



● *Invitation  
to the  
Annual General  
Meeting*

 **ADVA™**

*May 22, 2019, Meiningen*

**ADVA Optical Networking SE**

**Meiningen**

**– ISIN DE 000 510 300 6 –  
(Securities identification number 510 300)**

**Invitation to the Annual General Meeting of 22 May 2019**

The shareholders of our company are hereby invited to the

**Annual General Meeting**

taking place at 11:00 a.m. CEST (entry from 10:00 a.m.) on Wednesday, 22 May 2019, at the hotel Sächsischer Hof, Georgstrasse 1, 98617 Meiningen, Germany.

## Agenda

1. Presentation of the adopted annual financial statements as of 31 December 2018, the approved consolidated financial statements as of 31 December 2018, the consolidated management report for ADVA Optical Networking SE and the group for the 2018 financial year, the Management Board's explanatory report on the statements as required under sections 289a (1) and 315a (1) of the Handelsgesetzbuch ("HGB" – German Commercial Code), the report of the Supervisory Board for the 2018 financial year, and the consolidated separate non-financial report for ADVA Optical Networking SE and the group for the 2018 financial year.

The Supervisory Board has approved the annual financial statements prepared by the Management Board and thus adopted the annual financial statements. Adoption by the Annual General Meeting is thus dispensed with. The annual financial statements, the consolidated management report, the consolidated annual financial statements, the report of the Management Board on the information required pursuant to Sections 289a (1) and 315a (1) HGB and the report of the Supervisory Board are to be made available to the Annual General Meeting. A resolution is not adopted on this item of the agenda.

2. Resolution on the appropriation of the net retained profits for the 2018 financial year

The annual financial statements of ADVA Optical Networking SE as at 31 December 2018 show net retained profits of EUR 47,838,793.90. However, on account of a block on distribution pursuant to section 268 (8) HGB, no profit distribution can take place at present.

The Management Board and the Supervisory Board propose that the net retained profits for the 2018 financial year in the amount of EUR 47,838,793.90 be carried forward in full to new account.

3. Formal approval of the actions of the members of the Management Board for the 2018 financial year

The Management Board and the Supervisory Board propose that formal approval be granted to all members of the Management Board of ADVA Optical Networking SE who have held office in the 2018 financial year for this financial year.

#### **4. Formal approval of the actions of the members of the Supervisory Board for the 2018 financial year**

The Management Board and the Supervisory Board propose that formal approval be granted to all members of the Supervisory Board of ADVA Optical Networking SE who have held office in the 2018 financial year for this financial year.

#### **5. Election of the auditor and of the group auditor for the 2019 financial year**

The Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich, be selected as auditor and as group auditor for the 2019 financial year.

The proposal for appointment is based on the recommendations of the Audit Committee. The Audit Committee has declared that its recommendation is free from undue influence from third parties and that no clause was imposed on it that restricted the selection options of the Annual General Meeting with regard to the selection of particular auditors (Art. 16 (6) of the EU auditors regulation (regulation (EU) No. 537/2014 of the European Parliament and the Council from 16 April 2014)).

#### **6. Resolution on the cancellation of the Authorised Capital 2015/I and the creation of new Authorised Capital 2019/I with authorisation to exclude subscription rights; amendment of the Articles of Association**

By resolution of the Annual General Meeting of 20 May 2015, the Management Board was authorised to increase the share capital upon consent of the Supervisory Board by 19 May 2020 by issuing on one or more occasions a total of up to 24,048,215 new no-par value bearer shares for contributions in cash or in kind for a total of EUR 24,048,215, whereby the shareholders' subscription rights can be excluded under certain conditions (Authorised Capital 2015/I). Until now, the aforementioned authorisation has not been utilised. Depending on the date of the 2020 Annual General Meeting, the Authorised Capital may still expire before the next Annual General Meeting. For this reason, the Authorised Capital 2015/I is to be cancelled and replaced by a new Authorised Capital 2019/I with a term until 21 May 2024.

The proposed cancellation of the Authorised Capital 2015/I should become effective only when the Authorised Capital 2019/I effectively takes its place.

The Management Board and the Supervisory Board therefore propose that the following resolution be adopted:

**(a) Cancellation of Authorised Capital 2015/I**

The Authorised Capital 2015/I pursuant to the current Section 4 (4) of the Articles of Association shall be cancelled with effect from the date on which the Authorised Capital 2019/I adopted pursuant to letters b) and c) is entered in the Commercial Register.

**(b) Creation of new Authorised Capital 2019/I**

Upon consent of the Supervisory Board, the Management Board is authorised to increase the share capital by 21 May 2024 by one or more issues of a total of up to 24,965,477 (in words: twenty-four million, nine hundred and sixty-five thousand, four hundred and seventy-seven) new, no-par value bearer shares (common shares) against contributions in cash or in kind by a total of up to EUR 24,965,477 (in words: twenty-four million, nine hundred and sixty-five thousand, four hundred and seventy-seven euros) (Authorised Capital 2019/I).

The authorisation can be utilised in partial amounts. The Management Board shall be authorised to stipulate the further content of the share rights and the conditions of the share issue with the approval of the Supervisory Board.

The Management Board is authorised upon consent of the Supervisory Board to exclude subscription rights for capital increases for contributions in kind, if during the term of this authorisation and in exclusion of shareholder subscription rights, the shares issued against contributions in cash or in kind do not exceed 20% of the share capital – neither at the time this authorisation takes effect nor at the time of its utilisation.

When the capital is increased against cash contributions, the shareholders are in principle to be granted a subscription right for the new shares. The new shares are to be taken over by a minimum of one (1) bank or a minimum of one (1) company operating pursuant to Section 53 (1) (1) or Section 53b (1) (1) or (7) of the Gesetz über das Kreditwesen (“KWG” – German Banking Act) with the undertaking to offer them to the shareholders for subscription.

The Management Board is also authorised upon consent of the Supervisory Board to exclude subscription rights for capital increases for contributions in cash, if during the term of this authorisation and with exclusion of shareholder subscription rights, the shares issued against contributions in cash or in kind do not exceed 20% of the share capital – neither at the time this authorisation takes effect nor at the time of its utilisation,

- i. if shareholder rights are excluded to realise fractional shares or

- ii. if the exclusion of subscription rights is necessary to prevent dilution in order to grant holders of conversion or option rights that have been or will be issued by the company or by companies in which the company directly or indirectly has a majority shareholding a subscription right for new shares in the scope to which they would have been entitled after the conversion or option rights were exercised or after conversion obligations were fulfilled, or
- iii. when the issue amount of the new shares is not significantly lower than the stock exchange price and the shares issued during the period of this authorisation in accordance with or in application mutatis mutandis of Section 186 (3) (4) of the Aktiengesetz ("AktG" – German Stock Corporation Act) against cash contributions where the subscription right is excluded do not exceed 10% in total of the share capital either at the time that this authorisation enters into force or at the time that it is exercised. The following shall count towards the limitation to 10% of the share capital:
  - own shares that are sold during the period of validity of this authorisation in corresponding application of Section 186 (3) (4) AktG where the subscription right of the shareholders is excluded, and
  - shares that are issued or are to be issued to service bonds with conversion or option rights if and in so far as the bonds are issued during the period of validity of this authorisation in application mutatis mutandis of Section 186 (3) (4) AktG where the subscription right is excluded.

