

TELLABS, INC.

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

I. PURPOSE

The primary function of the Tellabs, Inc. (the "Company") Nominating and Governance Committee (the "Committee") is to drive superior performance of the Company by making the most effective use of the collective skills and experience of the Board of Directors. The Company believes that good corporate governance is a source of competitive advantage. The Committee's primary duties and responsibilities are:

- To work with the Chairman of the Board to ensure that the Board of Directors and the committees of the Board of Directors have the appropriate size and composition to support the needs of the Company.
- To provide oversight to ensure that the Board of Directors has adequate operational structure and accountability in the key areas of strategic planning, financial control, succession planning, executive compensation and compliance.
- To establish processes for evaluating the performance of the Board of Directors and the Chairman of the Board of Directors.
- To review and make recommendations regarding the Company's compensation philosophy for Board members and to review and make recommendations to the Board of Directors regarding the amount and form of compensation to be paid to the Board of Directors.
- To make recommendations to the Board of Directors regarding corporate governance matters and practices.

The Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in Section IV of this document. The Committee shall have the sole authority to retain, and approve the fees and other retention terms of, director search, legal and other advisors, as it deems necessary for the fulfillment of its responsibilities.

II. COMPOSITION

The Committee shall be comprised of two or more independent directors as determined by the Board of Directors according to the independence standards established by the Committee consistent with applicable statutes, regulations and the NASDAQ listing standards.

The members of the Committee shall be elected by the Board of Directors to serve until their successors shall be duly elected and qualified. Unless a chairman is elected by the full Board of Directors, the members of the Nominating and Governance Committee may designate a chairman by majority vote of the full Nominating and Governance Committee membership.

III. MEETINGS

The Committee shall meet at least two (2) times annually in person or by phone and more frequently if circumstances dictate.

The Committee shall have the authority to designate, and delegate duties to, such standing and ad-hoc sub-committees as it deems necessary or desirable.

A majority of the members of the Committee shall constitute a quorum for the transaction of business, subject to the provisions of Article V, Section 5.2 of the Company's by-laws regarding the appointment of a substitute Committee member to act in the place of any absent or disqualified Committee member. A vote of a majority of the members and substitute members present at any Committee meeting at which a quorum is present shall be the act of the Committee.

The Committee chairman shall have the authority to call a special meeting of the Committee whenever s/he deems such meeting necessary or desirable. The Committee chairman shall report to the Board of Directors, as deemed appropriate by the Committee chairman, the Committee's activities.

The Committee may designate a non-voting secretary for the Committee, who shall assist in the administration of meetings and prepare the minutes of such meetings and perform such other duties as requested by the chairman or the Committee. The minutes of all Committee meetings shall be prepared and distributed to the Committee members and approved at subsequent meetings to be placed in the Company's records.

IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Committee shall:

Document Review

1. Review this document and the Committee's performance periodically, at least annually, and make changes as the Committee deems appropriate.
2. Review the charters of the other committees of the Board of Directors periodically and recommend additions or changes as conditions dictate.

Size and Composition

1. Review the knowledge, skills, experience base and diversity of the Board of Directors, and based on the results: (1) define the skills, experience and diversity to be maintained or added; and/or (2) set appropriate qualifications for new directors.
2. Establish a process for identifying and reviewing candidates for the Board of Directors.
3. Develop criteria to be used in reviewing and screening candidates for the Board of Directors.
4. Recommend nominees for election as members of the Board of Directors.
5. Review and make recommendations for Board committee structure and specific appointments to those committees.
6. Monitor the orientation and training needs of the members of the Board of Directors and recommend action to the Board of Directors, individual directors and management, where appropriate.
7. Prepare policy for the review of the continuing service of a member of the Board of Directors following a change in circumstances (e.g., retirement from or change in employment, proposed nomination to another board of directors, etc.).
8. Make all determinations as to whether or not an individual member of the Board of Directors is independent, consistent with the independence

standards established by the Committee consistent with applicable statutes, regulations and the NASDAQ listing standards.

Board Operations

1. Maintain oversight to ensure that adequate structure and accountability processes are in place by the Board in the key areas of strategic planning, financial control, conflict of interest, succession planning, executive compensation, and compliance.
2. Review, on a periodic basis, the charters of the Board committees to ensure that the charters accurately reflect the responsibilities needed for good corporate governance in strategic planning, financial control, conflict of interest, succession planning, executive compensation and compliance.
3. Establish and maintain processes for periodically evaluating the collective performance of the Board of Directors, the Chairman of the Board of Directors and each committee.
4. Establish stock ownership guidelines for the members of the Board of Directors and monitor compliance therewith.

Board Compensation

1. Review, on an annual basis, the Company's compensation philosophy for the Board of Directors and make recommendations regarding appropriate changes thereto.
2. Review and make recommendations as to the type and amounts of compensation to be paid to the Board of Directors, consistent with the Company's compensation philosophy and competitive benchmarks.

Corporate Governance

1. Develop, periodically review, and recommend to the Board of Directors a set of corporate governance principles applicable to the Company.
2. To the extent permitted by Delaware Corporation Law, review and approve the Corporation's policies on, and responses to, stockholder issues and proposals, and recommend to the Board of Directors, the appropriate response to and placement of such proposals in the Company's proxy statement.

3. Review any waiver proposed to be granted under and make any interpretation of the code of business conduct and ethics applicable to the Board of Directors.
4. Review any potential conflicts of interest (including any related party transactions) or other issues arising as a result of any proposed transaction or other positions held or proposed to be held by, or any change in circumstances of, a member of the Board of Directors.
5. Perform any other responsibilities delegated to the Committee by the Board of Directors from time to time.