

Innovations that matter

Annual financial statements
of Carl Zeiss Meditec AG (HGB)
Fiscal year 2023/24



Seeing beyond

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Summary management report

The management report of Carl Zeiss Meditec AG and the Group management report have been consolidated pursuant to Section 315 (3) HGB, in conjunction with Section 298 (3) HGB, and published in the 2023/24 Annual Report.

The annual financial statements and the summary management report for Carl Zeiss Meditec AG and the Group for fiscal year 2023/24 are published in the Federal Gazette (Bundesanzeiger).

Both are also available for inspection on Carl Zeiss Meditec AG's website at <https://www.zeiss.com/meditec-ag/home.html>.

Carl Zeiss Meditec AG, Jena

Balance sheet (HGB)

as of 30 September 2024

Assets	Note	30 Sep 2024	30 Sep 2023
		€k	€k
A. Fixed assets	4		
I. Intangible fixed assets			
1. Purchased concessions, industrial and similar rights and assets, and licenses in such rights and assets		9,028	16,578
2. Goodwill		7,907	14,668
3. Prepayments		5,333	4,842
		22,268	36,088
II. Tangible assets			
1. Land, land rights and buildings, including buildings on third-party land		5,057	1,795
2. Technical equipment and machinery		27,083	22,383
3. Other office equipment, fixtures and fittings		27,555	26,073
4. Payments on account and assets under construction		21,675	35,842
		81,370	86,093
III. Financial assets			
1. Shares in affiliated companies		1,628,986	609,698
2. Loans to affiliates		89,895	81,432
3. Participations		9,120	13,345
4. Loans to companies in which a participating interest is held		8,420	0
5. Long-term securities		0	1,772
6. Other loans		5,991	4,171
		1,742,412	710,418
		1,846,050	832,599
B. Current assets			
I. Inventories	5		
1. Raw materials, consumables and supplies		172,998	154,507
2. Unfinished goods, work in progress		33,866	43,341
3. Finished goods and merchandise		111,648	122,072
4. Prepayments		181	367
5. Payments received on account of orders		-1,949	-2,790
		316,744	317,497
II. Receivables and other assets	7		
1. Trade receivables		14,817	19,222
2. Receivables from affiliated companies		255,661	1,010,731
3. Receivables from companies in which a participating interest is held		1,028	0
4. Other assets		50,278	41,743
		321,784	1,071,696
III. Cash-in-hand and bank balances	8	48	47
		638,576	1,389,240
C. Prepaid expenses	9	2,913	2,760
Total assets		2,487,539	2,224,599

Equity and liabilities	Note	30 Sep 2024	30 Sep 2023
		€k	€k
A. Equity	10		
I. Issued capital			
Subscribed capital		89,441	89,441
Nominal value of treasury shares		-1,905	0
		87,536	89,441
II. Capital reserve		954,942	954,942
III. Revenue reserves			
Other revenue reserves		0	2,940
		0	2,940
IV. Net retained profits		634,962	722,641
		1,677,440	1,769,964
B. Special reserve for investment subsidies	11	455	595
C. Provisions	12		
1. Provisions for pensions and similar obligations		79,036	68,932
2. Provisions for taxes		4,000	12,259
3. Other provisions		117,452	142,876
		200,488	224,067
D. Liabilities	13		
1. Trade payables		68,533	109,409
2. Liabilities to affiliated companies		526,616	107,196
3. Other liabilities		12,635	11,710
		607,784	228,315
E. Deferred income	14	1,372	1,658
Total equity and liabilities		2,487,539	2,224,599

Carl Zeiss Meditec AG, Jena

Income statement (HGB)

from 1 October 2023 to 30 September 2024

	Note	2023/24 1 Oct 23 to 30 Sep 24	2022/23 1 Oct 22 to 30 Sep 23
		€k	€k
Sales	16	1,418,434	1,485,204
Decrease (prior year: increase) in inventories of finished goods and work in progress		-21,765	39,297
Other own work capitalized		24,160	26,014
Other operating income	17	70,230	95,338
Cost of materials		-602,405	-686,647
a) Cost of raw materials and supplies, and of purchased merchandise		-597,250	-678,570
b) Cost of purchased services		-5,155	-8,077
Personnel expenses		-295,282	-256,526
a) Wages and salaries		-233,264	-203,448
b) Social security and other pension costs		-62,018	-53,078
» thereof in respect of post-employment benefits		-26,690	-22,673
Amortization on intangible assets and depreciation of tangible assets		-30,194	-27,015
Other operating expenses	18	-360,352	-374,407
Income from long-term equity investments	19	0	2,283
» thereof from affiliated companies		0	2,283
Expenses from loss transfers	20	-2,661	-542
Income from long-term loans		4,130	1,979
» thereof from affiliated companies		4,130	1,562
Other interest and similar income		30,251	17,318
» thereof from affiliated companies		14,375	17,094
Write-downs of long-term financial assets and securities classified as current assets		-7,910	-4,931
Interest and similar expenses	21	-9,184	-1,615
» thereof to affiliated companies		-8,941	0
Result before tax		217,452	315,750
Income taxes	22	-62,112	-95,834
Result after tax		155,340	219,916
Other taxes	23	341	-377
Net income for the fiscal year		155,681	219,539

Notes to the annual financial statements for fiscal year 2023/24

GENERAL INFORMATION AND EXPLANATORY NOTES TO THE ANNUAL FINANCIAL STATEMENTS

1 Description of operations

Carl Zeiss Meditec AG, Jena (“Company”) is engaged in the development, manufacture and marketing of products and systems as well as the rendering of services for diagnosis and treatment in the field of medical technology. Carl Zeiss Meditec AG’s headquarter is located in 07745 Jena, Germany (Göschwitzer Straße 51-52), Germany’s traditional center of excellence for optical and optical-related technologies. Additional operating facilities are located in Oberkochen, Berlin and Munich. The Company has major subsidiaries in the USA, France, Japan, Spain, the United Kingdom, Turkey, the Netherlands and Germany. Together, these form the Carl Zeiss Meditec Group. Carl Zeiss Meditec AG is recorded in the commercial register of Jena Local Court under HRB 205623. The target customer groups of the Company’s products are physicians in various fields and hospitals worldwide. Global distribution is handled by the Company’s own distribution companies or the distribution network of Carl Zeiss AG, Oberkochen.

2 Foundation, stock exchange listing

Carl Zeiss Meditec AG was originally founded on 4 October 1995 as AESCULAP-MEDITEC GmbH with its registered office in Jena. On 10 November 1999 AESCULAP-MEDITEC GmbH changed its legal form to a stock corporation (Aktiengesellschaft). The Company went public on 22 March 2000 and was listed on the Frankfurt Stock Exchange.

3 Annual financial statements according to HGB and AktG, consolidated financial statements

The figures in the annual financial statements of Carl Zeiss Meditec AG for the fiscal year ending on 30 September 2024 are stated in thousands of euros (€k) – unless specified otherwise – in accordance with the provisions of the German Commercial Code (HGB) and the German Stock Corporation Act (AktG). As of the balance sheet date, 30 September 2024, the Company is a large stock corporation as defined by Section 267 (3) and (4) HGB.

In order to give a better insight into the Company’s net assets and financial position, the classifications in the balance sheet have been expanded in accordance with Section 265 (5) HGB to include the liabilities-side item “Special item for investment subsidies”. The income statement has been prepared using the total cost method.

The Company is included in the consolidated financial statements of Carl Zeiss AG, Oberkochen, Germany, which prepares the consolidated financial statements for the largest and, at the same time, smallest group of companies, and publishes them in the Federal Gazette (Bundesanzeiger). The Company also prepares consolidated financial statements according to the International Financial Reporting Standards (IFRS). The consolidated financial statements are also published in the Internet and in the Federal Gazette (Bundesanzeiger). The consolidated financial statements can also be obtained from Carl Zeiss Meditec AG in Jena on request. They are also available for inspection on Carl Zeiss Meditec AG’s website at <https://www.zeiss.com/meditec-ag/home.html>.

The accounting and valuation principles stated in the following section were mainly applied unchanged for the preparation of the annual financial statements. For better clarity and transparency, the disclosures to be made in accordance with the statutory provisions for the items in the balance sheet and income statement, as well as the optional disclosures to be made in the balance sheet and income statement, are for the most part included in the notes accompanying the financial statements.