### (c) Amendment to the Articles of Association

Section 4 (4) of the Articles of Association is amended and rewritten as follows:

"Upon consent of the Supervisory Board, the Management Board is authorised to increase the share capital by 21 May 2024 by one or more issues of a total of up to 24,965,477 (in words: twenty-four million, nine hundred and sixty-five thousand, four hundred and seventy-seven) new, no-par value bearer shares (common shares) against contributions in cash or in kind by a total of up to EUR 24,965,477 (in words: twenty-four million, nine hundred and sixty-five thousand, four hundred and seventy-seven euros) (Authorised Capital 2019/I).

The authorisation can be utilised in partial amounts. The Management Board is authorised to stipulate the further content of the share rights and the conditions of the issue with the approval of the Supervisory Board.

The Management Board is authorised upon consent of the Supervisory Board to exclude subscription rights for capital increases for contributions in kind, if, during the term of this authorisation and in exclusion of shareholder subscription rights, the shares issued against contributions in cash or in kind do not exceed 20% of the share capital – neither at the time this authorisation takes effect nor at the time of its utilisation.

When the capital is increased against cash contributions, the shareholders are in principle to be granted a subscription right for the new shares. The new shares are to be taken over by a minimum of one bank or a minimum of one company operating pursuant to Section 53 (1) (1) or Section 53b (1) (1) or (7) KWG with the undertaking to offer them to the shareholders for subscription.

The Management Board is also authorised upon consent of the Supervisory Board to exclude subscription rights for capital increases for contributions in cash, if, during the term of this authorisation and in exclusion of shareholder subscription rights, the shares issued against contributions in cash or in kind do not exceed 20% of the share capital – neither at the time this authorisation takes effect nor at the time of its utilisation.

- i. if shareholder rights are excluded to realise fractional shares, or
  - ii. if the exclusion of subscription rights is necessary to prevent dilution in order to grant holders of conversion or option rights that have been or will be issued by the company or by companies in which the company directly or indirectly has a majority shareholding a subscription right for new shares in the scope to which they would have been entitled after the conversion or option rights were exercised or after conversion obligations were fulfilled, or
  - iii. when the issue amount of the new shares is not significantly lower than the stock exchange price and the shares issued during the period of this authorisation in accordance with or in application mutatis mutandis of Section 186 (3) (4) AktG against cash contributions where the subscription right is excluded do not exceed 10% in total of the share capital either at the time that this authorisation enters into force or at the time that it is exercised.

The following shall count towards the limitation to 10% of the share capital:

    - own shares that are sold during the period of validity of this authorisation in corresponding application of Section 186 (3) (4) AktG where the subscription right of the shareholders is excluded, and
    - shares that are issued or are to be issued to service bonds with conversion or option rights if and in so far as the bonds are issued during the period of validity

of this authorisation in application mutatis mutandis of Section 186 (3) (4) AktG where the subscription right is excluded.”

## **7. Resolution regarding extension of authorisation to issue share option rights (2011 Share Option Programme) and the creation of further contingent capital; amendment of the Articles of Association**

The Annual General Meeting of 16 May 2011 authorised the Management Board under item 8b of the agenda to grant, with the approval of the Supervisory Board, on one or more occasions or – in the event that option rights that have been issued are released, for example as a result of termination or other cessation of the granting of subscription rights – repeatedly, subscription rights for the subscription of up to 920,000 ordinary bearer shares of the company to members of the Management Board, members of the management of affiliated companies, employees of the company and employees of affiliated companies in accordance with the requirements presented in more detail in the above-mentioned resolution (“2011 Share Option Programme”). If subscription rights are granted to members of the Management Board, the authorisation of the Supervisory Board has taken the place of that of the Management Board. By the same resolution, contingent capital in the amount of EUR 920,000 was created.

By resolution of the Annual General Meeting of 24 May 2012 under item 8 of the agenda, the number of the subscription rights to be issued under the 2011 Share Option Programme was increased by a total of 1,008,000 from 920,000 to 1,928,000, among other things. Furthermore, the share capital of the company was contingently increased by up to EUR 1,928,000.

By resolution of the Annual General Meeting of 4 June 2013 under item 10 of the agenda, the number of the subscription rights to be issued under the 2011 Share Option Programme was increased by a total of 625,404 from 1,928,000 to 2,553,404, among other things. Furthermore, the share capital of the company was contingently increased by up to EUR 2,553,404.

By resolution of the Annual General Meeting of 5 June 2014 under item 8 of the agenda, the number of the subscription rights to be issued under the 2011 Share Option Programme was increased by a total of 441,000 from 2,553,404 to 2,994,404, among other things. Furthermore, the share capital of the company was contingently increased by up to EUR 2,994,404.

By resolution of the Annual General Meeting of 20 May 2015 under item 7 of the agenda, the number of the subscription rights to be issued under the 2011 Share Option Programme was increased by a total of 518,000 from 2,994,404 to 3,512,404, among other things. Furthermore, the share capital of the company was contingently increased by EUR 3,512,404. In the financial year ending 31 December 2015, 264,023 subscription rights from the 2011 Share Option





Invitation



Agenda



Attendance



Directions / Hotel

Programme were exercised and 264,023 new no-par value shares in the company with a proportionate share of EUR 264,023 in the share capital were issued.

By resolution of the Annual General Meeting of 11 May 2016 under item 6 of the agenda, the number of the subscription rights to be issued under the 2011 Share Option Programme was increased by 1,510,259 from 3,248,381 to 4,758,640, among other things. Furthermore, the share capital of the company was contingently increased by EUR 4,758,640. In the period from 1 January 2016 to the end of the 2017 financial year, 257,259 subscription rights from the 2011 Share Option Programme were exercised and 257,259 new no-par value shares with a proportionate share of EUR 257,259 were issued.

By resolution of the Annual General Meeting of 13 June 2018 under item 6 of the agenda, the number of the subscription rights to be issued under the 2011 Share Option Programme was increased by 472,173 from 4,501,381 to 4,973,554, among other things. Furthermore, the share capital of the company was contingently increased by EUR 4,973,554. In the period from 1 January 2018 to the end of the 2018 financial year, 195,406 subscription rights from the 2011 Share Option Programme were exercised and 195,406 new no-par value shares with a proportionate share of EUR 195,406 were issued. The Contingent Capital 2011/I still amounts to EUR 4,778,148.

The portion of capital becoming free as a result of the reduction of the contingent capital regulated in Article 4 (5k) of the Articles of Association is intended to be used to extend the 2011 Share Option Programme.

