.* By signing and returning this Agreement, you confirm having read and understood the documents relating to the Plan which were provided to you in the English language. You accept the terms of those documents accordingly.

*En signant et renvoyant ce Contrat vous confirmez ainsi avoir lu et compris les documents relatifs au Plan qui vous ont été communiqués en langue anglaise. Vous en acceptez les termes en connaissance de cause.*

### ***Notifications***

*Foreign Account / Assets Reporting Information.* You may hold shares of Stock acquired under the Plan outside of France provided that you declare all foreign accounts, whether open, current, or closed in your income tax return. Failure to comply could trigger significant penalties.

## **GERMANY**

*Exchange Control Information.* Cross-border payments in excess of a certain threshold (currently, €12,500) must be reported to the German Federal Bank (*Bundesbank*). If you make or receive a payment in excess of this amount (including if you acquire shares of Stock under the Plan with a value in excess of this amount or sell shares of Stock via a foreign broker, bank or service provider and receive proceeds in excess of this amount) and/or if the Company withholds or sells shares of Stock with a value in excess of this amount to cover Tax-Related Items, you must report the payment and/or the value of the shares of Stock withheld or sold to the Bundesbank. Such reports

must be filed either electronically by accessing the electronic General Statistics Reporting Portal (“*Allgemeines Meldeportal Statistik*”) via the Bundesbank’s website (www.bundesbank.de), or by such other method (e.g., email or telephone) and within such other timing as permitted or required by the Bundesbank. The report must be submitted monthly or within such timing as is permitted or required by the Bundesbank. You should consult with your personal advisor(s) regarding any personal legal, regulatory or foreign exchange obligations you may have in connection with your participation in the Plan.

### ***Notifications***

*Foreign Account / Assets Reporting Information.* If your acquisition of shares of Stock under the Plan leads to a “qualified participation” at any point during the calendar year, you will need to report the acquisition of shares of Stock when you file your tax return for the relevant year. A qualified participation is attained if (i) the shares held exceed 1% of the Company’s total Stock and the value of the shares acquired exceeds €150,000 or (ii) the shares held exceed 10% of the Company’s total Stock. You should consult with your personal tax advisor to ensure you comply with applicable reporting obligations.

## **GREECE**

There are no country-specific provisions.

## **HONG KONG**

### ***Terms and Conditions***

*Sale of Shares.* Shares of Stock received at vesting are accepted as a personal investment. If the Award vests within six months of the Grant Date, you agree that you will not dispose of the shares of Stock acquired prior to the six-month anniversary of the Grant Date.

*Securities Law Information. Warning: The contents of this document have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the offer. If you are in any doubt about any of the contents of the Agreement or the Plan, you should obtain independent professional advice. Neither the grant of the Restricted Stock Units nor the issuance of shares of Stock upon vesting constitutes a public offering of securities under Hong Kong law and are available only to employees, directors or consultants of the Company, the Employer or an Affiliate. The Agreement, the Plan and other incidental communication materials (i) have not been prepared in accordance with and are not intended to constitute a “prospectus” for a public offering of securities under the applicable securities legislation in Hong Kong and (ii) are intended only for the personal use of each eligible employee, director or consultant of the Company, the Employer or an Affiliate and may not be distributed to any other person.*

### ***Notifications***

*Nature of Scheme.* The Company specifically intends that the Plan will not be an occupational retirement scheme for purposes of the Occupational Retirement Schemes Ordinance (“ORSO”). Notwithstanding the foregoing, if the Plan is deemed to constitute an occupational retirement scheme for the purposes of ORSO, the grant of the Restricted Stock Units shall be void.

## **INDIA**

### ***Notifications***

*Exchange Control Information.* You understand that you must repatriate any cash dividends paid on shares of Stock acquired under the Plan and any proceeds from the sale of such shares to India within a certain period of time after

receipt of the proceeds. You will receive a foreign inward remittance certificate (“FIRC”) from the bank where you deposit the foreign currency. You should maintain the FIRC as evidence of the repatriation of funds in the event the Reserve Bank of India or your Employer requests proof of repatriation. You may be required to provide information regarding funds received from participation in the Plan to the Company and/or the Employer to enable them to comply with their filing requirements under exchange control laws in India. You are personally responsible for complying with exchange control laws in India, and neither the Company nor the Employer will be liable for any fines or penalties resulting from your failure to comply with applicable laws.

*Foreign Asset / Account Reporting.* You are required to declare the following items in your annual tax return: (i) any foreign assets held by you (including shares of Stock acquired under the Plan), and (ii) any foreign bank accounts for which you have signing authority. It is your responsibility to comply with applicable tax laws in India. You should consult with your personal tax advisor to ensure that you are properly reporting your foreign assets and bank accounts.

## **INDONESIA**

### ***Terms and Conditions***

*Language Consent.* By accepting the Award, you (i) confirm having read and understood the documents relating to the Award (i.e., the Plan and the Agreement) which were provided in the English language, (ii) accept the terms of those documents accordingly, and (iii) agree not to challenge the validity of this document based on Law No. 24 of 2009 on National Flag, Language, Coat of Arms and National Anthem or the implementing Presidential Regulation (when issued).

*Persetujuan Bahasa.* Dengan menerima Pemberian, anda (i) memberikan konfirmasi bahwa anda telah membaca dan memahami dokumen-dokumen berkaitan dengan Pemberian ini (yaitu, Program dan Perjanjian) yang disediakan dalam Bahasa Inggris, (ii) menerima persyaratan di dalam dokumen-dokumen tersebut, dan (iii) setuju untuk tidak mengajukan keberatan atas keberlakuan dari dokumen ini berdasarkan Undang-Undang No. 24 Tahun 2009 tentang Bendera, Bahasa dan Lambang Negara serta Lagu Kebangsaan ataupun Peraturan Presiden sebagai pelaksanaannya (ketika diterbitkan).

### ***Notifications***

*Exchange Control Information.* For foreign currency transactions exceeding US\$25,000, the document(s) underlying that transaction will have to be submitted to the relevant local bank. If Indonesian residents repatriate funds (e.g., proceeds from the sale of shares of Stock acquired under the Plan) into Indonesia, the Indonesian bank through which the transaction is made will submit a report of the transaction to the Bank of Indonesia. For transactions of US\$10,000 or more (or its equivalent in other currency), a more detailed description of the transaction must be included in the report and Indonesian residents may be required to provide information about the transaction to the bank in order to complete the transaction.

