

Report of the Supervisory Board

Dear Shareholders and Friends of the Company,

Fiscal year 2021/22 was yet another successful year for Carl Zeiss Meditec AG. Revenue increased to a new record level and, in spite of all the macroeconomic and geopolitical uncertainties, an excellent result was also achieved. I would like to express my thanks and appreciation – also on behalf of the entire Supervisory Board – to our customers for their trusting cooperation and our employees and the members of the Management Board for their commitment and motivation.



Dr. Karl Lamprecht

The Supervisory Board supported the Management Board in the management of business operations by engaging in intensive exchange and consultation. The focus in the fiscal year under review remained on the continuous discussion with the Management Board on both the current challenges and the long-term strategic orientation of the Carl Zeiss Meditec Group.

In fiscal year 2021/22, the Supervisory Board conscientiously fulfilled the duties incumbent upon it according to the law, the Company's Articles of Association and rules of procedure. The Supervisory Board therefore kept itself regularly and comprehensively up to date about all events and business transactions of relevance for the Company, and monitored and supported the work of the Management Board in an advisory capacity. The subject of the written and verbal reports from the Management Board was the economic situation and the development of the

Company's business, as well as its individual strategic business units, including their further strategic development. The Supervisory Board also addressed the Company's position with respect to the risk situation, risk management, as well as the internal control system and compliance. The Supervisory Board was involved in all important decision-making. In the case of transactions requiring approval, the Supervisory Board cast its vote after thorough examination of the reports and draft resolutions submitted.

The Supervisory Board also continued to engage in a regular exchange of information with the Company's Management Board, including outside of Supervisory Board meetings. Any collaboration between the Supervisory Board and the Management Board was always open and trusting, with constructive dialog.

No conflicts of interest arose among the members of the Supervisory Board in fiscal year 2021/22.

Focus of the deliberations and audits of the Supervisory Board

In the fiscal year under review the Supervisory Board convened for six ordinary meetings. The members of the Management Board also participated in the meetings on 6 December 2021, 8 February 2022, 30 March 2022, 21 June 2022 and 8 September 2022. The meeting held prior to the regular meeting on 30 March 2022 on the same date, which was held as a constituent meeting due to the election of all employee representatives, was held without the members of the Management Board. The meetings on 6 December 2021 and 8 February 2022 were held as video conferences and the meetings on 30 March 2022, 21 June 2022 and September 2022 took place in a hybrid format.

The table "Individualized disclosure of meeting attendance" contains an overview of the meeting attendance of the individual members of the Supervisory Board.

Resolutions on matters requiring a decision between the meetings were passed by way of a circulation procedure.

The subject of the regular meetings was the revenue and earnings situation as well as the business performance of the Carl Zeiss Meditec Group, including the particular current challenges, such as the implications of the war in Ukraine, the tensions in the global supply chains and the Zero COVID Policy in China, as well as the Company's financial situation and ongoing strategic projects, future investments and their financing. Additional agenda items were also addressed during the respective meetings.

During the video conference meeting on 6 December 2021 to adopt the consolidated and annual financial statements for fiscal year 2021/22, the declaration of conformity to the recommendations of the German Corporate Governance Code was also resolved. The proposal to the Annual General Meeting on the utilization of profit was discussed in detail and adopted. The Supervisory Board furthermore resolved, at the recommendation of the Audit Committee, to propose Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft (EY), Stuttgart, for election by the Annual General Meeting on 30 March 2022 as auditor of the annual and the consolidated financial statements for fiscal year 2021/22.

In the video conference meeting on 8 February 2022, the Supervisory Board resolved to hold the Annual General Meeting on 30 March 2022 as a virtual meeting.

The constituent meeting of the Supervisory Board on 30 March 2022 elected the members of the Audit Committee and the decision was taken to keep the members of the General and Personnel Committee and the Nominating Committee the same.

