



ADVA Group Code of Conduct



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Dear colleagues,

Integrity is at the core of who we are. It's one of our foundational values and a crucial factor for establishing trust with our customers, suppliers, partners and colleagues. To support our commitment to integrity, we must make sure that we comply with the law and adhere to the highest ethical standards in everything we do.

ADVA's Group Code of Conduct is derived from our values and details the ethical standards that every employee, manager, director and officer of ADVA needs to comply with. Our ethical standards extend to our business partners, with whom we strive to make contractual commitments to operate under principles similar to this code.

As one of ADVA's most important resources, this code provides guidance for common business situations and helps you make the right decisions and locate important sources of information. Whenever you are concerned that our code is not being followed, or you are unsure about what to do in a particular situation, I urge you to speak up. You may do so with your line management, up to and including myself, ADVA's human resources or compliance department, or utilize the other confidential reporting channels as described within this code. Be assured that asking questions and reporting misconduct will always be valued and will never result in retaliation to the reporting person.

Most importantly, all of us are responsible for our own actions. ADVA has zero tolerance for violations of laws and regulations, this code, the ADVA Group Anti-Corruption Policy, or any other ADVA group policy created or published by ADVA's compliance department. Any such violation will be investigated and may even result in contract termination, or, in cases involving a business partner, end of the business relationship. It's important to understand that we as a company can only be successful if we conduct our business fairly, honestly and openly. Only then will our people, our customers and our suppliers give the extra effort to make ADVA successful.

I count on you to read the code carefully and in its entirety and to prevent any possible violation.

Sincerely,

Dr. Christoph Glingener
Chief executive officer







Introduction

Purpose, scope and addressees of our code

Introduction



ADVA^q requires all employees^q to conduct business with integrity, to use their judgment and to be accountable for their actions. This ADVA Group Code of Conduct (the “ADVA code” or the “code”) derives from ADVA’s values^q and describes the principles and expectations that guide ethical business conduct at ADVA.

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Purpose, scope and addressees of our code

The **purpose** of this code is to provide guidance for addressing the legal and ethical issues that you may encounter while conducting business for ADVA. The term “ADVA” is used throughout the code to refer to ADVA Optical Networking SE and its subsidiaries and affiliates. **Addressees** of this code are all employees, line managers, directors, and officers of ADVA (collectively “**employees**”). This code is binding for and applies to the employees of all companies of ADVA globally. It does not, however, alter the terms and conditions of your employment*, but details what is expected of everyone at ADVA and supports us in being responsible.

You are required to understand, acknowledge, periodically review and comply with this code. You may **never violate this code** even if your line manager directs you to do so. If you receive such a request, you should advise your line manager that such a request violates the code.

Every **line manager** must ensure that his or her team members are familiar with, understand and adhere to the requirements of this code, receive training on the code and all relevant ADVA group policies at the commencement of their employment, and depending on their role and responsibilities within ADVA, periodically update such training. Line managers are also responsible for creating an open and supportive work environment where employees feel comfortable asking questions, raising concerns and reporting misconduct. Ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example.

* Employment by ADVA is subject to the terms and conditions established by your local organization. As part of those terms and conditions, Employees are also required to abide by the organizationwide standards set forth in this code. This code is not a contract, and no contract is implied. ADVA may change this code at any time without notice. If any part of this code conflicts with applicable law, the law will prevail. If any part of this code is deemed invalid, the validity and enforceability of its other provisions shall not be affected. ADVA may interpret the code at its sole discretion.

Failure to comply with any provision of this code, other ADVA group policies or the law is a serious violation (collectively “violations^q”) that will be investigated and may result in disciplinary action, up to and including termination of employment and civil or criminal penalties. These **consequences** may apply not only to employees who commit violations, but also to those who condone violations, fail to take reasonable measures to prevent, detect and address violations, or seek to retaliate against those who speak up.

In addition to governing conduct by employees, ADVA strives to work with third parties who operate under principles similar to this code, and tries to enforce such by making contractual commitments wherever feasible. We expect all our suppliers, vendors, resellers, distributors, contractors, consultants and agents (collectively “**business partners^q”**), and all of their employees to act in a way that is consistent with our code. ADVA will consider contract terminations where we believe our business partners have not met our standards or their contractual obligations.

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I am aware of process deficiencies that may result in violations. Shall I report such to ADVA’s compliance department?

Yes. It is part of your responsibility to prevent violations. This also includes addressing current deficiencies.



What if my line manager tells me to do something that violates the code?

Speak up. Tell your line manager that such action is prohibited. If your line manager refuses to modify his or her request, contact ADVA’s compliance department or human resources department for immediate clarification.





The code as extension of our values

It is our commitment to put **customers first** by providing excellent products and services that exceed expectations. This is why ADVA exists. By focusing on our customers and being responsible members of our communities, we will produce a solid return for our shareholders, create meaningful work for ourselves and provide something of lasting value for society.

It is **our mission** to be the trusted partner for innovative connectivity solutions that advance next-generation networks for cloud and mobile services. To fulfill this mission and keep our commitment, **we honor our core values and leadership principles** (“values”) in everything we do. Our values are:

Teamwork

We communicate actively, openly and honestly. We build trust by honoring our commitments, exercising dependability and responsiveness. We value diversity and embrace change as an opportunity to grow. We inspire each other.

Excellence

We strive for excellence in all we do. We are passionate about exceeding customer expectations by delivering the highest quality and most innovative solutions. We measure what counts and take actions to continually improve.

Accountability

We take responsibility for executing on defined plans. We set clear priorities and deliver against our promises. We are determined to establish and maintain partnerships taking individual responsibility for our joint efforts.

Motivation

We thrive on challenges and our achievements. We promote continuous personal development, encourage creativity and the success of each individual. We cultivate positive attitudes to create extraordinary results.

Integrity and honesty

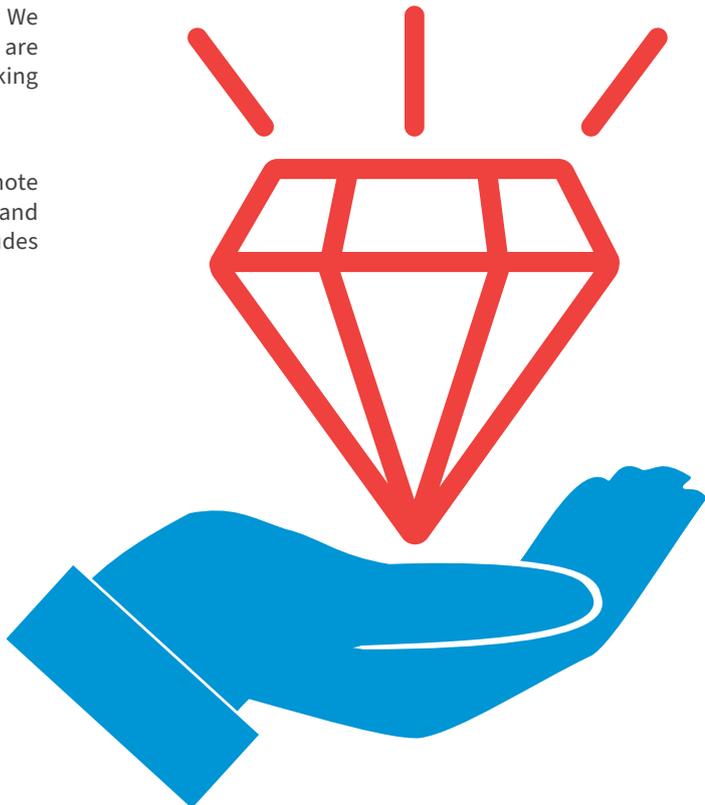
We behave in an honest, fair and ethical manner. We show consistency in words and actions. We model high standards of ethics.