INFORMATION AND EXPLANATORY NOTES ON ACCOUNTING AND VALUATION PRINCIPLES AND NOTES TO INDIVIDUAL ITEMS IN THE BALANCE SHEET

4 Fixed assets

Intangible fixed assets

Purchased intangible fixed assets are carried at cost less scheduled straight-line amortization in accordance with their expected useful life. The underlying estimated useful lives range between three and seventeen years. Extraordinary write-downs to the lower of cost or market are performed where impairments are expected to be permanent. Internally generated intangible fixed assets are not recognized. As of 30 September 2024 no development expenses were capitalized due to the recognition option.

The addition in this fiscal year is mainly attributable to the acquisition of computer software.

The goodwill arising from the merger transactions on 1 October 2010 is amortized in accordance with the expected useful life. This is more than 5 years, provided that the purchased assets can be expected to make a positive contribution to earnings over a longer period. The estimated useful life of goodwill of the former companies Carl Zeiss Surgical GmbH, *AcriTec GmbH and Carl Zeiss Medical Software GmbH was determined to be 15 years. The Company made use of the option under the German Accounting Law Modernization Act (Bilanzrechtsmodernisierungsgesetz, BilMoG), as the investment is considered a long-term investment. Points of reference for estimating the individual useful operating life include the continually expanding market for medical technology, the positive economic and business conditions, the very low levels of employee turnover at the acquired companies and the life cycles of the products which, thanks to patent protection, etc., range between 10 and 20 years.

Tangible assets

Tangible fixed assets are carried at cost less scheduled depreciation.

In addition to direct material costs and direct production costs, the production costs of internally generated assets also include an appropriate portion of the material and production overheads, as well as the pro rata depreciation of the fixed assets in production.

Tangible fixed assets are depreciated in accordance with their expected useful life. Movable items of tangible fixed assets added before the enactment of the BilMoG, are – as a general rule – subject to the sliding-scale method of depreciation. A transition shall be made to the straight-line method in the year in which the straight-line method results in higher annual depreciation amounts for the first time. Applying the straight-line depreciation method to these assets would have resulted in only minor deviations in fiscal year 2023/24. The other assets are depreciated on a straight-line basis. Low-value assets up to a value of € 800.00 are written off in full in the year of acquisition. Additions to tangible fixed assets are depreciated pro rata temporis.

The depreciable assets were depreciated on a straight-line basis in accordance with their expected useful lives. The following useful lives were applied:

Buildings, including buildings on third-party land	5 to 33 years
Technical equipment and machinery	2 to 21 years
Other office equipment, fixtures and fittings:	2 to 23 years

Extraordinary write-downs to the lower of cost or market are performed where impairments are expected to be permanent. If the reasons for an extraordinary write-down no longer exist, the impairment loss shall be reversed up to a maximum of the depreciated cost. Extraordinary write-downs in the amount of €1,130k were performed in the fiscal year under review.

Prepayments are recognized at nominal value.

Investments in tangible fixed assets in the fiscal year under review relate in particular production facilities and test equipment, modifications in production and tools.

Financial assets

Under long-term financial assets, shares in affiliated companies, other long-term equity investments and securities are recognized at cost and loans are recognized at nominal value. Appropriate valuation allowances are made for potential risks and impairment of financial assets.

The addition to shares in affiliated companies is mainly attributable to the acquisition of DORC Topco B.V., Zuidland, Netherlands. The disposals result from subsequent valuation without impact on the investment ratio and are related to Preceyes B.V., Eindhoven, Netherlands, and InfiniteVision Optics S.A.S., Strasbourg, France.

The increase in loans to affiliates relates to the issue of loans to Carl Zeiss Meditec S.A.S., Périgny/La Rochelle, France, and HYALTECH Ltd., Livingston, United Kingdom. The disposals result from Atlantic S.A.S, Périgny/La Rochelle, France, and a repayment of Carl Zeiss Meditec Iberia S.A., Tres Cantos, Spain.

The addition to other long-term equity investments mainly results from Vibrosonic GmbH, Mannheim, Germany and Precise Bio, Inc., Winston-Salem, USA. The amortization of investments result also from the investment in Precise Bio, Inc., Winston-Salem, USA.

The statement of changes in fixed assets is as follows:

	Acquisition and production costs					Accumulated depreciation and amortization					Net book value		
	1 Oct 2023	Additions	Reclassifications	Disposals	30 Sep 2024	1 Oct 2023	Amortization in the fiscal year	Disposals	Value adjustments in the fiscal year	Reversal of impairment losses	30 Sep 2024	30 Sep 2024	30 Sep 2023
	€k	€k	€k	€k	€k	€k	€k	€k	€k	€k	€k	€k	€k
Intangible fixed assets													
Purchased concessions, industrial and similar rights and assets, and licenses in such rights and assets	167,951	416	498	1	168,864	151,373	8,464	1	0	0	159,836	9,028	16,578
Goodwill	110,012	614	0	0	110,626	95,344	7,375	0	0	0	102,719	7,907	14,668
Prepayments	4,842	989	(498)	0	5,333	0	0	0	0	0	0	5,333	4,842
	282,805	2,019	0	1	284,823	246,717	15,839	1	0	0	262,555	22,268	36,088
Tangible fixed assets													
Land, land rights and buildings, including buildings on third-party land	4,726	1,971	1,489	0	8,186	2,931	198	0	0	0	3,129	5,057	1,795
Technical equipment and machinery	37,789	3,943	5,014	198	46,548	15,406	4,207	148	0	0	19,465	27,083	22,383
Other office equipment, fixtures and fittings	86,049	9,615	2,064	2,595	95,133	59,976	9,950	2,348	0	0	67,578	27,555	26,073
Payments on account and assets under construction	35,842	16,303	(8,567)	21,903	21,675	0	0	0	0	0	0	21,675	35,842
	164,406	31,832	0	24,696	171,542	78,313	14,355	2,496	0	0	90,172	81,370	86,093
Financial assets													
Shares in affiliated companies	626,923	1,030,657	0	11,369	1,646,211	17,225	0	0	0	0	17,225	1,628,986	609,698
Loans to affiliates	89,432	34,685	(8,420)	18,521	97,176	8,000	0	0	281	1,000	7,281	89,895	81,432
Participations	18,100	3,404	0	0	21,504	4,755	0	0	7,629	0	12,384	9,120	13,345
Loans to companies in which a participating interest is held	0	0	8,420	0	8,420	0	0	0	0	0	0	8,420	0
Long-term securities	1,772	0	0	1,772	0	0	0	0	0	0	0	0	1,772
Other loans	4,171	1,942	0	122	5,991	0	0	0	0	0	0	5,991	4,171
	740,398	1,070,688	0	31,784	1,779,302	29,980	0	0	7,910	1,000	36,890	1,742,412	710,418
	1,187,609	1,104,539	0	56,481	2,235,667	355,010	30,194	2,497	7,910	1,000	389,617	1,846,050	832,599

5 Inventories

Raw materials, consumables and supplies are valued at cost or moving average price. The lower of cost or market principle is strictly applied for this valuation.

Work in progress and finished goods are measured at cost. In addition to direct material costs and direct production costs, these also include an appropriate portion of the material and production overheads, as well as the pro rata depreciation of the fixed production assets. Inventory risks relating to the storage period or reduced marketability were taken into account by write-downs using a combination of the lower of cost or market test, marketability discounts and loss-free valuation, and by special individual write-downs.

Trade goods are valued at the lower of cost or market as of the balance sheet date.

Prepayments and payments received on account of orders are recognized, respectively, at their nominal value and settlement amount.

	30 Sep 2024	30 Sep 2023
	€k	€k
Inventories	316,744	317,497
» of which valuation allowances	26,070	26,582

6 Foreign currency translation

Receivables and liabilities denominated in foreign currency are translated using the exchange rate prevailing on the date of the transaction. Exchange rate gains/losses are recognized for short-term receivables and liabilities, in accordance with Section 256a HGB, through remeasurement at the average spot exchange rate at the balance sheet date. In the case of a remaining term of more than one year, this shall apply only if the translation results in a lower amount, for receivables, or a higher amount, for liabilities.

7 Receivables and other assets

Receivables and other assets are stated at their nominal amount. Appropriate individual valuation allowances have been set up for discernible individual risks. The general credit risk on trade receivables has been taken into account by a general bad debt allowance.

As in the prior fiscal year, all receivables and other assets are due within one year or less.

Trade receivables

	30 Sep 2024	30 Sep 2023
	€k	€k
Trade receivables	14,817	19,222
» of which cumulative specific and global valuation allowances	3,483	3,647

Receivables from affiliated companies

	30 Sep 2024	30 Sep 2023
	€k	€k
Trade receivables	250,915	263,944
Treasury receivables from Group treasury of the ZEISS Group	0	742,928
Other receivables	4,746	3,859
Receivables from affiliated companies	255,661	1,010,731

Other assets

	30 Sep 2024	30 Sep 2023
	€k	€k
Receivables from tax office	38,200	35,617
Receivables from the reversal of contracts	7,505	0
Receivables for prepayments	3,816	4,548
Receivables from creditors with debit balances	137	61
Other	620	1,517
Other assets	50,278	41,743

8 Cash-in-hand and bank balances

Cash are recognized at nominal value on the end of the reporting period.

