



**ADVA Optical Networking SE**

**Meiningen**

**– ISIN DE 000 510 300 6 –  
(Securities identification number 510 300)**

**Invitation to the Annual General Meeting of 17 May 2017**

The shareholders of our company are hereby invited to the

**Annual General Meeting**

taking place at 11:00 a.m. CEST (entry from 10:00 a.m.) on Wednesday, 17 May 2017, at the hotel Sächsischer Hof, Georgstr. 1, 98617 Meiningen, Germany.

**Agenda**

- 1. Presentation of the adopted annual financial statements as at 31 December 2016, the management report for the 2016 financial year, the report of the Supervisory Board for the 2016 financial year, the approved consolidated annual financial statements as at 31 December 2016, the group management report for the 2016 financial year and the explanatory report of the Management Board on the information required pursuant to Sections 289 (4) and 315 (4) of the *Handelsgesetzbuch* (HGB – German Commercial Code)**

The Supervisory Board has approved the annual financial statements prepared by the Management Board and thus adopted the annual financial statements. Adoption by the Annual General Meeting is thus dispensed with. The annual financial statements, the management report, the consolidated annual financial statements, the group management report, the report of the Supervisory Board and the report of the Management Board on the information required pursuant to Sections 289 (4) and 315 (4) of the Commercial Code are to be made available to the Annual General Meeting. A resolution is not adopted on this item of the agenda.

- 2. Resolution on the appropriation of the net retained profits for the 2016 financial year**

The annual financial statements of ADVA Optical Networking SE as at 31 December 2016 show net retained profits of EUR 69,890,154.03. However, due to a block on distribution under Section 268 (8) of the HGB, a dividend can be paid out only in the amount of EUR 14,904,242.74.

The Management Board and the Supervisory Board propose that the net retained profits for the 2016 financial year in the amount of up to EUR 69,890,154.03 be carried forward in full to the new account.

**3. Formal approval of the actions of the members of the Management Board for the 2016 financial year**

The Management Board and the Supervisory Board propose that formal approval be granted to all members of the Management Board of ADVA Optical Networking SE who have held office in the 2016 financial year for this financial year.

**4. Formal approval of the actions of the members of the Supervisory Board for the 2016 financial year**

The Management Board and the Supervisory Board propose that formal approval be granted to all members of the Supervisory Board of ADVA Optical Networking SE who have held office in the 2016 financial year for this financial year.

**5. Election of the auditor and of the group auditor for the 2017 financial year**

The Supervisory Board proposes on the recommendation of the Audit Committee that PricewaterhouseCoopers GmbH, Wirtschaftsprüfungsgesellschaft, Munich, be elected as the auditor and as the group auditor for the 2017 financial year.

**6. Resolution on electing new members to the Supervisory Board**

The terms of office of the current members of the Supervisory Board of ADVA Optical Networking SE terminate at the end of the Annual General Meeting that resolves on the approval of the actions of the Supervisory Board for the 2016 financial year.

The Supervisory Board of the company is comprised of three (3) members elected by the Annual General Meeting, as stipulated by Article 40 (2) and (3) of Regulation (EC) No. 2157/2001 of 8 October 2011 on the Statute for a European Company (SE), section 17 of the German SE Implementation Act and Article 8 (1), sentence 2, of the company's Articles of Association.

The plan is to elect each Supervisory Board candidate individually.

The Supervisory Board proposes electing the following individuals as shareholder representatives:

- (1) Mr. Nikos Theodosopoulos, residing in Manhasset, New York; and managing partner of NT Advisors LLC,
- (2) Prof. Johanna Hey, residing in Cologne, Germany, a professor of tax law at the University of Cologne, and
- (3) Prof. Hans-Joachim Grallert (Dr.-Ing.), residing in Gröbenzell, Germany, Senior Advisor at the Fraunhofer Heinrich Hertz Institute and Chairman of the Executive Board of the Eduard Rhein Foundation.

The individuals named above are to be elected to the Supervisory Board for the period until the end of the Annual General Meeting that resolves on the approval of their actions for the 2020 financial year.

Prof. Johanna Hey meets the requirements of Section 100 (5) semi-clause (1) of the *Aktiengesetz* (AktG – German Stock Corporation Act), which requires at least one member of the Supervisory Board to be an expert in the field of accounting or auditing.

This invitation expressly announces the intention to recommend Mr. Theodosopoulos as a candidate for the Chairman of the Supervisory Board in the event he is elected to the Supervisory Board.

The Annual General Meeting is not required to accept nominations.

