

Rules of Procedure of the Supervisory Board of Carl Zeiss Meditec AG

The Supervisory Board of Carl Zeiss Meditec AG shall adopt the following Rules of Procedure within the scope of the mandatory statutory provisions and the provisions of the Articles of Association:

1 Principle

The Supervisory Board shall perform its duties in accordance with the statutory provisions, the Articles of Association and these Rules of Procedure. It shall advise the Management Board on the management of the Company and shall monitor its management activity. When performing its duties, it shall also cooperate on a basis of trust with the Company's other executive bodies for the benefit of the Company. Its members shall have equal rights and obligations, unless otherwise provided by law, the Articles of Association or these Rules of Procedure. They are not bound by orders and instructions.

2 Membership of the Supervisory Board

- (1) Each member of the Supervisory Board must have the knowledge, skills and professional experience necessary to properly fulfill their duties, in particular with regard to the Company's international activities, and must be sufficiently independent. Members of the Supervisory Board shall not hold office for longer than until the end of the Annual General Meeting following the completion of their 65th year of life.
- (2) The Supervisory Board shall not have more than two former members of the Management Board. Members of the Supervisory Board may not exercise any executive or advisory functions at major competitors of the Company or a Group company and must not have a personal relationship with a major competitor.
- (3) Each member of the Supervisory Board must ensure that they have sufficient time to fulfill their mandate.

- (4) The provisions of paragraphs (1) to (3) shall be taken into account when proposing candidates for election as members of the Supervisory Board to the Annual General Meeting.
- (5) When nominating candidates for election as members of the Supervisory Board, it must also be ensured that the candidate being nominated – if they are a member of the management board of a listed company – does not already hold more than one other supervisory board mandate and does not chair any supervisory boards of listed companies outside the Group. For all other proposals, it must be ensured that the candidate to be nominated, in the case of listed companies outside the Group, does not assume more than four other supervisory board mandates or more than two other supervisory board mandates and a supervisory board chair.

Each elected member of the Supervisory Board who is also a member of the management board of another listed company, should hold no more than one other supervisory board mandate and no supervisory board chair at listed companies outside the Group. The other elected members of the Supervisory Board shall hold no more than four supervisory board mandates or no more than two supervisory board mandates and one supervisory board chair at listed companies outside the Group.

- (6) The Report of the Supervisory Board shall provide information on the attendance of the individual members of the Supervisory Board at the meetings of the Supervisory Board and its committees.
- (7) Written reports from the Management Board to the Supervisory Board shall be distributed to the members of the Supervisory Board, unless the Supervisory Board resolves otherwise in individual cases.
- (8) Each member of the Supervisory Board shall be authorized to inspect the audit reports prepared by the auditors, the dependency reports and any special reports. These reports shall only be distributed to the members of the relevant committee, unless the Supervisory Board resolves otherwise in individual cases.
- (9) The remuneration paid by the Company to the members of the Supervisory Board or the benefits granted for services rendered personally, in particular advisory or mediation services, shall be disclosed separately on an itemized basis in the notes to the consolidated financial statements.

- (10) Advisory and other service and work contracts concluded by a member of the Supervisory Board with the Company shall require the approval of the Supervisory Board.
- (11) The granting of loans by the Company to members of the Supervisory Board shall require the approval of the Supervisory Board.

3 Duties of the members of the Supervisory Board

- (1) Each member of the Supervisory Board shall be committed to the interests of the Company. Members must not pursue their own personal interests when making decisions, nor may they exploit business opportunities that would benefit the Company for their own personal gain.
- (2) Each member of the Supervisory Board shall immediately disclose to the Chairman of the Supervisory Board any conflicts of interest, in particular those that may arise as a result of an advisory or executive function with customers, suppliers, lenders or other business partners. In its report to the Annual General Meeting, the Supervisory Board should disclose any conflicts of interest that have arisen and how they have been dealt with. Material and not merely temporary conflicts of interest with regard to an individual member of the Supervisory Board should lead to termination of the mandate.
- (3) The members of the Supervisory Board shall maintain confidentiality of confidential information and secrets of the Company, in particular trade and business secrets, which become known to them through their work on the Supervisory Board. This shall apply in particular to confidential reports and consultations and to the proceedings of Supervisory Board and committee meetings, including the voting. These obligations shall also apply after leaving office. If a member of the Supervisory Board wishes to pass on information to third parties, which cannot be ruled out with certainty as being confidential or Company secrets, the member shall be obliged to inform the Chairman of the Supervisory Board in advance and to give the Chairman the opportunity to comment. Each member of the Supervisory Board shall ensure that the employees engaged by them comply with the duty of confidentiality in the same way.
- (4) Upon termination of membership of the Supervisory Board, all confidential documents must be returned to the Chairman of the Supervisory Board.

