



Adtran Networks SE

Meiningen

Publication of the resolution and the system for the compensation of Supervisory Board members pursuant to Section 113 para. 3 in conjunction with Section 120a para. 2 AktG

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The Annual General Meeting of Adtran Networks SE adopted a resolution on Friday, June 28, 2024, regarding agenda item 8 on the following system for the compensation of Supervisory Board members.

Valid votes were cast for 39,111,591 shares, representing 75,14% of the share capital. The votes cast were:

39,107,945	Yes	99,99%
3,646	No	0,01%

Accordingly, the Annual General Meeting approved the proposed compensation system for Supervisory Board members with the required majority.

The details of the compensation system for Supervisory Board members on which the proposed resolution is based are as follows (information in accordance with Section 113 (3) sentence 2 in conjunction with Section 87a (1) sentence 2 AktG):

a) The compensation system for Supervisory Board members provides for purely fixed compensation without variable components or share-based compensation. Granting purely fixed compensation is common practice in other listed companies and has proved successful. The Executive and Supervisory Boards believe that purely fixed compensation for Supervisory Board members is the most suitable way of strengthening the board's independence and considering its advisory and monitoring function, which is to be fulfilled regardless of the Company's success. Purely fixed compensation is also provided for in recommendation G. 18 sentence 1 of the German Corporate Governance Code.

b) The Supervisory Board compensation has the following components:

The annual fixed compensation for the Supervisory Board Chair is EUR 100,000 and EUR 75,000 for each of the other board members. The Audit Committee Chair receives total compensation of EUR 90,000 for their activities. This adequately considers the greater time commitment of the Chairs of the Supervisory Board and the Audit Committee. If a Supervisory Board member performs both functions with increased compensation, that member receives only the fixed annual compensation provided for the Supervisory Board Chair.

The Supervisory Board members are included in a financial loss liability insurance policy maintained by the Company for board members, the premiums for which are paid by the Company, insofar as the Company

has taken out such an insurance policy for the benefit of the Supervisory Board members. In addition to the compensation and the reimbursement of the expenses incurred by the Supervisory Board members in the exercise of their office, any value added tax payable on these expenses is reimbursed.

The upper limit for the compensation of Supervisory Board members results from the total fixed compensation, the amount of which depends on the individual tasks performed on the Supervisory Board or in the committees.

- c) The amount and structure of Supervisory Board compensation is in line with the market and ensures that the Company will continue to be able to attract and retain excellently qualified candidates for the Supervisory Board in the future. This is a prerequisite for the best possible performance of the Supervisory Board's advisory and monitoring activities, which in turn make a significant contribution to promoting the Company's business strategy and long-term development.
- .d) The annual compensation is paid in four tranches, one at the end of each quarter. If the Supervisory Board and/or its committees change, compensation is paid on a pro rata temporis basis.
- e) The compensation of Supervisory Board members is determined conclusively by Article 12 of the Statutes and the resolutions of approval by the Annual General Meeting. There are no ancillary or supplementary agreements. The compensation is linked to the duration of the appointment to the Supervisory Board. There are no promises of redundancy payments, retirement pensions, or early retirement pensions.
- f) Since the advisory and monitoring activities of Supervisory Board members are fundamentally different from the activities of the Company's employees, a vertical comparison with employee compensation is not a suitable criterion for determining the appropriateness of Supervisory Board compensation.
- g) The Supervisory Board's compensation is decided by the Annual General Meeting at the proposal of the Executive and Supervisory Boards. Periodically (at least every four years), the Executive and Supervisory Boards review whether the amount and structure of the compensation are still in line with the market and commensurate with the Supervisory Board's tasks and the Company situation. Advice can be provided by an external compensation expert. If there is reason to change the compensation for the Supervisory Board, the Executive and Supervisory Boards will submit a resolution proposal to that effect to the Annual General Meeting. Any conflicts of interest in the review of the compensation system are counteracted by the statutory competence regulation, since the final decision-making authority on compensating Supervisory Board members is assigned to the Annual General Meeting and a resolution proposal is submitted to it by the Executive and Supervisory Boards, so a system of mutual control is already provided for in the statutory regulations.
- h) This compensation regulation applies for the first time for the 2024 fiscal year. The tranche of the annual compensation for the first quarter of 2024 will be paid out together with the tranche for the second quarter of 2024.

Meiningen, June 2024

Adtran Networks SE  
*The Management Board*