



## Procedure for the exercise of voting rights by proxy

Eligible shareholders who do not want to participate in the Shareholders' Meeting personally may exercise their voting rights via an authorized representative (proxy), particularly via a financial institution, a shareholders' association, an instruction-bound proxy voting agent of the Company or any other person. Also in this case, proper registration is required; proof of the principal's shareholding is required in such cases as well. If a shareholder delegates his voting rights to more than one person, the Company has the right to refuse one or more such person/s (section 134 (3) sentence 2 AktG).

If neither a bank nor a shareholders' association or another institution or person regarded as equivalent in section 135 (8) or (10) AktG is given power of attorney, the power of attorney is to be issued in text form to ADVA Optical Networking SE or in text 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 another institution or person regarded as equivalent to these pursuant to section 135 (8) or (10) AktG is given power of attorney, only the statutory provisions (cf. section 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 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) AktG to obtain from the proxy to be appointed information on any special provisions to be observed in this respect.

Proof of authorization of a proxy must either be provided by means of a statement addressed to the Company or by the proxy on the day of the Shareholders' Meeting. This proof of proxy authorization may be submitted to ADVA Optical Networking SE via mail, fax or e-mail. Therefore, shareholders are asked to issue authorization via the authorization form provided by the Company in the following. Should authorization be given through a statement addressed to the Company, such authorization may be sent in text form to the following Company address:

### **UBJ. GmbH**

w/ HV ADVA Optical Networking SE  
Haus der Wirtschaft  
Kapstadtring 10  
22297 Hamburg  
Germany

via fax: +49 40 6378 5423  
via e-mail: [hv@ubj.de](mailto:hv@ubj.de)

The authorization may of course also be presented by the proxy at the Shareholders' Meeting, on the day of the event.

As a service to our shareholders, we offer to represent them through representatives of the Company to be appointed by the Company. Shareholders who wish to grant power of attorney to the proxy voting agents appointed by the Company also require an admission ticket to the Shareholders' Meeting. Should representatives of the Company be appointed by a shareholder, the shareholder must instruct these representatives as to how the voting rights should be exercised. The proxy voting agents appointed by the Company will not use their power of attorney unless instructed accordingly, meaning that the voting rights of the particular shareholder would be lost. The representatives appointed by the Company are obliged to exercise the voting rights in accordance with such instructions. A form for issuing power of attorney along with instructions to the representatives of the Company can be found on the back and front of the admission ticket, sent to shareholders. This form is also available for download at [www.advaoptical.com](http://www.advaoptical.com) - About Us - Investor Relations - Corporate Governance - Shareholders Meetings. For efficient processing, shareholders are requested to submit in text form all proxy voting authorizations and voting instructions, together with the admission ticket (preferably using the proxy authorization and instruction with the admission ticket) to the following address, for receipt no later than end of day on

**May 15, 2017, 24:00 hours** (day of receipt):

### **UBJ. GmbH**

w/ HV ADVA Optical Networking SE  
Haus der Wirtschaft  
Kapstadtring 10  
22297 Hamburg  
Germany

via fax: +49 40 6378 5423  
via e-mail: [hv@ubj.de](mailto:hv@ubj.de)

**Individual shareholder:**

*(please print):*

First name/Last name:

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Street address, city, zip code, country:

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Admission ticket no.:

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Number of shares:

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E-mail or phone number for inquiries:

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*(please print):*

**Proxy**

I/We authorize the following person  
Mr./Mrs.

**Sub-Proxy**

I/We authorize the following person  
Mr./Mrs.

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First name, Last name

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First name, Last name

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Street address, city, zip code, country

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Street address, city, zip code, country

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to represent me/us at the Annual General Meeting of ADVA Optical Networking SE on May 17, 2017 and to exercise my/our voting rights. The proxy has the right to issue a sub-proxy or to delegate this proxy to a third party.

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as a sub-proxy to represent me/us at the Annual General Meeting of ADVA Optical Networking SE on May 17, 2017 and to exercise my/our voting rights or to authorize a further sub-proxy to exercise my/our voting rights.

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Place, date, signature(s) or other declaration according to provisions of Sec. 126b of the German Civil Code (BGB)

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Place, date, signature(s) or other declaration according to provisions of Sec. 126b of the German Civil Code (BGB)

If the admission ticket is issued to an outside proxy holder, please bear in mind that for effective authorization to exercise voting rights in his/her own name, the authorized representative must be brought into possession of the shares to be represented.

## Proxy voting offer by the Company

As a special service, **ADVA Optical Networking SE** is providing you the opportunity to authorize employees of the Company to act as your voting proxy agents and to issue instructions to these employees regarding the exercise of your voting rights. The voting proxy agents are obliged to vote on each agenda item according to your instructions.

Should you accept this proxy voting offer, please issue your instructions and sign them below. Follow the instructions on the following two pages and return all required documentation no later than **May 15, 2017, 24:00 hours** (date it must be received at ADVA Optical Networking SE's offices).

