



Invitation to the Annual General Meeting

13 June 2018 Meiningen

ADVA Optical Networking SE

Meiningen

– ISIN DE 000 510 300 6 –

(Securities identification number 510 300)

Invitation to the Annual General Meeting of 13 June 2018

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, 13 June 2018,
at the Hotel Sächsischer Hof, Georgstrasse 1, 98617 Meiningen, Germany.

AGENDA

1. Presentation of the adopted Annual Financial Statements as of 31 December 2017, the Management Report for 2017 fiscal year, the Report of the Supervisory Board for 2017 fiscal year, the approved Consolidated Financial Statements as of 31 December 2017, the Group Management Report for 2017 fiscal year, the Separate Nonfinancial (Group) Reporting for 2017 fiscal year, and the Management Board's explanatory report on the statements as required under sections 289a (1) and 315a (1) of the HGB

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 Financial Statements, the Group Management Report, the Report of the Supervisory Board and Executive Board Report to the statements in accordance with sections 289a (1) and 315a (1) of the HGB are to be made available to the AGM. A resolution is not adopted on this item of the agenda.

2. Resolution on the appropriation of the net retained profits for the 2017 financial year

The annual financial statements of ADVA Optical Networking SE as at 31 December 2017 show net retained profits of EUR 62,360,057.95. However, as a result of a payout block in

accordance with section 268 (8) of the HGB, only a profit distribution of up to EUR 254,177.21 could be made.

The Management Board and the Supervisory Board propose that the net retained earnings for the 2017 financial year in the amount of EUR 62,360,057.95 be carried forward in full to new account.

3. Formal approval of the actions of the members of the Management Board for the 2017 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 2017 financial year for this financial year.

4. Formal approval of the actions of the members of the Supervisory Board for the 2017 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 2017 financial year for this financial year.

5. Election of the auditor and of the group auditor for the 2018 financial year

The Supervisory Board proposes that PricewaterhouseCoopers GmbH, Auditing, Munich be selected as auditor and as group auditor for the 2018 fiscal year.

The proposal for appointment is based on the recommendations of the Audit Committee. The Audit Committee has declared that

its recommendation is free from undue influence from third parties and that no clause was imposed on it that restricted the selection options of the Annual General Meeting with regard to the selection of particular auditors (Art. 16 (6) of the EU auditors regulation (regulation (EU) No. 537/2014 of the European Parliament and the Council from 16 April 2014).

6. Resolution regarding the revocation of contingent capital 2003/2008, resolution regarding extension of authorisation to issue share option rights (2011 Share Option Programme) and the creation of further contingent capital, amendment to the Articles of Association

The Annual General Meeting of 11 June 2003 authorised the Management Board and, if members of the Management Board are affected, the Supervisory Board under item 13 of the agenda to grant, with the approval of the Supervisory Board, on one or more occasions or – in the event that option rights that have been issued are released – repeatedly, subscription rights for the subscription of up to 2,119,000 ordinary bearer shares of the company to members of the Management Board, members of the management of affiliated companies, employees of the company and employees of affiliated companies in accordance with the requirements presented in more detail in the above-mentioned resolution. This authorisation was amended by resolutions of the Annual General Meeting from 4 June 2004, 14 June 2005, 13 June 2006, 13 June 2007 and 11 June 2008 (together “**Share Option Programme 2003/2008**”) and cancelled by an Annual General Meeting resolution on 16 May 2011.

To service the subscription rights issued in accordance with the above authorisation, on 11 June 2003 the Annual General Meeting created a contingent capital that was increased by resolutions of the Annual General Meeting on 4 June 2004, 14 June 2005, 13 June 2006, 13 June 2007 and 11 June 2008 and reduced by resolutions of the Annual General Meeting on 16 May 2011, 24 May 2012, 4 June 2013, 5 June 2014, 20 May 2015 and 11 May 2016 (together “**contingent capital 2003/2008**”). The contingent capital 2003/2008 is regulated in section 4 (5j) of the Articles of Association and at present still amounts to EUR 75,000.