Decisiveness

We make well-informed, effective and timely decisions, even when data is limited, or solutions produce unpleasant consequences; we perceive the impact and implications of decisions.

Respect

We treat others (within the organization or externally) with courtesy, sensitivity and respect. We foster an inclusive workplace where diversity and individuals are valued and respected.





Introduction

Using the code, asking questions and reporting of violations

Using the code, asking questions and reporting of violations

ADVA conducts business in many countries and must comply with many different laws and regulations to derive internal policies in each country (“compliance^a”). This code is not intended to fully reflect all applicable laws and regulations, and it cannot properly do so since the laws and regulations often vary from country to country. **Where not only local law, but also the law of a foreign country with extraterritorial reach applies, ADVA follows the most stringent one.** Where local laws and regulations are less restrictive than this code, employees must comply with this code. And where local laws and regulations are more restrictive than this code, they must comply with those laws and regulations.

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Obviously, no document can address every situation, especially those that are very specific or only apply to a limited group of employees. To point you in the direction of more detailed information on specific topics, however, there are additional resources highlighted throughout the code. Wherever applicable, the code references **supplemental ADVA group policies** which provide further guidance for their specific area of application and can be found at the ADVA group policies site on the intranet. All referenced material is summarized in the “Further Information and Resources” section at the end of this code.

You will find separated textboxes providing questions and answers throughout this code. Remember that our code is only a starting point. **It cannot address every situation and is no substitute for using good judgment and doing the right thing.** Whenever you are unsure on how to act, ask yourself:

- Could the conduct be against the law?
- Could the conduct violate our code or any supplemental ADVA group policy?
- Could the conduct be viewed as dishonest or unethical if it appears in a news headline?
- Could this conduct hurt ADVA or otherwise have negative effects for other employees, ADVA’s investors or customers?

You **are strongly encouraged not only to report any actual violation**, but also to seek support whenever you suspect violations, answered any of these guiding questions with “yes” or “maybe”, or otherwise have a question or suggestion regarding any possible violation or its prevention. **ADVA values open and honest communication and offers various ways to ask questions, report any kind of actual or potential violation, or to otherwise seek support.** In detail, you may:

- Talk with your line management up to and including your executive officer – usually the first option
- Contact ADVA’s human resources department – in particular for employment matters
- Get in touch with ADVA’s compliance department – in particular for all non-employment related matters
- Contact ADVA’s ombudsman or, from within and from outside the company, ADVA’s ethics and compliance helpline (“helpline”) – in particular if you prefer to report anonymously*

*Note that some countries do not allow anonymous reporting.

Why do we need ADVA group policies in addition to the code?

Since no document can address every situation, the code references supplemental ADVA group policies which provide further, more specific guidance on relevant compliance areas.





Introduction

No retaliation and full cooperation with investigations

ADVA's compliance department is an independent function within ADVA to administer and oversee ADVA's compliance activities. ADVA's compliance department operates under the direction of ADVA's chief compliance officer, who reports to ADVA's chief executive officer and provides periodic updates to ADVA's supervisory board regarding investigations and disciplinary actions taken. **The compliance department, amongst others, supports employees to understand and comply with the code, oversees internal compliance investigations, and, of course, can be contacted for reporting violations.**

ADVA's ombudsman is an external attorney who may be contacted by employees who prefer to talk to a dedicated individual outside of ADVA. He can be contacted to report illegal business practices such as corruption or similar serious violations involving ADVA. Because of the attorney-client privilege also applicable in those cases, confidentiality of **ADVA's ombudsman is guaranteed and the anonymity of those reporting violations is protected.**

ADVA's helpline offers a confidential and anonymous way to report violations or ask questions. The helpline ^q is operated by an independent third party service provider and can be reached either via [ADVA's website](#) or via telephone. The helpline is publicly available from most jurisdictions, at any time, and can be used by any person inside and outside of ADVA, including ADVA's business partners. Whenever you contact the helpline by phone, the operator will listen to your concern or enquiry, ask clarifying questions as necessary and write a summary report of the call. This summary report and any report or question filed online is forwarded to ADVA's compliance department for assessment and further action and response, as appropriate.

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No retaliation and full cooperation with investigations

All reported violations and complaints will be kept confidential to the extent permitted by law and by the company's need to investigate the situation. All investigations will be conducted by appropriate personnel, in an ethical manner and in compliance with the law and applicable ADVA processes. ADVA **prohibits any form of retaliation** against employees who submit reports, participate in the investigation of violations, raise complaints or concerns, or ask questions. Retaliation can take many forms from being ignored to being unfairly dismissed. Retaliation might also involve being bullied with the aim of stopping an employee from reporting a potential violation. Be assured that all claims of retaliation are taken seriously.

Whenever potential violations are investigated, you **must cooperate** completely and provide full, accurate, timely and truthful information to the involved neutral department(s) leading the investigation. **Misrepresenting facts or failing to disclose facts during an investigation is strictly prohibited.** You may never interfere with or obstruct an investigation conducted by ADVA, by any third party on ADVA's behalf or any government agency.

At the end of an investigation, ADVA will decide on **prompt and consistent** actions, which may require external disclosure of the violation or legal actions. Action may also include termination of employment for employees, and termination of the business relationship with business partners. Unsubstantiated allegations reported in **good faith** will not have any effect.

