



Charter of the Sustainability Committee of the Board of Directors

Purpose

The Sustainability Committee (the "Committee") of the Board of Directors (the "Board") of Adtran Holdings, Inc. (the "Company") shall assist the Board in fulfilling its oversight responsibilities with regard to, including, but not limited to environmental, health and safety, corporate social responsibility, sustainability, company culture and reputation, employee engagement, community, and other public policy matters relevant to the Company (collectively, "Sustainability Matters").

Organization and Membership

The Committee shall be comprised of three or more directors, as determined by the Board, each of whom must be an "Independent Director" as defined by the listing standards established by the Nasdaq Stock Market. Members of the Committee shall be appointed by the full Board at a Board meeting immediately following the annual meeting of shareholders and shall serve a one-year term. Members may be removed by the Board at any time with or without cause. Upon the death, removal or resignation of a member, the full Board may appoint a successor to serve the remainder of the unexpired term. Unless the chairman of the Committee (the "Chair") is appointed by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. The Committee shall have the power to create subcommittees with such powers as the Committee shall from time to time confer.

Meetings

The Committee will hold at least two meetings per year or more frequently as its members in their reasonable discretion may decide. The Chair of the Committee will establish the agenda for each Committee meeting which may include an executive session of the Committee without management present. The Committee may invite such members of management and other persons to its meetings as it may deem appropriate. The Committee shall be responsible for maintaining appropriate records of its actions and minutes of its meetings. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Responsibilities and Duties

1. Oversight of Sustainability Matters

The Committee will have, without limitation, the following duties and responsibilities:

- (i) Work with management to recommend to the Board the Company's overall general strategy with respect to Sustainability Matters.

- (ii) Review the Company's policies, practices and performance, as well as procedures used to prepare regulatory disclosures relating to Sustainability Matters, including the annual sustainability report(s).
- (iii) In relation to Sustainability Matters, oversee the Company's reporting standards and, in coordination with the Audit Committee of the Board as needed, review the Company's required regulatory reports.
- (iv) Report to the Board current and emerging topics relating to Sustainability Matters that may affect the business, operations, performance, or public image of the Company or are otherwise pertinent to the Company and its stakeholders and, if appropriate, detail actions taken in relation to the same.
- (v) Advise the Board on stockholder proposals and other significant stakeholder concerns relating to Sustainability Matters.
- (vi) Coordinate with other committees of the Board on Sustainability -related matters.

2. Reports to the Board of Directors.

The Committee must report regularly to the Board regarding the activities of the Committee.

3. Committee Self-Evaluation

The Committee must at least annually perform an evaluation of the performance of the Committee.

4. Review of this Charter

The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration

5. Additional Authority

In fulfilling its responsibilities, the Committee has the authority to delegate any of its responsibilities to a subcommittee of the Committee. The Committee has the authority to retain any advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.