

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

**A. Content of the notice**

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

**B. Issuer's details**

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

**C. Details on the Annual General Meeting**

1. Date of Annual General Meeting: 22 March 2023
2. Time of the Annual General Meeting (start): 10.00 a.m. CET, 9.00 a.m. UTC
3. Type of Annual General Meeting: Annual General Meeting held as a virtual event, without the physical presence of the shareholders<sup>1</sup> or their proxies
4. Location of Annual General Meeting: URL to the Company's internet service to follow a live webcast 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:  
congress centrum neue Weimarhalle, UNESCO-Platz 1, 99423 Weimar,  
Germany

5. Record date: 1 March 2023 (12.00 a.m. CET); 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 1 March 2023 (12.00 a.m. CET) (formal disclosure pursuant to EU-DVO: 20230228 end of the day)
6. Uniform Resource Locator (URL)/Web page for the Annual General Meeting:  
<https://www.zeiss.com/meditec-ag/agm>

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<sup>1</sup> Insofar as the male form is used in this Agenda for persons or substantives relating to persons, this is not meant to be gender-specific, but is merely intended to improve readability.

**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 Wednesday, 22 March 2023, at 10.00 a.m. CET.

In accordance with Section 26n (1) of the Introductory Act to the German Stock Corporation Act (Einführungsgesetz zum Aktiengesetz, EGAktG), the Annual General Meeting shall, with the consent of the Supervisory Board, be held as a

### **virtual general meeting pursuant to Section 118a (1) Sentence 1 German Stock Corporation Act (AktG)**

without the physical presence of the 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 will be held from the premises of congress centrum neue weimarhalle, UNESCO- Platz 1, 99423 Weimar, Germany (location of the Annual General Meeting in accordance with the German Stock Corporation Act) at

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

for shareholders who have registered on time, and their delegated proxies, and transmitted in a live audiovisual broadcast via a password-protected internet service.

## I. Agenda

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements as of 30 September 2022, as well as the management reports for Carl Zeiss Meditec AG and the Group for the fiscal year from 1 October 2021 to 30 September 2022, together with the explanatory report of the Management Board on the disclosures pursuant to Sections 289a, 315a (1) HGB, the proposal of the Management Board on the appropriation of net retained profits and the Supervisory Board Report.**

The aforementioned documents can be inspected online at <https://www.zeiss.com/meditec-ag/agm> and therefore 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 2021/2022**

The Management Board and Supervisory Board propose to utilize the net retained profits of € 601,486,740.29 for fiscal year 2021/2022 as follows:

1. Payment of a dividend of €1.10 per no-par value share carrying dividend rights for 89,440,570 no-par-value shares: €98,384,627.00.
2. Carryforward of residual profit to new account: € 503,102,113.29.

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 27 March 2023.

### **3. Resolution on the discharge of the members of the Management Board for fiscal year 2021/2022**

The Management Board and Supervisory Board propose to grant the officiating members of the Management Board a discharge for fiscal year 2021/2022.

#### **4. Resolution on the discharge of the members of the Supervisory Board for fiscal year 2021/2022**

The Management Board and Supervisory Board propose to grant the officiating members of the Supervisory Board a discharge for fiscal year 2021/2022.

#### **5. Appointment of the auditor of the annual financial statements and the consolidated financial statements for fiscal year 2022/2023**

Based on the recommendation of the Audit Committee, the Supervisory Board proposes to appoint PriceWaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, as auditor of the annual financial statements and the consolidated financial statements for financial year 2022/2023.

The Audit Committee has declared that its proposal is free from undue influence by third parties and that it has not had any choice-limiting clause imposed upon it in accordance with Art. 16 (6) of Regulation (EU) No. 537/2014 (EU Audit Regulation).

The recommendation of the Audit Committee was preceded by a selection procedure carried out in accordance with Art. 16 EU Audit Regulation. Subsequently, the Audit Committee recommended PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, and Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, to the Supervisory Board, stating its reasons, for the advertised audit mandate, and communicated a reasoned preference for PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, as the future auditor of the annual and consolidated financial statements.

#### **6. Resolution on the insertion of a new Art. 25a in the Articles of Association**

By way of the Act on the Introduction of Virtual General Meetings of Stock Corporations and Amendments to Cooperative and Insolvency and Restructuring Law Provisions (Gesetz zur Einführung virtueller Hauptversammlungen von Aktiengesellschaften und Änderung genossenschafts- sowie insolvenz- und restrukturierungsrechtlicher Vorschriften, BGBl. I 2022, p. 1166), the new Section 118a, among others, was inserted into the German Stock Corporation Act (AktG). This allows for an Annual General Meeting to be held virtually even after the expiry of the special legal arrangements introduced during the COVID-19 pandemic.

Due to the positive experiences with virtual general meetings over the last few years, the Company shall continue to have the option to hold virtual general meetings in future. The Management Board shall therefore be granted an authorization limited to five years to convene virtual annual general meetings in

accordance with Section 118a (1) sentence 1 AktG. A corresponding authorization shall be included in the Company's Articles of Association for this purpose. This will allow the members of the Supervisory Board, with the exception of the Chairman of the meeting, to participate in the Annual General Meeting by way of audiovisual transmission. Based on the experiences of the last few Annual General Meetings and the continuous further development of the technical infrastructure, the Company is confident that connecting the members of the Supervisory Board in this way will not put the shareholders or the Company at any disadvantage.

