

Overview with information pursuant to Section 125 German Stock Corporation Act (AktG), in conjunction with Table 3 of the Commission Implementing Regulation (EU) 2018/1212

A. Content of the notice

1. Virtual Annual General Meeting of Carl Zeiss Meditec AG
2. Invitation to the Annual General Meeting

B. Issuer's details

1. ISIN: DE 0005313704
2. Name of the issuer: Carl Zeiss Meditec AG

C. Details on the Annual General Meeting

1. Date of Annual General Meeting: 26 March 2025
2. Time of the Annual General Meeting: 10.00 a.m. CET, 9.00 a.m. UTC
3. Type of Annual General Meeting: Annual General Meeting held as a virtual event, without the physical presence of the shareholders or their proxies
4. Location of Annual General Meeting: URL to the Company's internet service to follow a live webcast of the Annual General Meeting and exercise shareholder rights:

<https://www.zeiss.com/meditec-ag/com>

Location of the Annual General Meeting according to AktG:
Dorint Hotel Esplanade, Carl-Zeiss-Platz 4, 07743 Jena, Germany

5. Record date: 4 March 2025 (12.00 midnight CET); exercise of participation and voting rights shall require a shareholding certificate issued by the custodian bank, which must refer to the beginning of the 22nd day prior to the Annual General Meeting. The record date is therefore 4 March 2025 (12.00 midnight CET) (formal disclosure pursuant to EU-DVO: 20250304 end of the day)
6. Uniform Resource Locator (URL)/Web page for the Annual General Meeting:
<https://www.zeiss.com/meditec-ag/agm>

Carl Zeiss Meditec AG, Jena

– ISIN: DE 0005313704 –

Invitation to the Annual General Meeting

We hereby invite our shareholders to our Annual General Meeting on Wednesday, 26 March 2025, at 10.00 a.m. CET.

In accordance with Section 25a of the Company's Articles of Association, the Annual General Meeting will be held as a

**virtual general meeting pursuant to Section 118a (1) Sentence 1
German Stock Corporation Act (AktG)**

without the physical presence of the shareholders or their proxies (with the exception of the proxies appointed by the Company).

Further details on this can be found in sections II - X. Shareholders and their proxies shall have no right, and no possibility, to be physically present at the location of the Annual General Meeting. The virtual Annual General Meeting will be held from the premises of Dorint Hotel Esplanade, Carl-Zeiss-Platz 4, 07743 Jena, Germany (location of the Annual General Meeting in accordance with the German Stock Corporation Act) at

<https://www.zeiss.com/meditec-ag/agm>

for shareholders who have registered on time, and their delegated proxies, and transmitted in a live audiovisual broadcast via a password-protected internet service.

I. Agenda

1. Presentation of the adopted annual financial statements and the approved consolidated financial statements as of 30 September 2024, as well as the management reports for Carl Zeiss Meditec AG and the Group for the fiscal year from 1 October 2023 to 30 September 2024, together with the explanatory report of the Management Board in accordance with Section 289a (1), Section 315a HGB, the proposal of the Management Board on the appropriation of net retained profits and the Supervisory Board Report.

The aforementioned documents can be inspected online at <https://www.zeiss.com/meditec-ag/agm> and therefore also during the virtual Annual General Meeting. They will also be explained in more detail during the virtual Annual General Meeting.

The Supervisory Board has approved the annual financial statements and the consolidated financial statements. The annual financial statements are thus adopted. A resolution on this agenda item is therefore not required.

2. Resolution on the appropriation of net retained profits for fiscal year 2023/2024

The Management Board and Supervisory Board propose to utilize the net retained profits of €634,961,547.36 for fiscal year 2023/2024 as follows:

1. Payment of a dividend of €0.60 per no-par value share carrying dividend rights for 87,536,079 no-par-value shares: €52,521,647.40
2. Carryforward of residual profit to new account: €582,439,899.96

According to Section 58 (4) sentence 2 AktG, the claim to the dividend is due on the third business day following the resolution of the Annual General Meeting, i.e., on 31 March 2025.

The proposal for the appropriation of profits takes into account the 1,904,491 treasury shares which are held by the Company at the time of preparation of the annual financial statements by the Management Board and which carry no dividend entitlement in accordance with Section 71b AktG. The number of shares entitled to dividends may change prior to the Annual General Meeting. In this case, a correspondingly adjusted proposal for the appropriation of net retained profits will be submitted to the Annual General Meeting with an unchanged distribution of €0.60 per dividend-bearing share.

3. Resolution on the discharge of the members of the Management Board for fiscal year 2023/2024

The Management Board and Supervisory Board propose to grant the officiating members of the Management Board a discharge for fiscal year 2023/2024.

4. Resolution on the discharge of the members of the Supervisory Board for fiscal year 2023/2024

The Management Board and Supervisory Board propose to grant the officiating members of the Supervisory Board a discharge for fiscal year 2023/2024.

5. Appointment of the auditor of the annual financial statements and the consolidated financial statements for fiscal year 2024/2025

Based on the recommendation of the Audit Committee, the Supervisory Board proposes to appoint PriceWaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Leipzig, as auditor of the annual financial statements and the consolidated financial statements for fiscal year 2024/2025.

The Audit Committee has declared that its proposal is free from undue influence by third parties and that it has not had any choice-limiting clause imposed upon it in accordance with Art. 16 (6) of Regulation (EU) No. 537/2014 (EU Audit Regulation).

6. Supervisory Board elections

The term of office of Supervisory Board members Dr. Karl Lamprecht, Isabel De Paoli and Tania von der Goltz, who are elected shareholder representatives, comes to an end at the end of the virtual Annual General Meeting on 26 March 2025. Three new shareholder representatives therefore need to be elected to the Supervisory Board.

