

Overview with information pursuant to section 125 German Stock Corporation Act (Aktengesetz, AktG), in conjunction with Table 3 of the Commission Implementing Regulation (EU-DVO) 2018/1212

A. Content of the notice

1. Virtual Annual General Meeting of Carl Zeiss Meditec AG
2. Convening of the Annual General Meeting

B. Information on the issuer

1. ISIN: DE 0005313704
2. Name of Issuer: Carl Zeiss Meditec AG

C. Information on the Annual General Meeting

1. Date of the Annual General Meeting: 27 May 2021
2. Time of the Annual General Meeting: 10.00 a.m. CEST, 8.00 a.m. UTC
3. Type of Annual General Meeting: Ordinary Annual General Meeting held as a virtual event, without the physical presence of the shareholders or their proxies
4. Location of the Annual General Meeting: URL to the Company's internet service to follow a live audiovisual broadcast of the Annual General Meeting and exercise shareholder rights:

<https://www.zeiss.com/meditec-ag/agm>

Location of the Annual General Meeting according to AktG:
Göschwitzer Straße 51-52, D-07745 Jena

5. Record date: 6 May 2021 (12.00 a.m. CEST), exercise of participation and voting rights shall require a shareholding certificate issued by the custodian bank, which must refer to the beginning of the 21st day prior to the Annual General Meeting. The Record Date is therefore 6 May 2021 (12.00 a.m. CEST) (formal disclosure pursuant to EU-DVO: 5 May 2021 end of the day)
6. Uniform Resource Locator (URL)/Web page for the Annual General Meeting:
<https://www.zeiss.com/meditec-ag/agm>

Carl Zeiss Meditec AG, Jena

– ISIN: DE 0005313704 –

Invitation to the Annual General Meeting

We hereby invite our shareholders to our Annual General Meeting on Thursday, 27 May 2021, at 10.00 a.m. CEST.

The Annual General Meeting shall be held, based on the Law on Measures in Company, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID 19 Pandemic (Gesetzes über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie) of 27 March 2020 as amended by the Act to Further Shorten the Residual Debt Discharge Procedure and to Adjust Pandemic-Related Provisions in the Law of Companies, Cooperative Societies, Associations, Foundations as well as in the Rental and Tenancy Law (Gesetz zur weiteren Verkürzung des Restschuldbefreiungsverfahrens und zur Anpassung pandemiebedingter Vorschriften im Gesellschafts-, Genossenschafts-, Vereins- und Stiftungsrechts sowie im Miet- und Pachtrecht) of 22 December 2020 (“COVID-19 Bill”), as a

virtual Annual General Meeting, without the physical presence of shareholders or their proxies

(with the exception of the proxies appointed by the Company). Further details on this can be found in sections II - X. Shareholders and their proxies shall have no right and no possibility to be physically present at the location of the Annual General Meeting. The virtual Annual General Meeting shall be transmitted in a live audiovisual broadcast from the premises of Carl Zeiss Meditec AG, Göschwitzer Straße 51-52, 07745 Jena (location of the Annual General Meeting in accordance with the German Stock Corporation Act) at <https://www.zeiss.com/meditec-ag/agm> for the shareholders who have registered on time and their appointed proxies via a password-protected internet service; this broadcast shall not allow participation in the Annual General Meeting in accordance with Section 118 (1) Sentence 2 AktG. Location of the Annual General Meeting in accordance with the German Stock Corporation Act (AktG) is Göschwitzer Straße 51-52, 07745 Jena, Germany.

I. Agenda

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements as of 30 September 2020, as well as the management reports for Carl Zeiss Meditec AG and the Group for the fiscal year from 1 October 2019 to 30 September 2020, together with the explanatory report of the Management Board in accordance with Section 289a (1), Section 315a (1) HGB, the proposal of the Management Board on the appropriation of net retained profits and the Supervisory Board Report.**

The above documents can be inspected online at <https://www.zeiss.com/meditec-ag/agm> and thus also during the virtual Annual General Meeting. They will also be explained in more detail during the virtual Annual General Meeting.

The Supervisory Board has approved the annual financial statements and the consolidated financial statements. The annual financial statements are thus adopted. A resolution on this agenda item is therefore not required.

2. Resolution on the appropriation of net retained profits for fiscal year 2019/2020

The Management Board and Supervisory Board propose to utilize the net retained profits of €364,303,324.69 for fiscal year 2019/2020 as follows:

1. payment of a dividend of €0.50 per no-par value dividend-bearing share for 89,440,570 no-par-value shares: €44,720,285.00.
2. Carryforward of residual profit to new account: €319,583,039.69.

Pursuant to Section 58 (4) sentence 2 AktG, the claim to the dividend is due on the third business day following the resolution of the Annual General Meeting, i.e., on 1 June 2021.

3. Resolution on the discharge of the members of the Management Board for fiscal year 2019/20

The Management Board and Supervisory Board propose to grant the officiating members of the Management Board a discharge for fiscal year 2019/20.

4. Resolution on the discharge of the members of the Supervisory Board for fiscal year 2019/20

The Management Board and Supervisory Board propose to grant the officiating members of the Supervisory Board a discharge for fiscal year 2019/20.

5. Appointment of the auditor of the annual financial statements and the consolidated financial statements for fiscal year 2020/21

Based on the recommendation of the Audit Committee, the Supervisory Board proposes to appoint Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, as auditor of the annual financial statements and the consolidated financial statements for fiscal year 2020/21.

6. Supervisory Board elections

At the end of the virtual Annual General Meeting on 27 May 2021, the terms of office of the elected shareholder representatives Prof. Dr. Michael Kaschke, Dr. Christian Müller and Dr. Markus Guthoff shall come to an end. New elections shall therefore be required.

Pursuant to Section 96 (1), Section 101 (1) AktG and Section 4 (1) One-Third Participation Act (DrittelbG), as well as Art. 11 (1) of the Company's Articles of Association, the Supervisory Board of Carl Zeiss Meditec AG shall be composed of six members to be elected by the shareholders and three members to be elected by the employees.

The Supervisory Board proposes – based on the proposal of the Nominating Committee and taking the objectives resolved by the Supervisory Board on 17 September 2015 concerning its composition – to elect the following individuals as members of the Supervisory Board as shareholder representatives, effective from the end of the Annual General Meeting on 27 May 2021.

The information pursuant to Section 125 (1) Sentence 5 a) AktG refers to memberships of other statutory supervisory boards, and the information under b) refers to memberships of similar domestic and foreign supervisory bodies of commercial enterprises.

1. Mr. Peter Kameritsch, member of the management board of MTU Aero Engines AG, Munich

a) b)

- none

2. Dr. Christian Müller, CFO of Carl Zeiss AG, Oberkochen
 - a)
 - none
 - b)
 - Chairman of the Board of Directors of Carl Zeiss, Inc., White Plains, USA

3. Mr. Torsten Reitze, member of the Management Board and & CFO of ZEISS Business Group Semiconductor Manufacturing Technology, Oberkochen
 - a)
 - none
 - b)
 - Member of the Board of Directors of Carl Zeiss SMS Ltd., Misgav, Israel
 - Member of the Internal Board of Directors of Carl Zeiss SBE, LLC, White Plains, USA
 - Chairman of the Board of Directors of Carl Zeiss SMT, Inc., Peabody, USA

The elections shall be held in each case for the period from the end of the Annual General Meeting on 27 May 2021 until the end of the Annual General Meeting that resolves upon the discharge for the fiscal year from 1 October 2024 to 30 September 2025. In accordance with recommendation C.15 sentence 1 German Corporate Governance Code, the Supervisory Board elections shall be held by way of individual election. It is proposed to elect Dr. Karl Lamprecht from among the members of the Supervisory Board as Chairman of the Supervisory Board.