As a result of the exercise of subscription rights in previous years and the expiry of issued options, no more subscription rights are issued now on the basis of the Share Option Programme 2003/2008 which could still be serviced by the contingent capital 2003/2008. As no more use can be made of the authorisation referred to in section 4 (5j) of the Articles of Association to issue subscription rights since the revocation of the authorisation in the Annual General Meeting of 16 May 2011, so the issue of further subscription rights is no longer possible, the contingent capital regulated under section 4 (5j) of the Articles of Association has become obsolete and should therefore be revoked.

The Annual General Meeting of 16 May 2011 authorised the Management Board under item 8b of the agenda to grant, with the approval of the Supervisory Board, on one or more occasions or – in the event that option rights that have been issued are released, for example as a result of termination or other cessation

of the granting of subscription rights – repeatedly, subscription rights for the subscription of up to 920,000 ordinary bearer shares of the company to members of the Management Board, members of the management of affiliated companies, employees of the company and employees of affiliated companies in accordance with the requirements presented in more detail in the above-mentioned resolution ("**2011 Share Option Programme**"). If subscription rights are granted to members of the Management Board, the authorisation of the Supervisory Board has taken the place of that of the Management Board. By the same resolution, contingent capital in the amount of EUR 920,000 was created.

By resolution of the Annual General Meeting of 24 May 2012 under item 8 of the agenda, the number of the subscription rights to be issued under the 2011 Share Option Programme was increased by a total of 1,008,000 from 920,000 to 1,928,000, among other things. Furthermore, the share capital of the company was contingently increased by up to EUR 1,928,000.

By resolution of the Annual General Meeting of 4 June 2013 under item 10 of the agenda, the number of the subscription rights to be issued under the 2011 Share Option Programme was increased by a total of 625,404 from 1,928,000 to 2,553,404, among other things. Furthermore, the share capital of the company was contingently increased by up to EUR 2,553,404.

By resolution of the Annual General Meeting of 5 June 2014 under item 8 of the agenda, the number of the subscription rights to be

issued under the 2011 Share Option Programme was increased by a total of 441,000 from 2,553,404 to 2,994,404, among other things. Furthermore, the share capital of the company was contingently increased by up to EUR 2,994,404.

By resolution of the Annual General Meeting of 20 May 2015 under item 7 of the agenda, the number of the subscription rights to be issued under the 2011 Share Option Programme was increased by a total of 518,000 from 2,994,404 to 3,512,404, among other things. Furthermore, the share capital of the company was contingently increased by EUR 3,512,404. In the financial year ending 31 December 2015, 264,023 subscription rights from the 2011 Share Option Programme were exercised and 264,023 new no-par value shares in the company with a proportionate share of EUR 264,023 in the share capital were issued.

By resolution of the Annual General Meeting of 11 May 2016 under item 6 of the agenda, the number of the subscription rights to be issued under the 2011 Share Option Programme was increased by 1,510,259 from 3,248,381 to 4,758,640, among other things. Furthermore, the share capital of the company was contingently increased by EUR 4,758,640. In the period from 1 January 2016 to the end of the 2017 fiscal year, 257,259 subscription rights from the 2011 Share Option Programme were exercised and 257,259 new no-par value shares with a proportionate share of EUR 257,259 were issued. The Contingent Capital 2011/I still amounts to EUR 4,501,381.

The margin made available by the reduction of contingently issuable capital realised 2011/1 and the revocation of the contingently issuable capital regulated in section 4 (5j) of the Articles of Association should be used for the expansion of the 2011 Share Option Programme.

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

(a) Resolution regarding the revocation of contingent capital 2003/2008 and amendment to the Articles of Association

The contingent capital created to service the subscription rights issued on the basis of the authorisation to issue subscription rights in accordance with the resolutions of the Annual General Meeting from 11 June 2003 under item 13 (1) of the agenda, the resolution of the Annual General Meeting from 4 June 2004 under item 9 (1) of the agenda, the resolution of the Annual General Meeting from 14 June 2005 under item 10 (1) of the agenda, the resolution of the Annual General Meeting from 13 June 2006 under item 8 (1) of the agenda, the resolution of the Annual General Meeting from 13 June 2007 under item 9 (1) of the agenda, and the resolution of the Annual General Meeting from 11 June 2008 under item 6 (1) of the agenda (referred to in the Commercial Register as Contingent Capital 2003/2008) is cancelled.

