



**Annual General Meeting of Carl Zeiss Meditec AG on Thursday,  
27 May 2021, at 10:00 a.m., in the premises of Carl Zeiss Meditec AG,  
Göschwitzer Str. 51-52, 07745 Jena, Germany**

**Information pursuant Section. 121 (3) Sentence 3 No. 3 AktG on the rights of shareholders pursuant to Section 122 (2), Section 126 (1), Section 127, Section 131 (1) AktG, Section 1 (2) Sentence 1 No. 3 in connection with Sentence 2 Act on COVID-19, Section 245 No. 1 AktG, Section 1 (2) Sentence 1 No. 4 Act on COVID-19**

The Annual General Meeting will be held on the basis of the Law on Measures in Company, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID 19 Pandemic dated 27 March 2020, as amended by the Law of Companies, Cooperative Societies, Associations, Foundations as well as in the Rental and Tenancy Law dated 22 December 2020 ("COVID-19 Act") will be held as a **virtual Annual General Meeting without the physical presence of the shareholders or their proxies** (with the exception of the proxies appointed by the Company).

Section VI. and VII. of the notice convening the Annual General Meeting already contain some information on the rights of shareholders pursuant to Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) German Stock Corporation Act (Aktiengesetz, AktG). The information below contains further details on these statutory regulations:

The relevant provisions of the Law on Measures in Company, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID 19 Pandemic of 27 March 2020, as amended by the Law of Companies, Cooperative Societies, Associations, Foundations as well as in the Rental and Tenancy Law of 22 December 2020 ("COVID-19 Act"), are as follows:

*Article 2*

*Law on Measures in Company, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID 19 Pandemic (excerpts)*

***Section 1 Stock corporations; partnerships limited by shares; European Companies (SE); mutual insurance companies***

*(1) The Management Board of the Company may take decisions regarding the participation of shareholders in the Annual General Meeting by electronic means of communication pursuant to Section 118 (1) sentence 2 AktG (electronic participation), voting by electronic means of communication pursuant to Section 118 (2) AktG (postal vote), the participation of the members of the Supervisory Board by means of audiovisual transmission pursuant to Section 118 (3) sentence 2 AktG, and the admission of video and audio transmission pursuant to Section 118 (4) AktG, even without authorization by the Articles of Association or a bylaw.*

*(2) The Management Board may decide to hold the meeting as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies, if*

1.

*the entire meeting is transmitted in a live audiovisual broadcast,*

2.

*it is possible for shareholders to exercise their voting right via electronic means of communication (postal vote or electronic participation) and it is possible to grant proxy,*

3.

*shareholders are given a right to ask questions by electronic means of communication,*

4.

*the shareholders who have exercised their voting right pursuant to No. 2 are, contrary to Section 245 No. 1 AktG, waiving the right to the requirement of attendance at the Annual General Meeting, given an opportunity to object to a resolution of the Annual General Meeting.*

*The Management Board shall decide at its own discretion, exercising all due care and diligence, how it will answer the questions; the Management Board may also stipulate that questions must be submitted by electronic means by no later than one day prior to the Annual General Meeting. Motions or election nominations by shareholders which are to be made available pursuant to Section 126 or Section 127 of the German Stock Corporation Act shall be deemed to have been made at the meeting if the shareholder making the motion or submitting the nomination is duly authorized and has registered for the Annual General Meeting.*

*(3) Contrary to Section 123 (1) sentence 1 and (2) sentence 5 AktG, the Management Board may decide to convene the Annual General Meeting no later than the 21st day prior to the date of the Annual General Meeting. Contrary to Section 123 (4) sentence 2 AktG, the shareholding certificate for shareholdings in listed companies must refer to the beginning of the twelfth day prior to the Annual General Meeting and, in the case of bearer shares of the Company, must be received at the address specified in the notice convening the Annual General Meeting by no later than the fourth day prior to the Annual General Meeting, unless the Management Board specifies a shorter deadline for the receipt of the shareholding certificate by the Company in the notice convening the Annual General Meeting; any provisions of the Articles of Association that deviate from this shall not apply. In the event of the Annual General Meeting being convened at shorter notice pursuant to sentence 1, the notification pursuant to Section 125 (1) sentence 1 AktG must be issued by no later than twelve days prior to the Annual General Meeting, and the notification pursuant to Section 125 (2) AktG must be issued to those entered in the share register at the beginning of the twelfth day prior to the Annual General Meeting. Contrary to Section 122 (2) AktG, requests for amendments in the case above must be received by the Company at least 14 days prior to the Annual General Meeting.*