The Management Board and Supervisory Board thus propose to resolve the following:

- a) Immediately after Art. 25 of the Articles of Association, Art. 25a (1) shall be inserted with the heading "Virtual General Meeting":

“Art. 25a

Virtual General Meeting

(1) The Management Board shall be authorized to provide for general meetings taking place up until 22 March 2028 to be held as virtual general meetings in accordance with Section 118a AktG. The provisions in these Articles of Association regarding the convening and running of the Company's Annual General Meeting shall apply mutatis mutandis in the case of a virtual general meeting, unless otherwise provided for by law or these Articles of Association.”

- b) The following subsection (2) shall be added to the newly inserted Art. 25a (1):

“(2) The members of the Supervisory Board, with the exception of the Chairman of the meeting, shall be permitted to participate in the virtual general meeting by way of audiovisual transmission.”

## **7. Amendment to Art. 6, Art. 11 (1) to (4), Art. 12, Art. 16, Art. 17 and Art. 18 of the Articles of Association**

The provisions of the Articles of Association concerning the composition of the Supervisory Board shall cease to be effective from the close of the Annual General Meeting on 22 March 2023, as they contradict the legal provisions now to be applied. Therefore, the relevant provisions of the Articles of Association as well as further provisions of the Articles of Association shall be adapted to the newly applicable statutory provisions and to the new co-determination system in general.

The Management Board and Supervisory Board thus propose to resolve the following:

- a) Art. 6 of the Articles of Association shall be amended as follows:

“Art. 6

Composition of the Management Board

- (1) The Management Board shall comprise at least two persons. Deputy members may be appointed to the Management Board.
- (2) The Supervisory Board shall appoint the members of the Management Board and shall determine their number within the scope of paragraph (1). The Supervisory Board shall have the power to appoint the Chairman of the Management Board and a Deputy Chairman of the Management Board.
- (3) The resolutions of the Management Board shall be adopted by a simple majority of the members of the Management Board participating in the adoption of the resolution, unless the law explicitly requires unanimity. If the vote is tied, the Chairman shall have the casting vote, assuming that the Management Board has more than two members.”

- b) Paragraphs (1) to (4) of Art. 11 of the Articles of Association shall be amended as follows:

“Art. 11

Composition of the Supervisory Board

- (1) The Supervisory Board shall consist of twelve members. Of these members, six shall be elected by the Annual General Meeting and six by the employees in accordance with the 1976 Co-determination Act.
- (2) Members shall be elected for the period until the end of the Annual General Meeting that resolves their discharge for the fourth fiscal year after the start of their term of office, excluding the fiscal year in which their term of office begins. The Annual General Meeting may resolve a shorter term of office for the Supervisory Board members representing the shareholders when they are elected. Supervisory board members may be re-elected.
- (3) At the same time as Supervisory Board members are elected, substitute members may also be appointed for one or more specific Supervisory Board members representing the shareholders. These substitute members shall become members of the Supervisory Board in an order stipulated when they were elected, if Supervisory Board members representing the shareholders, for whom they were elected as substitute members, step down from the Supervisory Board before the expiry of their term of office,

without appointing a successor. If a substitute member takes the place of the outgoing member, this member's office shall expire as soon as the Annual General Meeting has elected a successor for the outgoing Supervisory Board member by a  $\frac{3}{4}$  majority of the votes cast, or by no later than the expiry of the outgoing member's term of office. If the substitute member who left the Supervisory Board as a result of the by-election had been appointed for several specific members of the Supervisory Board, that member shall revive their position as substitute member; where there are several appointed substitute members, this member shall assume first place in the order. The election of substitute members for the Supervisory Board members representing the employees is governed by the 1976 Co-determination Act; their term of office shall be for the remainder of the term of office of the outgoing member.

- (4) If a Supervisory Board member is elected to replace a member who has resigned prematurely, their term of office shall be for the remainder of the term of the outgoing member, insofar as no shorter term of office is specified at the election."

c) Art. 12 of the Articles of Association shall be amended as follows:

"Art. 12

Chairman and Deputy Chairman of Supervisory Board

- (1) Following a general meeting at the end of which the employee representatives retire by rotation, a Supervisory Board meeting shall be held for which no special invitation is required. At this meeting, the Supervisory Board, chaired by the eldest Supervisory Board member, shall elect from among its members the Chairman of the Supervisory Board and the Deputy Chairman in accordance with Section 27 (1) and (2) of the 1976 Co-Determination Act. The term of office of the Chairman and Deputy Chairman shall correspond to their term of office as a member of the Supervisory Board, unless a shorter term of office is specified in the election.
- (2) The Deputy Chairman shall only assume the rights and obligations of the Chairman, if the Chairman is indisposed. Under no circumstances shall the Deputy Chairman be entitled to the second vote.
- (3) If the Chairman or Deputy Chairman of the Supervisory Board resigns during their term of office, the Supervisory Board shall immediately hold a new election for the remaining term of office of the individual who has resigned. In the event of the premature departure of the Chairman

of the Supervisory Board, the meeting of the Supervisory Board shall be convened by the Deputy Chairman.

