

Document according to Art. 1 para. 5 letter h) of

REGULATION (EU) 2017/1129 OF THE EUROPEAN PARLIAMENT
AND OF THE COUNCIL of 14 June 2017 ("Prospectus Regulation")

for the admission to trading on the regulated market (*regulierter Markt*)
of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*)

of up to 4,625,058 shares of common stock (the "New Shares")

ISIN US00486H1059

of

ADTRAN Holdings, Inc.,

a corporation under the laws of the State of Delaware, United States with its registered office in the State of Delaware at Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808 and its principal executive offices at 901 Explorer Boulevard, Huntsville, Alabama 35806-2807 (the "**Company**")

authorized for issuance under

- the ADTRAN Holdings, Inc. 2024 Employee Stock Incentive Plan and
- the ADTRAN Holdings, Inc. 2024 Directors Stock Plan,

each such share with a par value of USD 0.01 per share, of the Company (the "**Common Stock**")

ADTRAN Holdings, Inc. 2024 Employee Stock Incentive Plan

The Company's 2024 Annual Meeting of Stockholders held on 8 May 2024 approved the ADTRAN Holdings, Inc. 2024 Employee Stock Incentive Plan (the "**2024 Employee Plan**"). At its meeting on 29 February 2024, the Company's Board adopted the 2024 Employee Plan, which became effective upon stockholder approval on 8 May 2024.

The purpose of the 2024 Employee Plan is to further the growth and development of the Company by offering certain employees and key service providers and advisors of the Company and its subsidiaries the opportunity to own a proprietary interest in the Company. The Company intends that the 2024 Employee Plan will provide such individuals with an added incentive to continue in the employ and/or service, promote the growth, efficiency and profitability, and help attract outstanding individuals to the service, of the Company and its subsidiaries.

The stock underlying awards under the 2024 Employee Plan is the Company's Common Stock. The total aggregate shares of Common Stock authorized for issuance during the

term of the 2024 Employee Plan is limited to 3,970,058 shares, subject to adjustment in connection with awards previously granted under the Company's prior equity incentive plans, with no more than 1,000,000 shares awarded to any participant during any calendar year, subject to adjustment as provided in the 2024 Employee Plan. Common Stock subject to awards and other provisions of the 2024 Employee Plan shall consist of the following: (i) authorized but unissued shares of Common Stock; (ii) authorized and issued shares of Common Stock held by the Company in its treasury which have been reacquired by the Company; and (iii) shares of Common Stock purchased by the Company in the open market. The 2024 Employee Plan permits grants of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock, and restricted stock units. Participants of the 2024 Employee Plan are the individuals who have been selected to receive an award, or with respect to whom an award is outstanding, under the 2024 Employee Plan. The individuals eligible to receive awards under the 2024 Employee Plan include (i) active employees of the Company or its subsidiaries, including employees who are also members of the Company's Board of Directors and (ii) key service providers and advisors of the Company. Only employees of the Company or any subsidiary are eligible to receive incentive stock options.

The Company registered the shares of Common Stock that are issuable under the 2024 Employee Plan under the Securities Act of 1933, as amended (the "**Securities Act**") by filing a Registration Statement on Form S-8 (Registration No. 333-279310) with the Securities and Exchange Commission (the "**Commission**") on 10 May 2024.

Further information on the 2024 Employee Plan can be obtained from the Registration Statement on Form S-8 for the 2024 Employee Plan to which the 2024 Employee Plan is attached as Exhibit 4.4 and which is available on the Commission's webpage, <http://www.sec.gov>, or the Company's webpage under <https://investors.adtran.com/sec-filings/default.aspx>.

ADTRAN Holdings, Inc. 2024 Directors Stock Plan

The Company's 2024 Annual Meeting of Stockholders held on 8 May 2024 approved the ADTRAN Holdings, Inc. 2024 Directors Stock Plan (the "**2024 Directors Plan**"). At its meeting on 29 February 2024, the Company's Board adopted the 2024 Directors Plan, which became effective upon stockholder approval on 8 May 2024.

The purpose of the 2024 Directors Plan is to further the growth and development of the Company by encouraging non-employee directors to obtain a proprietary interest in the Company by owning its stock. The Company intends that the 2024 Directors Plan will provide such persons with an added incentive to continue to serve as directors and will stimulate their efforts in promoting the growth, efficiency and profitability of the Company. The Company also intends that the 2024 Directors Plan will afford the Company a means of attracting individuals of outstanding quality to service on the Board of Directors.

The stock underlying awards under the 2024 Directors Plan is the Company's Common Stock. The total aggregate shares of Common Stock authorized for issuance during the

term of the 2024 Directors Plan is limited to 655,000 shares, subject to adjustment in connection with awards previously granted under the Company's prior equity incentive. Common Stock subject to awards and other provisions of the 2024 Directors Plan shall consist of the following: (i) authorized but unissued shares of Common Stock; (ii) authorized and issued shares of Common Stock held by the Company in its treasury which have been reacquired by the Company; and (iii) shares of Common Stock purchased by the Company in the open market. The 2024 Directors Plan permits grants of nonqualified stock options, restricted stock, and restricted stock units.

Participants of the 2024 Directors Plan are the Company's directors who have been selected to receive an award, or with respect to whom an award is outstanding, under the 2024 Directors Plan. A director means an individual who is not an employee of the Company and who is serving as a member of the Board of Directors of the Company, including as a director emeritus providing advisory services to the Board of Directors.

The Company registered the shares of Common Stock that are issuable under the 2024 Directors Plan under the Securities Act by filing a Registration Statement on Form S-8 (Registration No. 333-279311) with the Commission on 10 May 2024.

Further information on the 2024 Directors Plan can be obtained from the Registration Statement on Form S-8 for the 2024 Directors Plan to which the 2024 Directors Plan is attached as Exhibit 4.4 and which is available on the Commission's webpage, <http://www.sec.gov>, or the Company's webpage under <https://investors.adtran.com/sec-filings/default.aspx>.

Further Information

All shares of Common Stock issued by the Company until the date hereof are admitted to trading on the Regulated Market (*Regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with simultaneous admission to the sub-segment of the regulated market with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), on the basis of a prospectus, dated as of 7 July 2022, as approved by the German Federal Financial Supervisory Authority (**Bundesanstalt für Finanzdienstleistungsaufsicht** – BaFin) on 7 July 2022.

The New Shares are or will be uncertificated shares of Common Stock evidenced by a book-entry system maintained by the registrar of the Common Stock.

Subject to the preferences applicable to any series of preferred stock, if any, outstanding at any time, the holders of Common Stock are entitled to share equally, on a per share basis, in such dividends and other distributions of cash, property or shares of stock of the Company as may be declared by the Board of Directors of the Company from time to time with respect to the Common Stock out of assets or funds of the Company legally available therefor.

The New Shares of Common Stock shall be admitted and introduced to trading on the Regulated Market (*Regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter*

Wertpapierbörse) on the basis of this Information Document according to Art. 1 para. 5 letter h) of the Prospectus Regulation and shall be issued solely pursuant to equity awards made under the 2024 Employee Plan and the 2024 Directors Plan.

Huntsville, Alabama, October 2024

ADTRAN Holdings, Inc.