

Subject Companies:  
ADTRAN, Inc.  
(Commission File No.: 000-24612)  
ADVA Optical Networking SE

August 30, 2021

ADTRAN CEO Letter to All ADTRAN Employees

Subject Line: Important Update

All,

I am excited to share the news that ADTRAN and ADVA are combining to create a global leader in fiber networking solutions. Headquartered in Germany and with a significant presence in the U.S., ADVA is a global leader in optical transport and Carrier Ethernet solutions. Similar to ADTRAN, they are in a growth phase, fueled by the demand for fiber connectivity. With a comparable scale to ADTRAN, impressive customer base and a complementary portfolio, ADVA is the ideal partner to further accelerate ADTRAN's rapid growth in the fiber networking space.

As part of our 3-year strategic plan, we have been focused on three primary initiatives: 1) grow our fiber footprint, 2) diversify our customer base, and 3) maximize/diversify the revenue streams within our fiber operators with offerings such as CPE and services. We have done a great job with executing on these goals to date, consistently growing faster than our competitors in each of these areas. The market landscape has also changed in the past year and a half. Fueled by the pandemic and the realization of the importance of fiber-based broadband connectivity, public and private funding for these fiber infrastructure projects has increased significantly with more funding planned in the years ahead. At the same time, Huawei is more vulnerable than ever due to ongoing security and supply chain concerns, opening up a unique opportunity for ADTRAN to displace them globally. This replacement opportunity is more pronounced in Europe and Aus/NZ where they have historically maintained nearly 50% market share.

You may wonder why we would choose to combine with ADVA, or any other company, right now given the success we are having and the growth ahead. For one, we are in the early stages of a what is likely to be a decade-long investment cycle in fiber. Now is the right time to expand our scale and portfolio in order to maximize the opportunity ahead of us. Also, if you look at ADVA's portfolio, geographic footprint and core competencies, they are the ideal match to ADTRAN. Here are some more details on why ADTRAN and ADVA are the best fit:

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- **Complementary portfolio:** ADVA specializes in metro optical and Carrier Ethernet solutions. Within the optical space, they focus on open, disaggregated fiber transport systems while we pioneered open, disaggregated fiber access systems. These are directly adjacent segments to our portfolio in the fiber networking space. This combination differentiates our portfolio relative to our key competitors while enhancing our cross-selling opportunities. Looking at our 3-year plan, this addresses our strategy to grow our fiber footprint and diversify the revenue opportunity with these fiber operators.
  - **Expanded geographic presence:** ADVA is strong in the markets we want to grow in, especially Europe, where they have their largest presence. Similarly, we have a broad set of resources in the U.S. where we see significant demand for their optical solutions.
  - **Customer diversity:** ADVA has a complementary customer base. In some tier 1 customers, primarily DT, BT and Lumen, we both have strong positions which will improve our scale and relevance to these large-scale customers. In addition, they have a diverse mix of tier 1s customers, regional operators and large-scale enterprise customers that ADTRAN is not serving today. This combination provides us with an opportunity to sell our portfolio into these new customers while furthering our goal of customer diversification.
  - **Similar culture and focus on innovation:** In addition to having a great portfolio and broad geographic resource pool, ADVA is a perfect match for ADTRAN due to our remarkably similar cultures. ADTRAN is a U.S.-headquartered company with a strong base of German employees and customers. ADVA is based out of Germany with a really strong R&D presence in the U.S. Both companies are of similar size and are successful in our core market segments due to a consistent focus on innovation, execution and customer relationships.

In the new combined organization, I will remain the Chairman and CEO while Mike Foliano will be the CFO. All six ADTRAN board members will remain in place and be complemented by three board members from ADVA. I have known Brian, the CEO of ADVA, for almost 14 years and we have established a strong relationship and a common vision for market developments. Brian has cultivated a strong, inclusive company culture with ADVA that is very similar to our own where our employees and customers are at the center of everything we do. Through this process, our management team has gotten to know the ADVA leadership team, and we are excited to join forces and bring these two world-class companies together.

I am excited to welcome the ADVA team to ADTRAN and we look forward to working together as we bring our two great companies together. The transaction is expected to close during the second or third quarter of 2022, subject to regulatory approvals and other customary closing conditions. Until we receive all required regulatory approvals and close the transaction, ADVA and ADTRAN will continue to operate as separate companies. In the meantime, our focus should remain on our core mission – innovation and our customers, and we are business as usual.

I will be hosting a town hall on August 31st to share more details on this exciting announcement. A calendar invite with details will follow.