Pursuant to Section 1 (1), Section 101 (1) AktG and Section 6 (1) One-Third Participation Act (DrittelbG), as well as Art. 11 (1) of the Company's Articles of Association, the Supervisory Board of Carl Zeiss Meditec AG is composed of six members to be elected by the shareholders and six members to be elected by the employees.

In accordance with Section 96 (2) sentence 1 of the German Stock Corporation Act, the Supervisory Board of Carl Zeiss Meditec AG must comprise at least 30 percent women and at least 30 percent men. The shareholder representatives on the Supervisory Board have objected to the

principle of overall fulfillment, requesting that the minimum proportion of 30% for women and 30% for men must be fulfilled separately by the shareholder representatives and the employee representatives. This quota is currently met on the shareholder side and on the employee side, which each have two female and four male members out of six. This quota will continue to be met following the election of the persons proposed by the Supervisory Board.

Based on the proposal of the Nomination Committee and taking into account the objectives resolved by the Supervisory Board on September 19, 2023 regarding its composition, the Supervisory Board proposes that the following persons be elected as shareholder representatives on the Supervisory Board with effect from the end of the Annual General Meeting on March 26, 2025 until the end of the Annual General Meeting resolving the discharge for the fiscal year from October 1, 2028 to September 30, 2029.

The information given below under a), pursuant to Section 125 (1) Sentence 5 AktG, refers to memberships of other statutory supervisory boards, and the information under b) refers to memberships of similar domestic and foreign supervisory bodies of commercial enterprises.

1. Mr. Andreas Pecher, resident in Aalen

Member of the Management Board of Carl Zeiss AG, Oberkochen

a) b)

- none

2. Ms. Isabel De Paoli, resident in Kelkheim/Ts.

Partner Private Equity – Healthcare Sector, EQT Partners GmbH, Munich

a) b)

- none

3. Prof. Dr. habil. Angelika C. Bullinger-Hoffmann, resident in Chemnitz

Professor of Ergonomics and Innovation Management, Faculty of Mechanical Engineering, TU Chemnitz

a)

- Supervisory Board member of Paul Hartmann AG, Heidenheim

b)

- Advisory Board member of Albert Handtmann GmbH & Co. KG, Biberach

In accordance with recommendation C.15 sentence 1 of the German Corporate Governance Code, elections to the Supervisory Board are held as individual elections. The members of the Supervisory Board propose that Andreas Pecher be elected Chairman of the Supervisory Board.

The CVs of the candidates proposed for election are printed after agenda item 6 under Annex to agenda item 6 – Information on the candidates proposed for election to the Supervisory Board, and can be inspected on the Company's website at <https://www.zeiss.com/meditec-ag/agm>.

In the Supervisory Board's opinion, neither Ms. Isabel De Paoli nor Prof. Dr. Angelika C. Bullinger-Hoffmann have any personal or business relationships with Carl Zeiss Meditec AG, the executive bodies of Carl Zeiss Meditec AG or any major shareholder of Carl Zeiss Meditec AG, that would require disclosure pursuant to Section C.13 of the German Corporate Governance Code in its version dated 28 April, 2022. Mr. Andreas Pecher is a Member of the Management Board of the Company's majority shareholder, Carl Zeiss AG.

The Supervisory Board is satisfied that Andreas Pecher, Isabel De Paoli and Prof. Dr. habil. Angelika C. Bullinger-Hoffmann are able to devote the time expected of them as members of the Supervisory Board.

7. Resolution on the approval of the audited remuneration report

Pursuant to Section 162 AktG, the Management Board and Supervisory Board have prepared a report on the remuneration paid and owed to the members of the Management Board and Supervisory Board in fiscal year 2023/24, which is printed on pages 65 to 77 of the Annual Report. The remuneration report can also be viewed on the Company's website at <https://www.zeiss.com/meditec-ag/agm>, where it will also be available during the Annual General Meeting. The remuneration report was audited by the auditor in accordance with Section 162 (3) to ascertain whether the disclosures legally required under Section 162 (1) and (2) AktG had been made. The report on the audit of the remuneration report is appended to the remuneration report.

The Management Board and Supervisory Board propose that the remuneration report for fiscal year 2023/24, prepared and audited in accordance with Section 162 AktG, be adopted.

8. Resolution on the adoption of the remuneration system for the members of the Supervisory Board

According to Section 113 (3) AktG, a resolution on the remuneration of Supervisory Board members must be passed at least every four years, however a purely confirmatory resolution on the existing remuneration is permissible.

The Company's Annual General Meeting last passed a resolution on the remuneration of Supervisory Board members on May 27, 2021, meaning that a new resolution is now required. The remuneration of Supervisory Board members is regulated in Art. 19 and, with regard to D&O insurance, in Art. 20 of the Articles of Association of Carl Zeiss Meditec AG. The wording of the Supervisory Board remuneration regulations in accordance with Articles 19 and 20 of the current version of the Articles of Association dated March 22, 2023 can be viewed on the Company's website at <https://www.zeiss.com/meditec-ag/agm>, where it will also be available during the Annual General Meeting. A more detailed description of the remuneration system for members of the Company's Supervisory Board as set out in this provision in the Articles of Association can also be found there.

The Supervisory and Management boards remain of the opinion that the existing remuneration regulations for the Supervisory Board are appropriate. The Supervisory Board and the Management Board propose confirming the existing remuneration regulation for the Supervisory Board as set out in Articles 19 and 20 of the Articles of Association, including the remuneration system on which it is based.