With regard to the nominees' membership on other Supervisory Boards to be formed by law as well as comparable governing bodies of domestic or foreign business enterprises, the following is stated:

Nikos Theodosopoulos is not a member of any other Supervisory Board to be formed under German law. However, he is a member of the governing bodies of the following business enterprises, with said bodies being comparable to a supervisory board:

- Member, Board of Directors of Arista Networks, Inc.; Santa Clara, California, USA,
- Member, Entrepreneurship Advisory Board of Columbia Engineering Entrepreneurship; New York, NY, USA,
- Member, Board of Directors of Harmonic, Inc.; San Jose, California, USA,
- Member, Board of Directors of Gadget Software, Inc; Newark, New Jersey, USA,
- Member, Advisory Board of QoScience Inc.; Plainview, NY, USA.

Prof. Johanna Hey is also a member of the following supervisory boards to be formed under German law:

- Member, Supervisory Board of Gothaer Versicherungsbank VVaG, Cologne,
- Member, Supervisory Board of Gothaer Finanzholding, Cologne.

Prof. Hans-Joachim Grallert (Dr.-Ing.) is not a member of any other Supervisory Board to be formed under German law. Furthermore, he is not a member of any comparable governing body of a domestic or foreign business enterprise.

The information below is provided in accordance with Sections 5.4.1 paragraphs 5-7 of the German Corporate Governance Code in the version dated 5 May 2015 (and Sections 5.4.1 paragraphs 6-8 of the German Corporate Governance Code in the version dated 7 February 2017):

With regard to Mr. Theodosopoulos, Prof. Hey and Prof. Grallert (Dr.-Ing.), it is stated that none of these three candidates has any personal or business relationships with the company or its Group companies, the governing bodies of the company or a major shareholder of the company to be disclosed under Section 5.4.1 of the German Corporate Governance Code.

## **Conditions of attendance**

## **Requirements for attendance at the Annual General Meeting and the exercise of voting rights**

In accordance with Article 16 (1) sentence (1) of the Articles of Association of the company, shareholders who register with the company by presenting proof of their share ownership are entitled to attend the Annual General Meeting and to exercise their voting rights. This documentary proof must be valid as of the start of the 21st day prior to the Annual General Meeting, i.e. **midnight of 26 April 2017** (deadline for proof of ownership), and must be furnished in written form in German or English. Corresponding proof from the custodian bank is sufficient. The registration and proof of ownership must be received by the company no later than six (6) days before the meeting at the time and address below:

**Midnight, 10 May 2017**

Address:

ADVA Optical Networking SE  
c/o Deutsche Bank AG  
Securities Production  
General Meetings  
P.O. Box 20 01 07  
60605 Frankfurt am Main, Germany  
Fax number: +49 69 12012 86045  
E-mail address: wp.hv@db-is.com

After the registration and the proof of share ownership are received, the shareholders who are entitled to attend will be sent admission tickets. Shareholders who would like to attend the Annual General Meeting are requested to inform their custodian bank as early as possible so that the bank can send the registration and the proof of share ownership to the registration office.

Authorisation to attend and the number of voting shares are based solely on the share ownership as of the record date. In the relationship to the company, only a person who has furnished proof of share ownership by the record date is regarded as a shareholder in terms of attendance at the Annual General Meeting and the exercise of voting rights. Changes in the shareholding after the record date are not of any significance for the existence and extent of the statutory attendance and voting rights. Shareholders who have acquired shares in the company only after the record date cannot attend the Annual General Meeting. Shareholders who have duly registered and furnished proof are, in the relationship to the company, also then entitled to attend the Annual General Meeting and to exercise voting rights if they have sold the shares after the record date. Partial sales and acquisitions after the record date have no effect on the extent of the voting rights. The record date has no effect on the alienability of the shares and is not a relevant date for a possible entitlement to dividends.

### **Proxy voting**

Shareholders who are entitled to attend but who do not attend the Annual General Meeting in person can be represented in the exercise of their rights, in particular their voting rights, by a proxy, e.g. a shareholders' association, a bank or another person of their choice. We draw your attention to the fact that proper registration and proof of share ownership are also required when a proxy is used (see above under "Requirements for attendance at the Annual General Meeting and the exercise of voting rights"). If a shareholder grants power of attorney to more than one person, then the company can reject one or more these persons (Section 134 (3) sentence (2) of the AktG).

If neither a bank nor a shareholders' association or other institution or person regarded as equivalent in Section 135 (8) or (10) of the AktG is given power of attorney, the power of attorney is to be issued in written or electronic form to ADVA Optical Networking SE or in written or electronic form directly to the proxy. The same form applies for the revocation and the proof of the power of attorney with regard to the company.

