

Adtran Networks SE

Meiningen

– ISIN DE 0005103006 –
(Securities Identification Number 510300)

Notice of General Meeting

The shareholders of our Company are hereby invited to attend the

General Meeting

to be held on Friday, June 27, 2025, at 11:00 a.m. (CEST) (admission starting at 10:00 a.m. (CEST)) at the Hotel Sächsischer Hof, Georgstr. 1, 98617 Meiningen, Germany.

I. AGENDA

1. Presentation of the adopted annual financial statements as of December 31, 2024, the approved consolidated financial statements as of December 31, 2024, the combined management report for Adtran Networks SE and the Group for the 2024 financial year, the explanatory report of the Management Board on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code (Handelsgesetzbuch), the report of the Supervisory Board for the 2024 financial year, and the combined separate non-financial report for Adtran Networks SE and the Group for the 2024 financial year

The Supervisory Board has approved the annual financial statements and consolidated financial statements prepared by the Management Board. The annual financial statements have thus been adopted. This means that they do not need to be adopted by the General Meeting. The annual financial statements, the combined management report, the consolidated financial statements, the report of the Management Board on the disclosures pursuant to Sections 289a, 315a of the German Commercial Code (Handelsgesetzbuch, "HGB") and the report of the Supervisory Board shall be made available to the General Meeting. No resolution will be passed on this agenda item.

2. Resolution on the appropriation of net retained profits for the 2024 financial year

The net profit for the 2023 financial year in the amount of EUR 177,438,127.08 was ultimately carried forward to new account, so that, despite the existing control and profit transfer agreement, a decision must again be made on this amount as net profit for the 2024 financial year. Due to a distribution restriction pursuant to Section 268 (8) HGB, the maximum profit distribution the Company would be able to make amounts to EUR 90,603,465.24.

The Management Board and Supervisory Board propose that the net profit for the 2024 financial year in the amount of EUR 177,438,127.08 be carried forward in full to new account.

3. Discharge of the members of the Management Board for the 2024 financial year

The Management Board and the Supervisory Board propose that all members of the Management Board of Adtran Networks SE who served in the 2024 financial year be granted discharge for said financial year.

4. Discharge of the members of the Supervisory Board for the 2024 financial year

The Management Board and the Supervisory Board propose that all members of the Supervisory Board of Adtran Networks SE who served in the 2024 financial year be granted discharge for said financial year.

5. Election of the statutory auditor and group auditor for the 2025 financial year

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Leipzig, be appointed as statutory auditor and group auditor for the 2025 financial year.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that, in particular, no clause has been imposed on it that restricts the choice by the General Meeting as regards the appointment to particular statutory auditors, cf. Art. 16 (6) of the EU Audit Regulation (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014, on specific requirements regarding statutory audits of public-interest entities and repealing Commission Decision 2005/909/EC).

6. Resolution on the appointment of the auditor for the sustainability report for the 2025 financial year

In accordance with Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No. 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting (Corporate Sustainability Reporting Directive, CSRD) which came into force on January 5, 2023, large capital market-oriented companies with more than 500 employees must, for financial years beginning after December 31, 2023, supplement their (group) management report with a (group) sustainability report, which must be audited externally by the statutory auditor or – at the option of the respective Member State – by another (statutory) auditor or an independent assurance services provider.

This means that companies such as Adtran Networks SE, which are already subject to non-financial reporting within the meaning of Section 289b (1) and Section 315b (1) HGB, will henceforth have to prepare a sustainability report for the Company and the Group and have it externally audited.

The German legislator has not yet passed a law to implement the CSRD into German law (CSRD Implementation Act). If a CSRD Implementation Act is passed in the course of 2025, a reporting obligation could arise already for the 2025 financial year. In order to avoid another General Meeting of the Company in 2025 to elect an auditor for the sustainability report for the 2025 financial year, it is proposed that an auditor for the sustainability report be appointed at the General Meeting on June 27, 2025. The resolution shall only be carried out if the CSRD Implementation Act provides for a corresponding appointment by the General Meeting.

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that the General Meeting resolve as follows:

KPMG AG Wirtschaftsprüfungsgesellschaft, Leipzig, will be appointed as auditor for the sustainability report for the 2025 financial year with effect from the date on which the CSRD Implementation Act comes into force. The resolution will only be carried out if, in accordance with the CSRD Implementation Act, a sustainability report that is to be prepared for the 2025 financial year must be audited by an auditor who must be appointed by the General Meeting.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that, in particular, no clause has been imposed on it that restricts the choice by the General Meeting as regards the appointment to particular auditors, cf. Art. 16 (6) of the EU Audit Regulation (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014, on specific requirements regarding statutory audits of public-interest entities and repealing Commission Decision 2005/909/EC).

7. Resolution on the approval of the 2024 remuneration report

Pursuant to Section 162 (1) of the German Stock Corporation Act (Aktiengesetz, "**AktG**"), the Management Board and the Supervisory Board of a listed company must prepare an annual remuneration report. Pursuant to Section 162 (3) AktG, this report must be audited by the statutory auditor and accompanied by an audit opinion. Pursuant to Section 120a (4) sentence 1 AktG, the General Meeting resolves on the endorsement of the remuneration report for the preceding financial year prepared and audited in accordance with Section 162 AktG.