*(4) Contrary to Section 59 (1) AktG, the Management Board may decide, even without authorization by the Articles of Association, to pay the shareholders an advance on the net retained profits in accordance with Section 59 (2) AktG. Sentence 1 shall apply mutatis mutandis to an advance payment on the compensation paid (Section 304 AktG) to outside shareholders within the scope of an inter-company agreement.*

*(5) The Management Board may decide, contrary to Section 175 (1) sentence 2 that the Annual General Meeting be held within the fiscal year.*

*(6) The decisions of the Management Board under sections 1 to 5 shall require the approval of the Supervisory Board. Contrary to Section 108 (4) AktG, the Supervisory Board may, notwithstanding the provisions in the Articles of Association or the Rules of Procedure, pass the resolution on this approval in writing, by telephone or by similar means, without the physical presence of its members.*

*(7) Notwithstanding the provision in Section 243 (3) No. 1 AktG, the contestation of a resolution of the Annual General Meeting may also not be based on violations of Section 118 (1) sentences 3 to 5, (2) sentence 2 or (4) AktG, the violation of formal requirements for notifications in accordance with Section 125 AktG, or on a violation of (2), unless the Company is shown to have acted with intent.*

### **Requests to include additional agenda items pursuant to Section 122 (2) AktG**

Shareholders whose shares collectively amount to one twentieth of the share capital or a proportionate interest of €500,000.00 (equivalent to 500,000 shares), may request that items be placed on the agenda and published (Section 122 (2) AktG). Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be sent in writing or in electronic form pursuant to Section 126a BGB (i.e., with qualified electronic signature) to the Management Board of Carl Zeiss Meditec AG and must be received by the Company at least 30 days prior to the virtual Annual General Meeting, excluding the date of receipt, i.e., by no later midnight (24:00 CEST) on Monday, 26 April 2021. Please send any requests to the following address:

Carl Zeiss Meditec AG  
- Management Board -  
Göschwitzer Straße 51 - 52  
07745 Jena, Germany  
E-mail: [sebastian.frericks@zeiss.com](mailto:sebastian.frericks@zeiss.com) (with a qualified electronic signature)

The applicants must provide evidence that they have held a sufficient number of shares for the legally prescribed minimum holding period of at least 90 days prior to the date of receipt of the request, and that they have held the shares up until the Management Board's decision on the application, and, insofar as the Management Board does not fulfill the request, that they also hold the shares up until the court decision on the supplementary motion. The provision under Section 121 (7) AktG shall apply mutatis mutandis. (Sections 122 (2), 122 (1), sentence 3, Section 122 (3) AktG and Section 70 AktG).

Any additions to the agenda that require publication shall – insofar as these are not already disclosed in the invitation to the AGM – be published immediately in the Federal Gazette upon receipt of the request. They shall also be published on the Company's website at <https://www.zeiss.de/meditec-ag/hv> and communicated to the shareholders in accordance with Section 125 (1) sentence 3 AktG (in the currently applicable version).

The provisions of the AktG underlying these shareholder rights are as follows:

*Section 122 Aktiengesetz Convening a general meeting at the request of a minority*

(1) *A general meeting shall be convened if shareholders, whose collective shareholdings amount to one twentieth of the share capital, request such meeting in writing, stating the purpose and reason for the meeting; such request shall be addressed to the management board. The articles of association may provide that the right to convene a general meeting shall require a different form or a smaller holding of the share capital. The applicants shall furnish evidence that they have held their shares for at least 90 days prior to the date of the receipt of the request and that they hold these shares until a decision on the request has been made by the management board. Section 121 (7) shall apply accordingly.*

(2) *In the same manner, shareholders whose collective shareholdings amount to one twentieth of the share capital or a proportionate interest of € 500,000, may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. The request under sentence 1 must be received by the company at least 24 days, or in the case of listed companies, at least 30 days prior to the meeting, excluding the date of receipt.*

(3) *If the request is not met, the court may authorize the shareholders who made the request to convene the general meeting or publish the agenda item. The court may also appoint the chairman of the meeting at the same time. Reference shall be made to the authorization in the convocation or announcement. An appeal against such decision is permitted. The applicants must provide evidence that they have held the shares up until the decision of the court.*

(4) *The company shall bear the costs of the general meeting and, in the case of paragraph 3, also the legal expenses, if the court allows the motion.*

#### *Section 124 AktG Announcement of supplementary motions; draft resolutions (excerpt)*

(1) *If the minority has requested, pursuant to Section 122 (2), that items be placed on the agenda, these shall be announced either with the notice convening the meeting or, alternatively, immediately upon receipt of the request; Section 121 (4) shall apply correspondingly; for listed companies, Section 121 (4a) shall also apply mutatis mutandis. Publication and submission shall be effected in the same manner as for the notice convening the meeting.*

