



Charter of the Nominating and Corporate Governance Committee of the Board of Directors

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of ADTRAN, Inc. (the “Company”) shall assist the Board in (i) identifying and attracting highly qualified individuals to serve as directors of the Company; (ii) selecting and recommending to the Board director nominees for the next annual meeting of stockholders of the Company; (iii) monitoring the corporate governance policies and practices of the Company; and (iv) any related matters required by the federal securities laws or the listing standards of the Nasdaq Stock Market.

Organization and Membership

The Committee shall be comprised of three or more directors, as determined by the Board, each of whom must be an “Independent Director” as defined by the listing standards established by the Nasdaq Stock Market. Members of the Committee shall be appointed by the full Board at a Board meeting immediately following the annual meeting of shareholders and shall serve one-year terms. Members may be removed by the Board at any time with or without cause. Upon the death, removal or resignation of a member, the full Board may appoint a successor to serve the remainder of the unexpired term. Unless the chairman of the Committee (the “Chair”) is appointed by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. The Committee shall have the power to create subcommittees with such powers as the Committee shall from time to time confer.

Meetings

The Committee will hold at least two meetings per year or more frequently as its members in their reasonable discretion may decide. The Chair of the Committee will establish the agenda for each committee meeting. Each meeting should include an executive session of the Committee without management present. The Committee may invite such members of management and other persons to its meetings as it may deem appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee will:



1. Review this Committee charter at least annually and update, as necessary, and recommend any proposed changes to the Board for approval.
2. Establish criteria for selecting new board members and for the basic structure and membership of the Board, including, at a minimum, fulfillment of necessary independence requirements for the composition of the Board and the enhanced requirements for Audit Committee membership. The criteria should also take into account the following desired attributes: leadership; independence; interpersonal skills; financial acumen; business experiences; industry knowledge; and diversity of viewpoints. In so doing, the Committee shall seek to create a Board that is as a whole strong in its collective knowledge of, and diversity of skills leadership, vision and strategy, business operations, business judgment, crisis management, risk assessment, industry knowledge, corporate governance and global markets. In reviewing a potential new candidate, the Committee will consider the candidate's qualifications in light of the needs of the Board and the Company at that time given the then current mix of director attributes.
3. Consider nominees submitted by stockholders in accordance with procedures adopted by the Committee and as described in the Company's proxy statement.
4. Select the director nominees for the next annual meeting of the stockholders of the Company and recommend those nominees to the Board.
5. The committee chair, along with the Chairman and Lead Director (if applicable), will select members of the Board to serve on various committees of the Board and recommend those members to the full Board for appointment to such committees, including a recommended chairperson for each committee.
6. If a vacancy on the Board and/or any Board committee occurs, identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.
7. Review the Corporate Governance Principles adopted by the Board at least once per year and recommend any changes to the Board and oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework.
8. Have sole authority, without requiring action by the full Board, to retain, oversee and terminate outside advisors, including such advisors as outside counsel, consultants and search firms, to assist the Committee in identifying director candidates and as otherwise necessary to assist with the execution of its duties



and responsibilities as set forth in this Charter. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to such search firms, outside counsel, consultants and any other advisors.

9. Monitor and evaluate: the independence of directors (including considering, in each case, whether a director has a relationship with the Company that would impair his or her independence) and make recommendations to the Board regarding the same; the participation of directors in the Company's director continuing education program; and the process the Company and its management use for providing information to the Board.
10. Consult with management and the Board on matters of corporate culture and values.
11. Annually administer the performance evaluations of the Board and Board Committees. Individual committee chairpersons, and the Chairman and Lead Director (if applicable) in the case of the full Board, are responsible for reviewing the evaluations and presenting the results, along with any proposed recommendations to the full Board.
12. Report to the Board on a regular basis and submit minutes of all meetings to the Board.
13. Annually review and evaluate the performance of the Committee.
14. Ensure that this Charter and the Code Business Conduct and Ethics are posted on the Company's website.
15. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.