Cash refers solely to bank balances. Cash investments are made with the Group treasury of the ZEISS Group and are recognized under "Receivables from affiliated companies".

9 Prepaid expenses

Prepaid expenses are payments prior to the end of the reporting period, as far as they represent expenses for a defined period after this date.

	30 Sep 2024	30 Sep 2023
	€k	€k
Vacation pay	1,104	930
Agreed supplementary payments (T-ZUG)	1,205	795
License payments/royalties	307	301
Other	297	734
Prepaid expenses	2,913	2,760

10 Equity

Subscribed capital

This is measured at the nominal amount.

Carl Zeiss Meditec AG's subscribed capital amounts to €89,440,570 and is composed of 89,440,570 no-par value ordinary bearer shares (no-par value shares), each with a theoretical interest in the share capital of €1.00 per no-par value share. This is stated at the nominal value.

Nominal value of treasury shares

Based on the resolution of the Annual General Meeting of Carl Zeiss Meditec AG on 6 August 2020, the Management Board is authorized to purchase own shares. This authorization is valid until 5 August 2025. The shares may be purchased, subject to the approval of the Supervisory Board:

- » to offer them for purchase to employees of the Company and the companies affiliated with the Company within the meaning of Section 15 et seqq. German Stock Corporation Act (AktG) – noting that the right of shareholders to subscribe to own shares is excluded – or
- » as a (part-)consideration within the scope of business combinations or to acquire companies, investments in companies or parts of companies and other assets, for example, land or buildings or receivables from the Company or companies affiliated with it within the meaning of Section 15 et seqq AktG – whereby the right of shareholders to subscribe to own shares is also excluded – or
- » to recall them.

This authorization is limited to the purchase of shares equivalent to a proportionate amount of the share capital of €8,940,000.00. The shares shall be purchased at the stock exchange. The consideration paid by the Company per share (excluding incidental purchase costs) may not be more than 10% above or below the closing rate of the shares in Xetra trading (or an equivalent successor system to the Xetra trading system) at the Frankfurt Stock Exchange on the previous day of trading. At no time may the purchased shares, together with other own shares held by the Company and ascribable to it pursuant to Section 71a et seqq. AktG, exceed 10% of the share capital.

Between 9 February 2024 and 9 August 2024, 1,904,491 shares were acquired for a total of €149,999,973.11 (excluding incidental acquisition costs), resulting in an average share purchase price of € 78.7612. These are reported in equity under the item “Nominal value of treasury shares” in subscribed capital with a notional value of € 1.00 per share. This corresponds to 2.1293% of the share capital of Carl Zeiss Meditec AG. The price of the share buyback was therefore in a range between €60.2364 and €121.9240 per share. The repurchased shares may be used for all purposes permitted by the authorization of the Annual General Meeting on 6 August 2020:

Period	Number of shares	Share of share capital	Share of share capital	Average rate on purchasing	Purchase price
	Number	€k	%	€/share	€k
Feb 24	94,500	95	0.1057 %	111.38	10,525
Mar 24	82,500	83	0.0922 %	118.12	9,744
Apr 24	155,800	156	0.1742 %	103.04	16,054
May 24	237,000	237	0.2650 %	94.89	22,490
Jun 24	673,700	674	0.7532 %	73.09	49,242
Jul 24	392,750	393	0.4391 %	64.26	25,236
Aug 24	268,241	268	0.2999 %	62.29	16,708
	1,904,491		2.1293 %		150,000

Authorized capital

Pursuant to Art. 4 (5) of the Articles of Association of Carl Zeiss Meditec AG, the Company has an Authorized Capital. Subject to the approval of the Supervisory Board, the Management Board is accordingly authorized to increase the share capital, on one or several occasions in the period until 29 March 2027, by up to a total of € 26,500,000.00 (Authorized Capital 2022). New no-par value bearer shares can be issued against cash and/or contributions in kind for this. The Management Board was authorized, subject to the approval of the Supervisory Board, to exclude shareholders’ statutory subscription rights in the following cases:

» to balance out fractional amounts.

» if the capital increase is effected against cash contributions and the new shares, for which the subscription rights are excluded, are equivalent to no more than 10% of the share capital, neither on the date the increase becomes effective, nor on the date this authorization is exercised, and the issuing price of the new shares is not significantly lower than the market price of shares of the same type and structure already publicly quoted. Sales of own shares on the basis of other authorizations pursuant to Section 186 (3) sentence 4 AktG must be taken into account in the restriction to 10% of the share capital.

» for capital increases against contributions in kind to grant shares for the purpose of acquiring companies, parts thereof or interests in a company.

The Management Board is authorized, subject to the approval of the Supervisory Board, to specify the further details of capital increases from Authorized Capital.

Capital reserve

Capital reserve in accordance with Section 272 (2) No. 4 HGB still amounted to €954,942k on 30 September 2024.

Revenue reserves

These amounted to €0k due to the share buy-back program as of 30 September 2024.

Net retained profits

As of 30 September 2024, net retained profits amount to:

	30 Sep 2024	30 Sep 2023
	€k	€k
Net income for the fiscal year	155,681	219,539
Retained profits brought forward	722,641	601,487
Dividend payment	-98,204	-98,385
Remaining difference between the nominal amount and the acquisition costs of the treasury shares after offsetting with retained earnings	-145,156	0
Net retained profits	634,962	722,641

Amounts excluded from distribution

The payout block is calculated as follows:

	30 Sep 2024	30 Sep 2023
	€k	€k
Fair valuation of plan assets pursuant to Section 268 (8) HGB	28,665	19,197
Difference in recognition of pension obligations pursuant to Section 253 (6) HGB	0	8,046
Payout block	28,665	27,243

This is offset by sufficient reserves, and therefore there is no blocking effect as a result of the payout block for the net income for fiscal year 2023/24.

11 Special reserve for investment subsidies

This special item includes investment subsidies recognized as liabilities. The reversal through profit or loss corresponds to the average useful life of the respective assets.

12 Provisions

Provisions for pensions and similar obligations

Provisions for pensions and similar obligations are calculated based on future wage/salary and pension trends using the projected unit credit method. The calculation of the present values of the pension obligations is based on the average market discount rate for an assumed residual period of 15 years. The obligations are measured using Prof. Dr. Klaus Heubeck's 2018 G mortality tables.

As of 30 September 2024 measurement is based on the following accounting principles:

	2023/24	2022/23
Discount rate pursuant to the German Regulation on the Discounting of Provisions (<i>Rückstellungsabzinsungsverordnung</i>)	1.87%	1.81%
Pension growth	2.25%	2.25%
Salary growth	3.00%	3.00%
Fluctuation factor	approx. 2.00%	approx. 2.00%

Due to inflation, the expected pension adjustment for pensioners as of 1 January 2025 will be around 14% with a three-year adjustment cycle. No adjustment backlog is taken into account for pensioners whose adjustment date is after 2025. In order to take this over-inflation into account in the valuation, a premium of 2.5% was applied to all pensioners with an adjustment in line with the consumer price index.

The assets that are transferred in trust to Carl Zeiss Pensions-Treuhand e.V. Oberkochen, as part of a CTA, and thus withheld from access to all other creditors and that are exclusively used to fulfill liabilities arising from pension commitments or similar long-term commitments (plan assets in the sense of Section 246 (2) Sentence 2 HGB), are recognized at fair value and offset against the relevant pension or other long-term commitments.

If there is no active market that can be used as a basis for calculating the fair value, the fair value is determined using the following valuation methods: present value method and option pricing model.

The Company contracted out the funding of pension obligations. This outsourcing is based on the model of a contractual trust arrangement (CTA). Thus the pension obligations are primarily covered by external plan assets and are separate from the Company's other operating assets. Access to the assets by the employer or other third parties is generally excluded. In the event of the Company becoming insolvent, employees shall have a direct claim against the pension fund.

The expenses and income from discounting and compounding the above obligations and from the plan assets to be offset are offset against each other (Section 246 (2) sentence 2 HGB) and recognized under other interest and similar expenses.

Information on offsetting pursuant to Section 246 (2) Sentence 2 HGB:

	30 Sep 2024
	€k
Amount payable for pensions and similar obligations	234,491
Acquisition costs for plan assets	126,790
Fair value of plan assets	155,455

The difference between the recognition of pension provisions with a 10-year average market interest rate and the recognition of pension provisions with a 7-year average market interest rate amounts to €-2,367k (prior year: €8,046k) .

