

**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, Unique identifier: AFXHV20260326
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 2026
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/agm>

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

5. Record date: 4 March 2026 (12.00 a.m. 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 2026 (24:00 midnight CET) (formal disclosure pursuant to EU-DVO: 20260304 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 Thursday, 26 March 2026, at 10.00 a.m. CET.

In accordance with Section 25a Sentence 1 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 transmitted 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 in time, and for their delegated proxies. It will be 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 2025, as well as the management reports for Carl Zeiss Meditec AG and the Group for the fiscal year from 1 October 2024 to 30 September 2025, 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 therefore adopted in accordance with Section 172 sentence 1 AktG. A resolution of the Annual General Meeting on this agenda item is therefore not required.

### **2. Resolution on the appropriation of net retained profits for fiscal year 2024/2025**

The Management Board and Supervisory Board propose to utilize the net retained profits of €703,639,669.03 for fiscal year 2024/2025 as follows:

1. Payment of a dividend of €0.55 per no-par value share carrying dividend rights for 87,536,079 no-par-value shares: €48,144,843.45
2. Carryforward of residual profit to new account: €655,594,855.58

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 2026.

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 €0.55 per dividend-bearing share.

### **3. Resolution on the discharge of the members of the Management Board for fiscal year 2024/2025**

The Supervisory Board and Management Board propose to grant discharge to the members of the Management Board in office during fiscal year 2024/2025 for that period.

#### **4. Resolution on the discharge of the members of the Supervisory Board for fiscal year 2024/2025**

The Management Board and Supervisory Board propose to grant discharge to the members of the Supervisory Board in office during fiscal year 2024/2025 for that period.

#### **5. Appointment of the auditor and the group auditor for fiscal year 2025/2026; appointment of the auditor for the sustainability reporting for fiscal year 2025/2026**

1. 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 2025/2026.
2. Based on the recommendation of the Audit Committee, the Supervisory Board proposes to appoint PriceWaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Leipzig, as auditor of the sustainability reporting for fiscal year 2025/2026. The appointment is made as a precautionary measure in the event that the national legislator, in the course of transposing Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014 and Directives 2004/109/EC, 2006/43/EC and 2013/34/EU as regards corporate sustainability reporting into national law, provides for an explicit appointment by the Annual General Meeting, and provided that the audit of the sustainability reporting for the 2025/2026 fiscal year is not already mandated to the statutory auditor under German transposition law.

The Audit Committee has declared that its proposals are 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 terms of office of the Supervisory Board members Torsten Reitze and Peter Kameritsch, who were elected as shareholder representatives, will expire at the end of the virtual Annual General Meeting on 26 March 2026. Two new shareholder representatives therefore need to be elected to the Supervisory Board. Both Mr. Reitze and Mr. Kameritsch are available for re-election.

In addition, the term of office of Mr. Werner Stahl expires at the end of the virtual Annual General Meeting on 26 March 2026. Mr. Werner Stahl has been appointed as of 1 January 2026 at the request of the Management Board, with the consent of the Chairman of the Supervisory Board. Previously, Supervisory Board member Andreas Pecher had resigned from his position with effect from 31 December 2025 due to his period in office as a member of the Company's Management Board commencing on 1 January 2026. Subsequently, Mr. Werner Stahl was appointed by court order as a member of the Supervisory Board until the end of the virtual Annual General Meeting on 26 March 2026 pursuant to Section 104 (2) sentence 1 of the German Stock Corporation Act (AktG). Mr. Werner Stahl wishes to continue his work on the Company's Supervisory Board and is available for election by the Annual General Meeting.

Three new shareholder representatives therefore need to be elected to the Supervisory Board.

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 Sections 96 (1), 1st alternative, (2), 101 (1) AktG in conjunction with Sections 1, 6 and 7 of the German Co-Determination Act and Section 11 (1) of the Articles of Association.

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% women and at least 30% men. In accordance with Section 96 (1) sentence 3 AktG, the shareholder representatives on the Supervisory Board objected to the principle of overall fulfillment, requesting that the minimum proportion of 30% for women and 30% for men 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 re-election of the persons proposed by the Supervisory Board.