#### *§ 124 a Publications on the Company's website (sentence 2)*

*A request from shareholders pursuant to Section 122 (2) received by the Company after the convening of the meeting shall be made accessible in the same way immediately upon receipt by the Company.*

#### *Section 121 AktG General (excerpt)*

(7) *The date of the meeting shall not be included in periods and deadlines which are counted back from the meeting. Postponement from a Sunday, Saturday or public holiday to an earlier or later working day shall not be taken into consideration. Sections 187 through 193 of the German Civil Code (Bürgerliches Gesetzbuch) shall not apply accordingly. At unlisted companies the articles of association may specify a different calculation of the deadline.*

## *Section 70 Calculation of period of shareholding*

*If the exercise of rights arising from the share is dependent upon the shareholder having held the share for a certain period of time, the right to demand transfer of title from a bank, a financial services institute, or an enterprise operating under Section 53 (1), Sentence 1 or Section 53b (1), Sentence 1 or Sentence 7 of the Banking Act, shall be deemed equivalent to ownership. The period during which the share was owned by a predecessor shall be attributed to the shareholder, provided that he has acquired the share without consideration from his fiduciary, as universal successor, in connection with the liquidation of a community of interest, or as a result of a transfer of assets pursuant to Section 14 of the German Insurance Supervision Act (Versicherungsaufsichtsgesetz) or Section 14 of the Building Loan Associations Act (Gesetz über Bausparkassen).*

## **Motions and election nominations pursuant to Sections 126 (1), 127 AktG each in connection with Section 1 (2) Sentence 3 COVID-19 Act**

Shareholders of the Company may also cast motions concerning specific items on the agenda and nominate candidates for the election of Supervisory Board members and/or auditors.

Shareholder motions, including the name of the shareholder, the statement of reasons and any statement by the management shall be made accessible to the authorized persons named in Section 125 (1) to (3) AktG (in the currently applicable version) in accordance with the requirements therein, if the shareholder has submitted a countermotion against a proposal of the Management Board and/or Supervisory Board with respect to a certain item on the agenda at least 14 days prior to the virtual Annual General Meeting, along with a statement of reasons, to the address below, excluding the date of receipt. The last possible date of receipt is therefore midnight (24:00 CEST) on Wednesday, 12 May 2021. Publication of a countermotion and/or the accompanying statement of reasons shall not be required where one of the facts of exclusion under Section 126 (2) AktG exists. *Further details on the requirements for exercising this right and its limitations can be found on the Company's website at <https://www.zeiss.de/meditec-ag/hv>.*

Nominations by shareholders pursuant to Section 127 AktG do not require justification. Nominations shall only be published if they include the name, the profession and the place of residence of the proposed candidate, and, in the case of an election of Supervisory Board members, details of their membership of other statutory supervisory bodies. Pursuant to Section 127 sentence 1 AktG, in conjunction with Section 126 (2) AktG, there are additional reasons, which, if they exist, mean that nominations do not require publication. Otherwise, the requirements and regulations for the publication of motions shall apply mutatis mutandis; in particular, the last possible date by which nominations must be received at the address below, in order to be published, is also midnight (24:00 CEST) on 12 May 2021. *Further details on the requirements for exercising this right and its limitations can be found on the Company's website at <https://www.zeiss.de/meditec-ag/hv>.*

Any shareholder motions (along with a statement of reasons) or nominations pursuant to Section 126 (1) and Section 127 AktG shall be addressed only to the following:

- by post to:  
Carl Zeiss Meditec AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany
- by fax to: +49 (0)89 / 88 96 906-55
- by Email to: [meditec.zeiss@better-orange.de](mailto:meditec.zeiss@better-orange.de)

Motions and election nominations to be made accessible (including the name of the shareholder and – in the case of motions – the statement of reasons) shall be available for inspection on the Company's website at <https://www.zeiss.de/meditec-ag/hv> in accordance with statutory regulations. Any statements made by the management shall likewise be published at the above Web address after this date.

No countermotions or election nominations may be made during the virtual Annual General Meeting. A countermotion or election nominations to be made accessible pursuant to sections 126, 127 AktG shall be deemed to have been made at the virtual General Meeting if the shareholder making the motion or submitting the candidate proposal is duly authorized and has registered for the Annual General Meeting.