The remuneration of Supervisory Board members is regulated in Article 19 of the Company's Articles of Association. D&O insurance is covered in Article 20. These read as follows and may not be amended:

Article 19: Remuneration of the Supervisory Board

- (1) Each member of the Supervisory Board shall receive a fixed remuneration to the value of €10,000.00 per year. The Chairperson of the Supervisory Board shall receive double this amount; the Deputy Chairperson and the Chairperson of the Audit Committee shall receive one-and-a-half times this amount.
- (2) Supervisory Board members who are also members of a committee shall receive an additional annual sum of €5,000.00. The members of the Nominating Committee, the Chairperson of the Audit Committee and the Chairperson and Deputy Chairperson of the General and Personnel Committee shall not receive any additional remuneration for their work on these committees. Paragraph 1, sentence 2 remains unaffected.
- (3) The Company shall reimburse the members of the Supervisory Board for their cash expenses. Each participating member of the Supervisory Board shall receive an attendance fee of €1,000.00 for attending a meeting of the Supervisory Board. The same shall apply for attendance at meetings of a committee. Meeting attendance shall also include participation in a video or conference call meeting or dial-in to a telephone or video meeting.
- (4) The Company shall reimburse the members of the Supervisory Board for the value added tax on their remuneration.

Article 20: D&O liability insurance

The Company may take out a Directors' & Officers (D&O) liability insurance policy for the benefit of the members of the Supervisory Board, with an appropriate level of coverage.

Annexes to agenda item 6 – Information on the candidates proposed for election to the Supervisory Board

Andreas Pecher

Andreas Pecher has been a member of the Management Board of the ZEISS Group since 2022 and heads the Semiconductor Manufacturing Technology segment. On the ZEISS Group Management Board he is also responsible for the Patents and Shared Production Unit and is in charge of the Korea sales region. In addition, he is Chairman of the Management Board of Carl Zeiss SMT GmbH. Andreas Pecher was born in Würzburg in 1971. He studied physics at the University of Texas at Austin in the USA and graduated with a Master of Arts degree in 1994. In 1997, he graduated from the University of Würzburg with a degree (Diplom) in physics. He is also an MBA graduate of the Kellogg School of Management and an MEM graduate of Northwestern University, both in the USA.

Stages of his professional career

- 2022 Appointed to the Management Board of the ZEISS Group and Managing Director of the ZEISS Semiconductor Manufacturing Technology segment
- 2017 Managing Director of the ZEISS Semiconductor Manufacturing Optics strategic business unit
- 2015 Senior Vice President of the ZEISS Semiconductor Mask Solutions strategic business unit
- 2013 Joined ZEISS as Vice President responsible for Strategic Business Development within the ZEISS Semiconductor Manufacturing Technology segment
- 2010 Vice President Strategic Development at Renewable Energy Cooperation in Oslo, Norway and Munich, Germany
- 2004 Consultant at McKinsey & Company, Inc., Munich
- 1998 Manufacturing Device Engineer & Senior Integrated Circuit Design Engineer at Motorola Inc., Austin, USA

Isabel De Paoli

From September 2021 Ms. Isabel De Paoli has worked as a partner in the healthcare sector at EQT Partners in Munich. From August 2006 to July 2021, Isabel De Paoli worked at Merck, initially in Chemicals Business Development. She then headed up Strategy Development for the Oncology business and in January 2012 she was appointed Head of Group Strategy and in this role she introduced a systematic strategic planning process across all businesses. Mid-2015 she was appointed as the new Head of Group Communications with the aim of sharpening the department's focus on achieving business objectives. In October 2016, Isabel De Paoli was appointed Chief Strategy Officer and took on the leadership of the newly created Strategy and Transformation group at Merck KGaA. Isabel De Paoli began her professional career after gaining a degree in engineering from the Universidade Estadual de Campinas (Unicamp) in Sao Paulo, Brazil, and the Hamburg University of Technology, Hamburg-Harburg, Germany, as a consultant at the Boston Consulting Group, subsequently working as a Private Equity Manager at Permira. Isabel De Paoli was born in 1974 and has Brazilian and Italian citizenship.

Stages of her professional career

- 2021 Partner Private Equity - Healthcare Sector, EQT Partners GmbH
- 2016 Executive Vice President - Chief Strategy Officer, Merck KGaA
- 2015 Senior Vice President – Head of Group Communications, Merck KGaA
- 2012 Senior Director – Head of Group Strategy, Merck KGaA
- 2009 Director – Head of Global Strategic Planning Oncology, Merck KGaA
- 2006 Senior Manager Business Development Chemicals, Merck KGaA
- 2004 Private Equity Investment Manager, Permira Beteiligungsberatung GmbH, Frankfurt
- 2002 Management Consultant, The Boston Consulting Group Munich

Prof. Dr. habil. Angelika C. Bullinger-Hoffmann

Prof. Dr. Bullinger-Hoffmann has headed the Chair of Ergonomics and Innovation Management in the Faculty of Mechanical Engineering at Chemnitz University of Technology since 2012. She works in interdisciplinary teams on the human-centered design and evaluation of human-machine AI systems, with the aims of improving individual and social acceptance and increasing corporate productivity.

She completed her studies at the University of St. Gallen (HSG) and the École des Hautes Etudes Commerciales (HEC) in Paris. She then worked as a research assistant at the Technical University of Munich. Prof. Dr. Bullinger-Hoffmann habilitated at the Friedrich-Alexander-Universität Erlangen-Nürnberg and the University of Pennsylvania. Between 2021 and 2023, she also led the Chair of Factory Planning and Intralogistics at Chemnitz University of Technology. Prof. Bullinger-Hoffmann has been working in the field of healthcare and medical technology since 2009.

