

**CHARTER OF THE NOMINATING AND
CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
ADTRAN, INC.**

1. 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 director nominees for the next annual meeting of stockholders of the Company and (iii) monitoring the governance processes used by the Company.

2. 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 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 Company shall have the power to create subcommittees with such powers as the Committee shall from time to time confer.

3. MEETINGS

The Committee will hold at least two meetings per year or more frequently as circumstances dictate. 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 shall also meet with the Director of Internal Audit at each meeting to review compliance with the Code of Business Conduct and Ethics.

4. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee will:

1. 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. 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

and experience with respect to, accounting and finance, management and 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.

2. Consider nominees submitted by stockholders in accordance with procedures adopted by the Committee.
3. Select the director nominees for the next annual meeting of the stockholders of the Company and recommend those nominees to the Board.
4. Select members of the Board to serve on the various committees of the Board and recommend those members to the Board for appointment to such committees, including a recommended chairperson for each committee.
5. Have sole authority, without requiring action by the full Board, to retain and terminate outside advisors, including such advisors as search firms to assist the Committee in identifying director candidates.
6. Monitor and safeguard the Board's independence.
7. Monitor compliance by the members of the Board with director continuing education requirements.
8. Oversee and review the Company's processes for providing information to the Board.
9. Devise and propose to the Board a Code of Business Conduct and Ethics for directors, officers and employees addressing, at a minimum, conflicts of interest transactions and compliance with applicable laws, rules and regulations, including compliance and enforcement mechanisms.
10. Monitor compliance with the Code of Business Conduct and Ethics, and review and approve all requests by directors or officers for waivers of the code.
11. Consult with management and the Board on matters of corporate culture and values.
12. Establish standards for evaluating management.
13. Undertake performance evaluations of the Board committees and the full Board.

14. Report to the Board on a regular basis and submit minutes of all meetings to the Board.
15. Annually review and evaluate the performance of the Committee.
16. Ensure that this Charter and the Code of Business Conduct and Ethics are posted on the Company's website.
17. 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.