Based on the proposal of the Nominating Committee and taking into account the objectives resolved by the Supervisory Board on 19 September 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 26 March 2026 until the end of the Annual General Meeting resolving the discharge for the fiscal year from 1 October 2029 to 30 September 2030.

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. Peter Kameritsch, resident in Eichenau.

Senior Advisor at Horváth, Stuttgart, Germany

a)

- Member of the Supervisory Board and Chairman of the Audit Committee of KION Group AG, Frankfurt am Main, Germany

b)

- none

2. Mr. Torsten Reitze, resident in Aalen

Member of the Management Board & CFO of ZEISS Business Group Semiconductor Technology, Oberkochen

a)

- Member of the Supervisory Board of Carl Zeiss IMT GmbH, Oberkochen, Germany

b)

- Member of the Board of Directors of Carl Zeiss SMS Ltd., D.N. Misgav, Israel

- Chairman of the Board of Directors of Carl Zeiss SMT, Inc., Denver, USA

- Member of the Board of Directors of Carl Zeiss SBE, LLC, White Plains, USA

- Chairman of the Administrative Board of Carl Zeiss SMT AG, Zurich, Switzerland

3. Mr. Werner Stahl, resident in Rosenheim.

Managing Director of Carl Zeiss Jena GmbH, Jena, Germany

a)

- none

b)

- none

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 profiles of the candidates proposed for election are printed after agenda item 6 under Annexes to agenda items 6 and 8 – 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>, where they will also be available during the Annual General Meeting.

In the opinion of the Supervisory Board, Mr. Peter Kameritsch has no personal or business relationships with Carl Zeiss Meditec AG or its Group companies, the executive bodies of Carl Zeiss Meditec AG or a shareholder with a material interest in Carl Zeiss Meditec AG that would have to be disclosed in accordance with C.13 of the German Corporate Governance Code in the version dated 27 April 2022. Mr. Torsten Reitze is a member of the Management Board & CFO of the ZEISS Semiconductor Manufacturing Technology segment of the ZEISS Group, Oberkochen. Mr. Werner Stahl is Managing Director of Carl Zeiss Jena GmbH, Jena.

The Supervisory Board has ensured in each case that the candidates are able to devote the time necessary to be a member 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 2024/25, which is printed on pages 58 to 69 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) AktG 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 2024/25, 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 Management Board**

Pursuant to Section 120a (1) sentence 1 AktG, the Annual General Meeting of the listed company shall resolve upon the adoption of the remuneration system for the members of the Management Board resolved upon by the Supervisory Board in accordance with the requirements of Section 87a AktG and presented to the Annual General Meeting for each major modification of the remuneration system, but at least every four years.

The Annual General Meeting of Carl Zeiss Meditec AG adopted the remuneration system presented by the Supervisory Board on 22 March

2023. The Supervisory Board of Carl Zeiss Meditec AG has further developed and adjusted this remuneration system based on the recommendation of the General and Personnel Committee of the Supervisory Board. The main changes compared to the previous remuneration system relate in particular to the introduction and increased weighting of non-financial performance targets (ESG targets) and the adjustment of the financial performance criteria within the variable remuneration. In addition, the remuneration system has been reviewed and refined. As a result of these changes, the remuneration system for members of the Management Board will be submitted to the Annual General Meeting for approval.

At its meeting on 2 February 2026, the Supervisory Board approved the refined remuneration system for the members of the Management Board of Carl Zeiss Meditec AG, which is to apply to all new Management Board service contracts and all contract extensions from the beginning of fiscal year 2025/26.

The Supervisory Board shall propose to the Annual General Meeting, based on the recommendation of the General and Personnel Committee, to adopt the remuneration system set forth in the Annex to agenda item 8 for the members of the Management Board.

## **Annex to agenda item 6 – Information on the candidates proposed for election to the Supervisory Board**

### **Peter Kameritsch**

Peter Kameritsch was Chairman of the Executive Board of MTU until June 2025, responsible for Finance and IT. Peter Kameritsch, who holds degrees in Physics and Business Administration, joined MTU in 1999. He has held management positions at a number of MTU locations in the areas of Finance and Investor Relations as well as in Strategy. Before his appointment to the Executive Board he was Head of Finance. Peter Kameritsch was born in 1969.