- (4) The election of the Chairman or Deputy Chairman may only be revoked for good cause. Good cause shall also include circumstances where the Chairman or Deputy Chairman is permanently prevented from exercising their office. For revocation of the election of the Chairman and the Deputy Chairman elected in accordance with the Co-determination Act, the provisions on their election shall apply *mutatis mutandis*.”

d) Art. 16 of the Articles of Association shall be amended as follows:

“Art. 16

Meetings/Convening

- (1) The meetings of the Supervisory Board shall be convened in text form by the Chairman of the Supervisory Board with notice of 14 days, specifying the location, time and form of the meeting. This notice period shall exclude the date the invitation to the meeting is sent and the date of the meeting itself. In urgent cases, the Chairman may shorten this notice period as appropriate and convene the meeting verbally, by telephone or by other common means of telecommunication; there should always be at least three days between the invitation and the date of the meeting.
- (2) The notice convening the meeting must be accompanied by the agenda.
- (3) The meetings shall be presided over by the Chairman of the Supervisory Board. The Chairman of the Supervisory Board may adjourn a convened meeting before it starts.

e) Art. 17 of the Articles of Association shall be amended as follows:

“Art. 17

Resolutions

- (1) Resolutions of the Supervisory Board are generally passed at meetings. Resolutions may also be passed, by order of the Chairman of the Supervisory Board, in a telephone or video conference or outside of meetings by means of votes cast verbally, by telephone, in writing or in text form; the Chairman or the Supervisory Board may also provide for a mixed form of resolution, in accordance with which the members of the Supervisory Board participate in the meeting in person or via electronic connection and other Supervisory Board members submit their vote by telephone, in writing or in text form. There is no right of



- objection of the other members of the Supervisory Board against one of the aforementioned types of resolution.
- (2) The Supervisory Board has a quorum if all members have been given proper notice of the meeting and at least half of the total members required to constitute the Supervisory Board participate in the vote. A member shall also participate in the passing of a resolution even if the member abstains from voting; members who are connected via telephone or video conference shall be considered present. An absent member may cast a vote after the event if this has been approved by all the members present.
  - (3) Absent Supervisory Board members may participate in Supervisory Board resolutions by having their written votes submitted via other Supervisory Board members. A vote transmitted by fax or via electronic media shall also be deemed to be a written vote.
  - (4) Resolutions of the Supervisory Board shall be passed by a majority of the votes cast, unless otherwise stipulated by the law, particularly the provisions of Sections 27, 29 (2), 31 and 32 of the Co-determination Act. This also applies to elections. In the event of a tied vote, the Chairman of the Supervisory Board shall be entitled to two votes in the case of a re-vote, if this also results in a tie. The second vote may also be submitted in accordance with paragraph 3.
  - (6) Minutes shall be kept of the negotiations and resolutions of the Supervisory Board.”

f) Art. 18 of the Articles of Association shall be amended as follows:

“Art. 18

Committees

- (1) Immediately after the election of the Chairman and the Deputy Chairman, the Supervisory Board shall form a committee to fulfill the duties described in Section 31 (3) of the Co-determination Act, which shall include the Chairman, the Deputy Chairman as well as one employee representative and one shareholder representative each elected by a majority of the votes cast.
- (2) The Supervisory Board may form additional committees from among its members and delegate special tasks and decision-making powers to them in its rules of procedure or by special resolution. If the Chairman of the Supervisory Board belongs to a committee and if a vote in the committee results in a tie, then the Chairman shall have two votes in the event of a re-vote, if this also results in a tie.”

## 8. Supervisory Board elections

The term of office of the existing Supervisory Board members shall end at the closing of the Annual General Meeting on 22 March 2023 pursuant to Section 97 (2) sentence 3, in conjunction with (2) sentence 2 AktG.

The Supervisory Board proposes, on the recommendation of its Nominating Committee, to elect the following persons to the Supervisory Board as shareholder representatives effective from the end of the Annual General Meeting on 22 March 2023. The information pursuant to Section 125 (1) Sentence 5 aa) AktG refers to memberships of other statutory supervisory boards, and the information under bb) refers to memberships of similar domestic and foreign supervisory bodies of commercial enterprises.

a) Dr. Karl Lamprecht, Chairman of the Executive Board of the ZEISS Group, Oberkochen

Mandates:

aa)

- Chairman of the Supervisory Board of Carl Zeiss Meditec AG, Jena, Germany
- Chairman of the Supervisory Board of Carl Zeiss SMT GmbH, Oberkochen, Germany
- Member of the Supervisory Board of Körber AG, Hamburg, Germany

bb)

- Member of the Board of Directors of Carl Zeiss Holding Co. Ltd. China, Shanghai, China
- Member of the Board of Directors of Carl Zeiss (Shanghai) Co. Ltd., Shanghai, China
- Chairman of the Board of Directors of Carl Zeiss Far East Co., Ltd., Kwai Fong, NT./Hong Kong, China
- Chairman of the Board of Directors of Carl Zeiss India (Bangalore) Pte. Ltd., Bangalore, India
- Chairman of the Board of Directors of Carl Zeiss Pte. Ltd., Singapore, Singapore
- Chairman of the Board of Directors of tooz technologies, Inc., White Plains, USA

b) Tania von der Goltz, member of the Management Board of Heidelberger Druckmaschinen AG, Heidelberg

Mandates:

aa)

- Deputy Chairwoman of the Supervisory Board of Carl Zeiss Meditec AG, Jena, Germany

bb)

- Member of the Advisory Board of Veonet Vision GmbH, Munich, Germany

c) Dr. Christian Müller, member of the Executive Board of the ZEISS Group, Oberkochen

Mandates:

aa)

- Member of the Supervisory Board of Carl Zeiss Meditec AG, Jena, Germany

bb)

- Member of the Management Board of Carl Zeiss Pensions-Treuhand e. V., Oberkochen, Germany
- Chairman of the Board of Directors of Carl Zeiss, Inc., White Plains, USA
- Member of the Management Board of Carl Zeiss Pensions Trust Properties LLC, White Plains, USA

d) Peter Kameritsch, member of the Executive Board of MTU Aero Engines AG, Munich