In addition, if there is a change of position (i.e., sale of shares) in any foreign assets you holds (including shares of Stock acquired under the Plan), Indonesian residents must report this change to the Bank of Indonesia no later than the 15th day of the month following the change in position.

*Foreign Account / Assets Reporting Information.* Indonesian residents have the obligation to report worldwide assets (including foreign accounts and shares of Stock acquired under the Plan) in their annual individual income tax return.

## **IRELAND**

### ***Notifications***

*Director Notification Information.* If you are a director, shadow director, or secretary of an Irish Affiliate, pursuant to the Companies Act 2014, you must (a) notify that Affiliate in writing if you receive or dispose of an interest exceeding in the aggregate 1% of the share capital of the Company (e.g., Restricted Stock Units, shares of Stock or debenture), (b) if you become aware of the event giving rise to the notification requirement, or (c) if you become a director or secretary if such an interest exceeding 1% in the aggregate of the share capital of the Company exists at the time. This notification requirement also applies with respect to the interests of a spouse, civil partner, or minor children (whose interests will be attributed to the director, shadow director, or secretary). You should consult your personal legal advisor to ensure compliance with the applicable requirements.

## **ISRAEL**

### ***Terms and Conditions***

*The following provisions apply to Grantees who are in Israel on the Grant Date.*

*Trustee Arrangement.* You understand and agree that the grant of Restricted Stock Units is offered subject to and in accordance with the terms of the Plan, the Israeli Subplan to the Plan (the "Subplan"), a copy of which is attached to the end of this Appendix B, under the 102 Capital Gains Track (as defined in the Subplan), the Trust Agreement among the trustee appointed by the Company or its Israeli Subsidiary, and the Agreement, including this Appendix B. You understand that the rights and the Restricted Stock Units granted under the Agreement are subject to the terms and provisions of Section 102(b)(2) of the Israel Tax Ordinance and its related rules and hereby accept such rights and the Restricted Stock Units subject to such terms and provisions. You acknowledge that your holding, sale and transfer of shares of Stock to be issued upon settlement, as well as any additional rights are therefore subject to various restrictions and limitations that are imposed by such section and its related rules, of which you are aware and with which you agree to comply.

*Nature of Award.* By accepting the Restricted Stock Units, you understand and agree that the grant of Restricted Stock Units is offered subject to and in accordance with the Subplan and is intended to be a 102 Capital Gains Track Grant (as defined in the Subplan). Notwithstanding the foregoing, the Company does not undertake to maintain the qualified status of the Restricted Stock Units and you acknowledge that you will not be entitled to damages of any kind if the Restricted Stock Units become disqualified and no longer qualify as a 102 Capital Gains Track Grant. Notwithstanding any provision of the Award Agreement, in the event of any inconsistencies between the Subplan, the Agreement and/or the Plan, the terms of the Subplan will govern. Further, to the extent requested by the Company or the Employer, you agree to execute any letter or other agreement in connection with the grant of the Restricted Stock Units or any future grants under the Subplan. If you fail to comply with such request, the Restricted Stock Units may not qualify as a 102 Capital Gains Track Grant.

*Confirmation Letter.* In connection with the grants made under the Israeli Subplan to the Plan, you must acknowledge having read and specifically accepted the terms and conditions of the Section 102 Capital Gains Award Confirmation Letter provided on the following page.

*Vesting.* You understand and agree that you will not require the Trustee to release or sell the shares of Stock during the Required Holding Period (as defined in the Subplan), unless permitted under Israeli tax law.

*Restriction on Transfer.* The Trustee shall not alienate, sell, exchange, transfer, assign, pledge, or otherwise encumber the Restricted Stock Units or the shares of Stock for you except as permitted under the Subplan and the terms of Section 102, or in the case of death, your heirs, except by will or by laws of descent and distribution.

*The following provisions apply to Participants who transfer into Israel after the Grant Date.*

*Mandatory Sale Restriction.* To facilitate compliance with local tax requirements, you agree to the sale of any shares of Stock to be issued to you upon vesting. The sale will occur (i) immediately upon vesting, (ii) following your termination of Service, or (iii) within any other time frame as the Company determines to be necessary to comply with local tax requirements. You further agree that the Company is authorized to instruct its designated broker to assist with the mandatory sale of such shares of Stock (on your behalf pursuant to this authorization) and you expressly authorize the Company's designated broker to complete the sale of such shares of Stock. You acknowledge that the Company's designated broker is under no obligation to arrange for the sale of the shares of Stock at any particular price. Upon the sale of the shares of Stock, the Company agrees to pay you the cash proceeds from the sale, less any brokerage fees or commissions and subject to any obligation to satisfy the Tax-Related Items.

You further agree that any shares of Stock to be issued to you shall be deposited directly into an account with the Company's designated broker. The deposited shares of Stock shall not be transferable (either electronically or in certificate form) from the brokerage account. This limitation shall apply both to transfers to different accounts with the same broker and to transfers to other brokerage firms. The limitation shall apply to all shares of Stock issued to you under the Plan, whether or not you remain in Service.

### ***Notifications***

*Securities Law Information.* This grant does not constitute a public offering under the Securities Law, 1968.

### **Confirmation Letter- 102 Capital Gains Awards**

You undertake and confirm the following, pursuant to the Capital Gain Track under Section 102(b)(2) or 102(b)(3) of the Israeli Income Tax Ordinance and any regulations and rules promulgated thereunder ("Section 102"), with respect to any Restricted Stock Units granted pursuant to this Agreement under the Plan.

1. You understand and accept the provisions of Section 102 in general, and the tax arrangement under the Capital Gain Track in particular, and its tax consequences, as they apply to the Restricted Stock Units.
2. You agree that the Restricted Stock Units and any shares of Stock or rights that may be issued upon vesting of the Restricted Stock Units (or otherwise in relation to the Restricted Stock Units), will be held by a trustee appointed pursuant to Section 102 (the "Trustee") for at least the duration of the Holding Period, as defined in Section 102, and you hereby confirm that you shall not release from trust and/or sell such Restricted Stock Units, shares of Stock or rights, before the end of the Holding Period. You understand that any release of such Restricted Stock Units, shares of Stock or rights from trust, or any sale of any of them prior to the termination of the Holding Period, will result in taxation at marginal tax rates, in addition to deductions of appropriate social security, health tax contributions or other compulsory payments.
3. You understand that the grant of the Restricted Stock Units is subject to the receipt of all required approvals from the Israeli Tax Authority and compliance with the requirements of Section 102.
4. You agree to be bound by the provisions of the Company's trust agreement with the Trustee, ESOP Management and Trust Services Ltd., which holds the Restricted Stock Units for your benefit.
5. You hereby confirm that you have: (i) read and understood this letter; (ii) received all the clarifications and explanations that you requested; and (iii) had the opportunity to consult with your advisers before accepting the Restricted Stock Units.