The CVs of the candidates proposed for election are printed after agenda item 8 under **Annex to agenda item 6 – Information about the Supervisory Board candidates proposed for election** and can be inspected on the Company's website at <https://www.zeiss.com/meditec-ag/agm>.

In the Supervisory Board's opinion, Mr. Peter Kameritsch does not have any personal or business relationships with Carl Zeiss Meditec AG or its subsidiaries, the executive bodies of Carl Zeiss Meditec AG or any major shareholder of Carl Zeiss Meditec AG, which would require disclosure. Dr. Müller is CFO of the Company's majority shareholder, Carl Zeiss AG, and Mr. Torsten Reitze is a member of the Management Board and & CFO of the ZEISS Business Group Semiconductor Manufacturing Technology of the ZEISS Group, Oberkochen. The Supervisory Board has ensured in each case that Dr. Christian Müller, Mr. Peter Kameritsch and Mr. Torsten Reitze are able to devote the time necessary to be a member of the Supervisory Board.

7. Resolution on the adoption of the system for remuneration of the members of the Management Board

By way of the Act Implementing the Second Shareholders' Rights Directive (ARUG II), Section 120 (4) AktG was deleted and a new Section 120a AktG was introduced. Pursuant to Section 120a (1) sentence 1 AktG, the Annual General Meeting of the listed company shall resolve upon the adoption of the remuneration system for the members of the Management Board resolved upon by the Supervisory Board in accordance with the requirements of the also newly introduced Section 87a AktG, which shall be resolved upon and presented to the Annual General Meeting for the first time at the Annual General Meeting 2021 based on the transitional provisions and thereafter for each major modification of the remuneration system, but at least every four years. At the same time, the legislator has specified the requirements for the remuneration system of a listed company with the ARUG II under Section 87a AktG.

In light of these amendments to the AktG, the Supervisory Board of Carl Zeiss Meditec AG, based on the recommendation of the General and Personnel Committee of the Supervisory Board, resolved at its meeting on 14 April 2020 to adopt a remuneration system for the members of Carl Zeiss Meditec AG's Management Board for new Management Board contracts to be concluded after approval by the Annual General Meeting.

The Supervisory Board shall propose to the Annual General Meeting, based on the recommendation of the General and Personnel Committee, to adopt the remuneration system set forth in the Annex to agenda item 7 for the members of the Management Board.

8. Resolution on the adoption of the remuneration system for the members of the Supervisory Board

Pursuant to Section 113 (3) AktG, a resolution should be passed on the remuneration of the members of the Supervisory Board at least once every four years, whereby a resolution that merely confirms the existing remuneration is permissible. The resolution shall contain or refer to the information required under Section 87a (1) sentence 1 AktG mutatis mutandis, in a clear and comprehensible form. The information may be omitted from the Articles of Association if it has been included in the resolution of the Annual General Meeting.

The remuneration of the members of the Supervisory Board is regulated by Art. 19 of Carl Zeiss Meditec AG's Articles of Association and was set as a fixed remuneration by way of a resolution of the Annual General Meeting of 4 March 2014; in terms of D&O insurance, it is regulated by Art. 20 of the Articles of Association. By way of a

resolution of the Annual General Meeting on 19 March 2019, Art. 19 of the Articles of Association of Carl Zeiss Meditec AG was expanded to include payment of an attendance fee for attendance at a meeting of the Supervisory Board and its committees. The wording of the remuneration regulation for the Supervisory Board in accordance with Sections 19 and 20 of the current version of the Articles of Association from August 2020 is enclosed in the annex to agenda item 8 under “Description of the remuneration system for members of the Supervisory Board”. This annex also contains a more detailed description of the remuneration system behind this regulation of the Articles of Association for the members of the Company’s Supervisory Board.

The Supervisory Board and Management Board propose to confirm the remuneration regulation for the Supervisory Board in Articles 19 and 20 of the Articles of Association, including the underlying remuneration system described in more detail in the invitation to the Annual General Meeting from 27 May 2021 in the annex to agenda item 8.

Annexes and reports on agenda items:

Annex to agenda item 6 – Information on the candidates proposed for election to the Supervisory Board

1. Mr. Peter Kameritsch

Profession: member of the Executive Board of MTU Aero Engines AG, Munich

Place of residence: Eichenau

DOB: 9 March 1969, in Munich

Nationality: German and Austrian

Training/Education: Degrees in Physics (Dipl.) and Business Administration (Dipl.)

- Member of the Executive Board of MTU Aero Engines AG since 2018, responsible for Finance and IT
- 2016 Head of Finance
- 2015 Head of Controlling
- 2014 Head of Corporate Development and M&A
- 2011 Head of Investor Relations
- 1999-2011 various positions in the Finance division of MTU Aero Engines AG

2. Dr. Christian Müller

Elected until the end of the Annual General Meeting 2021, member of the Supervisory Board of Carl Zeiss Meditec AG since 19 March 2019.

Profession: Member of the Executive Board of the Carl Zeiss Group (CFO)

Place of residence: Langenau

DOB: 3 August 1967, in Hanau/Main

Nationality: German

Training/Education: Degree in Business Administration (Dr.)

- 2018 Member of the Executive Board and CFO of the ZEISS Group
- 2009 Member of the Management Board and CFO of Carl Zeiss Meditec AG, Jena
- 2006 Head of SBU Surgical Ophthalmology at Carl Zeiss Meditec AG
- 2005 Head of Strategic Business Development at Carl Zeiss Surgical GmbH
- 2002 Joined ZEISS as Head of the Group function Auditing & Risk Management for the ZEISS Group, Oberkochen
- 2000 Commercial Director of the Bioactives division of Degussa AG, Freising
- 1997 Head of Group Auditing & Risk Management department at VIAG AG, Munich
- 1992 Auditor at C&L Deutsche Revision AG, Frankfurt/Main

3. Mr. Torsten Reitze

Profession: member of the Management Board and & CFO of ZEISS Business Group Semiconductor Manufacturing Technology, Oberkochen

Place of residence: Aalen

DOB: 31 January 1977, in Hamburg

Nationality: German

Training/Education: Banking traineeship and degree in Business Administration

- 2018 Member of the Management Board and & CFO of ZEISS Business Group Semiconductor Manufacturing Technology
- 2017 Member of the Management Board and CFO of the ZEISS Industrial Metrology Segment
- 2013 Head of Finance and Controlling in the Semiconductor Manufacturing Optics strategic business unit within the ZEISS Semiconductor Manufacturing Technology Segment
- 2010 Head of Finance & Treasury Management at the ZEISS Vision Care business group
- 2009 Joined ZEISS as Project Manager Mergers & Acquisitions
- 2006 Associate Mergers & Acquisitions, UniCredit, Munich

Annex to agenda item 7 – Remuneration system for the members of the Management Board

A. Basic principles of the remuneration system for the members of the Management Board of Carl Zeiss Meditec AG

The structure of the remuneration to be paid to the Management Board of Carl Zeiss Meditec AG is aimed at contributing to the implementation of corporate management designed to add value in the long term. The remuneration system sets incentives for successful long-term development of the Company overall and for long-term commitment of the Management Board members.