The remuneration report prepared for the 2024 financial year in accordance with Section 162 AktG ("**Remuneration Report of Adtran Networks SE for the 2024 Financial Year**") was audited by the statutory auditor, KPMG AG Wirtschaftsprüfungsgesellschaft, Leipzig, and issued with an audit opinion.

The remuneration report and the auditor's audit opinion will be available on the company's website at

<https://www.adva.com/de-de/about-us/investors/shareholders-meetings>

from the date of this notice of meeting.

The Management Board and the Supervisory Board propose that the remuneration report of Adtran Networks SE for the 2024 financial year, which was prepared and audited in accordance with Section 162 AktG, be approved.

8. Election of Supervisory Board members

The term of office of the current members of the Supervisory Board of Adtran Networks SE ends at the end of the General Meeting that resolves on the discharge of the members of the Supervisory Board for the 2024 financial year.

In accordance with Art. 40 (2) and (3) of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European Company (SE), Section 17 of the SE Implementation Act, and article 8 (1) sentence 2 of the Company's articles of association, the Supervisory Board consists of three members elected by the General Meeting. The General Meeting is not bound by any nominations.

The following nominations by the Supervisory Board are based on the recommendation of its Compensation and Nomination Committee.

The Supervisory Board proposes that

- (a) Dr. Eduard Scheiterer, residing in Geretsried, retiree,
- (b) Mr. Frank Fischer, residing in Kaarst, lawyer and tax advisor at his own firm, as well as
- (c) Ms. Heike Kratzenstein, residing in Glonn, CEO of Asmodee Holding GmbH,

be re-elected to the Supervisory Board for the period until the end of the General Meeting that decides on their discharge for the 2028 financial year.

It is intended to have the General Meeting decide on the elections to the Supervisory Board by individual vote.

Regarding the nominees' membership in other statutory supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises, the following information is provided:

Dr. Eduard Scheiterer is not a member of any other statutory supervisory boards of domestic companies, nor is he a member of any comparable domestic or foreign supervisory bodies of commercial enterprises.

Mr. Frank Fischer is not a member of any other statutory supervisory boards of domestic companies, nor is he a member of any comparable domestic or foreign supervisory bodies of commercial enterprises.

Ms. Heike Kratzenstein is not a member of any other statutory supervisory boards of domestic companies, nor is she a member of any comparable domestic or foreign supervisory bodies of commercial enterprises.

The nominations take into account the objectives adopted by the Supervisory Board for its composition and aim to fulfill the competence profile for the board as a whole adopted at the same time. In doing so, the Supervisory Board has considered diversity criteria (Recommendation C.1 of the German Corporate Governance Code (DCGK)). Heike Kratzenstein and Frank Fischer fulfill the requirement that at least one member of the Supervisory Board must have expertise in accounting and at least one other member of the Supervisory Board must have expertise in auditing (Section 100 (5) first half-sentence AktG, Recommendation D.3 of the German Corporate Governance Code). In addition, the Supervisory Board has ensured that the candidates proposed for election to the Supervisory Board are able to commit the time required to fulfill their duties.

Merely as a precaution, it is pointed out that Dr. Eduard Scheiterer was Managing Director of ADTRAN GmbH, a German subsidiary of ADTRAN Holdings, Inc., until November 30, 2021. In the opinion of the Supervisory Board, other than that, there are no personal or business relationships between the candidates and Adtran Networks SE, its group companies, the organs of Adtran Networks SE or a shareholder with a significant interest in Adtran Networks SE that a shareholder making an objectively assessment would consider relevant to his or her voting decision and that would therefore have to be disclosed in accordance with Recommendation C.13 of the German Corporate Governance Code. Furthermore, the minimum proportion of independent shareholder representatives required under Recommendations C.6, C.7, and C.9 of the German Corporate Governance Code is also maintained.

The following section, "Additional information regarding agenda item 8", contains the candidates' CVs along with an overview of their main activities outside of the Supervisory Board, providing information on their relevant knowledge, skills, and professional experience (cf. Recommendation C.14 of the German Corporate Governance Code). The CVs can also be found on our Company's website at

<https://www.adva.com/de-de/about-us/investors/shareholders-meetings>

9. **Resolution on the approval of a profit and loss transfer agreement (profit transfer agreement) between Adtran Networks SE and ADVA Network Security GmbH**

Adtran Networks SE is the sole shareholder of ADVA Network Security GmbH, which is domiciled in Berlin, registered in the commercial register of the Charlottenburg Local Court under HRB 239918 B, and has its business address at Hermann-Dorner-Allee 91, 12489 Berlin. Adtran Networks SE holds 100% of the shares in ADVA Network Security GmbH and all of the voting rights attached to these shares.

