

Declaration by 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 8 December 2015, 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 5 May 2015 – published in the Federal Gazette on 12 June 2015 – with one exception:

Contrary to Section 5.4.1 Sentence 2 GCGC, the Supervisory Board has not defined any specific objectives for its composition – aside from the legally required proportion of women – and has not set any control limit for length of service. Rather, 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, the priority shall therefore be to ensure that the members have the necessary capabilities, skills and specialist qualifications to properly fulfill their duties, and that they are independent.

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, 5 December 2016

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

For the Management Board
(Dr. Ludwin Monz)