The corresponding personnel expenses are included under pension costs; the interest expenses of the obligations, the current income from the plan assets and the income or expenses arising from changes in the fair value of the plan assets are carried under interest income. Details can be found in Section 21 "Interest and similar expenses".

Provisions for taxes

This item includes provisions for corporation and trade tax of prior years.

Other provisions

The other provisions provide adequate cover for discernible risks, uncertain obligations and impending losses from pending transactions. The amount to be allocated to these provisions is determined using prudent commercial judgment. Cost increases not expected to have an effect until the future, up until fulfillment of the obligation, were recognized for the first time. Long-term provisions are measured at their net present value using the discount rates appropriate for the term in accordance with the German Regulation on the Discounting of Provisions (Rückstellungsabzinsungsverordnung).

These comprise the following:

	30 Sep 2024	30 Sep 2023
	€k	€k
Remaining purchase price components from company acquisitions	34,156	44,979
Other provisions for employee benefits	27,901	26,573
Outstanding invoices	18,275	25,597
Vacation entitlements and flexitime balances	12,040	9,384
Special payments to employees	8,290	10,170
Currency forward contracts	3,092	12,309
Warranties	2,270	2,825
Losses on supply and purchase commitments	2,112	1,811
Anniversary bonuses	2,112	968
Partial retirement benefits	1,208	513
Contributions to employers' liability insurance association	747	669
Litigation risks	683	2,691
Audit fees	604	538
Supervisory Board remuneration	488	488
Sundry other provisions	3,474	3,361
Other provisions	117,452	142,876

Provisions for anniversary bonuses and partial retirement were valued according to actuarial principles.

The Company also contracted out the financing of partial retirement obligations, as it did with pension obligations. As with the pension commitments for the entitled group of employees, Carl Zeiss Meditec AG transferred the appropriate funds to the Trustee. For further information, please refer to the notes on plan assets for pension provisions. Similar to pension provisions, the assets that are withheld from access to all other creditors and that are exclusively used to fulfill pension commitment obligations or similar long-term commitments (plan assets in the sense of Section 246 (2) Sentence 2 HGB), are recognized at fair value and offset against the relevant pension or other long-term commitments.

The provision for deferred compensation commitments corresponds to the asset values of the reinsurance policy.

The amount payable for provisions for partial retirement arrangements is €1,829k as of 30 September 2024. The fair value of the CTA plan assets against which these provisions were offset is €621k. The resulting interest expenses amount to €-1k.

Derivative financial instruments

As a company with global operations, Carl Zeiss Meditec is exposed to the effects of exchange rate fluctuations and enters into currency forward contracts to hedge against its currency risks based on planned transactions in foreign currencies as hedges for peaks in accordance with *natural hedges* of receivables and liabilities. The aim of currency hedging is to fix prices on the basis of hedging rates, to protect against future unfavorable exchange rate fluctuations. These contracts generally have a term of twelve months. The fair value of currency forward contracts is calculated based on the average spot exchange rate as of the balance sheet date, adjusted for forward premiums and discounts for the respective residual term of the contract, compared with the contracted forward exchange rate.

As of 30 September 2024, the values of currency forward contracts were as follows:

	Market value	Nominal value
	€k	€k
Derivatives with a negative market value	-3,092	69,066
Provision for onerous contracts	3,092	69,066
Currency forward contracts with a positive market value	4,691	322,693

13 Liabilities

Liabilities are stated at their respective amounts payable.

Trade liabilities include the usual obligations in the form of trade payables to outside suppliers and accrued commissions.

	30 Sep 2024	30 Sep 2023
	€k	€k
Trade payables	68,533	109,409
Liabilities to affiliated companies	526,616	107,196
» Trade receivables	89,003	106,634
» Other liabilities	437,613	561
» of which liabilities to the majority shareholder	28,871	29,721
Other liabilities	12,635	11,710
» of which from taxes	5,451	4,171
» of which customs and import sales tax	6,702	6,998
Liabilities	607,784	228,315

With the exception of the loan of €400,000k from an affiliated company of the Carl Zeiss Group, which serves to partially finance the acquisition of DORC Topco B.V., Zuidland, Netherlands, and has a term of more than one but less than five years, all other liabilities have a term of less than one year, as in the prior year.

14 Deferred income

Deferred income are payments received prior to the end of the reporting period, as far as they represent income for a defined period after this date.

This item relates to deferred income for service and maintenance contracts extending beyond the end of the fiscal year.

15 Contingent liabilities and other financial obligations

Contingent liabilities

As of the balance sheet date there were guarantees in favor of affiliated companies for which a noted item in the amount of €1.00 is recognized, as a quantitative value does not seem possible at the current time.

Utilization of this liability is considered unlikely. Equity investments are tested regularly for impairment – and revalued, if necessary – particularly within the scope of preparing the annual financial statements. These tests did not identify any risks that jeopardize the continuation of operations of the equity investments or their ability to meet their obligations.

Off-balance-sheet transactions / Other financial obligations

Off-balance-sheet transactions in the area of rental and leasing obligations mainly relate to rent for buildings, motor vehicle and bicycle leases and office equipment leases. These contracts provide an alternative source of financing that essentially avoids liquidity and equity being tied

up as well as the assumption of major economic risks. In addition, they offer planning and costing reliability in terms of the fixed lease conditions for the term of the lease. There is a risk that the Company may not have unrestricted access to the assumed properties, particularly in the case of underutilization of capacity. Rental and leasing obligations were calculated on the basis of the earliest possible termination dates or the end of the contractual term. The nominal amounts are used.

Rental agreements give rise to the following financial obligations:

	30 Sep 2024
	€k
due 2024/25	10,731
» thereof to affiliated companies	6,088
due 2025/26 to 2028/29	16,529
» thereof to affiliated companies	9,801
due after 2029/30	5,533
» thereof to affiliated companies	0

The financial commitments arising from rental agreements mainly relate to rental agreements with Carl Zeiss AG, Oberkochen, for rented production and office space in Jena and Oberkochen, as well as externally rented production and office space in Munich and Berlin.

The following financial commitments exist due to leases:

	<u>30 Sep 2024</u>
	€k
due 2024/25	1,314
» thereof to affiliated companies	0
due 2025/26 to 2028/29	0
» thereof to affiliated companies	0
due after 2029/30	0
» thereof to affiliated companies	0

These are primarily leases for motor vehicles and bicycles.

Purchase commitments

The purchase commitment for investments gives rise to financial commitments of €24,299k (prior year: €32,072k).

NOTES TO INDIVIDUAL ITEMS IN THE INCOME STATEMENT

16 Sales

	<u>2023/24</u>	2022/23
	€k	€k
Sales by region		
Germany	67,014	71,079
Europe / Middle East / Africa	308,682	297,308
Asia / Pacific region	835,246	901,106
Americas	207,492	215,711
Total	1,418,434	1,485,204

	<u>2023/24</u>	2022/23
	€k	€k
Sales by strategic business unit		
SBU Microsurgery	294,670	374,416
SBU Ophthalmology	1,123,764	1,110,788
Total	1,418,434	1,485,204

17 Other operating income

	<u>2023/24</u>	2022/23
	€k	€k
Income from foreign currency translation	46,596	81,075
Reversals of write-downs of long-term financial assets	1,000	3,000
Cross-charging to Group companies	10,289	5,231
Prior-period income from the reversal of provisions	8,663	3,679
Other	3,682	2,353
Other operating income	70,230	95,338

18 Other operating expenses

Other operating expenses include expenses from foreign currency translation of €-21,101k (prior year: €-57,464k).

19 Income from long-term equity investments

Income from long-term equity investments amounts to €0k (prior year: €2,283k).

20 Income from profit transfer agreements, expenses from loss transfers

Based on the control and profit and loss transfer agreement concluded on 30 May 2017, Carl Zeiss Meditec AG assumed a loss of €-2,661k (prior year: €-542k) from the wholly owned subsidiary Carl Zeiss Meditec Asset Management Verwaltungsgesellschaft mbH, Jena, Germany, in fiscal year 2023/24.

21 Interest and similar expenses

	2023/24	2022/23
	€k	€k
» thereof to affiliated companies	8,941	0
» from provisions for pensions	0	-1,709
» from plan assets	0	2,926
» from fair value adjustment	0	-2,640
» from tax arrears	32	0
» from other interest expenses	211	-192
Other interest and similar expenses	9,184	-1,615

Non-current provisions, which are based on acquisition transactions (acquisition of shareholdings), are compounded against the respective shares without affecting acquisition costs.