The Management Board and the Supervisory Board therefore propose that the following resolution be adopted:

**(a) Resolution on an extension of the authorisation to issue share option rights (2011 Share Option Programme)**

The authorisation to issue subscription rights of the Management Board and – insofar as subscription rights are issued to members of the Management Board – the Supervisory Board which was resolved on 16 May 2011 under item 8b of the agenda and amended by resolution of the AGM of 24 May 2012 under items 8b of the agenda, by resolution of the AGM of 4 June 2013 under item 10b of the agenda, by resolution of the AGM of 5 June 2014 under item 8b of the agenda, by resolution of the AGM of 20 May 2015 under item 7b of the agenda, by resolution of the AGM of 11 May 2016 under item 6b of the agenda, and by resolution of the AGM of 13 June 2018 under item 6b of the agenda is amended to the extent that the number of subscription rights to be issued is increased from the current 4,778,148 by 214,947 to 4,993,095.

Furthermore, the group of holders of subscription rights is redefined as follows: 35.0% of the option rights, i.e. a total of 1,747,583 subscription rights, to members of the Management Board; 5.0%, i.e. a total of 249,655 subscription rights, to members of the management of affiliated companies; 22.5%, i.e. a total of 1,123,446 subscription rights, to employees of the company; and 37.5%, i.e. a total of 1,872,411 subscription rights, to employees of affiliated companies. The exact group of persons entitled to subscription rights and the scope of the respective offer shall be determined by the Management Board. Insofar as subscription rights are issued to members of the Management Board, the Supervisory Board is authorised to do this in place of the Management Board.

Apart from that, the resolution of the Annual General Meeting of 16 May 2011 under item 8b of the agenda, taking into consideration the amendments from the resolution of the AGM of 24 May 2012 under item 8b, the resolution of the AGM of 4 June 2013 under item 10b of the agenda, the resolution of the AGM of 5 June 2014 under item 8b of the agenda, the resolution of the AGM of 20 May 2015 under item 7b of the agenda, the resolution of the AGM of 11 May 2016 under item 6b of the agenda, and the resolution of the AGM of 13 June 2018 under item 6b of the agenda, remains unaffected and applies in this respect to the option rights to be issued in accordance with the resolution under item 7a of the agenda.

#### **(b) Creation of additional contingent capital**

The contingent capital, resolved on by the AGM on 16 May 2011 under item 8c of the agenda and amended by resolution of the AGM of 24 May 2012 under item 8c of the agenda, by resolution of the AGM of 4 June 2013 under item 10c of the agenda, by resolution of the AGM of 5 June 2014 under item 8c of the agenda, by resolution of the AGM of 20 May 2015 under item 7c of the agenda, by resolution of the AGM of 11 May 2016 under item 6c of the agenda, and by resolution of the AGM of 13 June 2018 under item 6c of the agenda, is amended as follows:

The share capital of the company shall be subject to a contingent increase of EUR 4,993,095 through the issue of up to 4,993,095 no-par value bearer shares (common shares) (Contingent Capital 2011/I). The contingent capital serves solely to grant subscription rights to members of the Management Board and employees of the company as well as members of the management and employees of affiliated companies in accordance with the resolutions of the AGM of 16 May 2011 under item 8b of the agenda, the AGM of 24 May 2012 under item 8b of the agenda, the AGM of 4 June 2013 under item 10b of the agenda, the AGM of 5 June 2014 under item 8b of the agenda, the AGM of 20 May 2015 under item 7b of the agenda, the AGM of 11 May 2016 under item 6b of the agenda, the AGM of 13 June 2018 under item 6b of the agenda, as well as the

AGM of 22 May 2019 under item 7a of the agenda. The contingent capital increase shall be implemented only insofar as the holders of subscription rights make use of their right. The new shares are entitled to a share in the profit from the commencement of the previous financial year if they have been created by the time of the commencement of the Annual General Meeting of the company, otherwise from the commencement of the financial year in which they are created.

**(c) Amendment to the Articles of Association**

Article 4 (5k) of the Articles of Association is amended as follows:

“The share capital of the company shall be subject to a contingent increase of EUR 4,993,095 through the issue of up to 4,993,095 no-par value bearer shares (Contingent Capital 2011/I). The contingent capital serves solely to grant subscription rights to members of the Management Board and employees of the company as well as members of the management and employees of affiliated companies in accordance with the resolutions of the AGM of 16 May 2011 under item 8b of the agenda, the AGM of 24 May 2012 under item 8b of the agenda, the AGM of 4 June 2013 under item 10b of the agenda, the AGM of 5 June 2014 under item 8b of the agenda, the AGM of 20 May 2015 under item 7b of the agenda, the AGM of 11 May 2016 under item 6b of the agenda, the AGM of 13 June 2018 under item 6b of the agenda, as well as the AGM of 22 May 2019 under item 7a of the agenda. The contingent capital increase shall be implemented only insofar as the holders of subscription rights make use of their right. The new shares are entitled to a share in the profit from the commencement of the previous financial year if they have been created by the commencement of the Annual General Meeting of the company, otherwise from the commencement of the financial year in which they are created.”

**8. Authorisation to acquire and use own shares, including exclusion of subscription rights**

The authorisation to acquire own shares, resolved by the Annual General Meeting of 20 May 2015, will expire on 19 May 2020, and therefore (depending on the date of the 2020 Annual General Meeting) possibly before the next Annual General Meeting. Therefore, the Management Board, in withdrawal of the aforementioned authorisation, wishes to be authorised again to acquire own shares.

The Management Board and Supervisory Board propose the following resolution:

- (a) The currently existing authorisation to acquire own shares, limited until 19 May 2020, will be withdrawn when this new authorisation takes effect.

- (b) The Management Board is authorised under Section 71 (1) (8) AktG to acquire own shares for all permitted purposes as stipulated by law and under the following provisions. This authorisation will expire on 21 May 2024. It is limited to a total of 10% of the existing share capital at the time of resolution by the Annual General Meeting or – if this value is lower – at the time the authorisation is exercised. The authorisation can be exercised directly by the company, by a corporation that is dependent on the company, by a majority holding, by third parties authorised by the company, by a corporation that is dependent on the company or by a majority holding and allows for the acquisition of own shares in the full amount or in partial amounts, either as a single acquisition or multiple acquisitions. The acquired shares plus the other own shares that are owned by the company or that must be treated as such under Sections 71d and 71e AktG cannot account for more than 10% of the company's share capital at any time.
- (c) The acquisition will be made at the choice of the Management Board via the stock exchange or via a public purchase offer submitted to all shareholders of the company.
- iv. If the shares are purchased on the stock exchange, the purchase price paid per company share (without incidental purchase costs) cannot be 10% higher or lower than the average closing price on the three trading days preceding the commencement of the obligation to purchase ("Reference Days").