As with any announcement of this size, it will take us time to work through the details. As usual, if you receive any inquiries from the press, please do not engage and forward immediately to Rhonda Lambert at [rhonda.lambert@adtran.com](mailto:rhonda.lambert@adtran.com).

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In the meantime, please read the press release for more details.

Tom Stanton

**Important Information For Investors And Stockholders**

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. It does not constitute a prospectus or prospectus equivalent document. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

In connection with the proposed transaction between ADTRAN and ADVA, Acorn HoldCo, Inc. (“Acorn HoldCo”) is expected to file a Registration Statement on Form S-4 with the SEC that will include (1) a proxy statement of ADTRAN that will also constitute a prospectus for Acorn HoldCo and (2) an offering prospectus of Acorn HoldCo to be used in connection with Acorn HoldCo’s offer to acquire ADVA shares held by U.S. holders. When available, ADTRAN will mail the proxy statement/prospectus to its stockholders in connection with the vote to approve the merger of ADTRAN and an indirect wholly-owned subsidiary of Acorn HoldCo, and Acorn HoldCo will distribute the offering prospectus to ADVA shareholders in the United States in connection with Acorn HoldCo’s offer to acquire all of the outstanding shares of ADVA.

**INVESTORS AND SECURITY HOLDERS OF ADTRAN AND ADVA ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS, THE OFFER DOCUMENT AND OTHER DOCUMENTS THAT WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.**

Investors and security holders will be able to obtain free copies of the proxy statement/prospectus (when available) and other documents filed with the SEC by ADTRAN or Acorn HoldCo through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by ADTRAN will be available free of charge at <https://investors.adtran.com/> and under the heading “SEC Filings”. Furthermore, the German language version of the offer document will be published by way of announcement on the internet at [acorn-offer.com](http://acorn-offer.com) and by keeping available copies free of charge at the settlement agent. You will also be able to obtain a copy of the non-binding English translation of the offer document, which has not been reviewed by BaFin, on the internet at [acorn-offer.com](http://acorn-offer.com).

**Certain Information Regarding Participants**

ADTRAN and Acorn HoldCo and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from ADTRAN’s stockholders in respect of the proposed business combination. Information regarding the persons who are, under the rules of the SEC, participants in the solicitation of the stockholders of ADTRAN in connection with the proposed transaction, including a description of their direct or indirect interests, by security holdings or otherwise, will be set forth in the proxy statement/prospectus to be filed with the SEC. Information regarding the directors and executive officers of ADTRAN is contained in ADTRAN’s Annual Report on Form 10-K for the year ended December 31, 2020 and its Proxy Statement on Schedule 14A, dated March 30, 2021, which are filed with the SEC and can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus and other relevant materials to be filed with the SEC regarding the proposed transaction when they become available.

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## Cautionary Statement Regarding Forward-Looking Statements

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. You can generally identify forward-looking statements by the use of forward-looking terminology such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “explore,” “evaluate,” “intend,” “may,” “might,” “plan,” “potential,” “predict,” “project,” “seek,” “should,” or “will,” or the negative thereof or other variations thereon or comparable terminology. These forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond ADTRAN’s and ADVA’s control.