The remuneration system is clearly and comprehensibly structured. It conforms to the requirements of the German Stock Corporation Act (in the version dated 22 December 2020) and is also guided by the recommendations of the German Corporate Governance Code in its version from 16 December 2019 (DCGC 2020). It ensures that the Supervisory Board can respond to organizational changes and deal flexibly with changes in market conditions.

The Supervisory Board is responsible for stipulating the structure of the remuneration system. The Supervisory Board's General and Personnel Committee proposes the amount and structure of the remuneration to be paid to the Management Board, and these are then approved by the Supervisory Board as a whole. The regulations applicable for the handling of conflicts of interest are also observed in the procedure for stipulating, implementing and reviewing the remuneration system. Within the scope of what is legally permissible the Supervisory Board aims to offer the members of the Management Board remuneration that is in line with the market and also competitive, in order to be able to continue recruiting the most suitable talent for Carl Zeiss Meditec AG's Management Board in future and retain them for the long term.

When establishing the specific remuneration, the Supervisory Board considers the following general conditions:

- The appropriateness of the remuneration of the Management Board is determined by the responsibilities of the individual members of the Management Board and on the economic situation and the market environment of the Company, as well as on past and expected future achievements.
- The Management Board member's remuneration should not exceed normal compensation without specific reasons.
- The Supervisory Board shall assess the normality of the remuneration based on an external comparison with the remuneration paid to members of the management boards of similar companies. As a general rule the companies listed on the MDAX index of Deutsche Börse with a similar market capitalization serve as a comparison group (companies with a total market capitalization of 50% to

150% of Carl Zeiss Meditec AG's market capitalization in free float at the end of the prior fiscal year). Other factors, such as the number of employees, can also be taken into consideration for the comparison.

- The variable remuneration, which is determined based on the achievement of long-term and sustainability-driven targets, should account for a significant share of the overall remuneration, in order to align the remuneration of the members of the Management Board with the long-term and sustainable development of the Company. The sustainable development of the Company may also be linked in particular to targets and objectives personally agreed for the members of the Management Board.
- Corporate success should be appropriately rewarded in the variable remuneration of the Management Board. Failure to meet objectives shall result in an appropriate reduction of the variable remuneration. The remuneration structure is not intended to entice members to take unreasonable risks, however.
- Due to the global structure of the Company with very heterogeneous salary structures on the local labor markets and the restriction on Management Board salaries, on the one hand, and the fact that a large proportion of the Company's employees are covered by collective bargaining agreements on the other, the Supervisory Board does not consider a certain, defined relationship between the Management Board target salaries and a certain comparison group within the Company, such as senior executives or employees paid according to collective wage agreements, to be expedient, and does not explicitly take a corresponding multiplier or comparison into account when stipulating the target salaries of the Management Board.

B. Participation in the Annual General Meeting, application and review of the remuneration system

The remuneration system resolved upon by the Supervisory Board shall be presented to the Annual General Meeting for adoption. If the Annual General Meeting does not adopt the respective remuneration system presented, a revised remuneration system shall be presented no later than at the subsequent annual general meeting.

The appropriateness of the remuneration components shall be reviewed annually by the Supervisory Board. If necessary, the Supervisory Board may consult an external remuneration expert, who should be independent from the Management Board and Carl Zeiss Meditec AG, to develop and continue the remuneration system. In the event of major changes to the remuneration system, but at least every four years, the remuneration system shall be presented to the Annual General Meeting for adoption.

Once adopted by the Annual General Meeting, the present system for the remuneration of the members of the Management Board shall be applied for all new Management Board service contracts to be concluded. In accordance with the German Corporate

Governance Code 2020 and Section 26j Introductory Act to the German Stock Corporation Act (EGAktG), the existing remuneration system shall continue to apply for all current Management Board service contracts; the remuneration system presented for adoption shall therefore not be fully implemented until appointment or reappointment and conclusion or renewal of a Management Board service contract.

In exceptional cases, where there is good reason to do so, the Supervisory Board may temporarily deviate from the remuneration system (regulations on remuneration structure and amount, regulations relating to the individual remuneration components or composition of the comparison group of companies), if this is in the Company's interests. In the event of extraordinary, unforeseen developments (for example, serious macroeconomic crises), the effects of which are not adequately included in the target setting and which void the original corporate objectives, the Supervisory Board may take this into account to a reasonable extent in rare, justified special cases when setting objectives. Generally unfavorable market trends are expressly not considered as extraordinary developments during the fiscal year. Such deviations or extraordinary developments shall be clearly presented and justified within the scope of the remuneration report.

C. Components of remuneration

The total remuneration of each member of the Management Board consists of three components:

- a fixed remuneration component,
- a variable, short-term, performance-related remuneration component (Short Term Incentive, STI) and
- a variable, long-term, performance-related remuneration component (Long Term Incentive, LTI).

Remuneration structure	
Remuneration component	Measurement period
Fixed remuneration	fixed
Variable short-term incentive (STI)	1 year (fiscal year)
Variable long-term incentive (LTI)	3 years (reference period)

C.1 Fixed remuneration

The fixed remuneration consists of a fixed, non-performance-related basic remuneration, which is paid monthly as a salary.

Components of the fixed remuneration also include fringe benefits, such as the provision of a company vehicle, for example, company pension, contributions to an individual private pension scheme, medical and nursing insurance and the assumption of costs for other insurance policies, as well as accommodation and moving costs, including brokers' fees.

C.2 Performance-related, variable remuneration components

The variable remuneration components are linked to the success of the Company. They consist of a variable Short Term Incentive (STI) and a variable Long Term Incentive (LTI).

The amount of both components depends on the achievement of financial targets. The Supervisory Board is guided in this respect by the targets Economic Value Added (EVA) and Free Cash Flow (FCF), which the Supervisory Board considers to be proven indicators for sustainable value-added generated by the Company and which result from the income statement, statement of financial position and statement of cash flows. The Supervisory Board firmly believes that in particular these key performance indicators are appropriate for providing a long-term incentive in favor of creating financial stability and adequate profitability of the Company.

Furthermore, personal performance objectives may be taken into account, which may also include non-financial objectives (e.g. Environmental, Social or Governance ("ESG") targets) and which are based on the specific duties, objectives and responsibilities of the respective member of the Management Board as well as the sustainable development of the Company. With a view to a sustainable, successful corporate development that is focused on the interests of the shareholders and with the aim of achieving remuneration for the members of the Management Board that is commensurate with the position of Carl Zeiss Meditec AG, the Supervisory Board agrees on the relative proportions of various targets in the Management Board service contract with each Management Board member and sets the target figures that will define target achievement for each Management Board member prior to a fiscal year.

The appropriate remuneration of the members of the Management Board thus contributes to the promotion of the business strategy and the long-term development of Carl Zeiss Meditec AG. The focus is on strengthening a profitable and sustainable growth trend at Carl Zeiss Meditec AG and this is the basis for the structure of the remuneration system for the members of the Management Board. The financial and non-financial key performance indicators used have different, but often multi-year terms in order to support the Company's strategic success in the long term.

