

Adtran Networks SE

Meiningen

– ISIN DE 0005103006 –
(Securities Identification Number 510300)

Notice of Annual General Meeting

The shareholders of our Company are hereby invited to attend the

Annual General Meeting

to be held on Monday, June 15, 2026, at 11:00 a.m. (CEST) (admission starting at 10:00 a.m. (CEST)) at the Literaturhaus München, Salvatorplatz 1, 80333 Munich, Germany.

I. AGENDA

1. Presentation of the adopted annual financial statements as of December 31, 2025, the approved consolidated financial statements as of December 31, 2025, the combined management report for Adtran Networks SE and the Group for the 2025 financial year, the explanatory report of the Management Board on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code (Handelsgesetzbuch), the report of the Supervisory Board for the 2025 financial year, and the Sustainability Statement for the 2025 financial year

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

2. Resolution on the appropriation of net profit for the 2025 financial year

The net profit for the 2024 financial year in the amount of EUR 177,438,127.08 was ultimately carried forward to new account, so that, despite the existing control and profit transfer agreement, a decision must again be made on this amount as net profit for the 2025 financial year. Due to a distribution restriction pursuant to Section 268 (8) HGB, the maximum profit distribution the Company would be able to make amounts to EUR 96,430,619.07.

The Management Board and Supervisory Board propose that the net profit for the 2025 financial year in the amount of EUR 177,438,127.08 be carried forward in full to new account.

3. Discharge of the members of the Management Board for the 2025 financial year

The Management Board and the Supervisory Board propose that all members of the Management Board of Adtran Networks SE who served in the 2025 financial year be granted discharge for said financial year.

4. Discharge of the members of the Supervisory Board for the 2025 financial year

The Management Board and the Supervisory Board propose that all members of the Supervisory Board of Adtran Networks SE who served in the 2025 financial year be granted discharge for said financial year.

5. Election of the statutory auditor and group auditor for the 2026 financial year

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Leipzig, be appointed as statutory auditor and group auditor for the 2026 financial year.

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

6. Resolution on the appointment of the auditor for the sustainability report for the 2026 financial year

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

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

At the time of this Annual General Meeting was convened, the German legislator has not yet passed a law to implement the CSRD into German law (CSRD Implementation Act). The draft legislation currently being processed by the legislature provides for the appointment of the auditor of the sustainability report by the Annual General Meeting. If a CSRD Implementation Act is passed in the course of 2026, a reporting obligation could arise already for the 2026 financial year. In order to avoid another General Meeting of the Company in 2026 to elect an auditor for the sustainability report for the 2026 financial year, it is proposed that an auditor for the sustainability report be appointed at the General Meeting on June 15, 2026. The resolution shall only be carried out if the CSRD Implementation Act provides for a corresponding appointment by the General Meeting.

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

KPMG AG Wirtschaftsprüfungsgesellschaft, Leipzig, will be appointed as auditor for the sustainability report for the 2026 financial year with effect from the date on which the CSRD Implementation Act comes into force. The resolution will only be carried out if, in accordance with the CSRD Implementation Act, a sustainability report that is to be prepared for the 2026 financial year must be audited by an auditor who must be appointed by the General Meeting.

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

7. Resolution on the approval of the 2025 remuneration report

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

The remuneration report prepared for the 2025 financial year in accordance with Section 162 AktG ("Remuneration Report of Adtran Networks SE for the 2025 Financial Year") was audited by the statutory auditor, KPMG AG Wirtschaftsprüfungsgesellschaft, Leipzig, and issued with an audit opinion.

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

<https://www.adtran-networks.com/en/about-us/investors/shareholders-meetings>

from the date of this notice of meeting.

The Management Board and the Supervisory Board propose that the remuneration report of Adtran Networks SE for the 2025 financial year, which was prepared and audited in accordance with Section 162 AktG, be approved.

8. Resolution on approving the compensation system for Management Board members

Section 120a (1) sentence 1 AktG provides that the Annual General Meeting of listed stock corporations shall resolve on approving the compensation system for the Management Board members presented by the Supervisory Board whenever there is a significant change, but at least every four years.

The previous compensation system was approved by the Annual General Meeting on June 28, 2024 and will essentially be retained, with only minor adjustments being made.

In particular, the compensation structure is to be simplified so that long-term variable compensation consists of only two components, rather than the previous three. Previously, members of the Management Board annually received time-based Restricted Stock Units ("RSUs") and market-related Performance Stock Units ("PSUs"), as well as company-related PSUs as part of a three-year plan. In the future, members of the Management Board shall receive only time-based RSUs and PSUs as part of a three-year plan. The performance targets for the three-year plan PSUs should be adjusted to include both company-related and market-related elements. Additionally, the compensation system will remove the provisions regarding the integration bonus that was granted to members of the Management Board following the completion of the Adtran/ADVA transaction for the period through the end of 2024. In addition, the relationship between the individual compensation components provided for in the current compensation system shall be adjusted. The new remuneration system also includes several other minor adjustments.

Based on the preliminary work of the Nomination and Compensation Committee, the Supervisory Board adopted a new compensation system on April 26, 2026, which replaces the compensation system approved on June 28, 2024. The new compensation system will be available on the company's website at

<https://www.adtran-networks.com/en/about-us/investors/shareholders-meetings>

from the date of this notice of meeting and will be submitted to the Annual General Meeting for approval.

The Supervisory Board proposes that the compensation system for the Management Board members, adopted by the Supervisory Board on April 26, 2026, be approved.

