



Virtual Annual General Meeting of ADVA Optical Networking SE on 13 May 2020

Sample form for proxy authorization and absentee voting

This form does not replace the requirement of registering for the meeting in a proper manner. Please also pay attention to the notes on the following pages.

Person making the declaration: *(please print)*:

First name/Last Name (or company name): _____ Access card no.: _____

Street address, city, zip code, country: _____ Number of shares: _____

E-mail or phone number for inquiries: _____

- Proxy authorization and voting instructions to the proxy representatives of the company

I/We hereby authorize the proxy representatives of ADVA Optical Networking SE (Ms. Romy Opitz, Meiningen, or Mr. Steven Williams, Munich), each of them individually, with the right to grant sub-proxy, to represent me/us at the virtual annual general meeting of ADVA Optical Networking SE on 13 May 2020 under disclosure of my/our name(s) in the list of participants and to exercise my/our voting rights as set out below. The proxy representatives are released from the restrictions pursuant to section 181 of the German Civil Code.

or

- Absentee voting

I/We exercise our voting rights at the virtual annual general meeting of ADVA Optical Networking SE on 13 May 2020 by absentee voting as specified in the table below.

Instructions / Absentee voting

In case of consent, please tick the Yes-box(es), in case of dissent, please tick the No-box(es), and if you want to abstain, please tick the Abstention-box(es). If no box is ticked, your instruction /absentee voting will be deemed as abstention. Double entries will be discarded as invalid.

		Yes	No	Abstention
<input type="checkbox"/>	I/We vote regarding all agenda items in accordance with the proposals of the management board and supervisory board or (to the extent that only the supervisory board has made the proposals) of the supervisory board as published in the Federal Gazette	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Or				
<input type="checkbox"/>	I/We issue the following instructions:			
	Agenda item	Yes	No	Abstention
2	Resolution on the appropriation of the net retained profits for the 2019 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval of the activities of the members of the management board during the 2019 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of the activities of the members of the supervisory board during the 2019 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Appointment of the auditor and group auditor for the 2020 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Resolution regarding extension of an authorisation to issue share option rights (2011 Share option Program) and the creation of further contingent capital, amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Resolution on amendments to the Articles of Association due to the Act on the Implementation of the Second Shareholders' Right Directive	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Stockholders' counter motions and election proposals			
A		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
B		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
C		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The instruction/absentee voting relates to the resolution proposals by the management and/or supervisory board published in the Federal Gazette on 15 April 2020. Stockholders' counter motions and election proposals to be made accessible, if any, will only be made available on the company's website at <https://adva.li/agm-2020>.

Place, date, signature(s) or other declaration according to provisions of Sec. 126b of the German Civil Code

Proxy to a third party

I/We authorize the following person
Mr./Mrs.

Sub-proxy

I/We authorize the following person
Mr./Mrs.

First name, Last name

First name, Last name

Street address, city, zip code, country

Street address, city, zip code, country

to represent me/us at the virtual annual general meeting of ADVA Optical Networking SE on 13 May 2020 and to exercise my/our voting rights. The proxy has the right to issue a sub-proxy or to delegate this proxy to a third party.

as a sub-proxy to represent me/us at the virtual annual general meeting of ADVA Optical Networking SE on 13 May 2020 and to exercise my/our voting rights or to authorize a further sub-proxy to exercise my/our voting rights.

Place, date, signature(s) or other declaration according to provisions of Sec. 126b of the German Civil Code

Place, date, signature(s) or other declaration according to provisions of Sec. 126b of the German Civil Code

Notes

Registration

In accordance with the provisions of The Act Concerning Measures under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the Covid-19-Pandemic (Article 2 of the Act to Mitigate the Consequences of the Covid-19 Pandemic in Civil, Insolvency and Criminal Law, Federal Law Gazette I 2020, p.569, hereinafter "Covid-19-Act") and with the consent of the supervisory board the management board of the company decided that the annual general meeting is held as a virtual meeting without the physical presence of the shareholders or their authorised proxies.

The physical participation of shareholders or their authorised proxies is not possible. The voting rights of shareholders or their authorized proxies may therefore be exercised solely by way of absentee voting or by granting authority to the proxy representatives of the company. Other proxies can only exercise the voting rights via absentee voting or, if possible under the proxy, by granting sub-proxy to the proxy representatives of the company.

In accordance with Section 16 (1) sentence 1 of the articles of association of the company only shareholders who register with the company by presenting proof of their share ownership are entitled 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 twelfth day before the annual general meeting, that is 1 May 2020, midnight (start of day) (Record date) and is to be provided in German or English. Corresponding proof from the custodian bank is sufficient. The registration must be received by the company no later than 06 May 2020, midnight (end of day), and the proof of ownership must be received by the company no later than 09 May 2020, midnight (end of day) in each case at the following address or fax number or e-mail 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 e-mail to wp.hv@db-is.com

A due registration is also required in case of absentee voting or exercise of voting rights by a proxy.

Proxy to a third party

If you want to authorize a third party to participate in the virtual annual general meeting, you can use the form "Proxy to a third party" and hand over the access card to the representative.

The physical participation of authorized proxies is not possible. They can only exercise the voting rights via absentee voting or, if possible under the proxy, by granting sub-proxy to the proxy representatives of the company.

Proxy authorization and instructions to the proxy representatives of the company

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 to these representatives can be sent to the below address, fax-number or e-mail address by no later than 12 May 2020, midnight (end of day) (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

In addition, the shareholder portal is also available for this purpose at <https://adva.li/agm-2020> through which it will be possible to grant and make changes to the proxy authority and instructions issued to the proxies appointed by the company. The authorizations granted and instructions issued via the shareholder portal to the proxies appointed by the company must be completed prior to the end of the voting process in the annual general meeting. Up to this point in time it is possible to revoke an authorization granted via the shareholder portal or to change instructions issued to the proxies appointed by the company via the shareholder portal.

Should the voting proxy appointed by the company be authorized, 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 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 separate votes are held on a single agenda item without this having been notified in advance of the virtual annual general meeting, an instruction issued for this agenda item as a whole shall also be deemed to be a corresponding instruction for each of the separate votes. Please note that the proxies appointed by the company cannot accept instructions regarding procedural motions in advance of or during the virtual annual general meeting. Nor can the proxies appointed by the company accept requests or instructions to speak, to lodge objections to resolutions of the annual general meeting or to raise questions or put forward motions.

Absentee voting

Votes may be cast by absentee voting and changes can be made to these votes until no later than 12 May 2020, midnight (end of day) (date of receipt) by post, e-mail, address or fax number indicated below::

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

In addition, the shareholder portal is also available for this purpose at <https://adva.li/agm-2020>, through which it will be possible to exercise the voting right by way of absentee voting. An absentee voting via the shareholder portal must be completed prior to the end of the voting process in the annual general meeting. Up to this point in time, votes can be revoked or changed. Also absentee voting via the shareholder portal requires the access card with the login data.

If multiple declarations are received the most recently received declaration shall take precedence. If separate votes are held on a single agenda item without this having been notified in advance of the virtual annual general meeting, postal votes for this agenda item as a whole shall also be deemed to be corresponding postal votes for each of the separate votes.