C.2.1 Short Term Incentive, STI (variable)

The STI is based primarily on the achievements in the fiscal year and is paid entirely in cash. The amount of the STI is primarily based on the key performance indicators EVA and FCF. Prior to the start of a fiscal year, the Supervisory Board sets STI targets for the respective fiscal year. The target value of the STI for 100% target achievement (target STI) currently ranges between €200,000.00 and €262,500.00 and should not generally exceed a value of €350,000.00.

In the first Supervisory Board meeting after the end of the fiscal year the Supervisory Board shall determine the actual STI target achievement for the respective member of the Management Board. Personal targets may also be included in the STI on a weighted pro-rata basis – these may also include non-financial targets (e.g. ESG targets), which contribute to the sustainable development of the Company. The degree of achievement of the STI shall be measured based on the key performance indicators EVA and FCF, as well as any relevant personal targets.

The Supervisory Board may also define other significant financial and non-financial targets and include these in the specific catalog of criteria for a fiscal year.

Corresponding targets are also applied for senior executives, in order to achieve consistency of the target system throughout the Company. STI target achievement may exceed 100%. The maximum value (cap) shall be contractually determined with each individual and should not exceed 200%. The STI shall generally be paid out in cash several weeks after settlement in December following the end of the fiscal year.

C.2.2. Long Term Incentive, LTI (variable)

The LTI is a remuneration component with a primarily long-term incentive, which allows the members of the Management Board to earn an additional annual income after a three-year period, depending on individual contractual arrangements.

This amounts to 40% of the individual short-term variable remuneration for the fiscal year that precedes the beginning of the term of an LTI tranche, plus interest, and should account for no more than 30% of the target annual compensation. A precondition for payment of this remuneration is that the members of the Management Board have not handed in their notice at the end of the applicable three-year period per tranche, and the equity ratio of the ZEISS Group is higher than 20% at this point, and the ZEISS Group's accumulated EVA over the three-year period amounts to at least 85% of its medium-term planning. Payment is made at the end of the three-year period, and no earlier than the December salary.

Contrary to the general LTI regulation, a special regulation applies for the Chairman of the Management Board with respect to the long-term variable remuneration. The

amount of the LTI is agreed individually. Over fulfillment up to 200% is possible. The currently agreed target value for 100% target achievement is €131,250 and this can be adjusted annually. In principle, the amount of the LTI should not exceed the amount of the fixed annual remuneration. Financial targets are agreed annually for a three-year period, which are then evaluated at the end of the period.

D. Maximum remuneration, other provisions

As the individual components of remuneration are determined individually with the members of the Management Board and, in addition, the scope of the intended starting point for measurement may vary from fiscal year to fiscal year, the expected relative proportions of the individual components of remuneration can only be stated as percentage ranges.

The points of reference for the variable remuneration components should be selected in the Management Board service contracts such that, as a rule, during the terms of said contracts, the relative shares of the target total remuneration will be as follows:

- fixed remuneration around 30% to 50%,
- target STI around 20% to 40% and
- target LTI around 10% to 30%

Adjustments of the targets for the variable remuneration components during the year are generally excluded. This rule may be deviated from in the case of extraordinary, unforeseeable economic circumstances, which shall be made transparent in individual cases.

For the present members of the Management Board, this would currently result in the following target and maximum remuneration, including fringe benefits and pension-related expenses.

- Dr. Ludwin Monz (President and CEO) - Maximum remuneration in fiscal year 2020/21: €1,571,159.00 (133% of target remuneration of €1,177,409.00). Annual adjustments of the remuneration components are possible, which may lead to an increase in the target and maximum remuneration. However, the maximum remuneration should not exceed €3,000,000.00 as a general rule.
- Justus Felix Wehmer (member of the Management Board) - Maximum remuneration in fiscal year 2020/21: €893,969.00 (139% of target remuneration of €645,329.00). Annual adjustments of the remuneration components are possible, which may lead to an increase in the target and maximum remuneration. However, the maximum remuneration should not exceed €1,750,000.00 as a general rule.
- Jan Willem de Cler (member of the Management Board) - Maximum remuneration in fiscal year 2020/21: €883,640.00 (139% of target remuneration of

€635,000.00). Annual adjustments of the remuneration components are possible, which may lead to an increase in the target and maximum remuneration. However, the maximum remuneration should not exceed €1,750,000.00 as a general rule.

If the Management Board member takes on Supervisory Board mandates within the Group, such activities will be fully compensated by their remuneration for being a member of the Management Board of Carl Zeiss Meditec AG. External mandates may only be accepted after prior approval by the Supervisory Board. When accepting external supervisory board mandates, the Supervisory Board shall also decide whether and to what extent the compensation is to be allowed.

E. Guideline on shareholdings and share-based compensation

The members of the Management Board do not hold any Carl Zeiss Meditec AG shares and do not receive any share-based compensation. The Supervisory Board is satisfied that the present structure of the remuneration, in particular the long-term incentive, due to the focus on the key performance indicators EVA and FCF, on the one hand, and the structure of the LTI, on the other, has proven itself and is in line with the Company's interests.

F. Clawback and withholding or reduction (Malus) of remuneration components

In case of breaches of duty or compliance, the Supervisory Board may reduce the variable remuneration components. This pertains to the variable short-term incentive (STI) as well as components of the long-term remuneration, which have not yet been paid out.

In cases of gross negligence or an intentional breach of the duty of care of a prudent and conscientious manager in accordance with Section 93 (1) AktG by a member of the Management Board, Carl Zeiss Meditec AG shall be authorized to demand full or partial repayment of the variable remuneration components paid out for the respective assessment period during which the breach of duty occurred.

These options may also be used where the term of office or the employment relationship with the Management Board member has already ended. Any claims for damages against the Management Board member shall remain unaffected.

G. Remuneration-related legal transactions

The term of the Management Board employment contracts is linked to the term of appointment. When appointing Management Board members the Supervisory Board observes the requirements of Section 84 AktG, in particular the maximum term of five years. In the case of new appointments, the term should not exceed three years as a general rule. In accordance with the requirements of German stock corporation law, the Management Board contracts do not provide for a regular termination option; the right of both parties to terminate the Management Board contract without notice for good

cause remains unaffected. In the event of premature termination of the appointment, the Management Board contract shall also end prematurely, unless the Supervisory Board specifies otherwise. The system for the remuneration of the members of the Management Board also regulates how much remuneration is paid to a member of the Management Board if the member's activity is terminated prematurely. Depending on the reason for the termination, the following provisions shall apply for the agreed compensation upon leaving office:

In the case of termination of a Management Board contract, any outstanding variable remuneration components due for the period up until termination of the contract, shall, for convenience, generally be paid out in a lump sum, as soon as target achievement in the fiscal year has been determined. If a Management Board contract is terminated during the course of a fiscal year, the STI will be paid on a pro rata basis based on the period served in that fiscal year. The LTI shall only be granted if the employment relationship still exists at the end of the respective fiscal year (30 Sept). A pro rata LTI entitlement only exists upon retirement. Where the payment is to be made early the Supervisory Board may either base it on a target achievement of 100% or may decide to pay out at the end of the fiscal year based on the actual target achievement.

This shall not apply for cases where the service contract is terminated without notice for good reason that is attributable to the Management Board member and for which the Management Board member is responsible; in such a case a variable remuneration shall not be granted for the year in which the termination becomes effective.