### **Acceptance by Grantee**

You acknowledge that, as a condition of accepting the award of Restricted Stock Units and/or participating in the Plan, by electronically accepting the Restricted Stock Units, you agree to be bound by the terms of this letter.

## **ITALY**

### ***Terms and Conditions***

*Plan Document Acknowledgment.* By accepting the Restricted Stock Units, you acknowledge that you have received and reviewed a copy of the Plan, the Agreement and this Appendix B in their entirety and fully accept all provisions thereof. You further acknowledge that you have read and specifically and expressly approve the following provisions of the Agreement: Restricted Stock Unit Transferability; Vesting; Share Delivery; Vested Restricted Stock Units; Tax-Related Items; Forfeiture of Unvested Restricted Stock Units; Retention Rights; Shareholder Rights; Nature of Grant; Applicable Law and Venue; Language; Electronic Delivery and Acceptance; Severability; Imposition of Other Requirements and the Data Privacy section included in this Appendix B.

### ***Notifications***

*Foreign Account / Assets Reporting Information.* If you are an Italian resident and hold investments or financial assets outside of Italy (e.g., cash, Restricted Stock Units, shares of Stock) during any fiscal year which may generate income taxable in Italy (or if you are the beneficial owner of such an investment or asset even if you do not directly hold the investment or asset), you are required to report such investments or assets on your annual tax return for such fiscal year (on UNICO Form, RW Schedule, or on a special form if you are not required to file a tax return).

## **JAPAN**

### ***Notifications***

*Foreign Account / Assets Reporting Information.* You are required to report details of any assets held outside of Japan as of December 31<sup>st</sup> (including shares of Stock acquired under the Plan), to the extent such assets have a total net fair market value exceeding a certain threshold (currently ¥50 million). Such report will be due by March 15th each year. You should consult with your personal tax advisor as to whether the reporting obligation applies to you and whether you will be required to report details of your outstanding Restricted Stock Units, as well as shares of Stock, in the report.

## **KOREA**

### ***Notifications***

*Exchange Control Information.* Pursuant to an amendment to Article 184(1) of the Financial Investment Services and Capital Markets Act Enforcement Decree, effective March 5, 2024, Korean residents who acquire foreign securities through a share-based compensation program are allowed to dispose of such securities without using a Korean licensed broker. Korean residents may be subject to exchange control reporting obligations in relation to any proceeds from the sale of shares of Stock deposited with an overseas financial institution. You should consult with your personal advisor(s) regarding any personal legal, regulatory or foreign exchange obligations you may have in connection with your participation in the Plan.

*Foreign Asset / Account Reporting.* Korean residents must declare all foreign financial accounts (e.g., non-Korean bank accounts, brokerage accounts holding shares of Stock, etc.) in countries that have not entered into an “inter-governmental agreement for automatic exchange of tax information” with Korea to the Korean tax authority and file a report with respect to such accounts if the value of such accounts exceeds a certain threshold (currently KRW 500 million or an equivalent amount in foreign currency). You should consult your personal tax advisor regarding reporting requirements in Korea, including whether or not there is an applicable inter-governmental agreement

between Korea and any other country where you may hold shares of Stock or cash acquired in connection with the Plan.

## **MALAYSIA**

### ***Notifications***

*Director Notification Obligation.* If you are a director of the Company's Malaysian Affiliate, you are subject to certain notification requirements under the Malaysian Companies Act. Among these requirements is an obligation to notify the Malaysian Subsidiary in writing when you receives or disposes of an interest (e.g., Restricted Stock Units or shares of Stock) in the Company or any related company. Such notifications must be made within fourteen (14) days of receiving or disposing of any interest in the Company or any related company.

## **MEXICO**

### ***Terms and Conditions***

*Acknowledgement of the Agreement.* By accepting the Restricted Stock Units, you acknowledge that you have received a copy of the Plan and the Agreement, including this Appendix B, which you have reviewed. You further acknowledge that you accept all the provisions of the Plan and the Agreement, including this Appendix B. You also acknowledge that you have read and specifically and expressly approve the terms and conditions set forth in the "Nature of Grant" section of the agreement, which clearly provide as follows:

- (1) Your participation in the Plan does not constitute an acquired right;
- (2) The Plan and your participation in the Plan are offered by the Company on a wholly discretionary basis;
- (3) Your participation in the Plan is voluntary; and
- (4) The Company and its Affiliates are not responsible for any decrease in the value of any shares of Stock acquired at vesting of the Restricted Stock Units.

*Labor Law Acknowledgement and Policy Statement.* By accepting the Restricted Stock Units, you acknowledge that Ciena Corporation, with registered offices at 7035 Ridge Road, Hanover, Maryland 21076, U.S.A., is solely responsible for the administration of the Plan. You further acknowledge that your participation in the Plan, the grant of Restricted Stock Units and any acquisition of shares of Stock under the Plan do not constitute a Service relationship between you and the Company because you are participating in the Plan on a wholly commercial basis and your sole employer is Ciena Communications Mexico S.A. de C.V. or Ciena Mexico S.A. de C.V. ("Ciena-Mexico"). Based on the foregoing, you expressly acknowledge that the Plan and the benefits that you may derive from participation in the Plan do not establish any rights between you and Ciena-Mexico, and do not form part of the employment conditions and/or benefits provided by Ciena-Mexico, and any modification of the Plan or its termination shall not constitute a change or impairment of the terms and conditions of the Service relationship between you and the Employer.

You further understand that your participation in the Plan is the result of a unilateral and discretionary decision of the Company, therefore, the Company reserves the absolute right to amend and/or discontinue your participation in the Plan at any time, without any liability to you.

Finally, you hereby declare that you do not reserve any action or right to bring any claim against the Company or any Affiliate for any compensation or damages regarding any provision of the Plan or the benefits derived under the Plan, and that you therefore grant a full and broad release to the Company, its Affiliates, branches, representation offices, shareholders, officers, agents and legal representatives, with respect to any claim that may arise.