The "**Closing Price**" is the closing price determined in the closing auction (with regard to each stock trading day) or, if such a closing price is not determined on the relevant trading day, the last price of the company share determined in current trading. All three Reference Days must be based on those in XETRA trading (or a comparable successor system) of the Frankfurt Stock Exchange or floor trading in a closing price from a German stock exchange or the last price from current trading that had the highest revenues in the ten stock trading days before the first of the three (3) Reference Days.

- v. If the acquisition is made via public purchase offer, the purchase price offered (without incidental purchase costs) per share cannot be more than 20% above or below the average Closing Price (as defined under i.) on the three (3) stock trading days before the effective date.

The "**Effective Date**" is the date of publication of the company's decision to submit a public offer or, if the offer is changed, the day of final decision of the Management Board to change the offer.

The purchase offer may include conditions. If the company receives more shares for redemption than the company had requested from the shareholders for redemption, the acquisition will be made by the company based on the shares submitted. A preferred acceptance of lower numbers (up to hundred (100) units of redeemed shares per shareholder) can be made.

- (d) The Management Board is authorised to use company shares that were purchased based on this authorisation for all legally permitted purposes, particularly the following:
- i. With consent of the Supervisory Board they can be redeemed in whole or in part, without the redemption or its performance requiring another resolution of the Annual General Meeting. The redemption will decrease the capital. In exception hereto, the Management Board can stipulate that the share capital remain unchanged upon redemption and, instead, that following the redemption, the percentage of remaining shares in the share capital will increase under Section 8 (3) AktG. In this case, the Supervisory Board is authorised to adjust the indicated number of no-par value shares in the Articles of Association.
  - ii. With consent of the Supervisory Board, they can be transferred for contributions in kind, particularly with regard to corporate mergers and the acquisition (including indirect acquisition) of institutions, companies, parts of companies or company stakes.
  - iii. They can be transferred or offered for sale to employees of the company or its Group companies.
  - iv. With consent of the Supervisory Board, they can also be sold outside the stock exchange, if the shares are sold for cash at a price that is not significantly lower than the company share price on the stock exchange at the time of sale.
  - v. The authorisations under letter (d) can be used one or multiple times, in whole or in part, individually or collectively. The authorisations in letter (d) numbers ii) to iv) also apply to shares of the company that were acquired under Section 71d (5) AktG. Shareholder subscription rights to these own shares will be excluded if these shares are used under the above authorisations in letters (d) numbers ii) to iv). The proportionate share of share capital that applies to the shares used under the authorisation in letter (d) number iv), cannot exceed 10% of the share capital at the time of the



Invitation



Agenda



Attendance



Directions / Hotel

resolution or – if this figure is lower – at the time of use of this authorisation, if the shares, in exclusion of subscription rights and in accordance with Section 186 (3) (4) AktG, are not issued for much less than the stock exchange price for cash. This limit must include shares that, during the term of this authorisation until the time of their use in direct or proper accordance with this regulation, are issued or sold. This must also include shares that are to be issued or sold for convertible bonds or warrant bonds that were issued during the term of this authorisation and in exclusion of subscription rights under Section 186 (3) (4) AktG. Finally, when issuing an offer to purchase own shares to all shareholders, subscription rights can be excluded for fractional amounts.

**Report of the Management Board on item 6 of the agenda  
Resolution on the cancellation of the Authorised Capital 2015/I and the creation of new Authorised Capital 2019/I with authorisation to exclude subscription rights; amendment of the Articles of Association**

On 20 May 2015 the Annual General Meeting resolved the Authorised Capital 2015/I. To date, the Authorised Capital 2015/I has not yet been utilised.

The Management Board and Supervisory Board propose to cancel the Authorised Capital 2015/I and to authorise the administration to issue new company shares based on a new authorised capital. It should thus continue to be possible for the administration to procure new equity capital for the company at any time and especially also to acquire companies, parts of companies, participating interests in companies, new technologies or products against the issue of shares.

In principle, the shareholders of the company are entitled to a subscription right to shares to be newly issued, i.e., each shareholder has a right to subscribe for new shares in a proportion that allows for maintenance of their previous interest in the share capital of the company.

The proposed resolution, however, provides for authorisation to exclude the subscription right existing in principle in the utilisation of the authorised capital for certain purposes specified in detail in the subject of the resolution in accordance with the statutory regulations governing this.

In the view of the Management Board and of the Supervisory Board, this authorisation to exclude the subscription right of the shareholders is, giving weight to and taking into consideration all of the circumstances, materially justified and reasonable with regard to the shareholders for the reasons explained below.

The intended exclusion of the subscription rights in the event of increases in capital against contributions in kind should primarily facilitate the acquisition of companies, parts of companies, participating interests in companies, new technologies and products in return for the granting of shares. It is often the case in transactions of this kind that a consideration in the form of shares in the company is requested on the part of the seller. Similarly, it can be necessary to offer the seller in question new shares in the company as consideration for a company or a part of a company, a participating interest in a company, a new technology or a product on account of particular interests of the company, in particular to protect its liquidity.

Using the authorised capital, the company can react quickly and flexibly to such opportunities that present themselves, in order to acquire companies, parts of companies or participating interests in companies, new technologies or products in return for the issue of new shares in suitable individual cases. The proposed authorisation thereby enables the optimal financing of the acquisition against the issue of shares in the company on a case-by-case basis and at the same time allows the equity capital basis of the company to be strengthened.

The Management Board and the Supervisory Board will use the possibility of the non-cash increase in capital while excluding the subscription right from the authorised capital only when the value of the new shares and the value of the consideration are in reasonable proportion to each other. Financial losses for the shareholders excluded from the subscription right are thus avoided. They have the possibility of maintaining their shareholding ratio by making additional purchases on the stock market at essentially the same prices.

The authorisation to exclude the subscription right for the realisation of fractional shares is necessary in order to be able to present a practical subscription ratio in a capital increase in any case and thus serves only to make it easier to utilise the authorised capital with amounts that are rounded off. Without this authorisation, the technical implementation of the capital increase would be made more difficult, in particular in the event of a capital increase by a rounded-off amount. The new shares arising as unassigned fractions from the exclusion of the subscription right of the shareholders will be realised in the best possible way, either by being sold on the stock market (if possible) or in another way. Any possible dilution effect will be small on account of the restriction to fractional amounts.

The exclusion of the subscription right in favour of holders of conversion or option rights, in so far as this exclusion is necessary to protect them from dilution, has the advantage that, in the event that this authorisation is utilised, a reduction of the conversion or option price for the holders of already existing conversion or option rights according to the conditions of the convertible bonds or options is not necessary and no additional cash payment is to be made to the holders of such rights.