Prof. Bullinger-Hoffmann has 20 years of experience in the acquisition and management of national and European projects. She advises industrial companies and regularly gives keynotes on the future of work and workers. The results of Prof. Dr. Bullinger-Hoffmann's work are documented in over 400 publications, including in international journals such as Ergonomics, Health Policy, R&D Management and Robotics

Prof. Bullinger-Hoffmann is a member of acatech - the National Academy of Science and Engineering, a member of the Supervisory Board of Paul Hartmann AG, a member of the Advisory Board of Albert Handtmann GmbH & Co. KG and a member of the University Council of Chemnitz University of Technology.

Stages of her professional career

- Since 2012 Professor of Ergonomics and Innovation Management, Faculty of Mechanical Engineering TU Chemnitz
- 2021 – 2023 additionally Deputy Professor of Factory Planning and Intralogistics, Chemnitz University of Technology
- 2011 Visiting researcher at the University of Pennsylvania, USA
- 2008 – 2012 Head of scientific department and habilitation candidate within the Chair of Information Systems, University of Erlangen-Nuremberg
- 2004 – 2007 Research assistant and doctoral candidate at the Institute for Information, Organization and Management, TU Munich

This year, we ask shareholders to pay particular attention to the following information on registering for the virtual Annual General Meeting, exercising voting rights, and other shareholders' rights.

II. Holding the Annual General Meeting as a virtual general meeting

In accordance with Section 25a of the Articles of Association, the Management Board is authorized to provide that the meeting is held without the physical presence of the shareholders or their representatives at the location of the Annual General Meeting (virtual Annual General Meeting). The Management Board made use of this authorization and has resolved to hold the Annual General Meeting of the Company on 26 March 2025 pursuant to Section 118a AktG in conjunction with Article 25a of the Company's Articles of Association, as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies (with the exception of the proxies appointed by the Company). Physical presence of the shareholders and their proxies (with the exception of the proxies appointed by the Company) at the location of the Annual General Meeting is precluded.

Properly registered shareholders and their proxies will be able to follow a full audiovisual broadcast of the virtual Annual General Meeting. The meeting shall be transmitted live and exclusively via a password-protected internet service – after entry of personal login data (access information is provided below under section IV).

The shareholders and their proxies can establish an electronic connection to the virtual Annual General Meeting on March 26, 2025 via the password-protected internet service.

Further details on exercising voting rights and the other rights of shareholders are presented below.

III. Requirements for participating in the virtual Annual General Meeting and exercising voting rights (with record date according to Section 123 (4) sentence 2 AktG and its meaning)

Only those persons who register for the Annual General Meeting in accordance with Section 22 of the Articles of Association and who submit proof of their shareholdings shall be entitled to participate in the virtual Annual General Meeting and exercise their voting right. The registration form must be received by the Company in text form, in German or English, at the address provided below by no later than the date specified below. The shareholding certificate must refer to the close of business on the 22nd day, i.e., Tuesday, 04 March 2025, 12.00 midnight CET (record date). Proof of share ownership should be provided in text form by the last intermediary in accordance with the legal requirements.

The registration form and the shareholding certificate must be received by the registration office below by no later than midnight on Wednesday, 19 March 2025 (CET):

Carl Zeiss Meditec AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Germany
Email: anmeldung@linkmarketservices.eu

Only those individuals who have furnished proof of their shareholdings on time shall be deemed shareholders of the Company and be allowed to participate in the virtual Annual General Meeting and exercise their voting right. The authorization to participate and the scope of the voting right shall be determined exclusively on the basis of the shareholder's shareholding as stated on the shareholding certificate as of the record date. The record date does not exclude saleability of the shares. Even in the event of the sale of some or all of the shares after the record date,

participation and the scope of the voting right is determined exclusively based on the shareholder's shareholdings at the record date, i.e., sales of shares after the record date shall not affect the authorization to participate in the virtual Annual General Meeting or the scope of the voting right. The same applies for acquisitions and additional acquisitions of shares after the record date. Persons who do not hold any shares on the record date and only become a shareholder after the record date, shall not be entitled to participate and vote as shareholders. The record date is of no relevance for dividend entitlements.

After the registration and proof of shareholdings have been duly received by the registration office, the individual access data for the use of the password-protected internet service (see section IV below) will be sent to the shareholders along with their ticket to the AGM. We ask that shareholders ensure that they register and send proof of their shareholdings to the Company in good time.

IV. Details of the password-protected internet service

The password-protected internet service shall be available after entry of your personal login details on the Company's website at <https://www.zeiss.com/meditec-ag/agm> from 4 March 2025, 12.00 midnight CET. Using this password-protected internet service, duly registered shareholders (or their proxies) can, among other things, exercise their voting rights by way of electronic postal voting in accordance with the procedures provided for this purpose and issue power of attorney and instructions to the Company's proxies electronically, submit comments prior to the meeting, follow these in a live audiovisual webcast on the day of the virtual Annual General Meeting, exercise their rights of speech, information and petition, and lodge an objection to a resolution of the virtual Annual General Meeting (see sections V. to VII. below for more details).

V. Exercise of voting rights

Electronic postal vote

Shareholders or their appointed proxies may exercise their voting rights by way of electronic postal vote using the password-protected internet service. Timely registration and submission of the shareholding certificate in accordance with the above provisions are also required in this case.

It is possible to cast, amend or revoke electronic postal votes at the Company up until the time voting is closed by the Chairman of the virtual Annual General Meeting on 26 March 2025 via the password-protected internet service (see section IV. above), in accordance with the procedure provided for this.

Proxies, including intermediaries and other equivalent persons pursuant to Section 135 AktG, may also make use of electronic postal voting.