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

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

Pursuant to Section 123 (4) sentence 2 in conjunction with Section 67c (3) AktG, such proof must relate to the close of business of the 22nd day prior to the General Meeting, i.e. May 24, 2026, 12:00 a.m. (midnight) (CEST) ("Record Date") and be provided in German or English in written form (Section 126b BGB). Proof from the final intermediary pursuant to Section 67c (3) AktG is sufficient.

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

June 8, 2026, 12:00 a.m. (midnight) (CEST)

at

UBJ. GmbH
w/ HV Adtran Networks SE
Haus der Wirtschaft
Kapstadtring 10
22297 Hamburg, Germany
or by e-mail at hv@ubj.de

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

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

III. VOTING BY PROXY

1. Exercise of voting rights by proxy

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

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

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

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

UBJ. GmbH
w/ HV Adtran Networks SE
Haus der Wirtschaft
Kapstadtring 10
22297 Hamburg
Germany
or by e-mail to hv@ubj.de

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

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

<https://www.adtran-networks.com/en/about-us/investors/shareholders-meetings>

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

2. Representation by proxy holders appointed by the Company

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

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

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

The proxies and instructions to the proxy holders appointed by the Company must be submitted to the Company prior to the General Meeting at the following address, or email address by no later than June 14, 2026, at 12:00 a.m. (midnight) (CEST) (time of receipt):

UBJ. GmbH
w/ HV Adtran Networks SE
Haus der Wirtschaft
Kapstadtring 10
22297 Hamburg
Germany
or by e-mail to hv@ubj.de

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

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

<https://www.adtran-networks.com/en/about-us/investors/shareholders-meetings>

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

IV. FURTHER INFORMATION ON VOTING

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

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

V. SHAREHOLDER RIGHTS

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

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

Requests for additions to the agenda must be received by the Company no less than 30 days before the meeting, i.e. May 15, 2026, 12:00 a.m. (midnight) (CEST). The request must be made in writing to the Management Board of Adtran Networks SE. Such requests can be sent to the following address:

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

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

<https://www.adtran-networks.com/en/about-us/investors/shareholders-meetings>

and communicated to the shareholders.

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

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

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

<https://www.adtran-networks.com/en/about-us/investors/shareholders-meetings>

provided that the shareholder has sent a valid counter-motion to a proposal by the Management Board and Supervisory Board or a proposal by the Supervisory Board on a specific agenda item, with a statement of reasons, to the Company no less than 14 days before the meeting, i.e. by May 31, 2026, 12:00 a.m. (midnight) (CEST), to the following address, fax number or e-mail address:

Adtran Networks SE
– Attn.: Ms. Romy Opitz –
Märzenquelle 1-3
98617 Meiningen-Dreißigacker
Germany
or by fax to +49 89 890665 199
or by e-mail to romy.opitz@adtran.com

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

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

These provisions apply mutatis mutandis to nominations by shareholders. However, nominations do not need to be accompanied by a statement of reasons. Apart from the reasons specified in Section 127 sentence in conjunction with Section 126 (2) AktG, nominations do not have to be made available if the nomination does not contain the name, occupation, and place of residence of the nominated person as well as, for the election of Supervisory Board members, information on their membership in other supervisory boards required by law. Furthermore, a nomination for the election of Supervisory Board members should be accompanied by information on the nominee's membership in comparable domestic and foreign supervisory bodies of commercial enterprises.

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

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

the Group and the companies included in the consolidated financial statements, likewise provided that this is required in order to appropriately adjudge the item of business set out in the agenda.

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

4. Further explanations

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

<https://www.adtran-networks.com/en/about-us/investors/shareholders-meetings>

from the date of this notice of meeting.

VI. INFORMATION ON THE COMPANY'S WEBSITE

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

<https://www.adtran-networks.com/en/about-us/investors/shareholders-meetings>

from the date of this notice of meeting (cf. Section 124a AktG):

- the content of this notice, including an explanation regarding agenda item 1 (on which no resolution is to be passed at the General Meeting), the total number of shares and voting rights on the date of the Notice of General Meeting, including separate information on the total number for each class of shares, and explanations of the following shareholder rights: Additions to the agenda, counter-motions or nominations, right to information;
- further information on the convening of the General Meeting in accordance with blocks D to F of Table 3 of the Annex to Implementing Regulation (EU) 2018/1212, i.e. in particular information on participation in the General Meeting (block D), the agenda (block E) and specification of the deadlines regarding the exercise of other shareholders rights (block F);
- the adopted annual financial statements of Adtran Networks SE as of December 31, 2025;
- the approved consolidated financial statements as of December 31, 2025;
- the combined management report of Adtran Networks SE and the Group for the 2025 financial year;
- the explanatory report of the Management Board on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code (Handelsgesetzbuch);
- the report of the Supervisory Board for the 2025 fiscal year;
- the Sustainability Statement for the 2025 financial year;
- the Management Board's proposal for the appropriation of profits;
- the remuneration report of Adtran Networks SE for the 2025 fiscal year;

- the description of compensation system for Management Board members; and
- the forms that can be used to give a proxy for the General Meeting.

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

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

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

VIII. PRIVACY NOTICE

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

<https://www.adtran-networks.com/en/about-us/investors/shareholders-meetings>

IX. SIMULTANEOUS TRANSLATION

Simultaneous translation into English will be available for participants at the Adtran Networks SE General Meeting on June 15, 2026.

Meiningen, May 2026

Adtran Networks SE
The Management Board