When a bank or a shareholders' association or other institution or person regarded as equivalent to these pursuant to Section 135 (8) or (10) of the AktG is given power of attorney, only the statutory provisions (cf. Article 17 (2) sentence (4) of the Articles of Association) shall apply, which among other things require that a verifiable record of the power of attorney be kept (Section 135 (1) sentence (2) of the AktG). We therefore request the shareholders who wish to grant power of attorney to a bank, a shareholders' association or another institution or person regarded as equivalent to these pursuant to Section 135 (8) or (10) of the AktG to obtain from the proxy to be appointed information on any special provisions to be observed in this respect.

The issue, proof or revocation of the power of attorney can be sent to the following address, fax number or e-mail address:

UBJ. GmbH  
w/ HV ADVA Optical Networking SE  
Haus der Wirtschaft  
Kapstadtring 10  
22297 Hamburg, Germany  
Fax number: +49 40 6378 5423  
E-mail address: hv@ubj.de

Proof of the power of attorney can also be furnished by the proxy at the admissions desk on the day of the Annual General Meeting.

A form for issuing powers of attorney that the shareholders can use can be found on the back of the admission ticket that is sent to the shareholders. The power of attorney form can also be sent by the company on request. This form is also available for download at [www.advaoptical.com](http://www.advaoptical.com) by following the links: About Us > Investor Relations > (Language:) English > Corporate Governance > Shareholders' Meetings.

We also offer our shareholders the opportunity to be represented at the Annual General Meeting by a proxy appointed by the company. The powers of attorney can be sent to the below address, fax number or e-mail address by no later than **midnight of 15 May 2017** (receipt):

UBJ. GmbH  
w/ HV ADVA Optical Networking SE  
Haus der Wirtschaft  
Kapstadtring 10  
22297 Hamburg, Germany  
Fax number: +49 40 6378 5423  
E-mail address: hv@ubj.de

Should the voting proxy appointed by the company be authorised, then the shareholder must in every case issue instructions to the proxy on how the voting rights are to be exercised. If instructions are not issued, the voting proxies appointed by the company will not exercise the voting rights. The voting proxies appointed by the company have the obligation to cast votes in accordance with the instructions issued to them. The proxies appointed by the company are available only to exercise the voting rights and not to exercise any other rights, if this is not needed in order to exercise the voting rights.

Additionally, the proxies will not exercise their voting rights or will abstain from voting on issues not announced prior to the Annual General Meeting.

The shareholders will receive a form along with the admission ticket for the granting of a power of attorney to the proxy appointed by the company concurrently allowing instructions to be issued. The power of attorney form can also be sent by the company on request. This form is also available for download at [www.advaoptical.com](http://www.advaoptical.com) by following these links: About Us > Investor Relations > (Language:) English > Corporate Governance > Shareholders' Meetings. Proper registration and proof of share ownership are also required to authorise the proxies appointed by the company (see above under "Requirements for attendance at the Annual General Meeting and the exercise of voting rights"). In order to facilitate organisation, shareholders are requested to send the proxy the powers of attorney and instructions that are issued together with the admission ticket – if possible using the printed power of attorney and voting instructions form – to the following address, fax number or e-mail address by no later than the end of **15 May 2017, midnight** (date of receipt):

UBJ. GmbH  
w/ HV ADVA Optical Networking SE  
Haus der Wirtschaft  
Kapstadtring 10  
22297 Hamburg, Germany  
Fax number: +49 40 6378 5423  
E-mail address: [hv@ubj.de](mailto:hv@ubj.de)

## **Rights of the shareholders**

### *Supplements to the agenda*

Shareholders whose aggregate shares make up one twentieth of the share capital or the pro rata amount of EUR 500,000 may request that items be added to the agenda and published. An explanatory statement or a proposal for a resolution must accompany each new item.

Requests for supplements to the agenda must be received by the company no later than 30 days before the meeting, i.e., by **16 April 2017, midnight**. Individuals submitting requests have to furnish proof that they have held the minimum number of shares for at least ninety (90) days prior to the date that the company receives the request and that they will retain the shares until the request has been decided on. The request is to be made in writing and addressed to the Management Board of ADVA Optical Networking SE. Corresponding requests can be addressed to the following address:

ADVA Optical Networking SE  
Management Board  
Attn: Ms. Susanne Kühnlein-Vollmar  
Fraunhoferstrasse 9a  
82152 Planegg-Martinsried, Germany

### *Countermotions and nominations for election*

In addition, every shareholder is entitled to put forward countermotions to the items of the agenda and to make nominations for election.