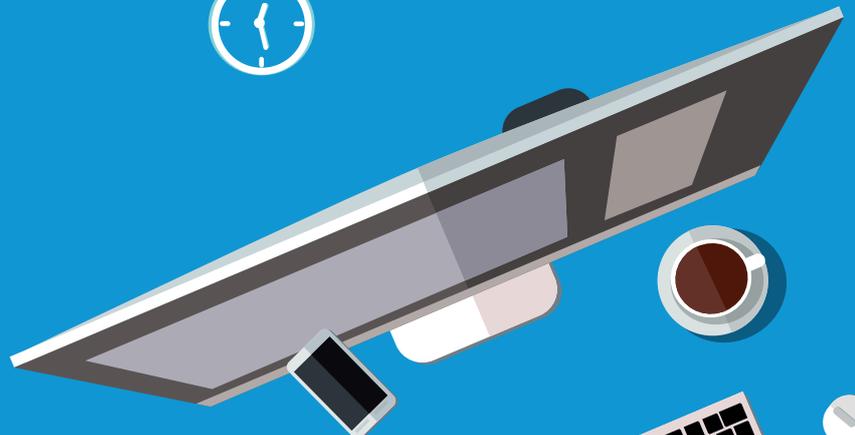
Can I trust in the anonymity of ADVA's ombudsman and ADVA's helpline?

Yes. While we encourage you to identify yourself when reporting a violation, you may also opt for anonymous reporting in most jurisdictions.

I fear retaliation of my line manager if I speak up. What am I supposed to do?

Speak up and contact ADVA's human resources department, compliance department, ombudsman or helpline. ADVA prohibits any form of retaliation and does not tolerate it.







Promoting a respectful, safe and responsible work environment

We are committed to respecting human rights, freedom of association and the right to collective bargaining. We contribute to the elimination of child labor or any form of forced or compulsory labor in our own and our business partners' operations. We act with fundamental integrity in all company dealings, and strive to develop safe and high-quality products that contribute to the wider goal of sustainable global development.

Fair and equal employment

ADVA values **diversity** of people and thought and promotes an inclusive environment that embraces the differences of employees, business partners and other third parties.

We are committed to attracting, developing and retaining a highly qualified, diverse and dedicated work force. It is ADVA's policy to comply fully with all laws providing **equal opportunity** to all persons without regard to race, color, religion, age, gender, sexual orientation, gender identity and expression, ethnic or national descent, disability, marital status, citizenship status, veteran status, or any other protected category under applicable law (collectively "protected characteristics³⁾").

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ADVA does not tolerate **discrimination**, sexual harassment or **other harassment** based on protected characteristics. Harassment includes but is not limited to, racist, sexist or ethnic comments, suggestive jokes or gestures, spreading malicious rumors, or any other conduct or statement creating an intimidating or offensive work environment.

? I believe that the vacancy in my team is not suitable for a single parent since it involves a lot of travel. If a qualified single parent applies, am I obliged to interview her nonetheless?

Yes. All candidates best qualified for a certain job opportunity need to be interviewed regardless of their protected characteristics.

Workplace violence and substance abuse

ADVA does not allow any **threatening, hostile or abusive** conduct in the workplace at any time or in any place. Any act of violence towards another person or towards company property is prohibited.

You may not use, transfer, sell, manufacture or possess **illegal drugs** or drug paraphernalia while on company time, company premises or while operating company equipment or vehicles.

Although ADVA may allow the **consumption of alcohol** at certain events, consumption is completely voluntary and always has to be in moderation and never in a manner that would embarrass or harm ADVA. No employee may report for work or remain on duty while impaired by alcohol. ADVA expects every manager and every co-worker to assume responsibility for unruly or inappropriate behavior of his/her colleague.

? I am attending a work-related conference and alcohol is served. Can I drink alcoholic beverages at this event?

Yes, provided that you act responsibly, lawfully and ethically at all times, moderate alcohol consumption is permitted. You may drive a car only if you are within the legal limits.

? A colleague appears drunk at a work-related event and seems to start making inappropriate remarks to guests. Is this my problem?

Yes, every manager or co-worker has a responsibility towards his/her colleagues; provided that his/her own safety or wellbeing is not jeopardized. In this case, consider organizing a taxi and making sure the colleague is taken home safely.





Environment, health and safety

Social and environmental practices are important to ADVA because they support sustainable success for our business partners, our company, our children and most importantly our planet, helping to maintain a healthy quality of life well into our future.

Since our products drive our environmental impact throughout their lifetime, we are continuously innovating – creating better, smaller and more efficient products with reduced carbon footprint and raw material usage. This is supported by portfolio-wide lifecycle assessments. Emissions-reduction targets are officially approved by the Science Based Targets initiative.

Moreover, we are committed to consistently reducing the environmental impact of transport and packaging.

In addition, the environmental impact of our own sites is reduced by our ISO 50001 activities.

ADVA is committed to **providing a safe and healthy work environment** and meeting its environmental responsibilities by following all relevant safety processes and industry norms. We will protect employees and others from foreseeable work hazards and will enlist the active support of employees to achieve this. **Every employee, regardless of level, must be concerned about safety and will always be expected to act responsibly, doing all that they can to avoid injury to themselves and others.** ADVA is committed to **developing products** that are safe in their intended use and meet all applicable statutory, regulatory and other third-party requirements. Beginning at the product development stage, environmentally compatible design, technical safety and health protection are fixed as targets. It is part of our commitment to develop products with the lowest possible energy consumption.

Quality management

Quality is not only how ISO 9000 defines it: “The degree to which a set of inherent characteristics fulfills requirements.” Quality also, as Robert Pirsig puts it, “results from care.” **Thus every one of us at ADVA plays a part in creating and delivering quality to our customers.** Irrespective of whether an employee's role directly interacts with a customer or embeds quality into a product or a service, our contribution ultimately makes a great deal of difference.

Ever since ADVA was founded in 1994, we have been continuously striving to contribute to the sustainable development of society and the earth through the manufacturing and provision of safe, high-quality and innovative products and services that meet the needs of our customers.

For a company in the telecommunications industry like ADVA, the greatest challenge and mission is to be the trusted partner for connecting, expanding and securing the cloud. As a group, ADVA, in collaboration with our suppliers and EMS partners, conducts research and development in design, production, quality management and customer service in order to **provide our customers with products and services that meet very high quality and safety standards** and provide users with comfortable experiences during installation and maintenance.

Modern slavery and human trafficking

ADVA tries to ensure that modern slavery and human trafficking does not take place in any part of our business or supply chain. ADVA expects its suppliers, service providers and contractors to comply with all applicable laws and regulations, pay fairly and treat those who work for or on behalf of its business with dignity and respect, **promoting a safe environment free from discrimination, harassment and victimization and which opposes modern slavery in all forms.** ADVA expects its suppliers to monitor supply chains on a continual basis for compliance with these principles and to promptly investigate any suspected non-compliance within its supply chain.

? A colleague requested a spread sheet containing personal data of employees. Can I forward this if he or she can prove the legitimacy of his or her request?

Yes. You should nevertheless be careful not to share sensitive personal data and double-check that his or her request truly is legitimate.