In order to establish a tax group relationship (Organschaftsverhältnis) within the meaning of Sections 14 and 17 of the German Corporate Income Tax Act (KStG), Adtran Networks SE as the Parent Company and ADVA Network Security GmbH as the Controlled Company entered into a profit and loss transfer agreement (hereinafter referred to as the "**Profit and Loss Transfer Agreement**") on May 9, 2025. In order to become effective, the Profit and Loss Transfer Agreement requires, among other things, the approval of the General Meeting of Adtran Networks SE. The Profit and Loss Transfer Agreement will therefore be submitted to the General Meeting of Adtran Networks SE on June 27, 2025 for approval. The shareholders' meeting of ADVA Network Security GmbH has not yet approved the conclusion of the Profit and Loss Transfer Agreement. This is expected to happen immediately after approval by the General Meeting of Adtran Networks SE.

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

The Profit and Loss Transfer Agreement dated May 9, 2025 between Adtran Networks SE and ADVA Network Security GmbH is approved.

Since Adtran Networks SE is the sole shareholder of ADVA Network Security GmbH, no compensation payments or severance payments to outside shareholders under Sections 304 and 305 AktG are to be made.

The Profit and Loss Transfer Agreement has the following content:

"Profit and Loss Transfer Agreement

between

Adtran Networks SE, domiciled in Meiningen, registered in the commercial register of the Jena Local Court under HRB 508155, business address Märzenquelle 1-3, 98617 Meiningen OT Dreißigacker, represented by its Management Board members Ulrich Maximillian Dopfer and Dr. Christoph Glingener

- hereinafter referred to as **Adtran** -

and

ADVA Network Security GmbH, domiciled in Berlin, registered in the commercial register of the Charlottenburg Local Court under HRB 239918 B, business address Hermann-Dorner-Allee 91, 12489 Berlin, represented by its Managing Directors Michael Roth and Josef Sißmeir,

- hereinafter referred to as **Adva** -

1. Preamble

- 1.1. Adtran is the sole shareholder of Adva, holding 100% of Adva's shares and all of the voting rights attached to these shares.
- 1.2. In order to establish a tax group within the meaning of Sections 14 and 17 of the German Corporate Income Tax Act (KStG), the parties enter into the following profit transfer agreement.

2. Profit transfer

- 2.1. Adva undertakes to transfer all of its profits to Adtran for the duration of the Agreement, and starting with the profits of the entire financial year in which this Agreement becomes effective. In addition to - and with priority over - the other paragraphs of this clause 2, Section 301 AktG, as amended, shall apply mutatis mutandis to the transfer of profits.
- 2.2. Adva may, with Adtran's consent - given in written form, or in text form under Section 126b of the German Civil Code (BGB) - transfer amounts from its net income to other retained earnings (Section 272 (3) HGB) to the extent that this is permissible under commercial law and economically justified based on a reasonable judgment of a prudent businessperson. Other retained earnings (Section 272 (3) HGB) formed during the term of this Agreement shall be released at Adtran's request - made in written form, or in text form pursuant to Section 126b BGB - and used to offset a net loss or transferred as profit, insofar as this is permitted under commercial law.
- 2.3. Any profit carried forward from the time prior to the commencement of this Agreement, amounts from the reversal of retained earnings (Section 272 (3) HGB) formed before the commencement of this Agreement, and amounts from the reversal of capital reserves (Section 272 (2) HGB) formed before or during the term of this Agreement may not be transferred as profit or used to offset a net loss during the term of this Agreement.
- 2.4. Prior to the adoption of the annual financial statements, Adtran may demand an advance payment on a profit transfer it will likely be entitled to for the financial year if and insofar as an advance distribution on the expected annual net profit to Adtran (notwithstanding this Agreement) would be legally permissible, there are no mandatory legal stipulations to the contrary, and Adva's liquidity permits the payment of said advance. Such advance profit transfers shall be offset against the claim to profit transfer (as it would arise without the advance profit transfer). The advances are interest-free. Accordingly, advances made during the year shall be offset against the profit to be transferred at the end of the financial year without any additional interest. Any excess payment (advance profit transfer exceeding the profit transfer claim) shall be reimbursed by Adtran to Adva.

- 2.5. The claim to profit transfer arises at the end of Adva's financial year and is due at that point in time. From the due date, it shall accrue interest at the statutory rate for mutual commercial transactions, regardless of whether this Agreement constitutes a mutual commercial transaction.

3. Loss absorption

- 3.1. The provisions of Section 302 AktG, as amended, shall apply mutatis mutandis to the absorption of losses by Adtran.
- 3.2. Prior to the adoption of the annual financial statements, Adva may demand an advance payment on any absorption of losses it will likely be entitled to for the financial year, provided that it requires such advance payments in view of its liquidity and Adtran's liquidity permits the payment of said advance payment. Clause 2.4 sentences 2 to 5 shall apply mutatis mutandis for any off-setting against the loss absorption obligation (as it would arise without the advance loss absorption), the accrual of interest on, and excess payment of such an advance loss absorption.
- 3.3. Clause 2.5 shall apply mutatis mutandis to the due date of and accrual of interest on the loss absorption obligation.
- 3.4. If this Agreement is terminated during a financial year, in particular through termination for good cause pursuant to Section 5.3 below, Adtran shall be obligated to compensate Adva for any shortfall as determined by a balance sheet prepared as of the effective date of termination.