These forward-looking statements include, but are not limited to, statements regarding benefits of the proposed business combination, integration plans and expected synergies, and anticipated future growth, financial and operating performance and results. Forward-looking statements involve risks and uncertainties that may cause actual results to be materially different from the results predicted or expected. No assurance can be given that these forward-looking statements will prove accurate and correct, or that projected or anticipated future results will be achieved. Factors that could cause actual results to differ materially from those indicated in any forward-looking statement include, but are not limited to: the expected timing and likelihood of the completion of the contemplated business combination, including the timing, receipt and terms and conditions of any required governmental and regulatory approvals of the contemplated business combination that could reduce anticipated benefits or cause the parties to abandon the transaction; the occurrence of any event, change or other circumstances that could give rise to the termination of the business combination agreement; the ability to successfully complete the proposed business combination; regulatory or other limitations imposed as a result of the proposed business combination; the success of the business following the proposed business combination; the ability to successfully integrate the ADTRAN and ADVA businesses; the possibility that ADTRAN stockholders may not approve the business combination agreement or that the requisite number of ADVA shares may not be tendered in the public offer; the risk that the parties may not be able to satisfy the conditions to closing of the proposed business combination in a timely manner or at all; risks related to disruption of management time from ongoing business operations due to the proposed business combination; the risk that the announcement or consummation of the proposed business combination could have adverse effects on the market price of ADTRAN’s common stock or ADVA’s common shares or the ability of ADTRAN and ADVA to retain customers, retain or hire key personnel, maintain relationships with their respective suppliers and customers, and on their operating results and businesses generally; the risk that Acorn HoldCo may be unable to achieve expected synergies or that it may take longer or be more costly than expected to achieve those synergies; the risk of fluctuations in revenue due to lengthy sales and approval process required by major and other service providers for new products; the risk posed by potential breaches of information systems and cyber-attacks; the risks that ADTRAN, ADVA or the post-combination company may not be able to effectively compete, including through product improvements and development; and such other factors as are set forth in ADVA’s annual and interim financial reports made publicly available and ADTRAN’s and Acorn HoldCo’s public filings made with the SEC from time to time, including but not limited to those described under the headings “Risk Factors” and “Forward-Looking Statements” in ADTRAN’s Form 10-K for the fiscal year ended December 31, 2020 and ADTRAN’s Form 10-Q for the quarterly period ended June 30, 2021, which are available via the SEC’s website at [www.sec.gov](http://www.sec.gov). The foregoing list of risk factors is not exhaustive. These risks, as well as other risks associated with the contemplated business combination, will be more fully discussed in the proxy statement/prospectus and the offering prospectus that will be included in the Registration Statement on Form S-4 that will be filed with the SEC and in an offering document and/or any prospectuses or supplements to be filed with BaFin in connection with the contemplated business combination. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than ADTRAN, ADVA or Acorn HoldCo has described. All such factors are difficult to predict and beyond our control. All forward-looking statements included in this document are based upon information available to ADTRAN, ADVA and Acorn HoldCo on the date hereof, and each of ADTRAN, ADVA and Acorn HoldCo disclaims and does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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It should also be noted that projected financial information for the combined businesses of ADTRAN and ADVA is based on management's estimates, assumptions and projections and has not been prepared in conformance with the applicable accounting requirements of Regulation S-X relating to pro forma financial information, and the required pro forma adjustments have not been applied and are not reflected therein. None of this information should be considered in isolation from, or as a substitute for, the historical financial statements of ADTRAN or ADVA. Important risk factors could cause actual future results and other future events to differ materially from those currently estimated by management, including, but not limited to, the risks that: a condition to the closing of the proposed business combination may not be satisfied; a regulatory approval that may be required for the proposed business combination is delayed, is not obtained or is obtained subject to conditions that are not anticipated; ADTRAN is unable to achieve the synergies and value creation contemplated by the proposed business combination; ADTRAN is unable to promptly and effectively integrate ADVA's businesses; management's time and attention is diverted on transaction related issues; disruption from the transaction makes it more difficult to maintain business, contractual and operational relationships; the credit ratings of the combined company declines following the proposed business combination; legal proceedings are instituted against ADTRAN, ADVA or the combined company; ADTRAN, ADVA or the combined company is unable to retain key personnel; and the announcement or the consummation of the proposed business combination has a negative effect on the market price of the capital stock of ADTRAN and common shares of ADVA or on ADTRAN's and ADVA's operating results.

No assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do occur, what impact they will have on the results of operations, financial condition or cash flows of ADTRAN or ADVA. Should any risks and uncertainties develop into actual events, these developments could have a material adverse effect on the proposed transaction and/or ADTRAN or ADVA, ADTRAN's ability to successfully complete the proposed transaction and/or realize the expected benefits from the proposed transaction. You are cautioned not to rely on ADTRAN's and ADVA's forward-looking statements. These forward-looking statements are and will be based upon management's then-current views and assumptions regarding future events and operating performance, and are applicable only as of the dates of such statements. Neither ADTRAN nor ADVA assumes any duty to update or revise forward-looking statements, whether as a result of new information, future events or otherwise, as of any future date.

### **The Offer**

This communication is neither an offer to purchase nor a solicitation of an offer to sell shares in ADVA. The offer itself, as well as its terms and conditions and further provisions concerning the offer, will be set forth in the offer document following the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) permission to publish the offer document. Investors and holders of shares in ADVA are strongly advised to thoroughly read the offer document and all other relevant documents regarding the offer upon their availability since they will contain important information.

The offer will exclusively be subject to the laws of the Federal Republic of Germany and certain applicable provisions of securities laws of the United States of America. Any agreement that is entered into as a result of accepting the offer will be exclusively governed by the laws of the Federal Republic of Germany and is to be interpreted in accordance with such laws.