Personal data and privacy

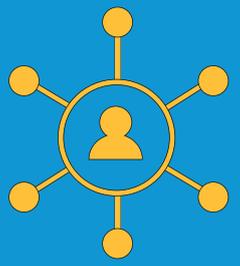
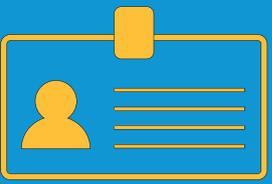
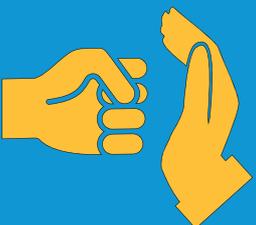
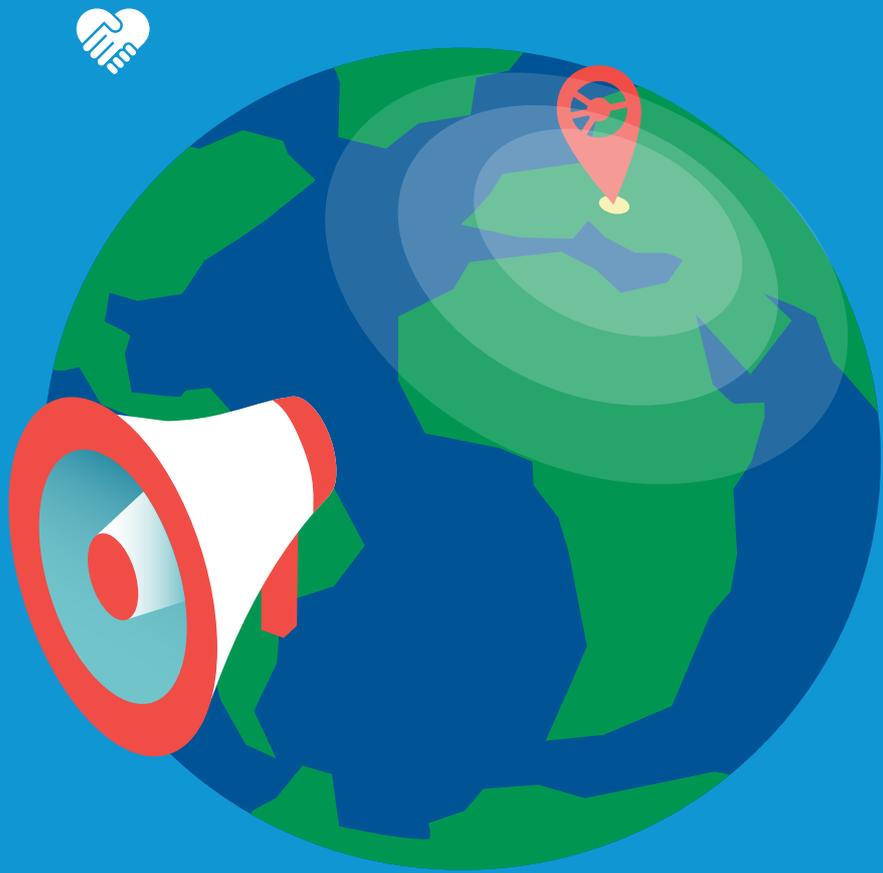
ADVA is committed to protecting the reasonable privacy expectations of everyone with whom we do business, including our customers, business partners, employees and visitors to our websites. ADVA nevertheless collects, processes and stores **personal data** in the normal course of business, such as for employee identification purposes, provision of employee benefits or other legitimate business needs.

You must take appropriate steps to protect personal data, including, but not limited to social security numbers, passwords, salary information or private phone numbers or addresses, and should never seek to access personal data that you are not authorized to have or when there is not a valid business reason for you to have it. In addition, you may **never disclose** personal data to anyone inside or outside of ADVA without ensuring that such disclosure is appropriate.

In order to protect our assets, ensure a safe workplace for our employees and investigate violations, ADVA, as permitted by law, reserves the right to **monitor and record** the usage of its communication devices, computer systems, networks and other property.

Many jurisdictions prohibit the use of **recording devices** without the prior consent of both parties. In line with those requirements, ADVA prohibits you to record, photograph, or videotape another employee or any customer, competitor or business partner of ADVA, or access other people's equipment, without knowledge and express approval of the respective person. Any exception not only requires sound reasoning but also the prior written approval of ADVA's legal department.







Preventing conflicts of interest

We respect the privacy of our employees and do not normally take an interest in what they do outside of work. But conflicts of interest can occur if their personal, social, financial or political activities interfere, or potentially interfere with their loyalty to ADVA (collectively “conflicts of interest”) and it is everybody’s own responsibility to diligently avoid any such conflict.

Employment and affiliations of close relatives

The **hiring** of your spouse, partner, parent, step-parent, child, step-child, sibling, step-sibling, nephew, niece, aunt, uncle, grandparent, grandchild and in-law – or anyone else you have or had a romantic relationship or any other close personal relationship with (collectively “close relatives^a”) always has to be approved by ADVA’s human resources department and should never result in situations in which you are in the position to affect the employment terms and conditions of a close relative. If such a situation occurs after employment, the resulting **conflict of interest^a needs to be managed carefully and diligently and in close cooperation with ADVA’s human resources department.**

^aGlossary: page 26

ADVA generally does not **conduct business** with close relatives of employees, and you should always disclose to your line manager if you learn that a close relative works or performs services for a customer or business partner of ADVA. If ADVA, as may be warranted in certain situations, has to do business directly with any of your close relatives, your line manager must approve in writing and ensure that you are not involved in the respective selection decision.

My spouse is an officer in a company that does business with ADVA. In my job at ADVA, I also have infrequent contact with that company. Is this a problem?

Every case is different. You need to talk it through with your line manager so that potential conflicts of interest can be anticipated and avoided.

Outside employment, board memberships and political activities

ADVA prohibits any engagement in any outside employment^a or self-employment or performance of any commercially related services regardless of whether this is with or without compensation (collectively “**outside employment**”). Any exception requires the prior written approval of the respective line manager and ADVA’s human resources department.

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Whenever you serve on another **organization’s board**, including boards of profit and non-profit organizations such as local school boards or homeowners’ associations, your line manager’s approval is required as soon as your participation interferes or may interfere with your work for ADVA, infringes on company time or otherwise involves the use of ADVA resources.

Political activities on your personal account need to be separated from ADVA and may not refer in any way to your employment and may not use company time or resources. ADVA does not make political contributions – neither in cash nor in kind, and does not reimburse private political contributions.

Any outside employment, board membership or political activity that involves customers, competitors or business partners of ADVA or otherwise has the potential for creating a **conflict of interest** requires approval by ADVA’s compliance department.

What is a conflict of interest?

A conflict of interest occurs when your personal activities or relationships interfere with your objectivity in doing what is best for ADVA.

I need to make extra money and thought about applying for a second job. Do I have to ask for approval?