Mandates:

aa)

- Member of the Supervisory Board of Carl Zeiss Meditec AG, Jena, Germany

bb)

- none

e) Isabel De Paoli, Partner Private Equity, Healthcare Sector, EQT Partners GmbH, Munich

Mandates:

aa)

- Member of the Supervisory Board of Carl Zeiss Meditec AG, Jena, Germany

bb)

- none

f) Torsten Reitze, member of the Management Board & CFO of ZEISS Business Group Semiconductor Manufacturing Technology, Oberkochen

Mandates:

aa)

- Member of the Supervisory Board of Carl Zeiss Meditec AG, Jena, Germany
- Member of the Supervisory Board of Carl Zeiss IMT GmbH, Oberkochen, Germany

bb)

- Member of the Board of Directors of Carl Zeiss SMS Ltd., D.N. Misgav, Israel
- Chairman of the Board of Directors of Carl Zeiss SMT, Inc., Peabody, USA
- Member of the Board of Directors of Carl Zeiss SBE, LLC, White Plains, USA

The elections should be held as individual elections in compliance with the German Corporate Governance Code and shall be held for Dr. Karl Lamprecht, Tania von der Goltz and Isabel De Paoli for the period from the end of the Annual General Meeting on 22 March 2023 until the end of the Annual General Meeting that resolves upon their discharge for the fiscal year from 1 October 2023 to 30 September 2024 and for Dr. Christian Müller, Peter Kameritsch and Torsten Reitze for the period from the end of the Annual General Meeting on 22 March 2023 until the end of the Annual General Meeting that resolves upon their discharge for the fiscal year from 1 October 2024 to 30 September 2025.

Pursuant to Section 97 (2) sentence 1 AktG, the new Supervisory Board shall be composed in accordance with the statutory provisions specified in the announcement of the Management Board on the composition of the Su-

Supervisory Board published in the electronic Federal Gazette (Bundesanzeiger) on 31 August 2022. Pursuant to Sections 96 (1), 96 (2), 101 (1) AktG and Sections 1 (1), 6 (2), 7 (1) No. 1, 7 (2) No. 1 Co-Determination Act ("MitbestG"), the Supervisory Board is thus composed of six shareholder representatives and six employee representatives. The provisions of Art. 11 (1) of the Articles of Association of Carl Zeiss Meditec AG shall cease to be effective, pursuant to Section 97 (2) sentence 2 AktG and Section 37 (1) sentence 1 MitbestG, from the end of the Annual General Meeting on 22 March 2023, as they contradict the legal provisions now applicable. Pursuant to Section 96 (2) sentence 1 AktG, the Supervisory Board must be composed of at least 30% women and 30% men. Full compliance was contravened in accordance with Section 96 (2) sentence 3 AktG, with the result that the gender quota for this election has to be fulfilled separately by the shareholder side and the employee side. Accordingly, at least two men and at least two women must be represented on the shareholder side.

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 9 under "Annex to agenda item 8 – Information on the candidates proposed for election to the Supervisory Board" and can be inspected on the Company's website at <https://www.zeiss.com/meditec-ag/investor-relations/declaration-on-corporate-management.html>

In the Supervisory Board's opinion, neither Mr. Peter Kameritsch, Ms. Tania von der Goltz nor Ms. Isabel De Paoli 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, that would require disclosure pursuant to Section C.13 of the German Corporate Governance Code in its version dated 28 April, 2022. Dr. Karl Lamprecht is CEO and Dr. Christian 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 the candidates under a) to f) are able to devote the time necessary to be a member of the Supervisory Board.

## **9. Resolution on the adoption of the remuneration system for the members of the Management Board**

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 Section 87a AktG and presented to the Annual General Meeting for each major modification of the remuneration system, but at least every four years.

The Annual General Meeting of Carl Zeiss Meditec AG adopted the remuneration system presented by the Supervisory Board on 27 May 2021. The Supervisory Board of Carl Zeiss Meditec AG developed this remuneration system further, based on the recommendation of the General and Personnel Committee of the Supervisory Board, and, at its meeting on 30 January 2023, adopted this updated remuneration system for the members of the Management Board of Carl Zeiss Meditec AG, for new Management Board contracts to be concluded after approval by the Annual General Meeting, including those contracts applicable from the beginning of fiscal year 2022/2023.

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 9 for the members of the Management Board.

### **Annexes to agenda items 8 and 9:**

#### **Annex to agenda item 8 – Information on the candidates proposed for election to the Supervisory Board**

Dr. Karl Lamprecht

Karl Lamprecht is CEO of the ZEISS Group and oversees the areas of Strategic Development, Brand & Communications, Research & Technology and the Venture Board. He is also responsible for the sales regions Australasia, China, India and Southeast Asia. In addition to his mandate as Chairman of the Supervisory Board of the MDax and TecDax-listed Carl Zeiss Meditec AG, Mr. Lamprecht is also a member of the Supervisory Board of Körber AG, Hamburg. He is also Chairman of the University Council of the University of Aalen. Karl Lamprecht was born on 19 November 1964 in Zell am See, Austria. He studied Physics at the University of Innsbruck and graduated in 1990 as Mag. rer. nat. ab. In 1993, he gained his doctorate in natural sciences (Dr. rer. nat) from the Faculty of Physics at the University of Innsbruck. He graduated with an MBA from the Graduate School of Business of the University of Chicago, USA, in 1995.