In the event of early termination of the Management Board mandate due to revocation of the appointment, the respective Management Board member shall receive a severance payment in the amount expected to be owed by the Company for the remaining term of the employment contract, up to a maximum of two years' compensation (severance payment cap). In the event of a post-contractual non-competition clause, the severance payment shall be offset against a compensation payment.

Benefits in excess of this severance payment are excluded. Benefits in the event of change of control are not provided for in the remuneration of the Management Board.

In the event of premature termination of the Management Board mandate due to a mutually agreed termination of the employment contract, the total benefits promised to the Management Board member by the Company under such an agreement should not exceed the amount expected to be owed by the Company for the original remaining term of the employment contract, up to a maximum of two year's compensation. The main features of the pension schemes are explained in the information under H.

H. Pension scheme for members of the Management Board

The members of the Management Board receive a commitment to a purely employer-financed company pension in the form of a direct commitment.

The Chairman of the Management Board is entitled to a defined benefit plan based on final salary. The annual entitlement increases by 2,375% of a target amount of €525,000 for each year of service, weighted at max. 50%.

Most recently, the service cost for one fiscal year for

- Dr. Ludwin Monz (President and CEO) was: €365,659

The other members of the Management Board are entitled to the defined contribution commitment that applies for all employees in the ZEISS Group. For each fiscal year, depending on the success of the ZEISS Group, a contribution between 1%-5% of the basic income is converted into a pension module based on interest and age-related annuity factors. The total of all pension modules acquired during the period of service determines the monthly pension. Most recently, the service cost for one fiscal year for

- Justus Felix Wehmer (member of the Management Board): €44,800
- Jan Willem de Cler (Member of the Management Board): €42,400

I. Reporting

The Management Board and Supervisory Board prepare a remuneration report annually in accordance with legal requirements. In this report the Supervisory Board shall clearly explain which and how performance criteria were applied and how the respective amounts of the variable remuneration components are calculated. In addition, the Supervisory Board shall report on the inclusion of any additional targets in the specific catalogs of criteria for the STI and/or LTI for a fiscal year or on any changes in the peer group of companies.

Annex to agenda item 8 – Remuneration system for the members of the Supervisory Board

The Supervisory Board of Carl Zeiss Meditec AG (the “Supervisory Board”) advises and monitors the management of the Company by the members of the Management Board and takes responsibility for the duties incumbent upon it by law and in accordance with the Articles of Association. It is involved in strategy and planning and in all matters of material significance for the Company. In light of these responsible tasks, the members of the Supervisory Board shall receive appropriate remuneration, which shall also take adequate account of the time required to fulfill Supervisory Board duties. In addition, remuneration of the Supervisory Board that is also appropriate in terms of the market environment ensures that the Company will continue to have a stream of qualified candidates for the Supervisory Board at its disposal in future. The appropriate

remuneration of the members of the Supervisory Board thus also contributes to the promotion of the business strategy and the long-term development of Carl Zeiss Meditec AG.

This requirement is met by the remuneration proposed for confirmation and applicable under Art. 19 of the Articles of Association since the resolution of the Annual General Meeting on 4 March 2014, in conjunction with the supplementary resolution of the Annual General Meeting on 19 March 2019. The amount and structure of the remuneration paid to the members of the Supervisory Board are normal for the market in a comparison with the remuneration paid to Supervisory Board members of other MDAX companies (peer group comparison).

This exclusively fixed remuneration of the Supervisory Board is appropriate, in the Company's opinion, to take account of the independent advisory and supervisory function of the Supervisory Board; it strengthens the independence of the Supervisory Board members and meets the expectations of numerous investors and voting proxies.

The Company considers this fixed remuneration with no variable performance-related component to be appropriate, not least due to the fact that the workload and risk profile of the Supervisory Board tasks increase in challenging business situations and no false incentives are to be set in such a situation by a remuneration which would then decrease. This also avoids giving the impression that the Supervisory Board is acting independently in fulfilling its supervisory function, which could be the case with parallel structures for the performance-related remuneration of the Management Board and Supervisory Board. For this reason, the members of the Supervisory Board are not intended to hold shares of the Company.

This stability in the remuneration of the Supervisory Board, which is therefore not affected in its advisory and supervisory function by fluctuations in business development, seems particularly appropriate to the Company with respect to supporting the Company's long-term development.

It serves to structurally balance out the remuneration of the Management Board, which is largely variable in character based on the business strategy. The management also considers the specific features of the remuneration system for the Supervisory Board to be appropriate with regard to the duties of the Supervisory Board members and the position of the Company.

a. Composition of the remuneration

The members of the Supervisory Board are remunerated based on Art. 19 of the Articles of Association. The members of the Supervisory Board receive a fixed remuneration, fringe benefits (consisting of reimbursement of expenses and insurance cover) and, insofar as they perform an activity on committees of the Supervisory Board, remuneration for this committee activity, as well as a meeting attendance fee.

aa) Remuneration for activities on the Supervisory Board

Each member of the Supervisory Board receives an annual payment of €30,000; the Chairman of the Supervisory Board receives double this amount; the Deputy Chairman receives one-and-a-half times the aforementioned fixed remuneration of an ordinary member. Supervisory Board members who have only been a member of the Supervisory Board for part of the fiscal year, receive a lower amount of remuneration in proportion to their period in office.

bb) Remuneration for work on a committee of the Supervisory Board

Supervisory Board members who are members of a committee shall receive an annual sum of €5,000.00. The members of the Nominating Committee, the Chairman of the Audit Committee and the Chairman and Deputy Chairman of the General and Personnel Committee shall not receive any additional remuneration for their work on these committees. However, the Chairman of the Audit Committee shall receive one-and-a-half times the fixed annual remuneration paid to the Supervisory Board members.

cc) Attendance fee

The members of the Supervisory Board shall also receive an attendance fee of €1,000 for attending a meeting of the Supervisory Board or one of its committees. Meeting attendance shall also include participation in a video or conference call meeting or dial-in to a telephone or video meeting.

dd) Fringe benefits (reimbursement of expenses, sales tax, D&O insurance)

In addition, the members of the Supervisory Board are currently reimbursed for any expenses they incur when performing their duties, which may also include the sales tax legally owed by them. Directors & Officers (D&O) liability insurance has been taken out for the members of the Supervisory Board of Carl Zeiss Meditec AG, which provides for an excess. This corresponds to at least 10% of the damage up to at least one-and-a-half times the fixed annual remuneration.

ee) Ratio of fixed and variable remuneration components

As no variable remuneration is paid, the relative share of the fixed remuneration is always 100%.

ff) Due date

The Supervisory Board remuneration is due and paid to the members at the end of each fiscal year; attendance fees for attending Supervisory Board and committee meetings are due and paid following the respective dates of the meetings. In the event of a departure from the Supervisory Board during a fiscal year, the pro rata annual remuneration for this period, together with the compensation and attendance fees for Supervisory Board and committee meetings attended shall become due and payable upon departure from the Supervisory Board.

b. Procedure for determining, implementing and reviewing the remuneration of the Supervisory Board

Remuneration-related legal transactions in the sense of Section 87a (1) sentence 2 No. 8 AktG were not concluded with the members of the Supervisory Board. As the members of the Supervisory Board are remunerated based on the regulation in the Articles of Association resolved by the Annual General Meeting, the terms and conditions of remuneration and employment of the employees were not taken into consideration when determining the remuneration of the members of the Supervisory Board.