4. Preparation of the annual financial statements

- 4.1. Adva's annual financial statements shall be submitted to Adtran for review, approval, and coordination prior to their adoption.
- 4.2. Adva's annual financial statements shall be prepared and adopted prior to Adtran's annual financial statements.
- 4.3. If Adva's financial year ends at the same time as Adtran's financial year, Adva's profit or loss to be transferred shall, however, be included in Adtran's annual financial statements for the same financial year.

5. Entry into force, duration and termination of the Agreement

- 5.1. This Agreement is concluded subject to the (notarized) approval of Adva's Shareholders' Meeting and Adtran's General Meeting. It shall enter into effect once it has been entered into Adva's commercial register and shall apply retroactively from the beginning of Adva's financial year in progress at the time of entry of this Agreement in the commercial register.
- 5.2. This Agreement is concluded for a term ending on December 31, 2029, but for no less than five years from its entry into effect pursuant to with Section 5.1, sentence 2. If this five-year period ends during a financial year of Adva, the minimum duration of the Agreement under sentence 1 shall be extended until the end of that financial year. If the Agreement is not terminated in writing

six months before the end of its contractual term, it shall be extended by additional periods of one year.

- 5.3. The right to terminate the Agreement for good cause shall remain unaffected. Good cause shall include, without being limited to, the sale or transfer of all shares or, in any case, of shares in Adva in the amount of a total nominal value with the result that the conditions for the financial integration of Adva into Adtran in accordance with the applicable tax regulations are no longer met, the contribution of the participating interest in the tax group (Organbeteiligung) by Adtran, the transformation (unless into the legal form of another capital corporation), merger, demerger or liquidation of Adtran or Adva, provided that, in the event of termination at a date prior to the end of the fixed term, this also constitutes good cause for the termination of a profit transfer agreement before the end of the minimum term required under tax law without any tax consequences.
- 5.4. This Agreement shall end, at the latest, at the end of the financial year in which an outside shareholder within the meaning of Section 307 AktG holds a stake in Adva. Section 307 AktG, as amended, shall apply mutatis mutandis.
- 5.5. Any termination must be made in written form.

6. Final provisions

- 6.1. When interpreting this Agreement, the respective tax regulations of the tax group (Organschaft) shall be taken into account in the sense that the parties to the Agreement desire an effective tax group for tax purposes (steuerliche Organschaft).
- 6.2. Amendments and addenda to this Agreement (including this written form clause) must be made in written form, unless another form is prescribed, and always require approval by Adva's Shareholders' Meeting and Adtran's General Meeting and entry in Adva's commercial register.
- 6.3. Should a provision of this Agreement be or become invalid, ineffective or unenforceable, this shall not affect the validity of the other provisions hereof. The invalid, ineffective or unenforceable provision shall be replaced by a provision that, considering the spirit and purpose of this Agreement (establishment of a tax group (Organschaft)), comes closest to what the parties would have wanted had they considered the invalidity, ineffectiveness, or unenforceability. This shall also apply in the event of the invalidity, ineffectiveness, or unenforceability of a provision on deliverables or timelines contained in this contract. In such case, it shall be deemed that the Parties have agreed a legally permissible provision on deliverables or timelines that comes closest to the agreed provision. Sentences 1 and 2 shall apply mutatis mutandis to unintended loopholes in this Agreement.

[Signatures pages follow]

For ADVA Network Security GmbH:

Berlin, this May 9, 2025

Michael Roth
Managing Director

For ADVA Network Security GmbH:

Berlin, this May 9, 2025

Josef Sißmeier
Managing Director

For Adtran Networks SE

Meiningen, this May 9, 2025

Ulrich Maximilian Dopfer
Member of the Management Board

For Adtran Networks SE

Meiningen, this May 9, 2025

Dr. Christoph Glingener
Member of the Management Board"

From the date of convening the General Meeting onward, the following documents will be available on the Internet at

<https://www.adva.com/de-de/about-us/investors/shareholders-meetings>

and they will also be available at the Company's business premises at Fraunhoferstr. 9a, 82152 Planegg-Martinsried and at Märzenquelle 1-3, 98617 Meiningen-Dreißigacker for inspection by the shareholders:

- the Profit and Loss Transfer Agreement dated May 9, 2025 between Adtran Networks SE and ADVA Network Security GmbH;

- the annual financial statements and management reports of Adtran Networks SE for the last three financial years, 2022, 2023 and 2024;
- the annual financial statements of ADVA Network Security GmbH for the 2022 and 2023 financial years; and
- the joint report of the Management Board of Adtran Networks SE and the Management of ADVA Network Security GmbH, prepared in accordance with Section 293a AktG.

The aforementioned documents will also be available for inspection during the General Meeting. Shareholders may request a copy of the aforementioned documents, which will be provided promptly and free of charge.