22 Income taxes

Deferred taxes

Deferred taxes are calculated on the basis of temporary and quasi-permanent differences between the carrying amounts of assets, liabilities and prepaid expenses/deferred income under commercial law and their tax bases using the tax rates applicable to the individual companies (29.87%, prior year: 29.87%) at the time the differences are reduced, without discounting the resulting tax burden or relief. Deferred taxes result mainly from the following: valuation of intangible fixed assets, valuation of receivables (foreign currency), valuation of pension commitments, valuation of other provisions and valuation of liabilities (foreign currency). Deferred tax assets and liabilities are offset. Any surplus of deferred taxes is not capitalized by exercising the recognition option that exists for this, which is why, as in the previous year, income taxes do not include any effects from the change in deferred taxes recognized.

In Germany, the Act to Ensure Global Minimum Taxation for Corporate Groups (Minimum Tax Act - MinStG) was promulgated on 27 December 2023. As a company domiciled in Germany, Carl Zeiss Meditec AG falls in the scope of the regulation. The law is based on the OECD regulation on global minimum taxation ("Pillar Two"). It applies for the first time to fiscal years beginning after 30 December 2023. Carl Zeiss Meditec AG was not therefore subject to any tax burden from the MinStG in fiscal year 2023/24.

The project to implement the relevant regulations has not yet been completed due to the high level of complexity involved. Based on the analyses of the data for fiscal year 2022/23 and taking into account the transitional exemptions to be utilized for the vast majority of countries, it is assumed that the global minimum taxation will not have any material impact on Carl Zeiss Meditec AG. Deferred taxes in connection with global minimum taxation are not recognized.

23 Other taxes

	2023/24	2022/23
	€k	€k
Employee-related taxes	-292	-319
Vehicle tax	-17	-20
Foreign input tax	-28	-24
Refund of foreign input tax	77	16
Tax refund from prior fiscal years	616	0
Other	-15	-30
Other taxes	341	-377

OTHER MANDATORY DISCLOSURES

24 Auditors' fees

The Annual General Meeting on 24 March 2019 appointed PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft as auditor for fiscal year 2023/24. The total fee charged by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft for the fiscal year can be seen in the corresponding notes accompanying the consolidated financial statements.

The audit services relate mainly to the audit of the consolidated financial statements and the annual financial statements. Other assurance services relate to the audit of the content of the non-financial report. Further services were commissioned for translations.

25 Disclosures on the existence of an equity interest in the Company

Since September 2003 Carl Zeiss AG, Oberkochen, Germany, has held a direct and indirect majority interest in the Company's voting capital below the threshold of 75% pursuant to Section 33 (1) German Securities Trading Act (WpHG).

Carl Zeiss AG, Oberkochen, Germany informed the Company on 27 October 2006 that the share of the voting rights held by its wholly owned subsidiary Carl Zeiss, Inc., Thornwood, USA in Carl Zeiss Meditec AG fell below the threshold of 10% on 27 October 2006 and amounts to 7.47% (6,074,256 ordinary shares) from this date.

Carl Zeiss AG, Oberkochen, Germany informed the Company on 27 October 2006 that the share of the voting rights held by its subsidiary Carl Zeiss Beteiligungs-GmbH, Oberkochen, Germany in Carl Zeiss Meditec AG fell below the threshold of 10% on 27 October 2006 and amounts to 7.47% (6,074,256 ordinary shares) from this date. All these voting rights are allocated pursuant to Section 34 (1) Sentence 1 No. 1 WpHG.

According to our knowledge, the remaining shares are in free float.

26 Information on shareholdings

Information on shareholdings (consolidated companies)

Name and registered office of the company	Local currency	Share of voting capital (in %)	Equity as at 30 Sep 2024 or the end of reporting period of the local financial statements		of which result for fiscal year 2023/24 or in accordance with the fiscal year of the local financial statements	
			in local currency (k)	in €k translated at market rate at end of reporting period	in local currency (k)	in €k translated at market rate at end of reporting period
Carl Zeiss Meditec Asset Management Verwaltungsgesellschaft mbH, Jena, Germany*	EUR	100	68,394	68,394	0	0
Atlantic S.A.S., Périgny / La Rochelle, France	EUR	100	58,747	58,747	-2,076	-2,076
Carl Zeiss Meditec S.A.S., Périgny / La Rochelle, France	EUR	100	32,736	32,736	826	826
Carl Zeiss Meditec Vertriebsgesellschaft mbH, Oberkochen, Germany*	EUR	100	23,428	23,428	0	0
Carl Zeiss Meditec France S.A.S., Marly-le-Roi, France	EUR	100	16,314	16,314	2,221	2,221
France Chirurgie Instrumentation S.A.S., Paris, France	EUR	100	10,509	10,509	4,005	4,005
Carl Zeiss Meditec Iberia S.A., Tres Cantos, Spain	EUR	100	7,571	7,571	822	822
France Chirurgie Instrumentation SUD Ltd., Quatre Bornes, Mauritius	EUR	100	3,036	3,036	-16	-16
Carl Zeiss Meditec Portugal Unipessoal Lda., Lisbon, Portugal	EUR	100	2,803	2,803	67	67
Preceyes B.V., Eindhoven, Netherlands	EUR	100	272	272	-131	-131
D.O.R.C. Deutschland GmbH, Düsseldorf, Germany	EUR	100	3,864	3,864	563	563
DORC Topco B.V., Zuidland, Netherlands	EUR	100	368,911	368,911	-162	-162
DORC Topco B.V., Zuidland, Netherlands	EUR	100	143,179	143,179	-5,828	-5,828
D.O.R.C. Dutch Ophthalmic Research Center (International) B.V., Zuidland, Netherlands	EUR	100	115,344	115,344	14,860	14,860
D.O.R.C. France S.A.R.L., Issy les Moulineaux, France	EUR	100	2,095	2,095	206	206
HYALTECH Ltd., Livingston, United Kingdom	GBP	100	-4,173	-4,995	-3,643	-4,260
Carl Zeiss Meditec Medikal Çözümler Ticaret ve Sanay A.S., Istanbul, Turkey	TRY	100	220,834	5,771	129,409	3,804
Audioptics Medical, Inc., Halifax, Canada	CAD	100	17,867	11,806	-1,905	-1,292
Carl Zeiss Meditec Inc., Dublin, USA	USD	100	673,380	601,447	71,919	66,340
Carl Zeiss Meditec USA Inc., Dublin, USA	USD	100	65,461	58,468	12,078	11,141
Carl Zeiss Meditec Production LLC, Ontario, USA	USD	100	19,010	16,979	-2,139	-1,973
Kogent Surgical LLC, Chesterfield, USA	USD	100	7,434	6,639	-897	-828
Katalyst Surgical LLC, Chesterfield, USA	USD	100	-1,148	-1,025	-7,680	-7,084
France Chirurgie Instrumentation Ophthalmics Inc., Pembroke, USA	USD	100	4,163	3,718	1,837	1,694
Carl Zeiss Meditec Digital Innovations LLC, Temple, USA	USD	100	915	817	0	0
Carl Zeiss Meditec Cataract Technology, Inc., Reno, USA	USD	100	-38,704	-34,570	-10,481	-9,668
Dutch Ophthalmic USA Inc., Exeter, USA	USD	100	27,966	24,979	3,571	3,294
MicroVision Inc., Seabrook, USA	USD	100	3,115	2,782	303	280
Peregrine Surgical Ltd., New Britain, USA	USD	100	6,193	5,531	2,341	2,159
Carl Zeiss Meditec (Shanghai) Holding Co. Ltd., Shanghai, China	CNY	100	60,503	7,706	-9,105	-1,166
Carl Zeiss Meditec Guangzhou Ltd., Guangzhou, China	CNY	100	44,195	5,629	-2,637	-338
Carl Zeiss Meditec (Suzhou) Ltd., Suzhou, China	CNY	100	1,822	232	-1,844	-236
Carl Zeiss Meditec Co. Ltd. Tokyo, Japan	JPY	51	4,488,356	28,084	472,521	2,900

* Pursuant to Section 264 (3) HGB, these entities are exempted from the duty to publish their annual financial statements

The figures shown in the tables above represent the values determined in accordance with country-specific accounting regulations.