Additionally, the administration will be authorised to exclude the subscription right in the event of capital increases against cash contributions generally in an amount of up to a maximum of 10% in total of the share capital of the company, where the issue price of the new shares may not be significantly lower than the stock market price of the company share. The following shall count towards the limitation to 10% of the share capital:

- own shares that are sold during the period of validity of this authorisation in corresponding application of Section 186 (3) (4) AktG where the subscription right of the shareholders is excluded, and





Invitation



Agenda



Attendance



Directions / Hotel

- shares that are issued or are to be issued to service bonds with conversion or option rights if and in so far as the bonds are issued during the period of validity of this authorisation in application mutatis mutandis of Section 186 (3) (4) AktG where the subscription right is excluded.

As a result of this authorisation, the company will be given the ability to exploit favourable stock market situations at short notice and to strengthen its equity capital basis. The interests of the existing shareholders of the company will not be unreasonably affected when the issue price is set at a level that does not significantly deviate from the stock market price. They continue to have the financially equivalent possibility of maintaining their shareholding ratio – if they so wish – by making additional purchases on the stock market on essentially the same conditions.

In addition to the volume limit for this special case of exclusion for subscription rights, subscription rights should be excluded by the proposed authorisation generally only if the shares issued against contributions in cash or in kind with the exclusion of subscription rights during the term of this authorisation do not exceed 20% of the share capital – neither at the time this authorisation takes effect nor at the time of its utilisation.

#### **Report of the Management Board on item 7 of the agenda**

#### **Resolution regarding extension of authorisation to issue share option rights (2011 Share Option Programme) and the creation of further contingent capital, Amendment to the Articles of Association**

The Annual General Meeting of the company of 16 May 2011 authorised the Management Board under item 8b of the agenda to grant, with the approval of the Supervisory Board, on one or more occasions – or repeatedly, in the event that option rights that have been issued are released, for example as a result of termination or other cessation of the granting of subscription rights – subscription rights for the subscription of up to 920,000 ordinary bearer shares of the company to members of the Management Board, members of the management of affiliated companies, employees of the company and employees of affiliated companies in accordance with the requirements presented in more detail in the above-mentioned resolution. Insofar as the issue of subscription rights to members of the Management Board is concerned, the authorisation is granted by the Supervisory Board. By the same resolution, contingent capital in the amount of EUR 920,000 was created.

By resolution of the Annual General of 24 May 2012 under item 8 of the agenda, the number of the subscription rights to be issued was increased to 1,928,000, among other things.

By resolution of the Annual General of 4 June 2013 under item 10 of the agenda, the number of the subscription rights to be issued was increased to 2,553,404, among other things.

By resolution of the Annual General of 5 June 2014 under item 8 of the agenda, the number of the subscription rights to be issued was increased to 2,994,404, among other things.

By resolution of the Annual General of 20 May 2015 under item 7 of the agenda, the number of the subscription rights to be issued was increased to 3,512,404, among other things.

By resolution of the Annual General of 11 May 2016 under item 6 of the agenda, the number of the subscription rights to be issued was increased to 3,512,404, among other things and the term of the authorisation was extended to 10 May 2021.

By resolution of the Annual General of 13 June 2018 under item 6 of the agenda, the number of the subscription rights to be issued was increased to 4,973,554, among other things.

In the period from 1 January 2018 to the end of the 2018 financial year, 195,406 subscription rights from the 2011 Share Option Programme were exercised and 195,406 new no-par value shares with a proportionate share of EUR 195,406 were issued.

The Contingent Capital 2011/I still amounts to EUR 4,778,148. As of 31 March 2019, 3,292,679 subscription rights issued on the basis of this authorisation are outstanding.

As before, the Management Board and the Supervisory Board of ADVA Optical Networking SE believe that share options are an important and usual component of a modern remuneration system today. For that reason, the number of the subscription rights to be issued by the Management Board should be increased by 214,947 from the current 4,778,148 to 4,993,095 and the contingent capital provided to service the subscription rights should also be adjusted accordingly. In the opinion of the Management Board and the Supervisory Board, the extension of the authorisation to issue share options is urgently required so that the company can also in the future recruit and retain the qualified members of the Management Board, employees, managers and employees of affiliated companies that it requires. By granting share options, a special performance incentive is additionally created for all persons entitled to a subscription right to increase the value of the company with the goal of achieving a positive performance of the share price.

The maximum total of options to be issued under the 2011 Share Option Programme is broken down in line with the proposed expansion into the groups entitled to subscription rights as follows:

- Members of the Management Board: option rights to subscribe to 1,747,583 shares,
- Members of management of affiliated companies: option rights to subscribe to 249,655 shares,
- Employees of the company: option rights to subscribe to 1,123,446 shares,
- Employees of affiliated companies: option rights to subscribe to 1,872,411 shares.

The option price to be paid upon exercise of the option ("**Exercise Price**") corresponds to the volume-weighted average price of the closing prices of the company's share on the ten (10) stock exchange trading days before the date of issue of the respective option rights. The "**Closing Price**" in this context is, with regard to each individual stock exchange trading day, the final price established in the closing auction in XETRA trading (or a successor system) on the Frankfurt Stock Exchange or, if such a closing price is not established on the trading day in question, the last price of the company's share established in continuous XETRA trading (or a successor system) on the Frankfurt Stock Exchange. In any case, the lowest issue price within the meaning of Section 9 (1) AktG is to be paid as the minimum exercise price.

The option rights have a term of a maximum of seven (7) years from the issue date. Option rights can be issued in multiple tranches until 10 May 2021, but, at the earliest, not until the contingent capital required to service the option rights has been entered in the Commercial Register. The date of issue must be in a period of two (2) to eight (8) weeks after publication of the final quarterly report for the first, second and third quarter or the final annual financial result.

Subscription rights that have been issued can be exercised for the first time after four (4) years have elapsed. After the qualifying period has elapsed, exercise of the rights is allowed only within exercise phases and only on days on which the commercial banks in Frankfurt/Main are open.

All exercise phases commence subsequent to an Annual General Meeting of the company or subsequent to the publication of the results of the second and third quarters and have a period of validity of four (4) weeks. If and insofar as exercise days fall in a period that commences with the day on which the company publishes an offer to its shareholders to subscribe for new shares or partial debentures with conversion or subscription rights in the Federal Gazette, and ends on the day, both days included, on which the shares of the company with a subscription right are listed "ex-subscription right" for the first time in a market segment of the stock exchange in Frankfurt am Main, it is not permitted to exercise the subscription rights and the exercise period in question is extended by an appropriate number of exercise days immediately after the lock period ends. Exercise is not possible in the period from the date of publication of the convening of an Annual General Meeting of the company

up to the date of the Annual General Meeting or within a period of fourteen (14) days before the close of a financial year of the company.

As a performance target, an exercise of the option rights is possible only when the volume-weighted average of the closing prices (as defined above) of the company's share on the ten (10) stock exchange trading days before the first date of the exercise period in question amounts to at least 120% of the exercise price. Provided this condition is present for a specific exercise period, it is possible to exercise the rights during this exercise period irrespective of the further performance of the company's share.