#### Stages of his professional career

- 2018-2025 Member of the Executive Board of MTU Aero Engines AG, responsible for Finance and IT
- 2016-2017 Head of Finance
- 2015 Head of Controlling
- 2014 Head of Corporate Development and M&A
- 2011- 2014 Head of Investor Relations
- 1999-2011 Various positions in the Finance division of MTU Aero Engines AG

## **Torsten Reitze**

Torsten Reitze has been a member of the Management Board and CFO of ZEISS Business Group Semiconductor Manufacturing Technology since 2018. He has been a member of the Supervisory Board of MDax and TecDAX-listed Carl Zeiss Meditec AG since 2021. Torsten Reitze was born on 31 January 1977 in Hamburg. He completed a banking apprenticeship at Hypo-Vereinsbank AG in Hamburg and graduated with a degree in Business Administration from the Ingolstadt School of Management at the Catholic University of Eichstätt-Ingolstadt (KU).

### Stages of his professional career

- 2021 Member of the Supervisory Board of Carl Zeiss Meditec AG
- 2018 Member of the Management Board and CFO of ZEISS Business Group Semiconductor Manufacturing Technology
- 2017 Member of the Management Board and CFO of the ZEISS Industrial Metrology Segment
- 2013 Head of Finance and Controlling in the Semiconductor Manufacturing Optics strategic business unit within the ZEISS Semiconductor Manufacturing Technology Segment
- 2010 Head of Finance & Treasury Management at the ZEISS Vision Care business group
- 2009 Joined ZEISS as Project Manager for Mergers & Acquisitions
- 2006 Associate Mergers & Acquisitions, UniCredit, Munich

## **Werner Stahl**

Werner Stahl has been Managing Director and COO of Carl Zeiss Jena GmbH since 2025. He has been a member of the Supervisory Board of MDax and TecDAX-listed Carl Zeiss Meditec AG since 2026.

Werner Stahl was born in Straubing in 1969. He graduated with a degree in Electrical Engineering from Regensburg University of Applied Sciences in 1997.

### Stages of his professional career

- 2026 Member of the Supervisory Board of Carl Zeiss Meditec AG
- 2025 Managing Director & COO of Carl Zeiss Jena GmbH
- 2022 COO of Varta AG, Ellwangen
- 2018 various management positions at Osram Licht AG, Munich
- 2014 COO of Products BU at Kathrein-Werke KG, Rosenheim
- 2011 Plant manager of Semikron Elektronik GmbH & Co. KG, Nuremberg
- 1999 Process Engineer and Segment Manager for Modules – Regensburg plant of Infineon Technologies AG, Munich
- 1997 Project Manager in Manufacturing Center for Electrical Systems for Siemens AG, 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 determine that the meeting be 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 has made use of this authorization and has resolved to hold the Annual General Meeting of the Company on 26 March 2026 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 26 March 2026 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 with 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., Wednesday, 4 March 2026, 24:00 midnight CET (record date). Proof of shareholdings 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 24:00 midnight CET on Thursday, 19 March 2026 (CET):

Carl Zeiss Meditec AG  
c/o AAA HV Management GmbH  
Am Stadion 18-24  
51465 Bergisch Gladbach  
Germany  
E-mail: [AFX-HV2026@aaa-hv.de](mailto:AFX-HV2026@aaa-hv.de)

Only those individuals who have furnished proof of their shareholdings in good 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 salability 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 admission card 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 5 March 2026, 12.00 a.m. 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.

Electronic absentee votes may be cast, amended, or revoked via the password-protected internet service (see Section IV. above) during the virtual Annual General Meeting on 26 March 2026, in accordance with the prescribed procedure, up until the time specified by the chair of the meeting for the respective vote.

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. If no explicit or unambiguous vote is cast for an agenda item in the electronic postal vote, this is counted as an abstention for this agenda item.

#### **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 they are given. The proxies are not authorized to exercise other shareholder rights, such as to ask questions, cast motions or to provide clarifications, or lodge objections.