Information on shareholdings (unconsolidated companies)

Name and registered office of the company	Currency	Share of voting capital (in %)
Wefis GmbH, Cologne, Germany	EUR	100
D.O.R.C. GmbH, Vienna, Austria	EUR	100
InfiniteVision Optics S.A.S., Strasbourg, France	EUR	100
D.O.R.C. España S.L., Barcelona, Spain	EUR	100
D.O.R.C. Italy S.r.l., Agrate Brianza, Italy	EUR	100
Medical Instrument Design (M.I.D.) International B.V., Zuidland, Netherlands	EUR	100
D.O.R.C. Limited, Essex, United Kingdom	GBP	100
D.O.R.C. Scandinavia AB, Nacka, Sweden	SEK	100
Emmetropia, Inc., Princeton, USA	USD	100
Preceyes, Inc., New York, USA	USD	100
D.O.R.C. do Brasil Produtos e Serviços Oftalmológicos Ltda, Sao Paulo, Brazil	BRL	100
Daoenke Medical Technology Co., Ltd., Shanghai, China	CNY	100

27 Information on employees

Number of employees

In fiscal year 2023/24 the Company had an average of 2,402 employees (prior year: 2,128 employees), plus 0 trainees (prior year: 0 trainees). This number does not include the members of the Management Board of Carl Zeiss Meditec AG.

The table below shows the average distribution of employees during the year across the following areas:

	Number
Production	768
Sales	511
Administration	237
Research and development	886
Total	2,402

As of the balance sheet date, 30 September 2024, the Company had a workforce of 2,467 employees, plus 0 trainees, plus two Management Board members.

28 Information on the Company's executive bodies

Management Board

The following were appointed as members of the Management Board of Carl Zeiss Meditec AG in fiscal year 2023/24 and entered in the commercial register:

Member of Management Board	Membership of statutory supervisory boards and similar supervisory bodies at companies within the Carl Zeiss Group	Membership of statutory supervisory boards and similar supervisory bodies at other companies
<p>Dr. Markus Weber President and CEO of Carl Zeiss Meditec AG</p> <p>Area of responsibility: SBU Ophthalmology, SBU Microsurgery, Operations, Group functions Human Resources, Communications, Strategy & Ventures, Digital Transformation</p> <p>First appointed 2022</p> <p>In addition: Member of the Executive Board of Carl Zeiss AG, Oberkochen, Germany</p>	<ul style="list-style-type: none"> » Member of the Board of Directors of Carl Zeiss Meditec Co. Ltd., Tokyo, Japan » Member of the Board of Directors of Carl Zeiss Co. Ltd, Tokyo, Japan » Member of the Board of Directors DORC Topco B.V., VN Zuidland, Netherlands (since 29 April 2024) 	<ul style="list-style-type: none"> » Member of the university council of Ulm University, Ulm, Germany » Member of the Administrative Board of Deutsches Museum, Munich, Germany
<p>Justus Felix Wehmer Member of the Management Board and CFO of Carl Zeiss Meditec AG</p> <p>Area of responsibility: Corporate functions Finance & Controlling, Investor Relations, IT, Quality, Regulatory & Clinical Affairs, Sustainability, Compliance, Legal</p> <p>First appointed 2018</p>	<ul style="list-style-type: none"> » Member of the Board of Directors of Carl Zeiss Meditec, Inc., Dublin, USA » Member of the Board of Directors of Carl Zeiss Meditec Cataract Technology, Reno, USA » Member of the Board of Directors of Carl Zeiss Meditec USA, Inc, Dublin, USA » Member of the Board of Directors of Carl Zeiss Iberia, S.L., Tres Cantos, Spain » Chairman of the Board of Directors of Carl Zeiss Meditec Iberia S.A., Tres Cantos, Spain » Member of the Board of Directors of Carl Zeiss Meditec Co. Ltd, Tokyo, Japan » Chairman of the Board of Directors of Carl Zeiss Meditec (Guangzhou) Ltd, Guangzhou, China » Chairman of the Board of Directors of Carl Zeiss Meditec Holding (Shanghai) Ltd, Shanghai, China » Member of the Supervisory Board of Carl Zeiss Microscopy GmbH, Jena, Germany » Supervisor of the Management Board of Carl Zeiss Meditec (Suzhou) Co. Ltd, Suzhou, China » Member of the Board of Directors of DORC Topco B.V., VN Zuidland, Netherlands (since 29 Apr 2024) 	<ul style="list-style-type: none"> » Member of the Board of Spectaris e.V., Berlin, Germany » Member of the Board of the Ernst Abbe Foundation, Jena, Germany

Remuneration paid to the active members of the Management Board in fiscal year 2023/24

The total remuneration paid to the active members of the Management Board pursuant to Section 285 No. 9a HGB amounted to €1,436k in fiscal year 2023/24 (prior year: €3,516k).

Projected unit credits for pensions for former members of the Company's Management Board amounted to €1,501k (prior year: €1,515k).

Supervisory Board

The Supervisory Board of Carl Zeiss Meditec AG had the following members in fiscal year 2023/24:

Member of the Supervisory Board	Membership of statutory supervisory boards and similar supervisory bodies at companies within the Carl Zeiss Group:	Membership of statutory supervisory boards and similar supervisory bodies at other companies
<p>Dr. Karl Lamprecht Chairman</p> <p>Member of the Supervisory Board since 2020</p> <p>Chairman of the Executive Board of Carl Zeiss AG, Oberkochen, Germany</p>	<ul style="list-style-type: none"> » Member of the Board of Directors of Carl Zeiss Holding Co., Ltd. China, Shanghai, China » Member of the Board of Directors of Carl Zeiss (Shanghai) Co, Ltd, Shanghai, China » Chairman of the Supervisory Board of Carl Zeiss SMT GmbH, Oberkochen, Germany » Chairman of the Board of Directors of Carl Zeiss Far East Co, Ltd, Kwai Fong, NT, Hong Kong, China » Chairman of the Board of Directors of Carl Zeiss India (Bangalore) Pte. Ltd., Bangalore, India » Member of the Board of Directors of Carl Zeiss Pte. Ltd, Singapore, Singapore » Member of the Management Board of Carl Zeiss Pension Trust Properties LLC, White Plains, USA (since 1 Oct 2023) 	<ul style="list-style-type: none"> » Member of the Supervisory Board of Körber AG, Hamburg, Germany
<p>Stefan Müller Member of the Supervisory Board since 21 Mar 2024</p> <p>Member of the Management Board (CFO) of Carl Zeiss AG, Oberkochen, Germany (since 1 Jan 2024)</p>	<ul style="list-style-type: none"> » Member of the Management Board of Carl Zeiss Pension Trust Properties LLC, White Plains, USA (since 1 Jan 2024) » Member of the Board of Directors of Carl Zeiss Inc, White Plains, USA (since 1 Jan 2024) 	<p>none</p>
<p>Torsten Reitze Member of the Supervisory Board since 2021</p> <p>Member of the Management Board (CFO) of Carl Zeiss SMT GmbH, Oberkochen, Germany</p>	<ul style="list-style-type: none"> » Member of the Supervisory Board of Carl Zeiss IMT GmbH, Oberkochen, Germany » 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., Danvers, USA » Member of the Internal Board of Directors of Carl Zeiss SBE, LLC, White Plains, USA » President of the Board of Directors of Carl Zeiss SMT Switzerland AG, Zurich, Switzerland (since 6 Aug 2024) 	<p>none</p>
<p>Susan-Stefanie Breitkopf Member of the Supervisory Board from 2 Nov 2023 to 21 Mar 2024</p> <p>Member of the Management Board (CTO) of Carl Zeiss AG, Oberkochen, Germany</p>	<ul style="list-style-type: none"> » Member of the Supervisory Board of Carl Zeiss SMT GmbH, Oberkochen, Germany » Chairwoman of the Board of Directors of Carl Zeiss Inc., White Plains, USA 	<p>none</p>
<p>Tania von der Goltz Member of the Supervisory Board since 2018</p> <p>Member of the Management Board (CFO) of Heidelberger Druckmaschinen AG, Heidelberg, Germany</p>	<p>none</p>	<ul style="list-style-type: none"> » Member of the Advisory Board of Veonet Vision GmbH, Munich, Germany
<p>Isabel De Paoli Member of the Supervisory Board since 2020</p> <p>Partner Private Equity - Healthcare Sector, EQT Partners GmbH, Munich, Germany</p>	<p>none</p>	<p>none</p>