The Management Board and the Supervisory Board are convinced that the share option programme will have positive consequences for ADVA Optical Networking SE and its shareholders, on account of the effects related to incentives and loyalty resulting for members of the Management Board, managers and other employees

### **Report of the Management Board on item 8 of the agenda**

#### **Authorisation to acquire and use own shares, including exclusion of subscription rights**

The authorisation proposed in agenda item 8 would allow the company under Section 71 (1) (8) AktG to purchase own shares up to an amount of 10% of the share capital at the time of resolution by the Annual General Meeting or – if this figure is lower – the share capital at the time of exercise of the authorisation via the stock exchange or via a public purchase offer to all shareholders of the company. The proposed authorisation will apply until 21 May 2024.

In the event of acquisition by public purchase offer, every shareholder can decide how many shares to offer for purchase. The equal treatment principle under AktG must be observed. If the total subscription to the offer exceeds the volume of shares requested by the company, the acceptance must be made in the amount of the shares offered. It should be possible to provide for preferred acceptance of a lower number of units, up to 100 shares. This option will make technical processing easier and avoid smaller residual amounts.

The authorisation provides that the purchase price paid for a share of ADVA Optical Networking SE (without incidental purchase costs) for acquisition via the stock exchange cannot be more than 10% lower or higher than the average closing price (as defined in the authorisation resolution) on the three trading days that precede the start of the obligation to purchase. In the event of a public purchase offer, the purchase price offered (without incidental purchase costs) cannot be more than 20% above or below the average Closing Price (as defined in the authorisation resolution) on the three (3) stock trading days before the effective date. The Effective Date for acquisition by public purchase offer is the date of publication of the company's decision to submit a public offer or, if the offer is changed, the



Invitation



Agenda



Attendance



Directions / Hotel

day of final decision of the Management Board to change the offer. The purchase offer can contain conditions, e.g. the achievement of a minimum acceptance rate

The acquired shares plus the other own shares that are owned by the company or that must be treated as such under Sections 71d and 71e AktG cannot account for more than 10% of the company's share capital at any time.

The shares purchased by the company should be allowed to be used for all legally permitted purposes, especially the following:

The Management Board should be able to redeem the own shares acquired under the authorisation resolution with consent of the Supervisory Board without the redemption or its implementation requiring another resolution by the Annual General Meeting. The redemption should also be made without capital reduction by adjusting the proportional amount of the remaining no-par value shares in the share capital of the company. In this case, the Supervisory Board should be authorised to adjust the indicated number of no-par value shares in the Articles of Association.

It is also planned for the sale of own shares to be made with consent of the Supervisory Board including for contributions in kind, excluding shareholder subscription rights. This will enable the company to use own shares directly or indirectly in consideration, including for corporate mergers and the acquisition of institutions, companies, parts of companies or company shareholdings. Frequently, consideration in the form of shares is demanded for such transactions. The proposed authorisation will give the company the necessary leeway to quickly and flexibly make use of such opportunities. This will be accounted for by the proposed exclusion of subscription rights. When defining the valuation ratios, the Management Board will ensure that the shareholder interests are protected properly. When determining the value, the Management Board will base this on the share price of the company for the shares to be transferred in consideration.

It should also be possible to transfer and offer the shares for sale to employees of the company or its Group companies. Here, too, the subscription right of the shareholders should be excluded, because otherwise the shares cannot be offered as planned for sale to the employees of the company and the employees of affiliated companies. There are no current plans to issue employee shares. However, it is a good idea to make this option available in general, because the authorisation has a term of five years and relevant activities should not be ruled out in future and this will increase the company's flexibility, without triggering costs in future for a new Annual General Meeting resolution.

The proposed resolution also includes the authorisation to sell own shares acquired in another manner apart from the stock exchange, with consent of the Supervisory Board and in exclusion of subscription rights, if the shares are sold for cash at a price that is not significantly lower than the company's share price on the stock exchange at the time of sale. This authorisation makes use of the option for simplified exclusion of subscription rights under Section 71 (1) (8) AktG in connection with Section 186 (3) (4) AktG.

Through the exclusion of subscription rights, a faster inflow of funds can be reached by the company than if it made an offer to purchase to all shareholders and provided subscription rights. The company would also be unable to respond quickly to favourable market conditions if it offered subscription rights, due to the length of the subscription period.

This authorisation is solely in the company's interest, as it makes it more flexible. Because the sale price for the own shares cannot differ greatly from the stock market price at the time of sale, this accounts for the shareholders' interest in non-dilution of the value of their shares. It will also allow them to retain their shareholding ratios by making additional purchases on the stock market.

This authorisation should also apply under the condition that the proportionate share of share capital that applies to the shares used under the authorisation cannot exceed 10% of the share capital at the time of the resolution or – if this figure is lower – at the time of use of this authorisation, if the shares, in exclusion of subscription rights and in accordance with Section 186 (3) (4) AktG, are not issued for much less than the stock exchange price for cash. This limit must include shares that, during the term of this authorisation until the time of their use in direct or proper accordance with this regulation, are issued or sold. This must also include shares that are to be issued or sold for convertible bonds or warrant bonds that were issued during the term of this authorisation and in exclusion of subscription rights under Section 186 (3) (4) AktG.

Finally, when issuing an offer to purchase own shares to all shareholders, subscription rights can be excluded for fractional amounts. This will provide for a technically feasible subscription ratio. The shares excluded as fractional amounts from shareholder subscription rights will either be used for sale on the stock exchange or in another manner in the best way for the company. Any dilution effect will be small on account of the restriction to fractional amounts.

The Management Board will report to the Annual General Meeting about the use of the authorisation. In consideration of the above interests, the Management Board and Supervisory Board feel that excluding subscription rights in the aforementioned cases is legitimate and reasonable for the shareholders for the reasons mentioned.

## Conditions of attendance

### Requirements for attendance at the Annual General Meeting and the exercise of voting rights

In accordance with Article 16 (1) (1) of the Articles of Association of the company, shareholders who register with the company by presenting proof of their share ownership are entitled to attend the Annual General Meeting and to exercise their voting rights. This proof must refer to the beginning of the 21st day before the Annual General Meeting, that is **1 May 2019, midnight (start of day) ("Record Date")** and is to be provided in writing in German or English. Corresponding proof from the custodian bank is sufficient. The registration and proof of ownership must be received by the company no later than six (6) days before the meeting at the time and address below:

**15 May 2019, midnight (end of day)**

Address:

ADVA Optical Networking SE  
c/o Deutsche Bank AG  
Securities Production  
General Meetings  
P.O. Box 20 01 07  
60605 Frankfurt am Main  
Germany  
or by fax: +49 69 12012 86045  
or by e-mail address: wp.hv@db-is.com

After the registration and the proof of share ownership are received, the shareholders who are entitled to attend will be sent admission tickets. Shareholders who would like to attend the Annual General Meeting are requested to inform their custodian bank as early as possible so that the bank can send the registration and the proof of share ownership to the registration office.

