



Procedure for the exercise of voting rights by proxy

Eligible shareholders who do not want to participate in the Shareholders' Meeting personally may exercise their voting rights via an authorized representative (proxy), particularly via an intermediary within the meaning of section 67a (4) AktG ("Intermediary"), e. g. a custodian bank, a shareholders' association, an instruction-bound proxy voting agent of the Company or any other person. Also in this case, proper registration is required, as set out in the invitation to the Annual General Meeting. Proof of the principal's shareholding is required in such cases as well.

If neither an Intermediary nor a shareholders' association nor another 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 text form to ADVA Optical Networking SE or in text 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 another 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. section 17 (2) sentence 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) sentence 2 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) or (10) AktG to obtain from the proxy to be appointed information on any special provisions to be observed in this respect.

Proof of authorization may be submitted to ADVA Optical Networking SE to the following postal address, fax number, or e-mail address.

UBJ. GmbH
w/ HV ADVA Optical Networking SE
Haus der Wirtschaft
Kapstadtring 10
22297 Hamburg
Germany

via fax: +49 40 6378 5423
via e-mail: hv@ubj.de

We kindly ask that you preferably use the following proxy voting form. The authorization may of course also be presented by the proxy at the Shareholders' Meeting, on the day of the event.

As a service to our shareholders, we offer to represent them through representatives of the Company to be appointed by the Company. Should representatives of the Company be appointed by a shareholder, the shareholder must instruct these representatives as to how the voting rights should be exercised. The proxy voting agents appointed by the Company will not use their power of attorney unless instructed accordingly, meaning that the voting rights of the particular shareholder would be lost. The representatives appointed by the Company are obliged to exercise the voting rights in accordance with such instructions. A form for issuing power of attorney along with instructions to the representatives of the Company can be found in the registration documents, which will be sent to shareholders. This form is also available for download at <https://www.adva.com/de-de/about-us/investors/shareholders-meetings> – About Us – Investor Relations – Corporate Governance – Shareholders Meetings. For efficient processing, shareholders are requested to submit in text form all proxy voting authorizations and voting instructions, together with the admission ticket (preferably using the proxy authorization and instruction with the admission ticket) to the following address, for receipt no later than end of day on

May 23, 2023, 24:00 hours (day of receipt):

UBJ. GmbH
w/ HV ADVA Optical Networking SE
Haus der Wirtschaft
Kapstadtring 10
22297 Hamburg
Germany

via fax: +49 40 6378 5423
via e-mail: hv@ubj.de

In addition, powers of attorney and instructions to the proxies appointed by the Company may also be issued during the Annual General Meeting.

Individual shareholder:

(please print):

First name/Last name:

Street address, city, zip code, country:

Admission ticket no.:

Number of shares:

E-mail or phone number for inquiries:

(please print):

Proxy

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 Annual General Meeting of ADVA Optical Networking SE on May 24, 2023 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 Annual General Meeting of ADVA Optical Networking SE on May 24, 2023 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 (BGB)

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

If the admission ticket is issued to an outside proxy holder, please bear in mind that for effective authorization to exercise voting rights in his/her own name, the authorized representative must be brought into possession of the shares to be represented.



Proxy voting offer by the Company

As a special service, ADVA Optical Networking SE is providing you the opportunity to authorize employees of the Company to act as your voting proxy agents and to issue instructions to these employees regarding the exercise of your voting rights. The voting proxy agents are obliged to vote on each agenda item according to your instructions.

Should you accept this proxy voting offer, please issue your instructions and sign them below. Follow the instructions on the following page and return all required documentation no later than May 23, 2023, 24:00 hours (date it must be received at ADVA Optical Networking SE's offices).

