



ADVA Optical Networking SE

Meiningen

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

Invitation to the Annual General Meeting

The shareholders of our company are herewith invited to the

Annual General Meeting

taking place as a virtual general meeting without the physical presence of shareholders or their proxies at 14:00 CEST on Wednesday, 13 May 2020.

The Annual General Meeting will be broadcasted live on the Internet for our shareholders. Shareholders' voting rights are exercised exclusively by way of postal vote or by granting power of attorney to the proxies appointed by the Company. The place of the Annual General Meeting within the meaning of the German Stock Corporation Act (Aktiengesetz, AktG) is the Company's registered office, Maerzenquelle 1-3, 98617 Meiningen.

Agenda

- 1. Presentation of the adopted annual financial statements as of 31 December 2019, the approved consolidated financial statements as of 31 December 2019, the consolidated management report for ADVA Optical Networking SE and the group for the 2019 financial year, the Management Board's explanatory report on the statements as required under sections 289a and 315a of the Handelsgesetzbuch (HGB – German Commercial Code), the report of the Supervisory Board for the 2019 financial year, and the consolidated separate non-financial report for ADVA Optical Networking SE and the group for the 2019 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 and 315a 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 2019 financial year**

The annual financial statements of ADVA Optical Networking SE as at 31 December 2019 show net retained profits of EUR 41,491,802.78. 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 earnings for the 2019 financial year in the amount of EUR 41,491,802.78 be carried forward in full to new account.

3. Formal approval of the actions of the members of the Management Board for the 2019 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 2019 financial year for this financial year.

4. Formal approval of the actions of the members of the Supervisory Board for the 2019 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 2019 financial year for this financial year.

5. Election of the auditor and of the group auditor for the 2020 financial year

The Supervisory Board proposes that PricewaterhouseCoopers GmbH, Auditing, Munich be selected as auditor and as group auditor for the 2020 fiscal year.

The proposal for appointment is based on the recommendations of the Audit Committee.

The recommendation of the Audit Committee is preceded by a selection procedure pursuant to Art. 16 of the EU auditors regulation (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC). Stating the reasons for its decision, the Audit Committee subsequently proposed to the Supervisory Board both PricewaterhouseCoopers GmbH, Auditing, Munich and KPMG AG Wirtschaftsprüfungsgesellschaft for the audit mandate and communicated a justified preference for PricewaterhouseCoopers GmbH, Auditing, Munich.

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).

6. 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 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.

By resolution of the Annual General Meeting of 22 May 2019 under item 7 of the agenda, the number of the subscription rights to be issued under the 2011 Share Option Programme was increased by 214,947 from 4,778,148 to 4,993,095, among other things. Furthermore, the share capital of the company was contingently increased by EUR 4,993,095.

In the period from 01 January 2019 to the end of the 2019 financial year, 251,011 subscription rights from the 2011 Share Option Programme were exercised and 251,011 new no-par value shares with a proportionate share of EUR 251,011 were issued.

The Contingent Capital 2011/I still amounts to EUR 4,742,084.

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 – insofar as subscription rights are issued to members of the Management Board – and 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, by resolution of the AGM of 13 June 2018 under item 6b of the agenda and by resolution of the AGM of 22 May 2019 under item 7a of the agenda is amended to the extent that the number of subscription rights to be issued is increased from the current 4,742,084 by 276,112 to 5,018,196.

Furthermore, the group of beneficiaries will be redefined as follows: 35.0% of the option rights, i.e. a total of 1,756,369 subscription rights, may be issued to members of the Management Board, 5.0%, i.e. a total of 250,910 subscription rights, to members of the management of affiliated companies, 22.5%, i.e. a total of 1,129,094 subscription rights, to employees of the Company and 37.5%, i.e. a total of 1,881,823 subscription rights, to employees of affiliated companies. The exact group of beneficiaries and the scope of the respective offer will be determined by the Management Board. If subscription rights are to be issued to members of the Management Board, the Supervisory Board is authorized to do so in place of the Management Board.

Furthermore, the rule governing purchase periods is being changed as follows: Option rights can be issued in multiple tranches until 12 May 2025, but not until the contingent capital required to service the option rights has been entered in the Commercial Register at the earliest. The date of issue must be in a period of 2 to 8 weeks after publication of the final quarterly report for the first, second and third quarter or the final annual financial result.