- (5) Supervisory Board members and persons who have a close relationship with a member of the Supervisory Board as per Section 15a (3) German Securities Trading Act (WpHG) shall inform the Company of own transactions with shares of the Company or related financial instruments, in particular derivatives, within five working days, notwithstanding the disclosure obligation to the Federal Supervisory Office for Financial Services pursuant to Section 15a WpHG. This obligation shall not apply insofar as the overall total of transactions executed by the Supervisory Board member and related parties does not reach a total amount of €5,000.00 by the end of the calendar year.

4 Chairman and Deputy

- (1) Pursuant to the Articles of Association, the Supervisory Board shall elect the Chairman of the Supervisory Board and a Deputy Chairman from among its members. The term of office of the Chairman and Deputy Chairman shall correspond to their term of office as a member of the Supervisory Board, unless a shorter term of office is specified in the election. The election shall take place at a meeting following the Annual General Meeting at which the shareholder representatives to be elected to the Supervisory Board by the Annual General Meeting have been elected; this meeting shall not require any special convening. The eldest member of the Supervisory Board shall chair this election.
- (2) If the Chairman or his Deputy leaves this office prematurely, the Supervisory Board shall immediately hold a new election.
- (3) The Deputy shall have the legal and statutory rights and obligations of the Chairman only if and to the extent that the Chairman is prevented from exercising these and the law and the Articles of Association do not prescribe otherwise.
- (4) The Chairman of the Supervisory Board shall maintain regular contact with the Management Board, particularly the Chairman of the Management Board, and shall consult with the Management Board on the Company's strategy, business development and risk management. The Chairman of the Management Board shall immediately inform the Chairman of the Supervisory Board of important events of material significance for assessing the Company's position and development and for managing the Company. The Chairman of the Supervisory Board shall then inform the Supervisory Board and, if necessary, convene a General Committee meeting or an extraordinary Supervisory Board meeting.

- (5) The Chairman or – if the Chairman is prevented from doing so – his Deputy shall be authorized to make the declarations required to implement the resolutions of the Supervisory Board and its committees on behalf of the Supervisory Board. Only the Chairman or – if the Chairman is prevented from doing so – his Deputy shall be authorized to accept declarations on behalf of the Supervisory Board.

5 Meetings and resolutions of the Supervisory Board

- (1) The Supervisory Board shall meet once a quarter. A meeting shall also be convened if it is required by law or deemed necessary for business reasons.
- (2) The members of the Management Board shall attend the meetings unless the Chairman of the Supervisory Board specifies otherwise.
- (3) Meetings of the Supervisory Board are generally convened in writing with 14 days' notice. This notice period excludes the date the invitation to the meeting is sent and the date of the meeting itself. In urgent cases, the Chairman may give less notice and convene the meeting verbally, by telephone, fax or other conventional means of communication, in particular by e-mail.
- (4) The meetings shall take place at the Company's headquarters or at another venue to be announced in the invitation.
- (5) The invitation shall be accompanied by the meeting agenda. The agenda shall be extended if requested by a member of the Supervisory Board or the Management Board, stating the reasons, and the addenda can be communicated no later than seven days prior to the date of the meeting. Agenda items shall be communicated in good time before the meeting to enable absent members of the Supervisory Board to vote in accordance with the provisions of the Articles of Association. Resolutions may only be passed on agenda items not communicated in good time if no members object to such a procedure. In such a case, absent members shall be given the opportunity to object to the resolution within a reasonable period specified by the Chairman of the Supervisory Board. The resolution shall only become effective if no absent member has objected within the specified period.
- (6) The Chairman may cancel or reschedule a convened meeting at his discretion.
- (7) The chairman shall chair the meetings. He shall determine the order in which the agenda items are discussed and the manner and order of voting. He shall appoint

the keeper of the minutes, who does not have to be a member of the Management Board or the Supervisory Board, and shall resolve upon the involvement of experts and respondents in the discussion on individual items of the agenda. The Chairman may, at his discretion, suspend or postpone the discussion and resolution of individual items of the agenda.