Stages of his professional career

- 2020 Chairman of the Executive Board of the Zeiss Group
- 2018 Appointment to the Executive Board of the Zeiss Group
- 2017 Head of Business Group Semiconductor Manufacturing Technology and Chairman of the Board of Carl Zeiss SMT GmbH
- 2015 Member of the management of Business Group Semiconductor Manufacturing Technology and Head of Strategic Business Unit Semiconductor Manufacturing Optics
- 2008 Head of Strategic Business Unit Laser Optics and Managing Director of Carl Zeiss Laser Optics GmbH

- 2005 Joined ZEISS as Head of Strategic Business Development at Carl Zeiss Semiconductor Manufacturing Technology AG
- 2002 Investment Director at AdAstra Venture Consult GmbH, Munich
- 1995 Consultant at McKinsey & Company, Inc., Munich

#### Tania von der Goltz

Tania von der Goltz began her professional career in 1995 at Fresenius AG, Bad Homburg. From 1997 she held various management positions in corporate finance at the newly founded Fresenius Medical Care AG. In 2001, Tania von der Goltz took over commercial management of the Latin American region for three years. From 2004 she assumed responsibility for the group's Financial & Tax Strategy. There she played a decisive role in numerous equity financing measures. Tania von der Goltz became Senior Vice President Global Financial Strategy with responsibility for the integrated financial strategy of the entire group in 2009. One of her main tasks was to initiate and manage international value enhancement programs. As head of the Global Acquisitions and Investment Committee, she also played a prominent role in shaping the M&A activities of the DAX-listed group. In 2023, Tania von der Goltz became CFO at Heidelberger Druckmaschinen AG. Tania von der Goltz was born in Bad Homburg in 1968. She trained as a bank clerk at Bayerische Vereinsbank in Frankfurt and subsequently studied Business Administration at Goethe University in Frankfurt.

#### Stages of her professional career

- 2023 Chief Financial Officer, Heidelberger Druckmaschinen AG
- 2018 Deputy Chairwoman of the Supervisory Board of Carl Zeiss Meditec AG
- 2009 – 2022 Senior Vice President Global Financial Strategy and Vice Chairwoman Global Efficiency Program (2018-2020), Fresenius Medical Care AG & Co. KGaA
- 2004 – 2008 Responsibility for Financial & Tax Strategy, Fresenius Medical Care AG
- 2001 – 2003 Vice President Finance & Controlling and CFO Latin America, Fresenius Medical Care AG
- 1995 – 2000 various management positions at Fresenius AG and Fresenius Medical Care AG

#### Dr. Christian Müller

Christian Müller is Chief Financial Officer (CFO) of the ZEISS Group. In his position on the Executive Board, he is responsible for the following Group functions: Finance & Controlling, Consolidation, Accounting & Tax,

Financial Services, Business Services & Infrastructure, Auditing & Risk Management, Security, Legal, Trademarks & Compliance, Data Protection, Export Control & Customs, as well as the sales region of Russia. Christian Müller was born on 3 August 1967 in Hanau/Main, Germany. After studying Business Administration in Frankfurt/Main, the Doctor of Business Administration began his career in 1992 at accounting firm C&L Deutsche Revision.

#### Stages of his professional career

- 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, Germany
- 2006 Director of the Surgical Ophthalmology SBU of 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

#### Peter Kameritsch

Peter Kameritsch has been Chairman of the Executive Board of MTU since January 2018, responsible for Finance and IT. Peter Kameritsch, who holds degrees in Physics and Business Administration, joined MTU in 1999. He has held management positions at a number of MTU locations in the areas of Finance and Investor Relations as well as in Strategy. Before his appointment to the Executive Board, he was Head of Finance. Peter Kameritsch was born in 1969.

#### Stages of his professional career

- 2018 Member of the Executive Board of MTU Aero Engines AG since 2018, responsible for Finance and IT
- 2016-2017 Head of Finance
- 2015 Head of Controlling
- 2014 Head of Corporate Development and M&A • 2011-2014 Head of Investor Relations
- 1999-2011 Various positions in the Finance division of MTU Aero Engines AG



## Isabel De Paoli

From September 2021 Ms. Isabel De Paoli has worked as a partner in the healthcare sector at EQT Partners in Munich. From August 2006 to July 2021, Isabel De Paoli worked at Merck, initially in Chemicals Business Development. She then headed up Strategy Development for the Oncology business and in January 2012 she was appointed Head of Group Strategy and in this role, she introduced a systematic strategic planning process across all businesses. Mid-2015 she was appointed as the new Head of Group Communications with the aim of sharpening the department's focus on achieving business objectives. In October 2016, Isabel De Paoli was appointed Chief Strategy Officer and took on the leadership of the newly created Strategy and Transformation group at Merck KGaA. Isabel De Paoli began her professional career after gaining a degree in engineering from the Universidade Estadual de Campinas (Unicamp) in Sao Paulo, Brazil, and the Hamburg University of Technology, Hamburg-Harburg, Germany, as a consultant at the Boston Consulting Group, subsequently working as a Private Equity Manager at Permira. Isabel De Paoli was born in 1974 and has Brazilian and Italian citizenship.