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, the resolution of the AGM of 13 June 2018 under item 6b of the agenda and the resolution of the AGM of 22 May 2019 under item 7a of the agenda, remains unaffected and applies in this respect to the option rights to be issued in accordance with this agenda item.

(b) Creation of further 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, by resolution of the AGM of 13 June 2018 under item 6c of the agenda and by resolution of the AGM of 22 May 2019 under item 7b of the agenda, is amended as follows:

The share capital of the company shall be subject to a contingent increase of EUR 5,018,196 through the issue of up to 5,018,196 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, the AGM of 22 May 2019 under item 7a of the agenda as well as the AGM of 13 May 2020 under item 6a 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 5,018,196 through the issue of up to 5,018,196 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, the AGM of 22 May 2019 under item 7a of the agenda as well as the AGM of 13 May 2020 under item 6a 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.”

7. Resolution on amendments to the Articles of Association pursuant to the Act on the Implementation of the Second Shareholders' Rights Directive

The Act on the Implementation of the Second Shareholders' Rights Directive has resulted in numerous amendments to the provisions of the Aktiengesetz (AktG – German Stock Corporation Act). The company's Articles of Association contain individual provisions that are based on the previous wording of the law. These provisions are to be adapted to the new legal regulations.

The Management Board and Supervisory Board therefore propose the following resolution:

a) *Section 15 (4) and (5) of the Articles of Association is rewritten as follows:*

"4) If an intermediary has shares in the company in custody for shareholders at the beginning of the 21st day before the Annual General Meeting, notifications within the meaning of Section 125 (1) of the AktG that are made to the intermediaries are sent by the intermediaries exclusively by electronic means, insofar as this is permitted in accordance with the legal regulations.

5) If shareholders request notification of the convening of the Annual General Meeting in accordance with Section 125 (2) of the AktG, this is done via electronic communication in compliance with Section 49 (3) Wertpapierhandelsgesetz (WpHG – Securities Trading Act). The Management Board is responsible for selecting the communication procedure.

b) *Section 16 (2) of the Articles of Association is rewritten as follows:*

"2) Proof in accordance with Section 67c (3) AktG is sufficient to prove ownership of the shares. It must refer to the statutory effective date and must be provided in writing in German or English (Section 126b BGB)"

c) *Section 17 (2) (4) of the Articles of Association is rewritten as follows:*

"If an intermediary, shareholders' association or another person or institution equivalent to them pursuant to Section 135 (8) AktG is authorised, only the statutory provisions apply."

Report of the Management Board on item 6 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.

By resolution of the Annual General of 22 May 2019 under item 7 of the agenda, the number of the subscription rights to be issued was increased to 4,993,095, among other things.

In the period from 01 January 2019 to the end of the 2019 financial year, 251,011 subscription rights from the 2011 Share Option Programme were exercised and 251,011 new no-par value shares with a proportionate share of EUR 251,011 were issued.

The Contingent Capital 2011/I still amounts to EUR 4,742,084. As of 31 March 2020, 3,301,567 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 276,112 from the current 4,742,084 to 5,018,196 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 1,756,369 shares,
- Members of management of affiliated companies: option rights to subscribe to 250,910 shares,
- Employees of the company: option rights to subscribe to 1,129,094 shares,
- Employees of affiliated companies: option rights to subscribe to 1,881,823 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 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) of the German Stock Corporation Act is to be paid as the minimum exercise price.

The option rights have a term of a maximum of 7 years from the issue date. Option rights can be issued in multiple tranches until 12 May 2025, 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 2 to 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 on 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 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 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.

Information on the conduct of the Annual General Meeting

The Management Board has decided, with the consent of the Supervisory Board, that the General Meeting will be held as a virtual General Meeting without the physical presence of the shareholders or their proxies, in accordance with the Act on Measures in Corporate, Cooperative, Association, Foundation and Condominium Law to combat the effects of the COVID 19 Pandemic (Art. 2 of the Act on Mitigation of the

Effects of the COVID 19 Pandemic in Civil, Insolvency and Criminal Procedure Law, Federal Law Gazette I 2020, p. 569 ff) ("Covid-19 Act").

The Annual General Meeting will be broadcasted live in sound and vision on 13 May 2020 at 14:00 (CEST) in our shareholder portal, which can be accessed via a link on our company's website at

<https://adva.li/agm-2020>

Shareholders who wish to attend the virtual Annual General Meeting must register in advance (see below under "Registration for the virtual Annual General Meeting").