A resolution is passed by the Annual General Meeting on the remuneration of the members of the Supervisory Board based on the proposal of the Management Board and the Supervisory Board at least once every four years. To the extent that this resolution concerns the confirmation of the remuneration of the Supervisory Board, a majority of the votes cast shall be sufficient to pass the resolution. Insofar as the resolution is intended to effect a change in the remuneration, this resolution shall also require a simultaneous amendment of the relevant provisions of the Articles of Association; this shall require a majority of the votes cast and – as the Company’s Articles of Association provide for an easement in this respect with regard to the capital majority required – the majority of the share capital represented at the Annual General Meeting upon adoption of the resolution.

Prior to making the proposal to the Annual General Meeting, the Management Board and Supervisory Board shall review the remuneration of the members of the Supervisory Board, generally on the basis of publicly accessible information and information available in professional circles, such as, in particular, peer group comparisons, and, if necessary, with the help of external compensation consultants.

c. The remuneration of the members of the Supervisory Board is regulated by Art. 19 and with respect to D&O insurance in Art. 20 of the Company’s Articles of Association, which are worded as follows and are not to be amended:

Art. 19 Remuneration of the Supervisory Board

- (1) Each member of the Supervisory Board shall receive a fixed annual sum of €10,000.00. The Chairperson of the Supervisory Board receives double this amount; the Deputy Chairperson and the Chairperson of the Audit Committee shall receive one-and-a-half times this amount.
- (2) Supervisory Board members who are also members of a committee shall receive an additional annual sum of €5,000.00. The members of the Nominating Committee, the Chairperson of the Audit Committee and the Chairperson and Deputy Chairperson of the General and Personnel Committee shall not receive any

additional remuneration for their work on these committees. Paragraph (1) sentence 2 shall remain unaffected.

- (3) The Company shall reimburse the members of the Supervisory Board for their cash expenses. Each participating member of the Supervisory Board shall receive an attendance fee of €1,000.00 for attending a meeting of the Supervisory Board. The same shall apply for attendance at meetings of a committee. Meeting attendance shall also include participation in a video or conference call meeting or dial-in to a telephone or video meeting.
- (4) The Company shall reimburse the members of the Supervisory Board for any value added tax on their remuneration.

Art. 20 D&O liability insurance

In future, the Company may conclude a Directors & Officers (D&O) liability insurance policy for the benefit of the Supervisory Board members with an appropriate coverage and an excess of at least 10% of the damages up to at least one-and-a-half times the fixed annual remuneration.

This year, we ask shareholders to pay particular attention to the following information on registering for the virtual Annual General Meeting, exercising voting rights, and other shareholders' rights.

II. Holding the Annual General Meeting as a virtual general meeting

Based on 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 Act to Further Shorten the Residual Debt Discharge Procedure and to Adjust Pandemic-Related Provisions in the Law of Companies, Cooperative Societies, Associations, Foundations as well as in the Rental and Tenancy Law of 22 December 2020 (“COVID-19 Bill”), the Management Board resolved, with the consent of the Supervisory Board, to hold the Annual General Meeting as a virtual general meeting without the physical presence of the shareholders or their proxies (with the exception of the proxies appointed by the Company). Physical participation of the shareholders or their proxies is therefore excluded.

Properly registered shareholders or their proxies will be able to follow a full audiovisual broadcast of the virtual Annual General Meeting (hereinafter "participation"). The meeting shall be transmitted live and exclusively – after entry of personal login data – via a password-protected internet service (access information is provided below in section IV). The live broadcast shall not allow participation in the Annual General Meeting in the sense of Section 118 (1) sentence 2 AktG.

Shareholders or their proxies may only exercise their voting rights by postal vote or by granting power of attorney to the proxies appointed by the Company. The planned votes on agenda items 2 to 6 and agenda item 8 are binding in nature, while the planned vote on agenda item 7 is a recommendation; in each case it is possible to vote Yes, No or Abstain or to refrain from casting a vote.

Further details on exercising voting rights and the other rights of shareholders are presented below.

III. Requirements for participating in the virtual Annual General Meeting and exercising voting rights (with record date pursuant to Section 123 (4) sentence 2 AktG and its meaning)

Only those persons who register for the Annual General Meeting in accordance with Art. 22 of the Articles of Association with proof of their shareholdings shall be entitled to participate in the virtual Annual General Meeting and exercise their voting right. The registration form must be submitted in written form to the Company at the address below, in German or English, by no later than the date stipulated below. The proof of shareholdings must refer to the beginning of the 21st day prior to the Annual General Meeting, i.e., Thursday, 6 May 2021, 12.00 a.m. CEST (record date). Proof of shareholdings should be provided in text form by the last intermediary in accordance with the legal requirements.

The registration form and the shareholding certificate must be received by the registration office below by no later than midnight on Thursday, 20 May 2021 (12.00 midnight CEST):

Carl Zeiss Meditec AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Fax: +49 (0) 89 / 88 96 906-33
Email: anmeldung@better-orange.de

Only those individuals who have registered on time and furnished proof of their shareholdings shall be deemed shareholders of the Company and be allowed to participate in the virtual Annual General Meeting and exercise their voting right. The authorization to participate and the scope of the voting right shall be determined exclusively on the basis of the shareholder's shareholding as stated on the shareholding certificate as of the record date. The record date does not exclude saleability of the shares. Even in the event of the sale of some or all of the shares after the record date, participation and the scope of the voting right shall be determined exclusively based on the shareholder's shareholdings at the record date, i.e., sales of shares after the record date shall not affect the authorization to participate in the virtual Annual General Meeting or the scope of the voting right. The same applies for acquisitions and additional acquisitions of shares after the record date. Persons who do not hold any shares at the record date and only become a shareholder after the record date, shall not be entitled to participate and vote as shareholders. The record date is of no relevance for dividend entitlements.

After the registration and proof of shareholdings have been duly received by the registration office, shareholders will be sent their personal access data for use of the password-protected internet service (see section IV below) along with their ticket to the AGM. We ask that shareholders ensure that they register and send proof of their shareholdings to the Company in good time. The only way to exercise the right to ask questions and the right to object is via the password-protected internet service.

IV. Details of the password-protected internet service

As of 6 May 2021, 0.00 a.m. CEST, it will be possible to access the password-protected internet service on the Company's website by entering your personal login data at <https://www.zeiss.com/meditec-ag/agm>. Using this password-protected internet service, duly registered shareholders (or their proxies) can, among other things, exercise their voting rights by way of electronic postal voting in accordance with the procedures provided for this purpose and issue power of attorney and instructions to the Company's proxies electronically, submit questions, follow these in a live audiovisual broadcast on the day of the virtual Annual General Meeting, and declare an objection to a resolution of the virtual Annual General Meeting for the record (see sections V. to VII. below for more details).

V. Exercise of voting rights

Postal vote (via electronic communication)

Shareholders or their appointed proxies may exercise their voting rights by postal vote in text form or by electronic means using the password-protected internet service. Timely registration and submission of the shareholding certificate in accordance with the above provisions are also required in this case.

Postal votes must be submitted, amended or revoked in text form by no later than midnight on 26 May 2021 (12.00 midnight CEST) by post (incoming) at Carl Zeiss Meditec AG, c/o better Orange IR & HV AG, Haidelweg 48, 81241 Munich, Germany.