**Términos y Condiciones.**

*Reconocimiento del Contrato.* Al aceptar las Acciones usted reconoce que ha recibido una copia del Plan y del Contrato, incluyendo el presente Anexo A, el cuál ha sido revisado por usted. Asimismo usted acepta todas y cada una de las condiciones del Plan y del Contrato, así como del presente Anexo A. Usted también acepta que ha leído y aprobado en todos y cada uno de sus términos lo establecido en el apartado de "Naturaleza del Otorgamiento" del Contrato, el cuál claramente establece que:

- (1) Su participación en el Plan no constituye un derecho adquirido;
- (2) El Plan y su participación en el mismo son ofrecidos por la Empresa sobre una base enteramente discrecional;
- (3) Su participación en el Plan es voluntaria; y
- (4) La Empresa y sus Afiliadas no son responsables por cualquier descenso en el valor de las Acciones adquiridas al momento de maduración de dichas Acciones.

*Reconocimiento de la Ley Laboral y Condiciones de la Política.* Al aceptar las Acciones, usted reconoce que Ciena Corporation, con oficinas registradas en 7035 Ridge Road, Hanover, Maryland 21076, E.E.U.U., es la única responsable de la administración del Plan. Asimismo usted reconoce que su participación en el Plan, el otorgamiento de Acciones y cualquier adquisición de Capital bajo el Plan no constituye una relación de Servicios entre usted y la Empresa, ya que usted está participando en el Plan sobre una base netamente comercial, y su único y exclusivo patrón lo es Ciena Communications México, S.A. de C.V. ó Ciena México, S.A. de C.V. ("Ciena-México").

*En relación con lo anterior, usted expresamente reconoce que el Plan y los beneficios que deriven de su participación en el mismo no establecen o constituyen ningún derecho entre usted y Ciena-México, y tampoco forman parte de sus condiciones de trabajo y/o beneficios o prestaciones otorgadas por Ciena-México, y cualquier modificación al Plan o la terminación del mismo no generarán cambios o impedimentos a los términos y condiciones de la relación de Servicios entre usted y su Patrón.*

*Asimismo usted acepta que su participación en el Plan es el resultado de una decisión unilateral y discrecional de la Empresa, por lo tanto la Empresa se reserva el derecho para modificar y/o discontinuar su participación en el Plan en cualquier momento, y sin que lo anterior le ocasione un perjuicio a usted.*

*Finalmente, usted declara y acepta que no se reserva acción o derecho alguno que ejercitar con posterioridad en contra de la Empresa o cualquier Afiliada por alguna compensación o daños y perjuicios relacionado con alguna cláusula del Plan o de los beneficios derivados del mismo, por lo que en este acto usted otorga el más amplio finiquito que en derecho proceda en favor de la Empresa, sus Afiliadas, sucursales, oficinas de representación, accionistas, agentes y representantes legales, en relación con cualquier posible contingencia que pudiera derivarse del presente.*

**Notifications**

*Securities Law Information.* The Restricted Stock Units and any shares of Stock acquired under the Plan have not been registered with the National Register of Securities maintained by the Mexican National Banking and Securities Commission and cannot be offered or sold publicly in Mexico. In addition, the Plan, the Agreement and any other document relating to the Restricted Stock Units may not be publicly distributed in Mexico. These materials are addressed to you because of your existing relationship with the Company or an Affiliate,

and these materials should not be reproduced or copied in any form. The offer contained in these materials does not constitute a public offering of securities, but rather constitutes a private placement of securities addressed specifically to individuals who are present employees of Ciena-Mexico made in accordance with the provisions of the Mexican Securities Market Law, and any rights under such offering shall not be assigned or transferred.

## **NETHERLANDS**

There are no country-specific provisions.

## **NEW ZEALAND**

### ***Notifications***

*Securities Law Information.* Warning: This is an offer of rights to receive shares of Stock underlying the Restricted Stock Units. Restricted Stock Units give employees a stake in the ownership of the Company. You may receive a return if dividends are paid on the shares of Stock.

If the Company runs into financial difficulties and is wound up, you will be paid only after all creditors and holders of preferred shares have been paid. You may lose some or all of your investment.

New Zealand law normally requires people who offer financial products to give information to investors before they invest. This information is designed to help investors to make an informed decision. The usual rules do not apply to this offer because it is made under an employee share scheme. As a result, you may not be given all the information usually required. You will also have fewer other legal protections for this investment.

You should ask questions, read all documents carefully, and seek independent financial advice before committing himself or herself.

In addition, you are hereby notified that the documents listed below are available for review on the Company's "Investor Relations" website at <http://investor.ciena.com>, in your online E\*TRADE account, as applicable:

- (i) this Agreement, which together with the Plan sets forth the terms and conditions of participation in the Plan;
- (ii) a copy of the Company's most recent annual report (*i.e.*, Form 10-K);
- (iii) a copy of the Company's most recent published financial statements;
- (iv) a copy of the Plan; and
- (v) a copy of the Plan Prospectus.

A copy of the above documents will be sent to you free of charge on written request to People & Culture.

As noted above, you should carefully read the materials provided before making a decision whether to participate in the Plan. In addition, you should contact your tax advisor for specific information concerning your personal tax situation with regard to Plan participation.

## **NORWAY**

There are no country-specific provisions.

## **POLAND**

### ***Notifications***

*Exchange Control Information.* Polish residents are obligated to transfer funds via bank accounts if the transferred amount in a particular transaction exceeds PLN 15,000. Polish residents are required to store the documents connected with foreign exchange transactions for a period of five years, as measured from the end of the year in which such transaction occurred.

Polish residents holding foreign securities (including shares of Stock) and/or maintaining accounts abroad must report information to the National Bank of Poland. Polish residents holding foreign securities will be required to file quarterly reports with information on transactions and balances regarding foreign securities if the value (calculated individually or together with other assets/liabilities possessed abroad) exceeds PLN 7 million. The reports must be filed on special forms available on the website of the National Bank of Poland. You are responsible for complying with all applicable exchange control regulations.

## **PORTUGAL**

### ***Terms and Conditions***

*Language Consent.* You hereby expressly declare that you have full knowledge of the English language and have read, understood and fully accepted and agreed with the terms and conditions established in the Plan and the Agreement.