Section 4 (5j) of the Articles of Association is deleted without substitution.

(b) Resolution on an extension of the authorisation to issue share option rights (2011 Share Option Programme)

The authorisation to issue subscription rights of the Management Board and – insofar as subscription rights are issued to members of the Management Board – the Supervisory Board which was resolved on 16 May 2011 under item 8b of the agenda and amended by resolution of the AGM of 24 May 2012 under items 8b of the agenda, by resolution of the AGM of 4 June 2013 under item 10b of the agenda, by resolution of the AGM of 5 June 2014 under item 8b of the agenda, by resolution of the AGM of 20 May 2015 under item 7b of the agenda and by resolution of the AGM of 11 May 2016 under item 6b of the agenda is amended to the extent that the number of subscription rights to be issued is increased from the current 4,501,381 by 472,173 to 4,973,554.

Furthermore, the group of holders of subscription rights is redefined as follows: 30.00% of the option rights, i.e. a total of 1,492,066 subscription rights, to members of the Management Board; 5.00%, i.e. a total of 248,678 subscription rights, to members of the management of affiliated companies; 25.00%, i.e. a total of 1,243,388 subscription rights, to employees of the company; and 40.00%, i.e. a total of 1,989,422 subscription rights, to employees of affiliated companies. The exact group of persons entitled to subscription rights and the scope of the respective offer shall be determined by the Management Board. Insofar as subscription rights are issued to members of the Management

Board, the Supervisory Board is authorised to do this in place of the Management Board.

Apart from that, the resolution of the Annual General Meeting of 16 May 2011 under item 8b of the agenda, taking into consideration the amendments from the resolution of the AGM of 24 May 2012 under item 8b, the resolution of the AGM of 4 June 2013 under item 10b of the agenda, the resolution of the AGM of 5 June 2014 under item 8b of the agenda, the resolution of the AGM of 20 May 2015 under item 7b of the agenda and the resolution of the AGM of 11 May 2016 under item 6b of the agenda, remains unaffected and applies in this respect to the option rights to be issued in accordance with the resolution under item 6b of the agenda.

(c) Creation of further contingent capital

The contingent capital, resolved on by the AGM on 16 May 2011 under item 8c of the agenda and amended by resolution of the AGM of 24 May 2012 under item 8c of the agenda, by resolution of the AGM of 4 June 2013 under item 10c of the agenda, by resolution of the AGM of 5 June 2014 under item 8c of the agenda, by resolution of the AGM of 20 May 2015 under item 7c of the agenda and by resolution of the AGM of 11 May 2016 under item 6c of the agenda, is amended as follows:

The share capital of the company shall be subject to a contingent increase of EUR 4,973,554 through the issue of up to 4,973,554 no-par value bearer shares (common shares) (Contingent Capital

2011/I). The contingent capital serves solely 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 in accordance with the resolutions of the AGM of 16 May 2011 under item 8b of the agenda, the AGM of 24 May 2012 under item 8b of the agenda, the AGM of 4 June 2013 under item 10b of the agenda, the AGM of 5 June 2014 under item 8b of the agenda, the AGM of 20 May 2015 under item 7b of the agenda, the AGM of 11 May 2016 under item 6b of the agenda as well as the AGM of 13 June 2018 under item 6b of the agenda. The contingent capital increase shall be implemented only insofar as the holders of subscription rights make use of their right. The new shares are entitled to a share in the profit from the commencement of the previous financial year if they have been created by the time of the commencement of the Annual General Meeting of the company, otherwise from the commencement of the financial year in which they are created.