In addition, it is also possible to cast, amend or revoke postal votes up until immediately prior to the start of voting at the virtual Annual General Meeting on 27 May 2021 via the password-protected internet service (see above under section IV.) at the Company, in accordance with the procedure provided.

The above communication channels and dates also apply to any change or revocation of postal votes.

Authorized representatives, including intermediaries and other persons equivalent to those referred to in Section 135 AktG, may also make use of postal voting.

Those who wish to exercise their voting right by way of postal vote are asked to use the password-protected internet service at <https://www.zeiss.com/meditec-ag/agm> or the postal voting form enclosed with their personal access data for the password-protected internet service. The postal voting form shall be sent to the shareholders or their proxies at any time on request and can also be found online at <https://www.zeiss.com/meditec-ag/agm>.

If an individual vote is to be held on a specific agenda item instead of a collective vote, the postal vote on that agenda item shall apply accordingly for each item in the individual vote. If no explicit or unambiguous vote is cast in the postal vote on an item on the agenda, this vote shall be deemed an abstention for that item on the agenda.

If differing postal votes are received via different means of transmission and it is unclear which vote is the most recent, such votes will be taken into account in the following order: 1. Votes sent via the password-protected internet service, 2. Votes sent by post.

Authorization of the proxies appointed by the Company

We also offer our shareholders the option to authorize a proxy named by the Company to represent them and act according to their instructions. Timely registration and submission of the shareholding certificate in accordance with the above provisions are also required in this case.

Insofar as proxy authority is granted to proxies named by the Company, these proxies must be issued with instructions concerning the exercise of voting rights. Without such instructions the proxy shall be deemed invalid. Proxies are obliged to vote according to

the instructions given to them. The proxies shall not be authorized to exercise other shareholder rights, such as to ask questions, cast motions or to provide clarifications, or lodge objections.

Proxies and instructions to the proxies appointed by the Company must be submitted to the Company in text form by no later than midnight on 26 May 2021, (12.00 midnight CEST) by post, fax or electronically (by e-mail) at Carl Zeiss Meditec AG, c/o better Orange IR & HV AG, Haidelweg 48, 81241 Munich, Germany, fax: +49 (0)89 / 88 96 906-55, E-Mail: meditec.zeiss@better-orange.de or up until immediately before the start of voting at the virtual Annual General Meeting on 27 May 2021 via the password-protected internet service (see section IV. above).

The above communication channels and dates shall also apply to any change or revocation of proxy and instruction to the proxies appointed by the Company.

Those who wish to grant proxy and give instructions to the Company's proxies are asked to use the password-protected internet service at <https://www.zeiss.com/meditec-ag/agm> for this, or the proxy form sent to them together with their personal access data for the password-protected internet service. The proxy form shall be sent to the shareholders or their appointed proxies any time on request and can also be accessed online at <https://www.zeiss.com/meditec-ag/agm>.

If an individual vote is to be taken on a specific agenda item without this having been communicated in advance of the virtual Annual General Meeting, an instruction on this agenda item shall also be considered as a relevant instruction for each item of the individual vote.

If postal votes and proxies/instructions to the proxies appointed by the Company are received and it is unclear which is the most recent, priority shall always be given to the postal votes. In instances where differing declarations are also received via different channels of communication, and it cannot be determined which is the most recent, these shall be considered in the following order: 1. via the password-protected internet service, 2. by e-mail, 3. by fax and 4. by post.

Authorization of a third party

Shareholders may also appoint another proxy, e.g. a bank or intermediary, a voting advisor or a shareholders' association, to represent them at the virtual Annual General Meeting and exercise their voting right. Timely registration and submission of the shareholding certificate in accordance with the above provisions shall also be required in this case.

Proxies (with the exception of the proxy appointed by the Company) may also not physically participate in the virtual Annual General Meeting. They may only exercise the voting right for shareholders they represent by postal vote or by granting sub-proxy to the proxies appointed by the Company.

As a general rule, granting proxy, revoking proxy and proof of proxy authorization furnished to the Company shall be in text form pursuant to Section 134 (3) Sentence 3 AktG, if no proxy has been granted pursuant to Section 135 AktG. Shareholders may use the proxy form to grant proxies, which they shall receive with their ticket to the AGM; however, shareholders may also issue the proper form of proxy separately.

When granting proxy for the exercise of voting rights in accordance with Section 135 AktG (granting of proxy to intermediaries, voting advisors, shareholders' associations or commercial agents), the letter of authority must be verifiably recorded by the proxy holder; the letter of authority must also be complete and may only contain declarations associated with the exercise of voting rights. In such cases, please therefore agree the form of proxy with the person to be granted proxy.

Proxies may be communicated to the Company, amended or revoked by post, fax or electronically (via e-mail) by no later than midnight on 26 May 2021 (12.00 midnight CEST): Carl Zeiss Meditec AG, c/o Better Orange IR & HV AG, Haidelweg 48, 81241 Munich, Germany, Fax: +49 (0)89 / 88 96 906-55, E-Mail: meditec.zeiss@better-orange.de.

Proxies may also be communicated to the Company or amended or revoked using the password-protected internet service (see section IV. above) in accordance with the procedures provided for this purpose up until immediately prior to the start of voting at the virtual Annual General Meeting on 27 May 2021.

The above communication channels and dates shall also apply for any change or revocation of proxy.

If the shareholder appoints more than one person as proxy, the Company may reject one or more of these.

In order for a proxy to exercise rights by way of electronic communication via the password-protected internet service, the person granting power of proxy must provide the proxy with the personal access data they were sent along with their ticket to the AGM. The use of this personal access data by the proxy shall also be regarded as proof of authorization.

Further information on proxy voting as well as a form for granting proxy and issuing instructions to the proxies appointed by the Company shall be sent to the shareholders in due form and on time in accordance with the registration process described above, together with the ticket to the AGM. Further information on voting by proxy is also available to shareholders on the Company's website at <https://www.zeiss.com/meditec-ag/agm>. Our shareholders can obtain information personally Monday to Friday between 9.00 a.m. and 5.00 p.m. CEST by calling +49 (0) 89 / 21129778.

Shareholders can also download forms for granting proxy to a third party from the Company's website at <https://www.zeiss.com/meditec-ag/agm>. A corresponding proxy form can also be found on the AGM ticket, which the shareholders will receive after registering.

VI. Requests, motions, election nominations, questions from shareholders

(Information 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 conjunction with sentence 2 COVID-19 Bill, Section 245 No. 1 AktG, Section 1 (2) sentence 1 No. 4 COVID-19 Bill and on the modalities of the virtual Annual General Meeting; further explanations can be found on the Company's website at <https://www.zeiss.com/meditec-ag/agm>)

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 12.00 midnight 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.com/meditec-ag/agm> and communicated to the shareholders in accordance with Section 125 (1) sentence 3 AktG (in the currently applicable version).

Motions and election nominations pursuant to Section 126 (1), Section 127 AktG, each in conjunction with Section 1 (2) sentence 3 COVID-19 Bill

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 12.00 midnight CEST on 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.com/meditec-ag/agm>.

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 12.00 midnight 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.com/meditec-ag/agm>.