Yes. Before taking on any outside employment, you need the written approval of your line manager and ADVA’s human resources department.





Insider trading

ADVA prohibits employees from using ADVA information for **personal gain** or taking personal advantage of any opportunity that arises in the course of their work for ADVA. This includes the prohibition of insider trading, which occurs when a person trades in a company's securities using information that may have or is likely to have a significant effect on the price of such securities ("inside information"), or in case a person discloses such information to someone else who trades on it.

As an employee you may become aware of Inside Information^Q about ADVA or ADVA's business partners. **Inside information** includes, but is not limited to, non-public information concerning a company's business, financial prospects, regulatory or legal matters, or management issues.

^QGlossary: page 26

Whenever you possess inside information, you must comply with the ADVA Group Insider Trading Policy and **never use such information** to either directly or through close relatives trade in the respective securities or derivative securities.

You are also prohibited to provide Inside Information to any other person, including close relatives, or encourage or assist any other person to trade in the respective securities you have Inside Information about. ADVA also prohibits short selling or engaging in any other forms of hedging transactions in securities of ADVA, ADVA's business partners, customers, suppliers, competitors and/or subcontractors. Such activities may create a conflict of interests between ADVA, employees and other shareholders.

To avoid engaging in any potentially unlawful transactions, please consult with the legal department prior to using or disclosing any information that has not already been disclosed to the public, and to ensure that sufficient time has passed for the securities markets to digest the information. Even the appearance of an improper transaction must be avoided.

? By working for ADVA, I have become aware of inside information regarding one of our customers. Can I use such information to trade in the customer's securities?

No. Using inside information for personal gain or disclosing such information is prohibited.

Any form of **market abuse** is also prohibited. This means that you may not spread false information or engage in any other activity designed to manipulate the price of publicly listed securities.

ADVA is legally required to keep a **list of all employees** who have access to Inside Information about ADVA or other securities, and may be required to disclose this list to regulatory authorities.

Financial interests in third parties

To avoid conflicts of interest, you may not take a **significant direct or indirect financial interest** in a business partner or other company that competes with or is in the same line of business as ADVA. A significant financial interest is any financial interest that exceeds shareholding of 5% of a company's publicly traded securities. Any **exception** requires the approval of ADVA's compliance department.

Approval is also required in case of investments in current or prospective business partners in which selection process you are involved in, or if you directly or indirectly invest in business partners you are responsible for dealing with, and when such investments may cause even the appearance of a conflict of interest.

? Can I discuss inside information with members of my immediate family?

No. You should be careful not to inadvertently or casually reveal inside information to any other person, including your close relatives.

? You learn from an employee of an ADVA customer that the customer's business is not doing well. Is it okay to purchase stocks for short selling, because you assume the stock price will drop significantly?

No. Not only does ADVA prohibit short selling of business partner stocks, but the information could even be considered inside information and the short sale could violate not only the ADVA Group Code of Conduct, but also the criminal provisions of security laws.





Ensuring financial integrity and protection of our assets

We handle company funds and resources responsibly and not for unauthorized or personal benefit. Commitments to contractual obligations are executed in compliance with the [ADVA Group Signature Policy](#). Any tangible or intangible asset of ADVA and any other asset entrusted to our care is protected against damage, loss and waste.

Documents and records are ADVA’s corporate memory, providing evidence of actions and decisions, and supporting our daily business operations. All data created while working for ADVA is ADVA property and must be **retained** according to applicable laws. In addition, all data, and especially records that might be needed for any litigation, need to be protected from improper alteration.

Accurate recordkeeping and reporting

ADVA is committed to preparing and maintaining **accurate, honest and objective** records that reflect the true nature of the transactions and activities that they record (e.g., commissions, quality data, regulatory filings and any other essential company information). You may not deliberately make false or misleading entries in any report, document, record or when claiming expenses.

Our books, records and accounts conform to IFRS (for group financial reporting), other relevant GAAP and ADVA accounting and reporting standards. Falsifying records or **misrepresenting facts** can never be justified or excused, and it is never appropriate to direct someone else to prepare or approve such records.

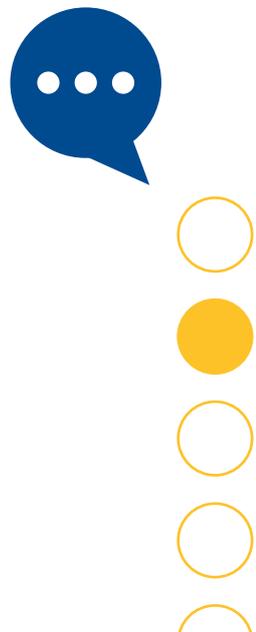
You are obliged to **fully cooperate** with the departments responsible for financial statements and auditing, including ADVA’s external auditors, providing them with accurate information and, if requested and legally allowed, allowing them unrestricted access to staff and documents.

Employees responsible for financial and management reports have the additional responsibility to establish and maintain appropriate **internal controls** that ensure that all financial and management reports are truthful, accurate, complete, objective, consistent, timely, understandable and in compliance with all external and internal reporting standards.

All disclosures made in financial reports and public documents prepared for auditors, shareholders, authorities, the public, or required by law, must provide a clear, timely and accurate reflection of all relevant facts and circumstances. Filing of such reports also has to comply with the [ADVA Group Capital Market Compliance Policy](#).

My line manager has asked me to record unconfirmed sales in the quarterly report to meet our targets. What am I supposed to do?

Speak up and tell him or her that this is not allowed. You must always record revenues (and costs) in the correct time period. Recording unconfirmed sales is a misrepresentation and could also be fraud.





Protection of confidential information

You must protect **confidential information**^q about ADVA's business, our employees and our business partners such as personnel information, product development, source and object codes, infrastructure, sales and marketing information and strategies, trade secrets, know-how, pricing and cost information, internal standards and processes, user IDs and passwords, current or projected earnings and financial statuses not already disclosed in public documents (collectively "confidential information"). Be aware that your obligation to safeguard such information continues **after your employment** with ADVA terminates.

You may not **disclose** confidential information to the public or third parties unless you are specifically authorized to do so by the vice president responsible for that information. In addition, you should always ensure that the confidential information is, if applicable, safeguarded by a signed confidentiality or non-disclosure agreement ("NDA"^q).

^qGlossary: page 26

Intellectual property laws also enable ADVA to protect confidential information from abuse by third parties. Whenever you are about to develop significant new or modified products or processes, or in case you need advice regarding the interpretation or application of patents or other intellectual property rights, contact ADVA's advanced technology department.

Protecting confidential information also means **preventing accidental or unauthorized disclosure or misuse**. To avoid this, do not use your personal email address to distribute confidential information, take care not to discuss confidential information in public places where you might be overheard and avoid replicating confidential information without specific need. In addition, do not disclose confidential information to other employees that fail to demonstrate legitimacy of their need to know.