### Stages of her professional career

- 2021 Partner Private Equity - Healthcare Sector, EQT Partners GmbH
- 2016 Executive Vice President - Chief Strategy Officer, Merck KGaA
- 2015 Senior Vice President – Head of Group Communications, Merck KGaA
- 2012 Senior Director – Head of Group Strategy, Merck KGaA
- 2009 Director – Head of Global Strategic Planning Oncology, Merck KGaA
- 2006 Senior Manager Business Development Chemicals, Merck KGaA
- 2004 Private Equity Investment Manager, Permira Beteiligungsberatung GmbH, Frankfurt
- 2002 Management Consultant, The Boston Consulting Group Munich

Torsten Reitze

Torsten Reitze has been a member of the Management Board and & CFO of ZEISS Business Group Semiconductor Manufacturing Technology since 2018. He has been a member of the Supervisory Board of MDax and TexDax-listed Carl Zeiss Meditec AG since 2021. Torsten Reitze was born on 31 January 1977 in Hamburg. He completed a banking apprenticeship at Hypovereinsbank AG in Hamburg and graduated with a degree in Business Administration from the Ingolstadt School of Management at the Catholic University of Eichstätt-Ingolstadt (KU).

Stages of his professional career

- 2021 Member of the Supervisory Board of Carl Zeiss Meditec AG
- 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 9 – 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 and is also guided by the recommendations of the German Corporate Governance Code in its version from 22 April 2022 (DCGC 2022). 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, including those applicable from the beginning of fiscal year 2022/2023.

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 / bonus/ VCS bonus) and
- a variable, long-term, performance-related remuneration component (Long Term Incentive, LTI / value-based compensation).

### 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 / bonus / VCS bonus (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 €222,000.00 and €290,000.00 and should not generally exceed a value of €400,000.00.

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 / value-based compensation (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 60% 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 35% 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, an individual agreement applies for the Chairman of the Management Board with respect to the long-term variable remuneration. Overfulfillment up to 200% is possible. The currently agreed target value for 100% target achievement is €141,875 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 35% and
- target LTI around 20% to 35%

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 result in the following target and maximum remuneration, including fringe benefits

and pension-related expenses, based on the presented Management Board remuneration system.

- Dr. Markus Weber (President and CEO) - maximum remuneration in fiscal year 2022/23: €1,272,800.19 (target remuneration with 100% target achievement: €989,050.19). These values are preliminary, assuming constant fringe benefits and pension-related expenses. 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 as a general rule.
- Justus Felix Wehmer (member of the Management Board) - maximum remuneration in fiscal year 2022/23: €947,923.32 (target remuneration with 100% target achievement: €793,450.79). These values are preliminary, assuming constant fringe benefits and pension-related expenses. 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 defined contribution plan with the same conditions that also apply for all employees of 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) was: €43,200.

The Chairman of the Management Board is entitled to a defined benefit plan from Carl Zeiss AG dependent on final salary. The current benefit commitment amounts to 11.11% of the fixed salary with an annual increase in the entitlement of 2.43 % points. Internally, 75% of the service cost is borne by Carl Zeiss Meditec AG.

Most recently, the service cost for one fiscal year for

- Dr. Markus Weber (CEO) was: €365,630, pro rata for Carl Zeiss Meditec AG €200,605.

#### 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.

**Holding the Annual General Meeting as a virtual general meeting in accordance with the new statutory regulation in Section 118a AktG leads to a number of modifications to the running of the meeting and the exercise of shareholder rights, both compared to a physical general meeting and the last virtual general meeting held in accordance with the special legislation during the COVID-19 pandemic. We therefore ask shareholders to pay particular attention to the following information.**

## **II. Holding the Annual General Meeting as a virtual general meeting; live transmission of the Annual General Meeting**

The Management Board has resolved, with the consent of the Supervisory Board, to hold the Annual General Meeting as a virtual general meeting in accordance with Section 118a AktG in conjunction with Section 26n (1) EGAktG, without the physical presence of shareholders or their proxies. Physical presence of the shareholders and their proxies (with the exception of the proxies appointed by the Company) at the location of the Annual General Meeting is precluded.

Duly registered shareholders and their proxies can – after entering their individual login details – connect electronically to the meeting via the password-protected internet service (access information in section IV. below) and participate in the Annual General Meeting in this way and exercise participation-related shareholders' rights as described in this convening notice. Duly registered shareholders shall, in particular, be able to follow a full live webcast of the virtual Annual General Meeting. The live webcast shall be exclusively available via the password-protected internet service. Neither the live transmission of the Annual General Meeting nor the electronic link to the Annual General Meeting shall enable participation in the Annual General Meeting in the sense of Section 118 (1) sentence 2 AktG.

When using the password-protected internet service during the the virtual Annual General Meeting on 22 March 2023, the shareholders and their proxies shall be electronically connected to the virtual Annual General Meeting.

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 according to Section 123 (4) sentence 2 AktG and its meaning)**

Only those persons who register for the Annual General Meeting in accordance with Section 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 received by the Company in text form, in German or English, at the address provided below by no later than the date specified below. The shareholding certificate must refer to the beginning of the 21st day prior to the Annual General Meeting, i.e., Wednesday, 1 March 2023, 12.00 a.m. CET (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 Wednesday, 15 March 2023 (CET):

Carl Zeiss Meditec AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany  
Email: [anmeldung@better-orange.de](mailto:anmeldung@better-orange.de)

Only those individuals who have furnished proof of their shareholdings on time 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 is 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, the individual access data for the use of the password-protected internet service (see section IV below) will be sent to the shareholders 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.

## **IV. Details of the password-protected internet service**

The password-protected internet service shall be available after entry of your personal login details on the Company's website at <https://www.zeiss.com/meditec-ag/agm> from 1 March 2023, 12.00 a.m. CET. 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 comments prior to the meeting by means of electronic communication, follow these in a live audiovisual webcast on the day of the virtual Annual General Meeting, exercise their rights of speech, information and petition, and lodge an objection to a resolution of the virtual Annual General Meeting (see sections V. to VII. below for more details).