Pursuant to Section 293b (1) AktG, it was not necessary to have the profit transfer agreement reviewed by one or more expert auditors (contract auditors) and to have an audit report prepared by a contract auditor, as Adtran Networks SE is the direct sole shareholder of ADVA Network Security GmbH.

10. Resolution on the cancellation of the 2011/I conditional capital and on the corresponding amendment to the Company's articles of association

Pursuant to article 4 (5k) of the Company's articles of association, the Company's share capital may be conditionally increased by up to EUR 3,491,861.00 through the issuance of up to 3,491,861 no-par value bearer shares (common shares) (conditional capital 2011/I). The conditional capital 2011/I was used exclusively 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 within the framework of the 2011 stock option program based on a corresponding authorization by the General Meeting, which was last amended by resolution of the General Meeting of May 19, 2021 under agenda item 6a.

All subscription rights issued on the basis of the aforementioned authorization have now been exercised or have expired. Furthermore, the period for issuing new subscription rights has now expired. In accordance with the resolution of the General Meeting on May 19, 2021, the authorization to issue option rights was valid only until May 12, 2025. Hence, any further utilization of the 2011/I conditional capital is precluded.

The Management Board and Supervisory Board therefore propose the following resolutions.

- a) The conditional increase in share capital (conditional capital 2011/I) existing pursuant to article 4 (5k) of the Company's articles of association shall be canceled.
- b) Article 4 (5k) of the Company's articles of association shall be deleted without replacement.

11. Resolution on an amendment to the articles of association concerning the holding of virtual general meetings

By resolution of the General Meeting on May 24, 2023, article 15 (6) of the Company's articles of association was amended to authorize the Management Board to provide that the General Meeting shall be held without the physical presence of shareholders or their proxies at the venue of the General Meeting (virtual General Meeting). This authorization was limited in time and only applied

to General Meetings held until May 23, 2025, end of day. Since it took effect, the Company's Management Board has not made use of this authorization and has only convened and held General Meetings in person.

The Management Board shall continue to have the option of deciding flexibly on the format of the General Meeting. In Section 118a (5) No. 2 AktG, the law provides that this authorization shall have a maximum duration of five years after the registration of the corresponding amendment to the Articles of Association. For General Meetings within the authorization period, the Management Board shall decide separately in each case, taking into account the circumstances of the individual situation, whether to exercise the authorization and hold a General Meeting as a virtual General Meeting. The Management Board will make its decisions taking into account the interests of the Company and its shareholders, paying particular attention to the protection of shareholder rights, aspects of health and safety of those involved, expenses and costs, and sustainability considerations.

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

Article 15 (6) of the Company's articles of association shall be amended and reworded as follows:

"6) The Company's Management Board is authorized to provide that the General Meeting shall be held without the physical presence of shareholders or their proxies at the venue of the General Meeting (virtual General Meeting). The above authorization applies to General Meetings held until June 26, 2030, end of day."

II. ADDITIONAL INFORMATION ON INDIVIDUAL AGENDA ITEMS

Additional information on agenda item 8: Information concerning the candidates for election to the Supervisory Board

Dr. Eduard Scheiterer

Year of birth: 1953

Place of birth: Vienna, Austria

Nationality: Austrian

Place of residence: Geretsried, Germany

Occupation: Retiree

Dr. Scheiterer has been retired since the end of 2021. Most recently, he was Managing Director of ADTRAN GmbH and Senior Vice President of Research and Product Development for ADTRAN, Inc. With a doctorate in electrical engineering and telecommunications, Dr. Scheiterer has worked in the digital and network industry since the late 1970s. He initially worked for Siemens and later for Nokia Siemens Networks, a joint venture established with Nokia. When ADTRAN acquired the broadband division of Nokia Siemens Networks in 2011, Dr. Scheiterer moved to ADTRAN, Inc. From 2012 to 2021, Dr. Scheiterer served as Managing Director of ADTRAN GmbH in Germany and also (from 2014 to 2017) as Senior Vice President for International Markets and (from 2017 to 2019) as Senior Vice President for Research and Product Development at the parent company in Huntsville, Alabama, United States.

External appointments:

- None.

Frank Fischer

Year of birth: 1969

Place of birth: Wuppertal

Nationality: German

Place of residence: Kaarst, Germany

Occupation: Lawyer and tax advisor at his own firm

Mr. Frank Fischer is a lawyer and tax advisor at his own firm. He has been working as a lawyer since 1998 and also worked for several years as a legal advisor for the North Rhine-Westphalia State Accident Insurance Fund. In 2006, he became a partner in a tax law firm, which he has been running alone since 2013, following the death of his partner. In 2015, he was appointed tax advisor. Mr. Fischer also lectures on tax law at SG Steuer & Wirtschaftsakademie (SG Tax and Business Academy) in Gelsenkirchen.

External appointments:

- None.