No resolutions were passed during the hybrid meeting of the Supervisory Board on 30 March 2022. During the other hybrid meeting on 21 June 2022, the plenary Supervisory Board resolved to acknowledge the conclusion of the collective bargaining between IG Metall and Carl Zeiss Meditec AG at the Jena site, for the introduction of the 35-hour week.

During the meeting of the Supervisory Board on 8 September 2022, a resolution was passed to adopt the budget proposed by the Management Board for fiscal year 2022/23. In addition, the amended Rules of Procedure of the Management Board, which entered into force on 8 September 2022, superseding the previous Rules of Procedure from 12 March 2020, were adopted. Furthermore, the shareholder representatives on Carl Zeiss Meditec AG's Supervisory Board resolved to contravene total fulfillment of the minimum ratio of women to men stipulated in Section 96 (2) AktG. Resolutions were also passed in connection with the departure of Management Board member Jan Willem de Cler and the extension of the Management Board contract of Justus Felix Wehmer.

Intensive work of the committees

In accordance with its Rules of Procedure, the Supervisory Board of Carl Zeiss Meditec AG has formed three committees. These committees carry out preliminary work on topics to be discussed at the plenary Supervisory Board meeting and make decisions on behalf of the Supervisory Board, insofar as the plenary session has instructed them to do so in accordance with statutory regulations. The current chairs of the committees report regularly and extensively to the Supervisory Board about their work on the committees.

Committees of the Supervisory Board

General and Personnel Committee	Audit Committee	Nominating Committee
» Dr. Karl Lamprecht (Chairman)	» Peter Kameritsch (Chairman)	» Dr. Christian Müller (Chairman)
» Tania von der Goltz	» Torsten Reitze	» Isabel De Paoli
» Dr. Christian Müller	» Cornelia Grandy (until 30 Mar 2022)	» Dr. Karl Lamprecht
	» Renè Denner (from 30 Mar 2022)	

The General and Personnel Committee advises the Management Board on matters of Company strategy. It is jointly responsible for coordinating and preparing for the Supervisory Board meetings. In addition, this committee prepares the Supervisory Board's personnel decisions and, in certain cases, passes resolutions on the transactions requiring approval submitted by the Management Board. The General and Personnel Committee convened for one meeting during the past fiscal year.

The Audit Committee is mainly concerned with the development of business and monitoring the accounting process, the efficiency of the internal control system and the internal auditing and risk management system, auditing, and its focus areas, as well as the selection and the independence of the auditor, the quality of the auditing and the additional services rendered by the auditor. It also addresses the work of the Company's compliance organization. The Audit Committee convened for four meetings in the reporting period.

In the event of the appointment of new Supervisory Board members, the Nominating Committee proposes suitable candidates to the Supervisory Board for its candidate proposals to the Annual General Meeting. The Nominating Committee did not hold any meetings in the period under review. No resolutions were passed for fiscal year 2021/22.

Individualized disclosure of meeting attendance

Supervisory Board member	Committees	Meeting attendance	Attendance in %
Dr. Karl Lamprecht (Chairman)	Plenary Supervisory Board	6/6	100%
	General and Personnel Committee	1/1	100%
	Nominating Committee	n/a as no meetings	n/a as no meetings
	Total	7/7	100%
Tania von der Goltz (Deputy Chairwoman)	Plenary Supervisory Board	6/6	100%
	General and Personnel Committee	1/1	100%
	Total	7/7	100%
Dr. Christian Müller	Plenary Supervisory Board	6/6	100%
	General and Personnel Committee	1/1	100%
	Nominating Committee	n/a as no meetings	n/a as no meetings
	Total	7/7	100%
Isabel De Paoli	Plenary Supervisory Board	6/6	100%
	Nominating Committee	n/a as no meetings	n/a as no meetings
	Total	6/6	100%
Peter Kameritsch	Plenary Supervisory Board	6/6	100%
	Audit Committee	4/4	100%
	Total	10/10	100%
Torsten Reitze	Plenary Supervisory Board	6/6	100%
	Audit Committee	4/4	100%
	Total	10/10	100%
Cornelia Grandy	Plenary Supervisory Board (until 30 Mar 2022)	0/2	0%
	Audit Committee (until 30 Mar 2022)	0/2	0%
	Total	0/4	0%
Brigitte Koblizek	Plenary Supervisory Board (from 30 Mar 2022)	4/4	100%
	Total	4/4	100%
René Denner	Plenary Supervisory Board	6/6	100%
	Audit Committee (from 30 Mar 2022)	2/2	100%
	Total	8/8	100%
Jeffrey Marx	Plenary Supervisory Board	6/6	100%
	Total	6/6	100%