## **V. Exercise of voting rights**

### **Postal vote (also 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 cast, amended or revoked in text form by no later than 12.00 midnight on 21 March 2023, (CET) by post (incoming) to 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 the time voting is closed by the Chairman of the virtual Annual General Meeting on 22 March 2023 via the password-protected internet service (see section IV. above) at the Company, in accordance with the procedure provided for this.

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 login 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 agenda item instead of a collective vote, the postal vote on that agenda item shall apply accordingly to each item in the individual vote. If there is no express or unambiguous vote 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 of authorizing 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 are not 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 the end of 21 March 2023, (12.00 midnight CET) by mail or electronically (via e-mail) at Carl Zeiss Meditec AG, c/o Better Orange IR & HV AG, Haidelweg 48, 81241 Munich, Germany, E-Mail: [meditec.zeiss@better-orange.de](mailto:meditec.zeiss@better-orange.de) or by the time stipulated by the Chairman of the meeting within the scope of the voting in the virtual Annual General Meeting on 22 March 2023 via the password-protected internet service (see section IV. above).

The above communication channels and dates and times shall also apply to any amendment to 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 login details 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 an 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 can not be determined which is the most recent, these shall be considered in the following order: Declarations sent 1. Via the password-protected internet service, 2. By e-mail and 3. 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 are also 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 (also via electronic communication) 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.

Powers of proxy may communicated to the Company and amended or revoked by post or electronically (via e-mail) by no later than 12.00 midnight (CET) on 21 March 2023: Carl Zeiss Meditec AG, c/o Better Orange IR & HV AG, Haidelweg 48, 81241 Munich, Germany, E-Mail: [meditec.zeiss@better-orange.de](mailto:meditec.zeiss@better-orange.de).

Proxies may also be communicated to the Company and amended or revoked via the password-protected internet service (see section IV. above) in accordance with the procedure provided for this purpose during the virtual Annual General Meeting on 22 March 2023 up until the time specified by the Chairman of the meeting within the scope of the voting.

The above communication channels and dates and times 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 proxy must receive the personal login details sent with the AGM ticket from the person granting proxy. The use of the personal login details by the proxy is also 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 from Monday to Friday between 9.00 a.m and 5.00 p.m. on +49 (0) 89 / 8896906 610.

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. Shareholder rights**

Information on the rights of shareholders pursuant to Section 118a, Section 122 (2), Section 126 (1 and 4), Section 127, Section 130a, Section 131 (1), (1d) and (4) AktG and on modalities of the virtual Annual General Meeting; further information can be found online at <https://www.zeiss.com/meditec-ag/agm>.



## **1. 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 (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 than 12.00 midnight (CET) on Sunday, 19 February 2023. 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 regulation under Section 121 (7) AktG applies mutatis mutandis (Section 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 Section 125 (1) sentence 3 AktG (in the currently applicable version).

## **2. Motions and election nominations pursuant to Sections 126 (1), 127 AktG**

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 (CET) on Tuesday, 7 March 2023. 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 (CET) on Tuesday, 7 March 2023. 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 election nominations by shareholders 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 e-mail 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.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.

Pursuant to Section 126 (4) AktG, countermotions or election nominations to be published pursuant to Sections 126, 127 AktG shall be deemed to have been made at the time they were published. The voting right in respect of these may be exercised after proper registration by the means described under V. Insofar as the shareholder proposing the motion or making the election nomination is not duly authorized and registered for the Annual General Meeting (see III. for more details), the motion or election nomination does not have to be dealt with at the Annual General Meeting.

Shareholders and their proxies who are connected to the Annual General Meeting also have the right, pursuant to Section 118a (1) sentence 2 No. 3 AktG, to submit motions and make election nominations during the meeting by way of video communication (see VI.5. for more details).

### **3. Submission of comments pursuant to Section 130a (1) to (4) AktG**

Duly registered shareholders and their proxies have the right, pursuant to Section 130a (1) to (4) AktG, to submit comments on agenda items in text form or in video format by means of electronic communication. The password-protected internet service on the Company's website at <https://www.zeiss.com/meditec-ag/agm> can be used for this with the appropriate access data (see IV. above).

Comments in text form should be submitted in accordance with the procedure specified for this as a PDF file. Comments in video format should be submitted according to the procedure specified for this as MPEG-4 or MOV files; the file size must not exceed 1 GB. We ask that the comments submitted be kept to an appropriate length to allow for proper screening of the comments. It is possible for several comments to be submitted. Comments submitted in video format must feature the shareholder or the shareholder's proxy to be permissible. By submitting a comment, the shareholder or the proxy agree to the comment and their name being published in the password-protected internet service.

Comments should be submitted no later than five days prior to the meeting, thus no later than 12.00 midnight (CET) on 16 March 2023. Comments submitted on the agenda items shall be published in the password-protected internet service on the Company's website at <https://www.zeiss.com/meditec-ag/agm>, which is available to duly registered shareholders or their proxies with the appropriate access data (see IV. above for more details), by no later than four days prior to the Annual General Meeting, therefore by no later than 12.00 midnight (CET) on 17 March 2023, unless, as an exception, said comments may be exempted from publication in accordance with Section 130a (3) sentence 4 AktG.