Heike Kratzenstein

Year of birth: 1968

Place of birth: Naila

Nationality: German

Place of residence: Glonn

Occupation: CEO at Asmodee Holding GmbH

Ms. Heike Kratzenstein joined Asmodee Holding GmbH in February 2022 as CFO and took on the role of CEO in November 2022. With a degree in business administration specializing in finance and controlling as well as management and organizational theory, she began working as a finance controller at the Scherdel Brewery in 1993. This was followed by various positions in controlling at Escada AG and Escada Group (1996–1997: Operational Controller Division Laurél; 1997–2000: Deputy Head of HQ Controlling & Project Manager; 2001–2003: Head of Subsidiary Controlling; 2003–2006 Head of Methods + Systems; 2006–2011: Head of Controlling (Groupwide); 2011–2015: Director Performance Management). In 2016, she worked as a Senior Management & Controlling Consultant at Kratzenstein Consulting. This was followed by a position as CFO at Lacoste DACH & SCAN from 2016 to 2020. She then returned to Kratzenstein Consulting as a Senior Management & Controlling Consultant until she took up her current position at Asmodee Holding GmbH in February 2022.

External appointments:

- None

III. REQUIREMENTS FOR PARTICIPATION IN THE GENERAL MEETING AND EXERCISE OF VOTING RIGHTS

In accordance with article 16 (1) sentence 1 of the Company's articles of association, only those shareholders who register in good time in written form (Section 126b BGB) with presentation of proof of their shareholding with the company or with a body specified in the notice are entitled to participate in the General Meeting and exercise their voting rights.

Pursuant to Section 123 (4) sentence 2 in conjunction with Section 67c (3) AktG, such proof must relate to the close of business of the 22nd day prior to the General Meeting, i.e. **June 5, 2025, 12:00 a.m. (midnight) (CEST)** ("**record date**") and be provided in German or English in written form (Section 126b BGB). Proof from the final intermediary pursuant to Section 67c (3) AktG is sufficient.

Under article 16 (1) sentence 2 of the Company's articles of association, registration and proof must be received by the Company no less than six days before the General Meeting, i.e. no later than

June 20, 2025, 12:00 a.m. (midnight) (CEST)

at

UBJ. GmbH
w/ Adtran Networks SE
Haus der Wirtschaft
Kapstadtring 10
22297 Hamburg, Germany
or by facsimile at +49 40 6378 5423
or by e-mail at hv@ubj.de

After receipt of registration and proof of share ownership, admission tickets will be sent to duly registered shareholders. Shareholders who wish to attend the General Meeting are requested to notify their custodian bank as early as possible so that it can forward the registration and proof of share ownership to the registration office.

Entitlement to participate in the General Meeting and the scope of voting rights are based exclusively on a shareholder's shareholding on the **record date**. In relation to the Company, only those who have provided proof of share ownership on the record date are entitled to participate in the General Meeting and exercise their voting rights as shareholders. Changes in shareholdings after the record date have no effect on the existence and scope of the statutory participation and voting rights. Shareholders who have acquired shares in the company after the record date cannot exercise any participation rights or other rights at the General Meeting on the basis of these shares. Shareholders who have duly registered and provided proof of share ownership are entitled to participate in the General Meeting and exercise their voting rights in relation to the company even if they sell their shares after the record date. Partial sales and additional purchases after the record date have no effect on the scope of a shareholder's voting rights. The record date has no effect on the transferability of the shares and is not a relevant date for any dividend entitlement.

IV. VOTING BY PROXY

1. Exercise of voting rights by proxy

Shareholders who are entitled to participate but do not attend the General Meeting in person may exercise their rights, in particular their voting rights, through a proxy, e.g. a shareholders' association, an intermediary within the meaning of Section 67a (4) AktG (e.g., a custodian bank) ("**intermediary**") or another person of their choice. We would like to point out that even if appointing a proxy holder, proper registration and proper proof of share ownership are required (see above under "Requirements for participation in the General Meeting and exercise of voting rights").

If the proxy holder is neither an intermediary nor a shareholders' association or another institution or person equivalent to these pursuant to Section 135 (8) AktG, the proxy must be issued in written form to Adtran Networks SE or in written form directly to the proxy holder. The same form applies to the revocation and proof of the proxy vis-à-vis the Company.

When authorizing an intermediary, a shareholders' association or another institution or person equivalent to these in accordance with Section 135 (8) AktG, the special statutory provisions of Section 135 AktG apply, which require, among other things, that the proxy be verifiably recorded (Section 135 (1) sentence 2 AktG). We therefore ask shareholders who wish to authorize an intermediary, a shareholder association, or another institution or person equivalent to these in accordance with Section 135 (8) AktG to inquire about the special requirements to be observed in this regard with the respective entity or person to whom they wish to give a proxy.

The granting, proof, or revocation of the proxy can be sent to the following address, fax number, or email address:

UBJ. GmbH
w/ Adtran Networks 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

Proof of authorization may also be provided on the day of the General Meeting by the proxy holder by presenting the proxy at the entrance control.

A form for issuing proxies which shareholders can use is included in the registration documents sent to the shareholders after their registration. The proxy form will also be sent by the Company upon request. Moreover, the proxy and instruction form is also available for download on the Company's website at

<https://www.adva.com/de-de/about-us/investors/shareholders-meetings>.