(d) Amendment to the Articles of Association

Article 4 (5k) of the Articles of Association is amended as follows:

“The share capital of the company shall be subject to a contingent increase of EUR 4,973,554 through the issue of up to 4,973,554 non-par value bearer shares (Contingent Capital 2011/I). The contingent capital serves solely 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 in accordance with the resolutions of the AGM of 16 May 2011 under item 8b of the agenda, the resolutions of the AGM of 24 May 2012 under item 8b of the agenda, the resolutions of the AGM of 4 June 2013 under item 10b, the resolutions of the agenda, the resolutions of the AGM of 5 June 2014 under item 8b of the agenda, the resolutions of the AGM of 20 May 2015 under item 7b of the agenda, the resolutions of the AGM of 11 May 2016 under item 6b as well as the resolutions of the agenda the AGM of 13 June 2018 under item 6b of the agenda. The contingent capital increase shall be implemented only insofar as the holders of subscription rights make use of their right. The new shares are entitled to a share in the profit from the commencement of the previous financial year if they have been created by the commencement of the Annual General Meeting of the company, otherwise from the commencement of the financial year in which they are created.”

(e) Entry in the Commercial Register

The Management Board is instructed to carry out the Commercial Register filing of the contingent capital to be resolved pursuant to items c) and d) of this agenda immediately subsequent to the Commercial Register filing of the cancellation of the contingent capital due to the resolution to be passed pursuant to item a) of this resolution.

7. Election of a new member of the Supervisory Board

Pursuant to Art. 40 (2), (3) of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE), Section 17 of the Implementation Law and Section 8 (1)(2) of the Council Directive, the Supervisory Board of the company is composed of three members who are elected by the Annual General Meeting. The Annual General Meeting is not required to accept nominations.

Prof. Hans-Joachim Grallert resigned his post as member of the Supervisory Board of ADVA Optical Networking SE with a declaration of resignation as of 8 February 2018 with effect as of the end of the Annual General Meeting 2018. Consequently the election of a substitute must take place. According to Section 9 (4) of the Articles of Association of the company, for members of the Supervisory Board elected as substitutes, the term of office of the retiring Supervisory Board member applies. Prof. Grallert has been elected by the Annual General Meeting on 17 May 2017 for the term until the end of the Annual General Meeting which shall

decide on approving the actions of the Supervisory Board for the 2020 fiscal year.

The following election proposal is based on a recommendation of the Supervisory Board nominating committee.

The Supervisory Board proposes Mr Michael Aquino, up to now Chief Strategy Officer of ADVA Optical Networking and future independent technology strategy consultant, resident in Peachtree City, Georgia, USA, to be elected to the Supervisory Board, for the period until the end of the Annual General Meeting to approve the respective member's actions for the 2020 fiscal year.

With regard to the nominee's membership on other Supervisory Boards to be formed by law as well as comparable governing bodies of domestic and foreign business enterprise, the following information is provided:

Mr Michael Aquino does not belong either to other statutory supervisory boards of German companies nor is he a member of comparable German or foreign supervisory bodies of commercial enterprises.

Pursuant to section 5.4.1 (4)–(8) of the German Corporate Governance Code, the Supervisory Board advises the following:

The proposal takes into consideration the objectives in regard to its composition referred to by the Supervisory Board in its resolution of 21 February 2017 and endeavours to fill the

competence profile for the entire body resolved on at the same time.

In regard to the candidate proposed for election, the Supervisory Board had made certain that he can devote the expected time requirement.

From 2012 to 2016, Mr Michael Aquino was CEO of Overture Networks, Inc., which was taken over by the company at the beginning of 2016. Until end of May 2018, Mr Aquino is working as CSO of ADVA Optical Networking North America, Inc. Aside from his earlier work for a group company, Mr Aquino has no personal or business relationship to the company or their group affiliates, their corporate bodies or a significant participant shareholder which should be disclosed pursuant to section 5.4.1 of the German Corporate Governance Code.

The candidate's curriculum vitae, supplemented by an overview of significant activity from Supervisory Board seat, can be found below as well as on the company website at <https://www.advaoptical.com/de-de/about-us/investors/shareholders-meetings>.