Can I call my children using my company phone to check that they came back from school safe?

Yes. Limited personal use of ADVA's information systems is permitted as long as it complies with all requirements outlined within this code and the respective ADVA standards.



Can I conduct calls during my public transport commute to the office?

Yes. As long as you do not discuss confidential topics in public places, no violation is made.

Information systems security

ADVA's information systems including company computers and mobile devices provided to you for conducting ADVA business are of substantial value and need to be **protected**. Limited personal use of ADVA's information systems is permissible as long as it does not interfere with your work responsibilities, incur inappropriate costs, or violate this code or ADVA standards.

You should never use or install unauthorized, malicious or banned software on our systems, or violate third parties' intellectual property rights when using our information systems. In addition, you may never use ADVA's systems to deliberately **access, store or publish** pornographic or sexually exploitative content, material promoting violence, hatred, terrorism or intolerance, or any other material that is of an obscene, offensive, harassing or abusive nature.

ADVA also prohibits the deliberate **distribution** of chain letters, pyramid schemes or any other unauthorized mass distribution or communication on behalf of commercial ventures.

Professional communication with third parties

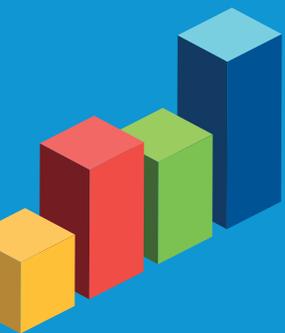
ADVA is committed to truthful and accurate **advertising**. Marketing and sales material may not be false, misleading or have a tendency to deceive. Although ADVA neither expressly nor implicitly warrants that a product or specification meets a particular requirement, you should only make commitments to customers that we believe can be met and that we fully intend to meet.

ADVA will generally deny requests for company-sponsored **endorsements or testimonials**. Any other request or inquiry from or related to legislative bodies, outside attorneys or law enforcement bodies needs to be referred to ADVA's legal department.

Communicating with investors, analysts and the media requires care and a good understanding of legal and media issues. Any such **public communication** needs to be referred to or be coordinated in advance by ADVA's investor relations or corporate communication department.

Whenever you share your **personal views** on society, culture, technology etc., you may never suggest that you are speaking on behalf of ADVA. Take care not to cause any harm to the reputation of ADVA in any external communication.







Maintaining fairness and integrity in the marketplace

We are good corporate citizens and promote fair working relationships, integrity and goodwill. We compete fairly on the basis of superior quality, prices and innovative products and services, and not by offering improper benefits[□] or other unlawful or unethical behavior in the marketplace. ADVA disapproves any form of corruption, unfair or improper selection or maintenance of business partners, and any violation of antitrust, competition or trade compliance law.

Anti-corruption

ADVA prohibits any corruption, in particular by offering, promising, authorizing, providing or giving (collectively “offering[□]”), soliciting, requesting or accepting (collectively “accepting[□]”) of benefits to **improperly** obtain any business or other advantage, or to induce the receiver(s) to misuse/reward performance of his, her or their position(s).

Benefits include gifts[□] and entertainment[□] and anything of value offered or accepted by an employee or a close relative in connection with ADVA’s business:

- Regardless of whether offered or accepted by an employee or a business partner
- Regardless of whether business is conducted directly or indirectly through a business partner, in the private or public sector
- Irrespective of the form or method used to offer or accept such benefits (collectively “benefits”)

Anti-corruption laws such as the US Foreign Corrupt Practices Act (“FCPA”), the UK Bribery Act and German law **specifically prohibit the offering of benefits to public officials[□]** to influence or reward official action or to obtain an improper advantage. Public officials are all persons holding a legislative, administrative or judicial office, whether appointed, elected or being a candidate; all persons exercising a public function or involved in a political party, government agency or public enterprise; and all officials or agents of a public international organization (collectively “public officials”).

[□]Glossary: page 26

As it is ADVA’s policy to comply with all applicable laws and not even to raise an appearance of bad faith or unsuitableness **you may never offer any benefit to public officials, unless you have obtained the prior written approval of ADVA’s compliance department.** No such approval will be granted if the planned offering is not in full compliance with all applicable laws or if such offering is unsuitable. Any offering of “facilitation” or “grease” payments is also prohibited.

While **any exchange of benefits with public officials is generally prohibited,** we only exchange **moderate gifts and entertainment with the private sector,** and only do so if courtesy or local customs require and such exchange does not affect or appear to affect your or the third parties’ impartial decision-making. Gifts and entertainment include anything of value such as:

- Items (e.g., liquors, flowers, electric devices, artwork etc.), tickets to cultural or sport events (e.g., concerts, football games etc.) or any other service, prize, preferential discount or benefit (collectively “**gifts**”)
- Invitations to business meals, trade shows, conferences and any ADVA product/business-related marketing event or activity, each time including any associated beverages and refreshments, transportation or lodging (collectively “**entertainment**”). Any entertainment is treated as a gift if the inviting party is not attending or does not plan to attend

You may never offer or accept gifts or entertainment **in return for something else** (quid pro quo), in the form of **cash or cash equivalents, of inappropriate or unreasonable, embarrassing or unethical** value or nature, or **in violation** of any applicable law or regulation, the standards of conduct of the offering or accepting party’s organization, or any other legal or contractual obligation. It is also prohibited to use your position or role at ADVA to solicit or request benefits.

Once all these requirements are met, gifts or entertainment may be offered or accepted without specific approval if within the following thresholds (incl. value-added taxes):

- **Gifts:** no more than **EUR 30 per occasion** and less than EUR 60 per calendar year to or from a single source
- **Entertainment:** no more than **EUR 100 per occasion** and less than EUR 200 per calendar year to or from a single source



Any offering or accepting of gifts or entertainment that **exceeds these thresholds** or any entertainment that includes **non-local travel^Q or lodging** (travelling is non-local if it involves crossing country borders or requires more than four hours from door to door) **is subject to the specific approval scheme** as outlined in detail in the [ADVA Group Anti-Corruption Policy](#).

Anti-corruption laws such as the FCPA^Q require **books, records and accounts** that accurately and fairly reflect all business transactions. Make sure you comply with all bookkeeping requirements, internal controls and the [ADVA Group Anti-Corruption Policy](#) and do not conceal or assist in the concealment of any benefit.

^QGlossary: page 26

ADVA does not make **political contributions** – neither in cash nor in kind, and does not allow reimbursing private political contributions. Any **charitable donation and sponsorship** has to comply with the requirements outlined in the [ADVA Group Anti-Corruption Policy](#).