Proxy authorization and instructions

		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 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 approval to carry forward the net profit for the financial year 2022 in the amount of EUR 177,438,127.08 in full to new account	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Resolution on the approval to formally discharge the members of the Management Board for the financial year 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Resolution on the approval to formally discharge the members of the Supervisory Board for the financial year 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Appointment of the auditor and group auditor for the 2023 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Resolution on the approval of the Remuneration Report 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Resolution on the approval of the remuneration system for the members of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Resolution on the change of company name and a corresponding amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Resolution on an amendment to the Articles of Association concerning virtual general meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Resolution on the amendment of the Articles of Association regarding the virtual attendance of Supervisory Board members in the Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	Resolution on the amendment of the Articles of the Association regarding the attendance using electronic communication, postal vote and video and audio transmissions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	Resolution on the amendment of the Articles of Association regarding the form of powers of attorney	<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"/>

I/We hereby authorize the proxy voting agents of ADVA Optical Networking SE (Romy Opitz, Meiningen, or Steven Williams, Munich), each individually, to represent me/us at the Annual General Meeting of ADVA Optical Networking SE on May 24, 2023, and to exercise my/our voting rights in accordance with my/our instructions. This authority may be delegated. The proxy voting agents may only act on my/our behalf if I/we have signed this proxy form.

The proxy voting agents appointed by the company are available only to exercise voting rights and not to exercise any other rights, if this is not needed to exercise the voting rights.

Place, date	Signature(s) or other declaration according to provisions of Sec. 126b of the German Civil Code (BGB)
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Sender
(please print):

First name, last name

Company name

Street address

Zip code, city, country

Phone number

If you plan to accept the proxy voting offer by the proxy voting agents of ADVA Optical Networking SE (Romy Opitz, Meiningen, or Steven Williams, Munich), it is imperative that you properly register and give instructions. We kindly ask you to return the completed powers of attorney and instructions together with the admission ticket no later than on May 23, 2023, 24:00 hours (receipt at Company is decisive) to the following postal address, fax number or email address

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

The registration to the General Meeting and the proof of share ownership must be received by the company no later than six days before the meeting, i.e.

May 17, 2023, 24:00 hours

at

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 to +49 69 12012 86045
or by e-mail to 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.

Only to be considered if your ADVA Optical Networking SE shares are kept in a custody account at a bank outside of Germany:

If you want to participate in the Annual General Meeting of ADVA Optical Networking SE on May 24, 2023, it is mandatory that you register properly in text form (§ 126b BGB) by submitting proof of your shareholding as described in the invitation to the Annual General Meeting. According to § 123 (4) Sentence 2 in conjunction with Section 67c (3) AktG, this refers to the beginning of the 21st day before the Annual General Meeting, which is May 03, 2023, 00:00 hours ("Record Date") and must be in German or English in text form (§ 126b BGB). Corresponding evidence from the final intermediary pursuant to Section 67c (3) AktG is sufficient.

To facilitate the process of providing proof of share ownership, we offer all shareholders the use of the deposit confirmation form below as a special service. Use of the form below is voluntary. There is no obligation to use it. In particular, it is pointed out that corresponding evidence from a final intermediary pursuant to Section 67c (3) AktG is also sufficient. The form is merely an additional offer, which is primarily intended to make it easier for all shareholders whose shares are held in a custody account at a bank outside of Germany to provide proof of their shareholdings.

If you want to make use of this offer, have the following deposit confirmation filled out and signed by your depository bank and then send it completely and signed 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
or by fax to +49 40 6378 5423
or by e-mail to hv@ubj.de

Confirmation of deposit (to be filled out and signed by the custodian bank)

Number of shares of ADVA Optical Networking SE held at the beginning of the 21st day before the Ordinary General Meeting, i.e. on May 03, 2023, 00:00 hours for

*Name and address of shareholder
(please use block letters):*

shares.

Name and address of custodian bank:

City, date

Seal/
signature of custodian bank

The registration to the Ordinary General Meeting and the proof of share ownership must be received by the company at least six days before the meeting, so no later than

May 17, 2023, 24:00 hours

at

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 to +49 69 12012 86045
or by e-mail to 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.