However, shareholders may also issue a separate proxy in written form (Section 126b BGB).

2. Representation by proxy holders appointed by the Company

As a service, we offer our shareholders the option of being represented at the General Meeting by proxy holders appointed by the company. We would like to point out that even if you authorize the proxy holders appointed by the company, you must still register in the proper manner, in particular in good time, and provide proof of your share ownership (see above under "Requirements for participation in the General Meeting and exercise of voting rights").

Proxy holders are obligated to vote in accordance with the instructions given to them. If the proxy holders appointed by the Company are to be authorized, the shareholder must therefore instruct them in each case on how the voting right is to be exercised. Without express instructions on the individual items on the agenda, the proxy holders appointed by the Company will not exercise the voting right. The proxy holders appointed by the Company are only available for the exercise of voting rights, not for the exercise of other rights, except where necessary for the exercise of voting rights.

Please note that the proxy holders appointed by the Company will not exercise the voting right or will abstain from voting on procedural and substantive motions whose subject matter is not known in advance of the General Meeting.

The proxies and instructions to the proxy holders appointed by the Company must be submitted to the Company prior to the General Meeting at the following address, fax number, or email address by no later than **June 26, 2025, at 12:00 a.m. (midnight) (CEST) (time of receipt)**:

UBJ. GmbH
w/ Adtran Networks 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

Moreover, proxies and instructions may also be issued to the proxy holders appointed by the Company during the General Meeting. The necessary forms for this are available at the entrance control.

A form for issuing proxies and instructions, which the shareholders may use but are not required to use, will be sent to the shareholders together with the registration documents after they have registered. The proxy form will also be sent by the Company upon request. Moreover, the proxy and instruction form is also available to the shareholders for download on the Company's website at

<https://www.adva.com/de-de/about-us/investors/shareholders-meetings>.

The shareholders may also issue a separate proxy in written form (Section 126b BGB).

V. FURTHER INFORMATION ON VOTING

The scheduled votes on agenda items 2 to 6 and 8 to 11 are of a binding nature, while the scheduled vote on agenda item 7 is of an advisory nature within the meaning of Table 3 of the Annex to Implementing Regulation (EU) 2018/1212. In each case, it is possible to vote yes (approval), no (rejection), or abstain.

In accordance with Section 129 (5) AktG in conjunction with Article 7 (2) and Article 9 (5) para. 2 of Implementing Regulation (EU) 2018/1212, voters may request confirmation from the Company within one month of the date of the General Meeting as to whether and how their vote was counted.

VI. SHAREHOLDER RIGHTS

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

Shareholders whose shares together amount to one-twentieth of the share capital or the proportionate amount of EUR 500,000 may request that items be added to the agenda and announced. Each new item must be accompanied by a justification or a draft resolution.

Requests for additions to the agenda must be received by the Company no less than 30 days before the meeting, i.e. **May 27, 2025, 12:00 a.m. (midnight) (CEST)**. The request must be made in writing to the Management Board of Adtran Networks SE. Such requests can be sent to the following address:

Adtran Networks SE
Management Board
– Attn.: Ms. Romy Opitz –
Märzenquelle 1-3
98617 Meiningen-Dreißigacker
Germany

Any additions to the agenda that are to be announced will, unless already announced in the meeting notice, be published in the Federal Gazette immediately after receipt of the request and forwarded to media outlets that can be expected to disseminate the information throughout the entire European Union. They will moreover be made available on the Company's website at

<https://www.adva.com/de-de/about-us/investors/shareholders-meetings>

and communicated to the shareholders.

2. Counter-motions/nominations pursuant to Art. 53 SE Regulation, Section 126 (1), Section 127 AktG

In addition, every shareholder is entitled to submit counter-motions or nominations with regard to the items on the agenda.

The Company will make motions submitted by shareholders, including the name of the shareholder, the reasoning, and any comments by the management, accessible on the company's website at

<https://www.adva.com/de-de/about-us/investors/shareholders-meetings>

provided that the shareholder has sent a valid counter-motion to a proposal by the Management Board and Supervisory Board or a proposal by the Supervisory Board on a specific agenda item, with a statement of reasons, to the Company no less than 14 days before the meeting, i.e. by **June 12, 2025, 12:00 a.m. (midnight) (CEST)**, to the following address, fax number or e-mail address:

Adtran Networks SE
– Attn.: Ms. Romy Opitz –
Märzenquelle 1-3
98617 Meiningen-Dreißigacker
Germany
or by fax to +49 89 890665 199

or by e-mail to romy.opitz@adtran.com

A counter-motion does not need to be made accessible if one of the exclusion clauses in Section 126 (2) AktG applies. The statement of reasons does not need to be made accessible if it exceeds 5,000 characters in total.

Shareholders are requested to prove their shareholder status at the time of submitting the counter-motion.

These provisions apply mutatis mutandis to nominations by shareholders. However, nominations do not need to be accompanied by a statement of reasons. Apart from the reasons specified in Section 127 sentence in conjunction with Section 126 (2) AktG, nominations do not have to be made available if the nomination does not contain the name, occupation, and place of residence of the nominated person as well as,

for the election of Supervisory Board members, information on their membership in other supervisory boards required by law. Furthermore, a nomination for the election of Supervisory Board members should be accompanied by information on the nominee's membership in comparable domestic and foreign supervisory bodies of commercial enterprises.