Member of the Supervisory Board	Membership of statutory supervisory boards and similar supervisory bodies at companies within the Carl Zeiss Group:	Membership of statutory supervisory boards and similar supervisory bodies at other companies
<p>Peter Kameritsch Member of the Supervisory Board since 2021</p> <p>Member of the Management Board (CFO) of MTU Aero Engines AG, Munich, Germany</p>	none	none
<p>René Denner* Deputy Chairman of the Supervisory Board since 2019</p> <p>Chairman of the Works Council of Carl Zeiss Meditec AG, Jena, Chairman of the General Works Council of Carl Zeiss Meditec AG, Jena, Germany and 3rd Deputy Chairman of the Works Council - of the Carl Zeiss Group, Germany Deputy Chairman of the Group Works Council of the Carl Zeiss Group, Germany</p>	» Employee representative in the supervisory board of Carl Zeiss AG, Oberkochen, Germany (since 18 March 2024)	none
<p>Jeffrey Marx* Member of the Supervisory Board since 2020</p> <p>Process Engineer, Deputy Chairman of the Works Council of Carl Zeiss Meditec AG, Berlin, Germany</p>	none	none
<p>Brigitte Koblizek* Member of the Supervisory Board since 2022</p> <p>Industrial engineer, Deputy Chairwoman of the Works Council of Carl Zeiss Meditec AG, Oberkochen, Germany</p>	none	none
<p>Falk Bindheim* Member of the Supervisory Board since 2023</p> <p>Trade Union Secretary at IG Metall Jena-Saalfeld and Gera, Jena, Germany</p>	none	none
<p>Heike Madan* Member of Supervisory Board since 2023</p> <p>2nd Representative and Managing Director of IG Metall Aalen</p>	none	» Member of the Supervisory Board of ZF Automotive Germany GmbH, Alfdorf, Germany
<p>Dr. Christian Münster* Member of the Supervisory Board since 2023</p> <p>Head of Regulatory and Clinical Affairs at Carl Zeiss Meditec AG, Jena, Germany</p>	none	none

*elected employee representatives

Committees of the Supervisory Board

	Members
General and Personnel Committee	Dr. Karl Lamprecht, Chairman Renè Denner Stefan Müller Dr. Christian Münster
Audit Committee	Peter Kameritsch, Chairman Renè Denner Heike Madan Torsten Reitze
Nominating Committee	Stefan Müller (since 21 Mar 2024), Chairman (since 18 Jun 2023) Isabel De Paoli Dr. Karl Lamprecht
Mediation Committee	Dr. Karl Lamprecht, Chairman Renè Denner Jeffrey Marx Torsten Reitze

Remuneration of the active members of the Supervisory Board in fiscal year 2023/24

The remuneration of the active members of the Supervisory Board amounted to €549k for fiscal year 2023/24 (prior year: €488k).

Advances/loans and contingent liabilities in favor of members of executive bodies

No advances or loans were granted to members of the executive bodies. The Company did not enter into any contingent liabilities in favor of members of the Management Board or Supervisory Board.

29 Supplementary Report

No further events of material significance for the Company's net assets, financial position and earnings occurred after the end of fiscal year 2023/24.

30 German Corporate Governance Code/Declaration according to Section 161 AktG (German Stock Corporation Act)

The Management Board and Supervisory Board have issued the declaration required in accordance with Section 161 AktG, stating that the Company conforms and plans to conform in future to the recommendations of the Government Commission on the German Corporate Governance Code, as published by the German Federal Ministry of Justice in the official section of the Federal Gazette (Bundesanzeiger), and have made it permanently accessible to shareholders on Carl Zeiss Meditec AG's website at

<https://www.zeiss.de/meditec-ag/investor-relations/corporate-governance.html>.

The statement also cited which recommendations the Company does not yet comply with.

31 Appropriation of profits for fiscal year 2023/24

Fiscal year 2023/24 closes with net income for the year of €155,680,305.60. The Management Board proposes utilizing the net retained profits of €634,961,547.36 for fiscal year 2023/24 as follows:

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

Jena, 2 December 2024

Carl Zeiss Meditec AG

Dr. Markus Weber
President and CEO

Justus Felix Wehmer
Member of the Management Board

Declaration by the legal representatives

pursuant to Section 297 (2) Sentence 4 HGB and Section 315 (1) Sentence 5 HGB

To the best of our knowledge, and in accordance with the applicable reporting principles, the annual financial statements of Carl Zeiss Meditec AG provide a true and fair view of the Company's net assets, financial position and results of operations, and the consolidated management report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal opportunities and risks associated with the expected development of Carl Zeiss Meditec AG.

Jena, 2 December 2024

Carl Zeiss Meditec AG

Dr. Markus Weber
President and CEO

Justus Felix Wehmer
Member of the Management Board

Independent Auditor's Report

To Carl Zeiss Meditec AG, Jena

Report on the Audit of the Annual Financial Statements and of the Management Report

Audit Opinions

We have audited the annual financial statements of Carl Zeiss Meditec AG, Jena, which comprise the balance sheet as at September 30, 2024, and the statement of profit and loss for the financial year from October 1, 2023 to September 30, 2024, and notes to the financial statements, including the presentation of the recognition and measurement policies. In addition, we have audited the management report of Carl Zeiss Meditec AG, which is combined with the group management report, for the financial year from October 1, 2023 to September 30, 2024. In accordance with the German legal requirements, we have not audited the content of subsection "Internal control system" of section "Opportunity and Risk Report" of the management report.

In our opinion, on the basis of the knowledge obtained in the audit,

- » the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law and give a true and fair view of the assets, liabilities and financial position of the Company as at September 30, 2024 and of its financial performance for the financial year from October 1, 2023 to September 30, 2024 in compliance with German Legally Required Accounting Principles, and
- » the accompanying management report as a whole provides an appropriate view of the Company's position. In all material respects, this management report is consistent with the annual financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our audit opinion on the management report does not cover the content of subsection "Internal control system" of section "Opportunity and Risk Report" of the management report.

Pursuant to § [Article] 322 Abs. [paragraph] 3 Satz [sentence] 1 HGB [Handelsgesetzbuch: German Commercial Code], we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements and of the management report.

Basis for the Audit Opinions

We conducted our audit of the annual financial statements and of the management report in accordance with § 317 HGB and the EU Audit Regulation (No. 537/2014, referred to subsequently as "EU Audit Regulation") in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Management Report" section of our auditor's report. We are independent of the Company in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Article 10 (2) point (f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the annual financial statements and on the management report.

Key Audit Matters in the Audit of the Annual Financial Statements

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual financial statements for the financial year from October 1, 2023 to September 30, 2024. These matters were addressed in the context of our audit of the annual financial statements as a whole, and in forming our audit opinion thereon; we do not provide a separate audit opinion on these matters.

In our view, the matter of most significance in our audit was as follows:

1 Measurement of shares in affiliated companies and other equity investments

Our presentation of this key audit matter has been structured as follows:

- 1 Matter and issue
- 2 Audit approach and findings
- 3 Reference to further information

Hereinafter we present the key audit matter:

1 Measurement of shares in affiliated companies and other equity investments

1 In the annual financial statements of the Company shares in affiliated companies and other equity investments amounting to EUR 1,638.1 million (65.9% of total assets; 97.7% of equity) are reported in the "Financial assets" balance sheet item. Shares in affiliated companies and other equity investments are measured in accordance with German commercial law at the lower of cost and fair value. The fair values of the material equity investments are calculated using discounted cash flow models as the present values of the expected future cash flows according to the planning projections prepared by the executive directors. These also factor in expectations relating to future market developments and assumptions about the development of macroeconomic factors affecting the affiliated companies and companies in which equity investments are held. The discount rate used is the individually determined cost of capital for the relevant financial investment. On the basis of the values determined and supplementary documentation, write-downs amounting in total to EUR 7.6 million were required for the financial year.

The outcome of this valuation is dependent to a large extent on the estimates made by the executive directors of the future cash flows, and on the respective discount rates and rates of growth used. The valuation is therefore subject to material uncertainties. Against this background and due to the highly complex nature of the valuation and its material significance for the

Company's assets, liabilities and financial performance, this matter was of particular significance in the context of our audit.

2 As part of our audit, we assessed the methodology used for the purposes of the valuation, among other things. In particular, we assessed whether the fair values of the material equity investments had been appropriately determined using discounted cash flow models in compliance with the relevant measurement standards. In this context, we based our assessment, among other things, on a comparison with general and sector-specific market expectations as well as on the executive directors' detailed explanations regarding the key value drivers underlying the expected cash flows. In the knowledge that even relatively small changes in the discount rate applied can have a material impact on the value of the entity calculated in this way, we focused our testing intensively on the parameters used to determine the discount rate applied, and assessed the calculation model.

In our view, taking into consideration the information available, the valuation parameters and underlying assumptions used by the executive directors are appropriate overall for the purpose of appropriately measuring the shares in affiliated companies and other equity investments.

3 The Company's disclosures relating to the financial assets are contained in the "Disclosures on accounting and valuation policies and on individual items of the balance sheet" sections of the notes to the financial statements.