*Conhecimento da Lingua.* Você pelo presente instrumento, declara expressamente que tem pleno conhecimento da língua inglesa e que leu, compreendeu e livremente aceitou e concordou com os termos e condições estabelecidas no Plano e no Acordo.

## **SAUDI ARABIA**

### ***Notifications***

*Securities Law Information.* This Appendix B, the Agreement and any other Plan materials related to the grant of Restricted Stock Units under the Plan, may not be distributed in the Kingdom except to such persons as are permitted under the Offers of Securities Regulations issued by the Capital Market Authority.

The Capital Market Authority does not make any representation as to the accuracy or completeness of the Agreement including this Appendix B, the Plan or any other document relating to the offer of Restricted Stock Units under the Plan, and expressly disclaims any liability whatsoever for any loss arising from, or incurred in reliance upon, any part of the Agreement including this Appendix B, the Plan or any other document relating to the offer of Restricted Stock Units under the Plan. You are hereby advised to conduct your own due diligence on the accuracy of the information relating to the securities. If you do not understand the contents of the Agreement including this Appendix B or any other document relating to the offer of Restricted Stock Units under the Plan, you should consult an authorized financial advisor.

## **SINGAPORE**

### ***Terms and Conditions***

*Restrictions on Sale and Transferability.* You hereby agree that any shares of Stock acquired pursuant to the Restricted Stock Units will not be offered for sale in Singapore prior to the six-month anniversary of the Grant Date, unless such sale or offer is made pursuant to the exemption under Part XIII Division I Subdivision (4) (other than section 280) of the Securities and Futures Act (Chap. 289, 2006 Ed.) (“**SEA**”).

## ***Notifications***

*Securities Law Information.* The grant of the Restricted Stock Units is being made pursuant to the “Qualifying Person” exemption” under section 273(1)(f) of the SFA on which basis it is exempt from the prospectus and registration requirements under the SFA and the grant of the Restricted Stock Units is not made to you with a view to the shares of Stock being subsequently offered for sale to any other party. The Plan has not been lodged or registered as a prospectus with the Monetary Authority of Singapore.

*Director Notification Requirement.* The directors, associate directors or shadow directors of a Singapore Affiliate are subject to certain notification requirements under the Singapore Companies Act. Specifically, such directors must notify the Singapore Affiliate in writing of an interest (e.g., Restricted Stock Units, shares of Stock, etc.) in the Company or any related company within two business days of (i) its acquisition or disposal, (ii) any change in a previously-disclosed interest (e.g., upon vesting of Restricted Stock Units or when shares of Stock acquired under the Plan are subsequently sold), or (iii) becoming a director.

## **SPAIN**

### ***Terms and Conditions***

*Acknowledgment of Nature of Grant.* The following provision supplements the Nature of Grant section of the Agreement:

In accepting the Restricted Stock Units, you consent to participate in the Plan and acknowledge that you have received a copy of the Plan, the Agreement and this Appendix B.

You understand that the Company has unilaterally, gratuitously and in its sole discretion decided to grant Restricted Stock Units under the Plan to individuals who may be Service Providers of the Company or any Affiliate throughout the world. The decision is a limited decision that is entered into upon the express assumption and condition that any (i) grant will not economically or otherwise bind the Company or any Affiliate; (ii) the Restricted Stock Units and any shares of Stock issued upon vesting of the Restricted Stock Units are not part of any employment contract (either with the Company or any Affiliate) and shall not be considered a mandatory benefit, salary for any purposes (including severance compensation) or any other right whatsoever; and (iii) unless otherwise provided for in the Agreement, the Restricted Stock Units will cease vesting upon the termination of your status as a Service Provider. Further, you understand that the Restricted Stock Units would not be granted to you but for the assumptions and conditions referred to herein; thus, you acknowledge and freely accept that should any or all of the assumptions be mistaken or should any of the conditions not be met for any reason, then the grant of the Restricted Stock Units and any right to the Restricted Stock Units shall be null and void.

You understand and agree that, as a condition of the grant of the Restricted Stock Units and unless otherwise provided for in the Agreement, the termination of your status as a Service Provider for any reason (including the reasons below) will automatically result in the loss of the Restricted Stock Units to the extent the Restricted Stock Units have not vested as of the date you are no longer actively providing Service to the Company or the Employer. In particular, you understand and agree that, except in the case of termination of Service due to death, disability or Retirement, any unvested Restricted Stock Units as of the date you are no longer actively providing Service will be forfeited without entitlement to the underlying shares of Stock or to any amount of indemnification in the event of a termination of your status as a Service Provider by reason of, but not limited to, resignation, disciplinary dismissal adjudged to be with cause, disciplinary dismissal adjudged or recognized to be without cause (i.e., subject to a “despido improcedente”), individual or collective dismissal adjudged or recognized to be without cause, individual or collective dismissal on objective grounds, whether adjudged or recognized to be with or without cause, material modification of the terms of employment under Article 41 of the Workers’ Statute, relocation under Article 40 of the Workers’ Statute, Article 50 of the Workers’ Statute, unilateral withdrawal by the Employer and under Article 10.3 of the Royal Decree 1382/1985. You acknowledge that you have read and specifically accept the conditions

referred to in the following provisions of the Agreement: Vesting, Share Delivery; Vested Restricted Stock Units, Tax-Related Items and Nature of Grant.

### ***Notifications***

*Exchange Control Information.* To participate in the Plan, you agree to comply with exchange control regulations in Spain. If you hold 10% or more of the share capital of the Company or such other amount that would entitle you to join the Board, the acquisition of shares of Stock under the Plan must be declared for statistical purposes to the Dirección General de Comercio e Inversiones (the “DGCI”). Because you will not acquire the shares of Stock through the use of a Spanish financial institution, you agree to make the declaration by filing a D-6 form with the DGCI. Generally, the D-6 form must be filed each January while the shares of Stock are owned. In addition, the sale of shares of Stock must also be declared on D-6 form filed with the DGCI in January, unless the sale proceeds exceed the applicable threshold (currently €1,502,530), in which case, the filing is due within one month after the sale.

In addition, you may be required to electronically declare to the Bank of Spain any foreign accounts (including brokerage accounts held abroad), any foreign instruments (including shares of Stock acquired under the Plan), and any transactions with non-Spanish residents (including any payments of shares of Stock made pursuant to the Plan), depending on the balances in such accounts together with the value of such instruments as of December 31 of the relevant year, or the volume of transactions with non-Spanish residents during the relevant year.