Corporate governance and declaration of conformity

During the Supervisory Board Meeting on 5 December 2022 the Supervisory Board resolved upon the declaration of conformity pursuant to German Corporate Governance Code.

Further information on corporate governance reporting and the declaration of conformity can be found on Carl Zeiss Meditec AG's website at <https://www.zeiss.com/meditec-ag/investor-relations.html> under "Corporate Governance".

Audit of the annual and consolidated financial statements 2021/ 22

The Annual General Meeting on 30 March 2022 appointed Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft (EY), Stuttgart, as auditor for the annual and consolidated financial statements.

Before making its candidate proposal to the Annual General Meeting, the Supervisory Board obtained a declaration of independence from the auditor. In this declaration EY confirms that there are no private, professional, business, financial or other relationships between the auditor and its executive bodies or audit managers, on the one hand, or between the Company and its executive body members, on the other. On 20 June 2022, the Supervisory Board engaged EY to audit all of the financial statements and management reports for fiscal year 2021/22, including the dependent company report on relationships with associated companies of Carl Zeiss Meditec AG pursuant to Section 312 AktG. On 4 August 2022, the Audit Committee passed a resolution on the focal points of the audit in fiscal year 2021/22.

The annual financial statements of Carl Zeiss Meditec AG were prepared in accordance with the rules of the German Commercial Code (Handelsgesetzbuch, HGB). The consolidated financial statements were prepared in accordance with the International Financial Reporting Standards (IFRSs) prevailing at the end of the reporting period, as they are to be applied in the EU, and in accordance with Section 315a HGB in compliance with specific provisions of the HGB.

EY audited the annual financial statements and consolidated financial statements, as well as the associated management reports for fiscal year 2021/22, including the accounting, and issued all the financial statements with an unqualified audit certificate.

The annual financial statements and consolidated financial statements prepared by the Management Board to 30 September 2022, and the associated management reports, as well as the audit reports prepared by the appointed auditor, were submitted in good time for inspection by all members of the Supervisory Board and discussed in detail and audited in advance at the meeting of the Supervisory Board's Audit Committee in the presence of the auditor on 5 December 2022, and subsequently at the plenary Supervisory Board meeting. The Supervisory Board approved the results of the audit. No objections were raised following the Supervisory Board's conclusive review of the audit. The Supervisory Board thus approved the annual financial statements prepared by the Management Board and the consolidated financial statements at its meeting on 5 December 2022. The annual financial statements are thus adopted. After a detailed examination and taking the development of earnings and the financial position into consideration, the Supervisory Board approved the Management Board's proposal on the utilization of profit at its meeting on 5 December 2022.

In addition, a separately published non-financial consolidated report on the Carl Zeiss Meditec Group was submitted to the Audit Committee. The non-financial report was subjected to a voluntary business audit conducted by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft (PwC), Munich, to obtain *limited assurance*. Pursuant to the recommendation of the Audit Committee, the Supervisory Board approves the non-financial report of the Carl Zeiss Meditec Group prepared in accordance with the CSR Directive Implementation Act (EU Directive 2014/95/EU), and releases it for publication.

