ADTRAN Holdings, Inc.
Director Resignation Policy

Section 3.3 of the Bylaws (as may be amended and restated from time to time, the "Bylaws") of Adtran Holdings, Inc. (the "Company") sets forth the Company's majority voting policy for the election of directors in uncontested elections at stockholder meetings. Upon the recommendation of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors of the Company (the "Board"), the Board has established the following policy and procedures (this "Policy") under which the Committee shall recommend to the Board, and the Board shall determine, whether to accept or reject a resignation tendered by a director under the circumstances set forth in the following paragraph.

1. The Board shall nominate for election or re-election as director only candidates who agree to tender, promptly following the annual meeting at which they are to be elected or reelected as director, or as may be requested by the Committee, an irrevocable resignation in writing (in such form as attached to this Policy or as otherwise may be prescribed from time to time by the Committee) to the Chairman of the Board or to the Lead Director, in the case of the Chairman's resignation. Such resignation shall become effective only if (i) such director fails to receive, in an uncontested election of directors, a sufficient number of votes for election or re-election at the next annual meeting following such director's election or re-election in accordance with Section 3.3 of the Bylaws and (ii) the Board accepts the resignation in accordance with these procedures. For the purposes of this Policy, a "contested" election is an election in which the number of nominees for director exceeds the number of directors to be elected. In addition, the Board shall fill director vacancies and new directorships only with such candidates who agree to tender promptly following their appointment to the Board such form of resignation.

2. If an incumbent director fails to receive a sufficient number of votes for election in an uncontested election of directors (a "Majority Against Vote"),[1] then the Committee will consider on an expedited basis such director's tendered resignation and will make a recommendation to the Board concerning the acceptance or rejection of such resignation. In determining its recommendation to the Board, the Committee will consider all factors deemed relevant by the members of the Committee which may include, without limitation, (i) the stated reason or reasons, if any, why stockholders voted against such director's re-election, (ii) the qualifications of the director (including, for example, whether the director serves on the Audit Committee of the Board as an "audit committee financial expert" and whether there are one or more other directors qualified, eligible and available to serve on the Audit Committee in such capacity), (iii) whether the resignation would cause the Company to be in violation of its constituent documents, any legal or regulatory requirements, or the rules of any national securities exchange on which its securities are then listed, and (iv) whether the director's resignation from the Board would be in the best interests of the Company and its stockholders.

The Committee also may consider a range of possible alternatives concerning the director's tendered resignation as the members of the Committee deem appropriate, which may include, without limitation, acceptance of the resignation, rejection of the resignation, or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons believed by the Committee in good faith to have substantially resulted in such director failing to receive the required number of votes for re-election.

[1] In accordance with Section 3.3 of the Bylaws, each director to be elected by stockholders at a meeting for the election of directors (that is an uncontested election of directors) shall be elected by a majority of the votes cast with respect to such director. A "majority of the votes cast" means that the number of shares voted "FOR" a director's election must exceed the number of shares voted "AGAINST" that director's election. Accordingly, for purposes of this Policy, a "Majority Against Vote" occurs when the number of shares voted "AGAINST" a director's election equals or exceeds the number of shares voted "FOR" that director's election. Abstentions and broker non-votes, if any, are not deemed to be votes cast either "FOR" or "AGAINST" a director's election.

3. The Board will take formal action on the Committee's recommendation expeditiously following the certification of the election results from the stockholders' meeting at which the election occurred. In considering the Committee's recommendation, the Board may consider the information, factors and alternatives considered by the Committee and such additional information, factors and alternatives as the Board deems relevant.

4. Following the Board's decision on the Committee's recommendation, the Company will make any disclosures required under applicable legal or regulatory provisions or the rules of any national securities exchange on which its securities are then listed and, within four business days after such decision is made, will publicly disclose, in a Form 8-K filed with the Securities and Exchange Commission, the Board's decision, together with an explanation of the process by which the decision was made and, if applicable, the Board's reason or reasons for rejecting the tendered resignation.

5. No director whose resignation, in accordance with this Policy, is required to be considered by the Board, shall participate in the Committee's deliberations or recommendations, or in the Board's deliberations or determination, with respect to accepting or rejecting his or her resignation as a director.

6. If each member of the Committee received a Majority Against Vote at the same election, then the directors of the Board who did not receive a Majority Against Vote may appoint a committee amongst themselves to consider the resignations and recommend to the Board whether to accept them.

7. If a Director's tendered resignation is rejected by the Board, the Director will continue to serve for the remainder or his or her term and until his or her successor is duly elected, or his or her earlier death, accepted resignation, or removal.

8. If a Director's tendered resignation is accepted by the Board, then the Board may fill any resulting vacancy or may decrease the number of Directors comprising the Board, in each case pursuant to the Company's Bylaws.

9. This Policy, as it may from time to time be amended, will be summarized or included in the "Corporate Governance" section of the Company's website.

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_____, 2026

Mr. Thomas R. Stanton
Chairman of the Board of Directors
ADTRAN Holdings, Inc.
901 Explorer Blvd.
Huntsville, AL 35806

Re: Irrevocable Contingent Resignation – Director Resignation Policy

To the Chairman of the Board of Directors of ADTRAN Holdings, Inc. (the "Company"):

Pursuant to the Director Resignation Policy (as amended from time to time, the "Policy") of ADTRAN Holdings, Inc., a Delaware corporation (the "Company"), I hereby irrevocably tender my resignation as a director of the Company, which resignation will become effective only upon the occurrence of both of the following two conditions: (i) my failure to receive a sufficient number of votes for re-election at an annual meeting of stockholders of the Company at which I face re-election, and (ii) following such failure, the acceptance by the Board of this resignation in accordance with the Policy.

In the event that I fail to receive the required number of votes for re-election, I will abstain from participating in the decision of the Nominating and Corporate Governance Committee and of the Board of Directors relating to my resignation.

Please note that my resignation, if ultimately accepted by the Board, is a result of compliance with the Policy, and not a result of any disagreement between myself and the Company, its management, the Board or any committee of the Board.

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[Name]