*Foreign Account / Assets Reporting Information.* To the extent that you hold rights or assets (e.g., cash or shares of Stock held in a bank or brokerage account) outside of Spain with a value in excess of a certain threshold (currently €50,000) per type of right or asset (e.g., shares of Stock, cash, etc.) as of December 31 each year, you are required to report information on such rights and assets on your tax return for such year. After such rights or assets are initially reported, the reporting obligation will only apply for subsequent years if the value of any previously-reported rights or assets increases by more than a certain threshold (currently €20,000) or if you transfer or dispose of any previously-reported rights or assets. The reporting must be completed by March 31. Failure to comply with this reporting requirement may result in penalties. Accordingly, you are advised to consult with your personal tax and legal advisors to ensure that you are properly complying with your reporting obligations.

## **SWEDEN**

### ***Terms and Conditions***

*Authorization to Withhold.* This provision supplements the Share Delivery; Vested Restricted Stock Units, Tax-Related Items section of the Agreement:

Without limiting the authority of the Company and/or the Employer to satisfy their withholding obligations for Tax-Related Items as set forth in the Share Delivery; Vested Restricted Stock Units, Tax-Related Items section of the Agreement, by participating in the Plan, you authorize the Company to withhold shares or arrange for the sale of shares of Stock otherwise deliverable to you upon vesting/settlement of the Restricted Stock Units to satisfy Tax-Related Items, regardless of whether the Company and/or the Employer have an obligation to withhold such Tax-Related Items.

## **SWITZERLAND**

### ***Notifications***

*Securities Law Information.* Neither this document nor any other materials relating to the Plan (i) constitutes a prospectus according to articles 35 et seq. of the Swiss Federal Act on Financial Services (“FinSA”), (ii) may be publicly distributed or otherwise made publicly available in Switzerland to any person other than an employee of

the Company or one of its Affiliates or (iii) has been or will be filed with, approved or supervised by any Swiss reviewing body according to article 51 of FinSA or any Swiss regulatory authority, including the Swiss Financial Market Supervisory Authority.

## **THAILAND**

### ***Notifications***

*Exchange Control Information.* If the proceeds from the sale of shares of Stock and any cash dividends received in relation to the shares of Stock realized in a single transaction exceed a certain threshold (currently U.S.\$1,000,000), you must immediately repatriate such proceeds to Thailand and then convert such proceeds to Thai Baht within 360 days of repatriation. In addition, you will be required to provide details of the transaction (*i.e.*, identification information and purpose of the transaction) to the receiving bank. You should consult your personal advisor before remitting proceeds into Thailand. You is responsible for ensuring compliance with all exchange control laws in Thailand.

## **UNITED ARAB EMIRATES**

### ***Notifications***

*Securities Law Information.* The Restricted Stock Units are only being offered to employees and are in the nature of providing equity incentives to employees of the Company's Affiliates in the United Arab Emirates. Any documents related to the Restricted Stock Units, including the Plan, the Agreement and other grant documents ("Restricted Stock Unit Documents"), are intended for distribution only to such employees and must not be delivered to, or relied on by, any other person. Neither the Ministry of Economy nor the Dubai Department of Economic Development have approved the Plan or the Agreement nor taken steps to verify the information set out therein, and have no responsibility for such documents. You, as a prospective stockholder, should conduct your own due diligence on the securities. If you do not understand the contents of the Restricted Stock Unit Documents, you should consult an authorized financial advisor.

## **UNITED KINGDOM**

### ***Terms and Conditions***

*Restricted Stock Units Payable Only in Shares of Stock.* Notwithstanding any discretion in the Plan or the Agreement to the contrary, Restricted Stock Units granted in the United Kingdom shall be paid in shares of Stock only and do not provide any right for you to receive a cash payment.

*Taxes.* This section supplements the Share Delivery; Vested Restricted Stock Units, Tax-Related Items section of the Agreement:

Without limitation to the provisions contained in the Share Delivery; Vested Restricted Stock Units, Tax-Related Items section of the Agreement, you agree that you are liable for all Tax-Related Items and hereby covenant to pay all such Tax-Related Items as and when requested by the Company or the Employer or by HM Revenue and Customs ("HMRC") (or any other tax authority or any other relevant authority). You also agree to indemnify and keep indemnified the Company and the Employer against any Tax-Related Items that they are required to pay or withhold on your behalf or have paid or will pay to HMRC (or any other tax authority or any other relevant authority).

*Joint Election.* As a condition of your participation in the Plan and of the vesting of the Restricted Stock Units, you agree to accept any liability for secondary Class 1 National Insurance Contributions which may be payable by the Company and/or the Employer with respect to the vesting of the Restricted Stock Units or otherwise payable in connection with the shares of Stock and the right to acquire shares of Stock ("Employer NICs").

Without limitation to the foregoing, you agree to execute a joint election with the Company or the Employer, the form of such joint election being formally approved by HMRC (the "Joint Election"), and any other required consents or elections as provided to you by the Company or the Employer. You further agree to execute such other joint elections as may be required between you and any successor to the Company or the Employer.

If you do not enter into a Joint Election, or if the Joint Election is revoked at any time by HMRC, the Restricted Stock Units shall cease vesting and become null and void, and no shares of Stock shall be acquired under the Plan, without any liability to the Company, the Employer and/or any Affiliate.

You further agree that the Company and/or the Employer may collect the Employer NICs by any of the means set forth in the Share Delivery; Vested Restricted Stock Units, Tax-Related Items section of the Agreement, as supplemented above.

# Ciena Corporation

## Insider Trading Policy

Rev. D (February 2023)

### Purpose

We are entrusted with a great deal of sensitive information at Ciena. Our goal is to ensure that access to this information is used to perform our jobs, understand our business and financial performance and promote our strategy. Our culture thrives on this sense of a shared mission and we intend to keep it that way.

Because of the degree of transparency necessary to achieve this collective understanding, we must be mindful about how we treat and use information that we receive during our work for Ciena. It is illegal to buy or sell securities when one is in possession of “material, non-public information” about that company — conduct known as “insider trading.” It is also illegal to “tip” or pass on material, non-public information to someone who may buy or sell securities.

This purpose of this Insider Trading Policy is to:

- Clarify which persons and what activities are covered by the Policy;
- Prohibit insider trading, tipping and certain speculative transactions;
- Define material, non-public information and establish rules of behavior when possessing it; and
- Protect Ciena’s reputation for integrity and ethical conduct.