Authorisation to attend and the number of voting shares are based solely on the share ownership as of the Record Date. In the relationship to the company, only a person who has furnished proof of share ownership by the Record Date is regarded as a shareholder in terms of attendance at the Annual General Meeting and the exercise of voting rights. Changes in the shareholding after the Record Date are not of any significance for the existence and extent

of the statutory attendance and voting rights. Shareholders who have acquired shares in the company only after the Record Date cannot attend the Annual General Meeting. Shareholders who have duly registered and furnished proof are, in the relationship to the company, also then entitled to attend the Annual General Meeting and to exercise voting rights if they have sold the shares after the Record Date. Partial sales and acquisitions after the Record Date have no effect on the extent of the voting rights. The Record Date has no effect on the alienability of the shares and is not a relevant date for a possible entitlement to dividends.

### Proxy voting

Shareholders who are entitled to attend but who do not attend the Annual General Meeting in person can be represented in the exercise of their rights, in particular their voting rights, by a proxy, e.g. a shareholders' association, a bank or another person of their choice. We draw your attention to the fact that proper registration and proof of share ownership are also required when a proxy is used (see above under "Requirements for attendance at the Annual General Meeting and the exercise of voting rights"). If a shareholder grants power of attorney to more than one person, then the company can reject one or more these persons (Section 134 (3) (2) AktG).

If neither a bank nor a shareholders' association or other institution or person regarded as equivalent in Section 135 (8) or (10) AktG is given power of attorney, the power of attorney is to be issued in written or electronic form to ADVA Optical Networking SE or in written or electronic form directly to the proxy. The same form applies for the revocation and the proof of the power of attorney with regard to the company.

When a bank or a shareholders' association or other institution or person regarded as equivalent to these pursuant to Section 135 (8) or (10) AktG is given power of attorney, only the statutory provisions (cf. Article 17 (2) (4) of the Articles of Association) shall apply, which among other things require that a verifiable record of the power of attorney be kept (Section 135 (1) (2) AktG). We therefore request the shareholders who wish to grant power of attorney to a bank, a shareholders' association or another institution or person regarded as equivalent to these pursuant to Section 135 (8) or (10) AktG to obtain from the proxy to be appointed information on any special provisions to be observed in this respect.

The issue, proof or revocation of the power of attorney can be sent to the following address, fax number or e-mail address:

UBJ. GmbH  
w/ HV ADVA Optical Networking SE  
Haus der Wirtschaft





Invitation



Agenda



Attendance



Directions / Hotel

Kapstadtring 10  
22297 Hamburg  
Germany  
or by fax: +49 40 6378 5423  
or by e-mail address: hv@ubj.de

Proof of the power of attorney can also be furnished by the proxy at the admissions desk on the day of the Annual General Meeting.

A form for issuing powers of attorney that the shareholders can use can be found on the back of the admission ticket that is sent to the shareholders. The power of attorney form can also be sent by the company on request. The proxy authorisation and instruction form is also available to download on the company website at <https://www.advaoptical.com/en/about-us/investors/shareholders-meetings>.

We also offer our shareholders the opportunity to be represented at the Annual General Meeting by a proxy appointed by the company. The powers of attorney can be sent to the below address, fax number or e-mail address by no later than **20 May 2019, midnight (end of day)** (receipt):

UBJ. GmbH  
w/ HV ADVA Optical Networking SE  
Haus der Wirtschaft  
Kapstadtring 10  
22297 Hamburg  
Germany  
or by fax: +49 40 6378 5423  
or by e-mail address: hv@ubj.de

Should the voting proxy appointed by the company be authorised, then the shareholder must in every case issue instructions to the proxy on how the voting rights are to be exercised. If instructions are not issued, the voting proxies appointed by the company will not exercise the voting rights. The voting proxies appointed by the company have the obligation to cast votes in accordance with the instructions issued to them. The proxies appointed by the company are available only to exercise the voting rights and not to exercise any other rights, if this is not needed in order to exercise the voting rights. Additionally, the proxies will not exercise their voting rights or will abstain from voting on issues not announced prior to the Annual General Meeting.

The shareholders will receive a form along with the admission ticket for the granting of a power of attorney to the proxy appointed by the company concurrently allowing instructions to be issued. The power of attorney form can also be sent by the company on request. The proxy authorisation and instruction form is also available to download on the company website at <https://www.advaoptical.com/en/about-us/investors/shareholders-meetings>. Proper registration and proof of share ownership are also required to authorise the proxies appointed by the company (see above under "Requirements for attendance at the Annual General Meeting and the exercise of voting rights"). In order to facilitate organisation, shareholders are requested to send the proxy the powers of attorney and instructions that are issued together with the admission ticket – if possible using the printed power of attorney and voting instructions form – to the following address, fax number or e-mail address by no later than the end of **20 May 2019, midnight (end of day)** (receipt):

UBJ. GmbH  
w/ HV ADVA Optical Networking SE  
Haus der Wirtschaft  
Kapstadtring 10  
22297 Hamburg  
Germany  
or by fax: +49 40 6378 5423  
or by e-mail address: hv@ubj.de

### **Rights of the shareholders**

*Supplement to the agenda pursuant to Art. 56 (2) and (3) of Council Regulation (EC) No. 2157/2001 ("SE Reg"), Section 50 (2) SE Implementation Act (SEAG), Section 122 (2) AktG*

Shareholders whose aggregate shares make up one twentieth of the share capital or the pro rata amount of EUR 500,000 may request that items be added to the agenda and published. An explanatory statement or a proposal for a resolution must accompany each new item.

Requests for supplements to the agenda must be received by the company no later than thirty (30) days before the meeting, i.e. by **21 April 2019, midnight (end of day)**. Individuals submitting requests have to furnish proof that they have held the minimum number of shares for at least ninety (90) days prior to the date that the company receives the request and that they will retain the shares until the request has been decided on. The request is to be made in writing and addressed to the Management Board of ADVA Optical Networking SE. Corresponding requests can be addressed to the following address:



Invitation



Agenda



Attendance



Directions / Hotel

ADVA Optical Networking SE  
Management Board  
Attn: Ms Romy Opitz  
Märzenquelle 1-3  
98617 Meiningen-Dreißigacker  
Germany

*Countermotions / electoral proposals pursuant to Art. 53 SE Reg, Sections 126 (1), 127 AktG*

In addition, every shareholder is entitled to put forward countermotions to the items of the agenda and to make nominations for election.

The company will make applications from shareholders available on the company website, including the name of the shareholder, an explanatory statement and any comments of the management, at <https://www.advaoptical.com/en/about-us/investors/shareholders-meetings> if the shareholder has sent in a permissible countermotion to a Management Board and Supervisory Board proposal or a proposal of the Supervisory Board to a particular item on the agenda with explanatory statement to the company at the following address, fax number or e-mail address at least fourteen (14) days before the meeting, that is, until **07 May 2019, midnight (end of day)**:

ADVA Optical Networking SE  
Attn: Ms Romy Opitz  
Märzenquelle 1-3  
98617 Meiningen-Dreißigacker  
Germany  
or by fax: +49 89 890665 199  
or by e-mail address: ropitz@advaoptical.com

A countermotion does not have to be published if one of the exclusion criteria of Section 126 (2) AktG is present. The explanatory statement need not be published if it contains more than 5,000 characters in total.