- (8) Resolutions of the Supervisory Board are generally passed at meetings. A resolution may also be passed by order of the Chairman in a telephone or video conference or outside a meeting by means of votes cast orally, by telephone, in writing or in text form. There is no right to oppose this type of resolution. If the Chairman provides for such a resolution, he shall communicate the details in the invitation.
- (9) The Supervisory Board shall have a quorum if at least half of its members, of whom it must consist in total, participate in the resolution. A member shall also participate in the passing of a resolution even if the member abstains from voting. Members who are connected via telephone or video conference shall be considered present. Absent members of the Supervisory Board may participate in the resolution by having another member of the Supervisory Board submit their vote in writing or in text form. An absent member may cast a vote after the event if this has been approved by all the members present.
- (10) The Supervisory Board shall pass resolutions by a simple majority of the votes cast, unless a different majority is mandatory by law. In the event of a tie, the Chairman shall have the casting vote.

6 Minutes

- (1) Minutes shall be kept of the Supervisory Board meetings, which shall be signed by the Chairman of the Supervisory Board. The minutes shall state the place and date of the meeting, the attendees, the items on the agenda, the main content of the deliberations and the resolutions of the Supervisory Board. Copies of the minutes shall be sent to each member of the Supervisory Board without delay.
- (2) Resolutions passed outside of meetings shall be documented in minutes by the Chairman of the Supervisory Board. Copies of these minutes shall be sent without delay to each member of the Supervisory Board and shall be included in the minutes of the proceedings of the next meeting.
- (3) The minutes referred to in paragraphs 1 and 2 shall be deemed approved if no member of the Supervisory Board who participated in the resolution has lodged a

written objection with the Chairman within one month of the minutes being sent out.

- (4) The wording of the resolutions adopted by the Supervisory Board may be recorded at the meeting and immediately signed by the Chairman as part of the minutes. If resolutions are recorded separately in this form at the meeting, an objection is only possible at the meeting.

7 General rules for committees

- (1) The Supervisory Board may form committees and appoint them from among its members.
- (2) The Supervisory Board shall have a General and Personnel Committee (8), an Audit Committee (9) and a Nominating Committee (10). The committees shall fulfill the functions assigned to them by these Rules of Procedure and special resolutions of the Supervisory Board in the name and on behalf of the Supervisory Board.
- (3) The committee may elect a chairman from among its members unless the Supervisory Board appoints a chairman or a chairman is appointed in accordance with these Rules of Procedure. The chairman of the committee may consult with members of the Supervisory Board who are not members of the committee. The committee chairmen shall report regularly to the Supervisory Board on the work of the committees.
- (4) The term of office of the members of the committees shall, unless a shorter term of office has been specified by the Supervisory Board at the time of election, be equivalent to their term of office as members of the Supervisory Board.
- (5) The regulations made for the Supervisory Board in the Articles of Association and these Rules of Procedure shall apply accordingly to the internal order of the committees, unless otherwise specified below.
- (6) The committees shall only have a quorum if all members participate in the passing of a resolution.
- (7) The members of the Management Board shall attend the meetings of the committees if requested by the chairman of the committee.

8 General and Personnel Committee

- (1) The Supervisory Board shall form a General and Personnel Committee. The Chairman of the Supervisory Board shall, by virtue of this function, be Chairman of the General and Personnel Committee.
- (2) The duties of the General and Personnel Committee shall include advising the Management Board, in particular with regard to the Company's strategic orientation (e.g. with respect to technology, products, markets, intellectual property). In addition, the General and Personnel Committee shall support the Chairman of the Supervisory Board between the Supervisory Board meetings and shall assist with the coordination and preparation of the Supervisory Board meetings.
- (3) The General and Personnel Committee shall resolve upon the approval of the business transactions requiring approval submitted by the Management Board.
- (4) The General and Personnel Committee shall meet regularly with the Company's Management Board and shall inform the Supervisory Board of the content of such meetings at its meetings.
- (5) The General and Personnel Committee shall prepare the personnel-related resolutions of the Supervisory Board. Its duties shall include, in particular, the conclusion, amendment and termination of service contracts with members of the Management Board as well as granting the approval of the Supervisory Board in the cases of Sections 88, 89, 114, 115 German Stock Corporation Act (AktG) and representation of the Company vis-à-vis members of the Management Board pursuant to Section 112 AktG.