The regulations of the AktG underlying these shareholder rights are as follows:

#### *Section 126 AktG Shareholder Motions*

*(1) Shareholder motions, including the name of the shareholder, the statement of reasons, and any statement by the management, shall be made accessible to the authorized persons named in Section 125 (1) to (3) in accordance with the requirements there, if the shareholder has sent the company a countermotion to a proposal of the management board and supervisory board pertaining to a certain item on the agenda, stating reasons, to the address indicated in the notice convening the meeting, at least 14 days prior to the meeting, excluding the date of receipt. In the case of listed companies, such information shall be published on the Company's website. Section 125 (3) shall apply mutatis mutandis.*

- (2) A countermotion and the accompanying statement of reasons shall not require publication,*
- 1. if the Management Board would render itself liable to prosecution by publishing such information,*
  - 2. if the countermotion would lead to an illegal or unconstitutional resolution by the general meeting,*
  - 3. if key points of the statement of reasons contain obviously incorrect or misleading information, or libelous statements,*
  - 4. if a shareholder countermotion based on the same facts has already been published at one of the company's general meetings pursuant to Section 125,*
  - 5. if the same shareholder countermotion, with essentially the same statement of reasons, has been published at at least two of the company's general meetings in the last five years pursuant to Section 125, and less than one twentieth of the share capital represented voted in favor of this motion at the general meeting,*

6. *if the shareholder indicates that he/she shall not be participating in the general meeting and shall not be represented by a proxy, or*
7. *if, in the last two years, at two general meetings, the shareholder did not present or have presented on his/her behalf a countermotion that he/she had announced.*

*Reasons for countermotions do not require publication if they exceed a total of 5,000 characters in length.*

*(3) If more than one shareholder casts countermotions relating to the same item for resolution, the management board may summarize the counterproposals and reasons for them.*

#### *Section 127 (1) to (3) AktG Election Nominations by Shareholders*

*Section 126 shall apply mutatis mutandis for a shareholder's proposal for the election of supervisory board members or the appointment of auditors. The nomination does not require justification. The management board is not required to publish the nomination if the nomination does not contain the information pursuant to Section 124 (3) Sentence 4 and Section 125 (1) Sentence 5.*

#### *Section 124 (3), sentence 4 Aktiengesetz Announcement of supplementary motions; draft resolutions*

*The proposal for the election of Supervisory Board members or auditors shall state the candidates' names, profession and place of residence.*

#### *Section 125 (1) sentence 5 AktG Notifications for shareholders and supervisory board members*

*For listed companies a proposal for the election of supervisory board members should include details of their membership of other statutory supervisory bodies; details of their membership of comparable domestic and foreign supervisory bodies of commercial enterprises should be added.*

### **Right of information pursuant to Section 131 (1) AktG and right to ask questions pursuant to Section 1 (2) sentence 1 No. 3, sentence 2 of the Covid-19 Act**

Although shareholders are not granted a right to information within the meaning of Section 131 (AktG) during the virtual Annual General Meeting, they do have a right to ask questions pursuant to Section 1 (2) sentence 1 no. 3 and sentence 2 of the COVID 19 Act.

Properly registered shareholders or their proxies may exercise their right to ask questions exclusively by way of electronic communication via the password-protected internet service on the Company's website at <https://www.zeiss.de/meditec-ag/hv> in accordance with the procedure provided for this purpose.

However, duly registered shareholders or their proxies have the option to submit questions in advance via the password-protected internet service by no later than one day before the virtual Annual General Meeting, i.e., no later than midnight (24:00 CEST) on 25 May 2021. Any other

form of communication is excluded. No questions may be asked during the virtual Annual General Meeting. The Company reserves the right to state the names of the shareholders who asked the respective questions before answering questions from shareholders.

Pursuant to Section 1 (2) Sentence 2 of the COVID-19 Act the Management Board shall use its sound discretion in deciding how to answer questions. In particular, it may combine questions. The Management Board may also stipulate that questions must be submitted by electronic means by no later than one day prior to the Annual General Meeting; this was decided by the Management Board with the approval of the Supervisory Board, as described above.

### **Objection to a resolution of the virtual Annual General Meeting**

Duly registered shareholders or their proxies who have exercised their voting right by postal vote or by proxy shall have the option, during the virtual Annual General Meeting up until its closure by the Chairman of the AGM, to lodge an objection against a resolution of the virtual Annual General Meeting using the password-protected internet service at <https://www.zeiss.de/meditec-ag/hv> in accordance with the procedures provided for this, for the minutes of the notary public pursuant to Section 1, (2), sentence 1, No. 4 COVID-19 Act, in conjunction with Section 245 No. 1 AktG.