



Virtual Annual General Meeting of ADVA Optical Networking SE on 19 May 2021

Sample form for proxy authorization

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): _____

Street address, city, zip code, country: _____

Access card no.: _____

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 19 May 2021 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.

Instructions

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 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 financial year 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Formal approval of the actions of the members of the Management Board for financial year 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Formal approval of the actions of the members of the Supervisory Board for financial year 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Election of the auditor of the financial statements and of the consolidated financial statements for financial year 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Resolution on the extension of the authorisation to issue stock option rights (2011 Stock Option Plan) and the creation of further conditional capital, amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

		Yes	No	Abstention
7	Resolution on new elections to the Supervisory Board			
	(a) Nikos Theodosopoulos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	(b) Prof. Dr. Johanna Hey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	(c) Michael Aquino	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Resolution on the approval of the system of remuneration for the Management Board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Resolution on the remuneration of the Supervisory Board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Resolution on the cancellation of the Authorised Capital 2019/I and the creation of a new Authorised Capital 2021/I with authorisation to exclude subscription rights; amendment of the Articles of Association	<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 relates to the resolution proposals by the management and/or supervisory board published in the Federal Gazette on 9th April 2021. Stockholders' counter motions and election proposals to be made accessible, if any, will only be made available on the company's website at <https://www.adva.com/de-de/about-us/investors/shareholders-meetings>

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 19 May 2021 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 19 May 2021 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

On the basis of the German Act on Measures under Corporate, Cooperative, Association, Foundation and Condominium Law to Combat the Effects of the Covid-19 Pandemic [*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der Covid-19-Pandemie*] (art. 2 of the German Act to Mitigate the Consequences of the Covid-19 Pandemic under Civil, Insolvency and Criminal Procedure Law [*Gesetz zur Abmilderung der Folgen der Covid-19 Pandemie im Zivil-, Insolvenz- und Strafverfahrensrecht*] of 27 March 2020, Federal Law Gazette [*Bundesgesetzblatt*] I 2020, p. 569 ff), which was amended by the German Act to Amend the Act on Measures under Corporate, Cooperative, Association, Foundation and Condominium Law to Combat the Effects of the Covid-19 Pandemic [*Gesetz zur Änderung des Gesetzes über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der Covid-19-Pandemie*] (art. 11 of the German Act to Further Shorten the Residual Debt Discharge Procedure and to Adjust Pandemic-Related Provisions under Corporate, Cooperative, Association and Foundation Law as well as Rental and Tenancy Law [*Gesetz zur weiteren Verkürzung des Restschuldbefreiungsverfahrens und zur Anpassung pandemiebedingter Vorschriften im Gesellschafts-, Genossenschafts-, Vereins- und Stiftungsrechts sowie im Miet- und Pachtrecht*] of 22 December 2020, Federal Law Gazette I 2020, p. 3328 ff.), the Management Board has decided, with the Supervisory Board's consent, that the Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of the shareholders or their 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 electronic postal vote (via shareholder portal) or by granting authority to the proxy representatives of the company. Other proxies can only exercise the voting rights via electronic postal vote (via shareholder portal) 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 sec. 123 para. 4 sentence 2 *AktG*, this proof must refer to the beginning of the 21st day before the Annual General Meeting, i.e. 28 April 2021, 00:00 hrs ("Record Date") and must be provided in text form (sec. 126b of the German Civil Code [*Bürgerliches Gesetzbuch – BGB*]) in German or English. Corresponding proof from the last intermediary pursuant to sec. 67c para. 3 *AktG* is sufficient. The registration and the proof must be received by the Company at least six days before the Annual General Meeting, i.e. at the latest on 12 May 2021, 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 electronic postal vote (via shareholder portal) 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 electronic postal vote (via shareholder portal) 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 18 May 2021, 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://www.adva.com/de-de/about-us/investors/shareholders-meetings> 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.

Voting by electronic postal vote

Shareholders or their proxies can cast their votes by a electronic postal vote held by means of electronic communication. Only those shareholders who have registered in a timely manner in accordance with the requirements specified above under "Registration " are entitled to exercise their voting rights by way of an electronic postal vote.

The shareholder portal, which can be accessed via a link on the Company's website at <https://www.adva.com/de-de/about-us/investors/shareholders-meetings> will be available before and during the Annual General meeting for the purpose of exercising voting rights by way of an electronic postal vote. Any exercise of voting rights in this way by electronic postal vote must be completed in full by the end of the voting process in the Annual General Meeting. Up to this time, it is also possible to revoke or change the exercise of voting rights taking place by this means. To exercise voting rights by postal vote via the shareholder portal, the access card with the access data is required.

If, in addition to votes cast in the electronic postal vote, a proxy authorisation or instructions to the proxies appointed by the Company are received for the same shareholding, the votes cast in the electronic postal vote will always be deemed to take priority; the representatives appointed by the Company will therefore not make use of any proxy issued to them and will not represent the shares. 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.