The password-protected Internet service at <https://www.zeiss.com/meditec-ag/agm> should be used to exercise voting rights by electronic postal vote.

If an individual vote is to be held on an agenda item instead of a collective vote, the electronic postal vote on that agenda item shall apply accordingly to each item in the individual vote.

Authorization of the proxies appointed by the Company

We also offer our shareholders the option of authorizing a proxy named by the Company to represent them and act according to their instructions. Timely registration and submission of the shareholding certificate in accordance with the above provisions are also required in this case.

Insofar as power of attorney is granted to proxies named by the Company, these proxies must be issued with instructions concerning the exercise of voting rights. Without such instructions the proxy shall be

deemed invalid. Proxies are obliged to vote according to the instructions given to them. The proxies are not authorized to exercise other shareholder rights, such as to ask questions, cast motions or to provide clarifications, or lodge objections.

Proxies and instructions to the proxies appointed by the Company must be submitted to the Company in text form by no later than the end of 25 March 2025, (12.00 midnight CET) by mail or electronically (via e-mail) at Carl Zeiss Meditec AG, c/o Link Market Services GmbH, Landshuter Allee 10, 80637 Munich, Germany, E-mail: meditec.zeiss@linkmarket-services.eu, or until the time voting is closed by the chairman of the meeting in the virtual Annual General Meeting on 26 March 2025 via the password-protected internet service (see section IV. above).

The above communication channels and dates and times shall also apply to any amendment to or revocation of power of attorney and instruction to the proxies appointed by the Company.

Those who wish to grant power of attorney and give instructions to the Company's proxies are asked to use the password-protected internet service at <https://www.zeiss.com/meditec-ag/agm> for this, or the proxy form sent to them together with their personal login details for the password-protected internet service. The proxy form shall be sent to the shareholders or their appointed proxies any time on request and can also be accessed online at <https://www.zeiss.com/meditec-ag/agm>.

If an individual vote is to be taken on an agenda item without this having been communicated in advance of the virtual Annual General Meeting, an instruction on this agenda item shall also be considered as a relevant instruction for each item of the individual vote.

If electronic postal votes and proxies/instructions to the proxies appointed by the Company are received and it is unclear which is the most recent, priority shall always be given to the electronic postal votes. In in-

stances where differing declarations are also received via different channels of communication, and it cannot be determined which is the most recent, these shall be considered in the following order: Declarations sent 1. Via the password-protected internet service, 2. By e-mail and 3. By post.

Authorization of a third party

Shareholders may also appoint another proxy, e.g. a bank or intermediary, a voting advisor or a shareholders' association, to represent them at the virtual Annual General Meeting and exercise their voting right. Timely registration and submission of the shareholding certificate in accordance with the above provisions are also required in this case.

Proxies (with the exception of the proxy appointed by the Company) may also not physically participate in the virtual Annual General Meeting. They may only exercise the voting right for shareholders they represent by electronic postal vote or by granting sub-proxy to the proxies appointed by the Company.

As a general rule, granting power of attorney, revoking power of attorney and proof of proxy authorization furnished to the Company shall be in text form pursuant to Section 134 (3) Sentence 3 AktG, if no power of attorney has been granted pursuant to Section 135 AktG. Shareholders can use the proxy form that they receive together with the AGM ticket to issue power of attorney; however, it is also possible for shareholders to issue a separate power of attorney in the correct form.

When granting power of attorney for the exercise of voting rights in accordance with Section 135 AktG (granting of power of attorney to intermediaries, voting advisors, shareholders' associations or commercial agents), the letter of authority must be verifiably recorded by the proxy holder; the letter of authority must also be complete and may only contain declarations associated with the exercise of voting rights. In such

cases, please therefore agree the form of proxy with the person to be granted power of attorney.

Powers of attorney may be communicated to the Company and amended or revoked by post or electronically (via e-mail) by no later than 12.00 midnight (CET) on 25 March 2025: Carl Zeiss Meditec AG, c/o Link Market Services GmbH, Landshuter Allee 10, 80637 München, Germany, E-Mail: meditec.zeiss@linkmarketservices.eu.

Power of attorney may also be communicated to the Company, or amended or revoked, using the password-protected internet service (see section IV. above) in accordance with the procedures provided for this purpose up until voting is closed by the meeting chairman at the virtual Annual General Meeting on 26 March 2025.

The above communication channels and dates and times shall also apply for any change or revocation of power of attorney.

If the shareholder appoints more than one person as proxy, the Company may reject one or more of these.

In order for a proxy to exercise rights by way of electronic communication via the password-protected internet service, the proxy must receive the personal login details sent with the AGM ticket from the person granting power of attorney. The use of the personal login details by the proxy is also regarded as proof of authorization.

Further information on proxy voting as well as a form for granting power of attorney and issuing instructions to the proxies appointed by the Company shall be sent to the shareholders in due form and on time in accordance with the registration process described above, together with the ticket to the AGM. Further information on voting by proxy is also available to shareholders on the Company's website at

<https://www.zeiss.com/meditec-ag/agm>. Our shareholders can obtain information personally from Monday to Friday between 9.00 a.m. and 5.00 p.m. on +49 (0) 89 / 8896906 610.

Shareholders can also download forms for granting power of attorney to a third party from the Company's website at <https://www.zeiss.com/meditec-ag/agm>. A corresponding proxy form can also be found on the AGM ticket, which the shareholders will receive after registering.

VI. Shareholder rights

Information on the rights of shareholders pursuant to Section 118a, Section 122 (2), Section 126 (1) and (4), Section 127, Section 130a, Section 131 (1), (1d) and (4) AktG and on modalities of the virtual Annual General Meeting; further information can be found online at <https://www.zeiss.com/meditec-ag/agm>.