### Who Is Covered

This Policy applies to officers, directors and all employees, temporary employees, consultants or contractors of Ciena Corporation and its subsidiaries (“**Ciena**” or the “**Company**”) (collectively, “**Covered Persons**”) – regardless of whether or not they are also “Access Persons” subject to the trading window described below.

This Policy also applies to any spouse, partner, minor children and other persons sharing the same household with any Covered Person and entities that a Covered Person directly or indirectly influences or controls (collectively, “**Related Persons**”).

### What Activities Are Covered

This Policy applies to transactions in securities including:

- Ciena common stock, restricted stock units, stock options, debt securities and other securities Ciena may issue from time to time (“**Ciena Securities**”); and



- securities that are exercisable or exchangeable into Ciena Securities, whether or not issued by Ciena, including market-traded put or call options.

This Policy also applies to transactions in securities of third party business partners when possessing material, non-public information about them obtained in the course of work for Ciena.

## **Insider Trading and Tipping Are Prohibited**

While in possession of material, non-public information relating to Ciena, Covered Persons are prohibited from:

- buying, selling or engaging in any transaction, directly or indirectly, involving Ciena Securities;
- making recommendations or expressing opinions about trading in Ciena Securities based on that information;
- disclosing or “tipping” that information to any person, including Related Persons, publicly or privately, verbally or in writing, electronically or otherwise, including by posting such information to any web-based or social media platform or providing it to a third-party information broker;
- otherwise engaging in any other action to take personal advantage of such information; or
- assisting anyone in the above activities.

Covered Persons are required to abstain from the above transactions until the material, non-public information is publicly disclosed or ceases to be material. Although mandatory, automatic sales pursuant to a Rule 10b5-1 transaction, stock options exercises or purchases through Ciena’s Employee Stock Purchase Plan are exempt from these prohibitions, the sale of any such shares in the market is still prohibited.

## **Customers, Suppliers or Other Business Partners**

Covered Persons who obtain material, non-public information about another company in the course of work for Ciena are subject to the same prohibitions described above with respect to the securities of that company. Covered Persons should treat material, non-public information about Ciena’s customers, suppliers and other business partners with the same degree of care required with respect to Ciena’s information.

## **Material, Non-Public Information**

In general, “material information” is any information that a reasonable investor would consider important in a decision to buy, hold or sell securities. Any information, positive or negative, that could reasonably affect the price of a company’s stock is by its nature “material.”

It is not possible to define all categories of material information because it depends upon the relevant facts and circumstances. Information that is material or immaterial at one point in time may cease to be so at another point in time. However, non-public information about the following items is often considered to be material:

- quarterly or annual financial results or projections;
- a pending or proposed acquisition, merger or similar strategic initiative;
- an offering of equity or debt securities;
- changes in senior management;
- significant new product or technology developments;
- changes in our stock repurchase program, or the issuance of a stock dividend or split;
- gain or loss of a substantial customer, supplier, or strategic partner;
- a significant cybersecurity incident involving our business or products;
- litigation, whether pending or threatened, or inquiry by governmental agencies or positive or negative developments in existing litigation or investigations;
- other similar information likely to have a significant impact on our financial results or stock price.

In general, information is considered “non-public” until it has been disclosed broadly to the market (for example, in a press release or a filing with the SEC) and the investing public has had time to absorb fully the information – typically at the start of the third trading day after such information is released. A “trading day” is a day on which the New York Stock Exchange is open for business

Ciena’s Chief Executive Officer, Chief Financial Officer and General Counsel are authorized to determine whether any information constitutes material, non-public information.

## **Proper Handling of Information**

Under Ciena’s [Code of Business Conduct and Ethics](#), Covered Persons are responsible for protecting confidential information related to Ciena’s business. Information about Ciena or its customers, suppliers or other business partners obtained in the course of work for Ciena may only be used for legitimate business purposes. Questions about the appropriate use of confidential information or what constitutes a legitimate business purpose may be directed to the Legal Department.

To ensure that information is protected from leaks or premature disclosure and that it is disclosed in a manner that does not favor certain investors over others, only Ciena’s specifically authorized personnel may release material information to the public or respond to inquiries from the media, analysts or others outside Ciena. Ciena’s Corporate Disclosure Policy sets forth the Company’s established procedures as to who may disclose such information and under what circumstances. Unauthorized disclosure of such information to anyone outside the Company is prohibited.

## **Additional Prohibited Transactions**

Short-term or speculative transactions in Ciena Securities can create an actual or perceived misalignment with the interest of our stockholders. Accordingly, Covered Persons and Related Persons, whether or not in possession of material, non-public information, are prohibited from engaging in the following transactions with respect to Ciena Securities:

- Short sales;
- Trading in market-traded options, including market-traded put and call options; and
- Hedging or monetization transactions, including zero-cost collars and forward sale contracts.

## **No Margin Accounts or Pledging Ciena Securities**

Covered Persons are prohibited from holding Ciena Securities in a margin account or pledging Ciena Securities as collateral for a loan, because the underlying stock may be sold in the event of failure to meet a margin call or a loan default and at a time when the pledger is aware of material, non-public information or otherwise is not permitted to trade in Ciena Securities. Exceptions may be granted where a Covered Person wishes to pledge Ciena Securities as collateral for a loan (not including margin debt) and can clearly demonstrate the financial capacity to repay the loan. Requests for such approval, together with the relevant pledge documents, must be provided to the General Counsel at least two weeks prior to the proposed transaction.

## **Consequences of Violations**

The penalties for violating the insider trading laws can be severe — for individuals involved in the unlawful conduct and their employers and supervisors. Individuals who engage in insider trading may be subject to forfeiture of their profits, civil penalties of up to three times the profit gained or loss avoided, criminal fines of up to \$5 million (no matter how small the profit) and jail sentences of up to 20 years. The SEC frequently obtains substantial penalties from persons who did nothing more than pass along material, non-public information to others who trade in the stock. An individual who communicates or “tips” inside information to another person who then trades is subject to the same penalties as the “tippee” who trades on that information, even if the employee did not trade or profit from the trading.

Covered Persons who violate this Policy may be subject to disciplinary action, including immediate termination of employment for cause or the termination of such other business relationship with Ciena, whether or not the failure to comply with this Policy results in a violation of law.