Shareholders are requested to furnish proof that they are shareholders at the time that they submit the countermotion.

These regulations apply mutatis mutandis to nominations for election from the shareholders. A statement explaining the reasons for nominations for election does not have to be provided, however. Nominations for election also do not have to be published if the nomination does not contain the name, the profession exercised and the place of residence of the nominated

person and, for the election of members of the supervisory board, information on their membership in other supervisory boards to be created by law. Furthermore, information on their membership in comparable German or foreign supervisory committees should be attached to a nomination for the election of members of the Supervisory Board.

#### *Requests for information pursuant to Art. 53 SE Reg, Section 131 (1) AktG*

In accordance with Section 131 (1) AktG, information on the affairs of the company is to be provided by the Management Board to every shareholder on their request at the Annual General Meeting insofar as this information is necessary for the proper evaluation of the item on the agenda. The duty to provide information also extends to the legal and business relations of the company with an affiliated company and the position of the group and the companies included in the consolidated financial statements, also on the condition that the information is necessary for the proper evaluation of the item on the agenda.

The Management Board can refuse to answer individual questions for the reasons stated in Section 131 (3) AktG. In accordance with Article 18 (3) of the Articles of Association of ADVA Optical Networking SE, the chair is authorised to restrict to a reasonable extent the time in which the shareholders have the right to speak and ask questions.

#### **Information on the company's website**

After the convening, the following information is available on the company website at <https://www.advaoptical.com/en/about-us/investors/shareholders-meetings>:

- the contents of this invitation, including the explanation on item 1 of the agenda (on which a decision is not to be taken at the Annual General Meeting), the reports of the Management Board on items 6, 7 and 8 of the agenda, the specification of the total number of shares and of the voting rights at the time the Annual General Meeting is convened, including separate information on the total number for each class of share and the explanations on the following rights of the shareholders: updates to the agenda, countermotions or nominations for election; right to information,
- the adopted annual financial statements of ADVA Optical Networking SE as at 31 December 2018,
- the consolidated management report of ADVA Optical Networking SE and the group for the 2018 financial year,
- the report of the Supervisory Board for the 2018 financial year,
- the approved consolidated annual financial statements as at 31 December 2018,



Invitation



Agenda



Attendance



Directions / Hotel

- the consolidated separate non-financial report of ADVA Optical Networking SE and the group for the 2018 financial year,
- the explanatory report of the Management Board on the information pursuant to Sections 289a (1), 315a (1) HGB,
- the proposal of the Management Board for the appropriation of the net income,
- the forms that can be used for issuing a power of attorney for the Annual General Meeting.

Die vorgenannten Unterlagen liegen ferner von der Einberufung der Hauptversammlung an in den Geschäftsräumen der Gesellschaft, Fraunhoferstr. 9a, 82152 Planegg-Martinsried und From the time that the Annual General Meeting is convened, the above-mentioned documents will furthermore be available for inspection at the business premises of the company, Fraunhoferstr. 9a, 82152 Planegg-Martinsried and Märzenquelle 1-3, 98617 Meiningen-Dreißigacker, and at the Annual General Meeting itself.

#### **Total number of shares and voting rights at the time that the Annual General Meeting is convened**

At the time of this notice of meeting, the share capital of the company is divided into 49,930,955 no-par value shares as ordinary shares. Each share grants one vote. The company does not hold any own shares at the time the Annual General Meeting is convened; it is not entitled to any rights from that. The total number of the shares entitling shareholders to attend and vote at the Annual General Meeting thus amounts to 49,930,955 at the time the meeting is convened.

## Privacy Policy

New data protection regulations apply as of 25 May 2018 due to the European General Data Protection Regulation coming into force. It is important to us to protect your data and process it in accordance with the law.

We process the personal data you provided when registering to participate in the Annual General Meeting so that you can exercise your rights in the context of the AGM. Detailed information on the processing of your personal data can be found in our new Privacy Policy, where it is clearly consolidated in one place. It is available to view and download on the company website at <https://www.advaoptical.com/en/about-us/investors/shareholders-meetings>.

## Simultaneous interpretation

For those attending the Annual General Meeting of ADVA Optical Networking SE on 22 May 2019, a simultaneous interpretation of the event will be available in English.

Meiningen, in April 2019

**ADVA Optical Networking SE**  
**The Management Board**

## Please note

This English translation is provided for convenience only and is non-binding; the German version as published in the Federal Gazette ("Bundesanzeiger") is legally binding.

## Directions / Hotel

### Directions to the solewerk Hotel Sächsischer Hof

#### **From the north – from Hamburg:**

A7 direction Fulda

- at the junction Kirchheimer Dreieck take the A4 towards Dresden
- at the intersection Erfurt take the A71 in the direction of Schweinfurt
- Leave the motorway at exit Meiningen-Süd
- on B10 direction Meiningen Stadtmitte

#### **From the east – from Berlin:**

A9 direction Nürnberg

- at the intersection Hermsdorfer Kreuz on the A4 towards Eisenach
- at the intersection Erfurt take the A71 in the direction of Schweinfurt
- Leave the motorway at exit Meiningen-Süd
- on B10 direction Meiningen Stadtmitte

#### **From the south – from Nuremberg:**

A3 direction Frankfurt am Main

- at the intersection Erlangen / Fürth on A73 direction Bamberg / Suhl
- at the junction Suhl on the A71 direction Schweinfurt
- Leave the motorway at exit Meiningen-Süd
- on B10 direction Meiningen Stadtmitte

#### **From the west – from Frankfurt am Main:**

A3 direction Nürnberg

- at the intersection Biebelried on the A7 direction Kassel
- at the junction Schweinfurt / Werneck, take the A70 in the direction of Bamberg
- at the junction Werntal on the A71 in the direction of Erfurt
- Leave the motorway at exit Meiningen-Süd
- on B10 direction Meiningen Stadtmitte



Invitation



Agenda



Attendance



Directions / Hotel

## Parking

Since the Hotel Sächsischer Hof only has a small number of parking spaces, we would like to ask you to switch to the parking spaces in Lindenallee (via Marienstraße) and in Landsberger Straße (via Bernhardstraße).

### **solewerk Hotel Sächsischer Hof**

Georgstraße 1

D-98617 Meiningen

Rezeption:

Tel.: +49 36 93 / 457-0

Fax: +49 36 93 / 457-401

Mail: [rezeption@solewerk.de](mailto:rezeption@solewerk.de)

Internet: <https://www.saechsischerhof.com/>