Dependent company report

Given that Carl Zeiss Meditec AG is a subsidiary of Carl Zeiss AG, the Management Board of Carl Zeiss Meditec AG prepared a report, pursuant to Section 312 AktG, on relations with associated companies in fiscal year 2021/22, which states that – under the circumstances known to the Management Board at the time the legal transactions were concluded – Carl Zeiss Meditec AG received an appropriate compensation for each of the transactions listed and that reportable measures were neither implemented nor omitted in the fiscal year. After conducting its audit EY issued the report with the following audit certificate pertaining to the correctness of the actual disclosures and the appropriateness of the Company's compensation with respect to the legal transactions listed:

“Based on the results of our statutory audit and assessment, we confirm that

1. the actual information in the report is correct,
2. the Company's compensation with respect to the legal transactions listed in the report was not inappropriately high.”

At the meeting on 5 December 2022 the auditor reported on the key results of the audit and responded to questions. After conducting its own audit of the dependent company report and inspecting the audit report prepared by the auditor, the Supervisory Board concluded that it agrees with the statements and conclusions in the dependent company report and the audit report. On completion of its own audit the Supervisory Board has no objections to raise against the declaration of the Management Board at the end of the dependent company report.

All documentation pertaining to the financial statements and audit reports was submitted early to the Supervisory Board.

Composition of the Management Board and Supervisory Board

There was one change to the composition of the Supervisory Board during the course of the past fiscal year. Cornelia Grandy's mandate ended on 30 March 2022. She decided not to stand for re-election to the Supervisory Board as an employee representative. At the election held on 15 March 2022, Brigitte Koblizek was elected to the Supervisory Board as an employee representative.

During the Supervisory Board meeting on 30 March 2022, which was held as a constituent meeting due to the election of all employee representatives, Peter Kameritsch was appointed Chairman and Brigitte Koblizek and Renè Denner were appointed as members of the Audit Committee. This meeting also resolved to keep the members of the General and Personnel Committee and the Nominating Committee the same.

There were two changes to the members of the Management Board of Carl Zeiss Meditec AG in fiscal year 2021/22. At the Supervisory Board meeting on 30 September 2021, the resolution was passed to terminate the appointment of Dr. Ludwin Monz as a member of the Management Board and Chief Executive Officer of Carl Zeiss Meditec AG by mutual agreement as of the end of 31 December 2021. In this context, it was resolved to appoint Dr. Markus Weber as a member of the Management Board of Carl Zeiss Meditec AG with effect from 1 January 2022, and he was simultaneously appointed Chairman of the Management Board. The entire Supervisory Board thanks Dr. Ludwin Monz for his high level of commitment for the development of Carl Zeiss Meditec AG.

Effective 30 September 2022, Jan Willem de Cler stepped down from the Management Board of Carl Zeiss Meditec AG. He was a member of the Management Board of Carl Zeiss Meditec AG from 2018 and was responsible for the Human Resources, Global Operations and Service departments, among others. I would like to thank Jan Willem de Cler on behalf of the entire Supervisory Board for all the work he has done on the Management Board and his long-standing achievements in the service of the Company. The Management Board of Carl Zeiss Meditec AG has thus consisted of two members since 1 October 2022: Dr. Markus Weber, President and CEO, and Justus Felix Wehmer, Chief Financial Officer.

Members of the Supervisory Board took personal responsibility for undertaking the training and further development measures necessary to fulfill their duties. The members were regularly informed about new regulatory developments, legislative changes and new accounting and auditing standards, as well as corporate governance issues. In addition, members of the respective committees took part in further training courses for the respective committees, and members of the Supervisory Board took part in external training programs.

Final remarks

Carl Zeiss Meditec AG is in a good position, in the Supervisory Board's opinion, with its innovative and diversified product portfolio, and as a competent partner to physicians, to continue to participate in the growth of the medical technology industry and to keep steadily improving its strong market position in future, too.

I would like to thank the Management Board and all members of the Supervisory Board for their consistently good and constructive collaboration. I would like to wish all employees and the members of the Management Board every success, a huge amount of motivation and enthusiasm for the new fiscal year that is already underway, and look forward to continuing to work closely with you on a basis of trust.

Jena, 5 December 2022

On behalf of the Supervisory Board



Dr. Karl Lamprecht
(Chairman)