Curriculum vitae (CV)

Name	Michael Aquino		Vice President of Global Accounts and Solutions Integrators
Year of birth	1956	1992 – 1998	Bay Networks
Ausbildung	B.A. Psychology, Cathedral Preparatory School and Seminary, Queens, New York		Vice President of North America Business Partner Sales
2016 – 2018	ADVA Optical Networking North America, Inc. Chief Strategy Officer (with focus on Communications Service Providers, Internet Content Provider, Enterprise Market Segments)		Vice President of US Southern and Caribbean Region Sales Management
2012 – 2016	Overture Networks, Inc. CEO	1981 – 1992	IBM Corporation Sales and Sales Management (Business units: Media, Telecommunications and Energy Supply)
2001 – 2012	Ciena Corporation Several management roles, including Senior Vice President, Global Field Organization (Mr Aquino worked in this role as Company Officer which was associated with membership of a Board)		Significant activities aside from Supervisory Board seat none
1998 – 2001	Nortel		Report of the Management Board on item 6 of the agenda Resolution regarding the revocation of contingent capital 2003/2008, resolution regarding extension of authorisation to issue share option rights (2011 Share Option Programme) and the creation of further contingent capital, amendment to the Articles of Association

The Annual General Meeting of the company of 16 May 2011 authorised the Management Board under item 8b of the agenda to grant, with the approval of the Supervisory Board, on one or more occasions - or repeatedly, in the event that option rights that have been issued are released, for example as a result of termination or other cessation of the granting of subscription rights - subscription rights for the subscription of up to 920,000 ordinary bearer shares of the company to members of the Management Board, members of the management of affiliated companies, employees of the company and employees of affiliated companies in accordance with the requirements presented in more detail in the above mentioned resolution. Insofar as the issue of subscription rights to members of the Management Board is concerned, the authorisation is granted by the Supervisory Board. By the same resolution, contingent capital in the amount of EUR 920,000 was created.

By resolution of the Annual General of 24 May 2012 under item 8 of the agenda, the number of the subscription rights to be issued was increased to 1,928,000, among other things.

By resolution of the Annual General of 4 June 2013 under item 10 of the agenda, the number of the subscription rights to be issued was increased to 2,553,404, among other things.

By resolution of the Annual General of 5 June 2014 under item 8 of the agenda, the number of the subscription rights to be issued was increased to 2,994,404, among other things.

By resolution of the Annual General of 20 May 2015 under item 7 of the agenda, the number of the subscription rights to be issued was increased to 3,512,404, among other things.

By resolution of the Annual General of 11 May 2016 under item 6 of the agenda, the number of the subscription rights to be issued was increased to 3,512,404, among other things and the term of the authorisation was extended to 10 May 2021.

In the period from 1 January 2016 to the end of the 2017 fiscal year, 257,259 subscription rights from the 2011 Share Option Programme were exercised and 257,259 new no-par value shares with a proportionate share of EUR 257,259 were issued. The contingent capital 2011/I is currently still EUR 4,501,381. As of 31 March 2018, 3,026,385 issued subscription rights are outstanding on the basis of this authorisation.

As before, the Management Board and the Supervisory Board of ADVA Optical Networking SE believe that share options are an important and usual component of a modern remuneration system today. For that reason, the number of the subscription rights to be issued by the Management Board should be increased by 472,173 from the current 4,501,381 to 4,973,554 and the contingent capital provided to service the subscription rights should also be adjusted accordingly. In the opinion of the Management Board and the Supervisory Board, the extension of the authorisation to issue share options is urgently required so that the company can also in the future recruit and retain the

qualified members of the Management Board, employees, managers and employees of affiliated companies that it requires. By granting share options, a special performance incentive is additionally created for all persons entitled to a subscription right to increase the value of the company with the goal of achieving a positive performance of the share price.

The maximum total of options to be issued under the 2011 Share Option Programme is broken down in line with the proposed expansion into the groups entitled to subscription rights as follows:

- Members of the Management Board: option rights to subscribe to 1,492,066 shares
- Members of management of affiliated companies: option rights to subscribe to 248,678 shares
- Employees of the company: option rights to subscribe to 1,243,388 shares
- Employees of affiliated companies: option rights to subscribe to 1,989,422 shares

The option price to be paid upon exercise of the option ("**Exercise Price**") corresponds to the volume weighted average price of the closing prices of the company's share on the 10 stock exchange trading days before the date of issue of the respective option rights. The "**closing price**" in this context is, with regard to each

individual stock exchange trading day, the final price established in the closing auction in XETRA trading (or a successor system) on the Frankfurt Stock Exchange or, if such a closing price is not established on the trading day in question, the last price of the company's share established in continuous XETRA trading (or a successor system) on the Frankfurt Stock Exchange. In any case, the lowest issue price within the meaning of Section 9 (1) of the German Stock Corporation Act is to be paid as the minimum exercise price.