The company will publish motions from shareholders, including the name of the shareholder, explanatory statements and any official position of the administration, on the company's website ([www.advaoptical.com](http://www.advaoptical.com)) using these links: About Us > Investor Relations > (Language:) English > Corporate Governance > Shareholders' Meetings if the shareholder has sent the company a permissible countermotion to a proposal of the Supervisory Board or a proposal of the Supervisory Board on a particular item of the

agenda with an explanatory statement no later than fourteen (14) days before the meeting, that is by **midnight of 2 May 2017**, to the address, fax number or e-mail address given below:

ADVA Optical Networking SE  
Attn: Ms. Susanne Kühnlein-Vollmar  
Fraunhoferstrasse 9a  
82152 Planegg-Martinsried, Germany  
Fax number: +49 89 890665 199  
E-mail address: [svollmar@advaoptical.com](mailto:svollmar@advaoptical.com)

A countermotion does not have to be published if one of the exclusion criteria of Section 126 (2) of the AktG is present. The explanatory statement need not be published if it contains more than 5,000 characters in total.

Shareholders are requested to furnish proof that they are shareholders at the time that they submit the countermotion.

These regulations apply mutatis mutandis to nominations for election from the shareholders. A statement explaining the reasons for nominations for election does not have to be provided, however. Nominations for election also do not have to be published if the nomination does not contain the name, the profession exercised and the place of residence of the nominated person and, for the election of members of the supervisory board, information on their membership in other supervisory boards to be created by law. Furthermore, information on their membership in comparable German or foreign supervisory committees should be attached to a nomination for the election of members of the Supervisory Board.

#### *Right to information*

In accordance with Section 131 (1) of the AktG, information on the affairs of the company is to be provided by the Management Board to every shareholder on their request at the Annual General Meeting insofar as this information is necessary for the proper evaluation of the item on the agenda. The duty to provide information also extends to the legal and business relations of the company with an affiliated company and the position of the group and the companies included in the consolidated financial statements, also on the condition that the information is necessary for the proper evaluation of the item on the agenda.

The Management Board can refuse to answer individual questions for the reasons stated in Section 131 (3) of the AktG. In accordance with Article 18 (3) of the Articles of Association of ADVA Optical Networking SE, the chair is authorised to restrict to a reasonable extent the time in which the shareholders have the right to speak and ask questions.

#### **Information on the company's website**

The information below will be provided on the company's website ([www.advaoptical.com](http://www.advaoptical.com)) immediately after the Annual General Meeting has been convened and made available via the following the links: About Us > Investor Relations > (Language:) English > Corporate Governance > Shareholders' Meetings:

- ☐ The contents of this invitation, including the explanation on item 1 of the agenda (on which a decision is not to be taken at the Annual General Meeting), the specification of the total number of shares and of the voting rights at the time the general meeting is convened, including separate information on the total number for each class of share and the explanations on the following rights

of the shareholders: supplements to the agenda, countermotions and nominations for election, right to information,

- ☐ The adopted annual financial statements of ADVA Optical Networking SE as at 31 December 2016,
- ☐ The management report for the 2016 financial year,
- ☐ The report of the Supervisory Board for the 2016 financial year,
- ☐ The approved consolidated annual financial statements as at 31 December 2016,
- ☐ The group management report for the 2016 financial year,
- ☐ The explanatory report of the Management Board on the information pursuant to Sections 289 (4) and 315 (4) of the German Commercial Code,
- ☐ The proposal of the Management Board for the appropriation of the net income,
- ☐ The profiles of the candidates to be elected to the Supervisory Board,
- ☐ The forms that can be used for issuing a power of attorney for the Annual General Meeting.

From the time that the Annual General Meeting is convened, the above-mentioned documents will furthermore be available for inspection at the business premises of the company, Fraunhoferstrasse 9a, 82152 Planegg-Martinsried and Märzenquelle 1–3, 98617 Meiningen-Dreissigacker, and at the AGM itself.

#### **Total number of shares and voting rights at the time that the Annual General Meeting is convened**

At the time of this notice of meeting, the share capital of the company is divided into 49,498,934 no-par value shares as ordinary shares. Each share grants one vote. The company does not hold any own shares at the time the Annual General Meeting is convened; it is not entitled to any rights from that. The total number of the shares entitling shareholders to attend and vote at the Annual General Meeting thus amounts to 49,498,934 at the time the meeting is convened.

#### **Simultaneous interpretation**

For those attending the Annual General Meeting of ADVA Optical Networking SE on 17 May 2017, a simultaneous interpretation of the event will be available in English.

Meiningen, April 2017

**ADVA Optical Networking SE  
The Management Board**