### Proxy authorization and instructions

		Yes	No	Abstention
<input type="checkbox"/>	I/We vote regarding all agenda items in accordance with the proposals of the management board and supervisory board or (to the extent that only the supervisory board has made proposals) of the supervisory board as published in the Federal Gazette	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Or</b>				
<input type="checkbox"/>	I/We issue the following instructions:			
	<b>Agenda item <sup>1)</sup></b>	<b>Yes</b>	<b>No</b>	<b>Abstention</b>
2	Resolution on the appropriation of the net retained profits for the 2016 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval of the activities of the members of the Management Board during the 2016 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of the activities of the members of the Supervisory Board during the 2016 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Appointment of the auditor and group auditor for the 2017 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	New election to the Supervisory Board			
	- Election of Mr. Nikos Theodosopoulos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	- Election Mrs. Prof. Dr. Johanna Hey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	- Election of Mr. Prof. Dr.-Ing. Hans-Joachim Grallert	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<sup>1)</sup> Only one box may be ticked for each agenda item			

I/We hereby authorize the proxy voting agents of ADVA Optical Networking SE (**Susanne Kühnlein-Vollmar or Tatjana Weyer, Munich**), to represent me/us at the Annual General Meeting of ADVA Optical Networking SE on **May 17, 2017**, and to exercise my/our voting rights in accordance with my/our instructions. This authority may be delegated. The proxy voting agents may only act on my/our behalf if I/we have signed this proxy form.

Please note that you cannot vote by the proxy voting agents on proposals related to the procedure of the Annual General Meeting, on counter proposals filed in the Annual General Meeting or on other proposals that have not been disclosed in advance of the Annual General Meeting.

The proxy voting agents appointed by the company are available only to exercise voting rights and not to exercise any other rights, if this is not needed to exercise the voting rights.

Place, date

Signature(s) or other declaration according to provisions of Sec. 126b of the German Civil Code (BGB)

**Sender  
(please print):**

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First name, last name

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Company name

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Street address

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Zip code, city, country

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Phone number

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**A –  
Applies only in case your shares in ADVA Optical Networking are held on a depository bank account in Germany**

If you plan to accept the proxy voting offer by the proxy voting agents of ADVA Optical Networking SE, Meiningen, Germany (**Susanne Kühnlein-Vollmar or Tatjana Weyer, Munich**), it is mandatory that you request an **admission ticket** from your custodian bank (i.e., the bank that notified you about the Annual General Meeting of ADVA SE Optical Networking), and that you return the ticket together with the proxy/instructions form to the following address:

**UBJ. GmbH**

w/ HV ADVA Optical Networking SE  
Haus der Wirtschaft  
Kapstadtring 10  
22297 Hamburg, Germany  
or by fax to +49 40 6378 5423  
or via e-mail to [hv@ubj.de](mailto:hv@ubj.de)

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The registration to the Annual General Meeting and the proof of share ownership must be received by the company no later than six days before the meeting, i.e.

**May 10, 2017, 24:00 hours**

at

ADVA Optical Networking SE  
c/o Deutsche Bank AG  
Securities Production  
General Meetings  
P.O. Box 20 01 07  
60605 Frankfurt am Main, Germany  
or by fax to +49 69 12012 86045  
or by e-mail to [wp.hv@db-is.com](mailto: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.

**B –  
Applies only in case your shares in ADVA Optical Networking are held on a depository bank account  
outside of Germany**

If you plan to accept the proxy voting offer by the proxy voting agents of ADVA Optical Networking SE, Meiningen, Germany (**Susanne Kühnlein-Vollmar or Tatjana Weyer, Munich**), it is mandatory that you have your custodian bank fill out and sign the following confirmation of deposit, and that you return the completed and signed confirmation of deposit together with the proxy/instructions form to the following address:

**UBJ. GmbH**

w/ HV ADVA Optical Networking SE  
Haus der Wirtschaft  
Kapstadtring 10  
22297 Hamburg, Deutschland  
oder mittels Fax unter +49 40 6378 5423  
oder mittels E-Mail unter [hv@ubj.de](mailto:hv@ubj.de)

**Confirmation of deposit (to be filled out and signed by the custodian bank)**

Number of shares of ADVA Optical Networking SE held at the beginning of the 21<sup>st</sup> day before the Annual General Meeting, i.e. on **April 26, 2017**, 00:00 CEST for

*Name and address of shareholder  
(please use block letters):*

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shares.

*Name and address of custodian bank:*

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\_\_\_\_\_  
City, date

\_\_\_\_\_  
Seal/  
signature of custodian bank

The registration to the Annual General Meeting and the proof of share ownership must be received by the company no later than six days before the meeting, i.e.

**May 10, 2017, 24:00 hours**

at

ADVA Optical Networking SE  
c/o Deutsche Bank AG  
Securities Production  
General Meetings  
P.O. Box 20 01 07  
60605 Frankfurt am Main, Germany  
or by fax to +49 69 12012 86045  
or by e-mail to [wp.hv@db-is.com](mailto: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.