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 e-mail to:
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.com/meditec-ag/agm> 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 nomination to be published in accordance with Sections 126, 127 AktG shall be deemed to have been submitted during the virtual Annual General Meeting, if the shareholder proposing the countermotion or making the nomination is duly authorized and registered for the Annual General Meeting.

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 COVID-19 Act

Shareholders shall not be granted a right to information during the virtual Annual General Meeting in accordance with Section 131 AktG; they shall, however, have a right to ask questions in accordance with Section 1 (2) sentence 1 No. 3 and sentence 2 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.com/meditec-ag/agm>, in accordance with the procedure provided for this.

Therefore, duly registered shareholders or their proxies shall have the option to submit questions in advance via the password-protected internet service by no later than one day prior to the virtual Annual General Meeting, i.e., no later than 12.00 midnight CEST on 25 May 2021. Any other form of communication shall be 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 Bill, the Management Board shall decide at its own discretion how it will respond to questions. It may, in particular, consolidate questions. The Management Board may also stipulate that questions must be submitted via electronic communication by no later than one day prior to the meeting; the Management Board has decided to do this, with the consent of the Supervisory Board, as described above.

VII. 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 and 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.com/meditec-ag/agm> 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 Bill, in conjunction with Section 245 No. 1 AktG.

VIII. Information according to Section 124a AktG

This convening of the virtual Annual General Meeting, the documents to be made available in accordance with Section 124a AktG and further information in connection with the virtual Annual General Meeting can be inspected and downloaded at <https://www.zeiss.com/meditec-ag/agm>.

After the virtual Annual General Meeting, the voting results shall be published at the same web address.

IX. Total number of shares and voting rights at the time of convening of the virtual Annual General Meeting

At the time of convening of the virtual Annual General Meeting the Company's share capital amounts to €89,440,570.00 and is composed of 89,440,570 no-par value shares. Each no-par value share entitles the bearer to one vote. At the time of convening of the virtual Annual General Meeting, there is thus a total of 89,440,570 voting rights.

X. Information on data protection for shareholders

1. General information

a) Introduction

Carl Zeiss Meditec AG attaches great importance to data protection and the protection of privacy. The following data protection information is intended to inform our shareholders about how their personal data is processed and their rights in this regard, pursuant to the applicable data protection laws, in particular the General Data Protection Regulation (EU) 2016/679 (GDPR), in connection with the preparation, execution and follow-up activities surrounding the virtual Annual General Meeting.

b) Responsible party in the sense of Art. 4 No. 7 GDPR

Carl Zeiss Meditec AG Göschwitzer Straße 51 - 52, 07745 Jena

c) Contact details for the data protection officer

Group Data Protection Officer, Carl-Zeiss-Straße 22, 73447 Oberkochen, Fax: +49 73 64 20 39 11, E-Mail: dataprivacy@zeiss.com

2. Processing information

a) Data categories

We process in particular the following categories of personal data:

- First and last name,
- address,
- e-mail address
- number of shares,
- class of shares,
- ownership of the shares,
- postal votes/instructions and
- number of the AGM ticket.

We may also process the personal data of a proxy nominated by a shareholder (in particular the name and place of residence of said proxy). Insofar as shareholders or their proxies contact us, we shall also process such personal information that is required to respond to any concerns (for example, the contact details provided by the shareholder or proxy, such as e-mail address or phone number). Where appropriate, we may also process information on motions, questions, election nominations and requests from shareholders in relation to the virtual Annual General Meeting.

b) Purpose and legal basis of data processing

We use personal data to enable shareholders to participate in and exercise rights within the framework of the virtual Annual General Meeting. The processing of personal data is legally necessary for the proper preparation, implementation and follow-up of the virtual Annual General Meeting, for the exercise of voting rights and for participation by means of electronic access. The legal basis for processing personal data is the German Stock Corporation Act (AktG), in conjunction with Art. 6 (1) Sentence 1 c) GDPR, and in conjunction with with Section 2 (1) COVID-19 Bill.

In addition, we also process personal data, as appropriate, to meet other legal obligations, such as supervisory requirements, as well as obligations under stock corporation law, securities law, commercial law and tax law pertaining to the retention of records. The respective legal regulations form the basis of the legal processing, in conjunction with Section 6 (1), Sentence 1 c) GDPR. In addition, data processing required for the organization of the virtual Annual General Meeting can be carried out on the basis of overriding legitimate interests (Art. 6 (1) sentence 1 f) GDPR).

All of Carl Zeiss Meditec's shares are bearer shares. In contrast to registered shares, Carl Zeiss Meditec AG does not maintain a share register in the sense of Section 67 AktG, in which the name, date of birth and address of the shareholder, as well as the number of shares, have to be entered.

c) Categories of recipients of personal data

We shall use external service providers for the preparation, execution and follow-up of the virtual Annual General Meeting (particularly for printing and sending the invitation to the virtual Annual General Meeting and for registration for the virtual Annual General Meeting, and for its execution). Service providers who are engaged for the purposes of the preparation, execution and follow-up of the virtual Annual General Meeting, shall only receive from us such personal data that is necessary for execution of the commissioned service and shall process the data exclusively according to the instructions of Carl Zeiss Meditec AG. Any of our employees and all employees of external service providers, who have access to personal data and/or process this data, shall be obliged to treat this data as confidential.

Within the scope of statutory regulations, personal data shall also be made available to shareholders and shareholder representatives who follow the virtual Annual General Meeting by electronic means, namely via the list of participants to be made available in accordance with section 129 (1) sentence 2 AktG. This shall also apply to questions that shareholders or shareholder representatives may have asked in advance (Section 1 (2) No. 3 COVID-19 Bill) [as well as in the context of an announcement of shareholder requests for additions to the agenda, countermotions and election nominations].

d) Data sources

We, or the service providers we have engaged, shall generally receive the personal data on the shareholders via our registration office from the shareholders' banks, who have been entrusted with custody of our shares (custodian banks). In some cases, we may also receive personal data directly from the shareholders.

e) Retention period

The retention period for the data collected in connection with the virtual Annual General Meeting is generally up to three years. We generally anonymize or delete personal data, unless we are obliged by law to provide evidence and retain data for further storage, or if a longer retention period is necessary in the context of legal proceedings. Information on shareholders' questions and speeches at the upcoming virtual Annual General Meeting shall generally be anonymized after one month, unless a longer retention period is necessary for the aforementioned reasons.

3 Rights of data subjects

As data subject, shareholders may contact our data protection officer at any time with an informal notification using the contact details listed under 1.c), to exercise their rights under the GDPR, the conditions of which must be assessed on a case-by-case basis. These include in particular:

- the right to receive information on data processing, as well as a copy of the processed data (Right of Access by the Data Subject, Art. 15 GDPR),
- the right to request the correction of inaccurate data or the completion of incomplete data (Right to Rectification, Art. 16 GDPR),
- the right to request the deletion of personal data and, if the personal data have been published, to inform other persons responsible of the request for deletion (Right to Erasure ('right to be forgotten'), Art. 17 GDPR),
- the right to request the restriction of data processing (Right to Restriction of Processing, Art. 18 GDPR).

In addition, data subjects have the right to lodge a complaint with a supervisory authority.”

If personal data are processed on the basis of Art. 6 (1) sentence 1 f) GDPR, shareholders or shareholder representatives shall also have a right of objection under the statutory requirements.

Jena, April 2021

Carl Zeiss Meditec AG

The Management Board