9 Audit Committee

- (1) The Supervisory Board shall form an Audit Committee. The Chairman of the Supervisory Board may be a member, but shall not be the Chairman of the Audit Committee.
- (2) The Audit Committee shall deal in particular with the auditing of the accounts, monitoring of the accounting process, the efficiency of the internal control system, the risk management system and the internal audit system, as well as the auditing of the financial statements and the required independence of the auditor,

issuing the audit mandate to the auditor, determining the audit priorities and the fee agreement, and compliance.

10 Nominating Committee

- (1) The Supervisory Board shall form a Nominating Committee. The members of this committee shall be selected exclusively from among the shareholder representatives.
- (2) In the event of the appointment of new members of the Supervisory Board by the Annual General Meeting, the Nominating Committee shall propose suitable candidates to the Supervisory Board for its election proposals to the Annual General Meeting.

11 Appointment of the Management Board, structure of the Management Board contracts

- (1) The Supervisory Board shall appoint and dismiss the members of the Management Board. Together with the Management Board, the Supervisory Board shall ensure a long-term succession plan. Reappointment prior to one year before the end of the term of appointment with simultaneous termination of the current appointment shall only occur in special circumstances. The age limit for members of the Management Board is stipulated as the completion of the member's 65th year of life.
- (2) The conclusion, amendment and termination of contracts with members of the Management Board shall be prepared by the General and Personnel Committee.
- (3) The remuneration of the members of the Management Board shall include fixed and variable components as well as variable components with a long-term incentive effect. The specific structure of a remuneration system with a long-term incentive effect is to be made known in a suitable form.
- (4) The remuneration of the members of the Management Board as a whole should be disclosed in the notes to the consolidated financial statements, divided into fixed and performance-related components and components with a long-term incentive effect.

12 Commissioning of the auditor

- (1) Before the Audit Committee makes a proposal for the selection of the auditor, the Audit Committee shall obtain a statement from the intended auditor as to whether and, if so, what professional, financial or other relationships exist between the auditor and his executive bodies and audit managers, on the one hand, and the Company and the members of its executive bodies, on the other, that could give rise to doubts about the auditor's independence. This declaration shall also state to what extent other services were provided to the Company, particularly in the advisory sector, in the previous fiscal year or are contractually agreed for the following year.
- (2) The Audit Committee shall agree with the auditor that the Chairman of the Audit Committee shall be immediately informed of any disqualification or bias issues that may arise during the audit, if these have not been remedied.
- (3) The Audit Committee shall issue the audit mandate to the auditor and shall arrange the fee with the auditor.
- (4) The Audit Committee shall agree that the auditor shall promptly report all findings and events of relevance to the duties of the Supervisory Board that may arise during the course of the audit.
- (5) The Audit Committee shall agree that the auditor shall inform the Audit Committee or make a note in the audit report if it discovers circumstances during the course of the audit that could result in an inaccuracy of the declaration on the Code issued by the Management Board and the Supervisory Board.
- (6) The auditor shall participate in the deliberations of the Supervisory Board on the annual and consolidated financial statements and shall report on the key results of the audit.

13 Efficiency and compliance audit

- (1) The Supervisory Board shall regularly assess how effectively the Supervisory Board as a whole and its committees are performing their duties. In this context, the Supervisory Board shall be required to assess the efficiency of its activities on a regular basis, but at least every two years, i.e. in particular to review whether the preparation of the meetings, the running of the Supervisory Board meetings, the

communication between the members of the Supervisory Board, the input provided by the committees, the number of committees and the frequency of their meetings ensure efficient performance of the Supervisory Board's duties. The recommendations for action derived from the self-assessment shall be reviewed for their implementation at a later date - but within 12 months.

- (2) The Supervisory Board and the Management Board shall report annually in the annual report on the Company's corporate governance. This shall also include an explanation of any deviations from the recommendations of the Code. To ensure continuous compliance with corporate governance, the Supervisory Board shall receive regular reports from the Company's Corporate Governance Officer.

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