

Suchergebnis

Name	Bereich	Information	V.-Datum
ADTRAN Holdings Inc. Huntsville, Alabama	Gesellschafts- bekanntma- chungen	NOTICE OF ANNUAL MEETING OF STOCKHOLDERS	13.04.2023

ADTRAN HOLDINGS, INC.

901 EXPLORER BOULEVARD
HUNTSVILLE, ALABAMA 35806
UNITED STATES OF AMERICA

ISIN US00486H1059
WKN A3C7M6

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD WEDNESDAY, MAY 10, 2023

NOTICE HEREBY IS GIVEN that the 2023 Annual Meeting of Stockholders (the "Annual Meeting") of ADTRAN Holdings, Inc. ("Company") will be held on Wednesday, May 10, 2023, at 10:30 a.m., Central Time, via live webcast. You can participate in the meeting by visiting

<https://adtran.hvanmeldung.online>

and entering the shareholder number and password included on your proxy card. If you hold your shares through an institution, such as a bank or broker, and do not have a shareholder number and password, please contact the bank or broker or our AD (see below) to request a proxy card. Please log in to the website by 10:15 a.m., Central Time, on the day of the meeting. For more information, please visit our website at <https://adtran.hvanmeldung.online> or contact our AD at the physical location for the Annual Meeting.

The Annual Meeting is being held for the purposes of considering and voting upon:

- 1. A proposal to elect nine directors to serve until the 2024 Annual Meeting of Stockholders;**
- 2. An advisory proposal with respect to the compensation of the Company's named executive officers ("NEOs") described in the Compensation Discussion and Analysis, executive compensation tables and accompanying the Proxy Statement;**
- 3. An advisory proposal with respect to the frequency of future votes on the compensation of the Company's named executive officers;**
- 4. A proposal to ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2023; and**
- 5. Such other business as properly may come before the Annual Meeting or any adjournments thereof. The Directors is not aware of any other business to be presented for a vote of the stockholders at the Annual Meeting.**

The Board of Directors recommends that you vote FOR each of the nine director nominees; FOR the approval on an advisory proposal with respect to the compensation of the Company's NEOs; FOR the option of "EVERY YEAR" as the preferred frequency for future advisory votes on the compensation of the Company's NEOs; and FOR the ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2023. The Annual Meeting may be adjourned from time to time without notice other than announcement at the meeting or at adjournments thereof, and any business that may be transacted at any such adjournment.

Information relating to the above matters is set forth in the Proxy Statement. Stockholders of record at the close of business on May 13, 2023, are entitled to receive notice of and to vote during the Annual Meeting and any adjournments thereof.

Whether or not you plan to participate in the Annual Meeting, we urge you to review these materials carefully, which are available at <https://materials.proxyvote.com/00738A>. We also encourage you to vote by one of the following means:

By Internet: Go to the website

<https://adtran.hvanmeldung.online>

and follow the instructions. You will need the shareholder number and password included on your proxy card to vote by **Contact your bank or broker or our ADEUS hotline (see below) to request a proxy card.**

By Mail: You may request a hard copy of the proxy materials, including a proxy card, by following the instructions on y **Contact your bank or broker or our ADEUS hotline (see below) to request a proxy card.** If you request and rec card, please mark your selections on the proxy card, date and sign your name exactly as it appears on the proxy card a proxy card to ADEUS Aktienregister-Service-GmbH, Hauptversammlung, Postfach 57 03 64, 22772 Hamburg, Germany cards must be received no later than May 9, 2023 in order to be counted for the Annual Meeting.

Contact our ADEUS hotline by telephone or email at

+49 (0) 89 - 2019 0365 or hauptversammlung-service@adeus.de

for questions regarding voting and using the online service.

You can submit questions in advance of the Annual Meeting by visiting <https://adtran.hvanmeldung.online>, entering you number and password, and using the "Questions for Management" feature. You can submit questions during the Annua following the instructions on the meeting website. Management will answer pertinent questions in the "Investor Resour our website at <https://investors.adtran.com>. The questions and answers will be available as soon as practicable after th Meeting and will remain available for thirty (30) days after posting.

By order of the Board of Directors,

MICHAEL K. FOLIANO
Senior Vice President of Finance, Chief Financial Officer and Corporate Secretary

Huntsville, Alabama, United States of America, March 28, 2023