Authorization and instructions to the proxies appointed by the Company must be submitted in text form by no later than the end of 25 March 2026, 24:00 midnight CET, by post or electronically (by e-mail) to Carl Zeiss Meditec AG, c/o AAA HV Management GmbH, Am Stadion 18-24, 51465 Bergisch Gladbach, Germany, e-mail: [AFX-HV2026@aaa-hv.de](mailto:AFX-HV2026@aaa-hv.de) to be received. Alternatively, power of attorney and instructions can be issued to the Company's proxies at the virtual Annual General Meeting on 26 March 2026 by a time specified by the chair of the meeting 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 will also be sent to the shareholders or their appointed proxies at any time on request and can also be accessed online at <https://www.zeiss.com/meditec-ag/agm>.

Should an individual vote be held on an agenda item without prior notice having been given before the virtual Annual General Meeting, an instruction regarding that agenda item as a whole shall also be deemed a corresponding instruction for each sub-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 instances 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 proxies 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 proxy, revoking proxy and proof of proxy authorization furnished to the Company shall be in text form pursuant to Section 134 (3) sentence 3 AktG, if no proxy has been granted pursuant to Section 135 AktG. Shareholders can use the proxy form that they receive together with the AGM admission card 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 24:00 midnight CET on 25 March 2026: Carl Zeiss Meditec AG, c/o AAA HV Management GmbH, Am Stadion 18-24, 51465 Bergisch Gladbach, Germany, E-Mail: [AFX-HV2026@aaa-hv.de](mailto:AFX-HV2026@aaa-hv.de).

Proxies may also be transmitted, amended, or revoked via the password-protected internet service (see Section IV. above) in accordance with the prescribed procedures before and during the virtual Annual General Meeting on 26 March 2026.

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 admission card 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 admission card 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>.

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 admission card, 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 €500,000.00 (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 24:00 midnight CET on Monday, 23 February 2026. 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](mailto: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 regulation under Section 121 (7) AktG applies mutatis mutandis (Section 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 submit 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 time of receipt is

therefore 24:00 midnight CET on Wednesday, 11 March 2026. 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 further grounds upon which nominations do not need to be made accessible. 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 24:00 midnight CET on Wednesday, 11 March 2026. 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  
Investor Relations  
Göschwitzer Straße 51– 52  
07745 Jena

by e-mail to: [investors.med@zeiss.com](mailto:investors.med@zeiss.com)

The Company will make shareholder motions and election proposals that are required to be made available (including the name of the shareholder and, in the case of motions, the supporting statement) accessible on the internet at <https://www.zeiss.com/meditec-ag/agm> in accordance with the 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 can be submitted via the password-protected Internet service. A text input field is provided for this purpose. The length of a statement

in the password-protected Internet service may not exceed 10,000 characters (including spaces). Statements in foreign languages (other than German) will not be considered. 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 to submit multiple comments. Comments submitted in video format must feature 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 24:00 midnight CET on 20 March 2026. Comments submitted on the agenda items shall be published in the password-protected internet service on the Company's website at <https://www.zeiss.com/meditec-ag/agm>, 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 24:00 midnight CET on 21 March 2026, 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, election proposals, questions, and objections to resolutions of the Annual General Meeting contained within statements submitted in text or video format will not be taken into account during the Annual General Meeting. The submission of motions or election proposals (see



VI.2.), the exercise of the right to information (see VI.4.), and the filing of objections to resolutions of the Annual General Meeting (see VII.) are only possible via the specific 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 that 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 chair 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. From the beginning of the Annual General Meeting, a virtual speaker's desk will be maintained via the password-protected internet service on the Company's website at <https://www.zeiss.com/meditec-ag/agm> (refer to section IV above for the corresponding login details), through which shareholders or their proxies may register their request to speak. 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 right to request 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 chair 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 or their proxies who wish to register their request to speak via the virtual speaker's desk shall require – for the transmission of their contribution – either a non-mobile 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 device (smartphone). 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. For contributions to the discussion, a camera and a microphone that can be accessed by the browser must be available on the devices. Installation of additional software components or apps on the devices is not required. Persons who have registered a request to speak via the virtual speaker's desk will be cleared to deliver their contribution in the password-protected online service. 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 the virtual Annual General Meeting**

At the time of convening 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 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](mailto: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 admission card,
- 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, countermotions 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. In principle, personal data is anonymized or deleted, 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 will 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 has 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 is 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 2026

Carl Zeiss Meditec AG

The Management Board