



ADTRAN Holdings, Inc.

Outside Director Stock Ownership Guidelines

WHEREAS, the Board of Directors (the "Board") of ADTRAN Holdings, Inc. (including its predecessor ADTRAN, Inc., "Adtran" or the "Company") continually evaluates corporate governance practices and policies, including those related to compensation, to ensure they are in the best interests of the Company and its shareholders; and

WHEREAS, individual directors have for many years received a portion of their compensation as equity grants in the Company, including in the form of restricted stock units or stock options, and consistent with their interest in the long-term success of the Company have generally retained ownership of a material portion of such grants upon vesting; and

WHEREAS, the Board has discussed and agreed to formally adopt stock ownership guidelines to memorialize the Board's long held belief and practice that ownership by individual directors of shares in the Company expresses a commitment to the long-term growth and success of the Company and is in alignment with the interests of the shareholders; and

WHEREAS, it is also the Board's intent that such guidelines should not impose undue financial hardship on any individual director and therefore should enable new directors to meet the ownership requirements through the annual equity grants included in their compensation for service on the Board and also should permit the Board (or the Nominating and Corporate Governance Committee (the "Committee") or other persons as it may designate) to allow deviation from the ownership requirements for an individual director upon good cause shown.

NOW, THEREFORE, BE IT RESOLVED, that in consideration of the foregoing, the Board hereby adopts the following stock ownership guidelines ("Stock Ownership Guidelines"):

1. Applicable Persons. These Stock Ownership Guidelines were initially adopted on January 1, 2020, by Adtran, Inc., the predecessor to the Company ("Effective Date"). They shall apply to each current non-employee member of the Board, or "outside director," and any new outside director upon election to the Board and shall continue to apply to such persons until he or she is no longer a director of the Company. A director emeritus is not subject to these Stock Ownership Guidelines.

2. Stock Ownership Requirements and Valuation. Subject to paragraph 3 below, each outside director shall hold shares of Adtran common stock with a Value (as defined in this paragraph) equal to at least three (3) times the amount of the regular annual cash retainer paid for service on the Board. Such amount shall initially be set using the Company's most recently paid annual cash retainer for service as a director as of the date the person first became subject to these guidelines and shall exclude any compensation paid for serving as a lead independent director, chairperson or additional committee service. Such amount will be re-calculated annually in the first calendar quarter based on the applicable annual cash retainer in effect as of December 31 of the preceding year. Compliance with the ownership requirement also will be determined annually in the first calendar quarter. In making such determination, the "Value" of shares held shall be deemed to be the greater of (i) fair market value on the last trading day of the immediately preceding calendar year; or (ii) fair market value on the date of

acquisition of each share held. For clarity, the date of acquisition of a share shall be the date of grant (as opposed to date of vesting) of the restricted stock unit, stock option, stock appreciation right, or other equity grant that resulted in the share, as the case may be, or the date of purchase, assignment or transfer, with respect to shares acquired in the open market or by other means. The Chief Financial Officer (or his or her designee) shall determine and maintain records of each outside director's compliance with the requirements set forth herein during the first calendar quarter of each year and shall report the results of such determination to the Chair of the Committee by the last business day thereof.

3. Timeline for Compliance. Outside directors shall meet the ownership requirement set forth in paragraph 2 on or before the later of (i) the fifth anniversary of their initial election or appointment to the Board or the Board of Directors of ADTRAN, Inc., as an outside director and (ii) the fifth anniversary of the Effective Date. If the number of shares that outside directors are required to own is increased as a result of an increase in the regular annual cash retainer, the outside directors shall have five years from the effective date of the increase in the retainer to attain the increased level of ownership.

4. Identification of Shares Held for Purposes of these Guidelines. Shares that count towards satisfaction of the Stock Ownership Guidelines include: (i) shares owned outright by the director or his or her immediate family members residing in the same household, and (ii) shares held in trust or custody for the benefit of the director or one or more members of his or her family, and (iii) shares (or units representing shares) held in a deferred compensation account under the Equity Deferral Program for Directors or other similar deferral plan. Unvested equity awards do not count towards satisfaction of the ownership requirement. Outside directors shall receive 30% credit for vested but unexercised in-the-money stock options.

5. Restriction on Sales in Certain Instances. Except as provided in paragraph 6, outside directors shall refrain from selling or transferring shares until they have first satisfied the stock ownership requirement set forth in paragraph 2. Thereafter, directors should consider the effect on their compliance with these Stock Ownership Guidelines before selling shares. Once a director has met the stock ownership requirement set forth in paragraph 2, if there is a subsequent decline in the Company's share price that causes the director's ownership level to fall below the Stock Ownership Guidelines, the director is not required to purchase additional shares to meet the Stock Ownership Guidelines; provided, and except as stated in paragraph 6, such director shall refrain from selling or transferring shares until the Stock Ownership Guidelines are again satisfied. Notwithstanding anything to the contrary set forth in this paragraph 5 or otherwise in these Stock Ownership Guidelines, the foregoing restrictions in this paragraph 5 shall not prevent directors from selling, or the Company from withholding, the number of shares necessary in order to satisfy the exercise price of an option or the income or other applicable taxes in connection with the exercise, vesting or settlement of an equity award. For the avoidance of doubt, any acquisition or sale of shares in the Company is subject to applicable insider trading rules and the Company's Insider Trading Policy as well as the rules of any national securities exchange on which the Company's securities are then listed. Further, directors are responsible to observe any disclosure and/or reporting obligations under applicable legal or regulatory provisions and the rules of any national securities exchange on which the Company's securities are then listed.

6. Exceptions. The Committee at its discretion may waive these Stock Ownership Guidelines, or extend the time for compliance, for directors joining the Board from government, academia, or similar professions. The Committee may also waive these Stock Ownership Guidelines, in whole or in part, as to any director for good cause. By way of example, the Committee may waive these Stock Ownership Guidelines if compliance would cause a director to suffer undue financial hardship or prevent a director from complying with a court order, as in the case of a divorce settlement, or if it would lead to a conflict of interest for a director.