Selecting and maintaining business partners

Our business partners are essential for our success and crucial for meeting our customers' expectations. As business partners and especially sales agents, consultants, and resellers may also expose ADVA to legal and reputational risks, it is fundamental that all business partners understand our expectations and operate under principles similar to those of our code. **Whenever selecting or maintaining business partners apply great care, good judgment** and ensure that:

- The selection process is fair, transparent, objective, comprehensible and does not improperly discriminate any possible business partner
- Adequate and risk-based due diligence was conducted in particular before selecting new business partners
- A written agreement is put in place that complies with the contracting and compensation requirements outlined in the ADVA Group Anti-Corruption Policy and is executed according to the ADVA Group Signature Policy

? Can I invite a public official to a working lunch if he or she is visiting our facilities?

No. Any offering to public officials is prohibited unless you obtained the prior written approval of ADVA's compliance department.

? After I have invited a customer for a moderate dinner, can I cover his taxi for the ride back to his hotel in the neighborhood without prior approval?

Yes, since this clearly counts as local travel, you may cover his costs as long as the sum of the entertainment (dinner and transportation) is appropriate, reasonable, in line with the accepting party's standard of conduct and does not exceed EUR 100.

? I'm planning to invite a customer to play some golf and would like to also cover the related refreshments. All in all, the invitation will be worth around EUR 40 per person. Is this appropriate?

Yes. Such an invitation counts towards entertainment and generally is appropriate as long as it only results in moderate and reasonable expenses also in line with the accepting party's standards of conduct.



Antitrust and fair competition

Most countries have designed laws encouraging and protecting free and fair competition. These laws are generally known as **antitrust laws** and prohibit agreements or actions that reduce competition without benefiting consumers. Although application of antitrust laws to particular situations can be very complex, the following actions and agreements, including informal understandings, are almost always illegal and thus prohibited:

- **Price fixing:** You may never set prices in concert with a competitor or agree on prices with a competitor
- **Market allocation:** You may never discuss or agree with a competitor on dividing or allocating the markets or customers for which the competitor or ADVA is competing
- **Bid rigging:** You may never discuss bids with a competitor or agree with a competitor to set the terms or direct the outcome of a bidding process
- **Group boycotts:** You may never boycott or impose restrictions on suppliers or customers
- **Unfair methods:** You may not tamper with competitors' products, sales material or other property, or make false statements about competitors or their products

Any other conduct, such as exclusive dealings, resale price setting or other resale restrictions, tying, bundling, below-cost pricing or exchanging competitively sensitive information such as future prices, marketing and operational strategies, costs etc. may also be subject to antitrust laws and must not be conducted without guidance by ADVA's legal department. Great care also needs to be exercised when using business incentives such as rebates, discounts, free shipment of goods or other similar incentives. Whenever such are applied, make sure to document them properly.

While **trade associations** and other industry bodies are a useful way of helping us achieve business goals, they also bring us together with our competitors and we need to take care not to exchange or discuss competitively sensitive information. Whenever you find yourself in a questionable discussion, make clear that you consider the conversation as inappropriate and leave immediately.

While it is entirely proper to **gather information** about competitors, you must avoid even the appearance of improperly acquiring this information. Whenever you receive confidential information of third parties and have reason to believe that there may have been an unauthorized disclosure to ADVA, you should promptly inform ADVA's legal department. We can neither accept nor use confidential information belonging to third parties (including information from a former employer) without being authorized to do so.



A friend of mine works as account manager for a competitor. At trade shows and conferences we used to catch up on industry trends, customer deals, etc. Is this appropriate?

Use caution and do not discuss the price or terms of any ADVA contract, and do not try to improperly gain competitively sensitive information.



I've got a new team member coming from a competitor. Can I ask him to disclose confidential information from his previous employer?

No. ADVA respects the confidential information of third parties. No employee may be asked or pressured to disclose such information.



Trade compliance

ADVA is committed to complying with all applicable **import and export** laws and regulations in the countries we are doing business in. Failure to do so may result in the loss of ADVA's ability to import or export products, render services or retain government privileges.

Import and export laws and regulations govern the **physical transportation or electronic transfer** of goods, software, services and technology across country borders and, amongst others, prohibit:

- Exports or re-exports to a policed or **embargoed country** without the appropriate license or authorization
- Exports or re-exports to a prohibited or embargoed entity or individual without the appropriate license or authorization
- Exports or re-exports of restricted goods, software, technical data or technical assistance without a license or authorization, regardless of whether this happens in form of physical shipment, electronic transmission (e.g., via email or download) or oral or visual disclosure to people in or from sanctioned countries
- Imports of restricted goods, software or technology without a license or authorizations
- Imports of items without paying the **lawful amount of import duties, taxes** and other government charges

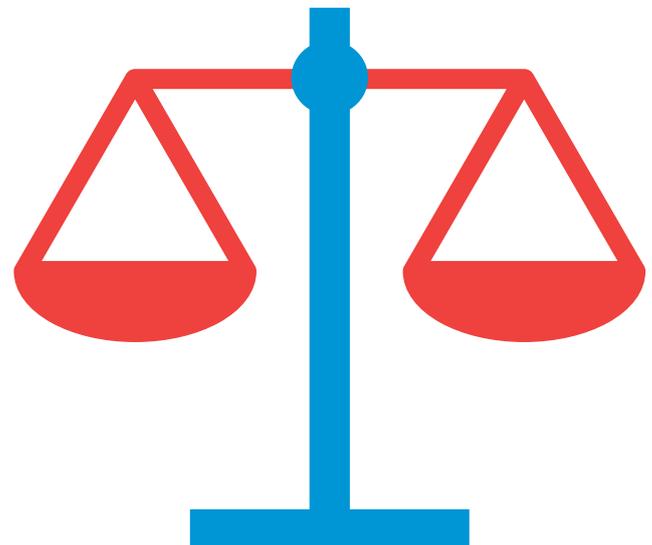
You must in particular **exercise caution** not to violate travel restrictions by **carrying** restricted goods, software, service or technical information by hand when traveling to another country for personal reasons or on behalf of the company, or when discussing with or displaying to foreign nationals (including employees) any sensitive ADVA technology without approval.