The option rights have a term of a maximum of 7 years from the issue date. Option rights can be issued in multiple tranches until 10 May 2021, but, at the earliest, not until the contingent capital required to service the option rights has been entered in the Commercial Register. The date of issue must be in a period of 2 to 8 weeks after publication of the final quarterly report for the first, second and third quarter or the final annual financial result.

Subscription rights that have been issued can be exercised for the first time after 4 years have elapsed. After the qualifying period has elapsed, exercise of the rights is allowed only within exercise phases and only on days on which the commercial banks in Frankfurt are open.

All exercise phases commence subsequent to an Annual General Meeting of the company or subsequent to the publication of the results of the second and third quarters and have a period of validity of 4 weeks. If and insofar as exercise days fall in a period

that commences with the day on which the company publishes an offer to its shareholders to subscribe for new shares or partial debentures with conversion or subscription rights in the Federal Gazette, and ends on the day, both days included, on which the shares of the company with a subscription right are listed "ex-subscription right" for the first time in a market segment of the stock exchange in Frankfurt am Main, it is not permitted to exercise the subscription rights and the exercise period in question is extended by an appropriate number of exercise days immediately after the lock period ends. Exercise is not possible in the period from the date of publication of the convening of an Annual General Meeting of the company up to the date of the Annual General Meeting or within a period of 14 days before the close of a financial year of the company.

As a performance target, an exercise of the option rights is possible only when the volume-weighted average of the closing prices (as defined above) of the company's share on the 10 stock exchange trading days before the first date of the exercise period in question amounts to at least 120% of the exercise price. Provided this condition is present for a specific exercise period, it is possible to exercise the rights during this exercise period irrespective of the further performance of the company's share.

The Management Board and the Supervisory Board are convinced that the share option programme will have positive consequences for ADVA Optical Networking SE and its shareholders, on account of the effects related to incentives and loyalty resulting for members of the Management Board, managers and other employees.

CONDITIONS OF ATTENDANCE

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

In accordance with Article 16 (1) (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 proof must refer to the beginning of the 21st day before the Annual General Meeting, that is 23 May 2018, midnight (start of day) (Record Date) and is to be provided in writing 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 6 days before the meeting at the time and address below

6 June 2018, midnight (end of day)

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) (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) (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) (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. The proxy authorisation and instruction form is also available to download on the company website at <https://www.advaoptical.com/de-de/about-us/investors/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 **11 June 2018, midnight (end of day)** (receipt):

UBJ. GmbH
w/ HV ADVA Optical Networking SE
Haus der Wirtschaft

Kapstadtring 10
 22297 Hamburg, Germany
 Fax number: +49 40 6378 5423
 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. The proxy authorisation and instruction form is also available to download on the company website at <https://www.advaoptical.com/de-de/about-us/investors/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 **11 June 2018, midnight (end of day)** (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

Rights of the shareholders

Supplement to the agenda pursuant to Art. 56 (2) and (3) of (EU) regulation No. 2157/2001 ("SE Reg"), Section 50 (2) SE Implementation Act (SEAG), Section 122 (2) AktG

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 **13 May 2018, midnight (end of day)**. 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 Romy Opitz -
Maerzenquelle 1-3
D-98617 Meiningen-Dreissigacker, Germany

Counter motions / Electoral proposals pursuant to Section. 53 SE Reg, Sections 126 (1), 127 AktG

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

The company will make applications from shareholders available on the company website, including the name of the shareholder, an explanatory statement and any comments of the management, at <https://www.advaoptical.com/de-de/about-us/investors/shareholders-meetings>, if the shareholder has sent in a permissible counter motion to a Management Board and Supervisory Board proposal or a proposal of the Supervisory Board to a particular item on the agenda with explanatory statement to the company at the following address, fax number or email address at least 14 days before the meeting, that is, until **29 May 2018, midnight (end of day)**:

ADVA Optical Networking SE
- Attn: Ms Romy Opitz -
Maerzenquelle 1-3
D-98617 Meiningen-Dreissigacker, Germany
or by fax to +49 89 890665 199
or by email at: ropitz@advaoptical.com

A counter motion 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 counter motion.