Other Information

The executive directors are responsible for the other information. The other information comprises the subsection "Internal control system" of section "Opportunity and Risk Report" of the management report as an unaudited part of the management report.

The other information comprises further

- » the statement on corporate governance pursuant to § 289f HGB and § 315d HGB
- » the separate non-financial report to comply with §§ 289b to 289e HGB and with §§ 315b to 315c HGB.

Our audit opinions on the annual financial statements and on the management report do not cover the other information, and consequently we do not express an audit opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information mentioned above and, in so doing, to consider whether the other information

» is materially inconsistent with the annual financial statements, with the management report disclosures audited in terms of content or with our knowledge obtained in the audit, or

» otherwise appears to be materially misstated.

Responsibilities of the Executive Directors and the Supervisory Board for the Annual Financial Statements and the Management Report

The executive directors are responsible for the preparation of the annual financial statements that comply, in all material respects, with the requirements of German commercial law, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles. In addition, the executive directors are responsible for such internal control as they, in accordance with German Legally Required Accounting Principles, have determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

In preparing the annual financial statements, the executive directors are responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

Furthermore, the executive directors are responsible for the preparation of the management report that, as a whole, provides an appropriate view of the Company's position and is, in all material respects, consistent with the annual financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In

addition, the executive directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the management report.

The supervisory board is responsible for overseeing the Company's financial reporting process for the preparation of the annual financial statements and of the management report.

Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Management Report

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the management report as a whole provides an appropriate view of the Company's position and, in all material respects, is consistent with the annual financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the annual financial statements and on the management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with § 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual financial statements and this management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

» Identify and assess the risks of material misstatement of the annual financial statements and of the management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

- » Obtain an understanding of internal control relevant to the audit of the annual financial statements and of arrangements and measures (systems) relevant to the audit of the management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of these systems of the Company.
- » Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.
- » Conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and in the management report or, if such disclosures are inadequate, to modify our respective audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.
- » Evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles.
- » Evaluate the consistency of the management report with the annual financial statements, its conformity with German law, and the view of the Company's position it provides.
- » Perform audit procedures on the prospective information presented by the executive directors in the management report. On the basis of sufficient appropriate audit evidence, we evaluate in particular the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats to independence or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the annual financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

Other Legal and Regulatory Requirements

Report on the Assurance on the Electronic Rendering of the Annual Financial Statements and the Management Report Prepared for Publication Purposes in Accordance with § 317 Abs. 3a HGB

Assurance Opinion

We have performed assurance work in accordance with § 317 Abs. 3a HGB to obtain reasonable assurance as to whether the rendering of the annual financial statements and the management report (hereinafter the "ESEF documents") contained in the electronic file ZEISS_2024_EA_ZLB.zip and prepared for publication purposes complies in all material respects with the requirements of § 328 Abs. 1 HGB for the electronic reporting format ("ESEF format"). In accordance with German legal requirements, this assurance work extends only to the conversion of the information contained in the annual financial statements and the management report into the ESEF format and therefore relates neither to the information contained within these renderings nor to any other information contained in the electronic file identified above.

In our opinion, the rendering of the annual financial statements and the management report contained in the electronic file identified above and prepared for publication purposes complies in all material respects with the requirements of § 328 Abs. 1 HGB for the electronic reporting

format. Beyond this assurance opinion and our audit opinions on the accompanying annual financial statements and the accompanying management report for the financial year from October 1, 2023 to September 30, 2024 contained in the "Report on the Audit of the Annual Financial Statements and of the Management Report" above, we do not express any assurance opinion on the information contained within these renderings or on the other information contained in the electronic file identified above.

Basis for the Assurance Opinion

We conducted our assurance work on the rendering of the annual financial statements and the management report contained in the electronic file identified above in accordance with § 317 Abs. 3a HGB and the IDW Assurance Standard: Assurance Work on the Electronic Rendering of Financial Statements and Management Reports, Prepared for Publication Purposes in Accordance with § 317 Abs. 3a HGB (IDW AsS 410 (06.2022)) and the International Standard on Assurance Engagements 3000 (Revised). Our responsibility in accordance therewith is further described in the "Auditor's Responsibilities for the Assurance Work on the ESEF Documents" section. Our audit firm has applied the IDW Standard on Quality Management 1: Requirements for Quality Management in the Audit Firm (IDW QMS 1 (09.2022)).

Responsibilities of the Executive Directors and the Supervisory Board for the ESEF Documents

The executive directors of the Company are responsible for the preparation of the ESEF documents including the electronic renderings of the annual financial statements and the management report in accordance with § 328 Abs. 1 Satz 4 Nr. [number] 1 HGB.

In addition, the executive directors of the Company are responsible for such internal control as they have considered necessary to enable the preparation of ESEF documents that are free from material non-compliance with the requirements of § 328 Abs. 1 HGB for the electronic reporting format, whether due to fraud or error.

The supervisory board is responsible for overseeing the process for preparing the ESEF documents as part of the financial reporting process.

Auditor's Responsibilities for the Assurance Work on the ESEF Documents

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material non-compliance with the requirements of § 328 Abs. 1 HGB, whether due to fraud or error. We exercise professional judgment and maintain professional skepticism throughout the assurance work. We also:

- » Identify and assess the risks of material non-compliance with the requirements of § 328 Abs. 1 HGB, whether due to fraud or error, design and perform assurance procedures responsive to those risks, and obtain assurance evidence that is sufficient and appropriate to provide a basis for our assurance opinion.
- » Obtain an understanding of internal control relevant to the assurance work on the ESEF documents in order to design assurance procedures that are appropriate in the circumstances, but not for the purpose of expressing an assurance opinion on the effectiveness of these controls.
- » Evaluate the technical validity of the ESEF documents, i.e., whether the electronic file containing the ESEF documents meets the requirements of the Delegated Regulation (EU) 2019/815 in the version in force at the date of the annual financial statements on the technical specification for this electronic file.
- » Evaluate whether the ESEF documents provide an XHTML rendering with content equivalent to the audited annual financial statements and to the audited management report.

Further Information pursuant to Article 10 of the EU Audit Regulation

We were elected as auditor by the annual general meeting on March 21, 2024. We were engaged by the supervisory board on September 25, 2024. We have been the auditor of Carl Zeiss Meditec AG, Jena, without interruption since the financial year 2022/2023.

We declare that the audit opinions expressed in this auditor's report are consistent with the additional report to the audit committee pursuant to Article 11 of the EU Audit Regulation (long-form audit report).

Reference to an other matter – Use of the Auditor’s Report

Our auditor’s report must always be read together with the audited annual financial statements and the audited management report as well as the assured ESEF documents. The annual financial statements and the management report converted to the ESEF format – including the versions to be filed in the Company Register – are merely electronic renderings of the audited annual financial statements and the audited management report and do not take their place. In particular, the “Report on the Assurance on the Electronic Rendering of the Annual Financial Statements and the Management Report Prepared for Publication Purposes in Accordance with § 317 Abs. 3a HGB” and our assurance opinion contained therein are to be used solely together with the assured ESEF documents made available in electronic form.

German Public Auditor responsible for the Engagement

The German Public Auditor responsible for the engagement is Carl Erik Daum.

Leipzig, December 2, 2024

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

Marcus Nickel
Wirtschaftsprüfer
(German Public Auditor)

Carl Erik Daum
Wirtschaftsprüfer
(German Public Auditor)

Financial calendar

Publication of quarterly statement

3 months 2024/25

Telephone conference 12 February 2025

Annual General Meeting

Jena, virtual

26 March 2025

Publication of quarterly statement

6 months 2024/25

Telephone conference 14 May 2025

Publication of quarterly statement

9 months 2024/25

Telephone conference 7 August 2025

Publication of annual and consolidated financial statements 2024/25

Analyst conference 11 December 2025

Imprint/Disclaimer

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Design

Carl Zeiss AG

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Both versions can be downloaded from the
following address:

[https://www.zeiss.com/meditec-ag/de/
investor-relations/finanzpublikationen.
html#geschaeftsberichte](https://www.zeiss.com/meditec-ag/de/investor-relations/finanzpublikationen.html#geschaeftsberichte)

Disclaimer

This report contains certain forward-looking statements concerning the development of Carl Zeiss Meditec AG. At the present time, Carl Zeiss Meditec AG assumes that these forward-looking statements are realistic. However, such forward-looking statements are based both on assumptions and estimates that are subject to risks and uncertainties, which may lead to the actual results differing significantly from the expected results. Carl Zeiss Meditec AG can therefore assume no liability for such a deviation. There are no plans to update the forward-looking statements for events that occur after the end of the reporting period.

Apparent addition discrepancies may arise throughout this interim report due to mathematical rounding.

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