1. Requests to include additional agenda items pursuant to Section 122 (2) AktG

Shareholders whose shares collectively amount to one twentieth of the share capital or a proportionate interest of €500,000 (equivalent to 500,000 shares), may request that items be placed on the agenda and published (Section 122 (2) AktG). Each new item must be accompanied by a statement of the reasons or a draft resolution. The request must be sent in writing or in electronic form pursuant to Section 126a BGB (i.e., with qualified electronic signature) to the Management Board of Carl Zeiss Meditec AG and must be received by the Company at least 30 days prior to the virtual Annual General Meeting, excluding the date of receipt, i.e., by no later than midnight (24:00 CEST) on Sunday, 23 February 2025.

Please send any requests to the following address:

Carl Zeiss Meditec AG
- Management Board -
Göschwitzer Straße 51 - 52
07745 Jena, Germany
E-mail: sebastian.frericks@zeiss.com (with a qualified electronic signature)

The applicants must provide evidence that they have held a sufficient number of shares for the legally prescribed minimum holding period of at least 90 days prior to the date of receipt of the request, and that they have held the shares up until the Management Board's decision on the application, and, insofar as the Management Board does not fulfill the request, that they also hold the shares up until the court decision on the supplementary motion. The provision under Section 121 (7) AktG shall apply mutatis mutandis. (Sections 122 (2), 122 (1), sentence 3, Section 122 (3) AktG and Section 70 AktG).

Any additions to the agenda that require publication shall – insofar as these are not already disclosed in the invitation to the AGM – be published immediately in the Federal Gazette upon receipt of the request. They shall also be published on the Company's website at <https://www.zeiss.com/meditec-ag/agm> and communicated to the shareholders in accordance with Section 125 (1) sentence 3 AktG (in the currently applicable version).

2. Motions and election nominations pursuant to Sections 126 (1), 127 AktG

Shareholders of the Company may also cast motions concerning specific items on the agenda and nominate candidates for the election of Supervisory Board members and/or auditors.

Shareholder motions, including the name of the shareholder, the statement of reasons and any statement by the management shall be made accessible to the authorized persons named in Section 125 (1) to (3) AktG (in the currently applicable version) in accordance with the requirements therein, if the shareholder has submitted a countermotion against a proposal of the Management Board and/or Supervisory Board with respect to a certain item on the agenda at least 14 days prior to the virtual Annual General Meeting, along with a statement of reasons, to the address below, excluding the date of receipt. The last possible date of receipt is therefore 12.00 midnight (CET) on Tuesday, 11 March 2025. Publication of a countermotion and/or the accompanying statement of reasons shall not be required if one of the exclusions under Section 126 (2) AktG applies. Further details on the requirements for exercising this right and its limitations can be found on the Company's website at <https://www.zeiss.com/meditec-ag/agm>.

Nominations by shareholders pursuant to Section 127 AktG do not require justification. Nominations shall only be published if they include the name, the profession and the place of residence of the proposed candidate, and, in the case of an election of Supervisory Board members, details of their membership of other statutory supervisory bodies. Pursuant to Section 127 sentence 1 AktG, in conjunction with Section 126 (2) AktG, there are additional reasons, which, if they exist, mean that nominations do not require publication. Otherwise, the requirements and regulations for the publication of motions shall apply mutatis mutandis; in particular, the last possible date by which nominations must be received at the address below, in order to be published, is also 12.00 midnight (CET) on Tuesday, 11 March 2025. Further details on the requirements for exercising this right and its limitations can be found on the Company's website at <https://www.zeiss.com/meditec-ag/agm>.

Any shareholder motions (along with a statement of reasons) or election nominations by shareholders pursuant to Section 126 (1) and Section 127 AktG shall be sent only to the following address:

– by post to:
Carl Zeiss Meditec AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München

– by e-mail to: meditec.zeiss@linkmarketservices.eu

Motions and election nominations to be made accessible (including the name of the shareholder and – in the case of motions – the statement of reasons) shall be available for inspection on the Company's website at <https://www.zeiss.com/meditec-ag/agm> in accordance with statutory regulations. Any statements made by the management shall likewise be published at the above Web address after this date.

Pursuant to Section 126 (4) AktG, countermotions or election nominations to be published pursuant to Sections 126, 127 AktG shall be deemed to have been made at the time they were published. The voting right in respect of these may be exercised after proper registration by the means described under V. If the shareholder proposing the motion or making the election nomination is not duly authorized and registered for the Annual General Meeting (see III. for more details), the motion or election nomination does not have to be dealt with at the Annual General Meeting.

Shareholders and their proxies who are connected to the Annual General Meeting also have the right, pursuant to Section 118a (1) sentence 2 No. 3 AktG, to submit motions and make election nominations during the meeting by way of video communication (see VI.5. for more details).

3. Submission of comments pursuant to Section 130a (1) to (4) AktG

Duly registered shareholders and their proxies have the right, pursuant to Section 130a (1) to (4) AktG, to submit comments on agenda items in text form or in video format by means of electronic communication. The password-protected internet service on the Company's website at <https://www.zeiss.com/meditec-ag/agm> can be used for this with the appropriate access data (see IV. above).

Comments in text form should be submitted in accordance with the procedure specified for this as a PDF file. Comments in video format should be submitted according to the procedure specified for this as MPEG-4 or MOV files; the file size must not exceed 1 GB. We ask that the comments submitted be kept to an appropriate length to allow for proper screening of the comments. It is possible for several comments to be submitted. Comments submitted in video format must be made by the shareholder or the shareholder's proxy to be permissible. By submitting a comment, the shareholder or the proxy agree to the comment and their name being published in the password-protected internet service.