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.

Requests for information pursuant to Art. 53 SE Reg, section 131 (1) AktG

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

After the convening, the following information is available on the company website at <https://www.advaoptical.com/de-de/about-us/investors/shareholders-meetings>:

- the contents of this convening notice, including an explanation of agenda item 1 (to which no resolution is to be passed in the AGM), the Management Board report to agenda item 6, information on the total number of shares and voting rights at the time of

convening the AGM, including separate information on the total number for every share class and the explanations of the following shareholder rights: supplementing the agenda, counter motions or electoral proposals, requests for information,

- the adopted annual financial statements of ADVA Optical Networking SE as at 31 December 2017,
- the management report for the 2017 fiscal year,
- the report of the Supervisory Board for the 2017 fiscal year,
- the approved consolidated annual financial statements as at 31 December 2017,
- the group management report for the 2017 fiscal year,
- the separate nonfinancial (group) reporting for the 2017 fiscal year,
- the explanatory report of the Management Board on the information pursuant to sections 289a (1), 315a (1) of the Commercial Code,
- the Management Board proposal for appropriation of earnings,
- The curriculum vitae of the candidate for election 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, Fraunhoferstr. 9a, 82152

Planegg-Martinsried and Maerzenquelle 1-3, 98617 Meiningen-Dreissigacker, and at the Annual General Meeting 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 49,735,549 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 49,735,549 at the time the meeting is convened.

Data Privacy note

On account of the General Data Protection Regulation entering into force, new data protection regulations shall apply throughout Europe as of 25 May 2018. The protection of your personal data and its processing in conformity with the law are of great importance to us at ADVA Optical Networking SE.

We process the personal data provided by you in your registration for the annual general meeting in order to enable you to exercise your shareholder rights in the annual general meeting. Detailed information on the processing of your personal data is available clearly summarized and presented in one place in our new data protection statement. The data protection statement will be available in time before 25 May 2018

on the company's website under <https://www.advaoptical.com/de/about-us/investors/shareholders-meetings> for viewing online and download.

Simultaneous interpretation

For those attending the Annual General Meeting of ADVA Optical Networking SE on 13 June 2018, a simultaneous interpretation of the event will be available in English.

Meiningen, May 2018

**ADVA Optical Networking SE
Der Vorstand**

DIRECTIONS TO THE HOTEL SÄCHSISCHER HOF

From the north – from Hamburg:

- A7 direction Fulda
- at the junction Kirchheimer Dreieck take the A4 towards Dresden
- at the intersection Erfurt take the A71 in the direction of Schweinfurt
- Leave the motorway at exit Meiningen-Süd
- on B10 direction Meiningen Stadtmitte

From the east – from Berlin:

- A9 direction Nürnberg
- at the intersection Hermsdorfer Kreuz on the A4 towards Eisenach
- at the intersection Erfurt take the A71 in the direction of Schweinfurt
- Leave the motorway at exit Meiningen-Süd
- on B10 direction Meiningen Stadtmitte

From the south – from Nuremberg:

- A3 direction Frankfurt am Main
- at the intersection Erlangen / Fürth on A73 direction Bamberg / Suhl
- at the junction Suhl on the A71 direction Schweinfurt
- Leave the motorway at exit Meiningen-Süd
- on B10 direction Meiningen Stadtmitte

From the west – from Frankfurt am Main:

- A3 direction Nürnberg
- at the intersection Biebelried on the A7 direction Kassel
- at the junction Schweinfurt / Werneck, take the A70 in the direction of Bamberg
- at the junction Werntal on the A71 in the direction of Erfurt
- Leave the motorway at exit Meiningen-Süd
- on B10 direction Meiningen Stadtmitte

Parking

Since the Hotel Sächsischer Hof only has a small number of parking spaces, we would like to ask you to switch to the parking spaces in Lindenallee (via Marienstraße) and in Landsberger Straße (via Bernhardstraße).

Hotel Sächsischer Hof

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98617 Meiningen, Germany

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www.saechsischerhof.com/de/



www.advaoptical.com