## Access Persons May Not Trade When Window is Closed

The trading window is an additional requirement that applies to Ciena's directors, executive officers and certain other specified employees who have or are likely to have regular access to Ciena's material, non-public information, including with respect to its financial results (collectively, "**Access Persons**"). The General Counsel will determine the list of Access Persons from time to time.

The announcement of quarterly financial results and forward-looking guidance can have a material effect on the trading price of Ciena Securities. To protect against allegations and to avoid even the appearance of insider trading, Access Persons are prohibited from buying or selling Ciena Securities in the open market when the trading window is closed.

The trading window generally closes on the fifteenth day of the last month of each fiscal quarter, and generally reopens on the third trading day after Ciena has published its earnings release for that quarter (e.g., if Ciena announces earnings on a Thursday, the window would reopen on the following Monday). The General Counsel will notify Access Persons of the opening and closing of the trading window; however, all Access Persons are expected to know these basic window mechanics.

Ciena may also close the trading window at other times, including for Access Persons or other groups of employees who may be in possession of Ciena's material, non-public information as a result of their work on or awareness of a pending initiative, transaction or announcement.

The trading window restrictions will not apply to transactions in Ciena Securities effected pursuant to an authorized Rule 10b5-1 trading plan that is in compliance with Ciena's requirements. Please refer to Ciena's 10b5-1 Plan Guidelines (the "**10b5-1 Policy**") for additional details on authorized Rule 10b5-1 trading plans, including the requirements for cooling-off periods and timing of initial trades under authorized Rule 10b5-1 trading plans, as well as certain limitations and expectations.

## Pre-Clearance of Trades by Directors and Executive Officers

The Board of Directors and certain designated executive officers (collectively, "**Reporting Persons**") are subject to additional requirements under applicable securities laws, including Section 16 of the Securities Exchange Act of 1934 ("**Section 16**"). Section 16 requires disclosure of holdings and transactions in Ciena Securities by Reporting Persons, members of their immediate families, and certain trusts or other entities in which the insider holds a beneficial interest. Section 16 also provides for disgorgement of "short-swing" profits gained by Reporting Persons. Accordingly, Reporting Persons are required to notify the General Counsel or their designee and pre-clear any proposed transaction in Ciena Securities in advance of executing such transaction. Any such pre-clearance will be valid for two trading days and, if the transaction is not completed within that timeframe, pre-clearance must be requested

again. If the Reporting Person becomes aware of any material, non-public information after requesting pre-clearance but before the transaction has been effected, the Reporting Person may not proceed with the transaction. The purpose of these pre-clearance procedures is to ensure timely reporting, prevent inadvertent violations of the federal securities laws and avoid even the appearance of trading on inside information.

Additionally, Reporting Persons must notify the General Counsel or their designee and pre-clear any proposed gifts of Ciena equity securities. Completed gifts made by Reporting Persons must also be promptly reported to Ciena's Legal Department, as these gifts must be reported on Form 4 before the end of the second business day following the date of execution of the transaction. This includes, for example, certain estate planning transactions such as gifts of Ciena equity securities among trusts established by a Reporting Person.

## **Further Information and Getting Assistance**

Transactions in Ciena Securities by Covered Persons and Related Persons will be viewed after-the-fact with the benefit of hindsight. As a result, before engaging in any transaction, Covered Persons should carefully consider how regulatory authorities and others might view the transaction in light of subsequent developments. Exercising strong judgment is paramount. To prevent inadvertent violations and avoid even the appearance of an improper transaction, Covered Persons are advised to seek additional guidance from the Legal Department before engaging in any transaction in securities covered by this Policy.

## **Post-Termination Transactions**

This Policy and its prohibitions continue to apply to transactions in Ciena Securities after an individual is no longer employed by or associated or affiliated with Ciena. Accordingly, Covered Persons who are in possession of material, non-public information at the time of termination of their employment or association or affiliation with Ciena are prohibited from trading in Ciena Securities until that information is publicly disclosed or ceases to be material.

## **Acknowledgment and Certification**

Employees are required to certify their receipt and understanding of this Policy at the time they join Ciena and on an ongoing basis as part of the periodic affirmation and acknowledgement of Ciena's Code of Business Conduct and Ethics.

<u>Subsidiary</u>	<u>Jurisdiction of Incorporation or Organization</u>
Ciena Communications, Inc.	Delaware
Ciena Canada ULC	Canada
Ciena Switzerland GMBH	Switzerland
Ciena Global Holding, LP	Scotland

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-278806, 333-255410, 333-237673, 333-217001, 333-91294, 333-103328, 333-123509, 333-123510, 333-149929, 333-166125, 333-180332, 333-180333, 333-195498 and 333-214594) of Ciena Corporation of our report dated December 20, 2024 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/PricewaterhouseCoopers LLP  
Baltimore, Maryland  
December 20, 2024

**CIENA CORPORATION**  
**CERTIFICATION OF CHIEF EXECUTIVE OFFICER**

I, Gary B. Smith, certify that:

1. I have reviewed this annual report of Ciena Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 20, 2024

/s/ Gary B. Smith

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Gary B. Smith

President and Chief Executive Officer



**CIENA CORPORATION**  
**CERTIFICATION OF CHIEF FINANCIAL OFFICER**

I, James E. Moylan Jr., certify that:

1. I have reviewed this annual report of Ciena Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 20, 2024

/s/ James E. Moylan Jr.

James E. Moylan Jr.

Senior Vice President and Chief Financial Officer

**CIENA CORPORATION**

**Written Statement of Chief Executive Officer  
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

The undersigned, the Chief Executive Officer of Ciena Corporation (the “Company”), hereby certifies that, to his knowledge, on the date hereof:

(a) the Report on Form 10-K of the Company for the year ended November 2, 2024 filed on the date hereof with the Securities and Exchange Commission (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(b) information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Gary B. Smith

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Gary B. Smith

President and Chief Executive Officer

December 20, 2024

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Ciena Corporation and will be retained by Ciena Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

**CIENA CORPORATION**

**Written Statement of Chief Financial Officer  
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

The undersigned, the Chief Financial Officer of Ciena Corporation (the “Company”), hereby certifies that, to his knowledge, on the date hereof:

(a) the Report on Form 10-K of the Company for the year ended November 2, 2024 filed on the date hereof with the Securities and Exchange Commission (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(b) information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ James E. Moylan Jr.

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Senior Vice President and Chief Financial Officer  
December 20, 2024

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Ciena Corporation and will be retained by Ciena Corporation and furnished to the Securities and Exchange Commission or its staff upon request.