Comments should be submitted no later than five days prior to the meeting, thus no later than 12.00 midnight (CET) on 20 March 2025. Comments submitted on the agenda items shall be published via the password-protected internet service on the Company's website at <https://www.zeiss.de/meditec-ag/hv>, which is available to duly registered shareholders or their proxies with the appropriate access data (see IV. above for more details), by no later than four days prior to the Annual General Meeting, therefore by no later than 12.00 midnight (CET) on 21 March 2025, unless, as an exception, said comments may be exempted from publication in accordance with Section 130a (3) sentence 4 AktG

Comments shall not be published if the Management Board would render itself liable to prosecution by publishing such information, if key points of the comments contain obviously incorrect or misleading information, or libelous statements, or if the submitting shareholder indicates that they shall not be participating in the Annual General Meeting and shall not be represented by a proxy.

Motions and election nominations, questions about and objections to resolutions of the Annual General Meeting within the scope of the comments submitted in text form or in video format shall not be considered at the Annual General Meeting; the submission of motions or election nominations (see VI.2. for more details), exercise of the right to information (see VI.4. for more details) and the lodging of objections to resolutions of the Annual General Meeting (see VII.) is only possible via the channels described separately in this invitation.

4. Right to information according to Section 131 (1), (1d) and (4) AktG

Pursuant to Section 131 (1) AktG, each shareholder is entitled to request information about the Company's affairs from the Management Board at the Annual General Meeting, to the extent that such information is necessary to make an appropriate assessment of the respective agenda item and there is no right to withhold information. This disclosure obligation of the Management Board also extends to the Company's legal and business relationships with its affiliates. In addition, there is a right to ask questions at the Annual General Meeting, pursuant to Section 131 (1d) AktG, about all answers provided by the Management Board at the Annual General Meeting and about questions asked in speeches at the Annual General Meeting (see VI.5. for more details), as well as a right to information pursuant to Section 131 (4) AktG.

By order of the chairman of the meeting pursuant to Section 131 (1f) AktG, all forms of the right to information pursuant to Section 131 AktG may be exercised at the Annual General Meeting exclusively by way of video communication (see VI.5. for more details). No other form of submission of questions by electronic or other means of communication is provided for either before or during the Annual General Meeting.

5. Right to speak according to Section 130a (5) and (6) AktG

Shareholders or their proxies who are electronically connected to the Annual General Meeting have a right to speak at the meeting by way of video communication in accordance with Section 130a (5) and (6) AktG. There will be a virtual desk for requests to speak, operating from the start of the Annual General Meeting via the password-protected internet service on the Company's website at <https://www.zeiss.com/meditec-ag/agm> (see IV. above for the relevant access data), which the shareholders and their proxies can use to register their speech request. The right to speak also includes in particular the right to submit motions and election nominations pursuant to Section 118a (1) sentence 2 No. 3 AktG (see VI.2. for more details), as well as the request for information according to Section 131 AktG (see VI.4. for more details).

Pursuant to Art.24 (3) of the Company's Articles of Association, the chairman of the Annual General Meeting may set appropriate time limits on the shareholder's right to speak and ask questions.

The entire virtual Annual General Meeting, including the video communication, is managed via the password-protected internet service. Shareholders and their proxies who wish to register their request to speak via the virtual desk shall require either a non-mobile terminal device (PC, notebook, laptop) with Chrome version 89 or higher, Edge version 88 or higher, Safari version 13.1 or higher installed, or a mobile terminal device (smartphone) to broadcast their speech. Mobile ANDROID smartphones require Chrome version 89 or higher as the installed browser; mobile iOS smartphones require Safari version 13.1 or higher

as the installed browser. To broadcast speeches, terminal devices must have a camera and microphone that can be accessed from the browser. Installation of additional software components or apps on the terminal devices is not required. Anyone who has registered a request to speak via the virtual desk shall be given access in the password-protected internet service to deliver their speech. The Company reserves the right to verify the functioning of the video communication between the shareholder or proxy and the Company in the meeting and before the speech and to reject it if the functionality is not assured.

VII. Objection to a resolution of the virtual Annual General Meeting

Duly registered shareholders and proxies connected electronically to the Annual General Meeting shall have the right, by means of electronic communication, to declare objections to resolutions of the Annual General Meeting. Such an objection may be declared from the beginning of the virtual Annual General Meeting up until it is closed by the chairman of the meeting via the password-protected internet service at <https://www.zeiss.com/meditec-ag/agm>. The notary has authorized the Company to receive objections via the internet service and receives the objections via the internet service.

VIII. Information according to Section 124a AktG

This notice convening the virtual Annual General Meeting, the documents to be made available in accordance with Section 124a AktG and further information in connection with the virtual Annual General Meeting can be inspected and downloaded at <https://www.zeiss.com/meditec-ag/agm>.

Pursuant to Section 118a (6) AktG, this also applies to the shareholders electronically connected to the meeting for the duration of the meeting.

In addition, for the duration of the virtual Annual General Meeting, the list of participants prior to the first vote and any changes thereto shall be made available to all duly registered shareholders electronically connected to the Annual General Meeting and their proxies via the internet service at <https://www.zeiss.com/meditec-ag/agm>. After the virtual Annual General Meeting, the voting results will be made available at the same web address.

IX. Total number of shares and voting rights at the time of convening of the virtual Annual General Meeting

At the time of convening of the virtual Annual General Meeting the Company's share capital amounts to €89,440,570.00 and is composed of 89,440,570 no-par value shares. Each no-par value share entitles the bearer to one vote. At the time of convening of the virtual Annual General Meeting, there is thus a total of 89,440,570 voting rights. At the time of convening the virtual Annual General Meeting, the Company holds 1,904,491 treasury shares which confer no voting rights on the Company as set out in Section 71b AktG.