Information on participating in the virtual Annual General Meeting and exercising voting rights

Registration for the virtual Annual General Meeting

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 virtual Annual General Meeting and to exercise their voting rights. Pursuant to Section 1 (3) sentence 2 of the Covid-19 Act, this proof must refer to the beginning of the 12th day before the Annual General Meeting, that is 01 May 2020, 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 proof of ownership must be received by the company no later than four (4) days before the meeting, at the latest on

09 May 2020, 24:00 hours (CEST)

at the following 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
Fax number: +49 69 12012 86045
or via wp.hv@db-is.com

The registration for the virtual Annual General Meeting must be received by the company no later than six (6) days before the meeting, at the latest on

06 May 2020, 24:00 hours (CEST)

at the following 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
Fax number: +49 69 12012 86045
or via wp.hv@db-is.com

After the registration and the proof of share ownership are received, the shareholders who are duly registered will be sent access cards. These contain the access data for the shareholder portal and further information on the virtual Annual General Meeting. Shareholders who would like to attend the virtual 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 the virtual Annual General Meeting 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 virtual 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

Within the framework of the statutory provisions, shareholders have the opportunity to exercise their voting rights, by a proxy, e.g. a shareholders' association, intermediary within the meaning of Section 67a (4) AktG, (e.g. a custodian bank) ("Intermediary") 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 "Registration for the virtual Annual General Meeting").

If neither an intermediary nor a shareholders' association or other institution or person regarded as equivalent in Section 135 (8) of the 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 an intermediary or a shareholders' association or other institution or person regarded as equivalent to these pursuant to Section 135 (8) of the AktG is given power of attorney, only the special regulations of Article 135 AktG shall apply which, among other things, require that a verifiable record of the power of attorney be kept (Section 135 (1) (2) of the AktG). We therefore request the shareholders who wish to grant power of attorney to an intermediary, a shareholders' association or another institution or person regarded as equivalent to these pursuant to Section 135 (8) of the 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
Kapstadtring 10

22297 Hamburg
Germany
Fax number: +49 40 6378 5423
or via e-mail to hv@ubj.de

Please use the power of attorney form enclosed with the access cards. 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://adva.li/agm-2020>. However, it is also possible for shareholders to issue a separate proxy in text form.

Proxies may not physically participate in the Annual General Meeting. They may exercise the voting rights of shareholders they represent only by way of postal vote or, if this is possible under the power of attorney, by granting (sub-)power of attorney to the proxies appointed by the Company.

We 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 12 May 2020, 24:00 hours (CEST) (receipt:

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

The shareholder portal, which can be accessed via a link on our company's website at

<https://adva.li/agm-2020>

is also available for the authorization of proxies appointed by the Company. Proxies and instructions issued in this way to the proxies appointed by the Company must be complete by the end of voting at the latest. Until this time, it is also possible to revoke the proxies issued via the shareholder portal or to change the instructions issued via the shareholder portal to the proxies appointed by the Company.

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. If an individual vote is taken on an agenda item without this having been communicated in advance of the virtual general meeting, an instruction on this agenda item as a whole will also be deemed to be a corresponding instruction for each item of the individual vote. Please note that the proxies appointed by the Company cannot accept instructions on procedural motions either before or during the virtual General Meeting. Likewise, the proxies nominated by the Company will not accept orders or instructions to speak, to file objections against resolutions of the Annual General Meeting or to ask questions or propose motions.

The shareholders will receive a form along with the access card 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://adva.li/agm-2020>. Proper in particular timely registration and proof of share ownership are also required to authorise the proxies appointed by the company (see above under "Registration for the virtual Annual General Meeting").

Voting by postal vote

Shareholders may cast their votes by postal vote. Only those shareholders who have registered in good time in accordance with the requirements specified above under "Registration for the virtual Annual General Meeting" are entitled to vote by post. Postal votes as well as changes regarding your postal votes can be sent 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 12 May 2020, 24:00 hours (CEST) (date of receipt):

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

The shareholder portal, which can be accessed via a link on our company's website at

<https://adva.li/agm-2020>

is also available here. Any exercise of voting rights by means of postal voting in this way must be completed in full by the end of voting at the Annual General Meeting at the latest. Up to this point in time, it is also possible to revoke or change the exercise of voting rights by this means. To exercise voting rights by postal vote via the shareholder portal, the access card with the access data is required.

