

# **Declaration of the Management Board and Supervisory Board of Carl Zeiss Meditec AG on the German Corporate Governance Code in accordance with Section 161 AktG**

The Management Board and Supervisory Board of Carl Zeiss Meditec AG hereby declare, pursuant to Section 161 (1) Sentence 1 AktG, that since issuing its last Declaration of Conformity on 5 December 2016, Carl Zeiss Meditec AG has conformed and does conform to all 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*), in the version dated 7 February 2017 – published in the Federal Gazette on 24 April 2017 – with the following two exceptions:

Contrary to Section 5.4.1 sentence 2 and 3 of the German Corporate Governance Code the Supervisory Board has not defined any specific objectives for its composition – aside from the legally required target proportion of women – and has not set any control limit for length of service. The Supervisory Board has also not set a competence profile for the Board as a whole. However, the Supervisory Board believes that the composition of the board should be geared, first and foremost, to the interests of the Company, and be efficient in advising and monitoring the Management Board. Accordingly, when appointing the Supervisory Board of Carl Zeiss Meditec AG priority shall therefore be given to ensuring that the members have the necessary capabilities, skills and specialist qualifications to properly fulfill their duties, and that they are independent. The Supervisory Board considers the necessary competencies of the entire Board to be adequately taken into account.

The Supervisory Board also sees no need for change regarding a control limit for the length of service of its members, since the Supervisory Board's rules of procedure already specify an age limit, the members of the Supervisory Board are mandated for a limited period, and, in view of the Company-specific situation, the expertise of longstanding members of the Supervisory Board should not be categorically dispensed with.

Jena, 7 December 2017

For the Supervisory Board  
(Prof. Dr. Michael Kaschke)

For the Management Board  
(Dr. Ludwin Monz)