X. Information on data protection for shareholders

1. General information

a) Introduction

Carl Zeiss Meditec AG attaches great importance to data protection and the protection of privacy. The following data protection information is intended to inform our shareholders about how their personal data is processed and their rights in this regard, pursuant to the applicable data protection laws, in particular the General Data Protection Regulation (EU) 2016/679 (GDPR), in connection with the preparation, execution and follow-up activities surrounding the virtual Annual General Meeting.

b) Responsible party in the sense of Art. 4 No. 7 GDPR

Carl Zeiss Meditec AG Göschwitzer Straße 51 - 52, 07745 Jena

c) Contact details for the data protection officer

Konzerndatenschutzbeauftragter (Group Data Protection Officer), Carl-Zeiss-Straße 22, 73447 Oberkochen, e-mail: dataprivacy@zeiss.com

2. Information on data processing**a) Data categories**

We process in particular the following categories of personal data:

- First and last name,
- address,
- e-mail address
- number of shares,
- class of shares,
- ownership of the shares,
- electronic postal votes/instructions,
- number of the HV ticket,
- login details for the password-protected internet service,
- IP address.

We may also process the personal data of a proxy nominated by a shareholder (in particular the name and place or residence of said proxy). Insofar as shareholders or their proxies contact us, we shall also process such personal information that is required to respond to any concerns (for example, the contact details provided by the shareholder or proxy, such as e-mail address or telephone number). Where appropriate, we may also process information on motions, questions, election nominations and requests from shareholders in relation to the virtual Annual General Meeting.

b) Purpose and legal basis of data processing

We use personal data to enable shareholders to participate in and exercise rights within the framework of the virtual Annual General Meeting. The processing of personal data is legally necessary for the proper preparation, implementation and follow-up of the virtual Annual General Meeting, for the exercise of voting rights and for participation by means of electronic access. The legal basis for the processing of personal data is the German Stock Corporation Act (AktG), in conjunction with Section 6 (1) Sentence 1 c) GDPR.

In addition, we also process personal data, as appropriate, to meet other legal obligations, such as supervisory requirements, as well as obligations under stock corporation law, securities law, commercial law and tax law pertaining to the retention of records. The legal processing of this data is based on the respective legal regulations, in conjunction with Art. 6 (1) sentence 1 c) GDPR. In addition, data processing required for the organization of the virtual Annual General Meeting can be carried out on the basis of overriding legitimate interests (Art. 6 (1) sentence 1 f) GDPR).

All of Carl Zeiss Meditec's shares are bearer shares. In contrast to registered shares, Carl Zeiss Meditec AG does not maintain a share register in the sense of Section 67 AktG, in which the name, date of birth and address of the shareholder, as well as the number of shares, have to be entered.

c) Categories of recipients of personal data

In some cases we use external service providers for the preparation, execution and follow-up of the virtual Annual General Meeting (particularly for printing and sending the invitation to the virtual Annual General Meeting and for registration for the virtual Annual General Meeting, and for its execution). Service providers who are engaged for the purposes of the preparation, execution and follow-up of the virtual Annual General Meeting, shall only receive from us such personal data that is necessary for execution of the commissioned service and shall process the data exclusively according to the instructions of Carl Zeiss Meditec AG. Any of

our employees and all employees of external service providers who have access to personal data and/or process this data are obliged to treat this data as confidential.

Personal data shall also be made available, within the scope of statutory regulations, to shareholders and shareholder representatives who follow the virtual Annual General Meeting by electronic means, namely via the list of participants to be published in accordance with Section 129 (1) sentence 2 AktG. This shall also apply to questions that shareholders or shareholder representatives may ask at the Annual General Meeting and when announcing requests for additions to the agenda, counter-motions and election nominations.

d) Data sources

We, or the service providers we have engaged, shall generally receive the personal data on the shareholders via our registration office from the shareholders' banks, who have been entrusted with custody of our shares (custodian banks). In some cases, we may also receive personal data directly from the shareholders.

e) Retention period

The retention period for the data collected in connection with the virtual Annual General Meeting is generally up to three years. We generally anonymize or delete personal data, unless we are obliged by law to provide evidence and retain data for further storage, or if a longer retention period is necessary in the context of legal proceedings. Information on shareholders' questions and speeches at the upcoming virtual Annual General Meeting shall generally be anonymized after one month, unless a longer retention period is necessary for the aforementioned reasons.

3. Rights of data subjects

As data subjects, shareholders may contact our data protection officer at any time with an informal notification using the contact details listed under 1.c), to exercise their rights under the GDPR, the conditions of which must be assessed on a case-by-case basis. These include in particular:

- the right to receive information on data processing, as well as a copy of the processed data (Right of Access by the Data Subject, Art. 15 GDPR),
- the right to request the correction of inaccurate data or the completion of incomplete data (Right to Rectification, Art. 16 GDPR),
- the right to request the deletion of personal data and, if the personal data have been published, to inform other persons responsible of the request for deletion (Right to Erasure ('right to be forgotten'), Art. 17 GDPR),
- the right to request the restriction of data processing (Right to Restriction of Processing, Art. 18 GDPR).

In addition, data subjects have the right to lodge a complaint with a supervisory authority.

If personal data are processed on the basis of Art. 6 (1) sentence 1 f) GDPR, shareholders or shareholder representatives also have a right of objection under the statutory requirements.

Jena, February 2025

Carl Zeiss Meditec AG

The Management Board