3. Right to information pursuant to Art. 53 SE Regulation, Section 131 (1) and Section 293g (3) AktG

Pursuant to Section 131 (1) AktG, each shareholder is entitled to request information from the Management Board at the General Meeting on matters pertaining to the Company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. The duty to provide information also extends to the Company's legal and business relationships with affiliated companies and the situation of the Group and the companies included in the consolidated financial statements, likewise provided that this is required in order to appropriately adjudge the item of business set out in the agenda.

In addition, pursuant to Section 293g (3) AktG, each shareholder is entitled to request information at the General Meeting on all matters of ADVA Network Security GmbH that are material to the conclusion of the Profit and Loss Transfer Agreement.

The Management Board may refrain from answering individual questions for the reasons specified in Section 131 (3) AktG. Pursuant to article 18 (3) of the Company's articles of association, the Chairperson is authorized to reasonably limit the time allowed for shareholders to speak and ask questions.

4. Further explanations

Further explanations regarding the rights of shareholders pursuant to Art. 56 sentences 2 and 3 SE Regulation, Section 50 (2) SEAG, Section 122 (2) AktG, Art. 53 SE Regulation, Section 126 (1), Section 127 AktG and Art. 53 SE Regulation, Section 131 (1), and Section 293g (3) AktG are available on the Company's website at

<https://www.adva.com/de-de/about-us/investors/shareholders-meetings>

from the date of this notice of meeting.

VII. INFORMATION ON THE COMPANY'S WEBSITE

The following documents and information will be available on the Company's website at

<https://www.adva.com/de-de/about-us/investors/shareholders-meetings>

(cf. Section 124a AktG):

- the content of this notice, including an explanation regarding agenda item 1 (on which no resolution is to be passed at the General Meeting), the CVs of the candidates nominated for election to the Supervisory Board, the total number of shares and voting rights on the date of the Notice of General Meeting, including separate information on the total number for each class of shares, and explanations of the following shareholder rights: Additions to the agenda, counter-motions or nominations, right to information;
- further information on the convening of the General Meeting in accordance with blocks D to F of Table 3 of the Annex to Implementing Regulation (EU) 2018/1212, i.e. in particular information on participation in the General Meeting (block D), the agenda (block E) and specification of the deadlines regarding the exercise of other shareholders rights (block F);

- the adopted annual financial statements of Adtran Networks SE as of December 31, 2024;
- the combined management report of Adtran Networks SE and the Group for the 2024 financial year;
- the report of the Supervisory Board for the 2024 financial year;
- the approved consolidated financial statements as of December 31, 2024;
- the combined separate non-financial report of Adtran Networks SE and the Group for the 2024 financial year;
- the explanatory report of the Management Board on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code (Handelsgesetzbuch);
- the Management Board's proposal for the appropriation of profits;
- the remuneration report of Adtran Networks SE for the 2024 financial year;
- the Profit and Loss Transfer Agreement dated May 9, 2025 between Adtran Networks SE and ADVA Network Security GmbH;
- the annual financial statements and management reports of Adtran Networks SE for the last three financial years, 2022, 2023 and 2024 (for the 2024 financial year, see above);
- the annual financial statements of ADVA Network Security GmbH for the 2022 and 2023 financial years;
- the joint report of the Management Board of Adtran Networks SE and the Management of ADVA Network Security GmbH, prepared in accordance with Section 293a AktG;
- the forms that can be used to give a proxy for the General Meeting.

All documents that must be made available to the General Meeting by law will also be available at the Company's offices at Fraunhoferstr. 9a, 82152 Planegg-Martinsried and at Märzenquelle 1-3, 98617 Meiningen-Dreißigacker from the date of the Notice of General Meeting, and in the meeting room during the General Meeting.

VIII. TOTAL NUMBER OF SHARES AND VOTING RIGHTS ON THE DATE OF THE NOTICE OF GENERAL MEETING

On the date of the Notice, the Company's share capital is divided into 52,054,500 no-par value shares as common shares. Each share grants one vote. At the time of the Notice, the Company does not hold any treasury shares from which it would not derive any rights. On the date of the Notice of General Meeting, the total number of shares entitled to participate and vote is therefore 52,054,500.

IX. PRIVACY NOTICE

We take the protection of your data and its lawful processing very seriously. We process the personal data you provide in your registration for participation in the General Meeting in order to enable you to exercise your rights at the General Meeting. Detailed information on the processing of your personal data is clearly summarized in our privacy statements. This can be viewed and downloaded on the company's website at

<https://www.adva.com/de-de/about-us/investors/shareholders-meetings>.

X. SIMULTANEOUS TRANSLATION

Simultaneous translation into English will be available for participants at the Adtran Networks SE General Meeting on June 27, 2025.

Meiningen, May 2025

**Adtran Networks SE
The Management Board**