In the event of multiple declarations received, the last declaration received shall take precedence. If an individual vote is taken on an agenda item without this having been communicated in advance of the virtual general meeting, a vote on this agenda item as a whole is also deemed to be a corresponding vote for each item of the individual vote.

Rights of the shareholders

Supplement to the agenda pursuant to Art. 56 (2) and (3) of (EU) regulation No. 2157/2001 ("SE Reg"), Section 50 (2) SE Implementation Act ("SEAG"), Section 122(2) Companies Act in conjunction with section 1 (3) (4) of the Covid-19 Act

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 14 days before the meeting, i.e. by 28 April 2020, 24:00 hours (CEST). 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:

ADVA Optical Networking SE
Management Board
Attn: Ms Romy Opitz –
Märzenquelle 1-3
D98617 Meiningen-Dreissigacker
Germany

Countermotions / Electoral proposals pursuant to Section. 53 SE Reg, Sections 126 (1), 127 Companies Law

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://adva.li/agm-2020>, 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 email address at least 14 days before the meeting, that is, until 28 April 2020, 24:00 hours (CEST):

ADVA Optical Networking SE
Attn: Ms Romy Opitz -
Märzenquelle 1-3
D98617 Meiningen-Dreissigacker
Germany
or by fax to +49 89 890665 199
or by email to: ropitz@adva.com

A countermotion does not have to be published if one of the exclusion criteria of Section 126 (2) of the 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.

No countermotions or election proposals can be made during the virtual Annual General Meeting. Countermotions and election proposals that are duly received by the Company by 28 April 28, 2020, midnight (end of day), will be treated in the virtual Annual General Meeting as if they had been made in the Annual General Meeting.

Requests for information pursuant to Art. 53 SE Reg, section 131 (1) Stock Corporation Act in conjunction with section 1 (2) sentence 1 no 3 and sentence 2 Covid-19 Act

Shareholders have no right to information. Shareholders only have the opportunity to ask questions. To do so, shareholders must register in advance (see above under "Registration for the virtual Annual General

Meeting"). This does not imply a right to reply. The Executive Board decides which questions to answer and how to answer them at its own discretion.

Shareholders' questions must be submitted via the shareholder portal using the access data by no later than May 11, 2020, 24:00 hours (CEST) (time of receipt). No questions can be asked during the virtual Annual General Meeting.

Objection against a resolution of the Annual General Meeting

Objection to the minutes of a resolution of the virtual Annual General Meeting in accordance with section 245 no. 1 AktG in conjunction with section 1 (2) sentence 1 no. 4 of the Covid-19 Act may be explained from the beginning of the virtual General Meeting until the end of the virtual General Meeting on May 13, 2020 by electronic communication indicating the access data sent (access card number and PIN code) by e-mail to the following address

ropitz@adva.com

by shareholders or proxies who have exercised their voting rights.

Information on the company's website

After the convening, the following information is available on the company website at <https://adva.li/agm-2020>:

- the contents of this convening notice, including an explanation of agenda item 1 (to which no resolution is to be passed in the AGM), the Management Board report to agenda item 6, information on the total number of shares and voting rights at the time of convening the AGM, including separate information on the total number for every share class and the explanations of the following shareholder rights: supplementing the agenda, countermotions or electoral proposals, requests for information,
- the adopted annual financial statements of ADVA Optical Networking SE as at 31 December 2019,
- the consolidated management report of ADVA Optical Networking SE and the group for the 2019 financial year,
- the report of the Supervisory Board for the 2019 financial year,
- the approved consolidated annual financial statements as at 31 December 2019,
- the consolidated separate non-financial report of ADVA Optical Networking SE and the group for the 2019 financial year,
- the explanatory report of the Management Board on the information pursuant to Sections 289a, 315a of the Commercial Code,
- 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

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 Maerzenquelle 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 50,181,966 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 50,181,966 at the time the meeting is convened.

Privacy Policy

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 Privacy Policy, where it is clearly consolidated in one place. It is available to view and download on the company website at <https://adva.li/agm-2020>.

Simultaneous interpretation

For those attending the Annual General Meeting of ADVA Optical Networking SE on 13 May 2020, a simultaneous interpretation of the event will be available in English.

Meiningen, April 2020

ADVA Optical Networking SE
The Management Board