Comments shall not be published if the Management Board would render itself liable to prosecution by publishing such information, if key points of the comments contain obviously incorrect or misleading information, or libelous statements, or if the submitting shareholder indicates that they shall not be participating in the Annual General Meeting and shall not be represented by a proxy.

Motions and election nominations, questions about and objections to resolutions of the Annual General Meeting within the scope of the comments submitted in text form or in video format shall not be considered at the Annual General Meeting; the submission of motions or election nominations (see VI.2. for more details), exercise of the right to information (see VI.4. for more details) and lodging objections to resolutions of the Annual General Meeting (see VII. for more details) is only possible via the channels described separately in this invitation.

#### **4. Right to information according to Section 131 (1), (1d) and (4) AktG**

Pursuant to Section 131 (1) AktG, each shareholder is entitled to request information about the Company's affairs from the Management Board at the Annual General Meeting to the extent that such information is necessary to make an appropriate assessment of the respective agenda item and there is no right to withhold information. This disclosure obligation of the Management Board also extends to the Company's legal and business relationships with its affiliates. In addition, there is a right to ask questions at the Annual General Meeting, pursuant to Section 131 (1d) AktG, about all answers provided by the Management Board at the Annual General Meeting and about questions asked in speeches at the Annual General Meeting (see VI.5. for more details), as well as a right to information pursuant to Section 131 (4) AktG.

By order of the Chairman of the meeting pursuant to Section 131 (1f) AktG, all forms of the right to information pursuant to Section 131 AktG may be exercised at the Annual General Meeting exclusively by way of video communication (see VI.5. for more details). No other form of submission of questions by electronic or other means of communication is provided for either before or during the Annual General Meeting.

#### **5. Right to speak according to Section 130a (5) and (6) AktG**

Shareholders or their proxies who are electronically connected to the Annual General Meeting have a right to speak at the meeting by way of video communication in accordance with Section 130a (5) and (6) AktG. There will be a virtual desk for requests to speak operating from the start of the Annual General Meeting via the password-protected internet service on the Company's website at <https://www.zeiss.com/meditec-ag/agm> (see IV. above for the relevant access data), which the shareholders and their proxies can use to register their speech request. The right to speak also includes in particular the right to submit motions and election nominations pursuant to Section 118a (1) sentence 2 No. 3 AktG (see VI.2. for more details), as well as the request for information according to Section 131 AktG (see VI.4. for more details).

Pursuant to Art.24 (3) of the Company's Articles of Association, the Chairman of the Annual General Meeting may set appropriate time limits on the shareholder's right to speak and ask questions.

The entire virtual Annual General Meeting, including the video communication, is managed via the password-protected internet service. Shareholders and their proxies who wish to register their request to speak via the virtual desk shall require either a non-mobile terminal device (PC, notebook, laptop) with the installed browser Chrome from Version 89, Edge from Version 88 or Safari from Version 13.1 or a mobile terminal device (smartphone) to broadcast their speech. Mobile ANDROID smartphones require the installed browser Chrome from Version 89; mobile iOS smartphones require the installed browser Safari from Version 13.1. To broadcast speeches, terminal devices must have a cam-

era and microphone that can be accessed from the browser. Installation of additional software components or apps on the terminal devices is not required. Anyone who has registered a request to speak via the virtual desk shall be given access in the password-protected internet service to deliver their speech. The Company reserves the right to verify the functioning of the video communication between the shareholder or proxy and the Company in the meeting and before the speech and to reject it if the functionality is not assured.

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

Duly registered shareholders and proxies connected electronically to the Annual General Meeting shall have the right, by means of electronic communication, to declare objections to resolutions of the Annual General Meeting. Such an objection may be declared from the beginning of the virtual Annual General Meeting up until it is closed by the Chairman of the meeting via the password-protected internet service at <https://www.zeiss.com/meditec-ag/agm>. The notary has authorized the Company to receive objections via the internet service and receives the objections via the internet service.

## **VIII. Information according to Section 124a AktG**

This notice convening 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>. Pursuant to Section 118a (6) AktG, this also applies to the shareholders electronically connected to the meeting for the duration of the meeting. In addition, for the duration of the virtual Annual General Meeting, the list of participants prior to the first vote and any changes thereto shall be made available to all duly registered shareholders electronically connected to the Annual General Meeting and their proxies via the internet service at <https://www.zeiss.com/meditec-ag/agm>.

After the virtual Annual General Meeting, the voting results will be made available 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](mailto: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
- AGM ticket number.

We may also process the personal data of a proxy nominated by a shareholder (in particular the name and place or 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 telephone 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 AktG, in conjunction with Art. 6 (1) sentence 1 c) GDPR.

In addition, we also process personal data, as appropriate, to meet other legal obligations, e.g., supervisory requirements, as well as obligations under stock corporation law, securities law, commercial law and tax law pertaining to the retention of records. The legal processing of this data is based on the respective legal regulations, in conjunction with Art. 6 (1) sentence 1 c) GDPR. In addition, data processing required for the organization of the virtual Annual General Meeting may 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**

In some cases, we 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, are obliged to treat this data as confidential.

Personal data shall also be made available, within the scope of statutory regulations, to shareholders and shareholder representatives who follow the virtual Annual General Meeting by electronic means, namely via the list of participants to be published in accordance with Section 129 (1) sentence 2 AktG. This shall also apply to questions that shareholders or shareholder representatives may ask at the Annual General Meeting and when announcing 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 subjects, 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 also have a right of objection under the statutory requirements.

Jena, February 2023

Carl Zeiss Meditec AG

The Management Board