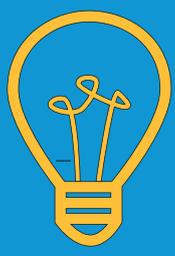
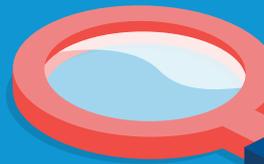
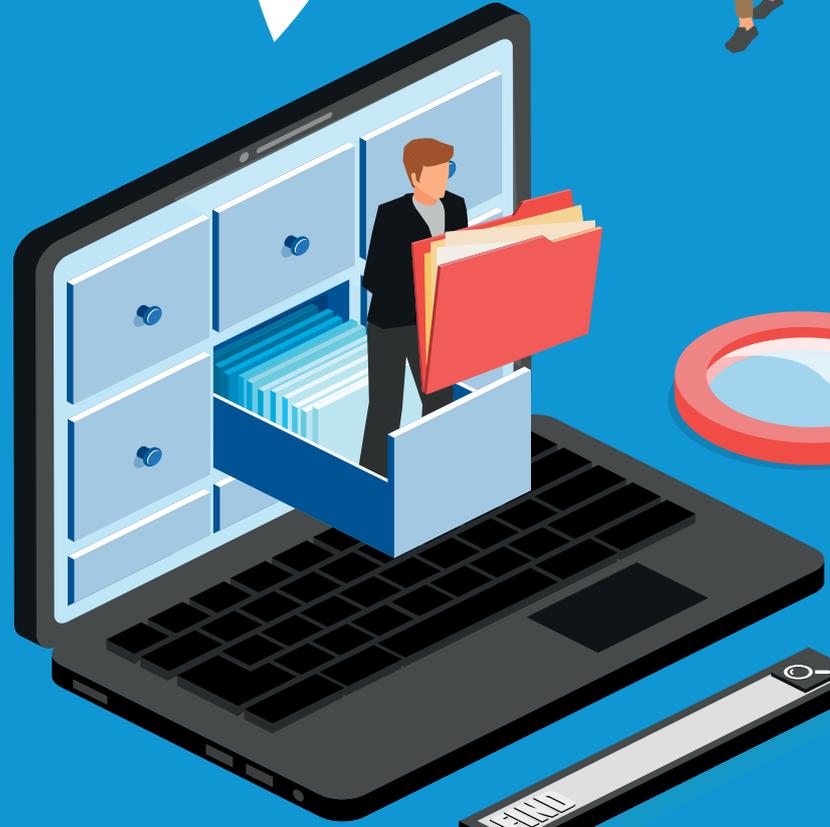
If you are involved in the provision, physical transportation or electronic transfer of goods, software, technology or services across country borders, make sure that all required classifications, labeling, documentation, licenses and approvals are in place before export or import transactions occur and **do not provide goods**, software, services or technical information to parties with whom it is illegal to do business. If you have any question or are in doubt about a particular export or import transaction, ADVA's trade compliance processes or your responsibilities under the ADVA Group Export Control Policy contact ADVA's global trade compliance department for guidance and support.

Some countries have adopted **trade boycotts** that may discriminate on the basis of race, religion, sex, national origin or nationality. If you get a request to supply information, take action, or refrain from taking action in relation to any these traits and consult ADVA's global trade compliance department on the permissibility of the request.

 I understand that there are restrictions on the export of certain technology unless an appropriate export license was obtained. Do such restrictions also apply when disclosing sensitive technology to foreign nationals visiting ADVA?

Yes. Any form of oral or written disclosure of technical data to a foreign visitor must comply with the same export control restrictions that apply to the physical or electronic provision of such data.







Further information and resources

Appendix

Category	Resources
Introduction/general	ADVA Group Policies Site ADVA Compliance Department Site ADVA Corporate Ethics and Compliance Website ADVA Ethics and Compliance Helpline
Promoting a respectful, safe and responsible work environment	ADVA Employee Portal ADVA Manager Portal ADVA Product and Customer Quality Management
Preventing conflicts of interest	ADVA Group Insider Dealing Policy
Ensuring financial integrity and protection of our assets	ADVA Group Signature Policy ADVA Group Capital Market Compliance Policy ADVA Finance Department Site
Maintaining fairness and integrity in the marketplace	ADVA Group Anti-Corruption Policy ADVA Group Export Control Policy ADVA Global Trade Compliance Site





Glossary

A

ADVA

ADVA Optical Networking SE and its subsidiaries and affiliates

ADVA code / the code

ADVA Group Code of Conduct

B

Benefits

Benefits include gifts and entertainment and anything of value offered or accepted by an employee or a close relative in connection with ADVA's business regardless if offered or accepted by an employee or a business partner, and regardless if business is conducted directly or indirectly through a business partner, in the private or public sector, and irrespective of the form or method used to offer or accept such benefits

Business partners

ADVA's suppliers, vendors, resellers, distributors, contractors, consultants and agents

C

Close relative

An employee's spouse, partner, parent, step-parent, child, step-child, sibling, step-sibling, nephew, niece, aunt, uncle, grandparent, grandchild and in-law – or anyone else he/she has or had a romantic relationship or any other close personal relationship with

Compliance

The adherence to all laws and regulations and deriving internal policies that govern the business operations in all countries where ADVA does business

Confidential information

Personnel information, product development, source and object codes, sales and marketing information and strategies, trade secrets, know-how, pricing and cost information, internal standards and processes, user IDs and passwords, current or projected earnings and financial statuses not already disclosed in public documents

Conflict of interest

Interference or possible interference of an employee's personal, social, financial or political activities with his/her loyalty to ADVA

E

Employees

All employees, line managers, directors, and officers of ADVA

Entertainment

Invitations to business meals, trade shows, conferences, cultural or sport events incl. associated travel, lodging, refreshment, beverages and meals

F

FCPA

Foreign Corrupt Practices Act, a United States federal law that prohibits US citizens and entities from bribing foreign government officials to benefit their business interests

G

Gifts

Electric devices, artwork, watches, wines, liquors, flowers, preferential discounts, loans, donations, transportation, tickets, services etc.

H

Helpline

ADVA's ethics and compliance helpline, a service that allows employees and third parties to report misconduct and illegal or unethical conduct

I

Inside information

Information that may have or is likely to have a significant effect on the price of the respective securities

N

NDA

Non-disclosure agreement, a legal contract between at least two parties that outlines confidential material, knowledge, or information that the parties wish to share with one another for certain purposes, but wish to restrict access to

Non-local travel

Travelling that involves crossing country borders or requires more than four hours from door to door





O

Offering/accepting of benefits

Offering, promising, authorizing, providing, giving, soliciting, requesting or accepting of benefits

Outside employment

Any outside employment or self-employment or performance of any commercially related services regardless if with or without compensation

P

Protected characteristics

Race, color, religion, age, gender, sexual orientation, gender identity and expression, ethnic or national decent, disability, marital status, citizenship status, veteran status, or any other protected category under applicable law

Public official

Public officials are all persons holding a legislative, administrative or judicial office, whether appointed, elected or being a candidate; all persons exercising a public function or involved in a political party, government agency or public enterprise; and all officials or agents of a public international organization

Short selling

Short selling occurs when an investor borrows a security and sells it on the open market, planning to buy it back later for less money. Traders may use short selling based on speculation or publicly disclosed information. However, it is illegal if based on insider information.

V

Values

ADVA's core values and leadership principles- These are corporate values that represent ADVA internally and externally. These serve as a basis for decision-making, orientation for action, standards of conduct, and management

Violations

Failure to comply with any provision of this code, other ADVA group policies or the law is a serious violation



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